March 20, 2014

BARONE, HOWARD & Co., CPAs, PC
New Hartford, New York 13413-4962

This representation letter is provided in connection with your audit of the financial statements of Oneida County Industrial Development Agency which comprise the statement(s) of financial position as of December 31, 2013 and 2012, and the related statements of activities, functional expenses, and cash flows for the years then ended and the related notes to the financial statements, for the purpose of expressing an opinion as to whether the financial statements are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States (U.S. GAAP).

Certain representations in this letter are described as being limited to matters that are material. Items are considered material, regardless of size, if they involve an omission or misstatement of accounting information that, in light of surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would be changed or influenced by the omission or misstatement. An omission or misstatement that is monetarily small in amount could be considered material as a result of qualitative factors.

We confirm, to the best of our knowledge and belief March 20, 2014, the following representations made to you during your audit.

Financial Statements

1. We have fulfilled our responsibilities, as set out in the terms of the audit engagement letter dated January 17, 2014.

2. The financial statements referred to above are fairly presented in conformity with United States generally accepted accounting principles.

3. We acknowledge our responsibility for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

4. We acknowledge our responsibility for the design, implementation and maintenance of internal control to prevent and detect fraud.

5. Significant assumptions we used in making accounting estimates, including those measured at fair value, are reasonable.

6. Related party relationships and transactions have been appropriately accounted for and disclosed in accordance with the requirements of U.A. GAAP.

7. All events subsequent to the date of the financial statements and for which U.S. GAAP requires adjustment or disclosure have been adjusted or disclosed.
8. We are not aware of any pending or threatened litigation, claims, or assessments or unasserted claims or assessments that are required to be accrued or disclosed in the financial statements in accordance with U.S. GAAP, and we have not consulted a lawyer concerning litigation, claims, or assessments.

9. Material concentrations have been properly disclosed in accordance with U.S. GAAP.

10. Guarantees, whether written or oral, under which the Agency is contingently liable, have been properly recorded or disclosed in accordance with U.S. GAAP.

Information Provided

1. We have provided you with:
   a. Access to all information, of which we are aware, that is relevant to the preparation and fair presentation of the financial statements, such as record, documentation, and other matters.
   b. Additional information that you have requested from us for the purpose of the audit.
   c. Unrestricted access to persons within the entity from whom you determine it necessary to obtain audit evidence.

2. All material transactions have been recorded in the accounting records and are reflected in the financial statements.

3. We have disclosed to you the results of our assessment of the risk that the financial statements may be materially misstated as a result of fraud.

4. We have no knowledge of any fraud or suspected fraud that affects the entity and involves:
   a. Management,
   b. Employees who have significant roles in internal control, or
   c. Others where the fraud could have a material effect on the financial statements.

5. We have no knowledge of any allegations of fraud or suspected fraud affecting the entity's financial statements communicated by employees, former employees, analysis, regulators, or others.

6. We have disclosed to you all known instances or noncompliance or suspected noncompliance, if any, with laws and regulations whose effects should be considered when preparing financial statements.

7. We have disclosed to you all known actual or possible litigations, claims, and assessments, if any, whose effects should be considered when preparing the financial statements.
8. We have disclosed to you the identity of the entity's related parties and all the related party relationships and transactions of which we are aware.

9. The Agency has satisfactory title to all owned assets, and there are no liens or encumbrances on such assets nor has any asset been pledged as collateral.

10. Receivables recorded in the financial statements represent valid claims against debtors or sales or other charges arising on or before the balance sheet date and have been reduced to their estimated net realizable value.

11. Arrangements with financial institutions involving compensating balances or other arrangements involving restrictions on cash balances, lines or credit, or similar arrangement have been properly disclosed.

12. Loans, if any, to executive officers have been properly accounted for and disclosed.

13. Agreements to repurchase asset previously sold, if any, have been properly disclosed.

14. We are responsible for compliance with the laws, regulation, and provisions of contracts and grant agreements applicable to us; and we have identified and disclosed to you all laws, regulations and provisions of contracts and grant agreements that we believe have a direct and material effect on the determination of financial statement amounts or other financial data significant to the audit objectives.

15. Oneida County Industrial Development Agency is a tax exempt organization. Any activities of which we are aware that would jeopardize the Agency’s tax-exempt status, and all activities subject to tax on unrelated business income or excise or other tax, have been disclosed to you.

16. We acknowledge our responsibility for presenting the supplementary Information in accordance with U.S. GAAP, and we believe the supplementary information, including its form and content, is fairly presented in accordance with U.S. GAAP. The methods of measurement and presentation of the supplementary information have not changed from those used in the prior period, and we have disclosed to you any significant assumptions or interpretations underlying the measurement and presentation of the supplemental information.

Signature: [Signature]

Title: [Title]