

River Parks Authority

Financial Statements
and
Independent Auditor's Report

June 30, 2014 and 2013

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Independent Auditor's Report

Board of Trustees of
River Parks Authority

We have audited the accompanying financial statements of the business-type activities and each major fund of River Parks Authority (the "Authority") as of and for the years ended June 30, 2014 and 2013, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the 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 entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the business-type activities and each major fund of the River Parks Authority as of June 30, 2014 and 2013, and the respective changes in financial position and cash flows thereof for the years then ended 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 on pages 5 to 10 and other required supplemental information on pages 28 to 29 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 January 9, 2015 on our consideration of the Authority'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 Authority's internal control over financial reporting and compliance.

Tulsa, Oklahoma
January 9, 2015

Stanfield & O'Sell P.C.

**MANAGEMENT'S DISCUSSION
AND ANALYSIS**

MANAGEMENT'S DISCUSSION AND ANALYSIS

June 30, 2014 and 2013

As management of the River Parks Authority (the Authority), we offer readers of the Authority's financial statements this overview and analysis of the financial activities of the Authority for the fiscal years ended June 30, 2014 and 2013.

The Authority is a proprietary fund classified as an enterprise fund used to account for business-type activities. This type of fund accounts for operations that are financed and operated in a manner similar to private business enterprises. Revenue sources of the Authority include intergovernmental contributions, easement fees, investment earnings, user charges, sales and private contributions.

Financial Highlights

- The assets of the River Parks Authority exceeded its liabilities at the close of business June 30, 2014 by \$26,969,665 (net position). Of this amount, \$1,776,083 (unrestricted net position) may be used to meet the Authority's ongoing obligation to citizens and creditors.
- Most of the operating fund's restricted assets, \$367,248, are set aside to provide self-insurance for the Pedestrian Bridge, Zink Dam and the floating stage. Restricted and unrestricted assets may also be used to fund other agency needs in compliance with Board of Trustees approval in accordance with the agency's Financial Management Policy. Such needs would generally be those that could not have reasonably been anticipated at the time the annual budget was adopted or for which the adopted budget was insufficient.

Overview of the Financial Statements

The financial statements are designed to provide readers with a broader overview of the Authority's finances, in a manner similar to a private-sector business.

The *Statement of Net Position* presents information on all of the Authority's assets and liabilities, with the difference between the two reported as *net position*. Over time, increases or decreases in net position serve as a useful indicator of changes in a government's financial position.

The *Statement of Revenues, Expenses and Changes in Net Position* serves as the basic statement of activities, which presents information showing how the government's net position changed during the year. All changes in net position are reported as soon as the underlying event giving rise to the change occurs, *regardless of timing of related cash flows*. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods (e.g., unused vacation leave). In this statement, the focus is on expenses rather than expenditures.

The *Statement of Cash Flows* provides information about the Authority's cash receipts and cash payments for the fiscal years ending June 30, 2014 and 2013. This statement reports cash receipts, cash payments, and changes in cash resulting from operations, investing, and financing activities and provides answers to such questions as where did cash come from, what was cash used for, and what was the change in cash balance during the period.

MANAGEMENT'S DISCUSSION AND ANALYSIS

June 30, 2014 and 2013

Overview of the Financial Statements - Continued

Notes to the Financial Statements. The notes provide additional information that is essential to a full understanding of the data provided in the financial statements. The notes to the financial statements also include notes that explain in more detail some of the information in the financial statements.

Other Information. In addition to the basic financial statements and accompanying notes, this report also presents Required Supplemental Information concerning the Authority's progress in funding its obligation to provide pension benefits to its employees.

Financial Analysis

Net position may serve over time as a useful indicator of the Authority's financial position. As noted earlier, the Authority's assets exceeded liabilities by \$26,969,665 at the close of the year.

- At the end of the current year, the Authority is able to report positive balances in its Operating and M.K.&T. Trail Funds, as well as in the River Park Foundation. The same situation held true for the prior year. Funding ratios by the City of Tulsa and Tulsa County fluctuated, but total funding for operations remained stable.
- The vast majority of the Authority's net position (90 percent) reflects its net investment in capital assets (e.g., land, building, machinery, and equipment). The Authority uses these capital assets to provide services to the citizens; consequently, these assets are not available for future spending.
- Capital assets increased \$1,454,073 or 6 percent over the prior year amount, primarily due to current year improvements.
- Change in net position increased \$619,577 or 155 percent over the net decrease of the prior year, primarily due to the increase in amount received from private donors and intergovernmental activities received from private donors and intergovernmental activities, especially related to funds earmarked for repairs to the gates of Zink Dam.
- The multi-phase renovation of River Parks' recreational trail system on the east and west banks continues. The east bank trail from 71st Street to Joe Creek was nearing completion at the close of the fiscal year. In November 2014, work began on the renovation of the west bank trail from the south side of the Festival Park, north to Southwest Boulevard.
- In coordination with the west bank trail renovation, work also began in November 2014 on a major renovation of the River West Festival Park, funded by the City of Tulsa's 2006 Third Penny Sales Tax Program. The renovation is projected to be substantially complete by October 2015, prior to the annual Linde Oktoberfest.

MANAGEMENT'S DISCUSSION AND ANALYSIS

June 30, 2014 and 2013

Financial Analysis - Continued

- Repairs to the Zink Dam gates, which began in November 2013, are continuing. The work consists of replacing the seals around the dam's three 50-foot bascule gates and rehabilitating the steel face of each gate. The project is financed by funding from River Parks Authority, the City of Tulsa, Tulsa County and Public Service Company of Oklahoma. Weather, water flow conditions in the river, and the discovery of additional repair needs have dictated the speed at which the project can progress.
- Community interest continues in a more extensive renovation of Zink Dam, as well as construction of new dams in other riverfront communities in Tulsa County. The Arkansas River Infrastructure Task Force, with participants from governments and organizations with an interest in river development, continues to meet and evaluate options for Arkansas River water management that would enhance regional economic development.
- In August 2014, the Authority's Board of Trustees voted to accept the Member Interest in Tulsa's Gathering Place, LLC. Through this action, the Authority received ownership of Tulsa's Gathering Place, a privately-funded park development that will eventually encompass over 65 acres of land. The project also has numerous public infrastructure improvements; the realignment of Riverside Drive to accommodate land bridges that will span the roadway to seamlessly join the riverfront and River Parks to the extensive features and facilities of Tulsa's Gathering Place, Double decking the Pedestrian Bridge over the Arkansas River, and many underground public utilities, water, sewer and stormwater projects. The first phase of the project is estimated to be completed in 2017.

Contacting the Authority's Financial Management

If you have questions about the Authority's financial statements or need additional financial information, contact the Executive Director at 2424 E. 21st St. Suite 300, Tulsa, OK 74114 or call (918) 596-2001.

River Parks Authority

MANAGEMENT'S DISCUSSION AND ANALYSIS

June 30, 2014 and 2013

River Parks Authority
Condensed Statement of Net Position
As of June 30, 2014 and 2013

	Operating Fund		MK&T Sand Springs Trail Fund		Foundation		Total	Total
	6/30/2014	6/30/2013	6/30/2014	6/30/2013	6/30/2014	6/30/2013	6/30/2014	6/30/2013
	Current assets	\$ 1,370,384	\$ 1,115,092	\$ 121,823	\$ 117,805	\$ 1,261,269	\$ 2,214,664	\$ 2,753,476
Capital assets	24,757,668	23,303,595	-	-	-	-	24,757,668	23,303,595
Total assets	26,128,052	24,418,687	121,823	117,805	1,261,269	2,214,664	27,511,144	26,751,156
Total liabilities	426,009	318,755	16,033	12,674	99,437	69,639	541,479	401,068
Net position								
Investment in capital assets	24,757,668	23,303,595	-	-	-	-	24,757,668	23,303,595
Unrestricted	944,375	796,337	105,790	105,131	725,918	971,466	1,776,083	1,872,934
Restricted - expendable	-	-	-	-	435,914	1,173,559	435,914	1,173,559
Total net position	\$ 25,702,043	\$ 24,099,932	\$ 105,790	\$ 105,131	\$ 1,161,832	\$ 2,145,025	\$ 26,969,665	\$ 26,350,088

River Parks Authority

MANAGEMENT'S DISCUSSION AND ANALYSIS

June 30, 2014 and 2013

River Parks Authority
Condensed Statements of Revenues, Expenses, and Changes in Net Position
For the Years Ended June 30, 2014 and 2013

	Operating Fund		MK&T Sand Springs Trail Fund		Foundation		Total	
	6/30/2014	6/30/2013	6/30/2014	6/30/2013	6/30/2014	6/30/2013	6/30/2014	6/30/2013
Operating revenues:								
Charges for sales and services	\$ -	\$ -	\$ -	\$ -	\$ 401,176	\$ 362,976	\$ 401,176	\$ 362,976
Total operating revenues	-	-	-	-	401,176	362,976	401,176	362,976
Operating expenses:								
Personnel services	870,183	971,348	43,104	42,756	40,569	43,461	953,856	1,057,565
Material and supplies	84,257	92,976	6,285	7,573	52,368	54,389	142,910	154,938
Other services and charges	581,995	581,632	34,445	29,444	415,920	404,375	1,032,360	1,015,451
Depreciation	1,338,135	1,301,922	-	-	-	-	1,338,135	1,301,922
Total operating expenses	2,874,570	2,947,878	83,834	79,773	508,857	502,225	3,467,261	3,529,876
Operating loss	(2,874,570)	(2,947,878)	(83,834)	(79,773)	(107,681)	(139,249)	(3,066,085)	(3,166,900)
Nonoperating revenues (expenses):								
Intergovernmental	2,103,320	1,452,000	42,717	48,215	27,230	36,176	2,173,267	1,536,391
Investment earnings	17,531	899	1,492	(108)	3,736	1,455	22,759	2,246
Gain on disposal of assets	2,161	6,112	-	-	-	-	2,161	6,112
Fundraising	-	-	-	-	(14,901)	(87,154)	(14,901)	(87,154)
Other revenues	86,267	102,578	40,284	22,312	10,779	1,890	137,330	126,780
Total nonoperating revenues (expenses)	2,209,279	1,561,589	84,493	70,419	26,844	(47,633)	2,320,616	1,584,375
Income (loss) before contributions and transfers	(665,291)	(1,386,289)	659	(9,354)	(80,837)	(186,882)	(745,469)	(1,582,525)
Contributions	137,618	21,269	-	-	1,227,428	1,001,711	1,365,046	1,022,980
Capital contributions	-	100,000	-	-	-	-	-	100,000
Inter-fund transfers	2,129,784	328,771	-	-	(2,129,784)	(328,771)	-	-
Change in net position	1,602,111	(936,249)	659	(9,354)	(983,193)	486,058	619,577	(459,545)
Total net position - beginning	24,099,932	25,036,181	105,131	114,485	2,145,025	1,658,967	26,350,088	26,809,633
Total net position - ending	\$ 25,702,043	\$ 24,099,932	\$ 105,790	\$ 105,131	\$ 1,161,832	\$ 2,145,025	\$ 26,969,665	\$ 26,350,088

River Parks Authority

MANAGEMENT'S DISCUSSION AND ANALYSIS

June 30, 2014 and 2013

River Parks Authority
Condensed Statements of Cash Flow
For the Years Ended June 30, 2014 and 2013

	Operating Fund		MK&T Sand Springs Trail Fund		Foundation		Total	Total
	6/30/2014	6/30/2013	6/30/2014	6/30/2013	6/30/2014	6/30/2013	6/30/2014	6/30/2013
Net cash used in operations	\$ (1,429,182)	\$ (1,557,566)	\$ (80,477)	\$ (76,531)	\$ (132,804)	\$ (140,334)	\$ (1,642,463)	\$ (1,774,431)
Net cash provided by noncapital and related financing source	2,189,585	1,554,575	94,718	58,703	38,009	38,066	2,322,312	1,651,344
Net cash provided by (used in) capital and related financing source	(522,645)	65,231	-	-	(888,890)	560,786	(1,411,535)	626,017
Net cash provided by investing activities	16,401	1,756	1,495	175	3,736	1,455	21,632	3,386
Net increase (decrease) in cash	254,159	63,996	15,736	(17,653)	(979,949)	459,973	(710,054)	506,316
Cash and cash equivalents, beginning of year	1,113,047	1,049,051	105,843	123,496	2,214,664	1,754,691	3,433,554	2,927,238
Cash and cash equivalent, end of year	<u>\$ 1,367,206</u>	<u>\$ 1,113,047</u>	<u>\$ 121,579</u>	<u>\$ 105,843</u>	<u>\$ 1,234,715</u>	<u>\$ 2,214,664</u>	<u>\$ 2,723,500</u>	<u>\$ 3,433,554</u>

River Parks Authority

Statements of Net Position

June 30,

	2014	2013
Assets		
Current assets		
Cash and cash equivalents	\$ 2,723,500	\$ 3,433,554
Receivables	29,976	14,007
	<u>2,753,476</u>	<u>3,447,561</u>
Noncurrent assets		
Capital assets (notes A6 and C)	24,757,668	23,303,595
	<u>27,511,144</u>	<u>26,751,156</u>
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	187,358	69,619
Unearned revenues	73,370	45,000
Current portion of vested compensated absences	61,154	52,142
	<u>321,882</u>	<u>166,761</u>
Noncurrent liabilities		
Vested compensated absences, less current portion	24,188	32,893
Pension and other employee benefit liabilities	195,409	201,414
	<u>541,479</u>	<u>401,068</u>
Net Position		
Investment in capital assets	24,757,668	23,303,595
Restricted - expendable	435,914	1,173,559
Unrestricted net position	1,776,083	1,872,934
	<u>\$ 26,969,665</u>	<u>\$ 26,350,088</u>

The accompanying notes are an integral part of these financial statements.

River Parks Authority

Statements of Revenues, Expenses and Changes in Net Position

Years Ended June 30,

	2014	2013
Operating revenues		
Charges for sales and services	\$ 401,176	\$ 362,976
Operating expenses		
Personnel services	953,856	1,057,565
Material and supplies	142,910	154,938
Other services and charges	1,032,360	1,015,451
Depreciation	1,338,135	1,301,922
Total operating expenses	3,467,261	3,529,876
Net operating loss	(3,066,085)	(3,166,900)
Nonoperating revenues (expenses)		
Intergovernmental	2,173,267	1,536,391
Investment earnings	22,759	2,246
Gain on disposal of fixed assets	2,161	6,112
Fundraising expenses	(14,901)	(87,154)
Miscellaneous revenues	137,330	126,780
Other revenues - donations	1,365,046	1,022,980
Total nonoperating revenues	3,685,662	2,607,355
Gain (loss) before contributions	619,577	(559,545)
Capital contributions	-	100,000
Change in net position	619,577	(459,545)
Total net position - beginning of year	26,350,088	26,809,633
Total net position - end of year	\$ 26,969,665	\$ 26,350,088

The accompanying notes are an integral part of these financial statements.

River Parks Authority

Statements of Cash Flows

Years Ended June 30,

	2014	2013
Cash flows from operating activities		
Receipts from customers and users	\$ 401,176	\$ 362,976
Payments to suppliers for goods or services	(942,868)	(1,148,842)
Payments to employees for services	(1,100,771)	(988,565)
Net cash used in operating activities	<u>(1,642,463)</u>	<u>(1,774,431)</u>
Cash flows from noncapital financing activities		
Miscellaneous income	149,045	114,954
Receipt of subsidy from intergovernmental entities	2,173,267	1,536,390
Net cash provided by noncapital and related financing activities	<u>2,322,312</u>	<u>1,651,344</u>
Cash flows from capital and related financing activities		
Contributions	1,378,512	910,826
Purchases of capital assets	(2,792,208)	(290,921)
Proceeds from sale of capital assets	2,161	6,112
Net cash provided by (used in) capital and related financing activities	<u>(1,411,535)</u>	<u>626,017</u>
Cash flows from investing activities		
Interest received	21,632	3,386
Net increase (decrease) in cash and cash equivalents	<u>(710,054)</u>	<u>506,316</u>
Cash and cash equivalent, beginning of year	<u>3,433,554</u>	<u>2,927,238</u>
Cash and cash equivalent, end of year	<u>\$ 2,723,500</u>	<u>\$ 3,433,554</u>
Reconciliation of operating income to net cash used in operating activities		
Net operating loss	\$ (3,066,085)	\$ (3,166,900)
Adjustments to reconcile net operating loss to net cash used in operating activities:		
Depreciation expense	1,338,135	1,301,922
Change in operating assets/liabilities:		
Increase in other assets	(26,554)	-
Decrease in accounts payable	117,739	22,118
Increase (decrease) in pension and other employee benefit liabilities	(6,005)	55,755
Increase in compensated absences payable	307	12,674
Total adjustments	<u>1,423,622</u>	<u>1,392,469</u>
Net cash used in operating activities	<u>\$ (1,642,463)</u>	<u>\$ (1,774,431)</u>

The accompanying notes are an integral part of these financial statements.

River Parks Authority

Statement of Net Position - Proprietary Funds

June 30, 2014

	Authority	Foundation	Total
Assets			
Current assets			
Cash and cash equivalents	\$ 1,488,785	\$ 1,234,715	\$ 2,723,500
Other assets	3,422	26,554	29,976
	<u>1,492,207</u>	<u>1,261,269</u>	<u>2,753,476</u>
Noncurrent assets			
Capital assets (notes A6 and C)	24,757,668	-	24,757,668
	<u>26,249,875</u>	<u>1,261,269</u>	<u>27,511,144</u>
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities	161,291	26,067	187,358
Deferred revenues	-	73,370	73,370
Current portion of vested compensated absences	61,154	-	61,154
	<u>222,445</u>	<u>99,437</u>	<u>321,882</u>
Noncurrent liabilities			
Vested compensated absences, less current portion	24,188	-	24,188
Pension and other employee benefit liabilities	195,409	-	195,409
	<u>442,042</u>	<u>99,437</u>	<u>541,479</u>
Net Position			
Investment in capital assets	24,757,668	-	24,757,668
Restricted - expendable	-	435,914	435,914
Unrestricted net position	1,050,165	725,918	1,776,083
	<u>\$ 25,807,833</u>	<u>\$ 1,161,832</u>	<u>\$ 26,969,665</u>

The accompanying notes are an integral part of these financial statements.

River Parks Authority

Statement of Revenues, Expenses and Changes in Net Position - Proprietary Funds

Year Ended June 30, 2014

	Authority	Foundation	Total
Operating revenues			
Charges for sales and services	\$ -	\$ 401,176	\$ 401,176
Total operating revenues	-	401,176	401,176
Operating expenses			
Personnel services	913,287	40,569	953,856
Material and supplies	90,542	52,368	142,910
Other services and charges	616,440	415,920	1,032,360
Depreciation	1,338,135	-	1,338,135
Total operating expenses	2,958,404	508,857	3,467,261
Net operating loss	(2,958,404)	(107,681)	(3,066,085)
Nonoperating revenues (expenses)			
Intergovernmental	2,146,037	27,230	2,173,267
Interfund transfers	2,129,784	(2,129,784)	-
Investment earnings	19,023	3,736	22,759
Gain on disposal of fixed assets	2,161	-	2,161
Fundraising expenses	-	(14,901)	(14,901)
Miscellaneous revenues	126,551	10,779	137,330
Other revenues - donations	137,618	1,227,428	1,365,046
Total nonoperating revenues (expenses)	4,561,174	(875,512)	3,685,662
Change in net position	1,602,770	(983,193)	619,577
Total net position - beginning of year	24,205,063	2,145,025	26,350,088
Total net position - end of year	\$ 25,807,833	\$ 1,161,832	\$ 26,969,665

The accompanying notes are an integral part of these financial statements.

Statement of Cash Flows - Proprietary Funds

Year Ended June 30, 2014

	Authority	Foundation	Total
Cash flows from operating activities			
Receipt from customers and users	\$ -	\$ 401,176	\$ 401,176
Payments to suppliers for goods or services	(915,074)	(27,794)	(942,868)
Payments to employees for services	(594,585)	(506,186)	(1,100,771)
Net cash used in operating activities	(1,509,659)	(132,804)	(1,642,463)
Cash flows from noncapital financing activities			
Miscellaneous income	138,266	10,779	149,045
Operating grants and donations	2,146,037	27,230	2,173,267
Net cash provided by noncapital and related financing activities	2,284,303	38,009	2,322,312
Cash flows from capital and related financing activities			
Contributions	137,618	1,240,894	1,378,512
Interfund transfers	2,129,784	(2,129,784)	-
Purchases of capital assets	(2,792,208)	-	(2,792,208)
Proceeds from sale of capital assets	2,161	-	2,161
Net cash provided by (used in) capital and related financing activities	(522,645)	(888,890)	(1,411,535)
Cash flows from investing activities			
Interest received	17,896	3,736	21,632
Net increase (decrease) in cash and cash equivalents	269,895	(979,949)	(710,054)
Cash and cash equivalent, beginning of year	1,218,890	2,214,664	3,433,554
Cash and cash equivalent, end of year	\$ 1,488,785	\$ 1,234,715	\$ 2,723,500
Reconciliation of operating income to net cash provided by (used in) operating activities			
Net operating loss	\$ (2,958,404)	\$ (107,681)	\$ (3,066,085)
Adjustments to reconcile net operating loss to net cash used in operating activities:			
Depreciation expense	1,338,135	-	1,338,135
Change in operating assets/liabilities:			
Increase in other assets	-	(26,554)	(26,554)
Decrease (increase) in accounts payable	116,308	1,431	117,739
Increase in pension and other employee benefit liabilities	(6,005)	-	(6,005)
Increase in compensated absences payable	307	-	307
Total adjustments	1,448,745	(25,123)	1,423,622
Net cash used in operating activities	\$ (1,509,659)	\$ (132,804)	\$ (1,642,463)

The accompanying notes are an integral part of these financial statements.

Notes to Financial Statements

June 30, 2014 and 2013

Note A – Organization, Operations and Summary of Significant Accounting Policies

The financial statements of the River Parks Authority (the Authority) are prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) as applied to governmental units. The Governmental Accounting Standards Board (GASB) is the standard-setting body for governmental accounting and financial reporting. The GASB periodically updates its codification of the existing Governmental Accounting and Financial Reporting Standards which, along with subsequent GASB pronouncements (Statements and Interpretations), constitutes GAAP for governmental units. The significant accounting policies of the Authority are described below.

1. Organization

The Authority is a public trust created April 9, 1974 under the provisions of the Oklahoma Trust Act. The beneficiaries of the Trust are the City of Tulsa (the “City”) and Tulsa County (the “County”). The Authority’s Board of Trustees is comprised of seven members, three appointed by the City, three appointed by the County, and one appointed by the Tulsa Metropolitan Area Planning Commission.

The mission of the Authority is to maintain, preserve and develop the Arkansas River and/or land areas adjacent to the river within Tulsa County for the economic and cultural benefit of the community and to promote public use of all parklands and facilities under the Authority’s jurisdiction. The vision of the Authority is to be the region’s premier park, recreation, and entertainment destination.

2. Fund Accounting

The Authority is accounted for as a proprietary fund. To ensure the observance of limitations and restrictions placed on the use of resources available to the Authority, its accounts are maintained in accordance with the principles of fund accounting. This is a procedure by which resources for various purposes are classified for accounting purposes into funds established according to their nature and purposes. Separate accounts are maintained for each fund. The assets, liabilities, and net position are reported in self-balancing funds. These funds consist of:

Operating Fund

This fund is the principal fund of the Authority which accounts for all financial transactions not accounted for in other funds. The purpose of the fund is to provide the primary funding for maintaining the park property and facilities of the River Parks system. Intergovernmental contributions, investment earnings and private grants provide resources for this fund. The fund includes the Restricted Cash Contingency Fund, which contains a portion of the accumulated operating surplus funds and interest earnings since the Authority’s inception in 1974. Funds are accessible only by action of the Board of Trustees for the primary purpose of self-insuring against major repairs to the floating stage, Pedestrian Bridge or Zink Dam, none of which are insured for physical damage.

Notes to Financial Statements

June 30, 2014 and 2013

Note A – Organization, Operations and Summary of Significant Accounting Policies - Continued

2. Fund Accounting - Continued

M.K.&T. Tulsa – Sand Springs Trail Fund

The M.K.&T. Tulsa – Sand Springs Trail Fund represents funds restricted for support of the M.K.&T. Tulsa - Sand Springs Trail. The purpose of the fund is to maintain a 5.5-mile asphalt recreation trail on the former M.K.&T. railroad right-of-way, now owned by the State of Oklahoma. Intergovernmental contributions and easements provide funding for this fund. The section maintained by the Authority is from the intersection of Cameron Street and Elwood Avenue in downtown Tulsa to Adams Road in Sand Springs.

Blended Component Unit

The River Parks Foundation (the Foundation) is a non-profit organization that supports the Authority's mission and vision by encouraging monetary and/or non-monetary gifts to the Authority and acts as an agent to receive and administer such gifts and if need be, acts as the vehicle for translating gifts into structures, programs, or other enhancements desired by donors. Although the Foundation is a separate legal entity, the Authority maintains fiscal responsibility for it. For financial reporting purposes, it is a blended component unit and is included as an enterprise fund of the Authority.

3. Basis of Accounting

Basis of accounting refers to the point at which revenues or expenditures/expenses are recognized in the accounts and reported in the financial statements. It relates to the timing of the measurements made, regardless of the measurement focus applied. The Authority's financial statements are presented on an accrual basis of accounting. Under the accrual basis of accounting, revenues are recognized when earned and expenses are recorded when incurred.

4. Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that effect the reported amounts and disclosures in the financial statements and accompanying footnotes. Actual results could differ from those estimates.

Notes to Financial Statements

June 30, 2014 and 2013

Note A – Organization, Operations and Summary of Significant Accounting Policies - Continued

5. Cash and Cash Equivalents

Cash and cash equivalents consist primarily of funds held by a financial institution and funds pooled with the City’s cash at the end of each day and invested by the City Treasurer. Interest income on the pooled cash is allocated monthly based on the percentage of the Authority’s average daily equity in the pooled cash compared to the total of the City’s average daily-pooled equity.

For purposes of the statement of cash flows, the Authority considers cash and cash equivalents to be currency on-hand, demand deposits with banks, and amounts included in pooled cash and investment accounts, as these pooled cash and investment accounts are readily available to the Authority.

6. Capital Assets

Capital assets consist of those assets owned and maintained by the Authority. Land and capital assets adjacent to the river and owned and maintained by other governmental entities are not included in the Authority’s financial statements.

Capital assets purchased or acquired are carried at historical cost. Contributed assets are recorded at fair market value as of the date donated. Additions, improvements and other capital outlays that significantly extend the useful life of an asset are capitalized. Other costs incurred for repairs and maintenance are expensed as incurred. Depreciation on capital assets is provided on the straight-line basis over the following estimated useful lives.

	Useful Lives	Capitalization Threshold
Lease/land improvements	7 - 25 years	\$ 2,000
Buildings	20 - 50 years	\$ 2,000
Equipment	2 - 15 years	\$ 2,000

Notes to Financial Statements

June 30, 2014 and 2013

Note A – Organization, Operations and Summary of Significant Accounting Policies - Continued

7. Net Position

The net position of the Authority is classified into the following components:

- *Investment in capital assets* – Consists of capital assets, net of accumulated depreciation. There are no outstanding balances for notes or other borrowings attributed to those assets.
- *Restricted net position* – Consists of net position with constraints placed on the use either by external groups, such as contributors, or by laws and regulations. Restricted net position classified as expendable represent amounts for which the donor has specified the purpose for which the contributed components of net position are to be used.
- *Unrestricted net position* – All other assets that do not meet the definition of “restricted” or “net investment in capital assets.”

When an expense is incurred for purposes for which both components of restricted and unrestricted net position are available, the Authority first applies restricted resources.

8. Vested Compensated Absences

The Authority’s employees earn paid vacation each month based upon their years of service with the Authority. Vacation time accrues and vests proportionately throughout the year. Employees may also convert accrued sick leave in excess of 960 hours (120 days) to vacation compensation, provided the total accrued sick leave compensation doesn’t exceed 1200 hours (150 days).

9. Retirement Plan

The information presented in Note D regarding the Authority’s participation in the Municipal Employees’ Retirement Plan is presented in accordance with Government Accounting Standards Board Statement No. 27, *Accounting for Pensions by State and Local Governmental Employers*.

10. Income Taxes

The Authority is exempt from Federal income taxes under Section 501(c)(3) and is nontaxable under Section 115(1) of the Internal Revenue Code, as amended. Accordingly, no provision for income taxes is included in the financial statements of the Authority. The Authority and Foundation information returns are subject to examination by the IRS for three years from the date filed.

Notes to Financial Statements

June 30, 2014 and 2013

Note A – Organization, Operations and Summary of Significant Accounting Policies - Continued

11. Grants - Economic Dependency

The Authority receives grants from the City, County and the City of Sand Springs to finance operations. These grants are recognized as income in the period the funds are made available by the City and County. The City and County grants are recognized as non-operating revenues.

12. Subsequent Events

The Authority has evaluated subsequent events through January 9, 2015, the date the financial statements were available to be issued.

In August 2014, the Authority accepted ownership of Tulsa's Gathering Place, LLC, a privately-funded, phased park development. The land, improvements and endowment are estimated to cost approximately \$350 million. The estimated completion of the first phase is sometime in late 2017.

Note B – Cash and Cash Equivalents

Cash and cash equivalents consist primarily of funds held by a financial institution and funds pooled with the City's cash at the end of the day and invested by the City Treasurer. Interest income on pooled cash is allocated monthly based on the percentage of the Authority's average daily equity in the pooled cash compared to the total of the City's average daily-pooled equity.

The Authority is subject to credit risks related to its bank deposits. Amounts on deposit for the Foundation periodically exceed Federal Deposit Insurance limits. No losses have been incurred.

Notes to Financial Statements

June 30, 2014 and 2013

Note C – Capital Assets

A summary of changes in capital assets during the years ended June 30, 2014 and 2013 are as follows:

	July 1, 2013	Acquisitions	Sales or Dispositions	Transfers	June 30, 2014
Capital assets not being depreciated:					
Land	\$ 3,767,291	\$ -	\$ -	\$ -	\$ 3,767,291
Construction in progress	238,136	1,461,546	-	(72,797)	1,626,885
Sculptures and artwork	1,871,929	-	-	-	1,871,929
Capital assets being depreciated:					
Lease/land improvements	27,507,646	1,219,878	(27,318)	72,797	28,773,003
Buildings	1,468,627	5,098	(3,834)	-	1,469,891
Equipment	778,999	105,686	(38,444)	-	846,241
	35,632,628	2,792,208	(69,596)	-	38,355,240
Accumulated depreciation	(12,329,033)	(1,338,135)	69,596	-	(13,597,572)
Total	\$ 23,303,595	\$ 1,454,073	\$ -	\$ -	\$ 24,757,668

	July 1, 2012	Acquisitions	Sales or Dispositions	Transfers	June 30, 2013
Capital assets not being depreciated:					
Land	\$ 3,767,291	\$ -	\$ -	\$ -	\$ 3,767,291
Construction in progress	144,826	93,310	-	-	238,136
Sculptures and artwork	1,771,929	100,000	-	-	1,871,929
Capital assets being depreciated:					
Lease/land improvements	27,472,040	39,140	(3,534)	-	27,507,646
Buildings	1,468,627	-	-	-	1,468,627
Equipment	704,328	158,471	(83,800)	-	778,999
	35,329,041	390,921	(87,334)	-	35,632,628
Accumulated depreciation	(11,114,445)	(1,301,922)	87,334	-	(12,329,033)
Total	\$ 24,214,596	\$ (911,001)	\$ -	\$ -	\$ 23,303,595

Notes to Financial Statements

June 30, 2014 and 2013

Note D – Retirement Plan

1. *Plan Description*

The employees of the Authority contribute to the City’s Municipal Employees’ Retirement Plan (the “Plan”), which is a cost-sharing multiple-employer defined benefit pension plan. All full-time employees of the Authority are eligible to participate in the Plan on the first day of the month following their first full month of employment. The Plan’s benefit provisions are established and may be amended by the City in accordance with the City Charter and State of Oklahoma statutes. The Plan provides retirement benefits and also includes death benefits for the surviving spouse. The Plan does not provide a monthly income for disabled participants; however, under certain conditions, employees who become disabled may be eligible to receive their full retirement at age 65 even though they were unable to work up to the retirement age. The Plan is administered by a separate board of trustees and the Plan’s assets are held in custody by a New York bank. The Plan does not issue a stand-alone financial report and is not included in the report of a public employee retirement system or a report of another entity, but is included in the City’s Comprehensive Annual Financial Report.

2. *Funding Policy*

Employees of the Authority are required to contribute 6.5 percent of their base pay to the Plan as established by the Pension Board of Trustees. The contributions are deducted from the employees’ wages or salaries and remitted by the Authority to the Plan on a monthly basis. The Authority is required to contribute the remaining amounts necessary to fund the Plan using the actuarial basis specified by City Ordinance.

The Authority’s contributions to the Plan for the years ended June 30, 2014, 2013, and 2012 were \$59,129, \$65,241, and \$68,428, respectively, which equaled 121%, 117%, and 65% of the required contributions for each year. The deficiency from 2012 was funded by the City and is attributed to a lengthy period of low interest rates, which caused the return on Plan assets to fall below expectations.

Note E – Other Post-Employment Benefits

The City provides post-employment health care benefits for retired employees and their dependents through the City of Tulsa Post-Retirement Medical Plan (the “Plan”), a single-employer defined benefit health care plan. The benefits, coverage levels, employee contributions and employer contributions are governed by the City through its personnel and union contracts.

All health care benefits are provided through the City’s fully insured health plan. The benefit levels are the same as those offered to active employees. Benefits include general inpatient and outpatient medical services and prescriptions. General employees are eligible for membership in the Plan if they retire from the City on or when the sum of an employee’s age and years of service is 80 or more. Coverage ceases upon eligibility of the member (retiree or dependent) for Medicare. Coverage for dependents can continue upon the death of the retiree. Spouses of employees eligible for benefits and who die in active service can receive coverage.

Notes to Financial Statements

June 30, 2014 and 2013

Note E – Other Post-Employment Benefits - Continued

The actuarial valuation of liabilities under the Plan is calculated using the entry age normal cost method as of the June 30, 2014 and 2013 actuarial valuations. This method requires the calculation of an unfunded actuarially accrued liability, which was approximately \$14,216,000 and \$28,539,000 for the City as of June 30, 2014 and 2013, respectively. The Authority's portion of the unfunded actuarially accrued liability is not separately determinable.

The City's actuarially determined annual required contributions (ARC) for fiscal years ending June 30, 2014 and 2013 were \$1,376,000 and \$2,880,000, respectively, of which \$1,332,000 and \$1,685,000 were paid on a pay-as-you-go basis in 2014 and 2013, respectively. The Authority was allocated \$145,871 and \$158,712 of the net OPEB obligation for the fiscal years ending June 30, 2014 and 2013, which has been reflected in the financial statements. The amount allocated to the Authority is based on the percentage of the Authority's payroll cost compared to the total payroll cost of the active eligible employees. The complete details of the Plan are disclosed in the City's Comprehensive Annual Financial Report.

Note F – Related Parties

The Authority leases certain property from the City and third parties on an annual basis for nominal amounts.

The Authority has an agreement with the City to provide certain accounting and management services to the Authority for a fee, which amounted to \$5,000 for each of the years ended June 30, 2014 and 2013.

The Authority receives a large portion of its funding from grants given by the City, County, and the City of Sand Springs. The Authority submits a line item budget request and grants are awarded based on need and the available financial resources of the granting entities. Total grants received by the Authority for the years ended June 30, 2014 and 2013 were \$2,146,037 and \$1,500,215, respectively.

Note G – Commitments and Contingencies

The Authority leases administrative office space in a building located at 2424 East 21st Street, Suite 300. A four-year lease was signed with the building's owner, Acron 21 Lewis Plaza Limited Partnership, effective April 1, 2013. The four-year lease cost totals \$134,533 and is payable in monthly increments for the term of the lease.

Rental expense incurred by the Authority under operating leases for June 30, 2014 and 2013 was \$29,000 and \$24,500, respectively.

Notes to Financial Statements

June 30, 2014 and 2013

Note H – Risk Management

The Authority is exposed to various risks of loss related to torts; theft of, damage to, or destruction of assets; employee dishonesty; injuries to employees and natural disasters. The Authority manages these various risks as follows:

Type of Loss	Method Managed	Risk Retained
Tort claims	Purchased insurance covering: general liability automobile liability liquor liability	No deductibles
Physical property loss and natural disasters	Purchased casualty loss covering: playgrounds, buildings and contents	\$20,000 deductible, per occurrence
	Equipment	\$500 deductible
	Purchased flood insurance covering: buildings and contents	\$3,000 deductible
	Self insurance for the floating stage, Pedestrian Bridge and Zink Dam	Total book value of assets is \$9.9 million; available pooled cash for self insurance at 6-30-14 - \$300,000
	Purchased automobile comprehensive and collision coverage	\$500/\$500 deductible
Injuries to employees	Purchased workers compensation insurance	No deductible
Employee dishonesty	Purchased employee dishonesty policy covering staff, Board of Trustees	\$500 deductible
Employee life, health, dental and disability	Purchased insurance providing life, health, dental, and disability benefits to full-time employees through group policies of the City of Tulsa. The Authority shares the cost of these benefits with the employees.	None

Notes to Financial Statements

June 30, 2014 and 2013

Note H – Risk Management - Continued

Management believes that coverage is sufficient to preclude any significant uninsured losses to the Authority. The Authority's inclusion under the Oklahoma Political Subdivisions Tort Claims Liability Act limits its liability to \$1 million per occurrence.

The Authority's general and automobile liability, its automobile comprehensive and collision coverage and its equipment coverage are with the Oklahoma Municipal Assurance Group, a risk entity pool. Coverage on Park playgrounds, buildings, structures and contents is with Travelers Property and Casualty Company as a rider to that company's policy providing all-risk casualty loss coverage for Tulsa County. Flood insurance coverage on park restroom buildings and the Authority's maintenance facility is provided through the National Flood Insurance Program and American Bankers Insurance Company. The Authority's workers compensation insurance is provided by CompSource Oklahoma. An employee dishonesty policy is written by The Ohio Casualty Insurance Company.

1. Risk Entity Pool

The Authority participates in the Oklahoma Municipal Assurance Group Liability Protection Plan, a risk entity pool. The basic insurance agreements cover claims against municipalities and other qualified governmental entities for all government functions, utilities and services covered in the Plan. These include bodily injury, property damage, wrongful acts, and personal injury and related torts under the State tort claims law and federal civil rights laws.

All public officials, employees, services and municipal functions are covered unless they are specifically listed as exclusions in the Plan. The title to all assets acquired by the Plan are vested in the Group. In the event of termination of the Group, such property shall belong to the then-members of the Group in equal shares. Each participating entity pays all costs, premiums or other fees attributable to its respective participation in the Plan, and is responsible for its obligation under any contract entered into with the Plan.

Reserves for claim losses include provisions for reported claims on a case basis and an estimate of claims incurred but not reported limited by aggregate and individual loss levels as specified by the Plan's reinsurance contracts. These credits, if any, represent contingent liabilities of the Plan if the reinsurer was unable to meet its obligations under the reinsurance agreement.

The Plan's insurance agreements are reinsured for excess losses based upon the contract year.

2. Employee Benefit Plans

The Authority offers health, dental, life and disability insurance coverage to its full-time employees. For the health insurance, the bulk of the premium is paid by the Authority and the employee pays a portion of the premium cost by payroll deduction for either single or family coverage. For dental coverage, the Authority pays all the employee's premium and the employee pays all the dependent coverage premium. The Authority pays a life insurance premium for coverage equal to twice the employee's annual salary. Supplemental life insurance may be obtained by employees at their own expense. The Authority pays a

Notes to Financial Statements

June 30, 2014 and 2013

Note H – Risk Management - Continued

2. *Employee Benefit Plans - Continued*

disability insurance premium for coverage based upon each employee's annual salary and the employee contributes a small percentage toward the premium as well. The supplemental life insurance and disability premiums are also paid by payroll deduction. The Authority offers its employees health, dental, life and disability insurance through participation in the group insurance programs of the City. The Authority has no financial exposure for the provision of these benefits beyond the premiums established by contracts awarded to the providers by the City.

3. *Self Insurance Coverage*

Due to the high premium costs associated with providing all-risk casualty loss coverage for the floating stage, Pedestrian Bridge and Zink Dam, the Authority elected in the 1980's to reserve unexpended cash, which remained at the close of each fiscal year, for the purpose of self insuring these structures against damage caused by fire, storms, vandalism, etc. These funds are pooled with the City's Pooled Investment (see Note B). A portion of the funds, \$132,669, are in an account titled "Restricted Pooled Assets" and the remaining available funds, approximately \$1,237,371, are in an account titled "Pooled Assets." The sum of these amounts adjusted for estimated liabilities is the basis for the estimate of available self insurance funds noted in the chart on Page 25. Based on the sturdy structural composition of these assets, management believes that funds currently available for self insurance should be adequate to address the probability that any or all structures might suffer some level of damage. During fiscal 2014-15, the floating stage will be permanently removed as part of the planned renovation of the River West Festival Park.

Note I – Recent Accounting Pronouncements

In June 2012, the Governmental Accounting Standards Board (GASB) issued Statement No. 68, *Accounting and Financial Reporting for Pensions*, which improves accounting and financial reporting of public employee pensions by state and local governments. Statement No. 68 requires governments providing defined benefit pensions to recognize their long-term obligation for pension benefits as a liability for the first time, and to more comprehensively and comparably measure the annual costs of pension benefits. The provisions in Statement No. 68 are effective for fiscal years beginning after June 15, 2014. However, early application is encouraged. The Authority is currently evaluating the effect that Statement No. 68 will have on its financial statements.

**REQUIRED
SUPPLEMENTAL INFORMATION**

Required Supplemental Information

Year ended June 30, 2014

Defined Benefit Pension Trust

I. Schedule of Funding Progress

Municipal Employees Pension Fund
(000's)

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Liability (AAL) Entry Age (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll ((b-a)/c)
1/1/2014	\$ 392,990	\$ 511,927	\$ 118,937	76.8%	\$ 107,293	110.9%
1/1/2013	392,990	511,927	118,937	76.8%	110,285	107.8%
1/1/2012	378,454	495,920	117,466	76.3%	104,313	112.6%
1/1/2011	372,469	484,699	112,230	76.8%	101,690	110.4%
1/1/2010	365,775	457,233	91,458	80.0%	108,423	84.4%
1/1/2009	359,191	437,504	78,313	82.1%	111,170	70.4%
1/1/2008	392,428	412,704	20,276	95.1%	107,574	18.8%
1/1/2007	370,778	384,173	13,395	96.5%	103,358	13.0%
1/1/2006	347,721	347,121	(600)	100.2%	95,804	-0.6%

II. Schedule of MERP Employer Contributions Required Supplemental Information

Municipal Employees Pension Fund
(000's)

Fiscal Year	Annual Required Contribution	Percentage Contributed
2014	\$ 11,834	121%
2013	12,186	117%
2012	12,643	84%
2011	9,783	70%
2010	9,747	74%
2009	7,004	102%
2008	6,777	103%
2007	6,512	100%
2006	6,036	100%

Required Supplemental Information - Continued

Year ended June 30, 2014

III. Notes to Required Supplemental Information

	<u>Municipal Employees Pension Fund</u>
Valuation date	1/1/2014
Actuarial cost method	Entry Age Normal
Amortization method	Level Percentage
Remaining amortization period	30 years
Actuarial asset valuation method	5 year smoothed Market value
Actuarial assumptions:	
Investment rate of return*	7.75%
Projected salary increases*	4.25% - 13.70%
*Includes inflation at	3.25%
Cost of living adjustments	None



**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 Board of Trustees of
River Parks Authority

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the business-type activities and each major fund of the River Parks Authority (the "Authority") as of and for the year ended June 30, 2014, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements, and have issued our report thereon dated January 9, 2015.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Authority'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 opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Authority's internal control. Accordingly, we do not express an opinion on the effectiveness of the Authority's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the 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 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 material weaknesses or significant deficiencies. Given these limitations, during our audit, we did not identify any deficiencies in internal control over financial reporting 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 Authority'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 entity'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.

Tulsa, Oklahoma
January 9, 2015

Stanfield & O'Neill P.C.