CLAYTON LOCAL DEVELOPMENT CORPORATION

DECEMBER 31, 2010

Sovie & Bowie C.P.A., P.C. Certified Public Accountants

Peter J. Sovie, C.P.A. Thomas E. Bowie, C.P.A.

Charlene A. Fisk, C.P.A. Elizabeth A. Bush, C.P.A. Catherine A. Satterley, C.P.A. Karen M. Christie, C.P.A. 167 Polk St., Suite 340 Watertown, New York 13601-2764 Telephone: (315) 788-7690 Fax: (315) 788-0966 E-mail: sovie@sovie-bowie.com www.sovie-bowie.com

INDEPENDENT AUDITOR'S REPORT

TO THE BOARD OF DIRECTORS CLAYTON LOCAL DEVELOPMENT CORPORATION CLAYTON, NEW YORK

We have audited the accompanying statement of financial position of Clayton Local Development Corporation, (a nonprofit organization) as of December 31, 2010 and the related statements of activities, cash flows and functional expenses for the year then ended. These financial statements are the responsibility of Clayton Local Development Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audit. The prior year summarized comparative information has been derived from the Organization's 2009 financial statements and, in our report dated June 30, 2010, we expressed an unqualified opinion on those financial statements.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. 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 opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Clayton Local Development Corporation as of December 31, 2010 and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Sovie & Bowie C.P.A., P.C.

May 15, 2011

STATEMENTS OF FINANCIAL POSITION **DECEMBER 31, 2010 AND 2009**

VECETO

| <u>ASSETS</u> | | |
|---|-------------|-------------|
| | <u>2010</u> | <u>2009</u> |
| Cash | \$ 12,781 | \$ 7,465 |
| Grants receivable | 384 | 12,631 |
| Utility deposit | 100 | 100 |
| Land held for sale | 188,674 | 188,674 |
| Land improvements | 243,033 | 243,033 |
| Property and equipment, less accumulated depreciation | | |
| of \$1,159 and \$949, respectively | 665 | <u>875</u> |
| Total Assets | \$ 445,637 | \$ 452,778 |
| LIABILITIES AND NET | ASSETS | |
| | | |
| <u>Liabilities:</u> | | |
| Accounts payable | 2,030 | 10,620 |
| Deferred revenue | 6,174 | - |
| Short-term loan | 5,000 | - |
| Notes payable | 181,000 | 181,000 |
| Total Liabilities | 194,204 | 191,620 |
| Net Assets: | | |
| Unrestricted | 251,433 | 261,158 |
| Total Net Assets | 251,433 | 261,158 |
| Total Liabilities and Net Assets | \$ 445,637 | \$ 452,778 |

STATEMENTS OF ACTIVITES YEAR ENDED DECEMBER 31, 2010 WITH COMPARATIVE TOTALS A DECEMBER 31, 2009

| | <u>2010</u> | 2009 |
|----------------------------|-------------|------------|
| Support and Revenue: | | |
| Grant revenue | \$ 33,529 | \$ 59,769 |
| In-kind donations | \$ 14,230 | \$ - |
| Gain on sale of property | | 2,801 |
| Total Support and Revenue | 47,759 | 62,570 |
| Total Capport and November | | |
| | | |
| Expenses: | | |
| Program Service: | | |
| Local Development | 13,897 | 38,650 |
| Supporting Service: | | |
| Management and general | 43,587 | 35,109 |
| Total Expenses | 57,484 | 73,759 |
| Change in net assets | (9,725) | (11,189) |
| Net assets at beginning | | |
| of year | 261,158 | 272,347 |
| Net assets at end of year | \$ 251,433 | \$ 261,158 |

STATEMENTS OF FUNCTIONAL EXPENSES YEAR ENDED DECEMBER 31, 2010 WITH COMPARATIVE TOTALS AT DECEMBER 31, 2009

Program Service

| | Local | <u>Management</u> | <u>To</u> | <u>otal</u> |
|---------------------------------|--------------------|-------------------|-------------|-------------|
| | <u>Development</u> | and General | <u>2010</u> | <u>2009</u> |
| Riverwalk project expense | 5 | - | 5 | 2,300 |
| Other operating expenses | - | - | _ | 133 |
| Utilities | - | - | - | 103 |
| Management fee | 8,145 | 24,224 | 32,369 | 31,402 |
| Administrative/Clerical fee | • - | - | - | 11,004 |
| Legal and accounting fees | 5,490 | 3,906 | 9,396 | 1,978 |
| Consulting fees | - | _ | - | 8,500 |
| Grant administration | - | - | - | 451 |
| Office supplies | 51 | 29 | 80 | 2,401 |
| Office expense | - | 14,230 | 14,230 | - |
| Printing and advertising | 12 | 596 | 608 | 14,201 |
| Travel and training | - | - | - | 251 |
| Professional fees | - | - | - | - |
| Other administrative expense | 194 | 392 | 586 | 451 |
| Depreciation and amortization _ | - | 210 | 210 | 584 |
| Total _ | \$ 13,897 | \$ 43,587 | \$ 57,484 | \$ 73,759 |

STATEMENTS OF CASH FLOWS DECEMBER 31, 2010 AND 2009

| Out on the sea A of the Manage | <u>2010</u> | <u>2009</u> |
|--|--------------|-------------|
| Operating Activites: | | |
| Change in net assets (deficit) | \$ (9,725) | \$ (11,189) |
| Reconciliation of change in net assets (deficit) to net cash | า | |
| provided by operating activities: | | |
| Depreciation and amortization | 210 | 584 |
| (Increase) decrease in assets: | | |
| Accounts receivable | 167 | - |
| Grants receivable | 12,080 | (9,882) |
| Increase in liabilities: | | |
| Accounts payable | (8,590) | 10,620 |
| Other liabilities | 11,174 | |
| Net cash provided by operating activities | 5,316 | (9,867) |
| Increase (decrease) in cash | 5,316 | (9,867) |
| Cash at beginning of year | 7,465 | 17,332 |
| Cash at end of year | 12,781 | 7,465 |
| | | • |
| | | |
| Additional Cash Flow Information: | | |
| Cash paid for interest at December 31, 2010 and 2009: | | |
| • | <u> 2010</u> | 2009 |
| Interest | <u>\$</u> _ | \$ - |

There were no non-cash investing or financing activities during the years ended December 31, 2010 and 2009, respectively.

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2010

1. Nature of Activities and Significant Accounting Policies:

Nature of Activities

Clayton Local Development Corporation, herein referred to as "the Corporation," operates to relieve and reduce unemployment, to promote and provide for additional and maximum employment, to better and to maintain job opportunities, to carry on research for the purpose of aiding the communities of the Town and Village of Clayton by attracting industry to said communities or encouraging the development and retention of new industry in the communities and lessening the burdens of government and to act in the public interest including promoting re-use of Brownfield Sites within the Town and Village of Clayton.

The Corporation generates revenue through grants obtained by the Corporation as well as through partnerships with the Town and Village of Clayton.

The territory in which the operations of the Corporation are principally conducted is the Town of Clayton and the Village of Clayton, Jefferson County, New York, and such territory in proximity to those municipalities in which the use of the Corporation's funds will have substantial positive impact on the economic welfare and prosperity of the Town of Clayton and the Village of Clayton, New York and its inhabitants.

Basis of Accounting

The financial statements of the Corporation have been prepared on the accrual basis of accounting and accordingly reflect all significant receivables, payables, and other liabilities.

Basis of Presentation

Financial statement presentation follows the recommendations of the Financial Accounting Standards Board in its Statement of Financial Accounting Standards (SFAS) No. 117, *Financial Statements of Not-for-Profit Organizations*. Under SFAS No. 117, the Organization is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets and permanently restricted net assets.

Use of Estimates

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

Cash and Cash Equivalents

For purposes of the Statements of Cash Flows, the Corporation considers all unrestricted highly liquid investments with an initial maturity of three months or less to be cash equivalents.

Grants Receivable

Grants receivable represents the amounts due from the grant funding source for expenditures incurred prior to year-end but not reimbursed by year-end. Amounts are recorded when the income has been earned.

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2010

1. Nature of Activities and Significant Accounting Policies – cont'd:

Property and Equipment

Equipment purchases are capitalized at cost and depreciated using the straight-line method over a useful life of five or seven years. Land and land improvements associated with the Frink property are capitalized at cost, but as they have yet to be placed in service, depreciation has not been recorded on these assets.

Bad Debts

The Corporation has elected not to establish a reserve for bad debts since all receivables are deemed collectible. An allowance will be established when an event occurs in the future that would necessitate a reserve.

Income Tax Status

The Corporation is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. In addition, the Corporation qualifies for the charitable contribution deduction under Section 170(b)(1)(A) and has been classified as an organization other than a private foundation under Section 509(a)(2).

2. Cash:

The Organization maintains cash balances at one local financial institution. Accounts at the institution are insured by the Federal Deposit Insurance Corporation up to \$250,000.

3. Property and Equipment:

Property and equipment consists of the following:

| | <u>2010</u> | <u>2009</u> |
|--------------------------|----------------|---------------|
| Equipment | \$ 1,824 | \$ 1,824 |
| Accumulated depreciation | <u>(1,159)</u> | (949) |
| | <u>\$ 665</u> | <u>\$ 875</u> |

The Corporation does not have a written capitalization policy.

The Corporation receives support in the form of the use of an office, office equipment such as scanners, faxes, and telephones, as well as ancillary services such as trash removal and heat from the Town of Clayton. The estimated value of this contribution is broken down by type as follows:

3. Property and Equipment - cont'd:

| Utility service (\$100/month) Phone service (\$100/month) Copying service (\$140/month) Computer/IT service (\$65/month) Rent (\$600/month) Trash service (\$10/month) Sewer/Water service (\$40/month) Heat (\$131/month) | \$ 1,200 1,200 1,680 780 7,200 120 480 1,570 |
|--|---|
| Total | <u>1,570</u> \$14,230 |

This arrangement constitutes a related party transaction since the Corporation and Town of Clayton are partners in multiple agreements.

4. Long-Term Debt:

Clayton Local Development entered into a shared interest free liability with the Town of Clayton in the amount of \$362,000 dated June 8, 2004 for the purchase of the Fink Property located in Clayton, New York.

Clayton Local Development is responsible for half of the loan, \$181,000, which is due in full to Jefferson County at the time of sale of the property or December 31, 2009, whichever shall occur first.

In July 2009 an extension agreement was made with Jefferson County extending the due date of the interest free loan to as late as December 31, 2011.

Maturities of long-term debt over the next two years are estimated as follows:

| December 31, 2011 | \$181,000 |
|-------------------|------------------|
| 2012 | |
| | <u>\$181,000</u> |

5. Short-Term Loan:

The Corporation received an advance from the Town of Clayton in December 2010 in the amount of \$5,000. This amount represents a short term loan that was subsequently paid in January of 2011. The advance was made free of interest.

The advance loan from the Town of Clayton to the Corporation constitutes a related party transaction.

6. Grants:

Clayton Local Development Corporation entered into a grant agreement with the New York State Housing Trust Fund Corporation on August 31, 2010 effective for twenty-four months ending on August 31, 2012.

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2010

6. Grants - cont'd:

Under this agreement the Corporation will assist qualified local Main Street property owners in meeting the requirements of the New York Main Street Project. The Corporation will act as an intermediary for the transfer of funds from the New York State Housing Trust Fund Corporation to the property owners. The Corporation's duties include acting as an administrator of the grant agreement.

This agreement requires the Corporation to take all necessary steps to ensure that owners of properties improved under the program maintain the structures and facades in good condition up to five years from the final disbursement of funds. The Corporation must also take all necessary steps to ensure the streetscape enhancements are maintained in good condition during the same period. The Corporation must require every owner of an assisted property to execute a declaration that the owner will at all times maintain the assisted property in good condition as well as market any residential units improved to person defined as low income under Article XXVI of the New York Private Housing Finance Law.

The Corporation is required to submit to the New York State Housing Trust Fund Corporation requests for disbursements in an appropriate manner established by the New York State Housing Trust Fund Corporation. Additionally, the Corporation shall not request disbursement of funds under the agreement until the funds are needed for payment of incurred eligible costs.

The Corporation is required to maintain a separate bank account to receive reimbursements to be paid to property owners as well as administrative funds. All funds designated as reimbursable to property owners must be maintained in this separate bank account and paid directly to the property owners. No such restrictions are placed on administrative funds.

Please refer to the awarded budget below for amounts of available funds:

Activity(ies)

| Building Renovation | \$410,000 |
|---------------------|-----------|
| Streetscape | 60,000 |
| Admin | 30,000 |
| | \$500,000 |

7. Subsequent Events:

The Corporation, it's Officers and Directors have evaluated and disclosed in the financial statements all subsequent events with a material impact for the year ended December 31, 2010 as of the financial statement date.

8. Related Party Transactions:

The Corporation's Board of Directors is compromised of Town and Village of Clayton Officials. Therefore the agreements and arrangements the Corporation maintains with these entities are considered related party transactions.

In addition to items discussed above and in notes 5 and 6, the Corporation enters into a related party transaction to receive grants from the Town and Village of Clayton each for \$10,000. Please see the schedule of receipts below:

| | <u>2010</u> | <u>2009</u> |
|---------------------------------------|-----------------|-----------------|
| Town of Clayton Village of Clayton | \$10,000 | \$10,000 |
| Total | <u>\$20,000</u> | <u>\$20,000</u> |

9. Memorandum of Understanding:

The Corporation has entered into two Memorandums of Understanding with the Town of Clayton with respect to the Riverwalk 2 and Riverwalk 2.5 Grants. Under both Memorandums the Corporation is responsible for performing grant administration which is defined as involving the preparation of project status reports and delivery of products. Each Memorandum provides for reimbursement for the Corporation's time not to exceed the amount of \$6,000. The Town of Clayton remains responsible for funding both projects.

Sovie & Bowie C.P.A., P.C. Certified Public Accountants

Peter J. Sovie, C.P.A. Thomas E. Bowie, C.P.A.

Charlene A. Fisk, C.P.A. Elizabeth A. Bush, C.P.A. Catherine A. Satterley, C.P.A. Karen M. Christie, C.P.A. 167 Polk St., Suite 340
Watertown, New York 13601-2764
Telephone: (315) 788-7690
Fax: (315) 788-0966
E-mail: sovie@sovie-bowie.com
www.sovie-bowie.com

To the Board of Directors and Management of Clayton Local Development Corporation

In planning and performing our audit of the financial statements of Clayton Local Development Corporation as of and for the year ended December 31, 2010, in accordance with auditing standards generally accepted in the United States of America, we considered Clayton Local Development Corporation's internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Organization's internal control. Accordingly, we do not express an opinion on the effectiveness of the Organization's internal control.

Our consideration of internal control was for the limited purpose described in the preceding paragraph and was not designed to identify all deficiencies in internal control that might be significant deficiencies or material weaknesses and, therefore, there can be no assurance that all such deficiencies have been identified. However, as discussed below, we identified a certain deficiency in internal control that we consider to be a significant deficiency.

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. We did not identify any deficiencies in internal control that we consider to be material weaknesses.

A significant deficiency is a deficiency, or 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. We consider the following deficiency in Clayton Local Development Corporation's internal control to be a significant deficiency:

Preparation of Financial Statements

In accordance with the Statement on Auditing Standards SAS112, should management choose to allow the auditor's to prepare the Organization's financial statements, including full footnote disclosure, instead of preparing the statements themselves, this is considered an internal control deficiency. While it is common practice for the auditor to prepare the financial statements for many organizations, the new standard requires us to communicate to those charged with governance this choice to have the auditors prepare the financial statements as a significant deficiency or material weakness. This is to ensure that you understand that the auditors, not management, have prepared the financial statements and allow those charged with governance the ability to determine whether the cost of implementing an appropriate control to prepare the financial statements outweighs the benefit that could be gained. An appropriate control could be hiring additional staff with knowledge and ability to prepare the financial statements or hiring another accountant to prepare the financial statements before the audit commences.

Members of: American Institute of Certified Public Accountants New York State Society of Certified Public Accountants To the Board of Directors and Management of Clayton Local Development Corporation Page 2

Preparation of Financial Statements cont'd

Management has determined the cost of implementing an appropriate control outweighs the benefit that could be gained.

This communication is intended solely for the information and use of management, Board of Directors, and others within the organization, and is not intended to be and should not be used by anyone other than these specified parties.

Sovie & Bowie C.P.A., P.C.

May 15, 2011

Sovie & Bowie C.P.A., P.C. Certified Public Accountants

Peter J. Sovie, C.P.A. Thomas E. Bowie, C.P.A.

Charlene A. Fisk, C.P.A. Elizabeth A. Bush, C.P.A. Catherine A. Satterley, C.P.A. Karen M. Christie, C.P.A. 167 Polk St., Suite 340
Watertown, New York 13601-2764
Telephone: (315) 788-7690
Fax: (315) 788-0966
E-mail: sovie@sovie-bowie.com
www.sovie-bowie.com

CLAYTON LOCAL DEVELOPMENT CORPORATION CLAYTON, NEW YORK

In planning and performing our audit of the financial statements of Clayton Local Development Corporation for the year ended December 31, 2010 in accordance with auditing standards generally accepted in the United States of America, we considered the Corporation's internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purposes of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control. Accordingly, we do not express an opinion on the effectiveness of the Corporation's internal control.

However, during out audit we became aware of several matters that are opportunities for strengthening internal controls and operating efficiency. The memorandum that accompanies this letter summarizes our comments and suggestions regarding those matters. A separate letter dated May 15, 2011 contains our communication of significant deficiencies in the Corporation's internal control. This letter does not affect our report dated May 15, 2011, on the financial statements of Clayton Local Development Corporation.

We will review the status of these comments during out next audit engagement. We have already discussed many of these comments and suggestions with the Corporation's management and we will be pleased to discuss them in further detail at your convenience, to perform any additional study of these matters, or to assist you in implementing the recommendations. Our comments are summarized as follows:

Petty Cash:

The Corporation does not have an established policy setting forth the maximum amount that can be distributed out of petty cash. Proper internal controls dictate that petty cash disbursements be limited to small incidental emergency-type purchases. Without a specified dollar limit for individual disbursements, petty cash could be utilized to purchase large items and possibly circumvent proper purchasing controls. The Corporation's personnel were unaware of the need to have a maximum dollar limit for petty cash disbursements. To properly control petty cash disbursements, a maximum amount should be established. Management has advised us that they will revise their fiscal policies, procedures, and practices to establish a \$25.00 limit for individual petty cash disbursements.

Clayton Local Development Corporation Clayton, New York Page 2

Bank Cash Accounts:

The Corporation does not have an established policy for reconciling bank statements during the year. Proper internal controls dictate that bank reconciliations be prepared by an individual and approved by an individual within the Corporation at the end of each month. These individuals should be independent of the processing of cash disbursements and for depositing cash receipts. The Corporation's personnel were unaware of the need to perform bank reconciliations at the end of each month and that the individuals performing the reconciliations should be independent of any other cash processes. To properly control cash, bank reconciliations should be performed and approved at the end of each month by individuals independent of any other cash processes. Management has advised us that they will revise their fiscal policies, procedures, and practices to have individuals within the Corporation who are independent of all other cash processes perform and approve bank reconciliations at the end of each month.

Cash Disbursements:

While testing cash disbursements, we noted that supporting invoices were not always cancelled when paid. In addition, duplicate invoices and other documents were often attached to the payment check copy. To reduce the risk of duplicate payment for purchases, payments should only be made from original invoices that are routinely canceled after the date they are vouched for payment. All duplicate invoices and documents not necessary for documentation of the transaction should be discarded during the vouchering process.

While testing cash disbursements, we noted that the approval from the Board of Director's to pay invoices was not always kept with the payment voucher. To reduce the risk of unapproved payments being made, a copy of the Board Minutes which include approval of each voucher should be attached to the voucher before payments are made.

Contracts:

While testing for compliance with the terms of the Corporation's contractual agreements, we noted an instance where certain terms were not in compliance. The Corporation's personnel were unaware that the condition existed within the terms of the agreement. We recommend that the Corporation's fiscal policy be amended to incorporate the timely review and approval of all written agreements for which the Corporation enters into. This policy should also incorporate periodic review by those charged with governance to ensure the terms of such agreements are in compliance.

Personnel:

While testing cash disbursements, we noted that certain individuals are paid by the Corporation, however no designated employees exist. Nor are any applicable federal or state employment taxes accrued or remitted. According to IRC §3121(d)(1) "any officer of a corporation" is deemed an employee. The Corporation's personnel were unaware of this requirement. We recommend the Corporation adopt a human resource policy to require the consideration of whether payments made to individuals constitute an employer relationship. Information to incorporate in this policy should include reference to the section of the Internal Revenue Code mentioned above. Additionally, the policy should dictate any necessary payroll and benefit requirements required by law.

Clayton Local Development Corporation Clayton, New York Page 3

Organizational Structure:

The size of the Corporation's accounting and administrative staff precludes certain internal controls that would be preferred if the office staff were large enough to provide optimum segregation of duties. This situation dictates that the Board of Directors remain involved in the financial affairs of the Corporation to provide enough oversight and independent review functions.

We wish to thank the Executive Director for her support and assistance during our audit.

This report is intended solely for the information and use of management, the Board of Directors, and others within the Organization and it not intended to be and should not be used by anyone other than these specified parties.

Sovie & Bowie C.P.A., P.C.

May 15, 2011

Sovie & Bowie C.P.A., P.C. Certified Public Accountants

Peter J. Sovie, C.P.A. Thomas E. Bowie, C.P.A.

Charlene A. Fisk, C.P.A. Elizabeth A. Bush, C.P.A. Catherine A. Satterley, C.P.A. Karen M. Christie, C.P.A. 167 Polk St., Suite 340
Watertown, New York 13601-2764
Telephone: (315) 788-7690
Fax: (315) 788-0966
E-mail: sovie@sovie-bowie.com
www.sovie-bowie.com

May 15, 2011

To the Board of Directors
Clayton Local Development Corporation

We have audited the financial statements of Clayton Local Development Corporation for the year ended December 31, 2010, and have issued our report thereon dated May 15, 2011. Professional standards require that we provide you with the information about our responsibilities under generally accepted auditing standards and the Government Auditing Standards, as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our letter to you dated February 3, 2011. Professional standards also require that we communicate to you the following information related to our audit.

Significant Audit Findings

Qualitative Aspects of Accounting Practices

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by Clayton Local Development Corporation are described in Note 1 to the financial statements. No new accounting policies were adopted and the application of existing policies was not changed during 2010. We noted no transactions entered into by the Organization during the year for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period.

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and the possibility that future events affecting them may differ significantly from those expected. The most sensitive estimate affecting the financial statements was:

Management's estimate of the depreciation of fixed assets is based on estimated useful lives. We evaluated the key factors and assumptions used to develop the estimated useful lives in determining that it is reasonable in relation to the financial statements taken as a whole.

Difficulties Encountered in Performing the Audit

We encountered no significant difficulties in dealing with management in performing and completing our audit.

To the Board of Directors
Clayton Local Development Corporation
Page 2

Corrected and Uncorrected Misstatements

Professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that are trivial, and communicate them to the appropriate level of management. Management has corrected all such misstatements. The attached misstatements were detected as a result of audit procedures and corrected by management and are material either individually or in the aggregate.

Disagreements with Management

For purposes of this letter, professional standards define a disagreement with management as a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor's report. We are pleased to report that no such disagreements arose during the course of our audit.

Management Representations

We have requested certain representations from management that are included in the management representation letter dated May 15, 2011.

Management Consultations with Other Independent Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to the Organization's financial statements or a determination of the type of auditor's opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

Other Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the Organization's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

Other Information in Documents Containing Audited Financial Statements

This information is intended solely for the use of the Board of Directors and management of Clayton Local Development Corpration and is not intended to be and should not be used by anyone other than these specified parties.

Very Truly Yours,

Sovie & Bowie, C.P.A., P.C.

| | | Basis |
|---------|----------|---------|
| 1:30 PM | 05/06/11 | Accrual |

Adjusting Journal Entries January through December 2010 Clayton LDC

| Date | Name | January unrougn December 2010 Memo | Account | Debit | Credit |
|--------------------|-----------------------------------|---|--------------------------|-----------|-----------|
| 10 20 | | To close Retained Earnings into Net Assets | Net Assets | 11,189.08 | |
| | To close Retained Ear | To close Retained Earnings into Net Assets | Retained Earnings | | 11,189.08 |
| | | | | 11,189.08 | 11,189.08 |
| 12/31/2010 2010-1 | To record Accumulate | To record Accumulated Depreciation for the current year. | Depreciation Expense | 210.16 | |
| | To record Accumulate | To record Accumulated Depreciation for the current year. | Accumulated Depreciation | | 210.16 |
| | | | | 210.16 | 210.16 |
| 12/31/2010 2010-3 | To reverse double ent | To reverse double entry of Bank Fee on 4/1/10 | Key Bank | 3.50 | |
| | To reverse double ent | To reverse double entry of Bank Fee on 4/1/10 | R.F.F.P. | | 3.50 |
| | | | | 3.50 | 3.50 |
| 12/31/2010 2010-4 | To record the Bank Fe | To record the Bank Fee for the Statement as of 12/31/10 | R.F.F.P. | 3.50 | |
| | To record the Bank Fe | To record the Bank Fee for the Statement as of 12/31/10 | Key Bank | | 3.50 |
| | | | | 3.50 | 3.50 |
| 12/31/2010 2010-5 | To reclassify the adva | To reclassify the advance from the Town from revenue to a liability | Town Income | 5,000.00 | |
| | To reclassify the adva | To reclassify the advance from the Town from revenue to a liability | Due to Town | | 5,000.00 |
| | | | | 5,000.00 | 5,000.00 |
| 12/31/2010 2010-6 | To redassify Meals ar | To reclassify Meals and Entertainment costs from Travel costs | Meals & Entertainment | 161.25 | |
| | To reclassify Meals ar | To reclassify Meals and Entertainment costs from Travel costs | Travel | | 161.25 |
| | | | | 161.25 | 161.25 |
| 12/31/2010 2010-7 | To reclassify the meal | To reclassify the meals and entertainment expense for Frink Planning from CLDC Postage / Delivery | Meals & Entertainment | 32.29 | |
| | To reclassify the meal | To reclassify the meals and entertainment expense for Frink Park/Riverwalk Monument P from CLDC | Meals & Entertainment | 4.88 | |
| | To reclassify the meal | To reclassify the meals and entertainment expense for Frink Planning from CLDC Postage / Delivery | Postage/Delivery | | 37.17 |
| | | | | 37.17 | 37.17 |
| 12/31/2010 2010-8 | To reclassify the CLD | To reclassify the CLDC bank fees from income (R.F.F.P.) to an expense | Bank Fees | 42.00 | |
| | To reclassify the CLD | To reclassify the CLDC bank fees from income (R.F.F.P.) to an expense | R.F.F.P. | | 42.00 |
| | | | | 42.00 | 42.00 |
| 12/31/2010 2010-10 | To reclassify Sovie & . | To reclassify Sovie & Bowie's invoice to professional fees from office expenses. | Professional Fees | 3,500.00 | |
| | To reclassify Sovie & | To reclassify Sovie $\&$ Bowie's invoice to professional fees from office expenses. | Office Expense | | 3,500.00 |
| | | | | 3,500.00 | 3,500.00 |
| 12/31/2010 2010-12 | To reclassify website maintenance | maintenance costs from Printing/Advertising | Website Maintenance | 190.25 | |
| | To reclassify website maintenance | maintenance costs from Printing/Advertising | Printing/Advertising | | 190.25 |
| | | | | 190.25 | 190.25 |

Clayton LDC Adjusting Journal Entries January through December 2010

| 14,230.00 14,230.00 14,230.00 14,230.00 | ition 30,393.75 30,393.75 30,393.75 30,393.75 | 50.00 es 50.00 50.00 | 79.99 126.97 46.98 | tion 280.00 280.00 280.00 | 166.50 166.50 166.50 | 166.50 30vernments 166.50 166.50 | 12,464.65 12,464.65 12,464.65 | 4,860.00 4,702.50 rant Income 157.50 4,860.00 4,860.00 | |
|--|--|--|---|--|--|---|--|---|--|
| Office Expense Town Income | Officer Compensation Administrative/Clerical | Membership Dues Fees/Permits/Taxes | Supplies Office Expense Accounts Payable | Officer Compensation Administration | nnction Accounts Payable unction Key Bank | E 2010-18 Key Bank E 2010-18 Due From Other Governments | Town Income Grant Receivable | Town Income Frink Planning Income Riverwalk DOS Grant Income | |
| To recognize the in-kind donation for the use of the Town's Offices for 2010. To recognize the in-kind donation for the use of the Town's Offices for 2010. | To reclassify Administrative/Clerical expense to Officer Compensation To reclassify Administrative/Clerical expense to Officer Compensation | To reclass CLDC's membership dues To reclass CLDC's membership dues | To reclassify CLDC's supplies to supplies expense from office expenses. To reclassify CLDC's supplies to supplies expense from office expenses. To remove the amount expensed in the prior year and reduce AP | To reclassify BIG Officer Comp from BIG Admin To reclassify BIG Officer Comp from BIG Admin | To reclass the payment for the travel paid to Kristi Dippel for 2009 to reduce AP in conjunction To reclass the payment for the travel paid to Kristi Dippel for 2009 to reduce AP in conjunction | To reclass the payment from the Village to reduce the receivable in conjunction with AJE 2010-18 To reclass the payment from the Village to reduce the receivable in conjunction with AJE 2010-18 | To reclassify Grant Payment Receivable in 2009 from Additional Revenue To reclassify Grant Payment Receivable in 2009 from Additional Revenue | To reclassify grant income from town income To reclassify grant income from town income To reclassify grant income from town income | |
| 12/31/2010 2010-13 | 12/31/2010 2010-14 | 12/31/2010 2010-15 | 12/31/2010 2010-16 Town of Clayton | 12/31/2010 2010-17 | 12/31/2010 2010-18 Village of Clayton Clayton - Village | 12/31/2010 2010-19 Clayton - Village Clayton - Village | 12/31/2010 2010-20 Land Planner Grant | 12/31/2010 2010-22 | |

Adjusting Journal Entries January through December 2010 Clayton LDC

52.50

NYSDOS Town LWRP (2) Income

To reclassify grant income from town income To reclassify grant income from town income

| | lo reciassify grant income nomi town income | INTODOS TOMIL EVINE (2) INCOLLE | | 05.30 |
|---------------------------------------|---|---------------------------------|----------|----------|
| | To reclassify grant income from town income | Frink Planning Income | | 2,083.54 |
| | To reclassify grant income from town income | Riverwalk 2.5 NYPRHP Income | | 70.00 |
| | | | 2,398.54 | 2,398.54 |
| 12/31/2010 2010-25 Town | To record the revenue and receivable associated with this expense | Town Income | 60.00 | |
| Town | To record the revenue and receivable associated with this expense | Riverwalk DOS Grant Income | | 60.00 |
| | | | 00.09 | 00'09 |
| 12/31/2010 2010-28 Adjustments | To reverse the double counting of this expense from 2009 | Accounts Payable | 7,706.44 | |
| Adjustments | To reverse the double counting of this expense from 2009 | Printing/Advertising | | 7,706.44 |
| | | | 7,706.44 | 7,706.44 |
| 12/31/2010 2010-29 Clayton - Village | To record the revenue and expense for this bill | Frink Park/Riverwalk Monument P | 70.00 | |
| . Clayton - Village | To record the revenue and expense for this bill | Frink Prk/Rvrwalk Mon. P Income | | 70.00 |
| | | | 70.00 | 70.00 |
| 12/31/2010 2010-30 Clayton - Village | To record the revenue and receivable from the village. | Frink Park/Riverwalk Monument P | 105.00 | |
| Clayton - Village | To record the revenue and receivable from the village. | Frink Prk/Rvrwalk Mon. P Income | į | 105.00 |
| | | | 105.00 | 105.00 |
| 12/31/2010 2010-31 Clayton - Village | To record the revenue and receivable from the village | Frink Park/Riverwalk Monument P | 64.10 | |
| Clayton - Village | To record the revenue and receivable from the village | Frink Prk/Rvrwalk Mon. P Income | | 64.10 |
| | | | 64.10 | 64.10 |
| 12/31/2010 2010-34 Town | To record revenue and receivable for the grant. | Riverwalk 2.0 NYDOS Grant | 35.00 | |
| Town | To record revenue and receivable for the grant. | Riverwalk 2.0 NYDOS Income | | 35.00 |
| | | | 35.00 | 35.00 |
| 12/31/2010 2010-35 Land Planner Grant | To record revenue and receivable for the grant. | Frink Planning | 105.00 | |
| Land Planner Grant | To record revenue and receivable for the grant. | Frink Planning Income | | 105.00 |
| | | | 105.00 | 105.00 |
| 12/31/2010 2010-36 | To reclassify the expenses from assisting Restore NY recipients | Printing/Advertising | 490.92 | |
| | To reclassify the expenses from assisting Restore NY recipients | Restore NY Empire State Dev. | | 490.92 |
| | | | 490.92 | 490.92 |
| | | | | |

280.00

280.00

Officer Compensation Officer Compensation

To reclass to CLDC since no grant agreement yet. To reclass to CLDC since no grant agreement yet.

12/31/2010 2010-37

280.00

280.00

Clayton LDC Adjusting Journal Entries January through December 2010

| 327.15 327.15 | 12,000.00 | 6.72 | 1,575.00 | 52.50 | 35.00 | 70.00 | 410.00 | 2,700.00 | 0.20 |
|--|--|--|--|--|--|--|--|--|--|
| 327.15 | 12,000.00 | 6.72 | 1,575.00 | 52.50 | 35.00 | 70.00 | 410.00 | 2,700.00 | 0.20 |
| Legal Legal | NY Main Street NYS Main Street Project | Printing/Advertising Frink Part/Riverwalk Monument P | Officer Compensation Administrative/Clerical | Officer Compensation Grant Administration Costs | Officer Compensation Project Administration | Officer Compensation Project Administration | Officer Compensation Project Administration | Accounts Payable Officer Compensation | Key Bank Accounts Payable |
| To reclass to CLCD since no grant agreement. To reclass to CLCD since no grant agreement. | To reclass the unearned revenue from revenue To reclass the unearned revenue from revenue | To reclass the expense to Printing/Advertising. To reclass the expense to Printing/Advertising. | To reclass Kristi's time To reclass Kristi's time | To reclass Kristi's time. To reclass Kristi's time. | To reclass Kristl's time To reclass Kristl's time | To reclass Kristi's time To reclass Kristi's time | To reclass Kristi's time To reclass Kristi's time | To reclass the officer comp paid from Accounts Payable and expense (2009 expense) To reclass the officer comp paid from Accounts Payable and expense (2009 expense) | To remove the \$.20 check that was never paid from cash and shouldn't have been booked to AP To remove the \$.20 check that was never paid from cash and shouldn't have been booked to AP |
| 12/31/2010 2010-38 | 12/31/2010 2010-39 | 12/31/2010 2010-40 | 12/31/2010 2010-41 | 12/31/2010 2010-42 | 12/31/2010 2010-43 | 12/31/2010 2010-44 | 12/31/2010 2010-45 | 12/31/2010 2010-46 Kristi Dippel Kristi Dippel | 12/31/2010 2010-48 Municipal Solutions, Inc. |

Page 5 of 5

Clayton LDC
Adjusting Journal Entries
January through December 2010

1:30 PM 05/06/11 Accrual Basis

| 12/31/2010 2010-49 Kristi Dippel | To record Kristi's officer comp at year end. To record Kristi's officer comp at year end. | Officer Compensation Accounts Payable | 2,030.00 | 2,030.00 |
|---|--|--|-----------------------|-----------------------------|
| 12/31/2010 2010-52 | To reclassify Kristi's time To reclassify Kristi's time To reclassify Kristi's time To reclassify Kristi's time | Officer Compensation NY Main Street Officer Compensation NYS Main Street Project | | 5,775.00 5,775.00 |
| 12/31/2010 2010-53 | To reclassify NY MS Project expenses | NY Main Street Office Supplies NYS Main Street Project Supplies | | 11,550.00 51.06 51.06 |
| 12/31/2010 2010-54 Clayton - Village | To reclassify the Printing/Advertising expense from officer compensation To reclassify the Printing/Advertising expense from officer compensation To reclassify the Printing/Advertising expense from officer compensation To reclassify the Printing/Advertising expense from officer compensation | Printing/Advertising Officer Compensation Frink Prk/Rvwalk Mon. P Income Frink Park/Riverwalk Monument P | 102.12 5.19 5.19 | 102.12 5.19 5.19 |
| 12/31/2010 2010-55 | To reclassify postage/ delivery expense from grant-other To reclassify postage/ delivery expense from grant-other | Postage/Delivery Riverwalk DOS Grant | 10.38 5.19 5.19 | 10.38 5.19 5.19 |
| TOTAL | | | 125,264.54 125,264.54 | ,264.54 |