

**HUDSON RIVER-BLACK RIVER REGULATING DISTRICT
(A DISCRETELY PRESENTED COMPONENT UNIT OF THE
STATE OF NEW YORK)**

**Financial Statements
June 30, 2009 and 2008
Together with
Independent Auditors' Report**

Bonadio & Co., LLP
Certified Public Accountants

**HUDSON RIVER-BLACK RIVER REGULATING DISTRICT
(A DISCRETELY PRESENTED COMPONENT UNIT OF THE STATE OF NEW YORK)**

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INDEPENDENT AUDITORS' REPORT

September 25, 2009

To the Board of Directors of
Hudson River-Black River Regulating District:

We have audited the accompanying financial statements of the business-type activities of Hudson River-Black River Regulating District (the Regulating District), a New York Public Benefit Corporation, which is a discretely presented component unit of the State of New York, as of and for the years ended June 30, 2009 and 2008 as listed in the table of contents. These financial statements are the responsibility of the management of the Regulating District. 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 the business-type activities of the Regulating District as of June 30, 2009 and 2008 and the changes in its net assets and 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 September 25, 2009, on our consideration of the Regulating District'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 important for assessing the results of our audit.

The Management's Discussion and Analysis on pages 3 through 7 is not a required part of the basic financial statements but is supplementary information required by accounting principles generally accepted in the United States. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

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INDEPENDENT AUDITORS' REPORT
(Continued)

Our audits were conducted for the purpose of forming an opinion on the basic financial statements. The accompanying supplemental combining information included in Schedules I and II is presented for purposes of additional analysis and is not a required part of the basic financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Broad & G. LLP

HUDSON RIVER-BLACK RIVER REGULATING DISTRICT (A DISCRETELY PRESENTED COMPONENT UNIT OF THE STATE OF NEW YORK)

MANAGEMENT'S DISCUSSION AND ANALYSIS JUNE 30, 2009 AND 2008

This Management Discussion and Analysis (MD&A) of Hudson River-Black River Regulating District (the Regulating District) provides an introduction to the major activities and operations of the Regulating District and an introduction and overview to the Regulating District's financial performance and statements for the fiscal years ended June 30, 2009 and 2008.

Following this MD&A are the basic financial statements of the Regulating District together with the notes thereto, which are essential to a full understanding of the data contained in the financial statements. The Statement of Net Assets and the Statement of Revenue, Expenses and Change in Net Assets (on pages 8 and 9, respectively) provide both long-term and short-term information about the Regulating District's overall financial status. The Statement of Cash Flows (on page 10) provides information on the sources and uses of the Regulating District's cash through operating, capital and related financing and investing activities. The information contained in the MD&A should be considered in conjunction with the information contained in the Financial Statements and the Notes to Financial Statements.

REGULATING DISTRICT ACTIVITIES

The Regulating District was created in 1959 when the New York State Legislature passed legislation (Article 15 Title 21 of the Environmental Conservation Law) combining the Hudson River Regulating District, founded in 1922, and the Black River Regulating District, founded in 1919. Both were created to regulate the flow of the waters of New York State's two great neighboring watersheds.

The legislation charged the Regulating District with regulating the flow of the two rivers as required by the public welfare including health and safety. Specifically, the Regulating District's responsibilities involve reducing floods caused by excess run-off, and augmenting river flow at times of drought or other periods when normal river flows are low. Organized as a public benefit corporation, the Regulating District was given a broad spectrum of legal powers to accomplish this mission, including the authority to build and operate reservoirs, issue bonds, and apportion costs on its beneficiaries to finance construction, maintenance, and operation of its reservoirs.

The Regulating District's operations are conducted under two regional operating units - one for the Black River area and another for the Hudson River area - each with segregated budgets. The management of both regions is vested in a seven-member Board appointed by the governor. The mission of the Regulating District is to regulate the flows of the Hudson River and Black River for the purposes of flood protection and flow augmentation. The Regulating District Board formulates policies to accomplish its mission at Great Sacandaga Lake, providing flood protection and low flow augmentation through reservoir releases in accordance with the Upper Hudson/Sacandaga Offer of Settlement; at Indian Lake, Stillwater Reservoir, Old Forge and Sixth Lake, providing storage during periods of high flow and augmenting flows during periods of low flow; operating a data-gathering system for precipitation, stream flow, snow depth and flood conditions; providing the public with information pertinent to its mission; operating and maintaining facilities; maintaining a sound financial status for Regulating District operations; managing the lands of the State of New York under the Regulating District's jurisdiction; and promulgating rules and regulations necessary to fulfilling its mission.

The Regulating District currently receives its primary funding from statutory beneficiaries, comprised of hydroelectric power generators, industrial operations and municipalities that directly benefit from augmented river flow and flood protection. These beneficiaries are annually assessed their proportional share of Regulating District operating expenses. A secondary revenue source comes from hydropower agreements that provide annual revenue in exchange for the ability to utilize headwater on Regulating District-administered state land for hydroelectric generating purposes. A third source of revenue, in the Hudson River area only, is the Sacandaga Lake Access Permit System, which generates revenue equal to the cost to operate the Great Sacandaga Lake Permit System.

FACILITIES

Hudson River Area Facilities: The Regulating District administers the lands of the State of New York that constitute the Great Sacandaga Lake (Sacandaga Reservoir) as well as its shoreline, and issues annual revocable permits to eligible property owners for access to the lake across State land. The lake, impounded behind the Conklingville Dam, is the heart of Regulating District operations in the 8,300 square mile Hudson-Sacandaga area. The Regulating District also owns and operates Indian Lake Reservoir and Dam.

Black River Area Facilities: In the Black River drainage area of 1,916 square miles, the Regulating District operates reservoirs and dams at Stillwater, Old Forge, and Sixth Lake.

Administrative Offices: The Regulating District's Hudson River Area Office occupies leased space in Albany. A Regulating District-owned building in Mayfield houses the Sacandaga Field Office for the Hudson River Area. The Regulating District's Black River Area Office occupies rented space in Watertown. A Regulating District-owned building at the Stillwater Reservoir houses the Black River Field Office.

OPERATIONS SUMMARY

The Regulating District's scope of operations and concomitant costs (in 000s) tend to be relatively stable from year to year:

	<u>Black River Area</u>			<u>Hudson River Area</u>		
	<u>2009</u>	<u>2008</u>	<u>2007</u>	<u>2009</u>	<u>2008</u>	<u>2007</u>
Operating revenues	\$ 967	\$ 965	\$ 969	\$ 5,718	\$ 5,846	\$ 5,798
Operating expenses	<u>(1,264)</u>	<u>(1,135)</u>	<u>(930)</u>	<u>(7,119)</u>	<u>(6,728)</u>	<u>(5,456)</u>
Operating income (loss)	(297)	(170)	39	(1,401)	(882)	342
Net non-operating revenue (expense)	<u>149</u>	<u>186</u>	<u>179</u>	<u>87</u>	<u>128</u>	<u>153</u>
Change in net assets	<u>\$ (148)</u>	<u>\$ 16</u>	<u>\$ 218</u>	<u>\$ (1,314)</u>	<u>\$ (754)</u>	<u>\$ 495</u>

The consolidated Regulating District revenues are derived from three primary sources. The financing of the two areas is accomplished independently because operating costs of each are recovered from two different sets of statutory beneficiaries, hydropower (or water usage) agreements and, in the Hudson River area only, the Great Sacandaga Lake Permit System. Statutory beneficiaries in both watersheds are assessed proportional shares of all other budgeted operating and overhead costs, after deducting the estimated revenue from the hydropower agreements, permit system revenue, and estimated interest income. In 2009, the Regulating District determined the cost of the Permit System using the costing methodology recommended to the Board by an outside consultant. Revenue from statutory beneficiaries, hydropower agreements, and permit holders is reliably adequate to balance the Regulating District's annual budget.

Operating expenses fall into four major categories: property taxes, personnel expenses, engineering and maintenance, and administrative overhead. While other expenses remain fairly stable, engineering and maintenance costs vary from year to year depending on a number of factors that affect our reservoirs, dams, and shoreline. These factors include, but are not necessarily limited to, weather, environmental protection and remediation, regulatory requirements, and recreational use of facilities. Since it is the dams that make possible the Regulating District's regulating of reservoir levels and river flows, and which restrain water to prevent flooding, maintenance of these dams is the Regulating District's primary activity.

OPERATIONS SUMMARY (Continued)

For fiscal year 2009 versus 2008, engineering consultant costs increased approximately \$111k, or 150%, for dam inspections that were required by the Federal Energy Regulatory Commission (FERC). Additionally, contractual services increased approximately \$126k, or 14%, due to construction work related to the FERC required dam inspections. The largest of those involved geotechnical studies and dam intake repair of the Conklingville Dam.

For fiscal year 2007 versus 2008, materials and supplies increased approximately \$64k or 38%. Several small projects, including the roof replacement of the Black River Field Office at the Stillwater Dam facility and installation of security cameras at the Conklingville Dam, contributed largely to this increase. Additionally, contractual services increased approximately \$126k or 14% due to several Federal Energy Regulatory Commission (FERC) mandated projects requiring engineering services work. The largest of those contributed to 90% of the increase and included the Conklingville Dam Gate Intake Repair project, Dam Breach Analysis, and Dam Vent/Siphon, and Trash Rack Feasibility study and Ice Sluice Analysis.

The Regulating District maintains board restricted reserve funds to minimize the effect that budget fluctuations would have on the statutory beneficiaries that provide its primary funding. These reserve funds absorb operating surpluses in lower expense years, and provide a means of funding operating deficits in high expense years – an effective means of assessment stabilization. Current reserves represent 22% of the total Regulating District unrestricted net assets designated by the Board.

Contributing somewhat to annual imbalances between revenues and expenses has been the Regulating District's legislative mandate to adopt three-year budgets. While multi-year budgets, with revenues assessed equally for three years, serve to stabilize assessments during the budget cycle, they also tend toward surplus early in the multi-year cycle and deficit in the final year. Fiscal year 2009 was the final year of the three year budgeting cycle.

STATEMENT OF NET ASSETS SUMMARY (000s)

	<u>2009</u>	<u>2008</u>	<u>2007</u>
Buildings	\$ 937	\$ 937	\$ 937
Building improvements, furniture and equipment	1,693	752	673
Vehicles	842	819	761
Construction in progress	-	629	635
Dam structures	<u>14,118</u>	<u>14,118</u>	<u>14,118</u>
Cost of capital assets	<u>17,590</u>	<u>17,255</u>	<u>17,124</u>
Less: Accumulated depreciation	<u>(13,229)</u>	<u>(12,955)</u>	<u>(12,701)</u>
Net book value of capital assets	4,361	4,300	4,423
Current assets	<u>6,503</u>	<u>6,691</u>	<u>6,219</u>
Total assets	10,864	10,991	10,642
Less: Liabilities	<u>(3,413)</u>	<u>(2,076)</u>	<u>(989)</u>
Net assets	<u>\$ 7,451</u>	<u>\$ 8,915</u>	<u>\$ 9,653</u>

STATEMENT OF NET ASSETS SUMMARY (Continued)

This analysis reflects the Regulating District's stable financial position. Asset growth generally occurs in governmental units when 1) cash assets are accumulated, and/or 2) debt is used to finance acquisition or construction of fixed (durable) assets such as equipment, furniture, land, buildings, major improvements that extend the life of a fixed asset, or leasehold improvements.

Asset shrinkage occurs when 1) accumulated cash assets are used for expenses that exceed revenues, and/or 2) assets acquired during the year cost less than "depreciation."

The Regulating District reserves funds for repairs and assessment stabilization. The Regulating District is managing its financial position by currently appropriating accumulated surpluses to minimize assessment increases to statutory beneficiaries. The effect on the balance sheet is to reduce cash assets. As mentioned below, there was a significant increase in liabilities, which is due to the increase in other post employment health benefits liability.

During the past year, the cost of assets acquired totaled more than depreciation expense, increasing the book value of assets. Growth of fixed assets in a governmental unit is not necessarily an indicator of financial condition, nor is negative fixed asset growth necessarily an indicator of financial deterioration.

For the Regulating District, the stability in its balance sheet reflects management's ability to monitor and maintain the capital assets, and the conservative management of its cash assets to minimize increases in assessments and fees.

DEBT

The Regulating District's anticipated Capital Plan expenditures and current operations budget is sufficient. Accordingly, the Board does not contemplate incurring debt for the current budget cycle.

FINANCIAL CONDITION

The financial position of the Regulating District remains stable and healthy. Likewise, operating results remain predictable and within an acceptable range of budget variance.

During the year ended June 30, 2008, the Regulating District implemented Governmental Accounting Standards Board Statement No. 45 (GASB No. 45). This implementation changed the accounting for other post employment health benefits from a "pay as you go" method of recognition to an accrual-basis measurement and recognition. In 2009 and 2008, an additional expense of \$1.7 million for post retirement health insurance was recognized. In 2009 and 2008, approximately \$298k and \$337k, respectively, was paid to current retirees, resulting in a net liability for future benefits of \$2.8 million and \$1.4 million, respectively, at June 30, 2009 and 2008. The post employment health benefits and corresponding expense represent the main increase in operating expenses in 2008.

Despite the stability of its operations, the Regulating District is functioning in a dynamic fiscal environment. The statutory beneficiaries have remained largely unchanged since the creation of the Regulating District. However, since 2000 and every year thereafter to date, a statutory beneficiary has commenced proceedings against the Regulating District challenging the Regulating District's apportionment of cost. The statutory beneficiary argues that there are other entities benefitting from the Regulating District that are not apportioned a share of its costs. The suit seeks changes in future assessments as well as refund of allegedly over-charged assessments for previous years. As described in Note 8 in the notes to the financial statements, this litigation may impact future operating statements, but the effect cannot be reasonably estimated at this time.

FUTURE ECONOMIC EVENTS

Beginning in fiscal year 2010, the Regulating District's primary funding source will significantly shift from federally licensed hydropower generators to state statutory non-hydropower industrial operations and municipalities that directly benefit from augmented river flow and flood control. These two beneficiary groups will be annually assessed their proportional share of Regulating District operating expenses.

REQUESTS FOR INFORMATION

The accompanying financial statements are designed to provide detailed information on the Regulating District's operations to all those with an interest in the Regulating District's financial affairs. Questions concerning any of the information provided in this report, or any request for additional information, should be addressed to the Chief Fiscal Officer, Hudson River-Black River Regulating District, 350 Northern Boulevard, Albany, New York 12204.

**HUDSON RIVER-BLACK RIVER REGULATING DISTRICT
(A DISCRETELY PRESENTED COMPONENT UNIT OF THE STATE OF NEW YORK)**

**STATEMENT OF NET ASSETS
JUNE 30, 2009 AND 2008**

	<u>2009</u>	<u>2008</u>
ASSETS		
CURRENT ASSETS:		
Cash	\$ 2,151,997	\$ 2,580,479
Investments	3,834,044	3,632,547
Accounts receivable	5,125	5,125
Prepaid expenses	<u>511,840</u>	<u>472,487</u>
Total current assets	6,503,006	6,690,638
CAPITAL ASSETS, net	<u>4,361,835</u>	<u>4,300,207</u>
Total assets	<u>10,864,841</u>	<u>10,990,845</u>
LIABILITIES		
CURRENT LIABILITIES:		
Accounts payable	147,360	39,766
Compensated absences	407,496	358,941
Current portion of settlement payable	-	227,333
Current portion of other post employment benefits	307,198	371,279
Current portion of due to New York State Retirement System	<u>35,740</u>	<u>33,336</u>
Total current liabilities	897,794	1,030,655
OTHER POST EMPLOYMENT BENEFITS, net of current portion DUE TO NEW YORK STATE RETIREMENT SYSTEM, net of current portion	2,475,575	1,000,469
	<u>39,569</u>	<u>45,109</u>
Total liabilities	<u>3,412,938</u>	<u>2,076,233</u>
NET ASSETS		
INVESTED IN CAPITAL ASSETS	4,361,835	4,300,207
UNRESTRICTED NET ASSETS	<u>3,090,068</u>	<u>4,614,405</u>
Total net assets	<u>\$ 7,451,903</u>	<u>\$ 8,914,612</u>

The accompanying notes are an integral part of these statements.

**HUDSON RIVER-BLACK RIVER REGULATING DISTRICT
(A DISCRETELY PRESENTED COMPONENT UNIT OF THE STATE OF NEW YORK)**

**STATEMENT OF REVENUE, EXPENSES AND CHANGE IN NET ASSETS
FOR THE YEARS ENDED JUNE 30, 2009 AND 2008**

	<u>2009</u>	<u>2008</u>
OPERATING REVENUE:		
Assessments	\$ 5,232,252	\$ 5,355,871
Water power service	1,042,029	1,011,678
Permit fees	407,183	414,194
Other	<u>3,026</u>	<u>29,207</u>
Total operating revenue	<u>6,684,490</u>	<u>6,810,950</u>
OPERATING EXPENSES:		
Personnel services and employee benefits	4,202,956	3,929,343
Repairs and maintenance	66,299	55,356
Material and supplies	278,125	231,603
Real estate taxes	2,470,276	2,377,231
Contractual services	1,092,221	1,015,372
Depreciation	<u>273,460</u>	<u>254,629</u>
Total operating expenses	<u>8,383,337</u>	<u>7,863,534</u>
Total operating loss	<u>(1,698,847)</u>	<u>(1,052,584)</u>
NON-OPERATING REVENUE:		
Investment income, net	<u>236,138</u>	<u>314,421</u>
Total non-operating revenue	<u>236,138</u>	<u>314,421</u>
CHANGE IN NET ASSETS	(1,462,709)	(738,163)
NET ASSETS - beginning of year	<u>8,914,612</u>	<u>9,652,775</u>
NET ASSETS - end of year	<u>\$ 7,451,903</u>	<u>\$ 8,914,612</u>

The accompanying notes are an integral part of these statements.

**HUDSON RIVER-BLACK RIVER REGULATING DISTRICT
(A DISCRETELY PRESENTED COMPONENT UNIT OF THE STATE OF NEW YORK)**

**STATEMENT OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30, 2009 AND 2008**

	<u>2009</u>	<u>2008</u>
CASH FLOW FROM OPERATING ACTIVITIES:		
Revenues -		
Cash received from assessments	\$ 5,232,252	\$ 5,478,511
Cash received from water power service	1,042,029	1,011,678
Cash received from permit fees	407,183	414,194
Other cash receipts	3,026	29,207
Expenses -		
Payments to vendors and suppliers for goods and services	(4,066,013)	(3,890,215)
Payments to employees	<u>(2,746,512)</u>	<u>(2,620,505)</u>
Net cash flow from operating activities	<u>(128,035)</u>	<u>422,870</u>
CASH FLOW FROM CAPITAL AND RELATED FINANCING ACTIVITIES:		
Purchases of capital assets	<u>(335,088)</u>	<u>(131,752)</u>
Net cash flow from capital and related financing activities	<u>(335,088)</u>	<u>(131,752)</u>
CASH FLOW FROM INVESTING ACTIVITIES		
Purchases of investments	(201,497)	(207,679)
Investment income, net	<u>236,138</u>	<u>314,421</u>
Net cash flow from investing activities	<u>34,641</u>	<u>106,742</u>
CHANGE IN CASH	(428,482)	397,860
CASH - beginning of year	<u>2,580,479</u>	<u>2,182,619</u>
CASH - end of year	<u>\$ 2,151,997</u>	<u>\$ 2,580,479</u>
CASH FLOW FROM OPERATING ACTIVITIES:		
Operating loss	\$ (1,698,847)	\$ (1,052,584)
Adjustments to reconcile operating income to net cash flow from operating activities:		
Depreciation	273,460	254,629
Changes in:		
Accounts receivable	-	122,640
Prepaid expenses	(39,353)	11,558
Accounts payable	107,594	5,123
Settlement payable	(227,333)	(227,333)
Compensated absences	48,555	(58,199)
Other post employment benefits obligation	1,411,025	1,371,748
Due to New York State Retirement System	<u>(3,136)</u>	<u>(4,712)</u>
Net cash flow from operating activities	<u>\$ (128,035)</u>	<u>\$ 422,870</u>

The accompanying notes are an integral part of these statements.

**HUDSON RIVER-BLACK RIVER REGULATING DISTRICT
(A DISCRETELY PRESENTED COMPONENT UNIT OF THE STATE OF NEW YORK)**

**NOTES TO BASIC FINANCIAL STATEMENTS
JUNE 30, 2009 AND 2008**

1. ORGANIZATION AND REPORTING ENTITY

Hudson River-Black River Regulating District (the Regulating District) was created in 1959 under Article 15, Title 21 of the Environmental Conservation Law, which combined two organizations, the Black River Regulating District (Black River,) formed in 1919, and the Hudson River Regulating District (Hudson River,) formed in 1922. The Regulating District is a New York State public benefit corporation that is mandated to regulate stream flows as required by public welfare, including health and safety. The regulation of stream flows into the two watershed areas is the mission of the consolidated organization. The day-to-day operation of the two areas is conducted independently, because they are not physically related or connected in any way. Accordingly, the financing of the two areas is accomplished independently, because operating costs of each are recovered from two different sets of statutory beneficiaries, hydropower (or water power) agreements and, in the Hudson River area, the Great Sacandaga Lake Permit System. Each watershed area has its own operating personnel; however, a common professional staff serves both. Overall direction is supplied by a board appointed by the Governor of New York State.

The Regulating District is a component unit of the State of New York and, as such, is included in the State's general purpose financial statements. The Regulating District's financial statements include all operations for which the Regulating District has financial accountability.

A significant portion of the Regulating District's employees are covered under a collective bargaining agreement with the Civil Service Employees Administration (CSEA) which expired June 30, 2009. Management is in the process of re-negotiating this contract.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying basic financial statements of the Regulating District have been prepared in conformity with accounting principles generally accepted in the United States for governments as prescribed by the Governmental Accounting Standards Board (GASB), which is the primary standard setting body for establishing governmental accounting and financial reporting principles. The Regulating District is engaged only in business-type activities as defined in GASB Statement No. 34. In compliance with GASB Statement No. 20, the Regulating District applies all applicable GASB pronouncements as well as Financial Accounting Standards Board (FASB) pronouncements and Accounting Principles Board (APB) opinions, issued on or before November 30, 1989 unless these pronouncements conflict with or contradict GASB pronouncements.

The operations of the Regulating District are reported as a proprietary fund and, as such, are accounted for on a flow of economic resources measurement focus and the accrual basis of accounting. Within this measurement focus, all assets and liabilities associated with operations are included on the balance sheet with revenues recorded when earned and expenses recorded at the time liabilities are incurred, regardless of when the cash is received or paid.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of Presentation

GASB requires the classification of net assets into three components, as defined below:

- **Invested in capital assets, net of related debt** - consists of capital assets including restricted capital assets, net of accumulated depreciation, reduced by the outstanding balances of any bonds, notes or other borrowings that are attributable to the acquisition, construction, or improvement of those assets. As of June 30, 2009 and 2008, the Regulating District did not have any debt.
- **Restricted net assets** - consists of net assets with constraints placed on their use either by (1) external groups such as creditors, grantors, contributors, or laws or regulations of other governments; or (2) law through constitutional provisions or enabling legislation.
- **Unrestricted net assets** - all other net assets that do not meet the definition of "restricted" or "invested in capital assets, net of related debt".

Cash

The Regulating District's monies must be deposited in FDIC insured commercial banks or trust companies located within the state. During the years ended June 30, 2009 and 2008, the Regulating District had funds held by New York State in Short Term Investment Pools (STIP). The Regulating District is not responsible for collateralizing the STIP funds, as they are collateralized at the State level. The Regulating District's cash in FDIC insured commercial banks, at times, may exceed federally insured limits. The Regulating District has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk with respect to cash.

Investments

The Regulating District's investment policies comply with the New York State Comptroller's guidelines for such policies. In addition, the Regulating District has its own written investment policy. Those policies permit investments in, among other things, obligations of the U.S. Treasury and its agencies and instrumentalities, certificates of deposit and obligations of the State of New York. Investments are recorded at amortized cost, which approximates market value and investment income is recorded in the statement of revenues, expenses and changes in net assets. Investments are in mutual funds with short term maturities of three years or less and are reported as current assets in the statement of net assets.

Capital Assets

Capital assets are recorded at cost. Capital assets are defined as assets with initial, individual costs exceeding a capitalization threshold of \$5,000 and useful life of two years or more. Depreciation is provided using the straight-line method over the following estimated useful lives:

Dam structures	100 years
Buildings and improvements	15 - 40 years
Equipment	5 - 7 years
Vehicles	5 years

Accrued Employee Benefits

It is the Regulating District's policy to record employee benefits, including accumulated vacation and sick leave, as a liability. Regulating District employees are granted vacation in varying amounts. Upon retirement from the Regulating District, union employees are reimbursed for fifty percent of all accumulated sick days, up to a stated maximum depending on position held, as specified in the collective bargaining agreement.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Budgets

As required by legislation, the Regulating District operates on a three-year budgeting cycle. Separate budgets are developed for the Hudson River area and Black River area since the cost of their respective operations is borne by a group of designated beneficiaries in each watershed. General administration costs, including Board expenses, are allocated on a proportionate basis to the two areas. The cost of operating the Permit System at the Great Sacandaga Lake is estimated for a three-year period. This involves allocating personnel salaries and benefits, as well as portion of facility and equipment costs to permit system operations.

Assessments

Resolutions are passed by the Regulating District's Board for both the Hudson River area and Black River area annual assessments at the June Board meeting. On July 1st of each year, assessments are billed, and on November 1st, a transmittal letter is sent to each town, city, or village informing it of each statutory beneficiary in their respective community who did not pay their assessment. Also on November 1st, a letter is sent to each county where a statutory beneficiary is located requesting it to charge unpaid assessments on the County's property tax levy for the subsequent year.

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.

3. CASH

Cash held by the Regulating District consisted of the following at June 30, 2009:

	<u>Carrying Value</u>	<u>Bank Balance</u>
Deposit accounts	\$ <u>142,517</u>	\$ <u>231,934</u>
	<u>\$ 142,517</u>	<u>\$ 231,934</u>

The Regulating District's cash deposits at June 30, 2009 were secured by the Federal Depository Insurance Corporation (FDIC) as follows:

FDIC	<u>\$ 231,934</u>
------	-------------------

3. CASH (Continued)

Cash held by the Regulating District consisted of the following at June 30, 2008:

	<u>Carrying Value</u>	<u>Bank Balance</u>
Deposit accounts	\$ 475,373	\$ 630,216
	<u>\$ 475,373</u>	<u>\$ 630,216</u>

The Regulating District's cash deposits at June 30, 2008 were secured by the FDIC and collateralized by New York State Office of the Comptroller, as follows:

FDIC	\$ 221,233
Collateralized by NYS Office of the Comptroller	<u>408,983</u>
	<u>\$ 630,216</u>

Deposits held by New York State in Short Term Investment Pools (STIP) were \$2,009,230 and \$2,104,856 at June 30, 2009 and 2008, respectively.

A summary of the carrying value of cash is as follows for the years ended June 30:

	<u>2009</u>	<u>2008</u>
Cash	\$ 142,517	\$ 475,373
STIP funds	2,009,230	2,104,856
Petty cash	<u>250</u>	<u>250</u>
	<u>\$ 2,151,997</u>	<u>\$ 2,580,479</u>

4. INVESTMENTS

New York State statutes and guidelines, and the Regulating District's own investment policies, limit the investment of funds to obligations of the U.S. Government and its agencies, certificates of deposit and obligations of the State of New York. At June 30, 2009, investments include \$3,834,044 of government mutual funds with short-term maturities, under a managed investments arrangement with Sentinel Funds. The Regulating District's investments are carried at amortized cost, which approximates market value. At June 30, 2008, investments included \$3,632,547 under a similar investment management arrangement.

The Regulating District's investments are categorized in accordance with criteria established by GASB to give an indication of the level of risk assumed by the entity at year-end. Category 1 includes investments that are insured or registered or for which the securities are held by the Regulating District or its agent in the Regulating District's name. Category 2 includes uninsured and unregistered investments for which the securities are held by the counter parties trust department or agent in the Regulating District's name. Category 3 includes uninsured and unregistered investments for which the securities are held by the counter parties, or by their trust departments or agents but not in the Regulating District's name. All of the Regulating District's investments are classified in Category 1.

5. CAPITAL ASSETS

Capital assets consisted of the following at June 30:

	<u>2008</u>	<u>Additions</u>	<u>Deductions</u>	<u>2009</u>
Hudson River Area:				
Construction in progress	\$ 628,688	\$ -	\$ (628,688)	\$ -
Total non-depreciable assets	\$ 628,688	\$ -	\$ (628,688)	\$ -
Dam structures	\$ 12,104,830	\$ -	\$ -	\$ 12,104,830
Building	936,787	-	-	936,787
Building improvements	43,300	940,367	-	983,667
Office equipment	143,622	-	-	143,622
Other equipment	80,638	-	-	80,638
Vehicles	691,667	-	-	691,667
Total at cost	14,000,844	940,367	-	14,941,211
Less: Accumulated depreciation				
Dam structures	(9,805,147)	(120,148)	-	(9,925,295)
Building	(421,511)	(23,419)	-	(444,930)
Building improvements	(14,972)	(25,691)	-	(40,663)
Office equipment	(100,659)	(3,368)	-	(104,027)
Other equipment	(25,470)	(7,468)	-	(32,938)
Vehicles	(578,568)	(42,795)	-	(621,363)
Less: Accumulated depreciation	(10,946,327)	(222,889)	-	(11,169,216)
Total Hudson River Area depreciable assets, net	3,054,517	717,478	-	3,771,995
Black River Area:				
Dam structures	2,013,195	-	-	2,013,195
Building improvements	406,442	-	-	406,442
Equipment	72,140	-	-	72,140
Vehicles	127,392	23,409	-	150,801
Office equipment	6,736	-	-	6,736
Total at cost	2,625,905	23,409	-	2,649,314
Less: Accumulated depreciation				
Dam structures	(1,780,202)	(20,000)	-	(1,800,202)
Building improvements	(86,360)	(10,746)	-	(97,106)
Equipment	(56,313)	(2,214)	-	(58,527)
Vehicles	(86,028)	(17,611)	-	(103,639)
Less: Accumulated depreciation	(2,008,903)	(50,571)	-	(2,059,474)
Total Black River Area depreciable assets, net	617,002	(27,162)	-	589,840
Total depreciable assets, net	\$ 3,671,519	\$ 690,316	\$ -	\$ 4,361,835
Total capital assets, net	\$ 4,300,207	\$ 690,316	\$ (628,688)	\$ 4,361,835

5. CAPITAL ASSETS (Continued)

	<u>2007</u>	<u>Additions</u>	<u>Deductions</u>	<u>2008</u>
Hudson River Area:				
Construction in progress	\$ 635,155	\$ -	\$ (6,467)	\$ 628,688
Total non-depreciable assets	\$ 635,155	\$ -	\$ (6,467)	\$ 628,688
Dam structures	\$ 12,104,830	\$ -	\$ -	\$ 12,104,830
Building	936,787	-	-	936,787
Building improvements	43,300	-	-	43,300
Office equipment	125,953	17,669	-	143,622
Other equipment	31,208	49,430	-	80,638
Vehicles	664,289	27,378	-	691,667
Total at cost	13,906,367	94,477	-	14,000,844
Less: Accumulated depreciation				
Dam structures	(9,685,062)	(120,085)	-	(9,805,147)
Building	(395,584)	(25,927)	-	(421,511)
Building improvements	(12,315)	(2,657)	-	(14,972)
Office equipment	(96,007)	(4,652)	-	(100,659)
Other equipment	(21,881)	(3,589)	-	(25,470)
Vehicles	(526,492)	(52,076)	-	(578,568)
Less: Accumulated depreciation	(10,737,341)	(208,986)	-	(10,946,327)
Total Hudson River Area depreciable assets, net	3,169,026	(114,509)	-	3,054,517
Black River Area:				
Dam structures	2,013,195	-	-	2,013,195
Building improvements	406,442	-	-	406,442
Equipment	58,884	13,256	-	72,140
Vehicles	96,906	30,486	-	127,392
Office equipment	6,736	-	-	6,736
Total at cost	2,582,163	43,742	-	2,625,905
Less: Accumulated depreciation				
Dam structures	(1,760,202)	(20,000)	-	(1,780,202)
Building improvements	(75,614)	(10,746)	-	(86,360)
Equipment	(54,099)	(2,214)	-	(56,313)
Vehicles	(73,345)	(12,683)	-	(86,028)
Less: Accumulated depreciation	(1,963,260)	(45,643)	-	(2,008,903)
Total Black River Area depreciable assets, net	618,903	(1,901)	-	617,002
Total depreciable assets, net	\$ 3,787,929	\$ (116,410)	\$ -	\$ 3,671,519
Total capital assets, net	\$ 4,423,084	\$ (116,410)	\$ (6,467)	\$ 4,300,207

Depreciation expense charged to operations for the years ended June 30 is as follows:

	<u>2009</u>	<u>2008</u>
Hudson River Area	\$ 222,889	\$ 208,986
Black River Area	50,571	45,643
Total capital assets	\$ 273,460	\$ 254,629

6. RETIREMENT SYSTEM

Plan Description

The Regulating District participates in the New York State and Local Employees' Retirement System (the System). This is a cost-sharing, multiple-employer retirement system. The System provides retirement benefits, as well as death and disability benefits. Obligations of employers and employees to contribute and benefits to employees are governed by the New York State Retirement and Social Security law (NYSRSSL). As set forth in NYSSRSL, the Comptroller of the State of New York (Comptroller) serves as sole trustee and administrative head of the System. The Comptroller shall adopt and may amend rules and regulations for the administration and transaction of the business of the System and for the custody and control of their funds. The System issues a publicly available financial report that includes financial statements and required supplementary information. That report may be obtained by writing to the New York State and Local Employees' Retirement Systems, 110 State Street, Albany, New York 12244.

Funding Policy

The System is non-contributory except for employees who joined the System after July 27, 1976, who contribute 3% of their salary for the first ten years of employment and nothing thereafter. Under the authority of NYSSRSL, the Comptroller shall certify annually the rates expressed as proportions of payroll of members, which shall be used in computing the contributions required to be made by employers to the Pension Accumulation Fund.

The Regulating District is required to contribute at an actuarially determined rate. The required contributions for the current year and two preceding years were:

2009	\$	139,639
2008	\$	132,268
2007	\$	138,925

The Regulating District's contributions made to the System were equal to 100% of the contributions required for 2009 and 2008.

On May 14, 2003, Chapter 49 of the Laws of 2003 of the State of New York was enacted which made the following changes in the System:

- Requires minimum contributions by employers of 4.5% of payroll every year, including years in which the investment performance would make a lower contribution possible.
- Changes the cycle of annual billing such that the contribution for a given fiscal year will be based on the value of the pension fund on the prior to April 1st.

On July 30, 2004, Chapter 260 of the Laws of 2004 of the state of New York was enacted that allows local employers to bond or amortize a portion of their retirement bill for up to 10 years in accordance with the following schedule:

- For State fiscal year (SFY) 2004-05, the amounts in excess of seven percent of employees' covered salaries, with the first payment of those pension costs not due until the fiscal year succeeding that fiscal year in which the bonding/amortization was instituted.
- For SFY 2005-06, the amount in excess of 9.5% of employees' covered salaries.
- For SFY 2006-07, the amount in excess of 10.5% of employees' covered salaries.

6. RETIREMENT SYSTEM (Continued)

Funding Policy (Continued)

Chapter 260 of the Laws of New York State changed the annual payment due date for employers who participate in the System. The December 15 payment due date changed to February 1; however, employees were allowed to prepay their payment by December 15. The covered salary period (April 15 - March 31) will not change for the calculation.

7. NET ASSETS

The following is a description of unrestricted net assets designated by the Board:

- **Assessment Stabilization**
\$676,667 (\$676,667 at June 30, 2008) has been designated for the purpose of stabilizing future assessments.
- **Capital Projects**
\$1,170,000 (\$1,170,000 at June 30, 2008) has been designated for future capital projects.
- **Other**
\$413,282 (\$413,282 at June 30, 2008) has been designated for legal, engineering and tax purposes.

8. CONTINGENCIES

Prior to 2006, the Regulating District was involved in litigation with two statutory beneficiaries. During 2006, a settlement was agreed to with one of the statutory beneficiaries requiring credits totaling \$682,000 to be applied to the beneficiaries' future assessments in equal annual installments of \$227,333 for the fiscal years ended June 30, 2007, 2008, and 2009. Additionally, the settlement requires that the Regulating District will apply \$380,000 of the existing board designated Hudson River Stabilization fund to reduce future budgets in equal annual installments of \$126,667 for the fiscal years ended June 30, 2007, 2008, and 2009. A liability and settlement expense of \$682,000 was reflected in the June 30, 2006 financial statements. As of June 30, 2009, this settlement had been paid in full.

As of June 30, 2007, the Regulating District continues to be in litigation with one major statutory beneficiary for assessment abatement that could materially affect the financial position of the Regulating District. The case has been in litigation since 2001, and the litigant has filed challenges to its assessment for each of the last eight fiscal years. The litigation remains in the discovery phase and therefore the outcome is uncertain. No amounts have been accrued related to this contingency.

In 2006, the Regulating District was involved in litigation with a person who slipped on property under the Regulating District's jurisdiction. Since the case is in the discovery phase, it is not practical to estimate the ultimate liability of the Regulating District, and no amounts have been accrued related to this contingency.

The Regulating District has been named as defendant in a number of litigation actions relating to challenges to its assessments to various beneficiaries. Due to the nature of these actions, no estimate of ultimate liability, if any, to the Regulating District can be made. Consequently, no reserves have been recorded in the accompanying financial statements for the settlement of these matters.

8. CONTINGENCIES (Continued)

During fiscal 2009, the U.S. Court of Appeals for the District of Columbia Circuit (D.C. Circuit) returned a judgment in favor of the plaintiff which completely preempts any assessment of costs against hydropower operators under the Regulating District's New York Environmental Conservation Law (ECL). As a result of the D.C. Circuit's decision, the Regulating District is no longer able to assess downstream hydroelectric projects under New York State law for a significant portion of the Regulating District's annual operations and maintenance expenses. Moreover, the plaintiff retains the right to seek refunds of previous assessments if it chooses to pursue this course of action; however, it is not possible to determine the scope of this possible action. Accordingly, no amounts have been accrued as a liability relating to this litigation.

Future Assessments

As a result of litigation described above, 83% of the Regulating District's future assessments may not be assessed and received before the middle of fiscal 2010. Since the Regulating District budgets on a three-year cycle as required by legislation, its ability to implement operational changes before that time may be limited. Management believes that sufficient cash and reserves exist, as well as delaying certain capital projects which would allow them to operate through September 30, 2010. Operations subsequent to that period may be significantly impacted by the lack of assessment revenue being generated.

9. HYDROPOWER (WATER USAGE) AGREEMENTS

In the Hudson River area, the Regulating District has a Hydropower Agreement with a hydroelectric company effective July 1, 2003 and expiring June 30, 2021, which required an initial annual payment of \$850,000 that increases by 3.0% each year.

In the Black River area, the Regulating District has a Hydropower Agreement with a hydroelectric company effective January 1, 1986 and expiring in December 31, 2016, which required an initial annual payment of \$30,000 that increases by 3.0% each year.

Estimated annual required payments to the Regulating District under the terms of these agreements are as follows for the years ending June 30:

2010	\$ 1,073,290
2011	1,105,488
2012	1,138,653
2013	1,172,813
2014	1,207,997
Thereafter	<u>9,152,949</u>
	<u>\$ 14,851,190</u>

10. CONCENTRATIONS

Approximately 69% and 65% of assessment revenues and 54% and 51% of total operating revenues were provided by two statutory beneficiaries for the years ended June 30, 2009 and 2008, respectively.

11. POST EMPLOYMENT HEALTH CARE BENEFITS

Plan Description

The Regulating District provides certain health care benefits for retired employees. The Regulating District administers the Retirement Benefits Plan (the "Retirement Plan") as a single-employer defined benefit Other Post Employment Benefit Plan (OPEB).

In general, the Regulating District provides health care benefits for those retired personnel who are eligible for a pension through the System. The Retirement Plan can be amended by action of the District subject to applicable collective bargaining and employment agreements. The number of retired employees currently receiving benefits at June 30, 2009 and 2008 was 32 and 39, respectively. The Retirement Plan does not issue a stand-alone financial report since there are no assets legally segregated for the sole purpose of paying benefits under the plan.

Funding Policy

The obligations of the Retirement Plan are established by action of the Regulating District pursuant to applicable collective bargaining and employment agreements. The required premium contribution rates of retirees range from 0%-25%, depending on when the employee was hired and if the employee is governed by a CSEA or a management exempt plan. The Regulating District will pay 100% of the premiums for the retiree and spouse for a management exempt employee, 100% of the premium for a Union employee, and 75% of the premium for a Union employees' spouse. The Regulating District pays the costs of administering the Retirement Plan. The Regulating District currently contributes enough money to the Retirement Plan to satisfy current obligations on a pay-as-you-go basis to cover annual premiums. The amounts paid during 2009 and 2008 were approximately \$298,000 and \$338,000, respectively.

Annual OPEB Cost and Net OPEB Obligation

The Regulating District's annual OPEB cost is calculated based on the annual required contribution of the employer (ARC), an amount actuarially determined in accordance with generally accepted accounting principles. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover the normal cost each year plus the amortization of the unfunded actuarial accrued liability over a period not to exceed 30 years. The following table shows the components of the Regulating Districts' annual OPEB cost for the year, the amount actually contributed to the Retirement Plan, and the changes in the Regulating Districts' net OPEB obligation:

Annual required contribution	\$ 1,709,274
Interest on net OPEB obligation	-
Adjustment to ARC	<u>-</u>
Annual OPEB cost	1,709,274
Contributions made	<u>(298,249)</u>
Increase in net OPEB obligation	1,411,025
Net OPEB obligation - beginning of year	<u>1,371,748</u>
Net OPEB obligation - end of year	<u>\$ 2,782,773</u>
Percentage of Annual OPEB Cost	
Contributed	17.45%

11. POST-EMPLOYMENT HEALTH CARE BENEFITS (Continued)

Funded Status and Funding Progress

The projection of future benefits for an ongoing plan involves estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality, and the healthcare cost trend. Amounts determined regarding the funded status of the Retirement Plan and the annual required contributions of the employer are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future. The Retirement Plan is currently not funded.

The schedule of funding progress presents information on the actuarial value of plan assets relative to the actuarial accrued liabilities (AAL) for benefits. In the future, the schedule will provide multi-year trend information about the value of plan assets relative to the AAL.

Schedule of Funding Progress for the Regulating District's Plan

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) (b)	Unfunded AAL (UAAL) (b) - (a)	Funded Ratio (a)/(b)	Covered Payroll (c)	UAAL as a% of Covered Payroll (b-a)/(c)
7/1/2007	\$ -	\$ 17,665,905	\$ 17,665,905	0.0%	\$ 1,786,883	989%

Actuarial Methods and Assumptions

Projections of benefits for financial reporting purposes are based on the substantive plan as understood by the employer and plan members and include the types of benefits provided at the time of the valuation and the historical pattern of sharing of benefit costs between the employer and plan members to that point. The actuarial methods and assumptions used include techniques that are designed to reduce the effects of short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations.

In the July 1, 2007 valuation, the following methods and assumptions were used:

Actuarial cost method	Projected unit credit
Discount rate*	2.0%
Medical care cost trend rate	9.0% or 10.0% initially, based on age of retirees. The rate is reduced by decrements to an ultimate rate of 5.0% after eight years.
Unfunded actuarial accrued liability:	
Amortization period	30 years
Amortization method	Level Dollar
Amortization basis	Open

* As the plan is unfunded, the assumed discount rate considers that the Regulating District's investment assets are low risk in nature, such as money market or Sentinel fund.

12. COMMITMENTS

The Regulating District has two operating lease agreements for office space that require monthly payments of \$1,190 through November 2012, and monthly payments of \$3,500 through March 2013, respectively.

The future minimum lease payments for fiscal years ending June 30 under the terms of these lease agreements are as follows:

2010	\$	56,376
2011		56,376
2012		49,188
2013		<u>33,990</u>
	\$	<u>195,930</u>

Total rent expense recognized by the Regulating District under the terms of all of its office lease agreements was approximately \$56,700 and \$54,200 during the years ended June 30, 2009 and 2008, respectively.

HUDSON RIVER-BLACK RIVER REGULATING DISTRICT
(A DISCRETELY PRESENTED COMPONENT UNIT OF THE STATE OF NEW YORK)

COMBINING STATEMENT OF NET ASSETS
JUNE 30, 2009

	<u>Hudson River</u>	<u>Black River</u>	<u>Total Regulating District</u>
ASSETS			
CURRENT ASSETS:			
Cash	\$ 1,072,941	\$ 1,079,056	\$ 2,151,997
Investments	1,232,319	2,601,725	3,834,044
Accounts receivable	-	5,125	5,125
Due from (to) District	38,750	(38,750)	-
Prepaid expenses	499,719	12,121	511,840
	<u>2,843,729</u>	<u>3,659,277</u>	<u>6,503,006</u>
Total current assets			
	2,843,729	3,659,277	6,503,006
CAPITAL ASSETS, net	<u>3,771,995</u>	<u>589,840</u>	<u>4,361,835</u>
Total assets	<u>6,615,724</u>	<u>4,249,117</u>	<u>10,864,841</u>
LIABILITIES			
CURRENT LIABILITIES:			
Accounts payable	143,385	3,975	147,360
Compensated absences	339,578	67,918	407,496
Current portion of other post employment benefits	261,118	46,080	307,198
Current portion due to New York State Retirement System	35,740	-	35,740
	<u>779,821</u>	<u>117,973</u>	<u>897,794</u>
Total current liabilities			
	779,821	117,973	897,794
OTHER POST EMPLOYMENT BENEFITS, net of current portion	2,104,239	371,336	2,475,575
DUE TO NEW YORK STATE RETIREMENT SYSTEM, net of current portion	<u>39,569</u>	<u>-</u>	<u>39,569</u>
Total liabilities	<u>2,923,629</u>	<u>489,309</u>	<u>3,412,938</u>
NET ASSETS			
INVESTED IN CAPITAL ASSETS	3,771,995	589,840	4,361,835
UNRESTRICTED NET ASSETS	<u>(79,900)</u>	<u>3,169,968</u>	<u>3,090,068</u>
Total net assets	<u>\$ 3,692,095</u>	<u>\$ 3,759,808</u>	<u>\$ 7,451,903</u>

The accompanying notes are an integral part of these schedules.

**HUDSON RIVER-BLACK RIVER REGULATING DISTRICT
(A DISCRETELY PRESENTED COMPONENT UNIT OF THE STATE OF NEW YORK)**

**COMBINING STATEMENT OF REVENUE, EXPENSES AND CHANGE IN NET ASSETS
FOR THE YEAR ENDED JUNE 30, 2009**

	<u>Hudson River</u>	<u>Black River</u>	<u>Total Regulating District</u>
OPERATING REVENUE:			
Assessments	\$ 4,321,976	\$ 910,276	\$ 5,232,252
Water power service	985,383	56,646	1,042,029
Permit fees	407,183	-	407,183
Other	3,026	-	3,026
	<u>5,717,568</u>	<u>966,922</u>	<u>6,684,490</u>
OPERATING EXPENSES:			
Personnel services and employee benefits	3,516,534	686,422	4,202,956
Repairs and maintenance	65,434	865	66,299
Material and supplies	230,586	47,539	278,125
Real estate taxes	2,431,151	39,125	2,470,276
Contractual services	969,053	123,168	1,092,221
Allocated general board expenses	(316,666)	316,666	-
Depreciation	222,889	50,571	273,460
	<u>7,118,981</u>	<u>1,264,356</u>	<u>8,383,337</u>
Total operating loss	<u>(1,401,413)</u>	<u>(297,434)</u>	<u>(1,698,847)</u>
NON-OPERATING REVENUE:			
Investment income, net	<u>86,717</u>	<u>149,421</u>	<u>236,138</u>
Total non-operating revenue	<u>86,717</u>	<u>149,421</u>	<u>236,138</u>
CHANGE IN NET ASSETS	(1,314,696)	(148,013)	(1,462,709)
NET ASSETS - beginning of year	<u>5,006,791</u>	<u>3,907,821</u>	<u>8,914,612</u>
NET ASSETS - end of year	<u>\$ 3,692,095</u>	<u>\$ 3,759,808</u>	<u>\$ 7,451,903</u>

The accompanying notes are an integral part of these schedules.

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

September 25, 2009

To the Board of Directors of
Hudson River-Black River Regulating District:

We have audited the financial statements of the business type activities of the Hudson River-Black River Regulating District (the Regulating District), as of and for the year ended June 30, 2009 which collectively comprise the Regulating District's basic financial statements, and have issued our report thereon dated September 25, 2009. 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 Regulating District'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 the Regulating District's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Regulating District's internal control over financial reporting.

Our consideration of internal control over financial reporting was for the limited purpose described in the preceding paragraph and would not necessarily identify all deficiencies in internal control over financial reporting that might be significant deficiencies or material weaknesses. However, as discussed below, we identified a certain deficiency in internal control over financial reporting that we consider to be a significant deficiency.

A *control deficiency* 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 misstatements on a timely basis. A *significant deficiency* is a control deficiency, or combination of control deficiencies, that adversely affects the Regulating District's ability to initiate, authorize, record, process, or report financial data reliably in accordance with generally accepted accounting principles such that there is more than a remote likelihood that a misstatement of the Regulating District's financial statements that is more than inconsequential will not be prevented or detected by the Regulating District's internal control. We consider the deficiency described below to be a significant deficiency in internal control over financial reporting.

Finding 2009-01 – Capitalization of Assets

Condition: Certain asset additions and improvements were expensed rather than capitalized in accordance with the Regulating District's policies.

Criteria: In order to comply with generally accepted accounting principles, assets purchased which improve the useful life of an existing asset should be capitalized.

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**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)

Internal Control Over Financial Reporting (Continued)

Finding 2009-01 - Capitalization of Assets (Continued)

Effect: The Regulating District recorded a material adjustment of approximately \$312,000 to capitalize assets related to the Conklingville Dam Intake Repair Construction Project and the Conklingville Dam Geotechnical Investigation Contract.

Cause: The existing controls at the Regulating District were not sufficient to identify the error had occurred.

Recommendation: We recommend that the Regulating District review its year-end closing procedures to ensure all assets have been capitalized.

Management Response: The aforementioned adjustment represents two capital projects, Geotechnical Investigation (\$59,955) and Dam Intake Repair Construction (\$252,045) that were originally budgeted as repairs to structures (expense), then subsequently reclassified as capital improvements (capital asset). However, the journal entry to move the applicable expenses was not made. The Regulating District has revised its year-end closing review to include the verification that capital improvement projects are in fact journalized properly.

A *material weakness* is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by the Regulating District's internal control.

Our consideration of the internal control over financial reporting was for the limited purpose described in the first paragraph of this section and would not necessarily identify all deficiencies in the internal control that might be significant deficiencies and, accordingly, would not necessarily disclose all significant deficiencies that are also considered to be material weaknesses. However we consider the significant deficiency described above (Finding 2009-01) to be a material weakness.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Regulating District'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 other matters that we reported to management of the Regulating District in a separate letter dated September 2009.

The Regulating District's response to the finding identified in our audit is described above. We did not audit the Regulating District's response and, accordingly, we express no opinion on it.

This report is intended solely for the information and use of management, the audit committee, Board of Directors, and others within the entity and is not intended to be and should not be used by anyone other than these specified parties. However, this report is a matter of public record and its distribution is not limited.