

Bartram Park Community
Development District

Financial Statements

September 30, 2011

Bartram Park Community Development District
Table of Contents
September 30, 2011

	<u>PAGE</u>
INDEPENDENT AUDITOR'S REPORT	1 - 2
MANAGEMENT'S DISCUSSION AND ANALYSIS (required supplemental information)	3 - 7
BASIC FINANCIAL STATEMENTS	
Government-Wide Financial Statements	
Statement of Net Assets	8
Statement of Activities	9
Fund Financial Statements	
Governmental Fund Financial Statements:	
Balance Sheet	10
Reconciliation of the Balance Sheet to the Statement of Net Assets	11
Statement of Revenues, Expenditures and Changes in Fund Balances	12
Reconciliation of the Statement of Revenues, Expenditures and Changes in Fund Balances of Governmental Funds to the Statement of Activities	13
Notes to Financial Statements	14 - 22
REQUIRED SUPPLEMENTAL INFORMATION (other than MD&A)	
Budget to Actual Comparison Schedule - General Fund	23
Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with <i>Government Auditing Standards</i>	24 - 25
Management Letter	26 - 27



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INDEPENDENT AUDITOR'S REPORT

To the Board of Supervisors
Bartram Park Community Development District
Duval County, Florida

We have audited the accompanying financial statements of the governmental activities and each major fund of Bartram Park Community Development District (hereinafter referred to as "District"), as of and for the year ended September 30, 2011, which collectively comprise the District's basic financial statements as listed in the table of contents. These financial statements are the responsibility of the District's management. 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 of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our 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, 2011, and the respective changes in financial position for the year then ended in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 7 to the financial statements, due to a lack of funds, the District utilized reserve funds to make a portion of the November 2010 and May 2011 debt service interest payments on the Series 2006 bonds. In addition, the District was unable to make the May 2011 debt service principal payment on the Series 2006 bonds. Subsequent to year end, the District was unable to make the November 2011 and May 2012 debt service payments on the Series 2006 bonds. In June 2012, the Developer and the District, with the consent of the bondholders, agreed to enter into an agreement, to restructure the Series 2006 bonds.

In accordance with *Government Auditing Standards*, we have also issued a report dated June 28, 2012 on our consideration of the District's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

Accounting principles generally accepted in the United States of America required that the Management's Discussion and Analysis and the Budget to Actual Comparison Schedule on pages 3 through 7 and page 23 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.

Caru, Riggs & Ingram, L.L.C.

Miramar Beach, Florida
June 28, 2012

Management's Discussion And Analysis

MANAGEMENT'S DISCUSSION AND ANALYSIS

Our discussion and analysis of the Bartram Park Community Development District's financial performance provides an overview of the District's financial activities for the fiscal year ended September 30, 2011. Please read it in conjunction with the District's financial statements, which begin on page 8.

FINANCIAL HIGHLIGHTS

- At September 30, 2011, the liabilities of the District exceed its assets by approximately \$18.4 million (deficit).
- During the fiscal year ended September 30, 2011, the District failed to make the May 2011 debt service principal payment on the Series 2006 bonds. The unpaid principal totaling \$485,000 is recorded as a debt service liability on the accompanying Balance Sheet – Governmental Funds.
- During the fiscal year ended September 30, 2011, the District incurred approximately \$2.9 million of interest expenditures on Series 2005 and 2006 bonds and repaid principal of \$555,000 on the Series 2005 bonds.

USING THE ANNUAL REPORT

This annual report consists of a series of financial statements. The Statement of Net Assets and the Statement of Activities on pages 8 – 9 provide information about the activities of the District as a whole and present a longer-term view of the District's finances. Fund financial statements start on page 10. For governmental activities, these statements tell how these services were financed in the short-term as well as what remains for future spending. Fund financial statements also report the District's operations in more detail than the government-wide statements by providing information about the District's most significant funds.

Reporting the District as a Whole

Our analysis of the District as a whole begins on page 4. One of the most important questions asked about the District's finances is, "Is the District as a whole better off or worse off as a result of the year's activities?" The Statement of Net Assets and the Statement of Activities report information about the District as a whole and about its activities in a way that helps answer this question. These statements include all assets and liabilities using the accrual basis of accounting, which is similar to the accounting used by most private-sector companies. All of the current year's revenues and expenses are taken into account regardless of when cash is received or paid.

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

Reporting the District's Most Significant Funds

Our analysis of the District's major funds begins on page 5. The fund financial statements begin on page 10 and provide detailed information about the most significant funds – not the District as a whole. Some funds are required to be established by State law and by bond covenants. All of the District's funds are governmental fund-types.

- *Governmental funds* – All of the District's basic services are reported in governmental funds, which focus on how money flows into and out of those funds and the balances left at year-end that are available for spending. These funds are reported using an accounting method called modified accrual accounting, which measures cash and all other financial assets that can readily be converted to cash. The governmental fund statements provide a detailed short-term view of the District's general government operations and the basic services it provides. Governmental fund information helps you determine whether there are more or fewer financial resources that can be spent in the near future to finance the District's programs. We describe the relationship (or differences) between governmental activities and governmental funds in a reconciliation with the fund financial statements.

THE DISTRICT AS A WHOLE

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

<i>September 30,</i>	2011	2010	Change
Assets			
Current and other assets	\$ 8,573,403	\$ 10,000,061	\$ (1,426,658)
Capital assets, net	28,846,919	29,476,590	(629,671)
Total assets	\$ 37,420,322	\$ 39,476,651	\$ (2,056,329)
Liabilities			
Current liabilities	\$ 2,830,163	\$ 2,266,787	\$ 563,376
Other liabilities	52,945,000	54,030,000	(1,085,000)
Total liabilities	55,775,163	56,296,787	(521,624)
Net assets			
Invested in capital assets	(1,823,586)	(461,995)	(1,361,591)
Restricted for:			
Capital projects	1,974,665	1,968,332	6,333
Unrestricted	(18,505,920)	(18,326,473)	(179,447)
Total net assets (deficit)	(18,354,841)	(16,820,136)	(1,534,705)
Total liabilities and net assets	\$ 37,420,322	\$ 39,476,651	\$ (2,056,329)

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

During fiscal year ended September 30, 2011, total assets and liabilities decreased by approximately \$2.1 million and \$522,000, respectively. The decrease in assets is primarily due to the use of reserve funds to pay for a portion of the November 2010 and May 2011 debt service interest payments on the Series 2006 bonds and depreciation on capital assets. The decrease in liabilities is primarily due to the repayment of outstanding long-term bond principal.

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

<i>Year ended September 30,</i>	2011	2010	Change
Revenues:			
Program revenues:			
Charges for services	\$ 2,256,549	\$ 2,888,833	\$ (632,284)
Grants and contributions	4,725	10,055	(5,330)
Total revenues	2,261,274	2,898,888	(637,614)
Expenses:			
General government	156,645	170,270	(13,625)
Bad debt provision	-	311,415	(311,415)
Unallocated depreciation	677,162	677,162	-
Conveyance of capital assets	-	18,196,124	(18,196,124)
Interest	2,962,172	3,010,792	(48,620)
Total expenses	3,795,979	22,365,763	(18,569,784)
Increase (decrease) in net assets	(1,534,705)	(19,466,875)	17,932,170
Net assets, beginning	(16,820,136)	2,646,739	(19,466,875)
Net assets, ending	\$ (18,354,841)	\$ (16,820,136)	\$ (1,534,705)

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

Revenues and expenses decreased from prior year by approximately \$638,000 and \$18.6 million, respectively. The decrease in revenues is due to unpaid Developer assessments that have been removed from revenue due to uncertainty as to the timing of collection. The decrease in expenses is due to the District recognizing a bad debt provision in the prior year for an amount due from the Developer and the conveyance of certain capital assets to other governmental entities in the prior year.

THE DISTRICT'S FUNDS

As the District completed the year, its governmental funds (as presented in the balance sheet on page 10) reported a combined fund balance of approximately \$7 million, which is a decrease from last year's balance that totaled approximately \$9 million. Significant transactions are discussed below.

- During the fiscal year ended September 30, 2011, the District incurred approximately \$2.9 million of interest expenditures on the Series 2005 and 2006 bonds and repaid principal of \$555,000 on the Series 2005 bonds.
- During the fiscal year ended September 30, 2011, the District was unable to make the May 2011 debt service principal payment on the Series 2006 bonds. The unpaid principal totaling \$485,000 is record as a debt service liability on the accompanying Balance Sheet – Governmental Funds.
- The District did not recognize assessments, due to the uncertainty as to the timing of collection, of approximately \$626,000 on the governmental fund financial statements.

The overall decrease in fund balance for the year ended September 30, 2011 totaled approximately \$1.9 million.

GOVERNMENTAL FUNDS BUDGETARY HIGHLIGHTS

An Operating budget was established by the governing board for the District pursuant to the requirements of Florida Statutes. The budget to actual comparison for the General Fund, including the original budget and final adopted budget, is shown at page 23.

The District experienced unfavorable variances in revenues and expenditures as compared to the budget in the amounts of \$58,717 and \$7,688, respectively. The variance in revenues is due to uncollected assessments while the variance in expenditures resulted primarily from legal fees that were received and accrued after year end.

CAPITAL ASSET AND DEBT ADMINISTRATION

Capital Assets

At September 30, 2011, the District had approximately \$47 million invested in capital assets (net of accumulated depreciation). This amount represents a net decrease of approximately \$630,000 from the fiscal year 2010 total.

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

<i>September 30,</i>	2011	2010	Change
Capital assets not being depreciated	\$ 10,561,249	\$ 10,513,758	\$ 47,491
Capital assets being depreciated	20,314,852	20,314,852	-
Total, prior to depreciation	30,876,101	30,828,610	47,491
Accumulated depreciation	(2,029,182)	(1,352,020)	(677,162)
Net capital assets	\$ 28,846,919	\$ 29,476,590	\$ (629,671)

More information about the District's capital assets is presented in Note 6 to the financial statements.

Debt

At September 30, 2011, the District has approximately \$54.5 million of bonds outstanding. This amount represents a decrease of \$555,000 from the fiscal year 2010 total.

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

<i>September 30,</i>	2011	2010	Change
Series 2005 bonds	\$ 25,545,000	\$ 26,100,000	\$ (555,000)
Series 2006 bonds	28,945,000	28,945,000	-
Total	\$ 54,490,000	\$ 55,045,000	\$ (555,000)

More information about the District's long-term debt is presented in Note 7 to the financial statements.

FUTURE FINANCIAL FACTORS

Bartram Park Community Development District is an independent special district that operates under the provisions of Chapter 190, Florida Statutes. The District operates under an elected Board of Supervisors, which establishes policy and sets assessment rates. Assessment rates for fiscal year 2012 were established to provide for the operations of the District as well as necessary debt service requirements.

CONTACTING THE DISTRICT'S FINANCIAL MANAGEMENT

This financial report is designed to provide a general overview of the District's finances. If you have questions about this report or need additional financial information, contact the Bartram Park Community Development District's management company at 5385 N. Hob Hill Road, Sunrise, Florida 33351.

Basic Financial Statements

Bartram Park Community Development District

Statement of Net Assets

<i>September 30,</i>	2011
	Governmental Activities
Assets	
Cash and cash equivalents	\$ 714
Investments	7,594,902
Assessments receivable, net	772
Prepaid expenses	5,250
Deferred charges, net	971,765
Capital assets:	
Not being depreciated	10,561,249
Depreciable, net	18,285,670
Total assets	37,420,322
Liabilities	
Accounts payable	32,239
Accrued expenses payable	1,241,601
Contracts payable	11,323
Non-current liabilities:	
Due within one year	1,545,000
Due in more than one year	52,945,000
Total liabilities	55,775,163
Net assets	
Invested in capital assets	(1,823,586)
Restricted for:	
Capital projects	1,974,665
Unrestricted	(18,505,920)
Total net assets (deficit)	\$ (18,354,841)

See accompanying notes to financial statements.

Bartram Park Community Development District

Statement of Activities

Year ended September 30,

2011

Functions/Programs	Expenses	Program Revenues			Governmental Activities	Net (Expense) Revenue and Changes in Net Assets
		Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions		
Primary government:						
Governmental activities:						
General government	\$ (156,645)	\$ 85,740	\$ -	\$ -	\$ (70,905)	
Unallocated depreciation	(677,162)	-	-	-	(677,162)	
Interest	(2,962,172)	2,170,809	2,004	2,721	(786,638)	
Total governmental activities	\$ (3,795,979)	\$ 2,256,549	\$ 2,004	\$ 2,721	(1,534,705)	
Change in net assets					(1,534,705)	
Net assets - beginning of year, as previously stated					1,375,988	
Prior period restatement					(18,196,124)	
Net assets (deficit) - beginning of year, adjusted					(16,820,136)	
Net assets (deficit) - end of year					\$ (18,354,841)	

See accompanying notes to financial statements.

Bartram Park Community Development District

Balance Sheet - Governmental Funds

September 30,

2011

	General	Debt Service	Capital Projects	Total Governmental Funds
Assets				
Cash and cash equivalents	\$ 714	\$ -	\$ -	\$ 714
Investments	-	3,102,280	4,492,622	7,594,902
Assessments receivable, net	-	772	-	772
Prepaid expenditures	5,250	-	-	5,250
Due from other funds	12,749	-	-	12,749
Total assets	\$ 18,713	\$3,103,052	\$ 4,492,622	\$ 7,614,387
Liabilities and Fund Balance				
Liabilities				
Accounts payable	\$ 32,239	\$ -	\$ -	\$ 32,239
Accrued expenses payable	30,398	-	-	30,398
Contracts payable	-	-	11,323	11,323
Due to other funds	-	12,749	-	12,749
Debt service liability	-	485,000	-	485,000
Total liabilities	62,637	497,749	11,323	571,709
Fund balances				
Nonspendable	5,250	-	-	5,250
Restricted for debt service	-	2,605,303	-	2,605,303
Restricted for capital projects	-	-	4,481,299	4,481,299
Unassigned	(49,174)	-	-	(49,174)
Total fund balances (deficit)	(43,924)	2,605,303	4,481,299	7,042,678
Total liabilities and fund balances	\$ 18,713	\$3,103,052	\$ 4,492,622	\$ 7,614,387

See accompanying notes to financial statements.

Bartram Park Community Development District

Reconciliation of the Balance Sheet to the Statement of Net Assets

<i>September 30,</i>	2011
Total fund balances, governmental funds	\$ 7,042,678
Capital assets used in governmental activities are not financial resources and therefore are not reported in the fund level statements.	28,846,919
Bond issue costs are not financial resources and, therefore are not reported as assets in governmental funds. The Statement of Net Assets includes these costs, net of amortization.	971,765
Liabilities not due and payable from current resources, including accrued interest, are not reported in the fund level statements.	(55,216,203)
Total net assets (deficit) - governmental activities	\$ (18,354,841)

See accompanying notes to financial statements.

Bartram Park Community Development District

Statement of Revenues, Expenditures and Changes in Fund Balances-
Governmental Funds

<i>Year ended September 30,</i>	2011			
	General	Debt Service	Capital Projects	Total Governmental Funds
Revenues				
Assessments	\$ 85,740	\$ 2,170,809	\$ -	\$ 2,256,549
Interest and other revenues	-	2,004	2,721	4,725
Total revenues	85,740	2,172,813	2,721	2,261,274
Expenditures				
Current:				
General government	152,145	4,500	-	156,645
Debt service:				
Principal	-	1,040,000	-	1,040,000
Interest	-	2,933,163	-	2,933,163
Capital outlay	-	-	47,491	47,491
Total expenditures	152,145	3,977,663	47,491	4,177,299
Excess (deficit) of revenues over expenditures	(66,405)	(1,804,850)	(44,770)	(1,916,025)
Other Financing Sources (Uses)				
Transfer in	-	-	3,612	3,612
Transfer out	-	(3,612)	-	(3,612)
Total other financing sources (uses)	-	(3,612)	3,612	-
Net change in fund balances	(66,405)	(1,808,462)	(41,158)	(1,916,025)
Fund balances, beginning of year	22,481	4,413,765	4,522,457	8,958,703
Fund balances (deficit), end of year	\$ (43,924)	\$ 2,605,303	\$ 4,481,299	\$ 7,042,678

See accompanying notes to financial statements.

Bartram Park Community Development District

Reconciliation of the Statement of Revenues, Expenditures and Changes in Fund Balances of Governmental Funds to the Statement of Activities

<i>Year ended September 30,</i>	2011
Net change in fund balances - governmental funds	\$ (1,916,025)
Capital outlay, reported as expenditures in the governmental funds, is shown as capital assets on the Statement of Net Assets.	47,491
Depreciation on capital assets is not recognized in the fund financial statements but is reported as an expense in the Statement of Activities.	(677,162)
Amortization of bond issuance costs is not recognized in the fund financial statements but is reported as an expense in the Statement of Activities.	(40,822)
Governmental funds report principal payments on bonds when debt is paid, whereas these payments are eliminated in the Statement of Activities and recognized as a decrease in bonds payable in the Statement of Net Assets.	555,000
Governmental funds report unpaid principal payments on bonds as an expenditure when the debt is due, whereas these amounts are eliminated in the Statement of Activities.	485,000
The change in accrued interest between the current and prior year is recorded on the Statement of Activities but not on the fund financial statements.	11,813
Change in net assets of governmental activities	\$ (1,534,705)

See accompanying notes to financial statements.

Bartram Park Community Development District

Notes to Financial Statements

NOTE 1 – NATURE OF ORGANIZATION

The Bartram Park Community Development District (the “District”) was established on January 25, 2005 pursuant to the Uniform Community Development District Act of 1980, otherwise known as Chapter 190, Florida Statutes, by the City of Jacksonville, Florida Ordinance No. 2004-1280-E. The Act provides among other things, the power to manage basic services for community development, power to borrow money and issue bonds, and to levy and assess non-ad valorem assessments for the financing and delivery of capital infrastructure.

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

The District is governed by a Board of Supervisors (“Board”), which is comprised of five members. The Supervisors are elected on an at large basis by the owners of the property within the District. All the supervisors are affiliated with the Developers of the community, Eastland Development Partners, Inc. and Bartram Crescent Development, LLC. The Board of Supervisors of the District exercise all powers granted to the District pursuant to Chapter 190, Florida Statutes.

The Board has the final responsibility for:

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

In evaluating how to define the government, for financial reporting purposes, management has considered all potential component units. The decision to include or exclude a potential component unit in the reporting entity was made by applying the criteria set forth by Generally Accepted Accounting Principles (GAAP). The primary criterion for including organizations within the District's reporting entity, as defined by the Governmental Accounting Standards Board (GASB) Statement No. 14 is financial accountability. The District is financially accountable if it appoints a voting majority of the organization's governing body and (a) it is able to impose its will on that organization or (b) there is a potential for the organization to provide specific financial benefits to, or impose specific financial burdens on, the District. The District may be financially accountable if an organization is fiscally dependent on the District regardless of whether the organization has (a) a separately elected governing board, (b) a governing board appointed by a higher level of government, or a jointly appointed board. Based on the foregoing criteria, no potential component units were found.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Government-wide and Fund Financial Statements

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

The government-wide financial statements (i.e., the Statement of Net Assets and the Statement of Activities) report information on all the non-fiduciary activities of the primary government. Governmental activities, which normally are supported by assessments, are reported separately from business-type activities, which rely to a significant extent on fees and charges for support. The business-type activities are reported separately in government-wide financial statements; however, at September 30, 2011, the District did not have any significant business-type activities. Therefore, no business-type activities are reported. Assessments and other items not properly included as program revenues (i.e., charges to customers or applicants who purchase, use, or directly benefit from goods or services) are reported as general revenues.

The preparation of government-wide financial statements includes the application of both GASB pronouncements and those of the Financial Accounting Standards Board (FASB) issued before November 30, 1989.

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

Measurement Focus, Basis of Accounting and Basis of Presentation

In March 2009, GASB issued Statement No. 54 - Fund Balance Reporting and Government Fund Type Definitions. This Statement establishes fund balance classifications based primarily on the extent to which the District is bound to honor constraints on the use of the resources reported in each governmental fund as well as establishes additional note disclosures regarding fund balance classification policies and procedures.

The District made the decision to implement this standard effective October 1, 2010.

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

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

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Assessments, including debt service assessments and operation and maintenance assessments, are non-ad valorem assessments imposed on all lands located within the District benefited by the District's activities. Operation and maintenance assessments are levied and certified for collection by the District annually prior to the start of the fiscal year which begins October 1st and ends on September 30th. Operation and maintenance special assessments are imposed upon all benefited lands located in the District. Debt service special assessments are imposed at the time of bond issuance and certified for collection as described in the District's annual assessment resolution.

Assessments and interest associated with the current fiscal period are all considered to be susceptible to accrual and have been recognized as revenues of the current fiscal period. However, as discussed in Note 9 to the financial statements, at September 30, 2011, certain assessment amounts were not recognized as revenue because the District is uncertain as to the timing of collection. All other revenue items are considered to be measurable and available only when cash is received by the District.

The District reports the following major governmental funds:

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

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

Capital Projects Fund – The Capital Projects Fund accounts for the financial resources to be used in the acquisition or construction of major infrastructure within the District financed with the bonds previously issued or other means.

For the year ended September 30, 2011, the District does not report any proprietary funds.

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

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

Cash, Deposits and Investments

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

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

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

Capital Assets

Capital assets, which include primarily infrastructure assets (e.g., roads, sidewalks, water management systems and similar items), are reported in the governmental activities column in the government-wide financial statements. Capital assets are defined by the District as assets with an initial/individual cost of more than \$750 and an estimated useful life in excess of one year. Such assets are recorded at historical cost and estimated historical cost if purchased or constructed. Donated assets are recorded at estimated fair market value at the date of donation.

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

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

<u>Asset</u>	<u>Years</u>
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.

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 Assets. Bond premiums and discounts, as well as issuance costs, are deferred and amortized over the life of the bonds using the effective-interest or straight-line method. Bonds payable are reported net of premiums or discounts. Bond issuance costs are shown as deferred charges and are presented net of \$252,888 of accumulated amortization.

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

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Estimates

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

Fund Equity

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

Net assets in the government-wide financial statements are categorized as invested in capital assets, net of related debt, restricted or unrestricted. Invested in capital assets, net of related debt represents net assets related to infrastructure and property, plant and equipment, net of any related debt. Restricted net assets represent the net assets restricted by the District's bond covenants.

Budgets

The District is required to establish a budgetary system and an approved annual budget. Annual budgets are legally adopted on a basis consistent with GAAP for the General Fund. Any revision to the budget must be approved by the District Board. The budgets are compared to actual expenditures. In instances where budget appropriations and estimated revenues have been revised during the year, budget data presented in the financial statements represents final authorization amounts. For the year ended September 30, 2011, expenditures exceeded budgeted appropriations in the General Fund.

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

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

NOTE 3 – INVESTMENTS

All investments held at September 30, 2011, are reported at fair value based on quoted market prices, which approximates amortized cost.

<i>September 30,</i>	2011	Credit Risk	Maturities
Short-term Money Market Funds	\$ 5,900,171	S&P AAAM	44 days
United States Treasury Bills	1,694,731	AA+	11/3/2011
Total investments	\$ 7,594,902		

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

Custodial credit risk – For an investment, custodial credit risk is the risk that the District will not be able to recover the value of the investments or collateral securities that are in the possession of an outside party. The District has no formal policy for custodial risk. At September 30, 2011, none of the investments listed above are exposed to custodial credit risk because their existence is not evidenced by securities that exist in physical or book entry form.

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

NOTE 4 – RISK MANAGEMENT

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

NOTE 5 – MANAGEMENT COMPANY

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

Bartram Park Community Development District

Notes to Financial Statements

NOTE 6 – CAPITAL ASSETS

The following is a summary of changes in the capital assets for the year ended September 30, 2011:

	Beginning Balance	Additions	Reductions	Ending Balance
Governmental Activities:				
Capital assets not being depreciated:				
Land	\$ 10,513,758	\$ -	\$ -	\$ 10,513,758
Construction in progress	-	47,491	-	47,491
Total capital assets, not being depreciated	10,513,758	47,491	-	10,561,249
Capital assets being depreciated				
Infrastructure - roadways,	20,314,852	-	-	20,314,852
Total capital assets, being depreciated	20,314,852	-	-	20,314,852
Less accumulated depreciation for:				
Infrastructure - roadways,	(1,352,020)	(677,162)		(2,029,182)
Total accumulated depreciation	(1,352,020)	(677,162)	-	(2,029,182)
 Total capital assets, being depreciated, net	 18,962,832	 (677,162)	 -	 18,285,670
 Governmental activities capital assets, net	 \$ 29,476,590	 \$ (629,671)	 \$ -	 \$ 28,846,919

Depreciation expense of \$677,162 was allocated to maintenance and operations on the Statement of Activities.

Government-wide capital assets and net assets at the beginning of the year ended September 30, 2011 have been adjusted to correct an error regarding capital assets. The District had conveyed certain capital assets in prior fiscal years, but these conveyances were not reflected on the District's financial statements. The adjustment resulted in a decrease in the beginning government-wide net asset balance of approximately \$18.2 million. The adjustment has no impact on the results of 2011 operations.

NOTE 7 – BONDS PAYABLE

On July 22, 2005, the District issued \$28,715,000 of Special Assessment Bond, Series 2005 consisting of \$5,225,000 Term Bonds and \$23,490,000 Term bonds with a fixed interest rate of 4.875% and 5.300%, respectively. The bonds were issued to finance the acquisition and construction of certain improvement for the benefit of the District. Interest is paid semiannually on each May 1 and November 1. Principal payments are made serially commencing on May 1, 2006 through May 1, 2035.

On October 10, 2006, the District issued \$30,255,000 of Special Assessment Bond, Series 2006 with a fixed interest rate of 5.4%. The bonds were issued to finance the acquisition and construction of certain improvement for the benefit of the District. Interest is paid semiannually on each May 1 and November 1. Principal payments are made serially commencing on May 1, 2008 through May 1, 2037.

Bartram Park Community Development District

Notes to Financial Statements

NOTE 7 – BONDS PAYABLE (CONTINUED)

The Bond Indentures require that the District maintain adequate funds in the reserve accounts to meet the debt service reserve requirements as defined in the Indentures. The requirement for the Series 2005 Bonds has been met for the fiscal year ended September 30, 2011. The requirement for the Series 2006 Bonds has not been met for the fiscal year ended September 30, 2011. The District utilized reserve funds to make a portion of the November 2010 and May 2011 debt service interest payments.

The District was unable to make its May 2011 principal payment on the Series 2006 bonds. As a result, a debt service liability totaling \$485,000 has been recorded in the accompanying Balance Sheet – Governmental Funds. Subsequent to year end, the District failed to make its November 2011 and May 2012 debt service payments. In June 2012, the Developers and the District, with the consent of 100% the bondholders, entered into an agreement to restructure the Series 2006 bonds. The restructuring was completed to remedy all outstanding issues associated with certain delinquent assessments. Prior to the closing, on or about June 5, 2012, in lieu of foreclosure on certain delinquent 2006 assessments on Tract 24, the landowner transferred the property to a special purpose entity (“SPE”). The restructuring agreement provides in part for the abeyance of debt assessments and operation and maintenance assessments so long as the SPE holds the property.

The Bond Indentures have certain restrictions and requirements relating principally to the use of proceeds to pay for the infrastructure improvements and the procedure to be followed by the District on assessments to property owners. The District agreed to levy special assessments in annual amounts adequate to provide payment of debt service and to meet the reserve requirements. The District is in compliance with the requirement of the Bond Indenture for the Series 2005 bonds. As described above, the District is not in compliance with the requirements of the Series 2006 Bond Indenture as of September 30, 2011.

At September 30, 2011, the scheduled debt service requirements on long-term debt were as follows:

Year ending September 30,	Principal	Interest	Total Debt Service
2012	\$ 1,545,000	\$ 2,906,885	\$ 4,451,885
2013	1,115,000	2,826,316	3,941,316
2014	1,180,000	2,769,125	3,949,125
2015	1,240,000	2,708,581	3,948,581
2016	1,310,000	2,644,955	3,954,955
2017 - 2021	7,690,000	12,095,095	19,785,095
2022 - 2026	10,050,000	9,800,135	19,850,135
2027 - 2031	13,140,000	6,799,050	19,939,050
2032 - 2036	15,235,000	2,876,750	18,111,750
2037	1,985,000	107,190	2,092,190
	\$ 54,490,000	\$ 45,534,082	\$ 100,024,082

Bartram Park Community Development District

Notes to Financial Statements

NOTE 7 – BONDS PAYABLE (CONTINUED)

Long-term liability activity for the year ended September 30, 2011, was as follows:

	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year
<i>Governmental Activities</i>					
Bonds Payable:					
Series 2005	\$ 26,100,000	\$ -	\$ (555,000)	\$ 25,545,000	\$ 545,000
Series 2006	28,945,000	-	-	28,945,000	1,000,000
	<u>\$ 55,045,000</u>	<u>\$ -</u>	<u>\$ (555,000)</u>	<u>\$ 54,490,000</u>	<u>\$ 1,545,000</u>

NOTE 8 – CONCENTRATION

A significant portion of the District's future activity is dependent upon the continued involvement of the Developer, Eastland Development Partners, Inc., and several significant landowners, the loss of which could have a material adverse effect on the District's operations.

During the year ended, September 30, 2011, the District directly assessed three significant landowners \$861,287 for operations and maintenance and debt service costs on undeveloped property. In addition, one significant landowner was assessed \$148,888 through the local tax collector. These significant landowners plus the Developers accounted for approximately 46% of the District's total assessments, net of uncollectible assessments.

NOTE 9 – RELATED PARTY TRANSACTIONS

For the year ended September 30, 2011, the District directly assessed the Developers \$19,268 and \$585,008 for operations and maintenance and debt service costs, respectively. In addition, one of the Developers was assessed \$21,289 for operation and maintenance as well as debt service costs through the local tax collector.

At September 30, 2011, the District was owed outstanding assessments receivable of \$1,879,108. These receivables were primarily due from one of the Developers. Substantially all of this receivable amount was still uncollected as of the date of this report. The District has recorded an allowance for doubtful accounts for the uncollected amounts and has reported a net receivable amount of \$772 on the accompanying Statement of Net Assets and Balance Sheet – Governmental Funds.

Subsequent to year end, the Developer conveyed land to the District with a market value of approximately \$1.4 million.

Required Supplemental Information
(Other Than MD&A)

Bartram Park Community Development District
 Budget to Actual Comparison Schedule- General Fund

<i>Year ended September 30,</i>	2011		
	Original and Final Budget	Actual Amounts	Variance with Final Budget
Revenues			
Assessments	\$ 144,457	\$ 85,740	\$ (58,717)
Total revenues	144,457	85,740	(58,717)
Expenditures			
General government	144,457	152,145	(7,688)
Total expenditures	144,457	152,145	(7,688)
Excess (deficit) of revenues over expenditures	\$ -	\$ (66,405)	\$ (66,405)

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

To the Board of Supervisors
Bartram Park Community Development District
Duval County, Florida

We have audited the financial statements of the governmental activities and each major fund of Bartram Park Community Development District (hereinafter referred to as the "District"), as of and for the year ended September 30, 2011, which collectively comprise the District's basic financial statements and have issued our report dated June 28, 2012. 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.

Internal Control Over Financial Reporting

Management of the District is responsible for establishing and maintaining effective internal control over financial reporting. In planning and performing our audit, we considered the District's internal control over financial reporting as a basis for designing our auditing procedures 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 over financial reporting. 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 and correct misstatements on a timely basis. A material weakness is a deficiency, or 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.

Our consideration of the internal control over financial reporting was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over financial reporting that might be deficiencies, significant deficiencies or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined above.

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 an instance of noncompliance that is required to be reported under *Government Auditing Standards* and which is described below.

- **IC2011-1:** The District is not in compliance with certain provisions of the Series 2006 bond indenture including those relating to 1) making its semi-annual debt service principal payments, and 2) maintaining adequate funds in a debt service reserve account.

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

- *The restructuring was completed to remedy all outstanding issues associated with certain delinquent assessments. Prior to the closing, on or about June 5, 2012, in lieu of foreclosure on certain delinquent 2006 assessments on Tract 24, the landowner transferred the property to a special purpose entity ("SPE"). The restructuring agreement provides in part for the abeyance of debt assessments and operation and maintenance assessments so long as the SPE hold the property.*

This report is intended for the information of management, the Board of Supervisors, others within the District, and the Auditor General of the State of Florida, and is not intended to be and should not be used by anyone other than those specified parties.

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

Miramar Beach, Florida
June 28, 2012

MANAGEMENT LETTER

(850) 837-3141
(850) 654-4619 (fax)
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To the Board of Supervisors
Bartram Park Community Development District
Duval County, Florida

We have audited the financial statements of Bartram Park Community Development District ("District") as of and for the fiscal year ended September 30, 2011, and have issued our report thereon dated June 28, 2012.

We conducted our audit in accordance with auditing standards generally accepted in the United States and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. We have issued our 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*. Disclosures in this report which is dated June 28, 2012, should be considered in conjunction with this management letter.

Additionally, our audit was conducted in accordance with the provisions of Chapter 10.550, Rules of the Auditor General, which govern the conduct of local governmental entity audits performed in the State of Florida. This letter includes the following information, which is not included in the aforementioned auditor's report:

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. There were no recommendations made in the preceding annual audit report.

Section 10.554(1)(i)2., Rules of the Auditor General, requires our audit to include a review of the provisions of Section 218.415, Florida Statutes, regarding the investment of public funds. In connection with our audit, we determined that the District complied with Section 218.415, Florida Statutes.

Section 10.554(1)(i)3., 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)4., Rules of the Auditor General, requires that we address violations of provisions of contracts or grant agreements, or abuse that have occurred, or are likely to have occurred, that have an effect on the determination of financial statement amounts that is less than material but more than inconsequential. In connection with our audit, we did not have any such findings.

Section 10.554(1)(i)5., Rules of the Auditor General, provides that the auditor may, based on professional judgment, report the following matters that have an inconsequential effect on financial statements, considering both quantitative and qualitative factors: (1) violations of provisions of contracts or grant agreements, fraud, illegal acts, or abuse, and (2) deficiencies in internal control that are not significant deficiencies. In connection with our audit, we did not have any such findings.

Section 10.554(1)(i)6., Rules of the Auditor General, requires that the name or official title and legal authority for the primary government and each component unit of the reporting entity be disclosed in this management letter, unless disclosed in the notes to the financial statements. The information required is disclosed in the notes to the financial statements.

Section 10.554(1)(i)7.a., Rules of the Auditor General, requires a statement be included as to whether or not the local governmental entity has met one or more of the conditions described in Section 218.503(1), Florida Statutes, and identification of the specific condition(s) met. In connection with our audit, we determined that the District did meet the condition described in Section 218.503(1)(a), 218.503(1)(b), and 218.503 (1)(e), Florida Statutes. The District failed to make its May 2011 principal payment on the Series 2006 bonds. Subsequent to year end, the District failed to make its November 2011 and May 2012 debt service payments on the Series 2006 bonds. Moreover, the District failed to pay uncontested claims from creditors within 90 days after the claim was presented, as a result of a lack of funds. In addition, at September 30, 2011, the District reported a deficit fund balance in the general fund of \$(43,924). We applied financial condition assessment procedures pursuant to rule 10.556(7), and deteriorating financial conditions were noted. See the District's response to the findings on page 25.

Section 10.554(1)(i)7.b., Rules of the Auditor General, requires that we determine whether the annual financial report for the District for the fiscal year ended September 30, 2011, 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, 2011. In connection with our audit, we determined that these two reports were in agreement.

Pursuant to Sections 10.554(1)(i)7.c. and 10.556(7), Rules of the Auditor General, we applied financial condition assessment procedures, and as a result, it was determine that a deteriorating financial condition exists with respect to the District. As discussed in Note 7 to the financial statements, due to a lack of funds, the District utilized reserve funds to make a portion of the November 2010 and May 2011 debt service interest payments on the Series 2006 bonds. In addition, the District was unable to make the May 2011 debt service principal payment on the Series 2006 bonds. Subsequent to year end, the District was unable to make the November 2011 and May 2012 debt service payments on the Series 2006 bonds. In June 2012, the Developer and the District, with the consent of 100% of the bondholders, agreed to enter into an agreement to restructure the Series 2006 bonds. It is management's responsibility to monitor the District's financial condition, and our financial condition assessment was based in part on representations made by management and the review of financial information provided by same.

Pursuant to Chapter 119, Florida Statutes, this management letter is a public record and its distribution is not limited. Auditing standards generally accepted in the United States of America require us to indicate that this letter is intended solely for the information and use of management, and the Florida Auditor General, and is not intended to be and should not be used by anyone other than these specified parties.

Carri Riggs & Ingram, L.L.C.

Miramar Beach, Florida
June 28, 2012