REGIONAL METROPOLITAN UTILITY AUTHORITY FINANCIAL REPORT June 30, 2017 and 2016



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RSM US LLP

Independent Auditor's Report

Board of Trustees Regional Metropolitan Utility Authority

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, 2017 and 2016, 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.

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, 2017 and 2016, 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, as listed in the table of contents, be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

RSM US LLP

Kansas City, Missouri November 3, 2017

Regional Metropolitan Utility Authority Management's Discussion and Analysis

Years Ended June 30, 2017 and 2016

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, 2017 and 2016. 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 \$39,220. Of this amount, \$5,432 is unrestricted and may be used to meet the Authority's ongoing obligations.
- The Authority's net position increased from \$35,753 at June 30, 2016 to \$39,220 at June 30, 2017. During 2017, the Authority had an increase in net position of \$3,467 compared to a \$6,704 increase in net position during 2016.
- The Authority's cash and cash equivalents decreased to \$1,441 at June 30, 2017, from \$1,773 at June 30, 2016.
- Accounts receivable increased to \$3,987 at June 30, 2017, from \$2,366 at June 30, 2016.

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.

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 Years Ended June 30, 2017 and 2016

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 \$39,220 at June 30, 2017, from \$35,753 at June 30, 2016, and \$29,049 at June 30, 2015. The following table provides a summary of net position:

SUMMARY OF NET POSITION

	2017		2016		2015	
Current assets Capital assets, net	\$	5,432 36,286	\$	4,144 32,911	\$	3,614 26,278
Total assets		41,718		37,055		29,892
Current liabilities		2,498		1,302		843
Investment in capital assets Unrestricted		33,788 5,432		31,609 4,144		25,435 3,614
Total net position	\$	39,220	\$	35,753	\$	29,049

In 2017, current assets increased \$1,288. The increase was the result of a decrease in cash of \$332, and a net increase in receivables of \$1,620 due for capital contributions on construction expenditures and interest. Unrestricted net position increased \$1,288 due to an increase in current assets.

In 2016, current assets increased \$530. The increase was the result of an increase in cash of \$569, and a net decrease in receivables of \$39 due for capital contributions on construction expenditures and interest. Unrestricted net position increased \$530 due to an increase in current assets.

SUMMARY OF CHANGES IN NET POSITION

	2017		2016		2015	
Operating revenues Nonoperating revenues	\$	2,978	\$	2,541 19	\$	2,559 23
Total revenues		2,978		2,560		2,582
Depreciation expense Other operating expense Nonoperating expense		1,175 2,701 7		1,014 2,209		917 2,225
Total expenses		3,883		3,223		3,142
Loss before contributions		(905)		(663)		(560)
Capital contributions		4,372		7,367		2,769
Change in net position Net position, beginning of year		3,467 35,753		6,704 29,049		2,209 26,840
Net position, end of year	\$	39,220	\$	35,753	\$	29,049

In 2017, the Authority's operating revenues increased \$437 and other operating expense increased \$492. The operating and maintenance contract allows for billing operator expenses plus 15%. Nonoperating revenue decreased \$19 related to a decrease in investment income. The Authority recognized \$4,372 in capital contributions from the Cities of Tulsa and Broken Arrow to fund improvements to the Haikey Creek Wastewater Treatment Plant.

In 2016, the Authority's operating revenues decreased \$18 and other operating expense decreased \$16. The operating and maintenance contract allows for billing operator expenses plus 15%. Nonoperating revenue decreased \$4 related to a decrease in investment income. The Authority recognized \$7,367 in capital contributions from the Cities of Tulsa and Broken Arrow to fund improvements to the Haikey Creek Wastewater Treatment Plant.

Regional Metropolitan Utility Authority Management's Discussion and Analysis, Continued Years Ended June 30, 2017 and 2016

Capital Assets

The Authority's investment in capital assets as of June 30, 2017 was \$36,286 (net of accumulated depreciation). This investment in capital assets includes infrastructure, buildings, and construction-in-progress. Capital asset acquisitions during 2017 totaled \$4,549.

	2017		2016		2015	
Infrastructure	\$ 49,475	\$	43,438	\$	40,936	
Building	951		951		951	
Construction-in-progress	 5,452		6,940		1,795	
	55,878		51,329		43,682	
Less accumulated depreciation	 (19,592)		(18,418)		(17,404)	
Capital assets, net	\$ 36,286	\$	32,911	\$	26,278	

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, 2017 and 2016

	2017	2016
<u>ASSETS</u>		
Current assets		
Cash and cash equivalents	\$ 1,440,628	\$ 1,773,249
Accounts receivable - related parties	3,987,003	2,366,489
Interest receivable	3,962	4,512
Total current assets	5,431,593	
Noncurrent assets		
Nondepreciable capital assets	5,452,271	6,939,726
Depreciable capital assets, net	30,834,544	25,971,435
Total noncurrent assets	36,286,815	32,911,161
Total assets	41,718,408	37,055,411
<u>LIABILITIES</u>		
Current liabilities		
Accounts payable	2,306,953	972,541
Retainage payable	191,438	329,793
Total liabilities	2,498,391	1,302,334
NET POSITION		
Net investment in capital assets	33,788,424	31,608,827
Unrestricted	5,431,593	4,144,250
Total net position	\$ 39,220,017	\$ 35,753,077

Regional Metropolitan Utility Authority Statements of Revenues, Expenses and Changes in Net Position Years Ended June 30, 2017 and 2016

	2017			2016
Operating revenues Wastewater services	\$	2 077 562	\$	2.540.075
wastewater services	Ф	2,977,563	Þ	2,540,975
Operating expenses				
Plant operations		2,701,344		2,209,389
Depreciation		1,174,528		1,013,766
Total operating expenses		3,875,872		3,223,155
Operating loss		(898,309)		(682,180)
Nonoperating revenues (expenses)				
Investment income (loss)		(6,324)		19,235
Loss before capital contributions		(904,633)		(662,945)
Capital contributions				
Capital contributions - City of Broken Arrow		2,189,841		3,675,621
Capital contributions - City of Tulsa		2,181,732		3,691,729
Total capital contributions		4,371,573		7,367,350
Change in net position		3,466,940		6,704,405
Net position, beginning of year		35,753,077		29,048,672
Net position, end of year	\$	39,220,017	\$	35,753,077

Regional Metropolitan Utility Authority Statements of Cash Flows

Years Ended June 30, 2017 and 2016

	2017	2016
Cash flows from operating activities Receipts from customers Payments to suppliers of goods and services	\$ 2,770,902 (2,701,344)	\$ 2,593,633 (2,209,389)
Net cash provided by operating activities	69,558	384,244
Cash flows from capital and related financing activities Acquisition of capital assets Capital contributions - City of Broken Arrow Capital contributions - City of Tulsa	(3,354,125) 1,443,055 1,514,665	(7,187,749) 3,737,033 3,617,140
Net cash (used) provided by capital and related financing activities	(396,405)	166,424
Cash flows from investing activities Investment (loss) income	(5,774)	18,301
Net (decrease) increase in cash and cash equivalents	(332,621)	568,969
Cash and cash equivalents, beginning of year	1,773,249	1,204,280
Cash and cash equivalents, end of year	\$ 1,440,628	\$ 1,773,249
Reconciliation of operating loss to net cash provided by operating activities	\$ (898,309)	\$ (682,180)
Operating loss Adjustments: Depreciation (Increase) decrease in receivables	\$ (898,309) 1,174,528 (206,661)	\$ (682,180) 1,013,766 52,658
Net cash provided by operating activities	\$ 69,558	\$ 384,244
Supplemental cash flow information - non-cash transactions		
Capital asset additions included in accounts payable and retainage payable	\$ 2,498,391	\$ 1,302,334
Capital contributions included in accounts receivable	\$ 3,619,101	\$ 2,205,248

Regional Metropolitan Utility Authority Notes to Basic Financial Statements Years Ended June 30, 2017 and 2016

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 business-type 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. Capital Contributions receivable from related parties and revenue is recognized as construction costs are incurred by the Authority. Operating revenues and expenses include exchange transactions. Investment income (loss) is reported as nonoperating revenues (expenses).

Regional Metropolitan Utility Authority

Notes to Basic Financial Statements

Years Ended June 30, 2017 and 2016

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

CASH AND CASH EQUIVALENTS – Cash and cash equivalent balances are held within the City's pooled portfolio. The Authority's cash and cash equivalents are recorded at the net asset value of their position in the City's pooled portfolio.

The Authority is allocated interest monthly based on their average daily position in the City's pooled portfolio. Changes in fair value of the City's pooled portfolio are allocated annually based on the Authority's position as of June 30.

For purposes of reporting cash flows, the Authority considers all highly liquid debt instruments with an original maturity of three months or less when purchased, and amounts held by the City's portfolio pool, to be cash equivalents.

The amounts held in the City's pooled portfolio are considered liquid as they are available to be withdrawn on demand, with no redemption restrictions.

ACCOUNTS RECEIVABLE – Accounts receivable consists of operating and capital costs that have been incurred by the Authority. These costs 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 10 – 99 years Buildings 40 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. Net investment in capital assets consists of capital assets net of accumulated depreciation and reduced by construction related payables. 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, 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.

Regional Metropolitan Utility Authority

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

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 CASH EQUIVALENTS

Cash deposits of the Authority are held within the City's pooled portfolio. The City's pooled portfolio consists primarily of time deposits and other securities guaranteed by the United States Government or its agencies. At June 30, 2017 and 2016 the Authority maintained balances of \$1,440,628 and \$1,773,249, respectively, in the City's pooled portfolio which represented .18% and .24%, respectively of the City's pooled portfolio.

The City's pooled portfolio is collateralized by securities held by the City or its agent in the City's name as of June 30, 2017 and 2016.

Please refer to the City's Comprehensive Annual Financial Report for additional information on the City's pooled portfolio, including required disclosures of risks and fair value measurement techniques. A copy of the City's separately-issued report can be obtained at www.cityoftulsa.org.

3. CAPITAL ASSETS

Capital asset activity for the years ended is as follows:

2017:	Beginning Balance	Increases	Transfers/ Decreases	Ending Balance
Nondepreciable capital assets: Construction-in-progress	\$ 6,939,726	\$ 3,940,160	\$ (5,427,615)	\$ 5,452,271
Depreciable capital assets: Infrastructure Buildings	43,437,511 951,400	610,022	5,427,615	49,475,148 951,400
	44,388,911	610,022	5,427,615	50,426,548
Less accumulated depreciation for: Infrastructure Buildings	(18,308,461) (109,015)	(1,150,743) (23,785)		(19,459,204) (132,800)
Total accumulated depreciation	(18,417,476)	(1,174,528)		(19,592,004)
Total depreciable capital assets, net	25,971,435	(564,506)	5,427,615	30,834,544
Total capital assets, net	\$ 32,911,161	\$ 3,375,654	\$ -	\$ 36,286,815
2016:	Beginning Balance	Increases	Transfers/ Decreases	Ending Balance
2016: Nondepreciable capital assets: Construction-in-progress	0 0	Increases \$ 7,599,834		0
Nondepreciable capital assets:	Balance		Decreases	Balance
Nondepreciable capital assets: Construction-in-progress Depreciable capital assets: Infrastructure	\$ 1,795,476 40,934,577	\$ 7,599,834	Decreases	\$ 6,939,726 43,437,511
Nondepreciable capital assets: Construction-in-progress Depreciable capital assets: Infrastructure	\$ 1,795,476 \$ 0,934,577 951,400	\$ 7,599,834	Decreases	\$ 6,939,726 \$ 43,437,511 951,400
Nondepreciable capital assets: Construction-in-progress Depreciable capital assets: Infrastructure Buildings Less accumulated depreciation for: Infrastructure	\$ 1,795,476 \$ 1,795,476 40,934,577 951,400 41,885,977 (17,318,480)	\$ 7,599,834 2,502,934 	Decreases	\$ 6,939,726 \$ 6,939,726 43,437,511 951,400 44,388,911 (18,308,461)
Nondepreciable capital assets: Construction-in-progress Depreciable capital assets: Infrastructure Buildings Less accumulated depreciation for: Infrastructure Buildings	\$ 1,795,476 \$ 1,795,476 40,934,577 951,400 41,885,977 (17,318,480) (85,230)	\$ 7,599,834 2,502,934 	Decreases	\$ 6,939,726 \$ 6,939,726 43,437,511 951,400 44,388,911 (18,308,461) (109,015)

4. JOINT VENTURE EQUITY INTERESTS

The equity owners' interests at June 30, 2017 and 2016 are as follows:

	 2017	 2016
City of Tulsa City of Broken Arrow	\$ 19,674,133 19,545,884	\$ 17,943,611 17,809,466
	\$ 39,220,017	\$ 35,753,077

The Authority received and recognized receivables from the City of Broken Arrow and the City of Tulsa to purchase capital improvements for the Haikey Creek Wastewater Treatment Plant of \$4,371,573 and \$7,367,350 for the years ended June 30, 2017 and 2016, 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. The lease is renewable for an additional 50 years under the original terms and conditions. There is no financial obligation to the City under the terms of the lease.

6. RELATED PARTY TRANSACTIONS

During the years ended June 30, 2017 and 2016, the Authority conducted the following transactions with the City of Tulsa and the City of Broken Arrow:

	2017		2016	
Plant operator fees paid under operating agreement - City of Tulsa	\$	2,575,783	\$	2,203,789
Accounts receivable - City of Tulsa	\$	1,760,533	\$	1,093,466
Accounts receivable - City of Broken Arrow	\$	2,226,470	\$	1,273,023
Revenue from the user fees charged to the City of Broken Arrow	\$	1,403,749	\$	1,153,859
Revenue from the user fees charged to the City of Tulsa	\$	1,573,814	\$	1,387,117

Regional Metropolitan Utility Authority Notes to Basic Financial Statements

Years Ended June 30, 2017 and 2016

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. As of June 30, 2017 and 2016 no amounts require loss recognition for these risks. 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, 2017, the Authority had open commitments for construction projects of approximately \$9,689,000, which will be reimbursed by the equity owners.

9. FUTURE CHANGES IN ACCOUNTING PRONOUNCEMENTS

GASB Statement No. 87 – *Leases* – issued June 2017, will be effective for the Authority beginning with its year ending June 30, 2021.

This Statement increases the usefulness of governments' financial statements by requiring recognition of certain lease assets and liabilities for leases that previously were classified as operating leases and recognized as inflows of resources or outflows of resources based on the payment provisions of the contract. It establishes a single model for lease accounting based on the foundational principle that leases are financings of the right to use an underlying asset. Under this Statement, a lessee is required to recognize a lease liability and an intangible right-to-use lease asset, and a lessor is required to recognize a lease receivable and a deferred inflow of resources, thereby enhancing the relevance and consistency of information about governments' leasing activities.

