

Cleveland County Justice Authority

Financial Statements

June 30, 2011

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Cleveland County Justice Authority
Financial Statements
For the Fiscal Year Ended June 30, 2011

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INDEPENDENT AUDITOR'S REPORT

The Board of Trustees
Cleveland County Justice Authority
Norman, Oklahoma

We have audited the accompanying basic financial statements of Cleveland County Justice Authority (a public trust and agency of the State of Oklahoma, a component unit of Cleveland County, Oklahoma) as of and for the year ended June 30, 2011 as listed in the table of contents. These financial statements are the responsibility of the Cleveland County Justice Authority's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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. 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 audit provides 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 Cleveland County Justice Authority, as of June 30, 2011, and its changes in net assets, and its cash flows thereof for the year then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have issued our report dated May 21, 2012, on our consideration of Cleveland County Justice Authority'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.

Management has omitted Management's Discussion and Analysis that governmental 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 part of the basic financial statements, is

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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. Our opinion on the basic financial statements is not affected by this missing information.

Rahhal Henderson Johnson, PLLC

Ardmore, Oklahoma

May 21, 2012

Cleveland County Justice Authority
Statement of Net Assets
June 30, 2011

ASSETS

Current Assets

Cash and cash equivalent	\$ 5,024,112
Sales tax receivable	603,342
Total current assets	5,627,454

Noncurrent assets

Restricted assets

Investments	25,915,748
Accrued interest receivable	10,318
Deferred bond issuance costs net of accumulated amortization	2,366,000
Total restricted assets	28,292,066

Capital assets

Capital assets not being depreciated	31,772,157
Total assets	\$ 65,691,677

LIABILITIES

Current liabilities

Accounts payable	\$ 1,295,468
Accrued interest payable	849,326
Current maturities of bonds payable	1,265,000
Total current liabilities	3,409,794

Noncurrent liabilities

Bonds payable less current maturities	48,385,921
Total noncurrent liabilities	48,385,921
Total liabilities	51,795,715

NET ASSETS

Unrestricted	5,627,454
Expendable	
Restricted for construction and bonds	8,268,508
Total net assets	13,895,962
Total liabilities and net assets	\$ 65,691,677

The notes to the financial statements are an integral part of this statement

Cleveland County Justice Authority
Statement of Revenues, Expenses and Changes in Net Assets
For the Year Ended June 30, 2011

Operating revenues		
Sales tax		<u>\$ 7,151,027</u>
Operating expenses		
Interest expense on bonds		347,964
Bond issuance cost amortization		164,260
General and administrative		224,791
Trustee fees		<u>7,500</u>
Total operating expenses		<u>744,515</u>
Operating Income		6,406,512
Nonoperating revenues		
Investment return		<u>257,653</u>
Change in Net Assets		6,664,165
Net Assets, Beginning of Year		<u>7,231,797</u>
Net Assets, End of Year		<u>\$ 13,895,962</u>

The notes to the financial statements are an integral part of this statement

Cleveland County Justice Authority
Statement of Cash Flows
For the Year Ended June 30, 2011

CASH FLOWS FROM OPERATING ACTIVITIES	
Receipts of Sales Tax	\$ 7,151,027
Payments to Vendors for trustee fees and administrative costs	<u>(232,291)</u>
Net Cash Provided by Operating Activities	<u>6,918,736</u>
 CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES	
Purchase of capital assets	(20,396,603)
Principal paid on capital debt	(1,140,000)
Interest paid on capital debt	<u>(2,604,975)</u>
Net Cash Used by Capital Financing Activities	<u>(24,141,577)</u>
 CASH FLOWS FROM INVESTING ACTIVITIES	
Receipt of interest on investments	352,798
Purchase of investments	(8,265,672)
Sale of investments	<u>27,860,804</u>
Net Cash Provided by Investing Activities	<u>19,947,930</u>
Net Increase in Cash and Cash Equivalents	2,725,089
Cash and Cash Equivalents, Beginning of Year	<u>2,299,023</u>
Cash and Cash Equivalents, End of Year	<u>\$ 5,024,112</u>
 Reconciliation of Operating Income to Net Cash Provided by Operating Activities	
Operating Income	\$ 6,406,512
Adjustments to Reconcile Operating Income to Net Cash Provided by Operating Activities	
Amortization of costs of issuance	164,260
Interest expense on bonds	325,720
Amortization of bond premium and discount	<u>22,244</u>
Net Cash Provided by Operating Activities	<u>\$ 6,918,736</u>

The notes to the financial statements are an integral part of this statement

Cleveland County Justice Authority
Notes to Financial Statements
June 30, 2011

NOTE 1 - NATURE OF OPERATIONS

The Cleveland County Justice Authority (the Authority) is a public trust and agency of the State of Oklahoma. It was created by a Trust Indenture dated October 9, 2007, (the “Trust Indenture”) for the furtherance of public purposes and the benefit of Cleveland County, Oklahoma (Beneficiary), pursuant to the provisions of Title 60, Oklahoma Statutes 2001, Section 176 et seq., as amended (the “Public Trust Act”), Title 60, Oklahoma Statutes 2001, Section 175.1 et seq. as amended (the “Oklahoma Trust Act”) and other applicable statutes and laws of the State of Oklahoma. The financial operations of the Authority began in March of 2009 with the issuance of the Cleveland County Justice Authority Sales Tax Revenue Bonds Series 2009A and 2009B.

The Authority by virtue of common control and dependence is a component unit of Cleveland County, Oklahoma. The Trustees of this Trust shall be duly elected Commissioners of Cleveland County and their successors in office. Each successor in office shall without any further act, deed or conveyance, automatically becomes a Trustee of this trust, as set forth in the Trust Indenture. The financial activities of Cleveland County and its other component units are not included in the financial statements of the Authority.

This Trust shall have duration for the term of duration of the beneficiary and until such time as its purposes shall have been fully fulfilled or until it shall be terminated as provided by the Trust Indenture.

Purposes of the Trust

To assist the Beneficiary, the State of Oklahoma, its Governmental Agencies, and private entities, agencies and citizens in making the most efficient use of all their economic resources and powers in accord with the needs and benefit of the Beneficiary in order to lessen the burdens on government and to stimulate economic growth and development.

To promote and develop any and all public works projects or facilities of any type or description including but not limited to, juvenile development, programs, law enforcement and correctional facilities, water, sewer, solid waste, recycling, recovery, materials reduction, communication, power, natural gas or other public utilities of any type or description.

To promote, develop and finance projects or facilities relating to the development of law enforcement and corrections within and near the jurisdictional boundaries of the Beneficiary including but not limited to, jail facilities, law enforcement and other government facilities, parking facilities, housing and any and all other facilities whose purpose is to promote law enforcement and other governmental functions.

Cleveland County Justice Authority
Notes to Financial Statements
June 30, 2011

NOTE 1 - NATURE OF OPERATIONS (continued)

To promote, finance and develop projects, facilities and services pertaining to governmental institutions and the furtherance of governmental opportunities at all levels and all programs related to the foregoing.

To promote, finance and develop any other projects or facilities, which will provide public facilities and/or aid the Beneficiary or any other level of government.

To plan, establish, develop, construct, finance, enlarge, remodel, acquire, improve, make alterations, extend, maintain, equip, operate, lease, furnish and regulate any facilities related to any of the foregoing, and, if desired, to lease such facilities and to operate the same in connection therewith, and to do, perform, own, acquire, construct or engage in or finance any other enterprise or activity, project or facility to such extent and in such manner as now is or may be considered a proper and lawful function of public trust entities within the State of Oklahoma.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Financial Statement Presentation

The accompanying financial statements have been prepared in conformity with generally accepted accounting principles as prescribed by the Government Accounting Standards Board (GASB). Pursuant to the Authority's bond obligation resolutions, separate funds are established by each trustee bank to record all transactions relating to the Authority's programs financed under each resolution. Within each fund, there is a group of accounts required by the respective resolutions.

Basis of Accounting

The Authority accounts for its activities within a proprietary fund. As a financing authority for Cleveland County, the Authority may use enterprise fund accounting and financial reporting as allowed by GASB 34. Thus the Authority uses the proprietary fund type to account for its activities.

The proprietary fund type is accounted for on a flow of economic resources measurement focus. With this measurement focus, all assets and all liabilities associated with the operation of this fund are included on the statement of net assets. Proprietary fund operating statements present increases (e.g., revenues) and decreases (e.g., expenses) in total net assets. The accrual basis of accounting is utilized by the proprietary fund. Under this basis of accounting, revenues are recognized when earned and expenses are recognized when the liability is incurred.

Cleveland County Justice Authority
Notes to Financial Statements
June 30, 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Proprietary funds distinguish operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services in connection with a proprietary fund's principal ongoing operations. Revenues and expenses not meeting this definition are reported as nonoperating revenues and 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 disclosures 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.

Cash and Cash Equivalents

The Authority has defined cash and cash equivalents to include demand deposits, and highly liquid investments with original maturities of three months or less. Cash held with trustees is treated as investments.

Investments

The investments within the bond programs are generally restricted by the various bond resolutions as to authorized investments. Authorized investments include cash, obligations of the U.S. government, agency or instrumentality that are backed by the full faith and credit of the U.S., Certificates of deposit of any bank whose short-term debt obligations are rated A-1 by S&P or P-1 by Moody's and mature no more than 360 days after purchase, money market funds rated AAAM or AAM-G by S&P. Short-term investments are held in guaranteed investment contracts or money market accounts collateralized by government securities. These short-term investments are reported at cost, which approximates market values as allowed by GASB Statement 31, "Accounting and Financial Reporting for Certain Investments and for External Investment Pools."

Fixed income investments are reported at fair value as determined by trustee bank based on published market data for publicly traded securities. Security transactions and any resulting gains or losses are accounted for by the specific identification method on a trade date basis.

Bond Premium, Discount and Issuance Costs

Bond premiums, and discounts are deferred and amortized over the life of the bonds using the effective interest method. Issuance costs associated with bond issues are being amortized over the life of the bonds using the straight-line method.

Cleveland County Justice Authority
Notes to Financial Statements
June 30, 2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Restrictions of Net Assets

The use of assets of each bond program fund is restricted by the related bond resolution. Certain amounts in the program funds are considered subject to the restriction that they may be applied to the financing of construction or to the retirement of obligations issued for such purposes. When the Authority incurs and expense for which it may use either restricted or unrestricted net assets, it uses restricted net assets first.

Capital Assets

Capital assets are carried at cost. Depreciation will be computed using the straight-line method over the estimated useful lives of the assets. Maintenance and repairs are expensed as incurred. Interest costs are capitalized as a part of the cost of constructing assets. Interest earned on proceeds of tax-exempt borrowing arrangements restricted to the acquisition of qualifying assets is offset against interest costs in determining the amount to be capitalized. There was no depreciation expense for the year ended June 30, 2010 since assets have not yet been placed into operation.

Operating and Non-operating Revenues

Proprietary fund operating revenues result from exchange transactions related to the operations. Exchange transactions are those in which each party receives and gives up essentially equal values. Non-operating revenues, such as investment income result from non-exchange transactions.

Budgetary Comparison

Budgetary comparison information is required to be presented for the general fund with legally adopted budget. The Authority is not legally required to adopt a budget. Therefore, budget comparison information is not included in the Authority's financial statements.

Subsequent Events

Change orders have been made to the original construction contract in the amount of \$839,265 bringing the total contract amount to \$24,789,381.

Cleveland County Justice Authority
Notes to Financial Statements
June 30, 2011

NOTE 3 - CASH AND INVESTMENTS

Custodial Credit Risk

For deposits, custodial credit risk is the risk that in the event of a bank failure, The Authority's deposits may not be returned to it. The Authority does not have a policy for custodial credit risk but follows state and local laws. The Authority has \$4,774,112 uninsured and uncollateralized exposed to deposit custodial credit risk as of June 30, 2011.

As of June 30, 2011, \$20,523,871 cash restricted for bonds consists of money market mutual funds held at trustee banks. These funds are classified as investments for purposes of GASB Statement 40 Deposit and Investment Risk Disclosure requirements and therefore are not subject to custodial credit risk. For presentation on the statement of net assets, these funds are classified as investments. Additionally, these amounts are not insured by the FDIC and are not obligations of or guaranteed by the trustee bank.

For investments, custodial credit risk is the risk that, in the event of the failure of the counterparty, the Authority will not be able to recover the value of its investments or collateral securities that are in possession of an outside party. All of the Authority's investments are held in the Authority's name so are not subject to custodial credit risk.

Concentration of Investment Credit Risk

The Authority places no limit on the amount that may be invested in one issuer. The Authority's investment are concentrated in money market mutual funds and guarantee investment contracts held by trustee banks that are not evidenced by securities; therefore they are not subject to custodial credit risk. The credit quality rating for the money market mutual funds was not available. U.S. government obligations are explicitly guaranteed by the U.S. government are not considered to have credit risk exposure.

Investment Interest Rate Risk

Interest rate risk is the risk that changes in interest rates will reduce the fair value of a government's investments. The longer the period until an investment matures, the greater the negative impact that changes in interest rates can have on fair value. The Authority does not have a policy to manage exposure. The Authority's investment in short-term money market mutual funds, Treasury Bills, and Treasury Notes is structured to meet cash requirements for construction, thereby avoiding the need to sell securities on the open market prior to maturity. The Authority's investment is the Federated Government Obligations Tax Managed Fund #637, and a five-year Treasury Note.

Cleveland County Justice Authority
Notes to Financial Statements
June 30, 2011

NOTE 3 - CASH AND INVESTMENTS (continued)

The fair value of investments as of June 30, 2011 is as follows:

	Maturity	Fair Market Value
U.S. Treasury Note	September 30, 2014	\$ 5,391,877
Government Obligation Mutual Fund		<u>20,523,871</u>
		<u>\$ 25,915,748</u>

NOTE 4 - BONDS PAYABLE

The bonds are special limited obligation of the Authority, payable solely from a gross pledge of the one-fourth of one percent (1/4%) sales tax revenues, the (“Sales Tax Revenues”), collected by Cleveland County, State of Oklahoma, (the “County”) pursuant to a proposition approved by the electorate on December 8, 2008, and the Sales Tax Agreement (the “Sales Tax Agreement”) pledging Sales Tax Revenue, wherein the County has agreed to pay over the Sales Tax Revenues to the Authority.

The total interest incurred for the year ended June 30, 2011 was \$2,608,219. Of this amount, \$2,260,254 was capitalized as a component of the cost of the capital assts constructed. Interest revenue used to offset interest cost was \$347,964. Bonds and notes payable as of June 30, 2011, and changes for the fiscal year then ended are as follows:

Sales Tax Revenue Bond	Issued	Average Interest Rate	Maturity	Beginning Balance	Additions	Reductions	Ending Balance	Amount Due in One Year
2009A	3/5/2009	4.76%	3/1/2024	\$ 29,820,000	\$ -	\$ 1,140,000	\$ 28,680,000	\$ 1,265,000
2009B	3/5/2009	5.96%	3/1/2029	21,590,000	-	-	21,590,000	-
				51,410,000	-	1,140,000	50,270,000	<u>\$ 1,265,000</u>
less deferred bond discount and premium				(641,322)	-	(22,243)	(619,079)	
				<u>\$ 50,768,678</u>	<u>\$ -</u>	<u>\$ 1,117,757</u>	<u>\$ 49,650,921</u>	

Debt requirements on bonds payable as of June 30, 2011 are as follows:

	Principal and Interest	less Interest	Principal
2012	\$ 3,812,975	\$ (2,547,975)	\$ 1,265,000
2013	3,887,375	(2,497,375)	1,390,000
2014	3,966,775	(2,441,775)	1,525,000
2015	2,480,775	(2,380,775)	100,000
2016	3,936,775	(2,376,775)	1,560,000
2017-2021	23,875,050	(10,470,050)	13,405,000
2022-2026	16,788,400	(7,353,400)	9,435,000
2027-2029	25,314,275	(3,724,275)	21,590,000
	<u>\$ 84,062,400</u>	<u>\$ (33,792,400)</u>	<u>\$ 50,270,000</u>

Accrued interest payable and bond debt is payable from restricted assets. These bonds are secured by the property financed. In February, 2012, the Authority transferred \$7 million dollars for special manadatory redemption funds.

Cleveland County Justice Authority
Notes to Financial Statements
June 30, 2011

NOTE 5 - CAPITAL ASSETS

As of June 30, 2011, capital assets consisted of the following:

	Beginning Balance	Increases	Decreases	Ending Balance
<i>Capital assets, not being depreciated</i>				
Construction in progress	\$ 9,720,589	\$ 22,051,568	\$ -	\$ 31,772,157
Total capital assets, not being depreciated	9,720,589	22,051,568	-	31,772,157
 Capital assets, net	 \$ 9,720,589	 \$ 22,051,568	 \$ -	 \$ 31,772,157

NOTE 6 – RELATED PARTY

The Authority receives sales tax from Cleveland County, Oklahoma which is related as an affiliated governmental unit. The sales tax revenue received from Cleveland County in 2011 was \$7,151,027 and is included as income on the statement of activities. The Authority also paid salaries of the jail transition team to the County in the amount of \$220,101 which is included in administrative expenses. The County received \$194,417 for removal of topsoil at the jail site, \$71,512 of which is included in accounts payable

NOTE 7- CONSTRUCTION AND OTHER SIGNIFICANT COMMITMENTS

At June 30, 2011, the Authority was still in the process of building the new jail, and therefore has entered into construction contracts that were not currently completed at year end. The remaining commitment on the facility construction contract at June 30, 2011 was approximately \$2,100,000.



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*

Board of Trustees
Cleveland County Justice Authority
Norman, Oklahoma

We have audited the financial statements of Cleveland County Justice Authority as of and for the year ended June 30, 2011, and have issued our report thereon dated May 21, 2012. Our report on the financial statements disclosed that management did not include Management's Discussion and Analysis. 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 Cleveland County Justice Authority is responsible for establishing and maintaining effective internal control over financial reporting. In planning and performing our audit, we considered Cleveland County Justice Authority'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 Cleveland County Justice Authority's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Cleveland County Justice Authority'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 misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis.

Our consideration of internal control over financial reporting was for the limited purpose described in the preceding paragraph 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.

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Compliance and Other Matters

As part of obtaining reasonable assurance about whether Cleveland County Justice Authority'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 trustees, management and the State of Oklahoma auditor and inspector, Cleveland County and bond holders and is not intended to be and should not be used by anyone other than these specified parties.

Rahhal Henderson Johnson, PLLC

Ardmore, Oklahoma
May 21, 2012