

**THE GULCH BUSINESS
IMPROVEMENT DISTRICT, INC.**

FINANCIAL STATEMENTS

December 31, 2011 and 2010

THE GULCH BUSINESS IMPROVEMENT DISTRICT, INC.

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THE GULCH BUSINESS IMPROVEMENT DISTRICT, INC.

INTRODUCTION

The Gulch Business Improvement District, Inc. (the “GBID”) is pleased to present its Annual Financial Report for the years ended December 31, 2011 and 2010.

Responsibility and Controls

The GBID has prepared and is responsible for the financial statements and related information included in this report. A system of internal accounting controls is maintained to provide reasonable assurance that assets are safeguarded and that the books and records reflect only authorized transactions. Limitations exist in any system of internal controls. However, based on recognition that the cost of the system should not exceed its benefits, management believes its system of internal accounting controls maintains an appropriate cost/benefit relationship.

The GBID’s system of internal accounting controls is evaluated on an ongoing basis by the GBID’s internal financial staff. Frasier, Dean & Howard, PLLC, our external auditors, also consider certain elements of the internal control system in order to determine their auditing procedures for the purpose of expressing an opinion on the financial statements.

Management believes that its policies and procedures provide guidance and reasonable assurance that the GBID’s operations are conducted according to management’s intentions and to a high standard of business ethics. In management’s opinion, the financial statements present fairly, in all material respects, the financial position of the GBID as of December 31, 2011 and 2010, and the changes in its financial position and cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Audit Assurance

The unqualified opinion of our independent external auditors, Frasier, Dean & Howard, PLLC is included in this report.

THE GULCH BUSINESS IMPROVEMENT DISTRICT, INC.
As of December 31, 2011

Board of Directors

Dirk Melton	Chairman
Michael Lindseth	Vice Chairman
Allison Flores	Secretary/Treasurer
Tommy Pierce	Immediate Past Chair
David Bohan	Board Member
Adam Burke	Board Member
Burgin Dossett	Board Member
John Dyke	Board Member
Erica Gilmore	Board Member
Thelma Harper	Board Member
Tom Harwell	Board Member
Cindy Heath	Board Member
Herb Maxwell	Board Member
Mary Pruitt	Board Member
Phil Ryan	Board Member
Joe Wehby	Board Member

Executive Staff

Thomas D. Turner	President and Chief Executive Officer Nashville Downtown Partnership
Sally E. Connelly	Executive Vice President Nashville Downtown Partnership
Julie Hays	Finance Manager Nashville Downtown Partnership



INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of
The Gulch Business Improvement District, Inc.
Nashville, Tennessee

We have audited the accompanying statements of net assets of The Gulch Business Improvement District, Inc. (a nonprofit organization), a component unit of the Metropolitan Government of Nashville and Davidson County, Tennessee as of December 31, 2011 and 2010, and the related statements of activities and cash flows for the years then ended. These financial statements are the responsibility of the Organization's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The Gulch Business Improvement District, Inc. as of December 31, 2011 and 2010, and the changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued our report dated March 15, 2012, on our consideration of The Gulch Business Improvement District, Inc.'s internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audits.

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 5 – 7 be presented to supplement the 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. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about 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 obtained during our audit of the basic financial statements. We do 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.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements of The Gulch Business Improvement District, Inc. taken as a whole. The additional information included in the report (shown on page 15) is presented for purposes of additional analysis and is not a required part of the financial statements. This information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole. The introductory section has not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we do not express an opinion or provide assurance on it.

Frasier, Dean + Howard, PLLC

March 15, 2012

THE GULCH BUSINESS IMPROVEMENT DISTRICT, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
December 31, 2011

The following Management's Discussion and Analysis ("MD&A") of The Gulch Business Improvement District, Inc.'s (the "GBID") financial performance provides an introduction to the financial statements for the year ended December 31, 2011. The information contained in this MD&A should be considered in conjunction with the information contained in the GBID's financial statements.

OVERVIEW OF THE FINANCIAL STATEMENTS

The GBID's financial statements are prepared on the accrual basis of accounting in accordance with generally accepted accounting principles promulgated by the Government Accounting Standards Board. Revenues of the GBID are recognized when earned, not when received. Expenses are recognized when incurred, not when paid. Capital assets are capitalized and are depreciated over their estimated useful lives. See the notes to the financial statements for a summary of the GBID's significant accounting policies.

Following this discussion are the basic financial statements of the GBID, together with the notes, which are essential to a full understanding of the data contained in the financial statements. The GBID's basic financial statements are designed to provide readers with a broad overview of the GBID's financial status.

The *Statement of Net Assets* presents information on all of the GBID's assets and liabilities, with the difference between the two reported as net assets. Over time, increases and decreases in net assets may serve as a useful indicator of the GBID's financial position.

The *Statement of Activities* presents information showing the change in the GBID's net assets during the fiscal year. All changes in net assets are reported as soon as the underlying event occurs, regardless of timing of related cash flows. Thus, revenues and expenses are recorded and reported in this statement for some items that will result in cash flows in future periods.

The *Statement of Cash Flows* relates to the flows of cash and cash equivalents. Consequently, only transactions that affect the GBID's cash accounts are recorded in this statement.

The notes to the financial statements provide additional information that is essential to a full understanding of the data provided in the basic financial statements.

FINANCIAL HIGHLIGHTS

Substantially all GBID operating revenue is from property-based assessments within a defined Gulch Business Improvement District (the "District"). Consistent with the State enabling legislation, property owners representing more than 50% of the total property owners in the District and more than 2/3 of the assessed value signed petitions agreeing to the assessment. Following a public hearing, the Metropolitan Council of Nashville and Davidson County established the District by an ordinance, with the power to levy assessment on property. Under terms of a Memorandum of

THE GULCH BUSINESS IMPROVEMENT DISTRICT, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS (Continued)
December 31, 2011

FINANCIAL HIGHLIGHTS (Continued)

Agreement between the Metropolitan Government of Nashville and Davidson County and the GBID, funds generated by this special assessment are collected with regular property taxes and transferred to the GBID to fund services and initiatives that support and enhance the economic environment of the District.

	<u>2011</u>	<u>2010</u>	<u>2009</u>
Revenues			
Program revenues:			
Charges for services	\$ 135,885	\$ 378,368	\$ 271,322
General revenues:			
Other income	<u>3,043</u>	<u>4,458</u>	<u>737</u>
Total revenues	<u>138,928</u>	<u>382,826</u>	<u>272,059</u>
Expenses			
Program expenses:			
Program management fees	174,931	188,816	115,239
Management and general	<u>24,974</u>	<u>17,015</u>	<u>19,691</u>
Total expenses	<u>199,905</u>	<u>205,831</u>	<u>134,930</u>
Increase (decrease) in net assets	<u>\$ (60,977)</u>	<u>\$ 176,995</u>	<u>\$ 137,129</u>

The operating revenue from the property tax assessment reported for the period ended December 31, 2011 is significantly less than that reported for the period ended December 31, 2010; however, the assessment revenues from the GBID are materially consistent with the ordinance established by the Metropolitan Council which set the assessment rate. Accordingly, total revenue for 2011 decreased significantly from 2010.

Similarly, the program operating expenses reported for the period ended December 31, 2011 are less than those reported for the period ended December 31, 2010. As is reported in the accompanying notes to the financial statements, the GBID provides substantially all of the support and services to its constituents through a management contract with the Nashville Downtown Partnership. Therefore, other than necessary administrative expenses, the remainder of the operating costs are incurred as a part of this contract.

As mentioned above, the net assets of the GBID represent the difference between its assets and its liabilities at a point in time. A change in the net asset balance from one year to the next is typically a result of the excess of revenues over expenses for the time period, or in some cases the excess of expenses over revenues. In most years, the GBID will not experience a significant change in its net assets, as substantially all its available revenue is designated to be utilized immediately to provide services to its target area. For the year ended December 31, 2011, the GBID experienced a decrease in net assets. This is due to assessment revenues being lower than operating expenses.

**THE GULCH BUSINESS IMPROVEMENT DISTRICT, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS (Continued)
December 31, 2011**

FINANCIAL HIGHLIGHTS (Continued)

	<u>2011</u>	<u>2010</u>	<u>2009</u>
Current and other assets	\$ 250,910	\$ 348,387	\$ 140,423
Liabilities	<u>(11,669)</u>	<u>(48,169)</u>	<u>(17,200)</u>
Net assets:			
Unrestricted	239,241	299,914	120,452
Temporarily restricted	<u>-</u>	<u>304</u>	<u>2,771</u>
Total net assets	<u>\$ 239,241</u>	<u>\$ 300,218</u>	<u>\$ 123,223</u>

OTHER ISSUES

Management is not aware of any facts or conditions that are expected to have a significant impact on either the GBID financial position or the results of its operations after the reporting date. A further discussion of the significant business relationships of the GBID can be found in the accompanying notes to the financial statements.

Respectfully submitted,



Thomas Turner
Assistant Treasurer
March 15, 2012

THE GULCH BUSINESS IMPROVEMENT DISTRICT, INC.
STATEMENTS OF NET ASSETS
December 31, 2011 and 2010

	2011	2010
Assets		
Current assets:		
Cash and cash equivalents	\$ 246,510	\$ 348,387
Prepaid expenses	4,400	-
Total assets	\$ 250,910	\$ 348,387
Liabilities and Net Assets		
Liabilities:		
Current liabilities:		
Accounts payable	\$ 11,669	\$ 34,235
Deferred revenue	-	13,934
Total liabilities	11,669	48,169
Net assets:		
Unrestricted	239,241	299,914
Temporarily restricted	-	304
Total net assets	239,241	300,218
Total liabilities and net assets	\$ 250,910	\$ 348,387

See accompanying notes to the financial statements.

THE GULCH BUSINESS IMPROVEMENT DISTRICT, INC.
STATEMENTS OF ACTIVITIES
For the Years Ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Operating revenues:		
Charges for services	\$ 135,885	\$ 378,368
Total operating revenue	<u>135,885</u>	<u>378,368</u>
Operating expenses:		
Program management fees	174,931	188,816
Management and general	<u>24,974</u>	<u>17,015</u>
Total operating expense	<u>199,905</u>	<u>205,831</u>
Operating (loss) income	<u>(64,020)</u>	<u>172,537</u>
Nonoperating income:		
Other income	3,043	4,458
Net assets released from restriction	<u>304</u>	<u>2,467</u>
Total nonoperating income	<u>3,347</u>	<u>6,925</u>
Changes in temporarily restricted net assets:		
Net assets released from restriction	<u>(304)</u>	<u>(2,467)</u>
Total changes in net assets	<u>(60,977)</u>	<u>176,995</u>
Net assets - beginning of year	<u>300,218</u>	<u>123,223</u>
Net assets - end of year	<u><u>\$ 239,241</u></u>	<u><u>\$ 300,218</u></u>

See accompanying notes to the financial statements.

THE GULCH BUSINESS IMPROVEMENT DISTRICT, INC.
STATEMENTS OF CASH FLOWS
For the Years Ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Cash flows from operating activities:		
Cash received for services	\$ 121,951	\$ 388,656
Cash payments to suppliers for goods and services	<u>(226,871)</u>	<u>(185,150)</u>
Net cash (used in) provided by operating activities	<u>(104,920)</u>	<u>203,506</u>
Cash flows from investing activities:		
Interest income	<u>3,043</u>	<u>4,458</u>
Net cash provided by investing activities	<u>3,043</u>	<u>4,458</u>
Net (decrease) increase in cash and cash equivalents	(101,877)	207,964
Cash and cash equivalents - beginning of year	<u>348,387</u>	<u>140,423</u>
Cash and cash equivalents - end of year	<u><u>\$ 246,510</u></u>	<u><u>\$ 348,387</u></u>

See accompanying notes to the financial statements.

THE GULCH BUSINESS IMPROVEMENT DISTRICT, INC.
STATEMENTS OF CASH FLOWS (CONTINUED)
For the Years Ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Reconciliation of operating income to cash (used in) provided by operating activities:		
Operating (loss) income	\$ (64,020)	\$ 172,537
Adjustments to reconcile operating (loss) income to net cash (used in) provided by operating activities:		
Changes in operating assets and liabilities:		
Prepaid expenses	(4,400)	-
Accounts payable	(22,566)	20,681
Deferred revenue	<u>(13,934)</u>	<u>10,288</u>
Net cash (used in) provided by operating activities	<u>\$ (104,920)</u>	<u>\$ 203,506</u>

See accompanying notes to the financial statements.

THE GULCH BUSINESS IMPROVEMENT DISTRICT, INC.
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Gulch Business Improvement District, Inc. (the “Organization”) was established in 2006 as a not-for-profit organization to administer special assessment revenues collected by the Metropolitan Government of Nashville and Davidson County, Tennessee (“Metro”) for the Gulch Central Business Improvement District (the “District”) under a memorandum of understanding with Metro. The agreement may be terminated by Metro upon thirty days notice. The assessments collected are to be used to make improvements to the District and to provide services within the District. Accordingly, the Organization is considered a component unit of Metro due to it being fiscally dependent on Metro.

The financial statements of the Organization are presented using the economic resources measurement focus and the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America. Under the accrual basis of accounting, revenues are recorded when earned and expenses are recorded when incurred.

The Organization applies all relevant Governmental Accounting Standards Board (“GASB”) pronouncements. In accordance with GASB Statement No. 20, *Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities That Use Proprietary Fund Accounting*, the Organization has elected to apply all relevant GASB pronouncements and only applicable Financial Accounting Standards Board Accounting Standards Codification (“FASB ASC”) guidance issued after November 30, 1989 that do not conflict with or contradict GASB pronouncements in the preparation of the financial statements.

Cash Equivalents

The Organization considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

Revenue Recognition

Charges for services relate to revenue under the Organization’s contract with Metro and are generally recognized as revenue when received or as deemed payable by Metro.

Taxation

The Organization is exempt from taxation under Section 501(c)(6) of the Internal Revenue Code. Accordingly, no provision has been made for federal income taxes in the accompanying financial statements.

THE GULCH BUSINESS IMPROVEMENT DISTRICT, INC.
NOTES TO FINANCIAL STATEMENTS (Continued)
December 31, 2011 and 2010

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

The Organization follows FASB ASC guidance related to unrecognized tax benefits. The guidance clarifies the accounting for uncertainty in income taxes recognized in an organization's financial statements. This guidance prescribes a minimum probability threshold that a tax position must meet before a financial statement benefit is recognized. The minimum threshold is defined as a tax position that is more likely than not to be sustained upon examination by the applicable taxing authority, including resolution of any related appeals or litigation processes, based on the technical merits of the position. The tax benefit to be recognized is measured as the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. The Organization has no tax penalties or interest reported in the accompanying financial statements. Tax years remaining open for examination include the years ended December 31, 2008 through 2011.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Accordingly, actual results could differ from those estimates.

Subsequent Events

The Organization evaluated subsequent events through March 15, 2012, when these financial statements were available to be issued. The Organization is not aware of any significant events that occurred subsequent to the statement of net assets date but prior to the filing of this report that would have a material impact on the financial statements.

NOTE 2 – CASH AND CASH EQUIVALENTS

The Organization's cash and cash equivalent bank balances totaling \$246,510 and \$348,387 at December 31, 2011 and 2010, respectively, represent time deposits with banks. All the cash deposits are in a single financial institution and are carried at cost plus interest which approximates market. These deposits are insured up to the federal depository insurance coverage level. The Organization is authorized by its Board of Directors to make deposits into various checking, savings, and money market accounts.

NOTE 3 – CONTRACTS AND AGREEMENTS

The Organization has entered into various contracts and agreements in order to carry out its purpose of administering special assessment revenue collected by Metro for the benefit of the District. A brief description of such contracts and agreements follows.

THE GULCH BUSINESS IMPROVEMENT DISTRICT, INC.
NOTES TO FINANCIAL STATEMENTS (Continued)
December 31, 2011 and 2010

NOTE 3 – CONTRACTS AND AGREEMENTS (Continued)

Ordinance Establishing the District – This ordinance provides for the Organization to oversee program administration of the District in accordance with Tennessee law. The Organization’s duties and responsibilities under the ordinance include, but are not limited to, providing services for improvement and operation of the District through security enhancement, marketing, and improving District beautification, sanitation, and maintenance. The term of the ordinance extends to January 1, 2017, and may be terminated upon receipt of a written petition filed by either (a) the owners of 75% of the assessed value of the taxable real property in the District or (b) 50% of the owners of record within the District.

During 2008, the ordinance was amended to significantly increase the special assessment for 2009 from \$0.15 to \$0.91 per \$100 of assessed value of real property with the assessment decreasing annually from 2010 through 2012. The assessment rate was \$0.20, and \$0.43 per \$100 of assessed value of real property for the years ended December 31, 2011 and 2010, respectively.

Service Agreement – Effective August 1, 2007, the Organization entered into an agreement with Nashville Downtown Partnership, a nonprofit organization, to perform all the duties and responsibilities for clean and safe services for the District, as defined in the Memorandum of Agreement with Metro, in exchange for a monthly fee. During the years ended December 31, 2011 and 2010, the Organization recognized expense of \$25,000 per annum, related to the agreement. There was no amount payable under this agreement at December 31, 2011. Amounts payable related to the agreement at December 31, 2010 totaled \$2,083. The agreement expires March 31, 2013.

NOTE 4 – CONCENTRATIONS

The Organization receives substantially all of its revenue from its agreement with Metro through local government special assessments. Should Metro discontinue this arrangement, the Organization would no longer be able to continue its operations without obtaining alternative sources of revenue.

NOTE 5 – TEMPORARILY RESTRICTED NET ASSETS

There were no temporarily restricted net assets at December 31, 2011. Temporarily restricted net assets at December 31, 2010 totaled \$304. Temporarily restricted net assets consist of Board member contributions for marketing.

NOTE 6 – RISK MANAGEMENT AND INSURANCE ARRANGEMENTS

The Organization is exposed to various risks of loss related to torts, theft, damage and destruction of assets, errors or omissions, and natural disasters. The Organization carries commercial insurance for these risks of loss. There have been no claims resulting from these risks in any of the past three fiscal years.

ADDITIONAL INFORMATION

THE GULCH BUSINESS IMPROVEMENT DISTRICT, INC.
SCHEDULE OF EXPENDITURES OF METROPOLITAN GOVERNMENT OF
NASHVILLE AND DAVIDSON COUNTY, TENNESSEE AWARDS
For the year ended December 31, 2011

<u>Grantor Agency</u>	<u>Program Name</u>	<u>Award Period</u>	<u>Cash Expenditures</u>
Metropolitan Government of Nashville and Davidson County, Tennessee	The Gulch Business Improvement District	January 1, 2011 to December 31, 2011	<u>\$ 135,885</u>

* The Schedule of Expenditures of Metropolitan Government of Nashville and Davidson County, Tennessee Awards is prepared using the accrual basis of accounting.



**REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON
COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL
STATEMENTS PERFORMED IN ACCORDANCE WITH
GOVERNMENT AUDITING STANDARDS**

To the Board of Directors of
The Gulch Business Improvement District, Inc.
Nashville, Tennessee

We have audited the financial statements of The Gulch Business Improvement District, Inc. as of and for the year ended December 31, 2011, and have issued our report thereon dated March 15, 2012. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

Internal Control Over Financial Reporting

Management of The Gulch Business Improvement District, Inc. is responsible for establishing and maintaining effective internal controls over financial reporting. In planning and performing our audit, we considered The Gulch Business Improvement District, Inc.'s internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of The Gulch Business Improvement District, Inc.'s internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of The Gulch Business Improvement District, Inc.'s internal control over financial reporting.

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 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.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over financial reporting that might be deficiencies, significant deficiencies, or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined above.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether The Gulch Business Improvement District, Inc.'s financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

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

Frasier, Dean + Howard, PLLC

March 15, 2012