REGIONAL METROPOLITAN UTILITY AUTHORITY

FINANCIAL REPORT June 30, 2015 and 2014



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RSM US LLP

Independent Auditor's Report

Board of Trustees Regional Metropolitan Utility Authority Tulsa, Oklahoma

Report on the Financial Statements

We have audited the accompanying financial statements of the Regional Metropolitan Utility Authority (the "Authority"), as of and for the years ended June 30, 2015 and 2014, 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

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. 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 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.

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Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Authority, as of June 30, 2015 and 2014, 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 3 through 6 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.

RSM. US LLP

Kansas City, Missouri November 2, 2015 As management of the Regional Metropolitan Utility Authority (the "Authority"), we offer readers of the Authority's financial statements this narrative overview and analysis of the financial activities of the Authority for the years ended June 30, 2015 and 2014. We encourage readers to consider the information presented here in conjunction with the Authority's financial statements. All amounts in Management's Discussion and Analysis, unless otherwise indicated, are expressed in thousands of dollars.

Financial Highlights

- The assets of the Authority exceeded its liabilities at the close of the most recent year by \$29,049. Of this amount, \$2,771 is unrestricted and may be used to meet the Authority's ongoing obligations.
- The Authority's net position increased from \$26,840 at June 30, 2014 to \$29,049 at June 30, 2015. During 2015, the Authority had an increase in net position of \$2,209 compared to a \$944 increase in net position during 2014.
- The Authority's cash and cash equivalents decreased to \$1,204 at June 30, 2015, from \$2,057 at June 30, 2014.
- Accounts receivable increased to \$2,406 at June 30, 2015, from \$532 at June 30, 2014.

Overview of the Financial Statements

The Authority is a joint venture among the Cities of Tulsa (Tulsa Metropolitan Utility Authority, a component unit of the City of Tulsa), Broken Arrow, Jenks, Bixby and Owasso. The purpose of the Authority is to provide, operate, and maintain water supply, wastewater and pollution control facilities for the benefit of the Cities of Tulsa and Broken Arrow. Currently, the Authority is operating a wastewater treatment facility (Haikey Creek Wastewater Treatment Plant).

This discussion and analysis is intended to serve as an introduction to the Authority's financial statements. This audit report consists of two parts: 1) management's discussion and analysis and 2) basic financial statements. The basic financial statements also include notes that explain in more detail some of the information in the financial statements.

Required Financial Statements

The basic financial statements of the Authority report information using accounting methods similar to those used by private sector companies. These statements offer short- and long-term financial information about its activities. The Statement of Net Position includes all of the Authority's assets and liabilities and provides information about the nature and amounts of investments in resources (assets) and the obligations to creditors (liabilities). It also provides the basis for assessing the liquidity and financial flexibility of the Authority. All of the current year's revenues and expenses are accounted for in the Statement of Revenues, Expenses and Changes in Net Position. This statement measures the financial success of the Authority's operations over the past year and can be used to determine whether the Authority has successfully recovered all its costs through its user fees and other charges, profitability, and credit worthiness.

Regional Metropolitan Utility Authority Management's Discussion and Analysis, Continued June 30, 2015 and 2014

The third required financial statement is the Statement of Cash Flows. The primary purpose of this statement is to provide information about the Authority's cash receipts and cash payments during the reporting period. The statement reports cash receipts, cash payments, and changes in cash resulting from operating, 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.

Net Position

The Authority's net position increased to \$29,049 at June 30, 2015, from \$26,840 at June 30, 2014, and \$25,896 at June 30, 2013. The following table provides a summary of net position:

	2015		2014		 2013
Current assets Capital assets, net	\$	3,614 26,277	\$	2,594 24,341	\$ 2,806 23,822
Total assets		29,891		26,935	 26,628
Current liabilities		843		95	 732
Investment in capital assets Unrestricted		26,278 2,771		24,341 2,499	 23,822 2,074
Total net position	\$	29,049	\$	26,840	\$ 25,896

SUMMARY OF NET POSITION

In 2015, current assets increased \$1,020. The increase was the result of a decrease in cash of \$853, and a net increase in receivables of \$1,874 due for capital contributions on construction expenditures and interest. Unrestricted net position increased \$272. The net increase was the result of an increase in current assets of \$1,020 and an increase in current liabilities of \$748.

In 2014, current assets decreased \$212. The decrease was the result of an increase in cash of \$542, and a net decrease in receivables of \$754 due for capital contributions on construction expenditures and interest. Unrestricted net position increased \$425. The net increase was the result of a decrease in current assets of \$212 and a decrease in current liabilities of \$637.

	2015		2014		 2013
Operating revenues Nonoperating revenues	\$	2,559 23	\$	2,507 20	\$ 2,559 5
Total revenues		2,582		2,527	 2,564
Depreciation expense Other operating expense		917 2,225		853 2,180	 853 2,258
Total expenses		3,142		3,033	 3,111
Loss before contributions		(560)		(506)	(547)
Capital contributions		2,769		1,450	 2,561
Change in net position Net position, beginning of year		2,209 26,840		944 25,896	 2,014 23,882
Net position, end of year	\$	29,049	\$	26,840	\$ 25,896

SUMMARY OF CHANGES IN NET POSITION

In 2015, the Authority's operating revenues increased \$52 and other operating expense increased \$45, as a result of the operating and maintenance contract which allows for billing actual operator expenses plus 15%. Nonoperating revenue increased \$3 related to an increase in investment income. The Authority recognized \$2,769 in capital contributions from the Cities of Tulsa and Broken Arrow to fund improvements to the Haikey Creek Wastewater Treatment Plant.

In 2014, the Authority's operating revenues decreased \$52 and other operating expense decreased \$78, as a result of the operating and maintenance contract which allows for billing actual operator expenses plus 15%. Nonoperating revenue increased \$15 related to an increase in investment income. The Authority recognized \$1,450 in capital contributions from the Cities of Tulsa and Broken Arrow to fund improvements to the Haikey Creek Wastewater Treatment Plant.

Capital Assets

The Authority's investment in capital assets as of June 30, 2015 was \$26,278 (net of accumulated depreciation). This investment in capital assets includes infrastructure, buildings, and construction-in-progress. Capital asset acquisitions during 2015 totaled \$2,854.

	2015		2014		 2013
Infrastructure Building Construction-in-progress	\$	40,936 951 1,795	\$	35,647 951 4,230	\$ 35,647 951 2,858
Less accumulated depreciation		43,682 (17,404)		40,828 (16,487)	 39,456 (15,634)
Capital assets, net	\$	26,278	\$	24,341	\$ 23,822

Requests for Information

This financial report is designed to provide a general overview of the Authority's finances for all those with an interest. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the City of Tulsa, Office of the Controller, 175 E. Second Street, Suite 575, Tulsa, Oklahoma 74103.

Regional Metropolitan Utility Authority Statements of Net Position June 30, 2015 and 2014

	2015	2014
ASSETS		
Current assets		
Cash and cash equivalents	\$ 1,204,280	\$ 2,057,401
Accounts receivable - related parties	2,405,970	532,139
Interest receivable	3,578	4,365
Total current assets	3,613,828	2,593,905
Noncurrent assets		
Nondepreciable capital assets	1,795,476	4,230,112
Depreciable capital assets, net	24,482,267	20,110,896
Total noncurrent assets	26,277,743	24,341,008
Total assets	29,891,571	26,934,913
<u>LIABILITIES</u>		
Current liabilities		
Accounts payable	758,517	95,467
Retainage payable	84,382	
Total liabilities	842,899	95,467
NET POSITION		
Investment in capital assets	26,277,743	24,341,008
Unrestricted	2,770,929	2,498,438
Total net position	\$ 29,048,672	\$ 26,839,446

The accompanying notes are an integral part of the financial statements 7

Regional Metropolitan Utility Authority Statements of Revenues, Expenses and Changes in Net Position Years Ended June 30, 2015 and 2014

	,	2015	 2014
Operating revenues			
Wastewater services	\$	2,558,599	\$ 2,507,156
Operating expenses			
Services and fees		2,224,684	2,179,985
Depreciation		916,732	 853,126
Total operating expenses		3,141,416	 3,033,111
Operating loss		(582,817)	 (525,955)
Nonoperating revenues			
Investment income		21,708	18,685
Land rental from property leased to third party		1,250	 1,250
Total nonoperating revenues		22,958	 19,935
Loss before contributions		(559,859)	(506,020)
Capital contributions			
Capital contributions - City of Broken Arrow		1,384,488	724,854
Capital contributions - City of Tulsa		1,384,597	 724,854
Total capital contributions		2,769,085	 1,449,708
Change in net position		2,209,226	943,688
Net position, beginning of year		26,839,446	 25,895,758
Net position, end of year	\$	29,048,672	\$ 26,839,446

Regional Metropolitan Utility Authority Statements of Cash Flows Years Ended June 30, 2015 and 2014

	2015	2014
Cash flows from operating activities Receipts from customers Payments to suppliers of goods and services	\$ 2,571,140 (2,224,684)	\$ 2,592,949 (2,179,985)
Net cash provided by operating activities	346,456	412,964
Cash flows provided by noncapital and related financing activities Rental income	1,250	1,250
Cash flows from capital and related financing activities Acquisition of capital assets Capital contributions - City of Broken Arrow Capital contributions - City of Tulsa	(2,106,035) 468,525 414,188	(2,009,088) 1,433,404 686,394
Net cash (used) provided by capital and related financing activities	(1,223,322)	110,710
Cash flows provided by investing activities Investment income	22,495	17,065
Increase (decrease) in cash and cash equivalents	(853,121)	541,989
Cash and cash equivalents, beginning of year	2,057,401	1,515,412
Cash and cash equivalents, end of year	\$ 1,204,280	\$ 2,057,401
Reconciliation of operating loss to net cash provided by operating activities		
Operating loss	\$ (582,817)	\$ (525,955)
Adjustments: Depreciation Decrease in receivables	916,732 12,541	853,126 85,793
Net cash provided by operating activities	\$ 346,456	\$ 412,964
Supplemental cash flow information		
Capital asset additions included in accounts payable and retainage payable	\$ 842,899	\$ 95,467
Capital contributions included in accounts receivable	\$ 2,192,071	\$ 305,699

The accompanying notes are an integral part of the financial statements

1. NATURE OF BUSINESS, REPORTING ENTITY AND SIGNIFICANT ACCOUNTING POLICIES

NATURE OF BUSINESS – The purpose of the Regional Metropolitan Utility Authority (the "Authority"), as set out in the declaration of trust, is to provide, operate and maintain water supply, wastewater, and pollution control facilities for the benefit of various governmental entities. Currently, the Authority owns a sewage treatment facility (Haikey Creek Wastewater Treatment Plant).

REPORTING ENTITY - The Authority is a public trust created under the provisions of the Oklahoma Trust Act. Ownership of the Authority's assets is retained by the Authority for the beneficiaries of the trust. Upon termination of the trust, the net position will be distributed to the beneficiaries based upon their pro rata interest. The current beneficiaries are the cities of Tulsa, Broken Arrow, Jenks, Bixby and Owasso; however, only the cities of Tulsa (through Tulsa Metropolitan Utility Authority, a discretely presented component unit of the City of Tulsa) and Broken Arrow currently hold equity interests in the Authority. The City of Tulsa provides staffing to and maintains the accounting records of the Authority, in addition to acting as a fiscal agent for the Authority's cash and investment transactions.

BASIS OF ACCOUNTING - The financial statements of the Authority are prepared in accordance with generally accepted accounting principles ("GAAP") as applied to enterprise activities of 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 financial statements of the Authority have been prepared on the accrual basis of accounting using the economic resources measurement focus. Revenues, expenses, gains, losses, assets, and liabilities from exchange and exchange-like transactions are recognized when the exchange transaction takes place. Voluntary nonexchange transactions are recognized when all applicable eligibility requirements are met. Voluntary nonexchange transactions include contributions from the joint venture participants, are reported as capital contributions in the period in which eligibility requirements are met. Operating revenues and expenses include exchange transactions. Investment income and land rental from property leased to a third party are reported as nonoperating revenues.

CASH AND CASH EQUIVALENTS – Cash and cash equivalents balances, other than petty cash, are pooled with the City of Tulsa's cash and invested by the City of Tulsa's Treasurer. Interest income on pooled cash and investments is allocated monthly based on the percentage of the Authority's average daily equity in the pooled portfolio to the total average daily pooled portfolio balance.

1. NATURE OF BUSINESS, REPORTING ENTITY AND SIGNIFICANT ACCOUNTING POLICIES, continued

For purposes of the statement of cash flows, the Authority considers pooled cash and investments to be cash and cash equivalents.

ACCOUNTS RECEIVABLE – Accounts receivable consists of operating and capital costs that have been incurred by the Authority that have not been reimbursed by the cities of Tulsa and Broken Arrow as of year end. Management has determined that these receivables are fully collectible and therefore have not recorded an allowance for doubtful accounts.

CAPITAL ASSETS - Capital assets, with an initial cost of \$5,000 or more, are stated at cost. Capital assets placed in service are depreciated on a straight-line basis over the following estimated useful lives.

Infrastructure	30 – 99 years
Buildings	50 years

Cost and related accumulated depreciation are removed from the records when capital assets are sold or abandoned. The related gain or loss is recorded in the period of sale or disposal.

NET POSITION – Net position of the Authority represents the difference between assets and liabilities. Investment in capital assets consists of capital assets net of accumulated depreciation. Net position is reported as restricted when there are limitations imposed on the use either through enabling legislation adopted by the Authority or through external restrictions imposed by creditors, grantors, or laws or regulations of other governments. When an expense is incurred for purposes for which both restricted and unrestricted resources are available, the Authority first applies restricted resources. Unrestricted net position is the remaining assets less remaining liabilities that do not meet the definition of investment in capital assets or restricted.

INCOME TAXES - The Authority, as a political subdivision, is excluded from taxation under Section 115(1) of the Internal Revenue Code.

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 affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

2. CASH DEPOSITS AND INVESTMENTS

At June 30, 2015 and 2014, the pooled cash and investments with the City of Tulsa ("the City") amounted to \$1,204,280 and \$2,057,401, respectively. The City's cash and investments pool is collateralized by securities that were held by the pledging financial institution or by its trust department or agent in the City's name.

The Authority's cash and cash equivalents are recorded at the net asset value of their position in the City's pool. The City's investment pool is stated at fair value based on quoted market prices. Changes in estimated fair value of pooled investments are allocated monthly based on the percentage of the Authority's average daily equity in the pooled portfolio to the total average daily pooled portfolio balance.

During the years ended June 30, 2015 and 2014, the Authority experienced a net increase in the fair value of investments of \$2,248 and \$2,045, respectively. These amounts are included in investment income in the Statements of Revenues, Expenses, and Changes in Net Position.

Interest Rate Risk - In accordance with the City's investment policy, the City manages its interest rate risk by limiting the weighted average maturity of its investment portfolio to three years or less. No security, at the time of purchase, shall have a maturity exceeding five years. The weighted average maturity of the City's pooled investment portfolio is 2.07 years.

Credit Risk – Credit risk is the risk that the issuer or other counterparty to an investment will not fulfill its obligations. The City's investment policy prohibits purchasing any investments rated below AA at the time of purchase. As of June 30, 2015 and 2014, the U.S. agencies obligations included in the City's pooled investment portfolio were rated Aaa and AA+ by Moody's and Standard & Poor's, respectively.

Custodial Credit Risk – The City's investment policy requires that demand deposits be collateralized at least by 110% of the amounts that are not federally insured. Securities pledged as collateral are held by a third party. Joint custody safekeeping receipts are held in the name of the depository institution, but pledged to the City. The securities cannot be released, substituted or sold without the City's approval and release of the security. Certificates of deposit are, according to the City's investment policy, to be collateralized at least by 102% of the amount that is not federally insured. As of June 30, 2015 and 2014, none of the deposits in the pooled portfolio were exposed to custodial credit risk. For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, the City will not be able to recover the value of its investment or collateral securities that are in the possession of an outside party. All safekeeping receipts for investment instruments are held in accounts in the City's name and all securities are registered in the City's name, therefore, none of the investments in the City's investment pool as of June 30, 2015 and 2014 were exposed to custodial credit risk.

2. CASH DEPOSITS AND INVESTMENTS, continued

Concentration of Credit Risk - While the City may choose to maintain one-hundred percent of its investment portfolio in U.S. Treasury bills, notes and bonds, at no time will the portfolio be composed of more than seventy percent of related federal agencies. At June 30, 2015, the City's investments in Federal Farm Credit Bank, Federal Home Loan Bank, Federal Home Loan Mortgage Corporation and Federal National Mortgage Association constituted approximately 19%, 18%, 17%, and 15%, respectively of its total pooled investment portfolio. At June 30, 2014, the City's investments in Federal Farm Credit Bank, Federal Home Loan Bank, Federal Home Loan Mortgage Corporation and Federal National Mortgage Association constituted approximately 19%, 18%, 17%, and 15%, respectively of its total pooled investment portfolio. At June 30, 2014, the City's investments in Federal National Mortgage Association constituted approximately 19%, 18%, 19%, and 18%, respectively of its total pooled investment portfolio.

3. CAPITAL ASSETS

Capital asset activity for the years ended is as follows:

2015:	Beginning Balance	Increase	Decrease	Ending Balance
Nondepreciable capital assets: Construction-in-progress	\$ 4,230,112	\$ 2,853,467	\$ (5,288,103)	\$ 1,795,476
Depreciable capital assets: Infrastructure Buildings	35,646,474 951,400	5,288,103	-	40,934,577 951,400
	36,597,874	5,288,103		41,885,977
Less accumulated depreciation for: Infrastructure Buildings	(16,425,533) (61,445)	(892,947) (23,785)	-	(17,318,480) (85,230)
Total accumulated depreciation	(16,486,978)	(916,732)		(17,403,710)
Total depreciable capital assets, net	20,110,896	4,371,371		24,482,267
Total capital assets, net	\$ 24,341,008	\$ 7,224,838	\$ (5,288,103)	\$ 26,277,743

2014:	Beginning Balance	Increase	Decrease	Ending Balance
Nondepreciable capital assets: Construction-in-progress	\$ 2,858,369	\$ 1,371,743	\$	\$ 4,230,112
Depreciable capital assets: Infrastructure Buildings	35,646,474 951,400	-		35,646,474 951,400
	36,597,874			36,597,874
Less accumulated depreciation for: Infrastructure Buildings	(15,596,192) (37,660)	(829,341) (23,785)		(16,425,533) (61,445)
Total accumulated depreciation	(15,633,852)	(853,126)		(16,486,978)
Total depreciable capital assets, net	20,964,022	(853,126)		20,110,896
Total capital assets, net	\$ 23,822,391	\$ 518,617	\$ -	\$ 24,341,008

4. JOINT VENTURE EQUITY INTERESTS

The equity owners' interests at June 30, 2015 and 2014 are as follows:

	 2015		2014
City of Tulsa City of Broken Arrow	\$ 14,583,072 14,465,600	\$	13,478,072 13,361,374
	\$ 29,048,672	\$	26,839,446

The Authority received and accrued contributions from the City of Broken Arrow and the City of Tulsa to purchase capital improvements for the Haikey Creek Wastewater Treatment Plant of \$2,769,085 and \$1,449,708 for the years ended June 30, 2015 and 2014, respectively.

5. **OPERATING AGREEMENTS**

The equity owners entered into an operations and maintenance contract in 2010 with the City of Tulsa. The contract went into effect July 1, 2010 and will automatically renew for a one-year term on June 30th of each year unless 90 days' notice is given by either party to cancel. The agreement provides for capital costs to be billed to the equity owners. Operating costs are shared between the City of Broken Arrow and the City of Tulsa in relation to their measured flow of wastewater into the facility.

The Authority and the City of Tulsa entered into a 50 year lease agreement in 1973 for the Haikey Creek land. The Authority agreed to use the land for a lift station, forced main and treatment plant. There is no financial obligation to the City under the terms of the lease.

6. RELATED PARTY TRANSACTIONS

During the years ended June 30, 2015 and 2014, the Authority conducted the following transactions with the City of Tulsa and the City of Broken Arrow:

	 2015	 2014
Plant operator fees paid under operating agreement - City of Tulsa	\$ 2,217,526	\$ 2,173,860
Accounts receivable - City of Tulsa	\$ 1,018,877	\$ 48,468
Accounts receivable - City of Broken Arrow	\$ 1,387,093	\$ 483,671
Revenue from the user fees charged to the City of Broken Arrow	\$ 1,137,776	\$ 1,151,304
Revenue from the user fees charged to the City of Tulsa	\$ 1,420,823	\$ 1,355,852

7. RISK MANAGEMENT

The Authority is exposed to various risks of loss related to torts; theft of, damage to and destruction of assets; errors and omissions and natural disasters. The City purchases commercial insurance for general liability and property damage. The Authority is included in the City's insurance policies and would be responsible for deductibles relating to specific claims pertaining to the Authority. There have been no significant reductions in insurance coverage during the year and there were no settlement amounts in excess of the insurance coverage in the current year or in the three prior years.

8. COMMITMENTS

As of June 30, 2015, the Authority had open commitments for construction projects of approximately \$8,777,584.

9. FUTURE CHANGES IN ACCOUNTING PRONOUNCEMENTS

GASB Statement No. 72, *Fair Value Measurement and Application*, issued February 2015, will be effective for the Authority beginning with its year ending June 30, 2016.

This Statement provides guidance for determining a fair value measurement for financial reporting purposes, and provides guidance for applying fair value to certain investments and disclosures related to all fair value measurements. The requirements of this Statement will enhance comparability of financial statements among governments by requiring measurement of certain assets and liabilities at fair value using a consistent and more detailed definition of fair value and accepted valuation techniques. This Statement will also enhance fair value application guidance and related disclosures in order to provide information to financial statement users about the impact of fair value measurements on a government's financial position.

