

MANAGEMENT COMMENT LETTER

Board of Directors
Tompkins County Industrial Development Agency
Ithaca, New York

In planning and performing our audit of the financial statements of the Tompkins County Industrial Development Agency (the Agency) and its blended component unit, Tompkins County Development Corporation (the Corporation), as of and for the year ended December 31, 2019, in accordance with auditing standards generally accepted in the United States of America, we considered the Agency's and the Corporation's internal control over financial reporting (internal control) as a basis for designing 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 or Corporation's internal control. Accordingly, we do not express an opinion on the effectiveness of the Agency's or Corporation'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 Agency's or Corporation's financial statements will not be prevented, or detected and corrected, on a timely basis.

Our consideration of internal control was for the limited purpose described in the first paragraph and was not designed to identify all deficiencies in internal control that might be material weaknesses. 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.

During our current year audit, we became aware of the resolution of an other matter described below:

OTHER MATTER

Prior Year Discussion Item Resolved

Public Authority Accountability Act of 2005 - Independence

At the recommendation of the Agency's attorney and guidance issued by the Authority Budget Office in its Policy Guidance Memorandum 07-01, the Agency amended its bylaws in 2008 to limit the number of County Legislators from four to three. The County chose not to adhere to this amendment and continues to appoint four legislators. Research by Agency and County attorneys revealed the County is not legally obligated to adhere to the Agency's bylaws, although the County has a history of adopting such changes in the past.

Resolution:

Upon review of the bylaws by counsel, and recognizing that the County Legislature has the sole authority to appoint directors to the Agency Board, the Agency amended its bylaws in 2019 to remove all language referring to any representative seats on the Agency. Upon further research into Policy Guidance Memorandum 07-01, it appears that a board member who is a member of a legislative body or holds a policymaking position with a municipal government is considered independent so long as the public authority does not pay the municipal government \$15,000 or more annually for goods and services provided by the municipality. However, the guidance recommends, as a best practice, not to appoint a majority of board members who “have a political or employment relationship to the government for whose purpose the public authority was created.”

This letter does not affect our report dated April 21, 2020 on the basic financial statements of Tompkins County Industrial Development Agency and its blended component unit, Tompkins County Development Corporation.

This communication is intended solely for the information and use of management, the Board of Directors, Audit Committee, New York State, and others within the Agency and Corporation, and is not intended to be and should not be used by anyone other than these specified parties.

Respectfully submitted,

A handwritten signature in black ink that reads "Insero & Co. CPAs, LLP". The signature is written in a cursive, slightly slanted style.

Insero & Co. CPAs, LLP
Certified Public Accountants

Ithaca, New York
April 21, 2020