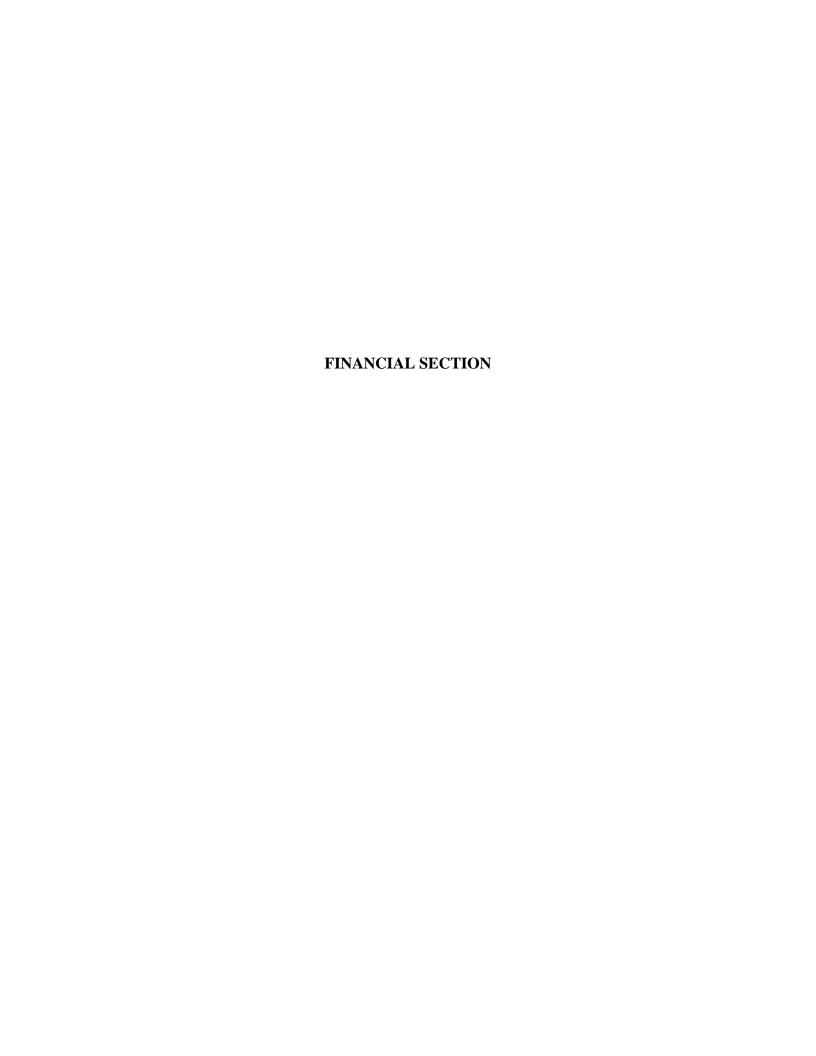
AUDIT REPORT

FOR THE YEAR ENDED JUNE 30, 2011

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INDEPENDENT AUDITOR'S REPORT

To the Honorable Members of the Board of Directors Upper Valley Waste Management Agency Napa, California

We have audited the accompanying basic financial statements of the Upper Valley Waste Management Agency (Agency), as of and for the year ended June 30, 2011, as listed in the table of contents. These financial statements are the responsibility of the Agency's management. Our responsibility is to express an opinion 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 of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Agency's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, 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 the Agency, as of June 30, 2011, and the changes in its financial position for the year then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued a report dated October 13, 2011, 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* and should be considered in assessing the results of our audit.

Accounting principles generally accepted in the United States of America require that the Management's Discussion and Analysis and the Budgetary Comparison Schedule, as listed in the table of contents, be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic 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 basic financial statements, and other knowledge we obtained during our audit of the basic 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.

Roseville, California October 13, 2011

Gallina LLP

Management's Discussion and Analysis For the Fiscal Year Ended June 30, 2011

On September 29, 1992, the Upper Valley Waste Management Agency (Agency) was formed by the County of Napa, the City of St. Helena, the City of Calistoga and the Town of Yountville (hereinafter referred to collectively as "Members") as a joint powers entity to provide economical coordination of regional waste management services to the Members, including but not limited to uniform rate review and rate recommendations, acting as the regional agency for purposes of implementing the provisions of the California Integrated Waste Management Act, and the rate setting franchisor for solid waste handling services within the Agency's service area. The Agency is a public entity legally separate and apart from any of the Members.

As management of the Agency, we offer readers of our financial statements this narrative overview and analysis of the financial activities for the fiscal year ending June 30, 2011. Please read it in conjunction with the Agency's Financial Statements, which follow this section.

OVERVIEW OF THE FINANCIAL STATEMENTS

This discussion and analysis is intended to serve as an introduction to the Agency's basic financial statements. The Statement of Net Assets and Governmental Fund Balance Sheet, and the Statement of Activities and Governmental Fund Revenues, Expenditures and Changes in Fund Balance provide information about the activities of the Agency. The financial statements also include various footnote disclosures, which further describe the Agency's activities.

Government-Wide Financial Statements

The *government-wide financial statements* are designed to provide readers with a broad overview of the Agency's finances, in a manner similar to a private sector business.

The *statement of net assets and governmental fund balance sheet* presents information on all of the Agency's assets and liabilities, with the difference between the two reported as *net assets*.

The statement of activities and governmental fund revenues, expenditures and changes in fund balance presents information showing how the Agency's net assets changed during the most recent fiscal year. All changes in net assets are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus revenues and expenses are reported in the statement for some items that will only result in cash flows in future fiscal periods.

Fund Financial Statements

A *fund* is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The Agency, like other local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. Fund financial statements report essentially the same functions as those reported in the government-wide financial statements. However, unlike the government-wide financial statements, fund financial statements focus on *near-term inflows and outflows of spendable resources*, as well as on *balances of spendable resources* available at the end of the fiscal year.

Management's Discussion and Analysis For the Fiscal Year Ended June 30, 2011

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented. Both the governmental fund balance sheet and the governmental fund statement of revenues, expenditures, and changes in fund balance provide a reconciliation to facilitate the comparison between governmental funds and government wide statements.

The Agency adopts an annual appropriated budget for its fund. A budgetary comparison statement has been provided for the fund to demonstrate compliance with the budget.

Notes to the Financial Statements

The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements.

Required Supplementary Information (RSI)

RSI is presented concerning the Agency's General Fund budgetary schedule. The Agency adopts an annual appropriated budget for its General Fund. A budgetary comparison schedule has been provided for the General Fund to demonstrate compliance with this budget.

GOVERNMENT-WIDE FINANCIAL ANALYSIS

This Agency presents its financial statements under the new reporting model required by the Governmental Accounting Standards Board Statement No. 34 (GASB 34), Basic Financial Statements – and Management's Discussion and Analysis (MD&A) – for State and Local Governments. The Agency has provided comparative data for the years ended June 30, 2011 and June 30, 2010.

Net Assets

Condensed Statement of Net Assets As of June 30,

	2011		2010		2011 2010		V	ariance
Current assets	\$	84,482	\$	50,382	\$	34,100		
Total assets		84,482		50,382		34,100		
Current liabilities		13,116		14,088		(972)		
Total liabilities		13,116		14,088		(972)		
Unrestricted		71,366		36,294		35,072		
Total net assets	\$	71,366	\$	36,294	\$	35,072		

Management's Discussion and Analysis For the Fiscal Year Ended June 30, 2011

Net assets may serve over time as a useful indicator of a government's financial position. In the case of the Agency, assets exceed liabilities by \$71,366 as of June 30, 2011. The most significant portion of the Agency's net assets is cash surplus from a surcharge on the tipping fee at Clover Flat Landfill (CFL), the disposal franchisee. This fee was initially set in 1992 by the County of Napa, on the Agency's behalf, at \$1.75 per ton on waste disposed. When the Agency became the franchisor in 1995, they continued the surcharge at that rate. Effective January 1, 2004, the surcharge was raised to \$3.75 per ton on material received at the landfill.

Cash and investments are maintained in the County's cash and investment pool where interest earned on the Agency's balance is apportioned to the Agency.

Changes in Net Assets

The Agency's net assets increased overall by approximately \$35,072 during the fiscal year ending June 30, 2011. This increase in net assets is primarily a result of reduced expenses for administrative expenses and increased income from the landfill surcharge due to higher disposal volumes.

The government-wide financial statement analysis presented on the following page represents an analysis of the Agency's governmental activities.

Management's Discussion and Analysis For the Fiscal Year Ended June 30, 2011

Condensed Statement of Activities For the Fiscal Year Ended June 30,

	2011		2010		Variance	
Revenues:						
Landfill surcharge	\$	139,724	\$	112,861	\$	26,863
Intergovernmental		25,000				25,000
Interest		611		486		125
Total revenues		165,335		113,347		51,988
Expenses:						
Administrative charges		52,755		68,452		15,697
Insurance		6,094		6,094		
Publications legal/notices		701		1,022		321
Accounting and auditing services		22,178		14,861		(7,317)
Legal services		5,215		2,425		(2,790)
Household hazardous waste disposal		22,028		12,327		(9,701)
Recycling consulting charges		1,151				(1,151)
Recycling program costs		20,141		7,459		(12,682)
Total expenses		130,263		112,640		(17,623)
Changes in net assets		35,072		707		34,365
Net assets - Beginning of fiscal year		36,294		35,587	_	707
Net assets - End of fiscal year	\$	71,366	\$	36,294	\$	35,072

FUND FINANCIAL ANALYSIS

As noted earlier, fund accounting is used by the Agency to ensure and demonstrate compliance with finance-related legal requirements.

For the fiscal year ending June 30, 2011, the Agency reported an ending fund balance of \$71,366, an increase of \$35,072, from the prior year. This increase in fund balance was caused primarily by reduced administrative expenses and increased income from the landfill surcharge due to higher disposal volumes.

Management's Discussion and Analysis For the Fiscal Year Ended June 30, 2011

Increased disposal volumes are likely a result of slightly improved economic conditions. The decreased administrative expenses resulted in part from the vacancy of the clerk position for several months following a resignation of the contracted employee.

In October 2000, the Agency Board set a goal to achieve minimum fund balance at \$35,000. This goal has been met and the Agency intends to control costs as needed to maintain this fund balance.

Total revenues increased from \$113,347 to \$165,335 for the fiscal year ending June 30, 2011. This increase was due to the recognition of deferred revenue related to a prior year State grant, as well as increased surcharge revenue from increased disposal volumes.

Total expenditures increased from \$112,640 to \$130,263 from the prior fiscal year. This increase was due to recycling program spending in association with the receipt of a State grant.

BUDGETARY HIGHLIGHTS

Total revenues were over final budget by \$29,375, or 27%, and total expenditures were under budget by \$30,337, or 19%. The revenue variance is the direct of higher than expected revenue from landfill surcharges. The expenditure variance is due to reduced administrative and recycling program expenditures.

Economic Factors and Next Year's Budget

The Agency is committed to maintaining the minimum reserve and controlling discretionary expenditures while providing services that benefit the ratepayers. The Agency is committed to reduce the amount of waste currently being land filled and instead keep valuable materials and resources within the economic cycle.

The following economic factors were considered in preparing the Agency's financial plan for fiscal year 2011-2012:

- Continued revenue (at the same level as 2010-2011) from the landfill surcharge;
- Continued annual receipt of Department of Conservation (DOC) funds.
- Discontinuation of all household hazardous waste collection events.

DEBT ADMINISTRATION

For the fiscal year ending June 30, 2011, the Agency did not have any long-term obligations outstanding.

Management's Discussion and Analysis For the Fiscal Year Ended June 30, 2011

CAPITAL ASSETS

For the fiscal year ending June 30, 2011, the Agency did not have any capital assets.

CONTACTING THE AGENCY

This audit report is designed to provide a general overview of the Upper Valley Waste Management Agency finances for all those interested. The County of Napa provides certain management and administrative functions, including all financial management and accounting. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the Upper Valley Waste Management Agency, 1195 Third Street, Suite 101, Napa California, 94559.

Statement of Net Assets June 30, 2011

ASSETS

Current Assets:	
Cash and investments	\$ 71,644
Accounts receivable	 12,838
Total Assets	\$ 84,482
<u>LIABILITIES</u>	
Current Liabilities:	
Accounts payable	\$ 13,116
	 ,
Total Liabilities	 13,116
NET ASSETS	
Unrestricted	 71,366
Total Net Assets	 71,366
Total Liabilities and Net Assets	\$ 84,482

Statement of Activities For the Fiscal Year Ended June 30, 2011

EXPENSES

Administrative charges	\$ 52,755
Insurance	6,094
Publications legal/notices	701
Accounting and auditing services	22,178
Legal services	5,215
Household hazardous waste disposal	22,028
Recycling consultant costs	1,151
Recycling program costs	20,141
Net Program Expense	 130,263
PROGRAM REVENUES	
Landfill surcharge	139,724
Intergovernmental	 25,000
Total Program Revenues	164,724
Net Program Revenue	34,461
GENERAL REVENUES (EXPENSES)	
Interest income	611
Total General Revenues (Expenses)	 611
Change in Net Assets	35,072
Net Assets - Beginning of Year	36,294
Net Assets - End of Year	\$ 71,366

Balance Sheet Governmental Funds June 30, 2011

ASSETS

Cash and investments	\$ 71,644
Accounts receivable	 12,838
Total Assets	\$ 84,482
<u>LIABILITIES</u>	
Accounts payable	\$ 13,116
Total Liabilities	 13,116
FUND BALANCE	
Unassigned	 71,366
Total Fund Balance	 71,366
Total Liabilities and Fund Balance	\$ 84,482

Statement of Revenues, Expenditures and Changes in Fund Balance Governmental Funds For the Fiscal Year Ended June 30, 2011

REVENUES

Landfill surcharge	\$ 139,724
Interest	611
Intergovernmental	25,000
Total Revenues	 165,335
EXPENDITURES	
Administrative charges	52,755
Insurance	6,094
Publications legal/notices	701
Accounting and auditing services	22,178
Legal services	5,215
Household hazardous waste disposal	22,028
Recycling consultant costs	1,151
Recycling program costs	20,141
Total Expenditures	130,263
Net Change in Fund Balance	35,072
Fund Balance - Beginning of Year	36,294
Fund Balance - End of Year	\$ 71,366

Notes to the Financial Statements June 30, 2011

Note 1: Summary of Significant Accounting Policies

A. Reporting Entity

The Upper Valley Waste Management Agency (Agency) was established September 29, 1992, to provide economical coordination of regional waste management services. The Agency consists of four members; the County of Napa (County), the Cities of Calistoga and St. Helena, and the Town of Yountville. Each member appoints a representative(s) to the governing board of the Agency. The County appoints two representatives and each city and town appoints one representative.

The Agency includes all activities (operations of its administrative staff and Agency officers) considered to be a part of the Agency. The Agency reviewed the criteria developed by the Governmental Accounting Standards Board (GASB) in its issuance of Statement No. 14, relating to the financial reporting entity to determine whether the Agency is financially accountable for other entities. The Agency has determined that no other outside entity meets the above criteria, and therefore, no agency has been included as a component unit in the financial statements. In addition, the Agency is not aware of any entity that would be financially accountable for the Agency that would result in the Agency being considered a component unit of that entity.

B. Basis of Presentation and Accounting

In this report, the government-wide statements and the fund statements for the Agency are presented on the same page with the adjustments column showing the differences.

Government-Wide Statements

The statement of net assets and statement of activities display information about the primary government (Agency). These statements include the financial activities of the overall Agency.

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded at the time liabilities are incurred, regardless of when the related cash flows take place.

When both restricted and unrestricted net assets are available, restricted resources are used for non-restricted purposes only after the unrestricted resources are depleted.

Notes to the Financial Statements June 30, 2011

Note 1: Summary of Significant Accounting Policies (continued)

B. Basis of Presentation and Accounting (continued)

Fund Financial Statements

Governmental fund financial statements are reported using the current financial resources method and the modified accrual basis of accounting. This method recognizes revenues in the accounting period in which they become measurable and available. Revenues are considered available when they are collected within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the Agency considers revenues available if they are collected within sixty days of the end of the current fiscal period. Significant revenues that have been treated as "susceptible" to accrual under the modified accrual basis of accounting include taxes, charges, interest and intergovernmental revenues. Expenditures are recognized in the accounting period in which the related fund liability is incurred.

Nonexchange transactions, in which the Agency gives (or receives) value without directly receiving (or giving) value in exchange, include sales taxes, grants, entitlements and donations. On a modified accrual basis, revenues from sales taxes are recognized when the underlying transactions take place and have met the availability criteria. Revenues from grants, entitlements and donations are recognized in the fiscal year in which all eligibility requirements have been satisfied.

The Agency reports the following major governmental fund:

• The General Fund is the Agency's primary operating fund. It accounts for all financial resources of the general government.

C. Accounts Receivable

The Agency believes its accounts receivable to be fully collectible and, accordingly, no allowance is necessary.

D. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Notes to the Financial Statements June 30, 2011

Note 1: Summary of Significant Accounting Policies (continued)

E. Implementation of New Standards

Governmental Accounting Standards Board Statement 54

For the fiscal year ended June 30, 2011, the Agency implemented Governmental Accounting Standards Board Statement No. 54 (GASB 54), Fund Balance Reporting and Governmental Fund Type Definitions. GASB 54 establishes new accounting and financial reporting standards for all governments that report governmental funds. The statement provides more clearly defined categories within fund balance to make the nature and extent of the constraints placed on the fund balance more transparent. GASB 54 also clarifies the existing governmental fund type definitions to improve the comparability of governmental fund statements. Implementation of GASB 54 required changed presentation of fund balance and new reporting disclosures.

Note 2: Cash and Investments

Cash at June 30, 2011, consisted of the following:

Cash in County Treasury

\$ 71,644

The Agency maintains all of its cash and investments with the Napa County Treasurer in an investment pool. On a quarterly basis the Treasurer allocates interest to participants based upon their average daily balances. Required disclosure information regarding categorization of investments and other deposit and investment risk disclosures can be found in the County's financial statements. The County of Napa's financial statements may be obtained by contacting the County of Napa's Auditor-Controller's office at 1195 Third Street, Room B-10, Napa, California 94559. The Napa County Treasury Oversight Committee oversees the Treasurer's investments and policies.

Required disclosures for the Agency's deposit and investment risks at June 30, 2011, were as follows:

Credit risk Not rated
Custodial risk Not applicable
Concentration of credit risk Not applicable
Interest rate risk Not available

Investments held in the County's investment pool are available on demand and are stated at cost plus accrued interest, which approximates fair value. The Agency has no deposit or investment policy that addresses a specific type of risk.

Notes to the Financial Statements June 30, 2011

Note 3: Net Assets/Fund Balance

Net Assets

Net assets comprise the various net earnings from operating and non-operating revenues, expenses and contributions of capital. Net assets are classified in the following three components: invested in capital assets (net of related debt), restricted and unrestricted. The Agency has unrestricted funds only. Debt related to unspent proceeds or other restricted cash and investments is excluded from the determination. Unrestricted net assets consist of all other net assets not included in the above categories.

Fund Balance

Governmental funds report fund balance in classifications based primarily on the extent to which the Agency is bound to honor constraints on the specific purposes for which amounts in the funds can be spent. The following classifications describe the relative strength of the spending constraints:

- *Nonspendable fund balance* amounts that are not in spendable form or are required to be maintained intact.
- Restricted fund balance amount constrained to specific purposes by their providers (such as grantors, bondholders, and higher levels of government), through constitutional provisions, or by enabling legislation.
- Committed fund balance amounts constrained to specific purposes by the Agency itself, using its highest level of decision-making authority. To be reported as committed, amounts cannot be used for any other purpose unless the Agency takes the same highest level of action to remove or change the constraint.
- Assigned fund balance amounts the Agency intends to use for a specific purpose. Intent can be expressed by the Agency's board or by an official or body to which the Agency's board delegates the authority.
- *Unassigned fund balance* amounts that are available for any purpose. Positive amounts are reported only in the general fund.

Beginning fund balances for the Agency have been restated to reflect the above classifications.

Notes to the Financial Statements June 30, 2011

Note 4: Related Party Transactions

During the year ended June 30, 2011, the Agency paid the County of Napa, a related party, \$17,678 for internal audit services, \$1,150 for accounting services, \$5,215 for legal services, \$1,662 for Local Enforcement Agency services, and \$51,093 for Environmental Management services.

Note 5: **Risk Management**

The Agency is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; and natural disasters. Insurance to cover risk of loss for the Agency is secured through commercial carriers.



Notes to the Required Supplementary Information For the Fiscal Year Ended June 30, 2011

BUDGET AND BUDGETARY ACCOUNTING

The Agency prepares and legally adopts a final budget on or before August 30th of each fiscal year. The Agency operation, commencing July 1st, is governed by the proposed budget, adopted by the Board of Directors in June of the prior year.

After the budget is approved, the appropriations can be added to, subtracted from or changed only by Agency resolution. All such changes must be within the revenues and reserves estimated as available in the final budget or within revised revenue estimates as approved by the Agency.

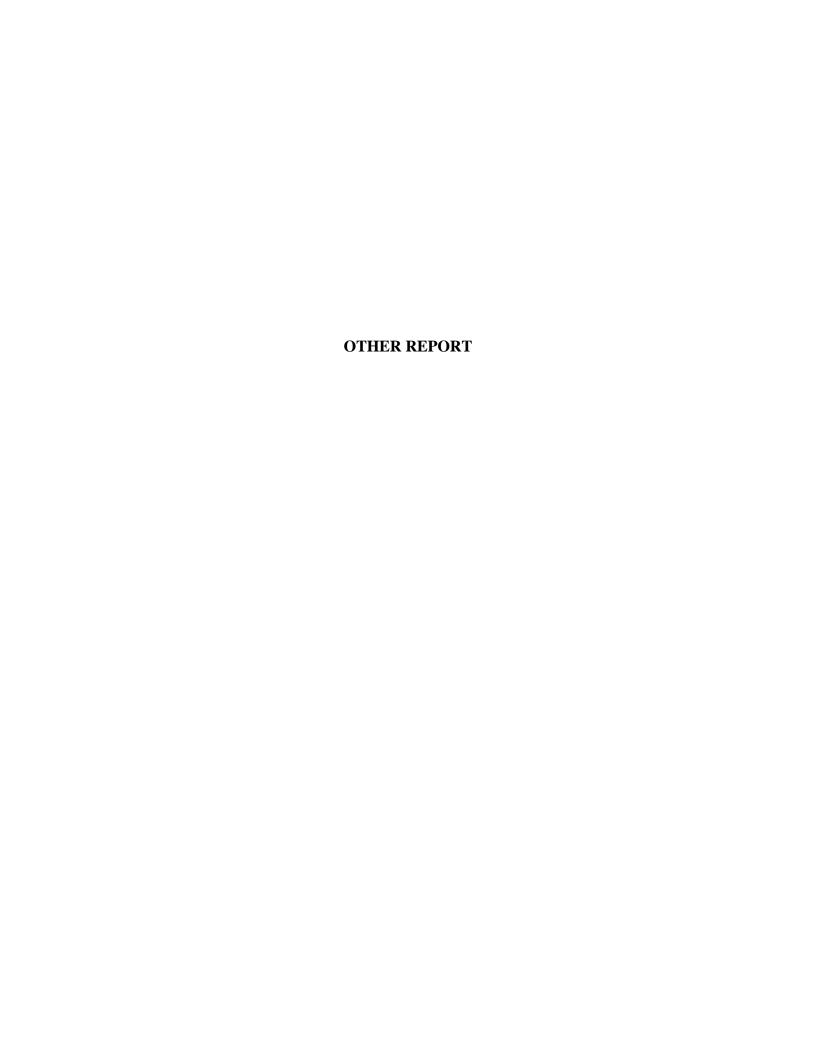
An operating budget is adopted each fiscal year on the modified accrual basis. Additionally, encumbrance accounting is utilized to assure effective budgetary control. Encumbrances outstanding at year-end represent the estimated amount of the expenditures ultimately to result if the unperformed contracts in process at year-end are completed or purchase commitments are satisfied. Such year-end encumbrances are reported as reservations of fund balances and do not constitute expenditures or liabilities because the commitments will be honored during the subsequent years and included in the subsequent years' budgets. Unencumbered appropriations lapse at year-end.

The legal level of budgetary control (the level on which expenditures may not legally exceed appropriations) is at the object level. For the year ended June 30, 2011, expenditures exceed appropriations in the Accounting and Auditing services category by \$7,178, the Household Hazardous waste disposal category by \$6,653, Recycling consultant by \$251, and the Legal Services category by \$3,215.

The budget is adopted on a basis consistent with generally accepted accounting principles.

Budgetary Comparison Schedule For the Fiscal Year Ended June 30, 2011

	Budgeted Amounts			Variance with
	Original	Final	Actual	Final Budget
REVENUES				
Landfill surcharge	\$ 110,000	\$ 110,000	\$ 139,724	\$ 29,724
Intergovernmental	25,000	25,000	25,000	
Interest	500	500	611	111
Other	100	100		(100)
Total Revenues	135,600	135,600	165,335	29,735
EXPENDITURES				
Administrative charges	65,000	65,000	52,755	12,245
Insurance	6,100	6,100	6,094	6
Publications legal/notices	1,000	1,000	701	299
Accounting and auditing services	15,000	15,000	22,178	(7,178)
Legal services	2,000	2,000	5,215	(3,215)
Household hazardous waste disposal	15,375	15,375	22,028	(6,653)
Recycling consultant costs			1,151	(1,151)
Recycling program costs	55,225	55,225	20,141	35,084
Total Expenditures	159,700	159,700	130,263	29,437
Net Change in Fund Balance	\$ (24,100)	\$ (24,100)	35,072	\$ 59,172
Fund Balance - Beginning of the Year			36,294	
Fund Balance - End of the Year			\$ 71,366	





INDEPENDENT AUDITOR'S 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

To the Honorable Members of the Board of Directors Upper Valley Waste Management Agency Napa, California

We have audited the financial statements of Upper Valley Waste Management Agency (Agency) as of and for the year ended June 30, 2011, and have issued our report thereon dated October 13, 2011. 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.

Internal Control Over Financial Reporting

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

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Agency'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*.

This report is intended for the information of the Board of Directors, management of the Agency and state agencies and is not intended to be and should not be used by anyone other than these specified parties.

Roseville, California October 13, 2011

Gallina LLP