



# State of Mississippi

OFFICE OF THE STATE AUDITOR  
STACEY E. PICKERING  
AUDITOR

## LETTER OF ENGAGEMENT

August 12, 2010  
(Date)

Harrison  
County

John T. McAdams  
Chancery Clerk

We are pleased to confirm our understanding of the services we are to provide Harrison County for the year ending September 30, 2009.

Section 7-7-211(e), Miss. Code Ann. (1972), requires the Office of the State Auditor to audit the financial records of the county for each fiscal year. Financial statements include the financial data of the county as primary government and the financial data of the county's component units, if any, necessary for fair presentation in conformity with accounting principles generally accepted in the United States of America. Accounting standards generally accepted in the United States of America provide for certain Required Supplementary Information (RSI), such as Management's Discussion and Analysis to accompany Harrison County's basic financial statements. As part of our engagement, we will apply certain limited procedures to Harrison County's RSI. These limited procedures will consist principally of inquiries of management regarding the methods of measurement and presentation which management is responsible for affirming to us in its representation letter. Unless we encounter problems with the presentation of the RSI or with procedures relating to it, we will disclaim an opinion on it.

We will audit the financial statements of the governmental activities, the business-type activities (if applicable), each major fund and the aggregate remaining fund information which collectively comprise the county's basic financial statements as of and for the year ended September 30, 2009. However, we will not expand the scope of our audit procedures beyond the county's records as primary government.

If the county desires the financial statements of any mutually agreed-upon component units to be included in one report, then the county must provide us the audited financial statements of those entities, prepared in accordance with the financial reporting model described in GASB Statement No. 34, during the early stages of the audit engagement. If the county desires to omit one or more, but not all component units, the auditor's report will be qualified or adverse if material component units that should be included are omitted. Further, since component unit financial statements will be audited by other auditors, our opinion, insofar as it relates to the amounts included for component units, will be based solely upon the reports of the other auditors. The inclusion of component unit audited financial statements in one report would provide readers of the report with financial statements on the entire financial reporting entity.

Our opinion will be on the financial statements of the governmental activities, the business-type activities (if applicable), each major fund, the aggregate remaining fund information and the discretely presented component units, which collectively comprise the county's financial statements as of and for the year ended September 30, 2009.

The document we submit to you will include the following Required Supplementary Information (RSI) required by U.S. generally accepted accounting principles that will be subjected to certain limited procedures, but will not be audited:

1. Management's Discussion and Analysis (if prepared by management)
2. Budgetary Comparison Schedules for Major Funds
3. Schedule of Funding Progress - Other Postemployment Benefits (if applicable)

Also, the document we submit to you will include the following supplementary information other than RSI that will be subjected to the auditing procedures applied in our audit of the basic financial statements upon which we will provide an opinion on it in relation to the basic financial statements:

1. Schedule of Expenditures of Federal Awards (if applicable)
2. Reconciliation of Operating Costs of Solid Waste (if applicable)

#### Audit Objectives

The objective of our audit is the expression of opinions as to whether your basic financial statements are fairly presented, in all material respects, in conformity with U.S. generally accepted accounting principles and to report on the fairness of the additional information referred to in the seventh paragraph when considered in relation to the basic financial statements taken as a whole. Our audit will be conducted in accordance with generally accepted auditing standards established by the Auditing Standards Board (United States) and the standards for financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, and will include tests of the accounting records of Harrison County and other procedures we consider necessary to enable us to express such opinions and to render required reports.

If we are required to perform a Single Audit, then our audit will also be conducted in accordance with the Single Audit Act Amendments of 1996 and the provisions of OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*. OMB Circular A-133 requires that we plan and perform the audit to obtain reasonable assurance about whether the county has complied with certain provisions of laws, regulations, contracts, and grants. Our procedures will consist of tests of accounting records, a determination of major programs in accordance with OMB Circular A-133 and other applicable procedures described in the OMB's compliance supplement. The purpose of our audit will be to express an opinion on the county's compliance with requirements applicable to major programs and to perform tests of controls to evaluate the effectiveness of the design and operation of controls that we consider relevant to preventing or detecting material noncompliance with compliance requirements applicable to each of the county's major federal programs. Our tests of controls will be less in scope than would be necessary to render an opinion on these controls and, accordingly, no opinion will be expressed.

If our opinions on the financial statements or the Single Audit compliance opinions are other than unqualified, we will fully discuss the reasons with you in advance. If, for any reason, we are unable to complete the audit or are unable to form or have not formed our opinions, we may decline to express our opinions or to issue a report as a result of this engagement.

The objective also includes reporting on:

- Internal control that does not include an opinion related to the financial statements and compliance with laws, regulations, the provisions of contracts or grant agreements, and other matters noncompliance with which could have a material effect on the financial statements in accordance with *Government Auditing Standards*.
- Internal control related to major programs and an opinion (or disclaimer of opinion) on compliance with laws, regulations, and the provisions of contracts or grant agreements

that could have a direct and material effect on each major program in accordance with the Single Audit Act Amendments of 1996 and OMB Circular A-133, *Audits of States, Local Governments and Non-Profit Organizations*. (If applicable)

- Central purchasing system, inventory control system and purchase clerk schedules (required by Section 31-7-115, Miss. Code Ann. (1972)) and an opinion on compliance with state laws governing central purchasing, inventory and bid requirements

A management letter will also be issued on various procedures performed related to selected sub-offices of the county.

The reports on internal control and compliance will each include a statement that the report is intended solely for the information and use of management, the body or individuals charged with governance, others within the entity specific legislative or regulatory bodies, and federal awarding agencies and pass-through agencies (if applicable) and is not intended to be and should not be used by anyone other than these specified parties. The report on the central purchasing system, inventory control system and purchase clerk schedules will include a statement that the report is intended for use in evaluating the central purchasing system and inventory control system of the county and is not intended to be and should not be relied upon for any other purpose. These reports will each include a statement that the report is a matter of public record and its distribution is not limited.

The county's management will be allowed to respond to our comments on any findings included in the above reports prior to publication of our report. Responses should be limited to fifty words for each finding. Responses will then be included in the published audit report.

#### **Management Responsibilities**

Management is responsible for establishing and maintaining effective internal controls, including internal controls over compliance, and for monitoring ongoing activities; to help ensure that appropriate goals and objectives are met; for the selection and application of accounting principles; for the fair presentation in the financial statements of the respective financial position of the governmental activities, the business-type activities (if applicable), the aggregate discretely presented component units (if applicable), each major fund, and the aggregate remaining fund information of Harrison County and the respective changes in financial position and cash flows, where applicable, in conformity with U.S. generally accepted accounting principles, and for compliance with applicable laws and regulations and the provisions of contracts and grant agreements. Management is responsible for the basic financial statements and all accompanying information as well as all representations contained therein. Management is also responsible for the preparation of the Schedule of Expenditures of Federal Awards in accordance with the requirements of OMB Circular A-133.

You are responsible for the preparation of your financial statements which include the government-wide financial statements, the fund financial statements and notes to the financial statements. You are also responsible for the preparation of Management's Discussion and Analysis, the Budgetary Comparison Schedules for Major Funds, the Schedule of Expenditures of Federal Awards and the Reconciliation of Operating Costs of Solid Waste (if applicable). Further, you are required to designate a qualified management-level individual to be responsible and accountable for overseeing our services.

Management is responsible for making all financial records and related information available to us and for ensuring that management and financial information is reliable and properly recorded. Your responsibilities also include identifying significant vendor relationships in which the vendor has responsibility for program compliance and for the accuracy and completeness of that information. As part of our engagement, we may propose correcting journal entries to your financial statements. You are responsible for reviewing the entries and understanding the nature of any proposed entries and the impact they have on the financial statements. That responsibility includes the establishment and maintenance of adequate records and effective internal control over financial reporting and compliance, the selection and application of accounting principles and the safeguarding of assets. Management is responsible for adjusting the financial statements to correct material misstatements and for confirming to us in the representation letter that the effects of any uncorrected misstatements aggregated by us during the current engagement and pertaining to the latest period presented are immaterial, both individually and in the aggregate, to the financial statements taken as a whole.

You are responsible for the design and implementation of programs and controls to prevent and detect fraud, and for informing us about all known or suspected fraud, or illegal acts affecting the county involving (1) management, (2) employees who have significant roles in internal control and (3) others where the fraud or illegal acts could have a material effect on the financial statements. You are also responsible for informing us of your knowledge of any allegations of fraud or suspected fraud, or illegal acts affecting the county received in communications from employees, former employees, grantors, regulators or others. In addition, you are responsible for identifying and ensuring that the county complies with applicable laws, regulations, contracts, agreements and grants and for taking timely and appropriate steps to remedy any fraud, illegal acts, violations of contracts or grant agreements, or abuse that we may report. Additionally, as required by OMB Circular A-133, it is management's responsibility to follow up and take corrective action on reported audit findings and to prepare a summary schedule of prior audit findings and a corrective action plan. Management will appoint an audit representative or representatives to discuss draft findings with us during the course of the audit. Management is responsible for documenting their approved audit representative or representatives in a letter to us during the beginning stages of the audit.

Management is responsible for establishing and maintaining a process for tracking the status of audit findings and recommendations. Management is also responsible for identifying for us previous financial audits, attestation engagements, performance audits or other studies related to the objectives discussed in the Audit Objectives section of this letter. This responsibility includes relaying to us corrective actions taken to address significant findings and recommendations resulting from those audits, attestation engagements, performance audits or studies. You are also responsible for providing management's views on our current findings, conclusions, and recommendations, as well as your planned corrective actions, for the report, and for the timing and format for providing that information.

#### **Audit Procedures - General**

An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements; therefore, our audit will involve judgment about the number of transactions to be examined and the areas to be tested. We will plan and perform the audit to obtain reasonable assurance rather than absolute assurance about whether the financial statements are free of material misstatement, whether from (1) errors, (2) fraudulent financial reporting, (3) misappropriation of assets, or (4) violations of laws or governmental regulations that are attributable to the county or to acts by management or employees acting on behalf of the county. Because the determination of abuse is subjective, *Government Auditing Standards* do not expect auditors to provide reasonable assurance of detecting abuse. If we are required to perform a Single Audit, as required by the Single Audit Act Amendments of 1996 and OMB Circular A-133, our audit will include tests of transactions related to major federal award programs for compliance with applicable laws and regulations and the provisions of contracts and grant agreements. Because an audit is designed to provide reasonable, but not absolute assurance and because we will not perform a detailed examination of all transactions, there is a risk that material misstatements or noncompliance may exist and not be detected by us. In addition, an audit is not designed to detect immaterial misstatements or violations of laws or governmental regulations that do not have a direct and material effect on the financial statements or major programs. However, we will inform you of any material errors and any fraudulent financial reporting or misappropriation of assets that come to our attention. We will also inform you of any violations of laws or governmental regulations that come to our attention, unless clearly inconsequential. We will include such matters in the reports required for a Single Audit. Our responsibility as auditors is limited to the period covered by our audit and does not extend to any later periods for which we are not engaged as auditors.

Our procedures will include tests of documentary evidence supporting the transactions recorded in the accounts, and may include tests of the physical existence of inventories, and direct confirmation of receivables and certain other assets and liabilities by correspondence with selected individuals, funding sources, creditors, and financial institutions. We will request written representations from your attorneys as part of the engagement, and they may bill you for responding to this inquiry. At the conclusion of our audit, we will also require certain written representations from you about the financial statements and related matters.

#### **Audit Procedures - Internal Controls**

Our audit will include obtaining an understanding of the entity and its environment including internal controls sufficient to assess the risks of material misstatement of the financial statements and to design the nature, timing, and extent of further audit procedures. Tests of controls may be performed to test the effectiveness of certain controls that we consider relevant to preventing and detecting errors and fraud that are material to the financial

statements and to preventing and detecting misstatements resulting from illegal acts and other noncompliance matters that have a direct and material effect on the financial statements. Our tests, if performed, will be less in scope than would be necessary to render an opinion on internal control and, accordingly, no opinion will be expressed in our report on internal control issued pursuant to *Government Auditing Standards*.

If we are required to perform a Single Audit, as required by OMB Circular A-133, we will perform tests of controls over compliance to evaluate the effectiveness of the design and operation of controls that we consider relevant to preventing or detecting material noncompliance with compliance requirements applicable to each major federal award program. However, our tests will be less in scope than would be necessary to render an opinion on those controls and, accordingly, no opinion will be expressed in our report on internal control issued pursuant to OMB Circular A-133.

An audit is not designed to provide assurance on internal control or to identify significant deficiencies. However, during the audit, we will communicate to management and those charged with governance internal control related matters that are required to be communicated under standards established by the American Institute of Certified Public Accountants, *Government Auditing Standards* and OMB Circular A-133.

#### **Audit Procedures - Compliance**

Our audit will be conducted in accordance with the standards referred to in the section titled Audit Objectives. As part of obtaining reasonable assurance about whether the financial statements are free of material misstatement, we will perform tests of Harrison County's compliance with applicable laws and regulations and the provisions of contracts and agreements, including grant agreements. However, the objective of those procedures will not be to provide an opinion on overall compliance and we will not express such an opinion in our report on compliance issued pursuant to *Government Auditing Standards*.

If we are required to perform a Single Audit, OMB Circular A-133 requires that we also plan and perform the audit to obtain reasonable assurance about whether the county has complied with applicable laws and regulations and the provisions of contracts and grant agreements applicable to major programs. If we are required to perform a Single Audit, our procedures will consist of tests of transactions and other applicable procedures described in the *OMB Circular A-133 Compliance Supplement* for the types of compliance requirements that could have a direct and material effect on each of the county's major programs. The purpose of those procedures will be to express an opinion on the county's compliance with requirements applicable to each of its major programs in our report on compliance issued pursuant to OMB Circular A-133.

#### **Audit Administration, Fees and Other**

We understand that your employees will provide assistance to our staff in the form of preparation of account summaries, will locate any documents selected by us for testing and other tasks, which could help reduce the time spent on the audit. We also understand that you will provide us with adequate working space in your office and access to all records and other information requested in connection with the audit.

Management agrees and accepts responsibility for making a determination of all potentially significant component units for the fiscal year ending September 30, 2009.

If we are required to perform a Single Audit, at the conclusion of the engagement, we will complete the appropriate sections of the Data Collection Form that summarizes our audit findings. It is management's responsibility to submit the reporting package (including financial statements, schedule of expenditures of federal awards, summary schedule of prior audit findings, auditors' reports, and corrective action plan) along with the Data Collection Form to the federal audit clearinghouse. We will coordinate with you the electronic submission and certification. If applicable, we will provide copies of our report for you to include with the reporting package you will submit to pass-through entities. The Data Collection Form and the reporting package must be submitted within the earlier of 30 days after receipt of the auditors' reports or nine months after the end of the audit period, unless a longer period is agreed to in advance by the cognizant or oversight agency for audits.

The audit documentation for this engagement is the property of the Office of the State Auditor and constitutes confidential information. However, pursuant to authority given by law or regulation, we may be requested to make

certain audit documentation available to the applicable oversight agency for audit or its designee, a federal agency providing direct or indirect funding, or the U.S. Government Accountability Office for purposes of a quality review of the audit, to resolve audit findings, or to carry out oversight responsibilities. We will notify you of any such request. If requested, access to such audit documentation will be provided under the supervision of Office of the State Auditor personnel. Furthermore, upon request, we may provide copies of selected audit documentation to the aforementioned parties. These parties may intend, or decide, to distribute the copies or information contained therein to others, including other governmental agencies.

The audit documentation for this engagement will be retained for a minimum of five years after the report release or for any additional period requested by the oversight agency for audit or pass-through entity. If we are aware that a federal awarding agency, pass-through entity, or auditee is contesting an audit finding, we will contact the party(ies) contesting the audit finding for guidance prior to destroying the audit documentation.

We expect to begin our audit on approximately August 12, 2010

Our fee for these services, including report processing, will be based on the actual time spent at our standard hourly rates and will be billed directly to the county. Our invoices for these fees will be rendered as work progresses and are payable on presentation. We estimate our fee for these services will be approximately \$ 72,500.

This estimate is based on historical costs, anticipated cooperation from your personnel and the assumption that unexpected circumstances will not be encountered during the audit. We may have to expand our audit requirements for the following reasons:

- Condition or auditability of financial records.
- Single Audit requirements.
- Errors and irregularities discovered during the course of the audit.
- Lack of cooperation and assistance from personnel and computer assistance when needed.

If significant additional time is necessary, we will discuss this matter with you in advance.

*Government Auditing Standards* require that we provide you with a copy of our most recent external peer review report and any letter of comment, and any subsequent peer review reports and letters of comment received during the period of the contract. Our most recent peer review report accompanies this letter.

*Government Auditing Standards* require that we inform the auditee about information relating to certain audit responsibilities. Therefore, we have provided you at the beginning of our audit engagement a written report called "Our Responsibilities as Your Entity's Auditor." These responsibilities involve testing and reporting on internal controls and compliance with laws and regulations.

We believe this letter accurately summarizes the significant terms of our engagement. If you have any questions, please let us know. If you agree with the terms of our engagement as described in this letter, please sign in the space provided below.

Sincerely yours,



William R. Doss, CPA  
Director  
Financial and Compliance Audit Division

Response:

This letter correctly sets forth the understanding of Harrison County.

\_\_\_\_\_  
President, Board of Supervisors

\_\_\_\_\_  
Comptroller

\_\_\_\_\_  
Clerk of the Board of Supervisors

\_\_\_\_\_  
County Administrator



# State of Mississippi

OFFICE OF THE STATE AUDITOR  
Stacey E. Pickering  
AUDITOR

Board of Supervisors  
Harrison County

Members:

We are making preparations to begin the audit of Harrison County, Mississippi for the fiscal year ending September 30, 2009. In order to determine the terms of our audit engagement letter, we need to know your intentions in regards to the preparation of the county's financial statements and the inclusion of the county's component units in those financial statements.

Please indicate your responses on the attached form.

Sincerely,

A handwritten signature in cursive script that reads "Scott Speights".

Scott Speights  
Director, County Audit Section



Harrison County  
Engagement Letter Responses  
FYE September 30, 2009

RESPONSE (CHECK ONE)

X Harrison County, Mississippi will prepare its financial statements and notes to the financial statements.

\_\_\_\_\_ County, Mississippi desires the Office of the State Auditor to assist with the preparation of the draft financial statements and notes to the financial statements.

RESPONSE (CHECK ONE)

\_\_\_\_\_ County, Mississippi desires the financial statements of the county's discrete component units to be included in the county's financial statements. (If the county desires the financial statements of their discrete component units to be included in the county's financial statements, then the county must provide us the audited financial statements of those entities, prepared in accordance with the financial reporting model described in GASB Statement No. 34, during the early stages of the audit engagement.) The component units to be included are:

- 1. \_\_\_\_\_
- 2. \_\_\_\_\_
- 3. \_\_\_\_\_
- 4. \_\_\_\_\_
- 5. \_\_\_\_\_
- 6. \_\_\_\_\_
- 7. \_\_\_\_\_
- 8. \_\_\_\_\_
- 9. \_\_\_\_\_
- 10. \_\_\_\_\_

X Harrison County, Mississippi desires to omit the county's discrete component units. (If the county desires to omit one or more of the county's discrete component units, the auditor's report on the discretely presented component units will be qualified or adverse if material component units that should be included are omitted.)

\_\_\_\_\_  
President, Board of Supervisors



STATE OF MISSISSIPPI  
OFFICE OF THE STATE AUDITOR  
PHIL BRYANT  
AUDITOR

TO: Governmental Entities  
FROM: Rodney D. Zeagler, Deputy State Auditor  
SUBJECT: Financial Accounting Manuals  
DATE: May 13, 2005

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Sections 7-7-211 and 37-37-1, Mississippi Code Annotated (1972), require the Office of the State Auditor to prescribe systems of accounting, budgeting and reporting financial facts in conformity with legal requirements and with generally accepted accounting principles for county governments and public school districts of the state. In an effort to meet this responsibility, the Office of the State Auditor has issued financial accounting manuals. The last completely revised manuals were issued in July 2002, with various parts of the public school district manual being revised annually since July 2002.

Sections of the manuals identify various generally accepted accounting principles applicable to the entities. Other sections identify legal requirements applicable to the entities. The manuals also include sections on internal controls related to the entities' operations.

For audit periods beginning on or after January 1, 2003, new *Government Auditing Standards*, issued by Comptroller General of the United States, on auditor independence are effective. One aspect of the new independence standards deals with audit organizations providing nonaudit services to clients. Audit organizations should not provide nonaudit services that involve performing management functions or making management decisions. The new independence standards do allow auditors to advise entity management on issues related to the knowledge and skills of the auditor without impairing the auditor's independence. Auditors may also provide tools and methodologies, such as best practice guides, and internal control assessment methodologies that can be used by management without impairing the auditor's independence. **However, auditors should not make management decisions or perform management functions.**

For audit periods beginning after January 1, 2003, and until revised manuals can be issued, the Office of the State Auditor considers the prescribed financial accounting manuals for county governments and public school districts as providing information based on our technical skills and knowledge about accounting principles, best practices related to internal controls, and state laws that apply to each entity. The decision on how to implement these practices is the decision of the entity's management. While some sections of the manuals are phrased as requirements, the Office of the State Auditor considers these to be tools and best practices to assist the entity's management in developing policies and procedures appropriate for their entity since management is responsible for their adoption and implementation. **Reportable conditions and instances of noncompliance will not be reported for instances in which an entity demonstrates that it has implemented adequate alternative internal controls or acceptable generally accepted accounting principles other than those described in the manuals but, which produce similar acceptable levels of safeguards and reporting accuracy as those identified in the manuals.**

*Government Audit Standards* (the "Yellow Book") includes an additional fieldwork standard for financial statement audits. Auditors should communicate information to the auditee, the individuals contracting for or requesting the audit services, and the audit committee regarding the nature and extent of planned testing and reporting on compliance with laws and regulations and internal control over financial reporting. Therefore, in accordance with the requirements of the Yellow Book, this information is being provided to you in this document entitled "Our Responsibilities as Your Entity's Auditor".

## **OUR RESPONSIBILITIES AS YOUR ENTITY'S AUDITOR**

### **INTERNAL CONTROL RESPONSIBILITIES**

#### **A. Responsibility under Auditing Standards generally accepted in the United States of America:**

Auditing standards generally accepted in the United States of America require us to obtain a sufficient understanding of the entity and its environment including its internal control sufficient to assess the risk of material misstatement of the financial statements whether due to error or fraud and to design the nature, timing and extent of further audit procedures. In obtaining an understanding of internal control, we perform procedures to understand the design of controls relevant to an audit of financial statements, and if they have been placed into operation. Obtaining an understanding of the entity and its environment including its internal control also includes a consideration of internal control related to computer information systems that are used in significant accounting applications that process information used in preparing your entity's financial statements.

After this understanding is obtained, we will assess control risk for the financial statement assertions. Control risk is the risk that a material misstatement could occur in an assertion that will not be prevented or detected on a timely basis by the auditee's internal control. The knowledge our understanding provides of internal control and the assessed level of control risk enable us to determine the nature, timing and extent of substantive tests for financial statement assertions.

The procedures we perform under auditing standards generally accepted in the United States of America do not provide sufficient evidence to enable us to express an opinion or any other assurance relative to internal control design or effectiveness. The purpose of our consideration of internal control is to plan the audit and to determine the nature, timing and extent of the substantive tests necessary to enable us to form an opinion on your entity's financial statements.

#### **B. Responsibility under *Government Audit Standards*:**

*Government Audit Standards* does not increase our responsibility for testing controls, but does require us to issue a written report on our consideration of internal control. Our report will disclose significant deficiencies and material weaknesses, if any, we identify as a result of the procedures we performed. The report does not provide any assurance on internal control design or effectiveness.

#### **C. Responsibility under the Single Audit Act Amendments of 1996 and OMB Circular A-133:**

When engaged to perform audits under the Single Audit Act, the Single Audit Act Amendments of 1996 and OMB Circular A-133 require that we specifically consider internal control over compliance requirements for major federal programs and perform tests of those controls. We are required to issue a report, in addition to the report required by *Government Audit Standards*, on

our consideration of internal control over major federal programs, including tests of those controls. Our report must disclose significant deficiencies and material weaknesses, if any, in internal control over major federal programs we identify as a result of the procedures we performed. This report does not provide any assurance on the design or effectiveness of internal control used to administer major federal programs.

## **COMPLIANCE WITH LAWS AND REGULATIONS RESPONSIBILITIES**

### A. Responsibility under Auditing Standards generally accepted in the United States of America:

Auditing Standards generally accepted in the United States of America require us to design the audit to obtain reasonable assurance of detecting fraud that is material to the financial statements. The primary factor that distinguishes fraud from error is whether the underlying action that results in the misstatement in the financial statements is intentional or unintentional.

Auditing standards generally accepted in the United States of America require us to design the audit to obtain reasonable assurance of detecting material misstatements resulting from direct and material illegal acts. Direct and material illegal acts are violations of laws and regulations having a direct and material effect on the determination of financial statement amounts.

Auditing standards generally accepted in the United States of America also require us to be aware of the possibility that indirect illegal acts may have occurred. Indirect illegal acts are violations of laws and regulations having material but indirect effects on the financial statements. With respect to illegal acts that could have a material indirect effect on the financial statements, if information comes to our attention that provides evidence concerning the existence of possible illegal acts that could have a material indirect effect on the financial statements, we will apply procedures specifically directed to ascertaining whether an illegal act has occurred. We consider the results of these procedures in forming our opinion on the financial statements.

### B. Responsibility under *Government Audit Standards*:

In addition to the responsibilities under auditing standards generally accepted in the United States of America, *Government Audit Standards* requires us to design the audit to provide reasonable assurance of detecting material misstatements resulting from noncompliance with provisions of contracts and grant agreements that have a direct and material effect on the determination of financial statement amounts. If specific information comes to our attention providing evidence of possible noncompliance that could have a material indirect effect on the financial statements, we will apply audit procedures specifically directed to ascertaining whether that noncompliance has occurred.

*Government Audit Standards* require us to issue a written report on compliance with laws and regulations and present any findings resulting from fraud, illegal acts and other material noncompliance.

### C. Responsibility under the Single Audit Act Amendments of 1996 and OMB Circular A-133:

In addition to the requirements of auditing standards generally accepted in the United States of America and *Government Audit Standards*, the Single Audit Act Amendments of 1996 and OMB Circular A-133 require that we (1) perform procedures to provide sufficient evidence to express an opinion as to whether your entity complied with laws, regulations, and the provisions of contracts and grant agreements which could have a direct and material effect on each major federal program and (2) issue the required report thereon and a schedule of findings and questioned costs.



# National State Auditors Association

Office of the State Auditor  
State of Mississippi  
External Peer Review  
For Audits Issued During the Period  
June 1, 2008 through May 31, 2009

July 24, 2009

The Honorable Stacey E. Pickering  
State Auditor  
State of Mississippi  
Office of the State Auditor  
501 North West St., Suite 801  
Jackson, MS 39205

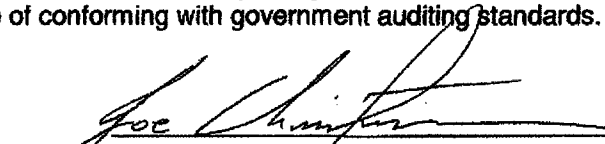
Dear Mr. Pickering:


We have reviewed the system of quality control of the Office of the State Auditor (the Office), State of Mississippi, in effect for the period June 1, 2008 to May 31, 2009. A system of quality control encompasses the Office's organizational structure and the policies adopted and procedures established to provide it with reasonable assurance of conforming with government auditing standards. The design of the system and compliance with it are the responsibility of the Office. Our responsibility is to express an opinion on the design of the system and the Office's compliance with the system based on our review.

We conducted our review in accordance with the policies and procedures for external peer reviews established by the National State Auditors Association (NSAA). In performing our review, we obtained an understanding of the Office's system of quality control for engagements conducted in accordance with government auditing standards. In addition, we tested compliance with the Office's quality control policies and procedures to the extent we considered appropriate. These tests covered the application of the Office's policies and procedures on selected engagements. The engagements selected represented a reasonable cross-section of the Office's engagements conducted in accordance with government auditing standards. We believe that the procedures we performed provide a reasonable basis for our opinion.

Our review was based on selective tests; therefore, it would not necessarily disclose all weaknesses in the system of quality control or all instances of lack of compliance with it. Also, there are inherent limitations in the effectiveness of any system of quality control; therefore, noncompliance with the system of quality control may occur and not be detected. Projection of any evaluation of a system of quality control to future periods is subject to the risk that the system of quality control may become inadequate because of changes in conditions or because the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the system of quality control of the Office of the State Auditor, State of Mississippi, in effect for the period June 1, 2008 to May 31, 2009, has been suitably designed and was complied with during the period to provide reasonable assurance of conforming with government auditing standards.

  
Team Leader  
National State Auditors Association  
External Peer Review Team

  
Concurring Reviewer  
National State Auditors Association  
External Peer Review Team