



Report for the Year Ending
June 30, 2024

Mobilizing Sources of Equity Capital for Oklahoma
Businesses



March 6, 2025

Governor Kevin Stitt
Lt. Governor Matt Pinnell
President Pro Tempore Lonnie Paxton
Speaker Kyle Hilbert
Members of the Legislature
Secretary of Commerce Chad Mariska
Economic Development Officials

The Oklahoma Capital Investment Board (OCIB or Board) was created during the late 80's, at a point in time when the state had determined there was a need to support Oklahoma's risk capital industry. At this point in time state leaders knew that Oklahomans and their companies would be competing in a global economy. The legislature determined that Oklahoma companies would benefit from a comprehensive network of providers ready to support and develop entrepreneurs and their companies. The network of providers not only included OCIB, but the Oklahoma Center for the Advancement of Science and Technology, Oklahoma Development Finance Authority and the Oklahoma Department of Commerce. Each of these entities were designed to play specific roles in the development of the state's risk capital industry.

OCIB's role in this process was to develop and implement programs that would attract capital and proven talent to the state. The Board did this by investing small amounts of state resources in programs that used those resources to attract and mobilize the resources of others. OCIB's programs were long-term in focus and utilized prudent, merit-based investment practices to achieve its goals. OCIB's Venture Capital and Capital Access programs supported Oklahoma entrepreneurs for decades. OCIB was launched and maintained without allocations or appropriations from the state. OCIB was able to achieve approximately a \$2 billion impact on the state's economy. The cost-to-benefit ratio for OCIB's programs is estimated to be 47 to 1.

OCIB is in its wind down phase and is no longer actively supporting Oklahoma companies. OCIB does continue to believe that Oklahoma and its legislative members should continue their efforts to identify and support programs like OCIB's that can impact and support Oklahoma entrepreneurs in cost effective ways.

A handwritten signature in black ink, appearing to read "Devon L. Sauzek".

Devon L. Sauzek
President

A handwritten signature in black ink, appearing to read "Michael Mitchelson".

Michael Mitchelson
Chairperson

ABOUT OCIB

The Oklahoma Capital Investment Board launched its first program in 1992. For more than three decades OCIB worked to develop and support the state's risk capital industry. More specifically, OCIB worked to establish a venture capital industry capable of supporting Oklahoma's best and brightest entrepreneurs. These efforts focused on supporting the growth of local venture capital firms and on recruiting outside venture capital firms to the state. The successful recruitment of firms not only brought outside capital to our state, but also needed investment expertise. The sharing of knowledge and other resources is key to the development of Oklahoma's venture capital industry and the Oklahoma companies it supports.

Executive Summary

The **mission** of the Oklahoma Capital Investment Board (OCIB or Board) has been to mobilize equity and near-equity investment capital in a manner that encouraged job creation and helped stabilize the economy of the State of Oklahoma. The method by which the Board addressed this task was to encourage and support the growth of a local capital industry capable of financing companies looking for capital. Board supported companies ranged from early-stage start-ups to later stage expansions.

As of June 2022, the Board's programs had attracted more than \$171.3 million in venture capital, \$48.7 million in development loans and participated in a \$10 million revenue guarantee resulting in \$230 million of reported capital for Oklahoma companies. It is also estimated that more than \$340 million of leveraged debt was available to the venture backed companies due to the \$171.3 million in equity capital invested in them. OCIB's total direct impact is estimated to be \$547 million of risk capital provided for Oklahoma projects. Although the Board's programs exceeded their original impact goal of mobilizing \$500 million of new financing for Oklahoma businesses, there was some unintended cost to the state. OCIB had to draw upon \$43.2 million in state resources, approximately \$1 million per year, to cover shortfalls in OCIB's investment programs. OCIB's programs have resulted in \$47 in benefit for every \$1 of cost to the state. Over time this cost to benefit ratio will improve as OCIB's investments mature and resources are returned to the state.

Since March of 1993, the Board, through its Venture Investment Program (VIP), built three portfolios, comprised of \$69.5 million in aggregate commitments to 19 venture capital funds. The Board's most recent portfolio (third) contains 11 funds representing total commitments of \$43.6 million. The funds in the three portfolios have made direct investments in 38 Oklahoma companies.

In April of 1992, the Board launched the Oklahoma Capital Access Program (OCAP), making capital available to small Oklahoma businesses. The OCAP was a tool similar to credit insurance that helped local depository institutions stretch to make marginally higher risk loans to Oklahoma businesses. The OCAP program enrolled more than 1,500 loans totaling more than \$48.7 million. Loans ranged in size from \$1,100 to \$728,000 and were primarily for working capital and equipment purchases for rural businesses.

Although OCIB has not been making new fund investments or enrolling additional loans in OCAP, the Board has continued to manage its current portfolio of investments in an effort to maximum returns for the state. As these remaining investments mature, OCIB will receive distributions which will ultimately be returned to the state's general fund.

Vision

The Oklahoma Capital Investment Board encouraged and supported the growth of a broadly diversified and sophisticated financial industry capable of providing necessary risk capital to Oklahoma entrepreneurial companies ranging from early-stage start-ups to later stage expansions. OCIB's programs were designed to enable Oklahoma businesses to have access to more than \$500 million of new capital. This expectation was based upon the Board's \$70 million (approximate) in venture commitments. The increase in the available capital base strengthened and supported the growth of companies that are the engines of economic growth, that create jobs, and that diversify and stabilize the state's economy.

A diversified investment strategy is what allowed OCIB to deliver its impactful programs with very limited investment by the state. OCIB's combined programs exceeded the statutory minimum of two dollars being invested in Oklahoma businesses and projects for every dollar of principal guaranteed. To the Board's knowledge, this statutory requirement exceeds that of any development program within the state. The Board's Venture Investment Program attracted private equity capital in excess of 2.6 to 1, while its Oklahoma Capital Access Program achieved leverage of better than 25 to 1.

By supporting investments in a number of risk capital funds, each with its own team of investment professionals, the Board brought to Oklahoma a broad range of professional talent that served the diverse needs for investment capital within the state. Likewise, by making a credit insurance type of tool available to dozens of banks, OCIB engaged individual bankers across the state in creating solutions for small business borrowers.

The VIP supported investments in 19 private, professionally managed venture capital firms that had a history of producing solid returns for investors and that had a sound strategy for finding investment opportunities in Oklahoma. OCIB supported funds and their syndicates invested more than \$171 million in equity capital into 38 Oklahoma companies. The following impact numbers were reported by Venture Economics, a research firm located in Phoenix, Arizona. This firm was hired by OCIB to analyze and summarize the impact results OCIB's programs were able to achieve. Although OCIB's impact numbers continue to grow, Venture Economics last report showed that the venture funds supported by OCIB provided approximately 607 annual jobs and approximately \$329 million in cumulative Oklahoma payroll. Over the years, the Board's Oklahoma Capital Access Program supported approximately \$48 million in loans to more than 1,500 Oklahoma businesses which had provided more than 1,514 new jobs and \$46 million in payroll.

Operating Principles

OCIB programs were based on principles that emphasize the use of private sector expertise and traditional investment disciplines. In building new capital companies in the state, ones that will endure for many years, there was no substitute for a careful investment process that sought out the best talent available to serve the needs of Oklahoma businesses. The following are basic principles that were pursued by the Board:

- ◆ Risk capital is necessary to generate and support the growth of entrepreneurial firms, which in turn create jobs and provide economic growth.
 - ◆ Risk capital is best provided and managed by qualified, professional investment groups.
 - ◆ A responsive state program can demonstrate to potential investors the high level of commitment Oklahoma has for entrepreneurial ventures.
 - ◆ The pursuit of a market rate of return provides the best discipline for using limited resources to generate the greatest economic impact.
 - ◆ The risks of making venture capital investments in Oklahoma can best be managed by diversification through a number of investments in separate venture capital funds with proven track records.
 - ◆ Successful investing requires the highest of ethical standards. OCIB uses its best efforts to demand these standards for its trustees, managers, and vendors, and seeks to invest only with professionals who employ the same high ethical standards.
 - ◆ The successful targeting of venture investments to the state requires the careful selection of fund managers who can demonstrate the ability to successfully invest in economic sectors that are indigenous to or developing within the state. Such managers must commit to marketing their resources aggressively, to being highly visible to their primary markets within the state and to taking actions that help build the permanent presence of venture capital talent within Oklahoma.
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ORGANIZATION

The Board is a state-beneficiary public trust. In FY'24 there were four Trustees, appointed by the Governor with the advice and consent of the Senate. Trustees are selected based upon their outstanding knowledge and leadership, and for their experience in managing venture investments. The Board at fiscal yearend 2024 included:

BOARD MEMBER

FY'24 OFFICE

John A. Brock
Owner
Rockford Exploration
Tulsa, OK

Secretary/Treasurer

Michael Mitchelson
Attorney
Oklahoma City, OK

Chairperson

Michael Onk
Senior Vice President
American Bank & Trust
Tulsa, OK

Vice Chairperson/
Assistant Secretary

Patrick Sullivan
Vice President
Argonaut Private Equity
Tulsa OK

Assistant Secretary

Ann Darnaby
SVP, Director of Treasury Mgmt
Gateway First Bank
Tulsa, OK

Assistant Secretary

The Board retains Institutional Equity Associates, LLC to provide investment management and administrative services. Devon Sauzek serves as OCIB president and Diana K. Mooney as administrative officer. General Counsel for the Board is Robert A. Curry of the firm Conner & Winters, Tulsa. The CPA firm of Finley & Cook, Shawnee, performed the annual audit.

Contacts

For further information contact:
OKLAHOMA CAPITAL INVESTMENT BOARD
Devon Sauzek or Diana Mooney
405/848-9456

AUDIT

The annual audit was performed for OCIB by Finley & Cook, Shawnee, and is on file with the State Auditor and Inspector. The audited financial statements are attached.

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Oklahoma Capital Investment Board

Financial Statements

June 30, 2024 and 2023
(With Independent Auditors' Report Thereon)

OKLAHOMA CAPITAL INVESTMENT BOARD

FINANCIAL STATEMENTS

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INDEPENDENT AUDITORS' REPORT

Board of Trustees
Oklahoma Capital Investment Board

Report on the Financial Statements

Opinion

We have audited the accompanying statements of net position of the Oklahoma Capital Investment Board (OCIB), which is a component unit of the State of Oklahoma financial reporting entity, as of June 30, 2024 and 2023, and the related statements of changes in net position and cash flows for the years then ended, and the related notes to the financial statements, which collectively comprise OCIB's basic financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of OCIB as of June 30, 2024 and 2023, 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.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of OCIB and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Emphasis of Matter

Investment Interests at Fair Value

As discussed in Notes 1 and 3, the investment interests included in the financial statements are reported at fair value. As the fair values of the investment interests are not readily determinable, estimates have been used to determine the fair value. There exists an inherent uncertainty that the estimated values may differ significantly from the values that would have been used had a market for the investment interests existed, and the differences could be material. Our opinion is not modified with respect to this matter.

(Continued)

INDEPENDENT AUDITORS' REPORT, CONTINUED

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States, and for 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about OCIB's ability to continue as a going concern for twelve months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinions. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards and *Government Auditing Standards* will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards and *Government Auditing Standards*, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit 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 OCIB's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about OCIB's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

(Continued)

INDEPENDENT AUDITORS' REPORT, CONTINUED

Required Supplementary Information

Accounting principles generally accepted in the United States require that the management's discussion and analysis on pages I-1 through I-2 be presented to supplement the basic financial statements. Such information is the responsibility of management and, 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, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated October 7, 2024, on our consideration of OCIB's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely 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 effectiveness of the OCIB's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering OCIB's internal control over financial reporting and compliance.

A handwritten signature in black ink that reads "Finley & Cook, PLLC". The signature is written in a cursive, flowing style.

Shawnee, Oklahoma
October 7, 2024

MANAGEMENT’S DISCUSSION AND ANALYSIS

As management of the Oklahoma Capital Investment Board (OCIB), our discussion and analysis of its financial performance provides an overview of OCIB’s activities for the fiscal years ended June 30, 2024 and 2023. Please read it in conjunction with OCIB’s financial statements which begin on page 4. The financial statements of OCIB include the operations of the Oklahoma Capital Formation Company, LLC (OCFC).

FINANCIAL HIGHLIGHTS

- In FY-2024, OCIB (OCFC) received \$130,095 in distributions from its Venture Investment Program.
- In FY-2023, OCIB (OCFC) did not receive any distributions from its Venture Investment Program.

OVERVIEW OF THE FINANCIAL STATEMENTS

This annual financial report consists of two parts: Management’s Discussion and Analysis (this section) and the basic financial statements. OCIB is a public trust of the State of Oklahoma and follows enterprise fund reporting; accordingly, the financial statements are presented using the economic measurement focus and the accrual basis of accounting. Enterprise fund statements offer short-term and long-term financial information about the activities and operations of OCIB. These statements are presented in a manner similar to those of a private business.

LEGISLATIVE AMENDMENT—SENATE BILL NO. 1159

During the FY-2012 legislative session, Senate Bill No. 1159 (SB 1159) was signed into law. The language within SB 1159 ended OCIB’s ability to enroll new or extend existing loans within the Oklahoma Capital Access Program.

FINANCIAL ANALYSIS OF OCIB

Net Position

The following table summarizes the net position at June 30:

	<u>2024</u>	<u>2023</u>
Current assets	\$ 1,492,209	1,477,974
Noncurrent assets	<u>6,469,025</u>	<u>7,825,154</u>
Total assets	<u>7,961,234</u>	<u>9,303,128</u>
Other liabilities	<u>8,502</u>	<u>1,009</u>
Net position, unrestricted	<u>\$ 7,952,732</u>	<u>9,302,119</u>

Assets at June 30, 2024 and 2023, principally consisted of \$6,469,025 and \$7,825,154, respectively, of investment interests (see Note 3).

MANAGEMENT'S DISCUSSION AND ANALYSIS, CONTINUED

FINANCIAL ANALYSIS OF OCIB, CONTINUED

Operating Activities

The operations of OCIB are dependent upon the results of the investments made. A summary of operating results for 2024 and 2023 is as follows:

	<u>2024</u>	<u>2023</u>
Beginning net position	\$ 9,302,119	9,252,821
Operating expenses:		
Management fees	(115,500)	(159,000)
Accounting, legal, and consultants	(12,218)	(14,435)
Other	(1,576)	(1,089)
Total operating expenses	<u>(129,294)</u>	<u>(174,524)</u>
Other income (expenses):		
Interest income	5,942	5,593
Total other income	<u>5,942</u>	<u>5,593</u>
Net changes in fair value of investment interests	<u>(1,247,386)</u>	218,229
Distribution revenue	<u>21,351</u>	-
Change in net position	<u>(1,349,387)</u>	<u>49,298</u>
Ending net position	<u>\$ 7,952,732</u>	<u>9,302,119</u>

Cash flows from investment interests for 2024 and 2023 were as follows:

	<u>2024</u>	<u>2023</u>
Cash distributions from investment interests	<u>\$ 130,095</u>	<u>-</u>

As of June 30, 2024, OCIB had no remaining commitment for unfunded investment interests.

REQUEST FOR INFORMATION

This financial report is designed to provide a general overview of OCIB'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 Oklahoma Capital Investment Board, 4020 Will Rogers Parkway, Suite 900, Oklahoma City, Oklahoma 73108.

OKLAHOMA CAPITAL INVESTMENT BOARD**STATEMENTS OF NET POSITION**

<i>June 30,</i>	<i>2024</i>	<i>2023</i>
Assets		
Current assets:		
Cash	\$ 1,492,209	1,477,974
Total current assets	<u>1,492,209</u>	<u>1,477,974</u>
Investment interests, at fair value (Note 3):		
InnovAlarm Corporation	895,577	895,577
Mesa Oklahoma Growth Fund I, L.P.	267,871	267,965
Oklahoma Life Sciences Fund II, L.L.C.	3,321,554	3,956,380
SSM Venture Partners III, L.P.	-	72,825
Tullis-Dickerson Capital Focus III, L.P.	1,984,023	2,632,407
Total investment interests	<u>6,469,025</u>	<u>7,825,154</u>
Total assets	<u>\$ 7,961,234</u>	<u>9,303,128</u>
Liabilities and Net Position		
Current liabilities:		
Accounts payable	\$ 8,502	1,009
Total current liabilities	<u>8,502</u>	<u>1,009</u>
Total liabilities	<u>8,502</u>	<u>1,009</u>
Unrestricted net position	<u>7,952,732</u>	<u>9,302,119</u>
Total liabilities and net position	<u>\$ 7,961,234</u>	<u>9,303,128</u>

See Independent Auditors' Report.
See accompanying notes to financial statements.

OKLAHOMA CAPITAL INVESTMENT BOARD

STATEMENTS OF CHANGES IN NET POSITION

<i>Years Ended June 30,</i>	<i>2024</i>	<i>2023</i>
Operating expenses:		
Management fees	\$ (115,500)	(159,000)
Accounting, legal, and consulting	(12,218)	(14,435)
Other	(1,576)	(1,089)
Total operating expenses	<u>(129,294)</u>	<u>(174,524)</u>
Other income (expenses):		
Interest income	5,942	5,593
Total other income	<u>5,942</u>	<u>5,593</u>
Operating loss before changes in fair value of investment interests	<u>(123,352)</u>	<u>(168,931)</u>
Changes in fair value of investment interests (Note 3):		
Acorn Growth Capital Fund III, L.L.C.	-	(235,000)
Mesa Oklahoma Growth Fund I, L.P.	(94)	(120)
Oklahoma Life Sciences Fund II, L.L.C.	(634,826)	774,596
SSM Venture Partners III, L.P.	(1,766)	(1,350)
Tullis-Dickerson Capital Focus III, L.P.	(610,700)	(319,897)
Net changes in fair value of investment interests	<u>(1,247,386)</u>	<u>218,229</u>
Distribution revenue	<u>21,351</u>	<u>-</u>
Change in net position	(1,349,387)	49,298
Net position, beginning of year	<u>9,302,119</u>	<u>9,252,821</u>
Net position, end of year	<u>\$ 7,952,732</u>	<u>9,302,119</u>

See Independent Auditors' Report.
See accompanying notes to financial statements.

OKLAHOMA CAPITAL INVESTMENT BOARD**STATEMENTS OF CASH FLOWS****Increase (Decrease) in Cash and Cash Equivalents**

<i>Years Ended June 30,</i>	<i>2024</i>	<i>2023</i>
Cash flows from operating activities:		
Cash paid to suppliers	\$ (13,225)	(13,426)
Management fees paid	(107,000)	(159,000)
General and administrative expenses paid	(1,576)	(1,089)
Cash received for interest income	<u>5,942</u>	<u>5,593</u>
Net cash used in operating activities	<u>(115,859)</u>	<u>(167,922)</u>
Cash flows from investing activities:		
Cash distributions from investment interests	<u>130,094</u>	<u>-</u>
Net cash provided by investing activities	<u>130,094</u>	<u>-</u>
Net increase (decrease) in cash and cash equivalents	14,235	(167,922)
Cash and cash equivalents at beginning of year	<u>1,477,974</u>	<u>1,645,896</u>
Cash and cash equivalents at end of year	<u>\$ 1,492,209</u>	<u>1,477,974</u>
Reconciliation of operating loss to net cash used in operating activities:		
Operating loss	\$ (123,352)	(168,931)
Adjustments to reconcile operating loss to net cash used in operating activities:		
Increase in accounts payable	<u>7,493</u>	<u>1,009</u>
Net cash used in operating activities	<u>\$ (115,859)</u>	<u>(167,922)</u>

See Independent Auditors' Report.
See accompanying notes to financial statements.

OKLAHOMA CAPITAL INVESTMENT BOARD

NOTES TO FINANCIAL STATEMENTS

June 30, 2024 and 2023

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

The Oklahoma Capital Investment Board (OCIB) is a public trust of the State of Oklahoma (the "State") pursuant to the Oklahoma Public Trust Act. OCIB was created to serve as the State's tool to mobilize sources of equity and near equity capital (as defined in the Trust Indenture) for Oklahoma businesses. The program is designed to catalyze investment in Oklahoma projects by experienced investment professionals.

OCIB is a component unit of the State and is included in the State's annual financial report.

Reporting Entity

The financial statements also include the operations of the Oklahoma Capital Formation Company, LLC (OCFC). During the year ended June 30, 2006, OCIB purchased 100% of the ownership of OCFC, which has invested funds in qualified risk capital pools approved by OCIB.

Financial Statement Presentation and Basis of Accounting

OCIB complies with accounting principles generally accepted in the United States. Accounting principles generally accepted in the United States include all relevant Governmental Accounting Standards Board (GASB) pronouncements. The accounting and reporting framework and the more significant accounting policies are discussed in subsequent sections of this note.

The accompanying financial statements are presented on the enterprise fund basis using the economic measurement focus and the accrual basis of accounting, whereby revenues are recorded in the period earned and expenses are recorded in the period incurred.

All transactions between OCIB and OCFC have been eliminated in the preparation of these financial statements.

Cash Balances

All cash balances are maintained in a financial institution insured by the Federal Deposit Insurance Corporation up to \$250,000. Cash balances in excess of amounts insured by Federal Deposit Insurance Corporation are secured by investments pledged by the financial institution. As of June 30, 2024 and 2023, OCIB had no cash balances exposed to custodial credit risk.

See Independent Auditors' Report.

(1) **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED**

Equipment

Capitalized equipment is depreciated using the straight-line method of depreciation over its estimated useful life. OCIB had fully depreciated all of its capitalized equipment as of June 30, 2024 and 2023. All equipment is currently provided by the managing entity.

Income Taxes

As a public trust, OCIB is exempt from federal and state income taxes.

Advertising Costs

All costs associated with advertising are expensed as incurred. Most advertising costs, including website creation and maintenance, are paid by the managing entity.

Cash and Cash Equivalents

For purposes of the statements of cash flows, cash and cash equivalents consist of the caption on the statements of net position described as "Cash."

Investment Interests

Investment interests represent investments made by OCFC in limited partnerships, limited liability companies, and other types of entities, as authorized by the trust indenture. Investment interests are recorded at fair value. Any material amounts of known impairment have been considered in the amounts reflected.

Use of Estimates in Preparing Financial Statements

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are significant to the financial statements relate to the fair value of the investment interests.

Date of Management's Review of Subsequent Events

Management has evaluated subsequent events through October 7, 2024, the date which the financial statements were available to be issued, and determined that no subsequent events have occurred that require adjustment to or disclosure in the financial statements.

See Independent Auditors' Report.

(2) **INVESTMENT OPERATIONS**

Prior to 2006, OCFC was considered a third-party corporation which contracted with OCIB to invest OCIB-guaranteed funds in qualified risk capital pools. As noted previously, OCFC was purchased by OCIB during 2006. All intercompany activity between OCIB and OCFC has been eliminated in preparing these financial statements.

(3) **FAIR VALUE OF INVESTMENT INTERESTS**

In accordance with accounting principles generally accepted in the United States authoritative guidance on fair value measurements and disclosures, OCIB's investment interests measured and reported at fair value are classified according to the following hierarchical input levels:

- Level 1—inputs are unadjusted, quoted prices in active markets for identical investments that the reporting entity has the ability to access at the measurement date.
- Level 2—inputs are directly or indirectly observable inputs for the investment (other than quoted prices included in Level 1). These include quoted prices for similar investments in active markets, quoted prices for identical or similar investments in markets that are not active, inputs other than quoted prices that are observable for the investment, or inputs that are derived principally from observable market data by correlation or other means.
- Level 3—inputs are unobservable inputs for the investment. These inputs reflect management's best estimates of what market participants would use in pricing the investment in an orderly transaction at the measurement date. The inputs into the determination of fair value require significant management judgment or estimation. Unobservable inputs are used to measure fair value to the extent that observable inputs are not readily available.

In certain cases, the inputs used to measure fair value may fall into different levels of the hierarchy. In such cases, the level has been determined based on the lowest level of significant input to the fair value measurement.

As noted previously, OCIB (OCFC) invests in limited partnerships, limited liability companies, and other types of entities. The investment entities in turn invest in portfolio companies. The underlying assets of the investment entities are the various portfolio companies.

OKLAHOMA CAPITAL INVESTMENT BOARD

NOTES TO FINANCIAL STATEMENTS, CONTINUED

(3) FAIR VALUE OF INVESTMENT INTERESTS, CONTINUED

The following summarizes OCIB's (OCFC's) investments according to the fair value hierarchy levels at June 30:

	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
<u>2024</u>				
Investment interests	\$ <u>6,469,025</u>	<u>-</u>	<u>-</u>	<u>6,469,025</u>
<u>2023</u>				
Investment interests	\$ <u>7,825,154</u>	<u>-</u>	<u>-</u>	<u>7,825,154</u>

OCIB receives and evaluates information received from the investment managers on a regular basis. Fair values of Level 3 hierarchy investment interests are determined by the investment managers using a combination of the market, income, and cost approaches. Investments are initially recorded at transaction value (i.e., cost). Due to the illiquid, non-publicly traded, startup nature of some of the portfolio companies, many of the companies are either pre-revenue or lack sufficient operating history to be effectively valued using typical quantitative valuation methodologies. As such, techniques used to value the portfolio companies by the investment managers include, but are not limited to:

- Actual performance to budgeted or expected performance
- Recent round of financing
- Discounted cash flows
- Liquidation analysis
- Sales of similar companies

In addition, some of the investment managers review the overall portfolio for known impairments and make such adjustments when determined. If there are no known impairments, the carrying amount is considered fair value, as there is no substantive evidence of a change in value. Due to the nature of the investments, there are significant unobservable inputs, such as discounts for lack of marketability, price per share, and established time frame for liquidation.

These investments can never be redeemed. Instead, the nature of the investments is that distributions are received through the liquidation of the portfolio companies. Eventually, the portfolio companies are liquidated and the investment interest is closed.

See Independent Auditors' Report.

OKLAHOMA CAPITAL INVESTMENT BOARD

NOTES TO FINANCIAL STATEMENTS, CONTINUED

(3) FAIR VALUE OF INVESTMENT INTERESTS, CONTINUED

Since the investments do not have a readily determinable fair value, there exists an inherent uncertainty that the estimated values may differ significantly from the values that would have been used had a market for the investments existed, and the differences could be material.

A summary of the changes in investment interests for the years ended June 30 is as follows:

Balance at June 30, <u>2023</u>	Loss on Settlements	Changes in Fair Value Recognized	Contributions Received	Distributions Received	Balance at June 30, <u>2024</u>
\$ 7,825,154	-	(1,247,386)	-	(108,743)	6,469,025
\$ 7,825,154	-	(1,247,386)	-	(108,743)	6,469,025
Balance at June 30, <u>2022</u>	Loss on Settlements	Changes in Fair Value Recognized	Contributions Received	Distributions Received	Balance at June 30, <u>2023</u>
\$ 7,606,925	-	218,229	-	-	7,825,154
\$ 7,606,925	-	218,229	-	-	7,825,154

OCIB (OCFC) had no remaining unfunded investment commitments as of June 30, 2024.

The following represents investment interests by issuer with concentrations of credit risk of 5% or more of total investments at June 30:

	<u>2024</u>	<u>2023</u>
Oklahoma Life Sciences Fund II, LLC	\$ 3,321,554	3,956,380
Tullis-Dickerson Capital Focus III, L.P.	1,984,023	2,632,407
InnovAlarm	895,577	895,577

(4) MANAGEMENT SERVICES AGREEMENT

OCIB entered into a management services agreement with Institutional Equity Associates, LLC (IEA) in January 2001. The management services agreement with IEA has been subsequently extended and the required payment terms amended several times, with the most recent extension occurring in October 2023. The current management services agreement was extended through September 30, 2024, and continues on a month-to-month basis with a 90-day cancellation provision. The management services agreement requires annual fees of \$102,000.

For 2024 and 2023, OCIB had management fee expenses of \$115,500 and \$159,000, respectively, to IEA in accordance with the terms of the amended management services agreement.

See Independent Auditors' Report.

(5) **COMMITMENTS AND CONTINGENCIES**

Legal

From time to time, OCIB is involved in certain legal proceedings arising in the normal course of business. In the opinions of management and counsel, the ultimate disposition of such proceedings will not have a material effect on OCIB's financial statements.

Legislative/Regulatory

An amendment was made to the Oklahoma Capital Formation Act, effective June 8, 2012 (the "Amendment"). The Amendment limited OCIB's ability to make any new investments or incur any obligations subsequent to June 8, 2012. As of June 30, 2024, management believes OCIB is in compliance with all requirements of the Amendment.

(6) **CONTINGENT INVESTMENT INTERESTS**

During 2021, Emergent Technologies ceased operations and liquidated the investment holdings. OCIB (OCFC)'s investment in Emergent Technologies was previously written off and considered fully impaired. As part of the process of liquidation, OCIB was assigned 381.323 units of ownership in Pure Protein L.L.C. and 1,076.583 units of ownership in Heparinex L.L.C. As the value of these investments could not be reasonably estimated, no amounts were recorded for either investment. Though OCIB (OCFC) may receive proceeds from the investments in the future, such amounts, if any, cannot be reasonably estimated and therefore are not reflected in the accompanying financial statements. OCIB (OCFC) evaluates the investments on an annual basis.

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

Board of Trustees
Oklahoma Capital Investment Board

We have audited, in accordance with the auditing standards generally accepted in the United States and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the Oklahoma Capital Investment Board (OCIB), which is a component unit of the State of Oklahoma financial reporting entity, as of and for the year ended June 30, 2024, and the related notes to the financial statements, which collectively comprise OCIB's basic financial statements, and have issued our report thereon dated October 7, 2024. Our report includes an emphasis of matter paragraph in relation to the fair value of OCIB's investment interests. Our report also includes an explanatory paragraph on disclaiming an opinion on required supplementary information.

Report on Internal Control over Financial Reporting

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

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

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

(Continued)

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

Report on Compliance and Other Matters

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

Purpose of This Report

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



Shawnee, Oklahoma
October 7, 2024

