

January 21, 2011

To the Board of Directors
Marin General Services Authority

We have audited the financial statements of the Marin General Services Authority for the year ended June 30, 2010, and have issued our report thereon January 21, 2011. Professional standards require that we provide you with the following information related to our audit.

Our Responsibility under U.S. Generally Accepted Auditing Standards

As stated in our engagement letter dated June 10, 2010, our responsibility, as described by professional standards, is to express opinions about whether the financial statements prepared by management with your oversight are fairly presented, in all material respects, in conformity with U.S. generally accepted accounting principles. Our audit of the financial statements does not relieve you or management of your responsibilities.

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 Marin General Services Authority 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 year. We noted no transactions entered into by the governmental unit during the year for which there is a lack of authoritative guidance or consensus. There are no significant transactions that have been recognized in the financial statements in a different period than when the transaction occurred.

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 because of the possibility that future events affecting them may differ significantly from those expected. There are no significant estimates used in preparing the financial statements.

Difficulties Encountered in Performing the Audit

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

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.

- Because MGSA's general ledger is maintained for each fund according to the modified accrual basis of accounting, we recommended adjustments to allow for the presentation of the government-wide financial statements on the full accrual basis since generally accepted accounting principles require that both presentations be made in the financial statements.
- MGSA received funding for the Marin Climate and Energy Partnership (MCEP) program from Bay Area Air Quality Management District (BAAQMD), Marin Community Foundation (MCF) and from MGSA member organizations. Because of the relatively short-term life of this project, the activity was accounted for in MGSA's Operating Fund (Fund 70010) rather than establishing a separate fund.

Funding from BAAQMD and MCF grants required accountability of the funds spent and, therefore, those grants are considered earned when such expenditures are made. Contributions from members were not formally subject to refund if not fully expended. Accordingly, they are required to be recognized as revenue when received and restricted for use in the program.

MGSA did not compute earned and deferred revenue and fund balances restricted for future MCEP expenditures. Sufficient program expenditures had been incurred by June 30, 2010, to provide that substantially all the BAAQMD and MCF grants were earned. However, none of the member contributions for MCEF for 2008-09 and 2009-10 had been expended. Accordingly, we proposed an adjustment to report \$52,000 of MGSA's fund balance be reported as restricted for MCEP as of June 30, 2010.

Any other misstatements detected as a result of audit procedures and corrected by management were immaterial, either individually or in the aggregate, to the financial statements taken as a whole.

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 January 21, 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 governmental unit'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 noted that MGSA's budget includes member contributions of \$49,000 to be collected as an agent for the Marin County Probation Department. The budget does not include a line item for the payment to the County. Since the substance of this transaction is not part of the general operations of MGSA, the budgeted revenue and expenditure should be segregated from the total budgeted revenues and expenditures of MGSA. Rather, the budgeted collections and expenditures should be budgeted separately.

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 governmental unit's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

This information is intended solely for the use of Board of Directors and management of Marin General Services Authority and is not intended to be and should not be used by anyone other than these specified parties.

Very truly yours,

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