



**STATE LOAN PROGRAM REVENUE BONDS
SERIES 1995**

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

**OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1995
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2012 and 2011**

TABLE OF CONTENTS

	Page
Independent Auditor's Report on Financial Statements	3-4
Management's Discussion and Analysis	5-9
The Basic Financial Statements:	
Statements of Net Assets	11
Statements of Revenues, Expenses, and Changes in Net Assets	12
Statements of Cash Flows	13
Footnotes to the Basic Financial Statements	14-19
Supplemental Information:	
Independent Auditor's Report on Additional Information	20
Grouped Statements of Net Assets	21
Grouped Statements of Revenues, Expenses, and Changes in Net Assets	22
Grouped Statements of Cash Flows	23
Internal Control over Financial Reporting and Compliance	24-26
Independent Auditor's Report on Internal Control and Compliance	



INDEPENDENT AUDITOR'S REPORT

To the Members of the
Oklahoma Water Resources Board

We have audited the accompanying statements of net assets of the Oklahoma Water Resources Board State Loan Program Revenue Bonds - Series 1995 (the "Program") as of June 30, 2012 and 2011, and the related statements of revenues, expenses and changes in net assets and cash flows for the years then ended. These financial statements are the responsibility of the Program's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Oklahoma Water Resources Board State Loan Program Revenue Bonds - Series 1995 as of June 30, 2012 and 2011, and the changes in financial position and cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued our report dated October 12, 2012, on our consideration of the Program's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis as listed in the table of contents be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and

comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.


Edmond, Oklahoma
October 12, 2012

**OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1995
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2012 and 2011**

MANAGEMENT'S DISCUSSION AND ANALYSIS

**OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1995
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2012 and 2011**

MANAGEMENT'S DISCUSSION AND ANALYSIS

Our discussion and analysis of the Oklahoma Water Resources Board State Loan Program Revenue Bonds – Series 1995 (the "Program") financial performance provides an overview of the financial activities for the fiscal years ended June 30, 2012 and June 30, 2011. Please read it in conjunction with the financial statements, which begin on page 10. The Oklahoma Water Resources Board (the "Board") administers the Series 1995 Bond Program.

Financial Highlights

- Total Assets decreased 53.0% from \$10,275,840 to \$4,829,296 between FY 2011 and FY 2012. Total Assets decreased 6.0% from \$10,927,363 to \$10,275,840 between FY 2010 and FY 2011.
- Total Net Assets increased from \$754,446 to \$763,752 between FY 2011 and FY 2012. Total Net Assets increased from \$740,986 to \$754,446 between FY 2010 and FY 2011.
- Total Liabilities decreased 57.3% from \$9,521,394 to \$4,065,544 between FY 2011 and FY 2012. Total Liabilities decreased 6.5% from \$10,186,377 to \$9,521,394 between FY 2010 and FY 2011.
- Other accrued liabilities decreased over 27% in FY 2012 and increased over 41% in FY 2011. Administrative fees assessed but not used during past fiscal years are "banked" for future administrative costs.

Using This Annual Report

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

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

- Management's Discussion and Analysis – that provides useful analysis that facilitates a better understanding of the Program's financial condition and changes therein.
- Basic Financial Statements
 - Statements of Net Assets
 - Statements of Revenues, Expenses and Changes in Net Assets
 - Statements of Cash Flows
- Footnotes – that elaborate on the accounting principles used in the preparation of the financial statements and further explain financial statement elements.
- Supplemental Information – Grouped Financial Statements of all Program Bond Issues for the year ended June 30, 2012
 - Statements of Net Assets

(Unaudited. See accompanying auditor's report.)

OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1995
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2012 and 2011

- Statements of Revenues, Expenses and Changes in Net Assets
- Statements of Cash Flows

A Financial Analysis of the Program

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

Oklahoma Water Resources Board
Revenue Bonds - Series 1995
Net Assets

	Business-Type Activities		
	June 30,		
	<u>2012</u>	<u>2011</u>	<u>2010</u>
Current assets	\$ 444,595	\$ 805,139	\$ 768,611
Non-current assets	4,384,701	9,470,701	10,158,752
Total assets	<u>4,829,296</u>	<u>10,275,840</u>	<u>10,927,363</u>
Current liabilities	455,801	797,413	748,159
Non-current liabilities	3,609,743	8,723,981	9,438,218
Total liabilities	<u>4,065,544</u>	<u>9,521,394</u>	<u>10,186,377</u>
Net assets			
Unrestricted	763,752	754,446	740,986
Total net assets	<u>\$ 763,752</u>	<u>\$ 754,446</u>	<u>\$ 740,986</u>

(Unaudited. See accompanying auditor's report.)

OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1995
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2012 and 2011

Oklahoma Water Resources Board
Revenue Bonds - Series 1995
Revenues, Expenses, and Changes in Net Assets

	Business-Type Activities		
	Years Ended June 30,		
	2012	2011	2010
Revenues			
Loan program income	\$ 130,561	\$ 183,770	\$ 230,083
Investment interest income	94	24	38
Total revenues	<u>130,655</u>	<u>183,794</u>	<u>230,121</u>
Expenses			
Trustee fees	861	1,187	1,279
Administration expenses	37,250	40,433	37,002
Interest expense	63,259	106,861	147,332
Amortization of debt issuance cost	7,550	7,551	7,550
Standby bond purchase agreement fees	8,636	9,662	10,488
Remarketing fees	3,793	4,640	4,718
Total expenses	<u>121,349</u>	<u>170,334</u>	<u>208,369</u>
Increase in net assets	9,306	13,460	21,752
Total net assets - beginning	754,446	740,986	719,234
Total net assets - ending	<u>\$ 763,752</u>	<u>\$ 754,446</u>	<u>\$ 740,986</u>

(Unaudited. See accompanying auditor's report.)

**OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1995
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2012 and 2011**

Long-Term Debt

At year-end, the Program had \$4,040,000 in long-term debt outstanding which represents a \$5,410,000 or 57.2% decrease from the prior year. At June 30, 2011, the long-term debt outstanding decreased by \$705,000 or 6.9%. The Program's changes in long-term debt by type of debt are as follows:

	<u>2012</u>	<u>2011</u>	<u>2010</u>
Beginning Balance:			
Serial and term bonds due September 1, 2012 to September 1, 2016, at fixed interest rates	\$ 790,000	\$ 905,000	\$ 1,005,000
Serial and term bonds due September 1, 2012 to September 1, 2022, at variable rates subject to mandatory sinking fund redemption	8,660,000	9,250,000	10,315,000
Less: debt principal repayments	(5,410,000)	(705,000)	(1,165,000)
Ending Balances	<u>\$ 4,040,000</u>	<u>\$ 9,450,000</u>	<u>\$ 10,155,000</u>
Amount due in one year	\$ 360,000	\$ 650,000	\$ 635,000

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

Economic Factors and Next Year's Outlook

Due to the nature of the Series 1995 Bond Program, the Board expects a decrease in net assets and liabilities as the loans continue to make principal repayments and bonds are redeemed. As the net assets and liabilities decrease, so will the revenues and operating expenses. However, the Board expects to have sufficient income to sustain the Series 1995 Bond Program throughout the life of the bonds.

Contacting the Program's Financial Management

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

(Unaudited. See accompanying auditor's report.)

**OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1995
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2012 and 2011**

BASIC FINANCIAL STATEMENTS

OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1995
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2012 and 2011

Statements of Net Assets – June 30, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ASSETS:		
Current Assets:		
Cash and cash equivalents	\$75,453	\$130,365
Current portion of notes receivable	364,600	650,500
Interest receivable:		
Notes receivable	4,541	24,273
Other	1	1
Total current assets	<u>444,595</u>	<u>805,139</u>
Noncurrent Assets:		
Notes receivable net of current portion	4,292,650	9,371,100
Bond issuance cost, net of accumulated amortization of \$126,099 and \$118,549 in 2012 and 2011, respectively	92,051	99,601
Total noncurrent assets	<u>4,384,701</u>	<u>9,470,701</u>
Total assets	<u>4,829,296</u>	<u>10,275,840</u>
LIABILITIES:		
Current Liabilities:		
Accrued interest payable	1,178	17,321
Current maturities of long-term debt	360,000	650,000
Other accrued liabilities	94,623	130,092
Total current liabilities	<u>455,801</u>	<u>797,413</u>
Noncurrent liabilities:		
Long-term debt, less current maturities and unamortized discount of \$70,257 and \$76,019 in 2012 and 2011, respectively	3,609,743	8,723,981
Total noncurrent liabilities	<u>3,609,743</u>	<u>8,723,981</u>
Total liabilities	<u>4,065,544</u>	<u>9,521,394</u>
NET ASSETS:		
Unrestricted	763,752	754,446
Total net assets	<u>\$763,752</u>	<u>\$754,446</u>

See accompanying notes to the basic financial statements.

OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1995
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2012 and 2011

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

	<u>2012</u>	<u>2011</u>
Operating Revenues:		
Loan program income	\$ 130,561	\$ 183,770
	<u>130,561</u>	<u>183,770</u>
Operating Expenses:		
Trustee fees	861	1,187
Administration fees	37,250	40,433
Interest expense	63,259	106,861
Amortization of bond issuance cost	7,550	7,551
Standby bond purchase agreement fees	8,636	9,662
Remarketing fees	3,793	4,640
	<u>121,349</u>	<u>170,334</u>
Operating income	9,212	13,436
Non-Operating Revenues:		
Interest income	94	24
	<u>94</u>	<u>24</u>
Total non-operating revenues	94	24
Change in net assets	9,306	13,460
Total net assets - beginning	754,446	740,986
Total net assets - ending	<u><u>\$763,752</u></u>	<u><u>\$754,446</u></u>

See accompanying notes to the basic financial statements.

OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1995
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2012 and 2011

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

	<u>2012</u>	<u>2011</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Collections of interest on loans to local governments	\$ 150,293	\$ 187,725
Payments to other suppliers	(86,009)	(18,020)
Interest paid on debt	(73,640)	(104,746)
Net Cash Provided by (Used in) Operating Activities	<u>(9,356)</u>	<u>64,959</u>
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES		
Repayments of Long-term Debt	(5,410,000)	(705,000)
Net Cash Provided by (Used in) Noncapital Financing Activities	<u>(5,410,000)</u>	<u>(705,000)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Collections of principal on loans to local governmental units	5,364,350	639,850
Interest income	94	24
Net Cash Provided by Investing Activities	<u>5,364,444</u>	<u>639,874</u>
Net Increase (Decrease) in Cash and Cash Equivalents	(54,912)	(167)
Balances - beginning of the year	<u>130,365</u>	<u>130,532</u>
Balances - end of the year	<u><u>\$75,453</u></u>	<u><u>\$130,365</u></u>
Reconciliation of operating income to net cash provided by operating activities:		
Operating income	\$9,212	\$13,436
Adjustments to reconcile operating income to net cash provided (used) by operating activities:		
Amortization of bond issuance costs and bond issuance discounts	13,312	13,314
Change in assets and liabilities:		
Decrease (Increase) in interest receivable	19,732	3,955
Increase (Decrease) in accrued interest payable	(16,143)	(3,648)
Increase (Decrease) in other accrued liabilities	<u>(35,469)</u>	<u>37,902</u>
Net Cash Provided by (Used in) Operating Activities	<u><u>(\$9,356)</u></u>	<u><u>\$64,959</u></u>

See accompanying notes to the basic financial statements.

**OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1995
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2012 and 2011**

Footnotes to the Basic Financial Statements:

1. Summary of Significant Accounting Policies

Reporting Entity

The Oklahoma Water Resources Board (the "Board") State Loan Program Revenue Bonds -Series 1995 (the "Program") commenced operations in October 1995. The Program was established by the Board to provide monies to implement its state-wide financial assistance program to make loans to local governmental units in the State of Oklahoma to be utilized to provide for the acquisition, development and utilization of storage and control facilities for water and sewage systems. Provisions of the bond indenture require that all local loans be originated by October 18, 1998. No new loans will be originated after that date without amendments to the bond indenture. Any portion of the bond proceeds may be used to redeem bonds at the option of the Board as specified by the bond indenture.

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

Basis of Accounting and Measurement Focus

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

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

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

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

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

**OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1995
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2012 and 2011**

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

Bond Issuance Cost

Bond issuance costs are amortized using the straight-line method over the life of the bonds, which is 30 years.

Bond Issue Discount

The Program's bonds were initially sold at a discount of \$166,500. The bond discount is being amortized over the remaining life of the bonds. Amortization expense of \$5,762 was recorded in 2012 and 2011 and is included in interest expense in the accompanying statements of revenues, expenses and changes in net assets.

Cash Equivalents

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

Operating Revenues and Expenses

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

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

2. Cash Deposits and Investment Risk

Cash and cash equivalents of \$75,453 and \$130,365 at June 30, 2012 and 2011 respectively, were on deposit with the Program's trustee.

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

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

OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1995
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2012 and 2011

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

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

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

<u>Type</u>	<u>Maturities</u>	<u>Credit Rating</u>	<u>Carrying Value</u>
Federated Treasury Obligations Fund	16 days	AAAm	\$ 75,453
Total			<u>\$ 75,453</u>

Concentration of Investment Credit Risk – the bond indenture places no limit on the amount the Program may invest in any one issuer. The Program has the following concentration of credit risk: 100% or \$75,453 is invested in Federated Treasury Obligations Fund.

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

<u>Type</u>	<u>Maturities</u>	<u>Credit Rating</u>	<u>Carrying Value</u>
Federated Treasury Obligations Fund	16 days	AAAm	\$ 130,365
Total			<u>\$ 130,365</u>

Concentration of Investment Credit Risk – the bond indenture places no limit on the amount the Program may invest in any one issuer. The Program had the following concentration of credit risk: 100% or \$130,365 was invested in Federated Treasury Obligations Fund.

**OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1995
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2012 and 2011**

3. Notes Receivable

Notes receivable of \$4,657,250 and \$10,021,600 at June 30, 2012 and 2011, respectively, represents loans made by the Program to local governmental entities for the purposes of acquisition, development, and utilization of storage and control facilities for water and sewage systems. Payments on the notes are due in semiannual installments for fixed rate notes and quarterly for variable rate notes with various maturity dates through 2025; however, the local entities have the option to pay the notes earlier than the scheduled maturities. The current portion of notes receivable contains scheduled maturities and any prepayments made subsequent to year-end through September 30, 2012. The notes are collateralized by various revenue sources including, but not limited to user charges and sales taxes of the borrowers and mortgages on the water and/or sewer systems.

4. Program Fees

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

- Standby purchase agreement fees are to be paid to a bank, which has guaranteed to purchase outstanding bonds that cannot otherwise be sold.
- During the year, an annual program administration fee of .1328% of fixed rate notes receivable outstanding during the period was charged to operations. An annual program administration fee of 0.4000% of variable rate notes receivable outstanding was charged to operations for the year. These fees are payable to the Oklahoma Water Resources Board for providing clerical, management and administrative services.
- Remarketing fees are payable to an investment banker for services related to determining the interest rate adjustment and attempting to remarket bonds when necessary.
- During the year, a trustee fee of 0.0122% of bonds outstanding was charged to operations. Fees are calculated twice a year using the balance of bonds outstanding at February 28 and August 31.
- Pursuant to the bond indenture, the Program was required to purchase a \$5,000,000 surety bond prior to the bond issuance. The cost of the surety bond was \$90,000 and is included as capitalized bond issuance costs.

5. Arbitrage Rebate Due Federal Government

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

OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1995
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2012 and 2011

6. Long-term Debt

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

	<u>2012</u>	<u>2011</u>
Beginning Balance:		
Serial and term bonds due September 1, 2012 to September 1, 2016, at fixed interest rates	\$ 790,000	\$ 905,000
Serial and term bonds due September 1, 2012 to September 1, 2022, at variable rates subject to mandatory sinking fund redemption	8,660,000	9,250,000
Less: debt principal repayments	(5,410,000)	(705,000)
Ending Balances	<u>\$ 4,040,000</u>	<u>\$ 9,450,000</u>
Amount due in one year	\$ 360,000	\$ 650,000

The variable rate bonds bear interest at a variable rate, initially set at 3.8% and periodically adjusted pursuant to the provisions of the bond indenture, to a maximum rate of 12% per year. The interest rate on the bonds was .35% at June 30, 2012. At the option of the Board and subject to applicable provisions of the bond indenture, which require, among other things that all bonds be successfully remarketed, the variable interest rate may be converted to a term rate that would stay fixed until maturity of the bonds. These bonds bear interest at fixed rates ranging from 5.0% to 5.10%. Variable interest rates are reset quarterly on March 1st, June 1st, September 1st, and December 1st, by the Program's remarketing agent. At June 30, 2012, the Program had \$4,040,000 in variable bonds outstanding. All fixed rate bonds were retired during FY 2012.

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

<u>Fiscal Year</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2013	\$360,000	\$14,140	\$374,140
2014	385,000	12,880	397,880
2015	385,000	11,533	396,533
2016	380,000	10,185	390,185
2017	415,000	8,855	423,855
2018-2022	1,885,000	7,403	1,892,403
2023	230,000	805	230,805
Total	<u>\$4,040,000</u>	<u>\$65,801</u>	<u>\$4,105,801</u>

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

**OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1995
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2012 and 2011**

6. Long-term Debt (cont'd)

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

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

The 1995 Bonds share in an aggregate debt service reserve along with all the other Board bond programs. At June 30, 2012, the aggregate debt service reserves totaled \$17,766,508. The debt service reserves are reflected in the Board bond programs Series 1989 and 1994A.


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



INDEPENDENT AUDITOR'S REPORT
ON ADDITIONAL INFORMATION

To the Members of the
Oklahoma Water Resources Board

Our report on our audit of the financial statements of the Oklahoma Water Resources Board State Loan Program Revenue Bonds – Series 1995 for June 30, 2012 appears on page three. The audit was conducted for the purpose of forming an opinion on the financial statements taken as a whole. The Grouped Statements of Net Assets, Statements of Revenues, Expenses, and Changes in Net Assets, and Statements of Cash Flows are presented for purposes of additional analysis and are not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements of each bond issue and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements of each bond issue as a whole.


Edmond, Oklahoma
October 12, 2012

Oklahoma Water Resources Board State Loan
Program Revenue Bonds

Supplemental Information
Grouped Statements of Revenues, Expenses and Changes in Net Assets

All Program Bond Issues
For the Year Ended June 30, 2012

	1989 Series	1994A Series	1995 Series	1997 Series	1999 Series	2001 Series	2003A Series	2004A Series	2004B Series	2007 Series	2009 Series	2010 Series	2010B Series	2011 Series	2012 Series	2012A Series	Totals (All non-redeem- able)
REVENUES																	
Operating revenues	\$ 15,140	\$ 114,463	\$ 130,561	\$ 211,323	\$ 302,804	\$ 1,457,891	\$ 6,201,121	\$ 216,715	\$ 259,662	\$ 2,039,668	\$ 376,818	\$ 1,246,462	\$ 1,084,774	\$ 642,865	\$ 533,869	\$ 241,655	\$ 9,589,749
Loan program income	15,140	114,463	130,561	211,323	302,804	1,457,891	6,201,121	216,715	259,662	2,039,668	376,818	1,246,462	1,084,774	642,865	533,869	241,655	9,589,749
Total operating revenues																	
EXPENSES																	
Operating expenses:																	
Interest fees	1,000	1,000	961	1,000	1,205	4,442	2,510	1,111	1,000	5,697	1,250	3,912	3,683	2,434	1,845	1,485	35,545
Insurance fees	379	27,808	37,250	13,160	41,556	93,183	52,137	9,221	9,775	57,030	11,875	38,284	36,345	18,786	18,406	25,544	477,292
Administration fees	18,121	48,851	63,259	181,548	266,196	1,299,444	510,936	208,779	246,052	1,977,560	353,026	1,264,127	1,047,160	621,366	513,284	217,252	8,872,292
Interest expense	2,187	12,806	9,590	5,770	3,315	6,117	1,462	9,616	6,915	6,915	-	-	-	-	-	-	55,838
Amortization of bond insurance cost	-	6,870	8,636	1,566	9,185	8,549	36,711	-	-	-	-	-	-	-	-	-	91,517
Standby bond purchase agreement fees	-	-	-	-	-	5,755	9,766	-	-	-	-	-	-	-	-	-	21,255
Renewing fees	-	4,148	3,753	810	1,615	-	-	-	-	-	-	-	-	-	-	-	-
Total operating expenses	21,617	101,543	121,349	205,854	322,972	1,307,890	699,522	226,927	261,742	2,040,287	366,101	1,246,725	1,087,028	642,865	533,835	243,991	9,527,261
Operating income (loss)	(6,477)	12,920	9,212	5,469	(20,168)	89,601	(10,599)	(10,212)	(2,080)	(31,91)	(10,287)	(2,263)	(2,254)	(521)	34	(2,336)	62,688
NONOPERATING REVENUES (EXPENSES)																	
Interest (from us-8) (or arbitrage rebate)	-	8,529	-	-	-	-	-	-	-	-	-	-	-	-	-	-	8,529
Other interest income	144,845	26,809	94	28	20	152	99	16	13	48	15	17	5	2	2	291	175,534
Gifts or production tax from state	144,845	30,416	94	28	20	152	99	16	13	48	15	17	5	2	2	291	176,063
Net nonoperating revenues	144,845	43,318	94	28	20	152	99	16	13	48	15	17	5	2	2	291	176,063
Income (loss) before transfers	138,368	43,318	9,306	5,497	(20,148)	89,753	(10,698)	(10,196)	(2,067)	(271)	(10,272)	(2,246)	(2,249)	(519)	34	(2,045)	296,751
Transfers (to) from Oklahoma Water Resources Board	(144,837)	(32,353)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(177,191)
Change in net assets	(6,471)	10,965	9,306	5,497	(20,148)	89,753	(10,698)	(10,196)	(2,067)	(271)	(10,272)	(2,246)	(2,249)	(519)	34	(2,045)	61,560
NET ASSETS																	
Net assets, beginning of year	1,616,871	15,653,773	754,446	270,341	293,469	753,591	16,013	32,722	28,339	12,722	207,629	981	30,774	(13)	-	-	21,608,785
Net assets (deficit), end of year	\$ 1,510,400	\$ 15,664,738	\$ 763,752	\$ 275,838	\$ 183,321	\$ 813,344	\$ 26,711	\$ 72,526	\$ 26,272	\$ 12,051	\$ 218,357	\$ 694	\$ 5,825	\$ (522)	\$ 34	\$ (2,045)	\$ 21,670,346

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

ALL SUPPLEMENTAL INFORMATION
GROUPTID STATEMENTS OF CASH FLOWS
All Programs Round Estimates
For the Year Ended June 30, 2012

CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES:

CASH FLOWS FROM INVESTING ACTIVITIES:

RECONCILIATION OF OPERATING INCOME (LOSS)

See each leader's hand' have much room for addition and related discourses.

**OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1995
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2012 and 2011**

INTERNAL CONTROL OVER FINANCIAL REPORTING AND COMPLIANCE



REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND
ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT
OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH
GOVERNMENT AUDITING STANDARDS

To the Members of the
Oklahoma Water Resources Board

We have audited the financial statements of the Oklahoma Water Resources Board State Loan Program Revenue Bonds - Series 1995 (the "Program") as of and for the year ended June 30, 2012, and have issued our report thereon dated October 12, 2012. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

Internal Control Over Financial Reporting

In planning and performing our audit, we considered the Program's internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Program's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Program's internal control over financial reporting.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the Program's financial statements will not be prevented, or detected and corrected on a timely basis.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over financial reporting that might be deficiencies, significant deficiencies, or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined above.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Program's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

This report is intended solely for the information and use of the audit committee, management, and the members of the Oklahoma Water Resources Board and is not intended to be and should not be used by anyone other than these specified parties.

Wedge & Associates, P.C.

Edmond, Oklahoma
October 12, 2012