

**DEFERRED COMPENSATION PLAN
OF THE PORT OF OAKLAND**

Independent Auditors' Report,
Management's Discussion and Analysis, and
Basic Financial Statements

Years Ended June 30, 2014 and 2013

**DEFERRED COMPENSATION PLAN
OF THE PORT OF OAKLAND**
Years Ended June 30, 2014 and 2013

Table of Contents

	<i>Page</i>
Independent Auditors' Report	1
Required Supplementary Information:	
Management's Discussion and Analysis.....	3
Basic Financial Statements:	
Statements of Net Position Due to Participants	5
Statements of Changes in Net Position Due to Participants.....	6
Notes to the Basic Financial Statements	7



Independent Auditors' Report

Deferred Compensation Advisory Committee
and Board of Port Commissioners of the City of Oakland
Oakland, California

Report on the Financial Statements

We have audited the accompanying statements of net position due to participants of the Deferred Compensation Plan of the Port of Oakland (Plan) as of June 30, 2014 and 2013, and the related statements of changes in net position due to participants for the years then ended, which collectively comprise the Plan's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by the Plan's management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net position due to participants of the Plan as of June 30, 2014 and 2013, and the changes in net position due to participants for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of a Matter

As discussed in Note 2, the basic financial statements referred to above present only the financial activities of the Plan and do not purport to, and do not present the financial position of the Port of Oakland as of June 30, 2014 and 2013, and the changes in its financial position for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

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

Macias Gini & O'Connell LLP Kevin W. Hayden, CPA

Walnut Creek, California
March 30, 2015

**DEFERRED COMPENSATION PLAN
OF THE PORT OF OAKLAND**

Management's Discussion and Analysis (Unaudited)
Years Ended June 30, 2014 and 2013

The following discussion and analysis of the financial performance of the Deferred Compensation Plan of the Port of Oakland (Plan) provides an overview of its financial activities for the years ended June 30, 2014 and 2013. Please read it in conjunction with the Plan's financial statements, which begin on page 5. Responsibility for both the accuracy of the data, and the completeness and fairness of the presentation, including all disclosures, rests solely with management of the Port of Oakland. To the best of our knowledge and belief, the basic financial statements, as presented, are accurate in all material respects.

Financial Statements

The financial report for the Plan includes management's discussion and analysis, statements of net position due to participants, statements of changes in net position due to participants, and notes to the basic financial statements. These financial statements are prepared on the accrual basis of accounting. The Plan is administrated by Great-West Life & Annuity Insurance Company and the Plan's assets are held in trust by Wells Fargo Bank.

The following table indicates the net position due to participants as of June 30, 2014, 2013 and 2012 (dollars in thousands):

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Investments at fair value:			
Stable value fund	\$ 24,870	\$ 25,485	\$ 24,953
Mutual funds	<u>49,016</u>	<u>39,421</u>	<u>35,502</u>
Total investments at fair value	73,886	64,906	60,455
Loans receivable from participants	<u>560</u>	<u>-</u>	<u>-</u>
Net position due to participants	<u>\$ 74,446</u>	<u>\$ 64,906</u>	<u>\$ 60,455</u>

**DEFERRED COMPENSATION PLAN
OF THE PORT OF OAKLAND**

Management's Discussion and Analysis (Unaudited)
Years Ended June 30, 2014 and 2013

The following table indicates the changes in net position for the years ended June 30, 2014, 2013, and 2012 (dollars in thousands):

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Net additions to net position	\$ 13,197	\$ 9,891	\$ 3,388
Deductions from net position	<u>(3,657)</u>	<u>(5,440)</u>	<u>(2,478)</u>
Change in net position	9,540	4,451	910
Net position due to participants, beginning of year	<u>64,906</u>	<u>60,455</u>	<u>59,545</u>
Net position due to participants, end of year	<u>\$ 74,446</u>	<u>\$ 64,906</u>	<u>\$ 60,455</u>

- Net position due to participants increased from \$64.9 million at June 30, 2013 to \$74.4 million at June 30, 2014. The net increase of \$9.5 million in plan assets during fiscal year 2014 was caused mainly by net investment gains of \$9.6 million.
- Net position due to participants increased from \$60.5 million at June 30, 2012 to \$64.9 million at June 30, 2013. The net increase of \$4.4 million in plan assets during fiscal year 2013 was caused mainly by net investment gains of \$6.8 million.

Request for Information

Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to Port Controller, Port of Oakland, 530 Water Street, Oakland, California 94607.

**DEFERRED COMPENSATION PLAN
OF THE PORT OF OAKLAND**
Statements of Net Position Due to Participants
June 30, 2014 and 2013
(Dollars in Thousands)

	2014	2013
ASSETS		
Investments at fair value:		
Stable value fund	\$ 24,870	\$ 25,485
Mutual funds	49,016	39,421
Total investments at fair value	73,886	64,906
Loans receivable from participants	560	-
NET POSITION DUE TO PARTICIPANTS	\$ 74,446	\$ 64,906

See accompanying notes to the basic financial statements.

**DEFERRED COMPENSATION PLAN
OF THE PORT OF OAKLAND**

Statements of Changes in Net Position Due to Participants
Years Ended June 30, 2014 and 2013
(Dollars in Thousands)

	2014	2013
ADDITIONS TO NET POSITION:		
Contributions by participants	\$ 3,618	\$ 3,077
Net investment income and adjustments to fair value	9,579	6,814
Total additions to net position	13,197	9,891
DEDUCTIONS FROM NET POSITION:		
Withdrawals by participants	(3,657)	(5,440)
CHANGE IN NET POSITION DUE TO PARTICIPANTS	9,540	4,451
NET POSITION DUE TO PARTICIPANTS:		
Beginning of year	64,906	60,455
End of year	\$ 74,446	\$ 64,906

See accompanying notes to the basic financial statements.

**DEFERRED COMPENSATION PLAN
OF THE PORT OF OAKLAND**

Notes to the Basic Financial Statements
Years Ended June 30, 2014 and 2013

NOTE 1 – PLAN DESCRIPTION

The following description of the Deferred Compensation Plan of the Port of Oakland (Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Port of Oakland (Port) maintains an eligible deferred compensation plan in accordance with Section 457 of the Internal Revenue Code (IRC 457). The Port's Plan was established in 1977 and is governed by the Deferred Compensation Advisory Committee (Committee) in accordance with IRC 457 and the Port's Plan document. The Plan permits employees to defer a portion of their compensation until future years. Distributions may be made only at death, retirement, termination, disability or some other event, as provided in the Plan in accordance with the provisions of Sections 53212-53214 of the Government Code of the State of California and the applicable provisions of the Internal Revenue Code.

The Plan is available to all permanent Port employees on a voluntary basis. Each employee may elect to participate by signing a participation agreement that specifies the amount of the deferral and the investment options selected by the participant. Plan participants can choose to make contributions on a pre-tax basis to the traditional 457, and after-tax basis to the Roth 457, or a combination of the two contribution options. The Plan currently utilizes one investment administrator: Great-West Life & Annuity Insurance Company (Great-West). Great-West is paid for the administrative services it provides through a management fee on the Port's Stable Value Fund and through reallocations from mutual fund companies.

The assets of the Plan are held in trust by Wells Fargo Bank and investment options are monitored by the Committee. All amounts of compensation deferred under the Plan, all property and rights purchased with such amounts, and all income attributable to such amounts, property or rights are held by the Plan in trust through Wells Fargo Bank for the exclusive benefit of the participants or beneficiaries, and are not subject to the claims of the Port's creditors. The Committee is comprised of seven voting members – the Director of Human Resources, the Chief Financial Officer, and five other members appointed by the Director of Human Resources or the Chief Financial Officer. The Director of Human Resources or the Chief Financial Officer may also appoint up to two alternative members.

Contributions

During each payroll period in which an employee is a participant in the Plan, the Port defers a portion of the employee's compensation as specified by the employee. The maximum that each participant may defer under this Plan for any taxable year is the lesser of:

- The applicable dollar amount determined pursuant to IRC 457 Section (e)(15), or
- One hundred percent of the participant's year-to-date includible compensation.

Participants in the Plan may elect to rollover balances from other IRC 457 deferred compensation plans, subject to the requirements of the Plan.

**DEFERRED COMPENSATION PLAN
OF THE PORT OF OAKLAND**

Notes to the Basic Financial Statements
Years Ended June 30, 2014 and 2013

NOTE 1 – PLAN DESCRIPTION (continued)

Special Limited Catch-Up Deferral

Qualified employees who have not deferred the maximum regular deferral amount(s) allowed in prior years, may elect the Special Limited Catch-up Provision as defined in IRC 457(b)(3) for one or more of the participant's last three tax years ending before the year in which the participant attains normal retirement age as defined under Section 3.03 of the Plan.

In that instance, participants may elect to contribute the lesser of:

- Twice the applicable dollar amount permitted under IRC §457(b)(2)(A); or
- The sum of:
 - The maximum amount of compensation that may be deferred for the employment period as determined under Section 3.01 of the Port's Plan for the taxable year; plus
 - The maximum amount of compensation that may be deferred for any prior employment period or employment periods as determined under Section 3.01 of the Plan's document less the compensation deferred under the Plan for such employment period or employment periods.

The Special Limited Catch-up Provision can only be elected one time. Employees who are 70½ or older may not elect this provision.

Age 50 and Older Catch-Up Deferral

Plan participants, who attain age 50 by the last day of a tax year and who do not utilize the Special Limited Catch-up Provision for such tax year, may make an additional deferral into the Plan as a catch-up contribution, subject to the requirements of Internal Revenue Code Section 414(v)(2)(B)(i). The Age 50 and Older Catch-up Deferral election limit was \$5,500 in calendar years 2014 and 2013.

Employees may not participate in both the Special Limited Catch-up Provision deferral and the Age 50 and Older Catch-up Deferral concurrently.

Participant Deferred Compensation Accounts

The administrative services agreement with Great-West provides that each participant's deferred compensation account shall be updated daily with the participant's contributions and allocations of Plan earnings, including interest, dividends, and gains/losses from investments.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon.

**DEFERRED COMPENSATION PLAN
OF THE PORT OF OAKLAND**

Notes to the Basic Financial Statements
Years Ended June 30, 2014 and 2013

NOTE 1 – PLAN DESCRIPTION (continued)

Payment of Benefits

On termination of service due to death, disability, separation of service, retirement, or as otherwise permitted by the Plan, a participant may elect to receive a full or partial lump-sum distribution, periodic payments of a dollar certain, periodic payments for a time certain, or periodic payments over the lifetime of the participant. A participant may also purchase a life or term-certain annuity, or simply leave the money on deposit until the date that they have a minimum annual distribution requirement. The IRS requires a minimum annual distribution to be made no later than April 1 of the calendar year following the later of the calendar year in which the employee attains age 70½, or the calendar year in which the employee retires. Distributions will be net of any federal and state taxes required to be withheld. The participants also have the option of having a direct tax-free rollover to a new employer pension plan or a rollover to an Individual Retirement Account.

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying statements of net position due to participants and changes in net position due to participants present only the Plan, and are not intended to present the financial position of the Port and the changes in its financial position in conformity with accounting principles generally accepted in the United States of America.

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting. Contributions are recognized as additions when due (at the end of each pay period). Payments to participants are recognized as deductions when due and payable under the provisions of the Plan.

Investment Valuation

The Plan's investments are reported at fair value. Mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end, except as described in the following sentence. Fixed income mutual funds that do not have an established market are reported at fair value calculated by Great-West, which is based on the amount of contributions, withdrawals, and interest credited quarterly.

Loans Receivable from Participants

The IRC permits and the Port allows participants in the 457 Plan to participate in a loan program. The loans are secured by the remaining balance in the participant's account and must be repaid over a period that does not exceed five years, except that if the loan is for the purchase of a principal residence, the loan may be repaid over a period not to exceed fifteen years. The maximum amount of loans to participants is the lesser of \$50,000 or 50% of the participant's vested account balance as of the day immediately preceding the date on which the loan is approved.

**DEFERRED COMPENSATION PLAN
OF THE PORT OF OAKLAND**

Notes to the Basic Financial Statements
Years Ended June 30, 2014 and 2013

NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES (continued)

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

NOTE 3 – INVESTMENTS

Plan participants may direct contributions into any of the investment options offered by Great-West, which include various publicly traded mutual funds and fixed income investments. Participants are permitted to establish different investment strategies, which have varying return and volatility characteristics to meet each participant's long-term retirement savings strategy.

Concentration Risk

The following tables present investments that represent 5% or more of the Plan's investments at fair value at June 30, 2014 and 2013 (dollars in thousands):

	2014	% of Investment
Port of Oakland Stable Value Fund*	\$ 24,870	33.7%
Dreyfus S&P 500 Index Fund	4,849	6.6%
Harbor International Fund	4,276	5.8%
	2013	% of Investment
Port of Oakland Stable Value Fund*	\$ 25,485	39.3%
Dreyfus S&P 500 Index Fund	3,776	5.8%
Harbor International Fund	3,520	5.4%

* Funds managed by Great-West Retirement Services

Interest Rate Risk and Credit Risk

The following table presents information related to interest rate risk and credit risk for the Plan's investments at June 30, 2014 and 2013 (dollars in thousands):

Investments	Average Maturity	Standard and Poor's Credit Rating	Fair Value	
			2014	2013
Port of Oakland Stable Value Fund	5.55 years	Not rated	\$ 24,870	\$ 25,485

The Port of Oakland Stable Value Fund credits interest on a quarterly portfolio basis. All money deposited into the Port of Oakland Stable Value Fund, regardless of when it was deposited, receives the same interest rate. A new interest rate is established each quarter. The quarterly

**DEFERRED COMPENSATION PLAN
OF THE PORT OF OAKLAND**

Notes to the Basic Financial Statements
Years Ended June 30, 2014 and 2013

NOTE 3 – INVESTMENTS (continued)

interest rate is set by Great-West according to the investment policy statement guidelines that the Committee has established for the Plan. The Port of Oakland Stable Value Fund invests primarily in securities issued by the U.S. Government or its agencies.

Investments	Fair Value (in thousands)	
	2014	2013
Mutual Funds:**		
GW Capital Management Aggressive Profile	\$ 1,253	\$ 947
GW Capital Management Moderately Aggressive Profile	2,241	1,684
GW Capital Management Moderate Profile	1,768	1,541
GW Capital Management Moderately Conservative Profile	767	590
GW Capital Management Conservative Profile	347	244
American Funds EuroPacific A	806	712
American Funds New Perspective R4	326	-
Harbor International Fund	4,276	3,520
Franklin Templeton Mutual Global Discovery Fund	969	846
Franklin Mutual European Fund A	261	256
Allianz RCM Global Technology Fund A	2,811	1,938
Prudential Jennison Utility Fund Z	648	384
Allianz NFJ Small CAP Stock Index Fund	645	480
Baron Small Cap Fund	930	824
Dreyfus Small Cap Stock Index Fund	644	592
Fidelity Low Priced Fund	2,361	1,930
Hartford Small Company R5	214	221
Well Fargo Advantage Small Cap Val Z	592	529
Artisan Mid Cap Fund	1,379	962
Dreyfus Mid Cap Index Fund	1,123	895
JP Morgan Mid Cap Value Fund A	625	482
Neuberger Berman Genesis Fund Trust	1,697	1,464
American Funds Growth Fund R4	2,251	1,775
Third Avenue Value Fund	-	216
Blackrock Equity Index - Collective Fund	429	298
Davis New York Venture Fund	3,000	2,625
Dreyfus S & P 500 Index Fund	4,849	3,776
Fidelity Contrafund	3,454	2,905
Janus Twenty Fund	2,102	1,608
Parnassus Core Equity Fund	1,100	784
Pioneer Disciplined Value Fund A	683	687
Prudential Jennison 20/20 Focus Fund Z	401	343
T. Rowe Price Value Fund	1,057	701
Fidelity Puritan Fund	808	694
Janus Balanced Fund	653	591
PAX World Balanced Fund	533	502
Ivy High Income Y	104	60
Payden GNMA	19	-
PIMCO Total Return Fund Admin	891	815
	\$ 49,016	\$ 39,421

** Disclosure of the average maturity and credit risk rating for mutual funds invested in equity investments is not applicable under Governmental Accounting Standards Board (GASB) Statement No. 40, *Deposits and Investment Risk Disclosures – an amendment of GASB Statement No. 3*.