

OKLAHOMA CITY RIVERFRONT REDEVELOPMENT AUTHORITY

A Discrete Component Unit of
Oklahoma City, Oklahoma

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Annual Financial Report for the Fiscal Year Ended June 30, 2014

Prepared by The Oklahoma City Finance Department, Accounting Services Division
Laura L. Papas, Controller

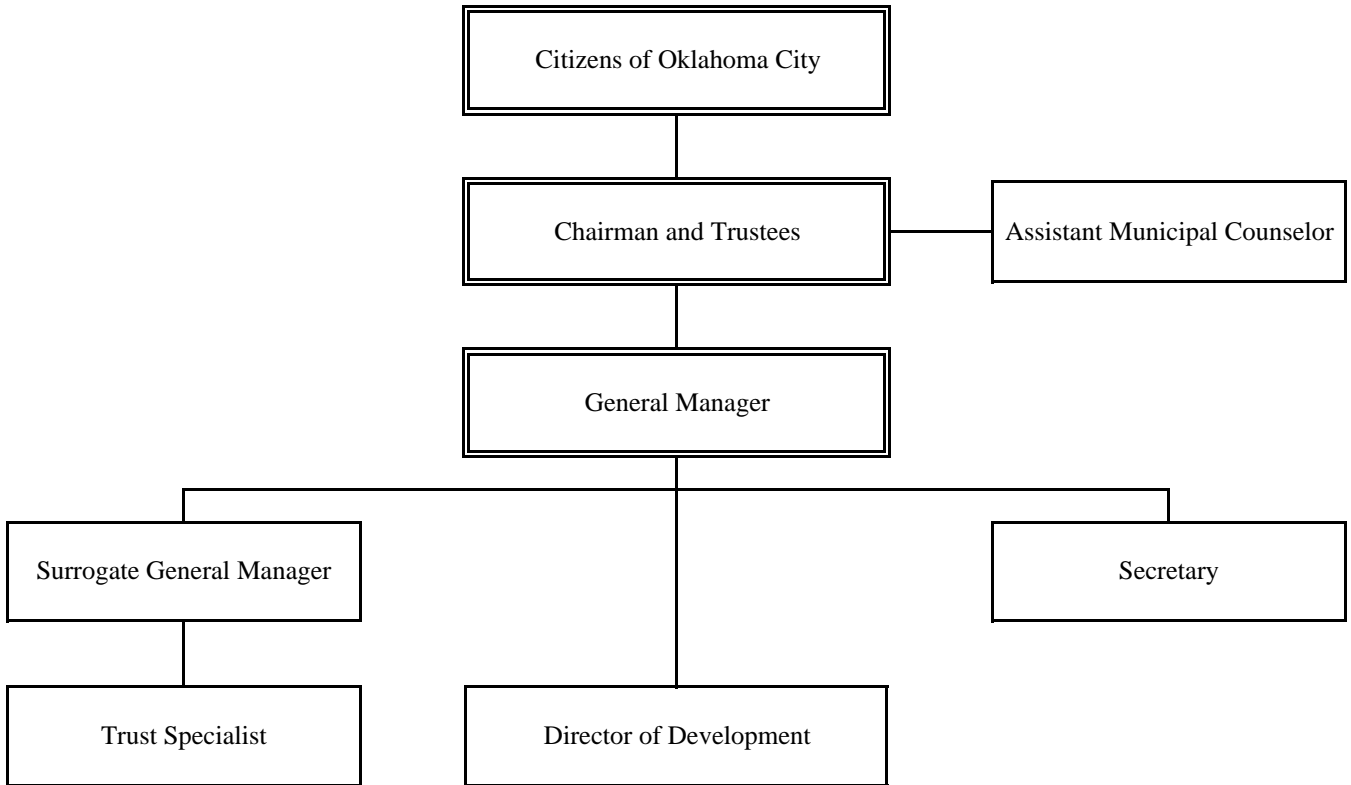
OKLAHOMA CITY RIVERFRONT REDEVELOPMENT AUTHORITY

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Oklahoma City Riverfront Redevelopment Authority Organization Chart



Introductory Section



December 10, 2014

The Board of Trustees
Oklahoma City Riverfront Redevelopment Authority

The Oklahoma City Riverfront Redevelopment Authority (Authority) annual financial report (annual report) provides a comprehensive overview of the Authority's financial position and the results of operations during the past fiscal year. It complies with reporting requirements specified by Oklahoma State Statutes and the dictates of effective financial management practices. The Oklahoma City Finance Department, Accounting Services Division, has prepared this report in compliance with generally accepted accounting principles in the United States. It is fairly stated in all material respects. Responsibility for the accuracy of the reported information and the completeness and fairness of the presentation, including disclosures, rests with the Authority.

The Authority's annual report includes the reports of independent auditor's, management's discussion and analysis (MD&A), financial statements, and related notes. Management's narrative on the financial activities of the Authority for fiscal years ended June 30, 2014 and 2013, is in the MD&A section of this report, immediately following the independent auditor's report on financial statements and supplementary information. The Authority's reporting entity is comprised of financial and operating activities conducted within the legal framework of the Authority. The Authority is a discretely presented component unit of the City of Oklahoma City (City) and, as such, is included within the City's Comprehensive Annual Financial Report (CAFR).

The Authority was established by City Council resolution on March 19, 1985, as the successor to the North Canadian River Corridor Master Plan (Master Plan) known as "a String of Pearls". The Master Plan called for improvement and beautification of land along and adjacent to the Oklahoma River and its various tributaries. The Authority continues to pursue the concepts contained in the Master Plan in an effort to transform the Oklahoma River Corridor (River) into a major focal point and source of pride to the City.

The Authority provides policy direction as well as master planning and project oversight for developments and activities along the Oklahoma River corridor within the Oklahoma City limits. Established via a trust indenture approved by the Mayor and City Council, the Authority is responsible for management of the City's substantial real assets along the corridor, the terms of which are set forth in a master lease agreement between the City and Authority.

The original Metropolitan Area Projects (MAPS) program provided the initial funding for the City's longstanding vision to transform the predominantly dry Corps of Engineers floodway construction project of the late 50s and early 60s into a vibrant corridor designed to foster outdoor recreation and economic redevelopment in the City's core. The last of the original MAPS river projects, totaling some \$39 million including the Bricktown Canal, was completed in 2004, paving the way for new waterfront events and privately funded developments which would have been impossible absent the voters' approval of that landmark ballot initiative in December 1993. From the Devon Energy Holiday Boat Parade to the Oklahoma City Nationals Drag Boat Races, and from the World Wakeboard Series to the formal designation of the Oklahoma River as a United States Olympic Committee Training Site, it is clear that the impoundment of water has forever transformed the former drainage ditch into a powerful economic development engine and marketing image for the City.

Voter approval of the MAPS3 program of work in December 2009 has set the stage for additional progress on Oklahoma City's riverfront. The resultant \$60 million in additional public investment in river-related projects and improvements has already begun to generate even greater interest in corridor development. The Authority works closely with the MAPS3 Citizens Committee and staff, and the Authority itself is represented on the related MAPS3 Subcommittee by sitting members of the Authority.

In addition to the MAPS-funded program of work, projects with which the Authority continues to be involved include the American Indian Cultural Center and Museum, the Boathouse District, Oklahoma River Cruises, riverfront hotel development near Meridian Avenue, and redevelopment of the Crystal lake compound to serve disadvantaged youth. The Riverfront Design Committee, whose members are nominated by the Chairman of the Authority and confirmed by the Mayor and City Council, reviews development proposals submitted for properties located within the designated Scenic River Overlay Design District.

The current economic environment and the economic outlook for Oklahoma City continue to remain very positive. The cost of living rating is consistently below the national average; and the City has a strong industry presence; low commuting times; convenient airline travel; quality education, entertainment and sports opportunities; favorable weather; and a central location within the State of Oklahoma. Oklahoma City continues to receive numerous top accolades for metropolitan cities in the United States including Forbes 2014 ranking of Oklahoma City as the 7th Best Place for Business and Careers. This rating was based on a dozen factors related to jobs, costs of business and living, income growth, quality of life, and the education of the workforce. These factors promise an immediate and sustainable economic growth outlook for the next several years.

In a report prepared by The Steven C. Agee Economic Research & Policy Institute of Oklahoma City University, dated February 4, 2014 and entitled "Greater Oklahoma City Economic Forecast", the Institute reported that the U.S. economy will carry positive economic momentum in 2014 and in future years will support the continued economic growth in Oklahoma City. However, the Institute cites that cities who have had a low unemployment rate for an extended period of time, such as Oklahoma City, can face some unique challenges in the areas of talent recruitment and wages. Since November of 2013, Oklahoma City has experienced the lowest unemployment rate among cities with more than 1 million in population for 26 of the past 35 months. The unemployment rate is expected to trend down to 4.5% by the end of 2014 and 4.11% by the end of 2015. Additionally, for the 6th straight year, it has remained 2 percentage points below the nation's unemployment rate. The Institute reported that recent employment and earnings growth should result in positive sales tax momentum with a general projection of 4% to 6% annual growth in sales tax revenues for calendar years 2014 and 2015 depending on the national economy. Average weekly earnings, a key driver of sales tax growth, is expected to grow 5.1 percent in fiscal year 2015. Without any significant changes in the national economy, overall job growth is expected to be around 3.0 percent for fiscal year 2015.

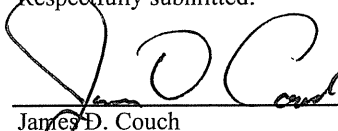
Fiscal year 2014, in terms of sales tax revenue growth, substantiates this positive outlook for fiscal year 2015. The first three quarters of fiscal year 2014 saw growth of less than 1.0 percent. The final quarter of the year saw growth of 8.4%. For the year, sales tax revenue grew at 2.7%. This strong performance at the end of the year, coupled with better than expected performance in several other revenue categories allowed for increases in several programs for fiscal year 2015. Budgeted expenditures for fiscal year 2015 also were based on the positive projected economic growth.

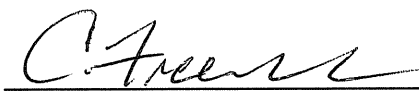
Any economic outlook is predicated on sustainable factors. The City Council has a continuing priority to its citizens to fulfill the promises made to them with regard to completing the projects established in voter initiatives to invest in the City. In addition, the City Council is focused on pursuing a financial model that provides adequate resources to meet the expectations for services as Oklahoma City grows and maintaining strong financial management that is evidenced by the highest possible rating of the City's general obligation bonds by both Moody's and Standard and Poor's.


The Mayor, his appointed surrogate, and three City Council members serve as the Authority's Trustees with five other Trustees appointed by the Mayor and approved by the City Council. The Authority participates in the City's comprehensive accounting and budgetary system. Interim financial statements provide Authority management and other interested readers with regular financial analyses. Additionally, the Authority's management maintains budgetary controls to ensure compliance with legal provisions.

By City Council resolution, public trusts of which the City is the beneficiary are encouraged to use the independent auditors competitively selected by the City. In compliance with that resolution, the Authority engaged BKD, LLP to conduct its annual audit. The Authority acknowledges the professional and competent services of its independent auditors.

Respectfully submitted:


James D. Couch
General Manager


Craig Freeman
City of Oklahoma City Finance Director


Laura L. Papas
City of Oklahoma City Controller

Financial Section

Independent Auditor's Report on Financial Statements and Supplementary Information

Board of Trustees
Oklahoma City Riverfront Redevelopment Authority
Oklahoma City, Oklahoma

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities and the major fund of Oklahoma City Riverfront Redevelopment Authority (the Authority), a component unit of the City of Oklahoma City, Oklahoma, as of and for the years ended June 30, 2014 and 2013, and the related notes to the financial statements, which collectively comprise the Authority'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 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 audits 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 the governmental activities and the major fund of the Authority as of June 30, 2014 and 2013, and the respective changes in financial position for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis listed in the table of contents be presented to supplement the basic financial statements. Such information, although not 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 audits 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.

Other Information

Our audits were conducted for the purpose of forming opinions on the basic financial statements as a whole. The transmittal letter preceding this report is presented for purposes of additional analysis and is not a required part of the basic financial statements. That letter has not been subjected to the auditing procedures applied in the audits of the basic financial statements and, accordingly, we do not express an opinion or provide any assurance on it.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated December 10, 2014, on our consideration of the Authority's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. The purpose of that report is 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* in considering the Authority's internal control over financial reporting and compliance.

BKD, LLP

Oklahoma City, Oklahoma
December 10, 2014

MANAGEMENT'S DISCUSSION AND ANALYSIS

Within this section of the Oklahoma City Riverfront Redevelopment Authority (Authority) annual financial report, the Authority's management provides narrative discussion and analysis of the financial activities of the Authority for the fiscal years ended June 30, 2014 and 2013. The Authority's financial performance is discussed and analyzed within the context of the accompanying financial statements and disclosure following this section. Introductory information is available in the transmittal letter which precedes this discussion and analysis. The Authority is a discretely presented component unit of the City of Oklahoma City (City).

Financial Summary

- Authority assets exceeded liabilities by \$3,219,318 (net position) for 2014. This compares to the previous year when assets exceeded liabilities by \$3,335,545.
- Total assets for the Authority decreased by \$113,036 (3.3%) to \$3,265,571 during 2014 and decreased by \$197,425 (5.5%) to \$3,378,607 for 2013.
- Total liabilities for the Authority increased by \$3,191 (7.4%) to \$46,253 during 2014 and increased by \$2,717 (6.7%) to \$43,062 during 2013.
- Total net position is comprised of the following:
 - (1) Investment in capital assets of \$2,828,092 at June 30, 2014 and \$2,907,463 at June 30, 2013 include property and equipment, net of accumulated depreciation.
 - (2) Unrestricted net position of \$391,226 and \$428,082 at June 30, 2014 and 2013, respectively.
- The Authority's governmental fund reported an ending fund balance of \$384,469 this year. This compares to the prior year ending fund balance of \$422,740 for a decrease of \$38,271 during the current year.

Overview of the Financial Statements

This discussion and analysis introduces the Authority's basic financial statements. The basic financial statements include: (1) Authority-wide statements, (2) fund financial statements, and (3) notes to the financial statements.

Authority-wide Financial Statements

The Authority's annual report includes two Authority-wide financial statements. These statements provide both long-term and short-term information about the overall status of the Authority and are presented to demonstrate the extent the Authority has met its operating objectives efficiently and effectively using all the resources available and whether the Authority can continue to meet its objectives in the foreseeable future. Financial reporting at this level uses a perspective similar to that found in the private sector with its basis in full accrual accounting.

The first of these statements is the statement of net position. This is the statement of position presenting information that includes all of the Authority's assets and liabilities, with the difference reported as net position. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the Authority as a whole is improving or deteriorating and identify financial strengths and weaknesses and assess liquidity.

The second statement is the statement of activities which reports how the Authority's net position changed during the current fiscal year and can be used to assess the Authority's operating results in its entirety and analyze how the Authority's programs are financed. All current year revenues and expenses are included regardless of when cash is received or paid. The Authority reports riverfront redevelopment activities.

Fund Financial Statements

A fund is an accountability unit used to maintain control over resources segregated for specific activities or objectives. The Authority has only one fund, a governmental fund, which serves as the general fund of the Authority.

Governmental Fund

The governmental fund is reported in the fund financial statements and reports the riverfront redevelopment function as reported in the Authority-wide financial statements. Fund statements report short-term fiscal accountability focusing on the use of spendable resources and balances of spendable resources available at the end of the year. They are useful in evaluating annual financing requirements and the commitment of spendable resources for the near-term.

Since the Authority-wide financial statements focus includes the long-term view, comparisons between the two perspectives may provide useful insights. Both the governmental fund balance sheet and the governmental fund statement of revenues, expenditures, and changes in fund balance provide a reconciliation to assist in understanding the differences between these two perspectives.

Notes to the Financial Statements

The accompanying notes to the financial statements provide information essential to gain a full understanding of the Authority-wide and fund financial statements. The notes to the financial statements begin immediately following the basic financial statements.

Financial Analysis

The Authority's net position at fiscal year-end is \$3,219,318. This is a decrease of \$116,227 from last year's net position of \$3,335,545. Overall the Authority's financial position declined during fiscal year 2014.

Summary of Net Position

	2014	2013	2014-2013		2012	2013-2012	
			Amount of Change	% Change		Amount of Change	% Change
Assets							
Current assets	\$437,479	\$471,144	(\$33,665)	(7.1%)	\$547,806	(\$76,662)	(14.0%)
Capital assets, net	<u>2,828,092</u>	<u>2,907,463</u>	<u>(79,371)</u>	(2.7)	<u>3,028,226</u>	<u>(120,763)</u>	(4.0)
Total assets	<u>3,265,571</u>	<u>3,378,607</u>	<u>(113,036)</u>	(3.3)	<u>3,576,032</u>	<u>(197,425)</u>	(5.5)
Liabilities							
Current liabilities	<u>46,253</u>	<u>43,062</u>	<u>3,191</u>	7.4	<u>40,345</u>	<u>2,717</u>	6.7
Total liabilities	<u>46,253</u>	<u>43,062</u>	<u>3,191</u>	7.4	<u>40,345</u>	<u>2,717</u>	6.7
Net position							
Invested in capital assets	2,828,092	2,907,463	(79,371)	(2.7)	3,024,815	(117,352)	(3.9)
Unrestricted net position	<u>391,226</u>	<u>428,082</u>	<u>(36,856)</u>	(8.6)	<u>510,872</u>	<u>(82,790)</u>	(16.2)
Total net position	<u>\$3,219,318</u>	<u>\$3,335,545</u>	<u>(\$116,227)</u>	(3.5)	<u>\$3,535,687</u>	<u>(\$200,142)</u>	(5.7)

Current assets decreased \$34 thousand in 2014 and \$77 thousand in 2013. Cash and investments decreased \$22 thousand in 2014 and \$81 thousand in 2013 due to increases in cash requirements for operations. Accounts receivable increased \$5 thousand in 2014 reversing the down trend of previous years including 2013 in which accounts receivable decreased \$6 thousand. Prepaid expenses decreased \$17 thousand in 2014 and increased \$10 thousand in 2013 due to the timing of management fee payments. Capital assets decreased \$79 thousand in 2014, primarily due to normal depreciation and \$121 thousand in 2013 due to normal depreciation and adjustments resulting from the biennial inventory and recalculation of depreciation.

	Summary of Changes in Net Position						
			2014-2013	2014-2013			2013-2012
	2014	2013	Amount of	%	2012	Amount of	%
		Change	Change		Change	Change	
Revenues							
Charges for services	\$699	\$633	\$66	10.4%	\$600	\$33	5.5%
General revenues	<u>190,964</u>	<u>175,149</u>	<u>15,815</u>	9.0	<u>220,018</u>	<u>(44,869)</u>	(20.4)
Total revenues	191,838	175,782	16,056	9.1	220,618	(44,836)	(20.3)
Program expenses	<u>308,065</u>	<u>375,924</u>	<u>(67,859)</u>	(18.1)	<u>299,595</u>	<u>76,329</u>	25.5
Changes in net position	(116,227)	(200,142)	83,915	41.9	(78,977)	(121,165)	(153.4)
Beginning net position	<u>3,335,545</u>	<u>3,535,687</u>	<u>(200,142)</u>	(5.7)	<u>3,614,664</u>	<u>(78,977)</u>	(2.2)
Ending net position	<u>\$3,219,318</u>	<u>\$3,335,545</u>	<u>(\$116,227)</u>	(3.5)	<u>\$3,535,687</u>	<u>(\$200,142)</u>	(5.7)

Within general revenues, the Authority reported a net increase of \$16 thousand in 2014 and a net decrease of \$45 thousand in 2013. Sand mining royalties increased \$7 thousand in 2014 and decreased \$32 thousand in 2013 due to a rebound in the current year in the construction industry. In 2014, due to increasing production, oil and gas royalties increased \$9 thousand as opposed to a decrease in royalties of \$12 thousand in 2013.

In 2014, program expenses decreased \$68 thousand and increased \$76 thousand in 2013. In 2014, professional services decreased \$25 thousand and increased \$23 thousand in 2013 due to timing of management fees in both years. An additional increase was reported in 2013 in professional services due to a \$20 thousand contribution to City Care, Inc. for Crystal Lake improvements. In 2013 a loss on disposal of assets related to biennial inventory retirements, net of a prior year depreciation adjustment in the amount of \$37 thousand caused an increase in program expenses while no loss was reported in 2014 resulting in a decrease in program expenses of \$68 thousand.

Governmental Fund

As discussed, the Authority governmental fund is reported in the fund statements with a short-term, inflow and outflow of spendable resources focus. This information is useful in assessing resources available at the end of the year in comparison with upcoming financing requirements. The Authority governmental fund reported ending fund balance of \$384,469 and \$422,740 in fiscal year 2014 and 2013, respectively. Of this year-end total, approximately \$318,943 in 2014 and \$318,801 is unassigned, indicating availability for continuing Authority general service requirements.

The total ending fund balance of the governmental fund shows a decrease of \$38,271 in 2014 and \$78,036 in 2013 over the prior year. These decreases are primarily the result of the events and programs described within the analysis of the Authority's governmental activities.

Capital Assets

The Authority's investment in capital assets, net of accumulated depreciation for the fiscal year 2014 and 2013 consists of land, infrastructure, and equipment. Capital assets at fiscal year-end are \$2,828,092. This is a decrease of \$79,371 from last year's capital assets of \$2,907,463.

Capital Assets Net of Accumulated Depreciation

	2014	2013	2014-2013		2012	2013-2012	
			Amount of Change	% Change		Amount of Change	% Change
Non-Depreciable Assets							
Land	\$32,144	\$32,144	\$ -	0.0%	\$32,144	\$ -	0.0%
Construction in progress	-	-	-	0.0	<u>30,500</u>	<u>(30,500)</u>	(100.0)
Total non-depreciable asset	<u>32,144</u>	<u>32,144</u>	<u>-</u>	0.0	<u>62,644</u>	<u>(30,500)</u>	(48.7)
Depreciable Assets							
Infrastructure	2,693,240	2,753,293	(60,053)	(2.2)	2,854,478	(101,185)	(3.5)
Equipment	<u>102,708</u>	<u>122,026</u>	<u>(19,318)</u>	(15.8)	<u>111,104</u>	<u>10,922</u>	9.8
Total depreciable assets	<u>2,795,948</u>	<u>2,875,319</u>	<u>(79,371)</u>	(2.8)	<u>2,965,582</u>	<u>(90,263)</u>	(3.0)
	<u>\$2,828,092</u>	<u>\$2,907,463</u>	<u>(\$79,371)</u>	(2.7)	<u>\$3,028,226</u>	<u>(\$120,763)</u>	(4.0)

The decrease in capital assets in 2014 was due to normal depreciation of fixed assets of \$79 thousand. The decrease in capital assets in 2013 was primarily due to normal depreciation of \$84 thousand and \$37 thousand for biennial inventory retirements, net of an adjustment for prior year depreciation. See Note II. D. for additional information regarding capital assets.

Economic Factors

The Authority relies on the income from oil & gas and sand mining royalties. The prior year royalties decreased due to a decline in these industries. The current year has seen an upward trend in both industries resulting in an increase in revenues. The current economic outlook continues to remain positive.

Contacting the Authority's Financial Management

This financial report is designed to provide a general overview of the Authority's finances, comply with finance-related laws and regulations, and demonstrate commitment to public accountability. If you have questions about this report or would like to request additional information, contact the City's Finance Department, Accounting Services Division, at 100 North Walker, Suite 300, Oklahoma City, Oklahoma 73102. Questions relating to the Authority's operations should be directed to the Director of Development, Oklahoma City Riverfront Redevelopment Authority, 200 N. Walker, Oklahoma City, Oklahoma 73102, (405) 631-8820.

Basic Financial Statements

Authority-wide Financial Statements

Provide both long-term and short-term information about the Authority's overall status using full accrual accounting.

* ***Governmental Activities*** – *Reports riverfront redevelopment activities and the general revenues of the Authority.*

Fund Financial Statements

Focus on the Authority's governmental fund.

Governmental Fund Financial Statements

Encompass essentially the same functions reported as governmental activities in the Authority-wide financial statements using modified accrual accounting and report the annual financing requirements of governmental programs and the commitment of spendable resources for the near-term.

STATEMENTS OF NET POSITION
June 30,

OKLAHOMA CITY RIVERFRONT
REDEVELOPMENT AUTHORITY

	<u>2014</u>	<u>2013</u>
<u>ASSETS</u>		
<u>CURRENT ASSETS</u>		
Non-pooled cash-----	\$98	\$4
Investments-----	406,917	429,122
Accounts receivable, net-----	29,819	24,677
Interest receivable-----	3	-
Prepays-----	642	17,341
Total current assets-----	437,479	471,144
<u>NON-CURRENT ASSETS</u>		
Capital assets:		
Land and construction in progress-----	32,144	32,144
Other capital assets, net of accumulated depreciation-----	2,795,948	2,875,319
Total capital assets-----	2,828,092	2,907,463
Total assets-----	3,265,571	3,378,607
<u>LIABILITIES</u>		
<u>CURRENT LIABILITIES</u>		
Accounts payable and accrued expenses-----	10,376	6,556
Payable to the City of Oklahoma City-----	35,393	36,023
Unearned revenue-----	484	483
Total liabilities-----	46,253	43,062
<u>NET POSITION</u>		
Net Investment in capital assets-----	2,828,092	2,907,463
Unrestricted-----	391,226	428,082
Total net position-----	\$3,219,318	\$3,335,545

See accompanying notes to financial statements.

STATEMENTS OF ACTIVITIES
For the Years Ended June 30,

OKLAHOMA CITY RIVERFRONT
REDEVELOPMENT AUTHORITY

	<u>2014</u>	<u>2013</u>
<u>PROGRAM EXPENSES</u>		
<u>RIVERFRONT REDEVELOPMENT</u>		
Professional services-----	\$107,826	\$133,072
Payments to City of Oklahoma City General Fund-----	35,536	35,788
Payments to Central Oklahoma Transportation and Parking Authority, River Mobility Fund---	50,000	50,000
Other services and charges-----	35,332	36,301
Depreciation expense-----	79,371	84,073
Loss on disposal of assets-----	-	36,690
Total program expenses-----	<u>308,065</u>	<u>375,924</u>
<u>PROGRAM REVENUES</u>		
<u>CHARGES FOR SERVICES</u>		
Riverfront redevelopment-----	699	633
<u>OPERATING GRANTS AND CONTRIBUTIONS</u>		
Payments from component units-----	175	-
Total program revenues-----	<u>874</u>	<u>633</u>
Net program expense-----	<u>(307,191)</u>	<u>(375,291)</u>
<u>GENERAL REVENUES</u>		
Sand mining operations-----	111,495	104,677
Oil and gas royalties-----	79,423	70,420
Investment income-----	46	52
Total general revenues-----	<u>190,964</u>	<u>175,149</u>
Changes in net position-----	<u>(116,227)</u>	<u>(200,142)</u>
Net position-beginning-----	3,335,545	3,535,687
Net position-ending-----	<u>\$3,219,318</u>	<u>\$3,335,545</u>

See accompanying notes to financial statements.

BALANCE SHEETS
June 30,

OKLAHOMA CITY RIVERFRONT
REDEVELOPMENT AUTHORITY

	<u>2014</u>	<u>2013</u>
<u>ASSETS</u>		
Non-pooled cash-----	\$98	\$4
Investments-----	406,917	429,122
Accounts receivable-----	29,819	24,677
Interest receivable-----	3	-
Prepays-----	642	17,341
Total assets-----	<u>\$437,479</u>	<u>\$471,144</u>
 <u>LIABILITIES, DEFERRED INFLOWS OF RESOURCES</u>		
<u>AND FUND BALANCE</u>		
<u>LIABILITIES</u>		
Accounts payable and accrued expenses-----	\$10,376	\$6,556
Payable to City of Oklahoma City General Fund-----	35,393	36,023
Unearned revenue-----	484	483
Total liabilities-----	<u>46,253</u>	<u>43,062</u>
<u>DEFERRED INFLOWS OF RESOURCES-----</u>	<u>6,757</u>	<u>5,342</u>
<u>FUND BALANCES</u>		
Non-spendable-----	642	17,341
Unrestricted:		
Assigned-----	64,884	86,598
Unassigned-----	318,943	318,801
Total fund balances-----	<u>384,469</u>	<u>422,740</u>
Total liabilities, deferred inflows of resources,		
and fund balances-----	<u>\$430,722</u>	<u>\$465,802</u>
 <u>RECONCILIATION OF THE BALANCE SHEETS TO THE STATEMENTS OF</u>		
<u>NET POSITION</u>		
Total fund balances-----	\$384,469	\$422,740
Capital assets-----	3,450,221	3,450,218
Accumulated depreciation-----	(622,129)	(542,755)
Earned but unavailable revenue-----	6,757	5,342
Total net position-----	<u>\$3,219,318</u>	<u>\$3,335,545</u>

**STATEMENTS OF REVENUES, EXPENDITURES,
AND CHANGES IN FUND BALANCES
For the Years Ended June 30,**

**OKLAHOMA CITY RIVERFRONT
REDEVELOPMENT AUTHORITY**

	<u>2014</u>	<u>2013</u>
<u>REVENUES</u>		
Sand mining operations-----	\$111,495	\$104,677
Oil and gas royalties-----	78,008	71,090
Investment income-----	46	725
Rental income-----	699	633
Payments from Central Oklahoma Transportation and Parking Authority, River Mobility Fund	175	-
Total revenues-----	<u>190,423</u>	<u>177,125</u>
<u>EXPENDITURES</u>		
<u>CURRENT</u>		
Professional services-----	107,826	133,072
Payments to City of Oklahoma City General Fund-----	35,536	35,788
Payments to Central Oklahoma Transportation and Parking Authority, River Mobility Fund---	50,000	50,000
Other services and charges-----	35,332	36,301
Total expenditures-----	<u>228,694</u>	<u>255,161</u>
Net changes in fund balances-----	(38,271)	(78,036)
Fund balances, beginning-----	422,740	500,776
Fund balances, ending-----	<u>\$384,469</u>	<u>\$422,740</u>
<u>RECONCILIATION OF STATEMENTS OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES TO STATEMENTS OF ACTIVITIES</u>		
Net changes in fund balances-----	(\$38,271)	(\$78,036)
Depreciation expense-----	(79,371)	(84,073)
Recognition of earned but unavailable revenue-----	1,416	(1,343)
Loss on disposal of capital assets-----	-	(36,690)
Change in net deficit-----	<u>(\$116,227)</u>	<u>(\$200,142)</u>

See accompanying notes to financial statements.

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Notes to Financial Statements

I. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

I. A. INTRODUCTION

The accounting and reporting framework and the more significant accounting principles and practices are discussed in subsequent sections of this note. The remainder of the notes is organized to provide explanations, including required disclosures, of the Oklahoma City Riverfront Redevelopment Authority (Authority) financial activities for the fiscal years ended June 30, 2014 and 2013.

I. B. BASIS OF PRESENTATION

I. B. 1. REPORTING ENTITY AND RELATIONSHIP TO THE CITY OF OKLAHOMA CITY (CITY)

The Authority was created as a public trust pursuant to Title 60 of the Oklahoma Statutes, section 176, et seq., on March 19, 1985, amended and restated June 2005, with City named as the beneficiary. The purpose of the Authority is to finance, develop, and maintain the property adjacent to the Oklahoma River (River). The provisions of the trust indenture provide that the Authority will lease or otherwise manage the related property, equipment, and improvements financed by the Authority. Assets are managed by the Director of Development, an Authority consultant.

The Mayor, his appointed surrogate, and three City Council members serve with five other Trustees appointed by the Mayor and confirmed by the City Council. The Authority does not have the power to levy taxes. The City has no obligation for debt issued by the Authority.

Method of Reporting in the City's Comprehensive Annual Financial Report (CAFR)

The Authority is presented as a component unit of the City because the City appoints all Trustees and has the ability to remove members and may over-rule or modify the Authority's decisions. The Authority is discretely presented because the majority of the Board is not the same as the voting majority of the City Council.

The financial activity of the Authority is a discretely presented component unit in the City's CAFR. The CAFR financial statement may be obtained from the Finance Department, Accounting Services Division, 100 N. Walker, Suite 300, Oklahoma City, OK 73102.

Authority Administration

The Authority has no employees. Authority activities are performed by City employees and an Authority consultant. City employees perform all administrative and management functions of the Authority not performed by the Authority's management consultant. The Authority does not reimburse the City for these costs.

Related Parties

Oklahoma River Foundation Endowment Fund (ORFE)

On December 13, 2004, the Authority entered into agreement with the Oklahoma City Community Foundation (Foundation) to establish a permanent fund at the Foundation. The purpose of the ORFE is to support the public uses of the Authority leasehold. The ORFE was established with the net proceeds of Downtown Oklahoma City, Incorporated 2004 Holiday Boat Parade; however, the ORFE may receive future donations and investment earnings.

Distributions are recommended by an advisory committee composed of three members: the Chairman of the Authority, or a designee; and two members separately appointed by the Foundation Trustees and the Mayor of Oklahoma City, respectively. All distributions from the Foundation are subject to the final approval of the Foundation Trustees.

Central Oklahoma Transportation and Parking Authority (COTPA)

COTPA is a discrete component unit of the City. On January 13, 2006, the COTPA Trustees approved a resolution accepting an administrative role in developing and operating the water transport system as part of a joint Oklahoma River Water Mobility System Plan (System Plan). On June 20, 2006, the City Council approved a joint resolution with the Authority and COTPA regarding the assignment and acceptance of responsibilities. Per the resolution, COTPA is primarily responsible for operations and finance issues, while the Authority provides support in areas of planning, development, and marketing.

On April 24, 2007, the Authority, and COTPA entered into a lease agreement in which COTPA agreed to pay the City and the Authority \$25 each, per year to lease property on the River for the construction, operation, and maintenance of infrastructure needed to support operation of watercraft from the Water Transit Mobility System. The lease provides for a 30 year primary term and an automatic renewal for a further term of 45 years.

Lease and Management Agreements

City String of Pearls and Mineral Rights

The Authority has entered into an agreement with the City to lease the "String of Pearls" park system along the course of the Oklahoma River. The park system includes the Oklahoma River Rowing and Canoe/Kayak Racecourse (Racecourse). The lease payment is nominal. The initial term of the lease is 25 years and the lease can be extended for additional periods if sublessors under the lease extend their options under the subleases. The lease agreements with the City covers the properties mineral rights. The related sand mining revenues and oil and gas royalties received under this arrangement constitute the majority of the Authority's revenues.

The Authority has entered into various subleases under its String of Pearls lease agreement with the City. The purposes of these subleases are generally to provide access to land to various parties to allow them to build boathouses and other facilities along the Racecourse. These subleases are generally for nominal dollar amounts and have initial terms of 25 years with options to renew for additional periods.

Oklahoma County Sheriff's Department

The City owns and the Authority operates a parcel of land at NE 36th and Air Depot Boulevard. In 1987, the Authority and the City agreed to lease a portion of that property to the Oklahoma County Sheriff's Department for 25 years. In exchange, the Sheriff's Department agreed to construct and operate a training facility. In July, 2011, the boundaries of the leased property were expanded and the descriptions of the responsibilities of each party to the agreement were updated and a new term of 25 years was applied.

Oklahoma City University (OCU)

On August 23, 2009, the Authority, the City, and OCU, entered into a boathouse lease agreement. In the agreement, OCU agreed to pay the Authority \$1 per year to lease property on the Oklahoma River for the construction, operation, and maintenance with private funds of a boathouse and facilities for the use and benefit of OCU and the general public for an original term of 25 years. These facilities complement other recreational and park uses in the metropolitan area and enhance opportunities for access by the public to recreational activities involving the Oklahoma River.

University of Central Oklahoma (UCO) Devon Boathouse

On December 17, 2013, the Authority, the City, and UCO, entered into a boathouse lease agreement. In the agreement, UCO agreed to pay the Authority \$1 per year to lease property on the River for the construction, operation, and maintenance with private funds of a boathouse and facilities for the use and benefit of UCO and the general public for an original term of 25 years. These facilities complement other recreational and park uses in the metropolitan area and enhance opportunities for access by the public to recreational activities involving the Oklahoma River.

Oklahoma City Boathouse RaceCourse Management Agreement

On November 27, 2012, the Authority approved an agreement with the Oklahoma City Boathouse Foundation to provide management, maintenance, and operation of the Oklahoma River RaceCourse Starting Systems and related appurtenances.

Consultant Services Contract

Since 1990, the Authority has retained Strategic Solutions, LLC as a consultant. Strategic Solutions, LLC, assists with planning, development and implementation of programs and events to benefit the Foundation, is the primary contact for all development inquiries, coordinates trust responsibilities, and oversees the work of the direct sales staff, and is a liaison to other City departments.

I. B. 2. BASIC FINANCIAL STATEMENTS

The basic financial statements include the statement of net position, the statement of activities, balance sheet, and statement of revenues, expenditures, and changes in fund balances. These statements report financial information for the Authority as a whole.

Authority-Wide Financial Statements

The statement of net position reports both short and long-term assets and liabilities, specifically including capital assets, acquired by the Authority.

The statement of activities reports the revenues and expenses of the Authority's riverfront redevelopment function. Program revenue includes operating and capital grants as well as contributions. All other revenues of the Authority are included as general revenues.

Fund Financial Statements

The balance sheet and statement of revenues, expenditures, and changes in fund balances are also included in the basic financial statements. These statements report current assets and liabilities and sources and uses of these resources.

I. B. 3. MEASUREMENT FOCUS, BASIS OF ACCOUNTING, AND FINANCIAL STATEMENT PRESENTATION

Authority-Wide Financial Statements

The financial statements of the Authority are prepared in accordance with accounting principles generally accepted in the United States (U.S. GAAP). The statement of net position and statement of activities report using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Capital assets are recorded when purchased or constructed and depreciated over their useful lives.

Fund Financial Statements

The remaining two financial statements report using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized when they are both measurable and available. Available means collectible within the current period or soon enough thereafter to pay current liabilities. The Authority considers revenues to be available if they are collected within 60 days of the end of the fiscal year. Expenditures are recorded when the related liability is incurred.

I. C. BUDGET LAW AND PRACTICE

Oklahoma Statutes require the submission of financial information for public trusts. However, legal budgetary control levels are not specified. Accordingly, the Authority's budget is submitted to its governing body for approval. Appropriations are recorded and available for encumbrance or expenditure as revenue is received in cash. Budgetary control is exercised on a project-length basis. Therefore, appropriations are carried forward each year until projects are completed. Management's policy prohibits expenditures to exceed appropriations at the detail, line-item level. Management may transfer appropriations without governing body approval.

I. D. POLICIES RELATED TO ASSETS, DEFERRED OUTFLOWS OF RESOURCES, LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND FUND EQUITY

Implementation of New Accounting Standard

Effective July 1, 2012, the City implemented Governmental Accounting Standards Board (GASB) statement number 63, Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position. This statement defines deferred outflows and deferred inflows of resources and where they are to be reported in the financial statements and redefine and provide new calculations for the classifications of net position.

I. D. 1. CASH AND INVESTMENTS

The Authority participates in the investment policy approved by the City Council. Unrestricted investments are managed by the City Treasurer. The Authority's governing board has formally adopted the City's updated deposit and investment policy in October 2012. Where applicable, deposit and investment policies are specified in the respective bond indentures.

Investments are carried at fair value determined by quoted market prices. Cash equivalents are reported with investments. Cash deposits are reported at carrying amount, which approximates fair value.

I. D. 2. RECEIVABLES AND UNCOLLECTIBLE AMOUNTS

Significant receivables include sand mining revenues and oil and gas royalties receivable. These receivables are due within 90 days of year end. The receivables are considered fully collectible and no allowance for uncollectible amounts has been recorded.

I. D. 3. PREPAIDS

Prepays are payments to vendors that benefit future reporting periods and are reported on the consumption basis. Prepays are similarly reported in the Authority-wide and fund statements.

I. D. 4. CAPITAL ASSETS AND DEPRECIATION

Property and equipment are stated at actual or estimated historical cost. The Authority generally capitalizes assets with cost of \$7,500 or more as purchases and construction outlays occur. Capital assets are reported in the statement of net position and depreciated using the straight-line method. When capital assets are disposed, the cost and applicable accumulated depreciation are removed from the respective accounts, and the resulting gain or loss is recorded in operations.

	<u>Estimated Useful life</u>
Buildings	10 - 50
Infrastructure and improvements other than buildings	10 - 50
Mobile equipment, furniture, machinery, and equipment	5 - 20

Costs incurred during construction of long-lived assets are recorded as construction in progress and are not depreciated until placed in service. The Authority capitalizes interest as a component of capital assets constructed for its own use.

Maintenance and repairs are charged to operations, while renewals and betterments are capitalized.

I. D. 5. RETAINAGES

It is the policy of the Authority to retain a percentage of construction contracts until a completed project has been accepted by the Trustees. Contractors may request to opt out of this retainage by providing a certificate of deposit with the City. The City holds the certificate of deposit and the Authority retains the risk of incurring costs related to a contractor's failure to perform. However, in the event of non-performance, the City calls the certificate and pays the proceeds to the Authority to cover any costs incurred. The Authority does not record the effect of holding the certificates of deposit.

I. D. 6. FUND EQUITY

Fund Balance

Non-Spendable Fund Balance

Fund balance reported as non-spendable includes amounts that cannot be spent because it is not in spendable form or is not expected to be converted to cash including inventories, prepaid expenses and non-current receivables and advances.

Restricted Fund Balance

Restricted fund balance includes amounts that are constrained for specific purposes which are externally imposed by providers, such as creditors or amounts constrained due to constitutional provisions or enabling legislation including City ordinances approved by a vote of the Citizens.

Committed Fund Balance

Committed fund balance includes amounts that are constrained for specific purposes that are internally imposed by a vote of the Board of Trustees. Commitments of fund balance do not lapse at year-end.

Assigned Fund Balance

Assigned fund balance includes amounts that are intended to be used for specific purposes that are neither considered restricted or committed. Fund Balance may be assigned by formal action of the City Finance Director.

Unassigned Fund Balance

Unassigned fund balance includes fund balance which has not been classified within the above mentioned categories.

Fund Balance Usage

The Authority uses restricted amounts when both restricted and unrestricted fund balance is available unless there are legal documents or contracts that prohibit doing this, such as a grant agreements requiring dollar for dollar spending. Additionally, the Authority uses committed, then assigned, and lastly unassigned amounts of unrestricted fund balance when expenditures are made.

Net Position

Net position invested in capital assets, net of related debt and legally restricted amounts are separated from unrestricted Net position.

Net Investment in Capital Assets

The amount reported is calculated as total capital assets less accumulated depreciation and outstanding debt used to purchase the assets net of unspent portions. Unspent portions of debt, along with any amounts used to fund debt reserves, are included with restricted net position.

Restricted Net Position

Amounts reported as restricted for debt service include those amounts held in restricted accounts as required by the debt instrument. Restricted amounts held to pay bond interest are reduced by accrued interest payable. Net position restricted for capital projects include unspent debt proceeds legally restricted for capital outlays. Restricted net position also include purpose restrictions from enabling legislation and other external sources.

I. E. USE OF ESTIMATES

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures; accordingly, actual results could differ from those estimates.

I. F. RISK MANAGEMENT

The Authority's risk management activities are recorded in the City Risk Management Fund and the Oklahoma City Municipal Facilities Authority (OCMFA) Services Fund. The purpose of these funds is to administer property and liability insurance programs of the City, in which the Authority participates. These funds account for the risk financing activities of the Authority and constitute a transfer of risk from the Authority.

The Authority has no costs or liabilities related to risk management activities. Costs and liabilities for commercial insurance, stop-loss insurance, and claims paid are recorded in the City Risk Management Fund and the OCMFA Services Fund.

I. G. MAJOR REVENUES

Revenues are primarily from investment activities, contributions, oil and gas royalties, and sand mining. Program revenues include rental income and contributions from the City and related organizations.

I. H. TAX STATUS

The Authority is exempt from Federal and state income taxes under Section 115 of the Internal Revenue Code for any trade or business related to the Authority's tax-exempt purpose or function.

II. ASSETS AND DEFERRED INFLOWS OF RESOURCES

II. A. DEPOSITS AND INVESTMENTS

Deposits

Custodial credit risk for deposits is the risk that in the event of a bank failure, the Authority's deposits may not be returned or the Authority will not be able to recover collateral securities in the possession of an outside party. The Authority policy requires deposits to be 110 percent secured by collateral valued at market or par, whichever is lower, less the amount covered by the Federal deposit insurance. Deposited funds may be invested in certificates of deposit in institutions with an established record of fiscal health and service, as determined by a rating of C minus or above by independent rating agencies. Collateral agreements must be approved prior to deposit of funds as provided by law. The City Council approves and designates a list of authorized depository institutions based on evaluation of solicited responses and certifications provided by financial institutions and recommendations of the City Treasurer.

At June 30, 2014 and 2013 the Authority's cash is collateralized with securities held by the pledging financial institution in the name of the Authority, less Federal depository insurance.

Investments

The Authority invests in various investment securities. Investment securities are exposed to various risks such as interest rate risk and credit risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the Authority's financial position. However, because the values of individual investments fluctuate with market conditions, the amount of losses that will be recognized in subsequent periods, if any, cannot be determined.

June 30, 2014				
	<u>Fair Value/ Carrying Amount</u>	<u>Cost</u>	<u>Rating (1)</u>	<u>Weighted Average Months to Maturity (2)</u>
Money market funds	<u>\$406,917</u>	<u>\$406,917</u>	AAA/Aaa	1.80
June 30, 2013				
	<u>Fair Value/ Carrying Amount</u>	<u>Cost</u>	<u>Rating (1)</u>	<u>Weighted Average Months to Maturity (2)</u>
Money market funds	<u>\$429,122</u>	<u>\$429,122</u>	AAA/Aaa	1.73

- (1) Ratings are provided where applicable to indicate associated credit risk.
- (2) Interest rate risk is estimated using weighted average months to maturity.

Investment Policy

The Authority's investment policy is maintained by the City Treasurer. Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. Authority funds may be invested in: (1) direct obligations of the U.S. government, its agencies or instrumentalities to the payment of which the full faith and credit of the U.S. government is pledged, or obligations to the payment of which the full faith and credit of the State of Oklahoma is pledged; (2) Federal agency or U.S. government-sponsored enterprise obligations, participations, or other instruments, including those insured by or fully guaranteed as principal and interest by Federal agencies or U.S. government-sponsored enterprises; (3) collateralized or insured certificates of deposit and other evidences of deposits at banks, savings and loan associations, and credit unions located in Oklahoma when secured by appropriate collateral or fully insured certificates of deposit and other evidences of deposits at banks, savings and loan associations, and credit unions located outside of Oklahoma; (4) repurchase agreements that have underlying collateral of direct obligations or obligations of the U.S. government, its agencies, and instrumentalities; (5) money market funds regulated by the Securities and Exchange Commission which consist of authorized domestic securities with restrictions as specified in state law; (6) savings accounts or certificates of savings and loan associations, banks, and credit unions, to the extent the accounts are fully insured by Federal depository insurance; (7) State and Local Government Series (SLGS); (8) City direct debt obligations for which an ad valorem tax may be levied or bonds issued by a public trust of which the City is a beneficiary and judgments rendered against the City by a court of record, provided it is a prudent investment; (9) prime commercial paper with a maturity date less than 180 days which represents less than 10% of the outstanding paper of an issuing corporation.

Under the policy, the Authority may not invest in reverse repurchase agreements, derivative instruments created from, whose value depends on, or is derived from, the value of one or more underlying assets or indices of asset values and/or has no call options prior to the desired maturity or is a variable rate instrument. Collateralization is further restricted to permitted investments shown previously as items (1) and (2).

Interest Rate Risk is the risk that changes in interest rates will adversely affect the fair value of an investment. Investments held for longer periods are subject to increased risk of adverse interest rate changes. The policy provides that to the extent practicable, investments are matched with anticipated cash flows. Investments are diversified to minimize the risk of loss resulting from over-concentration of assets in a specific maturity period, a single issuer, or an individual class of securities. Unless matched to a specific cash flow, investments are not made in securities maturing more than five years from the date of purchase. Certificates of deposit may not be purchased with maturities greater than 365 days from date of purchase.

Concentration of Credit Risk is the risk of loss attributed to the magnitude of the Authority's investment in a single issuer. Cumulatively, portfolios of the Authority may not be invested in any given financial institution in excess of 5% of such institution's total assets excluding U.S. government securities and those issued by government sponsored enterprises, SLGs, and City judgments. Additionally, no more than 5% of the total Authority portfolio may be placed with any single financial institution excluding U.S. government securities and those issued by government sponsored enterprises, savings, money market funds, SLGS, City judgments and repurchase agreements.

Portfolio Structure (1)

Investment Type Limitations		Maturity Limitations	
Percentage of Total Invested Principal		Percentage of Total Invested Principal	
	<u>Maximum % (2)</u>		<u>Maximum % (4)</u>
Repurchase agreements	100%	0-1 year	100%
U.S. Treasury securities (3)	100	1-3 years	90
Certificates of deposit	50	3-5 years	90
Money market funds	100		
Savings account	100		
U.S. non-callable agencies securities	100		
Judgments	5		

(1) Specifically matched cash flows are excluded.

(2) For investments listed, there is no minimum percentage specified under the policy.

(3) Includes SLGS.

(4) For maturities limited to 0-1 year, the minimum percentages allowed under the policy are 5-25%.

The policy also allows surplus cash, certificates of deposit, and repurchase agreements to be collateralized with securities with longer maturities if such maturity does not exceed ten years.

Investments Held by Others

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 in the possession of an outside party. Policy provides that investment collateral is held by a third party custodian with whom the Authority has a current custodial agreement in the Authority's name or be held in the name of both parties by the Federal Reserve Bank servicing Oklahoma. The Authority's investments are insured or collateralized with securities held by the Authority, or its agent, in the Authority's name.

Compliance with State Restrictions

Authority investment policy is more restrictive than the requirements of Oklahoma law found in Title 60 of the Oklahoma Statutes and the standards of the Oklahoma Uniform Prudent Investor Act. These statutes restrict public trust investing to the Prudent Investor Rule defined by Title 60 Oklahoma Statutes to consider the purposes, terms, distribution requirements, and other circumstances of the Authority and to exercise reasonable care, skill, and caution. Investment decisions must be evaluated not in isolation, but in the context of the Authority's portfolio as a whole and as a part of the overall investment strategy having risk and return objectives reasonably suited to the Authority.

II. B. ACCOUNTS RECEIVABLE

Receivables include amounts due for sand mining operations of \$10,350 and \$6,965 and oil and gas royalties of \$19,469 and \$17,712 at June 30, 2014 and 2013, respectively. There are no accounts receivable past due more than 90 days.

II. C. PREPAIDS

Prepaid expenses at June 30, 2014 are \$642 for prepaid membership fees. Prepaid expenses at June 30, 2013 include management services and prepaid membership fees of \$17,341.

II. D. CAPITAL ASSETS

Changes in Capital Assets

	2014						
	Capital Assets, not depreciated			Capital Assets, depreciated			
	Land	Total Capital Assets, not depreciated	Infrastructure	Equipment	Total Capital Assets, depreciated	Total Capital Assets, net	
CAPITAL ASSETS							
Balance, June 30, 2013	\$32,144	\$32,144	\$3,224,918	\$193,156	\$3,418,074	\$3,450,218	
Balance, June 30, 2014	32,144	32,144	3,224,918	193,156	3,418,074	3,450,218	
ACCUMULATED DEPRECIATION							
Balance, June 30, 2013			471,625	71,130	542,755	542,755	
Increases			60,053	19,318	79,371	79,371	
Balance, June 30, 2014			531,678	90,448	622,126	622,126	
Capital Assets, Net	\$32,144	\$32,144	\$2,693,240	\$102,708	\$2,795,948	\$2,828,092	
	2013						
	Capital Assets, not depreciated			Capital Assets, depreciated			
	Land	Construction In Progress	Total Capital Assets, not depreciated	Infrastructure	Equipment	Total Capital Assets, depreciated	Total Capital Assets, net
CAPITAL ASSETS							
Balance, June 30, 2012	\$32,144	\$30,500	\$62,644	\$3,349,690	\$193,156	\$3,542,846	\$3,605,490
Decreases	-	(30,500)	(30,500)	(124,772)	-	(124,772)	(155,272)
Balance, June 30, 2013	32,144	-	32,144	3,224,918	193,156	3,418,074	3,450,218
ACCUMULATED DEPRECIATION							
Balance, June 30, 2012				495,212	82,052	577,264	577,264
Increases				64,757	19,316	84,073	84,073
Decreases				(88,344)	(30,238)	(118,582)	(118,582)
Balance, June 30, 2013				471,625	71,130	542,755	542,755
Capital Assets, Net	\$32,144	\$ -	\$32,144	\$2,753,293	\$122,026	\$2,875,319	\$2,907,463

Depreciation Expense

Depreciation expense of \$79,371 in 2014 and \$84,073 in 2013 was charged to the Authority's riverfront redevelopment activities.

III. LIABILITIES AND DEFERRED OUTFLOWS OF RESOURCES

III. A. UNEARNED REVENUES

The Authority received revenues for future lease payments on two leases. One of the lease terms begins in April and ends the following March. Unearned revenue on this lease as of June 30, 2014 and 2013 is \$151 and \$150, respectively. The second lease begins in March and ends the following February. Unearned revenues on this lease as of June 30, 2014 and 2013 is \$333 and \$333, respectively.

III. B. DEFERRED INFLOWS OF RESOURCES

Unavailable Revenues

At June 30, 2014 and 2013, the Authority reported receivable but unavailable oil and gas revenues of \$6,757 and \$5,342, respectively.

IV. FUND EQUITY

IV. A. FUND BALANCE

Non-Spendable Fund Balance

	<u>2014</u>	<u>2013</u>
Prepays	<u>\$642</u>	<u>\$17,341</u>

Assigned

	<u>2014</u>	<u>2013</u>
Assigned for encumbrances	<u>\$64,884</u>	<u>\$86,598</u>

Unassigned

	<u>2014</u>	<u>2013</u>
Unassigned	<u>\$318,943</u>	<u>\$318,801</u>

IV. B. NET POSITION

Net Investment in Capital Assets

	<u>2014</u>	<u>2013</u>
Capital assets, net	\$2,828,092	\$2,907,463
Capital related accounts payable	—	—
	<u>\$2,828,092</u>	<u>\$2,907,463</u>

Unrestricted

Unrestricted	<u>2014</u> <u>\$391,226</u>	<u>2013</u> <u>\$428,082</u>
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V. INTERFUND TRANSACTIONS

V. A. INTERFUND PAYABLE

Payable to the City

City General Fund

In 2014 and 2013, the Authority had payables to the City General Fund of \$35,393 and \$36,023, respectively, for mowing chargebacks from the City parks department.

V. B. INTERFUND PAYMENTS

Payments to City General Fund

In 2014 and 2013, the Authority paid the City General Fund \$35,536 and \$35,788 respectively, for mowing services along the riverfront.

Payments to COTPA River Mobility Fund

In 2014 and 2013, the Authority paid to COTPA \$50,000 for the Authority's participation in the Oklahoma River Cruises annual marketing campaign.

VI. CONTRACT COMMITMENTS

The Authority has entered into contracts with management consulting services, auditing services, and engineering services required for the planning, development, operation and maintenance of projects related to the Oklahoma River corridor. Each of these contracts was at various stages of completion at June 30, 2014 and 2013. The Authority has outstanding commitments under these contracts at June 30, 2014 and 2013 of \$115,383 and \$79,587, respectively.

VII. RELATED PARTY TRANSACTIONS

ORFE

As of June 30, 2014 and 2013, the market value of the ORFE investment was \$777,697 and \$694,782, respectively. In accordance with the Foundation's policy and distribution formula, the balance available to the Authority at June 30, 2014 and 2013 was \$5,678 and \$33,891, respectively.

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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 the Financial Statements Performed in
Accordance with *Government Auditing Standards***

Board of Trustees
Oklahoma City Riverfront Redevelopment Authority
Oklahoma City, Oklahoma

We have audited, 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, the basic financial statements of the Oklahoma City Riverfront Redevelopment Authority (the Authority), a component unit of the City of Oklahoma City, Oklahoma (the City), which comprise the statement of financial position as of June 30, 2014, and the related statement of activities for the year then ended, and the related notes to the basic financial statements, and have issued our report thereon dated December 10, 2014.

Internal Control over Financial Reporting

Management of the Authority is responsible for establishing and maintaining effective internal control over financial reporting (internal control). In planning and performing our audit, we considered the Authority's 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 the Authority's internal control. Accordingly, we do not express an opinion on the effectiveness of the Authority'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 Authority'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. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses as defined above. However, material weaknesses may exist that have not been identified.

Compliance

As part of obtaining reasonable assurance about whether the 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*.

Other Matters

We noted certain matters that we reported to the Authority's management in a separate letter dated December 10, 2014.

The Independent Auditor's Report on Internal Control over Financial Reporting and on Compliance and Other Matters Based on an Audit of the Financial Statements Performed in Accordance with *Government Auditing Standards* of the City should be read in conjunction with this report.

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 Authority'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 Authority's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

BKD, LLP

Oklahoma City, Oklahoma
December 10, 2014