

**MUSKOGEE INDUSTRIAL TRUST**

**MUSKOGEE, OKLAHOMA**

**FINANCIAL STATEMENTS**  
**TOGETHER WITH AUDITOR'S REPORT**  
**FOR THE YEAR ENDED SEPTEMBER 30, 2014**

MUSKOGEE INDUSTRIAL TRUST  
Muskogee, Oklahoma

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**INDEPENDENT AUDITOR'S REPORT**

To the Trustees of  
The Muskogee Industrial Trust  
Muskogee, Oklahoma

We have audited the accompanying financial statements of the business-type activities and primary government statement of net assets for the year ended September 30, 2014 and the related statements of the business type and primary government activities and changes in net assets and cash flow for the year then ended, and the related notes to the financial statements, which collectively comprise the Trust's basic financial statements as listed in the table of contents.

**Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes 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.

**Auditor's Responsibility**

Our responsibility is to express opinions 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. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

## Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of net assets of Muskogee Industrial Trust as of September 30, 2014, and the activities, changes in net assets and cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

## Other Matters

### *Other Information*

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Muskogee Industrial Trust's basic financial statements. The *Schedule of Projects-Balance Sheet* and the *Schedule of Minimum Lease and Bond Payments to be Received* are presented for purposes of additional analysis and are not a required part of the basic financial statements.

Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic 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 basic financial statements as a whole.



Kathy Hewitt, CPA, LLP

Muskogee, OK

February 26, 2015

## ***BASIC FINANCIAL STATEMENTS***

MUSKOGEE INDUSTRIAL TRUST  
Government Wide Statement of Net Assets  
As of September 30, 2014

ASSETS	Business Type Activities- Enterprise Fund	Total Primary Government
<b>CURRENT ASSETS</b>		
Cash and Cash Equivalents	\$ 231,346	\$ 231,346
Trustee Investment Accounts	\$ 2	\$ 2
Account Receivable - Current Portion	\$ 68,118	\$ 68,118
Short Term Investments	\$ 569,320	\$ 569,320
Current Portion of Net Investment in	\$ -	\$ -
Direct Financing Leases	\$ 5,139,431	\$ 5,139,431
Total	<u>\$ 6,008,217</u>	<u>\$ 6,008,217</u>
 <b>OTHER ASSETS</b>		
Minimum Lease Payments Receivable	\$ 139,815,959	\$ 139,815,959
Less Unearned Income	\$ (31,683,508)	\$ (31,683,508)
Less Current Portion	\$ (5,139,431)	\$ (5,139,431)
Note Receivable-Muskogee City/County Port Authority	\$ 424,817	\$ 424,817
Accrued Interest Receivable-Muskogee City/Cty Port Authority	\$ 98,926	\$ 98,926
Net	<u>\$ 103,516,763</u>	<u>\$ 103,516,763</u>
 <b>TOTAL ASSETS</b>	 <u><u>\$ 109,524,980</u></u>	 <u><u>\$ 109,524,980</u></u>

The accompanying notes are an integral part of these statements

MUSKOGEE INDUSTRIAL TRUST  
Government Wide Statement of Net Assets  
As of September 30, 2014

LIABILITIES	Business Type Activities- Enterprise Fund	Total Primary Government
CURRENT LIABILITIES		
Accounts Payable-Current Portion	\$ 6,100	\$ 6,100
Bond Proceeds Due Lessors	\$ 61	\$ 61
Aid to Construction Payable - City of Muskogee	\$ 500,000	\$ 500,000
Current Maturities of Mortgages & Bonds Payable	\$ 2,120,000	\$ 2,120,000
Total Current Liabilities	<u>\$ 2,626,161</u>	<u>\$ 2,626,161</u>
LONG TERM LIABILITIES		
Mortgages & Bonds Payable on Capital Leases	\$ 95,519,023	\$ 95,519,023
Less Current Maturities of Mortgages & Bonds Payable	\$ (2,120,000)	\$ (2,120,000)
Total Long Term Liabilities	<u>\$ 93,399,023</u>	<u>\$ 93,399,023</u>
Total Liabilities	\$ 96,025,184	\$ 96,025,184
NET ASSETS		
UNASSIGNED NET ASSETS BEGINNING OF YEAR	\$ 15,107,999	\$ 15,107,999
LESS EXCESS EXPENSES OVER REVENUES-CURRENT	\$ (1,608,203)	\$ (1,608,203)
UNASSIGNED NET ASSETS AT YEAR END	<u>\$ 13,499,796</u>	<u>\$ 13,499,796</u>
 TOTAL LIABILITIES AND NET ASSETS	 <u>\$ 109,524,980</u>	 <u>\$ 109,524,980</u>

The accompanying notes are all integral part of these statements

MUSKOGEE INDUSTRIAL TRUST  
Government Wide Statement of Activities and Changes in Net Assets  
For the Twelve Months Ended September 30, 2014

<b>EXPENDITURES</b>	<b>Business Type Activities Enterprise Fund</b>	<b>Total Primary Government</b>
Interest on Bonds and Mortgages	\$ 2,021,445	\$ 2,021,445
Aid to Construction - City of Muskogee	\$ 500,000	\$ 500,000
Legal and Audit Fees	\$ 2,320	\$ 2,320
Total Expenditures	\$ 2,523,765	\$ 2,523,765
 <b>REVENUES</b>		
Administrative fees	\$ 61,262	\$ 61,262
Earned Income	\$ 851,943	\$ 851,943
Interest Income from Investments	\$ 2,357	\$ 2,357
Total Revenues	\$ 915,562	\$ 915,562
Net Income (Loss)	\$ (1,608,203)	\$ (1,608,203)
Net Assets, Beginning of Year	\$ 15,107,999	\$ 15,107,999
Prior Period Adjustment	\$ -	\$ -
Net Assets, End of Year	\$ 13,499,796	\$ 13,499,796

The accompanying notes are an integral part of these statements



MUSKOGEE INDUSTRIAL TRUST  
Government Wide Statement of Cash Flows  
For the Twelve Months Ended September 30, 2014

CASH FLOWS FROM OPERATING ACTIVITIES

Cash received from lessees	\$ 913,205
Cash paid to bondholders and trustees	\$ (2,021,445)
Cash paid for operating expenses	\$ (2,320)
Cash paid for aid to construction	\$ (500,000)
Net cash used by operating activities	<u>\$ (1,610,560)</u>

CASH FLOWS FROM CAPITAL FINANCING ACTIVITIES

Principal Received on Capital Leases and Mortgages	\$ 2,055,000
Increase in Accounts Receivable	\$ (6,897)
Increase in Lease Payments Receivable	\$ (3,139,246)
Decrease in Unearned Bond Costs	\$ (1,560,654)
Increase in Aid to Construction Payable	\$ 500,000
Increase in Bonds Payable	\$ 4,780,000
Deferred Debt Defeasement Costs	\$ 1,106,502
Net cash used by capital financing activities	<u>\$ 3,734,705</u>

CASH FLOWS FROM INVESTING ACTIVITIES

New Loans and Accrued Interest	\$ (16,993)
Principal Paid on Capital Leases and Mortgages	\$ (2,055,000)
Interest Income from Investments	\$ 2,357
Increase in Short Term Investments	\$ (2,357)
Net cash flows from investing activities	<u>\$ (2,071,993)</u>

NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	\$ 52,152
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CASH AND CASH EQUIVALENTS AT OCTOBER 1, 2013	<u>\$ 179,194</u>
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CASH AND CASH EQUIVALENTS AT SEPTEMBER 30, 2014	<u><u>\$ 231,346</u></u>
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RECONCILIATION OF OPERATING LOSS TO NET CASH PROVIDED  
BY OPERATING ACTIVITIES

Net Loss	\$ (1,608,203)
Adjustment to reconcile net income (loss) to net cash provided by operating activities	
Changes in assets and liabilities	
Increase in Short Term Investments	\$ (2,357)
Increase in interest due from lessor	\$ (980,777)
Decrease in unearned income	\$ 980,777
Net cash used by operating activities	<u><u>\$ (1,610,560)</u></u>

The accompanying notes are an integral part of these statements

## ***NOTES TO FINANCIAL STATEMENTS***

**MUSKOGEE INDUSTRIAL TRUST**

**Notes to Financial Statements**

**September 30, 2014**

**NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Muskogee Industrial Trust is a public trust created pursuant to 60 Oklahoma Statutes 1969, Sections 176 to 180, inclusive for the purpose of permitting the City of Muskogee, as beneficiary, to own, acquire, construct, reconstruct, extend, equip, improve, maintain, sell, lease, contract or deal in or dispose of any land, buildings or facilities of any nature that can be used in securing or developing industry within or near the City of Muskogee. The following is a summary of the more significant accounting policies employed by the Trust:

**BASIS OF ACCOUNTING**

The Trust utilizes the accrual basis of accounting. Under the accrual basis of accounting, revenues are recognized when earned and expenses (including depreciation if applicable) are recorded when the liability is incurred or economic asset used.

**CASH AND CASH EQUIVALENTS**

For purposes of the statement of cash flows, the Trust considers all highly liquid investments (including restricted assets if applicable) with maturity of three months or less when purchased to be cash equivalents.

The Trust maintains a variable-percent interest bearing checking account at BancFirst, Muskogee, Oklahoma branch.

All of the leases in which the Trust is involved are accounted for as direct financing leases in accordance with FASB Statement #13. The net investment in the lease is determined by reducing the net minimum lease payments receivable by the unearned income.

**SHORT TERM INVESTMENTS**

The Trust maintains certificates of deposit at Firststar Bank, American Bank of Oklahoma and Armstrong Bank with maturities of 12 months or more.

**INCOME TAXES**

The Trust as an agent of the City of Muskogee, Oklahoma, is not subject to income taxes. Accordingly, interest paid on obligations by the Trust are not subject to Federal income tax.

**MUSKOGEE INDUSTRIAL TRUST**

**Notes to Financial Statements**

**September 30, 2014**

**FAIR VALUE MEASUREMENTS**

The Trust accounts for its financial assets and liabilities in accordance with ASC 820-10. This codified standard defines fair value measurement based on an exit price. An exit price, the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, as opposed to an entry price which is the transaction price that would be paid to acquire an asset or received to assume a liability. In most instances these prices are different, however they can be equal. The codified standard also establishes valuation techniques which include the following:

1. Market approach – prices derived from market transactions for identical or comparable assets or liabilities,
2. Income approach – conversion of future amounts such as cash flows or earnings to a single present amount based on current market expectations about those future amounts and/or,
3. Cost approach – the amount that would currently be required to replace the service capacity of an asset.

Finally, the codified standard establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three levels:

- |          |  |
|----------|--|
| Level 1: | Quoted prices in active markets for identical assets or liabilities. These include, but are not limited to, cash and cash equivalents, common and preferred stocks, and mutual funds;          |
| Level 2: | Inputs that are derived principally from or corroborated by observable market data. These include, but are not limited to, government agency issues, corporate bonds and municipal securities; |
| Level 3: | Inputs that are unobservable and significant to the overall fair value measurement. These include, but are not limited to, non-public common stocks and personally held notes receivable.      |

Financial assets and liabilities of the Trust are carried at fair value on a recurring basis in the financial statements. The Trust's financial instruments include investments and beneficial interest in assets, if any, held by others. All financial instruments of the Trust are valued using inputs qualifying as Level 1 in the above-defined hierarchy.

**MUSKOGEE INDUSTRIAL TRUST**  
**Notes to Financial Statements**  
**September 30, 2014**

**USE OF ESTIMATES**

The Trust has made estimates and assumptions required for the preparation of its financial statements on the basis of accounting described in the first note above that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

**RECEIVABLES/PAYABLES**

During a prior fiscal year the Trust entered into a loan agreement with the Muskogee City-County Port Authority. The purpose of the loan is to purchase real estate parcels within the Port site. The total loan proceeds available will be \$500,000. The note accrues interest at the rate of 4% per annum and the principal and interest are due April 17, 2017.

**INVESTMENT IN FINANCIAL TRANSACTIONS**

The Trust is engaged in the financing of industrial property including real estate, equipment and furniture and fixtures principally as lessor under direct financing leases. The two leases outstanding at September 30, 2014, had initial terms of thirty (30) years.

Future minimum lease payments to be received for the two industrial property leases under direct financing leases for years ending September 30<sup>th</sup> of said year are as follows:

Years 2015 and 2016 are \$2,541,431 and \$2,541,431 respectively.  
Thereafter they total \$111,085,420.

Net investment in direct financing leases is pledged as collateral on the related mortgage and bonds payable obligations. Earned income consists principally of transfers from unearned income to offset incremental initial direct costs charged to expense.

On July 1, 2013, the Trust engaged in financing educational facilities lease revenue bonds for the Independent School District No. 22, Muskogee Public Schools project. Initial maturity is September 1, 1922. (Payments are scheduled on September 1 each year. Interest expense was reported as of September 1, 2014.)

On October 16, 2013, the Trust engaged in financing of property for the Independent School District No. 29, Hilldale Public Schools of Muskogee County, Oklahoma. Initial maturity is August 15, 1923. (Payments are scheduled on August 15 each year. Interest expense was reported as of August 15, 2014.)

**MUSKOGEE INDUSTRIAL TRUST**  
**Notes to Financial Statements**  
**September 30, 2014**

Future minimum lease payments to be received for the two educational facilities leases under direct financing leases for years ending September 30<sup>th</sup> of said year are as follows:

Years 2015 and 2016 are \$2,871,936 and \$2,864,938 respectively.  
Thereafter they total \$17,910,803.

Net investment in educational facilities leases is pledged as collateral on the related mortgage and bonds payable obligations. Earned income consists principally of transfers from unearned income to offset incremental initial direct costs charged to expense.

**SUBSEQUENT EVENTS**

Subsequent events have been considered through the date of the Independent Auditor's Report on page 1, which is the date the financial statements were issued.

## ***OTHER REPORTS***

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**INDEPENDENT AUDITOR'S 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 Trustees of  
The Muskogee Industrial Trust  
Muskogee, Oklahoma

We have audited, in accordance with the 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, the financial statements of the business-type activities and primary government statement of net assets for the year ended September 30, 2014 and the related statements of the business type and primary government activities and changes in net assets and cash flow for the year then ended and the related notes to the financial statements, which collectively comprise the Muskogee Industrial Trust's basic financial statements, and have issued our report thereon dated February 26, 2015.

**Internal Control over Financial Reporting**

In planning and performing our audit of the financial statements, we considered Muskogee Industrial Trust's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of Muskogee Industrial Trust's internal control. Accordingly, we do not express an opinion on the effectiveness of Muskogee Industrial Trust's internal control.

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 entity's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or, significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.



## **Compliance and Other Matters**

As part of obtaining reasonable assurance about whether Muskogee Industrial Trust's financial statements are free from 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*.

## **Purpose of this Report**

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

A handwritten signature in black ink that reads "Kathy Hewitt CPA, LLP". The signature is written in a cursive, flowing style.

Kathy Hewitt, CPA, LLP

Muskogee, OK

February 26, 2015

## ***SUPPLEMENTARY INFORMATION***

## ASSETS

The accompanying notes are an integral part of these statements

MUSKOGEE INDUSTRIAL TRUST  
Schedule of Projects - Balance Sheet  
As of September 30, 2014

	Oklahoma Gas & Electric				Hilldale		Aid to		Muskogee		Total	
	1976	1982	I-20		School	District	Construction -		City/County	Administration		
	Refunded	Refunded	School		District		City of Muskogee		Port Auth.			
	1995	1987 & 1987	District									
<b>LIABILITIES</b>												
<b>CURRENT LIABILITIES</b>												
Account Payable-Current Portion	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 6,100	\$ -	\$ 6,100
Aid to Construction - City of Muskogee	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 500,000	\$ -	\$ -	\$ -	\$ -	\$ 500,000
Bond Proceeds Due Lessees	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 61	\$ -	\$ 61
Current Portion of Mortgages & Bonds Payable	\$ -	\$ -	\$ 1,505,000	\$ 615,000	\$ 615,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,120,000
Total Current Liabilities	\$ -	\$ -	\$ 1,505,000	\$ 615,000	\$ 615,000	\$ -	\$ 500,000	\$ -	\$ -	\$ 6,161	\$ -	\$ 2,626,161
<b>LONG TERM LIABILITIES</b>												
Mortgages & Bonds Payable on Capital Leases	\$ 32,400,000	\$ 56,000,000	\$ 12,065,000	\$ 5,625,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 106,090,000
- Net of Current Portion	\$ (3,322,820)	\$ (9,368,157)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (12,690,977)
Less Deferred Debt Expense - Net	\$ 29,077,180	\$ 46,631,843	\$ 12,065,000	\$ 5,625,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 93,399,023
Total Long Term Liabilities	\$ 29,077,180	\$ 46,631,843	\$ 13,570,000	\$ 6,240,000	\$ -	\$ -	\$ 500,000	\$ -	\$ -	\$ 6,161	\$ -	\$ 96,025,184
Total Liabilities	\$ 29,077,180	\$ 46,631,843	\$ 13,570,000	\$ 6,240,000	\$ -	\$ -	\$ 500,000	\$ -	\$ -	\$ 13,499,796	\$ -	\$ 13,499,796
<b>NET ASSETS</b>												
Total Liabilities and Net Assets	\$ 29,077,180	\$ 46,631,843	\$ 13,570,000	\$ 6,240,000	\$ -	\$ -	\$ 500,000	\$ -	\$ -	\$ 13,505,957	\$ -	\$ 109,524,980

The accompanying notes are an integral part of these statements

**MUSKOGEE INDUSTRIAL TRUST**  
Schedule of Minimum Lease and Bond Payments to be Received

PROJECT	2015	2016	2017	2018	2019	Later Years
<b>INDUSTRIAL PROPERTY FINANCING LEASES</b>						
Oklahoma Gas & Electric-1976 Refunded 1995	\$ 1,296,000	\$ 1,296,000	\$ 1,296,000	\$ 1,296,000	\$ 1,296,000	\$ 39,204,000
Oklahoma Gas & Electric-1982 Refunded 1987 & 1997	\$ 1,245,431	\$ 1,245,431	\$ 1,245,431	\$ 1,245,431	\$ 1,245,431	\$ 64,257,127
	<u>\$ 2,541,431</u>	<u>\$ 2,541,431</u>	<u>\$ 2,541,431</u>	<u>\$ 2,541,431</u>	<u>\$ 2,541,431</u>	<u>\$ 103,461,127</u>
<b>EDUCATIONAL FACILITIES LEASE</b>						
I-20 School District	\$ 1,983,000	\$ 1,983,000	\$ 1,983,000	\$ 1,983,000	\$ 1,983,000	\$ 6,069,000
Hilldale School District	\$ 888,936	\$ 881,938	\$ 869,061	\$ 860,526	\$ 851,113	\$ 3,312,103
	<u>\$ 2,871,936</u>	<u>\$ 2,864,938</u>	<u>\$ 2,852,061</u>	<u>\$ 2,843,526</u>	<u>\$ 2,834,113</u>	<u>\$ 9,381,103</u>
Total	\$ 5,413,367	\$ 5,406,369	\$ 5,393,492	\$ 5,384,957	\$ 5,375,544	\$ 112,842,230

The accompanying notes are an integral part of these statements