

**OKLAHOMA STATE EMPLOYEES
PATHFINDER 401(a) PLAN**

Administered by the Oklahoma Public
Employees Retirement System

**FINANCIAL STATEMENTS AND
INDEPENDENT AUDITORS REPORT**

**AS OF JUNE 30, 2017 AND THE INITIAL
PERIOD FROM NOVEMBER 1, 2015 TO
JUNE 30, 2016**

OKLAHOMA STATE EMPLOYEES

PATHFINDER 401(a) PLAN

Public Employees Retirement System

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INDEPENDENT AUDITOR'S REPORT

Board of Trustees
Oklahoma State Employees
Pathfinder 401(a) Plan

Report on the Financial Statements

We have audited the accompanying financial statements of the Oklahoma State Employees Pathfinder 401(a) Plan (the "Plan"), which comprise the statements of fiduciary net position as of June 30, 2017 and 2016, and the related statements of changes in fiduciary net position for the year ended June 30, 2017 and the initial period from November 1, 2015 (date of inception) to June 30, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America, 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 from material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Oklahoma State Employees Pathfinder 401(a) Plan as of June 30, 2017 and 2016 and the changes in its financial position for the year ended June 30, 2017 and the initial period from November 1, 2015 (date of inception) to June 30, 2016 in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

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.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated October 6, 2017, on our consideration of the Plan'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 internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Plan's internal control over financial reporting and compliance.



Edmond, Oklahoma
October 6, 2017

**OKLAHOMA STATE EMPLOYEES
PATHFINDER 401(a) PLAN**
Administered by the Oklahoma Public Employees Retirement System
MANAGEMENT'S DISCUSSION AND ANALYSIS
June 30, 2017 and 2016

As management of the Pathfinder 401(a) Plan (the "Plan"), which is administered by the Oklahoma Public Employees Retirement System (OPERS), we offer readers of the Plan's financial statements this narrative overview and analysis of the financial activities of the Plan for the fiscal years ended June 30, 2017 and June 30, 2016.

FINANCIAL HIGHLIGHTS

- The net position available for plan benefits totaled approximately \$13,037,008 at June 30, 2017 and \$2,291,306 at June 30, 2016. These funds are available for distribution to plan participants in accordance with Plan provisions.
- The number of active, retired, or inactive participants was 4,397 and June 30, 2017 and 1,797 at June 30, 2016.
- The Plan's average annualized rates of return of its mutual funds and common trust funds for the one-year period ended June 30, 2017, ranged from a high of 27.86% to a low of negative 0.44%. This compares with a high of 4.01% to a low of negative 12.63% in the corresponding prior year period.
- No investment options were closed during the period ending June 30, 2017 or June 30, 2016.

OVERVIEW OF THE FINANCIAL STATEMENTS

The Plan is established as a money purchase pension plan pursuant to Internal Revenue Code (IRC) Section 401(a). The Plan includes mandatory employee and employer contributions and earnings. Participants also have the option to rollover contributions from qualified retirement plans. Benefits are payable to participants, in accordance with plan provisions, upon termination of employment with the State, retirement, or death based on the participants' account balances.

The Plan's financial statements are comprised of a Statement of Fiduciary Net Position, a Statement of Changes in Fiduciary Net Position, and Notes to Financial Statements.

The *statement of fiduciary net position* presents information on the Plan's assets, deferred outflows of resources, liabilities, and deferred inflows of resources with the difference between these reported as *net position available for plan benefits*. This statement reflects, at fair value, the participants' balances in their selected investment options, which are available to pay benefits.

The *statement of changes in fiduciary net position* presents information showing how the Plan's net position available for plan benefits changed during the fiscal year ended June 30, 2017 and the initial period ended June 30, 2016. This statement reflects contributions made on behalf of or by participants along with benefits paid to participants during the period. Investing activities during the period are also presented which include interest and dividends added to participant accounts and the net appreciation or depreciation in fair value of the investments.

The *notes to the financial statements* provide additional information that is essential to a full understanding of the data provided in the financial statements.

The Plan does not meet the criteria for inclusion in the financial statements of the State of Oklahoma.

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MANAGEMENT'S DISCUSSION AND ANALYSIS
June 30, 2017 and 2016

FINANCIAL ANALYSIS

Plan net position at June 30 is summarized as follows:

	<u>2017</u>	<u>2016</u>
Cash and cash equivalents	\$ 241,908	\$ 5,004
Contributions receivable	223,388	175,774
Investments:		
Stable value fund	26,327	17,156
Mutual funds	12,751,123	2,093,713
Common Trust funds	<u>36,170</u>	<u>4,663</u>
Total assets	13,278,916	2,296,310
Other Liabilities	<u>241,908</u>	<u>5,004</u>
Ending net position	\$ <u><u>13,037,008</u></u>	\$ <u><u>2,291,306</u></u>

Summarized changes in Plan net position are as follows for the initial period ended June 30, 2016 and the fiscal year ended June 30, 2017:

	<u>2017</u>	<u>2016</u>
Additions:		
Contributions	\$ 10,618,553	\$ 2,254,231
Investment income	<u>671,112</u>	<u>60,266</u>
Total additions	11,289,665	2,314,497
Deductions:		
Benefits paid to participants	448,501	8,411
Administrative fees	<u>95,462</u>	<u>14,780</u>
Total deductions	<u>543,963</u>	<u>23,191</u>
Increase in net position	\$ <u><u>10,745,702</u></u>	\$ <u><u>2,291,306</u></u>

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MANAGEMENT'S DISCUSSION AND ANALYSIS
June 30, 2017 and 2016

Participants elected to allocate their contributions to the Plan for the years ended June 30, 2017 and 2016 as follows:

	2017	2016
Bond fund	0.25%	1.08%
Balanced fund	95.58%	93.64%
Large Cap equity fund	0.84%	1.44%
Mid Cap equity fund	0.20%	0.58%
Small Cap fund	0.41%	1.32%
International equity fund	0.23%	0.17%
Stable Value fund	0.19%	0.25%
Target Date Fund	2.30%	1.52%
	100.00%	100.00%

Payments made as a result of separation from service during the period ended June 30, 2017 totaled \$180,292 and \$2,684 in 2016. In addition, a payment as a result of a member's death was made in 2017 for \$1,481.

At June 30, 2017, Plan investments totaled \$12.8 million and \$2.1 million in 2016. During this period, the returns for the total U.S. equity market were 18.5% and negative 0.3% for the U.S. fixed income market. The returns for the U.S. equity market were 2.1% and 6.0% for the U.S. fixed income market at June 30, 2016.

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June 30, 2017 and 2016

A summary of the mutual funds and common trust fund balances at June 30, 2017 and 2016 and their one-year annualized returns is as follows:

	Year ended June 30, 2017			Year ended June 30, 2016	
	Balance	One Year Returns		Balance	One Year Returns
Balanced fund:					
Vanguard Balanced Index	\$ 12,006,976	10.59 %	\$	1,969,967	4.01 %
	12,006,976			1,969,967	
Bond funds:					
BNY Mellon Ag Bond Index	11,912	-0.44		3,512	n/a
T. Rowe Price High Yield Fund	45,208	12.64		19,277	0.01
	57,120			22,789	
International funds:					
American Funds EuroPacific Growth Fund	7,514	22.18		974	-9.57
T. Rowe Price Emerging Markets Stock	23,878	22.10		2,457	-5.53
BNY ACWI Ex-US	7,432	20.55		723	n/a
	38,824			4,154	
Large-Cap funds:					
American Century Income and Growth	21,112	16.16		1,833	1.21
Blackrock S&P 500 Stock Fund	89,357	17.85		18,489	3.81
T. Rowe Price Large Cap Growth Equity	56,609	27.86		8,678	-1.46
	167,078			29,000	
Mid-Cap equity funds:					
Artisan Mid-Cap Value Fund	29,859	16.49		8,651	-1.21
Columbia Acorn Y Fund	10,105	24.35		1,929	-7.83
	39,964			10,580	
Small-Cap equity funds:					
BNY Small Cap Stock Index	16,826	22.77		428	n/a
Janus Henderson Small-Cap Value Fund *	61,483	22.67		19,809	1.88
Blackrock Small-Cap Growth Equity	16,188	24.57		3,098	-12.63
	94,497			23,335	
Target date funds:					
Vanguard Target Retirement 2020	23,473	10.30		8,112	1.44
Vanguard Target Retirement 2030	93,145	13.40		3,724	0.11
Vanguard Target Retirement 2040	160,841	16.49		14,057	-1.44
Vanguard Target Retirement 2050	105,375	16.99		12,658	-1.48
	382,834			38,551	
Total mutual funds and common trust funds	\$ 12,787,293		\$	2,098,376	

* Name change June 2017-previouslly Perkins Small-Cap Value Fund

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ECONOMIC FACTORS

Other than changes in the fair value of Plan assets as may be impacted by the stock and bond markets, no other matters are known by management to have a significant impact on the operations or financial position of the Plan.

REQUEST FOR INFORMATION

This financial report is designed to provide a general overview of the Plan's finances for all those with an interest. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the Plan Administrator, Defined Contribution Plans, c/o OPERS, P.O. Box 53007, Oklahoma City, Oklahoma 73152-3007.

**OKLAHOMA STATE EMPLOYEES
PATHFINDER 401(a) PLAN**

Administered by the Oklahoma Public Employees Retirement System

STATEMENTS OF FIDUCIARY NET POSITION

June 30, 2017 and 2016

	<u>2017</u>	<u>2016</u>
ASSETS:		
Cash and cash equivalents	\$ 241,908	\$ 5,004
Contributions receivable	223,388	175,774
Investments:		
Stable value fund	26,327	17,156
Mutual funds:		
Bond funds	45,208	19,277
Balanced funds	12,006,976	1,969,967
Large-Cap equity funds	167,078	29,000
Mid-Cap equity funds	39,964	10,581
Small-Cap equity funds	77,671	22,907
International equity funds	31,392	3,431
Target date funds	<u>382,834</u>	<u>38,550</u>
Total mutual funds	12,751,123	2,093,713
Common trust funds:		
Bond funds	11,912	3,512
Small-Cap equity funds	16,826	428
International equity funds	<u>7,432</u>	<u>723</u>
Total common trust funds	36,170	4,663
Total investments	<u>12,813,620</u>	<u>2,115,532</u>
TOTAL ASSETS	<u>13,278,916</u>	<u>2,296,310</u>
LIABILITIES:		
OPERS administrative reimbursement		
collections in excess of remittances	1,810	243
Other payables	<u>240,098</u>	<u>4,761</u>
TOTAL LIABILITIES	<u>241,908</u>	<u>5,004</u>
NET POSITION AVAILABLE FOR PLAN BENEFITS	<u>\$ 13,037,008</u>	<u>\$ 2,291,306</u>

See accompanying notes to financial statements.

**OKLAHOMA STATE EMPLOYEES
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STATEMENTS OF CHANGES IN FIDUCIARY NET POSITION

For the fiscal year ending June 30, 2017 and the initial period from
November 1, 2015 (Date of Inception) to June 30, 2016

	2017	2016
ADDITIONS:		
Contributions:		
Participants	\$ 4,021,583	\$ 827,414
Employers	5,759,915	1,174,922
Rollovers from other plans	837,055	251,895
Total contributions	<u>10,618,553</u>	<u>2,254,231</u>
Investment income:		
Net appreciation in fair value of investments	518,352	48,981
Interest and dividends	152,760	11,285
Net investment income	<u>671,112</u>	<u>60,266</u>
 TOTAL ADDITIONS	 <u>11,289,665</u>	 <u>2,314,497</u>
DEDUCTIONS:		
Benefits paid to participants	448,501	8,411
Administrative fees	95,462	14,780
 TOTAL DEDUCTIONS	 <u>543,963</u>	 <u>23,191</u>
 NET INCREASE	 10,745,702	 2,291,306
NET POSITION AVAILABLE FOR PLAN BENEFITS		
Beginning of year	<u>2,291,306</u>	<u>-</u>
End of year	<u>\$ 13,037,008</u>	<u>\$ 2,291,306</u>

See accompanying notes to financial statements.

**OKLAHOMA STATE EMPLOYEES
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NOTES TO THE FINANCIAL STATEMENTS

June 30, 2017 and 2016

1. DESCRIPTION OF THE PLAN

The following brief description of the Oklahoma State Employees Pathfinder 401(a) Plan (the “Plan”), a defined contribution pension plan administered by the Oklahoma Public Employees Retirement System (OPERS), is provided for general information purposes only. For a more complete description of the Plan provisions, refer to the detailed Plan documents or Title 74 of the Oklahoma Statutes (O.S.).

Effective November 1, 2015, the State of Oklahoma (the “State”) established the Plan as a money purchase pension plan pursuant to Internal Revenue Code (IRC) Section 401(a). The Plan is intended to qualify as a governmental plan within the definition of IRC Section 414(d) and is not subject to the Employee Retirement Income Security Act of 1974 (ERISA). The Plan and its related Trust are intended to meet the requirements of IRC Sections 401(a) and 501(a).

The Plan is a mandatory defined contribution plan for eligible state employees who first become employed by a participating employer on or after November 1, 2015, and have no prior participation in the Oklahoma Public Employees Retirement System.

Qualified participants make mandatory contributions of 4.5% and receive an employer contribution of 6%. The employer will contribute an additional 1% to the Plan if the employee makes voluntary contributions of 2.5% or more into the separate Pathfinder Deferred Compensation Plan. Participants elect their contribution amount at the time of hire on an enrollment form provided by their employer. The employee elections are entered into the employer’s payroll system and contributions are withheld when the employer’s payroll is processed. Rollover contributions are accepted into the Plan provided such rollover contributions meet the applicable requirements of the IRC.

Participants have investment discretion over all contributions into the Plan. Investment allocations are initially defaulted into the Vanguard Balanced Fund; however, upon enrollment participants can change their investment allocation by logging into their account through a secure website or by calling the recordkeeper’s client service department. Plan investment options are approved by the Board of Trustees and include fifteen mutual funds, three common trust funds, a Stable Value fund and a self-directed brokerage option for mutual funds. All interest, dividends and investment fees are allocated to the participants’ accounts.

Plan benefits are paid to participants or beneficiaries upon termination, retirement, or death. Such benefits are based on a participant’s account balance and are disbursed in a lump sum or periodic payments or may be rolled over to a qualified plan at the option of the participant or beneficiaries.

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the employer’s contribution portion of their accounts is based on years of continuous service. A participant is 100% vested after 5 years of credited service.

The supervisory authority for the management and operation of the Plan is the Board of Trustees (the “Board”) of OPERS.

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Administered by the Oklahoma Public Employees Retirement System

NOTES TO THE FINANCIAL STATEMENTS

June 30, 2017 and 2016

1. DESCRIPTION OF THE PLAN (Cont'd)

At June 30, the Plan's membership consisted of the following:

	<u>2017</u>	<u>2016</u>
Active Participants	3,404	1,595
Retired and Inactive	<u>993</u>	<u>202</u>
Total	<u>4,397</u>	<u>1,797</u>

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Presentation

The accompanying financial statements have been prepared on the economic resources measurement focus and the accrual basis of accounting.

B. Contributions Receivable

Contributions receivable included in the Statement of Fiduciary Net Position represent employer contributions not yet remitted to the Plan by the state agency responsible for payrolls.

C. Investments

The Plan is authorized to invest in eligible investments as prescribed Title 74 O.S. 935.9. Investments in the mutual funds are presented at fair value, which is the price that would be received if the investments were sold in an orderly transaction between a willing buyer and a willing seller. Investments in the common trust funds are presented at fair value based on the unit price quoted by the fund, representing the fair value of the underlying investment. Investments in the Stable Value fund, an interest earning contract, are presented at contract book value, which approximates fair value, as determined by the Plan's recordkeeper.

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NOTES TO THE FINANCIAL STATEMENTS

June 30, 2017 and 2016

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICES (Cont'd)

D. Administrative Expenses

Certain administrative functions of the Plan are provided by OPERS, and the related expenses are not reflected in these financial statements. These administrative expenses would not be material to the Plan if recorded.

Effective November 1, 2015, the Board entered into an agreement with Empower Retirement (Empower), for recordkeeping services for the two Pathfinder Plans. The agreement has been renewed through fiscal year 2018. Under terms of this agreement, Empower will receive an administrative service fee of thirty-one dollars and thirty-two cents (\$31.32) per participant per year. The fee is paid by participants with a deduction of two dollars and sixty-one cents (\$2.61) per month from each participant's account.

E. Federal Income Tax Status

OPERS submitted an application for determination of the Plan to the IRS on October 22, 2015. The application is still pending.

F. Use of Estimates

The preparation of the Plan's financial statements in conformity with U.S. generally accepted accounting principles requires the Plan administrator to make significant estimates and assumptions that affect the reported amounts of plan net position at the date of the financial statements and the changes in plan net position during the reporting periods and, when applicable, disclosures of contingent assets at the date of the financial statements. Actual results could differ from those estimates.

G. Risks and Uncertainties

The Plan provides for various investment options in any combination of savings accounts, mutual funds, and other investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the risks associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities may occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the accompanying Statement of Fiduciary Net Position.

3. CASH AND CASH EQUIVALENTS

Cash and cash equivalents represent the Plan's investment in OK INVEST, an internal pool maintained by the State Treasurer. At June 30, 2017 and 2016, the bank balance of cash equivalents in OK INVEST totaled \$229,301 and \$243, respectively. The Plans investment in OK INVEST is carried at cost, as management has determined that the difference between cost and fair value of the Plan's investment in OK INVEST is not material to the financial statements as a whole.

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NOTES TO THE FINANCIAL STATEMENTS

June 30, 2017 and 2016

3. CASH AND CASH EQUIVALENTS (Cont'd)

Agencies and funds that are considered to be part of the State's reporting entity in the State's Comprehensive Annual Financial Report are allowed to participate in OK INVEST. Oklahoma statutes and the State Treasurer establish the primary objectives and guidelines governing the investment of funds in OK INVEST. Safety, liquidity, and return on investment are the objectives that establish the framework for the day-to-day OK INVEST management, with an emphasis on safety of the capital and the probable income to be derived and meeting the State and its funds' and agencies' daily cash flow requirements. Guidelines in the Investment Policy address credit quality requirements, diversification percentages and the types and maturities of allowable investments. The specifics regarding these policies can be found on the State Treasurer's website at <http://www.ok.gov/treasurer>. The State Treasurer, at his discretion, may further limit or restrict such investments on a day-to-day basis. OK INVEST includes a substantial investment in securities with an overnight maturity as well as in U.S. government securities with a maturity of up to three years. OK INVEST maintains an overall weighted average maturity of less than four years.

Participants in OK INVEST maintain interest in its underlying investments and, accordingly, may be exposed to certain risks. As stated in the State Treasurer information statement, the main risks are interest rate risk, credit/default risk, liquidity risk, and U.S. government securities risk. Detailed information regarding OK INVEST's portfolio and the related risks is available within the State's Comprehensive Annual Financial Report.

Custodial credit risk of investments is the risk that in the event of a bank failure, the government's investments may not be returned to it. Interests in OK INVEST are not insured or guaranteed by the State, the FDIC, or any other government agency. The Plan does have a formal policy for custodial credit risk. Generally, any funds received by the Plan, including contributions, are transferred to the record keeper within one business day.

At June 30, 2017, cash of \$240,098 and June 30, 2016, cash of \$4,761, was held in the Plan's name by its recordkeeper representing forfeitures. The funds are invested in the Plan's Stable Value fund, which is described in Note 4. The liability for this amount is included in Other Liabilities in the Statement of Plan Fiduciary Net Position.

**OKLAHOMA STATE EMPLOYEES
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NOTES TO THE FINANCIAL STATEMENTS

June 30, 2017 and 2016

4. INVESTMENTS

The Plan's Investment Policies and Guidelines state that the Board has the fiduciary responsibility to provide investment and administrative services to the Plan's participants and sets forth the following objectives:

- To provide participants with a prudent menu of investment options to diversify their investment portfolios in order to efficiently achieve reasonable financial goals for retirement.
- To provide education to participants to help them build portfolios which maximize the probability of achieving their investment goals.
- To administer the Plan in an efficient manner, such that participants are able to monitor their individual portfolios and make suitable adjustments in a timely manner.
- To provide competitive investment options in major asset classes at a reasonable cost.
- To establish criteria and procedures for the ongoing evaluation of the investment offered, which are consistent with prudent investment management and participants' needs for diverse investment options.
- To establish procedures for the selection, evaluation, review, and elimination of fund options and the Board's expectations regarding each fund option.

The menu of core investment options must include at least one offering in each of the following asset categories: Cash Equivalents, Fixed Income, Balanced, Domestic Large Cap Equity, Domestic Small and Mid-Cap Equity, and International Equity. With the exception of the cash equivalent category, the Plan is structured such that all core investment options are publicly traded mutual funds or common trust funds

A brief description of the investment options is as follows:

Stable Value Fund

Empower, as the Plan's trustee and recordkeeper, has established a separate stable value fund (Fund), for the Plan. The Fund is an interest-earning contract that provides a stable rate of return by investing in a pool of government securities backed by the U.S. government and/or its agencies. In advance of each calendar quarter, Empower establishes a rate of return for that quarter for the Fund. The rate in effect for the quarter ended June 30, 2017 and 2016 was 1.80% and 1.85%, respectively.

Stable Value fund investment income included in the accompanying financial statements is net of annual fees which are deducted from earnings prior to posting to the participant accounts.

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NOTES TO THE FINANCIAL STATEMENTS

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4. INVESTMENTS (Cont'd)

Mutual Fund and Common Trust Funds

As of June 30, 2017 and 2016, the Plan offers 15 mutual funds from 8 fund families and 3 common trust funds from BNY Mellon. The composition is one (1) bond fund; seven (7) equity funds which includes large-, mid-, and small-cap funds; two (2) international equity funds; one (1) balanced fund with a mix of bond and equity securities; four (4) target date funds; one (1) bond common trust fund; one (1) small cap stock common trust fund and one (1) international equity common trust fund.

Shares of these funds and options are not insured, although some securities in which the funds invest may be insured or backed by the U.S. Government or its agencies. Investment income in the accompanying financial statements is net of management and other expenses charged by the funds' managers which are deducted from earnings prior to posting to the participant accounts. The mutual funds are no-load funds.

Interest Rate Risk

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. Other than the requirement that the duration of the Stable Value fund cannot exceed five years, the Plan investment guidelines include no formal policy on interest rate risk. Duration is a measure of a debt investment's exposure to fair value changes arising from changing interest rates based upon the present value of cash flows, weighted for those cash flows as a percentage of the investment's full price.

The average effective duration in years as provided by data from Morningstar, Inc. reports were:

	<u>June 30, 2017</u>		<u>June 30, 2016</u>	
	Fair	Weighted	Fair	Weighted
<u>Fixed Income Mutual Funds</u>	<u>Value</u>	<u>Average</u>	<u>Value</u>	<u>Average</u>
		<u>Duration</u>		<u>Duration</u>
T. Rowe Price High Yield Fund	\$ 45,208	3.01	\$ 19,277	3.62
BNY Mellon AG Bond Index	\$ 11,912	6.01	\$ 3,512	5.61

At June 30, 2017 and 2016, the fair value of the Stable Value fund was \$26,327 and \$17,156, and the weighted average duration as provided by Empower was 3.3 and 2.6 years, respectively.

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NOTES TO THE FINANCIAL STATEMENTS

June 30, 2017 and 2016

4. INVESTMENTS (Cont'd)

Credit Risk

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations to the Plan. The Plan's policies and guidelines set forth specific criteria for selection of mutual fund and common trust fund options to be offered to participants and provide that a review and evaluation of these funds will be performed at least annually. While the guidelines set no specific rating criteria for the fixed income mutual funds, these funds are subject to the selection and review provisions as are all of the other investments. The weighted averaged credit rating for the fixed income securities included in the T. Rowe Price Institutional High Yield Fund, as provided by Morningstar, Inc. reports, was B at June 30, 2017 and June 30, 2016.

The Plan's policies and guidelines require that the credit quality of the Stable Value fund be that of securities issued by the U.S. government and agencies and commercial bank securities with FDIC guarantees. The investments in the Stable Value fund at June 30, 2017 and 2016 were primarily composed of mortgage-backed and asset-backed securities which were all rated AA+/AAA/AAA (S&P/Moody's/Fitch).

5. FAIR VALUE MEASUREMENT

The Plan categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to quoted prices in active markets for identical assets (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The inputs to the three levels of the fair value hierarchy are described as follows:

- Level 1 – Quoted prices in active markets for identical assets or liabilities
- Level 2 – Significant other observable inputs, including quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets in markets that are not active and other market corroborated inputs
- Level 3 – Significant unobservable inputs

**OKLAHOMA STATE EMPLOYEES
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Administered by the Oklahoma Public Employees Retirement System

NOTES TO THE FINANCIAL STATEMENTS

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5. FAIR VALUE MEASUREMENT (Cont'd)

Assets measured at fair value on a recurring basis are summarized below:

	Level 1	Level 2	Level 3	Fair Value
June 30, 2017				
Mutual funds:				
Bond funds	\$ 45,208	\$ -	\$ -	\$ 45,208
Balanced funds	12,006,976	-	-	12,006,976
Large-Cap equity funds	167,078	-	-	167,078
Mid-Cap equity funds	39,964	-	-	39,964
Small-Cap equity funds	77,671	-	-	77,671
International equity funds	31,392	-	-	31,392
Target date funds	382,834	-	-	382,834
Total	\$ 12,751,123	\$ -	\$ -	\$ 12,751,123
Common Trust funds:				
Bond fund	\$ -	\$ 11,912	\$ -	\$ 11,912
Small-cap equity fund	-	16,826	-	16,826
International equity funds	-	7,432	-	7,432
Total	\$ -	\$ 36,170	\$ -	\$ 36,170

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5. FAIR VALUE MEASUREMENT (Cont'd)

	Level 1	Level 2	Level 3	Fair Value
June 30, 2016				
Mutual funds:				
Bond funds	\$ 19,277	\$ -	\$ -	\$ 19,277
Balanced funds	1,969,967	-	-	1,969,967
Large-Cap equity funds	29,000	-	-	29,000
Mid-Cap equity funds	10,581	-	-	10,581
Small-Cap equity funds	22,907	-	-	22,907
International equity funds	3,431	-	-	3,431
Target date funds	38,550	-	-	38,550
Total	<u>\$ 2,093,713</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 2,093,713</u>
Common Trust funds:				
Bond fund	\$ -	\$ 3,512	\$ -	\$ 3,512
Small-cap equity fund	-	428	-	428
International equity funds	-	723	-	723
Total	<u>\$ -</u>	<u>\$ 4,663</u>	<u>\$ -</u>	<u>\$ 4,663</u>

Mutual funds are valued based on published market prices and categorized as Level 1 within the hierarchy. Common trust funds values are available through common media publications and are categorized as Level 2 within the hierarchy.



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

Board of Trustees
Oklahoma State Employees
Pathfinder 401(a) Plan

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the Oklahoma State Employees Pathfinder 401(a) Plan (the "Plan"), which comprise the statement of fiduciary net position as of June 30, 2017, and the related statement of changes in fiduciary net position for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated October 6, 2017.

Internal Control over Financial Reporting

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

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

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

Compliance and Other Matters

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

Purpose of this Report

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

A handwritten signature in black ink that reads "Arledge & Associates, P.C." in a cursive script.

Edmond, Oklahoma
October 6, 2017