

FIRST OF LONG ISLAND CORP
Form 10-K/A
May 02, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-K/A
(Amendment No. 1)

FOR ANNUAL AND TRANSITION REPORTS
PURSUANT TO SECTIONS 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2004

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file Number 0-12220

THE FIRST OF LONG ISLAND CORPORATION
(Exact Name Of Registrant As Specified In Its Charter)

New York
(State or Other Jurisdiction of
Incorporation or Organization)

11-2672906
(I.R.S. Employer
Identification No.)

10 Glen Head Road, Glen Head, NY
(Address of Principal Executive Offices)

11545
(Zip Code)

Registrant's telephone number, including area code (516) 671-4900

Securities registered pursuant to Section 12(b) of the Act:

| <u>Title of Each Class</u> | <u>Name of Each Exchange on Which Registered</u> |
|----------------------------|--|
| <u>None</u> | <u>N/A</u> |

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, \$.10 par value per share
(Title of class)

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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirement for the past 90 days.

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2).

Yes No

The aggregate market value of the Corporation's voting common stock held by nonaffiliates as of June 30, 2004, the last business day of the Corporation's most recently completed second fiscal quarter, was \$159,485,950. This value was computed by reference to the price at which the stock was last sold on June 30, 2004 and excludes \$29,657,493 representing the market value of common stock beneficially owned by directors and executive officers of the registrant.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

| <u>Class</u> | <u>Outstanding, February 28, 2005</u> |
|-------------------------------|---------------------------------------|
| Common Stock, \$.10 par value | 3,939,840 |

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Corporation's Annual Report to shareholders for the fiscal year ended December 31, 2004 (previously filed) are incorporated by reference into Parts II and IV.

Portions of the Registrant's Proxy Statement for the Annual Meeting of Stockholders to be held April 19, 2005 (previously filed) are incorporated by reference into Part III.

[Cover page 2 of 2 pages]

EXPLANATORY NOTE

The First of Long Island Corporation (the Corporation) filed its Annual Report on Form 10-K for the fiscal year ended December 31, 2004 on March 16, 2005. This Amendment No. 1 on Form 10-K/A is being filed to provide the following information within Item 9A:

Management's report on the Corporation's internal control over financial reporting;

The attestation report of the Corporation's independent registered public accounting firm on management's assessment of the Corporation's internal control over financial reporting; and

Management's statement regarding changes in the Corporation's internal control over financial reporting that occurred during the Corporation's last fiscal quarter.

As a result of these amendments, the certifications pursuant to Sections 302 and 906 of the Sarbanes-Oxley Act of 2002, filed as Exhibits 31 and 32 to the original Form 10-K filing, have been re-executed and re-filed as of the date of this Form 10-K/A, and Exhibit 23.3, Consent of Independent Registered Public Accounting Firm, has been added.

Except for the amendments described above, this Form 10-K/A does not modify or update other disclosures in, or exhibits to, the original Form 10-K filing.

ITEM 9A. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

The Company's Chief Executive Officer, Michael N. Vittorio, and Chief Financial Officer, Mark D. Curtis, have evaluated the Corporation's disclosure controls and procedures as of the end of the period covered by this report. Based upon that evaluation, they have concluded that the Corporation's disclosure controls and procedures are effective in ensuring that material information related to the Corporation is made known to them by others within the Corporation.

(b) Management's Annual Report on Internal Control Over Financial Reporting

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of The First of Long Island Corporation (the Company) is responsible for establishing and maintaining adequate internal control over financial reporting, based on the criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The First of Long Island Corporation's system of internal control over financial reporting was designed by or under the supervision of the Company's chief executive officer and chief financial officer to provide reasonable assurance regarding the reliability of the preparation of the Company's financial statements for external reporting purposes, in accordance with U.S. generally accepted accounting principles. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The First of Long Island Corporation's management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2004, based on the criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on the assessment, management determined that, as of December 31, 2004, the Company's internal control over financial reporting is effective. Management's assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2004 has been audited by Crowe Chizek and Company LLC, an independent registered public accounting firm, as stated in their attestation report included in this filing.

Date: April 19, 2005

/s/ Michael N. Vittorio

Michael N. Vittorio
President & Chief Executive Officer

/s/ Mark D. Curtis

Mark D. Curtis
Senior Vice President & Treasurer

(c) Attestation Report of the Independent Registered Public Accounting Firm

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The First of Long Island Corporation
Glen Head, New York

We have audited management's assessment, included in the accompanying Management's Report on Internal Control Over Financial Reporting, that The First of Long Island Corporation maintained effective internal control over financial reporting as of December 31, 2004, based on the criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The First of Long Island Corporation's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, management's assessment that The First of Long Island Corporation maintained effective internal control over financial reporting as of December 31, 2004, is fairly stated, in all material respects, based on the criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Also in our opinion, The First of Long Island Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2004, based on the criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the balance sheets of The First of Long Island Corporation as of December 31, 2004 and 2003, and the related statements of income, changes in stockholders equity, and cash flows for the years then ended, and our report dated February 18, 2005 expressed an unqualified opinion on those consolidated financial statements.

/s/ Crowe Chizek and Company LLC
Crowe Chizek and Company LLC

Livingston, New Jersey
April 19, 2005

(d) Changes in Internal Control Over Financial Reporting

There were no changes in internal control over financial reporting that occurred during the fourth quarter of 2004 that have materially affected, or are reasonably likely to materially affect, the registrant's internal control over financial reporting.

Exhibits

The following exhibits are submitted herewith:

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| <u>23.3</u> | <u>Consent of Crowe Chizek and Company LLC, Independent Registered Public Accounting Firm</u> |
| <u>31.1</u> | <u>Rule 13a-14(a)/15d-14(a) Certifications</u> |
| <u>32.1</u> | <u>Section 1350 Certifications</u> |

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE FIRST OF LONG ISLAND CORPORATION

(Registrant)

Dated: April 19, 2005

By /s/ MICHAEL N. VITTORIO

MICHAEL N. VITTORIO, President & Chief Executive Officer
(principal executive officer)

By /s/ MARK D. CURTIS

MARK D. CURTIS, Senior Vice President and Treasurer
(principal financial officer and principal accounting officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

| <u>Signatures</u> | <u>Titles</u> | <u>Date</u> |
|---|-----------------------|-----------------------|
| <u>/s/ J. WILLIAM JOHNSON</u> J. William Johnson | Chairman of the Board | <u>April 19, 2005</u> |
| <u>/s/ ALLEN E. BUSCHING</u> Allen E. Busching | Director | <u>April 19, 2005</u> |

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|-----------------------------------|----------|----------------------|
| <hr/> Paul T. Canarick | Director | <hr/> April 19, 2005 |
| <hr/> /s/ ALEXANDER L. COVER | Director | <hr/> April 19, 2005 |
| Alexander L. Cover | | |
| <hr/> /s/ BEVERLY ANN GEHLMAYER | Director | <hr/> April 19, 2005 |
| Beverly Ann Gehlmeyer | | |
| <hr/> /s/ HOWARD THOMAS HOGAN, JR | Director | <hr/> April 19, 2005 |
| Howard Thomas Hogan, Jr. | | |
| <hr/> /s/ J. DOUGLAS MAXWELL, JR | Director | <hr/> April 19, 2005 |
| J. Douglas Maxwell, Jr. | | |
| <hr/> /s/ JOHN R. MILLER III | Director | <hr/> April 19, 2005 |
| John R. Miller III | | |
| <hr/> /s/ WALTER C. TEAGLE III | Director | <hr/> April 19, 2005 |
| Walter C. Teagle III | | |
| <hr/> /s/ MICHAEL N. VITTORIO | Director | <hr/> April 19, 2005 |
| Michael N. Vittorio | | |