



Oklahoma State Employees Deferred Compensation Plan

Administered by the Oklahoma Public Employees Retirement System

Financial Statements
(With Independent Auditor's Report Thereon)
June 30, 2024 and 2023

**OKLAHOMA STATE EMPLOYEES
DEFERRED COMPENSATION PLAN**

Administered by the Oklahoma Public Employees Retirement System

TABLE OF CONTENTS

June 30, 2024 and 2023

	<u>Page</u>
Independent Auditor's Report	1-2
Management's Discussion and Analysis	3-7
Statements of Fiduciary Net Position	8
Statements of Changes in Fiduciary Net Position	9
Notes to Financial Statements	10-18
Internal Control Over Financial Reporting and Compliance	19

INDEPENDENT AUDITOR'S REPORT

Board of Trustees
Oklahoma State Employees
Deferred Compensation Plan

Opinions

We have audited the accompanying financial statements which comprise the statements of fiduciary net position of the Oklahoma State Employees Deferred Compensation Plan ("the Plan") as of and for the years ended June 30, 2024, and 2023, and the related statements of changes in fiduciary net position for the years then ended, and the related notes to the financial statements, which collectively comprise the Plan basic financial statements as listed in the table of contents.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the Oklahoma State Employees Deferred Compensation Plan, as of June 30, 2024 and 2023, and the respective changes in financial position for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinions

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

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 of America, 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 the Plan'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.

Auditor's 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 auditor's 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 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 Plan'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 the Plan'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.

Required Supplementary Information

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

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated October 16, 2024, on our consideration of the Plan'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 Plan'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 the Plan's internal control over financial reporting and compliance.

Arlidge & Associates PC

Oklahoma City, Oklahoma
October 16, 2024



**OKLAHOMA STATE EMPLOYEES
DEFERRED COMPENSATION PLAN**

Administered by the Oklahoma Public Employees Retirement System

**MANAGEMENT DISCUSSION AND ANALYSIS
June 30, 2024 and 2023**

As management of the Oklahoma State Employees Deferred Compensation Plan (“the Plan”) which is administered by the Oklahoma Public Employees Retirement System (OPERS), we offer readers of the Plan’s financial statements this narrative overview and analysis of the financial activities of the Plan for the fiscal years ended June 30, 2024, 2023, and 2022.

FINANCIAL HIGHLIGHTS

- The net position available for plan benefits totaled approximately \$1,032.5 million at June 30, 2024 compared to \$957.0 million at June 30, 2023 and approximately \$891.5 million at June 30, 2022. These funds are available for distribution to plan participants in accordance with Plan provisions.
- At June 30, 2024, the number of active, retired or inactive participants was 28,678 compared to 29,406 and 30,589 at June 30, 2023 and 2022, respectively.
- The Plan’s average annualized rates of return of its mutual funds for the one-year period ended June 30, 2024, ranged from a high of 38.15% to a low of -1.72%. This compares with a high of 26.21% and a low of -0.99% in the corresponding prior-year period. For the year ended June 30, 2022, the returns ranged from a high of -8.68% to a low of -36.23%.
- During the review period, a Board-approved Roth contribution option was offered. Participants may now contribute to their retirement accounts using pre-tax contributions, Roth post-tax contributions or a combination of both.

During the period ended June 30, 2023, Vanguard merged the Vanguard Target Retirement Funds into the Vanguard Target Retirement Trust Funds and added the Vanguard Target Retirement 2060 Trust Fund.

During the period ended June 30, 2022, the Board authorized the creation of the Baird Midcap Growth investment option consisting primarily of U.S. mid-cap growth equity securities to replace the Columbia Acorn Fund which was also a mid-cap investment option. In addition, Vanguard merged the Vanguard Institutional Target Retirement Funds into the Vanguard Target Retirement Funds which is expected to result in a lower expense ratio for each Target Retirement Fund.

OVERVIEW OF THE FINANCIAL STATEMENTS

The Plan is a deferred compensation plan as authorized by Section 457 of the Internal Revenue Code (IRS), as amended, through which the State of Oklahoma (the State) offers its employees the option to defer income in accordance with IRS and Plan guidelines. Participants may direct their contributions in available investment options offered by the Plan and are 100% vested in their accounts. Benefits are payable to participants, in accordance with Plan provisions, upon termination of employment with the State, retirement, death, or unforeseeable emergency based on the participant’s account balance.

The Plan’s financial statements are comprised of a Statement of Fiduciary Net Position, a Statement of Changes in Fiduciary Net Position, and Notes to Financial Statements.

The *statement of fiduciary net position* presents information on the Plan’s assets, deferred outflows of resources, liabilities, and deferred inflows of resources with the difference between these reported as *net position available for plan benefits*. This statement reflects, at fair value, the participants’ balances in their selected investment options, which are available to pay benefits.

**OKLAHOMA STATE EMPLOYEES
DEFERRED COMPENSATION PLAN**

Administered by the Oklahoma Public Employees Retirement System

**MANAGEMENT DISCUSSION AND ANALYSIS
June 30, 2024 and 2023**

The *statement of changes in fiduciary net position* presents information showing how the Plan's net position available for plan benefits changed during the years ended June 30, 2024 and 2023. This statement reflects contributions made by and benefits paid to participants during the period. Investing activities during the period are also presented which include interest and dividends added to participant accounts and the net appreciation or depreciation in fair value of the investments. Other transfers and fees affecting participant accounts are also reported in this statement.

The *notes to financial statements* provide additional information that is essential to a full understanding of the data provided in the financial statements. The Plan does not meet the criteria for inclusion in the financial statements of the State of Oklahoma.

FINANCIAL ANALYSIS

Plan net position at June 30 is summarized as follows:

	2024	2023	2022
Cash and cash equivalents	\$ 71,480	\$ 34,724	\$ 70,482
Contributions receivable	100,082	128,223	862,393
Investments:			
Stable value fund	225,060,859	247,981,636	258,605,227
Mutual funds	789,524,371	691,069,194	613,986,727
Common trust funds	17,745,594	17,764,726	17,986,140
Annuity contracts	22,520	27,903	36,313
Total assets	1,032,524,906	957,006,406	891,547,282
Other Liabilities	33,969	32,749	32,109
Net assets available for plan benefits	<u>\$ 1,032,490,937</u>	<u>\$ 956,973,657</u>	<u>\$ 891,515,173</u>

Summarized changes in Plan net position are as follows for the years ended June 30:

	2024	2023	2022
Additions:			
Contributions	\$ 28,672,785	\$ 29,104,236	\$ 30,848,789
Investment income (loss)	131,363,320	101,785,092	(170,248,358)
Total additions	160,036,105	130,889,328	(139,399,569)
Deductions:			
Benefits paid to participants	84,119,557	64,949,596	67,112,502
Administrative fees	399,268	481,248	169,868
Total deductions	84,518,825	65,430,844	67,282,370
Increase (decrease) in net assets	<u>\$ 75,517,280</u>	<u>\$ 65,458,484</u>	<u>\$ (206,681,939)</u>

**OKLAHOMA STATE EMPLOYEES
DEFERRED COMPENSATION PLAN**

Administered by the Oklahoma Public Employees Retirement System

**MANAGEMENT DISCUSSION AND ANALYSIS
June 30, 2024 and 2023**

Contributions to the Plan decreased by approximately \$431,000 in FY2024, or 1.5%. Contributions to the Plan decreased by approximately \$1,745,000 in FY2023, or 5.7%. Contributions decreased by approximately \$46,000 in FY2022, or 0.1%. Participants elected to allocate their contributions to the Plan for the years ended June 30, 2024, 2023, and 2022 as follows:

	<u>2024</u>	<u>2023</u>	<u>2022</u>
Stable value fund	18.0 %	20.4 %	19.8 %
Bond funds	3.9	4.2	4.4
Balanced fund	7.1	6.7	6.2
Large-Cap equity funds	25.1	22.6	22.9
Mid-Cap equity funds	8.1	8.5	9.0
Small-Cap equity funds	4.1	4.3	4.5
International equity funds	4.7	4.9	5.2
Target date funds	29.0	28.4	28.0
	<u>100.0 %</u>	<u>100.0 %</u>	<u>100.0 %</u>

Benefits and transfers paid to participants totaled \$84.1 million in the fiscal year ended June 30, 2024 compared to \$64.9 million in the fiscal year ended June 30, 2023 and \$67.1 million in 2022. During FY2024, benefit payments for death and retirement increased about \$4.7 million and benefits paid for severance of employment increased by \$14.7 million over the previous fiscal year. During FY2023, benefit payments for death and retirement increased about \$2.1 million and benefits paid for severance of employment decreased by \$3.6 million over the previous fiscal year. During FY2022, benefit payments for death and retirement increased about \$18.5 million and benefits paid for severance of employment decreased by \$7.6 million over the previous fiscal year.

As of June 30, 2024, Plan investments totaled approximately \$1,032.4 million, an increase of \$75.5 million or 7.9% over the previous fiscal year. As of June 30, 2023, Plan investments totaled approximately \$956.8 million, an increase of \$66.2 million, or 7.4% over the previous year. During the period ending June 30, 2024, the returns for the total U.S. equity market were 23.1% and 2.6% for the U.S. fixed income market. For the previous period ended June 30, 2023, the return for the total U.S. equity market were 19.0% and -0.9% for the U.S. fixed income market.

**OKLAHOMA STATE EMPLOYEES
DEFERRED COMPENSATION PLAN**

Administered by the Oklahoma Public Employees Retirement System

**MANAGEMENT DISCUSSION AND ANALYSIS
June 30, 2024 and 2023**

A summary of the mutual fund balances at June 30, 2024 and 2023 and the one-year annualized returns as of the fiscal years then ended is as follows:

	Year ended June 30, 2024			Year ended June 30, 2023	
	Balance	One-Year Returns		Balance	One-Year Returns
Balanced fund:					
Vanguard Balanced Index Fund - Instl	\$ 51,749,402	14.85 %		\$ 46,481,701	10.70 %
Bond funds:					
T. Rowe Price High-Yield Fund	22,550,872	10.20		21,711,907	9.63
BNY Mellon Agg Bond Index	14,082,094	2.56		14,435,054	-0.99
	36,632,966			36,146,961	
International funds:					
American Funds EuroPacific Growth Fund	24,540,683	10.41		23,880,879	15.38
T. Rowe Price Emerging Markets Stock	16,504,695	-1.72		18,058,460	-0.99
BNY Mellon ACWI EX-US Institutional	1,709,459	11.63		1,451,393	12.93
	42,754,837			43,390,732	
Large-Cap funds:					
American Century Income and Growth	55,252,078	14.92		53,433,171	4.68
Blackrock S&P 500 Stock Fund	89,365,482	24.49		70,915,957	19.56
T. Rowe Price Blue Chip Growth Fund	205,399,493	38.15		155,453,870	26.21
T. Rowe Price Total Equity Market Fund	30,467,984	23.46		25,078,015	18.91
	380,485,037			304,881,013	
Mid-Cap equity funds:					
Baird Mid-Cap Growth Fund	62,997,903	-1.57		71,412,732	N/A
Vanguard Selected Value Fund	53,312,455	14.54		48,630,300	19.92
	116,310,358			120,043,032	
Small-Cap equity funds:					
Janus Henderson Small-Cap Value Fund	30,451,657	13.12		29,172,687	12.81
Blackrock Small-Cap Growth Equity	12,046,885	11.19		11,594,493	18.66
BNY Mellon Small-Cap Stock Index	1,954,041	10.04		1,878,279	12.28
	44,452,583			42,645,459	
Target date funds:					
Vanguard Target Retirement 2020 Trust Fund	21,774,010	9.28		21,533,701	6.57
Vanguard Target Retirement 2030 Trust Fund	43,278,401	12.35		36,422,861	10.03
Vanguard Target Retirement 2040 Trust Fund	36,644,054	14.68		29,191,798	12.66
Vanguard Target Retirement 2050 Trust Fund	21,058,322	16.64		17,472,259	14.67
Vanguard Target Retirement 2060 Trust Fund	404,492	16.64		67,995	14.71
Vanguard Target Retirement Inc Trust Fund	5,811,573	7.92		6,288,821	4.54
	128,970,852			110,977,435	
Self-directed brokers mutual fund option	5,913,930			4,267,587	
Total mutual funds	\$ 807,269,965			\$ 708,833,920	

**OKLAHOMA STATE EMPLOYEES
DEFERRED COMPENSATION PLAN**

Administered by the Oklahoma Public Employees Retirement System

**MANAGEMENT DISCUSSION AND ANALYSIS
June 30, 2024 and 2023**

OTHER

Other than changes in the fair value of Plan assets as may be impacted by the stock and bond markets, no other matters are known by management to have a significant impact on the operations or financial position of the Plan.

REQUESTS FOR INFORMATION

This financial report is designed to provide a general overview of the Plan'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 Plan Administrator, Defined Contribution Plans, c/o OPERS, Post Office Box 53007, Oklahoma City, Oklahoma 73152-3007.

**OKLAHOMA STATE EMPLOYEES
DEFERRED COMPENSATION PLAN**

Administered by the Oklahoma Public Employees Retirement System

Statements of Fiduciary Net Position

As of June 30, 2024 and 2023

	2024	2023
Assets		
Cash and cash equivalents	\$ 71,480	\$ 34,724
Contributions receivable	100,082	128,223
Investments:		
Stable value fund	225,060,859	247,981,636
Mutual funds		
Bond funds	22,550,872	21,711,907
Balanced funds	51,749,402	46,481,701
Large-Cap equity funds	380,485,037	304,881,013
Mid-Cap equity funds	116,310,358	120,043,032
Small-Cap equity funds	42,498,542	40,767,180
International equity funds	41,045,378	41,939,339
Target date funds	128,970,852	110,977,435
Self-directed brokerage mutual funds option	5,913,930	4,267,587
Total mutual funds	789,524,371	691,069,194
Common trust funds		
Bond fund	14,082,094	14,435,054
Small-Cap equity fund	1,954,041	1,878,279
International equity fund	1,709,459	1,451,393
Total common trust funds	17,745,594	17,764,726
Annuity contracts	22,520	27,903
Total investments	1,032,353,344	956,843,459
Total assets	1,032,524,906	957,006,406
Liabilities		
Other liabilities	33,969	32,749
Net position available for plan benefits	\$ 1,032,490,937	\$ 956,973,657

See accompanying notes to financial statements.

**OKLAHOMA STATE EMPLOYEES
DEFERRED COMPENSATION PLAN**

Administered by the Oklahoma Public Employees Retirement System

Statements of Changes in Fiduciary Net Position

For the Fiscal Years Ended June 30, 2024 and 2023

	2024	2023
Additions		
Contributions:		
Participants	\$ 28,490,405	\$ 29,009,817
Plan to plan transfers	182,380	94,419
Total contributions	28,672,785	29,104,236
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	106,942,210	78,482,239
Interest and dividends	24,421,110	23,302,853
Total investment income (loss)	131,363,320	101,785,092
Total additions	160,036,105	130,889,328
Deductions		
Benefits paid to participants	84,119,557	64,949,596
Administrative fees	399,268	481,248
Total deductions	84,518,825	65,430,844
Net increase (decrease) in net position	75,517,280	65,458,484
Net position available for plan benefits		
Beginning of year	956,973,657	891,515,173
End of year	\$ 1,032,490,937	\$ 956,973,657

See accompanying notes to financial statements.

**OKLAHOMA STATE EMPLOYEES OKLAHOMA STATE EMPLOYEES
DEFERRED COMPENSATION PLAN**

Administered by the Oklahoma Public Employees Retirement System

NOTES TO THE FINANCIAL STATEMENTS

June 30, 2024 and 2023

1. DESCRIPTION OF THE PLAN

The following brief description of the Oklahoma State Employees Deferred Compensation Plan (the "Plan"), a defined contribution pension plan administered by the Oklahoma Public Employees Retirement System (OPERS), is provided for general information purposes only. For a more complete description of the Plan provisions, refer to the detailed Plan documents or Title 74 of the Oklahoma Statutes (O.S.).

The State of Oklahoma (the "State") offers its employees a deferred compensation plan as authorized by Section 457 of the Internal Revenue Code (IRC), as amended by the Tax Reform Act of 1986, and in accordance with the provisions of Sections 1701 through 1706 of Title 74 of the O.S.

The supervisory authority for the management and operation of the Plan is the Board of Trustees (the "Board") of OPERS.

The Plan is available to all State employees, as well as any elected officials receiving a salary from the State, except for those employees participating in the Pathfinder Defined Contribution Plan. Participants may direct the investment of their contributions in available investment options offered by the Plan. The minimum contribution amount is the equivalent of \$25 per month, and participants are 100% vested in their respective accounts immediately. All interest, dividends, and investment fees are allocated to participants' accounts.

Participants may defer until future years up to the lesser of 100% of their compensation as defined by Plan documents or the maximum amount allowed each year as determined by the Internal Revenue Service, currently \$23,000.

The Plan offers a catch-up program to participants, which allows them to defer annually for the three years prior to their year of retirement up to twice that Plan year's deferral limit. The amount of additional contributions in excess of the normal maximum contributions to the Plan are also limited to contributions for the years in which the participant was eligible but did not participate in the Plan or the difference between contributions made and the maximum allowable level. To be eligible for the catch-up program, the participant must be within three years of retirement with no reduced benefits.

Participants age 50 or older may make additional contributions of up to \$7,500 annually subject to certain limits.

Deferred compensation benefits are paid to participants or beneficiaries upon termination, retirement, death, or unforeseeable emergency. Such benefits are based on a participant's account balance and are disbursed in a lump sum or periodic payments at the option of the participant or beneficiaries in accordance with Plan provisions.

Effective January 1, 1998, the Board established a Trust and Trust Fund covering the Plan assets, pursuant to federal legislation enacted in 1996, requiring public employers to establish such trusts for plans meeting the requirements of Section 457 of the IRC no later than January 1, 1999. Under the terms of the Trust, the corpus or income of the Trust Fund may be used only for the exclusive benefit of the Plan

**OKLAHOMA STATE EMPLOYEES OKLAHOMA STATE EMPLOYEES
DEFERRED COMPENSATION PLAN**

Administered by the Oklahoma Public Employees Retirement System

**NOTES TO THE FINANCIAL STATEMENTS
June 30, 2024 and 2023**

1. DESCRIPTION OF THE PLAN (continued)

participants and their beneficiaries. Prior to the establishment of the Trust, Plan assets were subject to the claims of general creditors of the State. The Board acts as trustee of the Trust. The participants' accounts are invested in accordance with the investment elections of the participants. The Board is accountable for all deferred compensation received, but has no duty to require any compensation to be deferred or to determine that the amounts received comply with the Plan or to determine that the Trust Fund is adequate to provide the benefits payable pursuant to the Plan.

At June 30, the Plan's membership consisted of the following:

	<u>2024</u>	<u>2023</u>
Active participants	13,628	14,676
Retired and inactive participants	15,050	14,730
Total	<u>28,678</u>	<u>29,406</u>

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Presentation

The accompanying financial statements have been prepared on the economic resources measurement focus and the accrual basis of accounting. Salary deferrals are generally recorded when received and, as required by State law, are posted and transferred within ten (10) business days to the investment option as determined by the participant.

The Plan is not included in the fiduciary funds of the State. The separate financial statements of the Plan present net position available for plan benefits and changes in net position available for plan benefits for the years ended June 30, 2024 and 2023.

B. Contributions Receivable

Contributions receivable included in the Statements of Fiduciary Net Position represent contributions withheld from participants' salaries but not yet remitted to the Plan by the state agency responsible for the payrolls.

C. Investments

The Plan is authorized to invest in eligible investments as prescribed in Title 74 O.S. 1701. Investments in mutual funds are presented at fair value, which is the price that would be received if the investments were sold in an orderly transaction between a willing buyer and a willing seller. Investments in the annuity contracts are presented at contract value, which approximates their fair value. Investments in the Stable Value Fund, an interest-earning contract, are presented at book value as determined by the Plan's record keeper.

**OKLAHOMA STATE EMPLOYEES OKLAHOMA STATE EMPLOYEES
DEFERRED COMPENSATION PLAN**

Administered by the Oklahoma Public Employees Retirement System

NOTES TO THE FINANCIAL STATEMENTS

June 30, 2024 and 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

D. Administrative Expenses

The employers of eligible participants are required to remit directly to the Oklahoma State Employees Deferred Savings Incentive Plan (the Savings Incentive Plan) the equivalent of \$3.69 (\$2.80 in 2023) per participating employee per month for reimbursement to OPERS for administrative expenses incurred on behalf of the Plan and the Savings Incentive Plan. Of the fees received, approximately \$670,000 in 2024 and \$568,000 in 2023 was remitted to OPERS as the Plan's allocable share of administrative expenses in accordance with an administrative expense allocation policy adopted by the Board.

Effective with the fiscal year beginning July 1, 2012, the Board entered into an agreement with Great-West, now Empower Retirement (Empower), for recordkeeping services for the Plan and the Deferred Compensation Plan. The agreement may be renewed by the Board for one-year terms and was renewed through fiscal year 2024. Under terms of this agreement, as amended, Empower received an administrative service fee comprised of the following four components: (1) a \$1 per participant administrative service fee, which is deducted from each participant's account balance at the end of each quarter by the Plan's record keeper and reflected as administrative fees in the accompanying statements of changes in fiduciary net position; (2) per participant self-directed brokerage option service fee; (3) mutual fund re-allowance revenue; and (4) Stable Value Fund revenue.

Prior to July 1, 2017, the agreement defines specific fees for each component and a maximum administrative fee of \$31.32 per participant per year that Empower could receive as compensation. In the event that the compensation received by Empower exceeded the maximum fee, the Plan and the Deferred Compensation Plan were entitled to a credit of that amount, which would first be offset by any revenue deficits. Empower established an Excess Revenue Sharing Account, that was invested in the Stable Value Fund, into which the estimated excess credits were deposited quarterly, pending final accounting within 60 days of year end. The Board may authorize Empower to utilize the excess credits to provide additional services or options to the Plan and the Deferred Compensation Plan or to participants.

The Board amended the Empower contract and effective July 1, 2017, the Empower administrative fee of \$31.32 per participant per year is paid by the participant with a deduction of two dollars and sixty-one cents (\$2.61) per month from each participant's account.

E. Federal Income Tax Status

The Plan has received a favorable private letter ruling from the Internal Revenue Service dated July 7, 1999. The ruling concludes that the Plan is an eligible deferred compensation plan as defined in Section 457 of the IRC, and amounts deferred in the Plan are taxable only in the year or years in which amounts are paid out of the Plan. The Trust established under the Plan is treated as exempt from federal income taxation.

**OKLAHOMA STATE EMPLOYEES OKLAHOMA STATE EMPLOYEES
DEFERRED COMPENSATION PLAN**

Administered by the Oklahoma Public Employees Retirement System

NOTES TO THE FINANCIAL STATEMENTS

June 30, 2024 and 2023

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

F. Use of Estimates

The preparation of the Plan's financial statements in conformity with U.S. generally accepted accounting principles requires the Plan administrator to make significant estimates and assumptions that affect the reported amounts of fiduciary net position at the date of the financial statements and the changes in fiduciary net position during the reporting periods and, when applicable, disclosures of contingent assets at the date of the financial statements. Actual results could differ from those estimates.

G. Risks and Uncertainties

The Plan provides for various investment options in any combination of savings accounts, mutual funds, and other investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the risks associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities may occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the accompanying Statements of Fiduciary Net Position.

3. CASH AND CASH EQUIVALENTS

Cash and cash equivalents represent the Plan's investment in OK INVEST, an internal investment pool maintained by the State Treasurer. At June 30, 2024 and 2023, the bank balance of cash equivalents in OK INVEST totaled \$43,727 and \$7,558, respectively. The Plan's investment in OK INVEST is carried at cost, as management has determined that the difference between cost and fair value of the Plan's investment in OK INVEST is not material to the financial statements as a whole.

Agencies and funds that are considered to be part of the State's reporting entity in the State's Annual Comprehensive Financial Report are allowed to participate in OK INVEST. Oklahoma statutes and the State Treasurer establish the primary objectives and guidelines governing the investment of funds in OK INVEST. Safety, liquidity, and return on investment are the objectives that establish the framework for the day-to-day OK INVEST management, with an emphasis on safety of the capital and the probable income to be derived and meeting the State and its funds' and agencies' daily cash flow requirements. Guidelines in the Investment Policy address credit quality requirements, diversification percentages and the types and maturities of allowable investments. The specifics regarding these policies can be found on the State Treasurer's website at <http://www.ok.gov/treasurer>. The State Treasurer, at his discretion, may further limit or restrict such investments on a day-to-day basis. OK INVEST includes a substantial investment in securities with an overnight maturity as well as in U.S. government securities with a maturity of up to three years. OK INVEST maintains an overall weighted average maturity of less than four years.

Participants in OK INVEST maintain interest in its underlying investments and, accordingly, may be exposed to certain risks. As stated in the State Treasurer information statement, the main risks are interest rate risk, credit/default risk, liquidity risk, and U.S. government securities risk. Detailed

**OKLAHOMA STATE EMPLOYEES OKLAHOMA STATE EMPLOYEES
DEFERRED COMPENSATION PLAN**

Administered by the Oklahoma Public Employees Retirement System

NOTES TO THE FINANCIAL STATEMENTS

June 30, 2024 and 2023

3. CASH AND CASH EQUIVALENTS (Continued)

information regarding OK INVEST's portfolio and the related risks is available within the State's Annual Comprehensive Financial Report.

Custodial credit risk of investments is the risk that in the event of a bank failure, the government's investments may not be returned to it. Interests in OK INVEST are not insured or guaranteed by the State, the FDIC, or any other government agency. The Plan does not have a formal policy for custodial credit risk. Generally, any funds received by the Plan, including contributions, are transferred to the record keeper within one business day.

At June 30, 2024 and 2023, funds were held in the Plan's name by its record keeper in the amounts of \$26,959 and \$26,354, respectively, representing distributions payable to participants who cannot currently be located. The funds are invested in the Plan's stable value fund which is described in Note 4. The liability for these amounts is included in Other Liabilities in the Statements of Fiduciary Net Position.

At June 30, 2024 and 2023, funds were also held in the Plan's name by its record keeper in the Stable Value Fund in the amount of \$794 and \$813, respectively. These balances represent the estimated revenue share amount plus earnings, resulting from the Excess Revenue Sharing agreement described in Note 2. The liability for this amount is included in Other Liabilities in the Statements of Fiduciary Net Position. No distributions were made to the participants during the fiscal years ended June 30, 2024 or June 30, 2023.

4. INVESTMENTS

The Plan's Investment Policies and Guidelines state that the Board of OPERS has the fiduciary responsibility to provide investment and administrative services to the Plan's participants and sets forth the following objectives:

- To provide participants with a prudent menu of investment options to diversify their investment portfolios in order to efficiently achieve reasonable financial goals for retirement.
- To provide education to participants to help them build portfolios that maximize the probability of achieving their investment goals.
- To administer the Plan in an efficient manner, such that participants are able to monitor their individual portfolios and make suitable adjustments in a timely manner.
- To provide competitive investment options in major asset classes at a reasonable cost.
- To establish criteria and procedures for the ongoing evaluation of the investment offered, which are consistent with prudent investment management and participants' needs for diverse investment options.
- To establish procedures for the selection, evaluation, review, and elimination of fund options and the Board's expectations regarding each fund option.

**OKLAHOMA STATE EMPLOYEES OKLAHOMA STATE EMPLOYEES
DEFERRED COMPENSATION PLAN**

Administered by the Oklahoma Public Employees Retirement System

NOTES TO THE FINANCIAL STATEMENTS

June 30, 2024 and 2023

4. INVESTMENTS (Continued)

The menu of core investment options must include at least one offering in each of the following asset categories: Cash Equivalents, Fixed Income, Balanced, Domestic Large-Cap Equity, Domestic Small and Mid-Cap Equity, and International Equity. With the exception of the cash equivalents category, the Plan is structured such that all core investment options are publicly traded mutual funds.

An “unbundled” group of mutual funds and a self-directed brokerage option are offered by various fund managers to Plan participants.

A brief description of the investment options is as follows:

Stable Value Fund

Empower, as the Plan’s trustee and record keeper, has established a separate stable value fund for the Plan and the Savings Incentive Plan. The Stable Value Fund is an interest-earning contract that provides a stable rate of return by investing in a pool of government securities backed by the full faith and credit of the U.S. government and/or its agencies. In advance of each calendar quarter, Empower establishes a rate of return for that quarter for the Stable Value Fund. The rate in effect for the quarters ended June 30, 2024 and 2023 was 2.40% and 2.20%, respectively.

The Stable Value Fund’s investment income included in the accompanying financial statements is net of annual fees which are deducted from earnings prior to posting to the participant accounts.

Mutual Funds and Common Trust Funds

The Plan offers 18 mutual funds from eight fund families and three common trust funds from BNY Mellon. The composition is one (1) bond fund; eight (8) domestic equity funds which includes large-, mid-, and small-cap funds; two (2) international equity funds; one (1) balanced fund with a mix of bond and equity securities; six (6) target date funds; one (1) bond common trust fund; one (1) small-cap stock common trust fund; and one (1) international equity common trust fund. A self-directed brokerage option is also available to qualifying participants through an independent broker, which allows investment in mutual funds not offered by the Plan for a \$15 quarterly fee deducted directly from the participant’s account.

Shares of these funds are not insured, although some securities in which the funds invest may be insured or backed by the U.S. Government or its agencies. Investment income in the accompanying financial statements is net of management and other expenses charged by the funds’ managers which are deducted from earnings prior to posting to the participant accounts. The mutual funds are no-load funds.

Annuity Contracts

Through June 30, 1995, participants could pool their deferred compensation at retirement and purchase an annuity contract to receive benefits over the duration of their annuity contract.

**OKLAHOMA STATE EMPLOYEES OKLAHOMA STATE EMPLOYEES
DEFERRED COMPENSATION PLAN**

Administered by the Oklahoma Public Employees Retirement System

NOTES TO THE FINANCIAL STATEMENTS
June 30, 2024 and 2023

4. INVESTMENTS (Continued)

Interest Rate Risk

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. Other than the requirement that the duration of the Stable Value Fund cannot exceed five years, the Plan investment guidelines include no formal policy on interest rate risk. Duration is a measure of a debt investment's exposure to fair value changes arising from changing interest rates based upon the present value of cash flows, weighted for those cash flows as a percentage of the investment's full price.

The average effective duration in years as provided by data from Empower and Morningstar, Inc. reports were:

	<u>June 30, 2024</u>		<u>June 30, 2023</u>	
	Fair	Weighted	Fair	Weighted
<u>Fixed Income Mutual Funds</u>	Value	Average	Value	Average
		Duration		Duration
T. Rowe Price Institutional High Yield	\$ 22,550,872	3.38	\$ 21,711,907	3.84
BNY Mellon Aggregate Bond Index Instl	\$ 14,082,094	6.07	\$ 14,435,054	6.34

At June 30, 2024 and 2023, the carrying amount of the Stable Value Fund was \$225,060,859 and \$247,981,636, and the weighted average duration as provided by Empower was 2.7 and 2.9 years, respectively.

Credit Risk

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations to the Plan. The Plan's policies and guidelines set forth specific criteria for selection of mutual fund and common trust fund options to be offered to participants and provide that a review and evaluation of these funds will be performed at least annually. While the guidelines set no specific rating criteria for the fixed income mutual funds, these funds are subject to the selection and review provisions, as are all of the other investments. The weighted averaged credit ratings for the fixed income securities included in the fixed income mutual funds, as provided by Morningstar, Inc. reports, were as follows: T. Rowe Price High-Yield Fund, B at June 30, 2024 and June 30, 2023. The BNY Mellon Aggregate Bond Index was rated AA2/AA3 at June 30, 2024 and AA1/AA2 at June 30, 2023.

The Plan's policies and guidelines require that the credit quality of the Stable Value Fund be that of securities issued by the U.S. government and agencies and commercial bank securities with FDIC guarantees. The investments in the Stable Value Fund at June 30, 2024 and 2023 were primarily composed of mortgage-backed and asset-backed securities which were rated AA+/AAA/AAA at June 30, 2024 and AA+/AAA/AA+ at June 30, 2023 (S&P/Moody's/Fitch).

**OKLAHOMA STATE EMPLOYEES OKLAHOMA STATE EMPLOYEES
DEFERRED COMPENSATION PLAN**

Administered by the Oklahoma Public Employees Retirement System

NOTES TO THE FINANCIAL STATEMENTS

June 30, 2024 and 2023

5. FAIR VALUE MEASUREMENT

The Plan categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to quoted prices in active markets for identical assets (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The inputs to the three levels of the fair value hierarchy are described as follows:

- Level 1: Quoted prices in active markets for identical assets or liabilities
- Level 2: Significant other observable inputs, including quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets in markets that are not active and other market corroborated inputs
- Level 3: Significant unobservable inputs

June 30, 2024	Level 1	Level 2	Level 3	Fair Value
Mutual funds:				
Bond funds	\$ 22,550,872	\$ -	\$ -	\$ 22,550,872
Balanced funds	51,749,402	-	-	51,749,402
Large-Cap equity funds	380,485,037	-	-	380,485,037
Mid-Cap equity funds	116,310,358	-	-	116,310,358
Small-Cap equity funds	42,498,542	-	-	42,498,542
International equity funds	41,045,378	-	-	41,045,378
Target date funds	128,970,852	-	-	128,970,852
Self-directed brokerage	5,913,930	-	-	5,913,930
Total	\$ 789,524,371	\$ -	\$ -	\$ 789,524,371
Common Trust funds:				
Bond fund	\$ -	\$ 14,082,094	\$ -	\$ 14,082,094
Small-cap equity fund	-	1,954,041	-	1,954,041
International equity funds	-	1,709,459	-	1,709,459
Total	\$ -	\$ 17,745,594	\$ -	\$ 17,745,594

OKLAHOMA STATE EMPLOYEES OKLAHOMA STATE EMPLOYEES**DEFERRED COMPENSATION PLAN**

Administered by the Oklahoma Public Employees Retirement System

NOTES TO THE FINANCIAL STATEMENTS

June 30, 2024 and 2023

5. FAIR VALUE MEASUREMENT (Continued)

June 30, 2023	Level 1	Level 2	Level 3	Fair Value
Mutual funds:				
Bond funds	\$ 21,711,907	\$ -	\$ -	\$ 21,711,907
Balanced funds	46,481,701	-	-	46,481,701
Large-Cap equity funds	304,881,013	-	-	304,881,013
Mid-Cap equity funds	120,043,032	-	-	120,043,032
Small-Cap equity funds	40,767,180	-	-	40,767,180
International equity funds	41,939,339	-	-	41,939,339
Target date funds	110,977,435	-	-	110,977,435
Self-directed brokerage	4,267,587	-	-	4,267,587
Total	<u>\$ 691,069,194</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 691,069,194</u>
Common Trust funds:				
Bond fund	\$ -	\$ 14,435,054	\$ -	\$ 14,435,054
Small-cap equity fund	-	1,878,279	-	1,878,279
International equity funds	-	1,451,393	-	1,451,393
Total	<u>\$ -</u>	<u>\$ 17,764,726</u>	<u>\$ -</u>	<u>\$ 17,764,726</u>

6. SAVINGS INCENTIVE PLAN

Contributions equivalent to \$25 per month for qualified participants of the Plan who are making deferrals of at least \$25 per month were remitted by the participants' employers to the Savings Incentive Plan, a separate qualified defined contribution plan established in accordance with Section 401(a) of the IRC. The funds of the Savings Incentive Plan are not included in the accompanying financial statements.

INDEPENDENT AUDITOR'S 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 State Employees
Deferred Compensation Plan

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the Oklahoma State Employees Deferred Compensation Plan (the "Plan"), which comprise the statement of fiduciary net position as of June 30, 2024, and the related statement of changes in fiduciary net position for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated October 16, 2024.

Internal Control over Financial Reporting

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

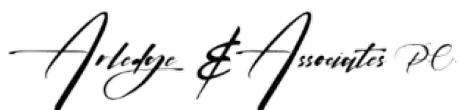
Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not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

Compliance and Other Matters

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

Purpose of this Report

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



Oklahoma City, Oklahoma
October 16, 2024

October 16, 2024

Board of Trustees
Oklahoma State Employees
Deferred Compensation Plan

We have audited the financial statements of the Oklahoma State Employees Deferred Compensation Plan (the “Plan”) for the year ended June 30, 2024, and have issued our report thereon dated October 16, 2024. Professional standards require that we provide you with information about our responsibilities under generally accepted auditing standards and *Government Auditing Standards*, as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our engagement letter dated August 1, 2023. Professional standards also require that we communicate to you the following information related to our audit.

Significant Audit Findings

Qualitative Aspects of Accounting Practices

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by the Plan are described in Note 2 to the financial statements. No new accounting policies were adopted, and the application of existing policies was not changed during 2024. We noted no transactions entered into by the Plan during the year for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period.

Accounting estimates are an integral part of the financial statements prepared by management and are based on management’s knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected. The most sensitive estimates affecting the financial statements were:

1. The methods and significant assumptions used to estimate fair value of financial instruments. The Plan’s investment in mutual funds is reported at fair value as determined by quoted market prices.
2. The methods and significant assumptions used to estimate fair value of financial instruments. The Plan’s investment in the stable value fund is reported at contract book value, which approximates fair value, as determined by the Plan’s recordkeeper.
3. The methods and significant assumptions used to estimate fair values of financial instruments. The Plan’s investment in the common trust funds is based on the relative interest of the Plan’s investment in the underlying assets of the trust which are based on the fair value of the listed securities or upon pricing from observable market information in a non-active market. We have evaluated the key factors and assumptions used to develop the fair value of these investments in determining that it is reasonable in relation to the financial statements taken as a whole.

The financial statement disclosures are neutral, consistent, and clear.

Difficulties Encountered in Performing the Audit

We encountered no significant difficulties in performing and completing our audit.

Uncorrected Misstatements

Professional standards require us to accumulate all misstatements identified during the audit, other than those that are clearly trivial, and communicate them to the appropriate level of management. There were no adjustments proposed or recorded.

Disagreements with Management

For purposes of this letter, a disagreement with management is a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor's report. We are pleased to report that no such disagreements arose during the course of our audit.

Management Representations

We have requested certain representations from management that are included in the management representation letter dated October 16, 2024.

Management Consultations with Other Independent Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to the Plan's financial statements or a determination of the type of auditor's opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

Other Audit Findings or Issues

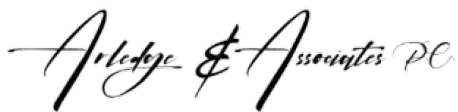
We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the Plan's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention.

Other Matters

We applied certain limited procedures to the management's discussion and analysis, which is required supplementary information (RSI) that supplements the basic financial statements. Our procedures consisted of inquiries of management regarding 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 did not audit the RSI and do not express an opinion or provide any assurance on the RSI.

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

Sincerely,



Arledge & Associates, P.C.

