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March __, 2022

To the Audit Committee of
Ulster County Economic Development Alliance, Inc.
244 Fair Street
Kingston, New York 12402

We have audited the financial statements of Ulster County Economic Development Alliance, Inc. as of and for the year ended December 31, 2021, and have issued our report thereon dated March __, 2022. Professional standards require that we advise you of the following matters relating to our audit.

Our Responsibility in Relation to the Financial Statement Audit

As communicated in our engagement letter dated January 17, 2022, our responsibility, as described by professional standards, is to form and express an opinion about whether the financial statements that have been prepared by management with your oversight are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America. Our audit of the financial statements does not relieve you or management of your respective responsibilities.

Our responsibility, as prescribed by professional standards, is to plan and perform our audit to obtain reasonable, rather than absolute, assurance about whether the financial statements are free of material misstatement. An audit of financial statements includes consideration of 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 entity's internal control over financial reporting. Accordingly, as part of our audit, we considered the internal control of Ulster County Economic Development Alliance, Inc. solely for the purpose of determining our audit procedures and not to provide any assurance concerning such internal control.

We are also responsible for communicating significant matters related to the audit that are, in our professional judgment, relevant to your responsibilities in overseeing the financial reporting process. However, we are not required to design procedures for the purpose of identifying other matters to communicate to you.

Planned Scope and Timing of the Audit

We conducted our audit consistent with the planned scope and timing we previously communicated to you.

Compliance with All Ethics Requirements Regarding Independence

The engagement team and others in our firm, as appropriate, have complied with all relevant ethical requirements regarding independence.

Non-attest services we performed included: 1) preparation of the Alliance's financial statements, 2) preparation of the Alliance's Federal Form 990 and NYS CHAR 500, and 3) preparation of a procedural manual. Tim Weidemann, was the management representative responsible for overseeing our non-attest services in consultation with Adam Korol and Burt Gulnick from Ulster County, NY's Finance Department.

Significant Risks Identified

We have identified the following significant risks:

- Accounting for Tech City property transfer and related party transactions
- Turnover in Finance Department personnel
- Management override of controls, and
- Improper revenue recognition

We did not identify any revenue recognition matters or instances of management override during our audit. Significant focus was placed on the appropriate accounting and disclosure regarding the Tech City property transfer with Ulster County, a related party. Despite the turnover in the finance department, we did not identify issues with financial reporting to report to you (see comment below regarding certain delays in the audit due to staffing constraints by the UCEDA).

Qualitative Aspects of the Entity's Significant Accounting Practices

Significant Accounting Policies

Management has the responsibility to select and use appropriate accounting policies. A summary of the significant accounting policies adopted by Ulster County Economic Development Alliance, Inc. is included in Note 2 to the financial statements. There has been no initial selection of accounting policies and no changes in significant accounting policies or their application during 2021. No matters have come to our attention that would require us, under professional standards, to inform you about (1) the methods used to account for significant unusual transactions and (2) the effect of significant accounting policies in controversial or emerging areas for which there is a lack of authoritative guidance or consensus. See discussion of the Tech City property transfer below.

Significant 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 normally based on knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ markedly from management's current judgments.

The most sensitive accounting estimate affecting the financial statements is the allowance for loan losses.

Management's estimate of the allowance for loan losses is based on an analysis of loan balances at year end taking into consideration the current outstanding balance, history of payments and strength of the borrower's financial operations. A specific reserve was calculated using this methodology. We evaluated the key factors and assumptions used to develop the allowance for loan losses and determined that it is reasonable in relation to the basic financial statements taken as a whole.

Financial Statement Disclosures

Certain financial statement disclosures involve significant judgment and are particularly sensitive because of their significance to financial statement users. The most sensitive disclosures affecting Ulster County Economic Development Alliance, Inc.'s financial statements relate to: loan loss, related parties, restricted net position, and commitments and contingencies.

Significant Difficulties Encountered during the Audit

We encountered no significant difficulties in dealing with management relating to the performance of the audit.

Uncorrected and Corrected Misstatements

For purposes of this communication, professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that we believe are trivial, and communicate them to the appropriate level of management. Further, professional standards require us to also communicate the effect of uncorrected misstatements related to prior periods on the relevant classes of transactions, account balances or disclosures, and the financial statements as a whole. Uncorrected misstatements or matters underlying those uncorrected misstatements could potentially cause future-period financial statements to be materially misstated, even though the uncorrected misstatements are immaterial to the financial statements currently under audit.

In addition, professional standards require us to communicate to you all material, corrected misstatements that were brought to the attention of management as a result of our audit procedures.

There were no audit adjustments proposed or recorded by us.

Disagreements with Management

For purposes of this letter, professional standards define a disagreement with management as a matter, whether or not resolved to our satisfaction, concerning a financial accounting, reporting, or auditing matter, which could be significant to Ulster County Economic Development Alliance, Inc.'s financial statements or the auditor's report. No such disagreements arose during the course of the audit.

Representations Requested from Management

We have requested certain written representations from management, which are included in a separate letter dated March __, 2022.

Management's Consultations with Other Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters. Management informed us that, and to our knowledge, there were no consultations with other accountants regarding auditing and accounting matters.

Other Significant Matters, Findings, or Issues

Loan Funds and Restrictions

The Alliance has not updated its loan policies and procedures for several years to accommodate changes to the loan program(s). We recommend the Alliance update its loan policies and procedures accordingly.

Allowance for Loan Losses

The Alliance has not approved a formal policy for the allowance for loan losses. We recommend the Alliance implement a policy and procedure to recognize an allowance for loan losses and to ensure consistent guidance is followed when evaluating each loan. In addition, in order to write off a loan, it is a best practice to obtain the appropriate level of approval from the board of directors prior to any loan receivable written off.

Tech City Property Transfer

The accounting for the transfer of the Tech City property was accounted for at the book value and carrying value of the underlying asset recorded in Ulster County's books. A corresponding liability was recorded to represent the expected proceeds from a pending sale of the property that would be immediately payable to Ulster County. As a result, the

Alliance is not subject to any financial risk (other than future holding costs) as the value of the property recorded by the Alliance does not impact the obligation the Alliance has to pay back to the County. All (100%) of the proceeds from any sale of the Tech City property is payable back to the County. If the pending sale falls through, the Alliance will need to re-assess its accounting for the underlying property which is currently classified as "available for sale." In addition, the Alliance will need to evaluate the underlying environmental obligations as well as ongoing operating expenses (e.g. insurance, maintenance, etc.) and the use of such property for economic business activities including the use of such property in the form of leases or other revenue generating activity.

Turnover in Alliance Staffing and Internal Controls

In 2021, the CFO position was vacant for several months, which left the Alliance without adequate qualified resources to devote sufficient time to ensure account reconciliations were being completed timely and financial statements were prepared completely and accurately for management and board oversight. In addition, the vacancy left challenges in timing for completion of the annual audit and Paris report by March 31, 2022. Management was proactive in reaching out to us to inform us on these challenges and developed a plan to ensure the books and records were closed in the appropriate manner. Ulster County was able to devote adequate qualified resources to ensure the audit was completed on time.

Other

In the normal course of our professional association with Ulster County Economic Development Alliance, Inc., we generally discuss a variety of matters, including the application of accounting principles and auditing standards, operating and regulatory conditions affecting the entity, and operational plans and strategies that may affect the risks of material misstatement. None of the matters discussed resulted in a condition to our retention as Ulster County Economic Development Alliance, Inc.'s auditors.

This report is intended solely for the information and use of the audit committee, board of directors, and management of Ulster County Economic Development Alliance, Inc. and is not intended to be and should not be used by anyone other than these specified parties.

Very truly yours,