

June 16, 2009

Honorable John Ehsa
Governor, State of Pohnpei
Federated States of Micronesia

Dear Governor Ehsa:

We have performed an audit of the financial statements of the governmental activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the State of Pohnpei (the State) as of and for the year ended September 30, 2008, in accordance with auditing standards generally accepted in the United States of America and have issued our report thereon dated June 16, 2009, which report was modified to include reference to other auditors.

We have prepared the following comments to assist you in fulfilling your obligation to oversee the financial reporting and disclosure process for which management of the State is responsible.

OUR RESPONSIBILITY UNDER GENERALLY ACCEPTED AUDITING STANDARDS AND GENERALLY ACCEPTED GOVERNMENT AUDITING STANDARDS

Our responsibility under auditing standards generally accepted in the United States of America and standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, have been described in our engagement letter dated July 15, 2008. As described in that letter, the objective of a financial statement audit conducted in accordance with the aforementioned standards is:

- To express an opinion on the fairness of each opinion unit in the State's basic financial statements and the accompanying supplementary information, and to disclaim an opinion on the required supplementary information for the year ended September 30, 2008 in conformity with accounting principles generally accepted in the United States of America ("generally accepted accounting principles"), in all material respects;
- To express an opinion on whether the supplementary information that accompanies the basic financial statements is presented fairly, in all material respects, in relation to the basic financial statements taken as a whole;
- To report on the State's internal control over financial reporting and on its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters for the year ended September 30, 2008 based on an audit of financial statements performed in accordance with the standards applicable to financial audits contained in *Government Auditing Standards*; and
- To report on the State's compliance with requirements applicable to each major program and on internal control over compliance in accordance with the *U.S. Office of Management and Budget (OMB) Circular A-133 Compliance Supplement (OMB Circular A-133)*.

Our responsibilities under generally accepted auditing standards include forming and expressing an opinion about whether the financial statements that have been prepared by management with the oversight of the Office of the Governor are presented fairly, in all material respects, in conformity with generally accepted accounting principles. The audit of the financial statements does not relieve management or the Office of the Governor of their responsibilities.

We considered the State's internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the State's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the State's internal control over financial reporting. Our consideration of internal control over financial reporting would not necessarily identify all deficiencies in internal control over financial reporting that might be significant deficiencies or material weaknesses.

We also considered the State's internal control over compliance with requirements that could have a direct and material effect on a major federal program in order to determine our auditing procedures for the purpose of expressing our opinion on compliance and to test and report on internal control over compliance in accordance with OMB Circular A-133. Our audit does not, however, provide a legal determination of the State's compliance with those requirements.

ACCOUNTING ESTIMATES

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's current judgments. Those judgments are ordinarily based on knowledge and experience about past and current events and on assumptions about future events. Significant accounting estimates reflected in the State's 2008 financial statements include management's estimate of the allowance for uncollectible accounts, which is determined based upon past collection experience and aging of the accounts, and management's estimate of depreciation expense, which is based on estimated useful lives of the respective capital assets. During the year ended September 30, 2008, we are not aware of any significant changes in accounting estimates or in management's judgments relating to such estimates.

UNCORRECTED MISSTATEMENTS

Our audit of the financial statements was designed to obtain reasonable, rather than absolute, assurance about whether the financial statements are free of material misstatement, whether caused by error or fraud. We have attached to this letter, as Appendix I, a summary of uncorrected misstatements aggregated by us during the current engagement and pertaining to the latest period presented that were determined by management to be immaterial, both individually and in the aggregate, to the financial statements taken as a whole.

MATERIAL CORRECTED MISSTATEMENTS

Material misstatements were brought to the attention of management as a result of our audit procedures and were corrected by management during the current period. We have attached to this letter, as Appendix II, a summary of misstatements corrected by management.

SIGNIFICANT ACCOUNTING POLICIES

The State's significant accounting policies are set forth in Note 1 to the State's 2008 financial statements. During the year ended September 30, 2008, there were no significant changes in previously adopted accounting policies or their application.

DISAGREEMENTS WITH MANAGEMENT

We have not had any disagreements with management related to matters that are material to the State's 2008 financial statements.

CONSULTATION WITH OTHER ACCOUNTANTS

We are not aware of any consultations that management may have had with other accountants about auditing and accounting matters during 2008.

SIGNIFICANT ISSUES DISCUSSED, OR SUBJECT OF CORRESPONDENCE, WITH MANAGEMENT PRIOR TO OUR INITIAL ENGAGEMENT OR RETENTION

Throughout the year, routine discussions were held, or were the subject of correspondence, with management regarding the application of accounting principles or auditing standards in connection with transactions that have occurred, transactions that are contemplated, or reassessment of current circumstances. In our judgment, such discussions or correspondence were not held in connection with our retention as auditors.

OTHER SIGNIFICANT ISSUES DISCUSSED, OR SUBJECT OF CORRESPONDENCE, WITH MANAGEMENT

Throughout the year, routine discussions were held, or were the subject of correspondence, with management. In our judgment, such discussions or correspondence did not involve significant issues requiring communication to the Office of the Governor.

SIGNIFICANT DIFFICULTIES ENCOUNTERED IN PERFORMING THE AUDIT

In our judgment, we received the full cooperation of the State's management and staff and had unrestricted access to the State's senior management in the performance of our audit.

MANAGEMENT'S REPRESENTATIONS

We have made specific inquiries of the State's management about the representations embodied in the financial statements. Additionally, we have requested that management provide to us the written representations the State is required to provide to its independent auditors under generally accepted auditing standards. We have attached to this letter, as Appendix III, a copy of the representation letter we obtained from management.

CONTROL-RELATED MATTERS

We have issued a separate report to you, also dated June 16, 2009, containing certain matters involving the State's internal control over financial reporting that we consider to be material weaknesses or significant deficiencies under standards established by the American Institute of Certified Public Accountants, and on its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. We have also issued a separate report to you, also dated June 16, 2009, containing certain matters involving the State's compliance with requirements applicable to each major program and on internal control over compliance in accordance with OMB Circular A-133. Although we have included management's written responses to our comments contained in those reports, such responses have not been subjected to the auditing procedures applied in our audit of the basic financial statements and, accordingly, we do not express an opinion or provide any form of assurance on the appropriateness of the responses or the effectiveness of any corrective actions described therein.

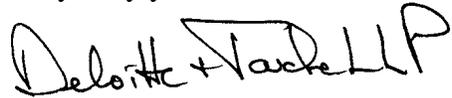
Honorable John Ehsa
Governor, State of Pohnpei
Federated States of Micronesia
June 16, 2009

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This report is intended solely for the information and use of management, the Office of the Governor, and others within the organization and is not intended to be and should not be used by anyone other than these specified parties.

Very truly yours,

A handwritten signature in black ink that reads "Deloitte + Touche LLP". The signature is written in a cursive, slightly stylized font.

APPENDIX A
OTHER NONMAJOR FUNDS

CURRENT YEAR			Pre-Tax Correcting Entry								
Entry Des	TM or WP REF	Type of Entry	Balance Sheet			Income Statement				Total Should Equal 0	
			Assets Dr (Cr)	Liabilities Dr (Cr)	Retained Earnings Beg of Year Dr (Cr)	Other Equity A/Cs Dr (Cr)	Income from Cont. Ops before Income Taxes Dr (Cr)	Income Tax Expense Dr (Cr)	Disc. Ops. and Extraordi nary Items Dr (Cr)		
PAJE<1> Dr. Medical Supplies Cr. Accounts payable		Known						14,797		0	14,797
		Known		(14,797)							(14,797)
PAJE<2> Dr. Reserved for encumbrance Cr. Fund balance		Known				46,853					46,853
		Known				(46,853)					(46,853)
			0	(14,797)		0		14,797	0	0	0

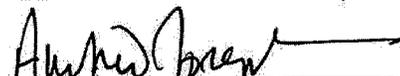
The above misstatements do no represent fraud or illegal acts.


Director of Treasury & Administration

APPENDIX A
GRANT ASSISTANCE FUND

CURRENT YEAR		Pre-Tax Correcting Entry								
Entry Des	TM or WP REF	Type of Entry	Balance Sheet				Income Statement			Total Should Equal 0
			Assets	Liabilities	Retained Earnings Beg of Year	Other Equity A/Cs	Income from Cont. Ops before Income Taxes	Income Tax Expense	Disc. Ops. and Extraordinary Items	
			Dr (Cr)	Dr (Cr)	Dr (Cr)	Dr (Cr)	Dr (Cr)	Dr (Cr)	Dr (Cr)	
PAJE<1>										0
Dr. Due from National		Known	26,749							26,749
Cr. Sector revenue		Known					(26,749)			(26,749)
										0
PAJE<2>										0
Dr. Investment		Known	4,272							4,272
Cr. Earnings		Known					(4,272)			(4,272)
										0
										0
										0
										0
PAJE<4>										0
Dr. Reserved for encumbrance		Known				46,502				46,502
Cr. Fund balance		Known				(46,502)				(46,502)
										0
										0
PAJE<5>										0
Dr. Deferred revenue		Likely		27,486						27,486
Cr. Grant revenue		Likely					(27,486)			(27,486)
										0
										0
										0
										0
										0
										0

The above misstatements do not represent fraud or illegal acts.


Director of Treasury & Administration

Journal Set - AJE - General Fund

Journal Entries - AJE			
#	Name	Debit	Credit
	1 AJE To adjust related assets - 7131 (Posted)		
1-4110	Fund Balance Surplus	-	1,422,642.20
1-4130	FB Rsvrd For Related Assets	1,422,642.20	-
	To adjust GL to equal audit	1,422,642.20	1,422,642.20
	3 AJE To record encumbrance on the GL - 7132 (Posted)		
1-4110	Fund Balance Surplus	23,052.00	-
1-4111e	Reserved for encumbrance	-	23,052.00
	To record encumbrance on the GL	23,052.00	23,052.00
	4 AJE To record bad debt - 5811 (Posted)		
1-8812	Bad Debt Expense	1,311,177.95	-
1-1911	Allowance for Doubtful Acct. - PTA	-	1,311,177.95
	To record bad debt for interfund receivables from PTA	1,311,177.95	1,311,177.95
	The above corrected misstatements do no represents illegal acts or fraud.		
			

Journal Set - AJE - General Fund

Journal Entries - AJE		
#	Name	Credit
	1 AJE To adjust related assets - 7131 (Posted)	
1-4110	Fund Balance Surplus	1,422,642.20
1-4130	FB Rsrvd For Related Assets	-
		1,422,642.20
	To adjust GL to equal audit	
	3 AJE To record encumbrance on the GL - 7132 (Posted)	
1-4110	Fund Balance Surplus	23,052.00
1-4111e	Reserved for encumbrance	-
		23,052.00
	To record encumbrance on the GL	
	4 AJE To record bad debt - 5811 (Posted)	
1-8812	Bad Debt Expense	1,311,177.95
1-1911	Allowance for Doubtful Acct. - PTA	-
		1,311,177.95
	To record bad debt for interfund receivables from PTA	
	The above corrected misstatements do no represents illegal acts or fraud.	

Journal Set - AJE - Other NonMajor Fund

Journal Entries - AJE			
#	Name	Debit	Credit
1 AJE To correct erroneous posting - (Posted)			
93-4110	Fund Balance Surplus	-	321,067.00
93-3823	LTD ADB Loan	321,067.00	-
	To correct opening fund balance	321,067.00	321,067.00
2 AJE To record encumbrance on TB - 7132 (Posted)			
27-4110	Fund Balance Surplus	5,731.07	-
27-4270	Reserve for Encumbrances	-	5,731.07
29-4110	Fund Balance Surplus	2,134.50	-
29-4270	Reserve for encumbrances	-	2,134.50
33-4110	Fund Balance Surplus	59,074.08	-
33-4270	Reserve for Encumbrances	-	59,074.08
37-4110	Fund Balance Surplus	1,892.49	-
34-4110	Fund Balance Surplus	11,696.54	-
34-4270	Reserve for encumbrances	-	11,696.54
37-4270	RESERVE FOR ENCUMBRANCES	-	1,892.49
53-4110	Fund Balance Surplus	3,796.47	-
53-4270	Reserved for Encumbrance	-	3,796.47
	To record encumbrance on the TB	84,325.15	84,325.15
3 AJE Adjust related assets - 7130 ONF (Posted)			
93-4110	Fund Balance Surplus	-	455,073.00
93-4131	FB Restrd Inventory	455,073.00	-
	To adjust GL to equal amount confirmed	455,073.00	455,073.00
The above corrected misstatements do no represents illegal acts or fraud.			

Journal Set - AJE - Other NonMajor Fund

Journal Entries - AJE			
#	Name	Debit	Credit
	1 AJE To correct erroneous posting - (Posted)		
93-4110	Fund Balance Surplus	-	321,067.00
93-3823	LTD ADB Loan	321,067.00	-
	To correct opening fund balance	321,067.00	321,067.00
	2 AJE To record encumbrance on TB - 7132 (Posted)		
27-4110	Fund Balance Surplus	5,731.07	-
27-4270	Reserve for Encumbrances	-	5,731.07
29-4110	Fund Balance Surplus	2,134.50	-
29-4270	Reserve for encumbrances	-	2,134.50
33-4110	Fund Balance Surplus	59,074.08	-
33-4270	Reserve for Encumbrances	-	59,074.08
37-4110	Fund Balance Surplus	1,892.49	-
34-4110	Fund Balance Surplus	11,696.54	-
34-4270	Reserve for encumbrances	-	11,696.54
37-4270	RESERVE FOR ENCUMBRANCES	-	1,892.49
53-4110	Fund Balance Surplus	3,796.47	-
53-4270	Reserved for Encumbrance	-	3,796.47
	To record encumbrance on the TB	84,325.15	84,325.15
	3 AJE Adjust related assets - 7130 ONF (Posted)		
93-4110	Fund Balance Surplus	-	455,073.00
93-4131	FB Restrd inventory	455,073.00	-
	To adjust GL to equal amount confirmed	455,073.00	455,073.00



POHNPEI STATE GOVERNMENT

Department of Treasury and Administration

P.O. Box 1567

Kolonia, Pohnpei FM 96941

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Email: pridot@mail.fm

Office of the Director

June 16, 2009

Deloitte & Touche LLP
361 South Marine Corps Drive
Tamuning, GU 96913

We are providing this letter in connection with your audit of the financial statements of the governmental activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the State of Pohnpei (the "Government") as of and for the year ended September 30, 2008, which collectively comprise the Government's basic financial statements for the purpose of expressing an opinion as to whether the basic financial statements present fairly, in all material respects, the financial position, results of operations or changes in fund balances of the Government in conformity with accounting principles generally accepted in the United States of America (GAAP). We confirm that we are responsible for the following:

- a. The fair presentation in the basic financial statements of financial position of the governmental activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information, in conformity with accounting principles generally accepted in the United States of America.
- b. The fair presentation of the required supplementary information, including Management's Discussion and Analysis, and additional information accompanying the basic financial statements that are presented for the purpose of additional analysis of the basic financial statements.
- c. The design and implementation of programs and controls to prevent and detect fraud, including fraud related to federal awards.
- d. Establishing and maintaining effective internal control over financial reporting.
- e. The review and approval of the financial statements and related notes and acknowledge your role in the preparation of this information. Specifically, we acknowledge that your role in the preparation of the financial statements was a matter of convenience rather than one of necessity. We have reviewed the financial statement preparation assistance provided by you and acknowledge that the financial statements are prepared in accordance with GAAP. Our review was based on the use of the financial statement disclosure checklist for a general-purpose government obtained from the Government Finance Officers Association.

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.

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

1. The basic financial statements referred to above are fairly presented in conformity with accounting principles generally accepted in the United States of America. In addition:
 - a. The financial statements include all component units as well as joint ventures with an equity interest, and properly disclose all other joint ventures and other related organizations.
 - b. The financial statements properly classify all funds and activities, including special and extraordinary items.
 - c. All funds that meet the quantitative criteria in Statement No. 34 and Statement No. 37 of the Governmental Accounting Standards Board (GASB), *Basic Financial Statements—and Management's Discussion and Analysis—for State and Local Governments*, for presentation as major are identified and presented as such.
 - d. Net asset components (invested in capital assets, net of related debt; restricted; and unrestricted) and fund balance reserves and designations are properly classified and, if applicable, approved. The basic financial statements report \$18,263,750 of restricted net assets, of which \$3,659,974 is restricted by enabling legislation.
 - e. Expenses have been appropriately classified in or allocated to functions and programs in the statement of activities, and allocations have been made on a reasonable basis.
 - f. Revenues are appropriately classified in the statement of activities within program revenues, general revenues, contributions to term or permanent endowments, or contributions to permanent fund principal.
 - g. Interfund, internal, and intra-entity activity and balances have been appropriately classified and reported.
 - h. Deposits and investment securities are properly classified in category of custodial credit risk.
 - i. Capital assets, including infrastructure assets, are properly capitalized, reported, and, if applicable, depreciated.
 - j. Required supplementary information is measured and presented within prescribed guidelines.

- k. Applicable laws and regulations are followed in adopting, approving and amending budgets.
 - l. Costs to federal awards have been charged in accordance with applicable cost principles.
2. The Government has made available to you all:
 - a. Public Laws enacted by the Government's State Legislature.
 - b. Financial records and related data for all financial transactions of the Government and for all funds administered by the Government. The records, books, and accounts, as provided to you, record the financial and fiscal operations of all funds administered by the Government and provide the audit trail to be used in a review of accountability. Information presented in financial reports is supported by the books and records from which the financial statements have been prepared, except as disclosed in the Schedule of Findings and Questioned Costs Section of your Independent Auditors' Reports on Internal Control and on Compliance.
 - c. Contracts and grant agreements (including amendments, if any) and any other correspondence that has taken place with federal agencies.
 3. There has been no:
 - a. Action taken by the Government management that contravenes the provisions of federal laws and local laws and regulations, or of contracts and grants applicable to the Government, except as disclosed in the Schedule of Findings and Questioned Costs Section of your Independent Auditors' Reports on Internal Control and on Compliance.
 - b. Communication from other regulatory agencies concerning noncompliance with or deficiencies in financial reporting practices or other matters that could have a material effect on the financial statements.
 4. We believe the effects of any uncorrected financial statement misstatements aggregated by you during the current audit engagement and pertaining to the latest period presented are immaterial, both individually and in the aggregate, to the financial statements taken as a whole. A summary of such uncorrected misstatements has been attached as Appendix A.
 5. The Government has not performed a risk assessment, including the assessment of the risk that the financial statements may be materially misstated as a result of fraud. However, management has made available to you their understanding about the risks of fraud in the Government and do not believe that the financial statements are materially misstated as a result of fraud.

6. We have no knowledge of any fraud or suspected fraud affecting the Government involving:
 - a. Management.
 - b. Employees who have significant roles in internal control over financial reporting.
 - c. Others if the fraud could have a material effect on the financial statements.
7. We have no knowledge of any allegations of fraud or suspected fraud affecting the Government received in communications from employees, former employees, analysts, regulators, or others.
8. There are no unasserted claims or assessments that legal counsel 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*, except as disclosed in Note 8 to the basic financial statements.
9. The Schedule of Expenditures of Federal Awards was prepared in accordance with the requirements of OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*. We have identified in that schedule all awards provided by federal agencies in the form of grants, contracts, loans, loan guarantees, property, cooperative agreements, interest subsidies, insurance, or direct appropriations, except as disclosed in the Schedule of Findings and Questioned Costs Section of your Independent Auditors' Reports on Internal Control and on Compliance. In addition, we have accurately completed the appropriate sections of the data collection form.
10. We are responsible for compliance with local, state and federal laws, rules and regulations, including compliance with the requirements of OMB Circular A-133, and provisions of grants and contracts relating to the Government's operations. We are responsible for establishing and maintaining the components of internal control relating to our activities in order to achieve the objectives of providing reliable financial reports, effective and efficient operations, and compliance with laws and regulations. The Government is responsible for maintaining accounting and administrative control over revenues, obligations, expenditures, assets, and liabilities.
11. We are responsible for establishing and maintaining, and have established and maintained, effective internal control over compliance for federal programs that provides reasonable assurance that we are managing federal awards in compliance with laws, regulations, and provisions of contracts or grant agreements that could have a material effect on its federal programs, except as disclosed in the Schedule of Findings and Questioned Costs Section of your Independent Auditors' Reports on Internal Control and on Compliance.

12. We have:

- a. Identified the requirements of laws, regulations, and the provisions of contracts and grant agreements that are considered to have a direct and material effect on each federal program as identified in Part 3 of the Compliance Supplement.
- b. Complied, in all material respects, with the requirements identified above in connection with federal awards except as disclosed in the Schedule of Findings and Questioned Costs Section of your Independent Auditors' Reports on Internal Control and on Compliance.
- c. Identified and disclosed interpretations of any compliance requirements that have varying interpretations.
- d. Made available all information related to federal financial reports and claims for advances and reimbursements. Federal financial reports and claims for advances and reimbursements are supported by the books and records from which the financial statements have been prepared and are prepared on a basis consistent with that presented in the Schedule of Expenditures of Federal Awards. The copies of federal program financial reports provided are true copies of the reports submitted, or electronically transmitted, to the federal agency or pass-through entity, as applicable.
- e. Monitored subrecipients to determine that they have expended pass-through assistance in accordance with applicable laws and regulations and have met the requirements of Circular A-133.
- f. Taken appropriate corrective action on a timely basis after receipt of a subrecipient's auditor's report that identifies noncompliance with laws, regulations, or the provisions of contracts or grant agreements.
- g. Considered the results of the subrecipient's audits and made any necessary adjustments to the auditee's own books and records.
- h. Identified and disclosed all amounts questioned and any known noncompliance with the requirements of federal awards, including the results of other audits or program reviews related to the objectives of the audit
- i. Identified previous financial audits, attestation engagements, performance audits, or other studies related to the objectives of the audit and the corrective actions taken to address significant findings and recommendations, including the status of follow-up on prior audit findings (and information about all management decisions) by federal awarding agencies and pass-through entities.
- j. Provided to you our views on the reported findings, conclusions, and recommendations for your report.

13. We are responsible for follow-up on all prior-year(s) findings. We have prepared a summary schedule of prior-year findings reporting the status of our efforts in implementation of the prior-year's corrective action plan.

14. We have included in the corrective action plan for current-year findings, the name of the person in our organization responsible for implementation of the actions, the best actions to be taken, and the estimate of a completion date. We have taken timely and appropriate steps to remedy fraud, illegal acts, violation of provisions of contracts or grant agreements, or abuse that you report.
15. Management has identified and disclosed to you all laws and regulations that have a direct and material effect on the determination of financial statement amounts.
16. In June 2004, GASB issued Statement No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions*. GASB Statement No. 45 establishes standards for the measurement, recognition, and display of other post employment benefits expense/expenditures and related liabilities, note disclosures, and, if applicable, required supplementary information in the financial reports of state and local governmental employers. The provisions of this statement are effective for periods beginning after December 15, 2007. Management does not believe that the implementation of this statement will have a material effect on the financial statements of the Government.
17. In December 2006, GASB issued Statement No. 49, *Accounting and Financial Reporting for Pollution Remediation Obligations*. GASB Statement No. 49 provides guidance and consistency under which a governmental entity would be required to report a liability related to pollution remediation. The provisions of this statement are effective for periods beginning after December 15, 2007. Management does not believe that the implementation of this statement will have a material effect on the financial statements of the Government.
18. In June 2007, GASB issued Statement No. 51, *Accounting and Financial Reporting for Intangible Assets*. GASB Statement No. 51 addresses whether and when intangible assets should be considered capital assets for financial reporting purposes. The provisions of this statement are effective for periods beginning after June 15, 2009. Management does not believe that the implementation of this statement will have a material effect on the financial statements of the Government.
19. In November 2007, GASB issued Statement No. 52, *Land and Other Real Estate Held as Investments by Endowments*. GASB Statement No. 52 improves the quality of financial reporting by requiring endowments to report their land and other real estate investments at fair value, creating consistency in reporting among similar entities that exist to invest resources for the purpose of generating income. The provisions of this statement are effective for periods beginning after June 15, 2008. Management does not believe that the implementation of this statement will have a material effect on the financial statements of the Government.
20. In June 2008, GASB issued Statement No. 53, *Accounting and Financial Reporting for Derivative Instruments*. GASB Statement No. 53 is intended to improve how state and local governments report information about derivative instruments - financial arrangements used by governments to manage specific risks or make investments - in their financial statements. The provisions of this statement are effective for periods beginning after June 15, 2009. Management does not believe that the implementation of this statement will have a material effect on the financial statements of the Government.

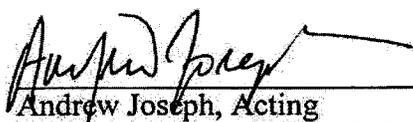
21. We have adopted the provisions of GASB Statement No. 39 of the Governmental Accounting Standards Board, *Determining Whether Certain Organizations Are Component Units*, an amendment of Statement No. 14 of the Governmental Accounting Standards Board, The Financial Reporting Entity. No organizations were identified that meet the criteria established in GASB Statement No. 39.

Except where otherwise stated below, matters less than \$70,000 collectively are not considered to be exceptions that require disclosure for the purpose of the following representations. This amount is not necessarily indicative of amounts that would require adjustment to or disclosure in the financial statements.

22. Except as listed in Appendix A, there are no transactions that have not been properly recorded in the accounting records underlying the financial statements.
23. The Government has no plans or intentions that may affect the carrying value or classification of assets and liabilities.
24. The following, to the extent applicable, have been appropriately identified, properly recorded, and disclosed in the financial statements:
 - a. Related-party transactions and associated amounts receivable or payable, including sales, purchases, loans, transfers, leasing arrangements, and guarantees (written or oral).
 - b. Guarantees, whether written or oral, under which the Government is contingently liable.
25. In preparing the financial statements in conformity with accounting principles generally accepted in the United States of America, management uses estimates. All estimates have been disclosed in the financial statements for which known information available prior to the issuance of the financial statements indicates that both of the following criteria are met:
 1. It is at least reasonably possible that the estimate of the effect on the financial statements of a condition, situation, or set of circumstances that existed at the date of the financial statements will change in the near term due to one or more future confirming events.
 2. The effect of the change would be material to the financial statements.
26. Risks associated with concentrations, based on information known to management, that meet all of the following criteria have been disclosed in the financial statements:
 - a. The concentration exists at the date of the financial statements.
 - b. The concentration makes the enterprise vulnerable to the risk of a near-term severe impact.
 - c. It is at least reasonably possible that the events that could cause the severe impact will occur in the near term.

27. There are no:
- a. Violations or possible violations of laws or regulations whose effects should be considered for disclosure in the financial statements or as a basis for recording a loss contingency except as disclosed in the Schedule of Findings and Questioned Costs Section of your Independent Auditors' Reports on Internal Control and on Compliance.
 - b. Other liabilities or gain or loss contingencies that are required to be accrued or disclosed by FASB Statement No. 5, *Accounting for Contingencies*, except as disclosed in Note 8 to the basic financial statements.
28. The Government 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, except as disclosed in Notes 1K to the basic financial statements.
29. The Government has complied with all aspects of contractual agreements that may have an effect on the financial statements in the event of noncompliance, including all significant limitations and restrictions of bond indentures, except as disclosed in the Schedule of Findings and Questioned Costs Section of your Independent Auditors' Reports on Internal Control and on Compliance.
30. No department or agency of the Government has reported a material instance of noncompliance to us, except as disclosed in the Schedule of Findings and Questioned Costs Section of your Independent Auditors' Reports on Internal Control and on Compliance.
31. The Government has identified all derivative instruments as defined by GASB Technical Bulletin 2003-1, *Disclosure Requirements for Derivatives Not Reported at Fair Value on the Statement of Net Assets (TB 03-1)*, and appropriately disclosed such derivatives in accordance with TB 03-1.
32. No events have occurred subsequent to September 30, 2008 that require consideration as adjustments to or disclosures in the financial statements.
33. Management has disclosed whether, subsequent to September 30, 2008, any changes in internal control or other factors that might significantly affect internal control, including any corrective action taken by management with regard to significant deficiencies and material weaknesses, have occurred.
34. The Government is responsible for determining and maintaining the adequacy of the allowance for uncollectible receivables, as well as estimates used to determine such amounts.
35. With regard to the fair value measurements and disclosures of certain assets, liabilities, and specific components of equity, such as investments, we believe that:
- a. The measurement methods, including the related assumptions, used in determining fair value were appropriate and were consistently applied.
 - b. The completeness and adequacy of the disclosures related to fair values are in conformity with accounting principles generally accepted in the United States of America.

- c. No events have occurred subsequent to September 30, 2008 that requires adjustment to the fair value measurements and disclosures included in the financial statements.
36. Management of the Government believes that it is in compliance with all significant limitations and restrictions of Asian Development Bank loan covenants as of September 30, 2008.
37. The Government is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters. It is the policy of the primary government not to purchase commercial insurance for the risks of loss to which it is exposed. Instead, the Government management believes it is more economical to manage its risks internally. In the event of claim settlements and judgments, the Government reports all of its risk management activities in its General Fund. Claims expenditures and liabilities are reported when it is probable that a loss has occurred and the amount of that loss can be reasonably estimated. These losses include an estimate of claims that have been incurred but not reported. No losses have occurred as a result of these risks in any of the past three fiscal years.
38. The Government entered into an agreement with the FSM National Government (FSM) to borrow a portion of the proceeds of the FSM Program Loan with ADB, for the purpose of promoting private sector development in Pohnpei, with interest at 1 to 1.5%. As of September 30, 2008, an immaterial amount of drawdowns was received. The principal payments shall be made in 32 equal semi-annual payments beginning on May 15, 2011 and the last payment in November 15, 2026. As at September 30, 2008, total amount disbursed to the Government under this program loan (ADB Loan No. 1874 and 1873) is \$414,983. However, as of September 30, 2008, the carrying value of the loan increased due to foreign exchange losses. The Government has recorded at the government-wide level the amount of its allocable share of these exchange losses. Dialogue with the FSM National Government will continue, and any reductions of these losses will be recorded in fiscal year 2009 upon resolution.
39. The State Legislature has authorized various Compact Infrastructure and Infrastructure Maintenance projects. However, the State Legislature has required that additional approvals be provided by that body prior to these projects being expended. As a result, no continuing appropriation has been recorded or will be recorded for these authorizations until such time as the additional requirements have been satisfied.
40. State law mandates that 30% of fishing fines be shared with applicable municipalities. Given the lack of certain legal clarifications, no specific dollar amount can be determined to be recorded as either a continuing appropriation or as a liability due to the municipalities.



Andrew Joseph, Acting
Director of Treasury & Administration