

***BRIGHTWATER COMMUNITY
DEVELOPMENT DISTRICT***

Advanced Meeting Package

***Board of Supervisor
Regular Meeting***

***Wednesday,
April 17, 2019***

10:30 a.m.

***Holiday Inn Express & Suites
3427 Forum Blvd.
Ft. Myers, Florida 33912***

Note: The Advanced Meeting Package is a working document and thus all materials are considered **DRAFTS** prior to presentation and Board acceptance, approval or adoption.

BRIGHTWATER COMMUNITY DEVELOPMENT DISTRICT AGENDA

District Board of Supervisors	Mike Lawson Doug Draper Lori Price	Chairman Vice Chairman Assistant Secretary
District Manager	Paul Cusmano	DPFG
District Attorney	John Vericker	Straley Robin Vericker
District Engineer	Tonja Stewart	Stantec Consulting Services, Inc.

All cellular phones and pagers must be turned off during the meeting.

The District Agenda is comprised of six different sections:

The first section which is called **Audience Questions and Comments**. The Audience Comment portion of the agenda is where individuals may comment on matters that concern the District. Each individual is limited to three (3) minutes for such comment. The Board of Supervisors or Staff is not obligated to provide a response until sufficient time for research or action is warranted. IF THE COMMENT CONCERNS A MAINTENANCE RELATED ITEM, THE ITEM WILL NEED TO BE ADDRESSED BY THE DISTRICT MANAGER OUTSIDE THE CONTEXT OF THIS MEETING. The second section is called **Administrative Matters** and contains items that require the review and approval of the District Board of Supervisors as a normal course of business. The third section is called **Business Matters**. The business matters section contains items for approval by the District Board of Supervisors that may require discussion, motion and votes on an item-by-item basis. Occasionally, certain items for decision within this section are required by Florida Statute to be held as a Public Hearing. During the Public Hearing portion of the agenda item, each member of the public will be permitted to provide one comment on the issue, prior to the Board of Supervisors' discussion, motion and vote. Agendas can be reviewed by contacting the Manager's office at (813) 374-9105 at least seven days in advance of the scheduled meeting. Requests to place items on the agenda must be submitted in writing with an explanation to the District Manager at least fourteen (14) days prior to the date of the meeting. The fourth section is called **Staff Reports**. This section allows the District Manager and Maintenance Supervisor to update the Board of Supervisors on any pending issues that are being researched for Board action. The fifth section which is called **Audience Comments on Other Items** provides members of the Audience the opportunity to comment on matters of concern to them that were not addressed during the meeting. The same guidelines used during the first audience comment section will apply here as well. The final section is called **Supervisor Requests**. This is the section in which the Supervisors may request Staff to prepare certain items in an effort to meet residential needs.

Public workshops sessions may be advertised and held in an effort to provide informational services. These sessions allow staff or consultants to discuss a policy or business matter in a more informal manner and allow for lengthy presentations prior to scheduling the item for approval. Typically no motions or votes are made during these sessions.

Pursuant to provisions of the Americans with Disabilities Act, any person requiring special accommodations to participate in this meeting is asked to advise the District Office at (813) 374-9105, at least 48 hours before the meeting. If you are hearing or speech impaired, please contact the Florida Relay Service at 1 (800) 955-8770, who can aid you in contacting the District Office.

Any person who decides to appeal any decision made by the Board with respect to any matter considered at the meeting is advised that this same person will need a record of the proceedings and that accordingly, the person may need to ensure that a verbatim record of the proceedings is made, including the testimony and evidence upon which the appeal is to be based.

BRIGHTWATER COMMUNITY DEVELOPMENT DISTRICT

Date of Meeting: **Wednesday, April 17, 2019**
Time: 10:30 a.m.
Location: Holiday Inn Express & Suites
3427 Forum Blvd.
Fort Myers, FL 33905

Conference Call No.: (563) 999-2090
Code: 686859#

I. Roll Call

II. Audience Comments

III. Consent Matters

- | | |
|--|-------------------|
| A. Approval of the Minutes from the August 30, 2018 Regular Meeting | Exhibit 1 |
| B. Approval of the Minutes from September 26, 2018 Regular Meeting | Exhibit 2 |
| C. Approval of the Minutes from September 26, 2018 Audit Committee Meeting | Exhibit 3 |
| D. Acceptance of the Unaudited Financial Statements | |
| ➤ September 2018 | Exhibit 4 |
| ➤ October 2018 | Exhibit 5 |
| ➤ November 2018 | Exhibit 6 |
| ➤ December 2018 | Exhibit 7 |
| ➤ January 2019 | Exhibit 8 |
| ➤ February 2019 | Exhibit 9 |
| ➤ March 2019 | Exhibit 10 |
| E. Acceptance of the Audited FY 2018 Financial Statements | Exhibit 11 |

IV. Business Matters

- | | |
|---|-------------------|
| A. Consideration and Adoption of Resolution 2019-01 Approving the FY 2017-2018 Amended Budget | Exhibit 12 |
| B. Consideration and Adoption of Resolution 2019-02 Authorizing Chairman to Execute Conveyances, Plats, and Other Documents | Exhibit 13 |
| C. Ratification of Resolution 2019-03 Re-Designating Officers | Exhibit 14 |
| D. Ratification of DiBartolomeo, McBee, Hartley & Barnes, P.A. 2018 Audit Report | Exhibit 15 |
| E. Approval of VenturesInc Web Host Agreement | Exhibit 16 |
| F. Approval of Innovative Employer Solutions, Inc. Payroll Service Agreement | Exhibit 17 |

V. Reports

- A. District Manager
- B. Attorney
- C. District Engineer

VI. Audience Questions and Comments on Other Items

VII. Adjournment

EXHIBIT 1.

On a MOTION by Mr. Lawson, SECONDED by Ms. Price, WITH ALL IN FAVOR, the Board opened the Public Hearing Regarding the Fiscal Year (FY) **2018-2019** Budget for the Brightwater Community Development District.

2. Presentation of the Budget

3. Audience Comments

There being none, next item followed.

4. Close Public Hearing

On a MOTION by Mr. Lawson, SECONDED by Mr. Draper, WITH ALL IN FAVOR, the Board closed the Public Hearing Regarding the Fiscal Year (FY) **2018-2019** Budget for the Brightwater Community Development District.

B. **Exhibit 4:** Consideration and Adoption of Resolution 2018-31; Fiscal Year (FY) 2018-2019 Amended Budget and **Exhibit 6:** Budget Funding Agreement

On a MOTION by Mr. Lawson, SECONDED by Ms. Price, WITH ALL IN FAVOR, the Board adopted Resolution **2018-31**; Fiscal Year (FY) 2018-2019 Amended Budget and the Budget Funding Agreement for the Brightwater Community Development District.

C. **Exhibit 5:** Consideration and Adoption of Resolution 2018-32; Imposing Special Assessments

On a MOTION by Mr. Lawson, SECONDED by Mr. Draper, WITH ALL IN FAVOR, the Board adopted Resolution **2018-32**; Imposing Special Assessments for the Brightwater Community Development District.

D. **Exhibit 7:** Consideration and Adoption of Resolution 2018-33; Re-Designation of Officers

On a MOTION by Mr. Lawson, SECONDED by Ms. Price, WITH ALL IN FAVOR, the Board adopted Resolution **2018-33**, re-designating the Officers of the District as follows: **Mr. Mike Lawson** to serve as Chairman, **Mr. Doug Draper** to serve as Vice Chairman, and **Ms. Lori Price** to serve as Assistant Secretaries; District staffing as follows: **Mr. Paul Cusmano** as Secretary, **Ms. Patricia Comings-Thibault** as Treasurer, **Mr. Maik Aagaard** as Assistant Treasurer; and **Ms. Janet Johns** as Assistant Secretary for the Brightwater Community Development District.

E. **Exhibit 8:** Consideration and Adoption of Resolution 2018-34; Electronic Records Policy

On a MOTION by Mr. Lawson, SECONDED by Mr. Draper, WITH ALL IN FAVOR, the Board adopted Resolution **2018-34**; Electronic Records Policy for the Brightwater Community Development District.

F. **Exhibit 9:** Consideration and Adoption of Resolution 2018-35; Fiscal Year (FY) 2019 Meeting Schedule

On a MOTION by Mr. Lawson, SECONDED by Ms. Price, WITH ALL IN FAVOR, the Board adopted Resolution **2018-35**; Fiscal Year (FY) 2019 Meeting Schedule subject to refinements, setting the meeting schedule to be fourth Wednesday of every month at 11:00 a.m. in a conference room of the Hampton Inn, 9241 Marketplace Road, Fort Myers, Florida 33912 for the Brightwater Community Development District.

FIFTH ORDER OF BUSINESS – Staff Reports

Mr. Cusmano opened the floor for the district staff to present their reports. There being none, next item followed.

SIXTH ORDER OF BUSINESS – Supervisors Requests

Mr. Cusmano opened the floor for the supervisors to present their requests. There being none, next item followed.

SEVENTH ORDER OF BUSINESS – Audience Questions and Comments on Other Items

Mr. Cusmano opened the floor for the audience to ask questions and to comment on other items. There being none, next item followed.

EIGHTH ORDER OF BUSINESS – Adjournment

Mr. Cusmano asked for final questions, comments, or corrections before concluding the meeting. There being none, Mr. Lawson made a motion to adjourn the meeting.

On a MOTION by Mr. Lawson, SECONDED by Mr. Draper, WITH ALL IN FAVOR, the Board adjourned the meeting for the Brightwater Community Development District.

**Each person who decides to appeal any decision made by the Board with respect to any matter considered at the meeting is advised that person may need to ensure that a verbatim record of the proceedings is made, including the testimony and evidence upon which such appeal is to be based.*

Meeting minutes were approved at a meeting by vote of the Board of Supervisors at a publicly noticed meeting held on _____.

Signature

Signature

Printed Name

Printed Name

Title: ☐ Secretary ☐ Assistant Secretary

Title: ☐ Chairman ☐ Vice Chairman

EXHIBIT 2.

**MINUTES OF MEETING
BRIGHTWATER
COMMUNITY DEVELOPMENT DISTRICT**

The Regular Meeting of the Board of Supervisors of the Brightwater Community Development District was held on Wednesday, September 26, 2018 at 9:00 a.m. at the Hampton Inn Airport, 9241 Marketplace Road, Ft. Myers, Florida 33912.

FIRST ORDER OF BUSINESS – Roll Call

Mr. Cusmano called the meeting to order and conducted roll call.

Present and constituting a quorum were:

Mike Lawson	Board Supervisor, Chairman
Doug Draper	Board Supervisor, Vice Chairman
Lori Price	Board Supervisor, Assistant Secretary

Also present were:

Paul Cusmano	District Manager, DPGF, Inc.
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The following is a summary of the discussions and actions taken at the September 26, 2018 Brightwater CDD Board of Supervisors meeting.

SECOND ORDER OF BUSINESS – Audience Comments

Mr. Cusmano opened the floor for the audience to ask questions and to comment on agenda items. There being none, next item followed.

THIRD ORDER OF BUSINESS – Business Matters

Mr. Cusmano presented the business matters that included the Fiscal Year (FY) Amended Budget (**Exhibit 1**) and Resolution 2018-36 (**Exhibit 2**) to the Board for their review and consideration.

On a MOTION by Mr. Lawson, SECONDED by Mr. Draper, WITH ALL IN FAVOR, the Board adopted Resolution **2018-36**; Proposed Budget Amendment for the Brightwater Community Development District.

FOURTH ORDER OF BUSINESS – Staff Reports

Mr. Cusmano opened the floor for the district staff to present their reports. There being none, next item followed.

FIFTH ORDER OF BUSINESS – Supervisors Requests

Mr. Cusmano opened the floor for the supervisors to present their requests. There being none, next item followed.

SIXTH ORDER OF BUSINESS – Adjournment

Mr. Cusmano asked for final questions, comments, or corrections before concluding the meeting. There being none, Mr. Lawson made a motion to adjourn the meeting.

On a MOTION by Mr. Lawson, SECONDED by Ms. Price, WITH ALL IN FAVOR, the Board adjourned the meeting for the Brightwater Community Development District.

**Each person who decides to appeal any decision made by the Board with respect to any matter considered at the meeting is advised that person may need to ensure that a verbatim record of the proceedings is made, including the testimony and evidence upon which such appeal is to be based.*

Meeting minutes were approved at a meeting by vote of the Board of Supervisors at a publicly noticed meeting held on _____.

Signature

Signature

Printed Name

Printed Name

Title: ☐ **Secretary** ☐ **Assistant Secretary**

Title: ☐ **Chairman** ☐ **Vice Chairman**

EXHIBIT 3.

45 Meeting minutes were approved at a meeting by vote of the Board of Supervisors at a publicly noticed
46 meeting held on _____.
47

Signature

Signature

48

Printed Name

Printed Name

49

50 Title: ☐ Secretary ☐ Assistant Secretary

Title: ☐ Chairman ☐ Vice Chairman

EXHIBIT 4.

Brightwater Community Development District

Financial Statements
(Unaudited)

Preliminary

Period Ending
September 30, 2018

Brightwater CDD

Balance Sheet

September 30, 2018

	<u>General Fund</u>	<u>Construction Fund</u>	<u>Total</u>
<u>ASSETS:</u>			
CASH - OPERATING ACCOUNT	\$ 759	\$ -	\$ 759
ACCOUNTS RECEIVABLE	6,892	149,060	155,952
TOTAL ASSETS	<u>\$ 7,651</u>	<u>\$ 149,060</u>	<u>\$ 156,711</u>
<u>LIABILITIES:</u>			
ACCOUNTS PAYABLE	\$ 6,892	\$ 149,060	\$ 155,952
<u>FUND BALANCE</u>			
UNASSIGNED	759	-	759
TOTAL LIABILITIES & FUND BALANCE	<u>\$ 7,651</u>	<u>\$ 149,060</u>	<u>\$ 156,711</u>

Brightwater CDD
General Fund
Statement of Revenue, Expenditures And Change In Fund Balance
For The Period Ending September 30, 2018

	FY2018 ADOPTED BUDGET	BUDGET YEAR-TO-DATE	ACTUAL YEAR-TO-DATE	VARIANCE FAVORABLE (UNFAVORABLE)
REVENUES				
ASSESSMENT - DEVELOPER CONTRIBUTIONS	\$ 57,330	\$ 57,330	\$ 53,966	\$ (3,364)
INTEREST	2	2	3	\$ 1
TOTAL REVENUES	57,332	57,332	53,969	(3,364)
EXPENDITURES				
GENERAL ADMINISTRATIVE:				
SUPERVISOR FEES (2 Meetings)	2,309	2,309	1,200	1,109
PAYROLL TAXES	203	203	111	92
PAYROLL SERVICE FEES	294	294	92	202
TRAVEL PER DIEM	104	104	132	(28)
MANAGEMENT CONSULTING SERVICES	12,250	12,250	12,250	-
CONSTRUCTION ACCOUNTING SERVICES	-	-	-	-
PLANNING AND COORDINATING SERVICES	21,000	21,000	21,000	-
ADMINISTRATIVE (Postage, Freight, Copies,)	2,079	2,079	-	2,079
BANK FEES	70	70	61	9
MISCELLANEOUS	100	100	-	100
AUDITING SERVICES	-	-	-	-
INSURANCE	2,508	2,508	2,507	1
REGULATORY AND PERMIT FEES	125	125	125	-
LEGAL ADVERTISEMENTS	6,157	6,157	5,720	437
ENGINEERING SERVICES	1,000	1,000	1,103	(103)
LEGAL SERVICES	8,477	8,477	8,252	225
PERFORMANCE & WARRANTY BOND PREMIUM	-	-	-	-
WEBSITE HOSTING	656	656	657	(1)
ADMINISTRATIVE CONTINGENCY	-	-	-	-
TOTAL EXPENDITURES	57,332	57,332	53,210	4,122
EXCESS OF REVENUE OVER (UNDER) EXPENDITURES	-	-	759	759
 FUND BALANCE - BEGINNING	 -	 -	 -	 -
FUND BALANCE - ENDING	\$ -	\$ -	\$ 759	\$ 759

Brightwater CDD
Construction Fund
Statement of Revenue, Expenditures And Change In Fund Balance
For The Period Ending September 30, 2018

	ACTUAL YEAR-TO-DATE
REVENUES	
DEVELOPER CONTRIBUTIONS	\$ 149,060
MISCELLANEOUS REVENUE	-
TOTAL REVENUES	149,060
EXPENDITURES	
CONSTRUCTION IN PROGRESS	149,060
TOTAL EXPENDITURES	149,060
EXCESS OF REVENUE OVER (UNDER) EXPENDITURES	-
FUND BALANCE - BEGINNING	-
FUND BALANCE - ENDING	\$ -

Brightwater CDD
Cash Reconciliation (GF)
September 30, 2018

	Bank United Account
Balance Per Bank Statement	\$ 758.93
Less: Outstanding Checks	-
<i>Adjusted Bank Balance</i>	<u>\$ 758.93</u>
Beginning Bank Balance Per Books	\$ 767.84
Cash Receipts	0.09
Disbursements	(9.00)
<i>Balance Per Books</i>	<u>\$ 758.93</u>

Brightwater
Check Register FY2018

Date	Num	Name	Memo	Receipts	Disbursements	Balance
03/01/2018		BOY		0.00	0.00	0.00
03/07/2018		Developer Funding	GF 2018-01	3,420.12		3,420.12
03/31/2018		Bank United	Interest	0.34		3,420.46
03/31/2018		EOM		3,420.46	0.00	3,420.46
04/10/2018	ACH4102018	Bank United	Business Checks		16.36	3,404.10
04/24/2018	1001	Business Observer	Legal Advertising 2/16/18		61.63	3,342.47
04/24/2018	1002	Department of Economic Opportunity	Annual Filing Fee		125.00	3,217.47
04/24/2018	1003	Straley Robin Vericker	Legal Services		2,796.50	420.97
04/24/2018	1004	VenturesIn.com, Inc.	Website Registration & Hosting		236.99	183.98
04/26/2018		Developer Funding	GF 2018-02	10,117.50		10,301.48
04/27/2018	1005	DPFG	CDD/Field Mgmt - Mar/Apr		9,500.00	801.48
04/30/2018		Bank United	Interest	0.59		802.07
04/30/2018		EOM		10,118.09	12,736.48	802.07
05/10/2018	1658	Northbrook Holdings LLC	Developer Funding	13,092.53		13,894.60
05/16/2018	1006	DPFG	CDD/Field Mgmt - May		4,750.00	9,144.60
05/16/2018	1007	Egis Insurance Advisors, LLC	Insurance FY 2018		2,507.00	6,637.60
05/16/2018	1008	News-Press Media Group	Legal Ad		1,883.59	4,754.01
05/16/2018	1009	Straley Robin Vericker	Legal Services		3,130.54	1,623.47
05/16/2018	1010	VenturesIn.com, Inc.	Website & Hosting		120.00	1,503.47
05/24/2018	ACH20180522	Paychex	BOS - Mtg - 2/28/18		147.35	1,356.12
05/24/2018	ACH10001	Michael S Lawson	BOS - Mtg - 2/28/18		184.70	1,171.42
05/24/2018	ACH10000	Ira D Draper	BOS - Mtg - 2/28/18		184.70	986.72
05/24/2018	ACH10002DD	Lori K Price	BOS - Mtg - 2/28/18		184.70	802.02
05/29/2018	1667	Northbrook Holdings LLC	Developer Funding	3,547.99		4,350.01
05/31/2018		Bank United	Service Charge		9.00	4,341.01
05/31/2018		Bank United	Interest	0.79		4,341.80
05/31/2018		EOM		16,641.31	13,101.58	4,341.80
06/08/2018	1693	Northbrook Holdings LLC	Developer Funding	5,170.82		9,512.62
06/11/2018	1011	DPFG	CDD/Field Mgmt - June		4,750.00	4,762.62
06/11/2018	1012	Straley Robin Vericker	Legal Svcs thru 5/15/18		420.82	4,341.80
06/11/2018	1013	News-Press Media Group	Legal Advertising		3,487.99	853.81
06/11/2018	1014	VenturesIn.com, Inc.	Web Site Hosting - May		60.00	793.81
06/28/2018	1708	Northbrook Holdings LLC	Developer Funding	813.23		1,607.04
06/30/2018		Bank United	Service Charge		9.00	1,598.04
06/30/2018		Bank United	Interest	0.52		1,598.56
06/30/2018		EOM		5,984.57	8,727.81	1,598.56
07/02/2018	1015	Ira D Draper	Mileage for 6/5/18 Board Meet	-	51.78	1,546.78
07/02/2018	1016	VenturesIn.com, Inc.	Web Site Hosting - June		60.00	1,486.78
07/06/2018	ACHBOS7618	Paychex	BOS - Mtg - 6/5/18		147.35	1,339.43
07/06/2018	10004	Michael S Lawson	BOS - Mtg - 6/5/18		184.70	1,154.73
07/06/2018	10003	Ira D Draper	BOS - Mtg - 6/5/18		184.70	970.03
07/06/2018	10005	Lori K Price	BOS - Mtg - 6/5/18		184.70	785.33
07/13/2018	1726	Northbrook Holdings LLC	Developer Funding	5,780.80		6,566.13
07/16/2018	1017	DPFG	CDD/Field Mgmt - July		4,750.00	1,816.13
07/16/2018	1018	Straley Robin Vericker	Legal Svcs thru 6/15/18		1,030.80	785.33
07/31/2018		Bank United	Service Charge		9.00	776.33
07/31/2018		Bank United	Interest	0.30		776.63
07/31/2018		EOM		5,781.10	6,603.03	776.63
08/09/2018	1750	Northbrook Holdings LLC	GF 2018-09, 10	5,130.83		5,907.46
08/09/2018	1019	Business Observer	Legal Advertising		223.13	5,684.33
08/09/2018	1020	DPFG	CDD/Field Mgmt - August		4,750.00	934.33
08/09/2018	1021	Straley Robin Vericker	Legal Svcs thru 7/15/18		97.70	836.63
08/09/2018	1022	VenturesIn.com, Inc.	Web Site Hosting - July		60.00	776.63
08/31/2018		Bank United	Service Charge		9.00	767.63
08/31/2018		Bank United	Interest	0.21		767.84
08/31/2018		EOM		5,131.04	5,139.83	767.84
09/30/2018		Bank United	Service Charge		9.00	758.84
09/30/2018		Bank United	Interest	0.09		758.93
09/30/2018		EOM		0.09	9.00	758.93

EXHIBIT 5.

Brightwater Community Development District

Financial Statements
(Unaudited)

Preliminary

Period Ending
October 31, 2018

Brightwater CDD
Balance Sheet
October 31, 2018

	<u>General Fund</u>	<u>Construction Fund</u>	<u>Total</u>
<u>ASSETS:</u>			
CASH - OPERATING ACCOUNT	\$ 750	\$ -	\$ 750
ACCOUNTS RECEIVABLE	11,642	149,060	160,702
TOTAL ASSETS	<u>\$ 12,392</u>	<u>\$ 149,060</u>	<u>\$ 161,452</u>
<u>LIABILITIES:</u>			
ACCOUNTS PAYABLE	\$ 16,817	\$ 149,060	\$ 165,877
<u>FUND BALANCE</u>			
UNASSIGNED	(4,425)	-	(4,425)
TOTAL LIABILITIES & FUND BALANCE	<u>\$ 12,392</u>	<u>\$ 149,060</u>	<u>\$ 161,452</u>

Brightwater CDD
General Fund
Statement of Revenue, Expenditures And Change In Fund Balance
For The Period Ending October 31, 2018

	FY2018 ADOPTED BUDGET	BUDGET YEAR-TO-DATE	ACTUAL YEAR-TO-DATE	VARIANCE FAVORABLE (UNFAVORABLE)
REVENUES				
ASSESSMENT - DEVELOPER CONTRIBUTIONS	\$ 116,523	\$ 13,350	\$ 4,750	\$ (8,600)
INTEREST	-	-	-	-
TOTAL REVENUES	116,523	13,350	4,750	(8,600)
EXPENDITURES				
GENERAL ADMINISTRATIVE:				
SUPERVISOR FEES (2 Meetings)	12,000	1,000	-	1,000
PAYROLL TAXES	918	77	-	77
PAYROLL SERVICE FEES	660	55	-	55
TRAVEL PER DIEM	-	-	-	-
MANAGEMENT CONSULTING SERVICES	21,000	1,750	1,750	-
CONSTRUCTION ACCOUNTING SERVICES	9,000	750	-	750
PLANNING AND COORDINATING SERVICES	36,000	3,000	3,000	-
ADMINISTRATIVE (Postage, Freight, Copies,)	3,500	292	-	292
BANK FEES	300	25	9	16
MISCELLANEOUS	500	42	-	42
AUDITING SERVICES	4,500	-	-	-
INSURANCE	4,000	5,000	5,000	-
REGULATORY AND PERMIT FEES	175	175	175	-
LEGAL ADVERTISEMENTS	2,000	167	-	167
ENGINEERING SERVICES	4,000	333	-	333
LEGAL SERVICES	7,500	625	-	625
WEBSITE HOSTING	720	60	-	60
TOTAL GENERAL ADMINISTRATIVE	106,773	13,350	9,934	3,416
DEBT ADMINISTRATION				
DISSEMINATION AGENT	1,000	-	-	-
TRUSTEE FEES	8,000	-	-	-
ARBITRAGE	750	-	-	-
TOTAL DEBT ADMINISTRATION	9,750	-	-	-
TOTAL EXPENDITURES	116,523	13,350	9,934	3,416
EXCESS OF REVENUE OVER (UNDER) EXPENDITURES	-	-	(5,184)	(12,016)
FUND BALANCE - BEGINNING	-	-	759	759
FUND BALANCE - ENDING	\$ -	\$ -	\$ (4,425)	\$ (11,257)

Brightwater CDD
Construction Fund
Statement of Revenue, Expenditures And Change In Fund Balance
For The Period Ending October 31, 2018

	ACTUAL YEAR-TO-DATE
REVENUES	
DEVELOPER CONTRIBUTIONS	\$ -
MISCELLANEOUS REVENUE	-
TOTAL REVENUES	-
EXPENDITURES	
CONSTRUCTION IN PROGRESS	-
TOTAL EXPENDITURES	-
EXCESS OF REVENUE OVER (UNDER) EXPENDITURES	-
FUND BALANCE - BEGINNING	-
FUND BALANCE - ENDING	\$ -

Brightwater CDD
Cash Reconciliation (GF)
October 31, 2018

	Bank United Account
Balance Per Bank Statement	\$ 750.03
Less: Outstanding Checks	-
<i>Adjusted Bank Balance</i>	<u>\$ 750.03</u>
Beginning Bank Balance Per Books	\$ 758.93
Cash Receipts	0.10
Disbursements	(9.00)
<i>Balance Per Books</i>	<u>\$ 750.03</u>

Brightwater
Check Register FY2019

Date	Num	Name	Memo	Receipts	Disbursements	Balance
09/30/2018		BOY				758.93
10/31/2018		Bank United	Service Charge		9.00	749.93
10/31/2018		Bank United	Interest	0.10		750.03
10/31/2018		EOM		0.10	9.00	750.03

EXHIBIT 6.

Brightwater CDD
Financial Report Summary - General Fund & Construction Fund
11/30/2018

For The Period Ending :	GENERAL FUND 11/30/2018	CONSTRUCTION 11/30/2018
CASH BALANCE	\$ 22,309	\$ -
PLUS: ACCOUNTS RECEIVABLE	5,000	180,960
LESS: ACCOUNTS PAYABLE	(22,457)	(180,960)
NET CASH BALANCE	\$ 4,852	\$ -

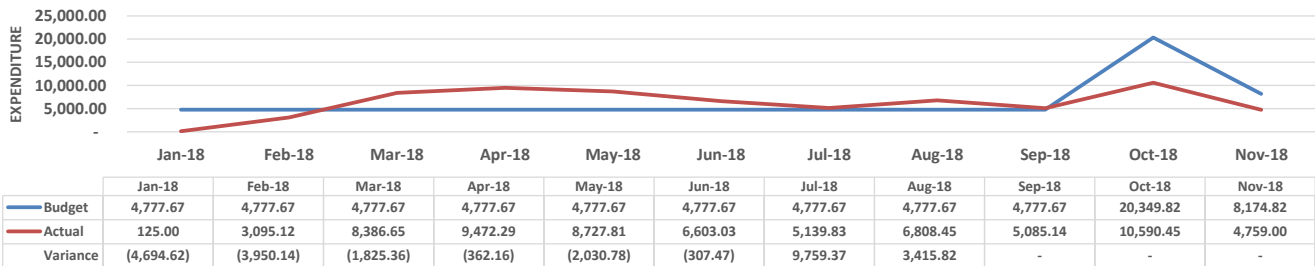
GENERAL FUND REVENUE AND EXPENDITURES (FY 2019 YTD):

	11/30/2018 ACTUAL YEAR-TO-DATE	11/30/2018 BUDGET YEAR-TO-DATE	FAVORABLE (UNFAVORABLE) VARIANCE
REVENUE (YTD) COLLECTED	\$ 19,676	\$ 28,525	\$ (8,848)
EXPENDITURES (YTD)	(15,349)	(28,525)	13,175
NET OPERATING CHANGE	\$ 4,327	\$ -	\$ 4,328
AVERAGE MONTHLY EXPENDITURES	\$ 7,675	\$ 14,262	\$ 6,588
PROJECTED EOY BASED ON AVERAGE	\$ 92,097	\$ 171,148	\$ 52,701

GENERAL FUND SIGNIFICANT FINANCIAL ACTIVITY:

	11/30/2018 ACTUAL YEAR-TO-DATE	11/30/2018 BUDGET YEAR-TO-DATE	FAVORABLE (UNFAVORABLE) VARIANCE
REVENUE:			
DEVELOPER FUNDING	19,675	28,525	(8,850)
MISCELLANEOUS REVENUE	1	-	1
TOTAL REVENUES	19,676	28,525	(8,849)
EXPENDITURES:			
ADMINISTRATIVE EXPENDITURES	15,349	28,525	13,175
TOTAL EXPENDITURES	\$ 15,349	\$ 28,525	\$ 13,175

**HISTORICAL GENERAL FUND BUDGET VS ACTUAL EXPENDITURES
COMPARISON**



*Actual Expenditures began in January 2018.

EXHIBIT 7.

Brightwater CDD
Financial Report Summary - General Fund & Construction Fund
12/31/2018

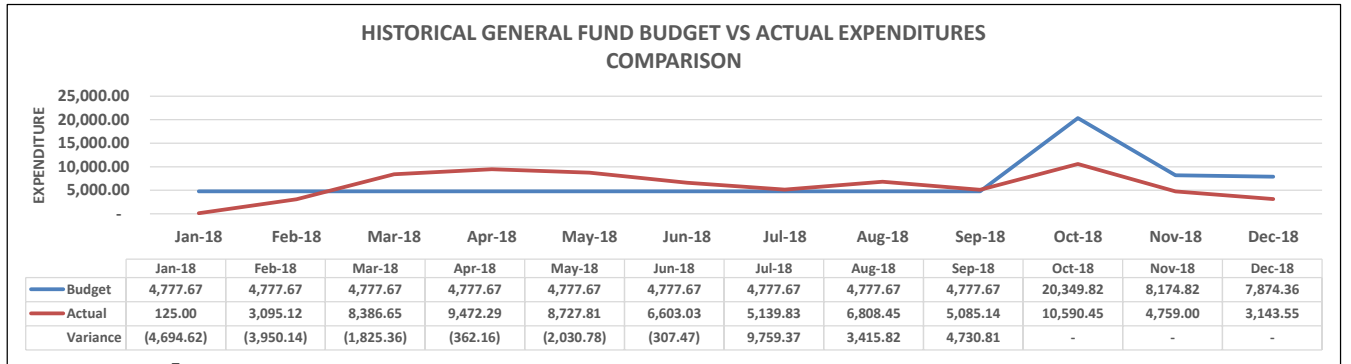
For The Period Ending :	GENERAL FUND 12/31/2018	CONSTRUCTION 12/31/2018
CASH BALANCE	\$ 3,446	\$ 31,900
PLUS: ACCOUNTS RECEIVABLE	1,347	79,800
LESS: ACCOUNTS PAYABLE	(3,079)	(111,700)
NET CASH BALANCE	\$ 1,714	\$ -

GENERAL FUND REVENUE AND EXPENDITURES (FY 2019 YTD):

	12/31/2018 ACTUAL YEAR-TO-DATE	12/31/2018 BUDGET YEAR-TO-DATE	FAVORABLE (UNFAVORABLE) VARIANCE
REVENUE (YTD) COLLECTED	\$ 19,682	\$ 36,699	\$ (17,017)
EXPENDITURES (YTD)	(18,493)	(36,699)	18,206
NET OPERATING CHANGE	\$ 1,189	\$ -	\$ 1,189
AVERAGE MONTHLY EXPENDITURES	\$ 6,164	\$ 12,233	\$ 6,069
PROJECTED EOY BASED ON AVERAGE	\$ 73,973	\$ 116,523	\$ 42,550

GENERAL FUND SIGNIFICANT FINANCIAL ACTIVITY:

	12/31/2018 ACTUAL YEAR-TO-DATE	12/31/2018 BUDGET YEAR-TO-DATE	FAVORABLE (UNFAVORABLE) VARIANCE
REVENUE:			
DEVELOPER FUNDING	19,675	36,699	(17,025)
MISCELLANEOUS REVENUE	7	-	7
TOTAL REVENUES	19,682	36,699	(17,018)
EXPENDITURES:			
ADMINISTRATIVE EXPENDITURES	18,493	36,699	18,206
TOTAL EXPENDITURES	\$ 18,493	\$ 36,699	\$ 18,206



*Actual Expenditures began in January 2018.

EXHIBIT 8.

Brightwater CDD
Financial Report Summary - General Fund & Construction Fund
1/31/2019

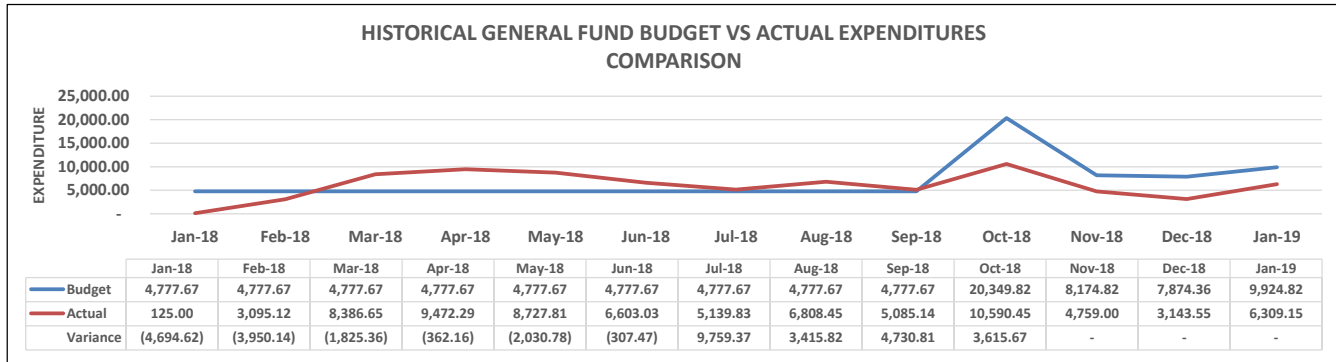
For The Period Ending :	GENERAL FUND 1/31/2019	CONSTRUCTION 1/31/2019
CASH BALANCE	\$ 1,570	\$ -
PLUS: ACCOUNTS RECEIVABLE	-	39,098
LESS: ACCOUNTS PAYABLE	(61)	(39,098)
NET CASH BALANCE	\$ 1,509	\$ -

GENERAL FUND REVENUE AND EXPENDITURES (FY 2019 YTD):

	1/31/2019 ACTUAL YEAR-TO-DATE	1/31/2019 BUDGET YEAR-TO-DATE	FAVORABLE (UNFAVORABLE) VARIANCE
REVENUE (YTD) COLLECTED	\$ 24,439	\$ 46,624	\$ (22,184)
EXPENDITURES (YTD)	(24,802)	(46,624)	21,822
NET OPERATING CHANGE	\$ (363)	\$ -	\$ (363)
AVERAGE MONTHLY EXPENDITURES	\$ 6,201	\$ 11,656	\$ 5,456
PROJECTED EOY BASED ON AVERAGE	\$ 74,406	\$ 116,523	\$ 42,117

GENERAL FUND SIGNIFICANT FINANCIAL ACTIVITY:

	1/31/2019 ACTUAL YEAR-TO-DATE	1/31/2019 BUDGET YEAR-TO-DATE	FAVORABLE (UNFAVORABLE) VARIANCE
REVENUE:			
DEVELOPER FUNDING	24,425	46,624	(22,199)
MISCELLANEOUS REVENUE	14	-	14
TOTAL REVENUES	24,439	46,624	(22,185)
EXPENDITURES:			
ADMINISTRATIVE EXPENDITURES	24,802	46,624	21,822
TOTAL EXPENDITURES	\$ 24,802	\$ 46,624	\$ 21,822



*Actual Expenditures began in January 2018.

EXHIBIT 9.

Brightwater CDD
Financial Report Summary - General Fund & Construction Fund
2/28/2019

For The Period Ending :	GENERAL FUND 2/28/2019	CONSTRUCTION 2/28/2019
CASH BALANCE	\$ 985	\$ -
PLUS: ACCOUNTS RECEIVABLE	-	-
LESS: ACCOUNTS PAYABLE	-	-
NET CASH BALANCE	\$ 985	\$ -

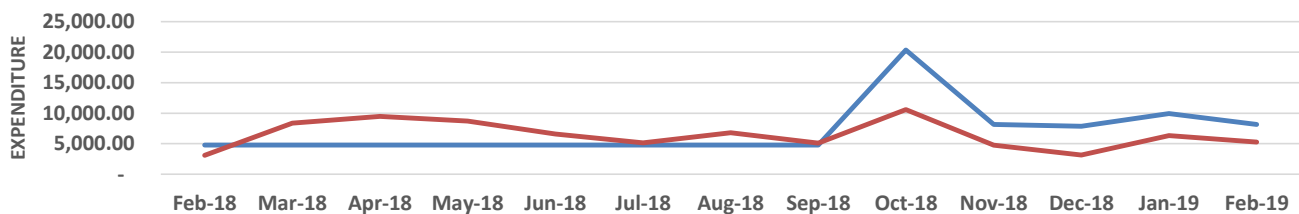
GENERAL FUND REVENUE AND EXPENDITURES (FY 2019 YTD):

	2/28/2019 ACTUAL YEAR-TO-DATE	2/28/2019 BUDGET YEAR-TO-DATE	FAVORABLE (UNFAVORABLE) VARIANCE
REVENUE (YTD) COLLECTED	\$ 29,191	\$ 54,799	\$ (25,607)
EXPENDITURES (YTD)	(30,079)	(54,798)	24,719
NET OPERATING CHANGE	\$ (888)	\$ 1	\$ (889)
AVERAGE MONTHLY EXPENDITURES	\$ 6,016	\$ 10,960	\$ 4,944
PROJECTED EOY BASED ON AVERAGE	\$ 72,189	\$ 116,523	\$ 44,334

GENERAL FUND SIGNIFICANT FINANCIAL ACTIVITY:

	2/28/2019 ACTUAL YEAR-TO-DATE	2/28/2019 BUDGET YEAR-TO-DATE	FAVORABLE (UNFAVORABLE) VARIANCE
REVENUE:			
DEVELOPER FUNDING	29,175	54,799	(25,624)
MISCELLANEOUS REVENUE	17	-	17
TOTAL REVENUES	29,192	54,799	(25,607)
EXPENDITURES:			
ADMINISTRATIVE EXPENDITURES	30,079	54,798	24,719
TOTAL EXPENDITURES	\$ 30,079	\$ 54,798	\$ 24,719

**HISTORICAL GENERAL FUND BUDGET VS ACTUAL EXPENDITURES
COMPARISON**



	Feb-18	Mar-18	Apr-18	May-18	Jun-18	Jul-18	Aug-18	Sep-18	Oct-18	Nov-18	Dec-18	Jan-19	Feb-19
Budget	4,777.67	4,777.67	4,777.67	4,777.67	4,777.67	4,777.67	4,777.67	4,777.67	20,349.82	8,174.82	7,874.36	9,924.82	8,174.84
Actual	3,095.12	8,386.65	9,472.29	8,727.81	6,603.03	5,139.83	6,808.45	5,085.14	10,590.45	4,759.00	3,143.55	6,309.15	5,276.30
Variance	1,682.55	(3,608.98)	(4,694.62)	(3,950.14)	(1,825.36)	(362.16)	(2,030.78)	(307.47)	9,759.37	3,415.82	4,730.81	3,615.67	2,898.54

EXHIBIT 10.

Brightwater CDD

Financial Report Summary - General Fund & Construction Fund

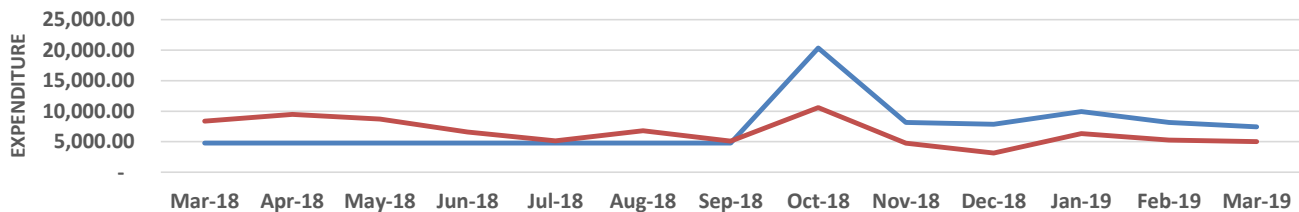
3/31/2019

For The Period Ending :	GENERAL FUND 3/31/2019	CONSTRUCTION 3/31/2019
CASH BALANCE	\$ 715	\$ -
PLUS: ACCOUNTS RECEIVABLE	2,500	53,790
LESS: ACCOUNTS PAYABLE	(2,520)	(53,790)
NET CASH BALANCE	\$ 695	\$ -

GENERAL FUND REVENUE AND EXPENDITURES (FY 2019 YTD):			
	3/31/2019 ACTUAL YEAR-TO-DATE	3/31/2019 BUDGET YEAR-TO-DATE	FAVORABLE (UNFAVORABLE) VARIANCE
REVENUE (YTD) COLLECTED	\$ 33,942	\$ 62,974	\$ (29,031)
EXPENDITURES (YTD)	(33,772)	(67,473)	33,701
NET OPERATING CHANGE	\$ 170	\$ (4,499)	\$ 4,669
AVERAGE MONTHLY EXPENDITURES	\$ 5,629	\$ 11,245	\$ 5,617
PROJECTED EOY BASED ON AVERAGE	\$ 67,545	\$ 116,523	\$ 48,979

GENERAL FUND SIGNIFICANT FINANCIAL ACTIVITY:			
	3/31/2019 ACTUAL YEAR-TO-DATE	3/31/2019 BUDGET YEAR-TO-DATE	FAVORABLE (UNFAVORABLE) VARIANCE
REVENUE:			
DEVELOPER FUNDING	33,925	62,974	(29,049)
MISCELLANEOUS REVENUE	18	-	18
TOTAL REVENUES	33,943	62,974	(29,031)
EXPENDITURES:			
ADMINISTRATIVE EXPENDITURES	33,772	67,473	33,701
TOTAL EXPENDITURES	\$ 33,772	\$ 67,473	\$ 33,701

HISTORICAL GENERAL FUND BUDGET VS ACTUAL EXPENDITURES COMPARISON



	Mar-18	Apr-18	May-18	Jun-18	Jul-18	Aug-18	Sep-18	Oct-18	Nov-18	Dec-18	Jan-19	Feb-19	Mar-19
Budget	4,777.67	4,777.67	4,777.67	4,777.67	4,777.67	4,777.67	4,777.67	20,349.82	8,174.82	7,874.36	9,924.82	8,174.84	7,424.84
Actual	8,386.65	9,472.29	8,727.81	6,603.03	5,139.83	6,808.45	5,085.14	10,590.45	4,759.00	3,143.55	6,309.15	5,276.30	5,020.90
Variance	(3,608.98)	(4,694.62)	(3,950.14)	(1,825.36)	(362.16)	(2,030.78)	(307.47)	9,759.37	3,415.82	4,730.81	3,615.67	2,898.54	2,403.94

EXHIBIT 11.

BRIGHTWATER COMMUNITY DEVELOPMENT DISTRICT

FINANCIAL STATEMENTS

September 30, 2018

BRIGHTWATER COMMUNITY DEVELOPMENT DISTRICT
FINANCIAL STATEMENTS
September 30, 2018

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INDEPENDENT AUDITORS' REPORT

To the Board of Supervisors
Brightwater Community Development District
Lee County, Florida

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and each major fund of Brightwater Community Development District, Lee County, Florida ("District") as of and for the year ended September 30, 2018, 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.

Auditor's 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 auditor's 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.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of the District as of September 30, 2018, 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 on pages 3 - 6 and page 21 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 February 1, 2019, on our consideration of Brightwater Community Development District's internal control over financial reporting and on 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 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 Brightwater Community Development District's internal control over financial reporting and compliance.

Report on Other Legal and Regulatory Requirements

We have also issued our report dated February 1, 2019 on our consideration of the District's compliance with requirements of Section 218.415, Florida Statutes, as required by Rule 10.556(10) of the Auditor General of the State of Florida. The purpose of that report is to provide an opinion based on our examination conducted in accordance with attestation Standards established by the American Institute of Certified Public Accountants.

DiBartolomeo, McBee, Hartley & Barnes

DiBartolomeo, McBee, Hartley & Barnes, P.A.
Fort Pierce, Florida
February 1, 2019

BRIGHTWATER COMMUNITY DEVELOPMENT DISTRICT

MANAGEMENT'S DISCUSSION AND ANALYSIS

September 30, 2018

Our discussion and analysis of Brightwater Community Development District, Lee County, Florida ("District") financial performance provides an overview of the District's financial activities for the fiscal year ended September 30, 2018. Please read it in conjunction with the District's Independent Auditor's Report, basic financial statements, accompanying notes and supplementary information to the basic financial statements.

FINANCIAL HIGHLIGHTS

- The assets of the District exceeded its liabilities at the close of the most recent fiscal year resulting in a net position balance of \$149,586.
- The District's total net position increased \$149,586. The key components of the District's net position and change in net position are reflected in the table in the government-wide financial analysis section.
- At September 30, 2018, the District's governmental funds reported combined ending fund balances of \$526. The general fund balance is unassigned which is available for spending at the District's discretion.

OVERVIEW OF FINANCIAL STATEMENTS

This discussion and analysis is intended to serve as the introduction to the District's financial statements. The District's basic financial statements are comprised of three components: 1) government-wide financial statements, 2) fund financial statements, and 3) notes to the financial statements. This report also contains other supplementary information in addition to the basic financial statements themselves.

Government-Wide Financial Statements

The government-wide financial statements are designed to provide readers with a broad overview of the District's finances, in a manner similar to a private-sector business.

The statement of net position presents information on all the District's assets and liabilities, with the difference between the two reported as net position. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the District is improving or deteriorating.

The statement of activities presents information showing how the government's net position changed during the most recent fiscal year. All changes in net position are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods.

BRIGHTWATER COMMUNITY DEVELOPMENT DISTRICT

MANAGEMENT'S DISCUSSION AND ANALYSIS

September 30, 2018

The government-wide financial statements include all governmental activities that are principally supported by developer contributions. The District does not have any business-type activities. The governmental activities of the District include the general government (management) and maintenance and operations.

Fund Financial Statements

A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The District, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. The District has one fund category: governmental funds.

Governmental Funds

Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements. However, unlike the government-wide financial statements, governmental fund financial statements focus on near-term inflows and outflows of spendable resources, as well as on balances of spendable resources available at the end of the fiscal year. Such information may be useful in evaluating a District's near-term financing requirements.

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for governmental funds with similar information presented for governmental activities in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the District's near-term financing decisions.

Both the governmental fund balance sheet and the governmental fund statement of revenues, expenditures, and changes in fund balance provide a reconciliation to facilitate this comparison between governmental funds and governmental activities.

The District maintains two governmental funds for external reporting. Information is presented in the governmental fund balance sheet and the governmental fund statement of revenues, expenditures, and changes in fund balances for the general fund and capital projects fund. Both funds are major funds. The District adopts an annual appropriated budget for its general fund. A budgetary comparison schedule has been provided for the general fund to demonstrate compliance with the budget.

Notes to the Financial Statements

The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements.

BRIGHTWATER COMMUNITY DEVELOPMENT DISTRICT

MANAGEMENT'S DISCUSSION AND ANALYSIS

September 30, 2018

GOVERNMENT WIDE FINANCIAL ANALYSIS

As noted earlier, net position may serve over time as a useful indicator of an entity's financial position. In the case of the District, assets exceeded liabilities at the close of the most recent fiscal year. The balance of unrestricted net position may be used to meet the District's obligations.

Key components of net position were as follows:

Statement of Net Position

Current assets	\$ 158,059
Capital assets	149,060
Total assets	<u>307,119</u>
Current liabilities	<u>157,533</u>
Total liabilities	<u>157,533</u>
Net position	
Net invested in capital assets	149,060
Unrestricted	526
Total net position	<u>\$ 149,586</u>

The District's net position increased during the most recent fiscal year. The majority of the change represents the degree to which program revenues exceeded the ongoing cost of operations.

Key elements of the District's change in net position are reflected in the following table:

Change in Net Position

Program revenues	\$ 204,374
General revenues	<u>3</u>
Total revenues	<u>204,377</u>
Expenses	
General government	<u>54,791</u>
Total expenses	<u>54,791</u>
Change in net position	149,586
Net position - beginning of year	<u>-</u>
Net position - end of year	<u>\$ 149,586</u>

As noted above and in the statement of activities, the cost of all governmental activities during the fiscal year ended September 30, 2018 was \$54,791, which primarily consisted of costs associated with general expenditures and constructing and maintaining certain capital improvements of the District. The costs of the District's activities were funded by developer contributions.

BRIGHTWATER COMMUNITY DEVELOPMENT DISTRICT

MANAGEMENT'S DISCUSSION AND ANALYSIS

September 30, 2018

GENERAL BUDGETING HIGHLIGHTS

An operating budget was adopted and maintained by the governing board for the District pursuant to the requirements of Florida Statutes. The budget is adopted using the same basis of accounting that is used in preparation of the fund financial statements. The legal level of budgetary control, the level at which expenditures may not exceed budget, is in the aggregate. Any budget amendments that increase the aggregate budgeted appropriations must be approved by the Board of Supervisors. Actual general fund did not exceed expenditures appropriations for the fiscal year ended September 30, 2018.

The variance between budgeted and actual general fund revenues is not considered significant. The actual general fund expenditures for the current fiscal year were lower than budgeted amounts due primarily to costs being lower than anticipated.

CAPITAL ASSETS

Capital Assets

At September 30, 2018, the District had \$149,060 invested in construction in process. Construction in process has not completed as of September 30, 2018 and therefore is not depreciated to date. Once projects are complete, items will transfer to depreciable assets. More detailed information about the District's capital assets is presented in the notes of the financial statements.

ECONOMIC FACTORS, NEXT YEAR'S BUDGET AND OTHER INFORMATION

For the fiscal year 2019, the District anticipates that the cost of general operations will remain fairly constant. In connection with the District's future infrastructure maintenance and replacement plan, the District Board has included in the budget, an estimate of those anticipated future costs and has assigned a portion of current available resources for that purpose.

CONTACTING THE DISTRICT'S FINANCIAL MANAGEMENT

This financial report is designed to provide our citizens, land owners, customers, investors and creditors with a general overview of the District's finances and to demonstrate the District's accountability for the financial resources it manages and the stewardship of the facilities it maintains. If you have questions about this report or need additional financial information, contact Brightwater Community Development District's Finance Department at 250 International Parkway, Suite 280, Lake Mary, FL 32746.

BRIGHTWATER COMMUNITY DEVELOPMENT DISTRICT**STATEMENT OF NET POSITION**

September 30, 2018

	<u>GOVERNMENTAL ACTIVITIES</u>
ASSETS	
Cash and cash equivalents	\$ 759
Due from developer	157,300
Capital assets:	
Non-depreciable	<u>149,060</u>
TOTAL ASSETS	<u><u>\$ 307,119</u></u>
LIABILITIES	
Accounts payable	<u>\$ 157,533</u>
TOTAL LIABILITIES	<u>157,533</u>
NET POSITION	
Net investment in capital assets	149,060
Unrestricted	<u>526</u>
TOTAL NET POSITION	<u><u>\$ 149,586</u></u>

The accompanying notes are an integral part of this financial statement

BRIGHTWATER COMMUNITY DEVELOPMENT DISTRICT

STATEMENT OF ACTIVITIES Year Ended September 30, 2018

<u>Functions/Programs</u>	<u>Expenses</u>	<u>Program Revenues Operating Contributions</u>	<u>Net (Expense) Revenues and Changes in Net Position Governmental Activities</u>
Governmental activities			
General government	\$ 54,791	\$ 204,374	\$ 149,583
Total governmental activities	<u>\$ 54,791</u>	<u>\$ 204,374</u>	<u>149,583</u>
General revenues:			
Investment earnings			<u>3</u>
Total general revenues			<u>3</u>
Change in net position			149,586
Net position - October 1, 2017			<u>-</u>
Net position - September 30, 2018			<u><u>\$ 149,586</u></u>

The accompanying notes are an integral part of this financial statement

BRIGHTWATER COMMUNITY DEVELOPMENT DISTRICT
RECONCILIATION OF TOTAL GOVERNMENTAL FUND BALANCES
TO NET POSITION OF GOVERNMENTAL ACTIVITIES
September 30, 2018

	<u>MAJOR FUNDS</u>		<u>TOTAL</u>
	<u>GENERAL</u>	<u>CAPITAL PROJECTS</u>	<u>GOVERNMENTAL FUNDS</u>
<u>ASSETS</u>			
Cash and cash equivalents	\$ 759	\$ -	\$ 759
Due from developer	8,240	149,060	157,300
TOTAL ASSETS	<u>\$ 8,999</u>	<u>\$ 149,060</u>	<u>\$ 158,059</u>
<u>LIABILITIES AND FUND BALANCES</u>			
LIABILITIES			
Accounts payable	\$ 8,473	\$ 149,060	\$ 157,533
TOTAL LIABILITIES	<u>8,473</u>	<u>149,060</u>	<u>157,533</u>
FUND BALANCES			
Unassigned	<u>526</u>	<u>-</u>	<u>526</u>
TOTAL FUND BALANCES	<u>526</u>	<u>-</u>	<u>526</u>
TOTAL LIABILITIES AND FUND BALANCES	<u>\$ 8,999</u>	<u>\$ 149,060</u>	<u>\$ 158,059</u>

The accompanying notes are an integral part of this financial statement

BRIGHTWATER COMMUNITY DEVELOPMENT DISTRICT
RECONCILIATION OF TOTAL GOVERNMENTAL FUND BALANCES
TO NET POSITION OF GOVERNMENTAL ACTIVITIES
September 30, 2018

Total Governmental Fund Balances in the Balance Sheet, Page 9	\$	526
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Amount reported for governmental activities in the Statement of Net
Assets are different because:

Capital asset used in governmental activities are not financial
resources and therefore are not reported in the governmental funds:

Governmental capital assets	149,060
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Net Position of Governmental Activities, Page 7	<u>\$</u>	<u>149,586</u>
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The accompanying notes are an integral part of this financial statement

BRIGHTWATER COMMUNITY DEVELOPMENT DISTRICT
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES
IN FUND BALANCES – GOVERNMENTAL FUNDS
Year Ended September 30, 2018

	<u>MAJOR FUNDS</u>		<u>TOTAL</u>
	<u>GENERAL</u>	<u>CAPITAL PROJECTS</u>	<u>GOVERNMENTAL FUNDS</u>
REVENUES			
Developer contributions	\$ 55,314	\$ 149,060	\$ 204,374
Investment earnings	3	-	3
TOTAL REVENUES	<u>55,317</u>	<u>149,060</u>	<u>204,377</u>
EXPENDITURES			
General government	54,791	-	54,791
Capital outlay	-	149,060	149,060
TOTAL EXPENDITURES	<u>54,791</u>	<u>149,060</u>	<u>203,851</u>
EXCESS REVENUES OVER (UNDER) EXPENDITURES	526	-	526
FUND BALANCE			
Beginning of year	-	-	-
End of year	<u>\$ 526</u>	<u>\$ -</u>	<u>\$ 526</u>

The accompanying notes are an integral part of this financial statement

BRIGHTWATER COMMUNITY DEVELOPMENT DISTRICT
RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES AND CHANGES
IN FUND BALANCES OF GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES
Year Ended September 30, 2018

Net Change in Fund Balances - Total Governmental Funds, Page 11	\$	526
---	----	-----

Amount reported for governmental activities in the Statement of Activities
are different because:

Governmental funds report capital outlays as expenditures. However,
in the Statement of Activities, the costs of those assets are depreciated
over their estimated useful lives:

Expenditures for capital assets		149,060
Change in Net Position of Governmental Activities, Page 8	\$	<div style="border-top: 1px solid black; border-bottom: 3px double black; display: inline-block; width: 100%;">149,586</div>

The accompanying notes are an integral part of this financial statement

BRIGHTWATER COMMUNITY DEVELOPMENT DISTRICT

NOTES TO FINANCIAL STATEMENTS

September 30, 2018

NOTE A- NATURE OF ORGANIZATION AND REPORTING ENTITY

Brightwater Community Development District ("District") was created on January 17, 2018 by the Board of County Commissioners of Lee County, Florida Ordinance No. 18-02 pursuant to the Uniform Community Development District Act of 1980, otherwise known as Chapter 190, Florida Statutes. 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 the Board of Supervisors ("Board"), which is composed of five members. All of the Board members are affiliated with the Developer. The Supervisors are elected on an at large basis by the qualified electors of the property owners within the District. The Board of Supervisors of the District exercise all powers granted to the District pursuant to Chapter 190, Florida Statutes.

The Board has the responsibility for:

1. Assessing and levying 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.

The financial statements were prepared in accordance with Governmental Accounting Standards Board ("GASB") Statements. Under the provisions of those standards, the financial reporting entity consists of the primary government, organizations for which the District Board of Supervisors is considered to be financially accountable, and other organizations for which the nature and significance of their relationship with the District are such that, if excluded, the financial statements of the District would be considered incomplete or misleading. There are no entities considered to be component units of the District; therefore, the financial statements include only the operations of the District.

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 of the non-fiduciary activities of the primary government. For the most part, the effect of interfund activity has been removed from these statements.

BRIGHTWATER COMMUNITY DEVELOPMENT DISTRICT

NOTES TO FINANCIAL STATEMENTS

September 30, 2018

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Government-Wide and Fund Financial Statements (continued)

The statement of activities demonstrates the degree to which the direct expenses of a given function or segment is offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function or segment. Program revenues include 1) charges to customers who purchase, use or directly benefit from goods, services or privileges provided by a given function or segment. Operating-type special assessments for maintenance and debt service are treated as charges for services and 2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or segment. Other Items not included among program revenues are reported instead as general revenues.

Measurement Focus, Basis of Accounting and Financial Statement 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 related cash flows. Assessments are recognized as revenues in the year for which they are levied. Grants and 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 economic 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 government considers revenues to be available if they are collected within 60 days of the end of the current fiscal period.

Expenditures are recorded when a liability is incurred, as under accrual accounting.

Assessments

Assessments are non-ad valorem assessments on benefited lands within the District. Assessments are levied to pay for the operations and maintenance of the District. The fiscal year for which annual assessments are levied begins on October 1 with discounts available for payments through February 28 and become delinquent on April 1. The District's annual assessments for operations are billed and collected by the County Tax Collector. The amounts remitted to the District are net of applicable discounts or fees and include interest on monies held from the day of collection to the day of distribution.

Assessments and interest associated with the current fiscal period are considered to be susceptible to accrual and so have been recognized as revenues of the current fiscal period. The portion of assessments receivable due within the current fiscal period is considered to be susceptible to accrual as revenue of the current period. All other revenue items are considered to be measurable and available only when cash is received by the government.

BRIGHTWATER COMMUNITY DEVELOPMENT DISTRICT

NOTES TO FINANCIAL STATEMENTS

September 30, 2018

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Measurement Focus, Basis of Accounting and Financial Statement Presentation (continued)

The District reports the following major governmental funds:

General Fund

The general fund is the general operating fund of the District. It is used to account for all financial resources except those required to be accounted for in another fund.

When both restricted and unrestricted resources are available for use, it is the government's policy to use restricted resources first for qualifying expenditures, then unrestricted resources as they are needed.

Capital Projects Fund

The capital projects fund accounts for the financial resources to be used for the acquisition or construction of major infrastructure with the District.

Assets, Liabilities and Net Position or Equity

Restricted Assets

These assets represent cash and investments set aside pursuant to contractual restrictions.

Deposits and Investments

The District's cash and cash equivalents are considered to be cash on hand and demand deposits (interest and non-interest bearing).

The District has elected to proceed under the Alternative Investment Guidelines as set forth in Section 218.415 (17) Florida Statutes. The District may invest any surplus public funds in the following:

- a) The Local Government Surplus Trust Funds, or any intergovernmental investment pool authorized pursuant to the Florida Interlocal Cooperation Act;
- b) Securities and Exchange Commission registered money market funds with the highest credit quality rating from a nationally recognized rating agency;
- c) Interest bearing time deposits or savings accounts in qualified public depositories;
- d) Direct obligations of the U.S. Treasury.

Securities listed in paragraph c and d shall be invested to provide sufficient liquidity to pay obligations as they come due. In addition, surplus funds may be deposited into certificates of deposit which are insured.

BRIGHTWATER COMMUNITY DEVELOPMENT DISTRICT

NOTES TO FINANCIAL STATEMENTS

September 30, 2018

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Assets, Liabilities and Net Position or Equity (continued)

Deposits and Investments (continued)

The District records all interest revenue related to investment activities in the respective funds and reports investments at fair value.

Capital Assets

Capital assets, which include property, plant and equipment, and infrastructure assets (e.g., roads, sidewalks and similar items) are reported in the government activities columns in the government-wide financial statements. Capital assets are defined by the government as assets with an initial, individual cost of more than \$5,000 (amount not rounded) and an estimated useful life in excess of one year. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital 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 assets lives are not capitalized. Major outlays for capital assets and improvements are capitalized as projects are constructed.

Property, plant and equipment of the District are depreciated using the straight-line method over the following estimated useful lives:

<u>Assets</u>	<u>Years</u>
Improvements	10 - 20
Infrastructure	20 - 40

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.

Unearned Revenue

Governmental funds report unearned revenue in connection with resources that have been received, but not yet earned.

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. Bonds payable are reported net of applicable premiums or discounts. Bond issuance costs are expensed when incurred.

BRIGHTWATER COMMUNITY DEVELOPMENT DISTRICT

NOTES TO FINANCIAL STATEMENTS

September 30, 2018

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Assets, Liabilities and Net Position or Equity (continued)

Long-Term Obligations (continued)

In the fund financial statements, governmental fund types recognize premiums and discounts, as well as issuance costs, during the current period. The face amount of debt issued is reported as other financing sources. Premiums received 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.

Deferred Outflows/Inflows of Resources

The statement of net position reports, as applicable, a separate section for deferred outflows of resources. Deferred outflows of resources represent a consumption of net position that applies to future reporting period(s) and so will not be recognized as an outflow of resources (expense/expenditure) until that time. For example, the District would record deferred outflows of resources related to debit amounts resulting from current and advance refundings resulting in the defeasance of debt (i.e. when there are differences between the reacquisition price and the net carrying amount of the old debt).

The statement of net position reports, as applicable, a separate section for deferred inflows of resources. Deferred inflows of resources represent an acquisition of net position that applies to future reporting period(s) and so will not be recognized as an inflow of resources (revenue) until that time. For example, when an asset is recorded in the governmental fund financial statements, but the revenue is not available, the District reports a deferred inflow of resources until such times as the revenue becomes available.

Fund Equity/Net Position

In the fund financial statements, governmental funds report non spendable and restricted fund balance for amounts that are not available for appropriation or are legally restricted by outside parties for use for a specific purpose. Assignments of fund balance represent tentative management plans that are subject to change.

Committed fund balance - Amounts that can be used only for the specific purposes determined by a formal action (resolution) of the Board of Supervisors. Commitments may be changed or lifted only by the Board of Supervisors taking the same formal action (resolution) that imposed the constraint originally. Resources accumulated pursuant to stabilization arrangements sometimes are reported in this category.

BRIGHTWATER COMMUNITY DEVELOPMENT DISTRICT

NOTES TO FINANCIAL STATEMENTS

September 30, 2018

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Assets, Liabilities and Net Position or Equity (continued)

Fund Equity/Net Position (continued)

Assigned fund balance - Includes spendable fund balance amounts that are intended to be used for specific purposes that are neither considered restricted nor committed. The Board can assign fund balance as it does when appropriating fund balance to cover differences in estimated revenue and appropriations in the subsequent year's appropriated budget. Assignments are generally temporary and normally the same formal action need not be taken to remove the assignment.

The District first uses committed fund balance, followed by assigned fund balance and then unassigned fund balance when expenditures are incurred for purposes for which amounts in any of the unrestricted fund balance classifications could be used.

Net position is the difference between assets and deferred outflows of resources less liabilities and deferred inflows of resources. Net position in the government-wide financial statements are categorized as net investment in capital assets, restricted or unrestricted. Net investment in capital assets represents net position related to infrastructure and property, plant and equipment. Restricted net position represents the assets restricted by the District's Bond covenants or other contractual restrictions. Unrestricted net position consists of the net position not meeting the definition of either of the other two components.

Other Disclosures

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenditures during the reporting period. Actual results could differ from those estimates.

NOTE C - BUDGETARY INFORMATION

The District is required to establish a budgetary system and an approved Annual Budget. Annual Budgets are adopted on a basis consistent with generally accepted accounting principles for the general fund. All annual appropriations lapse at fiscal year end.

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.

BRIGHTWATER COMMUNITY DEVELOPMENT DISTRICT

NOTES TO FINANCIAL STATEMENTS

September 30, 2018

NOTE C - BUDGETARY INFORMATION (CONTINUED)

- b) Public hearings are conducted to obtain public 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) The budgets are adopted on a basis consistent with generally accepted accounting principles.
- f) Unused appropriation for annually budgeted funds lapse at the end of the year.

NOTE D – DEPOSITS AND INVESTMENTS

Deposits

The District's cash balances, including certificates of deposit, were entirely covered by federal depository insurance or by a collateral pool pledged to the State Treasurer. Florida Statutes Chapter 280, "Florida Security for Public Deposits Act", requires all qualified depositories to deposit with the Treasurer or another banking institution eligible collateral equal to various percentages of the average daily balance for each month of all public deposits in excess of any applicable deposit insurance held. The percentage of eligible collateral (generally, U.S. Governmental and agency securities, state or local government debt, or corporate bonds) to public deposits is dependent upon the depository's financial history and its compliance with Chapter 280. In the event of a failure of a qualified public depository, the remaining public depositories would be responsible for covering any resulting losses.

NOTE E – CAPITAL ASSETS

Capital asset activity for the fiscal year ended September 30, 2018 was as follows:

	Balance 10/01/2017	Increases	Decreases	Balance 09/30/18
Governmental activities:				
Capital assets, not being depreciated:				
Construction in progress	\$ -	\$ 149,060	\$ -	\$ 149,060
Total capital assets, not being depreciated	-	149,060	-	149,060
Governmental activities capital assets - net	\$ -	\$ 149,060	\$ -	\$ 149,060

NOTE F - MANAGEMENT COMPANY

The District has contracted with a management company to perform services which include financial and accounting advisory services. Certain employees of the management company also serve as officers of the District. Under the agreement, the District compensates the management company for management, accounting, financial reporting, computer and other administrative costs.

BRIGHTWATER COMMUNITY DEVELOPMENT DISTRICT

NOTES TO FINANCIAL STATEMENTS

September 30, 2018

NOTE G – SUBSEQUENT EVENTS

Management has performed an analysis of the activities and transactions subsequent to September 30, 2018, to determine the need for any adjustments to and/or disclosures within the audited financial statements for the year ended September 30, 2018. Management has performed their analysis through February 1, 2019, the audit completion date.

NOTE H - 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; natural disasters; and environmental remediation. The District has obtained commercial insurance from independent third parties to mitigate the costs of these risks; coverage may not extend to all situations. Settled claims from these risks have not exceeded commercial insurance coverage.

NOTE I – CONCENTRATION

The District's activity is dependent upon the continued involvement of the Developer, the loss of which could have a material adverse effect on the District operations.

BRIGHTWATER COMMUNITY DEVELOPMENT DISTRICT**STATEMENT OF REVENUES AND EXPENDITURES****BUDGET AND ACTUAL – GENERAL FUND**

Year Ended September 30, 2018

	ORIGINAL BUDGET	FINAL BUDGET	ACTUAL	VARIANCE WITH FINAL BUDGET POSITIVE (NEGATIVE)
REVENUES				
Developer contributions	\$ 365,003	\$ 57,332	\$ 55,314	\$ (2,018)
Investment earnings		-	3	3
TOTAL REVENUES	<u>365,003</u>	<u>57,332</u>	<u>55,317</u>	<u>(2,015)</u>
EXPENDITURES				
Current				
General government	116,523	57,332	54,791	2,541
Physical environment	<u>248,480</u>	<u>-</u>	<u>-</u>	<u>-</u>
TOTAL EXPENDITURES	<u>365,003</u>	<u>57,332</u>	<u>54,791</u>	<u>2,541</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	<u>\$ -</u>	<u>\$ -</u>	526	<u>\$ 526</u>
FUND BALANCES				
Beginning of year			<u>-</u>	
End of year			<u>\$ 526</u>	

BRIGHTWATER COMMUNITY DEVELOPMENT DISTRICT
NOTES TO REQUIRED SUPPLEMENTARY INFORMATION

The District is required to establish a budgetary system and an approved Annual Budget for the general fund. The District's budgeting process is based on estimates of cash receipts and cash expenditures which are approved by the Board. The budget approximates a basis consistent with accounting principles generally accepted in the United States of America (generally accepted accounting principles).

An operating budget was adopted and maintained by the governing board for the District pursuant to the requirements of Florida Statutes. The budget is adopted using the same basis of accounting that is used in preparation of the fund financial statements. The legal level of budgetary control, the level at which expenditures may not exceed budget, is in the aggregate. Any budget amendments that increase the aggregate budgeted appropriations must be approved by the Board of Supervisors. Actual general fund expenditures did not exceed appropriations for the fiscal year ended September 30, 2018.

The variance between budgeted and actual general fund revenues is not considered significant. The actual general fund expenditures for the current fiscal year were lower than budgeted amounts due primarily to anticipated costs which were not incurred in the current fiscal year.

INDEPENDENT AUDITOR'S 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 Directors
Brightwater Community Development District
Lee County, Florida

We have audited in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to the financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of Brightwater Community Development District, as of September 30, 2018 and for the year ended September 30, 2018, which collectively comprise the Brightwater Community Development District's basic financial statements and have issued our report thereon dated February 1, 2019.

Internal Control Over Financial Reporting

In planning and performing our audit, 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 over financial reporting.

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 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. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the District's financial statements are free of 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

This report is intended 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 entity'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 entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.



DiBartolomeo, McBee, Hartley & Barnes, P.A.

Fort Pierce, Florida

February 1, 2019

INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE WITH THE REQUIREMENTS OF
SECTION 218.415, FLORIDA STATUTES, REQUIRED BY RULE 10.556(10) OF THE
AUDITOR GENERAL OF THE STATE OF FLORIDA

To the Board of Directors
Brightwater Community Development District
Lee County, Florida

We have examined the District's compliance with the requirements of Section 218.415, Florida Statutes with regards to the District's investments during the year ended September 30, 2018. 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, 2018.

This report 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, management, and the Board of Supervisors of Brightwater Community Development District, Lee County, Florida and is not intended to be and should not be used by anyone other than these specified parties.

DiBartolomeo, McBee, Hartley & Barnes

DiBartolomeo, McBee Hartley & Barnes, P.A.
Fort Pierce, Florida
February 1, 2019

Management Letter

To the Board of Supervisors
Brightwater Community Development District
Lee County, Florida

Report on the Financial Statements

We have audited the financial statements of Brightwater Community Development District as of and for the fiscal year ended September 30, 2018, and have issued our report thereon dated February 1, 2019.

Auditor's 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 and Schedule

We have issued our Independent Auditor's 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 those reports and schedule, which are dated February 1, 2019, 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. Initial year audit, there were no findings in the prior year.

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. Refer to Note A 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 Brightwater Community Development District has met one or more of the conditions described in Section 218.503(1), Florida Statutes, and identification of the specific conditions met. In connection with our audit, we determined that the Brightwater Community Development 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 Brightwater Community Development 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 for the Brightwater Community Development District for the fiscal year ended September 30, 2018, 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, 2018. 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 Chairman and Members of the Board of Commissioners, and applicable management, and is not intended to be and should not be used by anyone other than these specified parties.

DiBartolomeo, McBee, Hartley & Barnes

DiBartolomeo, McBee, Hartley & Barnes, P.A.
Fort Pierce, Florida
February 1, 2019

EXHIBIT 12.

RESOLUTION 2019-01

A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE BRIGHTWATER COMMUNITY DEVELOPMENT DISTRICT AMENDING ITS BUDGET FOR THE FISCAL YEAR BEGINNING JANUARY 17, 2018, AND ENDING SEPTEMBER 30, 2018; AND PROVIDING FOR SEVERABILITY, CONFLICTS AND AN EFFECTIVE DATE.

WHEREAS, the Board of Supervisors (the “**Board**”) of the Brightwater Community Development District (the “**District**”) previously adopted its budget for fiscal year 2017/2018;

WHEREAS, the Board desires to relocate funds budgeted to reflect appropriated revenues and expenses approved during the fiscal year;

WHEREAS, the District is empowered by section 189.016, Florida Statutes to adjust the budget based on actual revenues and expenses; and

WHEREAS, the District Manager has submitted a proposed amended budget to reflect appropriated revenues and expenses approved during the fiscal year 2017/2018 (the “**Amended Budget**”), attached hereto as **Exhibit A** and incorporated as a material part of this Resolution by this reference.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD AS FOLLOWS:

1. **Recitals.** The foregoing recitals are hereby incorporated as the findings of fact of the Board.
2. **Amended Budget.** The Board hereby finds and determines as follows:
 - a. That the Board has reviewed the Amended Budget, a copy of which is on the District’s website, on file with the office of the District Manager, and at the District’s Records Office.
 - b. The Amended Budget is hereby adopted and shall accordingly amend the previously adopted budget for fiscal year 2017/2018.
 - c. That the Amended Budget shall be maintained in the office of the District Manager and at the District’s Records Office and identified as the “Amended Budget for the Brightwater Community Development District for the Fiscal Year Beginning January 17, 2018, and Ending September 30, 2018”.
 - d. The Amended Budget shall be posted by the District Manager on the District’s official website within five (5) days after adoption and remain on the website for at least two (2) years.
3. **Severability.** If any section or part of a section of this Resolution is declared invalid or unconstitutional, the validity, force and effect of any other section or part of a section of this Resolution shall not thereby be affected or impaired unless it clearly appears that

such other section or part of a section of this Resolution is wholly or necessarily dependent upon the section or part of a section so held to be invalid or unconstitutional.

4. **Conflicts.** This Resolution is intended to supplement the original resolution adopting the budget for fiscal year 2017/2018, which remain in full force and effect. This Resolution and the original resolution shall be construed to the maximum extent possible to give full force and effect to the provisions of each resolution. All District resolutions or parts thereof in actual conflict with this Resolution are, to the extent of such conflict, superseded and repealed.
5. **Effective Date.** This Resolution shall become effective upon its adoption.

Passed and adopted this 17th day of April 2019.

Attest:

**Brightwater
Community Development District**

Paul Cusmano
Secretary

Mike Lawson
Chair/ Vice Chair of the Board of Supervisors

Exhibit A: 2017/2018 Amended Budget

EXHIBIT A

**STATEMENT 1
BRIGHTWATER COMMUNITY DEVELOPMENT DISTRICT
FY 2018 PROPOSED AMENDED BUDGET
GENERAL FUND (O&M)**

	FY 2018 ADOPTED BUDGET	FY 2018 10/1/2017 - 7/31/2018	FY 2018 Projected 08/01-09/30/2018	FY 2018 PROJECTED TOTAL	FY 2018 AMENDMENT	FY 2018 AMENDED BUDGET
I. REVENUE						
OFF ROLL FUNDING (a)	\$ 365,003	\$ 41,542	\$ 15,788	\$ 57,330	\$ (307,673)	\$ 57,330
INTEREST		2	-	2	2	2
TOTAL REVENUE	365,003	41,544	15,788	57,332	(307,671)	57,332
II. EXPENDITURES						
GENERAL ADMINISTRATIVE						
SUPERVISORS COMPENSATION	12,000	1,109	1,200	2,309	(9,691)	2,309
PAYROLL TAXES	918	111	92	203	(715)	203
PAYROLL PROCESSING	660	184	110	294	(366)	294
MANAGEMENT CONSULTING SERVICES	21,000	8,750	3,500	12,250	(8,750)	12,250
CONSTRUCTION ACCOUNTING SERVICES	9,000	-	-	-	(9,000)	-
PLANNING, COORDINATING & CONTRACT SERVICES	36,000	15,000	6,000	21,000	(15,000)	21,000
ADMINISTRATIVE SERVICES	3,500	-	2,079	2,079	(1,421)	2,079
BANK FEES	300	35	35	70	(230)	70
MISCELLANEOUS	500	-	100	100	(400)	100
AUDITING SERVICES	4,500	-	-	-	(4,500)	-
TRAVEL PER DIEM	-	52	52	104	104	104
INSURANCE	4,000	2,508	-	2,508	(1,492)	2,508
REGULATORY AND PERMIT FEES	175	125	-	125	(50)	125
LEGAL ADVERTISEMENTS	2,000	5,657	500	6,157	4,157	6,157
ENGINEERING SERVICES	4,000	-	1,000	1,000	(3,000)	1,000
LEGAL SERVICES	7,500	7,477	1,000	8,477	977	8,477
PERFORMANCE & WARRANTY BOND PREMIUM	-	-	-	-	-	-
WEBSITE HOSTING	720	536	120	656	(64)	656
ADMINISTRATIVE CONTINGENCY	-	-	-	-	-	-
TOTAL GENERAL ADMINISTRATIVE	106,773	41,544	15,788	57,332	(49,441)	57,332
DEBT ADMINISTRATION:						
DISSEMINATION AGENT	1,000	-	-	-	(1,000)	-
TRUSTEE FEES	8,000	-	-	-	(8,000)	-
ARBITRAGE	750	-	-	-	(750)	-
TOTAL DEBT ADMINISTRATION	9,750	-	-	-	(9,750)	-
PHYSICAL ENVIRONMENT EXPENDITURES						
FIELD MANAGEMENT	9,600	-	-	-	(9,600)	-
FIELD MANAGER	11,679	-	-	-	(11,679)	-
AMENITY MANAGEMENT SERVICES	6,000	-	-	-	(6,000)	-
FIELD TRAVEL	1,400	-	-	-	(1,400)	-
STREETPOLE LIGHTING	-	-	-	-	-	-
ELECTRICITY (IRRIGATION & POND PUMPS)	-	-	-	-	-	-
WATER	-	-	-	-	-	-
LANDSCAPING MAINTENANCE	60,000	-	-	-	(60,000)	-
IRRIGATION MAINTENANCE	15,000	-	-	-	(15,000)	-
ELECTRICAL IRRIGATION PUMP	15,000	-	-	-	(15,000)	-
POND MAINTENANCE	10,920	-	-	-	(10,920)	-
CONTINGENCY FOR PHYSICAL ENVIRONMENT	118,881	-	-	-	(118,881)	-
TOTAL PHYSICAL ENVIRONMENT EXPENDITURES	248,480	-	-	-	(248,480)	-
TOTAL EXPENDITURES	365,003	41,544	15,788	57,332	(307,671)	57,332
III. EXCESS OF REVENUE OVER (UNDER) EXPENDITURES	-	-	-	-	-	-
FUND BALANCE - BEGINNING	-	-	-	-	-	-
FUND BALANCE - ENDING	\$ -	\$ -				

(a) Off Roll funding will be made on an "as needed" basis only and based only on actual expenditures incurred

EXHIBIT 13.

RESOLUTION 2019-02

A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE BRIGHTWATER COMMUNITY DEVELOPMENT DISTRICT GRANTING THE AUTHORITY TO EXECUTE REAL AND PERSONAL PROPERTY CONVEYANCE AND DEDICATION DOCUMENTS, AND PLATS AND OTHER DOCUMENTS RELATED TO THE DEVELOPMENT OF THE DISTRICT'S IMPROVEMENTS; APPROVING THE SCOPE AND TERMS OF SUCH AUTHORIZATION; PROVIDING A SEVERABILITY CLAUSE; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Brightwater Community Development District ("**District**") is a local unit of special purpose government created and existing pursuant to Chapter 190, Florida Statutes, and situated within Lee County, Florida; and

WHEREAS, Chapter 190, Florida Statutes, authorizes the District to construct, install, operate, and/or maintain systems and facilities for certain basic infrastructure including, but not limited to, stormwater management system, roadway improvements, water and sewer utility systems, recreation improvements, underground electric, and other improvements; and

WHEREAS, the District has adopted, or intends to adopt, a report of its District Engineer, as may be amended and/or supplemented ("**Engineer's Report**"), which sets forth the scope of the District's capital improvement plan and the improvements which are to be constructed therewith ("**Improvements**"); and

WHEREAS, in connection with the development of the Improvements in accordance with the Engineer's Report, which includes, but is not limited to, obtaining all necessary permits and approvals from local governments and agencies for the construction and/or operation of infrastructure improvements, the District is required, from time to time, to accept, convey and dedicate certain interests in real and personal property, including, but not limited to easements, plat dedications, deeds and bills of sale for infrastructure improvements ("**Permits and Conveyances**"); and

WHEREAS, to facilitate the efficient development of the Improvements, the District desires to authorize the Chair of the Board of Supervisors to approve and execute the Permits and Conveyances necessary to finalize the development of the District's capital improvement plan ("**Conveyance Authority**"); and

WHEREAS, the Conveyance Authority shall be subject to the District Engineer and District Counsel agreeing that each such proposed Permit or Conveyance is legal, consistent with the District's improvement plan and necessary for the development of the Improvements; and

WHEREAS, the Board of Supervisors finds that granting to the Chair the Conveyance Authority is in the best interests of the District so that the development of the Improvements may proceed expeditiously, subject to the terms and limitations imposed by this Resolution.

**NOW THEREFORE BE IT RESOLVED BY THE BOARD
OF SUPERVISORS OF THE BRIGHTWATER
COMMUNITY DEVELOPMENT DISTRICT:**

1. INCORPORATION OF RECITALS. The recitals so stated are true and correct and by this reference are incorporated into and form a material part of this Resolution.

2. DELEGATION OF AUTHORITY. The Chair of the District's Board of Supervisors is hereby authorized to sign, accept or execute Permits and Conveyances as defined above. In the event that the Chair is unavailable, any Board Supervisor is authorized to sign, accept or execute Permits and Conveyances as defined above. The Vice Chair, Secretary, and Assistant Secretary of the District's Board of Supervisors are hereby authorized to countersign any such Permits and Conveyances. Such authority shall be subject to the District Engineer and District Counsel's review and approval.

3. SEVERABILITY. If any provision of this Resolution is held to be illegal or invalid, the other provisions shall remain in full force and effect.

4. EFFECTIVE DATE. This Resolution shall take effect upon its passage and shall remain in effect unless rescinded or repealed.

PASSED AND ADOPTED THIS 17TH DAY OF APRIL, 2019.

**BRIGHTWATER COMMUNITY
DEVELOPMENT DISTRICT**

Secretary/ Assistant Secretary
Print Name: Paul Cusmano

Chair/ Vice Chair
Print Name: Mike Lawson

EXHIBIT 14.

RESOLUTION 2019-02

A RESOLUTION RE-DESIGNATING OFFICERS OF THE
BRIGHTWATER COMMUNITY DEVELOPMENT DISTRICT

WHEREAS, the Board of Supervisors of the Brightwater Community Development District at the business meeting held on _____, 2019 desires to appoint the below recited persons to the offices specified.


NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF
SUPERVISORS OF BRIGHTWATER COMMUNITY
DEVELOPMENT DISTRICT:

1. The following persons were appointed to the offices shown, to wit:

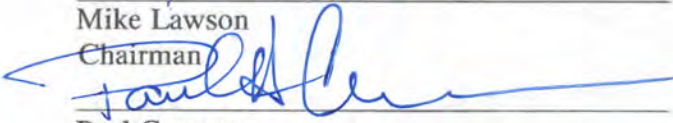
<u>Mike Lawson</u>	Chairman
<u>Doug Draper</u>	Vice Chairman
<u>Paul Cusmano</u>	Secretary
<u>Patricia Comings-Thibault</u>	Treasurer
<u>Maik Aagaard</u>	Assistant Treasurer
<u>Janet Johns</u>	Assistant Secretary
<u>Lori Price</u>	Assistant Secretary
<u>Christie Ray</u>	Assistant Secretary
_____	Assistant Secretary

2. That this resolution supersedes all previous resolutions and motions designating, electing or appointing officers adopted by the Board of Supervisors of the Brightwater Community Development District and are hereby declared null and void.

Adopted this 4 day of March, 2019.



Mike Lawson
Chairman



Paul Cusmano
Secretary

EXHIBIT 15.

January 11, 2019

Brightwater Community Development District

We are pleased to confirm our understanding of the services we are to provide Brightwater Community Development District for the years ended September 30, 2018, 2019, and 2020. We will audit the financial statements of the governmental activities, each major fund, and the aggregate remaining fund information, which collectively comprise the basic financial statements of Brightwater Community Development District as of and for the years ended September 30, 2018, 2019, and 2020. Accounting standards generally accepted in the United States provide for certain required supplementary information (RSI), such as management's discussion and analysis (MD&A), to supplement Brightwater Community Development District's 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. As part of our engagement, we will apply certain limited procedures to Brightwater Community Development District's RSI in accordance with auditing standards generally accepted in the United States of America. These limited procedures will consist of inquiries of management regarding 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 will 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. The following RSI is required by generally accepted accounting principles and will be subjected to certain limited procedures, but will not be audited:

1. Management's Discussion and Analysis.

Audit Objective

The objective of our audit is the expression of opinions as to whether your basic financial statements are fairly presented, in all material respects, in conformity with generally accepted accounting principles and to report on the fairness of the supplementary information referred to in the second paragraph when considered in relation to the financial statements as a whole. Our audit will be conducted in accordance with auditing standards generally accepted in the United States of America and will include tests of the accounting records and other procedures we consider necessary to enable us to express such opinions. If our opinions on the financial statements are other than unqualified, we will fully discuss the reasons with you in advance. If, for any reason, we are unable to complete the audit or are unable to form or have not formed opinions, we may decline to express opinions or to issue a report as a result of this engagement.

Management Responsibilities

Management is responsible for the basic financial statements and all accompanying information as well as all representations contained therein. You are also responsible for making all management decisions and performing all management functions; for designating an individual with suitable skill, knowledge, or experience to oversee our assistance with the preparation of your financial statements and related notes and any other non-attest services we provide; and for evaluating the adequacy and results of those services and accepting responsibility for them.

Management is responsible for establishing and maintaining effective internal controls, including monitoring ongoing activities; for the selection and application of accounting principles; and for the fair presentation in the financial statements of the respective financial position of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the Brightwater Community Development District and the respective changes in financial position and where applicable, cash flows, in conformity with U.S. generally accepted accounting principles.

Management is also responsible for making all financial records and related information available to us and for the accuracy and completeness of that information. Your responsibilities include adjusting the financial statements to correct material misstatements and confirming to us in the representation letter that the effects of any uncorrected misstatements aggregated by us during the current engagement and pertaining to the latest period presented are immaterial, both individually and in the aggregate, to the financial statements taken as a whole.

You are responsible for the design and implementation of programs and controls to prevent and detect fraud, and for informing us about all known or suspected fraud or illegal acts affecting the government involving (1) management, (2) employees who have significant roles in internal control, and (3) others where the fraud or illegal acts could have a material effect on the financial statements. Your responsibilities include informing us of your knowledge of any allegations of fraud or suspected fraud affecting the government received in communications from employees, former employees, regulators, or others. In addition, you are responsible for identifying and ensuring that the entity complies with applicable laws and regulations. You are responsible for the preparation of the supplementary information in conformity with U.S. generally accepted accounting principles. You agree to include our report on the supplementary information in any document that contains, and indicates that we have reported on the supplementary information.

Audit Procedures—General

An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements; therefore, our audit will involve judgment about the number of transactions to be examined and the areas to be tested. We will plan and perform the audit to obtain reasonable rather than absolute assurance about whether the financial statements are free of material misstatement, whether from (1) errors, (2) fraudulent financial reporting, (3) misappropriation of assets, or (4) violations of laws or governmental regulations that are attributable to the entity or to acts by management or employees acting on behalf of the entity.

Because an audit is designed to provide reasonable, but not absolute, assurance and because we will not perform a detailed examination of all transactions, there is a risk that material misstatements may exist and not be detected by us. In addition, an audit is not designed to detect immaterial misstatements, or violations of laws or governmental regulations that do not have a direct and material effect on the financial statements. However, we will inform you of any material errors and any fraudulent financial reporting or misappropriation of assets that come to our attention. We will also inform you of any violations of laws or governmental regulations that come to our attention, unless clearly inconsequential. Our responsibility as auditors is limited to the period covered by our audit and does not extend to any later periods for which we are not engaged as auditors.

Our procedures will include tests of documentary evidence supporting the transactions recorded in the accounts, and may include tests of the physical existence of inventories, and direct confirmation of receivables and certain other assets and liabilities by correspondence with selected individuals, funding sources, creditors, and financial institutions. We will request written representations from your attorneys as part of the engagement, and they may bill you for responding to this inquiry. At the conclusion of our audit, we will require certain written representations from you about the financial statements and related matters.

Audit Procedures—Internal Control

Our audit will include obtaining an understanding of the entity and its environment, including internal control, sufficient to assess the risks of material misstatement of the financial statements and to design the nature, timing, and extent of further audit procedures. An audit is not designed to provide assurance on internal control or to identify deficiencies in internal control. However, during the audit, we will communicate to management and those charged with governance internal control related matters that are required to be communicated under AICPA professional standards.

Audit Procedures—Compliance

As part of obtaining reasonable assurance about whether the financial statements are free of material misstatement, we will perform tests of Brightwater Community Development District's compliance with applicable laws and regulations and the provisions of contracts and agreements. However, the objective of our audit will not be to provide an opinion on overall compliance and we will not express such an opinion.

Engagement Administration, Fees, and Other

We may from time to time, and depending on the circumstances, use third-party service providers in serving your account. We may share confidential information about you with these service providers, but remain committed to maintaining the confidentiality and security of your information. Accordingly, we maintain internal policies, procedures and safeguards to protect the confidentiality of your personal information. In addition, we will secure confidentiality agreements with all service providers to maintain the confidentiality of your information and we will take reasonable precautions to determine that they have appropriate procedures in place to prevent the unauthorized release of your confidential information to others. In the event that we are unable to secure an appropriate confidentiality agreement, you will be asked to provide your consent prior to the sharing of your confidential information with the third-party service provider. Furthermore, we will remain responsible for the work provided by any such third-party service providers.

We understand that your employees will assist in the preparation of confirmations we request and will locate any documents selected by us for testing.

Jim Hartley is the engagement partner and is responsible for supervising the engagement and signing the report or authorizing another individual to sign it. Our fees for these services are estimated not to exceed \$2,500, for the year ending 2018, \$2,600 for the year ending 2019 and \$2,700 for the year ending 2020, respectively. The fee estimate is based on anticipated cooperation from your personnel and the assumption that unexpected circumstances will not be encountered during the audit. If significant additional time is necessary, we will discuss it with you and arrive at a new fee estimate before we incur the additional costs. Our invoices for these fees will be rendered each month as work progresses and are payable on presentation. If we elect to terminate our services for nonpayment, our engagement will be deemed to have been completed upon written notification of termination, even if we have not completed our report. You will be obligated to compensate us for all time expended and to reimburse us for all out-of-pocket expenditures through the date of termination, subject to any offsets that the District may have.

Either party may unilaterally terminate this agreement, with or without cause, upon thirty (30) days written notice. Upon any termination of this Agreement, the District will pay all invoices for services rendered prior to the date of the notice of termination but subject to any offsets that the District may have. Pursuant to Section 218.391, Florida Statutes, all invoices for fees or other compensation must be submitted in sufficient detail to demonstrate compliance with the terms of this engagement.

We shall take all necessary steps to ensure that the audit is completed in a timely fashion so that the financial reports and audits may be approved by the District's Board of Supervisors within 180 days after the end of the fiscal year under review.

We agree and understand that Chapter 119, *Florida Statutes*, may be applicable to documents prepared in connection with the services provided hereunder and agree to cooperate with public record requests made there under. In connection with this Agreement, we agree to comply with all provisions of Florida's public records laws, including but not limited to Section 119.0701, *Florida Statutes*, the terms of which are incorporated herein. Among other requirements, we will:

- a. Keep and maintain public records required by the District to perform the service.
- b. Upon request from the District's custodian of public records, provide the District with a copy of the requested records or allow the records to be inspected or copied within a reasonable time at a cost that does not exceed the cost provided in Chapter 119, *Florida Statutes* or as otherwise provided by law.
- c. Ensure that public records that are exempt or confidential and exempt from public records disclosure requirements are not disclosed except as authorized by law for the duration of the contract term and following completion of the Agreement if the auditor does not transfer the records to the District.
- d. Upon completion of this Agreement, transfer, at no cost, to the District all public records in possession of the auditor or keep and maintain public records required by the District to perform the service. If the auditor transfers all public records to the District upon completion of this Agreement, the auditor shall destroy any duplicate public records that are exempt or confidential and exempt from public records disclosure requirements. If the auditor keeps and maintains public records upon completion of the Agreement, the auditor shall meet all applicable requirements for retaining public records. All records stored electronically must be provided to the District, upon request from the District's custodian of public records, in a format that is compatible with the information technology systems of the District.

We appreciate the opportunity to be of service to Brightwater Community Development District and believe this letter accurately summarizes the significant terms of our engagement. If you have any questions, please let us know. If you agree with the terms of our engagement as described in this letter, please sign the enclosed copy and return it to us.

This letter will continue in effect until canceled by either party.

Sincerely,

DiBartolomeo, McBee, Hartley & Barnes

DiBartolomeo, McBee, Hartley & Barnes, P.A.

RESPONSE:

This letter correctly sets forth the understanding of Brightwater Community Development District.

By: *Patricia A. T. T. T.*

Title: *Treasurer*

Date: *1/12/2019*

EXHIBIT 16.

APPLICATION HOSTING AGREEMENT

CommunityXS

IMPORTANT - READ CAREFULLY: This Application Hosting Agreement ("Agreement") is a legal Agreement between you, the organization or entity, ("Customer") and VenturesIn.com, Inc. ("VenturesIn") which covers the hosting by VenturesIn of the CommunityXS Content Management System. VenturesIn agrees to provide Service to Customer and Customer agrees to pay VenturesIn for Service subject to the following terms and conditions:

1) Service Term:

- a) The effective date of this Agreement shall be the earlier of either: (i) the date on which Customer is first notified by VenturesIn of Service availability or (ii) the date on which Customer first logs on to Service.
- b) This Agreement shall remain in effect until unless terminated by either party by giving forty-five (45) days written notice to the other party. Upon termination, Customer shall advise VenturesIn as to the disposition of any Customer data that is stored as part of Service. A service charge may apply. In the event no disposition instructions are provided or payment of the service charge is not made, any Customer data shall be deleted by VenturesIn.

2) Fees and Payments

- a) Setup Fee: Not to exceed \$240.00.
- b) Service Fee: \$60.00 per month.
- c) Fees for the Service term and any associated services shall be invoiced in advance and shall be payable on receipt or in accordance with any payment terms that are included on the invoice.
- d) If payment is not made according to the terms of the invoice, VenturesIn reserves the right to terminate service.

3) Services Provided:

- a) VenturesIn shall host a web content management system and delivery platform ("Software").
- b) VenturesIn shall provide Customer with application level access to Software via an internet Uniform Resource Locator (URL) together with a User ID and password. No direct access to server hardware, operating system, database management system or other system resources shall be provided.
- c) VenturesIn shall store all Customer data created and managed by Software, including files, text and parameters; data shall be backed-up on a separate storage system at regular intervals. The amount of storage and monthly network data transfer available to Customer shall not exceed two gigabytes (2GB) and one gigabyte (1GB) respectively, unless otherwise agreed in writing by VenturesIn.

4) Authorized Usage:

- a) Customer agrees that access to Service shall be restricted to authorized agents.
- b) Customer shall use commercially reasonable efforts to protect User IDs and passwords.
- c) Customer agrees that authorized VenturesIn support personnel may access system as required to diagnose and resolve technical issues.

5) Service Level:

- a) Service shall be available to Customer at all times unless maintenance or upgrades require the system to be unavailable.

6) Limited Warranty:

- a) VenturesIn warrants that the Service will conform substantially with the Service Level for the term of the Service. Customer acknowledges that VenturesIn does not warrant that the Service shall be uninterrupted or error-free.

7) Customer Remedies:

- a) VenturesIn's entire liability and Customer's exclusive remedy shall be as defined in this Agreement. No other remedies are provided to Customer under this Agreement.

8) NO OTHER WARRANTIES:

- a) EXCEPT FOR THE EXPRESS WARRANTIES STATED ABOVE, AND TO THE MAXIMUM EXTENT PERMITTED BY LAW, VENTURESIN DISCLAIMS ALL OTHER WARRANTIES WHETHER EXPRESS OR IMPLIED.

9) NO LIABILITY FOR CONSEQUENTIAL DAMAGES:

- a) IT IS EXPRESSLY AGREED THAT IN NO EVENT SHALL VENTURESIN BE LIABLE FOR ANY DAMAGES WHATSOEVER (INCLUDING, WITHOUT LIMITATION, DAMAGES FOR LOST PROFITS, DAMAGES FOR INCOMPLIANCE OR INABILITY TO COMPLY WITH GOVERNMENTAL LAW OR REGULATION, LOSS OF DATA, BUSINESS INTERRUPTION, OR OTHER CONSEQUENTIAL, EXEMPLARY, SPECIAL OR INDIRECT LOSSES) ARISING FROM YOUR USE, OR INABILITY TO USE, THE SERVICE. VENTURESIN'S ENTIRE LIABILITY UNDER THIS AGREEMENT SHALL BE LIMITED TO THE AMOUNT ACTUALLY PAID BY CUSTOMER FOR THE SERVICE.

10) Prior Agreements:

- a) This Agreement overrides all prior written and oral communications regarding the Service and sets out the entire agreement between VenturesIn and you, the Customer.

11) No Waiver:

- a) Any failure by either party to exercise an option or right conferred by this Agreement shall not of itself constitute or be deemed a waiver of such option or right.

12) Severability:

- a) If any provision in this Agreement is declared void or unenforceable by any judicial or administrative authority this shall not nullify the remaining provisions of this Agreement which shall remain in full force and effect.

13) Law:

- a) This Agreement shall be governed by the laws of the State of Florida and the parties agree to submit to the exclusive jurisdiction and venue of the Court of Hillsborough County, Florida in connection with any legal actions hereunder.

14) General:

- a) Should you have any questions concerning this Agreement, or if you desire to contact VenturesIn for any reason, please write: VenturesIn.com, Inc., 9560 West Linebaugh Avenue, Tampa, Florida 33626.

I agree to the terms and conditions of this Hosting Agreement.

Customer Signature

Organization/Community/CDD/HOA

Print Name and Title

Sign

Date

EXHIBIT 17.

Payroll Service Agreement

This Payroll Service Agreement (this “**Agreement**”) is entered into as of April 1, 2019, between the **Brightwater Community Development District**, whose mailing address is c/o DPF, 15310 Amberly Drive, Suite 175, Tampa, Florida 33647. (the “**District**”) and **Innovative Employer Solutions, Inc.**, a Florida corporation, whose mailing address is 635 93rd Ave N, St Petersburg, FL 33712 (the “**Contractor**”).

Background Information

The District has employees, and may hire additional employees from time to time, to assist with the District’s operation and maintenance services. The Contractor provides payroll services and the District desires to retain the Contractor to provide payroll services as described in this Agreement. The District employees are not to be considered employees of the Contractor or covered by Contractor’s workers' compensation.

Operative Provisions

1. **Incorporation of Background Information.** The background information stated above is true and correct and by this reference is incorporated by reference as a material part of this Agreement.
2. **Term of this Agreement.** The initial term of this Agreement shall be for one year from the date of this Agreement. At the end of the initial term, the Agreement shall automatically renew for the same term and contract provisions as the initial term, until terminated by either party pursuant to the termination provision below.
3. **Termination.** Either party may terminate this Agreement without cause with thirty (30) days written notice to the other party. Upon termination of this Agreement, the Contractor shall be entitled to payment for all work and/or services rendered up until the effective termination of this Agreement, subject to whatever claims or off-sets the District may have against the Contractor.
4. **District Responsibilities.** The District is responsible for hiring and overseeing the District employees, retaining insurance, including workers compensation insurance, for the District employees as required by law, including any workers' compensation claims, benefit claims (if any benefits are provided), employment discrimination claims, general liability claims, third-party claims, and any and all other obligations or claims pertaining to employment.
5. **Scope of Services.** The Contractor shall perform the specific payroll services described below:
 - a) Based on information supplied by the District, the Contractor shall prepare and distribute payroll checks to the District’s employees, make the appropriate payroll deductions and collection of taxes, file the appropriate reports and make payment to proper governmental authorities for federal, state, and local income taxes, Social Security tax, federal and state unemployment insurance taxes and any other federal or state tax.
 - b) Contractor shall maintain necessary records and comply with reporting procedures and will report and file such taxes utilizing client’s tax identification numbers.
6. **Compensation.** The District agrees to compensate the Contractor pursuant to the service fees and other fees as specified on **Exhibit A** hereto titled "Fee Schedule." All funds due to Contractor are payable prior to Contractor’s issuance of payroll checks each pay period and shall be paid to

Contractor following the end of each pay period, no later than 2 business days prior to the date paychecks are to be distributed to assigned employees.

7. **Relationship Between the Parties.** It is understood that the Contractor is an independent contractor and shall perform the services contemplated under this Agreement. As an independent contractor, nothing in this Agreement shall be deemed to create a partnership, joint venture, or employer-employee relationship between the Contractor and the District. The Contractor shall not have the right to make any contract or commitments for, or on behalf of, the District without the prior written approval of the District.
8. **Compliance with Laws.** The Contractor shall comply with necessary economic, operational, safety, insurance, and other compliance requirements imposed by federal, state, county, municipal or regulatory bodies, relating to the contemplated operations and services hereunder.
9. **Insurance.** The Contractor shall carry commercial general liability insurance of no less than \$1,000,000. The Contractor shall deliver to the District proof of insurance referred to herein or a certificate evidencing the coverage provided pursuant to this Agreement and naming the District as "Additional Insured" under such policy. Such insurance policy may not be canceled without a thirty-day written notice to the District.
10. **Indemnification.**
 - a) Contractor agrees to indemnify, defend and hold the District and its supervisors, officers, managers, agents and employees harmless from any and all liability, claims, actions, suits or demands by any person, corporation or other entity for injuries, death, property damage or of any nature, arising as a result of the negligence of the Contractor, including litigation or any appellate proceedings with respect thereto.
 - b) To the extent allowable under applicable law (and only to the extent of the limitations of liability set forth in Section 768.28, Florida Statutes), and except and to the extent caused by the negligence, reckless, and/or willful misconduct of the Contractor, the District agrees to indemnify, defend and hold the Contractor and its supervisors, officers, managers, agents and employees harmless from any and all liability, claims, actions, suits or demands by any person, corporation or other entity for injuries, death, property damage or of any nature, arising as a result of the negligence of the District, including litigation or any appellate proceedings with respect thereto.
 - c) Contractor agrees that nothing herein shall constitute or be construed as a waiver of the Districts limitations on liability contained in section 768.28, Florida Statutes, or other statute or law.
 - d) The indemnifications provided under this section are and shall be deemed to be contractual in nature and shall survive the termination or expiration of this Agreement.
11. **Public Records.** As required under Section 119.0701, Florida Statutes, Contractor shall (a) keep and maintain public records that ordinarily and necessarily would be required by the District in order to perform the service, (b) provide the public with access to public records on the same terms and conditions that the District would provide the records and at a cost that does not exceed the cost provided by law, (c) ensure that public records that are exempt or confidential and exempt from public records disclosure requirements are not disclosed except as authorized by law, (d) meet all requirements for retaining public records and transfer, at no cost, to the District all public records in possession of the Contractor upon termination of the contract and destroy any duplicate public records that are exempt or confidential and exempt from public records disclosure

requirements. All records stored electronically must be provided to the District in a format that is compatible with the information technology systems of the District.

IF THE CONTRACTOR HAS QUESTIONS REGARDING THE APPLICATION OF CHAPTER 119, FLORIDA STATUTES, TO THE CONTRACTOR'S DUTY TO PROVIDE PUBLIC RECORDS RELATING TO THIS AGREEMENT, CONTACT THE CUSTODIAN OF PUBLIC RECORDS AT (813) 418-7473, OR BY EMAIL AT Paul.Cusmano@dpfg.com, OR BY REGULAR MAIL AT 15310 Amberly Drive, Suite 175, Tampa, Florida 33647.

12. **Controlling Law.** This Agreement shall be governed under the laws of the State of Florida with venue in the county in which the District is located in.
13. **Enforcement of Agreement.** In the event it shall become necessary for either party to institute legal proceedings in order to enforce the terms of this Agreement, the prevailing party shall be entitled to all costs, including reasonable attorney's fees at both trial and appellate levels against the non-prevailing party.
14. **Severability.** If any provision of this Agreement is held invalid or unenforceable, the remainder of this Agreement shall remain in full force and effect.
15. **Assignment.** This Agreement is not transferrable or assignable by either party without the written approval of both parties, which shall not be unreasonably withheld.
16. **Arm's Length Transaction.** This Agreement has been negotiated fully between the District and the Contractor as an arm's length transaction. In the case of a dispute concerning the interpretation of any provision of this Agreement, the parties are each deemed to have drafted, chosen, and selected the language, and any doubtful language will not be interpreted or construed against any party.
17. **Counterparts.** This Agreement may be executed in any number of counterparts, each of which when executed and delivered shall be an original; however, all such counterparts together shall constitute, but one and the same instrument.
18. **Entire Agreement.** This Agreement contains the entire agreement and neither party is to rely upon any oral representations made by the other party, except as set forth in this Agreement. This Agreement shall supersede and subsume any prior agreements. To the extent that any provisions of this Agreement conflict with the provisions in any exhibit, the provisions in this Agreement shall control over provisions in any exhibit.

[signature page to follow]

Signature Page for Payroll Service Agreement

Innovative Employer Solutions, Inc.

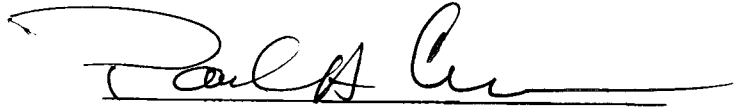


Name: RICHARD B. KIRACOFF

Title: PRESIDENT

3/8/19

Brightwater Community Development District



Chair/Vice-Chair of the Board of Supervisors

Exhibit A
Payroll Service Fees

\$49.00 per invoice processed. Delivery fee of \$8.00 for the delivery of payroll to DPFG. No delivery fee for payrolls delivered to DPFG in groups of two or more.

The New Account Set Up Fee is **waived**.

The New Employee Setup Fee is **waived**.

Client requested Stop payments are \$35.

NSF Client Checks or ACHs are \$35.