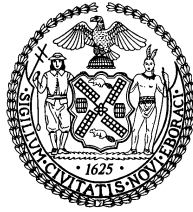


ANNUAL REPORT
OF THE
AUDIT COMMITTEE
OF
THE CITY OF NEW YORK



March 1, 2012 – February 28, 2013

EXECUTIVE SUMMARY

This is the thirty-fourth annual report of the Audit Committee of The City of New York (the Committee). This report covers activities of the 2013 Committee Year, which ended on February 28, 2013.

The Committee reviewed and evaluated the audit approach and monitored the progress of the audit of The City of New York's (The City's) financial statements which were performed by the independent certified public accountants. Based upon a representation from the auditors and its own review, the Committee is satisfied that the audit was performed in accordance with generally accepted auditing standards and *Government Auditing Standards* and that The City's financial statements are presented in conformity with generally accepted accounting principles (GAAP) for governments.

The Committee is pleased with the cooperative efforts between The City and its independent certified public accountants, Deloitte & Touche LLP, in the audit of The City's financial statements. The Committee congratulates the Comptroller of The City of New York and his staff on being awarded, for the thirty-second consecutive year, the Government Finance Officers Association Certificate of Achievement for Excellence in Financial Reporting for The City's Comprehensive Annual Financial Report for Fiscal Year 2011. The Committee also congratulates the Executive Directors and staffs of the following entities for being awarded the Government Finance Officers Association Certificate of Achievement for Excellence in Financial Reporting:

- New York City Employees' Retirement System
- Teachers' Retirement System of The City of New York - Qualified Pension Plan
- New York City Board of Education Retirement System Qualified Pension Plan
- New York City Police Pension Fund
- New York City Fire Pension Fund
- New York City Water and Sewer System
- New York City Deferred Compensation Plan
- New York City Housing Authority

During the year, the Committee continued its review and evaluation of the audit process of the various City component units, covered organizations and Business Improvement Districts (BIDS). Such involvement includes reviewing the audited financial statements and management letters of these entities. Additionally, the Committee met with the managements and the independent auditors of various component units, covered organizations and BIDS.

On March 21, 2012, Mr. Michael Spitzer nominated Mr. Bernard Rosen as Chairperson of the Audit Committee and there was unanimous consent. Mr. Rosen's appointment is for the remainder of a two-year term which began on March 1, 2012 and will expire on February 28, 2014.

On January 16, 2013 The Chair announced Ms. Maria Tavares as the replacement for Mr. Simcha Felder as the City Comptroller's representative on the Audit Committee. Additionally, Ms. Jacqueline Thompson was unanimously appointed as Secretary to the Audit Committee replacing Ms. Tavares.

Respectfully submitted,

Private Members

Bernard Rosen
Mark N. Kaplan
Michael Spitzer
Bud Larson

Public Members

Michael R. Bloomberg
John C. Liu
Bill DeBlasio

February 28, 2013

SECTION I
RESPONSIBILITIES AND OPERATIONS

The Audit Committee of The City of New York is established by, and functions pursuant to, Section 97 of the City Charter, (see Appendix A). The Committee was created in 1979 by the Mayor's Executive Order No. 29. In 1987, the Committee was reorganized by Executive Order No. 111, which superseded the prior order.

The seven-member Committee is constituted as follows:

Private Members:

Two individuals with expertise in finance
Two individuals with expertise in accounting

Public Members:

The Mayor
The Comptroller
The Public Advocate

The Mayor appoints the four private members, two upon the recommendation of the Comptroller. Private members serve two-year terms and continue in office until their successors have been appointed and qualified.

The private members are:

Finance:

Mr. Bernard Rosen
Financial Consultant
Term End: February 28, 2014

Mr. Mark N. Kaplan
Of Counsel, Skadden, Arps, Slate, Meagher & Flom, LLP
Term End: February 28, 2014

Accounting:

Mr. Michael Spitzer
Financial Consultant
Term End: February 28, 2013

Mr. Bud Larson
Term End: February 28, 2013

Responsibilities and Accomplishments

The Committee performed the following activities in the 2013 Committee year:

- Reviewed the Report to the Mayor and the City Council on City Comptroller Audit Operations for fiscal year 2011
- Reviewed and advised on the independent auditor's audit plan for The City
- Reviewed the progress of the audit of The City's financial statements
- Provided comments on The City and Department of Education Draft financial statements
- Reviewed and accepted The City and Department of Education Draft financial statements and received explanations for items included in the financial statements
- Reviewed and evaluated the independent auditors' management letter for The City and the New York City Department of Education (DOE), including management's responses
- Reviewed and accepted The City of New York Single Audit Reports for the fiscal year ended June 30, 2011
- Published an annual Committee report
- Approved the selection of the City's independent actuary, experience studies of data through June 30, 2011 and June 30, 2013 and related review services
- Approved the Comptroller's Office Request for Information process which will lead to the office's Request for Proposal to select the City's next Independent Auditor.

Responsibilities Not Assumed

The Committee did not assume responsibility comparable to the above activities with respect to the audits of certain component units, covered organizations, Business Improvement Districts (BIDS) and the various fiduciary funds maintained by The City. The Committee, however, as more fully discussed in SECTION VI, has extended its purview to include involvement with respect to certain of these organizations.

The Comptroller is obligated by the City Charter to undertake audits and investigations of all financial operations of The City and to perform essentially the equivalent of an internal audit function. The Committee receives the annual report on the results of the Comptroller's audit activities. The independent auditors reviewed the Comptroller's audit reports to the extent necessary under generally accepted auditing standards. The Committee did not consider it necessary to make a further review of

the Comptroller's activities.

Operations

The Committee held eight public meetings and six private executive sessions during the Committee Year ended February 28, 2013.

In addition to the members of the Committee (or their representatives, in the case of the Public members), the public meetings were attended at all times by representatives of Deloitte & Touche LLP, the independent auditors for The City.

Minutes of all meetings are on file at the Comptroller's Office and are available for public inspection.

SECTION II

RELATIONSHIP WITH INDEPENDENT PUBLIC ACCOUNTANTS

The firm of Deloitte & Touche LLP was The City's independent auditors for The City's fiscal year ended June 30, 2012. This firm was not engaged in any non-audit work for The City which would have been considered an impairment of their independence.

The Committee undertook a review of the audit scope, as outlined in the *Audit Plan for The City of New York for the Fiscal Year Ended June 30, 2012*, submitted by the independent auditors.

The Committee is satisfied that the independent auditors performed an audit in accordance with generally accepted auditing standards and *Government Auditing Standards*.

SECTION III

REVIEW OF THE ANNUAL FINANCIAL STATEMENTS

The Committee reviewed the draft financial statements of The City for the year ended June 30, 2012 with representatives of the Comptroller's Office, the Mayor's Office of Management and Budget, and the independent auditors. The Committee considered the draft statements fairly presented. The independent auditors found The City's financial statements to be in conformity with generally accepted accounting principles and rendered an unqualified opinion.

The fiscal year 2012 financial statements include component units and fiduciary funds.

To include these component units and other entities in The City's financial statements, The City relied on the audit reports issued by the independent auditors of the component units and fiduciary funds. A detailed list of independent auditors and associated entities is included in the Audit Committee Schedule at the end of this Annual Report.

SECTION IV

REVIEW OF ACCOUNTING ISSUES

During the year there were no material accounting issues referred to the Committee.

SECTION V

REVIEW OF THE INDEPENDENT AUDITORS' MANAGEMENT REPORT

The City's independent auditors are required by contract to provide The City with comments and suggestions regarding internal controls in a management letter. Review of The City's management report for the fiscal year ended June 30, 2011 occurred at the April 18, 2012 Committee meeting. Additionally, the Committee reviewed the City's management report for the fiscal year ended June 30, 2012 during the January 16, 2013 Audit Committee meeting. During both reviews, the auditors reported that no material weaknesses in internal control were found.

SECTION VI

REVIEW OF COMPONENT UNITS AND FIDUCIARY FUNDS INCLUDED IN THE CITY'S REPORTING ENTITY, COVERED ORGANIZATIONS AND BIDS

The financial reporting entity is defined in Governmental Accounting Standards Board (GASB) Statement No. 14, "The Financial Reporting Entity".

GASB No. 14 defines component units as those units of government for which the elected officials of the governmental reporting entity have financial accountability. The Committee's scope also includes those units of government identified as "covered organizations" in the New York City Emergency Financial Control Act.

In addition to the component units, and fiduciary funds mentioned in SECTION III, Committee involvement included the review of the financial statements and management letters of covered organizations and BIDS and also included discussions with the responsible

management, when warranted.

The following schedule details the 2013 Committee year review of financial statements, management letters and other reports and presentations of the following:

- Covered organizations (COV) which are not component units of The City,
- Component units (CU),
- Fiduciary funds (F),
- Business Improvement Districts (BIDS).

**Audit Committee Schedule
March 2012-February 2013**

<u>AUDIT COMMITTEE SCHEDULE KEY</u>									
COV - Covered Organization									
CU - Component Unit									
F - Fiduciary Fund									
BID - Business Improvement Districts									
TBP - To Be Presented									
Auditor	Entity Type	06/30/12	11/01/11	Financial Statements presented for Fiscal Year ended	Audit Committee Meeting				
Deans, Archer & Co.	CU		X		3/21/2012				
		Brooklyn Navy Yard Development Corporation (BNYDC)							
Deloitte & Touche, LLP	F		X		4/18/2012				
	F	NYC Board of Education Retirement System - Qualified Pension Plan (BERS)							
		NYC Correction Officers' Variable Supplements Fund (COVSF)			4/18/2012				
		NYC Department of Education (DOE)		X	10/22/2012				
	F	NYC Employees' Retirement System (NYCERS)		X	4/18/2012				
	F	NYC Fire Department Fire Officers' Variable Supplements Fund (FOVSF)		X	4/18/2012				
	F	NYC Fire Department Firefighters' Variable Supplements Fund (FFVSF)		X	4/18/2012				
	F	NYC Fire Pension Fund (FIRE)		X	4/18/2012				
	F	NYC Housing Police Officers' Variable Supplements Fund (HPOVSF)		X	4/18/2012				
	F	NYC Housing Police Superior Officers' Variable Supplements Fund (HPSOVSF)		X	4/18/2012				
	F	NYC Other Postemployment Benefits Plan (the Plan)		X	4/18/2012				
	F	NYC Police Department Police Officers' Variable Supplements Fund (POVSF)		X	4/18/2012				
	F	NYC Police Department Police Superior Officers' Variable Supplements Fund (PSOVSF)		X	4/18/2012				
	F	NYC Police Pension Fund (POLICE)		X	4/18/2012				
	COV	NYC Transit Authority (TA)		12/31/2011	10/22/2012				
	F	NYC Transit Police Officers' Variable Supplements Fund (TPOVSF)		X	4/18/2012				
	F	NYC Transit Police Superior Officers' Variable Supplements Fund (TPSOVSF)		X	4/18/2012				
	CU	NYC Water & Sewer System (NYW)		X	2/13/2013				
	COV	Staten Island Rapid Transit Operating Authority (SIRTOA)		12/31/2011	10/22/2012				
	F	Teachers' Retirement System of The City of New York - Qualified Pension Plan (TRS)		X	4/18/2012				
		The City of New York Financial Statements - <i>draft</i>			10/22/2012				
		The City of New York Financial Statements Audit Plan		X	5/31/2012				
		The City of New York Management Report		X	4/18/2012				
		The City of New York Management Report		X	1/16/2013				
		The City of New York Single Audit Report - <i>draft</i>		X	3/21/2012				
Ernst & Young, LLP	CU			X	TBP 3/20/2013				
	CU	NYC Capital Resource Corporation (CRC)		X	TBP 3/20/2013				
	CU	NYC Economic Development Corporation (EDC)		X	12/19/2012				
	CU	NYC Energy Efficiency Corporation (EEC)		X	6/20/2012				
	CU	NYC Housing Authority (HA)		12/31/2011	5/16/2012				
	CU	NYC Housing Development Corporation (HDC)		10/31/2011	TBP 3/20/2013				
	CU	NYC Industrial Development Agency (IDA)		X	TBP 3/20/2013				

**Audit Committee Schedule
March 2012-February 2013**

AUDIT COMMITTEE SCHEDULE KEY									
COV - Covered Organization									
CU - Component Unit									
F - Fiduciary Fund									
BID - Business Improvement Districts									
TBP - To Be Presented									
Auditor		Entity Type	06/30/12	11/03/11	Financial Statements presented for Fiscal Year ended	Audit Committee Meeting			
Israeloff, Trattner & Co., P.C.	NYC Educational Construction Fund (ECF)	CU	X			1/16/2013			
Johnson, Lambert & Co., LLP	WTC Captive Insurance Company, Inc. (WTC Captive)	CU		12/31/2011		6/20/2012			
KPMG, LLP	34th Street Partnership, Inc.	BID	X			12/19/2012			
	Fiscal Year 2005 Securitization Corporation (FSC)	CU	X			2/13/2013			
	NYC Health and Hospitals Corporation (HHC)	CU		X		5/16/2012			
	Sales Tax Asset Receivable Corporation (STAR)	CU	X			2/13/2013			
Marks, Paneth & Shron, LLP	Brooklyn Bridge Park (BBP)	CU	X			12/19/2012			
	Hudson Yards Development Corporation (HYDC)	CU	X			2/13/2013			
	Hudson Yards Infrastructure Corporation (HYIC)	CU	X			2/13/2013			
	The City of New York Deferred Compensation Plan (DCP)	F		12/31/2011		6/20/2012			
	NYC Transitional Finance Authority (TFA)	CU	X			2/13/2013			
	The Trust for Governors Island (TGI)	CU	X			2/13/2013			
	TSASC, Inc. (TSASC)	CU	X			2/13/2013			
Padilla & Company, LLP	NYC Business Relocation Assistance Corporation (BRAC)	CU	X			1/16/2013			
PriceWaterhouseCoopers, LLP	New York City School Construction Authority (SCA)	CU	X			1/16/2013			
Skody, Scot & Co., CPAs, P.C.	Grand Central Partnership, Inc., Grand Central District Management Association, Inc.	BID	X			12/19/2012			
Toski, Schaefer & Co., P.C.	New York City Tax Lien 1998 - 2 TRUST	CU	X			2/13/2013			
	New York City Tax Lien 2010 - A TRUST	CU	X			2/13/2013			
	New York City Tax Lien 2011 - A TRUST	CU	X			2/13/2013			
	New York City Tax Lien 2012 - A TRUST	CU	X			2/13/2013			
OTHER	Annual Report of the Audit Committee (FY 2011-2012) - <i>draft</i>			2/28/2012		3/21/2012			
	Report to The Mayor and City Council on City Comptroller Audit Operations for Fiscal Year 2011					3/21/2012	X		
	Approval of the selection of the City's Independent Actuarial Auditor		X			5/16/2012	X		

APPENDIX A

BY-LAWS
ADOPTED APRIL 4, 1991

ARTICLE I

ESTABLISHMENT OF AN AUDIT COMMITTEE OF
THE CITY OF NEW YORK

SECTION 1. An Audit Committee of The City of New York (the "Audit Committee") has been established pursuant to Section 97 of the City Charter approved by the voters on November 7, 1989, which is incorporated herein and attached hereto.

SECTION 2. The operational guidelines of the Audit Committee ("By-Laws") are set out herein.

ARTICLE II
MEMBERSHIP

SECTION 1. MEMBERS. The Audit Committee will consist of the Mayor, the Comptroller, the President of the City Council*, each of whom serve ex-officio (collectively the "City Members"), and four other persons (the "Private Members").

• On January 1, 1994 the office of the City Council President became the office of the Public Advocate.

SECTION 2. SELECTION OF PRIVATE MEMBERS. The four Private Members will be appointed by the Mayor, two of whom will be appointed upon the recommendation of the Comptroller. The Private Members will include (i) two individuals with expertise in finance, and (ii) two individuals with expertise in accounting.

SECTION 3. TERMS OF PRIVATE MEMBERS. Two Private Members, one of whom will be recommended by the Comptroller, will serve for two year terms commencing March 1, 1990; and two Private Members, one of whom shall have been recommended by the Comptroller, will serve for two year terms commencing March 1, 1991. Succeeding Private Members will serve for a two-year term. Private Members will continue in office until their successors have been appointed and qualified.

SECTION 4. DESIGNATION OF REPRESENTATIVES TO ATTEND AUDIT COMMITTEE MEETINGS ON BEHALF OF CITY MEMBERS. The City Members, who will serve on the Committee as part of their official responsibilities, may designate representatives to attend Audit Committee meetings on their behalf.

SECTION 5. COMPENSATION OF PRIVATE MEMBERS. Private Members will serve without salary. Each Private Member will be entitled to reimbursement for his actual and necessary expenses incurred in the performance of his official duties as a Private Member of the Committee and a per diem allowance of \$150 when rendering services as a Private Member provided that the aggregate per diem allowance to any one Private Member in any one annual term of office will not exceed the sum of \$1,500.00.

ARTICLE III
AUDIT COMMITTEE RESPONSIBILITIES

SECTION 1. The Audit Committee shall advise the City in connection with:

- a. the selection of an independent certified public accounting firm or consortium of firms which shall perform the annual audit of the City's financial statements; and
- b. the establishment of the scope of the aforesaid audit; and
- c. the suspension or withdrawal of authority delegated to an agency pursuant to subdivision H of Section 93 of the City Charter; and
- d. the selection of the independent actuary to perform the actuarial audit required by Section 96 of the City Charter.

SECTION 2. It is recognized that the City's independent auditors shall have final responsibility for determining whether the City's financial statements have been prepared in accordance with generally accepted accounting principles, provided, however, that the Audit Committee may review the progress of the audit and be available for consultation in connection with accounting issues which may arise during the course of the audit.

- a. The City anticipates that any issues referred to the Audit Committee will have first been reviewed by the Office of Management and Budget and the Office of the Comptroller.
- b. Subsequent to the aforesaid review, the Audit Committee shall review

the issue and advise the auditor as to its views on said issue.

SECTION 3. The Audit Committee shall review the financial statements and the accompanying auditor's reports of the City and its component units, and where appropriate, shall comment on any material in the financial statements or in the accompanying auditor's reports.

SECTION 4. The Audit Committee shall review the auditor's management letter and any City and component units' response thereto and where appropriate, shall comment on said letter and the City's and component units' responses.

SECTION 5. The Audit Committee shall be entitled to receive an explanation of any item included in the financial statements, or proposed to be included in the financial statements from the Comptroller, the auditors, or both, and the managements, the auditors, or both, of the component units.

SECTION 6. The Audit Committee may rely on the conduct of an audit committee of a component unit.

SECTION 7. The Audit Committee shall not have the authority to establish accounting policy for the City or the component units and shall not conduct its activities in such a manner as to create the appearance or impression that it has the authority to so establish accounting policy.

SECTION 8. The Audit Committee shall publish an annual report no later than February 28 of each year detailing the activities and decisions of the Audit Committee for the prior twelve (12) months. Members shall have the privilege to dissent and express their dissent or dissents in this report.

SECTION 9. All actions of the Audit Committee shall be on a majority vote unless otherwise specified.

ARTICLE IV
MISCELLANEOUS PROVISIONS

SECTION 1. AUDIT COMMITTEE MEETINGS. The Audit Committee will meet in the beginning of each year for organizational purposes and at such other times as it shall determine are necessary for the fulfillment of its duties and responsibilities. A majority of members shall constitute a quorum. An agenda will be prepared for each meeting and sent to each member of the Audit Committee in advance of such meeting.

SECTION 2. MINUTES OF AUDIT COMMITTEE MEETINGS. The Committee will keep and maintain written minutes of each of its meetings.

SECTION 3. ADOPTION OF BY-LAWS. The Audit Committee, at its initial meeting, or as soon thereafter as is practical shall adopt the aforesaid by-laws to govern its organization and internal management. The Audit Committee may, from time to time, amend said by-laws.

NEW YORK CITY CHARTER EFFECTIVE JANUARY 1, 1990

Section 97 Audit Committee:

a. There shall be an audit committee which shall consist of the Mayor, the Comptroller, the President of the Council*, and four private members appointed by the Mayor, two of whom shall be appointed upon the recommendation of the Comptroller. The members of the committee shall elect a private member as chair for an annual term commencing on the first day of March.

b. The private members of the audit committee shall include (i) two persons with expertise in finance, and (ii) two persons with expertise in accounting. Two private members, one of whom shall have been recommended by the Comptroller, shall serve for two-year terms commencing on the first day of March, nineteen hundred ninety; and two private members, one of whom shall have been recommended by the Comptroller, shall serve for two-year terms commencing on the first day of March, nineteen hundred ninety-one. Private Members shall continue in office until their successors have been appointed and qualified. Private members shall serve without salary but shall be reimbursed for expenses actually and necessarily incurred in the performance of official duties and shall also receive a per diem allowance when rendering services to the committee.

c. The Audit Committee shall:

- (1) approve or disapprove the Comptroller's suspension or withdrawal of authority delegated to an agency pursuant to subdivision H of section ninety-three;
- (2) select a firm or firms of certified public accountants to perform the annual audit of the City's accounts required by section ninety-five;
- (3) assist in the determination of areas of inquiry for, review the progress of, and evaluate the results of, the annual audit required by section ninety-five;
- (4) approve the selection of the independent actuary to perform the actuarial

audit required by section ninety-six; and

(5) perform such other functions as are agreed to by all of the members.

* On January 1, 1994 the office of the City Council President became the office of the Public Advocate.