

State of Oklahoma



**STATE LOAN PROGRAM REVENUE BONDS  
SERIES 2003A**

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**ANNUAL FINANCIAL STATEMENTS  
AS OF AND FOR THE FISCAL YEARS ENDED JUNE 30, 2012 AND 2011  
AND INDEPENDENT AUDITOR'S REPORTS**

**OKLAHOMA WATER RESOURCES BOARD  
STATE LOAN PROGRAM REVENUE BONDS – SERIES 2003A  
ANNUAL FINANCIAL REPORT  
As of and for the Years Ended June 30, 2012 and 2011**

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## INDEPENDENT AUDITOR'S REPORT

To the Members of the  
Oklahoma Water Resources Board

We have audited the accompanying statements of net assets of the Oklahoma Water Resources Board State Loan Program Revenue Bonds - Series 2003A (the "Program") as of June 30, 2012 and 2011, and the related statements of revenues, expenses, and changes in net assets and cash flows for the years then ended. These financial statements are the responsibility of the Program'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 Oklahoma Water Resources Board State Loan Program Revenue Bonds - Series 2003A as of June 30, 2012 and 2011, and the changes in financial position and 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 October 12, 2012, on our consideration of the Program'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 audit.

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis as listed in the table of contents 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 we 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.

*Arledge & Associates, P.C.*

Edmond, Oklahoma  
October 12, 2012

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**MANAGEMENT'S DISCUSSION AND ANALYSIS**

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**MANAGEMENT’S DISCUSSION AND ANALYSIS**

Our discussion and analysis of the Oklahoma Water Resources Board State Loan Program Revenue Bonds – Series 2003A (the "Program") financial performance provides an overview of the financial activities for the fiscal years ended June 30, 2012 and June 30, 2011. Please read it in conjunction with the financial statements, which begin on page 10. The Oklahoma Water Resources Board (the "Board") administers the Series 2003A Bond Program.

**Financial Highlights**

- Total Assets decreased 12.0% from \$22,886,137 to \$20,144,116 between FY 2011 and FY 2012. Total Assets decreased 8.1% from \$24,899,164 to \$22,886,137 between FY 2010 and FY 2011.
- Total Net Assets increased from \$16,013 to \$26,711 between FY 2011 and FY 2012. Total Net Assets increased from \$10,829 to \$16,013 between FY 2010 and FY 2011.
- Total Liabilities decreased from \$22,870,124 in FY 2011 to \$20,117,405 in FY 2012. Total Liabilities decreased from \$24,888,335 in FY 2010 to \$22,870,124 in FY 2011.
- Other accrued liabilities increased from \$419,968 to \$466,710 from FY 2011 to FY 2012. Other accrued liabilities increased from \$369,655 to \$419,968 from FY 2010 to FY 2011. Administrative fees assessed but not used during the fiscal year are "banked" for future administrative costs. During FY 2012 and 2011, the Board collected no fees from the Series 2003A Bond Program for administrative services provided.

**Using This Annual Report**

This annual report is presented in a format that substantially meets the presentation requirements of the Governmental Accounting Standards Board (GASB) in accordance with generally accepted accounting principles. The Program is accounted for and presented similar to a special-purpose government engaged solely in business-type activities.

The financial statements for the Program are presented after the Management’s Discussion and Analysis in this annual report and then followed by the footnotes in this order:

- Management’s Discussion and Analysis – that provides useful analysis that facilitates a better understanding of the Program’s financial condition and changes therein.
- Basic Financial Statements
  - Statements of Net Assets
  - Statements of Revenues, Expenses and Changes in Net Assets
  - Statements of Cash Flows
- Footnotes – that elaborate on the accounting principles used in the preparation of the financial statements and further explain financial statement elements.

(Unaudited. See accompanying auditor’s report.)

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- Supplemental Information – Grouped Financial Statements of all Program Bond Issues for the year ended June 30, 2012
  - Statements of Net Assets
  - Statements of Revenues, Expenses and Changes in Net Assets
  - Statements of Cash Flows

**A Financial Analysis of the Program**

One of the most frequently asked questions about the Program’s finances is, “Has the overall financial condition improved, declined or remained steady over the past year?” The Statement of Net Assets and the Statement of Revenues, Expenses, and Changes in Net Assets report information about the Program as a whole and about its activities in a way that helps answer this question. The following tables present a condensed comparative presentation of net assets and changes therein.

**Oklahoma Water Resources Board  
Revenue Bonds - Series 2003A  
Net Assets**

	<b>Business-Type Activities</b>		
	June 30,		
	<u>2012</u>	<u>2011</u>	<u>2010</u>
Current assets	\$ 7,937,693	\$ 2,909,402	\$ 2,782,117
Non-current assets	12,206,423	19,976,735	22,117,047
<b>Total assets</b>	<b>20,144,116</b>	<b>22,886,137</b>	<b>24,899,164</b>
Current liabilities	7,677,296	2,616,743	2,521,681
Non-current liabilities	12,440,109	20,253,381	22,366,654
<b>Total liabilities</b>	<b>20,117,405</b>	<b>22,870,124</b>	<b>24,888,335</b>
Net assets	26,711	16,013	10,829
<b>Total net assets</b>	<b>\$ 26,711</b>	<b>\$ 16,013</b>	<b>\$ 10,829</b>

(Unaudited. See accompanying auditor’s report.)

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**Oklahoma Water Resources Board  
Revenue Bonds - Series 2003A  
Revenues, Expenses, and Changes in Net Assets**

	<b>Business-Type Activities</b>		
	<b>Years Ended June 30,</b>		
	<u>2012</u>	<u>2011</u>	<u>2010</u>
<b>Revenues</b>			
Loan program income	\$ 620,121	\$ 725,040	\$ 808,572
Investment interest income	99	128	225
<b>Total revenues</b>	<u>620,220</u>	<u>725,168</u>	<u>808,797</u>
<b>Expenses</b>			
Trustee fees	2,510	2,787	3,062
Administration expenses	52,137	56,457	59,164
Interest expense	510,936	582,675	684,725
Amortization of debt issuance cost	1,462	1,462	1,462
Standby bond purchase agreement fees	36,711	68,520	62,748
Remarketing fees	5,766	8,083	5,204
<b>Total expenses</b>	<u>609,522</u>	<u>719,984</u>	<u>816,365</u>
<b>Increase (decrease) in net assets</b>	10,698	5,184	(7,568)
<b>Total net assets (deficit) - beginning</b>	16,013	10,829	18,397
<b>Total net assets - ending</b>	<u>\$ 26,711</u>	<u>\$ 16,013</u>	<u>\$ 10,829</u>

(Unaudited. See accompanying auditor's report.)

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**Long-Term Debt**

At June 30, 2012, the Program had \$19,570,000 in long-term debt outstanding which represents an \$2,780,000 or 12.4% decrease from June 30, 2011. At June 30, 2011, the Program had \$22,350,000 in long-term debt outstanding which represents a \$2,055,000 or 8.4% decrease from the prior year. The Program's changes in long-term debt by type of debt are as follows:

	<u>2012</u>	<u>2011</u>	<u>2010</u>
Serial and term bonds due October 1, 2012 to October 1, 2024, at fixed interest rates	\$ 13,815,000	\$ 15,505,000	\$ 16,970,000
Serial and term bonds due October 1, 2012 to October 1, 2035, at variable rates subject to mandatory sinking fund redemption	8,535,000	8,900,000	16,300,000
Less: debt principal repayments	<u>(2,780,000)</u>	<u>(2,055,000)</u>	<u>(8,865,000)</u>
Ending Balances	<u>\$ 19,570,000</u>	<u>\$ 22,350,000</u>	<u>\$ 24,405,000</u>
Amounts due in one year	7,090,000	2,055,000	1,995,000

See Note 6 to the financial statements for more detailed information on the Program's long-term debt and changes therein.

**Economic Factors and Next Year's Outlook**

Due to the nature of the Series 2003A Bond Program, the Board expects a decrease in net assets and liabilities as the loans continue to make principal repayments and bonds are redeemed. As the net assets and liabilities decrease, so will the revenues and operating expenses. However, the Board expects to have sufficient income to sustain the Series 2003A Bond Program throughout the life of the bonds.

**Contacting the Program's Financial Management**

This financial report is designed to provide the Board's accountability of the Program. If you have questions about this report or need additional financial information, contact the Financial Assistance Division of the Oklahoma Water Resources Board at 3800 N. Classen Blvd, Oklahoma City, OK 73118.

(Unaudited. See accompanying auditor's report.)

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**BASIC FINANCIAL STATEMENTS**

**OKLAHOMA WATER RESOURCES BOARD  
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**Statements of Net Assets – June 30, 2012 and 2011**

	<u>2012</u>	<u>2011</u>
<b>ASSETS:</b>		
Current Assets:		
Cash and cash equivalents	\$1,405,964	\$717,356
Current portions of notes receivable	6,413,250	2,059,200
Interest receivable:		
Notes receivable	118,468	132,841
Other	11	5
 Total current assets	 <u>7,937,693</u>	 <u>2,909,402</u>
Noncurrent Assets:		
Notes receivable net of current portion	12,172,900	19,941,750
Bond issuance cost, net of accumulated amortization of \$79,093 and \$77,631 in 2012 and 2011, respectively	33,523	34,985
 Total noncurrent assets	 <u>12,206,423</u>	 <u>19,976,735</u>
 Total assets	 <u>20,144,116</u>	 <u>22,886,137</u>
 <b>LIABILITIES:</b>		
Current Liabilities:		
Accrued interest payable	120,586	141,775
Current maturities of long-term debt	7,090,000	2,055,000
Other accrued liabilities	466,710	419,968
 Total current liabilities	 <u>7,677,296</u>	 <u>2,616,743</u>
Noncurrent liabilities:		
Long-term debt, less current maturities and unamortized discount of \$39,891 and \$41,619 in 2012 and 2011, respectively	12,440,109	20,253,381
 Total noncurrent liabilities	 <u>12,440,109</u>	 <u>20,253,381</u>
 Total liabilities	 <u>20,117,405</u>	 <u>22,870,124</u>
 <b>NET ASSETS:</b>		
Unrestricted net assets	26,711	16,013
 Total net assets	 <u>\$26,711</u>	 <u>\$16,013</u>

See accompanying notes to the basic financial statements.

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**Statements of Revenues, Expenses and Changes in Net Assets – Years Ended June 30, 2012 and 2011**

	<u>2012</u>	<u>2011</u>
<b>Operating Revenues:</b>		
Loan program income	\$620,121	\$725,040
Total operating revenues	<u>620,121</u>	<u>725,040</u>
<b>Operating Expenses:</b>		
Trustee fees	2,510	2,787
Administration expenses	52,137	56,457
Interest expense	510,936	582,675
Amortization of bond issuance cost	1,462	1,462
Standby bond purchase agreement fees	36,711	68,520
Remarketing fees	5,766	8,083
Total operating expenses	<u>609,522</u>	<u>719,984</u>
<b>Operating income</b>	10,599	5,056
<b>Non-Operating Revenues:</b>		
Other interest income	99	128
Total non-operating revenues	<u>99</u>	<u>128</u>
<b>Change in net assets</b>	10,698	5,184
<b>Total net assets - beginning</b>	16,013	10,829
<b>Total net assets - ending</b>	<u>\$26,711</u>	<u>\$16,013</u>

See accompanying notes to the basic financial statements.

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**Statements of Cash Flows – Years Ended June 30, 2012 and 2011**

	<u>2012</u>	<u>2011</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Collections of interest on loans to local governmental units	\$634,494	\$738,240
Payments to other suppliers	(50,382)	(85,534)
Interest paid on debt	(530,397)	(596,199)
Net Cash Provided by Operating Activities	<u>53,715</u>	<u>56,507</u>
<b>CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES</b>		
Repayments of long-term debt	(2,780,000)	(2,055,000)
Net Cash Provided by (Used in) Noncapital Financing Activities	<u>(2,780,000)</u>	<u>(2,055,000)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Collections of principal on loans to local governmental units	3,414,800	2,076,400
Interest income	93	129
Net Cash Provided by Investing Activities	<u>3,414,893</u>	<u>2,076,529</u>
<b>Net Increase in Cash and Cash Equivalents</b>	688,608	78,036
<b>Balances - beginning of the year</b>	<u>717,356</u>	<u>639,320</u>
<b>Balances - end of the year</b>	<u>\$1,405,964</u>	<u>\$717,356</u>
<b>Reconciliation of operating income to net cash provided (used) by operating activities:</b>		
Operating income	\$10,599	\$5,056
Adjustments to reconcile operating income to net cash provided (used) by operating activities:		
Amortization of bond issuance costs and bond issuance discounts	3,190	3,189
Change in assets and liabilities:		
Decrease (Increase) in interest receivable	14,373	13,200
Increase (Decrease) in accrued interest payable	(21,189)	(15,251)
Increase (Decrease) in other accrued liabilities	<u>46,742</u>	<u>50,313</u>
Net Cash Provided by Operating Activities	<u>\$53,715</u>	<u>\$56,507</u>

See accompanying notes to the basic financial statements.

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**Footnotes to the Basic Financial Statements:**

**1. Summary of Significant Accounting Policies**

Reporting Entity

The Oklahoma Water Resources Board (the "Board") State Loan Program Revenue Bonds - Series 2003A (the "Program") commenced operations in July 2003. The Program was established by the Board to provide monies to implement its state-wide financial assistance program to make long-term loans to eligible entities to finance water and sewer system improvements, or to refinance debt originally incurred for such purpose. Provisions of the bond indenture require that all local loans be originated by July 8, 2006. No new loans will be originated after that date without amendments to the bond indenture. Any portion of the bond proceeds may be used to redeem bonds at the option of the Board as specified by the bond indenture.

Administrative, accounting, and other technical support services are provided by employees of the Board. Payroll and other costs incurred by the Board on behalf of the Program are not billed by the Board, but are recovered from the administration fees paid by the Program (see Note 4).

Basis of Accounting and Measurement Focus

The Program is accounted for and presented similar to a special-purpose government engaged solely in business type activities.

The Program uses the accrual basis of accounting whereby expenses are recognized when the liability is incurred and revenues are recognized when earned.

The Program uses the economic resources measurement focus where all assets, liabilities, net assets, revenues, expenses and transfers relating to the Program and net income and capital maintenance are measured.

The accompanying financial statements have been prepared in conformity with generally accepted accounting principles as prescribed by the Governmental Accounting Standards Board ("GASB"). Under the guidelines of GASB Statement 20, the Program has elected not to apply Financial Accounting Standards Board Statements and Interpretations issued after November 30, 1989.

Pursuant to its bond indenture, the Program is required to maintain various separate accounts for principal payments, interest payments and various other purposes. To assist in fulfilling these responsibilities, the Board has engaged BancFirst, to act as trustee and maintain appropriate fiduciary records. All activities and monies in the various accounts required by the bond indenture are considered to be applicable to the conduct of the Program's ongoing operations. Accordingly, all such activities and monies are combined for purposes of preparing the Program's financial statements.

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**1. Summary of Significant Accounting Policies (cont'd)**

Bond Issuance Cost

Bond issuance costs are amortized using the straight-line method over the original life of the bonds, which is 33 years.

Bond Issue Discount

The Program's bonds were initially sold at a discount of \$124,000. The bond discount is being amortized over the remaining life of the bonds. Amortization expense of \$1,728 and \$1,727 was recorded in 2012 and 2011 and is included in interest expense in the accompanying statement of revenues, expenses, and changes in net assets.

Cash Equivalents

The Program considers all highly liquid debt instruments purchased with an original maturity of three months or less and money market funds to be cash equivalents.

Operating Revenues and Expenses

The Program considers income earned on outstanding loans receivable to be operating revenue. Similarly, the Program considers expenses incurred in administering the loan program, such as trustee fees, administration expenses, interest expense, and the amortization of bond issuance costs, to be operating expenses.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and 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. Actual results could differ from those estimates.

**2. Cash Deposits and Investment Risk**

Cash of \$1,405,964 and \$717,356 at June 30, 2012 and 2011 respectively, was on deposit with the Program's trustee. The deposits are invested in the *Federated Treasury Obligations* mutual fund.

*Investment Interest Rate Risk* – the bond indenture provides that initial bond proceeds be invested in an investment agreement that provides for an interest rate return equal to the interest due on the bonds for the initial loan period, 3 years.

*Investment Credit Risk* – the bond indenture provides for restrictions on the investment choices of the Program as follows:

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**2. Cash Deposits and Investment Risk (cont'd)**

- a. Obligations of the United States Government, its agencies and instrumentalities.
- b. Collateralized or insured certificates of deposit and other evidences of deposit at banks, savings banks, savings and loan associations or credit unions located in the State of Oklahoma.
- c. Money market funds regulated by the Securities and Exchange Commission and which investments consist of those items specified in (a) and (b) above.
- d. Investment agreements with entities maintaining a rating in the top two categories by a nationally recognized municipal bond rating agency.

At June 30, 2012, the Program's investments in obligations not directly guaranteed by the U.S. Government and investments in money market mutual funds were rated as follows:

<u>Type</u>	<u>Maturities</u>	<u>Credit Rating</u>	<u>Carrying Value</u>
Federated Treasury Obligations Fund	16 days	AAAm	\$ 1,405,964
Total			<u>\$ 1,405,964</u>

*Concentration of Investment Credit Risk* – the bond indenture places no limit on the amount the Program may invest in any one issuer. The Program has the following concentration of credit risk: 100% or \$1,405,964 is invested in *Federated Treasury Obligations Fund*.

At June 30, 2011, the Program's investments in obligations not directly guaranteed by the U.S. Government and investments in money market mutual funds were rated as follows:

<u>Type</u>	<u>Maturities</u>	<u>Credit Rating</u>	<u>Carrying Value</u>
Federated Treasury Obligations Fund	15 days	AAAm	\$ 717,356
Total			<u>\$ 717,356</u>

*Concentration of Investment Credit Risk* – the bond indenture places no limit on the amount the Program may invest in any one issuer. The Program had the following concentration of credit risk: 100% or \$717,356 was invested in *Federated Treasury Obligations Fund*.

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**3. Notes Receivable**

Notes receivable of \$18,586,150 and \$22,000,950 at June 30, 2012 and 2011, respectively, represents loans made by the Program to local governmental entities for the purposes of financing water and sewer system improvements, or for refinancing debt originally incurred. Payments on the notes are due in semiannual installments for fixed rate notes and quarterly for variable rate notes with various maturity dates through 2036; however, the local entities have the option to pay the notes earlier than the scheduled maturities. The current portion of notes receivable contains scheduled maturities and any prepayments made subsequent to year-end through September 30, 2012. The notes are collateralized by various revenue sources including, but not limited to user charges and sales taxes of the borrowers and mortgages on the water and/or sewer systems.

**4. Program Fees**

The bond indenture agreement provides for various fees to be paid in connection with the administration of the Program. These fees include the following:

- Standby purchase agreement fees are to be paid to a bank, which has guaranteed to purchase outstanding bonds that cannot otherwise be sold.
- During the year, an annual program administration fee of 0.1328% of fixed rate notes receivable outstanding during the period was charged to operations. An annual program administration fee of 0.4000% of variable rate notes receivable outstanding was charged to operations for the year. These fees are payable to the Oklahoma Water Resources Board for providing clerical, management and administrative services.
- Remarketing fees are payable to an investment banker for services related to determining the interest rate adjustment and attempting to remarket bonds when necessary.
- During the year, a trustee fee of 0.0122%, of bonds outstanding was charged to operations. Fees are calculated twice a year using the balance of bonds outstanding at March 31 and September 30.

**5. Arbitrage Rebate Due Federal Government**

In order for the interest on the Program's bonds to be tax exempt, the Program must comply with certain provisions of the Internal Revenue Code, as amended. One provision requires that arbitrage earnings (defined as the excess of the amount earned on all nonpurpose investments over the amount which would have been earned if the nonpurpose investments were invested at a rate equal to the bond yield) be rebated to the Internal Revenue Service. This rebate is payable at the end of each five years during the term of the issue. The Program has no arbitrage liability at June 30, 2012 or 2011.

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**6. Long-term Debt**

Long-term debt at June 30, 2012 and 2011 consists of the following:

	<u>2012</u>	<u>2011</u>
Serial and term bonds due October 1, 2012 to October 1, 2024, at fixed interest rates	\$ 13,815,000	\$ 15,505,000
Serial and term bonds due October 1, 2012 to October 1, 2035, at variable rates subject to mandatory sinking fund redemption	8,535,000	8,900,000
Less: debt principal repayments	<u>(2,780,000)</u>	<u>(2,055,000)</u>
Ending Balances	<u>\$ 19,570,000</u>	<u>\$ 22,350,000</u>
Amounts due in one year	7,090,000	2,055,000

The bonds bear interest at a variable rate, initially set at 0.87% and periodically adjusted pursuant to the provisions of the bond indenture. The interest rate on the bonds was 0.35% at June 30, 2012 and 0.65% at June 30, 2011. At the option of the Board and subject to applicable provisions of the bond indenture, which require, among other things, that all bonds be successfully remarketed, the variable interest rate may be converted to a term rate that would stay fixed until maturity of the bonds. No Bonds were converted during fiscal years 2012 or 2011. Bonds converted in prior years bear interest at fixed rates ranging from 1.90% to 4.55%. Beginning in FY 2009, variable interest rates are reset quarterly on January 1<sup>st</sup>, April 1<sup>st</sup>, July 1<sup>st</sup>, and October 1<sup>st</sup>, by the Program's remarketing agent. At June 30, 2012, the Program had \$7,495,000 of variable rate bonds outstanding. At June 30, 2011, the Program had \$8,535,000 of variable rate bonds outstanding.

Future debt service payments required by the serial and term bonds as of June 30, 2012, were developed using the loan repayment amortization schedules maintained in the IFS system for variable rate bonds and scheduled maturities for fixed rate bonds. Future debt service payments required by the Program's serial and term bonds as of June 30, 2012 are as follows:

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**6. Long-term Debt (cont'd)**

<u>Fiscal Year</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2013	\$7,090,000	\$360,752	\$7,450,752
2014	800,000	238,499	1,038,499
2015	825,000	223,926	1,048,926
2016	866,000	207,499	1,073,499
2017	785,000	189,311	974,311
2018-2022	4,130,000	580,364	4,710,364
2023-2027	2,815,000	86,213	2,901,213
2028-2032	1,320,000	7,907	1,327,907
2033-2037	939,000	3,287	942,287
Total	<u>\$19,570,000</u>	<u>\$1,897,758</u>	<u>\$21,467,758</u>

Interest on the bonds is payable semiannually for fixed rate bonds and quarterly for variable rate bonds. While the bonds bear interest at an adjustable, variable rate, the bonds are to be repurchased at each such interest payment date at a price equal to the unpaid principal amount, unless such repurchase is waived in writing by the bond holder. The bonds are also subject to mandatory tender upon conversion to a term interest rate.

In addition to their normal scheduled maturity dates as shown above, the bonds may be redeemed at the option of the Board, in whole or in part, on any interest payment date prior to conversion to a term interest rate, for their principal amount plus accrued interest to the date of redemption.

Following any conversion to a term rate, the bonds may also be redeemed at the option of the Board, in whole or in part, at such dates and for such prices, plus accrued interest as are set forth in the bond indenture.

The 2003A Bonds share in an aggregate debt service reserve along with all the other Board bond programs. At June 30, 2012, the aggregate debt service reserves totaled \$17,766,508. The debt service reserves are reflected in the Board bond programs Series 1989 and 1994A.

On May 10, 2011, the Board approved a resolution authorizing an amendment to the General Bond Resolution creating a General Debt Service Reserve Fund for the purpose of further securing the Board's State Loan Program Bonds. The Reserve has been funded with State appropriated gross production tax revenues in the amount of \$4,509,081 as of June 30, 2012 and is held by the Board's trustee bank.

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**SUPPLEMENTAL INFORMATION**



INDEPENDENT AUDITOR'S REPORT  
ON ADDITIONAL INFORMATION

To the Members of the  
Oklahoma Water Resources Board

Our report on our audit of the financial statements of the Oklahoma Water Resources Board State Loan Program Revenue Bonds – Series 2003A for June 30, 2012 appears on page three. The audit was conducted for the purpose of forming an opinion on the financial statements taken as a whole. The Grouped Statements of Net Assets, Statements of Revenues, Expenses, and Changes in Net Assets, and Statements of Cash Flows are presented for purposes of additional analysis and are not a required part of the financial statements. Such 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 audits of the financial statements of each bond issue 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 of each bond issue as a whole.

  
Edmond, Oklahoma  
October 17, 2012



OKLAHOMA WATER RESOURCES BOARD STATE LOAN  
PROGRAM REVENUE BONDS

SUPPLEMENTAL INFORMATION  
GROUPED STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET ASSETS  
All Program Bond Issues  
For the Year Ended June 30, 2012

	1989 Series	1993 Series	1995 Series	1997 Series	1999 Series	2001 Series	2003 Series	2005 Series	2006 Series	2008 Series	2009 Series	2010 Series	2010 B Series	2011 Series	2012 Series	2012 A Series	Total (Memorandum Only)	
<b>REVENUES</b>																		
Operating revenues																		
Loan program income	\$ 15,14	\$ 114,463	\$ 130,561	\$ 211,323	\$ 302,804	\$ 1,457,491	\$ 620,121	\$ 216,715	\$ 259,662	\$ 2,039,968	\$ 376,818	\$ 96,058	\$ 1,246,492	\$ 1,084,774	\$ 642,065	\$ 533,869	\$ 243,655	\$ 9,580,949
Total operating revenues	15,14	114,463	130,561	211,323	302,804	1,457,491	620,121	216,715	259,662	2,039,968	376,818	96,058	1,246,492	1,084,774	642,065	533,869	243,655	9,580,949
<b>EXPENSES</b>																		
Operating Expenses																		
Trustee fees	1,000	1,000	861	1,000	1,205	4,442	2,510	1,311	1,000	5,697	1,250	1,250	3,912	3,683	2,434	1,845	1,145	35,545
Administration fees	109	27,858	37,250	13,159	41,556	73,183	52,137	7,221	7,775	57,030	11,825	5,513	18,684	26,445	18,786	18,866	25,644	470,292
Interest expense	18,121	48,851	63,259	183,548	268,106	1,299,844	519,936	208,979	246,052	1,977,560	353,026	92,529	1,204,129	1,047,000	621,368	515,984	217,202	8,877,792
Amortization of bond issuance cost	2,187	12,806	7,550	5,770	3,315	6,117	1,462	9,616	6,915	-	-	-	-	-	-	-	-	55,808
Standby bond purchase agreement fees	7,870	8,670	8,616	1,566	9,185	8,549	16,711	-	-	-	-	-	-	-	-	-	-	71,517
Remarketing fees	4,018	3,793	810	1,505	5,755	5,755	5,766	-	-	-	-	-	-	-	-	-	-	21,777
Total operating expenses	33,197	101,543	121,349	205,854	322,672	1,337,806	699,525	229,627	261,747	2,046,287	366,102	97,292	1,246,725	1,087,328	642,596	535,835	243,655	9,577,761
Operating income (loss)	(6,477)	12,920	9,212	5,469	(20,168)	59,691	17,599	(10,232)	(2,085)	(319)	10,717	(1,234)	(233)	(2,554)	(521)	34	(2,335)	62,988
<b>NONOPERATING REVENUES (EXPENSES)</b>																		
Credit provision for arbitrage rebate	-	3,529	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3,529
Other interest income	144,843	26,889	94	78	20	152	99	16	13	48	15	2	17	5	2	-	291	172,534
Gains/production tax from state	144,843	30,418	94	78	20	152	99	16	13	48	15	2	17	5	2	-	291	176,063
Net non-operating revenues	289,686	57,836	188	156	40	304	198	31	26	96	30	4	34	10	4	-	582	179,596
Income (loss) before transfers	283,209	43,338	9,400	5,625	(20,128)	59,995	10,698	(10,196)	(2,059)	(221)	10,747	(1,232)	(246)	(2,249)	(517)	34	(2,045)	238,781
Transfers (to) from Oklahoma Water Resources Board	(144,837)	(32,353)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(177,190)
Change in net assets	(6,471)	11,985	9,400	5,625	(20,128)	59,995	10,698	(10,196)	(2,059)	(221)	10,747	(1,232)	(246)	(2,249)	(517)	34	(2,045)	61,591
<b>NET ASSETS</b>																		
Net assets, beginning of year	7,618,873	15,653,773	754,445	27,341	203,469	783,491	16,013	82,722	28,339	12,322	207,629	298	66	8,074	(3)	-	-	21,608,785
Net assets (deficit), end of year	\$ 3,610,401	\$ 15,144,788	\$ 763,845	\$ 27,838	\$ 183,321	\$ 813,344	\$ 26,711	\$ 72,526	\$ 26,277	\$ 12,091	\$ 218,361	\$ (974)	\$ 694	\$ 5,825	\$ (522)	\$ 34	\$ (2,045)	\$ 21,670,346

See each individual bond issue audit report for additional information and related disclosures.

SUPPLEMENTAL INFORMATION  
 CONDENSED STATEMENTS OF CASH FLOWS  
 For the Year Ended June 30, 2012

	2012	2011	2010	2009	2008	2007	2006	2005	2004	2003	2002	2001	2000	1999	1998	1997	1996
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>																	
Continuation of investment on basis of local governmental units	20,521	13,087	146,297	213,987	308,658	3,521,574	614,804	271,656	2,002,549	479,859	98,411	1,247,266	1,067,714	1,048,448	1,018,448	918,448	818,448
Proceeds from sale of land	(4,000)	(10,000)	(10,000)	(10,000)	(10,000)	(10,000)	(10,000)	(10,000)	(10,000)	(10,000)	(10,000)	(10,000)	(10,000)	(10,000)	(10,000)	(10,000)	(10,000)
Interest paid on debt	(20,000)	(40,000)	(100,000)	(150,000)	(200,000)	(300,000)	(400,000)	(500,000)	(600,000)	(700,000)	(800,000)	(900,000)	(1,000,000)	(1,100,000)	(1,200,000)	(1,300,000)	(1,400,000)
Net cash provided (used) by operating activities	(4,479)	(36,913)	(63,703)	(46,013)	(101,342)	1,101,574	(105,196)	(288,344)	1,982,549	(100,141)	1,137,266	1,057,714	948,714	938,448	908,448	898,448	808,448
<b>CASH FLOWS FROM NON-CAPITAL FINANCING ACTIVITIES</b>																	
Transfer to (from) local governmental units	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)
Proceeds from sale of land	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000
Proceeds from sale of equipment	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000
Net cash provided (used) by non-capital financing activities	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>																	
Acquisition of equipment	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)
Acquisition of land	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)
Acquisition of investments	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)	(100,000)
Net cash provided (used) by investing activities	(300,000)	(300,000)	(300,000)	(300,000)	(300,000)	(300,000)	(300,000)	(300,000)	(300,000)	(300,000)	(300,000)	(300,000)	(300,000)	(300,000)	(300,000)	(300,000)	(300,000)
<b>Net increase (decrease) in cash and cash equivalents</b>	(4,479)	(36,913)	(63,703)	(46,013)	(101,342)	1,101,574	(105,196)	(288,344)	1,982,549	(100,141)	1,137,266	1,057,714	948,714	938,448	908,448	898,448	808,448
<b>Cash and cash equivalents at beginning of year</b>	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000
<b>Cash and cash equivalents at end of year</b>	95,521	63,087	36,297	53,987	39,658	1,101,574	(105,196)	(288,344)	1,982,549	(100,141)	1,137,266	1,057,714	948,714	938,448	908,448	898,448	808,448
<b>RECONCILIATION OF OPERATING ACTIVITIES (IN DOLLARS)</b>																	
Operating income (loss)	65,479	12,920	9,212	5,869	4,200,044	49,601	10,909	(10,212)	(5,060)	(319)	6,717	41,274	12,274	12,741	12,741	12,741	12,741
Adjustments to reconcile operating income (loss) to net cash provided (used) by operating activities:																	
Amortization of bond premium	5,769	23,041	13,312	9,985	4,343	9,774	3,380	9,564	1,830								
Change in accounts receivable	(734)	9,234	(9,732)	644	6,539	(6,983)	14,330	(3,259)	11,998	41	(5)	1,906	554	(14,331)	(14,331)	(14,331)	(14,331)
Change in accounts payable	(8,790)	(1,444)	(10,341)	(6,219)	(6,219)	(20,024)	(11,850)	(11,454)	(21,009)	(7,900)	(1,409)	(1,409)	1,409	13,816	13,816	13,816	13,816
Change in accrued interest payable	300	(4,232)	(5,607)	(9,821)	(19,821)	(46,312)	(6,312)	(6,312)	(12,624)	(12,624)	(12,624)	(12,624)	(12,624)	(12,624)	(12,624)	(12,624)	(12,624)
Change in accrued liabilities	(184)	(1,021)	(8,386)	(3,766)	(6,149)	3,766	53,714	7,070	(8,884)	(8,884)	(8,884)	(8,884)	(8,884)	(8,884)	(8,884)	(8,884)	(8,884)
Net cash provided (used) by operating activities	61,030	17,492	11,462	10,122	10,122	10,122	10,122	10,122	10,122	10,122	10,122	10,122	10,122	10,122	10,122	10,122	10,122

See each line item and related footnote for additional information and related disclosures.

**OKLAHOMA WATER RESOURCES BOARD  
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ANNUAL FINANCIAL REPORT  
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**INTERNAL CONTROL OVER FINANCIAL REPORTING AND COMPLIANCE**



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 Members of the  
Oklahoma Water Resources Board

We have audited the financial statements of the Oklahoma Water Resources Board State Loan Program Revenue Bonds - Series 2003A (the "Program") as of and for the year ended June 30, 2012, and have issued our report thereon dated October 12, 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

In planning and performing our audit, we considered the Program'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 Program's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Program'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 a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the Program'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 Program'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 audit committee, management, and the members of the Oklahoma Water Resources Board and is not intended to be and should not be used by anyone other than these specified parties.

*Wedge & Associates, P.C.*

Edmond, Oklahoma

October 2, 2012