

MONROE NEWPOWER CORPORATION

**Financial Statements
as of December 31, 2010 and 2009
Together with
Independent Auditors' Report**

Bonadio & Co., LLP
Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

March 9, 2011

To the Board of Directors of
Monroe NewPower Corporation:

We have audited the accompanying balance sheets of Monroe NewPower Corporation (a New York nonprofit organization) as of December 31, 2010 and 2009, and the related statements of activities and change in net assets and cash flows for the years then ended. These financial statements are the responsibility of the Organization's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits 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. 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 the significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide 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 Monroe NewPower Corporation as of December 31, 2010 and 2009, and the changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States.

In accordance with *Government Auditing Standards*, we have also issued our report dated March 9, 2011, on our consideration of Monroe NewPower Corporation'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* and should be considered in assessing the results of our audit.

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MONROE NEWPOWER CORPORATION

BALANCE SHEETS FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

	<u>2010</u>	<u>2009</u>
ASSETS		
CURRENT ASSETS:		
Cash	\$ 981,673	\$ 1,199,822
Accounts receivable	267,081	264,305
Prepaid expenses and other current assets	221,151	214,788
Current portion of limited use assets	<u>1,711,812</u>	<u>1,600,344</u>
Total current assets	<u>3,181,717</u>	<u>3,279,259</u>
NON-CURRENT ASSETS:		
Limited use assets, net of current portion	2,243,145	2,242,100
Fixed assets, net of accumulated depreciation	16,736,262	17,898,079
Bond financing costs, net of accumulated amortization	626,657	653,903
Energy supply agreement, net of accumulated amortization	<u>4,312,504</u>	<u>4,492,191</u>
Total non-current assets	<u>23,918,568</u>	<u>25,286,273</u>
Total assets	<u>\$ 27,100,285</u>	<u>\$ 28,565,532</u>
LIABILITIES AND NET ASSETS		
CURRENT LIABILITIES:		
Accounts payable	\$ 320,379	\$ 618,153
Current portion of bonds payable	545,000	516,667
Accrued interest on bonds payable	795,352	807,789
Current portion of capital lease obligation	15,154	14,465
Current portion of mortgage payable	<u>47,533</u>	<u>44,139</u>
Total current liabilities	<u>1,723,418</u>	<u>2,001,213</u>
NON-CURRENT LIABILITIES:		
Capital lease obligation, net of current portion	197,456	212,610
Mortgage payable, net of current portion	622,891	674,587
Bonds payable, net of current portion	<u>27,400,000</u>	<u>27,995,000</u>
Total non-current liabilities	<u>28,220,347</u>	<u>28,882,197</u>
Total liabilities	29,943,765	30,883,410
UNRESTRICTED NET ASSETS	<u>(2,843,480)</u>	<u>(2,317,878)</u>
Total liabilities and net assets	<u>\$ 27,100,285</u>	<u>\$ 28,565,532</u>

The accompanying notes are an integral part of these statements.

MONROE NEWPOWER CORPORATION

STATEMENTS OF ACTIVITIES AND CHANGE IN NET ASSETS FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

	<u>2010</u>	<u>2009</u>
OPERATING REVENUE:		
Charges for providing steam and electricity	\$ 7,017,863	\$ 7,247,084
Total operating revenue	<u>7,017,863</u>	<u>7,247,084</u>
OPERATING EXPENSES:		
Program -		
Cost of commodities (gas, fuel oil, electric, coal)	3,454,881	3,808,553
Professional services	1,154,772	1,154,772
Depreciation	<u>1,161,817</u>	<u>1,161,817</u>
Total program expenses	<u>5,771,470</u>	<u>6,125,142</u>
Management and general -		
Professional services	224,150	221,515
Amortization	<u>206,933</u>	<u>206,933</u>
Total management and general	<u>431,083</u>	<u>428,448</u>
Total operating expenses	<u>6,202,553</u>	<u>6,553,590</u>
CHANGE IN NET ASSETS FROM OPERATIONS	<u>815,310</u>	<u>693,494</u>
NON-OPERATING INCOME (EXPENSES):		
Interest income	114,952	102,852
Interest expense	(1,667,601)	(1,683,018)
Lease and other income	<u>211,737</u>	<u>221,922</u>
Total non-operating expenses	<u>(1,340,912)</u>	<u>(1,358,244)</u>
CHANGE IN NET ASSETS	(525,602)	(664,750)
NET ASSETS - beginning of year	<u>(2,317,878)</u>	<u>(1,653,128)</u>
NET ASSETS - end of year	<u>\$ (2,843,480)</u>	<u>\$ (2,317,878)</u>

The accompanying notes are an integral part of these statements.

MONROE NEWPOWER CORPORATION

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

	<u>2010</u>	<u>2009</u>
CASH FLOW FROM OPERATING ACTIVITIES:		
Change in net assets	\$ (525,602)	\$ (664,750)
Adjustments to reconcile change in net assets to net cash flow from operating activities:		
Depreciation and amortization	1,368,750	1,368,750
Changes in:		
Accounts receivable	(2,776)	52,600
Prepaid expenses	(6,363)	(136,849)
Accounts payable	(297,774)	76,540
Accrued interest on bonds payable	(12,437)	(10,260)
Net cash flow from operating activities	<u>523,798</u>	<u>686,031</u>
CASH FLOW FROM INVESTING ACTIVITIES:		
Deposits into and interest earned on limited use assets	(2,390,962)	(1,473,937)
Proceeds from sales of limited use assets	<u>2,278,449</u>	<u>1,374,149</u>
Net cash flow from investing activities	<u>(112,513)</u>	<u>(99,788)</u>
CASH FLOW FROM FINANCING ACTIVITIES:		
Payment on capital lease obligation	(14,465)	(13,808)
Payment on mortgage payable	(48,302)	(48,444)
Payment on bonds payable	<u>(566,667)</u>	<u>(588,333)</u>
Net cash flow from financing activities	<u>(629,434)</u>	<u>(650,585)</u>
CHANGE IN CASH	(218,149)	(64,342)
CASH - beginning of year	<u>1,199,822</u>	<u>1,264,164</u>
CASH - end of year	<u>\$ 981,673</u>	<u>\$ 1,199,822</u>

The accompanying notes are an integral part of these statements.

MONROE NEWPOWER CORPORATION

NOTES TO FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

1. THE CORPORATION

Monroe NewPower Corporation (MNP) was established in 2002 and is governed by its Articles of Incorporation, bylaws, and general laws of the State of New York. In 2002, MNP purchased the Iola Powerhouse from the County of Monroe (the County). MNP produces high-pressure and low-pressure steam and electricity for its two customers: the County and Monroe Community College (MCC). Although the County is not financially accountable for MNP, it does appoint a voting majority of the board and as such is considered a related party to MNP.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Financial Reporting

MNP's financial statements are prepared in conformity with accounting principles generally accepted in the United States.

At December 31, 2010 and 2009 all of MNP's net assets were unrestricted.

Cash

Cash consists of bank demand deposit accounts which, at times, may exceed federally insured limits. MNP has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk with respect to cash.

Accounts Receivable

Accounts receivable at December 31, 2010 and 2009 are composed of receivables for steam and electricity provided to MNP's customers. MNP provides an allowance for doubtful accounts based on specific review of outstanding balances. As of December 31, 2010 and 2009, no allowance for doubtful accounts was considered necessary.

Limited Use Assets

Under the terms of its bonds payable agreement, MNP maintains investment accounts for debt service and debt service reserve funds. These assets have been reflected as "limited use assets" in the accompanying balance sheets. The current portion of the limited use assets consists of amounts in the debt service fund that will be used to pay the subsequent year's bond principal and interest payments as they become due. Additionally, amounts are transferred to this account during the year to meet the debt service obligations.

MNP's limited use assets consist of government securities. These investments are recorded at fair value based upon quoted market prices.

Fixed Assets

Fixed assets are stated at cost or, if donated, at fair value at the date of contribution. MNP capitalizes fixed asset purchases greater than \$1,000 that have useful lives greater than one year. Additions, improvements and other capital outlays that significantly extend the useful life of an asset are capitalized. Other costs incurred for routine repairs and maintenance are expensed as incurred.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fixed Assets (Continued)

Depreciation is provided using the straight-line method over the assets' estimated useful lives as follows:

<u>Class of Property</u>	<u>Useful Life in Years</u>
Buildings and improvements	30
Equipment	20

Energy Supply Agreement

In connection with the acquisition of certain assets, MNP recognized an energy supply agreement for the difference between the amounts paid and the fair value of tangible assets acquired. The energy supply agreement is being amortized using the straight-line method over the 32-year term of the agreement with the County.

Bond Issuance Costs

Costs incurred in connection with the bond issuance have been capitalized and are being amortized using the straight-line method over the 32-year term of the bonds.

Revenue Recognition

Charges for providing steam and electricity are recognized as revenue as the steam and electricity are provided to MNP's customers.

Non-Operating Income (Expenses)

All interest income, interest expense and lease and other income are related to capital and investing activities that normally are not reported as components of operating income. These items are considered non-operating activities in the accompanying statement of activities and change in net assets.

Income Taxes

MNP is a not-for-profit corporation organized pursuant to sections 402 and 1411 of the New York State Not-for-Profit Corporation law and is, therefore, exempt from income taxes. MNP is also exempt from Federal reporting requirements under Internal Revenue Service Revenue Procedure 95-48, 1995-2 C.B. 418 as a governmental unit or affiliate of a governmental unit described in the procedure.

For tax-exempt entities, their tax-exempt status itself is deemed to be an uncertainty, since events could potentially occur to jeopardize their tax-exempt status. As of December 31, 2010 and 2009, MNP does not have a liability for unrecognized tax benefits, nor does it file federal or New York State income tax returns.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair Value Measurement - Definition and Hierarchy

Generally accepted accounting principles define fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

MNP uses various valuation techniques in determining fair value. Generally accepted accounting principles establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of MNP. Unobservable inputs are inputs that reflect MNP's assumptions about the assumptions market participants would use in pricing the liability, developed based on the best information available in the circumstances. The hierarchy is broken down into three levels based on the reliability of inputs as follows:

- Level 1 - Valuations based on quoted prices in active markets for identical assets or liabilities that MNP has the ability to access. Valuation adjustments are not applied to Level 1 instruments. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these products does not entail a significant degree of judgment.

MNP's U.S. government money market funds utilize Level 1 inputs.

- Level 2 - Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, directly or indirectly.

MNP's mortgage-backed securities utilize Level 2 inputs.

- Level 3 - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

MNP currently has no assets or liabilities valued using Level 3 inputs.

The availability of observable inputs can vary and is affected by a wide variety of factors. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by MNP in determining fair value is greatest for instruments categorized in Level 3. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes the level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

Fair value of MNP's mortgage-backed securities is valued at the quoted price of the underlying assets of the pool.

Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

3. LIMITED USE ASSETS

Limited use assets consisted of the following at December 31:

	<u>2010</u>	<u>2009</u>
Debt service reserve account	\$ 2,243,145	\$ 2,242,100
Debt service account	<u>1,711,812</u>	<u>1,600,344</u>
	3,954,957	3,842,444
Less: Current portion	<u>(1,711,812)</u>	<u>(1,600,344)</u>
	<u>\$ 2,243,145</u>	<u>\$ 2,242,100</u>
Investment income	<u>\$ 112,513</u>	<u>\$ 99,788</u>

4. ACCOUNTS RECEIVABLE

Accounts receivable consisted of receivables for steam and electricity provided to customers and consisted of the following at December 31:

	<u>2010</u>	<u>2009</u>
Monroe Community College	\$ 251,695	\$ 262,157
Monroe County	11,303	-
Other	<u>4,083</u>	<u>2,148</u>
	<u>\$ 267,081</u>	<u>\$ 264,305</u>

Concentrations - Revenue

For the year ended December 31, 2010, approximately 58% and 42% of total operating revenue was from Monroe County and MCC, respectively. For the year ended December 31, 2009, approximately 59% and 41% of total operating revenue was from Monroe County and MCC, respectively.

5. FIXED ASSETS

Fixed assets consisted of the following at December 31:

	<u>2010</u>	<u>2009</u>
Land	\$ 253,000	\$ 253,000
Buildings	997,000	997,000
Equipment	21,996,870	21,996,870
Building improvements	<u>862,229</u>	<u>862,229</u>
	24,109,099	24,109,099
Less: Accumulated depreciation	<u>(7,372,838)</u>	<u>(6,211,020)</u>
	<u>\$ 16,736,261</u>	<u>\$ 17,898,079</u>

6. ENERGY SUPPLY AGREEMENT

Amortization expense related to the energy supply agreement was \$179,687 in each of the years ended December 31, 2010 and 2009. Unamortized energy supply agreement costs were as follows at December 31:

	<u>2010</u>	<u>2009</u>
Energy supply agreement	\$ 5,750,000	\$ 5,750,000
Less: Accumulated amortization	<u>(1,437,496)</u>	<u>(1,257,809)</u>
Unamortized energy supply agreement costs	<u>\$ 4,312,504</u>	<u>\$ 4,492,191</u>

7. FINANCING ARRANGEMENTS

Bonds Payable

The Series 2003 Variable Rate Power Facilities Revenue Bonds maturing in January 2034 are collateralized under provisions of the indenture and loan agreements between MNP (the Issuer) and M&T Bank (the Trustee). The proceeds of the bond issue were used to finance the acquisition, renovation, furnishing and equipping of the new power plant as well as refinance the debt on the old power plant. The bonds require semi-annual principal payments ranging from \$230,000 to \$1,060,000, plus interest at rates ranging from 3.3% and 6.4%.

Future maturities of bonds payable are as follows at December 31:

	<u>Principal</u>	<u>Interest</u>
2011	\$ 545,000	\$ 1,452,614
2012	615,000	1,556,161
2013	645,000	1,526,554
2014	680,000	1,493,494
2015	715,000	1,458,431
Thereafter	<u>24,745,000</u>	<u>15,608,510</u>
	<u>\$ 27,945,000</u>	<u>\$ 23,095,764</u>

Bond Financing Costs

Amortization expense related to bond financing costs was \$27,246 in each of the years ended December 31, 2010 and 2009. Unamortized bond financing costs were as follows as December 31:

	<u>2010</u>	<u>2009</u>
Original issue discount	\$ 321,317	\$ 321,317
Bond issuance costs	<u>523,308</u>	<u>523,308</u>
Total	844,625	844,625
Less: Accumulated amortization	<u>(217,968)</u>	<u>(190,722)</u>
Unamortized bond financing costs	<u>\$ 626,657</u>	<u>\$ 653,903</u>

7. FINANCING ARRANGEMENTS (Continued)

Mortgage Payable

In April 2004, MNP entered into a 10-year mortgage note with a bank for \$934,500 with an annual interest rate of 7.43% requiring monthly payments of \$8,334 through April 2014. The agreement stipulates that payments are calculated using a 15-year amortization, with a balloon payment of \$479,940 due at maturity. The proceeds of the note were used to renovate the old powerhouse into office space, which is being leased to Siemens Building Technologies (Siemens), an unrelated third party. (Note 8)

Future maturities of the mortgage payable are as follows at December 31:

2011	\$	47,533
2012		55,668
2013		59,950
2014		<u>507,273</u>
	\$	<u>670,424</u>

Capital Lease Obligation

In March 2007, MNP entered into an agreement with a bank requiring annual payments of \$25,274, including interest at 4.76%, through June 2021 that meets the criteria for recognition as a capital lease. The capital lease obligation is collateralized by the related equipment. This lease agreement states that at the date of maturity, MNP will have clear title of the equipment.

Future scheduled payments under this agreement are as follows for the years ending December 31:

2011	\$	25,274
2012		25,274
2013		25,274
2014		25,274
2015		25,274
Thereafter		<u>151,646</u>
		278,016
Less: Amounts representing interest		(65,406)
Less: Current portion		<u>(15,154)</u>
	\$	<u>197,456</u>

Interest paid on all financing arrangements for the years ended December 31, 2010 and 2009 was \$1,680,038 and \$1,693,278. The cost of assets under capital lease was \$281,187 at both December 31, 2010 and 2009. Accumulated amortization was \$49,660 and \$35,600, at December 31, 2010 and 2009, respectively.

8. COMMITMENTS

Energy Supply Contract

MNP has entered into an energy supply contract with the County to be the exclusive supplier of energy to certain County facilities through December 31, 2035. The contract requires the County and MCC to pay MNP a County Service Charge annually in an amount which shall be calculated based upon the previous year's cost plus the lesser of 3% or the Western New York Consumer Price Index. The County Service Charge paid in both 2010 and 2009 was \$1,154,772. In addition to the County Service Charge, Monroe County and MCC will pay MNP for thermal and electrical energy in accordance with an agreed-upon formula based upon actual usage. The County and MCC are also required to pay a fixed cost, which is based upon the amount of debt service paid by MNP for construction of the new power plant. The amount charged to the County and MCC related to the debt service was \$2,174,666 and \$2,171,643 for 2010 and 2009, respectively.

Installation, Operation and Maintenance Agreement

MNP has entered into an installation, operation and maintenance agreement with Siemens that ends on December 31, 2015. The agreement required MNP to pay installation costs to Siemens totaling \$20,500,000 for the construction of the new power plant. These costs were fully paid through 2005. In addition, MNP agreed to pay an operating fee annually through 2015 based upon the prior year's fee plus the lesser of 3% or the Western New York Consumer Price Index. The operating fee paid in both 2010 and 2009 was \$1,154,772. The operating fee is referred to as professional fees in the accompanying statement of activities and change in net assets.

Leases

MNP has an operating lease agreement with MCC for space that requires MNP to make annual rent payments of \$1 through December 2034.

MNP has an operating lease agreement with the County for space that requires MNP to make annual rent payments of \$1 through December 2034.

Sublease Income

MNP has an operating lease with Siemens for office space at 350 East Henrietta Road that requires Siemens to make monthly payments of \$11,785 from June 1, 2004 to May 31, 2011. MNP recognized \$141,425 of lease income under the terms of this agreement in both 2010 and 2009. MNP is currently in the process of renegotiating the lease with Siemens prior to the May 2011 expiration date.

9. FAIR VALUE MEASUREMENTS

The following are measured at fair value on a recurring basis as of:

<u>Description</u>	<u>Level 1 Inputs</u>	<u>Level 2 Inputs</u>	<u>Level 3 Inputs</u>	Total at December 31, 2010
U.S. government money market funds	<u>\$ 1,738,097</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,738,097</u>
Mortgage-backed securities	<u>\$ -</u>	<u>\$ 2,216,860</u>	<u>\$ -</u>	<u>\$ 2,216,860</u>

9. FAIR VALUE MEASUREMENTS (Continued)

<u>Description</u>	<u>Level 1 Inputs</u>	<u>Level 2 Inputs</u>	<u>Level 3 Inputs</u>	Total at December 31, <u>2009</u>
U.S. government money market funds	<u>\$ 3,842,444</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 3,842,444</u>

10. SUBSEQUENT EVENTS

Subsequent events have been evaluated through March 9, 2011, which is the date the financial statements were issued.

**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**

March 9, 2011

To the Board of Directors of
Monroe NewPower Corporation:

We have audited the financial statements of Monroe NewPower Corporation (MNP) (a New York nonprofit organization) as of and for the year ended December 31, 2010, and have issued our report thereon dated March 9, 2011. 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.

Internal Control Over Financial Reporting

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

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(Continued)

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

(Continued)

Compliance and Other Matters

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

We noted certain matters that we reported to management of MNP in a separate letter dated March 9, 2011.

This report is intended solely for the information and use of management, audit committee, others within the entity, Board of Directors, New York State Authorities Budget Office, and federal awarding agencies and pass-through entities and is not intended to be and should not be used by anyone other than these specified parties.