

State of Oklahoma



**STATE LOAN PROGRAM REVENUE BONDS
SERIES 2007**

**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 2007
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	14-18
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 2007 (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 2007 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.

Wolfe & Associates, P.C.

Edmond, Oklahoma
October 12, 2012

**OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 2007
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 2007
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 2007 (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 2007 Bond Program.

Financial Highlights

- The Board issued a \$10,215,000 bond issue in March 2007 for the purpose of making loans to Local Entities to provide for acquisition, development and utilization of storage and control facilities for water and sewage systems.
- Total Assets decreased 3.7% from \$9,382,402 to \$9,031,259 between FY 2011 and FY 2012. Total Assets decreased 3.5% from \$9,726,593 to \$9,382,402 between FY 2010 to FY 2011.
- Total Net Assets increased from \$207,629 in FY 2011 to \$218,361 in FY 2012. Total Net assets increased from \$200,560 in FY 2010 to \$207,629 in FY 2011.
- At the time of the bond closing, three loans were identified to receive the bond funds. One of the borrowers had bids come in higher than anticipated and requested an increase in their loan amounts. As a result, \$185,000 was transferred in from funds available from a defeased bond series to cover the additional funds.
- Other accrued liabilities increased 20.1% in FY 2012 and increased 26.6% in FY 2011. Administrative fees assessed but not used during the fiscal year are "banked" for future administrative costs. No administrative fees have been drawn from this Bond Series.

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

(Unaudited. See accompanying auditor's report.)

**OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 2007
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2012 and 2011**

- 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
 - 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 2007
Net Assets**

	Business-Type Activities		
	June 30,		
	<u>2012</u>	<u>2011</u>	<u>2010</u>
Current Assets	\$ 581,600	\$ 553,671	\$ 523,952
Non-current Assets	8,449,659	8,828,731	9,202,641
Total assets	9,031,259	9,382,402	9,726,593
Current liabilities	542,898	519,773	501,033
Non-current liabilities	8,270,000	8,655,000	9,025,000
Total liabilities	8,812,898	9,174,773	9,526,033
Net assets			
Unrestricted	218,361	207,629	200,560
Total net assets	\$ 218,361	\$ 207,629	\$ 200,560

(Unaudited. See accompanying auditor’s report.)

**OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 2007
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2012 and 2011**

**Oklahoma Water Resources Board
Revenue Bonds - Series 2007
Revenues, Expenses, and Changes in Net Assets**

	Business-Type Activities		
	Years Ended June 30,		
	<u>2012</u>	<u>2011</u>	<u>2010</u>
Revenues			
Loan program income	\$ 376,818	\$ 388,378	\$ 403,299
Investment interest income	15	11	10
Total revenues	<u>376,833</u>	<u>388,389</u>	<u>403,309</u>
Expenses			
Trustee fees	1,250	1,252	1,269
Administration expenses	11,825	12,342	12,820
Interest expense	353,026	367,726	381,976
Total expenses	<u>366,101</u>	<u>381,320</u>	<u>396,065</u>
Increase in net assets	10,732	7,069	7,244
Total net assets - beginning	207,629	200,560	193,316
Total net assets - ending	<u>\$ 218,361</u>	<u>\$ 207,629</u>	<u>\$ 200,560</u>

Long-Term Debt

At June 30, 2012, total outstanding long-term debt decreased \$370,000 or 4.1%. At June 30, 2011, the Program had \$9,025,000 in long-term debt outstanding which represents a \$360,000 or 3.8% decrease from the prior year. The Program's changes in long-term debt by type of debt are as follows:

	<u>2012</u>	<u>2011</u>	<u>2010</u>
Serial and term bonds due October 1, 2012 to October 1, 2036, interest rates at 3.65% to 4.50%	\$ 9,025,000	\$ 9,385,000	\$ 9,730,000
Less: debt principal repayments	(370,000)	(360,000)	(345,000)
Ending balances	<u>\$ 8,655,000</u>	<u>\$ 9,025,000</u>	<u>\$ 9,385,000</u>
Amounts due in one year	\$ 385,000	\$ 370,000	\$ 360,000

(Unaudited. See accompanying auditor's report.)

**OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 2007
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2012 and 2011**

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 2007 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 2007 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 2007
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 2007
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	\$106,416	\$83,608
Current portions of notes receivable	379,072	373,910
Interest receivable:		
Notes receivable	96,111	96,152
Other	1	1
Total current assets	<u>581,600</u>	<u>553,671</u>
Noncurrent Assets:		
Notes receivable net of current portion	8,449,659	8,828,731
Total noncurrent assets	<u>8,449,659</u>	<u>8,828,731</u>
Total assets	<u>9,031,259</u>	<u>9,382,402</u>
 LIABILITIES:		
Current Liabilities:		
Accrued interest payable	87,332	91,032
Current maturities of long-term debt	385,000	370,000
Other accrued liabilities	70,566	58,741
Total current liabilities	<u>542,898</u>	<u>519,773</u>
Noncurrent liabilities:		
Long-term debt, less current maturities	8,270,000	8,655,000
Total noncurrent liabilities	<u>8,270,000</u>	<u>8,655,000</u>
Total liabilities	<u>8,812,898</u>	<u>9,174,773</u>
 NET ASSETS:		
Unrestricted	218,361	207,629
Total net assets	<u>\$218,361</u>	<u>\$207,629</u>

See accompanying notes to the basic financial statements.

**OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 2007
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	\$376,818	\$388,378
Total operating revenues	<u>376,818</u>	<u>388,378</u>
Operating Expenses:		
Trustee fees	1,250	1,252
Administration expenses	11,825	12,342
Interest expense	353,026	367,726
Total operating expenses	<u>366,101</u>	<u>381,320</u>
Operating income	10,717	7,058
Non-Operating Revenues:		
Other interest income	15	11
Total non-operating revenues	<u>15</u>	<u>11</u>
Change in net assets	10,732	7,069
Total net assets - beginning	207,629	200,560
Total net assets - ending	<u><u>\$218,361</u></u>	<u><u>\$207,629</u></u>

See accompanying notes to the basic financial statements.

OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 2007
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	\$376,859	\$392,148
Payments to other suppliers	(1,250)	(1,254)
Interest paid on debt	(356,726)	(371,326)
	<u>18,883</u>	<u>19,568</u>
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES		
Repayments of Long-term Debt	(370,000)	(360,000)
	<u>(370,000)</u>	<u>(360,000)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Collections of principal on loans to local governmental units	373,910	363,754
Interest income	15	11
	<u>373,925</u>	<u>363,765</u>
Net Increase in Cash and Cash Equivalents	22,808	23,333
Balances - beginning of the year	<u>83,608</u>	<u>60,275</u>
Balances - end of the year	<u>\$106,416</u>	<u>\$83,608</u>
Reconciliation of operating income to net cash provided by operating activities:		
Operating income	\$10,717	\$7,058
Change in assets and liabilities:		
Decrease (Increase) in interest receivable	41	3,770
Increase (Decrease) in accrued interest payable	(3,700)	(3,600)
Increase (Decrease) in other accrued liabilities	<u>11,825</u>	<u>12,340</u>
Net Cash Provided by Operating Activities	<u>\$18,883</u>	<u>\$19,568</u>

See accompanying notes to the basic financial statements.

OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 2007
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 2007 (the "Program") commenced operations in March 2007. The Program was established by the Board to provide new loans to local governmental entities to be used to refund a portion of the Board's outstanding State Loan Program Revenue Bonds originally issued by the Board and to fund one new loan to a local governmental entity for its use in acquisition, development and utilization of storage and control facilities for water and sewer systems.

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.

Bond Issuance Cost

Bond issuance costs were paid by the borrowers.

OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 2007
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2012 and 2011

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

Bond Issue Discount

The net premium/discount and underwriter discount was applied to the benefit of the borrowers.

Cash Equivalents

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

Operating Revenues and Expenses

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

Use of Estimates

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

2. Cash Deposits and Investment Risk

Cash of \$106,416 and \$83,608 at June 30, 2012 and 2011, respectively, was on deposit with the Program's trustee. The deposits are invested in the *Federated Treasury Obligations* mutual fund.

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

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

- 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.

OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 2007
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2012 and 2011

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

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	\$ 106,416
Total			<u>\$ 106,416</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 \$106,416 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	\$ 83,608
Total			<u>\$ 83,608</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 \$83,608 is invested in *Federated Treasury Obligations Fund*.

3. Notes Receivable

Notes receivable of \$8,828,731 and \$9,202,641 at June 30, 2012 and 2011, respectively, represents loans made by the Program to local governmental entities for the purposes of acquisition, development, utilization of storage and control facilities for water and sewage systems, and refunding a portion of the Board's outstanding revenue bonds originally issued by the Board. Payments on the notes are due in semiannual installments with various maturity dates through 2036, including interest at various fixed rates; however, the local entity has the option to pay the note earlier than the scheduled maturity. The current portion of the note receivables contains scheduled maturity 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 borrower 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:

**OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 2007
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2012 and 2011**

4. Program Fees (cont'd)

- During the year, an annual program administration fee of .1316% of fixed rate notes receivable outstanding during the period was charged to operations. These fees are payable to the Oklahoma Water Resources Board for providing clerical, management and administrative services.
- During the year, a trustee fee of .0134% 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.

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 had no arbitrage liability at June 30, 2012 or 2011.

6. Long-term Debt

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

	<u>2012</u>	<u>2011</u>
Serial and term bonds due October 1, 2012 to October 1, 2036, interest rates at 3.65% to 4.50%	\$ 9,025,000	\$ 9,385,000
Less: debt principal repayments	(370,000)	(360,000)
Ending balances	<u>\$ 8,655,000</u>	<u>\$ 9,025,000</u>
Amounts due in one year	<u>\$ 385,000</u>	<u>\$ 370,000</u>

**OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 2007
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2012 and 2011**

6. Long-term Debt (cont'd)

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	\$385,000	\$342,300	\$727,300
2014	400,000	327,974	727,974
2015	415,000	312,996	727,996
2016	430,000	295,644	725,644
2017	450,000	275,844	725,844
2018-2022	2,565,000	1,062,894	3,627,894
2023-2027	3,125,000	499,141	3,624,141
2028-2032	400,000	138,200	538,200
2033-2037	485,000	49,900	534,900
	<hr/>	<hr/>	<hr/>
Total	<u>\$8,655,000</u>	<u>\$3,304,893</u>	<u>\$11,959,893</u>

In addition to their normal scheduled maturity dates as shown above, the bonds may also be redeemed at the option of the Board, in whole or in part, on such dates and for such prices, plus accrued interest as are set forth in the bond indenture.

The 2007 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 \$17,776,508. 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.

**OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 2007
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2012 and 2011**

SUPPLEMENTAL INFORMATION



INDEPENDENT AUDITOR'S REPORT
ON ADDITIONAL INFORMATION

To the Members of the
Oklahoma Water Resources Board

Our report on our audit of the financial statements of the Oklahoma Water Resources Board State Loan Program Revenue Bonds – Series 2007 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 FUND
PROGRAM REVENUE BONDS

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

	1997 Series	1998 Series	1999 Series	2000 Series	2001 Series	2003A Series	2003B Series	2004 Series	2005 Series	2006 Series	2007 Series	2009 Series	2010 Series	2011 Series	2012A Series	2012B Series	Totals (Microcentium 4/05/1)	
REVENUES																		
Operating revenues	15,130	114,463	114,463	114,463	1,457,401	650,121	216,715	289,662	2,019,008	376,818	376,818	96,908	1,246,462	1,084,724	642,866	533,809	241,655	\$ 7,589,489
Loan program income	15,130	114,463	114,463	1,457,401	650,121	216,715	289,662	2,019,008	376,818	376,818	96,908	1,246,462	1,084,724	642,866	533,809	241,655	241,655	7,589,489
Total operating revenues	30,260	228,926	228,926	2,914,802	1,300,522	433,430	506,377	4,038,016	7,535,016	7,535,016	1,933,926	2,492,924	2,169,448	1,727,690	1,076,615	775,464	483,310	15,178,978
EXPENSES																		
Operating expenses	1,000	1,000	1,000	1,204	4,442	2,501	1,311	1,000	5,697	1,250	1,250	1,250	3,912	3,683	2,424	1,845	1,145	35,545
Tenant fees	27,868	37,250	13,160	41,496	57,183	52,137	7,775	57,030	11,825	3,513	3,513	3,513	46,688	36,345	19,766	18,896	25,644	470,292
Administration fees	18,121	48,851	183,548	266,106	1,299,844	519,936	208,779	246,052	1,977,560	353,026	353,026	92,729	1,204,129	1,047,080	621,366	513,984	217,202	8,872,292
Interest expense	2,187	17,986	5,730	3,315	6,317	1,462	9,616	6,915	1,462	-	-	-	-	-	-	-	-	55,838
Amortization of bond issuance cost	6,370	8,836	1,566	9,185	8,549	36,711	36,711	36,711	-	-	-	-	-	-	-	-	-	1,517
Standby bond purchase agreement fees	4,048	3,793	810	1,615	5,755	5,766	5,766	5,766	-	-	-	-	-	-	-	-	-	21,555
Marketing fees	21,617	101,543	205,854	322,972	1,397,800	609,522	226,925	261,742	2,040,238	366,101	366,101	97,292	1,246,725	1,087,028	642,866	513,875	241,991	6,527,261
Total operating expenses	64,777	129,291	9,212	5,419	49,601	10,599	10,212	2,080	33,919	10,717	10,717	1,234	2,653	2,244	521	34	42,388	63,688
Operating income (loss)	3,559	26,000	94	20	152	59	16	13	48	15	15	2	17	5	2	2	291	3,529
NONOPERATING REVENUES (EXPENSES)																		
Credit provision (or) arbitrage rebate	144,843	30,618	30,618	30,618	30,618	30,618	30,618	30,618	30,618	30,618	30,618	30,618	30,618	30,618	30,618	30,618	30,618	172,534
Other interest income	144,843	30,618	30,618	30,618	30,618	30,618	30,618	30,618	30,618	30,618	30,618	30,618	30,618	30,618	30,618	30,618	30,618	172,534
Grant proceeds (or) income	138,266	43,328	43,328	43,328	43,328	43,328	43,328	43,328	43,328	43,328	43,328	43,328	43,328	43,328	43,328	43,328	43,328	1,760,673
Net non-operating revenues	138,266	43,328	43,328	43,328	43,328	43,328	43,328	43,328	43,328	43,328	43,328	43,328	43,328	43,328	43,328	43,328	43,328	1,760,673
Income (loss) before transfers	144,832	72,333	72,333	72,333	72,333	72,333	72,333	72,333	72,333	72,333	72,333	72,333	72,333	72,333	72,333	72,333	72,333	3,529
Transfer (to) from Oklahoma Water Resources Board	6,471	10,965	9,706	6,477	49,753	10,608	10,186	2,087	271	10,732	10,732	1,232	2,461	2,249	519	34	2,485	330,731
Change in net assets	151,303	22,263	22,263	22,263	22,263	22,263	22,263	22,263	22,263	22,263	22,263	22,263	22,263	22,263	22,263	22,263	22,263	1,760,673
NET ASSETS																		
Net assets, beginning of year	3,510,409	15,653,773	15,653,773	15,653,773	15,653,773	15,653,773	15,653,773	15,653,773	15,653,773	15,653,773	15,653,773	15,653,773	15,653,773	15,653,773	15,653,773	15,653,773	15,653,773	21,698,765
Net assets (deficit), end of year	3,661,712	15,676,036	15,676,036	15,676,036	15,676,036	15,676,036	15,676,036	15,676,036	15,676,036	15,676,036	15,676,036	15,676,036	15,676,036	15,676,036	15,676,036	15,676,036	15,676,036	21,698,765

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

**OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 2007
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 2007 (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.

Adelphi & Associates, P.C.

Edmond, Oklahoma
October 2, 2012