**THIS OPINION SHELL MUST BE USED FOR 12-31-21 & SUBSEQUENT FYEs.**

**Disclaimer of Opinion because the Representation Letter is not signed/provided[[1]](#endnote-1)**

**INDEPENDENT AUDITOR’S REPORT[[2]](#footnote-1)**

Entity Name

County Name

Street Address

City, Ohio Zip Code

To the Governing Body:

**Report on the Audit of the Financial Statements**

***Disclaimer of Opinion***

We were engaged to audit the financial statements of the governmental activities, the business-type activities, the aggregate discretely presented component units**,** each major fund, and the aggregate remaining fund information[[3]](#endnote-2) [[4]](#endnote-3) of the Entity Name, County Name, Ohio (Entity Type) [[5]](#endnote-4), as of and for the year ended FYE Date, and the related notes to the financial statements, which collectively comprise the Entity Type’s basic financial statements as listed in the table of contents.

We do not express an opinion on the accompanying financial statements of the Entity Name. Because of the significance of the matter(s) described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the financial statements.

***Basis for Disclaimer of Opinion [[6]](#endnote-5)***

Management has not provided certain written representations required by Auditing Standard Section AU-C Section 580, Written Representations, including but not limited to, management’s responsibility for preparing the financial statements in conformity with the Entity Type’s financial reporting framework, the availability of original financial records and related data, the completeness and availability of all minutes of the legislative or other bodies and committee meetings; management’s responsibility of the Entity Type’s compliance with laws and regulations; the identification and disclosure of all laws, regulations, and provisions of contracts and grant agreements directly and materially affecting the determination of financial statement amounts and; the presence or absence of fraud involving management or employees with significant roles in internal control; compliance with laws, regulations, and provisions of contracts and grant agreements, including budget laws, compliance with any debt covenants, the identification of all Federal assistance programs, and compliance with Federal grant requirements.

***Emphasis of Matter [[7]](#endnote-6) [[8]](#endnote-7)***

As discussed in Note Xto the financial statements, during 20XX, the Entity Type adopted new accounting guidance in Governmental Accounting Standards Board (GASB) Statement No. XX,***<<include name/title of GASB Statement in italics***.  Our opinion is not modified with respect to this matter.

***Responsibilities of Management for the Financial Statements***

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America[[9]](#endnote-8), and 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Entity Type’s ability to continue as a going concern for twelve months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

***Auditor's Responsibilities for the Audit of the Financial Statements***

Our responsibility is to conduct an audit of the Entity Type’s financial statements in accordance with GAAS and *Government Auditing Standards* and to issue an auditor’s report. However, because of the matter(s) described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

We are required to be independent of the Entity Type and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit.

***Required Supplementary Information***

Accounting principles generally accepted in the United States of Americarequire that the management’s discussion and analysis, required budgetary comparison schedule(s) and schedules for infrastructure assets accounted for using the modified approach,and schedules of net pension and other post-employment benefit liabilities and pension and other post-employment benefit contributions[[10]](#endnote-9) be presented to supplement the basic financial statements. Such information is the responsibility of management and, 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 we obtained during our audit of the basic financial statements. [[11]](#endnote-10)

***Supplementary information[[12]](#endnote-11)***

Our engagement was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Entity Type’s basic financial statements. The ***identify accompanying supplementary information such as***  the financial section’s combining statements, individual fund statements and schedules and the Schedule of Expenditures of Federal Awards as required by Title 2 U.S. Code of Federal Regulations (CFR) Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awardsare presented for purposes of additional analysis and are not a required part of the basic financial statements.

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph above, we are not able to obtain sufficient evidence to provide a basis for an opinion and accordingly we do not opine on the ***identify accompanying supplementary information such as***  the financial section’s combining statements, individual fund statements and schedules and the Schedule of Expenditures of Federal Awards.

**[[13]](#endnote-12)**

**Other Reporting Required by Government Auditing Standards**

In accordance with *Government Auditing Standards*, we have also issued our report dated Report Date, on our consideration of the Entity Type’s internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. The purpose of that report is solely 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 effectiveness of the Entity Type's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards*in considering the Entity Type's internal control over financial reporting and compliance.

Auditor Signature

City, State

Report Date

1. ***Blue, italicized***text is guidance from CFAE which should be replaced or removed (as necessary) when the letter is prepared.

   Items highlighted in gray should be replaced with the necessary information. Instructions are available on how to fill in [entity specific parameters](https://ohioauditor.gov/ocs/2021/Instruction%20on%20how%20to%20Fill%20in%20Entity%20Specific%20Parameters%20within%20Word.docx) within this document.

   Yellow highlight relates only to Single audits. Omit if not a Single audit. [↑](#endnote-ref-1)
2. Updated Nov ~~May~~ 2024 for minor edits to SLG references in endnotes (not marked) and new endnote vii. ~~letterhead and other minor changes (not marked).~~ [↑](#footnote-ref-1)
3. If we combine *discrete component units* and *remaining fund information* into one opinion unit under the circumstances permitted by footnote 7 to Exhibit 4-2 (following section 4.170) in SLG, revise this phrase as follows:

   “ . . . governmental activities, the business-type activities, each major fund and the aggregate discretely presented component unit and remaining fund information . . . “

   [↑](#endnote-ref-2)
4. Replace the highlighted text with the following if another reporting framework used:

   AOS BASIS - financial statements of the cash balances, receipts and disbursements by fund type

   OCBOA – modified cash-basis financial statements of the governmental activities, business-type activities, the aggregate discretely presented component unit(s), each major fund, and the aggregate remaining fund information [↑](#endnote-ref-3)
5. As discussed in SLG 17.70, insert “, a component unit of PRIMARY GOVERNMENT,” if applicable. [↑](#endnote-ref-4)
6. Per AU-C 705.28 - Even if the auditor has expressed an adverse opinion or disclaimed an opinion on the financial statements, the auditor should:

   Describe the reasons for any other matters of which the auditor is aware that would have required a modification to the opinion, and

   The effects thereof, in the “Basis of Opinion” section. [↑](#endnote-ref-5)
7. Modify this example when a client properly adopts a new GASB pronouncement (including required disclosures and restatements), and it materially affects the financial statements or disclosures (see AU-C 708.08).

   *Do not include EOM sections for new standards with immaterial financial statement or disclosure effects.* [↑](#endnote-ref-6)
8. Per SLG 17.65, we should include an emphasis of matter when there is a change to or within the financial reporting entity, such as one resulting from a change in the component units included in the financial reporting entity. The EOM should describe the change in the reporting entity and provide a reference to the entity’s disclosure. (See AU-C 708.11). Auditors must review SLG 17.65, GASB Cod. 2250.130 (for exceptions), and AU-C 708.11 when adding the EOM. [↑](#endnote-ref-7)
9. Replace the highlighted text with the following if another reporting framework used:

   AOS BASIS - the financial reporting provisions Ohio Revised Code Section 117.38 and Ohio Administrative Code Section 117-2-03(C) permit; and

   OCBOA – the modified cash accounting basis of accounting described in Note X**,** and for determining that the modified cash basis of accounting is an acceptable basis for preparation of the financial statements in the circumstances. Management is also responsible for [↑](#endnote-ref-8)
10. RSI normally includes the MD&A as well as pension and OPEB schedules as required by GASB, therefore these items are included in the letter. However, if pension and OPEB schedules are not required, the highlighted language in this paragraph may be removed. Other items are allowable as RSI (including Budgetary schedules (if not presented as statements) and infrastructure asset schedules using the modified approach) but are not often included for Ohio governments. Therefore, the bracketed language should normally be excluded but may be necessary for some engagements. [↑](#endnote-ref-9)
11. Modify this section in the following circumstances. See AU-C 730 and SLG 17.77-.84:

    1. The required supplementary information is omitted.
    2. Some required supplementary information is missing and some is presented in accordance with the prescribed guidelines.
    3. The auditor has identified material departures from the prescribed guidelines.
    4. The auditor is unable to complete the procedures in AU-C 730.05.
    5. The auditor has unresolved doubts about whether the required supplementary information is presented in accordance with prescribed guidelines.

    If all of the RSI is omitted, the section on RSI would be replaced with the following:

    Management has omitted *identify the missing RSI, such as management's discussion and analysis and budgetary comparison information* that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing 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.

    For other situations in which some RSI is omitted and some is presented in accordance with prescribed guidelines, there are material departures from prescribed guidelines, specified procedures were not completed, or there are unresolved doubts about whether the RSI is in accordance with prescribed guidelines, refer to the guidance in AU-C section 730, Required Supplementary Information. [↑](#endnote-ref-10)
12. Modify the list of *supplementary information* section as necessary. See SLG 17.85-.90. Also:

    We must disclaim on this information if we render an adverse opinion or disclaimer of opinion. [↑](#endnote-ref-11)
13. AU-C 720.A61 notes that reporting on Other Information when disclaiming an opinion is inappropriate, as it “may overshadow the disclaimer of opinion on the financial statements as a whole.” [↑](#endnote-ref-12)