

**South Bay Community
Development District**

FINANCIAL STATEMENTS

September 30, 2016



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South Bay Community Development District
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September 30, 2016

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INDEPENDENT AUDITORS' REPORT

To the Board of Supervisors
South Bay Community Development District
Hillsborough County, Florida

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and each major fund of South Bay Community Development District (hereinafter referred to as "District"), as of and for the year ended September 30, 2016, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Basis for Qualified Opinions on Governmental Activities and Major Governmental Debt Service Fund

Because of the inadequacy of supporting documentation provided by the Bond Trustee, we were unable to obtain sufficient appropriate audit evidence regarding approximately \$225,000 of certain trustee-directed transactions for general government expenses as reflected in the governmental activities and Debt Service Fund.

Qualified Opinions

In our opinion, except for the possible effects of the matter discussed in the preceding paragraph, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and the Debt Service Fund of the District as of September 30, 2016, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Unmodified Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the General Fund of the District as of September 30, 2016, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis and budgetary comparison information, as listed in the table of contents, be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated May 8, 2017, on our consideration of the District's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the District's internal control over financial reporting and compliance.

Carr, Riggs & Ingram, L.L.C.

CARR, RIGGS & INGRAM, LLC

Miramar Beach, Florida

May 8, 2017



Management's Discussion And Analysis

South Bay Community Development District Management's Discussion and Analysis

Our discussion and analysis of the South Bay Community Development District's financial performance provides an overview of the District's financial activities for the fiscal year ended September 30, 2016. Please read it in conjunction with the District's financial statements, which begin on page 9.

FINANCIAL HIGHLIGHTS

- At September 30, 2016, the assets of the District exceeded its liabilities by approximately \$5.4 million.
- During the fiscal year ended September 30, 2016, the District incurred approximately \$1 million of current year interest expenditures, repaid approximately \$1.1 million of previously accrued interest due to bondholders, and made principal repayments of \$240,000.

USING THE ANNUAL REPORT

This annual report consists of a series of financial statements. The Statement of Net Position and the Statement of Activities on pages 9 – 10 provide information about the activities of the District as a whole and present a longer-term view of the District's finances. Fund financial statements start on page 11. For governmental activities, these statements tell how these services were financed in the short-term as well as what remains for future spending. Fund financial statements also report the District's operations in more detail than the government-wide statements by providing information about the District's most significant funds.

Reporting the District as a Whole

Our analysis of the District as a whole begins on page 5. One of the most important questions asked about the District's finances is, "Is the District as a whole better off or worse off as a result of the year's activities?" The Statement of Net Position and the Statement of Activities report information about the District as a whole and about its activities in a way that helps answer this question. These statements include all assets and liabilities using the accrual basis of accounting, which is similar to the accounting used by most private-sector companies. All of the current year's revenues and expenses are taken into account regardless of when cash is received or paid.

These two statements report the District's net position and related changes during the current year. You can think of the District's net position – the difference between assets and liabilities – as one way to measure the District's financial health, or financial position. Over time, increases or decreases in the District's net position is one indicator of whether its financial health is improving or deteriorating. You will need to consider other nonfinancial factors; however, such as changes in the District's assessment base and the condition of the District's infrastructure, to assess the overall health of the District.

South Bay Community Development District Management's Discussion and Analysis

Reporting the District's Most Significant Funds

Our analysis of the District's major funds begins on page 6. The fund financial statements begin on page 11 and provide detailed information about the most significant funds – not the District as a whole. Some funds are required to be established by State law and by bond covenants. All of the District's funds are governmental fund-types.

- *Governmental funds* – All of the District's basic services are reported in governmental funds, which focus on how money flows into and out of those funds and the balances left at year-end that are available for spending. The governmental fund statements provide a detailed short-term view of the District's general government operations and the basic services it provides. Governmental fund information helps you determine whether there are more or fewer financial resources that can be spent in the near future to finance the District's programs.

THE DISTRICT AS A WHOLE

The following table reflects the condensed Statement of Net Position and is compared to the prior year.

<i>September 30,</i>	2016	2015	Change
Assets			
Current and other assets	\$ 2,811,417	\$ 3,357,474	\$ (546,057)
Capital assets, net	43,273,306	44,201,771	(928,465)
Total assets	\$ 46,084,723	\$ 47,559,245	\$ (1,474,522)
Liabilities			
Current liabilities	\$ 1,977,026	\$ 3,070,118	\$ (1,093,092)
Other liabilities	38,660,458	38,066,592	593,866
Total liabilities	40,637,484	41,136,710	(499,226)
Net position			
Net investment in capital assets	6,350,473	7,612,259	(1,261,786)
Unrestricted	(903,234)	(1,189,724)	286,490
Total net position	5,447,239	6,422,535	(975,296)
Total liabilities and net position	\$ 46,084,723	\$ 47,559,245	\$ (1,474,522)

For more detailed information, see the accompanying Statement of Net Position.

During the fiscal year ended September 30, 2016, total assets and liabilities decreased by approximately \$1.5 million and \$499,000, respectively. The decrease in assets is primarily due to the District utilizing existing investment funds to make an interest payment on the outstanding Series 2005 Bonds and depreciation on capital assets. The decrease in liabilities is due to the repayment of previously accrued interest due to bondholders and repayment of principal on long-term debt, net of an increase in long-term debt related to interest accretion.

South Bay Community Development District Management's Discussion and Analysis

The following schedule compares the Statement of Activities for the current and previous fiscal year.

<i>Year ended September 30,</i>	2016	2015	Change
Revenues:			
Program revenues:			
Charges for services	\$ 1,796,115	\$ 2,021,742	\$ (225,627)
Grants and contributions	238	1,039	(801)
General revenues:			
Settlement income	548,876	1,000,000	(451,124)
Interest and other revenues	2,170	1,150	1,020
Special item:			
Gain on the cancellation of debt and debt restructure	-	19,903,226	(19,903,226)
Total revenues	2,347,399	22,927,157	(20,579,758)
Expenses:			
General government	349,301	612,742	(263,441)
Maintenance and operations	1,080,756	578,582	502,174
Bond issue costs	-	348,315	(348,315)
Interest	1,892,638	2,349,835	(457,197)
Total expenses	3,322,695	3,889,474	(566,779)
Change in net assets	(975,296)	19,037,683	(20,012,979)
Net position (deficit), beginning	6,422,535	(12,615,148)	19,037,683
Net position, ending	\$ 5,447,239	\$ 6,422,535	\$ (975,296)

For more detailed information, see the accompanying Statement of Activities.

Revenues and expenses decreased approximately \$20.6 million and \$567,000, respectively, from the prior year. The decrease in revenues is primarily due to the gain on cancellation of debt and debt restructure in accordance with the Restructuring Agreement in the prior year. The decrease in expenses is primarily due to a reduction in interest expense and bond issue costs related to the bond restructuring in the prior year. The overall result was a \$975,296 decrease in net position for fiscal year 2016.

THE DISTRICT'S FUNDS

As the District completed the year, its governmental funds (as presented in the balance sheet on page 11) reported a combined fund balance of approximately \$1.5 million, which is an increase from last year's balance that totaled \$965,000. Significant transactions are discussed on the following page.

South Bay Community Development District Management's Discussion and Analysis

- During the fiscal year ended September 30, 2016, the District incurred approximately \$1 million of current year interest expenditures, repaid approximately \$1.1 million of previously accrued interest due to bondholders, and made principal repayments of \$240,000.

The overall increase in fund balance for the year ended September 30, 2016 totaled approximately \$556,000.

GOVERNMENTAL FUNDS BUDGETARY HIGHLIGHTS

An Operating budget was established by the governing board for the District pursuant to the requirements of Florida Statutes. The budget to actual comparison for the general fund, including the original budget and final adopted budget, is shown at page 25.

The District experienced an unfavorable variance in revenues as compared to the final budget in the amount \$113,567. Conversely, the District experienced a favorable variance in expenditures as compared to the final budget in the amount of \$139,430. The variance in revenues is due to the District budgeting the interfund transfer from the Debt Service Fund as other income. The variance in expenditures occurred primarily due to the District budgeting for the repayment of debt.

CAPITAL ASSET AND DEBT ADMINISTRATION

Capital Assets

At September 30, 2016, the District had approximately \$43.3 million invested in capital assets (net of accumulated depreciation). This amount represents a decrease of approximately \$928,000 from the fiscal year 2015 total.

A listing of capital assets by major category for the current and prior year follows:

<i>September 30,</i>	2016	2015	Change
Capital assets not being depreciated	\$ 16,812,056	\$ 16,812,056	\$ -
Capital assets being depreciated	27,853,947	27,853,947	-
Total, prior to depreciation	44,666,003	44,666,003	-
Accumulated depreciation	(1,392,697)	(464,232)	(928,465)
Net capital assets	\$ 43,273,306	\$ 44,201,771	\$ (928,465)

More information about the District's capital assets is presented in Note 4 to the financial statements.

South Bay Community Development District Management's Discussion and Analysis

Debt

At September 30, 2016, the District had approximately \$40.9 million of bonds outstanding. This amount represents a decrease of \$240,000 from the fiscal year 2015 total.

A listing of debt amounts outstanding for the current and prior year is as follows:

<i>September 30,</i>	2016	2015	Change
Capital Improvement Revenue Bonds:			
Series 2005 A	\$ 6,755,000	\$ 6,755,000	\$ -
Capital Improvement Revenue Refunding Bonds:			
Series 2015 A-1	9,590,000	9,830,000	(240,000)
Series 2015 A-2	11,280,000	11,280,000	-
Series 2015 B-1	9,070,000	9,070,000	-
Series 2015 B-2	4,175,000	4,175,000	-
	\$ 40,870,000	\$ 41,110,000	\$ (240,000)

More information about the District's long-term debt is presented in Note 5 to the financial statements.

FUTURE FINANCIAL FACTORS

South Bay Community Development District is an independent special district that operates under the provisions of Chapter 190, Florida Statutes. The District operates under an elected Board of Supervisors, which establishes policy and sets assessment rates. Assessment rates for fiscal year 2017 were established to provide for the operations of the District as well as the necessary debt service requirements.

CONTACTING THE DISTRICT'S FINANCIAL MANAGEMENT

This financial report is designed to provide a general overview of the District's finances. If you have questions about this report or need additional financial information, contact the South Bay Community Development District's management company at 2501A Burns Road, Palm Beach Gardens, Florida, 33410.



Basic Financial Statements

**South Bay Community Development District
Statement of Net Position**

<i>September 30,</i>	2016
	Governmental Activities
Assets	
Cash and cash equivalents	\$ 270,078
Investments	2,533,063
Accounts receivable	8,276
Capital assets:	
Not being depreciated	16,812,056
Depreciable, net	26,461,250
Total assets	46,084,723
Liabilities	
Accounts payable	18,816
Accrued interest payable	1,703,210
Non-current liabilities:	
Due within one year	255,000
Due in more than one year	38,660,458
Total liabilities	40,637,484
Net position	
Net investment in capital assets	6,350,473
Unrestricted	(903,234)
Total net position	\$ 5,447,239

The accompanying notes are an integral part of these financial statements.

South Bay Community Development District Statement of Activities

Year ended September 30,

2016

Functions/Programs	Expenses	Charges for Services	Operating Grants and Contributions	Governmental Activities	Net (Expense) Revenue and Changes in Net Position
Primary government:					
Governmental activities:					
General government	\$ (349,301)	\$ 342,527	\$ -	\$ (6,774)	
Maintenance and operations	(1,080,756)	149,337	-	(931,419)	
Interest	(1,892,638)	1,304,251	238	(588,149)	
Total governmental activities	\$ (3,322,695)	\$ 1,796,115	\$ 238	(1,526,342)	

General revenues

Settlement income	548,876
Interest and other revenues	2,170
Total general revenues	551,046

Change in net position (975,296)

Net position - beginning of year 6,422,535

Net position - end of year \$ 5,447,239

The accompanying notes are an integral part of these financial statements.

South Bay Community Development District Balance Sheet – Governmental Funds

<i>September 30,</i>	2016		
	General	Debt Service	Total Governmental Funds
Assets			
Cash and cash equivalents	\$ 249,734	\$ 20,344	\$ 270,078
Investments	-	2,533,063	2,533,063
Accounts receivable	4,678	3,598	8,276
Total assets	\$ 254,412	\$ 2,557,005	\$ 2,811,417
Liabilities and Fund Balances			
Liabilities			
Accounts payable	\$ 18,816	\$ -	\$ 18,816
Debt service obligation	-	1,271,776	1,271,776
Total liabilities	18,816	1,271,776	1,290,592
Fund balances			
Restricted for debt service	-	1,285,229	1,285,229
Unassigned	235,596	-	235,596
Total fund balances	235,596	1,285,229	1,520,825
Total liabilities and fund balances	\$ 254,412	\$ 2,557,005	\$ 2,811,417

The accompanying notes are an integral part of these financial statements.

South Bay Community Development District
Reconciliation of the Balance Sheet of Governmental Funds to the Statement of
Net Position

<u>September 30,</u>	<u>2016</u>
Total fund balances, governmental funds	\$ 1,520,825
Capital assets used in governmental activities are not financial resources and therefore are not reported in the fund financial statements.	43,273,306
Liabilities not due and payable from current resources, including accrued interest, are not reported in the fund financial statements.	(39,346,892)
<u>Total net position - governmental activities</u>	<u>\$ 5,447,239</u>

The accompanying notes are an integral part of these financial statements.

South Bay Community Development District
Statement of Revenues, Expenditures and Changes in Fund Balances –
Governmental Funds

<i>Year ended September 30,</i>	2016		
	General	Debt Service	Total Governmental Funds
Revenues			
Assessments	\$ 491,864	\$ 1,304,251	\$ 1,796,115
Settlement income	-	548,876	548,876
Interest and other revenues	2,170	238	2,408
Total revenues	494,034	1,853,365	2,347,399
Expenditures			
Current:			
General government	123,988	225,313	349,301
Maintenance and operations	152,291	-	152,291
Debt service:			
Principal	-	240,000	240,000
Interest	-	1,049,722	1,049,722
Total expenditures	276,279	1,515,035	1,791,314
Excess of revenues over expenditures	217,755	338,330	556,085
Other Financing Sources (Uses)			
Transfers in	117,645	-	117,645
Transfers out	-	(117,645)	(117,645)
Total other financing sources (uses)	117,645	(117,645)	-
Net change in fund balances	335,400	220,685	556,085
Fund balances (deficit), beginning of year	(99,804)	1,064,544	964,740
Fund balances, end of year	\$ 235,596	\$ 1,285,229	\$ 1,520,825

The accompanying notes are an integral part of these financial statements.

South Bay Community Development District
Reconciliation of the Statement of Revenues, Expenditures and Changes in Fund
Balances of Governmental Funds to the Statement of Activities

<i>Year ended September 30,</i>	2016
Net change in fund balances - governmental funds	\$ 556,085
Governmental funds report principal payments on bonds as expenditures when debt is paid, whereas these payments are eliminated in the Statement of Activities and recognized as a reduction in bonds payable in the Statement of Net Position.	240,000
Depreciation on capital assets is not recognized in the fund financial statements but is reported as an expense in the Statement of Activities.	(928,465)
The accretion of the discount on deep discount bonds is not recognized in the governmental fund statements but is reported as an expense in the Statement of Activities.	(848,866)
The change in accrued interest between the current and prior year is recorded on the Statement of Activities but not on the fund financial statements.	5,950
Change in net position of governmental activities	\$ (975,296)

The accompanying notes are an integral part of these financial statements.

South Bay Community Development District Notes to Financial Statements

NOTE 1: NATURE OF ORGANIZATION

The South Bay Community Development District (the “District”) was established on February 24, 2004 pursuant to the Uniform Community Development District Act of 1980, otherwise known as Chapter 190, Florida Statutes, by Hillsborough County Ordinance No. 04-17. The Act provides, among other things, the power to manage basic services for community development, power to borrow money and issue bonds, and to levy and assess non-ad valorem assessments for the financing and delivery of capital infrastructure.

The District was established for the purposes of financing and managing the acquisition, construction, maintenance and operation of a portion of the infrastructure necessary for community development within the District.

The District is governed by a Board of Supervisors (“Board”), which is comprised of five members. The Supervisors are elected on an at large basis by the owners of the property within the District. The Board of Supervisors of the District exercises all powers granted to the District pursuant to Chapter 190, Florida Statutes.

In October 2012, a Special Purpose Entity (SPE), South Bay CDD Holdings, Inc., was formed for the purpose of taking ownership of certain foreclosed property for the benefit of the bondholders. The SPE is wholly-owned and managed by the Bond Trustee. The District does not have control or ownership of the SPE.

The Board has the final responsibility for:

1. Allocating and levying special assessments.
2. Approving budgets.
3. Exercising control over facilities and properties.
4. Controlling the use of funds generated by the District.
5. Approving the hiring and firing of key personnel.
6. Financing improvements.

In evaluating how to define the government, for financial reporting purposes, management has considered all potential component units. The decision to include or exclude a potential component unit in the reporting entity was made by applying the criteria set forth by Generally Accepted Accounting Principles (GAAP) as defined by the Governmental Accounting Standards Board (GASB) in statements No. 14 and No. 61. Based on the foregoing criteria, no potential component units were found.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies of the District conform to GAAP as applicable to governments in accordance with those promulgated by GASB. The following is a summary of the more significant policies:

South Bay Community Development District Notes to Financial Statements

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Government-wide and Fund Financial Statements

The basic financial statements include both government-wide and fund financial statements.

The government-wide financial statements (i.e., the Statement of Net Position and the Statement of Activities) report information on all the non-fiduciary activities of the primary government. Governmental activities, which normally are supported by assessments, are reported separately from business-type activities, which rely to a significant extent on fees and charges for support. The business-type activities are reported separately in government-wide financial statements; however, at September 30, 2016, the District did not have any significant business-type activities. Therefore, no business-type activities are reported. Assessments and other items not properly included as program revenues (i.e., charges to customers or applicants who purchase, use, or directly benefit from goods or services) are reported as general revenues.

Separate financial statements are provided for governmental funds. Major individual governmental funds are reported as separate columns in the fund financial statements.

Measurement Focus, Basis of Accounting and Basis of Presentation

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of the related cash flows. Assessments are recognized as revenues in the year for which they are levied. Grants and other similar items are to be recognized as revenue as soon as all eligibility requirements imposed by the provider have been met.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the District considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. Expenditures generally are recorded when a liability is incurred, as under accrual accounting. However, debt service expenditures are recorded only when payment is due.

Assessments, including debt service assessments along with operation and maintenance assessments, are non-ad valorem special assessments imposed on all lands located within the District and benefited by the District's activities. Assessments are levied and certified for collection by the District prior to the start of the fiscal year which begins October 1st and ends on September 30th. Operation and maintenance special assessments are imposed upon all benefited lands located in the District. Debt service special assessments are imposed upon certain lots and lands as described in each resolution imposing the special assessment for each series of bonds issued by the District.

South Bay Community Development District Notes to Financial Statements

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Assessments and interest associated with the current fiscal period are all considered to be susceptible to accrual and have been recognized as revenues of the current fiscal period. All other revenue items are considered to be measurable and available only when cash is received by the District.

The District reports the following major governmental funds:

General Fund – The General Fund is the primary operating fund of the District. It is used to account for all financial resources except those required to be accounted for in other funds.

Debt Service Fund – The Debt Service Fund is used to account for the accumulation of resources for the annual payment of principal and interest on long-term debt.

For the year ended September 30, 2016, the District does not report any proprietary funds.

As a general rule, the effect of interfund activity has been eliminated from the government-wide financial statements.

When both restricted and unrestricted resources are available for use, it is the District's policy to use restricted resources first, then unrestricted resources as they are needed. When committed, assigned, or unassigned resources are available for use in the governmental fund financial statements, it is the government's policy to use committed resources first, followed by assigned resources, then unassigned resources as needed.

Cash, Deposits and Investments

The District maintains deposits with "Qualified Public Depositories" as defined in Chapter 280, Florida Statutes. All Qualified Public Depositories must place with the Treasurer of the State of Florida securities in accordance with collateral requirements determined by the State's Chief Financial Officer. In the event of default by a Qualified Public Depository, the State Treasurer will pay public depositors all losses. Losses in excess of insurance and collateral will be paid through assessments between all Qualified Public Depositories.

Under this method, all the District's deposits are fully insured or collateralized at the highest level of security as defined by GASB, Statement Number 40, *Deposits and Investment Disclosures (An Amendment of GASB, Statement Number 3)*.

The District is authorized to invest in financial instruments as established by Section 218.415, Florida Statutes. The authorized investments include among others direct obligations of the U.S. Treasury; the Local Government Surplus Trust Funds as created by Section 218.405, Florida Statutes; SEC registered money market funds with the highest credit quality rating from a nationally recognized rating agency; and interest-bearing time deposits or savings accounts in authorized financial institutions.

South Bay Community Development District Notes to Financial Statements

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Capital Assets

Capital assets, which include primarily infrastructure assets (e.g., roads, sidewalks, water management systems and similar items), are reported in the governmental activities column in the government-wide financial statements. Capital assets are defined by the District as assets with an initial/individual cost of more than \$5,000 and an estimated useful life in excess of two years. Such assets are recorded at historical cost and estimated historical cost if purchased or constructed. Donated assets are recorded at estimated fair market value at the date of donation.

The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend asset lives are not capitalized. Major outlays for capital assets and improvements are capitalized as projects are constructed.

Property, plant and equipment of the primary government will be depreciated using the straight-line method over the estimated useful lives. Estimated useful lives for financial reporting purposes are as follows:

<u>Asset</u>	<u>Years</u>
Infrastructure	30

In the governmental fund financial statements, amounts incurred for the acquisition of capital assets are reported as fund expenditures. Depreciation expense is not reported in the governmental fund financial statements.

Long-Term Obligations

In the government-wide financial statements, long-term debt and other long-term obligations are reported as liabilities in the Statement of Net Position. Bond premiums and discounts are deferred and amortized over the life of the bonds using the straight-line or effective interest method. Bonds payable are reported net of these premiums or discounts. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as current period expenses.

In the fund financial statements, governmental fund types recognize bond premiums and discounts during the current period. The face amount of the debt issued is reported as other financing sources. Premiums received on debt issuances are reported as other financing sources while discounts on debt issuances are reported as other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as debt service expenditures.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

South Bay Community Development District Notes to Financial Statements

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Deferred Outflows/Inflows of Resources

In addition to assets, the statement of financial position includes a separate section for deferred outflows of resources. This separate financial statement element, *deferred outflows of resources*, represents a consumption of net position that applies to a future period(s) and so will not be recognized as an outflow of resources (expense/expenditure) until then. The District does not have any of this type of item at September 30, 2016.

In addition to liabilities, the statement of financial position will sometimes report a separate section for deferred inflows of resources. This separate financial statement element, *deferred inflows of resources*, represents an acquisition of net position that applies to a future period(s) and so will not be recognized as an inflow of resources (revenue) until that time. The District does not have any of this type of item at September 30, 2016.

Fund Equity

Net position in the government-wide financial statements represents the difference between assets and deferred outflows of resources and liabilities and deferred inflows of resources and is categorized as net investment in capital assets, restricted or unrestricted. Net investment in capital assets represents assets related to infrastructure and property, plant and equipment, net of any related debt. Restricted net position represents the assets restricted by the District's bond covenants.

Governmental fund equity is classified as fund balance. Fund balance is further classified as nonspendable, restricted, committed, assigned, or unassigned. Nonspendable fund balance cannot be spent because of its form. Restricted fund balance has limitations imposed by creditors, grantors, or contributors or by enabling legislation or constitutional provisions. Committed fund balance is a limitation imposed by the District board through approval of resolutions. Assigned fund balance is a limitation imposed by a designee of the District board. Unassigned fund balance in the General Fund is the net resources in excess of what can be properly classified in one of the above four categories. Negative unassigned fund balance in other governmental funds represents excess expenditures incurred over the amounts restricted, committed, or assigned to those purposes.

Budgets

The District is required to establish a budgetary system and an approved annual budget. Annual budgets are legally adopted on a basis consistent with GAAP for the General Fund. Any revision to the budget must be approved by the District Board. The budgets are compared to actual expenditures. In instances where budget appropriations and estimated revenues have been revised during the year, budget data presented in the financial statements represent final authorization amounts.

South Bay Community Development District Notes to Financial Statements

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

The District follows these procedures in establishing the budgetary data reflected in the financial statements:

- A. Each year the District Manager submits to the District Board a proposed operating budget for the fiscal year commencing the following October 1.
- B. A public hearing is conducted to obtain comments.
- C. Prior to October 1, the budget is legally adopted by the District Board.
- D. All budget changes must be approved by the District Board.
- E. Budgets are adopted on a basis consistent with accounting principles generally accepted in the United States of America.

NOTE 3: INVESTMENTS

The District's investments held at September 30, 2016 consist of short-term money market funds. The District's investments in money market funds consist of shares owned in the fund rather than the underlying investments. In accordance with GASB 72, *Fair Value Measurement and Application*, these amounts are reported at amortized cost.

The following is a summary of the District's investments:

<i>September 30,</i>	2016	Credit Risk	Maturities
Short-term Money Market Funds	\$ 2,533,063	S&P AAAM	25 days

Custodial credit risk - For an investment, custodial credit risk is the risk that the District will not be able to recover the value of the investments or collateral securities that are in the possession of an outside party. The District has no formal policy for custodial risk. At September 30, 2016, none of the investments listed above are exposed to custodial credit risk because their existence is not evidenced by securities that exist in physical or book entry form.

Concentration risk – The District's investment policy requires diversification, but does not specify limits on types of investments.

Interest rate risk – The District does not have a formal policy for addressing interest rate risk; however, investments are made with discretion, to seek reasonable returns, preserve capital, and in general, avoid speculative investments. The District manages its exposure to declines in fair values from interest rate changes by reviewing the portfolio on an ongoing basis for changes in effective yield amounts.

South Bay Community Development District Notes to Financial Statements

NOTE 4: CAPITAL ASSETS

The following is a summary of changes in the capital assets for the year ended September 30, 2016:

	Beginning Balance	Additions	Transfers and Conveyances	Ending Balance
Governmental Activities:				
<i>Capital assets not being depreciated</i>				
Land	\$ 16,812,056	\$ -	\$ -	\$ 16,812,056
Total capital assets, not being depreciated	16,812,056	-	-	16,812,056
<i>Capital assets being depreciated</i>				
Infrastructure	27,853,947	-	-	27,853,947
Total capital assets, being depreciated	27,853,947	-	-	27,853,947
<i>Less accumulated depreciation</i>				
Infrastructure	(464,232)	(928,465)	-	(1,392,697)
Total accumulated depreciation	(464,232)	(928,465)	-	(1,392,697)
Total capital assets, being depreciated, net	27,389,715	(928,465)	-	26,461,250
Governmental activities capital assets, net	\$ 44,201,771	\$ (928,465)	\$ -	\$ 43,273,306

Depreciation expense of \$928,465 was allocated to maintenance and operations on the accompanying Statement of Activities.

NOTE 5: BONDS PAYABLE

In March 2015, the District exchanged a portion of its Series 2005 A Bonds, Series 2005 B-1 Bonds, and Series 2005 B-2 Bonds for Capital Improvement Revenue Refunding Bonds, Series 2015 A-1, 2015 A-2, 2015 B-1, and 2015 B-2. The Series 2015 bonds were issued with various terms. The Series 2015 A-2 and 2015 B-2 bonds, as shown below, were exchanged for a deep discount which will accrete over a period of time to the principal amount of the bonds.

Series	Initial Principal Amount	Conversion Date Accreted Value	Interest Rate	Maturity Date	Principal Payments Commencing	Interest Payments Commencing
2015 A-1	\$ 9,970,000	\$ 9,970,000	5.950%	May 1, 2036	May 1, 2015	May 1, 2015
2015 A-2	8,928,571	11,280,000	6.600%	May 1, 2036	May 1, 2019	May 1, 2019
2015 B-1	9,070,000	9,070,000	5.125%	May 1, 2020	May 1, 2020	May 1, 2015
2015 B-2	3,304,680	4,175,000	6.600%	May 1, 2025	May 1, 2025	May 1, 2019
	<u>\$ 31,273,251</u>	<u>\$ 34,495,000</u>				

South Bay Community Development District Notes to Financial Statements

NOTE 5: BONDS PAYABLE (Continued)

The “conversion date accreted value” represents the initial principal amount of the bonds plus accrued interest between the date of issuance and the date interest payments commence on each separate issue.

In conjunction with the restructure, a remaining amount totaling \$6,755,000 of the Series 2005A Bonds was not exchanged. The unexchanged bonds are subordinate in all respects to the payment of the principal and interest on the Series 2015 Bonds, and the rights of the owners of the unexchanged 2005 bonds are subordinate to the rights of the holders of the Series 2015 Bonds in every respect.

At September 30, 2015, a debt service obligation for all accrued and unpaid interest on the unexchanged Series 2005A bonds totaled \$2,372,841. During the year ended September 30, 2016, the District paid \$1,101,065 on the outstanding obligation.

The Restructuring Agreement also provides that the District shall not certify any portion of the unreleased 2005 Assessments for collection until the earlier of: (i) the occurrence of an Event of Default under the Restructuring Agreement, (ii) principal and interest of the Un-Exchanged 2005 Bonds being forgiven pursuant to the Restructuring Agreement or (iii) March 27, 2017. Therefore, it is expected that the monies available to pay debt service on the unexchanged 2005 Bonds, at least during this period of forbearance with respect to the unreleased 2005 Assessments, will be limited to the unexchanged bond revenues, if any, resulting from a sale or sales by the SPE of the Transferred Lands.

The balance of bonds payable at September 30, 2016 is summarized as follows:

<i>September 30,</i>	2016
Bond principal balance	\$ 40,870,000
Less unamortized bond accretion	(1,954,542)
Net bonds payable	\$ 38,915,458

The Bond Indentures have certain restrictions and requirements relating principally to the use of proceeds to pay for the infrastructure improvements and the procedures to be followed by the District on assessments to property owners. The District agreed to levy special assessments in annual amounts adequate to provide payment of debt service. The District is in compliance with the requirements of the Bond Indentures.

The Bond Indentures require that the District maintain adequate funds in reserve accounts to meet the debt service reserve requirements as defined in the Indentures. The requirements have been met for the fiscal year ended September 30, 2016.

South Bay Community Development District Notes to Financial Statements

NOTE 5: BONDS PAYABLE (Continued)

Long-term liability activity for the year ended September 30, 2016, was as follows:

	Beginning Balance	Additions/ Accretion	Reductions	Ending Balance	Due Within One Year
<i>Governmental Activities</i>					
Bonds Payable:					
Series 2005 A	\$ 6,755,000	\$ -	\$ -	\$ 6,755,000	\$ -
Series 2015 A-1	9,830,000	-	(240,000)	9,590,000	255,000
Series 2015 A-2	11,280,000	-	-	11,280,000	-
Series 2015 B-1	9,070,000	-	-	9,070,000	-
Series 2015 B-2	4,175,000	-	-	4,175,000	-
Bond accretion discount	(2,803,408)	848,866	-	(1,954,542)	-
	\$ 38,306,592	\$ 848,866	\$ (240,000)	\$ 38,915,458	\$ 255,000

At September 30, 2016, the scheduled debt service requirements on long-term debt were as follows:

<i>Year Ending September 30,</i>	Principal	Interest	Total Debt Service
2017	\$ 255,000	\$ 1,035,443	\$ 1,290,443
2018	275,000	1,020,270	1,295,270
2019	630,000	1,513,923	2,143,923
2020	9,740,000	1,984,243	11,724,243
2021	710,000	1,477,200	2,187,200
2022 - 2026	8,490,000	6,377,055	14,867,055
2027 - 2031	5,910,000	3,725,818	9,635,818
2032 - 2036	14,860,000	1,599,955	16,459,955
	\$ 40,870,000	\$ 18,733,907	\$ 59,603,907

NOTE 6: RISK MANAGEMENT

The District is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; and natural disasters. The District maintains commercial insurance coverage to mitigate the risk of loss. Coverage may not extend to all situations. Management believes such coverage is sufficient to preclude any significant uninsured losses to the District. Settled claims have not exceeded this commercial coverage in the previous three years.

South Bay Community Development District Notes to Financial Statements

NOTE 7: MANAGEMENT COMPANY

The District has contracted with a management company to perform management advisory services, which include financial and accounting advisory services. Certain employees of the management company also serve as officers (Board appointed non-voting positions) of the District. Under the agreement, the District compensates the management company for management, accounting, financial reporting, and other administrative costs.

NOTE 8: INTERFUND TRANSFERS

During the fiscal year ended September 30, 2016, the District transferred \$117,645 from the Debt Service Fund to the General Fund to eliminate the remaining interfund balance. This amount is shown as an Interfund transfer on the accompanying Statement of Revenues, Expenditures and Changes in Fund Balance – Governmental Funds.

NOTE 9: CONCENTRATION

In fiscal year 2008, the former developer abandoned the project. The former developer was succeeded in interest by the mortgage holders on each of the five respective development parcels. Subsequent to the developer abandoning the project, the District entered into forbearance and settlement agreements with four of the mortgage holders and received a summary judgement against one of the mortgage holders, which has been assigned to the SPE.

In October 2013, the District and trustee entered into a forbearance and settlement agreement with Harborside Suites, LLC (“Harborside”). In accordance with the agreement, Harborside remitted certain amounts to be applied against accrued interest, and the District forbore collection of the remaining Series 2005 B-2 assessments due from Harborside for a period of two years. Subsequent to the forbearance period, Harborside agreed to pay the remaining \$2,048,877 in \$500,000 increments every six months with the last installment to include the remaining \$48,877. During the fiscal year ended September 30, 2016, the District recognized the final payment of \$548,876 in settlement income related to the Harborside forbearance and settlement agreement on the accompanying Statement of Activities and Statement of Revenues, Expenditures and Changes in Fund Balances - Governmental Funds.

A significant portion of the District’s activity is dependent on the continued involvement of the SPE and mortgage holder whom acquired interest of the property formerly owned by the Developer, the loss of which could have a material adverse effect on the District’s operations.



**Required Supplemental Information
(Other Than MD&A)**

South Bay Community Development District Budget to Actual Comparison Schedule – General Fund

<i>Year ended September 30,</i>	2016			
	Original Budget	Final Budget	Actual Amounts	Variance with Final Budget
Revenues				
Assessments	\$ 604,433	\$ 487,786	\$ 491,864	\$ 4,078
Interest and other revenues	240	119,815	2,170	(117,645)
Total revenues	604,673	607,601	494,034	(113,567)
Expenditures				
General government	300,673	263,417	123,988	139,429
Maintenance and operations	304,000	152,292	152,291	1
Total expenditures	604,673	415,709	276,279	139,430
 Excess (deficit) of revenues over expenditures	 \$ -	 \$ 191,892	 \$ 217,755	 \$ 25,863



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INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS*

To the Board of Supervisors
South Bay Community Development District
Hillsborough County, Florida

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the governmental activities and each major fund of South Bay Community Development District (hereinafter referred to as the "District"), as of and for the year ended September 30, 2016, and the related notes to the financial statements, which collectively comprise the District's basic financial statements, and have issued our report thereon dated May 8, 2017.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the District's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the District's internal control. Accordingly, we do not express an opinion on the effectiveness of the District's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies and therefore, material weaknesses or significant deficiencies

may exist that were not identified. We did identify a deficiency in internal control, described in IC2010-01 below that we consider to be a material weakness.

IC2010-01: Supporting Documentation

- **Condition:** The District has approximately \$225,000 of expenditures recorded relating to the Debt Service Fund that have no supporting documentation available to verify their existence, appropriateness and proper classification.
- **Criteria:** Generally speaking, paid invoices, together with other supporting documents, should be retained as part of an entity's permanent accounting records. We understand, however, that Trustee issues do not fall under the purview of District management personnel.
- **Cause:** The expenditures were made from a trust account over which District management has no direct control or authority. The funds were removed from the account by the Bond Trustee and transferred to a different account. No supporting documentation was provided to District management regarding the use of these funds, and no indication is given on the investment trust statement as to the use of these funds. In addition it is unknown if the default expense investment account has a balance at year end.
- **Effect:** Because no supporting documentation is available to District management, expenditures may be made that are inappropriate for the District to pay, and the expenditures, revenues, and cash may be improperly classified on the District's financial statements or they may be recorded in the incorrect period.
- **Recommendation:** We understand District management has attempted to obtain supporting documentation for these types of expenditures and additional cash accounts but has been denied access by the Bond Trustee. We recommend the District continue to pursue the supporting documentation and continue to explain to those involved the importance of transparency when using governmental-entity funds. Ultimately, the District should have sufficient documentation to support all balances.

The District's response to the finding identified in our audit is described below. We did not audit the District's response and, accordingly, we express no opinion on it.

- **Management Response:** Because of the Series 2005 Bonds default, the Trustee does not need the District's approval to pay these expenditures. The District has, since 2009, requested the supporting documentation from the Trustee for expenditures made by the Trustee from District Trust Accounts. The Trustee has not provided the requested information, indicating this was not appropriate for disclosure. The District will continue to request documentation from the Trustee for financial transactions processed through District accounts.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the District's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the District's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the District's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Carr, Riggs & Ingram, L.L.C.

CARR, RIGGS & INGRAM, LLC

Miramar Beach, Florida
May 8, 2017



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MANAGEMENT LETTER

To the Board of Supervisors
South Bay Community Development District
Hillsborough County, Florida

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Report on the Financial Statements

We have audited the financial statements of the South Bay Community Development District ("District") as of and for the fiscal year ended September 30, 2016, and have issued our report thereon dated May 8, 2017.

Auditors' Responsibility

We conducted our audit in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and Chapter 10.550, Rules of the Auditor General.

Other Reports

We have issued our Independent Auditors' Report on Internal Control over Financial Reporting and Compliance and Other Matters Based on an Audit of the Financial Statements Performed in Accordance with *Government Auditing Standards* and Independent Accountant's Report on an examination conducted in accordance with *AICPA Professional Standards*, Section 601, regarding compliance requirements in accordance with Chapter 10.550, Rules of the Auditor General. Disclosures in these reports, which are dated May 8, 2017, should be considered in conjunction with this management letter.

Prior Audit Findings

Section 10.554(1)(i)1., Rules of the Auditor General, requires that we determine whether or not corrective actions have been taken to address findings and recommendations made in the preceding annual financial audit report. Corrective actions have been taken to address finding IC2010-02 in the preceding annual audit report. The item noted as IC2010-01 on page 27 was included in the preceding annual audit report but has not been corrected. This comment was also included in the second preceding financial audit report.

Official Title and Legal Authority

Section 10.554(1)(i)4., Rules of the Auditor General, requires that the name or official title and legal authority for the primary government and each component unit of the reporting entity be disclosed in this management letter, unless disclosed in the notes to the financial statements. The information required is disclosed in the notes to the financial statements.

Financial Condition

Section 10.554(1)(i)5.a. and 10.556(7), Rules of the Auditor General, require that we apply appropriate procedures and report the results of our determination as to whether or not the District has met one or more of the conditions described in Section 218.503(1), Florida Statutes, and identification of the specific condition(s) met. In connection with our audit, we determined that the District did not meet any of the conditions described in Section 218.503(1), Florida Statutes.

Pursuant to Sections 10.554(1)(i)5.c. and 10.556(8), Rules of the Auditor General, we applied financial condition assessment procedures. It is management's responsibility to monitor the District's financial condition, and our financial condition assessment was based in part on representations made by management and the review of financial information provided by same.

Annual Financial Report

Section 10.554(1)(i)5.b. and 10.556(7), Rules of the Auditor General, require that we apply appropriate procedures and report the results of our determination as to whether the annual financial report for the District for the fiscal year ended September 30, 2016, filed with the Florida Department of Financial Services pursuant to Section 218.32(1)(a), Florida Statutes, is in agreement with the annual financial audit report for the fiscal year ended September 30, 2016. In connection with our audit, we determined that these two reports were in agreement.

Other Matters

Section 10.554(1)(i)2., Rules of the Auditor General, requires that we address in the management letter any recommendations to improve financial management. In connection with our audit, we did not have any such recommendations.

Section 10.554(1)(i)3., Rules of the Auditor General, requires that we address noncompliance with provisions of contracts or grant agreements, or abuse, that have occurred, or are likely to have occurred, that have an effect on the financial statements that is less than material but which warrants the attention of those charged with governance. In connection with our audit, we did not have any such findings.

Purpose of this Letter

Our management letter is intended solely for the information and use of the Legislative Auditing Committee, members of the Florida Senate and the Florida House of Representatives, the Florida Auditor General, Federal and other granting agencies, the Board of Supervisors, and applicable management, and is not intended to be and should not be used by anyone other than these specified parties.

Carr, Riggs & Ingram, L.L.C.

CARR, RIGGS & INGRAM, LLC

Miramar Beach, Florida
May 8, 2017



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INDEPENDENT ACCOUNTANT'S REPORT

To the Board of Supervisors
South Bay Community Development District
Hillsborough County, Florida

We have examined South Bay Community Development District's compliance with the requirements of Section 218.415, Florida Statutes, *Local Government Investment Policies*, during the year ended September 30, 2016. Management is responsible for the District's compliance with those requirements. Our responsibility is to express an opinion on the District's compliance based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence about the District's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion. Our examination does not provide a legal determination on the District's compliance with specified requirements.

In our opinion, the District complied, in all material respects, with the aforementioned requirements for the year ended September 30, 2016.

This report is intended solely for the information and use of management and the State of Florida Auditor General and is not intended to be and should not be used by anyone other than these specified parties.

Carr, Riggs & Ingram, L.L.C.

CARR, RIGGS & INGRAM, LLC

Miramar Beach, Florida
May 8, 2017