
**WEST VIRGINIA DEPARTMENT OF TRANSPORTATION,
DIVISION OF HIGHWAYS**

**REPORT TO JOINT COMMITTEE ON GOVERNMENT AND FINANCE
WEST VIRGINIA LEGISLATURE**

AND

**MANAGEMENT OF THE
WEST VIRGINIA DEPARTMENT OF TRANSPORTATION
DIVISION OF HIGHWAYS**

OCTOBER 14, 2020



A Professional Limited Liability Company



October 14, 2020

Joint Committee on Government and Finance
West Virginia Legislature
Charleston, West Virginia

and

Management of the West Virginia Department of Transportation
Division of Highways
Charleston, West Virginia

We are pleased to present this report related to our audit of the financial statements of the West Virginia Department of Transportation, Division of Highways (the Division) for the year ended June 30, 2020. This report summarizes certain matters required by professional standards to be communicated to you in your oversight responsibility for the Division's financial reporting processes.

This report is intended solely for the information and use of the Joint Committee on Government and Finance and management and is not intended to be and should not be used by anyone other than these specified parties. It will be our pleasure to respond to any questions you have regarding this report. We appreciate the opportunity to be of service to the Division.



Suttle & Stalnaker, PLLC
Charleston, West Virginia

The Virginia Center
1411 Virginia Street, East | Suite 100
Charleston, WV 25301

MAIN (304) 343-4126
FAX (304) 343-8008

Towne Square | 201 Third Street
PO Box 149
Parkersburg, WV 26102

MAIN (304) 485-6584
FAX (304) 485-0971

Wharf District
68 Clay Street | Suite C
Morgantown, WV 26501

MAIN (304) 554-3371
FAX (304) 554-3410

suttlecpas.com
cpa@suttlecpas.com

Contents

	Page
Required Communications	4 - 6
Summary of Accounting Estimates	7
Summary of Recorded Audit Adjustments	8 - 9
Summary of Uncorrected Misstatements	10
Communication Regarding Material Weaknesses and Significant Deficiencies	12 - 19
Certain Written Communications Between Management and Our Firm	20
Engagement Letter	
Management Representation Letter	

Required Communications

Professional standards require the auditor to communicate certain matters to keep those charged with governance adequately informed about matters related to the financial statement audit that are, in our professional judgment, significant and relevant to the responsibilities of those charged with governance in overseeing the financial reporting process. The following summarizes these communications.

Area	Comments
<p>Auditor’s Responsibility Under Professional Standards</p>	<p>We have audited the financial statements of the governmental activities and each major fund of the Division for the year ended June 30, 2020. Professional standards require that we provide you with information about our responsibilities under generally accepted auditing standards and <i>Government Auditing Standards</i>, as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our letter to you dated May 28, 2020.</p>
<p>Qualitative Aspects of Accounting Practices</p>	<p>Adoption of, or Change in, Accounting Policies</p> <p>Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by the Division are described in Note 1 to the financial statements. During 2020, the Division implemented GASB Statement No. 90, <i>Majority Equity Interests</i>, and GASB Statement No. 95, <i>Postponement of the Effective Dates of Certain Authoritative Guidance</i>, which did not have a material impact on the financial statements. The application of existing policies was not changed during the year ended June 30, 2020. We noted no transactions entered into by the Division during the year for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period.</p> <p>Management’s Judgments and Accounting Estimates</p> <p>Accounting estimates are an integral part of the financial statements prepared by management and are based on management’s knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected. The most sensitive estimates affecting the Division’s financial statements are summarized in the attached <i>Summary of Accounting Estimates</i>.</p>

Area	Comments
	<p>Financial Statement Disclosures</p> <p>The financial statement disclosures are neutral, consistent, and clear.</p>
<p>Difficulties Encountered in Performing the Audit</p>	<p>We encountered no significant difficulties in dealing with management in performing and completing our audit.</p>
<p>Corrected and Uncorrected Misstatements</p>	<p>Professional standards require us to accumulate all known and likely misstatements indentified during the audit, other than those that are trivial, and communicate them to the appropriate level of management. See the attached <i>Summary of Recorded Audit Adjustments</i> and <i>Summary of Uncorrected Misstatements</i>.</p>
<p>Disagreements with Management</p>	<p>For purposes of this letter, a disagreement with management is a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor’s report. We are pleased to report that no such disagreements arose during the course of our audit.</p>
<p>Management Representations</p>	<p>We have requested certain representations from management that are included in the management representation letter dated October 14, 2020.</p>
<p>Management Consultations with Other Independent Accountants</p>	<p>In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a “second opinion” on certain situations. If a consultation involves application of an accounting principle to the Division’s financial statements or a determination of the type of auditor’s opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.</p>
<p>Other Audit Findings or Issues</p>	<p>We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the Division’s auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.</p>
<p>Communication Regarding Material Weaknesses and Significant Deficiencies</p>	<p>See attached <i>Communication Regarding Material Weaknesses and Significant Deficiencies</i>.</p>

Area	Comments
Certain Written Communications Between Management and Our Firm	Copies of certain written communications between our firm and the management of the Division are attached as Exhibits.
Required Supplementary Information	We applied certain limited procedures to Management's Discussion and Analysis, Schedule of Proportionate Share of the Net Pension Liability, Schedule of Pension Contributions, Schedule of Proportionate Share of the Net OPEB Liability, Schedule of OPEB Contributions, and the related Notes to Required Supplementary Information, which are required supplementary information (RSI) that supplement the basic financial statements. Our procedures consisted of inquiries of management regarding the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We did not audit the RSI and do not express an opinion or provide any assurance on the RSI.

**West Virginia Department of Transportation
Division of Highways
Summary of Accounting Estimates
Year Ended June 30, 2020**

Accounting estimates are an integral part of the preparation of financial statements and are based upon management's current judgment. The process used by management encompasses their knowledge and experience about past and current events and certain assumptions about future events. You may wish to monitor throughout the year the process used to compute and record these accounting estimates. The following describes the significant accounting estimates reflected in the Division's June 30, 2020 financial statements:

Area	Accounting Policy	Estimation Process	Comments
Depreciation of capital assets	Straight – line method	Based on cost, or, estimated historical cost. Depreciation is calculated using the straight-line method over the estimated useful life. Annually, management reviews capital assets for impairment.	We concur with this process.
Valuation of receivables	Net realizable value	Review of net amounts of anticipated collections, established grants, contracts, and loans and historical collection information.	We concur with this process.
Compensated absences	Estimated	Based upon management's calculation of the ultimate liability to be paid.	We concur with this process.
Other post employment benefit liability	Estimated	Based upon third-party report of the proportionate share of the actuarially determined OPEB liability of the RHBT plan.	We concur with this process.
Net pension liability	Estimated	Based upon third-party report of the proportionate share of the actuarially determined net pension liability of the PERS plan.	We concur with this process.
Claims and judgments	Estimated	Based upon the legal department's calculation of anticipated environmental and legal liabilities relating to circumstances present at the end of the fiscal year.	We concur with this process.
Inventory	Weighted average cost	Based on weighted average cost generally using the consumption method.	We concur with this process.
Due to Federal Highway Administration	Estimated	Based upon management's calculation of the ultimate liability to be paid.	We concur with this process.

**West Virginia Department of Transportation
Division of Highways
Summary of Recorded Audit Adjustments
Year Ended June 30, 2020**

During the course of an audit, we accumulate adjustments that are determined by management to be material to the financial statements and to the related financial statement disclosures, or management otherwise determines are appropriate to make. Following is a summary of the adjustments made to the original trial balance we received.

<u>Account</u>	<u>Description</u>	<u>Debit</u>	<u>Credit</u>
<u>Government Wide Journal Entries</u>			
Adjusting Journal Entries JE # 2			
To record current activity for infrastructure land.			
1993	CA INFRASTRUCTURE LAND	17,345,579.00	-
5603	CA INFRASTRUCTURE EXPENSE - FED. INTERSTATE	15,508.00	-
5604	CA INFRASTRUCTURE EXPENSE - NFA CONSTRUCTION	716,151.00	-
1993	CA INFRASTRUCTURE LAND	-	15,508.00
5601	CA INFRASTRUCTURE EXPENSE - APPALACHIAN	-	988,189.00
5602	CA INFRASTRUCTURE EXPENSE - EXPRESSLINE, ETC.	-	311,041.00
5603	CA INFRASTRUCTURE EXPENSE - FED. INTERSTATE	-	974,964.00
5604	CA INFRASTRUCTURE EXPENSE - NFA CONSTRUCTION	-	7,013,207.00
5605	CA INFRASTRUCTURE EXPENSE - OTHER FED. AID	-	716,151.00
5605	CA INFRASTRUCTURE EXPENSE - OTHER FED. AID	-	7,380,072.00
5606	CA INFRASTRUCTURE EXPENSE - SMALL BRIDGE	-	678,106.00
Total		<u>18,077,238.00</u>	<u>18,077,238.0</u>
Adjusting Journal Entries JE # 10			
To adjust fixed assets to reflect assets transferred to another agency.			
5605	CA INFRASTRUCTURE EXPENSE - OTHER FED. AID	50,568,766.00	-
1996	CA INFRASTRUCTURE ROADS - WIP	-	50,568,766.00
Total		<u>50,568,766.00</u>	<u>50,568,766.00</u>
Adjusting Journal Entries JE # 12			
To adjust claims liability to actual at year-end.			
2801	LTL CONTINGENT LIABILITIES	25,000,000.00	-
2814	LTL CLAIMS EXPENDITURES	-	25,000,000.00
Total		<u>25,000,000.00</u>	<u>25,000,000.00</u>

**West Virginia Department of Transportation
Division of Highways
Summary of Recorded Audit Adjustments
Year Ended June 30, 2020**

<u>Account</u>	<u>Description</u>	<u>Debit</u>	<u>Credit</u>
<u>Fund Level Journal Entries</u>			
Adjusting Journal Entries JE # 11			
To adjust federal aid earned and unbilled receivable to actual at year-end.			
9017.1421	9017SRFG-ACCRUAL FEDERAL AID EARNED & UNBILLED	2,798,899.00	-
9017.4200	9017SRFG-ACCRUAL Federal Aid - Interstate highways	-	589,247.00
9017.4201	9017SRFG-ACCRUAL Federal Aid - Appalachian highways	-	14,956.00
9017.4202	9017SRFG-ACCRUAL Federal Aid - Other federal aid programs	-	2,194,696.00
Total		<u>2,798,899.00</u>	<u>2,798,899.00</u>

**West Virginia Department of Transportation
Division of Highways
Summary of Uncorrected Misstatements
Year Ended June 30, 2020**

During the course of an audit, we accumulate uncorrected misstatements that are determined by management to be immaterial, both individually and in the aggregate, to the financial statements and to the related financial statement disclosures. Following is a summary of those differences.

<u>Account</u>	<u>Description</u>	<u>Debit</u>	<u>Credit</u>
<u>Government Wide Journal Entries</u>			
Proposed JE # 14			
To adjust accounts payable to actual.			
1996	CA INFRASTRUCTURE ROADS - WIP	10,566,118.00	-
5603	CA INFRASTRUCTURE EXPENSE - FED. INTERSTATE	-	10,566,118.00
Total		<u>10,566,118.00</u>	<u>10,566,118.00</u>
<u>Fund Level Journal Entries</u>			
Proposed JE # 13			
To adjust accounts payable to actual.			
9017.1411	9017SRFG-ACCRUAL OTHER FEDERAL AID RECEIVABLE (ACCRUALS)	10,377,734.00	-
9017-8200.23700	9017SRFG-CASH CNTRCTR PMT CAP	10,566,118.00	-
9017.2501	9017SRFG-ACCRUAL ACCRUED INVOICES PAYABLE - DOH	-	10,566,118.00
9017.4200	9017SRFG-ACCRUAL Federal Aid - Interstate highways	-	10,377,734.00
Total		<u>20,943,852.00</u>	<u>20,943,852.00</u>

**COMMUNICATION REGARDING MATERIAL WEAKNESSES
AND SIGNIFICANT DEFICIENCIES**



October 14, 2020

Joint Committee on Government and Finance
West Virginia Legislature
Charleston, West Virginia

and

Management of the
West Virginia Department of Transportation
Division of Highways
Charleston, West Virginia

In planning and performing our audit of the financial statements of the governmental activities and each major fund of the West Virginia Department of Transportation, Division of Highways (the Division) as of and for the year ended June 30, 2020, in accordance with auditing standards generally accepted in the United States of America, we considered the Division's internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Division's internal control. Accordingly, we do not express an opinion on the effectiveness of the Division's internal control.

Our consideration of internal control was for the limited purpose described in the preceding paragraph and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies and, therefore, material weaknesses or significant deficiencies may exist that were not identified. In addition, due to inherent limitations in internal control, including the possibility of management override of controls, misstatement due to error or fraud may occur and not be detected by such controls. However, as discussed below, we identified certain deficiencies in internal control that we consider to be material weaknesses and other deficiencies that we consider to be significant deficiencies.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected, on a timely basis. We consider the following deficiencies in internal control to be material weaknesses:

The Virginia Center
1411 Virginia Street, East | Suite 100
Charleston, WV 25301

MAIN (304) 343-4126
FAX (304) 343-8008

Towne Square | 201 Third Street
PO Box 149
Parkersburg, WV 26102

MAIN (304) 485-6584
FAX (304) 485-0971

Wharf District
68 Clay Street | Suite C
Morgantown, WV 26501

MAIN (304) 554-3371
FAX (304) 554-3410

suttlecpas.com
cpa@suttlecpas.com

Capital Assets

The Division was unable to provide a complete record of all land that they own. As a result, the Division may have capital assets that have not been identified or properly recorded.

We recommend that the Division evaluate the supervisory review procedures over recording and reconciling capital assets to ensure that all capital assets are accurately recorded in accordance with generally accepted accounting principles (GAAP).

Payroll Reconciliation

Our Advanced Solution with Integrated Systems Human Resource Management (wvOASIS HRM) time and billing records are not reconciled to the production Remote Entry Management Information System (REMIS) to ensure the completeness and accuracy of information between the two systems. Differences between the two systems could exist and not be timely detected and corrected leading to misstatements in the financial statements related to the completeness and accuracy of financial information or in the completeness and accuracy of billing project costs related to payroll.

We recommend that a regular reconciliation between the two systems be performed and then timely reviewed and approved to ensure the completeness and accuracy of the data until migration of the REMIS system to wvOASIS is completed.

Information System Governance

Several information technology applications directly support the financial statements of the Division. The following internal control issues were identified:

- Programmers in the Divisions Information Services Department (ISD) have access to production programs in the REMIS system. This access grants the Divisions' ISD personnel the same rights as a business user of the application, allowing access to data and transactional authority.
- Management did not maintain documentation of periodic user access reviews for the REMIS, Project Tracking System (PTS), and wvOASIS applications.
- Management does not perform a periodic, documented review of administrator access changes to the REMIS and PTS applications.
- Terminated employees are not removed timely from the REMIS, PTS, and wvOASIS applications.
- Terminated employees are not communicated timely to the West Virginia Office of Technology (WVOT) to remove network access.

We recommend the following:

- The Division should remove programmer access from production applications and develop policies and procedures regarding programmer access. If this access is necessary, mitigating controls such as monitoring of programmer access and activities within the production application should be performed and documented.
- The Division should establish policies and procedures to create a documented periodic review of user account management. These policies and procedures should address network, division owned applications, and WV Enterprise Resource Planning (ERP) Board applications.
- The Division should implement a process to review system administrator activity for Division owned applications. Since manual reviews are typically inefficient and susceptible to human error the process should be automated to the fullest extent technically feasible.
- The Division should create and implement procedures to identify and communicate terminated employees to application administrators and third parties.

Federal Highways Administration Payback

2 CFR 200.309 requires that “a non-Federal entity may charge to the Federal award only allowable costs incurred during the period of performance and any costs incurred before the Federal awarding agency or pass-through entity made the Federal award that were authorized by the Federal awarding agency or pass-through entity.” This provision requires all project agreements to have an end date after which no additional costs may be incurred and any expenses incurred after this end date are not eligible for reimbursement.

The Division was not in compliance with federal statues, regulations, and the terms of the conditions of the federal award. As a result, the Division is required to pay back approximately \$125 million relating to all agreements that had no end date. The total outstanding liability as of June 30, 2020 is estimated at approximately \$90 million. The estimated payback is based on the Division's understanding of FHWA's payback criteria and each project is subject to final review by both the Division and FHWA during the finalization of each payback.

We recommend that the Division implement policies and procedures to ensure that all project agreements have end dates to ensure that no additional costs are incurred after this date.

A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance. We consider the following deficiencies in internal control to be significant deficiencies:

Transfers of Assets to Other Agencies

The Division capitalized \$50,568,766 of construction costs relating to a widening project on the West Virginia Turnpike. Since the Division did not have title to the property, the costs should not have been capitalized by the Division. These costs were also capitalized by the West Virginia Parkways Authority.

We recommend that the Division evaluate the supervisory review procedures over recording and reconciling capital assets and construction costs incurred on behalf of other agencies to ensure that capital assets are recorded in accordance with GAAP.

Invoices Received But Not Reflected in Financial Statements

The Division had approximately \$10.6 million of accounts payable invoices that were not reflected in the financial statements at June 30, 2020. As a result expenditures, capital assets, and related revenues were not properly included in the financial statements.

We recommend that management implement policies and procedures to ensure that all expenditures, capital assets, and related revenues are reflected in the financial statements in the appropriate time period.

Additionally, during our audit we became aware of the following deficiencies in internal control other than significant deficiencies or material weaknesses and other matters that are opportunities for strengthening internal control and operating efficiency. This letter does not affect our report dated October 14, 2020, on the financial statements of the Division.

Audit Committee Meetings

The audit committee did not meet during fiscal year 2020. Although the Director of Internal Audit keeps a representative of the audit committee updated on audit activity as needed, there were no formal meetings. Per the Secretary's Orders, the audit committee is required to hold formal meetings at least quarterly.

We recommend that the audit committee hold quarterly meetings to comply with this requirement.

Travel Expenses

In accordance with West Virginia Department of Transportation (WVDOT) Administrative Procedures policy regarding travel regulations, the State Auditor's Office is required to approve an employee's travel expense settlement form within fifteen days of travel. For four out of five employees travel expenses selected, expense reports were not completed and sent for approval by the State Auditor's Office within fifteen days.

We recommend that the Division follow the established policies related to travel.

Consulting Contracts

WV Code §157-1-7 requires that contracts using Federal funds must go through a competitive process. The Division does not appear to be in compliance with State Code regarding shop drawing contracts. Management asserts that shop drawings are by their nature not suitable for the competitive process, but State Code does not appear to allow them to be treated differently than any other purchase.

Master Agreement procedures within WV Code §157-1-7, 7.5.d.4 state: "Maximum length of agreement is one year with one a year extension by mutual consent of both parties." For one item tested, the firm was given revised supplemental agreements subsequent to the original agreement date without ever being put up for bid again to verify that no other consulting firms have entered the State market.

We recommend that management review the process regarding shop drawings to determine if improvements can be made to ensure compliance with State Code. We also recommend that the Division follow State Code with regard to contract bidding and extensions and purchasing procedures.

Receipting

One out of the twenty-five deposits tested did not comply with the twenty-four hour timing rule for depositing after receiving.

We recommend that management put the resources in place in order to ensure that all deposits are deposited timely.

Purchasing Cards

Employees are required to fill out a purchasing card checklist for each purchase. This form must be signed by three individuals: the purchaser, their direct supervisor, and the purchasing card sub-coordinator of the district. The purchasing card checklist should be approved prior to payment. For ten of the twenty-five transactions selected for testing, the checklist was signed by three individuals, but approval was not obtained before payment.

We recommend management communicate to all departments the proper procedures regarding purchasing card transactions so that all employees are aware of the policy. We recommend that management follow up on any items that aren't approved and ensure that items are being approved before payment.

Internal Audit

Based on discussions with the internal audit department, several individuals did not meet the required continuing professional education (CPE) requirements for the most recent two year period. Paragraph 4.16 of *Government Auditing Standards* (GAS) requires that auditors performing work in accordance with GAS, including planning, directing, performing auditing procedures, or reporting on an engagement conducted in accordance with GAS, should complete 24 hours of continuing professional education that relates directly to government auditing or the government environment and those who are not directly involved in those activities but who charge 20 percent or more of their time annually to GAS audits should also obtain at least an additional 56 hours of CPE (for a total of 80 hours of CPE in every 2-year period) that enhances the auditor's professional proficiency to conduct engagements.

We recommend that the internal audit department review their internal tracking systems to ensure future compliance with GAS regulations and ensure all employees receive the appropriate CPE hours.

Right of Way Leases

For one of the twenty-five leases selected for testing, the lessee was over billed. For one of the twenty-five leases selected for testing, the district was not able to locate all paperwork to support how the lease amount was determined. WV Code §157-2-8.3 states: "Appraisal - Rentals shall be based on a written approval and determination of fair rental value approved by the Commissioner of Highways or his or her designee." Additionally, for one of the twenty-five leases selected for testing, a signed, executed lease agreement could not be located.

We recommend that management ensure that all lessees are being billed timely in the agreed upon amount. We also recommend that the Division implement policies at the individual districts to ensure that both dated and approved copies of the appraisals that determined the fair rental value and lease agreements are kept on file.

Disposition of Materials, Equipment, and Supplies

WV Code §157-4-3.1 indicates that: "obsolete and unusable equipment, surplus supplies and other unneeded materials may be disposed of either by transfer to other governmental agencies or institutions, by exchange or trade, or by sale as junk or otherwise." If items cannot be sold or transferred to a state agency or institution or a county or municipality in the area where such sale is to be made within a reasonable time, such items can be offered for sale at public auction. WV Code §157-4-3.6 states: "in the case of an auction conducted in whole or in part at a physical location, notice shall be published in a newspaper of general circulation in the county where the sale is to be held. In the case of an auction conducted in whole or in part electronically, notice shall be published on the Internet and in a newspaper of statewide circulation."

As noted in internal audit reports, the Equipment Division Director did not maintain documentation showing when and where the notification publications were made.

We recommend that the Division implement policies to ensure that proper notification of disposition auctions is being published and that documentation of such notification is kept on file.

Payroll

For one of the twenty-five employees selected for testing, the wvOASIS HRM timesheet was not approved prior to payment. Additionally, for one of the twenty-five employees selected for testing, the employee was paid for the incorrect number of hours.

We recommend management communicate to all departments the importance of timely review of the employee time sheets each pay period. Further, management should follow up on any hours that are not approved or supported to ensure employees are paid for the correct number of hours.

Right of Way Sales

For one of the five sales of real property selected for testing, there was no documentation that the District Engineer approved the sale.

We recommend that management ensure all required signatures are included on the Property Information Sheet before the sale occurs.

Inventory

For eleven of the thirty-seven items selected for our inventory price testing, the district was unable to provide documentation supporting the unit's value. The values used appeared to be reasonable, thus any impact on the financial statements should be minimal.

We recommend that record retention policies be put in place to ensure that records are properly maintained. We also recommend that the Division periodically assess inventory to ensure that old inventory items still on the books are not impaired and are recorded at a reasonable value.

Accounting Estimates

During fiscal year 2020, management changed their accounting estimate for the amount due to the Federal Highway Administration. This change in estimate resulted in an increase in the amount due to the Federal Highway Administration of approximately \$70 million from the prior year. Per discussions with management and review of the payback calculation, there are several projects where the payback amount has yet to be estimated. These projects were not accrued for at year-end as a reasonable estimate of the liability could not be made by management.

We recommend that management review their procedures for calculating and reviewing significant estimates to determine if more accurate estimates can be made.

* * * * *

We will review the status of these comments during our next audit engagement. We have already discussed many of these comments and suggestions with various Division personnel, and we will be pleased to discuss them in further detail at your convenience, to perform any additional study of these matters, or to assist you in implementing the recommendations.

This communication is intended solely for the information and use of management, the Joint Committee of Government and Finance, and others within the Division, and is not intended to be, and should not be, used by anyone other than these specified parties.

A handwritten signature in cursive script that reads "Suttle & Stalnaker, PLLC".

Suttle & Stalnaker, PLLC
Charleston, West Virginia

Certain Written Communications between Management and Our Firm

Engagement Letter

Management Representation Letter

ENGAGEMENT LETTER

May 28, 2020

Carla P. Rotsch, WVDOT - Business Manager
West Virginia Division of Highways
Charleston, West Virginia

We are pleased to confirm our understanding of the services we are to provide the West Virginia Legislative Joint Committee on Government and Finance (Joint Committee) with respect to the West Virginia Division of Highways (the Division) for the year ended June 30, 2020 as well as additional services related to your Comprehensive Annual Financial Report. We will audit the financial statements of the governmental activities and each major fund, including the related notes to the financial statements, which collectively comprise the basic financial statements of the Division as of and for the year ended June 30, 2020. Accounting standards generally accepted in the United States of America provide for certain required supplementary information (RSI), such as management's discussion and analysis (MD&A), to supplement the Division's basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. As part of our engagement, we will apply certain limited procedures to the Division's RSI in accordance with auditing standards generally accepted in the United States of America. These limited procedures will consist of inquiries of management regarding the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We will not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance. The following RSI is required by accounting principles generally accepted in the United States of America and will be subjected to certain limited procedures, but will not be audited:

- 1) Management's Discussion and Analysis
- 2) Schedule of Proportionate Share of the Net Pension Liability
- 3) Schedule of Pension Contributions
- 4) Schedule of Proportionate Share of the Net Other Postemployment Benefits (OPEB) Liability
- 5) Schedule of Other Postemployment Benefits (OPEB) Contributions

The Virginia Center
1411 Virginia Street, East | Suite 100
Charleston, WV 25301

MAIN (304) 343-4126
FAX (304) 343-8008

Towne Square | 201 Third Street
PO Box 149
Parkersburg, WV 26102

MAIN (304) 485-6584
FAX (304) 485-0971

Wharf District
68 Clay Street | Suite C
Morgantown, WV 26501

MAIN (304) 554-3371
FAX (304) 554-3410

suttlecpas.com
cpa@suttlecpas.com

We understand that you also plan to issue a Comprehensive Annual Financial Report (CAFR) and the audited financial statements will be included as part of the CAFR, which will also include an introductory section and various statistical tables. Such information, which does not constitute RSI, will not be subjected to the auditing procedures applied in our audit of the financial statements, and our auditor's report will not provide an opinion or any assurance on that other information.

Audit Objectives

The objective of our audit is the expression of opinions as to whether your financial statements are fairly presented, in all material respects, in conformity with accounting principles generally accepted in the United States of America. Our audit will be conducted in accordance with auditing standards generally accepted in the United States of America 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 the Division and other procedures we consider necessary to enable us to express such opinions. We will issue a written report upon completion of our audit of the Division's financial statements. Our report will be addressed to management and the Joint Committee. We cannot provide assurance that unmodified opinions will be expressed. Circumstances may arise in which it is necessary for us to modify our opinions or add emphasis-of-matter or other-matter paragraphs. If our opinions are other than unmodified, we will 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 opinions, we may decline to express opinions or issue reports, or may withdraw from this engagement.

We will also provide a report (that does not include an opinion) on internal control related to the financial statements and compliance with the provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a material effect on the financial statements as required by *Government Auditing Standards*. The report on internal control and on compliance and other matters will include a paragraph that states (1) that the purpose of the report is solely to describe the scope of testing of internal control and compliance, and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control on compliance, and (2) that the report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. The paragraph will also state that the report is not suitable for any other purpose. If during our audit we become aware that the Division is subject to an audit requirement that is not encompassed in the terms of this engagement, we will communicate to management and those charged with governance that an audit in accordance with auditing standards generally accepted in the United States of America and the standards for financial audits contained in *Government Auditing Standards* may not satisfy the relevant legal, regulatory, or contractual requirements.

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. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We will plan and perform the audit to obtain reasonable 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 government or to acts by management or employees acting on behalf of the government. Because the determination of waste and abuse is subjective, *Government Auditing Standards* do not expect auditors to perform specific procedures to detect waste and abuse in financial audits nor do they expect auditors to provide reasonable assurance of detecting waste and abuse.

Because of the inherent limitations of an audit, combined with the inherent limitations of internal control, and because we will not perform a detailed examination of all transactions, an unavoidable risk exists that some material misstatements may exist and not be detected by us, even though the audit is properly planned and performed in accordance with auditing standards generally accepted in the United States of America and *Government Auditing Standards*. 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. However, we will inform the appropriate level of management of any material errors, fraudulent financial reporting, or misappropriation of assets that comes to our attention. We will also inform the appropriate level of management, as well as the Joint Committee, of any violations of laws or governmental regulations that come to our attention, unless clearly inconsequential. Our responsibility as auditors is limited to the period covered by our audit and does not extend to later periods for which we are not engaged as auditors.

We have advised you of the limitations of our audit regarding the detection of fraud and the possible effect on the financial statements (including misappropriation of cash or other assets). We are available to perform, as a separate engagement, extended procedures specifically designed to detect fraud; however, you have declined to engage us to do so at this time.

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 require certain written representations from you about your responsibilities for the financial statements; compliance with laws, regulations, contracts, and grant agreements; and other responsibilities required by auditing standards generally accepted in the United States of America.

Audit Procedures—Internal Control

Our audit will include obtaining an understanding of the government and its environment, including internal control, sufficient to assess the risks of material misstatement of the financial statements and to design the nature, timing, and extent of further audit procedures. 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*.

An audit is not designed to provide assurance on internal control or to identify significant deficiencies or material weaknesses. Accordingly, we will express no such opinion. However, during the audit, we will communicate to management, the Joint Committee, and those charged with governance internal control related matters that are required to be communicated under AICPA professional standards and *Government Auditing Standards*.

Audit Procedures—Compliance

As part of obtaining reasonable assurance about whether the financial statements are free of material misstatement, we will perform tests of the Division's compliance with the provisions of applicable laws, regulations, contracts, agreements, and grants. However, the objective of our audit will not be to provide an opinion on overall compliance and will not express such an opinion in our report on compliance issued pursuant to *Government Auditing Standards*.

Other Services

We will also read the Comprehensive Annual Financial Report, using the appropriate Government Finance Officers Association checklist and provide technical assistance as appropriate. These nonaudit services do not constitute an audit under *Government Auditing Standards* and such services will not be conducted in accordance with *Government Auditing Standards*. We will perform the services in accordance with applicable professional standards. The other services are limited to the services previously defined. We, in our sole professional judgement, reserve the right to refuse to perform any procedure or take any action that could be construed as assuming management responsibilities.

Management Responsibilities

Management is responsible for designing, implementing, establishing, and maintaining effective internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error, and for evaluation and monitoring ongoing activities to help ensure that appropriate goals and objectives are met; following laws and regulations; and ensuring that management and financial information is reliable and properly reported. Management is also responsible for implementing systems designed to achieve compliance with applicable laws, regulations, contracts, and grant agreements. You are also responsible for the selection and application of accounting principles; for the preparation and fair presentation of the financial statements and all accompanying information in conformity with accounting principles generally accepted in the United States of America, and for compliance with applicable laws and regulations and the provisions of contracts and grant agreements.

Management is also responsible for making all financial records and related information available to us and for the accuracy and completeness of that information. You are also responsible for providing us with (1) access to all information of which you are aware that is relevant to the preparation and fair presentation of the financial statements, including identification of all related parties and all related-party relationships and transactions, (2) additional information that we may request for the purpose of the audit, and (3) unrestricted access to persons within the government from whom we determine it necessary to obtain audit evidence.

Your responsibilities include adjusting the financial statements to correct material misstatements and for confirming to us in the written 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 of each opinion unit 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 affecting the government involving (1) management, (2) employees who have significant roles in internal control, and (3) others where the fraud could have a material effect on the financial statements. Your responsibilities include informing us of your knowledge of any allegations of fraud or suspected fraud affecting the government received in communications from employees, former employees, grantors, regulators, or others. In addition, you are responsible for identifying and ensuring that the government complies with applicable laws, regulations, contracts, agreements, and grants and for taking timely and appropriate steps to remedy fraud, and noncompliance with provisions of laws, regulations, or contracts or grant agreements that we report.

With regard to including the auditor's report in an exempt offering document, you agree that the aforementioned auditor's report, or reference to Suttle & Stalnaker, PLLC, will not be included in any such offering document without our prior permission or consent. Any agreement to perform work in connection with an exempt offering document, including an agreement to provide permission or consent, will be a separate engagement.

You are responsible for the preparation of the supplementary information, which we were engaged to report on, in conformity with accounting principles generally accepted in the United States of America. You agree to include our report on the supplementary information in any document that contains and indicates that we have reported on the supplementary information. You also agree to include the audited financial statements with any presentation of the supplementary information that includes our report thereon. Your responsibilities include acknowledging to us in the written representation letter that (1) you are responsible for presentation of the supplementary information in accordance with GAAP; (2) you believe the supplementary information, including its form and content, is fairly presented in accordance with GAAP; (3) the methods of measurement or presentation have not changed from those used in the prior period (or, if they have changed, the reasons for such changes); and (4) you have disclosed to us any significant assumptions or interpretations underlying the measurement or presentation of the supplementary information.

Management is responsible for establishing and maintaining a process for tracking the status of audit findings and recommendations. Management is also responsible for identifying and providing report copies of 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 other 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.

With regard to the electronic dissemination of audited financial statements, including financial statements published electronically on your website, you understand that electronic sites are a means to distribute information and, therefore, we are not required to read the information contained in these sites or to consider the consistency of other information in the electronic site with the original document.

You agree to assume all management responsibilities relating to the financial statements and related notes and any other nonaudit services we provide. You will be required to acknowledge in the management representation letter our assistance with preparation of the financial statements and related notes and that you have reviewed and approved the financial statements and related notes prior to their issuance and have accepted responsibility for them. Further, you agree to oversee the nonaudit services by designating an individual, preferably from senior management, with suitable skill, knowledge, or experience; evaluate the adequacy and results of those services; and accept responsibility for them.

Engagement Administration, Fees, and Other

We may from time to time, and depending on the circumstances, use third-party service providers in serving your account. We may share confidential information about you with these service providers, but remain committed to maintaining the confidentiality and security of your information. Accordingly, we maintain internal policies, procedures, and safeguards to protect the confidentiality of your personal information. In addition, we will secure confidentiality agreements with all service providers to maintain the confidentiality of your information and we will take reasonable precautions to determine that they have appropriate procedures in place to prevent the unauthorized release of your confidential information to others. In the event that we are unable to secure an appropriate confidentiality agreement, you will be asked to provide your consent prior to the sharing of your confidential information with the third-party service provider. Furthermore, we will remain responsible for the work provided by any such third-party service providers.

We understand that your employees will prepare all cash or other confirmations we request and will locate any documents selected by us for testing. We will schedule the engagement based in part on deadlines, working conditions, and the availability of your key personnel. We will plan the engagement based on the assumption that your personnel will cooperate and provide assistance by performing tasks such as preparing requested schedules, retrieving supporting documents, and preparing confirmations. If for whatever reason your personnel are unavailable to provide the necessary assistance in a timely manner, it may substantially increase the work we have to do to complete the engagement within the established deadlines, resulting in an increase in fees over our original fee estimate.

We will provide copies of our reports to the Division and the Joint Committee; however, management is responsible for any further distribution of the reports and the financial statements. Unless restricted by law or regulation, or containing privileged and confidential information, copies of our reports are to be made available for public inspection.

The audit documentation for this engagement is the property of Suttle & Stalnaker, PLLC and constitutes confidential information. However, subject to applicable laws and regulations, audit documentation and appropriate individuals will be made available upon request and in a timely manner to 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 Suttle & Stalnaker, PLLC 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 date or for any additional period requested by the U.S. Government Accountability Office. If we are aware that a federal awarding agency 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 during June 2020 and to issue our reports no later than October 15, 2020. Chris Lambert, CPA, CGMA, CCIFP is the engagement partner and is responsible for supervising the engagement and signing the reports or authorizing another individual to sign them.

If any dispute arises among the parties hereto, the parties agree first to try in good faith to settle the dispute by mediation administered by the American Arbitration Association under Rules for Professional Accounting and Related Services Disputes before resorting to litigation. Costs of any mediation proceeding shall be shared equally by all parties.

We generally base our fees on the time required at our regular rates for the services and personnel assigned plus out of pocket costs and relevant computer charges. Our charges also include other appropriate factors, including the difficulty of the assignment, the degree of skill required, time limitations imposed on us by others, the experience and ability of the personnel assigned, and the value of the services to the client. Our fee for the audit services described in this letter is included in the contract with the West Virginia Legislative Joint Committee on Government and Finance for the audit of the financial statements of the West Virginia Division of Highways.

The additional services related to the issuance of the CAFR, will be invoiced directly to the West Virginia Division of Highways using rates established in the contract with the West Virginia Legislative Joint Committee on Government and Finance for the audit of the financial statements. Our estimated fees for this additional work are as follows:

<u>Level</u>	<u>Rate</u>	<u>Hours</u>	<u>Extension</u>
Partner	\$200.00	10	\$ 2,000.00
Manager	\$160.00	15	2,400.00
Supervisor	\$115.00	-	-
Senior	\$95.00	6	570.00
Staff	\$80.00	-	-
			<u>\$ 4,970.00</u>

You may request that we perform additional services not addressed in this engagement letter. If this occurs, we will communicate with you regarding the scope of the additional services and the estimated fees. We also may issue a separate engagement letter covering the additional services. In the absence of any other written communication from us documenting such additional services, our services will continue to be governed by the terms of this engagement letter.

We will attempt to minimize our fees consistent with quality work. The extent to which we can do this will depend on your personnel offering us clerical and other assistance to prepare schedules, perform analyses, and provide source documents. This fee estimate will be subject to adjustments based on unanticipated changes in the scope of our work and/or the incomplete or untimely receipt by us of the information on the client participation list. All other provisions of this letter will survive any fee adjustment.

Client and accountant both agree that any dispute over fees charged by the accountant to the client will be submitted for resolution by arbitration in accordance with the Rules of Professional Accounting and Related Services Disputes of the American Arbitration Association. Such arbitration shall be binding and final. In agreeing to arbitration, we both acknowledge that in the event of a dispute over fees charged by the accountant, each of us is giving up the right to have the dispute decided in a court of law before a judge or jury and instead we are accepting the use of arbitration for resolution.

By signing this engagement letter, you authorize us to use the name of your entity in future proposals, as well as to provide contact information for requested references.

Our audit engagement ends on delivery of our audit report. Any follow-up services that might be required will be a separate, new engagement. The terms and conditions of that new engagement will be governed by a new, specific engagement letter for that service.

You have requested that we provide you with a copy of our most recent external peer review report and any subsequent reports received during the contract period. Accordingly, our 2017 peer review report accompanies this letter.

We appreciate the opportunity to be of service to the West Virginia Division of Highways and 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 the enclosed copy and return it to us.

Very truly yours,



Suttle & Stalnaker, PLLC

RESPONSE:

This letter correctly sets forth the understanding of the West Virginia Division of Highways.

By: Carla P. Rotsch

Title: Business Manager



1200 Corporate Court • P. O. Box 990 • Ashland, Kentucky 41105
 • Phone (606) 329-1811 (606) 329-1171 • Fax (606) 329-8756 (606) 325-0590
 • Web www.kgsgcpa.com Member of [Alliainal](#)

Report on the Firm's System of Quality Control

To the Members of Suttle & Stalnaker, PLLC
 and the National Peer Review Committee

We have reviewed the system of quality control for the accounting and auditing practice of Suttle and Stalnaker, PLLC (the firm) applicable to engagements not subject to PCAOB permanent inspection in effect for the year ended May 31, 2017. Our peer review was conducted in accordance with the Standards for Performing and Reporting on Peer Reviews established by the Peer Review Board of the American Institute of Certified Public Accountants (Standards).

A summary of the nature, objectives, scope, limitations of, and the procedures performed in a System Review as described in the Standards may be found at www.aicpa.org/prsummary. The summary also includes an explanation of how engagements identified as not performed or reported in conformity with applicable professional standards, if any, are evaluated by a peer reviewer to determine a peer review rating.

Firm's Responsibility

The firm is responsible for designing a system of quality control and complying with it to provide the firm with reasonable assurance of performing and reporting in conformity with applicable professional standards in all material respects. The firm is also responsible for evaluating actions to promptly remediate engagements deemed as not performed or reported in conformity with professional standards, when appropriate, and for remediating weaknesses in its system of quality control, if any.

Peer Reviewer's Responsibility

Our responsibility is to express an opinion on the design of the system of quality control and the firm's compliance therewith based on our review.

Required Selections and Considerations

Engagements selected for review included engagements performed under *Government Auditing Standards*, including compliance audits under the Single Audit Act, and audits of employee benefit plans.

As part of our review, we considered reviews by regulatory entities as communicated by the firm, if applicable, in determining the nature and extent of our procedures.

Opinion

In our opinion, the system of quality control for the accounting and auditing practice of Suttle & Stalnaker, PLLC applicable to engagements not subject to PCAOB permanent inspection in effect for the year ended May 31, 2017, has been suitably designed and complied with to provide the firm with reasonable assurance of performing and reporting in conformity with applicable professional standards in all material respects. Firms can receive a rating of *pass*, *pass with deficiency(ies)* or *fail*. Suttle & Stalnaker, PLLC has received a peer review rating of *pass*.

Kelley Galloway Smith Goolsby, PSC

Ashland, Kentucky
 December 6, 2017

MANAGEMENT REPRESENTATION LETTER



WEST VIRGINIA DEPARTMENT OF TRANSPORTATION

Division of Highways

1900 Kanawha Boulevard East • Building Five • Room 110
Charleston, West Virginia 25305-0430 • (304) 558-3505

Byrd E. White, III
Secretary of Transportation/
Commissioner of Highways

October 14, 2020

Jimmy Wriston, P. E.
Deputy Secretary/
Deputy Commissioner

Suttle & Stalnaker, PLLC
The Virginia Center, Suite 100
1411 Virginia Street, East
Charleston, West Virginia 25301

This representation letter is provided in connection with your audit of the financial statements of the West Virginia Department of Transportation (WVDOT), Division of Highways (the Division), a component unit of the WVDOT and the State of West Virginia, which comprise the respective financial position of the governmental activities and each major fund of the Division, as of June 30, 2020, and the respective changes in financial position and the budgetary comparison for the General (State Road) fund for the year then ended, and the disclosures (collectively, the "financial statements"), for the purpose of expressing opinions as to whether the financial statements are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

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. An omission or misstatement that is monetarily small in amount could be considered material as a result of qualitative factors.

We confirm, to the best of our knowledge and belief, as of October 14, 2020 the following representations made to you during your audit.

Financial Statements

1. We have fulfilled our responsibilities, as set out in the terms of the audit engagement letter dated May 28, 2020 including our responsibility for the preparation and fair presentation of the financial statements in accordance with U.S. GAAP and for preparation of the supplementary information in accordance with the applicable criteria.

2. The financial statements referred to above are fairly presented in conformity with U.S. GAAP and include all properly classified funds and other financial information of the primary government and all component units required by generally accepted accounting principles to be included in the financial reporting entity.
3. We acknowledge our responsibility for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.
4. We acknowledge our responsibility for the design, implementation, and maintenance of internal control to prevent and detect fraud.
5. Significant assumptions we used in making accounting estimates, including those measured at fair value, are reasonable.
6. Related party relationships and transactions, including revenues, expenditures/expenses, loans, transfers, leasing arrangements, and guarantees, and amounts receivable from or payable to related parties have been appropriately accounted for and disclosed in accordance with U.S. GAAP.
7. Adjustments or disclosures have been made for all events, including instances of noncompliance, subsequent to the date of the financial statements that would require adjustment to or disclosure in the financial statements.
8. The effects of uncorrected misstatements, if any, are immaterial, both individually and in the aggregate, to the financial statements as a whole for each opinion unit. In addition, you have proposed adjusting journal entries that have been posted to the Division's accounts. We are in agreement with those adjustments.
9. The effects of all known actual or possible litigation, claims, and assessments have been accounted for and disclosed in accordance with U.S. GAAP.
10. Guarantees, whether written or oral, under which the Division is contingently liable, if any, have been properly recorded or disclosed.
11. Receivables recorded in the financial statements represent valid claims against debtors for transactions arising on or before the statement of net position date and have been reduced to their estimated net realizable value.
12. Provision has been made to reduce excess or obsolete inventories to their estimated net realizable value.

Information Provided

13. We have provided you with:
 - a) Access to all information, of which we are aware, that is relevant to the preparation and fair presentation of the financial statements, such as records (including information obtained from outside of the general and subsidiary ledgers), documentation, and other matters.
 - b) Additional information that you have requested from us for the purpose of the audit.

- c) Unrestricted access to persons within the Division from whom you determined it necessary to obtain audit evidence.
 - d) Minutes of the meetings of the Division or summaries of actions of recent meetings for which minutes have not yet been prepared.
 - e) Communication from regulatory agencies concerning noncompliance with, or deficiencies in, financial reporting practices.
14. All material transactions have been recorded in the accounting records and are reflected in the financial statements.
15. We have disclosed to you the results of our assessment of the risk that the financial statements may be materially misstated as a result of fraud.
16. We have no knowledge of any fraud or suspected fraud that affects the Division and involves:
- a. Management,
 - b. Employees who have significant roles in internal control, or
 - c. Others where the fraud could have a material effect on the financial statements.
17. We have no knowledge of any allegations of fraud or suspected fraud affecting the Division's financial statements communicated by employees, former employees, regulators, or others.
18. We have no knowledge of instances of noncompliance or suspected noncompliance with provisions of laws, regulations, contracts, or grant agreements, or waste or abuse, whose effects should be considered when preparing financial statements.
19. We have disclosed to you all known actual or possible litigation, claims, and assessments whose effects should be considered when preparing the financial statements.
20. We have disclosed to you the identity of the Division's related parties and all the related party relationships and transactions, including any side agreements.

Government—specific

21. There have been no communications from regulatory agencies concerning noncompliance with, or deficiencies in, financial reporting practices.
22. We have taken timely and appropriate steps to remedy fraud or noncompliance with provisions of laws, regulations, contracts, and grant agreements that you have reported to us.
23. We have a process to track the status of audit findings and recommendations.
24. We have identified to you any previous audits, attestation engagements, and other studies related to the audit objectives and whether related recommendations have been implemented.
25. We have provided our views on reported findings, conclusions, and recommendations, as well as our planned corrective actions, for the report.

26. The Division has no plans or intentions that may materially affect the carrying value or classification of assets, deferred outflows of resources, liabilities, deferred inflows of resources, and fund balance or net position.
27. We are responsible for compliance with the laws, regulations, and provisions of contracts and grant agreements applicable to us, including tax or debt limits and debt contracts; and legal and contractual provisions for reporting specific activities in separate funds.
28. We have identified and disclosed to you all instances, if any, that have occurred or are likely to have occurred, of fraud and noncompliance with provisions of laws and regulations that we believe have a material effect on the financial statements or other financial data significant to the audit objectives, and any other instances that warrant the attention of those charged with governance.
29. We have identified and disclosed to you all instances, if any, that have occurred or are likely to have occurred, of noncompliance with provisions of contracts and grant agreements that we believe have a material effect on the determination of financial statement amounts or other financial data significant to the audit objectives.
30. There are no violations or possible violations of budget ordinances, laws and regulations (including those pertaining to adopting, approving, and amending budgets), provisions of contracts and grant agreements, tax or debt limits, and any related debt covenants whose effects should be considered for disclosure in the financial statements, or as a basis for recording a loss contingency, or for reporting on noncompliance.
31. As part of your audit, you assisted with preparation of the financial statements and disclosures. We acknowledge our responsibility as it relates to those nonaudit services, including that we assume all management responsibilities; oversee the services by designating an individual, preferably within senior management, who possesses suitable skill, knowledge, or experience; evaluate the adequacy and results of the services performed; and accept responsibility for the results of the services. We have reviewed, approved, and accepted responsibility for those financial statements and disclosures.
32. The Division 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.
33. The Division has complied with all aspects of contractual agreements that would have a material effect on the financial statements in the event of noncompliance.
34. The financial statements include all component units, appropriately present majority equity interests in legally separate organizations and joint ventures with an equity interest, and properly disclose all other joint ventures and other related organizations.
35. The financial statements include all fiduciary activities required by GASBS No. 84, if any.
36. The financial statements properly classify all funds and activities, in accordance with GASBS No. 34, as amended, and GASBS No. 84.
37. All funds that meet the quantitative criteria in GASBS Nos. 34 and 37 for presentation as major are identified and presented as such and all other funds that are presented as major are particularly important to financial statement users.

38. Components of net position (net investment in capital assets; restricted; and unrestricted) and classifications of fund balance (nonspendable, restricted, committed, assigned, and unassigned) are properly classified and, if applicable, approved.
39. Investments, derivative instruments, and land and other real estate held by endowments, if any, are properly valued.
40. Provisions for uncollectible receivables have been properly identified and recorded.
41. 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.
42. 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.
43. Interfund, internal, and intra-entity activity and balances have been appropriately classified and reported.
44. Special and extraordinary items, if any, are appropriately classified and reported.
45. Deposits and investment securities and derivative instruments are properly classified as to risk and are properly disclosed.
46. Capital assets, including infrastructure and intangible assets, are properly capitalized, reported, and, if applicable, depreciated or amortized, except as been made known to you.
47. We have appropriately disclosed the Division's policy regarding whether to first apply restricted or unrestricted resources when an expense is incurred for purposes for which both restricted and unrestricted net position is available and have determined that net position is properly recognized under the policy.
48. We are following our established accounting policy regarding which resources (that is, restricted, committed, assigned, or unassigned) are considered to be spent first for expenditures for which more than one resource classification is available. That policy determines the fund balance classifications for financial reporting purposes.

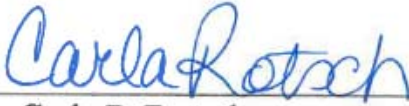
49. We acknowledge our responsibility for the required supplementary information (RSI). The RSI is measured and presented within prescribed guidelines and the methods of measurement and presentation have not changed from those used in the prior period. We have disclosed to you any significant assumptions and interpretations underlying the measurement and presentation of the RSI.



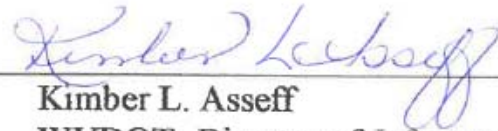
Byrd E. White
WVDOT, Secretary of
Transportation/Commissioner of
Highways



Susan M. Creager, CPA
WVDOT, Administrative Services
Manager



Carla P. Rotsch
WVDOT, Business
Manager



Kimber L. Asseff
WVDOT, Director of Information
Services Division