

**CITY OF MIDDLETOWN
INDUSTRIAL DEVELOPMENT AGENCY
16 JAMES STREET – MIDDLETOWN – NEW YORK
845-346-4170**

March 22, 2013

O'Connor Davies, LLP
500 Mamaroneck Avenue Suite 301
Harrison, New York 10528

This representation letter is provided in connection with your audit of the financial statements of the City of Middletown Industrial Development Agency, New York as of December 31, 2012, and the respective changes in financial position and cash flows for the year then ended, and the related notes to the financial statements, for the purpose of expressing opinions as to whether the financial statements are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Certain representations in this letter are described as being limited to matters that are material. Items are considered material, regardless of size, if they involve an omission or misstatement of accounting information that, in light of surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would be changed or influenced by the omission or misstatement. An omission or misstatement that is monetarily small in amount could be considered material as a result of qualitative factors.

We confirm, to the best of our knowledge and belief, as of March 9, 2013 the following representations made to you during your audit.

Financial Statements

- 1) We have fulfilled our responsibilities, as set out in the terms of the audit engagement letter dated March 19, 2013.
- 2) The financial statements referred to above are fairly presented in conformity with U.S. generally accepted accounting principles and include all properly classified funds and other financial information of the primary government and all component units required by generally accepted accounting principles to be included in the financial reporting entity.
- 3) We acknowledge our responsibility for 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.
- 4) We acknowledge our responsibility for the design, implementation, and maintenance of internal control to prevent and detect fraud.
- 5) Significant assumptions we used in making accounting estimates are reasonable.
- 6) Related party relationships and transactions, including revenues, expenditures/expenses, loans, transfers, leasing arrangements, and guarantees, and amounts receivable from or payable to related parties have been appropriately accounted for and disclosed in accordance with the requirements of U.S. GAAP.
- 7) All events subsequent to the date of the financial statements and for which U.S. GAAP requires adjustment or disclosure have been adjusted or disclosed. No events, including instances of noncompliance, have occurred subsequent to the balance sheet date and through the date of this letter that would require adjustment to or disclosure in the aforementioned financial statements
- 8) The effects of all known actual or possible litigation, claims, and assessments have been accounted for and disclosed in accordance with U.S. GAAP.
- 9) Guarantees, whether written or oral, under which the City of Middletown Industrial Development Agency is contingently liable, if any, have been properly recorded or disclosed.

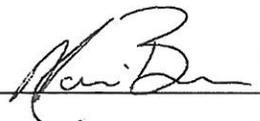
Information Provided

- 10) We have provided you with:
 - a) Access to all information, of which we are aware, that is relevant to the preparation and fair presentation of the financial statements, such as records, documentation, and other matters, including communications from regulatory agencies concerning compliance with, or deficiencies in, financial reporting practices.
 - b) Additional information that you have requested from us for the purpose of the audit.
 - c) Unrestricted access to persons within the entity from whom you determined it necessary to obtain audit evidence.
 - d) Completeness and availability of all minutes of the meetings of the City of Middletown Industrial Development Agency or summaries of actions of recent meetings for which minutes have not yet been prepared.
- 11) Except as made known to you, all material transactions have been recorded in the accounting records and are reflected in the financial statements.
- 12) We have disclosed to you the results of our assessment of the risk that the financial statements may be materially misstated as a result of fraud.
- 13) Except as made known to you, we have no knowledge of any fraud or suspected fraud that affects the entity and involves:
 - a) Management,
 - b) Employees who have significant roles in internal control, or
 - c) Others where the fraud could have a material effect on the financial statements.
- 14) Except as made know to you, we have no knowledge of any allegations of fraud or suspected fraud affecting the entity's financial statements communicated by employees, former employees, regulators, or others.
- 15) Except as made know to you, we have disclosed to you all known instances of noncompliance or suspected noncompliance with provisions of laws, regulations, contracts, or grant agreements, or abuse, whose effects should be considered when preparing financial statements.
- 16) We have disclosed to you all known actual or possible litigation, claims, and assessments whose effects should be considered when preparing the financial statements.
- 17) We have disclosed to you the identity of the entity's related parties and all the related party relationships and transactions of which we are aware.

Government—specific

- 18) We have made available to you all financial records and related data.
- 19) There have been no communications from regulatory agencies concerning noncompliance with, or deficiencies in, financial reporting practices.
- 20) We have identified to you any previous audits, attestation engagements, and other studies related to the audit objectives and whether related recommendations have been implemented.
- 21) The City of Middletown Industrial Development Agency has no plans or intentions that may materially affect the carrying value or classification of assets, liabilities, or equity.
- 22) We are responsible for compliance with the laws, regulations, and provisions of contracts and grant agreements applicable to us, including tax or debt limits and debt contracts; and we have identified and disclosed to you all laws, regulations and provisions of contracts and grant agreements that we believe have a direct and material effect on the determination of financial statement amounts or other financial data significant to the audit objectives, including legal and contractual provisions for reporting specific activities in separate funds.
- 23) There are no violations or possible violations of budget ordinances, laws and regulations (including those pertaining to adopting, approving, and amending budgets), provisions of contracts and grant agreements, tax or debt limits, and any related debt covenants whose effects should be considered for disclosure in the financial statements, or as a basis for recording a loss contingency, or for reporting on noncompliance.

- 24) As part of your audit, you assisted with preparation of the financial statements and related notes. We have designated an individual with suitable skill, knowledge, or experience to oversee your services and have made all management decisions and performed all management functions. We have reviewed, approved, and accepted responsibility for those financial statements and related notes
- 25) The City of Middletown Industrial Development Agency has satisfactory title to all owned assets, and there are no liens or encumbrances on such assets nor has any asset been pledged as collateral.
- 26) The City of Middletown Industrial Development Agency has complied with all aspects of contractual agreements that would have a material effect on the financial statements in the event of noncompliance.
- 27) We have followed all applicable laws and regulations in adopting, approving, and amending budgets..
- 28) The financial statements properly classify all funds and activities.
- 29) We acknowledge our responsibility for the required supplementary information (RSI). The RSI is measured and presented within prescribed guidelines and the methods of measurement and presentation have not changed from those used in the prior period. We have disclosed to you any significant assumptions and interpretations underlying the measurement and presentation of the RSI.
- 30) Expenditures of federal awards were below the \$500,000 threshold for the year ended December 31, 2012, and we were not required to have an audit in accordance with OMB Circular A-133.

Signature: 

Title: Administrative Director
City of Middletown, IDA

**City of Middletown
Industrial Development Agency**

(A Component Unit of the
City of Middletown, New York)

Financial Statements and Supplementary Information
Years Ended December 31, 2012 And 2011

City of Middletown Industrial Development Agency
(A Component Unit of the City of Middletown, New York)

Table of Contents

	<u>Page No.</u>
Independent Auditors' Report	1-2
Management's Discussion and Analysis	3
Comparative Statement of Net Position	4
Comparative Statement of Activities	5
Comparative Statement of Cash Flows	6
Notes to Financial Statements	7-9
Required Supplementary Information	
Statement of Indebtedness	10-11
Payments in Lieu of Taxes	12
Full Time Equivalents (FTE) Jobs Created and Retained	13
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	14-15
Independent Accountants' Report on Compliance with Section 2925(3)(1) of the New York State Public Authorities Law	16

Independent Auditors' Report

**The Board of Trustees of the
City of Middletown Industrial Development Agency:
(a component unit of the City of Middletown, New York)**

We have audited the accompanying statement of net position of the City of Middletown Industrial Development Agency ("Agency") (a component unit of the City of Middletown, New York) as of and for the years ended December 31, 2012 and 2011, and the related notes to the financial statements, statements of activities and cash flows for the years then ended, as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

O'CONNOR DAVIES, LLP

500 Mamaroneck Avenue, Suite 301, Harrison, NY 10528 | Tel: 914.381.8900 | Fax: 914.381.8910 | www.odpkf.com

O'Connor Davies, LLP is a member firm of the PKF International Limited network of legally independent firms and does not accept any responsibility or liability for the actions or inactions on the part of any other individual member firm or firms.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the Agency, as of December 31, 2012, and the respective changes in financial position and cash flows thereof 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 Management Discussion and Analysis and the Required Supplementary Information, Statement of Indebtedness, Payment in Lieu of Taxes and the Full Time Equivalents (FTE) jobs created and retained be presented to supplement the financial statements. Such information, although not a part of the financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the 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 financial statements and other knowledge we obtained during our audit of the 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 March 9, 2013 on our consideration of the Agency'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 the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Agency's internal control over financial reporting and compliance.

O'Connor Davies, LLP
O'Connor Davies, LLP
Harrison, New York
March 9, 2013

**City of Middletown
Industrial Development Agency**
(A Component Unit of the City of Middletown, New York)

Management's Discussion and Analysis
Year Ended December 31, 2012

Compliance and Accountability

Since the City of Middletown Industrial Development Agency ("Agency") formed in 1982, the Agency's management was under the direction of the appointed members of the Board.

The Agency has established its own financial systems separate from those of the City of Middletown. To insure continuity in consistency with municipal best practices, the by-laws establishes the position of Comptroller as its chief financial officer responsible for financial management, compliance and good practices establishing internal controls, as well as investment of Agency funds consistent with its investment policy; and reporting to the Treasurer (an elected board member) and Agency.

Financial Highlights

Change in net position.

The change in net position of \$1,963 for 2012 is an increase of \$13,590 over the 2011 change in net assets of (\$11,627). This \$13,590 increase is primarily due to the professional fees decrease of \$8,685 and an increase in fee revenue of \$4,874.

City of Middletown Industrial Development Agency
(A Component Unit of the City of Middletown, New York)

Comparative Statement of Net Position
December 31,

	<u>2012</u>	<u>2011</u>
ASSETS		
Cash and equivalents	\$ 45,123	\$ 113,076
Payments in lieu of taxes receivable	-	9,290
Capital assets (net of accumulated depreciation)		
Equipment	-	142
	<u>45,123</u>	<u>122,508</u>
Total Assets	<u>\$ 45,123</u>	<u>\$ 122,508</u>
LIABILITIES AND NET POSITION		
Liabilities -		
Payments in lieu of taxes payable	\$ -	\$ 79,348
Net position -		
Unrestricted	<u>45,123</u>	<u>43,160</u>
	<u>\$ 45,123</u>	<u>\$ 122,508</u>
Total Liabilities and Net Position	<u>\$ 45,123</u>	<u>\$ 122,508</u>

See notes to financial statements.

City of Middletown Industrial Development Agency
(A Component Unit of the City of Middletown, New York)

Comparative Statement of Activities
Years Ended December 31,

	<u>2012</u>	<u>2011</u>
OPERATING REVENUES		
Fees	\$ 4,874	\$ -
OPERATING EXPENSES		
Professional fees	-	8,685
Bank service charges	125	87
Office supplies	335	468
Insurance	2,248	2,249
Advertising	126	-
Depreciation	142	244
	<u>2,976</u>	<u>11,733</u>
Total Operating Expenses		
	1,898	(11,733)
Income (Loss) from Operations		
NON-OPERATING REVENUES		
Interest income	<u>65</u>	<u>106</u>
Change in Net Position	1,963	(11,627)
Net Position - Beginning of Year	<u>43,160</u>	<u>54,787</u>
Net Position - End of Year	<u>\$ 45,123</u>	<u>\$ 43,160</u>

City of Middletown Industrial Development Agency
(A Component Unit of the City of Middletown, New York)

Comparative Statement of Cash Flows
Years Ended December 31,

	<u>2012</u>	<u>2011</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Cash received/(paid) for administrative and other costs	\$ 2,040	\$ (11,489)
CASH FLOWS FROM NON-CAPITAL FINANCING ACTIVITIES		
Cash received/(paid) for payments in lieu of taxes	<u>(70,058)</u>	<u>70,058</u>
CASH FLOW FROM INVESTING ACTIVITIES		
Interest income	<u>65</u>	<u>106</u>
Net Change in Cash and Equivalents	(67,953)	58,675
Cash and Equivalents - Beginning of Year	<u>113,076</u>	<u>54,401</u>
Cash and Equivalents - End of Year	<u>\$ 45,123</u>	<u>\$ 113,076</u>
RECONCILIATION OF INCOME (LOSS) FROM OPERATIONS TO NET CASH FROM OPERATING ACTIVITIES		
Income (loss) from operations	\$ 1,898	\$ (11,733)
Depreciation	142	244
Changes in operating assets and liabilities		
Payments in lieu of taxes receivable	-	(19,211)
Prepaid expenses	-	(46,933)
Payments in lieu of taxes payable	<u>-</u>	<u>66,144</u>
Net Cash from Operating Activities	<u>\$ 2,040</u>	<u>\$ (11,489)</u>

See notes to financial statements.

City of Middletown Industrial Development Agency
(A Component Unit of the City of Middletown, New York)

Notes to Financial Statements
December 31, 2012

Note 1 - Organization

The City of Middletown Industrial Development Agency ("Agency") was created in 1982 by the New York State Legislature under the provisions of Chapter 632 of the Laws of New York State. The Agency was established for the purpose of encouraging economic growth in the City of Middletown, New York ("City"). The Agency helps with financing arrangements, and has the authority to grant mortgage and sales tax exemptions. The Agency is exempt from Federal, State and local income taxes. Members of the governing board of the Agency are appointed by the City Council of the City

Note 2 - Summary of Significant Accounting Policies

Financial Reporting Entity

The Agency has been identified as a component unit of the City. In accordance with the criteria enumerated in Governmental Accounting Standards Board ("GASB") Statement No. 14, the Agency's financial statements have been discretely presented in the City's financial statements.

Deposits and Risk Disclosure

Cash and equivalents consist of funds deposited in demand deposit accounts, time deposit accounts and certificates of deposit with original maturities of less than three months.

The Agency's investment policies are governed by State statutes. The Agency has adopted its own written investment policy which provides for the deposit of funds in FDIC insured commercial banks or trust companies located within the State. The Agency is authorized to use demand deposit accounts, time deposit accounts and certificates of deposit. Permissible investments include obligations of the U.S. Treasury, U.S. Agencies, repurchase agreements and obligations of New York State or its political subdivisions.

Collateral is required for demand deposit accounts, time deposit accounts and certificates of deposit at 100% of all deposits not covered by Federal deposit insurance. These agreements authorize the obligations that may be pledged as collateral. Such obligations include, among other instruments, obligations of the United States and its agencies and obligations of the State and its municipal and school district subdivisions.

Custodial credit risk is the risk that in the event of a bank failure, the Agency's deposits may not be returned to it. GASB Statement No. 40 directs that deposits be disclosed as exposed to custodial credit risk if they are not covered by depository insurance and the deposits are either uncollateralized, collateralized by securities held by the pledging financial institution or collateralized by securities held by the pledging financial institution's trust department but not in the Agency's name. The Agency's aggregate bank balances that were not covered by depository insurance were not exposed to custodial credit risk at December 31, 2012.

The Agency was invested only in the above mentioned obligations and, accordingly, was not exposed to any interest rate or credit risk.

City of Middletown Industrial Development Agency
(A Component Unit of the City of Middletown, New York)

Notes to Financial Statements (Continued)
December 31, 2012

Note 2 - Summary of Significant Accounting Policies (Continued)

Other Receivables - Other receivables include amounts due from other governments and individuals for services provided by the Authority. Receivables are recorded and revenues recognized as earned or as specific program expenses are incurred. Allowances are recorded when appropriate.

Equipment

Equipment is stated at cost, net of accumulated depreciation. Depreciation is computed using the straight-line method over an estimated useful life of five years.

Net Position

Net position represents the difference between assets and liabilities. Net position is reported as restricted only when there are limitations imposed on their use. The net position of the Agency is classified as unrestricted.

Use of Estimates

The preparation of the 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 disclosures of contingent assets and liabilities at the date of the financial statements. Estimates also affect the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Subsequent Events Evaluation by Management

Management has evaluated subsequent events for disclosure and/or recognition in the financial statements through the date that the financial statements were available to be issued, which date is March 9, 2013.

Note 3 - Equipment

Equipment at December 31, consisted of the following

	<u>2012</u>	<u>2011</u>
Computers	\$ 1,219	\$ 1,219
Accumulated depreciation	<u>(1,219)</u>	<u>(1,077)</u>
	<u>\$ -</u>	<u>\$ 142</u>

City of Middletown Industrial Development Agency
(A Component Unit of the City of Middletown, New York)

Notes to Financial Statements (Concluded)
December 31, 2012

Note 4 - Industrial Revenue Bond and Note Transactions

Certain industrial development revenue bonds and notes are secured by property which is leased to companies and the bonds are retired by lease payments. The bonds and notes are not obligations of the Agency or the State of New York. The Agency does not record the assets or liabilities resulting from completed bond and note issues in its accounts since its primary function is to arrange the financing between the borrowing companies and the bond and note holders, and funds arising therefrom are controlled by trustees or banks acting as fiscal agents. For providing this service, the Agency receives bond administration fees from the borrowing companies. The fee received by the Agency is one-half of one percent on the first \$10 million of loans and one-eighth of one percent for any amount of borrowing in excess of \$10 million. Such administrative fee income is recognized immediately upon the issuance of bonds and/or notes.

City of Middletown Industrial Development Agency
 (A Component Unit of the City of Middletown, New York)

Required Supplementary Information
 Statement of Indebtedness
 December 31, 2012

<u>Project Name/Owner/Address</u>	<u>Purpose</u>	<u>Date of Issue</u>	<u>Maturity</u>	<u>Interest Rate</u>
Southwinds 70 Fulton Street Middletown, NY 10940	Non Profit	03/1993	-	- %
YMCA 81 Highland Avenue Middletown, NY 10940	Non Profit	02/1999	-	-
Southwinds 70 Fulton Street Middletown, NY 10940	Non Profit	03/2000	-	-
R&B Associates, LLC 26-23 South Street Middletown, NY 10940	Construction	06/2005	06/2015	-
Total				

<u>Original Issue Value</u>	<u>Outstanding Balance at January 1, 2012</u>	<u>Payments</u>	<u>Outstanding Balance at December 31, 2012</u>
\$ 4,785,000	\$ 2,485,000	\$ 2,485,000	\$ -
1,915,000	1,065,000	1,065,000	-
5,510,000	2,955,000	2,955,000	-
<u>1,560,000</u>	<u>910,000</u>	<u>50,000</u>	<u>860,000</u>
<u>\$ 13,770,000</u>	<u>\$ 7,415,000</u>	<u>\$ 6,555,000</u>	<u>\$ 860,000</u>

City of Middletown Industrial Development Agency
 (A Component Unit of the City of Middletown, New York)

Required Supplementary Information
 Payments in Lieu of Taxes
 December 31, 2012

<u>Project Owner</u>	<u>Assessed Valuation Exemption</u>	<u>County</u>	<u>City</u>	<u>School</u>	<u>Total</u>
YMCA 81 Highland Avenue Middletown, NY 10940	Tax Exempt	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
R&B Associates, LLC 26-23 South Street Middletown, NY 10940	\$ 80,975	<u>\$ 2,182</u>	<u>\$ 8,249</u>	<u>\$ 13,591</u>	<u>\$ 24,022</u>
Carsar Realty Corp. 64 Genung Street Middletown, NY 10940	\$ 220,000	<u>\$ 5,392</u>	<u>\$ 18,691</u>	<u>\$ 33,619</u>	<u>\$ 57,702</u>
Acme Bus Corp. 21 Fulton Street Middletown, NY 10940	\$ 124,440	<u>\$ 2,771</u>	<u>\$ 10,477</u>	<u>\$ 17,261</u>	<u>\$ 30,509</u>

City of Middletown Industrial Development Agency
 (A Component Unit of the City of Middletown, New York)

Supplementary Information
 Full Time Equivalent (FTE) Jobs Created and Retained
 December 31, 2012

<u>Project Name/Owner/Address</u>	<u>No. of FTE Employees at Location Before IDA Status</u>	<u>Original Estimate of Jobs to be Created</u>	<u>Original Estimate of Jobs to be Retained</u>	<u>No. of Current FTE Employees</u>	<u>No. of FTE Jobs Created During Fiscal Year</u>	<u>No. of FTE Jobs Retained During Fiscal Year</u>
YMCA 81 Highland Avenue Middletown, NY 10940	25	-	21	21	-	21
R&B Associates, LLC 26-23 South Street Middletown, NY 10940	-	-	-	1	-	-
Carsar Realty Corp. 64 Genung Street Middletown, NY 10940	38	15	15	15	-	15
Acme Bus Corp. 21 Fulton Street Middletown, NY 10940	-	130	130	158	-	130

**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**

Independent Auditors' Report

**The Board of Trustees of the
City of Middletown Industrial Development Agency:
(a component unit of the City of Middletown, New York)**

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the City of Middletown Industrial Agency ("Agency") as of and for the year ended December 31, 2012, and the related notes to the financial statements, which collectively comprise the Agency's financial statements, and have issued our report thereon dated March 9, 2013.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Agency'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 Agency's internal control. Accordingly, we do not express an opinion on the effectiveness of the Agency's internal control.

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

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. 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 Agency's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Agency'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 Agency's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

O'Connor Davies, LLP

O'Connor Davies, LLP
Harrison, New York
March 9, 2013

**Independent Accountants' Report on Compliance with Section 2925(3)(1)
of the New York State Public Authorities Law**

**The Board of Trustees of the
City of Middletown Industrial Development Agency:
(a component unit of the City of Middletown, New York)**

We have examined the City of Middletown Industrial Development Agency's ("Agency") compliance with Section 2925(3)(1) of the New York State Public Authorities Law and Part 201 of Title Two of the New York Code of Rules and Regulations during the year ended December 31, 2012. Management is responsible for the Agency's compliance with those requirements. Our responsibility is to express an opinion on the Agency'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 the standards applicable to attestation engagements contained in *Government Auditing Standards* issued by the Comptroller General of the United States and, accordingly, included examining on a test basis evidence supporting the Agency'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 Agency's compliance with specified requirements.

In our opinion, the Agency complied, in all material respects, with the aforementioned requirements during the year ended December 31, 2012.

This report is intended solely for the information and use of management, the Board of Trustees, officials of the City of Middletown and the Office of the State Comptroller of the State of New York. It is not intended to be and should not be used by anyone other than these specified parties.

O'Connor Davies, LLP

O'Connor Davies, LLP
Harrison, New York
March 9, 2013