

FILED

NOV 22 2011

RECEIPT #

16936

State Auditor & Inspector

State of Oklahoma

OWR B

WATER RESOURCES BOARD
the water agency

**STATE LOAN PROGRAM REVENUE BONDS
SERIES 1994A**

**ANNUAL FINANCIAL STATEMENTS
AS OF AND FOR THE FISCAL YEARS ENDED JUNE 30, 2011 AND 2010
AND INDEPENDENT AUDITOR'S REPORTS**

**OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1994A
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2011 and 2010**

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	14-20
Supplemental Information	
Independent Auditor’s Report on Additional Information	22
Grouped Statements of Net Assets	23
Grouped Statements of Revenues, Expenses, and Changes in Net Assets	24
Grouped Statements of Cash Flows	25
Internal Control over Financial Reporting and Compliance	26-28
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 1994A (the "Program") as of June 30, 2011 and 2010, 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 1994A as of June 30, 2011 and 2010, 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 November 4, 2011, on our consideration of the Program'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* 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.

Arledge & Associates, P.C.
Edmond, Oklahoma
November 4, 2011

**OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1994A
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2011 and 2010**

MANAGEMENT'S DISCUSSION AND ANALYSIS

**OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1994A
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2011 and 2010**

MANAGEMENT’S DISCUSSION AND ANALYSIS

Our discussion and analysis of the Oklahoma Water Resources Board State Loan Program Revenue Bonds – Series 1994A (the "Program") financial performance provides an overview of the financial activities for the fiscal years ended June 30, 2011 and June 30, 2010. Please read it in conjunction with the financial statements, which begin on page 10. The Oklahoma Water Resources Board (the "Board") administers the Series 1994A Bond Program.

Financial Highlights

- Total Assets decreased 12.2% from \$26,721,624 to \$23,459,513 between FY 2010 and FY 2011. Total Assets decreased 7.5% from \$28,875,973 to \$26,721,624 between FY 2009 and FY 2010.
- Total Net Assets increased 8.1% from \$14,476,135 to \$15,653,773 between FY 2010 and FY 2011. Total Net Assets decreased 1.1% from \$14,640,727 to \$14,476,135 between FY 2009 and FY 2010.
- Total Liabilities decreased 36.3% from \$12,245,489 to \$7,805,740 between FY 2010 and FY 2011. Total bond redemptions in the amount of \$4,355,000 were the major factor in the decrease. Total Liabilities decreased 14% from \$14,235,246 to \$12,245,489 between FY 2009 and FY 2010. Total bond redemptions in the amount of \$2,105,000 were the major factor in the decrease.
- Other accrued liabilities increased 30.8% in FY 2011 and 71.8% in FY 2010. Administrative fees assessed but not used during the FY are "banked" for future administrative costs. No fees were collected in FY 2011 or 2010.
- During FY 2011, the Series 1992 Bond Program transferred \$113,669 of cash and \$105,000 of notes receivable to the Series 1994A Bond Program upon payoff of the 1992 Series Bonds. Details of the remaining notes receivable are located in Note 3. Also see Note 8.

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 1994A
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2011 and 2010

- 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, 2011
 - 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 1994A
Net Assets

	Business-Type		
	Activities		
	June 30,		
	2011	2010	2009
Current assets	\$ 2,086,559	\$ 2,972,362	\$ 2,015,396
Non-current assets	21,372,954	23,749,262	26,860,577
Total assets	23,459,513	26,721,624	28,875,973
Current liabilities	1,822,812	2,682,292	1,509,416
Non-current liabilities	5,982,928	9,563,197	12,725,830
Total liabilities	7,805,740	12,245,489	14,235,246
Net assets			
Restricted for debt service	14,276,000	13,372,985	13,372,985
Unrestricted	1,377,773	1,103,150	1,267,742
Total net assets	\$ 15,653,773	\$ 14,476,135	\$ 14,640,727

The increase in total net assets from 2010 to 2011 was due to a transfer of the cash and notes receivable from the Series 1992 Revenue Bond Issue that was paid off in FY 2011. The remaining cash and outstanding notes are now included with the 1994A notes and cash.

(Unaudited. See accompanying auditor’s report.)

OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1994A
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2011 and 2010

Oklahoma Water Resources Board
Revenue Bonds - Series 1994A
Revenues, Expenses, and Changes in Net Assets

	Business-Type		
	Activities		
	Years Ended June 30,		
	<u>2011</u>	<u>2010</u>	<u>2009</u>
Revenues			
Loan program income	\$ 232,343	\$ 295,540	\$ 441,226
Gross production tax	900,000	-	-
Investment interest income	7,963	167,016	500,042
Total revenues	<u>1,140,306</u>	<u>462,556</u>	<u>941,268</u>
Expenses			
Trustee fees	1,209	1,586	1,875
Administration expenses	36,517	47,020	54,782
Interest expense	141,142	201,283	330,254
Amortization of debt issuance cost	12,906	12,907	12,906
Standby bond purchase agreement fees	9,387	12,235	10,473
Remarketing fees	6,206	6,263	9,879
Provision (credit) for arbitrage rebate	(106,004)	71,633	117,957
Total expenses	<u>101,363</u>	<u>352,927</u>	<u>538,126</u>
Net Income before transfers	1,038,943	109,629	403,142
Transfers in from other series	218,669	-	212,014
Transfers to other programs	(79,974)	(274,221)	(492,816)
Increase (decrease) in net assets	<u>1,177,638</u>	<u>(164,592)</u>	<u>122,340</u>
Total net assets - beginning	14,476,135	14,640,727	14,518,387
Total net assets - ending	<u>\$ 15,653,773</u>	<u>\$ 14,476,135</u>	<u>\$ 14,640,727</u>

(Unaudited. See accompanying auditor's report.)

OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1994A
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2011 and 2010

Long-Term Debt

At year-end, the Program had \$7,780,000 in long-term debt outstanding which represents a \$4,355,000 or 35.9% decrease from the prior year. At June 30, 2010, the long-term debt outstanding had decreased by \$2,105,000 or 14.8%. The Program's changes in long-term debt by type of debt are as follows:

	<u>2011</u>	<u>2010</u>
Beginning Balances:		
Serial and term bonds due September 1, 2011 to September 1, 2015, at fixed interest rates	\$ 1,830,000	\$ 2,115,000
Serial and term bonds due September 1, 2011 to September 1, 2023, at variable rates subject to a mandatory sinking fund redemption	10,305,000	12,125,000
	<u>\$ 12,135,000</u>	<u>\$ 14,240,000</u>
Less: debt principal repayments	(4,355,000)	(2,105,000)
Ending Balances	<u>\$ 7,780,000</u>	<u>\$ 12,135,000</u>
Amounts due in one year	\$ 1,670,000	\$ 2,540,000

See Note 7 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 1994A 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 1994A 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 1994A
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2011 and 2010**

BASIC FINANCIAL STATEMENTS

OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1994A
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2011 and 2010

Statements of Net Assets – June 30, 2011 and 2010

	<u>2011</u>	<u>2010</u>
ASSETS:		
Current Assets:		
Cash and cash equivalents	\$399,472	\$1,227,176
Current portion of notes receivable	1,671,267	1,679,025
Interest receivable:		
Notes receivable	15,699	40,051
Other	121	26,110
Total current assets	<u>2,086,559</u>	<u>2,972,362</u>
Noncurrent Assets:		
Restricted Cash and cash equivalents	14,276,000	2,229,985
Restricted Investment	-	11,143,000
Notes receivable net of current portion	6,939,925	10,206,342
Bond issuance cost, net of accumulated amortization of \$228,308 and \$215,402 in 2011 and 2010, respectively	157,029	169,935
Total noncurrent assets	<u>21,372,954</u>	<u>23,749,262</u>
Total assets	<u>23,459,513</u>	<u>26,721,624</u>
LIABILITIES:		
Current Liabilities:		
Accrued interest payable	7,486	31,162
Current maturities of long-term debt	1,670,000	2,540,000
Other accrued liabilities	145,326	111,130
Total current liabilities	<u>1,822,812</u>	<u>2,682,292</u>
Noncurrent liabilities:		
Arbitrage rebate payable to the Federal Government	3,529	109,533
Long-term debt, less current maturities and unamortized discount of \$130,601 and \$141,336 in 2011 and 2010, respectively	5,979,399	9,453,664
Total noncurrent liabilities	<u>5,982,928</u>	<u>9,563,197</u>
Total liabilities	<u>7,805,740</u>	<u>12,245,489</u>
NET ASSETS:		
Restricted for debt service	14,276,000	13,372,985
Unrestricted	1,377,773	1,103,150
Total net assets	<u>\$15,653,773</u>	<u>\$14,476,135</u>

See accompanying notes to the basic financial statements.

OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1994A
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2011 and 2010

Statements of Revenues, Expenses, and Changes in Net Assets – Years Ended June 30, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Operating Revenues:		
Loan program income	\$232,343	\$295,540
Total operating revenues	<u>232,343</u>	<u>295,540</u>
Operating Expenses:		
Trustee fees	1,209	1,586
Administration fees	36,517	47,020
Interest expense	141,142	201,283
Amortization of bond issuance cost	12,906	12,907
Standby bond purchase agreement fees	9,387	12,235
Remarketing fees	6,206	6,263
Total operating expenses	<u>207,367</u>	<u>281,294</u>
Operating income	24,976	14,246
Non-Operating Revenues (Expenses):		
Credit (provision) for arbitrage rebate	106,004	(71,633)
Interest income	7,963	167,016
Gross Production Tax	900,000	-
Total non-operating revenues	<u>1,013,967</u>	<u>95,383</u>
Net income before transfers	1,038,943	109,629
Transfers In - Oklahoma Water Resources Board Series 1992	218,669	-
Transfers out - Oklahoma Water Resources Board	<u>(79,974)</u>	<u>(274,221)</u>
Change in net assets	1,177,638	(164,592)
Total net assets - beginning	14,476,135	14,640,727
Total net assets - ending	<u><u>\$15,653,773</u></u>	<u><u>\$14,476,135</u></u>

See accompanying notes to the basic financial statements.

OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1994A
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2011 and 2010

Statements of Cash Flows – Years Ended June 30, 2011 and 2010

	<u>2011</u>	<u>2010</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Collections of interest on loans to local governments	\$ 256,695	\$ 310,077
Payments to other suppliers	(19,123)	(20,645)
Interest paid on debt	(154,083)	(204,132)
	<u>83,489</u>	<u>85,300</u>
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES		
Transfers in - Oklahoma Water Resources Board Series 1992	113,669	-
Transfers out - Oklahoma Water Resources Board	(79,974)	(274,221)
Repayments of Long-term Debt	(4,355,000)	(2,105,000)
Gross production tax	900,000	-
Net Cash (Used in) Noncapital Financing Activities	<u>(3,421,305)</u>	<u>(2,379,221)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Collections of principal on loans to local governmental units	3,379,175	2,819,616
Sales of investments	11,143,000	2,229,985
Interest income	33,952	310,625
	<u>14,556,127</u>	<u>5,360,226</u>
Net Increase in Cash and Cash Equivalents	11,218,311	3,066,305
Balances - beginning of the year	<u>3,457,161</u>	<u>390,856</u>
Balances - end of the year	<u>\$14,675,472</u>	<u>\$3,457,161</u>
Reconciliation of Statement of Net Assts:		
Cash and Cash Equivalents	\$399,472	\$1,227,176
Restricted Cash and cash equivalents	<u>14,276,000</u>	<u>2,229,985</u>
Total Cash and cash equivalents	<u>\$14,675,472</u>	<u>\$3,457,161</u>
Reconciliation of operating income (loss) to net cash provided (used) by operating activities:		
Operating income	\$24,976	\$14,246
Adjustments to reconcile operating income to net cash provided by (used in) operating activities:		
Amortization of bond issuance costs and bond issuance discounts	23,641	23,641
Change in assets and liabilities:		
Decrease (Increase) in interest receivable	24,352	14,537
Increase (Decrease) in accrued interest payable	(23,676)	(13,583)
Increase (Decrease) in other accrued liabilities	<u>34,196</u>	<u>46,459</u>
Net Cash Provided by Operating Activities	<u>\$83,489</u>	<u>\$85,300</u>

See accompanying notes to the basic financial statements.

OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1994A
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2011 and 2010

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 1994A (the "Program") was established in November 1993 and commenced operations in January 1994. The Program was established by the Board to provide monies to refund all or a portion of the Board's State Loan Program Revenue Bonds Series 1986A, Series 1989 and Series 1992 and 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 required that all local loans be originated by January 20, 1997. No new loans were 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. Except for \$14,276,000 and \$13,372,985 at June 30, 2011 and 2010 respectively (see Note 5), received from the proceeds of the Board's State Loan Program Notes, Series 1994 and various other Board bond programs, which is restricted for use as a debt service reserve, 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.

OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1994A
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2011 and 2010

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

Accordingly, all such activities and monies are combined for purposes of preparing the Program's financial statements.

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 \$313,085. The bond discount is being amortized over the remaining life of the bonds. Amortization expense of \$10,735 was recorded in 2011 and 2010.

Cash and 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 \$14,675,472 and \$3,457,161 at June 30, 2011 and 2010 respectively, was 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 1994A
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2011 and 2010

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, 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>Average Maturities</u>	<u>Credit Rating</u>	<u>Carrying Value</u>
Federated Treasury Obligations Fund	16 days	AAAm	\$ 14,675,472
Total			<u>\$ 14,675,472</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% is invested in Federated Treasury Obligations Fund.

At June 30, 2010, 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>Average Maturities</u>	<u>Credit Rating</u>	<u>Carrying Value</u>
Federated Treasury Obligations Fund	15 days	AAAm	\$ 3,457,161
Total			<u>\$ 3,457,161</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: 93.7% is invested in Federated Treasury Obligations Fund.

OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1994A
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2011 and 2010

3. Notes Receivable

Notes receivable of \$8,611,192 and \$11,885,367 at June 30, 2011 and 2010, respectively, represents loans made by the Program or notes received from other Board bond programs, which were made 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 2023; 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, 2011. 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 Funding and 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:

- During the year, an annual program administration fee of 0.1328% of fixed rate notes receivable outstanding during the period was charged to operations. An annual program administration fee of 0.3800% 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.
- Standby purchase agreement fees are to be paid to a bank that has guaranteed, under certain conditions, to purchase outstanding bonds that cannot otherwise be sold.
- 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.

OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1994A
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2011 and 2010

5. Restricted Cash and Investments

A description of the cash and investment as of June 30, 2011 and 2010 is as follows:

	<u>2011</u>	<u>2010</u>
Cash and cash equivalents - Federated Treasury Obligations	\$ 14,276,000	\$ 2,229,985
Investments - Long-term certificates of deposit with principal amounts for \$215,000 to \$249,000, maturing in September 2010, with interest rates from .65% to 1%	-	11,143,000
	\$ 14,276,000	\$ 13,372,985

Investment income from the Program's restricted investment account is to be transferred to the Water Resources Grant Account at the discretion of the Board. Pursuant to this provision, \$79,974 and \$274,221 was transferred to the Water Resources Grant Account during the years ended June 30, 2011 and 2010, respectively.

6. Arbitrage Rebate Due Federal Government

In order for the interest on the Program's bonds to be tax exempt, the Board 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. Management has estimated the arbitrage rebate liability to be \$3,529 as of June 30, 2011. The actual rebate liability for the Program will not be determined until March 2014 and could differ from the estimate reflected in the accompanying financial statements. Management of the Program does not believe that the difference will have a material effect on the financial statements or results of operations of the Program.

**OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1994A
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2011 and 2010**

7. Long-term Debt

	<u>2011</u>	<u>2010</u>
Beginning Balances:		
Serial and term bonds due September 1, 2011 to September 1, 2015, at fixed interest rates	\$ 1,830,000	\$ 2,115,000
Serial and term bonds due September 1, 2011 to September 1, 2023, at variable rates subject to a mandatory sinking fund redemption	10,305,000	12,125,000
	\$ 12,135,000	\$ 14,240,000
Less: debt principal repayments	(4,355,000)	(2,105,000)
Ending Balances	\$ 7,780,000	\$ 12,135,000
Amounts due in one year	\$ 1,670,000	\$ 2,540,000

Certain bonds bear interest at a variable rate, initially set at 2.3% and periodically adjusted pursuant to the provisions of the bond indenture, to a maximum rate of 14% per year. The interest rate on the bonds was .55% at June 30, 2011. 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. During fiscal year 2011, the bonds were remarketed quarterly. There were no fixed rate conversions in 2011 and 2010. Remaining fixed rate bonds bear interest at 5.875%. Variable interest rates are reset quarterly on March 1st, June 1st, September 1st, and December 1st as specified by the bond indenture, by the Program's remarketing agent. At June 30, 2011, the Program had \$7,575,000 in variable bonds outstanding.

Future debt service payments required by the serial and term bonds as of June 30, 2011, were developed using the loan repayment amortization schedules maintained in the IFS system for variable rate bonds and scheduled maturities for fixed rate bonds. Future debt service payments required by the Program's serial and term bonds as of June 30, 2011 are as follows:

<u>Fiscal Year</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2012	\$ 1,670,000	\$ 51,797	\$ 1,721,797
2013	1,045,000	39,004	1,084,004
2014	910,000	29,529	939,529
2015	795,000	22,853	817,853
2016	785,000	18,480	803,480
2017-2021	2,575,000	14,163	2,589,163
Total	\$ 7,780,000	\$ 175,826	\$ 7,955,826

OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1994A
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2011 and 2010

7. Long-term Debt (cont'd)

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.

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 1994A Bonds share in an aggregate debt service reserve along with all the other Board bond programs. At June 30, 2011, the aggregate debt service reserves totaled \$17,766,508 of which \$14,276,000 is reflected in the accompanying statements of net assets. The remaining debt service reserves are reflected in the Board bond program Series 1989.

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 \$2,194,000 as of June 30, 2011 and is held by the Board's trustee bank.

8. Transfers In

During FY-2011, the Series 1992 Bond Program retired all outstanding bonds associated with that program. Of the remaining corpus in the Series 1992 Bond Program, notes receivable of \$105,000 and cash of \$113,669 were transferred to the Series 1994 A Program. The restricted debt service reserve investment of \$2,079,500 was transferred to the Series 1989 Program.

**OKLAHOMA WATER RESOURCES BOARD
STATE LOAN PROGRAM REVENUE BONDS – SERIES 1994A
ANNUAL FINANCIAL REPORT
As of and for the Years Ended June 30, 2011 and 2010**

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 1994A for June 30, 2011 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.

A handwritten signature in cursive script that reads 'Arledge & Associates, P.C.'.

Edmond, Oklahoma
November 4, 2011