



GROWING TOGETHER

Oklahoma City Economic Development Trust

Annual Financial Report | the City of Oklahoma City, Oklahoma | for the Fiscal Year ended June 30, 2012

OKLAHOMA CITY ECONOMIC DEVELOPMENT TRUST

A Discrete Component Unit of
Oklahoma City, Oklahoma

Board of Trustees

Patrick Ryan, Chairman

Rhonda Hooper, Vice Chairman

Larry McAtee

Frank McPherson

Jim Roth

Management

James D. Couch, General Manager

Catherine O'Connor, Surrogate General Manager

Annual Financial Report for the Fiscal Year Ended June 30, 2012

Prepared by The Oklahoma City Finance Department, Accounting Services Division
Glen D. Earley, Controller

Introductory Section

OKLAHOMA CITY ECONOMIC DEVELOPMENT TRUST

TABLE OF CONTENTS

For the Fiscal Years Ended June 30, 2012 and 2011

	PAGE
Transmittal Letter	ii
Oklahoma City Economic Development Trust Organization Chart	iv
Independent Accountants' Report on Financial Statements and Supplementary Information	1
Management's Discussion and Analysis	3
Basic Financial Statements:	
<i>Trust-wide Financial Statements:</i>	
Statements Of Net Assets (Deficit)	8
Statements Of Activities	9
<i>Fund Financial Statements:</i>	
Balance Sheets	10
Statements of Revenues, Expenditures, and Changes in Fund Balances	11
Notes to Financial Statements	13
Independent Accountants' Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with <i>Government Auditing Standards</i>	29



The City of
OKLAHOMA CITY
DEPARTMENT OF FINANCE

December 12, 2012

The Board of Trustees
Oklahoma City Economic Development Trust

The Oklahoma City Economic Development Trust (Trust) annual financial report (annual report) provides a comprehensive overview of the Trust's financial position and the results of operations during the fiscal year ended June 30, 2012. It complies with reporting requirements specified by Oklahoma State Statutes and the dictates of effective financial management practices. The Oklahoma City Finance Department, Accounting Services Division, prepared this report in compliance with generally accepted accounting principles in the United States (U.S. GAAP). It is fairly stated in all material respects. Responsibility for the accuracy of the reported information and the completeness and fairness of the presentation, including disclosures, rests with the Trust.

The Trust's annual report includes the reports of independent accountants, management's discussion and analysis (MD&A), financial statements, and related notes. Management's narrative on the financial activities of the Trust for fiscal year ended June 30, 2012, is in the MD&A section of this report, immediately following the independent accountants' report on financial statements and supplementary information. The Trust's reporting entity is comprised of financial and operating activities conducted within the legal framework of the Trust. The Trust is a discretely presented component unit of the City of Oklahoma City (City) and, as such, is included within the City's Comprehensive Annual Financial Report (CAFR).

The Trust was established by City Council resolution on October 9, 2007 to support the City's economic and community development goals. With the approval of a \$75 million general obligation limited tax (GOLT) bond authorization by the citizens in 2007, the Trust developed the Strategic Investment Program that incentivizes companies to locate or expand in the Oklahoma City area. Since the inception of the Trust in 2007, the Trust has entered into 19 agreements that allocated approximately \$22.6 million in GOLT funds that are projected to lead to the creation of approximately 3,601 jobs with an estimated annual payroll of \$207.5 million and an investment of \$151.9 million.

The Trust supports the City's economic and community development endeavors by supporting many of the City's tax increment finance (TIF) districts.

TIFs #2 and #3 were created for continuing downtown redevelopment projects. Completed projects under the TIFs include the Skirvin Hotel development along with various residential projects.

In fiscal year 2009, the Trust issued a \$25 million tax anticipation note. The Trust transferred \$20.5 million to the Oklahoma City Public Property Authority (OCPPA) to retire a temporary line of credit related to TIF #2 and #3. The remainder of the proceeds from the tax anticipation note is available to fund future TIF #2 and #3 projects.

On February 4, 2010, the Trust issued a \$5 million private placement tax anticipation note. The proceeds are to fund redevelopment and improvements within TIF #2 and #3 districts.

In 2010 the City Council established TIF District #8 for public improvements in the area surrounding the new Devon World Headquarters. A private placement tax anticipation note was approved in the amount of \$95 million. A portion of the proceeds from the note will be used to partially fund Project 180, a \$140 million renovation of over 180 acres in the downtown area. Project 180 will include landscaping, public art, marked bike lines, decorative street lights, on-street parking and improvements to downtown park areas. The projects began in May of 2010 and are planned for completion in 2014.

In June 2010, the Trust entered into an agreement with Horizon Group to develop a 340,000 square foot regional outlet mall. The agreement called for the City and the Trust to provide certain incentives in the form of public improvements and reimbursement for regional marketing expenses. The project broke ground on July 21, 2010 and the outlet mall opened on August 5, 2011.

In March, 2012, the City Council and the Boards of OCEDT and OCPPA jointly resolved to assign the OCPPA Tax Anticipation Note, 2006, to the tax anticipation debt obligation related to tax incremental financing district #4 and #5 from OCPPA to the Trust and approved the related transfer of funds from OCPPA to Trust. The balance transferred on March 27, 2012 was \$7.50 million which included tax anticipation debt payable of \$8 million net of \$503 thousand in cash and investments.

Oklahoma City and Oklahoma County along with the surrounding counties are an important source of economic stimulus for the region. Even during a national and global economic downturn, major economic indicators including jobs, per capita income, personal income, real estate values, and taxable retail sales have a positive influence on the Oklahoma City economy.

The current economic environment and the economic outlook for Oklahoma City remain very positive. Because of a cost of living rating consistently below the national average; a strong industry presence; low commuting times; convenient airline travel; quality education, entertainment and sports opportunities; favorable weather; and a central location, Oklahoma City continues to receive numerous top accolades for metropolitan cities in the United States, many of which were a number one ranking. This promises an immediate and sustainable economic growth outlook for the next several years.

In a report of the 2012 Economic Forecast: State and Oklahoma City Outlook, prepared by The Steven C. Agee Economic Research & Policy Institute of Oklahoma City University (Institute), the Institute reported the U.S. national economy is still in a recovery mode. However, the Institute reported in Oklahoma nearly all jobs have been recovered or projected shortly for recovery, indicating the issue for Oklahoma City is now one of sustainable trajectory. While there were impacts of the economy for Oklahoma City, many of the effects of the recession were largely passed over according to this report. In addition to job recovery and as a result of it, sales tax receipts have been impressive and were projected by the Institute to grow by 3.15% in FY 2012 and 1.84% in FY 2013. Sales tax receipts, which are evaluated to determine the health of the economy of Oklahoma City, exceeded these projections in FY 2012, increasing by 6.43%.

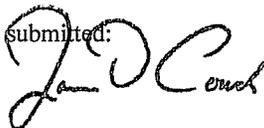
Any economic outlook is predicated on sustainable factors. The City Council has a continuing priority to its citizens to fulfill the promises made to them with regard to completing the projects established in voter initiatives to invest in the City. In addition, the City Council is focused on pursuing a financial model that provides adequate resources to meet the expectations for services as Oklahoma City grows and maintaining strong financial management that is evidenced by the highest possible rating of the City's General Obligation bonds by both Moody's and Standard and Poor's.

The economy in Oklahoma City has been strong in the past two years and the future for Oklahoma City is bright. Oklahoma City is poised to meet the challenges of the future as it has done so well in the past.

The five Trustees are nominated by the Mayor and confirmed by the City Council. The Trust participates in the City's comprehensive accounting and budgetary system. Interim financial statements provide Trust management and other interested readers with regular financial analyses. Additionally, the Trust's management maintains budgetary controls to ensure compliance with effective financial oversight.

By City Council resolution, public trusts of which the City is the beneficiary are encouraged to use the independent accountant competitively selected by the City. In compliance with that resolution, the Trust engaged BKD LLP to conduct its annual audit. The Trust acknowledges the professional and competent services of its independent accountants.

Respectfully submitted:



James D. Couch
General Manager

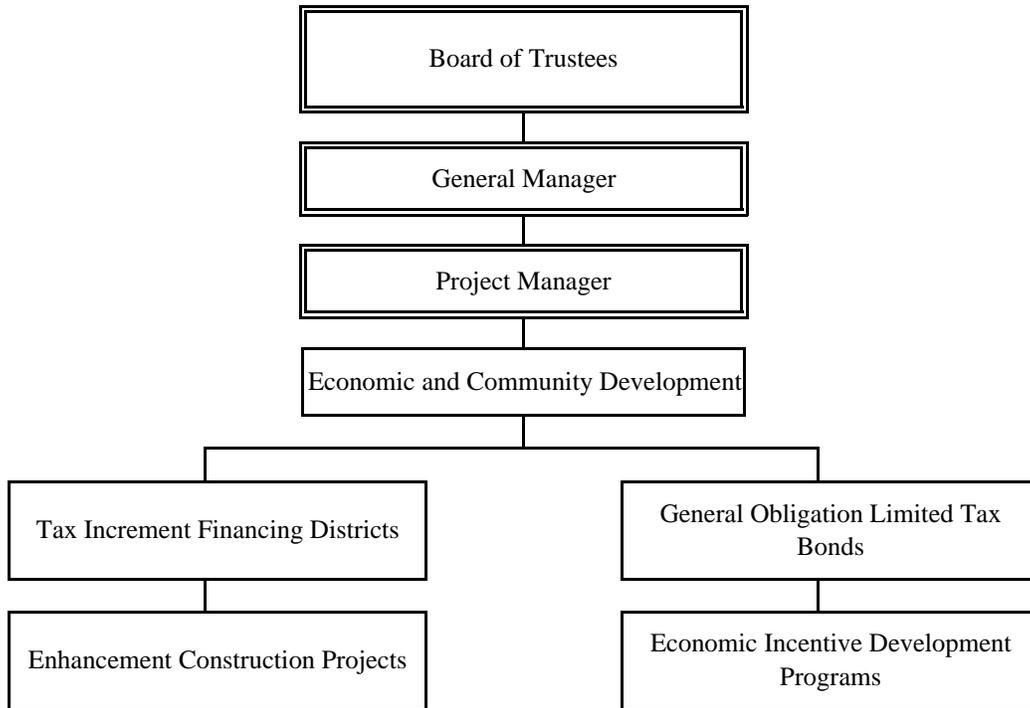


Brent Bryant
Economic Development Program
Manager



Glen D. Earley
City of Oklahoma City Controller

Oklahoma City Economic Development Trust Organization Chart



Financial Section

Independent Accountants' Report on Financial Statements and Supplementary Information

Board of Trustees
Oklahoma City Economic Development Trust
Oklahoma City, Oklahoma

We have audited the accompanying financial statements of the governmental activities as of and for the years ended June 30, 2012 and 2011, and each major fund as of and for the year ended June 30, 2012, of the Oklahoma City Economic Development Trust (the Trust), a component unit of the City of Oklahoma City, Oklahoma, which collectively comprise the Trust's basic financial statements as listed in the table of contents. These financial statements are the responsibility of the Trust's management. Our responsibility is to express opinions on these financial statements based on our audits. The prior year summarized comparative major fund information has been derived from the Trust's 2011 financial statements and, in our report dated December 2, 2011, we expressed an unqualified opinion on those financial statements.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the governmental activities as of June 30, 2012 and 2011, and the changes in financial position for the years then ended and each major fund of the Trust as of June 30, 2012, and the changes in financial position for the year then ended in conformity with accounting principles generally accepted in the United States of America.

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

Accounting principles generally accepted in the United States of America require the management's discussion and analysis be presented to supplement the basic financial statements. Such information, although not 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.

BKD, LLP

December 12, 2012

MANAGEMENT'S DISCUSSION AND ANALYSIS

Within this section of the Oklahoma City Economic Development Trust (Trust) annual financial report, the Trust's management provides narrative discussion and analysis of the financial activities of the Trust for the fiscal years ended June 30, 2012 and 2011. The Trust's financial performance is discussed and analyzed within the context of the accompanying financial statements and disclosures following this section. Introductory information is available in the transmittal letter which precedes this discussion and analysis. The Trust is a discretely presented component unit of the City of Oklahoma City (City).

Financial Summary

- Trust assets exceeded liabilities by \$9,691,400 (net assets) and \$16,047,613 (net assets) for 2012 and 2011, respectively.
- Total net assets are comprised of the following:
 - (1) Invested in capital assets, net of related debt, of \$3,812,319 and (\$4,194,888) for 2012 and 2011, respectively, include property and equipment, net of accumulated depreciation and related debt.
 - (2) Restricted net assets for public services of \$35,721,420 and \$35,444,647 for 2012 and 2011, respectively, are constrained for general obligation limited tax (GOLT) bond related economic development.
 - (3) Unrestricted net deficit of \$29,842,339. This compares to the previous year when the unrestricted net deficit was \$15,202,146.
- The Trust's governmental funds reported total ending fund deficits totaling \$65,573,488 this year. This compares to the prior year ending deficits of \$40,703,890 showing a decrease of \$24,869,598 during the current year.

Overview of the Financial Statements

This discussion and analysis introduces the Trust's basic financial statements. The basic financial statements include: (1) statement of net assets, (2) statement of activities, (3) balance sheet, (4) statement of revenues, expenditures, and changes in fund balances, and (5) notes to the financial statements.

Trust-wide Financial Statements

The Trust's annual report includes two Trust-wide financial statements. These statements provide both long-term and short-term information about the overall status of the Trust and are presented to demonstrate the extent the Trust has met its operating objectives efficiently and effectively using all the resources available and whether the Trust can continue to meet its objectives in the foreseeable future. Financial reporting at this level uses a perspective similar to that found in the private sector with its basis in full accrual accounting.

The first of these statements is the statement of net assets. This is the statement of position presenting information that includes all of the Trust's assets and liabilities, with the difference reported as net assets. Over time, increases or decreases in net assets may serve as a useful indicator of whether the financial position of the Trust as a whole is improving or deteriorating and identify financial strengths and weaknesses and assess liquidity.

The second statement is the statement of activities which reports how the Trust's net assets changed during the current fiscal year and can be used to assess the Trust's operating results in its entirety and analyze how the Trust's programs are financed. All current year revenues and expenses are included regardless of when cash is received or paid.

Fund Financial Statements

A fund is an accountability unit used to maintain control over resources segregated for specific activities or objectives. The Trust has three funds, all of which are governmental funds. All of the funds of the Trust are reported as major funds.

Governmental fund

The governmental funds are reported in the fund financial statements and report the economic development function as reported in the Trust-wide financial statements. Fund statements report short-term fiscal accountability focusing on the use of spendable resources and balances of spendable resources available at the end of the year. They are useful in evaluating annual financing requirements and the commitment of spendable resources for the near-term.

Since the Trust-wide financial statements focus includes the long-term view, comparisons between the two perspectives may provide useful insights. Both the governmental fund balance sheet and the governmental fund statement of revenues, expenditures, and changes in fund balance provide a reconciliation to assist in understanding the differences between these two perspectives.

Notes to the financial statements

The accompanying notes to the financial statements provide information essential to gain a full understanding of the Trust-wide and fund financial statements. The notes to the financial statements begin immediately following the basic financial statements.

Financial Analysis

The Trust's net assets at June 30, 2012 and 2011 are \$9,691,400 and \$16,047,613, respectively. The overall financial condition of the Trust deteriorated in fiscal year 2012.

Summary of Net Assets (Deficit)

	<u>2012</u>	<u>2011</u>	2012-2011 Amount of Change	2012-2011 %	<u>2010</u>	2011-2010 Amount of Change	2011-2010 %
Assets							
Current assets	\$59,402,476	\$65,088,636	(\$5,686,160)	(8.7%)	\$49,842,806	\$15,245,830	30.6%
Capital assets, net	74,886,383	56,513,464	18,372,919	32.5	14,073,965	42,439,499	301.5
Other non-current assets	<u>240,074</u>	<u>258,529</u>	<u>(18,455)</u>	(7.1)	<u>276,984</u>	<u>(18,455)</u>	(6.7)
Total assets	<u>134,528,933</u>	<u>121,860,629</u>	<u>12,668,304</u>	10.4	<u>64,193,755</u>	<u>57,666,874</u>	89.8
Liabilities							
Current liabilities	18,701,380	7,983,227	10,718,153	134.3	4,683,987	3,299,240	70.4
Non-current liabilities	<u>106,136,153</u>	<u>97,829,789</u>	<u>8,306,364</u>	8.5	<u>46,536,043</u>	<u>51,293,746</u>	110.2
Total liabilities	<u>124,837,533</u>	<u>105,813,016</u>	<u>19,024,517</u>	18.0	<u>51,220,030</u>	<u>54,592,986</u>	106.6
Net assets (deficit)							
Invested in capital assets, net of related debt	3,812,319	(4,194,888)	8,007,207	190.9	(77,010)	(4,117,878)	(5347.2)
Restricted for public services	35,721,420	35,444,647	276,773	0.8	35,340,674	103,973	0.3
Unrestricted	<u>(29,842,339)</u>	<u>(15,202,146)</u>	<u>(14,640,193)</u>	(96.3)	<u>(22,289,939)</u>	<u>7,087,793</u>	31.8
Total net assets (deficit)	<u>\$9,691,400</u>	<u>\$16,047,613</u>	<u>(\$6,356,213)</u>	(39.6)	<u>\$12,973,725</u>	<u>\$3,073,888</u>	23.7

The decrease in current assets of \$5.69 million in fiscal year 2012 is primarily due to a \$4.22 million dollar decrease to notes receivable as a result of a reduction in the loan in exchange for land and buildings adjacent to the Myriad Gardens transferred from the Myriad Garden Foundation. The 2012 ending balance in notes receivable represents the interest receivable at the time of the exchange. The increase in current assets of \$15.25 million in fiscal year 2011 is primarily due to a \$13 million draw on the Tax Increment Financing (TIF) District #8 note for projects related to the renovation of over 180 acres in downtown Oklahoma City, consisting of streetscape improvements within the TIF districts and renovations to the Myriad Botanical Gardens (Project 180). Current assets also increased, in fiscal year 2011, because of the issuance of a \$4.40 million note receivable to the Myriad Garden Foundation to purchase land and buildings for the Myriad Botanical Gardens.

The increase in capital assets in 2012 of \$18.37 million is primarily the result of increases of \$13.58 million related to TIF projects and the increase in land of \$4.19 million from the Myriad Gardens Foundation. The increase in capital assets in 2011 of \$42.44 million was primarily related to TIF projects.

Liabilities increased in 2012 and 2011 by \$19.02 million and \$54.59 million primarily due to changes in tax anticipation debt including \$24.78 million and \$56.54 million in issuances and transfers, net of \$8.13 million and \$4.95 million in payments, respectively. Accounts payable increased by \$2.83 million in 2012 and \$3.13 million in 2011.

Summary of Changes in Net Assets (Deficit)

	2012	2011	2012-2011 Amount of Change	2012-2011 %	2010	2011-2010 Amount of Change	2011-2010 %
Revenues							
Program revenues							
Charges for services	\$17,500	\$11,250	\$6,250	55.6%	\$11,492	(\$242)	(2.1%)
Operating grants & contributions	8,112,679	6,219,945	1,892,734	30.4	31,845,368	\$(25,625,423)	(80.5)
General revenues	<u>6,818,296</u>	<u>5,579,220</u>	<u>1,239,076</u>	22.2	<u>5,061,647</u>	<u>517,573</u>	10.2
Total revenues	<u>14,948,475</u>	<u>11,810,415</u>	<u>3,138,060</u>	26.6	<u>36,918,507</u>	<u>(25,108,092)</u>	(68.0)
Program expenses	13,807,883	8,736,527	5,071,356	58.0	15,464,106	(\$6,727,579)	(43.5)
Special item	<u>(7,496,805)</u>	-	<u>(7,496,805)</u>	100.0	-	-	0.0
Changes in net assets (deficit)	(6,356,213)	3,073,888	(9,430,101)	(306.8)	21,454,401	(18,380,513)	(85.7)
Beginning net assets (deficit)	<u>16,047,613</u>	<u>12,973,725</u>	<u>3,073,888</u>	23.7	<u>(8,480,676)</u>	<u>21,454,401</u>	253.0
Ending net assets (deficit)	<u>\$9,691,400</u>	<u>\$16,047,613</u>	<u>(\$6,356,213)</u>	(39.6)	<u>\$12,973,725</u>	<u>\$3,073,888</u>	23.7

Operating grants and contributions increased by \$1.89 million in fiscal year 2012 primarily due to the transfer of TIF District #4 and the increase in tax revenue associated with that transfer. Operating grants and contributions decreased \$25.63 million in 2011 primarily because of a \$28.90 million payment from the City General Obligation Bond Fund in fiscal year 2010 for GOLT proceeds.

Program expenses increased by \$5.07 million in 2012 and decreased \$6.73 million in 2011. The Trust entered into a new Core 2 Shore agreement to continue land assembly and redevelopment objectives of the Urban Renewal Plan that had related expenditures of \$2.34 million in 2012. The Trust also had increased interest on debt related to TIF District #8 of \$1.78 million and an increase in depreciation of \$1.76 million due to placing a large amount of construction in progress into service. The Trust made payments to the Central Oklahoma Transportation and Parking Authority of \$9 thousand in 2011 for construction projects and \$8.23 million for construction projects related to the sale of the Galleria Parking Garage in 2010 and \$2.21 million to the City Capital Improvement Fund for Regatta Park land acquisitions in 2010. In addition, in 2011, program expenses increased by \$2.17 million because of GOLT program expenses and increased interest on debt of \$1.54 million based on the additional draws on the TIF District #8 note.

The Trust reported a special item in 2012 related to the transfer of tax anticipation debt TIF #4 from the Oklahoma City Public Property Authority for \$8 million, net of \$503 thousand in cash and investments.

Governmental fund

Governmental funds reported an ending fund balances of (\$65,573,488) and (\$40,703,890) for the year ending June 30, 2012 and 2011, respectively. Of this year-end total, approximately (\$100,684,786) and (\$80,320,444) at June 30, 2012 and 2011, respectively, is unassigned. Tax anticipation notes are reported at the fund level. Associated capital assets funded by these notes are reported at the trust-wide level. This results in a negative fund balance.

Capital Assets

The Trust's investment in capital assets, net of accumulated depreciation for the fiscal year 2012 and 2011 consists of land, construction in progress, and infrastructure purchased for future economic development. See Note II. A. 3. for more information regarding capital assets.

	Capital Assets						
	<u>2012</u>	<u>2011</u>	2012-2011 Amount of Change	2012-2011 %	<u>2010</u>	2011-2010 Amount of Change	2011-2010 %
Non-Depreciable Assets							
Land	\$4,202,334	\$2,622,816	\$1,579,518	60.2%	\$2,583,101	\$39,715	1.5%
Construction in progress	<u>29,073,333</u>	<u>53,775,832</u>	<u>(24,702,499)</u>	(45.9)	<u>11,490,864</u>	<u>42,284,968</u>	368.0
Total capital assets	<u>33,275,667</u>	<u>56,398,648</u>	<u>(23,122,981)</u>	(41.0)	<u>14,073,965</u>	<u>42,324,683</u>	300.7
Depreciable Assets							
Buildings	9,007,162	1,014	9,006,148	888180.3	-	1,014	100.0
Infrastructure	<u>32,603,554</u>	<u>113,802</u>	<u>32,489,752</u>	28549.4	-	<u>113,802</u>	100.0
Total depreciable assets	<u>41,610,716</u>	<u>114,816</u>	<u>41,495,900</u>	36141.2	-	<u>114,816</u>	100.0
Total net capital assets	<u>\$74,886,383</u>	<u>\$56,513,464</u>	<u>\$9,366,771</u>	16.6	<u>\$14,073,965</u>	<u>\$42,439,499</u>	301.5

The increase in capital assets, in fiscal year 2012, primarily consists of Project 180 construction completed and moved into service. In 2011, the increase in capital assets primarily consisted of expenditures for Project 180 construction.

Economic Factors

The Trust has greatly benefited from the improving local economy of Oklahoma City. The momentum created by the improving local economy has resulted in a number of new construction projects, including the 50-story, 850 foot Devon Energy World headquarters in TIF district #8.

Contacting the Trust's Financial Management

This financial report is designed to provide a general overview of the Trust's finances, comply with finance-related laws and regulations, and demonstrate commitment to public accountability. If you have questions about this report or would like to request additional information, contact the City's Finance Department, Accounting Services Division, at 100 North Walker, Suite 300, Oklahoma City, Oklahoma 73102.

Basic Financial Statements

Trust-wide Financial Statements

Provide both long-term and short-term information about the Trust's overall status using full accrual accounting.

Fund Financial Statements

Focus on the Trust's most significant funds. Major funds are separately reported while all others are combined into a single, aggregated presentation.

Governmental Fund Financial Statements

Encompass essentially the same functions reported as governmental activities in the Trust-wide financial statements using modified accrual accounting and report the annual financing requirements of governmental programs and the commitment of spendable resources for the near-term.

STATEMENTS OF NET ASSETS (DEFICIT)
June 30,

**OKLAHOMA CITY ECONOMIC
DEVELOPMENT TRUST**

	<u>2012</u>	<u>2011</u>
<u>ASSETS</u>		
<u>CURRENT ASSETS</u>		
Pooled cash-----	\$2	\$3
Non-pooled cash-----	2,445,671	13,151,350
Investments-----	50,952,060	44,798,461
Property taxes receivable-----	158,498	168,381
Interest receivable-----	42,887	56,231
Receivable from the City of Oklahoma City-----	5,625,992	2,518,420
Notes receivable-----	177,366	4,395,790
Total current assets-----	59,402,476	65,088,636
<u>NON-CURRENT ASSETS</u>		
Deferred debt expense, net-----	240,074	258,529
Capital assets:		
Land and construction in progress-----	33,275,667	56,398,648
Other capital assets, net of accumulated depreciation-----	41,610,716	114,816
Total capital assets-----	74,886,383	56,513,464
Total non-current assets-----	75,126,457	56,771,993
Total assets-----	134,528,933	121,860,629
<u>LIABILITIES</u>		
<u>CURRENT LIABILITIES</u>		
Accounts payable-----	8,165,388	5,332,024
Payable to the City of Oklahoma City-----	6,313	445,079
Tax anticipation debt-----	10,529,679	2,206,124
Total current liabilities-----	18,701,380	7,983,227
<u>NON-CURRENT LIABILITIES</u>		
Non-current tax anticipation debt-----	106,136,153	97,829,789
Total liabilities-----	124,837,533	105,813,016
<u>NET ASSETS</u>		
Invested in capital assets, net of related debt-----	3,812,319	(4,194,888)
Restricted for public services-----	35,721,420	35,444,647
Unrestricted-----	(29,842,339)	(15,202,146)
Total net assets (deficit)-----	\$9,691,400	\$16,047,613

See accompanying notes to financial statements.

STATEMENTS OF ACTIVITIES
For the Year Ended June 30,

OKLAHOMA CITY ECONOMIC
DEVELOPMENT TRUST

	<u>2012</u>	<u>2011</u>
<u>PROGRAM EXPENSES</u>		
Materials and supplies-----	\$22,915	\$93,817
Professional services-----	770,178	160,153
Other services and charges-----	5,393,461	3,864,714
Payments to the City of Oklahoma City-----	658,838	580,334
Payments to component units of the City of Oklahoma City-----	-	12,062
Depreciation-----	1,189,269	29,617
Interest on debt-----	5,773,222	3,995,830
Total program expenses-----	<u>13,807,883</u>	<u>8,736,527</u>
<u>PROGRAM REVENUES</u>		
<u>CHARGES FOR SERVICES</u>		
Economic development-----	17,500	11,250
<u>OPERATING GRANTS AND CONTRIBUTIONS</u>		
Payments from the City of Oklahoma City-----	7,962,735	5,760,905
Restricted investment income-----	149,944	459,040
Total program revenues-----	<u>8,130,179</u>	<u>6,231,195</u>
Net (expense) revenue-----	<u>(5,677,704)</u>	<u>(2,505,332)</u>
<u>GENERAL REVENUES</u>		
Tax increment financing property taxes-----	6,763,707	5,577,054
Investment income-----	2,035	2,166
Other-----	52,554	-
Total general revenues-----	<u>6,818,296</u>	<u>5,579,220</u>
<u>SPECIAL ITEM</u>		
Special item-----	(7,496,805)	-
Change in net assets-----	<u>(6,356,213)</u>	<u>3,073,888</u>
Net assets (deficit)-beginning-----	16,047,613	12,973,725
Net assets (deficit)-ending-----	<u>\$9,691,400</u>	<u>\$16,047,613</u>

See accompanying notes to financial statements.

BALANCE SHEETS
June 30,

OKLAHOMA CITY ECONOMIC
DEVELOPMENT TRUST

	2012			2011	
	Economic Development Fund	Tax Incremental Financing Fund	General Obligation Limited Tax Fund	Total	2011 Total
<u>ASSETS</u>					
Pooled cash-----	\$1	\$ -	\$1	\$2	\$3
Non-pooled cash-----	-	2,445,671	-	2,445,671	13,151,350
Investments-----	240,872	19,409,882	31,301,306	50,952,060	44,798,461
Property taxes receivable-----	-	158,498	-	158,498	168,381
Interest receivable-----	223	13,601	29,063	42,887	56,231
Due within the Trust-----	898	444	(1,342)	-	-
Receivable from City of Oklahoma City General Fund--	2,500	434,502	-	437,002	204,563
Receivable from City of Oklahoma City Tax Incremental Financing Fund-----	-	4,028,054	-	4,028,054	2,313,857
Receivable from Oklahoma City Water Utilities Trust-----	-	1,160,936	-	1,160,936	2,313,857
Notes receivable, current-----	-	177,366	-	177,366	4,395,790
Deferred debt expense-----	-	240,074	-	240,074	258,529
Total assets-----	\$244,494	\$28,069,028	\$31,329,028	\$59,642,550	\$65,347,165
<u>LIABILITIES AND FUND BALANCES</u>					
<u>LIABILITIES</u>					
Payable to City of Oklahoma City-----	\$ -	\$6,313	\$ -	\$6,313	\$445,079
Tax anticipation notes payable-----	-	116,665,832	-	116,665,832	100,035,913
Deferred revenue-----	223	349,357	28,925	378,505	238,039
Total liabilities-----	233,542	124,948,285	34,211	125,216,038	106,051,055
<u>FUND BALANCES</u>					
Non-spendable-----	-	177,365	-	177,365	4,190,138
Restricted-----	-	3,628,943	31,294,817	34,923,760	35,402,836
Assigned-----	10,173	-	-	10,173	23,580
Unassigned-----	779	(100,685,565)	-	(100,684,786)	(80,320,444)
Total fund balances-----	10,952	(96,879,257)	31,294,817	(65,573,488)	(40,703,890)
Total liabilities and fund balances-----	\$244,494	\$28,069,028	\$31,329,028	\$59,642,550	\$65,347,165
<u>RECONCILIATION OF THE BALANCE SHEETS</u>					
<u>TO THE STATEMENT OF NET ASSETS</u>					
Total fund balances-----	\$10,952	(\$96,879,257)	\$31,294,817	(\$65,573,488)	(\$40,703,890)
Capital assets-----	-	76,105,269	-	76,105,269	56,543,081
Accumulated depreciation-----	-	(1,218,886)	-	(1,218,886)	(29,617)
Deferred revenue earned but unavailable-----	223	349,357	28,925	378,505	238,039
Total net assets (deficit)-----	\$11,176	(\$21,643,519)	\$31,323,743	\$9,691,400	\$16,047,613

See accompanying notes to financial statements.

**STATEMENTS OF REVENUES, EXPENDITURES,
AND CHANGES IN FUND BALANCES
For the Year Ended June 30,**

**OKLAHOMA CITY ECONOMIC
DEVELOPMENT TRUST**

	2012			2011	
	Economic Development Fund	Tax Incremental Financing Fund	General Obligation Limited Tax Fund	Total	Total
REVENUES					
Property taxes-----	\$ -	\$6,605,208	\$ -	\$6,605,208	\$5,577,054
Investment income-----	2,088	51,099	116,826	170,013	223,167
Rental income-----	17,500	-	-	17,500	11,250
Payments from the City of Oklahoma City-----	1,932,394	6,030,341	-	7,962,735	5,760,905
Other-----	-	52,555	-	52,555	-
Total revenues-----	1,951,982	12,739,203	116,826	14,808,011	11,572,376
EXPENDITURES					
Materials and supplies-----	-	22,915	-	22,915	93,817
Professional services-----	521,955	131,834	116,389	770,178	160,153
Payments to component units-----	-	-	-	-	12,062
Payments to the City of Oklahoma City-----	-	265,887	392,951	658,838	580,334
Other services and charges-----	1,442,655	2,636,976	1,313,830	5,393,461	3,864,714
Capital outlay-----	-	19,562,190	-	19,562,190	42,469,116
Debt service-----	-	5,773,222	-	5,773,222	3,995,830
Total expenditures-----	1,964,610	28,393,024	1,823,170	32,180,804	51,176,026
SPECIAL ITEM					
Special item-----	-	(7,496,805)	-	(7,496,805)	-
Net change in fund balances-----	(12,628)	(23,150,626)	(1,706,344)	(24,869,598)	(39,603,650)
Fund balance, beginning-----	23,580	(73,728,631)	33,001,161	(40,703,890)	(1,100,240)
Fund balances, ending-----	\$10,952	(\$96,879,257)	\$31,294,817	(\$65,573,488)	(\$40,703,890)
RECONCILIATION OF STATEMENTS OF REVENUE, EXPENDITURES, AND CHANGES OF ACTIVITIES					
Net changes in fund balances-----	(\$12,628)	(\$23,150,626)	(\$1,706,344)	(\$24,869,598)	(\$39,603,650)
Capital outlay-----	-	19,562,190	-	19,562,190	42,469,116
Depreciation expense-----	-	(1,189,269)	-	(1,189,269)	(29,617)
Recognition of earned but unavailable revenue-----	(54)	153,022	(12,504)	140,464	238,039
Change in net assets (deficit)-----	(\$12,682)	(\$4,624,683)	(\$1,718,848)	(\$6,356,213)	\$3,073,888

See accompanying notes to financial statements.

This Page Left Intentionally Blank

Notes to Financial Statements

I. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

I. A. INTRODUCTION

The accounting and reporting framework and the more significant accounting principles and practices are discussed in subsequent sections of this note. The remainder of the notes is organized to provide explanations, including required disclosures, of the Oklahoma City Economic Development Trust (Trust) financial activities for the fiscal year ended June 30, 2012 and 2011.

I. B. BASIS OF PRESENTATION

I. B. 1. REPORTING ENTITY AND RELATIONSHIP TO THE CITY OF OKLAHOMA CITY, OKLAHOMA

The Trust was created as a public trust pursuant to Title 60 of the Oklahoma Statutes, section 176, et seq., on October 9, 2007 with the City of Oklahoma City, Oklahoma (City) named as the beneficiary. The purpose of the Trust is to finance, operate, develop, construct, maintain, manage, market, and administer projects for investments and reinvestments, within or near Oklahoma City in all lawful forms of economic and community development and redevelopment, and for any public functions and purposes with any public or private entity. The provisions of the trust indenture provide that the Trust will lease or otherwise manage the related property, equipment, and improvements financed by the Trust. The Trust has no employees.

The five Trustees are nominated by the Mayor and confirmed by the City Council. The Trust does not have the power to levy taxes. The City has no obligation for debt issued by the Trust.

Method of Reporting in the City's Comprehensive Annual Financial Report (CAFR)

The Trust is a component unit of the City and is included in the City's financial reporting entity. The financial activity of the Trust is discretely presented in the City's CAFR. CAFR financial statements may be obtained from the Finance Department, Accounting Services Division, 100 N. Walker, Suite 300, Oklahoma City, OK 73102.

Management Agreements

Alliance for Economic Development of Oklahoma City (AEDOC)

The AEDOC functions as a services provider that performs consolidated economic development functions pursuant to service contracts with various agencies. The Trust has a service contract with AEDOC to provide consolidated and coordinated economic development services to the City and the Trust. The agreement is effective May 1, 2011 through June 30, 2016. The eleven member board includes the City Manager and a City Council representative. AEDOC can be contacted at 105 N. Hudson Suite 100, Oklahoma City, OK 73102.

Oklahoma City Myriad Gardens Foundation (OCMGF)

Created to serve as conduit for charitable contributions intended to finance a portion of the Myriad Botanical Gardens development. The OCMGF Board of Directors is comprised of thirty nine members. Eight are elected by the OCMGF Board. The remainder are selected by various community organizations including six by the City's Mayor. Financial information can be obtained at 100 Myriad Gardens, Oklahoma City, Oklahoma 73102.

Oklahoma City Economic Development Foundation (OCEDF)

The OCEDF works to improve economic growth in the greater Oklahoma City area. The Trust has a professional services agreement with the OCEDF to provide certain economic development services for the Trust and the City. The agreement is effective July 1, 2011 through June 30, 2012. The agreement calls for OCEDF to assist with business retention and expansion, research, recruitment and marketing as well as managing the application process for the strategic incentive program. Financial Information can be obtained at 123 Park Avenue, Oklahoma City, OK 73102.

Trust Administration

The Trust has no employees. Trust activities are performed by City employees. The Trust does not reimburse the City for the cost of these services.

I. B. 2. BASIC FINANCIAL STATEMENTS

The basic financial statements include the statement of net assets (deficit), the statement of activities, balance sheet, and statement of revenues, expenditures, and changes in fund balances. These statements report financial information for the Trust as a whole.

Trust-wide Financial Statements

The statement of net assets (deficit) reports both short and long-term assets and liabilities specifically including capital assets acquired by the Trust.

The statement of activities reports the revenues and expenses of the Trust's economic development function. Program revenues include charges for services and operating grants and contributions. All other revenues of the Trust are included as general revenues.

Fund Financial Statements

The balance sheet and statement of revenues, expenditures, and changes in fund balances are also included in the basic financial statements. These statements report current assets and liabilities and sources and uses of these resources.

I. B. 3. MEASUREMENT FOCUS, BASIS OF ACCOUNTING, AND FINANCIAL STATEMENT PRESENTATION

Trust-wide Financial Statements

The financial statements of the Trust are prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). The statement of net assets and statement of activities report using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Capital assets are recorded when purchased or constructed and depreciated over their useful lives.

Fund Financial Statements

The remaining two financial statements report using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized when they are both measurable and available. Available means collectible within the current period or soon enough thereafter to pay current liabilities. The Trust considers revenues to be available if they are collected within 60 days of the end of the fiscal year. Expenditures are recorded when the related liability is incurred.

General Fund

Economic Development Fund

This fund provides funding for the contract with the Oklahoma City Economic Development Foundation for economic development professional services. In addition, this fund provides funding for miscellaneous economic development projects, including any conduit financing or infrastructure improvements pursuant to an economic development agreement and retail incentives.

Special Revenue Funds

Tax Increment Financing (TIF) Fund

This fund accounts for TIF activities of the Trust. In June of 2008, the City Council approved the Trust as the entity designated to manage economic development projects.

General Obligation Limited Tax (GOLT) Fund

This fund accounts for GOLT financed activities of the Trust. On December 11, 2007 the citizens of the City approved the issuance of \$75 million in GOLT bonds for the purpose of expanding the City's economic base. The GOLT bonds will be repaid with property tax collections by the City. The City designated the Trust to administer the GOLT bond projects.

I. C. BUDGET LAW AND PRACTICE

Oklahoma Statutes require the submission of financial information for public trusts. However, legal budgetary control levels are not specified. Accordingly, the Trust's budget is submitted to its governing body for approval. Appropriations are recorded and available for encumbrance or expenditure as revenue is received in cash. Budgetary control is exercised on a project-length basis. Therefore, appropriations are carried forward each year until projects are completed. Management's policy prohibits expenditures to exceed appropriations at the detail, line-item level. Management may transfer appropriations without governing body approval.

I. D. POLICIES RELATED TO ASSETS AND LIABILITIES

I. D. 1. CASH AND INVESTMENTS

The Trust participates in the investment policy approved by the City Council. The Trust's governing board formally adopted the City's updated deposit and investment policy in March 2011.

The Trust maintains and controls a cash and investment operating pool which functions as a demand deposit account for participating funds of the Trust. This pool is allocated to the funds. Fund pooled cash and investments are allocated based on the fund's position in the pool and reported as pooled cash and investments. In addition, non-pooled cash and investments are separately held and reflected in respective funds as non-pooled cash and investments. The Trust engages in non-pooled investing activity for functionally separate activities.

Investments are reported at fair value, which is determined using selected bases. Securities traded on a national or international exchange are valued at the last reported sales price at current exchange rates. Cash equivalents are reported with investments. Cash deposits are reported at carrying amount, which approximates fair value.

I. D. 2. CAPITAL ASSETS AND DEPRECIATION

Property and equipment are stated at actual or estimated historical cost. The Trust generally capitalizes assets with cost of \$7,500 or more as purchases and construction outlays occur. Capital assets are reported in the statement of net assets and depreciated using the straight-line method with estimated useful lives ranging from 5 to 50 years from the date placed in service. When capital assets are disposed, the cost and applicable accumulated depreciation are removed from the respective accounts, and the resulting gain or loss is recorded in operations.

Estimated useful lives, in years, for depreciable assets are as follows:

Buildings	10 - 50
Infrastructure and improvements other than buildings	10 - 50
Mobile equipment, furniture, machinery, and equipment	5 - 20

Cost incurred during construction of long-lived assets is recorded as construction in progress and is not depreciated until placed in service. Generally, constructed assets are transferred to the City upon final acceptance by the Board of Trustees and formal acceptance by the City.

I. D. 3. DEFERRED DEBT EXPENSE AND DEBT ISSUANCE COSTS

The costs of issuing debt is being amortized over the term of the respective note using a method that approximates the effective interest method.

I. D. 4. TIF

TIF is a method of obtaining financing using future gains in taxes to finance current improvements which will create the conditions for those future gains. When a public project is carried out the increase in the value of surrounding real estate, and perhaps new investment, is expected to increase property and sales tax revenues that are dedicated to finance the debt issued to pay for the project. The City uses TIF to stimulate economic and community development. The Trust along with the Oklahoma City Public Property Trust (OCPPA) and the Oklahoma City Redevelopment Trust (OCRA) have TIF in place.

I. D. 5. FUND EQUITY

Fund Balance

Non-Spendable Fund Balance

Fund balance reported as non-spendable includes amounts that cannot be spent because it is not in spendable form or is not expected to be converted to cash including inventories, prepaid expenses and non-current receivables and advances.

Restricted Fund Balance

Restricted fund balance includes amounts that are constrained for specific purposes which are externally imposed by providers, such as creditors or amounts constrained due to constitutional provisions or enabling legislation including City ordinances approved by a vote of the Citizens.

Committed Fund Balance

Committed fund balance includes amounts that are constrained for specific purposes that are internally imposed by a vote of the Board of Trustees. Commitments of fund balance do not lapse at year-end.

Assigned Fund Balance

Assigned fund balance includes amounts that are intended to be used for specific purposes that are neither considered restricted or committed. Fund Balance may be assigned by formal action of the City Finance Director.

Unassigned Fund Balance

Unassigned fund balance includes fund balance within the Economic Development Fund which has not been classified within the above mentioned categories and negative fund balances in other governmental funds.

Fund Balance Usage

The Trust uses restricted amounts to be spent first when both restricted and unrestricted fund balance is available unless there are legal documents or contracts that prohibit doing this, such as a grant agreements requiring dollar for dollar spending. Additionally, the Trust uses committed, then assigned, and lastly unassigned amounts of unrestricted fund balance when expenditures are made.

Net Assets

Net assets invested in capital assets, net of related debt and legally restricted amounts are separated from unrestricted net assets.

Net Assets Invested in Capital Assets, Net of Related Debt

The amount reported is calculated as total capital assets less accumulated depreciation and outstanding debt used to purchase the assets net of unspent portions. Unspent portions of debt, along with any amounts used to fund debt reserves, are included with restricted net assets.

Restricted Net Assets

Amounts reported as restricted for debt service include those amounts held in restricted accounts as required by the debt instrument. Restricted amounts held to pay bond interest are reduced by accrued interest payable. Net assets restricted for capital projects include unspent debt proceeds legally restricted for capital outlays. Restricted net assets also include purpose restrictions from enabling legislation and other external sources.

I. D. 6. USE OF ESTIMATES

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures; accordingly, actual results could differ from those estimates.

I. D. 7. RISK MANAGEMENT

The Trust's risk management activities are recorded in the City Risk Management Fund and the Oklahoma City Municipal Authority (OCMFA) OCMFA Services Fund. These funds administer the property and liability insurance programs for the City and related Trusts, Authorities and System. The Trust pays premiums to the City to cover its estimated share of the current costs incurred by the insurance programs.

Significant losses are covered by commercial insurance for the property and liability programs. Settlement amounts have not exceeded insurance coverage for the current year or the three prior years.

The Trust does not recognize any separate liabilities related to risk management.

I. E. MAJOR REVENUES

Revenues primarily consist of interfund payments from the City for TIF sales tax revenues collected and paid to the Trust by the City. Revenues also include TIF property tax collections. TIF property taxes designated for TIF districts are paid directly to the Trust. Taxes levied annually on November 1 are due one-half by December 31 and one-half by March 31. Major tax payments are received December through April. Lien dates for real property are in June and October, respectively.

I. F. TAX STATUS

The Trust is exempt from Federal and state income taxes under Section 115 of the Internal Revenue Code for any trade or business related to the Trust's tax-exempt purpose or function.

I. G. RETAINAGES

It is the policy of the Trust to retain a percentage of construction contracts until a completed project has been accepted by the Trustees. Contractors may request to opt out of this retainage by providing a certificate of deposit with the Trust. The City holds the certificate of deposit and the Trust retains the risk of incurring costs related to a contractor's failure to perform. However, in the event of non-performance, the City calls the certificate and pays to the Trust to cover any costs incurred. The Trust does not record the effect of holding the certificates of deposit.

II. ASSETS AND LIABILITIES

II. A. ASSETS

II. A. 1. DEPOSITS AND INVESTMENTS

Deposits

Custodial credit risk for deposits is the risk that in the event of a bank failure, the Trust's deposits may not be returned or the Trust will not be able to recover collateral securities in the possession of an outside party. The Trust's policy requires deposits to be 110 percent secured by collateral valued at market, less the amount of the Federal depository insurance. Deposited funds may be invested in certificates of deposit in institutions with an established record of fiscal health, as determined by the bank's institutional rating on each of the performance evaluations conducted pursuant to the Federal Community Reinvestment Act, 12 United States Code, Section 2901. Collateral agreements must be approved prior to deposit of funds as provided by law. The City Council approves and designates a list of authorized depository institutions based on evaluation of solicited responses and certifications provided by financial institutions and recommendations of the City Treasurer.

At June 30, 2012 and 2011 the Trust's cash is collateralized with securities held by the pledging financial institution in the name of the Trust, less the Federal depository insurance.

Investments

The Trust invests in various investment securities. Investment securities are exposed to various risks such as interest rate risk and credit risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the Trust's financial position. However, because the values of individual investments fluctuate with market conditions, the amount of losses that will be recognized in subsequent periods, if any, cannot be determined.

June 30, 2012				
	Fair Value/ <u>Carrying Amount</u>	Cost	Average Credit Quality/ <u>Ratings (1)</u>	Weighted Average Months to <u>Maturity (2)</u>
Federal obligations	\$25,238,975	\$25,429,451	AA+/Aaa	9.32
Money market funds	<u>25,713,085</u>	<u>25,713,085</u>	AAA/Aaa	1.80
	<u>\$50,952,060</u>	<u>\$51,142,536</u>		

June 30, 2011				
	Fair Value/ <u>Carrying Amount</u>	Cost	Average Credit Quality/ <u>Ratings (1)</u>	Weighted Average Months to <u>Maturity (2)</u>
Federal obligations	\$25,556,416	\$25,556,410	AAA/Aaa	18.09
U.S. Treasury notes	5,030,650	5,030,650	N/A	9.17
Money market funds	<u>14,211,395</u>	<u>14,211,395</u>	AAA/Aaa	1.43
	<u>\$44,798,461</u>	<u>\$44,798,455</u>		

- (1) Ratings are provided where applicable to indicate associated Credit Risk.
(2) Interest Rate Risk is estimated using weighted average months to maturity.

The Trust's investment policy is maintained by the City Treasurer. Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. Trust funds may be invested in: (1) direct obligations of the U.S. government, its agencies or instrumentalities to the payment of which the full faith and credit of the U.S. government is pledged, or obligations to the payment of which the full faith and credit of the State of Oklahoma is pledged; (2) Federal agency or U.S. government-sponsored enterprise obligations, participations, or other instruments, including those insured by or fully guaranteed as principal and interest by Federal agencies or U.S. government-sponsored enterprises; (3) collateralized or insured certificates of deposit and other evidences of deposits at banks, savings and loan associations, and credit unions located in Oklahoma when secured by appropriate collateral or fully insured certificates of deposit and other evidences of deposits at banks, savings and loan associations, and credit unions located outside of Oklahoma; (4) repurchase agreements that have underlying collateral of direct obligations or obligations of the U.S. government, its agencies, and instrumentalities; (5) money market funds regulated by the Securities and Exchange Commission which consist of authorized domestic securities with restrictions as specified in state law; (6) Savings accounts or certificates of savings and loan associations, banks, and credit unions, to the extent the accounts are fully insured by Federal depository insurance; (7) State and Local Government Series (SLGS); (8) City direct debt obligations for which an ad valorem tax may be levied or bonds issued by a public trust of which the City is a beneficiary and judgments rendered against the City by a court of record, provided it is a prudent investment; (9) Prime commercial paper with a maturity date less than 180 days which represents less than 10% of the outstanding paper of an issuing corporation.

Under the policy, the Trust may not invest in reverse repurchase agreements, derivative instruments created from, whose value depends on, or is derived from, the value of one or more underlying assets or indices of asset values and/or has no call options prior to the City's desired maturity or is a variable rate instrument. Collateralization is further restricted to permitted investments shown previously as items (1) and (2).

Interest Rate Risk is the risk that changes in interest rates will adversely affect the fair value of an investment. Investments held for longer periods are subject to increased risk of adverse interest rate changes. The policy provides that to the extent practicable, investments are matched with anticipated cash flows. Investments are diversified to minimize the risk of loss resulting from over-concentration of assets in a specific maturity period, a single issuer, or an individual class of securities. Unless matched to a specific cash flow, investments are not made in securities maturing more than five years from the date of purchase. Certificates of deposit may not be purchased with maturities greater than 365 days from date of purchase.

Concentration of Credit Risk is the risk of loss attributed to the magnitude of the Trust's investment in a single issuer. Cumulatively, portfolios of the Trust may not be invested in any given financial institution in excess of 5% of such institution's total assets. Additionally, no more than 5% of the total Trust portfolio may be placed with any single financial institution. U.S. government securities, SLGS, City judgments, repurchase agreements, and money market funds are excluded from these restrictions.

Portfolio Structure (1)

Investment Type Limitations		Maturity Limitations	
Percentage of Total Invested Principal		Percentage of Total Invested Principal	
	Maximum % (2)		Maximum % (4)
Repurchase agreements	100.0%	0-1 year	100%
U.S. Treasury securities (3)	100.0	1-3 years	90
Certificates of deposit	50.0	3-5 years	90
Money market funds	100.0		
Savings accounts	100.0		
U.S. noncallable agencies securities	100.0		
U.S. Callable Agency Securities	20.0		
Prime Commercial Paper	7.5		
City judgments	5.0		

- (1) Specifically matched cash flows are excluded.
- (2) For investments listed, there is no minimum percentage specified under the policy.
- (3) Includes SLGS.
- (4) For maturities limited to 0-1 year, the minimum percentages allowed under the policy are 5-25%.

The policy also allows surplus cash, certificates of deposit, and repurchase agreements to be collateralized with securities with longer maturities if such maturity does not exceed ten years.

Investments Held by Others

For investments, custodial credit risk is the risk that, in the event of the failure of the counterparty, the Trust will not be able to recover the value of its investments or collateral securities in the possession of an outside party. Policy provides that investment collateral is held by a third party custodian with whom the City has a current custodial agreement in the City's name or be held in the name of both parties by the Federal Reserve Bank servicing Oklahoma. The Trust's investments are insured or collateralized with securities held by the Trust, the City, or its agent in the Trust's or the City's name.

Compliance with State Restrictions

Trust investment policy is more restrictive than the requirements of Oklahoma law found in Title 60 of the Oklahoma Statutes and the standards of the Oklahoma Uniform Prudent Investor Act. These statutes restrict public trust investing to the Prudent Investor Rule defined by Title 60 Oklahoma Statutes to consider the purposes, terms, distribution requirements, and other circumstances of the Trust and to exercise reasonable care, skill, and caution. Investment decisions must be evaluated not in isolation, but in the context of the Trust's portfolio as a whole and as a part of the overall investment strategy having risk and return objectives reasonably suited to the Trust.

II. A. 2. NOTE RECEIVABLE

During Fiscal Year 2011 the Trust Loaned the OCMGF \$4,190,138 to enable the OCMGF to acquire property in the vicinity of the Myriad Botanical Gardens for the purposes of providing for relocation of displaced Myriad Botanical Gardens facilities and to ensure that the property is used and developed in a manner compatible with the purpose of the Myriad Botanical Gardens. The land and buildings were appraised at \$4,225,000. On August 9, 2011, the Trust approved a real estate transfer agreement between the Trust and the OCMGF naming the Trust as owners of the property purchased by the OCMGF. The transfer released the OCMGF of the liability to the Trust for the principal amount of the loan but requires the OCMGF to pay any unpaid accrued interest, which was \$188,520 at the date of the transfer under the same terms as the original note. In fiscal year 2012, payments of \$11,154 were made by the OCMGF. The remaining notes receivable from OCMGF at June 30, 2012 is \$177,366.

II. A. 3. CAPITAL ASSETS

Changes in Capital Assets

	2012							Total Capital Assets, net
	Capital assets, not depreciated			Capital assets, depreciated				
	Land	Construction In Progress	Total	Buildings	Infrastructure	Total		
CAPITAL ASSETS								
Balance, June 30, 2011	\$2,622,816	\$53,775,832	\$56,398,648	\$1,054	\$143,379	\$144,433	\$56,543,081	
Increases	1,579,518	23,190,363	24,769,881	9,238,140	33,447,029	42,685,169	67,455,050	
Decreases	-	(47,892,862)	(47,892,862)	-	-	-	(47,892,862)	
Balance, June 30, 2012	<u>4,202,334</u>	<u>29,073,333</u>	<u>33,275,667</u>	<u>9,239,194</u>	<u>33,590,408</u>	<u>42,829,602</u>	<u>76,105,269</u>	
ACCUMULATED DEPRECIATION								
Balance, June 30, 2011				40	29,577	29,617	29,617	
Increases				<u>231,992</u>	<u>957,277</u>	<u>1,189,269</u>	<u>1,189,269</u>	
Balance, June 30, 2012				<u>232,032</u>	<u>986,854</u>	<u>1,218,886</u>	<u>1,218,886</u>	
Capital assets, Net	<u>\$4,202,334</u>	<u>\$29,073,333</u>	<u>\$33,275,667</u>	<u>\$9,007,162</u>	<u>\$32,603,554</u>	<u>\$41,610,716</u>	<u>\$74,886,383</u>	
	2011							
	Capital assets, not depreciated			Capital assets, depreciated			Total Capital Assets, net	
	Land	Construction In Progress	Total	Buildings	Infrastructure	Total		
CAPITAL ASSETS								
Balance, June 30, 2010	\$2,583,101	\$11,490,864	\$14,073,965	\$ -	\$ -	\$ -	\$14,073,965	
Increases	39,715	42,469,116	42,508,831	1,054	143,379	144,433	42,653,264	
Decreases	-	(184,148)	(184,148)	-	-	-	(184,148)	
Balance, June 30, 2011	<u>2,622,816</u>	<u>53,775,832</u>	<u>56,398,648</u>	<u>1,054</u>	<u>143,379</u>	<u>144,433</u>	<u>56,543,081</u>	
ACCUMULATED DEPRECIATION								
Balance, June 30, 2010				-	-	-	-	
Increases				<u>40</u>	<u>29,577</u>	<u>29,617</u>	<u>29,617</u>	
Balance, June 30, 2011				<u>40</u>	<u>29,577</u>	<u>29,617</u>	<u>29,617</u>	
Capital assets, net	<u>\$2,622,816</u>	<u>\$53,775,832</u>	<u>\$56,398,648</u>	<u>\$1,014</u>	<u>\$113,802</u>	<u>\$114,816</u>	<u>\$56,513,464</u>	

Depreciation Expense

Depreciation expense was charged to the Trust in the amount of \$1,189,269, for the year ending 2012, and \$29,617 for the year ending June 30, 2011.

II. B. LIABILITIES

II. B. 1. DEFERRED REVENUE

Governmental funds reported deferred revenue of \$378,505 June 30, 2012. Of this amount, \$177,366 is the accrued interest related to the note receivable from Myriad Gardens Foundation, \$42,639 from deferred investment earnings, and \$158,500 from property taxes. In fiscal year 2011, the governmental funds reported deferred revenue of \$238,039. Of this amount, \$181,910 is the accrued interest related to the note receivable from the Myriad Gardens Foundation and \$56,129 from deferred investment earnings.

II. B. 2. TAX ANTICIPATION DEBT

TIF Districts #2 and #3

The City created TIF District #2 on March 7, 2000 and TIF District #3 on July 20, 2004. The OCPPA issued a line of credit to provide the funding for the projects related to the two TIF districts until the permanent TIF financing was finalized. The extended due date of the line of credit was December 31, 2008.

On October 22, 2008, the Trust issued Private Placement Tax Anticipation Note 2008 from JP Morgan Chase Bank, N.A. in the amount of \$25,000,000 with a fixed interest rate of 6.99% for a 16 year term to pay the outstanding principal and interest on the OCPPA TIF #2 and #3 line of credit in the amount of \$20,523,262. The balance of proceeds from the 2008 note is available to fund the remaining projects within the TIFs.

On February 4, 2010, the Trust issued a \$5 million Private Placement Tax Anticipation Note from JP Morgan Chase Bank, N.A. with a fixed interest rate of 4.20% for a 5 year term. The proceeds from the 2010 note are to fund redevelopment and improvements within the districts. At June 30, 2012, \$21,593,003 has been drawn to fund TIF Districts #2 and #3 projects. Of the amount due, \$23,835,000 is reported with non-current liabilities.

On February 23, 2010, TIF sales tax formally receivable to the OCRA related to TIF District #2 and #3 were assigned to the Trust.

TIF District #4 and #5

In October 2004, Dell Incorporated (Dell) announced the selection of the City as the permanent site of the Dell Business Services Center. In November 2004, the City Council approved a Memorandum of Understanding (MOU) with Dell that outlined the incentives to be provided to Dell as a result of the selection of the City. The MOU required the City to provide land and infrastructure improvements to the site along with job creation grants. In December 2004, OCPPA approved the incurrence of indebtedness to JP Morgan Chase for a \$12 million line of credit (LOC) with a rate of London Interbank Offered Rate (LIBOR) (30 day) plus 45 basis points with full repayment due on or before December 15, 2006. The financing requires a moral (not legal) pledge by the City in the event that proceeds of the tax increment debt issued by a City beneficiary trust are insufficient to repay the LOC.

In March 2005, the Authority increased the LOC by an additional \$4 million to \$16 million to fund a site improvement contract for dynamic compaction. On November 14, 2006, OCPPA authorized the extension of the terms of the note that increased the amount to \$16 million and extended the maturity date to December 1, 2007. On November 20, 2007, the OCPPA authorized an extension of the maturity date to December 1, 2008. On November 18, 2008, the OCPPA authorized an extension of the LOC maturity date to June 30, 2009; a decrease in the LOC from \$16 million to \$13 million; and an increase in interest rate to LIBOR (30 day) plus 90 basis points. On June 23, 2009, the OCPPA authorized an extension of the maturity date to June 30, 2010 and an increase in the interest rate to LIBOR plus 105 basis points. On June 21, 2011, the OCPPA authorized an extension of the LOC maturity date to June 30, 2012; a decrease in the LOC from \$12 million to \$11 million; and an increase in the interest rate to LIBOR plus 115 basis points.

In March, 2012, the City Council and the Boards of the Trust and OCPPA jointly resolved to assign the OCPPA Tax Anticipation Note, 2006, to the tax anticipation debt obligation related to tax incremental financing district #4 and #5 from the OCPPA to the Trust and approved the related transfer of funds from OCPPA to the Trust. This indebtedness was transferred to the Trust.

TIF District #8

On December 16, 2008, the City Council established TIF District #8. The new TIF district includes a budget of \$115 million for public improvements. On September 23, 2009, the City Council authorized the incurrence of indebtedness of the Trust. The Private Placement Revenue Note Series 2009 will be financed from Devon Energy Corporation in the amount of \$95 million at a fixed interest rate of 5% per annum for October 1, 2009 through September 30, 2015. From October 1, 2015, to maturity date June 30, 2034, the interest rate will be variable. No principal payments are required prior to October 1, 2014. Interest is payable on each April 1 and October 1. Per the loan agreement, on any interest payment date prior to October 1, 2014, the Trust may elect to defer payment of accrued interest. All deferred interest is added to the principal balance of the loan. As of June 30, 2012 and 2011, \$76,600,000 and \$69,100,000 has been drawn on the note and an additional \$5,701,154 and \$2,082,716 in deferred interest has been added to the principal of the loan, respectively.

On September 23, 2009, the Trust authorized the transfer of not more than \$4 million of TIF note proceeds and revenues to the Central Oklahoma Transportation and Parking Authority (COTPA) to reimburse COTPA for costs and expenses related to a truck dock relocation project within the TIF #8 project area. During the year ended June 30, 2011, the Trust made payments of \$8,729 to COTPA. No payments were made to COTPA in 2012.

Changes in Tax Anticipation Debt

	2012				
	Balance July 1, 2011	Issued/ Transferred	Retired	Balance June 30, 2012	Effective Interest Rate
TIF #2 and #3	\$23,180,000	\$ -	\$1,586,997	\$21,593,003	6.99%
TIF #2 and #3	4,500,000	-	172,991	4,327,009	4.20
TIF #4 and #5	-	8,000,000	1,000,000	7,000,000	1.25
TIF #8	71,182,716	11,118,438	-	82,301,154	5.00
TIF interest payable	1,173,197	5,644,262	5,372,793	1,444,666	
	<u>\$100,035,913</u>	<u>\$24,762,700</u>	<u>\$8,132,781</u>	<u>\$116,665,832</u>	
	2011				
	Balance July 1, 2010	Issued	Retired	Balance June 30, 2011	Effective Interest Rate
TIF #2 and #3	\$29,120,000	\$ -	\$1,440,000	\$27,680,000	6.99%
TIF #8	18,623,836	52,558,880	-	71,182,716	5.00
TIF interest payable	707,456	3,977,376	3,511,635	1,173,197	
	<u>\$48,451,292</u>	<u>\$56,536,256</u>	<u>\$4,951,635</u>	<u>\$100,035,913</u>	

Tax Anticipation Debt Service Requirements to Maturity

<u>Fiscal Year</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2013	\$9,085,000	\$5,900,081	\$14,985,081
2014	2,410,000	5,900,157	8,310,157
2015	6,664,103	5,815,351	12,479,454
2016	5,254,103	6,628,900	11,883,003
2017	5,354,103	8,285,173	13,639,276
2018-2022	28,480,513	47,929,671	76,410,184
2023-2027	26,620,513	32,578,137	59,198,650
2028-2032	19,595,513	16,675,671	36,271,184
2033-2037	<u>11,757,318</u>	<u>2,575,188</u>	<u>14,332,506</u>
	<u>\$115,221,166</u>	<u>\$132,288,329</u>	<u>\$232,524,414</u>

Pledged Revenues

The Trust issued and assumed tax anticipation notes to support its economic development activities. The TIF Fund financial statements report revenue-supported debt. In 2012 and 2011, the Trust recognized \$6,763,707 and \$5,577,054, respectively, in property taxes and \$0 and \$4,776,702 in payments from the City for sales tax. In addition, if the principal and interest on the TIF debt is not paid as due, the City transfers amounts sufficient to pay the principal and interest due.

II. C. INTERFUND BALANCES

Payable To/From the City

The Trust reported \$5,625,992 and \$2,518,420 receivable from the City at June 30, 2012 and 2011, respectively. In 2012, \$437,002 was receivable from the City General Fund, \$1,160,936 from the Oklahoma City Water Utilities Trust and \$4,028,054 was receivable from the City TIF Fund for TIF sales tax collections. In 2011, \$204,563 was receivable from the City General Fund and \$2,313,857 was receivable from the City TIF Fund for TIF sales tax collections.

The Trust reported \$6,313 as a payable to the City at June 30, 2012, which is payable to the City Stormwater Drainage Fund for construction related costs incurred by the City on behalf of the Trust. At June 30, 2011, the Trust reported \$445,079 as payable to the City, of which \$440,659 was payable to the City General Fund, \$15 to the City TIF Fund, and \$4,405 to the City Stormwater Drainage Fund for construction related costs incurred by the City on behalf of the Trust and administrative services.

III. FUND EQUITY

III. A. FUND BALANCE

Non-spendable

	<u>2012</u>	<u>2011</u>
Note receivable	<u>\$177,365</u>	<u>\$4,190,138</u>

Restricted Fund Balance

	<u>2012</u>	<u>2011</u>
Restricted for TIF #2 projects	(\$14,141,497)	(\$17,496,778)
Restricted for TIF #4 projects	(6,237,121)	-
Restricted for TIF #8 projects	(76,678,005)	(60,421,988)
Restricted for GOLT bond economic development	31,294,818	33,001,158
Reallocation for negative restricted	<u>100,685,565</u>	<u>80,320,444</u>
	<u>\$34,923,760</u>	<u>\$35,402,836</u>

Assigned Fund Balance

	<u>2012</u>	<u>2011</u>
Assigned for encumbrances of the Economic Development Fund	\$66,286	\$203,802
Reallocation for negative assigned	<u>(56,113)</u>	<u>(180,222)</u>
	<u>\$10,173</u>	<u>\$23,580</u>

Unassigned

	<u>2012</u>	<u>2011</u>
Unassigned	(\$55,334)	(\$180,222)
Restricted negative fund balance	(100,685,565)	(80,320,444)
Assigned negative fund balance	<u>56,113</u>	<u>180,222</u>
	<u>(\$100,684,786)</u>	<u>(\$80,320,444)</u>

Encumbrances

Encumbrances of \$11,703,179 and \$16,475,649 at June 30, 2012 and 2011, respectively, are reported with restricted fund balances. Encumbrances related to unassigned fund balance are considered and reported as assigned fund balance.

III. B. NET ASSETS

Invested in Capital Assets, Net of Related Debt

	<u>2012</u>	<u>2011</u>
Capital assets, net	\$74,886,383	\$56,513,464
Capital related tax anticipation debt	(65,611,238)	(55,374,028)
Retainages and capital related accounts payable	<u>(5,462,826)</u>	<u>(5,334,324)</u>
	<u>\$3,812,319</u>	<u>(\$4,194,888)</u>

Restricted for Public Services

	<u>2012</u>	<u>2011</u>
Restricted for TIF #2 projects	(\$8,276,989)	(\$10,410,924)
Restricted for TIF #4 projects	768,362	-
Restricted for TIF #8 projects	(15,055,607)	(6,607,908)
Restricted for GOLT bond economic development	31,323,743	33,042,588
Reallocation for negative restricted	<u>26,961,911</u>	<u>19,420,891</u>
	<u>\$35,721,420</u>	<u>\$35,444,647</u>

Unrestricted

	<u>2012</u>	<u>2011</u>
Unrestricted	(\$2,880,428)	\$4,218,745
Restricted negative net assets	<u>(26,961,911)</u>	<u>(19,420,891)</u>
	<u>(\$29,842,339)</u>	<u>(\$15,202,146)</u>

Deficit Fund Balance

Deficit fund balance of \$96,879,257 reported in the TIF Fund is the result of tax anticipation notes payable issued for projects not capitalized in the Trust.

IV. INTERFUND PAYMENTS

Interfund Payments To/From the City

In 2012, the Trust received \$790,240 from the City General Fund to fund the contract with OCEDF. The Trust additionally received \$7,172,495 from the City TIF Fund. The Trust paid \$657,226 and \$1,612 to the City General Fund and City TIF Fund, respectively in 2012, for administrative services.

In 2011, the Trust received \$790,240 from the City General Fund to fund the contract with the OCEDF. The Trust received \$193,963 from the City Capital Improvement Fund that the Trust had previously paid, but due to the fact that the project was completed, the funds were returned to the Trust. The Trust additionally received \$4,776,702 from the City TIF Fund. Also in 2011, the Trust paid \$528,916 and \$1,418 to the City General Fund and City TIF Fund, respectively, for administrative services and paid \$50,000 to the City Grants Management Fund for matching funds for a U.S. Department of Commerce grant.

Interfund Payments To/From Component Units of the City

In 2011, the Trust paid COTPA \$8,729 for the relocation of a parking garage dock in the TIF #8 project area and paid the Oklahoma City Redevelopment Authority (OCRRA) \$3,333 for legal services associated with the Shoreline Improvements Regatta Park Project.

V. LEASE REVENUES

On August 25, 2009, the Trust purchased property for economic development. The property was occupied at the time of purchase. The occupants of the property have a month to month arrangement to pay the trust \$1,250 per month. The Trust received \$17,500 and \$11,250 in rent payments during 2012 and 2011, respectively.

V. B. SPECIAL ITEM

Transfer of Debt Obligations from OCPPA to OCEDT

In March, 2012, the City Council and the Boards of the Trust and OCPPA jointly resolved to assign the OCPPA Tax Anticipation Note, 2006, the tax anticipation debt obligation related to tax incremental financing district #4 and #5 from the OCPPA to the Trust and approved the related transfer of funds from OCPPA to the Trust. The balance transferred on March 27, 2012 was \$7,496,805 which included tax anticipation debt payable of \$8 million net of \$503,196 in cash and investments.

VI. LONG-TERM COMMITMENTS

GOLT Bond Funded Commitments

The first series of the authorized bond issue was in March 2008. The proceeds less the issuance cost were transferred to the Trust in the amount of \$35,912,844 since the authorization of the bonds. An incentive funding program has been established and is used to negotiate with prospective companies and is generally awarded based on the company's performance. An annual review of those companies is performed to satisfy the requirements of their contracts. During the fiscal years 2012 and 2011 the Trust has approved allocation of the GOLT bond proceeds of \$9,040,000 and \$6,416,400, respectively. The Trust paid \$1,635,525 and \$2,249,687 in awards in 2012 and 2011, respectively.

	<u>2012</u>	<u>2011</u>
	<u>Outstanding Award</u>	<u>Outstanding Award</u>
Affinia Products Corporation	\$364,000	\$364,000
CSAA California State Association	2,345,182	2,345,182
Wood Group ESP, Inc.	783,000	783,000
OrthoCare Innovations, LLC	265,000	265,000
Advanced Academics	892,500	965,500
Land Needs Study	50,000	100,000
Tech Business Launch Grant Match	133,328	266,664
Paycom	218,778	507,967
Blue Cross Blue Shield	420,000	420,000
Chesapeake Energy	2,450,000	3,500,000
The Boeing Company C-130	1,496,400	1,496,400
ARINC	610,000	-
Continental Resources	7,200,000	-
Centek LTD	200,000	-
Cameron International	350,000	-
UE Manufacturing	340,000	-
FMC Technologies	300,000	-
	<u>\$18,418,188</u>	<u>\$11,013,713</u>

TIF Funded Commitments

As of June 30, 2012 and 2011, the Trust has approved TIF funded projects with outstanding commitments of \$17,855,998 and \$23,309,892, respectively.

VII. RELATED PARTY TRANSACTIONS

Administrative Chargebacks

For fiscal years ending June 30, 2012 and 2011, the Trust reported payments to the City to reimburse for the cost of providing administrative and operational services of \$658,838 and \$580,334, respectively.

Management Fees

For fiscal years ending June 30, 2012 and 2011, the Trust reported payments to the related parties for economic development services related to \$1,470,391 and \$846,240, respectively.

	2012	<u>2011</u>
OCMGF	\$517,152	\$ -
OCEDF	790,240	790,240
AEDOC	<u>162,999</u>	<u>56,000</u>
	<u>\$1,470,391</u>	<u>\$846,240</u>

**Independent Accountants' Report on Internal Control over
Financial Reporting and on Compliance and Other Matters
Based on an Audit of the Financial Statements Performed in
Accordance with *Government Auditing Standards***

Board of Trustees
Oklahoma City Economic Development Trust
Oklahoma City, Oklahoma

We have audited the financial statements of the governmental activities and each major fund of the Oklahoma City Economic Development Trust (the Trust), a component unit of the City of Oklahoma City (the City), as of and for the year ended June 30, 2012, which collectively comprise the Trust's basic financial statements and have issued our report thereon dated December 12, 2012. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

Internal Control over Financial Reporting

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

Our consideration of internal control over financial reporting was for the limited purpose described in the preceding paragraph and was not designed to identify all deficiencies in internal control over financial reporting that might be deficiencies, significant deficiencies or material weaknesses and, therefore, there can be no assurance that all deficiencies, significant deficiencies or material weaknesses have been identified. However, as discussed in the accompanying schedule of findings and responses, we identified deficiencies in internal control over financial reporting that we consider to be material weaknesses.

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 Trust's financial statements will not be prevented or detected and corrected on a timely basis. We consider the deficiencies described in the accompanying schedule of findings and responses as items 12-01 and 12-02 to be material weaknesses.

Compliance and Other Matters

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

We noted certain matters that we reported to the Trust's management in a separate letter dated December 12, 2012.

The Independent Accountants' Report on Internal Control over Financial Reporting and on Compliance and Other Matters Based on an Audit of the Financial Statements Performed in Accordance with *Government Auditing Standards* of the City should be read in conjunction with this report.

The Trust's responses to the findings identified in our audit are described in the accompanying schedule of findings and responses. We did not audit the Trust's responses and, accordingly, we express no opinion on them.

This report is intended solely for the information and use of the Board of Trustees, management, the City and others within the Trust and is not intended to be and should not be used by anyone other than these specified parties.

BKD, LLP

December 12, 2012

Oklahoma City Economic Development Trust
Schedule of Findings and Responses
Year Ended June 30, 2012

Reference Number	Finding
12-01	<p>Criteria or Specific Requirement – Management is responsible for establishing and maintaining effective internal control over financial reporting.</p> <p>Condition – In an effort to improve reporting of unrecorded payables, the City and related trusts and authorities changed the method used to identify certain payables to be accrued at year-end. The City and related trusts and authorities implemented a process whereby the department managers provided estimates of payables based on the progress on projects. The Accounting Services Division relied on the payable information provided by the department managers and did not validate the information. Based on our testing of payables, we identified certain instances where payables recorded under this new method were both overstated and understated.</p> <p>Context – Timely and accurate financial statements are critical to managing operations and communicating financial position and results of operations to interested parties.</p> <p>Effect – Potential material misstatements in the financial statements due to error could occur and not be detected and/or corrected in a timely manner.</p> <p>Cause – Insufficient education of department managers regarding what information was actually needed and the testing of the new process methodology was not completed.</p> <p>Recommendation – We recommend that new processes implemented be clearly communicated and results tested to ensure the accuracy of the information being generated by the new process.</p> <p>Views of Responsible Officials and Planned Corrective Actions – We agree the process needs improvement and will implement year-end training and a process that includes requiring documentation of amounts provided by departments in order to validate accuracy of information.</p>

Oklahoma City Economic Development Trust
Schedule of Findings and Responses
Year Ended June 30, 2012

Reference Number	Finding
12-02	<p>Criteria or Specific Requirement – Management is responsible for establishing and maintaining effective internal control over financial reporting.</p> <p>Condition – The Authority continued to make material adjustments, in response to audit inquires, to correct capital asset and related depreciation account balances.</p> <p>Context – Timely and accurate financial statements are critical to managing operations and communicating financial position and results of operations to interested parties.</p> <p>Effect – Potential material misstatements in the financial statements due to error could occur and not be detected and/or corrected in a timely manner.</p> <p>Cause – Current control processes and procedures did not timely identify the need to make adjustments to the Authority’s capital asset accounts.</p> <p>Recommendation – We recommend the continued review of asset accounting procedures and processes to identify enhancements which can be implemented to strengthen these processes and procedures.</p> <p>Views of Responsible Officials and Planned Corrective Actions – We agree the asset management system and related accounting procedures need extensive revision. We will revise the asset management system and develop extensive procedures to ensure the system properly tracks capital assets.</p>