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July 22, 2009

To the Water Utility Board
Madison Water Utility
119 East Olin Avenue
Madison, WI 53713

Dear Board Members:

The following are comments on matters that came to our attention during the course of the audit of the financial statements of the Madison Water Utility (utility) for the years ended December 31, 2008 and 2007, which we reported on July 22, 2009.

This letter is written to highlight certain items or bring other matters of attention to the Commissioners. The comments and recommendations in this letter are not intended to reflect in any way on the integrity or ability of the personnel of the utility. They are made solely in the interest of establishing sound internal control practices and improving utility operations.

This letter is intended solely for the information and use of the board members, management and is not intended to be, and should not be, used by anyone other than these specified parties.

2008 FINANCIAL HIGHLIGHTS

The management discussion and analysis section of the utility's financial statements highlights financial and operating information useful to management. It contains an excellent discussion of the major financial and operational events for the year.

COMMENTS AND RECOMMENDATIONS

Materials and Supplies Inventory

During our physical inventory inspection of the water utility inventory on hand we noted discrepancies between the units observed and the units in the system. Although the amounts were not significant, staff was unable to provide documentation of purchases or other activity to clear all the differences noted. Discrepancies can result in purchases of items prior to operational need, operating with levels of inventory lowered than desired for certain parts, items installed and not properly charged to work orders being charged to expenses with inventory adjustments and an increased risk of theft. We would recommend that management review the processes used to log inventory purchases and usage to ensure that the amounts recorded in the financial records accurately reflect the amounts on hand.

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COMMENTS AND RECOMMENDATIONS (cont.)

GASB No. 51: Accounting and Financial Reporting for Intangible Assets

Governments possess many different types of assets that may be considered intangible assets, including easements, water rights, timber rights, patents, trademarks, and computer software (purchased or internally written).

Statement No. 51 requires that all intangible assets be classified as capital assets (except for a few minor exclusions). Accordingly, existing authoritative guidance related to the accounting and financial reporting for capital assets should be applied to intangible assets, as applicable.

That means that you should treat costs incurred for intangible assets the same as you would treat costs incurred for other capital assets like a truck or building. Intangible assets will be written off over their useful life (using amortization).

INTERNAL CONTROL

In planning and performing our audit of the financial statements of the Madison Water Utility for the years ended December 31, 2008 and 2007, in accordance with auditing standards generally accepted in the United States of America, we considered its internal control 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 its internal control. Accordingly, we do not express an opinion on the effectiveness of its internal control.

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

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 entity'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 entity's financial statements that is more than inconsequential will not be prevented or detected by the entity's internal control.

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 entity's internal control. We believe that the following deficiency constitutes a material weakness.

- > Financial reporting

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INTERNAL CONTROL (cont.)

Financial Reporting

As in previous years, we are required to comment on your internal controls. In theory, a properly designed system of internal controls consists of enough people, with sufficient training, to process and record monthly transactions, as well as prepare a complete set of annual financial statements. However, while most utility's staff do a good job of processing and recording monthly transactions, the reality is that very few have the background, training or time needed to prepare annual financial statements.

The definition of a material weakness in internal control includes consideration of the year end financial reporting process including the preparation of financial statements. In order for your municipality to avoid this type of material weakness, the system of internal controls would need to be able to accomplish the following:

1. Maintain the utility's books and records in such a condition that the auditor is not able to identify any material journal entries as a result of our audit procedures.
2. Be capable of preparing a complete set of year end financial statements in such a condition that the auditor is not able to identify any material changes as a result of the audit. A complete set of financial statements include the statement of net assets, changes in net assets and cash flows as well as the footnote disclosures.

This high level of internal control over financial reporting can be a difficult task for governments. As opposed to large private companies, most governments operate with only enough staff to process monthly transactions and reports, and often rely on their auditors to prepare the year end entries and financial reporting. As this is the case with your municipality, we are now required to inform you that these are material weaknesses in your internal controls.

We welcome any comments or questions you have regarding your system of internal controls.

As certain processes are combined with the municipality those systems were reviewed and control deficiencies, if any, reported as part of the municipality's overall audit. These include payroll, special assessments, risk assessment, human resources and information technology.

COMMUNICATION TO AUDIT COMMITTEE OR ITS EQUIVALENT

We have audited the financial statements of Madison Water Utility for the years ended December 31, 2008 and 2007, and have issued our report thereon dated July 22, 2009. Professional standards require that we provide you with the following information related to our audit.

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COMMUNICATION TO AUDIT COMMITTEE OR ITS EQUIVALENT (cont.)

OUR RESPONSIBILITY UNDER U.S. GENERALLY ACCEPTED AUDITING STANDARDS

The objective of a financial statement audit is the expression of an opinion on the financial statements. We conducted the audit in accordance with auditing standards generally accepted in the United States of America. These standards require that we plan and perform our audit to obtain reasonable, rather than absolute, assurance about whether the financial statements prepared by management with your oversight are free of material misstatement, whether caused by error or fraud. Our audit included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit does not relieve management or the board of their responsibilities.

As part of the audit we obtained an understanding of the entity and its environment, including internal control, sufficient to assess the risks of material misstatement of the financial statements and to design the nature, timing and extent of further audit procedures. The audit was not designed to provide assurance on internal control or to identify deficiencies in internal control.

OTHER INFORMATION IN DOCUMENTS CONTAINING AUDITED FINANCIAL STATEMENTS

Our responsibility does not extend beyond the audited financial statements identified in this report. We do not have any obligation to and have not performed any procedures to corroborate other information contained in client prepared documents, such as official statements related to debt issues.

PLANNED SCOPE AND TIMING OF THE AUDIT

We performed the audit according to the planned scope and timing previously communicated to the council in our planning letter.

QUALITATIVE ASPECTS OF THE ENTITY'S SIGNIFICANT ACCOUNTING PRACTICES

Accounting Policies

Management has the responsibility for selection and use of appropriate accounting policies. In accordance with the terms of our engagement letter, we will advise management about the appropriateness of accounting policies and their application. The significant accounting policies used by the Madison Water Utility are described in Note 1 to the financial statements. No new accounting policies were adopted and the application of existing policies was not changed during 2007. As described in Note 10 to the financial statements, the Utility adopted GASB Statement No. 45 – *Accounting and Financial Reporting by Employers for Postemployment Benefits Other than Pensions*, in 2007. There were no changes to accounting policies in 2008. We noted no transactions entered into by the Madison Water Utility during the year that were both significant and unusual, and of which, under professional standards, we are required to inform you, or transactions for which there is a lack of authoritative guidance or consensus.

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COMMUNICATION TO AUDIT COMMITTEE OR ITS EQUIVALENT (cont.)

QUALITATIVE ASPECTS OF THE ENTITY'S SIGNIFICANT ACCOUNTING PRACTICES (cont.)

Accounting Estimates

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected. The most sensitive estimate affecting the financial statements was:

Management's estimate of the accrued revenue is based on actual and historical billing data. We evaluated the key factors and assumptions used to develop the accrued revenue in determining that it is reasonable in relation to the financial statements taken as a whole.

Management's estimates of accrued sick leave and other post employment benefit liabilities are based on a combination of historical data and possible future outcomes. We have reviewed the methodology for the accrued sick leave and the actuarial report for the other post employment benefits and related assumptions in determining that it is reasonable in relation to the financial statements taken as a whole.

Financial Statement Disclosures

The disclosures in the financial statements are neutral, consistent, and clear.

DIFFICULTIES ENCOUNTERED IN PERFORMING THE AUDIT

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

AUDIT ADJUSTMENTS

Professional standards require us to accumulate all known and likely misstatement identified during the audit, other than those that are trivial, and communicate them to the appropriate level of management.

For purposes of this letter, professional standards define an audit adjustment as a proposed correction of the financial statements that, in our judgment, may not have been detected except through our auditing procedures. An audit adjustment may or may not indicate matters that could have a significant effect on the Madison Water Utility's financial reporting process. Matters underlying adjustments proposed by the auditor could potentially cause future financial statements to be materially misstated. All audit adjustments we prepared were included in your financial statements. There was one adjustment made to the accrued revenue calculation. A copy of this adjustment is available from management. There were no uncorrected adjustments

DISAGREEMENTS WITH MANAGEMENT

For purposes of this letter, professional standards define a disagreement with management as a matter, whether or not resolved to our satisfaction, concerning a financial accounting, reporting, or auditing matter that could be significant to the financial statements or the auditor's report. We are pleased to report that no such disagreements arose during the course of our audit.

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COMMUNICATION TO AUDIT COMMITTEE OR ITS EQUIVALENT (cont.)

CONSULTATIONS WITH OTHER ACCOUNTANTS

In some cases, management may decide to consult with other accountants about auditing and accounting matters. If a consultation involves application of an accounting principle to the governmental unit's financial statements or a determination of the type of auditors' opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

MANAGEMENT REPRESENTATIONS

We have requested certain representations from management that are included in the management representation letter. This letter is attached.

INDEPENDENCE

We are not aware of any relationships between Baker Tilly Virchow Krause, LLP and the Madison Water Utility that, in our professional judgment, may reasonably be thought to bear on our independence.

Relating to our audit of the financial statements of for the year ended December 31, 2008, Baker Tilly Virchow Krause, LLP hereby confirms in accordance with the Code of Professional Conduct issued by the American Institute of Certified Public Accountants, that we are, in our professional judgment, independent with respect to the Madison Water Utility and provided no services to the Madison Water Utility other than the audit of the current year's financial statements and non-audit services which in our judgment do not impair our independence, including:

- > Financial statement preparation
- > Adjusting journal entries

OTHER AUDIT FINDINGS OR ISSUES

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the Madison Water Utility's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

CLOSING COMMENTS

We appreciate the assistance provided to us by utility personnel during the audit. As always, it is a pleasure working with the City of Madison Water Utility. If you have any questions or comments, please contact us.

Sincerely,

BAKER TILLY VIRCHOW KRAUSE, LLP

Baker Tilly Virchow Krause, LLP

Quality and Reliability since 1932

**Madison
Water
Utility**



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July 22, 2009

Baker Tilly Virchow Krause, LLP
Ten Terrace Court
P.O. Box 7398
Madison, WI 53707

Dear Auditors:

We are providing this letter in connection with your audit of the financial statements of the Madison Water Utility as of December 31, 2008 and 2007 and for the years then ended for the purpose of expressing an opinion as to whether the financial statements present fairly, in all material respects, the respective financial position, results of operations, and cash flows of Madison Water Utility in conformity with accounting principles generally accepted in the United States of America. We confirm that we are responsible for the fair presentation in the financial statements of financial position, results of operations and cash flows in conformity with accounting principles generally accepted in the United States of America. We have engaged you to advise us in fulfilling that responsibility. We are also responsible for adopting sound accounting policies, establishing and maintaining internal control and preventing and detecting fraud.

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 the 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.

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

1. The financial statements referred to above are fairly presented in conformity with accounting principles generally accepted in the United States of America.
2. We have made available to you all –
 - a. Financial records and related data.
 - b. Minutes of the meetings of our governing body and summaries of actions of recent meetings for which minutes have not yet been prepared.
3. There have been no communications from regulatory agencies concerning noncompliance with, or deficiencies in, financial reporting practices.
4. There are no material transactions that have not been properly recorded in the accounting records underlying the financial statements.

5. All known audit and bookkeeping adjustments have been included in our financial statements.
6. We acknowledge our responsibility for the design and implementation of programs and controls to prevent and detect fraud.
7. We have no knowledge of any fraud or suspected fraud affecting the entity involving:
 - 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.
8. We have no plans or intentions that may materially affect the carrying value or classification of assets, liabilities or fund equity.
9. The following, if any, have been properly recorded or disclosed in the financial statements:
 - a. Joint ventures
 - b. Related party transactions, including revenues, expenses, loans, transfers, leasing arrangements, and guarantees, and amounts receivable from or payable to related parties.
 - c. Collateralization agreements with financial institutions.
 - d. Guarantees, whether written or oral, under which the utility is contingently liable.
 - e. All accounting estimates that could be material to the financial statements, including the key factors and significant assumptions underlying those estimates, and we believe the estimates are reasonable in the circumstances.
10. We are responsible for compliance with the laws, regulations, and provisions of contracts and grant agreements applicable to us, including debt contracts and debt covenants; 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, including legal and contractual provisions for reporting specific activities in separate funds.
11. There are no –
 - a. Violations or possible violations of budget ordinances, provisions of contracts and grant agreements, laws or regulations and any related debt covenants whose effects should be considered for disclosure in the financial statements or as a basis for recording a loss contingency.
 - b. Rates being charged to customers other than the rates as authorized by the applicable authoritative body.
 - c. Violations of restrictions placed on revenues as a result of a bond resolution covenants – such as revenue distribution, or debt service funding.
 - d. Unasserted claims, assessments or pending lawsuits that our lawyer has advised us are probable of assertion and must be disclosed in accordance with Financial Accounting Standards Board (FASB) Statement No. 5, *Accounting for Contingencies*.

Baker Tilly Virchow Krause, LLP

July 22, 2009

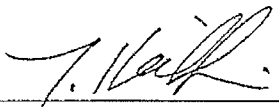
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11. (cont.)

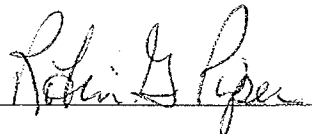
- e. Other material liabilities or gain or loss contingencies that are required to be accrued or disclosed by Statement of Financial Accounting Standards No. 5.
- 12. Provision, when material, has been made to reduce excess or obsolete inventories to their estimated net realizable value.
- 13. We have satisfactory title to all owned assets, and there are no liens or encumbrances on such assets nor has any asset been pledged as collateral other than liens created by our revenue debt.
- 14. We have complied with all aspects of contractual agreements that would have a material effect on the financial statement in the event of noncompliance.
- 15. Net asset components (invested in capital assets, net of related debt; restricted; and unrestricted) are properly classified.
- 16. Provisions for uncollectible receivables have been properly identified and recorded.
- 17. Interfund activity and balances have been appropriately classified and reported.
- 18. Special and extraordinary items are appropriately classified and reported.
- 19. Deposits and investment securities are properly classified in category of custodial credit risk.
- 20. Capital assets are properly capitalized and depreciated.
- 21. Required supplementary information (RSI) is measured and presented within prescribed guidelines.

To the best of our knowledge and belief, no events, including instances of noncompliance, have occurred subsequent to December 31, 2008 and through the date of this letter that would require adjustment to, or disclosure in, the aforementioned financial statements.

MADISON WATER UTILITY

Signed  _____

Title/Date General Manager 07/22/2009

Signed  _____

Title/Date Finance/Accounting Manager 07/22/2009