

*In the opinion of Orrick, Herrington & Sutcliffe LLP, Bond Counsel to the City, based upon an analysis of existing laws, regulations, rulings and court decisions and assuming, among other matters, the accuracy of certain representations and compliance with certain covenants, interest on the Notes is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986 and is exempt from State of California personal income taxes. The amount treated as interest on the Notes and excluded from gross income may depend on the taxpayer's election under Internal Revenue Service Notice 94-84. In the further opinion of Bond Counsel, interest on the Notes is not a specific preference item for purposes of the federal individual or corporate alternative minimum taxes, although Bond Counsel observes that such interest included in adjusted current earnings when calculating corporate alternative minimum taxable income. Bond Counsel expresses no opinion regarding any other tax consequences related to the ownership or disposition of, or the accrual or receipt of interest on, the Notes. See "TAX MATTERS" herein.*

**\$78,230,000**  
**CITY OF OAKLAND, CALIFORNIA**  
**2013-2014 TAX AND REVENUE ANTICIPATION NOTES**

*Dated: Date of Delivery*

*Due: As set forth below*

The City of Oakland, California (the "City") 2013-2014 Tax and Revenue Anticipation Notes (the "Notes") are being issued to finance General Fund expenditures, including, but not limited to, current expenses, capital expenditures and the discharge of other obligations of the City. The Notes will be issued as fixed-rate notes in fully registered form. This cover page contains certain information for quick reference only and is not a summary of the transaction. Investors must read the entire Official Statement to obtain information essential to the making of an informed investment decision.

The Notes, when issued, will be registered in the name of Cede & Co., as nominee for The Depository Trust Company ("DTC"), New York, New York, which will act as the securities depository for the Notes. Purchases of the Notes will be made only through DTC Participants under the book-entry system maintained by DTC in the denominations of \$5,000 or any integral multiple thereof. Purchasers will not receive certificates representing their ownership interest in the Notes purchased.

The Notes will be dated the date of delivery thereof and will not be subject to redemption prior to maturity. The Notes will bear interest at a fixed rate per annum from their dated date to their maturity date. Principal of and interest on the Notes are payable on their maturity date. See "THE NOTES."

**MATURITY SCHEDULE**

<u>Maturity Date</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Yield</u>	<u>CUSIP<sup>†</sup> No.</u>
June 30, 2014	\$78,230,000	1.25%	0.18%	672240SG4

In accordance with California law, the Notes are general obligations of the City payable from those taxes, income, revenue, cash receipts and other moneys which are received by the City for the General Fund of the City for the Fiscal Year 2013-14 and which are available for the payment of current expenses and other obligations of the City. As security for the payment of principal of and interest on the Notes, the City has pledged for deposit, in trust, (i) an amount equal to fifty percent (50%) of the principal amount of the Notes, from unrestricted moneys on deposit with the City during the period commencing March 3, 2014 and ending March 31, 2014 (or in such other time period as may be selected by the City); and (ii) an amount equal to 50% of the principal amount of, and all of the interest on, the Notes, from unrestricted moneys on deposit with the City during the period commencing May 1, 2014 and ending May 30, 2014 (or in such other time period as may be selected by the City) (collectively, such pledged amounts are hereinafter called the "Pledged Moneys"). See "SECURITY FOR THE NOTES." The amounts so set aside from time to time in the Special Account (as defined herein) are pledged to and will be applied to pay principal of, and interest on, the Notes as such Notes mature.

The Notes were sold through a competitive sale held on June 6, 2013.

The Notes are offered when, as and if issued by the City and received by RBC Capital Markets, LLC, the successful bidder, subject to the approval of validity by Orrick, Herrington & Sutcliffe LLP, Bond Counsel to the City. Certain other legal matters will be passed upon for the City by the City Attorney and certain other legal services will be provided to the City by Alexis S. M. Chiu, Esq., Disclosure Counsel to the City. It is expected that the Notes will be available for delivery through the facilities of DTC in New York, New York on or about July 2, 2013.

**RBC Capital Markets**

Dated: June 6, 2013

<sup>†</sup> Copyright 2013, The American Bankers Association. CUSIP data herein is provided by CUSIP Global Services, managed by Standard & Poor's Financial Services LLC on behalf of The American Bankers Association. CUSIP numbers are provided for convenience of reference only. Neither the City nor the Underwriter assumes any responsibility for the accuracy of such numbers.

No dealer, broker, salesperson, or other person has been authorized by the City to give any information or to make any representation other than those contained herein and, if given or made, such other information or representation must not be relied upon as having been authorized by the City. This Official Statement does not constitute an offer to sell nor the solicitation of an offer to buy nor shall there be any sale of the Notes by a person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale.

This Official Statement is not to be construed as a contract with the purchasers of the Notes. Statements contained in this Official Statement, which involve estimates, forecasts or matters of opinion, whether or not expressly so described herein, are intended solely as such and are not to be construed as representation of facts. No representation is made that any past experience, as shown by any financial or other information herein, will necessarily continue or be repeated in the future. The information set forth in this Official Statement has been obtained from official sources and other sources, which are believed to be reliable, but the accuracy or completeness of such information is not guaranteed by, and should not be construed as a promise by, the City.

The information and expressions of opinions herein are subject to change without notice, and neither delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the City since the date hereof. This Official Statement is submitted with respect to the initial sale of the Notes referred to herein and may not be reproduced or used, in whole or in part, for any other purpose, unless authorized in writing by the City. All summaries of the documents and laws are made subject to the provisions thereof and do not purport to be complete statements of any or all such provisions.

Certain statements in this Official Statement, which may be identified by the use of such terms as “plan,” “expect,” “estimate,” “budget” or other similar words, constitute “forward-looking statements.” Such forward-looking statements include, but are not limited to, statements under the captions “CASH FLOW PROJECTIONS,” “SPECIAL RISK FACTORS” and “APPENDIX A – CERTAIN INFORMATION CONCERNING THE CITY OF OAKLAND – FINANCIAL INFORMATION,” and “– OTHER FISCAL INFORMATION.” Such forward-looking statements refer to the achievement of certain results or other expectations of performance, which involve known and unknown risks, uncertainties and other factors. These risks, uncertainties and other factors may cause actual results, performance or achievements to be materially different from any projected results, performance or achievements described or implied by such forward-looking statements. The City does not plan to issue updates or revisions to such forward-looking statements if or when its expectations, or events, conditions or circumstances on which such statements are based, occur, or if actual results, performance or achievements are materially different from any results, performance or achievements described or implied by such forward-looking statements.

The underwriter has reviewed the information in this Official Statement in accordance with, and as part of, their responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the underwriter does not guarantee the accuracy or completeness of such information.

CUSIP data on the cover hereof are provided by CUSIP Global Services, managed by Standard & Poor’s Financial Services LLC on behalf of The American Bankers Association and are provided for convenience of reference only. Neither the City nor the underwriter assumes any responsibility for the accuracy of these CUSIP data.

**CITY OF OAKLAND**  
**County of Alameda, California**

**MAYOR AND ELECTED OFFICIALS**

Jean Quan, *Mayor*  
Courtney A. Ruby, *City Auditor*  
Barbara J. Parker, *City Attorney*

**CITY COUNCIL**

Patricia Kernighan (District 2)  
*President of the City Council*

Dan Kalb (District 1)  
*Councilmember*

Libby Schaaf (District 4)  
*Councilmember*

Desley Brooks (District 6)  
*Councilmember*

Larry Reid, Jr. (District 7)  
*Councilmember and Vice Mayor*

Lynette Gibson McElhaney (District 3)  
*Councilmember*

Noel Gallo (District 5)  
*Councilmember*

Rebecca Kaplan (At-Large)  
*Councilmember*

**CITY STAFF**

Deanna J. Santana, *City Administrator*  
Scott P. Johnson, *Assistant City Administrator*  
Fred Blackwell, *Assistant City Administrator*  
LaTonda Simmons, *City Clerk*  
Katano Kasaine, *Treasurer*

**BOND COUNSEL**

ORRICK, HERRINGTON & SUTCLIFFE LLP  
San Francisco, California

**DISCLOSURE COUNSEL**

ALEXIS S. M. CHIU, ESQ.  
San Francisco, California

**FINANCIAL ADVISOR**

PUBLIC RESOURCES ADVISORY GROUP  
Oakland, California

**FISCAL AGENT**

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.  
San Francisco, California

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## OFFICIAL STATEMENT

**\$78,230,000**

### **CITY OF OAKLAND, CALIFORNIA 2013-2014 TAX AND REVENUE ANTICIPATION NOTES**

#### INTRODUCTORY STATEMENT

This Official Statement, which includes the cover and Appendices hereto, provides information in connection with the sale of \$78,230,000 City of Oakland, California 2013-2014 Tax and Revenue Anticipation Notes (the “Notes”). The Notes are issued pursuant to the Charter of the City of Oakland (the “City”) and the Constitution and laws of the State of California (the “State”), including Title 5, Division 2, Part 1, Chapter 4, Article 7.6 (commencing with Section 53850 of the Government Code of the State (the “Law”). Under the Law, the Notes are general obligations of the City payable from those taxes, income, revenues, cash receipts and other moneys which are received by the City for the General Fund of the City for the Fiscal Year 2013-14 and which are available for the payment of current expenses and other obligations of the City (the “Unrestricted Moneys”). The Notes are authorized pursuant to Ordinance No. 13162 C.M.S. of the City adopted on May 21, 2013 (the “Ordinance”). The City may, under the Law, issue the Notes only if the principal of and interest on the Notes will not exceed eighty-five percent (85%) of the estimated Unrestricted Moneys legally available for the payment of the Notes.

Proceeds from the sale of the Notes will be used for current General Fund expenditures including, but not limited to, current expenses, capital expenditures and the discharge of other obligations or indebtedness of the City.

#### THE NOTES

##### **Description of the Notes**

The Notes will be issued in the aggregate principal amount of \$78,230,000. The Notes will be in denominations of \$5,000 or any integral multiple thereof, will be dated their date of issuance and delivery and will mature on the date set forth on the cover page hereof. The Notes will bear interest at the rates set forth on the cover page hereof. Interest on the Notes will be payable at maturity and will be computed on the basis of a 30-day month/360-day year basis.

The Notes are not subject to redemption prior to maturity.

The Bank of New York Mellon Trust Company, N.A., will serve as Fiscal Agent for the Notes

##### **Book-Entry-Only System**

The City will issue the Notes as one fully registered note, in the principal amount set forth on the cover page hereof, in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York (“DTC”). DTC will act as securities depository for the Notes. The Notes will be available to Beneficial Owners (defined in “APPENDIX F – BOOK-ENTRY ONLY SYSTEM”) only under the book-entry system maintained by DTC. Beneficial Owners of Notes will not receive physical certificates representing their interests in the Notes. The City will pay principal of and interest on the Notes directly to DTC or Cede & Co. so long as DTC or Cede & Co. is the registered owner of the Notes and all such payments will be valid and effective to fully discharge all obligations of the City and the Fiscal Agent with respect to the principal and interest with respect to the Notes to the extent of the sum or sums so paid. Disbursements of such payments to DTC’s Direct Participants (as defined in the “APPENDIX F –

BOOK-ENTRY ONLY SYSTEM”) is the responsibility of DTC and disbursement of such payments to Beneficial Owners is the responsibility of DTC’s Direct Participants and Indirect Participants (together, “Participants”). See “APPENDIX F – BOOK-ENTRY ONLY SYSTEM.”

NO ASSURANCE IS GIVEN BY THE CITY OR THE FISCAL AGENT THAT DTC AND DTC PARTICIPANTS WILL MAKE PROMPT TRANSFER OF PAYMENTS TO BENEFICIAL OWNERS.

When reference is made to any action that is required or permitted to be taken by the Beneficial Owners, such reference shall only relate to those permitted to act (by statute, regulation, or otherwise) on behalf of such Beneficial Owners for such purposes. When notices are given, they will be sent by the City, or any fiduciary acting on behalf of the City, to DTC.

So long as Cede & Co. is the registered owner of the Notes, as nominee for DTC, references in this Official Statement to the registered owners of the Notes (other than for federal and state income tax purposes) shall mean Cede & Co. and shall not mean the Beneficial Owners of the Notes.

NEITHER THE CITY NOR THE FISCAL AGENT WILL HAVE ANY RESPONSIBILITY OR OBLIGATION TO DTC PARTICIPANTS OR BENEFICIAL OWNERS WITH RESPECT TO THE PAYMENT OR FAILURE TO PAY BY DTC OR ANY DTC PARTICIPANT OF THE PRINCIPAL OF OR INTEREST ON THE NOTES; THE PROVIDING OF NOTICE TO DTC PARTICIPANTS OR BENEFICIAL OWNERS; THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC OR ANY DTC PARTICIPANT; OR ANY CONSENT GIVEN OR OTHER ACTION TAKEN BY DTC AS REGISTERED OWNER OF THE NOTES.

Transfers of ownership interests in the Notes will be accomplished by book entries made by DTC and the DTC Participants who act on behalf of the Beneficial Owners. For every transfer and exchange of the Notes, the Beneficial Owner may be charged a sum sufficient to cover any tax, fee or other governmental charge that may be imposed in relation thereto.

DTC may determine to discontinue providing its services with respect to the Notes at any time by giving notice to the City and discharging its responsibilities with respect thereto under applicable law. Under such circumstances (if there is not a successor securities depository), Note certificates are required to be delivered as described in the Ordinance. The Beneficial Owner, upon registration of certificates held in the Beneficial Owner’s name, will become the registered owner of the Notes.

In the event DTC determines not to continue to act as securities depository for the Notes, then the City will discontinue the book-entry system with DTC. If the City determines to replace DTC with another qualified securities depository, the City will prepare or direct the preparation of a new single, separate, fully registered Note, registered in the name of such successor or substitute qualified securities depository or its nominee. If the City does not identify another qualified securities depository to replace DTC, then the Notes will no longer be restricted to being registered in the name of Cede & Co., but will be registered in whatever name or names owners of the Notes transferring or exchanging Notes will designate in accordance with the Ordinance, and the City will prepare and deliver Notes to the owners thereof for such purpose.

See “APPENDIX F – BOOK-ENTRY ONLY SYSTEM.”

## SECURITY FOR THE NOTES

### General

The principal amount of the Notes, together with the interest thereon, will be payable from taxes, revenues, income, cash receipts and other moneys which are received by the City for the City's General Fund for the Fiscal Year 2013-14 and which are available for the payment of current expenses and other obligations of the City (the "Unrestricted Moneys"). As security for the payment of the principal of and interest on the Notes, the City has pledged: (i) an amount equal to fifty percent (50%) of the principal amount of the Notes, from unrestricted moneys on deposit with the City during the period commencing March 3, 2014 and ending March 31, 2014 (or in such other time period as may be selected by the City); and (ii) an amount equal to 50% of the principal amount of, and all of the interest on, the Notes, from unrestricted moneys on deposit with the City during the period commencing May 1, 2014 and ending May 30, 2014 (or in such other time period as may be selected by the City) (collectively, such pledged amounts are hereinafter called the "Pledged Moneys"). See "Special Account" below.

### REQUIRED PLEDGED MONEYS DEPOSITS

<u>March 31, 2014</u>	<u>May 30, 2014</u>
\$39,115,000.00	\$40,087,442.36

The Law and the Ordinance provide that the obligation to pay the principal amount of the Notes and the interest thereon constitutes a first lien and charge against and will be paid from such Pledged Moneys of the City. To the extent not so paid from Pledged Moneys, the Notes will be paid from any other moneys of the City lawfully available therefor.

### Special Account

The Pledged Moneys will be deposited by the City with and held by the Fiscal Agent, in trust, in a special fund designated "City of Oakland, California, 2013-2014 Tax and Revenue Anticipation Notes Special Account" (the "Special Account") and applied as directed under the Ordinance. Any money deposited by the Fiscal Agent in the Special Account will be for the benefit of the owners of the Notes, and until the Notes and all interest thereon are paid or until provision has been made for the payment of the Notes at maturity with interest to maturity, the moneys in the Special Account will be applied only for purposes for which the Special Account was created. Deposits of Pledged Moneys may take into account as a credit any moneys on deposit in the Special Account.

Pursuant to the Ordinance, all Pledged Moneys will be paid to the Fiscal Agent for deposit in the Special Account. Amounts deposited by the City in the Special Account will be applied solely for the purpose of paying the principal of and interest on the Notes, although such amounts will be invested in legal investments as permitted by California law and in accordance with the investment policy of the City applicable thereto, and will include, without limitation, any investment permitted by Section 53601 of the Government Code of the State and any investment agreement, repurchase agreement or guaranteed investment contract with a commercial bank or other entity whose long term debt is rated, at the time such agreement or contract is entered into, not less than "Aa3" by Moody's Investors Service ("Moody's") and "AA-" by Standard & Poor's Ratings Services, a Standard & Poor's Financial Services LLC business ("S&P" and together with Moody's, the "Rating Services"), provided that no such investments will have a maturity date later than the final maturity date of the Notes. See "APPENDIX C – City of Oakland Investment Policy."

## **Lien in Bankruptcy**

Local agencies in California are able to file for bankruptcy under Chapter 9 of the United States Bankruptcy Code, and any such bankruptcy could result in delays or reductions in payments on obligations of the local agency.

In the event of a bankruptcy, the lien of the Ordinance may not attach to any Pledged Moneys that the City receives after the commencement of a bankruptcy case, the City may not be required to transfer those Pledged Moneys to the Fiscal Agent, and the City may be able to use those Pledged Moneys for purposes other than making payments on the Notes.

Pledged Moneys may be commingled with other funds prior to transfer to the Fiscal Agent pursuant to the Ordinance. It is possible that the owners of the Notes will have no rights to Pledged Moneys that are in the possession of the City or that are otherwise commingled with other funds on the date of commencement of a bankruptcy proceeding.

## **Available Sources of Repayment**

The Notes, in accordance with the Law, are general obligations of the City payable from Unrestricted Moneys, which include the taxes, income, revenue, cash receipts and other moneys of the City which are received by the City for the General Fund of the City for Fiscal Year 2013-14 and which are generally available for the payment of current expenses and other obligations of the City. The Constitution of the State substantially limits the City's ability to levy ad valorem taxes and to increase fees charged for services of the City (See "CONSTITUTIONAL AND STATUTORY LIMITATIONS ON TAXES AND APPROPRIATIONS" herein). The City presently expects that other than the Notes, it will not issue any other notes or warrants for cash flow borrowing purposes with respect to Fiscal Year 2013-14.

## **CASH FLOW PROJECTIONS**

The table below sets forth the sources and amounts of estimated Unrestricted Moneys for Fiscal Year 2013-14. The estimates in the table, along with the accompanying General Fund cash flow analysis for Fiscal Year 2012-13 and a projected cash flow for Fiscal Year 2013-14, have been prepared by the City. The projected cash flow for Fiscal Year 2013-14 was prepared based on the current information available. The statements in this Official Statement relating to the cash flow projections constitute "forward-looking statements." Such forward-looking statements refer to the achievement of certain results or other expectations or performance, which involves known and unknown risks, uncertainties and other factors. These risks, uncertainties and other factors may cause actual results, performance or achievements to be materially different from any projected results, performance or achievements described or implied by such forward-looking statements. The City does not plan to issue updates or revisions to such forward looking statements if or when its expectations, or the events, conditions or circumstances on which such statements are based, occur, or if the actual results, performance or achievements are materially different from any results, performance or achievements described or implied by such forward-looking statements.

**CITY OF OAKLAND**  
**2013-2014 ESTIMATED UNRESTRICTED MONEYS**  
**(in thousands)**

<b>Revenue Source</b>	<b>Amount</b>
Cash Balance as of July 1, 2013	\$108,955
General Property Tax	202,130
Sales & Use	48,893
Business License Tax	59,240
Utility Users Tax	50,000
Real Estate Transfer Tax	40,365
Bedroom Occupancy Tax	12,620
Parking Tax	9,235
Franchise Fees	15,535
Licenses & Permits	1,436
Fees, Fines & Penalties	23,478
Interest and Rentals	6,000
Service Charges	63,500
Other Grants & Subsidies	8,133
Miscellaneous	1,399
Interfund Transfers	3,325
Lighting /Landscape Assessments	20,617
Internal Service Funds	52,685
	<hr/>
Total Unrestricted Moneys	\$727,545

*Source: City of Oakland Treasury Division Cashflow Projections.*

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**CITY OF OAKLAND**  
**GENERAL FUND CASH FLOWS FOR FISCAL YEAR 2012-2013**  
(Thousands of Dollars)

	July	August	September	October	November	December	January	February	March	April	Projected May	Projected June	Total
<b>BEGINNING BALANCE</b>	<b>129,503</b>	<b>167,146</b>	<b>104,490</b>	<b>96,361</b>	<b>69,006</b>	<b>55,248</b>	<b>139,880</b>	<b>132,106</b>	<b>135,856</b>	<b>125,542</b>	<b>171,388</b>	<b>89,516</b>	
<b>RECEIPTS</b>													
General Property Tax	-	2,376	7,660	-	2,822	75,967	13,875	-	22,630	45,603	18,022	18,759	207,715
Sales & Use	-	1,917	2,438	2,403	3,498	8,797	2,205	3,035	3,914	8,600	2,896	9,027	48,732
Business License Tax	-	1,616	527	402	398	875	6,807	18,543	23,022	1,910	884	3,017	58,000
Utility Users Tax	1,286	2,965	4,088	4,783	3,378	5,638	3,086	4,868	3,799	6,691	3,748	5,670	50,000
Real Estate Transfer Tax	7	3,371	67	3,464	3,075	4,376	10,340	2,796	2,906	31	5,387	7,180	43,000
Bedroom/Occupancy Tax	218	1,071	1,136	1,178	1,262	936	847	834	909	954	910	2,057	12,312
Parking Tax	39	711	1,151	687	565	256	805	-	1,036	650	1,255	1,853	9,009
Franchise Fees	-	972	414	1,801	760	863	1,595	414	824	1,985	796	4,682	15,105
License & Permits	115	190	72	147	228	73	47	49	37	93	137	248	1,436
Fines & Penalties	391	1,608	1,531	1,785	1,881	1,486	1,793	1,591	1,934	1,804	1,796	3,342	20,942
Interest & Rentals <sup>1</sup>	278	332	274	362	267	207	350	197	310	407	112	1,905	5,000
Service Charges	2,386	4,444	4,134	4,392	6,117	4,740	4,973	4,099	6,741	4,786	4,056	12,978	63,847
Other Grants & Subsidies	-	1,195	-	1	18	3,467	-	2,716	-	1,946	-	-	9,342
Miscellaneous	94	109	410	39	153	-	143	327	-	207	31	330	1,845
Interfund Transfers	-	-	-	-	1,483	297	297	297	297	297	335	258	3,560
Note Proceeds	83,534	-	-	-	-	-	-	-	-	-	-	-	83,534
Lighting/Landscape Assess	20	381	-	68	268	9,509	182	8	2,143	5,531	98	1,166	19,374
Internal Service Funds	1,498	6,127	1,758	6,322	1,712	6,593	4,402	1,460	5,826	4,711	8,715	10,396	59,521
<b>Total Receipts</b>	<b>89,868</b>	<b>29,384</b>	<b>25,660</b>	<b>27,832</b>	<b>27,884</b>	<b>124,080</b>	<b>51,747</b>	<b>41,233</b>	<b>76,328</b>	<b>86,206</b>	<b>49,180</b>	<b>82,870</b>	<b>712,275</b>
<b>DISBURSEMENTS</b>													
Gen Fund Salaries & Benefits	31,714	29,311	25,271	27,927	26,939	27,798	28,874	24,232	27,019	26,674	28,585	25,840	330,182
Gen Fund Oper.& Maint	9,148	9,093	4,541	7,895	5,661	6,451	10,017	5,875	11,851	6,963	48,076	19,062	144,634
Note Principal	-	-	-	-	-	-	-	-	41,563	-	41,563	-	83,125
Note Interest	-	-	-	-	-	-	-	-	-	-	804	-	804
Interfund Transfers	8,682	-	-	13,537	4,564	913	14,762	3,066	913	1,647	913	913	49,910
POB Debt Service	-	47,396	-	-	-	-	-	-	-	-	-	-	47,396
Lighting/Landscape Assess	722	2,138	1,090	2,165	1,196	1,542	1,731	1,180	1,711	1,745	1,308	2,226	18,754
Internal Service Funds	1,959	4,102	2,887	3,663	3,283	2,744	4,137	3,131	3,587	3,331	9,805	15,390	58,019
<b>Total Disbursements</b>	<b>52,225</b>	<b>92,040</b>	<b>33,789</b>	<b>55,187</b>	<b>41,643</b>	<b>39,448</b>	<b>59,521</b>	<b>37,483</b>	<b>86,643</b>	<b>40,360</b>	<b>131,053</b>	<b>63,432</b>	<b>732,824</b>
<b>SURPLUS/(DEFICIT)</b>	<b>37,643</b>	<b>(62,656)</b>	<b>(8,129)</b>	<b>(27,355)</b>	<b>(13,758)</b>	<b>84,633</b>	<b>(7,774)</b>	<b>3,750</b>	<b>(10,315)</b>	<b>45,847</b>	<b>(81,873)</b>	<b>19,439</b>	<b>(20,548)</b>
<b>ENDING BALANCE</b>	<b>167,146</b>	<b>104,490</b>	<b>96,361</b>	<b>69,006</b>	<b>55,248</b>	<b>139,880</b>	<b>132,106</b>	<b>135,856</b>	<b>125,542</b>	<b>171,388</b>	<b>89,516</b>	<b>108,955</b>	

<sup>1</sup> Includes interest earnings on Note proceeds.

**CITY OF OAKLAND**  
**PROJECTED GENERAL FUND CASH FLOWS FOR FISCAL YEAR 2013-2014**  
(Thousands of Dollars)

	July	August	September	October	November	December	January	February	March	April	May	June	Total
<b>BEGINNING BALANCE</b>	<b>108,955</b>	<b>146,648</b>	<b>66,916</b>	<b>61,075</b>	<b>29,008</b>	<b>11,100</b>	<b>82,220</b>	<b>50,417</b>	<b>50,596</b>	<b>20,255</b>	<b>89,501</b>	<b>50,657</b>	
<b>RECEIPTS</b>													
General Property Tax	-	3,395	9,875	-	3,143	71,994	-	-	-	66,347	14,897	32,479	202,130
Sales & Use	-	2,124	1,566	2,215	2,887	8,828	2,570	3,505	4,401	7,575	3,212	10,010	48,893
Business License Tax	-	754	480	1,044	499	559	5,506	15,998	23,926	3,489	1,583	5,402	59,240
Utility Users Tax	140	4,267	4,194	3,610	4,952	4,277	3,364	4,579	4,274	7,899	3,361	5,084	50,000
Real Estate Transfer Tax	-	241	6,667	-	2,555	5,549	4,892	9	4,850	327	6,548	8,727	40,365
Bedroom/Occupancy Tax	-	1,117	1,140	1,181	1,241	938	817	896	972	1,037	1,006	2,275	12,620
Parking Tax	-	563	581	827	729	277	1,000	666	1,040	372	1,284	1,897	9,235
Franchise Fees	2	861	403	1,561	415	1,114	1,470	735	908	1,623	937	5,508	15,535
License & Permits	42	146	115	76	198	247	53	77	10	108	129	235	1,436
Fines & Penalties	137	1,922	981	3,307	1,172	2,467	1,305	2,120	2,471	2,310	1,847	3,438	23,478
Interest & Rentals <sup>1</sup>	160	469	191	544	175	485	194	243	-	271	182	3,084	6,000
Service Charges	-	4,139	4,068	5,039	3,955	4,971	4,483	6,323	4,541	7,061	4,505	14,415	63,500
Other Grants & Subsidies	2	0	267	13	-	374	9	1	253	-	1,891	5,324	8,133
Miscellaneous	34	11	1	-	-	-	15	1,239	-	-	12	86	1,399
Interfund Transfers	-	-	685	100	100	100	100	100	1,387	228	297	228	3,325
Note Proceeds	79,062	-	-	-	-	-	-	-	-	-	-	-	79,062
Lighting/Landscape Assess	-	403	42	-	949	9,384	33	32	38	7,912	141	1,684	20,617
Internal Service Funds	2,095	6,773	3,886	2,866	5,975	2,449	6,868	3,850	3,948	5,273	3,968	4,734	52,685
<b>Total Receipts</b>	<b>81,674</b>	<b>27,185</b>	<b>35,141</b>	<b>22,383</b>	<b>28,945</b>	<b>114,012</b>	<b>32,679</b>	<b>40,371</b>	<b>53,019</b>	<b>111,830</b>	<b>45,801</b>	<b>104,611</b>	<b>697,653</b>
<b>DISBURSEMENTS</b>													
Gen Fund Salaries & Benefits	33,341	29,686	28,634	28,034	28,873	27,029	29,138	26,937	28,991	28,166	29,254	26,446	344,529
Gen Fund Oper. & Maint	6,377	13,970	6,672	7,133	7,754	9,385	12,971	7,517	7,525	7,461	8,788	8,414	103,966
Note Principal	-	-	-	-	-	-	-	-	39,115	-	39,115	-	78,230
Note Interest	-	-	-	-	-	-	-	-	-	-	972	-	972
POB Debt Service	-	49,726	-	-	-	-	-	-	-	-	-	-	49,726
Interfund Transfers	1,405	6,978	-	13,872	4,901	980	15,822	980	980	1,357	980	3,165	51,421
Lighting/Landscape Assess	685	2,220	1,426	1,364	1,577	1,090	2,239	1,508	2,189	1,431	1,591	2,706	20,026
Internal Service Funds	2,172	4,339	4,250	4,047	3,748	4,409	4,312	3,249	4,560	4,168	3,945	6,193	49,392
<b>Total Disbursements</b>	<b>43,980</b>	<b>106,918</b>	<b>40,982</b>	<b>54,450</b>	<b>46,852</b>	<b>42,893</b>	<b>64,483</b>	<b>40,192</b>	<b>83,361</b>	<b>42,583</b>	<b>84,645</b>	<b>46,923</b>	<b>698,263</b>
<b>SURPLUS/(DEFICIT)</b>	<b>37,694</b>	<b>(79,733)</b>	<b>(5,841)</b>	<b>(32,067)</b>	<b>(17,907)</b>	<b>71,120</b>	<b>(31,803)</b>	<b>179</b>	<b>(30,341)</b>	<b>69,247</b>	<b>(38,844)</b>	<b>57,688</b>	<b>(609)</b>
<b>ENDING BALANCE</b>	<b>146,648</b>	<b>66,916</b>	<b>61,075</b>	<b>29,008</b>	<b>11,100</b>	<b>82,220</b>	<b>50,417</b>	<b>50,596</b>	<b>20,255</b>	<b>89,501</b>	<b>50,657</b>	<b>108,345</b>	

<sup>1</sup> Includes interest earnings on Note proceeds.

## **GENERAL CITY INFORMATION**

Located in the County of Alameda (the “County”) on the east side of San Francisco Bay, the City is approximately seven miles from downtown San Francisco via the San Francisco-Oakland Bay Bridge. The City ranges from industrialized lands bordering the Bay in the west to suburban foothills in the east. Historically the industrial heart of the Bay Area, Oakland has developed into a financial, commercial, and governmental center. The City is the hub of an extensive transportation network that includes a freeway system and the western terminals of major railroad and trucking operations, as well as one of the largest container-ship ports in the United States. The City supports an expanding international airport and rapid-transit lines that connect it with most of the Bay Area. The City is the seat of government for Alameda County and is the eighth most populous City in the State.

### **City Government**

The City is a municipal corporation and charter city organized and existing under the Constitution and laws of the State. It was incorporated as a town in 1852 and as a city in 1854. The City became a charter city in 1889. The Charter provides for the election, organization, powers and duties of the legislative branch, known as the City Council; the powers and duties of the executive and administrative branches; fiscal and budgetary matters, personnel administration, franchise, licenses, permits, leases and sales; employee’s pension funds; and the creation and organization of the Port of Oakland. An eight-member City Council, seven of whom are elected by district and one of whom is elected on a city-wide basis, governs the City. The Mayor is not a member of the City Council but is the City’s chief elective officer. The Mayor and Council members serve four-year terms staggered at two-year intervals.

For additional information concerning the City, its government and its financial affairs, see “APPENDIX A – CERTAIN INFORMATION CONCERNING THE CITY OF OAKLAND” and “APPENDIX B – COMPREHENSIVE ANNUAL FINANCIAL REPORT OF THE CITY FOR THE FISCAL YEAR ENDED JUNE 30, 2012.”

### **City Investment Policy**

The authority to invest Unrestricted Moneys in the City’s General Fund is governed by Council Resolution No. 56127, which delegates to the Finance Director/Treasurer or designee the authority to invest such moneys within the guidelines of Section 53600 of the Government Code of the State of California (the “Code”). The investment policy may be revised by the City Council at any time. For a complete description of the current investment policy, including the objectives, reporting requirements and permitted investments of the portfolio, see “APPENDIX A – CERTAIN INFORMATION CONCERNING THE CITY OF OAKLAND – FINANCIAL INFORMATION – City Investment Policy” and “APPENDIX C – CITY OF OAKLAND INVESTMENT POLICY.”

## **SPECIAL RISK FACTORS**

*The following information should be considered by prospective investors in evaluating the Notes. However, this information does not purport to be an exhaustive listing of the risks and other considerations which may be relevant to an investment in the Notes.*

### **Limitations on Remedies in Event of Default**

The rights of the owners of the Notes in the event of nonpayment of the Notes may be subject to the limitations on legal remedies against cities in the State, including a limitation on enforcement of judgments against funds needed to serve the public welfare and interest. Additionally, enforceability of the rights and remedies of the owners of the Notes, and the obligations incurred by the City, may become subject to the following: the federal Bankruptcy Code and applicable bankruptcy, insolvency, reorganization, moratorium, or similar laws relating to or affecting the enforcement of creditor's rights generally, now or hereafter in effect; equity principles which may limit the specific enforcement under State law of certain remedies; the exercise by the United States of America of the powers delegated to it by the Constitution; and the reasonable and necessary exercise in certain exceptional situations, of the police powers inherent in the sovereignty of the State and its governmental bodies in the interest of serving a significant and legitimate public purpose. Bankruptcy proceedings, or the exercise of powers by the federal or State government, if initiated, could subject the owners of the Notes to judicial discretion and interpretation of their rights in bankruptcy or otherwise, and consequently may entail risks of delay, limitation or modification of their rights. See "SECURITY FOR THE NOTES – Lien in Bankruptcy."

### **Federal Income Tax Consequences**

Certain federal income tax consequences of an investment in the Notes are discussed under "TAX MATTERS" herein. Each prospective purchaser of the Notes should consult with his or her own tax advisor to determine the specific effects of an investment in the Notes based upon such prospective investor's particular tax situation.

### **Loss of Tax Exemption**

In order to maintain the exclusion from gross income for federal income tax purposes of the interest on the Notes, the City has covenanted in the Ordinance to comply with each applicable requirement of the Internal Revenue Code of 1986, as amended. The interest on the Notes could become includable in gross income for purposes of federal income taxation retroactive to the date of issuance of the Notes as a result of acts or omissions of the City in violation of such covenants in the Ordinance. Current or future legislative proposals, if enacted into law, or clarification of the Internal Revenue Code of 1986, as amended, or court decisions, may cause interest on the Notes to be subject, directly or indirectly, to federal or state income taxation, or otherwise prevent Beneficial Owners from realizing the full current benefit of the tax status of such interest. Despite the occurrence of any such event of taxability, the Notes are nonetheless not subject to redemption and will remain outstanding until maturity. See "TAX MATTERS" herein.

## **CONSTITUTIONAL AND STATUTORY LIMITATIONS ON TAXES AND APPROPRIATIONS**

### **Article XIII A of the State Constitution**

Section 1(a) of Article XIII A of the State Constitution limits the maximum ad valorem tax on real property to 1% of full cash value (as defined in Section 2 of Article XIII A), to be collected by

counties and apportioned according to law. Section 1(b) of Article XIII A provides that the 1% limitation does not apply to ad valorem taxes to pay interest or redemption charges on (1) indebtedness approved by the voters prior to July 1, 1978, or (2) any bonded indebtedness for the acquisition or improvement of real property approved on or after July 1, 1978 by two-thirds of the votes cast by the voters voting on the proposition, or (3) any bonded indebtedness incurred by a school district, community college district or county office of education for the construction, rehabilitation or replacement of school facilities or the acquisition or lease of real property for school facilities approved after November 8, 2000 by 55% of the voters of the district or county, as appropriate, voting on the proposition. Section 2 of Article XIII A defines “full cash value” to mean “the county assessor’s valuation of real property as shown on the 1975-76 tax bill under ‘full cash value’ or, thereafter, the appraised value of real property when purchased, newly constructed, or a change in ownership has occurred after the 1975 assessment” (“Full Cash Value”). The Full Cash Value may be adjusted annually to reflect inflation at a rate not to exceed 2% per year, or to reflect a reduction in the consumer price index or comparable data for the area under taxing jurisdiction, or may be reduced in the event of declining property value caused by substantial damage, destruction or other factors. Taxpayers in the City may appeal the determination of the County Assessor of the Full Cash Value of their property. At any given point in time, hundreds of property tax assessment appeals are pending in the City. The total number of assessment appeals filed for Fiscal Year 2012-13 decreased by 100 (7.33%) from the number of assessment appeals filed for Fiscal Year 2011-12, going from a total of 1,356 appeals to 1,265 appeals. If the assessed value of a property is reduced as a result of an assessment appeal, the reduction is borne by relevant taxing agencies, including the City. See “APPENDIX A – CERTAIN INFORMATION CONCERNING THE CITY OF OAKLAND – GENERAL FUND REVENUES – Property Taxation.”

Legislation enacted by the State Legislature to implement Article XIII A provides that, notwithstanding any other law, local agencies may not levy any ad valorem property tax except to pay debt service on indebtedness approved by the voters as described above.

Since its adoption, Article XIII A has been amended a number of times. One such amendment generally provides that the purchase or transfer of (i) real property between spouses or (ii) the principal residence and the first \$1,000,000 of the Full Cash Value of other real property between parents and children, does not constitute a “purchase” or “change of ownership” triggering reappraisal under Article XIII A. Other amendments permit the State Legislature to allow persons over the age of 55 who meet certain criteria or “severely disabled homeowners” who sell their residence and buy or build another of equal or lesser value within two years in the same county, to transfer the old residence’s assessed value to the new residence.

In the November 1990 election, the voters approved an amendment of Article XIII A to permit the State Legislature to exclude from the definition of “new construction” certain additions and improvements.

Article XIII A has also been amended to provide that there would be no increase in the Full Cash Value base in the event of reconstruction of property damaged or destroyed in a disaster or construction or reconstruction of seismic retrofitting components.

Section 4 of Article XIII A provides that cities, counties and special districts cannot, without a two-thirds vote of the qualified electors, impose special taxes, which have been interpreted to include special fees in excess of the cost of providing the services or facility for which the fee is charged, or fees levied for general revenue purposes.

## **Article XIII B of the State Constitution**

State and local government agencies in the State are each subject to annual “appropriations limits” imposed by Article XIII B of the State Constitution (“Article XIII B”). Article XIII B prohibits government agencies and the State from spending “appropriations subject to limitation” in excess of the appropriations limit imposed. “Appropriations subject to limitation” are generally authorizations to spend “proceeds of taxes,” which include, but are not limited to, all tax revenues and the proceeds from (i) regulatory licenses, user charges or other user fees to the extent that such proceeds exceed “the cost reasonably borne by that entity in providing the regulation, product, or service,” (ii) the investment of tax revenues, and (iii) certain subventions received from the State. No limit is imposed on appropriations of funds which are not “proceeds of taxes,” appropriated for debt service on indebtedness existing prior to the passage of Article XIII B or authorized by the voters or appropriations required to comply with certain mandates of courts or the federal government.

As amended at the June 5, 1990 election by Proposition 111, Article XIII B provides that, in general terms, a county’s appropriations limit is based on the limit for the prior year adjusted annually to reflect changes in cost of living, population and, when appropriate, transfer of financial responsibility of providing services from one governmental unit to another. Proposition 111 liberalized the aforementioned adjustment factors as compared to the original provisions of Article XIII B. If county revenues during any two consecutive fiscal years exceed the combined appropriations limits for those two years, the excess must be returned by a revision of tax rates or fee schedules within the two subsequent fiscal years.

Section 7900, et seq. of the California Government Code defines certain terms used in Article XIII B and sets forth the methods for determining the appropriations limits for local jurisdictions. Relying on these definitions, and Chapter 60, Statutes of 1990 effective August 1, 1990, which implemented Proposition 111, the City’s appropriations limit for “proceeds of taxes” for Fiscal Year 2012-13 is \$481,045,783, an increase of 5.16% over Fiscal Year 2011-12.

## **Articles XIII C and XIII D of the State Constitution**

On November 5, 1996, the voters of the State approved Proposition 218, the “Right to Vote on Taxes Act.” Proposition 218 added Articles XIII C and XIII D to the State Constitution, which contain a number of provisions affecting the ability of the City to levy and collect both existing and future taxes, assessments, fees and charges.

Article XIII C requires that all new local taxes be submitted to the electorate before they become effective. Taxes for general governmental purposes of the City require a majority vote and taxes for specific purposes, even if deposited in the General Fund, require a two-thirds vote. The voter approval requirements of Article XIII C reduce the City’s flexibility to deal with fiscal problems by raising revenue through new or extended or increased taxes and no assurance can be given that the City will be able to raise taxes in the future to meet increased expenditure requirements.

Article XIII D contains several provisions making it generally more difficult for local agencies to levy and maintain “assessments” for municipal services and programs. “Assessment” is defined to mean any levy or charge upon real property for a special benefit conferred upon the real property.

Article XIII D also contains several provisions affecting a “fee” or “charge,” defined for purposes of Article XIII D to mean “any levy other than an ad valorem tax, a special tax, or an assessment, imposed by [a local government] upon a parcel or upon a person as an incident of property ownership, including a user fee or charge for a property related service.” All new and existing property related fees

and charges must conform to requirements prohibiting, among other things, fees and charges which (i) generate revenues exceeding the funds required to provide the property related service, (ii) are used for any purpose other than those for which the fees and charges are imposed, (iii) with respect to any parcel or person, exceed the proportional cost of the service attributable to the parcel, (iv) are for a service not actually used by, or immediately available to, the owner of the property in question, or (v) are used for general governmental services, including police, fire or library services, where the service is available to the public at large in substantially the same manner as it is to property owners. Further, before any property related fee or charge may be imposed or increased, written notice must be given to the record owner of each parcel of land affected by such fee or charge. The City must then hold a hearing upon the proposed imposition or increase, and if written protests against the proposal are presented by a majority of the owners of the identified parcels, the City may not impose or increase the fee or charge. Moreover, except for fees or charges for sewer, water and refuse collection services (or fees for electrical and gas service, which are not treated as “property related” for purposes of Article XIII D), no property related fee or charge may be imposed or increased without majority approval by the property owners subject to the fee or charge or, at the option of the local agency, two-thirds voter approval by the electorate residing in the affected area. The City has two enterprise funds that are self-supporting from fees and charges, which could, depending upon judicial interpretation of Proposition 218, ultimately be determined to be property related for purposes of Article XIII D. In the event that fees and charges cannot be appropriately increased, or are reduced pursuant to exercise of the initiative power (described in the following paragraph), the City may have to decide whether to support any deficiencies in these enterprise funds with moneys from the General Fund or to curtail service, or both.

In addition to the provisions described above, Article XIII C removes prohibitions and limitations on the initiative power in matters of any “local tax, assessment, fee or charge.” Consequently, the voters of the City could, by future initiative, repeal, reduce or prohibit the future imposition or increase of any local tax, assessment, fee or charge. “Assessment,” “fee” and “charge,” are not defined in Article XIII C and it is not clear whether the definitions of these terms in Article XIII D (which are generally property related as described above) would limit the scope of the initiative power set forth in Article XIII C. If the Article XIII D definitions are not held to limit the scope of Article XIII C initiative powers, then the Article XIII C initiative power could potentially apply to revenue sources that currently constitute a substantial portion of General Fund revenues. No assurance can be given that the voters of the City will not, in the future, approve initiatives that repeal, reduce or prohibit the future imposition or increase of local taxes, assessments, fees or charges.

## **Proposition 26**

On November 2, 2010, the voters of the State approved Proposition 26 (“Proposition 26”), revising certain provisions of Articles XIII A and XIII C of the California Constitution. Proposition 26 re-categorizes many State and local fees as taxes, requires local governments to obtain two-thirds voter approval for taxes levied by local governments, and requires the State to obtain the approval of two-thirds of both houses of the State Legislature to approve State laws that increase taxes. Furthermore, pursuant to Proposition 26, any increase in a fee beyond the amount needed to provide the specific service or benefit is deemed to be a tax and the approval thereof will require a two-thirds vote. In addition, for State-imposed charges, any tax or fee adopted after January 1, 2010 with a majority vote which would have required a two-thirds vote if Proposition 26 were effective at the time of such adoption is repealed as of November 2011, absent the re-adoption by the requisite two-thirds vote.

Proposition 26 amends Article XIII C of the State Constitution to state that a “tax” means a levy, charge or exaction of any kind imposed by a local government, except (1) a charge imposed for a specific benefit conferred or privilege granted directly to the payor that is not provided to those not charged, and which does not exceed the reasonable costs to the local government of conferring the benefit or granting

the privilege; (2) a charge imposed for a specific government service or product provided directly to the payor that is not provided to those not charged, and which does not exceed the reasonable costs to the local government of providing the service or product; (3) a charge imposed for the reasonable regulatory costs to a local government for issuing licenses and permits, performing investigations, inspections and audits, enforcing agricultural marketing orders, and the administrative enforcement and adjudication thereof; (4) a charge imposed for entrance to or use of local government property or the purchase, rental or lease of local government property; (5) a fine, penalty or other monetary charge imposed by the judicial branch of government or a local government, as a result of a violation of law, including late payment fees, fees imposed under administrative citation ordinances, parking violations, etc.; (6) a charge imposed as a condition of property development; or (7) assessments and property related fees imposed in accordance with the provisions of Article XIII D. Fees, charges and payments that are made pursuant to a voluntary contract that are not “imposed by a local government” are not considered taxes and are not covered by Proposition 26.

Proposition 26 applies to any levy, charge or exaction imposed, increased, or extended by local government on or after November 3, 2010. Accordingly, fees adopted prior to that date are not subject to the measure until they are increased or extended.

If the local government specifies how the funds from a proposed local tax are to be used, the approval will be subject to a two-thirds voter requirement. If the local government does not specify how the funds from a proposed local tax are to be used, the approval will be subject to a fifty percent voter requirement. Proposed local government fees that are not subject to Proposition 26 are subject to the approval of a majority of the governing body. In general, proposed property charges will be subject to a majority vote of approval by the governing body although certain proposed property charges will also require approval by a majority of property owners.

## **Future Initiatives**

Article XIII A, Article XIII B and Propositions 218 and 26 were each adopted as measures that qualified for the ballot pursuant to the State’s initiative process. From time to time, other initiative measures could be adopted, which may place further limitations on the ability of the State, the City or local districts to increase revenues or to increase appropriations which may affect the City’s revenues or its ability to expend its revenues.

## **TAX MATTERS**

### **Opinion of Bond Counsel**

In the opinion of Orrick, Herrington & Sutcliffe LLP, Bond Counsel to the City (“Bond Counsel”), based upon an analysis of existing laws, regulations, rulings and court decisions, and assuming, among other matters, the accuracy of certain representations and compliance with certain covenants, interest on the Notes is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986 (the “Code”) and is exempt from State of California personal income taxes. Bond Counsel is of the further opinion that interest on the Notes is not a specific preference item for purposes of the federal individual or corporate alternative minimum taxes, although Bond Counsel observes that such interest is included in adjusted current earnings when calculating corporate alternative minimum taxable income. A complete copy of the proposed form of opinion of Bond Counsel is set forth in APPENDIX D hereto.

Notice 94-84, 1994-2 C.B. 559, states that the Internal Revenue Service (the “Service”) is studying whether the amount of the payment at maturity on short-term debt obligations (i.e., debt

obligations with a stated fixed rate of interest which mature not more than one year from the date of issue) that is excluded from gross income for federal tax purposes is (i) the stated interest payable at maturity or (ii) the difference between the issue price of the short-term debt obligations and the aggregate amount to be paid at maturity of the short-term debt obligations (“original issue discount”). The Notes may be executed as short-term debt obligations. For this purpose, the issue price of the short-term debt obligations is the first price at which a substantial amount of the short-term debt obligations is sold to the public (excluding bond houses, brokers, or similar persons or organizations acting in the capacity of underwriters, placement agents or wholesalers). Until the Service provides further guidance with respect to tax-exempt short-term debt obligations, taxpayers may treat either the stated interest payable at maturity or the original issue discount as interest that is excluded from gross income for federal income tax purposes.

However, taxpayers must treat the amount to be paid at maturity on all tax-exempt short-term debt obligations in a consistent manner. Taxpayers should consult their own tax advisors with respect to the tax consequences of ownership of the Notes if the Notes are executed as short-term debt obligations and if the taxpayer elects original issue discount treatment.

Notes purchased, whether at original issuance or otherwise, for an amount greater than the principal amount on the Notes payable at maturity (“Premium Notes”) will be treated as having amortizable bond premium. No deduction is allowable for the amortizable bond premium in the case of obligations, like the Premium Notes, the interest on which is excluded from gross income for federal income tax purposes. However, the amount of tax-exempt interest received, and a Beneficial Owner's basis in a Premium Note, will be reduced by the amount of amortizable bond premium properly allocable to such Beneficial Owner. Beneficial Owners of Premium Notes should consult their own tax advisors with respect to the proper treatment of amortizable bond premium in their particular circumstances.

The Code imposes various restrictions, conditions and requirements relating to the exclusion from gross income for federal income tax purposes of interest on obligations such as the Notes. The City has made certain representations and covenanted to comply with certain restrictions, conditions and requirements designed to ensure that interest on the Notes will not be included in federal gross income. Inaccuracy of these representations or failure to comply with these covenants may result in interest on the Notes being included in gross income for federal income tax purposes, possibly from the date of original issuance of the Notes. The opinion of Bond Counsel assumes the accuracy of these representations and compliance with these covenants. Bond Counsel has not undertaken to determine (or to inform any person) whether any actions taken (or not taken), or events occurring (or not occurring), or any other matters coming to Bond Counsel's attention after the date of issuance of the Notes may adversely affect the value of the Notes, or the tax status of interest on the Notes. Accordingly, the opinion of Bond Counsel is not intended to, and may not, be relied upon in connection with such actions, events or matters.

One of the covenants of the City is to reasonably and prudently calculate the amount, if any, of excess investment earnings on the proceeds of the Notes which must be rebated to the United States, to set aside from lawfully available sources sufficient moneys to pay such amounts and to otherwise do all things necessary and within its power and authority to assure that interest on the Notes is excluded from gross income for federal income tax purposes. Under the Code, if the City spends 100% of the proceeds of the Notes within six months after initial delivery, there is no requirement that there be a rebate of investment profits in order for interest on the Notes to be excluded from gross income for federal income tax purposes. The Code also provides that such proceeds are not deemed spent until all other available moneys (less a reasonable working capital reserve) are spent. The City expects to satisfy this expenditure test or, if they fail to do so, to make any required rebate payment from moneys received or accrued during the 2013-14 Fiscal Year. To the extent that any rebate cannot be paid from such moneys, the law of

California is unclear as to whether such covenant would require the City to pay any such rebate. This would be an issue only if it were determined that the City's calculations of expenditures of the Notes proceeds or of rebatable arbitrage earnings, if any, were incorrect.

Although Bond Counsel is of the opinion that interest on the Notes is excluded from gross income for federal income tax purposes and is exempt from State of California personal income taxes, the ownership or disposition of, or the accrual or receipt of interest on, the Notes may otherwise affect a Beneficial Owner's federal, state or local tax liability. The nature and extent of these other tax consequences depends upon the particular tax status of the Beneficial Owner, or the Beneficial Owner's other items of income or deduction. Bond Counsel expresses no opinion regarding any such other tax consequences.

Current and future legislative proposals, if enacted into law, clarification of the Code or court decisions may cause interest on the Notes to be subject, directly or indirectly, in whole or in part, to federal income taxation or to be subject to or exempted from state income taxation, or otherwise prevent Beneficial Owners from realizing the full current benefit of the tax status of such interest. As one example, the Obama Administration's proposed 2014 budget includes a legislative proposal which, for tax years beginning after December 31, 2013, would limit the exclusion from gross income of interest on obligations like the Notes to some extent for taxpayers who are individuals and whose income is subject to higher marginal income tax rates. The introduction or enactment of any such legislative proposals or clarification of the Code or court decisions may also affect, perhaps significantly, the market price for, or marketability of, the Notes. Prospective purchasers of the Notes should consult their own tax advisors regarding the potential impact of any pending or proposed federal or state tax legislation, regulations or litigation, as to which Bond Counsel is expected to express no opinion.

The opinion of Bond Counsel is based on current legal authority, covers certain matters not directly addressed by such authorities, and represents Bond Counsel's judgment as to the proper treatment of the Notes for federal income tax purposes. It is not binding on the Internal Revenue Service or the courts. Furthermore, Bond Counsel cannot give and has not given any opinion or assurance about the future activities of the City or about the effect of future changes in the Code, the applicable regulations, the interpretation thereof or the enforcement thereof by the Service. The City has covenanted, however, to comply with the requirements of the Code.

Bond Counsel's engagement with respect to the Notes ends with the issuance of the Notes and, unless separately engaged, Bond Counsel is not obligated to defend the City or the Beneficial Owners regarding the tax-exempt status of the Notes in the event of an audit examination by the Service. Under current procedures, parties other than the City and its appointed counsel, including the Beneficial Owners, would have little, if any, right to participate in the audit examination process. Moreover, because achieving judicial review in connection with an audit examination of tax-exempt bonds is difficult, obtaining an independent review of the Service's positions with which the City legitimately disagrees may not be practicable. Any action of the Service, including but not limited to selection of the Notes for audit, or the course or result of such audit, or an audit of bonds presenting similar tax issues may affect the market price for, or the marketability of, the Notes and may cause the City or the Beneficial Owners to incur significant expense.

#### **CERTAIN LEGAL MATTERS**

Legal matters incident to the authorization, sale, execution and delivery by the City of the Notes are subject to the approval of Orrick, Herrington & Sutcliffe LLP, Bond Counsel to the City. A complete copy of the proposed form of opinion of Bond Counsel is contained in APPENDIX D hereto. Alexis S. M. Chiu, Esq., as Disclosure Counsel, will provide certain other legal services for the City.

Certain other legal matters will be passed upon for the City by the City Attorney. Bond Counsel, Disclosure Counsel and the City Attorney, respectively, undertake no responsibility for the accuracy, completeness or fairness of the Official Statement. Payment of fees of Bond Counsel and Disclosure Counsel is contingent upon the issuance of the Notes.

### **CONTINUING DISCLOSURE**

Pursuant to a Continuing Disclosure Certificate, the City will covenant for the benefit of the owners and Beneficial Owners of the Notes to provide notices of the occurrence of certain enumerated events. The notices of enumerated events will be filed by the City with the Municipal Securities Rulemaking Board through its Electronic Municipal Market Access (“EMMA”) system. The specific nature of the information to be contained in the notices of enumerated events and the text of the proposed Continuing Disclosure Certificate are set forth under the caption “APPENDIX E – PROPOSED FORM OF CONTINUING DISCLOSURE CERTIFICATE.” A default under the Continuing Disclosure Certificate will not be an event of default under the Ordinance. The sole remedy under the Continuing Disclosure Certificate in the event of any failure of the City to comply will be an action to compel specific performance. This covenant will be made in order to assist the underwriter of the Notes in complying with Rule 15c2-12(b)(5) of the Securities and Exchange Commission (the “Rule”).

The City has not failed during the previous five years to comply in all material respects with any previous undertaking under such Rule, except that between February 1, 2008 and June 28, 2012, the City did not file event notices relating to the downgrades by Moody’s, S&P and Fitch Ratings of the insured ratings of certain bonds for which the City entered into continuing disclosure undertakings. Such downgrades resulted from the downgrades of the ratings of the insurers of such bonds. On June 29, 2012, and July 10, 2012, the City made corrective filings setting forth information regarding the downgrade of the insured ratings of such bonds. Additionally, the City has instituted additional procedures to ensure timely compliance in the future with its continuing disclosure undertakings.

### **LEGALITY FOR INVESTMENT IN CALIFORNIA**

Under the provisions of the Financial Code of the State, the Notes are legal investments for commercial banks in the State to the extent that the Notes, in the informed opinion of the bank, are prudent for the investment funds of its depositors, and under provisions of the Government Code of the State are eligible to secure deposits of public moneys in the State.

### **LITIGATION**

No litigation is pending or, to the best of the knowledge of the City, threatened, seeking to restrain or enjoin the issuance of the Notes or in any way contesting or affecting the validity of the Notes or any proceedings of the City taken with respect to any of the foregoing. The City Attorney will render an opinion at the time of original delivery of the Notes to that effect. The City is not aware of any litigation pending or threatened questioning its political existence or contesting its ability to levy and collect ad valorem taxes or to collect or receive Pledged Moneys or contesting its ability to pay the principal of and interest on the Notes.

The City is involved in certain litigation and disputes relating to its operation. Upon the basis of information presently available, the City Attorney believes (1) there are substantial defenses to such litigation and disputes and (2) in any event, any ultimate liability in the aggregate in excess of applicable insurance coverage resulting therefrom will not materially affect the ability of the City to pay debt service on the Notes.

See “APPENDIX A – CERTAIN INFORMATION CONCERNING THE CITY OF OAKLAND – OTHER FISCAL INFORMATION – Litigation” herein.

### **UNDERWRITING**

The Notes are being purchased by RBC Capital Market, LLC (the “Underwriter”), as winner of the competitive bid conducted on June 6, 2013. The Underwriter has agreed to purchase the Notes from the City, at a purchase price of \$79,062,367 (representing the par amount of the Notes, plus original issue premium in the amount of \$832,367). Under the terms of its bid, the Underwriter will be obligated to purchase all of the Notes if any are purchased, subject to the approval of certain legal matters by Bond Counsel and certain other terms and conditions.

The Underwriter may offer and sell Notes to certain dealers, dealer banks, and banks, and banks acting as agents at prices lower than the offering price stated on the cover page hereof. The public offering price may be changed from time to time by the Underwriter.

### **FINANCIAL ADVISOR**

The City has retained Public Resources Advisory Group, Oakland, California, as financial advisor (the “Financial Advisor”) in connection with the preparation of this Official Statement and with respect to the issuance of the Notes. The Financial Advisor is not obligated to undertake, and has not undertaken to make, an independent verification or assume responsibility for the accuracy, completeness or fairness of the information contained in this Official Statement. The Financial Advisor will receive compensation from the City contingent upon the sale and delivery of the Notes.

### **RATINGS**

Moody’s and S&P have assigned ratings of MIG 1 and SP-1+, respectively, to the Notes as shown on the cover of this Official Statement. Certain information was supplied by the City to the Rating Agencies to be considered in evaluating the Note issue. The ratings issued reflect only the views of such rating agencies, and any explanation of the significance of any rating should be obtained from the applicable rating agency. There is no assurance that the ratings will be retained for any given period of time or that the same will not be revised downward or withdrawn entirely by any such rating agency if in its judgment, circumstances so warrant. The City undertakes no responsibility to oppose any downward revision or withdrawal of any of such ratings obtained. Any such downward revision or withdrawal of the ratings obtained may have an adverse effect on the market price of the Notes.

### **FINANCIAL STATEMENTS**

The audited Annual Financial Report of the City for its Fiscal Year ended June 30, 2012, is included in APPENDIX B. Such Annual Financial Report has been audited by Macias Gini & O’Connell LLP, independent accountants (the “Auditor”), as stated in the Auditor’s report appearing in APPENDIX B. The City has not requested, nor has the Auditor given, the Auditor’s consent to the inclusion in APPENDIX B of its report. The Auditor has not reviewed this Official Statement nor performed any procedures subsequent to rendering its opinion on such Annual Financial Report.

### **ADDITIONAL INFORMATION**

The purpose of this Official Statement is to supply information to purchasers of the Notes. Quotations from and summaries and explanations of the Notes and the Ordinance authorizing the Notes and of statutes and documents contained herein do not purport to be complete, and reference is hereby



## APPENDIX A

### CERTAIN INFORMATION CONCERNING THE CITY OF OAKLAND

#### Overview

The City of Oakland (the “City” or “Oakland”) is located in the County of Alameda (the “County”) on the eastern shore of the San Francisco Bay (the “Bay”), approximately seven miles from downtown San Francisco via the San Francisco-Oakland Bay Bridge. Occupying approximately 53.8 square miles, the City is the largest and most established of the “East Bay” cities. Its geography ranges from industrialized areas in the west, which border the Bay, to suburban foothills in the east. The City is the hub of an extensive transportation network, which includes several interstate freeways, the western terminus of major railroad and trucking operations, and one of the largest container-ship ports in the United States. The City is also served by an active international airport and the Bay Area Rapid Transit system (“BART”), which connects the City by commuter rail with most of the Bay Area. Formerly the industrial heart of the San Francisco Bay Area (the “Bay Area”), the City has developed into a diverse financial, commercial and governmental center. The City is the seat of government for the County and is the eighth most populous city in the State of California (the “State”), with a population of approximately 399,326 as of January 1, 2013.

Oakland has a diverse mix of traditional and new economy companies. Companies are attracted to the City’s excellent quality of life, comparatively low business costs, proximity to research institutions, extensive fiber-optic infrastructure and vast intermodal network. Leading industries include business services, health care services, transportation, food processing, light manufacturing, government, arts, culture, entertainment, and tech-startups. Prominent employers or businesses headquartered in the City include Clorox Company, Kaiser Permanente, Cost Plus and Dreyer’s Grand Ice Cream.

Culturally, the City is home to a regionally and nationally recognized symphony, many up-and-coming artistic and cultural institutions, an award-winning zoo, the Paramount Theatre and newly-renovated Fox Theater, a burgeoning restaurant scene, the recently remodeled Oakland Museum of California, and a vibrant nightlife. The City is also the only city in California outside of Los Angeles, and the only city in the Bay Area, with three major professional sports teams. The Oakland Athletics, the Golden State Warriors, and the Oakland Raiders all play at stadiums within the City, and at times these venues are used for other purposes, including concerts and other events.

Oakland was ranked as the fifth most desirable destination to visit worldwide last year in The New York Times piece “The 45 Places to Go in 2012,” and was the top-ranked U.S. destination.

Oakland also was ranked #1 on the list of “The 10 Most Exciting Cities in America” by Movoto.com on May 2, 2013, based on a number of criteria including presence of parks and entertainment, population diversity, as well as other quality of life metrics.

As recently reported in CIO.com on February 13, 2013, Oakland was ranked among the most attractive U.S. cities for tech startups according to a recent report by the National Venture Capital Association (NVCA).

The City boasts one of the highest percentages of parks and open space per capita in the nation. The City counts lush green hills, redwood forests, creeks, an estuary, and two shimmering lakes among its natural amenities, and the extensive East Bay Regional Park District is easily accessible from the City.

The City also is home for three (3) of the top twelve (12) B corporations with more than 50 employees, ranked nationally by the non-profit, B Lab, for the companies' public benefits, as reported by Forbes. Such companies are Give Something Back Office Supplies, One Pacific Coast Bank and Sungevity Electricity Systems.

### **City Government**

The City was incorporated as a town in 1852 and as a city in 1854. In 1889, the City became a charter city. The City Charter (the "Charter") provides for the election, organization, powers and duties of the legislative branch, known as the City Council (the "City Council"); the powers and duties of the executive and administrative branches; fiscal and budgetary matters, personnel administration, franchises, licenses, permits, leases and sales; employee pension funds; and the creation and organization of the Port of Oakland. An eight-member City Council, seven of whom are elected by district and one of whom is elected on a citywide basis, governs the City. The mayor of the City (the "Mayor") is not a member of the City Council but is the City's chief executive officer. The current Mayor, Jean Quan, is serving her first term, which expires in January 2015. No person can be elected Mayor for more than two consecutive terms. The Mayor and City Council members serve four-year terms staggered at two-year intervals. The City Attorney is elected to a four-year term, two years following the election of the Mayor. The current City Attorney's term will expire on January 31, 2017.

The Mayor appoints a City Administrator who is subject to confirmation by the City Council. The City Administrator is responsible for daily administration of City affairs and preparation of the annual budget for the Mayor to submit to the City Council. Subject to civil service regulations, the City Administrator appoints all City employees who are not elected officers of the City. The current City Administrator, Deanna J. Santana, was appointed on August 1, 2011.

The City provides a full range of services required by State law and the Charter, including those functions delegated to cities under State law. These services include public safety (police and fire), sanitation and environmental health enforcement, recreational and cultural activities, public improvements, planning, zoning and general administrative services.

### **ECONOMIC HIGHLIGHTS**

The City is a central hub city for the Bay Area with a well-connected transportation network including interstate freeways, railroad and trucking operations, an airport and a major west coast port. The City is one of the most diverse cities in the nation with a highly skilled labor pool. Approximately 1 million square feet of retail development have been completed since 2011 or are currently under construction or in planning or design stages.

The following represent some of the major projects in the City that were recently completed or that are currently underway or in the final planning stages located in the City.

#### **Major Announcement:**

- The Brooklyn Basin Project was recently announced. It will be a \$1.5 billion project, which will be the largest approved, mixed-use master plan in the City. The project will consist of 3,100 housing units, 200,000 square feet of offices and shops, and 30 acres of parks and open space along Oakland's estuary. An estimated 10,000 jobs will be created by its build-out.

## Major Projects and Activities:

### Arts and Entertainment

- “Art Murrur,” held on the first Friday of every month, attracts 25,000 visitors a month to open galleries in Downtown/Old Oakland, Uptown, and Jack London Square.
- Uptown ArtPark opened in April 2013 – the City’s first outdoor sculpture park. It is a showplace for large-scale local art for the entire community to enjoy. Oakland was named one of America’s Top 12 ArtPlaces in 2013, by ArtPlace America.
- The Fox Theater, which is a national historic landmark, has undergone renovation to become a 3,000-person live performance venue, the home for the Oakland School for the Arts, a 600-student performing arts middle and high school. This was one of the largest historic theater renovations in the nation.
- After a two-year \$58-million renovation, the Oakland Museum of California (“OMCA”) welcomed back the public with a dramatically different presentation of its renowned collections. Created in 1969 as a “museum for the people,” OMCA has revived its founding vision by introducing innovative exhibitions and programming, setting a new paradigm for the way a museum engages the public. OMCA’s transformation is enhanced by the renovation and expansion of its iconic building. Renovation and reopening of the OMCA Natural Sciences Gallery is scheduled for spring 2013.

### Housing

Over the last 14 years the City has focused on housing in the downtown area. Mayor Jerry Brown introduced the 10K Housing Program in 1999 and even today projects continue to be developed. A total of 45 projects with 4,625 units have been completed, while 1,670 units have planning approvals and 1,439 units are in planning. Once all of these are completed, they will provide housing for approximately 13,150 new residents in downtown Oakland. Major projects include:

- The City Walk Project, referred to as Domain by Alta, includes 264 rental apartments and approximately 3,000 square feet of neighborhood-serving retail business. This project was completed in September 2011.
- The Uptown Housing Project Phase I provides 665 rental apartments, approximately 9,000 square feet of neighborhood-serving retail, and a 25,000 square foot public park.

### Library and Recreation

- The 81st Avenue Library opened in 2011 and is the largest branch library at approximately 23,000 square feet. The library offers more than 30,000 books in English and Spanish languages, a computer lab, an internet café, free Wi-Fi, multimedia classrooms, a community meeting room and separate areas for children, teens and adults.
- The newly completed East Oakland Sports Center project features an indoor recreational pool, water slide, fitness center, dance and exercise, multipurpose and meeting rooms. The LEED-certified, two-story building includes sustainable design elements such as a “cool roof” and the recycled use of grey water.

## **Major Projects That Are Currently Underway or in the Final Planning Stages:**

### Housing

- The Wood Street Development Project is approved for 1,570 units of housing and 13,000 square feet of neighborhood-serving commercial uses.
- The Lion Creek Crossings Affordable Housing Development has approximately 442 units of affordable family rental housing units that have been completed in Phases I – IV. The final Phase V is fully entitled and will deliver an additional 128 units of affordable rental housing.

### Mixed-Use Developments

- The MacArthur Transit Village Project is expected to include 624 housing units and approximately 42,500 square feet of retail. Construction of the first phase of the Project, which includes the construction of a public parking garage for BART, started in August of 2012 with a projected completion date of September 2013.
- Coliseum Transit Village Phase I consists of a planned mixed-use transit oriented development centered on a portion of the existing Coliseum BART Station parking lot. Phase I will replace a 1.3-acre portion of the existing Coliseum BART parking lot with approximately 100 units of workforce/market rate rental housing and neighborhood serving retail.
- The new proposed Fruitvale Transit Village phase II project is fully entitled for 275 residential units of housing including 277 garage parking stalls. The project is intended to further revitalize the Fruitvale neighborhood, create housing for new residents, reduce air pollution and dependence on cars and increase BART ridership.
- The Oak Knoll project is a 167-acre, mixed-use project that calls for the reuse of the former Oak Knoll Naval Medical Hospital, which was decommissioned in 1996. The proposed project calls for 960 residential units and 82,000 square feet of commercial space.

### Other

- The \$500 million 3.2-mile Oakland International Airport Connector project is currently under construction and is expected to commence operations in late 2014. The new automated guide rail connector is expected to offer reliable world-class service by seamlessly connecting passengers from the Coliseum BART Station directly to the Oakland International Airport in less than nine minutes.
- In October 2012, Prologis CCIG Oakland Global, LLC, entered into a Lease Disposition and Development Agreement for the development of the Oakland Army Base Project. The first phase of this 130-acre project calls for the phased development of public infrastructure, new utilities and roadway improvements followed by private investment in vertical construction by developers and rail access and yard improvements by the Port. Construction will commence during the summer of 2013 and will be phased over an approximately 5- to 6-year period.
- The George P. Scotlan Memorial Convention Center is undergoing a \$7.75 million renovation and modernization in order to enhance its appearance and marketability and the long-term economic success of the aging facility. Completion of the project is anticipated for September

2013. The attached 484-room Marriott Hotel underwent a \$19 million renovation, which was completed in July 2011.

- The Kaiser Hospital Master Plan has completed construction of the first medical office building and new parking structure and has begun construction to replace the existing medical center with a state-of-the-art Medical Center of approximately 1.8 million square feet (exclusive of parking structures) on approximately 21 acres.
- The Alameda County Medical Center has begun its \$668 million Highland Hospital Tower Replacement Project. The new 9-story, 169-bed Acute Care Tower will house inpatient, maternal and child support services when completed in 2017.
- Construction is underway at Alta Bates Summit Medical Center to build a new 250,000 square foot, 238-bed patient care pavilion (an acute care hospital tower and relocated emergency department) and a new 1,067-space parking structure onsite.

**Population**

The Demographic Research Unit of the California Department of Finance estimated the City’s population on January 1, 2013 at 399,326. This figure represents 25.78% of the corresponding County figure and 1.05% of the corresponding State figure. The City’s population has grown 1.1% since last year. The following Table 1 sets forth the estimated population of the City, the County, and the State from calendar years 2009 through 2013.

**Table 1  
City of Oakland, County of Alameda and State of California  
Population**

Calendar Year	City <sup>(1)</sup>	County <sup>(1)</sup>	State <sup>(1)</sup>
2009	389,913	1,497,799	36,966,713
2010	390,724 <sup>(2)</sup>	1,510,271 <sup>(2)</sup>	37,253,956 <sup>(2)</sup>
2011	392,333	1,517,756	37,427,946
2012	394,832	1,530,176	37,668,804
2013	399,326	1,548,681	37,966,471

<sup>(1)</sup> Reflects population estimates as of January 1.

<sup>(2)</sup> As of April 1, includes adjustment for 2010 Census information.

Source: California State Department of Finance, Demographic Research Unit, as shown on May 1, 2013.

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## Industry and Employment

The following Table 2 sets forth estimates of the labor force, civilian employment, and unemployment for City residents, State residents and United States residents from calendar years 2009 through 2013. The California Employment Development Department has reported preliminary unemployment figures for March 2013 at 9.4% for the State and 11.8% for the City (not seasonally adjusted).

**Table 2**  
**City of Oakland, State of California and United States**  
**Civilian Labor Force, Employment and Unemployment**  
**Annual Average for Years 2009 Through 2013**

Year and Area	Labor Force	Civilian Employment	Unemployment	Unemployment Rate
2009				
City	203,700	171,600	32,100	15.8
State	18,208,300	16,144,500	2,063,900	11.3
United States	154,142,000	139,877,000	14,265,000	9.3
2010				
City	204,700	170,200	35,500	16.9
State	18,316,400	16,051,500	2,264,900	12.4
United States	153,889,000	139,064,000	14,825,000	9.6
2011				
City	203,600	171,800	31,800	15.6
State	18,384,900	16,226,600	2,158,300	11.7
United States	153,617,000	139,869,000	13,747,000	8.9
2012				
City	205,200	179,500	25,700	12.5
State	18,489,600	16,689,200	1,800,400	9.7
United States	154,904,000	143,060,000	11,844,000	7.6
2013 <sup>(1)</sup>				
City	205,300	181,100	24,200	11.8
State	18,557,700	16,817,200	1,740,500	9.4
United States	154,512,000	142,698,000	11,815,000	7.6

<sup>(1)</sup> As of March 2013.

Source: State Employment Development Department, Labor Market Information Division.

## Commercial Activity

The following Table 3 sets forth a history of taxable sales for the City for calendar years 2006 through 2011.

**Table 3**  
**City of Oakland**  
**Trade Outlets and Taxable Sales**  
**for Calendar Years 2006 Through 2011<sup>†</sup>**  
**(\$ In Thousands)**

Taxable Retail Sales	2006	2007	2008
Apparel Stores	\$54,090	\$58,448	\$54,558
General Merchandise	181,926	186,346	194,196
Food Stores	183,913	203,400	206,448
Eating & Drinking	433,736	465,224	475,061
Household	69,353	63,822	77,752
Building Materials	325,065	285,930	214,103
Auto Dealers and Supplies	543,896	572,407	407,491
Service Stations	404,202	513,570	673,009
Other Retail	481,694	434,795	368,342
SUBTOTAL	2,677,875	2,783,942	2,670,960
All Other Outlets	1,779,513	1,907,058	1,211,502
TOTAL ALL OUTLETS	\$4,457,388	\$4,691,000	\$3,882,462

Source: Taxable Sales in California (Sales and Use Tax) Annual Reports, California State Board of Equalization.

Taxable Retail Sales	2009 <sup>†</sup>	2010	2011 <sup>††</sup>
Motor Vehicle and Parts Dealers	\$312,956	\$322,398	\$360,512
Home Furnishings and Appliance Stores	131,257	127,565	120,093
Building Material and Garden Equipment and Supplies	166,595	152,601	161,559
Food and Beverage Stores	235,529	244,491	260,444
Gasoline Stations	409,514	463,784	582,623
Clothing and Clothing Accessories Stores	61,381	64,695	66,119
General Merchandise Stores	87,274	87,588	141,127
Food Services and Drinking Places	471,705	501,335	529,287
Other Retail	294,565	281,997	282,563
SUBTOTAL	2,170,777	2,246,454	2,504,327
All Other Outlets	1,051,198	1,063,871	1,228,906
TOTAL ALL OUTLETS <sup>†††</sup>	\$3,221,975	\$3,310,325	\$3,733,232

<sup>†</sup> Beginning in 2009, the reports convert to using the NAICS codes. As a result of the coding change, industry levels for 2009, 2010 and 2011 are not comparable to those of prior years.

<sup>††</sup> Most recent data available.

<sup>†††</sup> Total may not be precise due to rounding.

Source: Taxable Sales in California (Sales and Use Tax) Annual Reports, California State Board of Equalization.

The following Table 4 sets forth the largest industries in the County in terms of employment in each respective industry, as estimated by the State Employment Development Department for calendar years 2007 through 2011:

**Table 4**  
**County of Alameda**  
**Employment by Industry Group**  
**Annual Averages 2007 Through 2011**

Industry Employment <sup>(1)</sup>	2007	2008	2009	2010	2011
Total Farm	800	700	700	700	600
Manufacturing	73,700	72,300	64,100	61,400	61,700
Other Goods Producing	43,800	40,300	33,600	30,400	30,000
Trade, Transportation, Warehousing and Utilities	137,000	131,800	121,700	117,600	117,700
Information	16,000	16,100	14,900	14,000	13,700
Finance, Insurance, and Real Estate	33,300	30,600	22,400	22,900	22,700
Professional and Business Services	108,600	112,900	102,800	107,500	108,800
Education and Health Services	79,500	83,000	89,500	88,700	88,300
Leisure and Hospitality	54,800	56,300	53,900	54,500	55,100
Other Services	23,700	23,700	22,900	23,200	23,500
Government	<u>131,700</u>	<u>124,600</u>	<u>121,200</u>	<u>116,100</u>	<u>114,700</u>
TOTAL <sup>(2)</sup>	<u>702,900</u>	<u>692,300</u>	<u>647,700</u>	<u>636,900</u>	<u>636,700</u>

<sup>(1)</sup> Based on place of work.

<sup>(2)</sup> Total may not be precise due to rounding.

Source: State of California, Employment Development Department, Labor Market Information Division.

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The following Table 5 sets forth the top ten major employers in the City, the employees of which represent approximately 22.71% of the labor force, as of June 30, 2012.

**Table 5  
City of Oakland  
Principal Employers  
As of June 30, 2012**

<u>Rank</u>	<u>Employer</u>	<u>Type of Business</u>	<u>Number of Employees</u>	<u>Percent of Total Employment<sup>(1)</sup></u>
1	County of Alameda	County Government	8,843	5.11%
2	Oakland Unified School District	School District	4,496	2.60
3	Kaiser Permanente Medical Group	Health Care	4,418	2.56
4	Dreyer's Grand Ice Cream Inc.	Consumer Goods	4,191	2.42
5	Cost Plus Inc.	Consumer Goods	4,113	2.38
6	City of Oakland	City Government	4,073	2.36
7	Alta Bates Summit Medical Center	Health Care	3,623	2.10
8	Children's Hospital & Research Center	Pediatric Hospital	2,600	1.50
9	Bay Area Rapid Transit District	Public Transportation	1,499	0.87
10	Peralta Community College District	Community College	1,400	0.81
	<b>Total</b>		<b><u>39,256</u></b>	<b><u>22.71%</u></b>

<sup>(1)</sup> Total employment of 172,896 (2011 estimate) from DemographicsNow.com is used to calculate the percentage of employment.

Source: City of Oakland, Comprehensive Annual Financial Reports for Fiscal Year Ended June 30, 2012.

### Construction Activity

The following Table 6 sets forth a summary of residential and commercial building permit valuations in the City for calendar years 2008 through 2012.

**Table 6  
City of Oakland  
Building Permit Valuation  
Calendar Years 2008 Through 2012**

	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>
Building Permits Issued	14,957	13,055	12,951	13,648	13,696
Authorized New Dwelling Units	704	395	555	528	237
Commercial Value (in thousands)	\$213,696	\$117,876	\$95,851	\$108,767	\$150,613
Residential Value (in thousands)	\$258,617	\$196,362	\$168,872	\$179,374	\$159,723

Source: City of Oakland, Comprehensive Annual Financial Reports for Fiscal Year Ended June 30, 2008 through June 30, 2012.

## **FINANCIAL INFORMATION**

### **City Budget Process**

The City's budget cycle is a two-year process that is intended to promote long-term decision-making, increase funding stability and allow for greater performance evaluation. The City's budget is developed in accordance with Generally Accepted Accounting Principles ("GAAP") and is reported on a modified accrual basis for governmental funds and accrual basis for proprietary and fiduciary funds. The City's budget is adopted for a two-year period (as discussed above), with appropriations divided into two one-year spending plans. During the second year of the two-year cycle, a mid-cycle review is conducted to amend the operating budget and address significant variances in estimated revenues and revised mandates arising from federal, state, or court actions. The City is currently operating under the Fiscal Year 2011-13 operating budget.

Under the City Charter, the City Administrator prepares budget recommendations, which the Mayor presents to the City Council in accordance with the following procedure: First, the City Administrator and Agency Directors conduct internal budget hearings to develop budget recommendations. The Mayor then submits the proposed two-year budget to the City Council and formal public budget hearings are held. The proposed budget is based on the Mayor's budget priorities and includes estimates of receipts from the City's various revenue sources. The City Council may make adjustments and/or revisions to the proposed budget. Following public budget hearings, the City Council adopts by resolution the City's operating budget. In practice, the City Council adopts the City's operating budget on or before June 30 and has never failed to achieve this deadline. The final adopted budget is subject to revision throughout the fiscal year to reflect any changes in revenue and expenditure projections.

### **City's General Financial Condition**

Between Fiscal Year 2007-08 and Fiscal Year 2012-13, the City has closed \$317.8 million in budget shortfalls and made many hard decisions about service reductions and eliminations. Short-term measures have included reduced discretionary spending, hiring and salary freezes, business closures, furlough days, deferred maintenance, and service reductions. Long-term measures have included elimination of 720 full-time positions, pension reform, and major City reorganization. However, the City has remained a full-service city despite service cuts.

### **City's Fiscal Year 2012-13 Year End Forecast**

The City's 2012-13 Year End forecast projects General Purpose Fund revenues to total \$428.3 million, an increase of \$18.9 million compared to the amended midcycle budget of \$409.4 million. The increase primarily reflects higher than expected property tax revenues and growths in sales and real estate transfer taxes.

The Fiscal Year 2012-13 adjusted expenditure budget for the General Purpose Fund is \$415.4 million. This is composed of the amended midcycle budget of \$408.9 million plus carryforwards of \$5.1 million and miscellaneous small adjustments, including \$0.9 million for Sierra Systems/IPAS approved by the City Council in December 2012. The City's 2012-13 Year End forecast projects General Purpose Fund expenditures to total \$420.2 million, \$4.8 million over the adjusted budget, due almost entirely to projected police overtime.

## **City's Fiscal Year 2013-14 Proposed Budget**

The City has weathered the challenges, and economic indicators are showing modest and steady upward trends. For the first time in four years, the City has been able to restore services, including rebuilding the police force by adding additional training academies. Additionally, the City is investing in economic development and job growth.

The proposed budget for Fiscal Year 2013-14 anticipates revenues and expenditures to be balanced at \$430.1 million through a combination of expenditure reductions of \$11.6 million and revenue increases of \$1.8 million through billboard revenues, parking citations from vehicle booting and other miscellaneous revenues. To preserve core programs and services and minimize the necessity for employee layoffs or service reductions, the City has utilized various strategies to maximize revenue such as (1) pursuing grants from federal and state governments, as well as foundations and the private sector, (2) aggressively pursuing dollars owed to the City through special revenue collection efforts, (3) developing more public/private partnerships and (4) increasing fees to fully recover the costs related to services. At the core of the budget is restructuring and streamlining of City government to reduce costs and maximize the efficient delivery of services while minimizing reductions in such services.

The following Table 7 presents information regarding the City's General Purpose Fund revenues and expenditures for Fiscal Year 2012-13. It also presents proposed General Purpose Fund revenues and expenditures for Fiscal Year 2013-14 and Fiscal Year 2014-15, as presented on April 17, 2013, by the City Administration for the City Council's consideration.

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**Table 7**  
**City of Oakland**  
**General Purpose Fund Revenues and Expenditures<sup>(1)</sup>**

	FY 2012-13 Midcycle Adopted Budget	FY 2012-13 Year End Forecast <sup>(2)</sup>	FY 2013-14 Proposed Budget <sup>(3)</sup>	FY 2014-15 Proposed Budget <sup>(3)</sup>
<b>REVENUES</b>				
Property Tax <sup>(4)</sup>	\$125,166,150	\$140,635,054	\$144,448,852	\$150,928,777
Sales Tax	43,556,223	48,732,327	47,208,326	48,624,575
Business License Tax	51,800,000	58,000,000	58,486,270	60,240,858
Utility Consumption Tax	50,500,000	50,000,000	50,588,732	50,588,732
Real Estate Transfer Tax	28,490,000	40,000,000	39,453,990	40,637,610
Transient Occupancy Tax	10,864,502	12,312,286	12,006,316	12,246,442
Parking Tax	8,103,857	9,009,346	8,531,028	8,701,649
Licenses & Permits	925,570	1,427,188	1,386,726	1,413,858
Fines & Penalties	25,425,535	19,962,898	23,498,995	22,568,807
Interest Income	800,000	800,000	740,482	740,482
Service Charges	43,338,382	43,338,382	43,662,137	43,919,082
Grants & Subsidies	160,672	160,672	-	-
Miscellaneous	2,733,000	712,465	1,299,320	4,824,320
Interfund Transfers	<u>3,200,000</u>	<u>3,200,000</u>	<u>-</u>	<u>-</u>
Subtotal Revenues	\$395,064,242	\$428,290,617	\$431,311,174	\$445,435,192
Transfers from Fund Balance <sup>(5)</sup>	<u>14,282,521</u>	<u>-</u>	<u>(1,155,562)</u>	<u>11,966,492</u>
<b>Total Revenues</b>	<b><u>\$409,346,763</u></b>	<b><u>\$428,290,617</u></b>	<b><u>\$430,155,612</u></b> <sup>(6)</sup>	<b><u>\$457,401,684</u></b> <sup>(6)</sup>
<b>EXPENDITURES</b>				
Mayor	\$1,302,162	\$1,500,000	\$2,055,907	\$2,002,220
City Council	2,898,046	3,290,000	3,547,574	3,434,472
City Administrator	24,517,450	24,880,000	13,537,728	13,790,378
City Clerk	1,930,089	2,290,000	1,917,527	1,873,031
City Attorney	4,311,203	4,340,000	4,406,790	4,289,481
City Auditor	900,535	1,380,000	1,556,461	1,510,761
Administrative Services Agency	17,192,769	17,860,000	28,132,845	27,111,004
Fire Services	95,082,296	95,530,000	95,480,831	109,836,720
Police Services	168,711,136	174,500,000	178,790,549	192,780,324
Public Works	816,207	1,570,000	1,156,776	1,178,195
Community Services	17,290,866	18,420,000	18,189,843	18,540,187
Library	8,829,585	9,060,000	9,060,667	9,060,466
Non-Departmental	<u>64,654,586</u>	<u>64,490,000</u>	<u>72,070,114</u>	<u>71,742,445</u>
Subtotal Expenditures	\$408,436,930	\$419,120,000	\$429,903,612	\$457,149,684
Capital Improvement Projects	<u>502,000</u>	<u>1,090,000</u>	<u>252,000</u>	<u>252,000</u>
<b>Total Expenditures</b>	<b><u>\$408,938,930</u></b>	<b><u>\$420,210,000</u></b>	<b><u>\$430,155,612</u></b>	<b><u>\$457,401,684</u></b>

(1) Table includes General Purpose Fund revenues, but excludes special funds.

(2) Forecast as of close of third (3<sup>rd</sup>) quarter of Fiscal Year 2012-13.

(3) Proposed budgets for Fiscal Year 2013-14 and Fiscal Year 2014-15 as presented on April 17, 2013, by the City Administration for the City Council's consideration.

(4) Excludes property tax overrides collected for pension obligations and general obligation bond debt service.

(5) Transfers from Fund Balance were previously combined with Interfund Transfers.

(6) On May 20, 2013, the City's Budget Director released its "FY 2012-13 Third Quarter Revenue and Expenditure Report" in which it recommended that total revenues for Fiscal Year 2013-14 and Fiscal Year 2014-15 be recognized at the higher amounts of \$433.18 million and \$459.86 million, respectively.

Source: City of Oakland.

## **State Budget**

*The following information concerning the State's budget has been obtained from publicly available information, which the City believes to be reliable; however, the City takes no responsibility as to the accuracy or completeness thereof and has not independently verified such information. Information about the State budget is regularly available at various State-maintained websites. Text of the State budget may be found at the State Department of Finance website, [www.govbud.dof.ca.gov](http://www.govbud.dof.ca.gov). An impartial analysis of the State budget is posted by the Office of the Legislative Analyst at [www.lao.ca.gov](http://www.lao.ca.gov). In addition, various State official statements, many of which contain a summary of the current and past State budgets, may be found at the website of the State Treasurer, [www.treasurer.ca.gov](http://www.treasurer.ca.gov). The State's cash flow can be found on the California State Controller's website, [www.sco.ca.gov](http://www.sco.ca.gov). The information referred to is prepared by the respective State agency maintaining each website and not by the City, and the City takes no responsibility for the continued accuracy of the Internet addresses or for the accuracy or timeliness of information posted there, and such information is not incorporated herein by these references.*

### **The State Budget Process; Fiscal Year 2013-14 State Budget**

According to the State Constitution, the Governor of the State (the "Governor") is required to propose a budget to the State Legislature (the "Legislature") no later than January 10 of each year, and a final budget must be adopted by the vote of each house of the Legislature no later than June 15, although this deadline has been routinely breached in the past. The State budget becomes law upon the signature of the Governor, who may veto specific items of expenditure.

Prior to Fiscal Year 2010-11, the State budget had to be adopted by a two-thirds vote of each house of the Legislature. However, in November 2010, the voters of the State passed Proposition 25, which reduced the vote required to adopt a budget to a majority vote of each house and which provided that there would be no appropriation from the current budget or future budget to pay any salary or reimbursement for travel or living expenses for members of the Legislature for the period during which the budget was presented late to the Governor.

On January 10, 2013, the Governor released his proposed budget for 2013-2014 (the "2013-14 Governor's Budget"). Such budget proposes a multi-year plan that is balanced, maintains a \$1 billion reserve, and continues to pay down budgetary debt from past years. For the first time in several years, the proposed budget does not project that corrective measures will be necessary to avoid a year-end deficit in the current fiscal year.

Under the 2013-14 Governor's Budget, State General Fund revenues and transfers for Fiscal Year 2013-14 were projected at \$98.5 billion, an increase of \$3.1 billion or 3.3 percent compared with revised estimates for Fiscal Year 2012-13. State General Fund expenditures for Fiscal Year 2013-14 were projected at \$97.7 billion, an increase of \$4.7 billion or 5.0 percent compared with revised estimates for Fiscal Year 2012-13. The vast majority of spending growth was projected to be the result of a reinvestment in education and health care.

### **May Revision to the Proposed 2013-14 Budget**

On May 14, 2013, the Governor released his May Revision to the 2013-14 Governor's Budget (the "May Revision"). Under the May Revision, projected State General Fund revenues and transfers for Fiscal Year 2012-13 were increased to \$98.2 billion and projected State General Fund revenues and transfers for Fiscal Year 2013-14 were lowered to \$97.2 billion. Also, under the May Revision, Projected

State General Fund expenditures for Fiscal Year 2012-13 were increased to \$95.7 billion and projected State General Fund expenditures for Fiscal Year 2013-14 were lowered to \$96.4 billion.

### **Future State Budgets**

No prediction can be made by the City as to whether the State will continue to encounter budgetary problems in this or in any future fiscal years, and, if it were to do so, it is not clear what measures would be taken by the State to balance its budget, as required by law. In addition, the City cannot predict the final outcome of current or future State budget negotiations, the impact that such budgets will have on City finances and operations or what actions will be taken by the Legislature and Governor to deal with changing State revenues and expenditures. There can be no assurance that actions taken by the State to address its financial condition will not materially adversely affect the financial condition of the City. Current and future State budgets will be affected by national and State economic conditions and other factors, including economic downturns, over which the City has no control.

### **Potential Impact of the State of California's Financial Condition on the City**

There can be no assurance that, as a result of the current State financial condition, the State will not significantly reduce revenues to local governments (including the City) or shift financial responsibility for programs to local governments as part of its efforts to address State financial difficulties. No prediction can be made by the City as to what measures the State will adopt to respond to the current or potential future financial difficulties. The City cannot predict the final outcome of future State budget negotiations, the impact that such budgets will have on the City's finances and operations or what actions will be taken in the future by the Legislature and Governor to deal with changing State revenues and expenditures. Current and future State budgets will be affected by national and State economic conditions and other factors, including economic downturns, over which the City has no control. There can be no assurance that State actions to respond to State financial difficulties will not adversely affect the financial condition of the City.

### **Dissolution of Redevelopment Agencies**

The 2011-12 State Budget included as trailer bills Assembly Bill No. 26 (First Extraordinary Session) ("AB1X 26") and Assembly Bill No. 27 (First Extraordinary Session) ("AB1X 27"), which the Governor signed on June 29, 2011. AB1X 26 suspended most redevelopment agency activities and prohibited redevelopment agencies from incurring indebtedness, making loans or grants, or entering into contracts after June 29, 2011. AB1X 26 dissolved all redevelopment agencies in existence and designated "successor agencies" and "oversight boards" to satisfy "enforceable obligations" of the former redevelopment agencies and administer the wind down of the former redevelopment agencies. Certain provisions of AB1X 26 are described further below. As signed by the Governor, AB1X 27 would have allowed a redevelopment agency to continue to exist, notwithstanding AB1X 26, upon the enactment by the city or county that created the redevelopment agency of an ordinance to comply with AB1X 27's provisions and the satisfaction of certain other conditions.

In July 2011, various parties filed an action before the Supreme Court of the State of California (the "Court") challenging the validity of AB1X 26 and AB1X 27 on various grounds (*California Redevelopment Association v. Matosantos*). The Court subsequently stayed the implementation of a portion of AB1X 26 and all of AB1X 27 pending its decision in *Matosantos*. On December 29, 2011, the Court rendered its decision in *Matosantos* upholding virtually all of AB1X 26 and invalidating AB1X 27. In its decision, the Court also modified various deadlines for the implementation of AB1X 26.

On February 1, 2012, and pursuant to *Matosantos*, AB1X 26 dissolved all redevelopment agencies in existence and designated “successor agencies” and “oversight boards” to satisfy “enforceable obligations” of the former redevelopment agencies and administer the wind down of the former redevelopment agencies. With limited exceptions, all non-housing assets, properties, contracts, leases, records, buildings and equipment, including cash and cash equivalents of a former redevelopment agency, were transferred to the control of the successor agency and, unless otherwise required pursuant to the terms of an enforceable obligation, distributed to various taxing agencies pursuant to AB1X 26.

As a result of the dissolution of the City’s Redevelopment Agency, the City initially became the successor agency, and later formed the Oakland Redevelopment Successor Agency (“ORSA”) to take over as successor agency. The City estimates that there will be a budget shortfall of approximately \$28 million for Fiscal Year 2012-13. In January 2012, the City amended its Fiscal Year 2011-12 Adopted Budget to address the elimination of the City’s Redevelopment Agency and associated activities. The City addressed the dissolution of its Redevelopment Agency through elimination of roughly 100 positions, small revenue increases, and major reorganization of City Departments. These balancing efforts totaled more than \$28 million. These reorganizations, among others, were phased in between February 2012 and the beginning of Fiscal Year 2012-13.

The Court’s ruling in *Matosantos* allows for the use of available revenue to support “wind down” activities for the successor agencies. As such in *Matosantos*, it is estimated that approximately \$4.2 million of funding will be provided to the City from funds otherwise allocated to the City’s Redevelopment Agency to support wind down activities for Fiscal Year 2011-12 and \$7.7 million for Fiscal Year 2012-13.

Under Section 34167.5 of the dissolution statute, the State Controller is currently reviewing the transfer of assets between the former Redevelopment Agency and the City that occurred after January 1, 2011, and has issued a draft order under Section 34167.5 to return such transferred assets to ORSA. That draft order is currently being reviewed by the City, and it is uncertain what will be in the final order. Certain transactions between the City and its former Redevelopment Agency during the relevant time period are likely subject to the order. These transactions include, among others, the sale of certain real property by the City to its Redevelopment Agency for an approximate amount of \$35,000,000. A portion of these one-time revenues in the approximate aggregate amount of \$17,400,000 were included in the City’s budget for Fiscal Years 2010-2011, 2011-2012 and 2012-2013, with the excess included as unencumbered fund balances. In the event of a return of these revenues to ORSA and the sweep of these revenues to the taxing entities, these one-time revenues may be partially offset by the City’s share from the redistribution of property tax revenues, which would mitigate to some extent the fiscal impact on the City’s budget. If necessary, in addition, the City will employ regular budget balancing measures, such as reduction of expenditures, to achieve a balanced budget as required under the Oakland City Charter.

In addition, the City and its Redevelopment Agency entered into a Funding Agreement providing for the City to undertake a variety of development projects with funds provided by its Redevelopment Agency. Pursuant to the Funding Agreement, the Redevelopment Agency transferred \$104 million to the City as an advance for these undertakings, of which approximately \$35 million has been spent to date. Approximately \$96 million of such funds are subject to contracts with third parties. Approximately \$8 million is uncommitted. In the event the City is required to transfer some of such funds to ORSA, the City does not believe there will be a significant impact on the general fund, because most of the funds are pre-2011 bond proceeds, which cannot be swept to the taxing entities, and would be available for use by ORSA following the issuance of a finding of completion by the California Department of Finance (see below). Bond funds that are returned to ORSA could be re-allocated to existing development projects and contracts if necessary. Other funds returned to ORSA would be offset by the redistribution to the City of

its proportionate share of property tax revenues based on the amounts of uncommitted funds and funds remaining following satisfaction of the obligations under such contracts.

The City will be evaluating its legal options in response to any State Controller's order. The ultimate financial impact of the state action cannot yet be determined.

On June 27, 2012, the Legislature passed Assembly Bill 1484 ("AB 1484"), the redevelopment budget trailer bill. The bill establishes an audit process, otherwise known as the due diligence review, to determine the unobligated balances of funds from former redevelopment agencies available for transfer to taxing entities, including the City. Successor agencies were required to pay unobligated balances of Low and Moderate Income Housing Funds by November 2012, which the City has done, and was required to pay unobligated balances of non-housing funds by April 2013. On April 25, 2013, the Department of Finance issued its determination as to unobligated balances relating to non-housing funds, determining that \$71,294,169 is available for distribution. ORSA disputes this figure, and has invoked the meet and confer process with the Department of Finance. That process is now underway. The City cannot predict the outcome of that process nor the amount that ultimately will be remitted, although the City anticipates that the final amount will be considerably less than the initial determination. City sales tax, use tax, and property tax allocations may be offset by the state to recover funds not paid by the successor agency. After successful completion of the due diligence review process, payment of unobligated balances to the taxing entities, including the City, and receipt of a "finding of completion" from the California Department of Finance, successor agencies and their communities will be entitled, under certain conditions, to (1) retain the real estate assets of the former redevelopment agencies for governmental use or future development consistent with an approved long-range property management plan, (2) use excess redevelopment agency pre-2011 bond proceeds for additional projects consistent with bond covenants, and (3) receive repayments of community loans to the former redevelopment agencies over time.

The City does not expect that the due diligence review process in AB 1484 will have a material adverse effect on the ability of the City to pay debt service on the notes being offered pursuant to this Official Statement.

The City cannot predict whether or not there will be additional legislation proposed and/or enacted in the future affecting the current scheme of dissolution and winding up of redevelopment agencies currently contemplated by AB1X 26 and AB 1484.

### **City Investment Policy**

The authority to invest the City's and the Port of Oakland's pooled moneys (the "Pooled Operating Portfolio") is derived from City Council Resolution No. 56127, which delegates to the City Treasurer the authority to invest these funds within the guidelines of Section 53600 *et seq.* of the Government Code of the State (the "Government Code"). On October 18, 2012, the City's 2012-13 Investment Policy was certified by the California Municipal Treasurer's Association. The City complies with the current statutes governing the investment practices of local governmental entities located within the State. The Government Code also directs the City to present an annual investment policy (the "Investment Policy") for confirmation to the City Council. The City Council adopted an Investment Policy for Fiscal Year 2012-13 on July 17, 2012 and is expected to adopt the Investment Policy for Fiscal Year 2013-14 on or about June 18, 2013. The Investment Policy may be revised by the City Council at any time.

The objectives of the Investment Policy are to preserve the capital, liquidity, diversity, and yield. The Investment Policy addresses the soundness of financial institutions in which the City may deposit funds, types of investment instruments permitted by the City and the Government Code, investment

duration, and the amounts, which may be invested in certain instruments. The Investment Policy also reflects certain ordinances and resolutions of the City further restricting investments, including the Nuclear Free Zone Ordinance and the Tobacco Divestiture Resolution.

The following Table 8 summarizes the permitted investments under the Investment Policy.

**Table 8**  
**City of Oakland**  
**Summary of Investment Policy**  
**Fiscal Year 2012-13**

<u>Permitted Investment Types</u>	<u>Maximum Investment</u>	<u>Maximum Maturity</u>
U.S. Treasury Bills, Notes & Bonds <sup>(1)</sup>	20%	5 years
Federal Agencies	No Maximum	5 years
Banker's Acceptance	40%	180 days
Commercial Paper	25%	270 days
Asset-Backed Commercial Paper	25%	270 days
Local Government Investment Pools	20%	N/A
Medium Term Notes	30%	5 years
Negotiable CDs	30%	5 years
Repurchase Agreements	No Maximum	360 days
Reverse Repurchase Agreements <sup>(2)</sup>	20%	92 days
Money Market Mutual Funds	20%	N/A
Certificates of Deposit <sup>(3)</sup>	Prudent Person Standard Applies	360 days
Local Agency Investment Fund	\$50 million	N/A
Local City / Agency Bonds	No Maximum	5 years
State of California Bonds or any other of the United States Registered State Bonds,		
Treasury Notes or Warrants	No Maximum	5 years
Secured Obligations and Agreements	20%	2 years

<sup>(1)</sup> Investment in U.S. Treasury securities requires approval of the City Council under the Nuclear-Free Ordinance.

<sup>(2)</sup> The sum of reverse repurchase agreements and securities lending agreements should not exceed 20% of the portfolio.

<sup>(3)</sup> For deposits over \$250,000, the Certificate of Deposit must be collateralized.

Source: City of Oakland

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**Current Investment Portfolio**

The Pooled Operating Portfolio is composed of different types of investment securities and is invested in accordance with the Investment Policy. The following Table 9 summarizes the composition of the Pooled Operating Portfolio as of March 31, 2013.

**Table 9  
City of Oakland  
Pooled Operating Portfolio  
As of March 31, 2013**

Investments	Market Value	Book Value	Percent of Portfolio	Days to Maturity	360 Day Equivalent
Federal Agency Issues-Coupon	\$149,642,386.86	\$149,307,446.16	32.83%	962	0.631
Federal Agency Issues-Discount	162,245,671.46	162,158,721.18	35.66	131	0.125
Money Market	82,110,000.00	82,110,000.00	18.05	1	0.118
Local Agency Investment Funds	49,700,959.52	49,700,959.52	10.93	1	0.282
Negotiable CD's	7,999,375.00	8,000,000.00	1.76	135	0.253
Cal State RANs	2,512,700.00	2,511,311.36	0.55	80	0.425
California State	1,002,220.00	1,003,366.80	0.22	1,036	0.917
<b>TOTAL/AVERAGE</b>	<b>\$455,213,312.84</b>	<b>\$454,791,805.02</b>	<b>100.00%</b>	<b>368</b>	<b>0.313</b>

Source: City of Oakland

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## GENERAL FUND REVENUES

The City's General Fund receives revenues from a variety of sources, including local taxes, taxes imposed by the State, intergovernmental transfers and fees and charges for services. The following Table 10 summarizes the major General Fund revenues as of June 30 for Fiscal Years ended 2008 through 2012.

**Table 10**  
**City of Oakland**  
**Major General Fund Revenue Breakdown**  
**Fiscal Years 2007-08 Through 2011-12**  
**(\$ in Thousands)**

<u>Revenue Type</u>	<u>2007-08</u>	<u>2008-09</u>	<u>2009-10</u>	<u>2010-11</u>	<u>2011-12</u>	<u>2011-12 Percent of Total General Fund Revenues<sup>(3)</sup></u>
Property <sup>(1)</sup>	\$201,765	\$198,848	\$194,591	\$189,237	\$198,192	35%
Sales & Use	53,090	46,122	35,877	41,235	44,741	8
Business License	52,542	54,291	54,138	53,138	58,712	10
Utility Consumption	52,524	52,701	51,107	53,440	51,434	9
Real Estate Transfer	36,205	34,267	36,971	31,608	30,653	5
Transient Occupancy	12,400	10,599	8,578	9,634	10,830	2
Parking	8,524	7,655	7,523	8,513	8,617	2
Fines and Penalties	21,653	25,838	27,218	24,397	23,924	4
Charges for Services	55,048	57,447	60,578	96,052 <sup>(2)</sup>	93,256	17
Subtotal	\$493,751	\$487,768	\$476,581	\$507,254	\$520,359	92%
Other	47,970	45,295	42,662	38,753	42,951	8
<b>TOTAL</b>	<b>\$541,721</b>	<b>\$533,063</b>	<b>\$519,243</b>	<b>\$546,007</b>	<b>\$563,310</b>	<b>100%</b>

<sup>(1)</sup> Includes property tax overrides collection for pension obligations and tax revenues for general obligation debt service.

<sup>(2)</sup> Due to the adoption of GASB Statement No. 54, Oakland Redevelopment Agency Project Funds are now included in the General Fund.

<sup>(3)</sup> Totals may not be precise due to rounding.

Source: City of Oakland, Comprehensive Annual Financial Reports for Fiscal Year Ended June 30, 2008 through June 30, 2012.

### Property Taxation

The City's General Purpose Fund property tax revenues are forecasted at \$140.6 million, or 32.8% of the City's total General Purpose Fund revenues, for Fiscal Year 2012-13, and proposed to be budgeted at \$144.4 million, or 33.6% of the City's total General Purpose Fund revenues, for Fiscal Year 2013-14. Such tax revenues exclude tax override revenues for pension obligations and tax revenues for general obligation debt service.

**Ad Valorem Property Taxes.** Property taxes are assessed and collected by the County. Taxes arising from the general 1% levy are apportioned among local taxing agencies on the basis of a formula established by State law, which reflects the average tax rate levied by the taxing agency for the three years before Proposition 13 was adopted. Taxes relating to voter-approved indebtedness are allocated to the relevant taxing agency. The City levies taxes for two forms of voter-approved indebtedness, general obligation bonds and pension obligations.

The County is permitted under State law to pass on costs for certain services provided to local government agencies, including the collection of property taxes. The County imposed a fee on the City of approximately 1.00% of taxes collected for tax collection services provided in Fiscal Year 2011-12.

In prior years, the State budget has resulted in various reallocations affecting property tax revenues, including the “triple flip” involving property tax and sales tax, the replacement of Vehicle License Fee revenues, and the temporary Education Revenue Augmentation Fund (“ERAF”) transfers. See “General Fund Revenues—Other Taxes,” herein.

**Assessed Valuations.** All property is assessed using full cash value as defined by Article XIII A of the State Constitution. State law provides exemptions from *ad valorem* property taxation for certain classes of property such as churches, colleges, nonprofit hospitals, and charitable institutions. State law also allows exemptions from *ad valorem* property taxation at \$7,000 of full value of owner-occupied dwellings and 100% of business inventories. Revenue losses to the City from the homeowner’s exemption are replaced by the State.

Future assessed valuation growth allowed under Article XIII A—for new construction, certain changes of ownership, and with 2% annual increases allowed for inflation—will be allocated on the basis of “situs” among the jurisdictions that serve the tax rate area within which the growth occurs. Local agencies and schools will share the growth of “base” revenues from the tax rate area. Each year’s growth allocation becomes part of each agency’s allocation in the following year. The availability to such entities of revenue from growth in the tax base were affected by the establishment of redevelopment project areas, which under certain circumstances, were entitled to revenues resulting from the increase in certain property values. See “FINANCIAL INFORMATION—Dissolution of Redevelopment Agencies.”

The following Table 11 sets forth a five-year history of assessed valuations in the City for Fiscal Years 2008-09 through 2012-13:

**Table 11**  
**City of Oakland**  
**Assessed Valuations**  
**(\$ In Thousands)**

Fiscal Year	Total Assessed Value	Less: Tax-Exemptions	Total Taxable Assessed Value	Less:	
				Redevelopment Tax Increments	Net Taxable Assessed Value
2008-09	\$43,858,259	(\$2,584,624)	\$41,273,635	(\$10,425,138)	\$30,848,497
2009-10	42,568,090	(2,691,489)	39,876,601	(9,753,604)	30,122,997
2010-11	41,252,183	(2,768,044)	38,484,139	(9,030,570)	29,453,569
2011-12	41,940,552	(3,084,118)	38,856,434	(9,247,268)	29,609,166
2012-13	42,838,030	(3,322,452)	39,515,578	(9,496,227)	30,019,351

Source: Alameda County Auditor-Controller.

**Tax Levies, Collections and Delinquencies.** Taxes are levied for each fiscal year on taxable real and personal property situated in the City as of the preceding January 1. A supplemental roll is developed when property is transferred or sold or new construction is completed that produces additional revenue.

Secured property taxes are due on November 1 and March 1 and become delinquent if not paid by December 10 and April 10, respectively. A 10% penalty attaches to any delinquent payment for secured roll taxes. In addition, property on the secured roll with respect to which taxes are delinquent becomes tax-defaulted. Such property may thereafter be redeemed by payment of the delinquent taxes and the delinquency penalty, plus interest at 1.5% per month from the July 1 first following the default. If taxes are unpaid for a period of five years or more, the property is subject to auction sale by the County Tax Collector.

In the case of unsecured property taxes, a 10% penalty attaches to delinquent taxes on property on the unsecured roll, and an additional penalty of 1.5% per month begins to accrue beginning November 1 of the fiscal year; a lien is also recorded against the assessee. The taxing authority has four ways of collecting unsecured personal property taxes: (1) pursuing a civil action against the taxpayer; (2) filing a certificate in the office of the clerk of the court specifying certain facts in order to obtain a judgment lien on specific property of the taxpayer; (3) filing a certificate of delinquency for recordation in the County Recorder’s Office in order to obtain a lien on specified property of the taxpayer; and (4) seizing and selling personal property, improvements, or possessory interests belonging or assessed to the assessee.

Certain counties within the State, including the County, have adopted an “Alternative Method of Distribution of Tax Levies and Collections and Tax Sale Proceeds” authorized under the State Revenue and Taxation Code (the “Teeter Plan”). Under the Teeter Plan, local taxing agencies receive 100% of the tax levy for each fiscal year, rather than on the basis of actual collections. The City does not participate in the Teeter Plan and thus absorbs current delinquencies and receives the payment of past delinquencies, penalties, and interest.

The following Table 12 represents a five-year history of the secured tax levy and of uncollected amounts in the City for Fiscal Years 2007-08 through 2011-12. Included in these collections are the City’s share of the 1% tax rate and levies for voter-approved indebtedness.

**Table 12**  
**City of Oakland**  
**Secured Property Tax Levies and Collections**  
**(\$ In Thousands)**

Fiscal Year	City’s Share of 1%	Levy Voter- Approved Debt	Total	Total Collected <sup>(1)</sup>	Percent Collected
2007-08	86,220	76,453	162,673	151,669	93.24
2008-09	89,482	75,753	165,245	154,557	93.53
2009-10	85,706	83,581	169,287	161,187	95.22
2010-11	83,960	85,262	169,222	162,519	96.04
2011-12	84,590	85,079	169,669	164,236	96.80

<sup>(1)</sup> As of June 30 of the related Fiscal Year.  
Source: County of Alameda, Office of the Auditor-Controller.

*Assessment Appeals.* The following Table 13 sets forth resolved and unresolved pending assessment appeals in the City as of April 16, 2013.

**Table 13  
City of Oakland  
Pending Assessment Appeals  
As of April 16, 2013**

<i><b>Pending Appeals (FY 2008-09 through FY 2012-13)</b></i>	
Number of Pending Appeals	2,320
Total Value Under Appeal	\$8,476,929,833
Owner's Opinion of Value	4,856,251,452
Maximum Potential Appeals Loss <sup>(1)</sup>	3,620,678,381
Percent of Value under Appeal	42.71%
<i><b>Resolved Appeals (FY 2011-12)</b></i>	
Number of Resolved Appeals	661
Total Appealed Value of Resolved Appeals	\$1,048,824,043
Appeals Denied	267
Assessed Value of Denied Appeals	\$780,988,324
Appeals Allowed with Change in Value	394
Original Assessed Value of Allowed Appeals	\$267,835,719
Value Determined by Appeals Board	217,730,009
Board Approved Reduction in Value	50,105,710
Percent of Original Assessed Value of Allowed Appeals Reduced	18.71%
City of Oakland 2012-13 Taxable Value	\$39,927,045,717 <sup>(2)</sup>
Maximum Appeals Loss <sup>(1)</sup>	3,620,678,381
Percent of Taxable Value	9.07%

<sup>(1)</sup> Assumes all pending assessment appeals are resolved fully in favor of property owners.

<sup>(2)</sup> This amount represents the full taxable value for the City including secured, unsecured and utility. It does not include homeowner's exemption or State Board of Equalization Non-unitary values.

Source: Alameda County Assessment Appeals Board.

**Tax Rates.** The City contains 33 Tax Rate Areas. The following Table 14 sets forth a five-year history of the property tax rates levied by the City and other local government agencies on properties in these combined Tax Rate Areas for Fiscal Years 2008-09 through 2012-13.

**Table 14  
City of Oakland  
Property Tax Rates**

Fiscal Year	County-wide Tax	City of Oakland	Others <sup>(1)</sup>	Total
2008-09	1.00	0.1929	0.1451	1.3380
2009-10	1.00	0.2189	0.1919	1.4108
2010-11	1.00	0.2207	0.1879	1.4086
2011-12	1.00	0.2192	0.1920	1.4112
2012-13	1.00	0.2077	0.1980	1.4057

<sup>(1)</sup> "Others" includes Oakland Unified School District, Peralta Community College District, Bay Area Rapid Transit District, East Bay Regional Park District, East Bay Municipal Utility District, and the Oakland Knowland Park & Zoo.  
Source: County of Alameda, Office of the Auditor-Controller.

**Principal Property Taxpayers.** The following Table 15 sets forth the largest secured taxpayers in the City in Fiscal Year 2012-13.

**Table 15  
City of Oakland  
Top Twenty Taxpayers  
Fiscal Year 2012-13<sup>(1)</sup>**

Property Taxpayer	Primary Land Use	Assessed Valuation	Percentage of Total Assessed Valuation <sup>(1)</sup>
CIM Oakland LP	Office Building	\$453,851,855	1.25%
OCC Venture LLC	Office Building	236,324,495	0.65
SIC Lakeside Drive LLC	Office Building	184,469,180	0.51
Kaiser Foundation Health Plan Inc.	Office Building	146,180,919	0.40
Digital 720 2 <sup>nd</sup> LLC	Shopping Center	128,264,362	0.35
1800 Harrison Foundation	Office Building	125,009,321	0.34
Oakland Property LLC	Office Building	125,000,000	0.34
555 Twelfth Street Venture LLC	Office Building	118,911,753	0.33
Suncal OakKnoll LLC	Planned Residential	116,856,652	0.32
Clorox Company	Office Building	103,302,957	0.28
Eastmont Oakland Associates LLC	Commercial	82,086,782	0.23
Owens Brockway Glass Container Inc.	Industrial	68,009,192	0.19
BRE Properties Inc.	Apartments	66,875,514	0.18
Essex Portfolio LP	Apartments	64,803,910	0.18
Brandywine Operating Partnership	Office Building	58,665,749	0.16
LBA Riv Co LLC	Office Building	58,505,000	0.16
WM Allegro LLC	Apartments	57,368,350	0.16
Schnitzer Steel Products of California	Industrial	55,715,185	0.15
KSL Claremont Resort Inc.	Hotel/Resort	50,780,140	0.14
Fruitvale Station LLC	Shopping Center	<u>41,000,000</u>	<u>0.11</u>
TOTAL		\$2,341,984,316	6.43%

<sup>(1)</sup> Based on the Assessed Value of \$36,395,895,158. This number is the total local secured assessed valuations minus all exemptions, plus the homeowners' exemption.

Source: California Municipal Statistics, Inc.

## Other Taxes

In addition to property taxes, the City's General Fund receives taxes from six other sources: sales and use, utility consumption, business license, real estate transfer, transient occupancy, and parking taxes. See Tables 7 and 10, above, for historic revenues and year-end forecast for Fiscal Year 2012-13.

**Sales & Use Taxes.** The current sales tax rate in the City is 8.75%. The City's General Fund traditionally receives 1% of the total under the State Bradley-Burns law, which portion is allocated on the basis of the point of sale. Effective July 1, 2004, the traditional Bradley-Burns 1% city sales tax was modified by a State budgetary change known as the "triple flip." The "triple flip" puts in place a complex revenue swap to fund the State's deficit bonds approved by the electorate in March 2004 to balance the State budget. The "triple flip" trades 0.25% of the 1% city share of the Bradley-Burns sales tax for an equal amount of property taxes from the countywide ERAF until the State's deficit bonds are retired.

The City's General Fund receives a portion of the 0.50% sales tax for public safety authorized by Proposition 172 in 1993. The City also receives a portion of the 0.50% countywide transportation sales tax, which is deposited in a special revenue fund. The City's sales and use tax revenue for Fiscal Year 2012-13 is forecasted to be approximately \$48.7 million. Such amount includes the revenues that are projected to be traded for property taxes pursuant to the "triple flip."

**Utility Consumption.** The City's utility consumption tax ("UCT") is a surcharge on the use of electricity, gas (including alternative fuels), telephone and cable television. The current tax rate is 7.5%. Low-income ratepayers have been exempted from certain rate increases on gas and electric bills and pay 5.5%.

The City recently revised the Utility Consumption tax ordinance. The revisions include de-linking the tax from the Federal Excise Tax on Telephones and subjecting text messaging and cell phone use to the UCT. The City's UCT tax revenue for Fiscal Year 2012-13 is forecasted to be approximately \$50.0 million.

**Business License.** The City's business license tax ("BT") is charged annually to businesses based in the City. It applies to gross receipts, payroll, number of employees, number of permits, number of vehicles, value-added gross receipts, or manufacturing expenses, depending on the type of business. The BT rate ranges from 0.06% for grocers to 2.40% for firearm dealers when applied to gross receipts and is 0.12% when applied to gross payroll. The BT rate of 0.12% is applied to value-added gross receipts and manufacturing expenses for manufacturers. The BT rate of \$180 per permit applies to the taxicab business and \$75 per vehicle applies to the ambulance and limousine business. The City's BT revenue for Fiscal Year 2012-13 is forecasted to be approximately \$58.0 million.

**Real Estate Transfer.** Real Estate Transfer Tax ("RETT") revenues are generated by the transfer of ownership of existing properties. The tax is applied to the sale price of the property, and the cost is typically split between the buyer and seller. The tax rate is 1.61%, and is comprised of a City and a County portion: 0.11% is allocated to the County and the remaining 1.50% is allocated to the City. Historically, this revenue has been the City's most volatile as it is directly dependent on the number and value of real estate sales. RETT revenues have been projected to decline from both fewer sales of single family homes and declining median sale prices. The City has revised current and future year projections using conservative estimates to reflect the downward trend. The City's RETT revenue for Fiscal Year 2012-13 is forecasted to be approximately \$43.0 million. However, only \$40.0 million of such amount may be recognized as operating revenue for Fiscal Year 2012-13, because City Ordinance No. 13134 C.M.S. requires that RETT revenues in excess of \$40.0 million must be deposited in the General Purpose Fund Reserve until such reserve is equal to 10% of budgeted General Purpose Fund expenditures.

***Transient Occupancy.*** The transient occupancy tax (“TOT”) represents a surcharge on room rates imposed by hotels and motels operating within the City. The tax is levied on persons staying 30 days or less in a hotel, motel, inn, or other lodging facility and is collected by the lodging facility operator, who then remits the collected tax to the City. In July 2009, the voters approved Measure C, which increased the transient occupancy tax rate from 11% to 14%. The City’s TOT revenue for Fiscal Year 2012-13 is forecasted to be approximately \$12.3 million.

***Parking.*** The City’s parking tax (“PT”) is imposed on the occupant of an off-street parking space for the privilege of renting the space within the City. The tax is collected by the parking facility operators who then remit the collected tax to the City. The current PT rate, which is applied to the gross receipts of parking facility operators, is 18.5%, with 8.5% of the PT revenues restricted to funding the Violence Prevention and Public Safety Act of 2004 (“Measure Y”). The City’s PT revenue for Fiscal Year 2012-13 is forecasted to be approximately \$9.0 million.

***Fines and Penalties.*** Fines and Penalties consist primarily of parking enforcement fines, and penalties and interest for late tax payments. The City’s fines and penalties revenue for Fiscal Year 2012-13 is forecasted to be approximately \$20.9 million.

### **General Fund Revenues and Expenditures**

The City Council employs an independent certified public accountant who examines books, records, inventories, and reports of all officers and employees who receive, control, handle, or disburse public funds and those of any other employees or departments as the City Council directs. These duties are performed both annually and upon request. The City’s independent auditor for Fiscal Year 2011-12 was Macias, Gini & O’Connell LLP who will also prepare the Fiscal Year 2012-13 audit.

Within a reasonable period following the fiscal year end, the accountant submits the final audit to the City Council. The City then publishes the financial statements as of the close of the fiscal year.

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The following Table 16 summarizes revenues and expenditures for the General Fund along with other sub-funds for Fiscal Years 2007-08 through 2011-12.

**Table 16**  
**City of Oakland**  
**Revenues and Expenditures**  
**General Fund**  
**(\$ In Thousands)**  
**Fiscal Years 2007-08 Through 2011-12**

<b>Revenues</b>	<u>2007-08</u>	<u>2008-09</u>	<u>2009-10</u>	<u>2010-11</u>	<u>2011-12</u>
Taxes					
Property	\$201,765	\$198,848	\$194,591	\$189,237	\$198,192
State <sup>(1)</sup>	54,901	47,404	37,128	43,403	44,962
Local <sup>(2)</sup>	175,986	173,734	172,736	171,057	175,818
Licenses and Permits	1,612	1,282	724	888	1,160
Fines and Penalties	21,653	25,838	27,218	24,397	23,924
Interest Income	10,885	5,311	2,197	1,295	1,016
Charges for Services	55,048	57,447	60,578	96,052 <sup>(3)</sup>	93,256 <sup>(3)</sup>
Grant Revenue	5,935	4,505	1,927	1,370	1,357
Other Revenue, Including Transfers	11,441	13,346	8,912	10,661	9,560
Annuity Income	2,495	5,348	13,232	7,647	14,065
<b>TOTAL REVENUES</b>	<u>\$541,721</u>	<u>\$533,063</u>	<u>\$519,243</u>	<u>\$546,007</u>	<u>\$563,310</u>
<b>Expenditures</b>					
General Government <sup>(4)</sup>	\$78,355	\$73,500	\$63,335	\$70,057	\$74,211
Public Safety <sup>(5)</sup>	309,960	316,761	290,387	285,255	307,163
Public Works	32,499	31,300	32,144	35,312	30,526
Life Enrichment <sup>(6)</sup>	41,619	38,307	35,211	36,836	30,299
Economic and Community Development	8,161	7,555	4,847	17,266 <sup>(3)</sup>	10,010
Other <sup>(7)</sup>	17,903	5,560	11,192	10,721	12,589
<b>TOTAL EXPENDITURES</b>	<u>\$488,497</u>	<u>\$472,983</u>	<u>\$437,116</u>	<u>\$455,447</u>	<u>\$464,798</u>
Other Financing Sources and Uses <sup>(8)</sup>	\$(87,447)	\$(70,815)	\$(86,026)	\$(93,003)	\$(67,944)
<b>Net Change in Fund Balance</b>	<b>\$(34,223)</b>	<b>\$(10,735)</b>	<b>\$(3,899)</b>	<b>\$(2,443)</b>	<b>\$30,568</b>

<sup>(1)</sup> Includes Sales and Use, Motor Vehicle in-lieu.

<sup>(2)</sup> Includes Business License, Utility Consumption, Real Estate Transfer, Transient Occupancy, Parking, Voter Approved Special Tax, Franchise.

<sup>(3)</sup> Due to the adoption of GASB Statement No. 54, ORA Project Funds have been included in the General Fund since Fiscal Year 2010-11.

<sup>(4)</sup> Includes elected and appointed officials, general governmental agencies and administrative services.

<sup>(5)</sup> Includes police and fire services.

<sup>(6)</sup> Includes Parks and Recreation, Library, Museum, Aging and Health, and Human Services.

<sup>(7)</sup> Includes capital outlays and certain debt service charges not paid from a general obligation bond tax levy.

<sup>(8)</sup> Includes transfers in and transfers out.

Source: City of Oakland, Comprehensive Annual Financial Reports for Fiscal Years Ended June 30, 2008 through June 30, 2012.

The following Table 17 summarizes the balance sheet for the City's General Fund for the Fiscal Years 2007-08 through 2011-12.

**Table 17**  
**City of Oakland**  
**Balance Sheet**  
**General Fund**  
**(\$ In Thousands)**  
**Fiscal Years 2007-08 Through 2011-12**

ASSETS	2007-08	2008-09	2009-10	2010-11	2011-12
Cash and investments	\$110,735	\$120,422	\$114,060	\$135,066	\$161,352
Receivables					
Accrued interest	297	254	165	172	153
Property taxes	14,182	14,966	10,241	9,719	5,053
Accounts receivable	41,751	41,053	43,016	33,972	43,270
Due from component unit	11,083	13,350	15,766	17,093	7,507
Due from other funds	81,170	69,781	66,048	54,565	38,325
Notes and loans receivable	21,875	22,000	8,399	8,599	47,493
Restricted cash and investments	131,696	120,736	121,565	106,692	110,708
Other	36	36	35	35	35
TOTAL ASSETS	<u>\$412,825</u>	<u>\$402,598</u>	<u>\$379,295</u>	<u>\$365,913</u>	<u>\$413,896</u>
LIABILITIES AND FUND					
BALANCES					
Liabilities:					
Accounts payable and other accrued liabilities	\$124,284	\$125,811	\$119,206	\$111,058	\$94,319
Due to other funds	8,431	8,578	8,784	8,992	819
Due to other governments	80	51	290	3,220	4,380
Deferred revenue	31,467	30,653	17,411	16,187	56,372
Other	879	556	554	1,095	2,077
TOTAL LIABILITIES	<u>\$165,141</u>	<u>\$165,649</u>	<u>\$146,245</u>	<u>\$140,552</u>	<u>\$157,967</u>
Fund Balances:					
Reserved:					
Encumbrances	\$ 6,193	\$ 4,594	\$1,195	-	-
Long term receivables	-	-	-	-	-
Debt service	15,382	13,949	2,177	-	-
Pension obligations	105,000	98,000	100,000	-	-
Unreserved	121,109	120,406	129,678	-	-
Restricted <sup>(1)</sup>	-	-	-	106,692	110,708
Committed <sup>(1)</sup>	-	-	-	3,890	70,284
Assigned <sup>(1)</sup>	-	-	-	65,985	6,256
Unassigned <sup>(1)</sup>	-	-	-	48,794	68,681
TOTAL FUND BALANCES	<u>\$247,684</u>	<u>\$236,949</u>	<u>\$233,050</u>	<u>\$225,361</u>	<u>\$255,929</u>
TOTAL LIABILITIES AND FUND BALANCES	<u>\$412,825</u>	<u>\$402,598</u>	<u>\$379,295</u>	<u>\$365,913</u>	<u>\$413,896</u>

<sup>(1)</sup> Added as a result of GASB Statement No. 54 reporting requirements implemented beginning Fiscal Year 2010-11. Please refer to pages 45-46 of the City of Oakland Comprehensive Annual Financial Report for Fiscal Year Ended June 30, 2012 for a more detailed description.

Source: City of Oakland, Comprehensive Annual Financial Reports for Fiscal Years Ended June 30, 2008 through June 30, 2012.

## DEBT OBLIGATIONS

### General Obligation Debt

As of May 1, 2013, the City had outstanding a total of \$242,985,000 aggregate principal amount of general obligation bonds. The bonds are general obligations of the City, approved by at least two-thirds of the voters. The City has the power and is obligated to levy *ad valorem* taxes upon all property within the City subject to taxation without limitation as to the rate or the amount (except certain property taxable at limited rates) for the payment of principal and interest on these bonds. Table 18 below summarizes the City's outstanding General Obligation Bonds as of May 1, 2013.

**Table 18**  
**City of Oakland**  
**General Obligation Bonds**  
**As of May 1, 2013**  
**(\$ In Thousands)**

Issue Name	Purpose	Dated Date	Final Maturity	Original Principal Amount	Principal Amount Outstanding
Oakland Joint Powers Financing Authority Revenue Bonds, Series 2005 (City of Oakland General Obligation Bond Program)	Refunded Measure I and K Bonds, which were used on various recreational and educational projects	6/16/2005	2025	\$122,170	\$80,960
General Obligation Bonds, Series 2006 (Measure G)	Museum and Zoo	6/28/2006	2036	21,000	18,335
General Obligation Bonds, Series 2009 (Measure DD)	Lake Merritt	7/30/2009	2039	64,545	60,800
General Obligation Refunding Bonds, Series 2012	Refunded Series 2002A (Measure G) and Series 2003A (Measure DD)	1/10/2012	2031	83,775	<u>82,890</u>
TOTAL					<u>\$242,895</u>

Source: City of Oakland.

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The following Table 19 summarizes the voter-approved measures for which debt obligations have not yet been issued as of May 1, 2013.

**Table 19**  
**City of Oakland**  
**General Obligation Bond Remaining Authorization**  
**As of May 1, 2013**  
**(\$ In Thousands)**

<u>Authorization</u>	<u>Date Passed</u>	<u>Use</u>	<u>Bond Total</u>	<u>Authorization Remaining</u>
Measure DD	11/5/2002	Recreational and aquatic facilities	\$198,250	\$62,255

Source: City of Oakland.

**Short-Term Obligations**

The City has issued short-term notes to finance general fund temporary cash flow deficits for each of the last fifteen fiscal years, all of which have been paid when due. The following Table 20 sets forth the principal amount of tax and revenue anticipation notes issued in Fiscal Years 2008-09 through 2012-13.

**Table 20**  
**City of Oakland**  
**Tax and Revenue Anticipation Notes**  
**(\$ In Thousands)**

<u>Fiscal Year</u>	<u>Principal Amount</u>
2008-09	\$105,705
2009-10	162,375
2010-11	100,000
2011-12	81,200
2012-13	83,125

Source: City of Oakland

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## Lease Obligations

The City has entered into various long-term lease arrangements that secure lease revenue bonds or certificates of participation, under which the City must make annual payments, payable by the City from its General Fund, for the use of public buildings or equipment. The following Table 21 summarizes the City's outstanding long-term lease obligations and the principal amounts outstanding as of May 1, 2013.

**Table 21**  
**City of Oakland**  
**Lease Obligations**  
**As of May 1, 2013**  
**(\$ In Thousands)**

Issue Name	Dated Date	Final Maturity	Original Principal Amount	Principal Amount Outstanding	Leased Asset
Oakland – Alameda County Coliseum Authority Lease Refunding Revenue Bonds (Arena Project), Series 1996 Series A1 and A2 <sup>(1), (2)</sup>	8/2/1996	2026	\$35,000	\$22,778	Coliseum Arena
	8/2/1996	2026	35,000	22,740	
Oakland – Alameda County Coliseum Authority Lease Revenue Bonds, 2012 Refunding Series A <sup>(1)</sup>	5/31/2012	2025	61,407	56,895	Coliseum Stadium
Oakland Joint Powers Financing Authority Lease Revenue Bonds, (Oakland Convention Center) Series 2001	5/15/2001	2014	134,890	26,685	Oakland Convention Center
Oakland Joint Powers Financing Authority Lease Revenue Refunding Bonds, 2008 Series A-1, A-2 <sup>(3)</sup>	4/16/2008	2017	107,630	53,250	Portion of sewer system
	4/16/2008	2014	20,330	5,225	
Oakland Joint Powers Financing Authority Lease Revenue Refunding Bonds, (Oakland Administration Buildings), 2008 Series B	5/1/2008	2026	113,450	<u>91,690</u>	Oakland Administration Buildings
<b>TOTAL</b>				<u><b>\$279,263</b></u>	

<sup>(1)</sup> The lease payments securing these bonds are joint and several obligations of both the City and the County. Each entity has covenanted to budget and appropriate one-half of the annual lease payments and to take supplemental budget action if required to cure any deficiency. Principal amounts shown represent half of total original and outstanding principal amount, representing the amount that is directly attributable to the City.

<sup>(2)</sup> These bonds are variable rate demand bonds. Letters of credit for the Series A1 and A2 bonds, which expire in June 2015, are provided by The Bank of New York Mellon Trust Company, N.A.

<sup>(3)</sup> The proceeds of this issue refunded bonds associated with financing the City's pension systems. The debt service is supported by property tax override revenues.

Source: City of Oakland.

## Swap Agreements

On October 16, 2012, the City amended and adopted a written interest rate swap policy (the “Swap Policy”). The Swap Policy establishes guidelines for the use and management of interest rate swaps. The Swap Policy was adopted, and shall be updated as needed, to provide the appropriate internal framework to ensure that consistent objectives, practices, controls, and authorizations are maintained to minimize the City’s risk related to its debt portfolio.

The obligation of the City to make payments to swap providers under a swap agreement is an obligation of the City payable from any source of available funds on a parity with payments of principal of and interest on the applicable series of bonds. Under certain circumstances, the swap agreements are subject to termination and the City may be required to make a substantial termination payment to the respective swap providers depending upon the then current market value of the swap transaction.

Series 1998 Bonds. The City entered into a forward starting interest rate swap agreement in connection with the issuance of the Oakland Joint Powers Financing Authority Lease Revenue Bonds, 1998 Series A1/A2 (the “Series 1998 Bonds”). In June 2005, the Series 1998 Bonds were refunded by the Oakland Joint Powers Financing Authority Refunding Revenue Bonds, 2005 Series A-1, 2005 Series A-2 and 2005 Series B, which in turn were refunded by the Oakland Joint Powers Financing Authority Refunding Revenue Bonds, 2008 Series A-1 and 2008 Series A-2. However, the swap associated with the Series 1998 Bonds remains in effect until the stated termination date on July 31, 2021. Pursuant to this swap agreement, the City receives a variable rate payment from each counterparty equal to 65% of USD-LIBOR-BBA multiplied by the notional amount of the swap; these payments were intended to approximate the variable rate interest payments the City would have paid on the Series 1998 Bonds. The City makes semiannual fixed rate payments to the counterparties as set forth below. The interest payments are supported by the retirement annuity revenues. The interest rate swap agreement is terminable at any time at the option of the City at its market value. The objective of the swap at the time it was entered into was to achieve a synthetic fixed rate with respect to the Series 1998 Bonds. Table 22 below summarizes the interest rate swap agreement entered into by the City as of April 30, 2013.

**Table 22**  
**Summary of Series 1998 Bonds**  
**Interest Rate Swap Agreement**  
**(As of April 30, 2013)**

Effective Date	Notional Amount	Counterparty/ Guarantor	Counterparty Credit Ratings (Moody’s/S&P)	Fixed Rate Payable by City	Market Value to City	Expiration Date
01/09/97	\$61,200,000	Goldman Sachs Mitsui Marine Derivative Products	Aa2 <sup>(1)</sup> /AAA	5.6775%	(\$13,277,696) <sup>(2)</sup>	July 31, 2021

<sup>(1)</sup> Downgraded by Moody’s on June 27, 2012. The rating shown is the current rating.

<sup>(2)</sup> Market Value information provided by Goldman Sachs.

Source: City of Oakland.

## Pension Obligation Bonds

The City has previously issued three series of pension obligation bonds (in 1997, 2001 and 2012) to fund a portion of the City’s Unfunded Actuarial Accrued Liability (“UAAL”) for retirement benefits to members of the Oakland Police and Fire Retirement System (“PFRS”), a closed plan covering uniformed employees hired prior to July 1, 1976. The pension obligation bonds are obligations of the general fund and are secured by a senior pledge of property tax override revenues. The second series of pension obligation bonds, which was a series of capital appreciation bonds issued in 2001 (the “2001 Pension Obligation Bonds”), was part of a plan of finance undertaken by the City to restructure the City’s 1997 pension obligation bonds (the “1997 Pension Obligation Bonds”), to reduce the annual net debt service on the bonds and to minimize the need for the City to use General Fund revenues other than property tax override funds to pay debt service on the 1997 Pension Obligation Bonds and the 2001 Pension Obligation Bonds. The third series of pension obligation bonds were issued in July 12, 2012 (the “2012 Pension Obligation Bonds”) to refund a debenture evidencing a portion of the City’s UAAL for retirement benefits to members of PFRS. The 1997 Bonds matured in December 2010. The 2001 Pension Obligation Bonds and 2012 Pension Obligation Bonds are secured by a senior pledge of certain property tax override revenues.

The City annually levies an *ad valorem* tax at a rate of 0.1575% to fund PFRS pension obligations. See “OTHER FISCAL INFORMATION—Retirement Programs—*Police and Fire Retirement System.*” The City projects that it will receive approximately \$62.2 million of tax override revenues to pay debt service on the 2001 Pension Obligation Bonds and 2012 Pension Obligation Bonds in Fiscal Year 2012-13.

The following Table 23 summarizes the 2001 Pension Obligation Bonds and 2012 Pension Obligation Bonds as of May 1, 2013.

**Table 23**  
**City of Oakland**  
**Pension Obligation Bonds**  
**As of May 1, 2013**  
**(\$ In Thousands)**

Issue Name	Dated Date	Final Maturity	Original Principal Amount	Principal Amount Outstanding
City of Oakland Taxable Pension Obligation Bonds, Series 2001	10/17/2001	2022	\$195,636	\$195,636
City of Oakland Taxable Pension Obligation Bonds, Series 2012	7/12/2012	2025	\$212,540	<u>\$212,540</u>
TOTAL				<u>\$408,176</u>

Source: City of Oakland.

In addition, the City has issued subordinate pension bonds also secured by the tax override revenues. The proceeds were used to refund outstanding PFRS pension related bonds and fund a portion of the unfunded actuarial accrued liability for retirement benefits. These bonds were issued through the Joint Powers Financing Authority, in the form of annual appropriation lease revenue bonds, 2008 Series A-1 and A-2 as more fully outlined in Table 21.

The following Table 24 sets forth the City’s debt service obligations on its 2001 Pension Obligation Bonds and 2012 Pension Obligation Bonds for the next five fiscal years. The maximum annual debt service payment for these bonds is \$70,994,170, which occurs in Fiscal Year 2022-23. Such bonds are secured by a senior pledge of certain property tax override revenues.

**Table 24**  
**City of Oakland**  
**Annual Payments for Pension Obligation Bonds**  
**Fiscal Years 2013-14 Through 2017-18**

Fiscal Year	Series 2001	Series 2012
2013-14	\$40,765,000	\$8,961,220
2014-15	42,010,000	8,961,220
2015-16	43,285,000	8,961,220
2016-17	44,590,000	8,961,220
2017-18	45,925,000	18,511,496

Source: City of Oakland.

For additional information on the City’s pension systems, see “OTHER FISCAL INFORMATION—Retirement Programs” herein.

**Limited Obligations**

The City has incurred other obligations that are neither general obligations nor payable from the General Fund of the City, and are secured solely by specified revenue sources. These obligations are described below.

***Redevelopment Agency of the City of Oakland***

The City’s redevelopment agency (the “Redevelopment Agency”) issued several series of tax allocation bonds to provide funding for blight alleviation and economic development in parts of the City or for the construction of low-income housing. The bonds are payable from tax increment revenues received from the specific redevelopment project areas which they support. Tax allocation bonds have been issued for the Central District Redevelopment Project Area, the Coliseum Area Redevelopment Project Area, the Broadway/MacArthur/San Pablo Redevelopment Project Area, and the Central City East Redevelopment Project Area. In addition, bonds have been issued that are secured by dedicated housing set-aside revenues from all the City’s redevelopment project areas. Legislation enacted in 2011 suspended most redevelopment agency activities and prohibited redevelopment agencies from incurring indebtedness, making loans or grants, or entering into contracts after June 29, 2011. See “FINANCIAL INFORMATION—Dissolution of Redevelopment Agencies” above.

Pursuant to a California Supreme Court ruling, dissolution of the Oakland Redevelopment Agency occurred on February 1, 2012. The City elected to serve in the capacity as successor agency to the dissolved Redevelopment Agency pursuant to Resolution No. 83679 C.M.S. and Resolution No. 83680 C.M.S adopted by Council on January 10, 2012.

The following Table 25 sets forth the Redevelopment Agency’s outstanding tax allocation debt and other financings, including the final maturity date, original principal amounts and principal amounts outstanding. All information below is presented, and sets forth the principal amount of debt outstanding, as of May 1, 2013.

**Table 25**  
**Tax Allocation Bonds**  
**As of May 1, 2013**  
**(\$ In Thousands)**

<b>Central District Redevelopment Project Area</b>				
<u>Issue Name</u>	<u>Dated Date</u>	<u>Final Maturity</u>	<u>Original Principal Amount</u>	<u>Principal Amount Outstanding</u>
Central District Redevelopment Project Senior Tax Allocation Refunding Bonds, Series 1992	11/15/1992	2014	\$97,655	\$6,680
Central District Redevelopment Project Subordinated Tax Allocation Bonds, Series 2003	1/9/2003	2019	120,605	82,720
Central District Redevelopment Project Subordinated Tax Allocation Bonds, Series 2005	2/8/2005	2022	44,360	31,970
Central District Redevelopment Project Subordinated Tax Allocation Bonds, Series 2006T	11/21/2006	2022	33,135	18,015
Central District Redevelopment Project Subordinated Tax Allocation Bonds, Series 2009T (Federally Taxable)	5/20/2009	2020	38,755	36,370
<b>TOTAL CENTRAL BUSINESS DISTRICT</b>			<b>\$334,510</b>	<b>\$175,755</b>
<b>Broadway/MacArthur/San Pablo Redevelopment Project Area</b>				
<u>Issue Name</u>	<u>Dated Date</u>	<u>Final Maturity</u>	<u>Original Principal Amount</u>	<u>Principal Amount Outstanding</u>
Broadway/MacArthur/San Pablo Redevelopment Project Tax Allocation Bonds Series 2006C-TE and 2006C-T	10/12/2006	2037	\$17,270	\$15,525
Broadway/MacArthur/San Pablo Redevelopment Project Tax Second Lien Allocation Bonds Series 2010-T (RZEDB)	12/12/2010	2040	7,390	7,340
<b>TOTAL BROADWAY/MACARTHUR/SAN PABLO DISTRICT</b>			<b>\$24,660</b>	<b>\$22,865</b>
<b>Central City East Redevelopment Project Area</b>				
<u>Issue Name</u>	<u>Dated Date</u>	<u>Final Maturity</u>	<u>Original Principal Amount</u>	<u>Principal Amount Outstanding</u>
Central City East Redevelopment Project Tax Allocation Bonds, Series 2006A-TE and 2006A-T	10/12/2006	2037	\$76,300	\$68,550
<b>Coliseum Area Redevelopment Project Area</b>				
<u>Issue Name</u>	<u>Dated Date</u>	<u>Final Maturity</u>	<u>Original Principal Amount</u>	<u>Principal Amount Outstanding</u>
Coliseum Area Redevelopment Project Tax Allocation Bonds, Series 2006B-TE and 2006B-T	10/12/2006	2037	\$102,590	\$91,810
<b>City-wide Housing</b>				
<u>Issue Name</u>	<u>Dated Date</u>	<u>Final Maturity</u>	<u>Original Principal Amount</u>	<u>Principal Amount Outstanding</u>
Subordinated Housing Set-Aside Revenue Bonds, Series 2006A and 2006A-T	4/4/2006	2037	\$84,840	\$75,885
Subordinated Housing Set-Aside Revenue Bonds, Series 2011A-T	3/8/2011	2041	46,980	46,130
<b>TOTAL HOUSING SET-ASIDE REVENUE BONDS</b>			<b>\$131,820</b>	<b>\$122,015</b>

Source: City of Oakland

## Special Assessments

The City has debt outstanding for three bond issues supported by assessment districts. Debt service on each of these assessment and reassessment bond issues is paid solely from assessments levied on real property within the respective districts.

The following Table 26 sets forth the City's outstanding special assessment bonds as of May 1, 2013.

**Table 26**  
**City of Oakland**  
**Special Assessment Bonds**  
**As of May 1, 2013**  
**(\$ In Thousands)**

Issue Name	Dated Date	Final Maturity	Original Principal Amount	Principal Amount Outstanding
Oakland Joint Powers Financing Authority Special Assessment Pooled Revenue Bonds, Series 1996 A	8/1/1996	2020	\$ 465	\$ 145
Oakland Utility Underground Assessment District, Piedmont Pines Phase 1, Series 2010	3/9/2010	2039	3,148	3,040
City of Oakland 2012 Limited Obligation Refunding Improvement Bonds, Reassessment District No. 99-1	8/1/2012	2024	3,545	<u>3,545</u>
<b>TOTAL</b>				<u><b>\$6,730</b></u>

Source: City of Oakland.

### *Enterprise Revenue Bonds*

The City also has issued bonds secured solely by revenues of its sewer system. These bonds, issued on December 14, 2004 in the principal amount of \$62,330,000, mature in June 2029 and have an outstanding principal amount of \$50,695,000 as of May 1, 2013.

### *Estimated Direct and Overlapping Debt*

Located within the City are numerous overlapping local agencies providing public services. These local agencies have outstanding bonds issued in the form of general obligation, lease revenue, certificates of participation, and special assessment bonds. The direct and overlapping debt of the City as of May 1, 2013, according to California Municipal Statistics, Inc., is shown in the following Table 27. The City makes no representations as to the accuracy of the following table. Inquiries concerning the scope and methodology of procedures carried out to complete the information presented should be directed to California Municipal Statistics, Inc. According to California Municipal Statistics, Inc., self-supporting revenue bonds, tax allocation bonds, and non-bonded capital lease obligations are excluded from this debt statement.

**Table 27**  
**City of Oakland**  
**Statement of Direct and Overlapping Debt**  
**As of May 1, 2013**

2012-13 Assessed Valuation: \$39,894,229,990

<u>DIRECT AND OVERLAPPING TAX AND ASSESSMENT DEBT:</u>	<u>% Applicable</u>	<u>Debt 5/1/13</u>
Bay Area Rapid Transit District	7.937%	\$ 32,596,465
East Bay Municipal Utility District, Special District No. 1	52.379	9,718,923
East Bay Regional Park District	12.266	16,628,403
Chabot-Las Positas Community College District	0.828	3,629,587
Peralta Community College District	55.019	228,592,941
Berkeley and Castro Valley Unified School Districts	0.004 & 0.121	121,858
Oakland Unified School District	99.999	740,417,596
San Leandro Unified School District	7.469	12,132,374
<b>City of Oakland</b>	<b>100.000</b>	<b>243,193,202<sup>(1)</sup></b>
City of Oakland 1915 Act Bonds	100.000	6,690,000
City of Emeryville 1915 Act Bonds	4.183	273,568
City of Piedmont 1915 Act Bonds	4.792	151,427
<b>TOTAL DIRECT AND OVERLAPPING TAX AND ASSESSMENT DEBT</b>		<b>\$1,294,146,344</b>
<u>DIRECT AND OVERLAPPING GENERAL FUND DEBT:</u>		
Alameda County and Coliseum Authority General Fund Obligations	20.180%	\$129,050,696
Alameda County Pension Obligations	20.180	22,052,220
Alameda-Contra Costa Transit District Certificates of Participation	23.570	7,396,266
Peralta Community College District Pension Obligations	55.019	88,112,428
Oakland Unified School District Certificates of Participation	99.999	46,814,532
Castro Valley Unified School District Certificates of Participation	0.121	7,435
<b>City of Oakland and Coliseum Authority General Fund Obligations</b>	<b>100.000</b>	<b>281,495,000</b>
<b>City of Oakland Pension Obligations</b>	<b>100.000</b>	<b>367,393,504</b>
<b>TOTAL DIRECT AND OVERLAPPING GENERAL FUND DEBT</b>		<b>\$942,322,081</b>
<u>OVERLAPPING TAX INCREMENT DEBT:</u>		\$480,995,000
COMBINED TOTAL DEBT		\$2,717,463,425 <sup>(2)</sup>
<u>Ratios to 2012-13 Assessed Valuation:</u>		
<b>Direct Debt (\$243,193,202)</b> .....	<b>0.61%</b>	
Total Direct and Overlapping Tax and Assessment Debt .....	3.24%	
<b>Total Direct Debt (\$892,081,706)</b> .....	<b>2.24%</b>	
Combined Total Debt.....	6.81%	
<u>Ratio to Redevelopment Incremental Valuation (\$9,490,274,104):</u>		
Total Overlapping Tax Increment Debt .....	5.07%	

<sup>(1)</sup> Excludes issue to be sold.

<sup>(2)</sup> Excludes tax and revenue anticipation notes, enterprise revenue, mortgage revenue and non-bonded capital lease obligations.

Source: California Municipal Statistics, Inc.

## OTHER FISCAL INFORMATION

### Insurance and Risk Management

The City is insured up to \$29,000,000 after a \$4,000,000 per occurrence self-insured retention for the risks of general liability and auto liability. All properties are insured against damage from fire and other forced perils at full replacement value after a \$25,000 deductible to be paid by the City. The City does not insure for damage from earthquakes (see “OTHER MATTERS—Natural Hazards Risks” below). The City is also insured up to \$100,000,000 after a \$750,000 per occurrence self-insured retention for workers’ compensation losses. As of June 30, 2012, the amount of all self-insured general liability exposure is valued at approximately \$33,971,224. Of this amount, approximately \$13,399,775 is estimated to be due within one year. Payment of workers’ compensation claims is provided through annual appropriations. As of June 30, 2012, the amount of workers’ compensation liability determined to be payable is approximately \$85,557,956. Of this amount, \$20,366,550 is estimated to be due within one year.

### Labor Relations

City employees are represented by seven (7) labor unions and associations (identified in the following Table 28 as of June 30, 2012). The largest employee organization is the Service Employees International Union Local 1021, which represents approximately 57% of City employees. Approximately 96% of City employees are covered by negotiated agreements, as detailed below.

No pay increases are scheduled for represented employees except for the Oakland Police Officers’ Association (“OPOA”) and the Oakland Police Management Association (“OPMA”). As part of a March 11, 2008 Arbitration Award, OPOA and OPMA represented employees were originally scheduled a 4% Cost of Living Adjustment (“COLA”) effective July 4, 2009. Voluntary amendments to these two MOU delayed the 4% COLA to 2% effective July 1, 2014 and 2% effective January 1, 2015. Effective January 1, 2013, the OPOA and OPMA agreed to pay the normal employee retirement contribution of 9%. The International Association of Fire Fighters Local 55 agreed to a temporary wage decrease of 8.85% for all represented classifications from July 1, 2011 to June 29, 2014, at which time wages will be reinstated to that in effect June 30, 2011.

In Fiscal Years 2011-12 and 2012-13, all miscellaneous employee organizations agreed to 9% concessions in the form of sharing employer retirement costs, business closure days, additional unpaid leave days and / or salary freezes. This was in addition to miscellaneous employee organizations agreeing effective July 1, 2009 to end the City's 5% Employer Paid Member Contribution (“EPMC”). Memoranda of Understanding (“MOUs”) between the City and the recognized employee organizations representing miscellaneous employees expire on June 30, 2013. The City has never experienced an employee work stoppage. Pursuant to the Meyers-Milas-Brown Act (Government Code Section 3500 *et seq.*), the City continues to meet and confer with recognized employee organizations.

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**Table 28**  
**City of Oakland**  
**Labor Relations**  
**As of June 30, 2012**

<u>Employee Organization / Representation Unit</u>	<u>Number of Employees</u>	<u>Contract Expiration</u>
Confidential Management Employees' Association, Unit U31	20	June 30, 2013
International Association of Fire Fighters Local 55, Unit FQ1	408	June 30, 2014
International Brotherhood of Electrical Workers Local 1245, Units IE1, TV1	20	June 30, 2013
International Federation of Professional and Technical Engineers (IFPTE)		
IFPTE Local 21, Units TA1, TF1, TL1, TM2, TW1	442	June 30, 2013
IFPTE Local 21, Units UH1 (Supervisors), UM1 and UM2 (Managers)	329	June 30, 2013
IFPTE Local 21, Unit TM1 (Deputy City Attorney I-IV)	18	June 30, 2013
IFPTE Local 21, Unit U41 (Deputy Attorney V & Special Counsel)	8	June 30, 2013
Service Employees International Union (SEIU) Local 1021		
SEIU Local 1021, Units SB1, SC1, SD1	1,132	June 30, 2013
SEIU Local 1021, Unit SI1 (Part Time)	1,399	June 30, 2013
Oakland Police Officers' Association, Unit PP1, PT1	632	June 30, 2015
Oakland Police Management Association, Unit UN2	<u>11</u>	June 30, 2015
<b>TOTAL</b>	<b>4,419</b>	

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Source: City of Oakland, Office of the City Administrator, Employee Relations Division

### **Retirement Programs**

The City maintains two closed pension systems, the Police and Firemen's Retirement System ("PFRS") and the Oakland Municipal Employees Retirement System ("OMERS"). In addition, the City is a member of the California Public Employees' Retirement System ("CalPERS"), a multiple-employer pension system that provides a contributory defined-benefit pension for most current employees.

**Police and Fire Retirement System.** PFRS is a defined benefit plan administered by a seven-member Board of Trustees (the "Retirement Board"). PFRS is a closed plan and covers uniformed employees hired prior to July 1, 1976. As of July 1, 2012, PFRS covered one active employee and 1,081 retired employees and beneficiaries. On December 12, 2000, the voters of the City amended the City Charter to give active members of PFRS the option to terminate their membership and transfer to CalPERS upon certain conditions. As a result, 126 former members transferred to CalPERS.

In November 2006, City voters passed Measure M to modify the City Charter to allow the PFRS Board to invest in non-dividend paying stocks and to switch the asset allocation structure from 50% equities and 50% fixed income to any asset allocation structure determined to satisfy the Prudent Person Standard.

In accordance with voter-approved measures adopting the City Charter provisions that govern PFRS, the City annually levies an *ad valorem* tax (the "Tax Override") on all property within the City subject to taxation by the City to help fund its pension obligations to PFRS. State law limits the City's tax rate for this purpose at the rate of 0.1575%, the level at which the City has levied the tax since 1983. The City is allowed to levy the Tax Override through 2026.

In 1997, the City issued 1997 Pension Obligation Bonds in the principal amount of \$420.5 million, the net proceeds of which were used to fund the actuarial present value of the City's expected

contributions to PFRS from March 1997 through June 2011. PFRS received a deposit of \$417 million from the pension obligation bond proceeds. In return for this payment, PFRS agreed in a Funding Agreement, dated as of June 1, 1996, between the City and PFRS, that the City would not be required to make any further payments to PFRS for UAAL through June 30, 2011. A voluntary payment of \$17.7 million was made during Fiscal Year 2005-06 to fund a portion of the City's obligation under its Charter to make payments to PFRS. The City's required contribution to PFRS resumed in July 2011.

On October 3, 2001, the City issued its 2001 Pension Obligation Bonds in the principal amount of \$195.6 million, the proceeds of which were primarily used to purchase at tender for cancellation and defease a portion of the outstanding 1997 Pension Obligation Bonds. As a result of this purchase and defeasance, annual debt service through 2010 on the City's combined pension obligation bonds was reduced, but total debt service on the bonds was increased because the final maturity date was extended from 2010 to 2022.

On July 30, 2012, the City issued its 2012 Pension Obligation Bonds in the amount of approximately \$212.5 million to refund a debenture in the amount of \$210,000,000, which evidenced a portion of the City's UAAL for retirement benefits to members of PFRS. As a result, the City will not be required to make any further periodic payments to PFRS through June 30, 2017 pursuant to the Funding Agreement dated July 1, 2012, between the City and PFRS. The City pays debt service on the 2001 Pension Obligation Bonds and the 2012 Pension Obligation Bonds from proceeds of the Tax Override. See "DEBT OBLIGATIONS—Pension Obligation Bonds."

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An actuarial valuation of PFRS is conducted at least every two years; the most recent valuation was dated July 1, 2012 and was prepared by Bartel Associates, LLC. PFRS utilizes a modification of the aggregate actuarial cost method to determine contribution amounts. Under this method, the excess of the actuarial present value of projected benefits for PFRS members over the actuarial value of assets is amortized over the period ending July 1, 2026 as a level percentage of City safety payroll, including pay for individuals covered by CalPERS as well as those covered by PFRS. Significant actuarial assumptions used to compute the contribution requirement include a 6.75% investment rate of return (reduced in April 2011 from the previous assumption of 7.00%) and average long-term salary increases of 3.975% (reduced in April 2011 from the previous assumption of 4.50%). Current MOU's are used to predict salary increases over the short term. A method that smooths asset value is used to determine the Actuarial Value of Assets, but the resulting value is constrained to be within 10% of market value. The following Table 29 shows PFRS's recent funding progress.

**Table 29**  
**City of Oakland**  
**Police and Fire Retirement System**  
**Schedule of Funding Progress<sup>(1)</sup>**  
**(\$ in Millions)**

Valuation Date July 1	Actuarial Accrued Liability	Actuarial Value of Assets	Market Value of Assets	Unfunded Liability	Funded Status Based on Actuarial Value	Funded Ratio Based on Market Value	Number of Active Employees
2004	\$890.2	\$621.6	--	\$268.6	69.8%	--	1
2005	883.5	614.9	--	268.6	69.6	--	1
2007	888.1	566.0	--	322.1	63.7	--	1
2009 <sup>(2)</sup>	782.5	347.2	\$315.6	435.3	44.4	40.3%	1
2010 <sup>(2)</sup>	792.2	297.8	288.7	494.4	37.6	36.4	1
2011	683.1	256.3	284.9	426.8	37.5	41.7	1
2012 <sup>(3)</sup>	658.3	257.2	268.5	401.1	39.1	40.1	1
2013 <sup>(4)</sup>	640.9	437.2	--	203.7	68.2	--	--

<sup>(1)</sup> Because this is a closed system with one active employee, UAAL as a percentage of payroll is not presented.

<sup>(2)</sup> The decline in the funded ratio was due to investment market downturn and change in actuarial and cost of living assumptions.

<sup>(3)</sup> As of July 1, 2012, the market value of assets was \$268.5 million. However, in late July 2012, the City deposited \$210 million, which increased the assets. As a result, the City will not be required to make any further periodic payments to PFRS through June 30, 2017.

<sup>(4)</sup> Projected valuations for July 1, 2013, were produced as of July 1, 2012. Such valuations take into consideration the deposit of \$210 million in late July 2012. Projection of market value of assets for July 1, 2013 has not been provided.

Note: The City is only required to generate an actuarial report for the Oakland Police and Fire Retirement System once every two years. The City did not produce actuarial reports for years 2006 and 2008.

Source: Oakland Police and Fire Retirement System, Actuarial Report as of July 1, 2012.

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In light of the City not being required to make any further periodic payments to PFRS through June 30, 2017, as a result of the City’s issuance of its 2012 Pension Obligation Bonds, the Oakland Police and Fire Retirement System Actuarial Report as of July 1, 2012 contains a projection of the annual contributions necessary beginning in Fiscal Year 2017-18 based on certain valuation assumptions. These assumptions and projected contributions are in Table 30 below.

**Table 30**  
**City of Oakland**  
**Police and Fire Retirement System**  
**Projection of Future Contributions**  
**As of July 1, 2012**

	Valuation Assumptions
Investment Return	6.75%
Wage Growth	3.975%
Annual City Contribution for FY 2017-18 Amount    \$35.1 million <sup>(1)</sup>	

<sup>(1)</sup> If actual investment returns or wage growth varies from the assumptions, then the contribution amount will vary.  
Source: Oakland Police and Fire Retirement System, Actuarial Report as of July 1, 2012.

See “APPENDIX B – COMPREHENSIVE ANNUAL FINANCIAL REPORT OF THE CITY FOR THE FISCAL YEAR ENDED JUNE 30, 2012 – NOTES TO BASIC FINANCIAL STATEMENTS – (3) CASH AND INVESTMENTS AND RESTRICTED CASH AND INVESTMENTS – Investments – Retirement Plans – Oakland Police and Fire Retirement System (PFRS).”

***Oakland Municipal Employees Retirement System (“OMERS”).*** OMERS is the second closed pension system, which covers active non-uniformed employees hired prior to September 1, 1970 who have not transferred to CalPERS. The program covers no active employee and 28 retired employees and beneficiaries as of July 1, 2012. OMERS is administered by a seven-member Board of Administration. An actuarial valuation of OMERS is conducted at least every three years; the most recent complete valuation was for the period ended July 1, 2012 prepared by Bartel Associates, LLC. OMERS utilizes the “Entry Age Normal Cost Method” for its actuarial calculations. Significant actuarial assumptions used to compute the contribution requirement include a 6.25% investment rate of return, inflation rate of 3.25%, future benefit increase of 3% and mortality rates. Based on the actuarial report, the plan is 122.5% funded. As of July 1, 2012, the plan had actuarial value of assets of \$4.4 million and actuarial accrued liabilities of \$3.6 million.

***California Public Employees Retirement System.*** CalPERS is a defined-benefit plan administered by the State and covers all uniformed employees hired after June 30, 1976 and all non-uniformed employees hired after September 1, 1970 as well as certain former members of PFRS and OMERS. CalPERS acts as a common investment and administrative agent for public entities participating with the State. CalPERS is a contributory plan deriving funds from employee contributions as well as employer contributions and earnings from investments. A menu of benefit provisions is established by State statutes within the Public Employees’ Retirement Law. The City selects its optional benefit provisions from the benefit menu by contract with CalPERS. The information contained in this paragraph has been obtained from CalPERS. Additional information regarding CalPERS may be obtained from its Website at [www.calpers.ca.gov](http://www.calpers.ca.gov). However, the contents of such Website are not incorporated herein by such reference.

For accounting purposes, employees covered under CalPERS are classified as either miscellaneous employees or safety employees. City miscellaneous employees and City safety employees are required to contribute 8% and 9%, respectively, of their annual salary to CalPERS. The contribution requirements of the plan members are established by State statute and the employer contribution rate is established and may be amended by CalPERS. Historically, the City had paid the entire amount of its employees' contributions for City miscellaneous employees and safety employees. However, under current bargaining agreements effective July 1, 2011, all City miscellaneous employees pay 8%, sworn police pay 9% and sworn fire personnel contribute at 9% plus an additional 4%.

In Fiscal Year 2001-02, the City increased its benefits for Police safety employees to provide 3% of highest salary per year of employment at age 50. In Fiscal Year 2002-03, benefits were increased to provide Fire safety employees 3% of highest salary per year of employment at age 50. In Fiscal Year 2003-04, the City increased its benefits for miscellaneous employees, increasing retirement benefits to 2.7% of highest salary at age 55. The following Table 31 sets forth the City's employer contribution rates as determined by CalPERS for Fiscal Years 2009-10 through 2013-14, and CalPERS' projection for Fiscal Year 2014-15 and Fiscal Year 2015-16.

**Table 31**  
**City of Oakland**  
**Public Employees Retirement System Contribution Rates**  
**Fiscal Years 2009-10 Through 2013-14 and Projected Fiscal Years 2014-15 and 2015-16**  
**(Percentage of Payroll)**

	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15 (Projected)	2015-16 (Projected)
Miscellaneous Plan	19.59%	19.89%	23.60%	25.12	27.30%	29.10%	31.20%
Safety Plan	27.88%	28.09%	30.37%	30.90	33.35%	34.90%	37.00%

Source: CalPERS Annual Valuation Report as of June 30, 2011, and CalPERS Circular Letter No. 200-019-13 dated April 26, 2013.

CalPERS uses an actuarial method that takes into account those benefits that are expected to be earned in the future as well as those already accrued. CalPERS also uses the level percentage of payroll method to amortize any unfunded actuarial liabilities. Major actuarial assumptions included a 3.00% inflation rate and a 7.75% investment return. At its meeting in March 2012, CalPERS revised the assumptions to a 2.75% inflation rate and a 7.50% investment return, effective July 1, 2012. There can be no assurance that CalPERS will not continue to lower its investment assumptions thus increasing the City's contribution obligations. According to CalPERS, for the 5- and 10-year periods ending March 31, 2012, total investment returns were 1.2% and 5.7%, respectively. (Beginning October 1, 2011, performance figures are reported net of fees. All performance figures reported before October 1, 2011 are gross of fees.) In its Annual Investment Report for Fiscal Year Ended June 30, 2011, CalPERS reported an average net return on investments of 8.4% over the prior 20 years.

The schedules of funding progress in the following Tables 32 and 33 show the recent funding progress of both the public safety employees and miscellaneous employees. Any change in the unfunded liability that arose due to a change in plan provisions or in actuarial methods or assumptions is separately tracked and amortized over a declining 20-year period.

The effect of differences between actuarial assumptions and the actual experience of the plan is calculated each year when the annual actuarial valuation is performed. These differences are actuarial gains or losses. Gains and losses are tracked separately and amortized over a rolling 30-year period.

In December 2009, the CalPERS Board adopted changes to the asset smoothing method as well as changes to the CalPERS Board policy on the amortization of gains and losses in order to phase in over a three-year period the impact of the negative 24% investment loss experienced by CalPERS in Fiscal Year 2008-09. The following changes were adopted for all plans:

- Increase the corridor limits for the actuarial value of assets from 80-120% of market value to 60-140% of market value on June 30, 2009.
- Reduce the corridor limits for the actuarial value of assets to 70-130% of market value on June 30, 2010.
- Return to the 80-120% of market value corridor limits for the actuarial value of assets on June 30, 2011 and thereafter.
- Isolate and amortize all gains and losses during Fiscal Years 2008-09, 2009-10 and 2010-11 over fixed and declining 30-year periods (as opposed to the current rolling 30-year amortization).

The following Tables 32 and 33 set forth the schedules of funding progress from 2007 to 2011 for public safety employees and for miscellaneous employees.

**Table 32**  
**City of Oakland**  
**Public Employees Retirement System Schedule of Funding Progress**  
**Public Safety Employees**  
**(\$ in Millions)**

Valuation Date June 30	Actuarial Accrued Liability	Actuarial Value of Assets	Unfunded Liability	Funded Status	Annual Covered Payroll	UAAL as % of Payroll
2007	\$989.1	\$757.3	\$231.8	76.6%	\$127.4	181.9%
2008	1,084.4	829.7	254.7	76.5	138.6	183.7
2009	1,194.4	888.2	306.1	74.4	150.3	203.7
2010	1,262.8	951.5	311.3	75.3	145.6	213.8
2011 <sup>(1)</sup>	1,357.8	1,023.9	333.9	75.4	130.5	255.8

<sup>(1)</sup> As of June 30, 2011, the market value of assets was \$915.1 million and the funded status on a market value basis was 67.4%.

Source: City of Oakland, Comprehensive Annual Financial Reports for Fiscal Years Ended June 30, 2008 through June 30, 2012 and CalPERS Annual Valuation as of June 30, 2011.

**Table 33**  
**City of Oakland**  
**Public Employees Retirement System Schedule of Funding Progress**  
**Miscellaneous Employees**  
**(\$ in Millions)**

Valuation Date June 30	Actuarial Accrued Liability	Actuarial Value of Assets	Unfunded Liability	Funded Status	Annual Covered Payroll	UAAL as % of Payroll
2007	\$1,617.2	\$1,353.4	\$263.8	83.7%	\$225.8	116.9%
2008	1,728.0	1,445.4	282.6	83.6	237.5	119.0
2009	1,876.3	1,505.3	371.0	80.2	224.8	165.1
2010	1,914.7	1,565.5	349.2	81.8	195.8	178.4
2011 <sup>(1)</sup>	2,025.1	1,615.9	409.2	79.8	194.1	210.8

<sup>(1)</sup> As of June 30, 2011, the market value of assets was \$1,433.4 million and the funded status on a market value basis was 70.8%.

Source: City of Oakland, Comprehensive Annual Financial Reports for Fiscal Years Ended June 30, 2008 through June 30, 2012 and CalPERS Annual Valuation as of June 30, 2011.

For Fiscal Year 2011-12, the City's annual CalPERS pension cost was \$89 million. The City's unfunded liability with CalPERS, as of June 30, 2011, was \$333.9 million for the public safety (police and fire) retirement plan, resulting in a 75.4% funded status, and \$409.2 million for the miscellaneous retirement plan, resulting in a 79.8% funded status.

The following table represents the City's annual contribution to CalPERS for Fiscal Years 2007-08 through 2011-12.

**Table 34**  
**City of Oakland**  
**Public Employees Retirement System**  
**Annual Pension Cost**  
**Fiscal Years 2007-08 Through 2011-12**  
**(\$ in Millions)**

Fiscal Year Ended June 30	Annual Cost
2008	\$97.9
2009	98.2
2010	94.3
2011	84.2
2012	89.0

Source: City of Oakland, Comprehensive Annual Financial Reports for Fiscal Years Ended June 30, 2008 through June 30, 2012.

### **Post-Employment Benefits**

The City pays the partial costs of health insurance premiums for certain classes of retirees from City employment. Retirees meeting certain requirements relating to age and years of service are eligible for health benefits. The health benefits are extended to retirees pursuant to labor agreements between the

City and certain of its employee labor unions and in resolutions adopted by the City. Approximately \$16.8 million was paid on behalf of retirees under these programs for Fiscal Year 2011-12.

In August 2004, the Governmental Accounting Standards Board (“GASB”) issued Statement No. 45 (“GASB 45”), “Accounting and Financial Reporting by Employers for Post-Employment Benefits Other than Pensions” (“OPEB”), which addresses how state and local governments should account for and report the annual cost. GASB 45 generally requires that employers account for and report the annual cost of OPEB and the outstanding obligations and commitments related to OPEB in essentially the same manner as they currently do for pensions. Under GASB 45, annual OPEB costs for most employers will be reported based on actuarially determined amounts that, if paid on an ongoing basis, generally would provide sufficient resources to pay benefits as they come due. The provisions of GASB 45 may be applied prospectively and do not require governments to fund their OPEB plans. An employer may establish its OPEB liability at zero as of the beginning of the initial year of implementation; however, the unfunded actuarial liability is required to be amortized over future periods on the income statement.

The City implemented GASB 45 in Fiscal Year 2007-08. As of July 1, 2010, the Actuarial Accrued Liability (the “AAL”), which is equal to that portion of the Actuarial Present Value of Benefits deemed to have been earned to date, was \$520.9 million. As of June 30, 2012, assuming 4% interest earnings, the City’s projected net OPEB obligation (defined, in terms of balance sheet liability, as the cumulative difference between the annual OPEB cost and the City’s contribution to plan since 2008) will be \$186.6 million after a pay-as-you-go amount of \$16.8 million. For Fiscal Year 2013-14, the current plan for the obligation is pay-as-you-go.

The following Table 35 sets forth certain information with respect to the City’s OPEB obligations for the Fiscal Years ended June 30, 2008 through June 30, 2012. Valuations of AAL were reported in Fiscal Years 2007-08 and 2010-11.

**Table 35**  
**City of Oakland**  
**Post-Employment Benefits Other than Pensions**  
**Fiscal Years 2007-08 Through 2011-12**

Fiscal Year Ended June 30	Accrued Liability <sup>(1)</sup>	Unfunded Liability <sup>(1)</sup>	Annual OPEB Cost	Employer Contribution	Net OPEB Obligation
2008	\$591,575,250	\$591,575,250	\$54,635,000	\$10,966,000	\$43,668,000
2009	591,575,250	591,575,250	54,564,000	12,474,000	85,758,000
2010	591,575,250	591,575,250	54,495,000	14,016,000	126,237,000
2011	520,882,498	520,882,498	46,451,000	15,710,000	156,978,000
2012	520,882,498	520,882,498	46,401,000	16,796,000	186,583,000

<sup>(1)</sup> Valuations of Accrued Liability and Unfunded Liability were reported for Fiscal Years 2007-08 and 2010-11 only.  
Source: City of Oakland, Comprehensive Annual Financial Reports for Fiscal Years Ended June 30, 2008 through June 30, 2012.

**Port of Oakland Other Post-Employment Benefits.** The Port of Oakland (the “Port”) contributes to the California Employer’s Retiree Benefit Trust (CERBT), a single employer defined benefit post-employment healthcare plan administered by CalPERS. The CERBT is an IRC Section 115 Trust and an investment vehicle that can be used by all California public employers to prefund future retiree health and Other Post Employment Benefit (OPEB) costs.

The Port's Retiree Health plan allows eligible retirees and their dependents to receive employer paid medical insurance benefits through CalPERS. The medical insurance reimbursement is not to exceed the Kaiser-HMO family plan rate. The Port's Retiree Health Plan also includes dental, and vision benefits and reimbursement of Medicare part B monthly insurance premium.

The Port of Oakland's annual OPEB cost and net OPEB obligation are as follows:

**Table 36**  
**Port of Oakland**  
**Post-Employment Benefits Other than Pensions**  
**Fiscal Years 2007-08 Through 2011-12**  
**(\$ in Thousands)**

Fiscal Year Ended June 30	Annual OPEB Cost	Percentage of Annual OPEB Cost Contributed	Net OPEB Obligation
2008	\$11,683	34%	\$7,754
2009	10,019	123	5,443
2010	10,019	51	10,389
2011	11,193	99	10,461
2012	10,983	99	10,510

Source: City of Oakland, Comprehensive Annual Financial Reports for Fiscal Years Ended June 30, 2008 through June 30, 2012.

## OTHER MATTERS

### Natural Hazard Risks

The City is in a seismically active area, located near or on three major active earthquake faults (the Hayward, Calaveras and San Andreas faults). During the past 150 years, the Bay Area has experienced several major and numerous minor earthquakes. The largest earthquake was the 1906 San Francisco earthquake along the San Andreas Fault, which passes through the San Francisco peninsula west of Oakland, with an estimated magnitude of 8.3 on the Richter scale. The most recent major earthquake was the October 17, 1989 Loma Prieta earthquake, also on the San Andreas Fault, with a magnitude of 7.1 on the Richter scale and an epicenter near Santa Cruz, approximately 60 miles south of the City. Both the San Francisco and Oakland areas sustained significant damage. The City experienced significant damage to the elevated Cypress freeway and to several buildings within the City, especially unreinforced masonry buildings constructed prior to 1970 and current building code requirements. Much of the damage resulting from the Loma Prieta earthquake was due to soil liquefaction, a phenomenon during which loose, saturated, non-cohesive soils temporarily lose shear strength during ground shaking induced by severe earthquakes.

A substantial portion of the City is built in partially-wooded hillside areas, which are naturally prone to wildfire. In October 1991 a fire in the Oakland/Berkeley Hills damaged 1,990 acres of forest and residential property, destroying 2,354 homes and 456 apartment units, most of which were in the City. The City has established a wildfire prevention assessment district covering portions of the City, which was approved by voters in January 2004, and which finances fire hazard inspections, brush and debris removal, wood chipping, and public education.

## **Litigation**

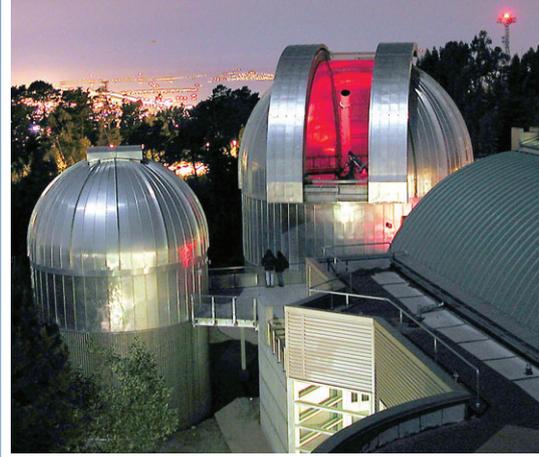
The City is involved in certain litigation and disputes relating to its operation. Upon the basis of information presently available, the City Attorney believes (1) there are substantial defenses to such litigation and disputes and (2) in any event, any ultimate liability in the aggregate in excess of applicable insurance coverage resulting therefrom will not materially affect the ability of the City to pay debt service on the Notes.

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**APPENDIX B**

**COMPREHENSIVE ANNUAL FINANCIAL REPORT OF THE CITY  
FOR THE FISCAL YEAR ENDED JUNE 30, 2012**

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# CITY OF OAKLAND, CALIFORNIA

COMPREHENSIVE ANNUAL FINANCIAL REPORT  
FOR THE YEAR ENDED JUNE 30, 2012



# **CITY OF OAKLAND**

## **CALIFORNIA**

### **COMPREHENSIVE ANNUAL FINANCIAL REPORT**

**FISCAL YEAR ENDED JUNE 30, 2012**

**PREPARED BY THE ADMINISTRATIVE SERVICE DEPARTMENT**

**SCOTT P. JOHNSON, ASSISTANT CITY ADMINISTRATOR/FINANCE DIRECTOR**

**OSBORN K. SOLITEL, CONTROLLER**

**PRINTED ON RECYCLED PAPER**

# CITY OF OAKLAND

## Comprehensive Annual Financial Report Year Ended June 30, 2012

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# INTRODUCTORY SECTION

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Office of the City Administrator

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December 21, 2012

Citizens of the City of Oakland  
The Honorable Mayor and  
Members of the City Council

## **The Comprehensive Annual Financial Report of the City of Oakland**

We are pleased to present the Comprehensive Annual Financial Report (“CAFR”) of the City of Oakland, California (“City”). The Administrative Service Department, Controller’s Office has prepared this report to present the financial position and the changes in net assets for the fiscal year ended June 30, 2012, and the cash flows of its proprietary fund types for the year then ended. The basic financial statements and supporting schedules have been prepared in compliance with Section 809 of the City Charter, with California Government Code Sections 25250 and 25253, and in accordance with Generally Accepted Accounting Principles (GAAP) for local governments as established by the Governmental Accounting Standards Board (GASB).

This report consists of management’s representations concerning the finances of the City. To provide a reasonable basis for making these representations, management has established a comprehensive internal control framework that is designed to protect the City’s assets from loss, theft, or misuse, to compile sufficient reliable information for the preparation of the City’s financial statements in conformity with GAAP, and to comply with laws and regulations. As the cost of internal control should not exceed anticipated benefits, the objective is to provide reasonable, rather than absolute, assurance that the financial statements are free of any material misstatements. We believe this CAFR to be complete and reliable in all material respects.

The City contracted with Macias Gini & O’Connell LLP, a firm of Certified Public Accountants licensed to practice in the State of California, to perform the annual independent audit. The auditors expressed an opinion that the City’s financial statements for the year ended June 30, 2012 are fairly stated and in accordance with accounting principles generally accepted in the United States. This is the most favorable conclusion and is commonly known as an “unqualified” or “clean” opinion. The independent auditor’s report includes explanatory paragraphs discussing the changes to California Redevelopment Law and the dissolution of the Oakland Redevelopment Agency (“Agency”) and uncertainties over the validation of certain obligations and asset transfers of the former Agency to the City. The independent auditor’s report is included in the Financial Section of this report.

In addition, Macias Gini & O’Connell LLP audited the City’s major program expenditures of federal funds for compliance with the Federal Single Audit Act Amendments of 1996, the Office of Management and Budget (OMB) Circular A-133 regulating Single Audits, and the standards applicable to financial audits contained in the *Government Auditing Standards* issued by the Comptroller General of the United States. The report of the Single Audit is published separately from this CAFR and may be obtained upon request from the City’s Controller’s Office.

### ***The Reporting Entity and Its Services***

The City has defined its reporting entity in accordance with GAAP that provides guidance for determining which governmental activities, organizations, and functions should be included in the reporting entity. The Basic Financial Statements present information on the activities of the City and its component units.

GAAP requires that the component units be separated into blended or discretely presented units for reporting purposes. Although legally separate entities, blended component units are, in substance, part of the City’s operations. Therefore, they are reported as part of the Primary Government. The discretely presented component unit is reported in a separate column in the government-wide financial statements to emphasize that it is legally separate from the City’s operations.

Accordingly, we have included the operations of the Oakland Municipal Employees’ Retirement System (OMERS), the Police and Fire Retirement System (PFRS), and the former Oakland Redevelopment Agency (Agency) for seven months through its dissolution date, the Oakland Redevelopment Successor Agency for the five month period ended June 30, 2012, as blended component units. The operations of the Port of Oakland (including the Oakland International Airport) are presented discretely. The Oakland-Alameda County Coliseum Authority (Authority) is a Joint Venture owned and operated by the City and the County of Alameda. The Joint Venture agreement and operations are disclosed on Note 15 of the basic financial statements.

Prior to February 1, 2012, the City Council had been acting as the Oakland Redevelopment Agency Board and had the authority to approve and monitor redevelopment projects and programs. Pursuant to the passage of state legislation in 2011, AB X1 26, redevelopment agencies in California were dissolved effective February 1, 2012. Effective February 1, 2012, the Council passed resolution no. 83679 C.M.S. and elected to become the Successor Agency to the Oakland Redevelopment Agency under the name Oakland Redevelopment Successor Agency (“ORSA”) and per the legislation, assets, properties, contracts, leases, books, records, buildings and equipment were transferred to ORSA on February 1, 2012 by operation of law. ORSA is responsible for the management of City redevelopment projects currently underway, making payments identified on the Enforceable Obligation Payment Schedule (“EOPS”) and the subsequent Recognized Obligation Payment Schedules (“ROPS”), and the orderly disposition of assets and properties. Activities of ORSA are supervised by a seven-member Oversight Board that has authority over the former Agency’s financial affairs and is comprised of representatives of the local taxing agencies that serve the City’s redevelopment project area:

two City representatives; two County of Alameda (County) representatives; the County Superintendent of Education; the Chancellor of California Community Colleges; and the largest special districts in one of the taxing entities.

The Oakland Housing Authority, the Oakland Unified School District, and the Peralta Community College District were not included in the CAFR because they have limited relationships with the City and, therefore, did not meet the criteria for inclusion in the reporting entity. The City is also represented in six regional agencies that are excluded from the City's reporting entity. These agencies are the San Francisco Bay Area Rapid Transit District (BART), Alameda-Contra Costa County Transit District (AC Transit), Bay Area Air Quality Management District, Association of Bay Area Governments (ABAG), East Bay Regional Park District, and the East Bay Municipal Utility District.

### **Profile of the Government**

The City of Oakland was chartered as a city in 1854. It is situated on the eastern side of the Oakland/San Francisco Bay in the County of Alameda. Its western border offers nineteen miles of coastline, while the rolling hills to the east present views of the Bay and the Pacific Ocean. In between are traditional, well-kept neighborhoods, a progressive downtown that is experiencing a tremendous surge in growth, and superior cultural and recreational amenities. It is the administrative site for the County of Alameda, the regional seat for the federal government, the district location of primary state offices, and the transportation hub of commerce for the Bay Area.

In November 1998, the citizens of Oakland passed Measure X changing the form of government from Council-City Manager to Mayor-Council through a charter amendment. Legislative authority is vested in the City Council and executive authority is vested in the Mayor. The City Administrator, appointed by and under the direction of the Mayor, has administrative authority to manage the day-to-day administrative and fiscal operations of the City. The City Auditor and the City Attorney are both elected officials and serve four-year terms.

The Mayor and City Council is the governing body of the City and is comprised of eight elected officials. One Council member is elected "at large", while the other seven Council members represent specific districts. The Mayor and City Council are elected to serve four-year terms.

On March 2, 2004, the citizens of Oakland passed Measure P: (1) to repeal the sunset provision of Measure X passed in November 1998 to retain the Mayor-Council form of government; (2) to change the term limit for Mayor from two terms to two consecutive terms; (3) to reduce the number of votes needed for the City Council to pass an ordinance on reconsideration from six votes to five votes; (4) to eliminate the prohibition on paying the Mayor more than the City Administrator; (5) to remove the rule that the Mayor vacates his or her office by missing ten consecutive City Council meetings; (6) to require the Mayor to advise the City Council before removing the City Administrator; and (7) to change the title of the City Manager to "City Administrator".

The City provides a full range of services contemplated by statute or charter, including those functions delegated to cities under state law. These services include public safety (police and fire), sanitation and environmental health, economic development, community involvement and empowerment, public-private partnerships, recreational and cultural activities, public improvements, planning, zoning and general administrative services.

### **Economic Condition and Fiscal Outlook**

The City faced difficult circumstances and decisions in balancing its fiscal year 2011-12 budget. It adhered to a number of budget balancing principles as it made budget decisions, including achieving a long-term structurally balanced budget and giving highest priority to protecting the most essential services. The City faced a General Purpose Fund shortfall of \$58M at the beginning of the fiscal year 2011-12 budget development process. The budget was primarily balanced through expenditure reductions, in the form of efficiencies, service reductions, and significant employee contributions. The City was forced to make additional, very significant changes to the fiscal year 2011-12 budget in January 2012 to deal with the affect of the dissolution of the former redevelopment agency as a result of AB X1 26, legislation which was upheld by the California Supreme Court on December 29, 2011.

After a very challenging 2011-12 fiscal year, the City factored the economic indicators cited below, among others, and the state of labor union contracts and concessions into the budget formulation process for fiscal year 2012-13. These factors helped inform the budget development process, particularly related to revenue forecasting, program planning, and resource allocation.

Oakland has been emerging, along with the rest of the East Bay, from the recent Great Recession. Since the recent high of fiscal year 2008-09, the City's budget consistently declined through fiscal year 2011-12, increasing for the first time recently in fiscal year 2012-13. The City adopted a balanced budget for fiscal year 2012-13 without layoffs, for the first time in more than four years. The City has recently made strides in paying down unfunded liabilities, including negative funds, despite difficult financial times. The City fully funded its General Purpose Fund reserve in fiscal year 2012-13 and plans to continue to strengthen its financial condition, policies, and fiscal practices in the coming year.

In October 2012, the City issued a Five-Year Financial Plan that forecasted revenues and expenditures. It projected modest revenue growth as the region's economy stabilizes, then beginning in 2015, forecasted that the City will experience revenue growth consistent with long-term trends, in the 4% annual nominal growth range. Property tax, sales tax, business license tax, and real estate transfer tax are all forecasted to grow faster than the rate of inflation.

The City of Oakland's unemployment rate decreased to 14.3 percent in June 2012 compared to an average unemployment rate of 16.3 percent for June 2011.

The employment forecast for the remainder of 2012 continues to improve from the previous year. The City's average unemployment (not seasonally adjusted) rate decreased to 14.3 percent in June 2012 compared to 16.2 percent in June 2011. In general, as the economic

climate remains uncertain, the City will continue to maintain prudent financial policies to navigate these challenging economic times.

The City's general obligation credit ratings of Aa2\AA-\A+ and stable outlook from Moody's Investor Services, Inc ("Moody's), Standard and Poor's Corporation ("S&P"), and Fitch Ratings ("Fitch"), respectively, continue to show the City's fiscal prudence. The City continues to maintain strong credit ratings on the City's existing general obligation bonds from all three rating agencies despite the difficult financial and economic conditions both nationally and locally. Page 18 of the Management and Discussion & Analysis ("MD&A") has more discussion on the City's credit ratings. The rating agencies continue to cite management's demonstrated commitment to strong fiscal management as a basis of their rationale for bestowing the City's strong ratings. These ratings translate to significant interest cost savings in the City's debt program and to the taxpayers of the City of Oakland.

### **Significant Events and Accomplishments**

Highlights of activities and accomplishments for the fiscal year ended June 30, 2012, include the following:

- September 2011 – Newsweek Magazine names Oakland one of America's 20 Can-Do Cities. From business development to sustainability, livability to transportation and infrastructure, Newsweek offers a glimpse not just of how our nation's 200 largest cities are performing across these categories, but how they're progressing. The largest 200 cities in the United States were evaluated and a maximum of 25 points were assigned for each category, for a total possible score of 100. Oakland was assigned a final score of 65.6 as follows: Sustainability: 16.57; Livability: 19.71; Transportation and Infrastructure: 14.63; Business Development: 14.69.
- September 12, 2011 – Top 10 Greenest Office Markets - With the green movement as strong as ever, Cushman & Wakefield released its second annual Green Building Opportunity Index, which determined the country's top 10 green real estate markets. The Green Real Estate Law Journal ranked the Greenest Office Markets as follows: 10 Oakland; 9 Seattle; 8 Portland; 7 Downtown New York; 6 Boston; 5 Los Angeles; 4 Midtown South, New York City; 3 Washington, D.C.; 2 Midtown, New York City; 1 San Francisco. Go to [greenrealestatelaw.com](http://greenrealestatelaw.com) for the full article.
- September 19, 2011 – San Francisco, Oakland Most Walkable Cities in Nation by Walk Score Rankings – Walk Score used an algorithm based on walking distances from various addresses to nearby amenities like grocery stores and restaurants, and its rankings can have a significant effect on home prices. According to this year's data, SF and Oakland are the second and tenth most walkable cities in the nation.
- 2011 – America's Most Literate Cities – Central Connecticut State University (CCSU) names Oakland, CA one of America's Most Literate Cities.

- In January 2012, the New York Times ranked Oakland as the 5th most desirable destination to visit as published in *The New York Times* piece on “The 45 Places to Go in 2012.” Oakland placed between #4 London and #6 Tokyo in the coveted list and was the highest ranked North American city.
- March 2012 – The Gardens at Lake Merritt, Oakland, Calif. Named one of the Top Five California Gardens in article by Leslie Endicott in Via Magazine.
- April 2012 – Between April 27 and May 4, the City of Oakland hosted a week-long series of events commemorating the City’s 160<sup>th</sup> Birthday. Officially incorporated on May 4, 1852, Oakland was welcomed and inspired generations with its rich history, unparalleled diversity, lush landscape, vibrant neighborhoods and forward thinking policies. Celebrating what people love most about Oakland, the 160<sup>th</sup> Birthday events highlighted the City’s diverse history, music, cuisine and neighborhoods that are the heart and soul of the City.
- July 2012 - Mother Nature Network names Oakland, CA one of the Top 10 Green U.S. Cities. Residents of this port city have access to an abundance of fresh, organic food, much of which is locally sourced. It's also home to the nation's cleanest tap water, hydrogen-powered public transit and the country's oldest wildlife refuge. Oakland also plans to have zero waste and be oil-independent by 2020, and already gets 17 percent of its energy from renewable sources.

### **Economic Indicators and Next Fiscal Year’s Budget and Tax Rates**

The City of Oakland’s primary economic indicators are highlighted on page 20 of the Management Discussion and Analysis (MD&A) section of this report.

### **The Five-Year Financial Plan**

In October 2012, the City issued a Five-Year Financial Plan that forecasted revenues and expenditures. The purpose of the Five-Year Financial Plan is to help the City of Oakland make informed financial and operational decisions by better anticipating future revenues and expenditures. The forecast covers all major City funds, and generally assumes that service levels and revenue mechanisms will remain constant at base year (FY 2012-13) levels for all of the future forecast years, with a few key exceptions. The forecast assumes that employee contributions will sunset with the current employee contracts.

The major findings of the Five-Year Financial Plan are that, although revenues are expected to grow at a modest but healthy rate, expenditures are projected to grow more, outpacing revenues and leaving the City with an ongoing, structural imbalance between revenues and expenditures, particularly when deferred expenditures for capital assets and long-term liabilities are included.

The forecast anticipates that the City will experience modest revenue growth as the region’s economy stabilizes, then beginning in 2015, the forecast assumes that the City will experience

revenue growth consistent with long-term trends, in the 4% annual nominal growth range. Property tax, sales tax, business license tax, and real estate transfer tax are all expected to grow faster than the rate of inflation. General Purpose Fund (“GPF”) revenues are forecasted to grow from \$418M in FY 2013-14 to \$465M in FY 2017-18.

GPF expenditures are forecasted to grow from \$409M in FY 2012-13 to \$513M for “recommended” service level expenditures, and to \$618M including deferred expenditures by FY 2017-18. Note that recommended service level expenditures generally include FY 2012-13 expenditure levels with normal cost escalation plus backfilling the sunset of employee contributions and the loss of funding from certain tax, assessment, and other revenue sources. “Deferred” expenditures include deferred capital acquisition (for facilities, infrastructure, vehicles, and information technology), deferred repayment of negative funds, and deferred payment of OPEB liabilities.

The report contains some examples, for illustrative purposes, of possible strategies to reduce expenditures and increase revenues in order to close the forecasted shortfall. The Five-Year Financial Plan – Service Levels and Budget Strategies report, to be issued in spring 2013, will propose specific financial strategies for City Council’s consideration to eliminate the shortfall.

### **Single Audit**

As a recipient of Federal, State and County financial assistance, the City is responsible for providing assurance that adequate internal controls are in place to ensure compliance with applicable laws and regulations. These controls are periodically evaluated by management, City Internal Auditor’s Office, and the City’s Independent auditors.

As part of the City’s single audit procedures, tests are performed to determine the effectiveness of the internal controls over major federal award programs and the City’s compliance with applicable laws and regulations related to these federal award programs.

### **Budget Controls**

The City’s budget is a detailed operating plan that identifies estimated costs in relation to estimated revenues. The budget includes:

- The programs, projects, services and activities to be carried out during the fiscal year;
- The estimated revenue available to finance the operating plan; and
- The estimated spending requirements for the operating plan.

The budget represents a process where policy decisions by the Mayor and the City Council are adopted, implemented and controlled. The notes to the required supplementary information summarizes the budgetary roles of various City officials and the timetable for their budgetary actions according to the City Charter. In June 2012, the City Council, during its mid-cycle review, approved the City’s revised budget for fiscal year 2012-13.

The City Charter prohibits expending monies for which there is no legal appropriation. Therefore, the City is required to adopt budgets for all City funds. The level of budgetary control (that is, the level at which expenditures cannot legally exceed the appropriated amount) is established at the fund level, although for management purposes, the line item budget is controlled at the departmental level within funds. The City Administrator is authorized to administer the budget and may transfer monies from one activity, program or project to another within the same agency and fund. Supplemental appropriations or transfers of appropriations between funds or agencies must be approved by the City Council.

The City also maintains an encumbrance accounting system to provide budgetary controls for governmental funds. Encumbrances which would result in an overrun of an account balance are suspended in the system until additional funding is made available via budget change requests or withdrawn due to lack of funding. Encumbrances outstanding at June 30 and carried forward are reported as assigned of the appropriate governmental fund's fund balance since they do not constitute expenditures or liabilities. Encumbrances that do not lapse but are brought forward to the new fiscal year are incorporated as part of the budget adopted by the City Council for that year.

The City Council receives quarterly reports on the City's revenues and expenditures, compared to budget, as a management tool to pro-actively monitor the City's fiscal condition. The City continues to meet its responsibility for sound financial management as demonstrated by the statements and schedules included in the financial section of this report.

### **Debt Management Policy**

The City's Debt Management Policy is reviewed and adopted annually by the City Council. The goal of the Debt Management Policy is to set prudent guidelines to ensure that the City's debt portfolio is fiscally stable. It is in place to maintain long-term financial flexibility while ensuring that the City's capital needs are adequately supported. The Debt Management Policy establishes the following equally important objectives:

- To achieve the lowest possible cost of capital for the City;
- To achieve the highest practical credit rating;
- Maintain full and complete financial disclosure and reporting;
- Ensure timely repayment of debt;
- Maintain a prudent level of financial risk
- Utilize local and disadvantaged banking and financial firms, whenever possible
- Ensure compliance with applicable State and Federal laws.

## **Cash Management Policies and Practices**

To maximize interest income and maintain liquidity, the City pools operating cash of the City and invests these monies in securities of various maturities. These monies and operating funds of the former Redevelopment Agency and the Oakland Redevelopment Successor Agency are invested pursuant to the City's Investment Policy in compliance with Section 53601 of the California Government Code, the City's Nuclear Free Zone and Linked Banking Ordinances, and the City's Tobacco Divestiture Resolution. The objectives of the Investment Policy are to preserve capital, provide adequate liquidity to meet cash disbursements of the City, and to reduce overall portfolio needs while maintaining market-average rates of return. Investments are secured by collateral as required under law, with maturity dates staggered to ensure that cash is available when needed. The City Council receives quarterly reports on the performance of the City's pooled investment program.

## **Risk Management**

To finance its risks of general liability and workers' compensation, the City maintains a program of self-insurance, supplemented with commercial insurance of limited coverage that is sufficient to protect resources at the lowest reasonable cost. The City maintains commercial fire insurance policies on all of its buildings. Additionally, the City insures for the perils of earthquake and flood on the Henry J. Kaiser Convention Center and the George F. Scotlan Memorial Convention Center.

The City Attorney represents the City in all of its legal matters, including claims investigation, civil litigation and disposition of claims and lawsuits.

Insurance to protect and indemnify the City against the risks of general liability and property damage is required in virtually all of its public works, contractor-supplied and professional services contracts.

## **Awards**

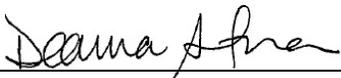
The Government Finance Officers Association of the United States and Canada ("GFOA") awarded a Certificate of Achievement for Excellence in Financial Reporting to the City of Oakland for its Comprehensive Annual Financial Report (CAFR) for the fiscal year ended June 30, 2011. The Certificate of Achievement is a prestigious national award recognizing conformance with the highest standards for preparation of state and local government financial reports. In order to be awarded a Certificate of Achievement, a governmental unit must publish an easily readable and efficiently organized CAFR whose contents conform to program standards. The CAFR must satisfy both generally accepted accounting principles and applicable legal requirements.

The Certificate of Achievement is valid for a period of one year only. The City of Oakland has received a Certificate of Achievement the last 23 years. The City's Fiscal Year 2011-12 CAFR will be submitted to GFOA for consideration for the Certificate of Achievement for Excellence in Financial Reporting.

**Acknowledgements**

The preparation of this CAFR represents the culmination of a concerted team effort by the entire staff of the Administrative Service Department, most particularly the Controller’s Office, and other agency and departmental staff, for their professionalism, dedication and efficiency in the preparation of this report. We also thank Macias, Gini & O’Connell LLP for their assistance and guidance. Finally, we would like to thank the Mayor, and the members of the City Council for providing policy direction and their interest and continuing support in planning and conducting the City’s financial operations in a responsible and progressive manner.

Respectfully submitted,

  
\_\_\_\_\_  
**DEANNA J. SANTANA**  
City Administrator

  
\_\_\_\_\_  
**SCOTT P. JOHNSON**  
Assistant City Administrator

  
\_\_\_\_\_  
**OSBORN K. SOLITEI**  
Controller

# Certificate of Achievement for Excellence in Financial Reporting

Presented to

City of Oakland  
California

For its Comprehensive Annual  
Financial Report  
for the Fiscal Year Ended  
June 30, 2011

A Certificate of Achievement for Excellence in Financial Reporting is presented by the Government Finance Officers Association of the United States and Canada to government units and public employee retirement systems whose comprehensive annual financial reports (CAFRs) achieve the highest standards in government accounting and financial reporting.



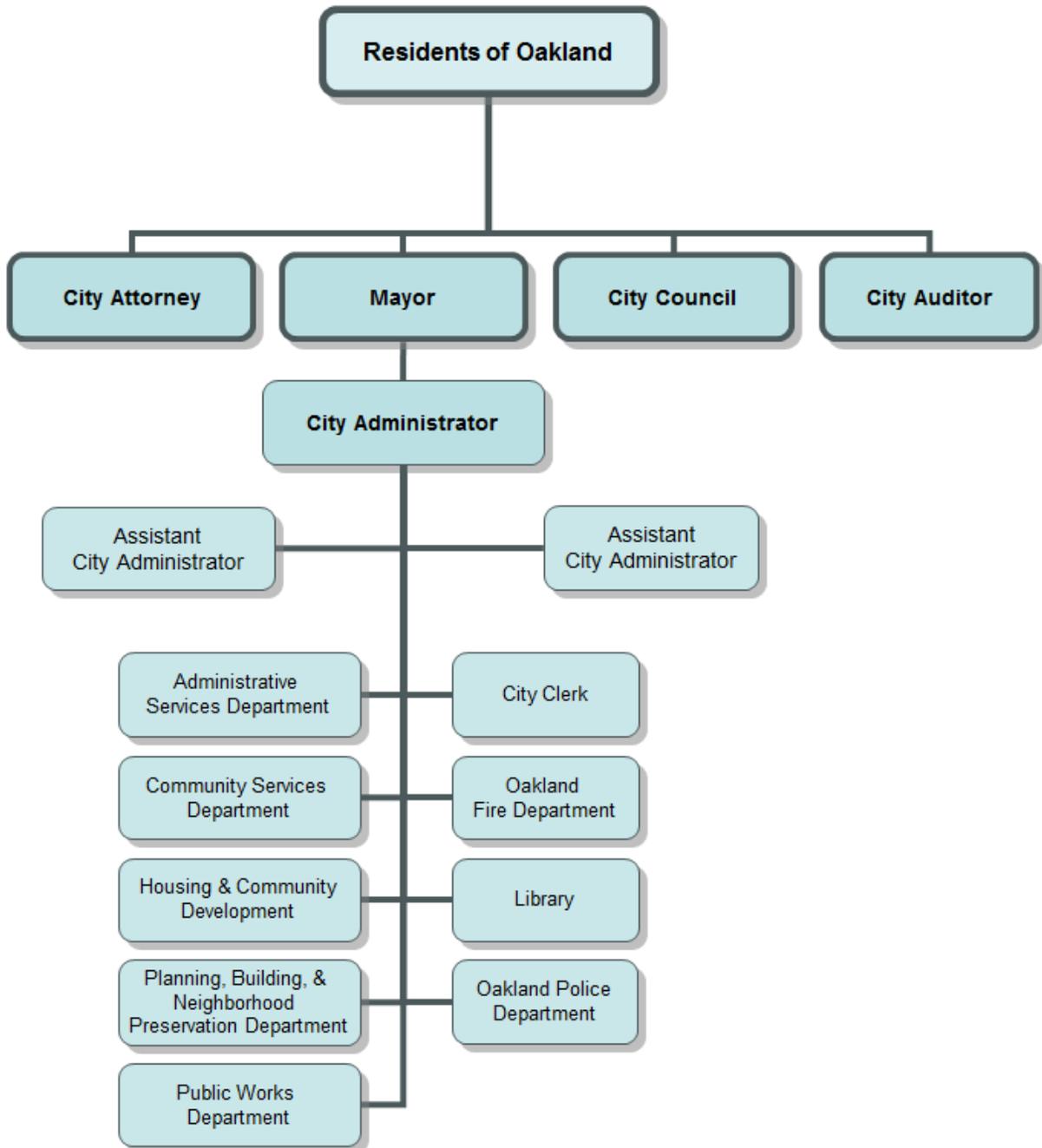
*Linda C. Danison*

President

*Jeffrey R. Emer*

Executive Director

# CITY OF OAKLAND ORGANIZATION CHART



**DIRECTORY OF CITY OFFICIALS**  
**MAYOR/COUNCIL FORM OF GOVERNMENT**  
**June 30, 2012**

**MAYOR**

Jean Quan

**MEMBERS OF THE CITY COUNCIL**

Larry Reid, *President (District 7)*

Desley Brooks, *Vice-Mayor (District 6)*

*At Large* – Rebecca Kaplan  
*District 3* – Nancy Nadel

*District 4* – Libby Schaff  
*District 5* – Ignacio De La Fuente

*District 2* – Patricia Kernighan  
*District 1* – Jane Brunner

**MAYOR APPOINTED OFFICERS**

Deanna J. Santana, *City Administrator*

Scott P. Johnson, *Assistant City Administrator*

Fred G. Blackwell, *Assistant City Administrator*

La Tonda Simmons, *City Clerk*

**ELECTED OFFICERS**

Barbara Parker, *City Attorney*

Courtney A. Ruby, *City Auditor*

**AGENCY & DEPARTMENT DIRECTORS**

Vitaly B. Troyan  
*Public Works*

Teresa Deloach Reed  
(Chief)  
*Fire Services*

Fred G. Blackwell  
*Community Services*

Carmen Martinez  
*Library Services*

Scott P. Johnson  
*Administrative  
Service Department*

Howard Jordan (Chief)  
*Police Services*

Scott Miller  
*Planning, Building &  
Neighborhood  
Preservation*

Michele Byrd  
*Housing & Community  
Development*

**CITY OF OAKLAND  
COMPREHENSIVE ANNUAL FINANCIAL REPORT**

**PROJECT TEAM**

Scott P. Johnson  
*Assistant City Administrator/Finance Director*

Osborn K. Solitei  
*Controller*

**AUDIT/FINANCIAL STATEMENT COORDINATOR**

Osborn K. Solitei, *Controller*

**FINANCIAL STATEMENT PREPARATION**

**Financial Statement Leaders**

Theresa Woo  
*Acting Financial Analyst*

Connie L. Chu  
*Accountant III*

**Accounting CAFR Team**

Michelle Wong  
Jennifer Luong

Erico Parras  
Felipe Kiocho  
Pat Lee

Andy Yang  
Rogelio Medalla

**SPECIAL ASSISTANCE**

Gregoria Torres  
David Jones

Katano Kasaine  
Sharon Holman

**SPECIAL ASSISTANCE - DEPARTMENTS & OFFICES**

City Administrator's Office  
Administrative Service Department - Treasury Division  
Human Resources Dept – Risk/Benefits Division

City Attorney's Office

# FINANCIAL SECTION

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## Independent Auditor's Report

Honorable Mayor and Members  
of the City Council  
City of Oakland, California

We have audited the accompanying financial statements of the governmental activities, the business-type activities, the discretely presented component unit, each major fund, and the aggregate remaining fund information of the City of Oakland, California (City), as of and for the year ended June 30, 2012, which collectively comprise the City's basic financial statements, as listed in the table of contents. These financial statements are the responsibility of the City's management. Our responsibility is to express opinions on these financial statements based on our audit. We did not audit the financial statements of the Oakland Municipal Employees Retirement System (OMERS) and the Oakland Police and Fire Retirement System (PFRS) which collectively represent 36%, 177% and 16%, respectively of the assets, net assets/fund balances, and revenues/additions of the aggregate remaining fund information as of and for the year ended June 30, 2012. Those financial statements were audited by other auditors whose reports thereon have been furnished to us, and our opinions, insofar as they relate to the amounts included for those entities, are based solely on the reports of the other auditors.

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. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The financial statements of OMERS and PFRS were not audited in accordance with *Government Auditing Standards*. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the City's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit and the reports of the other auditors provide a reasonable basis for our opinions.

In our opinion, based on our audit and the reports of other auditors, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, the discretely presented component unit, each major fund, and the aggregate remaining fund information of the City, as of June 30, 2012, and the respective changes in financial position and, where applicable, cash flows thereof for the year then ended in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 2 to the basic financial statements, the California State Legislature enacted legislation that dissolved redevelopment agencies in the State of California as of February 1, 2012. On February 1, 2012, the City, as the Successor Agency to the Redevelopment Agency of the City of Oakland, became responsible for overseeing the dissolution process and the wind down of redevelopment activity.

As discussed in Note 18 to the basic financial statements, in connection with uncertainties with the Redevelopment Dissolution Law, it is reasonably possible that a determination may be made at a later date by an appropriate State or judicial authority that would resolve this matter unfavorably to the City. The ultimate outcome of these issues cannot presently be determined, accordingly, no provision for any liability that may result has been recorded in the financial statements.

In accordance with *Government Auditing Standards*, we have also issued our report dated December 21, 2012, on our consideration of the City'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 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 internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis, the schedules of funding progress, and the budgetary comparison schedule for the general fund 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 and other auditors 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.

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the City's basic financial statements. The accompanying introductory section, combining and individual fund financial statements and schedules, and statistical section are presented for purposes of additional analysis and are not a required part of the basic financial statements. The combining and individual fund financial statements and schedules are the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied by us and the other auditors in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, based on our audit and the reports of other auditors, the information is fairly stated in all material respects in relation to the basic financial statements taken as a whole. The introductory and statistical sections have not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we do not express an opinion or provide any assurance on them.

Macias Gini & Connell LLP

Oakland, California  
December 21, 2012

**CITY OF OAKLAND**  
**Management's Discussion and Analysis (unaudited)**  
**Year Ended June 30, 2012**

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This section of the City of Oakland's (the City) Comprehensive Annual Financial Report presents a narrative overview and analysis of the financial activities of the City for the fiscal year ended June 30, 2012. We encourage readers to consider the information presented here in conjunction with the additional information contained in the City's financial statements and related notes and our letter of transmittal that precedes this section.

**FINANCIAL HIGHLIGHTS**

- The government-wide statement of net assets for the City's governmental and business-type activities indicates that as of June 30, 2012, the total assets exceeded its total liabilities by \$1,086.1 million compared to \$738.3 million at June 30, 2011. This represents a net increase of \$347.8 million or 47.1 percent compared to the previous year. The increase is primarily attributed to the extraordinary gain on the dissolution of the former Oakland Redevelopment Agency ("Agency") of \$273.0 million resulting from the transfer of liabilities in excess of its assets to the Oakland Redevelopment Successor Agency ("ORSA"), a private-purpose trust fund reported in the financial statements of the City. Excluding the extraordinary gain, net assets increased by \$74.8 million.
- In accordance with the decision of the California Supreme Court on December 29, 2011, all redevelopment agencies in the State of California were dissolved and ceased to operate as a legal entity as of February 1, 2012. Prior to that date, the final seven months of activity of the former Agency was reported in the governmental funds and governmental activities of the City. After the date of dissolution, the assets, liabilities, and activities of the former Agency were reported in ORSA. The dissolution of all redevelopment agencies in the State of California qualifies as an extraordinary item since this state-wide dissolution was both unusual in nature and infrequent in occurrence. Accordingly, the movement of the liabilities in excess of its assets of the former Agency as of February 1, 2012 from governmental funds of the City to ORSA was recorded as an extraordinary loss in the governmental fund financial statements (\$275.0 million) and an extraordinary gain in the government-wide financial statements (\$273.0 million). In connection with the dissolution, the City also incurred extraordinary losses that offset some of this gain including the transfers-out of Low and Moderate Fund's cash to pay ORSA's enforceable obligations (\$103.5 million). The receipt of these liabilities in excess of assets as of February 1, 2012 was reported in the ORSA trust fund as an extraordinary loss (\$273.0 million). A reconciliation of the difference between the extraordinary gain in the governmental fund financial statements and the government-wide financial statements is shown on page 47 under Note 2.
- The City's governmental cumulative fund balances decreased by 31.0 percent or \$320.2 million to \$711.5 million compared to \$1,031.7 million for the prior fiscal year. This decrease is primarily attributed to dissolution of the former Agency (\$563.4 million) and Federal/State Grant fund (\$11.9 million). These decreases are partially offset by increases in fund balance including the General Fund (\$30.6 million), the Municipal Capital Improvement (\$196.2 million), the Low and Moderate Income Housing Asset Fund (\$10.6 million) and Other Governmental Fund Funds (\$17.7 million).

**CITY OF OAKLAND**  
**Management's Discussion and Analysis (unaudited) (continued)**  
**Year Ended June 30, 2012**

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- As of June 30, 2012, the City had total long-term obligations outstanding of \$1.39 billion compared to \$1.99 billion outstanding for the prior fiscal year for a decrease of 30.9 percent or \$597.9 million. The decrease is primarily as a result of dissolution of the former Agency which resulted to the transfer of \$510.7 million debt of the former Agency debt to ORSA. Of the \$1.39 billion, \$326.6 million is general obligation bonds backed by the full faith and credit of the City. The remaining \$1.02 billion is comprised of various long-term debt instruments including accruals of year-end estimates for other long-term liabilities.
- The City undesignated, uncommitted fund balance met the requirements of the City Council's 7.5% reserve policy based on the total General Purpose Fund expenditures for fiscal year 2012.

**OVERVIEW OF THE FINANCIAL STATEMENTS**

This discussion and analysis are intended to introduce the City's basic financial statements. The City's basic financial statements consist of four components:

- Government-wide Financial Statements
- Fund Financial Statements
- Notes to the Basic Financial Statements
- Required Supplemental Information

In addition, this report also contains other supplementary information.

**Government-wide Financial Statements**

The government-wide financial statements are designed to provide readers with a broad overview of the City's finances, in a manner similar to the financial statements for a private-sector business.

The *statement of net assets* presents information on all of the City's assets and liabilities, with the difference between the two reported as net assets. Over time, increases or decreases in net assets may serve as a useful indicator of whether or not the financial position of the City is improving or deteriorating.

The *statement of activities* presents information showing how the City's net assets changed during the most recent fiscal year. All changes in net assets are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of the related cash flows. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods, such as revenues pertaining to uncollected taxes and expenses pertaining to earned but unused vacation and sick leave.

**CITY OF OAKLAND**  
**Management's Discussion and Analysis (unaudited) (continued)**  
**Year Ended June 30, 2012**

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Both of the government-wide financial statements distinguish functions of the City that are principally supported by taxes and intergovernmental revenues (governmental activities) from other functions that are intended to recover all or a significant portion of their costs through user fees and charges (business-type activities). The governmental activities of the City include general government, public safety, Community Services, community and economic development, and public works. The business-type activities of the City include the sewer service system and the parks and recreation.

The government-wide financial statements include the primary government of the City, the former Agency for a seven-month period, and the Port of Oakland (Port) as a discrete component unit. Financial information for the Port is reported separately from the financial information presented for the primary government. Further information about the Port can be obtained from the Port Financial Services Division, 530 Water Street, Oakland, CA 94607 or visit the website at [www.portofoakland.com](http://www.portofoakland.com).

### **Fund Financial Statements**

The fund financial statements are designed to report information about groupings of related accounts that are used to maintain control over resources that have been segregated for specific activities or objectives. The City, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. All of the funds of the City can be divided into the following three categories: *governmental funds*, *proprietary funds* and *fiduciary funds*.

***Governmental funds.*** Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements. Most of the City's basic services are reported in governmental funds. However, unlike the government-wide financial statements, governmental fund financial statements focus on the near-term inflows and outflows of spendable resources, as well as on the balances of spendable resources available at the end of the fiscal year. Such information may be useful in evaluating the City's near-term financing requirements.

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for governmental funds with similar information presented for governmental activities in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the City's near-term financing decisions. Both the governmental funds balance sheet and the governmental funds statement of revenues, expenditures and changes in fund balances provide a reconciliation to facilitate this comparison between governmental funds and governmental activities.

**CITY OF OAKLAND**  
**Management's Discussion and Analysis (unaudited) (continued)**  
**Year Ended June 30, 2012**

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The City maintains several individual governmental funds organized according to their type (special revenue, capital projects, debt service and general fund). Information is presented separately in the governmental funds balance sheet and in the governmental funds statement of revenues, expenditures, and changes in fund balances for the general fund, federal and state grant special revenue fund, former Oakland Redevelopment Agency as a blended component unit of the City, LMIHF, and municipal capital improvement fund, all of which are considered to be major funds. Data from the remaining funds are combined in a single, aggregated presentation. Individual fund data for each of the nonmajor governmental funds is provided in the form of combining statements elsewhere in this report.

The City adopts an annual appropriated budget for its general fund. A budgetary comparison schedule has been provided for the general fund in the required supplementary information to demonstrate compliance with this budget.

***Proprietary funds.*** Proprietary funds are generally used to account for services for which the City charges customers, either outside customers or internal units or departments of the City. Proprietary funds provide the same type of information shown in the government-wide statements only in more detail.

The City maintains the following two types of proprietary funds:

***Enterprise funds*** are used to report the same functions presented as business-type activities in the government-wide financial statements. The City uses enterprise funds to account for the operations of the Sewer Service System and the Parks and Recreation operations. The Sewer Service Fund is considered to be a major fund of the City.

***Internal service funds*** are used to report activities that provide services and supplies for certain City programs and activities. The City uses internal service funds to account for its fleet of vehicles, radio and communication equipment, facilities management, printing and reproduction, central stores and purchasing. Because these services predominantly benefit governmental rather than business-type functions, they have been included within governmental activities in the government-wide financial statements. The internal service funds are combined into a single, aggregated presentation in the proprietary fund financial statements. Individual fund data for the internal service funds is provided in the form of combining statements elsewhere in this report.

***Fiduciary funds.*** Fiduciary funds are used to account for resources held for the benefit of employees and parties outside the City. The Oakland Municipal Employees Retirement System (OMERS) Fund and the Police and Fire Retirement System (PFRS) Fund are reported as pension trust funds. The private purpose trust funds along with the private pension trust fund are reported as trust funds since their resources are not available to support the City's own programs. For this reason, they are not reflected in the government-wide financial statements. The accounting used for fiduciary funds is much like that used for proprietary funds.

**CITY OF OAKLAND**  
**Management's Discussion and Analysis (unaudited) (continued)**  
**Year Ended June 30, 2012**

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**Notes to the Basic Financial Statements**

The notes to the basic financial statements provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements.

**Required Supplementary Information**

The required supplementary information includes the budgetary schedule for the General Fund and schedules of funding progress for pension and other postemployment benefits that show the City's progress towards funding its obligation to provide future pension and other postemployment benefits for its active and retired employees.

**Other Information**

In addition, this report presents combining statements referred to earlier in connection with nonmajor governmental funds, internal service funds and fiduciary funds are immediately following the required supplementary information along with budgetary comparison schedules.

**Government-wide Financial Analysis**

Net assets may serve over time as a useful indicator of the City's financial position. The City's total assets exceeded its liabilities as of June 30, 2012 by \$1,086.1 million compared to \$738.3 million as of June 30, 2011, an increase of \$347.8 million. The largest portion of the City's net assets, 72.4 percent, reflects its investment in capital assets of \$786.7 million for governmental and business-type activities net of related debt. Of the remaining balance, \$274.0 million are subject to external restrictions on how they may be used. The unrestricted net assets increased to \$25.4 million primarily attributed to the net effect of transfers of the former Agency capital related long-term debt to ORSA.

**CITY OF OAKLAND**  
**Management's Discussion and Analysis (unaudited) (continued)**  
**Year Ended June 30, 2012**

**Statement of Net Assets**  
**June 30, 2012 and 2011**  
*(In Thousands)*

	Governmental Activities		Business-Type Activities		Total	
	2012	2011	2012	2011	2012	2011
<b>Assets:</b>						
Current and other assets	\$ 1,369,730	\$ 1,713,236	\$ 51,420	\$ 44,464	\$ 1,421,150	\$ 1,757,700
Capital assets	1,035,352	987,411	171,698	165,363	1,207,050	1,152,774
<b>TOTAL ASSETS</b>	<b>2,405,082</b>	<b>2,700,647</b>	<b>223,118</b>	<b>209,827</b>	<b>2,628,200</b>	<b>2,910,474</b>
<b>Liabilities:</b>						
Long-term liabilities	1,334,426	1,932,357	53,272	55,549	1,387,698	1,987,906
Other liabilities	151,488	181,683	2,874	2,552	154,362	184,235
<b>TOTAL LIABILITIES</b>	<b>1,485,914</b>	<b>2,114,040</b>	<b>56,146</b>	<b>58,101</b>	<b>1,542,060</b>	<b>2,172,141</b>
<b>Net assets:</b>						
Invested in capital assets, net of related debt	663,785	538,815	122,911	114,297	786,696	653,112
Restricted	274,004	382,563	-	-	274,004	382,563
Unrestricted (deficit)	(18,621)	(334,771)	44,061	37,429	25,440	(297,342)
<b>TOTAL NET ASSETS</b>	<b>\$ 919,168</b>	<b>\$ 586,607</b>	<b>\$ 166,972</b>	<b>\$ 151,726</b>	<b>\$ 1,086,140</b>	<b>\$ 738,333</b>

**CITY OF OAKLAND**  
**Management's Discussion and Analysis (unaudited) (continued)**  
**Year Ended June 30, 2012**

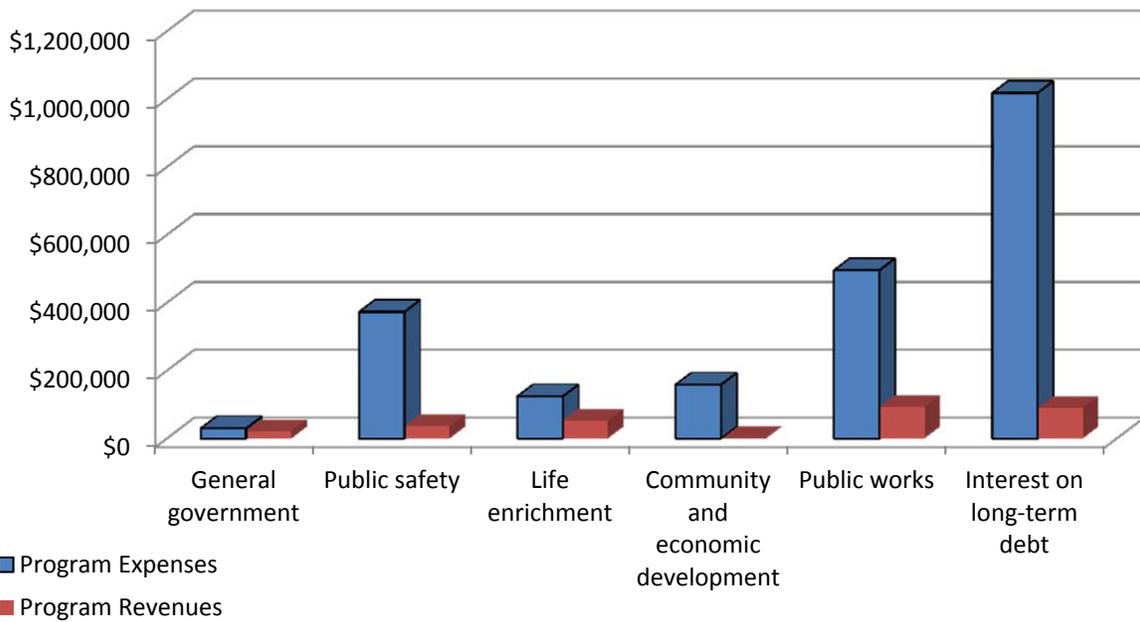
**Governmental activities.** The City's net assets in governmental activities increased by \$332.6 million, excluding the extraordinary gain of \$273.0 million from dissolution of the former Agency, the net increase is \$59.6 million for the year ended June 30, 2012. The following table indicates the changes in net assets for governmental and business-type activities:

**Statement of Activities**  
**For the Years Ended June 30, 2012 and 2011**  
*(In Thousands)*

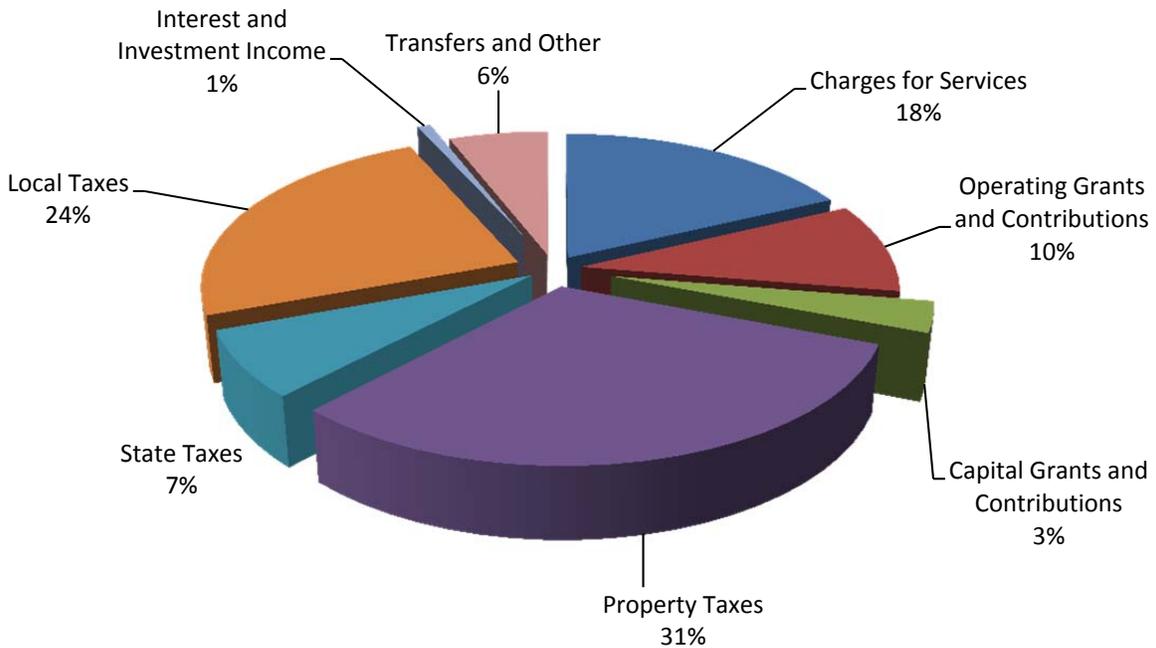
	Governmental Activities		Business-Type Activities		Total	
	2012	2011	2012	2011	2012	2011
<b>Revenues:</b>						
Program revenues:						
Charges for services	\$ 166,033	\$ 169,668	\$ 48,775	\$ 41,950	\$ 214,808	\$ 211,618
Operating grants and contributions	89,620	123,149	-	-	89,620	123,149
Capital grants and contributions	30,607	-	-	-	30,607	-
General revenues:						
Property taxes	288,923	324,516	-	-	288,923	324,516
State taxes:						
Sales and use taxes	55,659	51,910	-	-	55,659	51,910
Motor vehicles in-lieu tax	221	2,168	-	-	221	2,168
Gas tax	11,060	10,990	-	-	11,060	10,990
Local taxes:						
Business license	58,712	53,138	-	-	58,712	53,138
Utility consumption	51,434	53,440	-	-	51,434	53,440
Real estate transfer	30,653	31,608	-	-	30,653	31,608
Transient occupancy	13,822	12,484	-	-	13,822	12,484
Parking	15,975	13,460	-	-	15,975	13,460
Voter approved special tax	35,812	41,700	-	-	35,812	41,700
Franchise	15,829	14,854	-	-	15,829	14,854
Interest and investment income	7,078	8,592	83	119	7,161	8,711
Other	53,172	35,672	-	-	53,172	35,672
<b>Total revenues</b>	<b>924,610</b>	<b>947,349</b>	<b>48,858</b>	<b>42,069</b>	<b>973,468</b>	<b>989,418</b>
<b>Expenses:</b>						
General government	83,131	75,381	-	-	83,131	75,381
Public safety	351,566	372,587	-	-	351,566	372,587
Community services	122,829	123,538	-	-	122,829	123,538
Community & economic development	138,596	158,209	-	-	138,596	158,209
Public works	101,892	88,321	-	-	101,892	88,321
Interest on long-term debt	68,948	93,618	-	-	68,948	93,618
Sewer	-	-	31,227	27,971	31,227	27,971
Parks and recreation	-	-	492	740	492	740
<b>Total expenses</b>	<b>866,962</b>	<b>911,654</b>	<b>31,719</b>	<b>28,711</b>	<b>898,681</b>	<b>940,365</b>
Change in net assets before transfers and extraordinary items	57,648	35,695	17,139	13,358	74,787	49,053
Transfers	1,893	1,476	(1,893)	(1,476)	-	-
Extraordinary gain from dissolution of the former Redevelopment Agency	273,020	-	-	-	273,020	-
Change in net assets	332,561	37,171	15,246	11,882	347,807	49,053
Net assets at beginning of year	586,607	549,436	151,726	139,844	738,333	689,280
<b>Net assets at end of year</b>	<b>\$ 919,168</b>	<b>\$ 586,607</b>	<b>\$ 166,972</b>	<b>\$ 151,726</b>	<b>\$ 1,086,140</b>	<b>\$ 738,333</b>

**CITY OF OAKLAND**  
**Management's Discussion and Analysis (unaudited) (continued)**  
**Year Ended June 30, 2012**

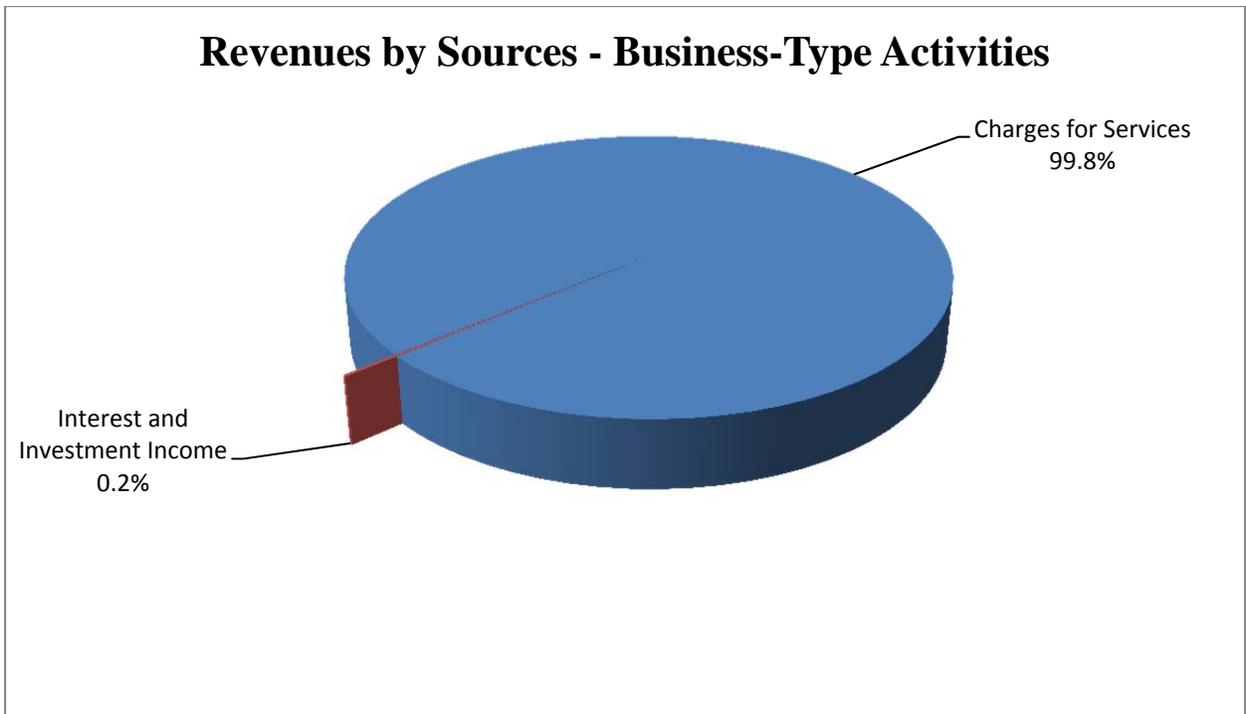
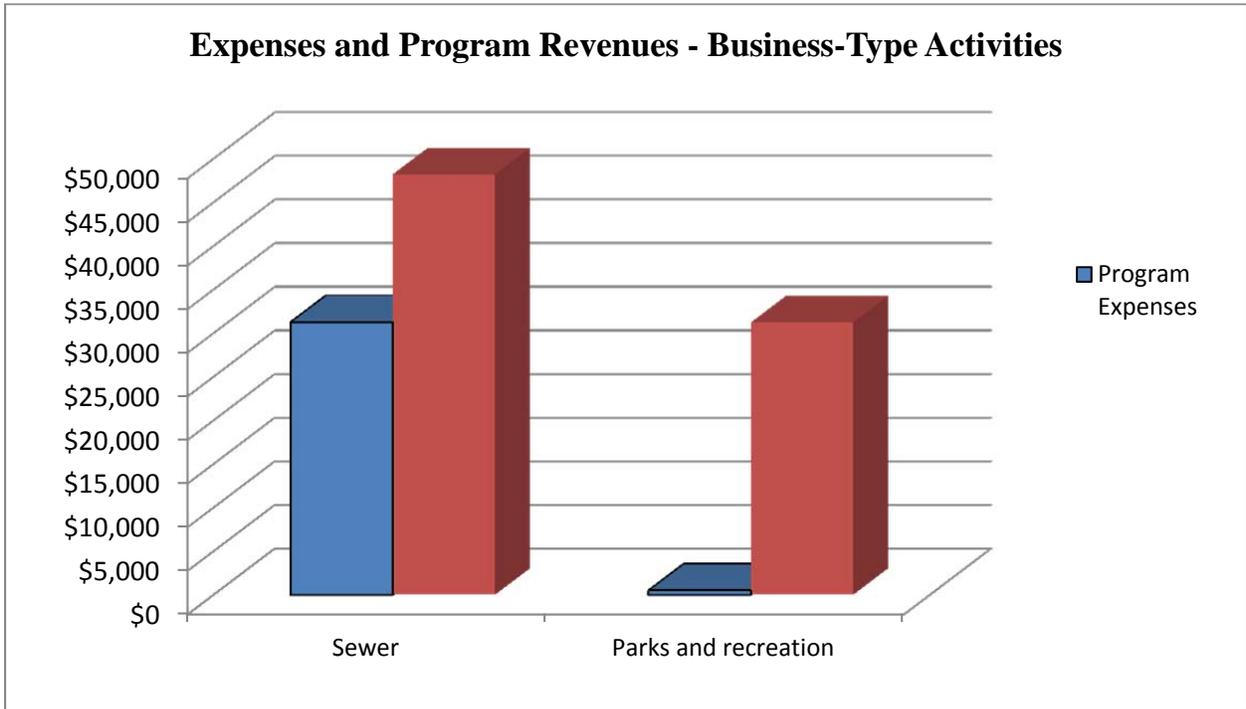
**Expenses and Program Revenues - Governmental Activities**



**Revenues by Sources - Governmental Activities**



**CITY OF OAKLAND**  
**Management's Discussion and Analysis (unaudited) (continued)**  
**Year Ended June 30, 2012**



**CITY OF OAKLAND**  
**Management's Discussion and Analysis (unaudited) (continued)**  
**Year Ended June 30, 2012**

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**Governmental activities:** Net assets for governmental activities, excluding extraordinary gain from dissolution of the former Agency, increased by \$59.6 million or 10.2 percent during 2011-12 from \$586.6 million to \$646.2 million. Total revenue decreased at rate of 2.4 percent compared to expenses decreased at a rate of 4.9 percent. During 2010-11, revenues increase at a rate of 2.7 percent and expenses decreased at rates of 6.7 percent, respectively.

Changes in net assets for governmental activities are attributed to the following significant elements:

- Contributing to the decrease in total revenue; property taxes \$35.6 million or 11.0 percent, this is mainly due to the distribution of the June 2012 former Agency's property tax revenues in the amount of \$36.5 million into the ORSA private-purpose trust fund. Utility consumption revenue decreased by \$2.0 million due to continued leakage due to consumer substitution toward non-taxable services (pre-paid cell phones, voice over internet protocol data plans) and also energy efficiency initiatives eroded some revenues. The voter approved special tax decreased by \$5.9 million or 14.1 percent due to Prop 1B funds received in the prior fiscal year, but not an allocation for the current year. The decrease is offset by an increase in sales and use taxes by \$3.7 million mainly due to one-time \$1.3 million adjustment received from Alameda County pool distribution, as well as high per gallon price of gasoline and opening of new high sales tax producing businesses including Target, One Source and new car dealership. Business License also increased by \$5.6 million due to one-time special audit of the Landlord Project Phase III and new business opened in the City. Other revenues increased by \$17.5 million due to sale of various properties by the City and the pension annuity contract market value increased by \$4.0 million from prior fiscal year.
- General government expenses increased by \$7.7 million or 10.3 percent when compared to previous year primarily due to organizational restructuring of the former community and economic development agency into the city administrator as divisions; Cultural Arts division, office of neighborhood investment, and office of economic development and the refunding of the Coliseum Arena Bonds in FY 2012 to a fixed-rate which decrease the long-term obligation of the bond by \$7.3 million.
- Public safety expenses decreased by \$21.0 million or 5.64 percent when compared to the previous year due primarily to union contract concessions that included Police sworn employees contributing 9 percent CalPERS and Fire sworn annual base salary decreased by 8.85 percent. During FY 2011-12, the public safety expenses have increased due to a one-time \$45.5 million contribution to the Police and Fire Retirement System (PFRS).
- Community and economic development expenses decreased by \$19.6 million or 12.4 percent is primarily attributed to the dissolution of the form Agency and the wind down of the former Agency.
- Public works expenses increased by \$13.6 million or 15.4 percent over the prior year is mainly attributed to \$12.3 million spending increase in capital assets acquisition and infrastructure improvements.

**CITY OF OAKLAND**  
**Management's Discussion and Analysis (unaudited) (continued)**  
**Year Ended June 30, 2012**

- Interest on long-term debt decreased by \$24.7 million or 26.4 percent primarily due to obligations of the former Agency are now reported under ORSA private-purpose trust fund. Also the City refunding Measure G and Measure DD bonds.

**Business-type activities:** Business-type activities ended the fiscal year with a positive change in its net assets of \$15.2 million compared to \$11.9 million the previous fiscal year. The increase in net assets is primarily attributable to \$6.8 million or 16.3 percent increase in sewer revenues offset by \$3.2 million or 11.6 percent increase in sewer project related expenses.

**Financial Analysis of the Government's Funds**

**Governmental funds:** The focus of City's governmental funds is to provide information on near-term inflows, outflows, and balances of spendable resources. Such information is useful in assessing the City financing requirements. In particular, unassigned fund balance may serve as a useful measure of a government's net resources available for spending at the end of the fiscal year.

**General Fund:** The General Fund is the chief operating fund of the City. At June 30, 2012, its unassigned fund balance is \$68.7 million or 26.8 percent of the \$255.9 million total General Fund balance. For the fiscal year ended June 30, 2012 and 2011, revenues for the General Fund by revenue source are distributed as follows (in thousands):

	<b>General Fund</b>	
	<b>2012</b>	<b>2011</b>
<b>Revenues:</b>		
Taxes:		
Property taxes	\$ 198,192	\$ 189,237
State taxes:		
Sales and use taxes	44,741	41,235
Motor vehicles in-lieu tax	221	2,168
Local taxes:		
Business license	58,712	53,138
Utility consumption	51,434	53,440
Real estate transfer	30,653	31,608
Transient occupancy	10,830	9,634
Parking	8,617	8,513
Franchise	15,572	14,724
Licenses and permits	1,160	888
Fines and penalties	23,924	24,397
Interest and investment income	1,016	1,295
Charges for services	93,256	96,052
Federal & state grants and subventions	1,357	1,370
Annuity income	14,065	7,647
Other	9,560	10,661
<b>Total revenues</b>	<b>\$563,310</b>	<b>\$546,007</b>

**CITY OF OAKLAND**  
**Management's Discussion and Analysis (unaudited) (continued)**  
**Year Ended June 30, 2012**

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**General Fund Revenues:** Significant changes in revenues are as follows:

- *Property taxes* increased by \$8.9 million or 4.7 percent primarily due to receiving of the “residual payment” of \$13.0 million from the Redevelopment Property Tax Trust Funds (RPTTF) distribution.
- *Sales and use tax* increased by \$3.5 million or 8.5 percent represents pickup in local economy and a one-time adjustment of \$1.3 million by the State.
- *Annuity income* increased by \$6.4 million or 83.9 percent mainly due to higher market value of the New York Life annuity contract.
- *Business License* increased by \$5.6 million or 10.5 percent mainly due to one-time special audits, such as the Landlord Audit Project Phase III and Landlord Audit project that identified 1,200 new residential rental business tax accounts and also new retail business like Target, One Source Supply Solutions, LLC and One Source Distributors, LLC opened in the City.
- *Charges for services* decreased by \$2.8 million or 2.9 percent primarily due dissolution of the former Agency.

**CITY OF OAKLAND**  
**Management's Discussion and Analysis (unaudited) (continued)**  
**Year Ended June 30, 2012**

For the fiscal years ended June 30, 2012 and 2011, expenditures for the General Fund by function are distributed as follows (in thousands):

	<u>General Fund</u>	
	<u>2012</u>	<u>2011</u>
<b>Expenditures:</b>		
Current:		
Elected and Appointed Officials:		
Mayor	\$ 1,676	\$ 1,977
Council	3,698	3,870
City Administrator	22,321	9,150
City Attorney	10,060	12,079
City Auditor	1,333	1,456
City Clerk	2,223	2,986
Agencies/Departments:		
Administrative Services Department:		
Human Resource Management	4,645	4,231
Information Technology	7,199	8,219
Financial Services	21,056	24,007
Contracting and Purchasing	-	2,082
Public Safety:		
Police Services	196,096	188,384
Fire Services	111,067	96,871
Community Services Department:		
Parks and Recreation	15,934	15,948
Cultural Arts and Museum	-	6,008
Aging & Health and Human Services	5,322	5,968
Library	8,952	8,912
Community and Economic Development	9,216	17,266
Housing and Community Development	794	-
Planning, Building & Neighborhood Preservation	91	-
Public Works	30,526	35,312
Others	4,758	2,329
Capital outlay	4,996	5,899
Debt Service		
Principal repayment	1,954	1,860
Interest charges	881	633
<b>Total expenditures</b>	<b><u>\$ 464,798</u></b>	<b><u>\$ 455,447</u></b>

**General Fund Expenditures:** Significant changes in expenditures are as follows:

- *Public safety* increased by \$21.9 million or 7.7 percent due to annual required contribution (ARC) from the City to PFRS. The increase is offset by budget cuts and union contract concessions that included Police sworn employees to contribute 9 percent of their CalPERS retirement starting fiscal year 2012. Effective July 1, 2011, the annual base salary for each Fire sworn employee classification was decreased by 8.85 percent.

**CITY OF OAKLAND**  
**Management's Discussion and Analysis (unaudited) (continued)**  
**Year Ended June 30, 2012**

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- *City elected offices, agencies and departments* are reporting a total decrease of \$14.4 million in expenditures mainly due to budget cuts, layoffs, furlough days and other union contract concessions.

**Federal and State Grant Fund:** The Federal and State Grant Fund had fund balance of \$9.5 million as of June 30, 2012 that represents a decrease of \$11.9 million or 55.7 percent from the prior fiscal year. The decrease was primarily attributed to \$4.1 million in less expenditure from the “stimulus grants” or the American Recovery and Reinvestment Act of 2009. In the prior fiscal year the City received \$6.2 million from the State Prop 1B funds and no allocation for FY 2012.

**Low and Moderate Income Housing Asset Fund (“LMIHF”):** Upon the dissolution of the former Redevelopment Agency, the City retained the housing activities previously funded by the former Agency, the City created a new LMIHF and transferred the assets and affordable housing activities of the low and moderate income fund to the City. The ending fund balance as of June 30, 2012 was \$10.6 million.

**Oakland Redevelopment Agency:** As mentioned previously, the California Supreme Court upheld AB X1 26 and dissolved all redevelopment agencies in the State of California effective February 1, 2012. As such for fiscal year 2011-12, only seven months of revenues and expenditures of the former Agency were reported in the governmental funds. The remaining five month period (February 1 through June 30, 2012) of financial activity of the former Agency was reported in a private purpose trust fund under Oakland Redevelopment Successor Agency.

**Municipal Capital Improvement Fund:** The Municipal Capital Improvement Fund had a fund balance of \$263.5 million as of June 30, 2012 that represents an increase of \$196.4 million or 292.6 percent over the prior fiscal year. The increase is mainly due to \$227.0 million of former Agency properties purchased by the City pursuant to the “Purchase and Sale Agreement” entered between the City and the former Agency to purchase various redevelopment properties valued at \$133.4 million (Property Held for Resale) and a funding agreement between City and the Agency for \$103.9 million for redevelopment projects and programs.

**Proprietary Funds:** The City’s proprietary funds provide the same type of information found in the government-wide financial statements under the business-type column but in more detail.

The portion of net assets invested in capital assets, net of related debt amounted to \$122.9 million as of June 30, 2012, compared to \$114.3 million for the previous fiscal year. The \$8.6 million or 7.5 percent increase is related to proceeds spent from debt issued to finance sewer projects. During the fiscal year, the City capitalized \$6.6 million in sewer system completed projects, net of depreciation.

**CITY OF OAKLAND**  
**Management's Discussion and Analysis (unaudited) (continued)**  
**Year Ended June 30, 2012**

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**General Fund Budgetary Highlights**

During the fiscal year ended June 30, 2012, General Fund had a \$28.5 million increase in budgeted revenues between the original and final amended operating budget. The increase in revenue budget is primarily attributed to charges for services from the agency reimbursements. Actual budgetary basis revenues of \$559.2 million were \$12.1 million higher than the final amended budget. The variance is due primarily to property tax revenue, sales tax, business license, charges for services and annuity income.

In addition, there was an \$85.0 million increase in appropriations between the original and final amended operating budget for the General Fund. The increase in appropriation is due primarily to the determination of actual project carryforwards for continuing appropriations for various multiyear projects, capital improvement projects, and other projects authorized by the City Council. The original approved expenditure budget contained only estimates of project carryforwards.

Actual budgetary basis expenditures of \$464.8 million were \$34.5 million less than the amended budget. The net budget savings is attributed to (1) general budget cuts, (2) layoffs, and (3) furlough days, (4) project and encumbrance carryforwards for multi-year budgets.

**Capital Assets**

The City's capital assets, net of depreciation, totaled \$1.21 billion as of June 30, 2012 compared to \$1.15 billion as of June 30, 2011, an increase of \$54.2 million or 4.7 percent. Governmental activities additions of \$137.5 million in capital assets included construction in progress and capitalization of infrastructure, facilities and improvements, and furniture, machinery and equipment which met the City's threshold for capitalization.

These additions were offset by retirements and depreciation, the net effect of which was an increase of \$47.9 million in additions against capital assets for governmental activities. Business activities, primarily the sewer fund, increased its capital assets by \$6.3 million, net of retirements and depreciation. See Note (7) for more details in capital assets.

**Construction Commitments**

The City has committed to funding in the amount of \$225.4 million to a number of capital improvement projects for fiscal year 2013 through fiscal year 2014. This projects include building and facilities improvements; parks and open space; sewers and storm drains; streets and sidewalks construction; technology enhancements and traffic improvements. See note 18 for more details in construction commitments.

**CITY OF OAKLAND**  
**Management’s Discussion and Analysis (unaudited) (continued)**  
**Year Ended June 30, 2012**

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**Debt Administration:**

**General Obligation Bonds and Other Bond Ratings**

A credit rating is a value assigned by one or more of the recognized rating agencies that “grade” a jurisdiction’s credit, or financial trustworthiness. The three primary rating agencies are Moody’s Investors Service (“Moody’s”), Standard & Poor’s Rating Services (“S&P”), and Fitch Ratings (“Fitch”). These rating agencies serve as independent assessors of municipal and corporate credit strength. Rating agencies generally focus on four major areas when assigning credit ratings: finances, management, economy and outstanding debt. The City continues to maintain strong credit ratings on the City’s existing general obligation bonds from all three national rating agencies despite the difficult financial and economic conditions nationally and locally. The City of Oakland’s underlying ratings for its general obligation bonds as of June 30, 2012 were as follows:

<u>Type of Bond</u>	<u>Ratings</u>		
	<u>Moody's</u>	<u>S &amp; P</u>	<u>Fitch</u>
General Obligation Bonds	Aa2/Stable	AA-/Stable	A+/Stable
Pension Obligation Bonds	Aa3:A1/Under Review	A+/Stable	A/Stable
Tax Allocation Bonds	Ba1/Under Review	A+:A-/Stable	N/A

On June 14, 2012, Moody’s downgraded all California tax allocation bonds to Ba1 that are rated Baa3 or higher. All California tax allocation bonds ratings remain on review for possible withdrawal. This action reflects sharply increased uncertainty of continued, timely cash-flow for service payments under the new legislation. Also, Fitch placed all California bonds secured by tax increment revenue on negative rating watch on January 24, 2012. Please note that these rating actions will not have any impact on the Agency’s debt service payments because the bonds are all fixed bonds.

On September 12, 2012, S&P removed the CreditWatch from the Redevelopment Agency’s underlying ratings on investment –grade tax allocation bonds and assigned Stable outlooks which were placed on CreditWatch with negative implications on July 5, 2012 after the passage of Assembly Bill 1484. The actions reflects the fact that the City reported sufficient cash to meet debt service and demonstrated sound cash flow management and prudence in addressing future cash flows issues.

On October 9, 2012, Moody’s placed under review for downgrade the lease-backed obligation ratings of 32 cities in California and downgraded the pension obligation bonds of eight cities due to economic pressure in California which include the effects of the recent economic and property market downturns, limitations of the cities’ ability to raise property taxes, rising fixed costs, and state laws and local precedents that make bankruptcy filings a potentially viable means to address these pressures. Therefore, the City’s pension bonds and pension related debt were all downgraded by one notch from Aa2 to Aa3 on the Series 2001 and Aa3 to A1 for the Series 2008 and Series 2012. These bonds are still under review for possible further downgrades.

**CITY OF OAKLAND**  
**Management's Discussion and Analysis (unaudited) (continued)**  
**Year Ended June 30, 2012**

**General Fund Bonded Debt Limit**

At the end of the current fiscal year, the City's debt limit (3.75 percent of property valuation, net of exemptions subject to taxation) was \$1,110.3 million. The total amount of debt applicable to the debt limit was \$326.6 million. The resulting legal debt margin was \$783.4 million.

**Outstanding Debt**

As of June 30, 2012, the City had total long-term obligations outstanding of \$1.3 billion compared to \$2.0 billion outstanding for the prior fiscal year, a decrease of 30.9 percent. Of this amount, \$326.6 million is general obligation bonds backed by the full faith and credit of the City. The remaining \$1.07 billion is comprised of various long-term debt instruments listed below including accruals of year-end estimates for other long-term liabilities.

**Outstanding Debt**  
**June 30, 2012**  
*(In Thousands)*

	Governmental		Business-Type		Total	
	Activities		Activities			
	2012	2011	2012	2011	2012	2011
General obligation bonds	\$ 326,609	\$ 349,431	\$ -	\$ -	\$ 326,609	\$ 349,431
Tax allocation, Housing and Other bonds	-	523,905	-	-	-	523,905
Certificate of participation	-	3,895	-	-	-	3,895
	210,530	242,800	-	-	210,530	242,800
Pension obligation bonds	174,777	195,637	-	-	174,777	195,637
Special assessment debt with government commitments	7,475	7,963	-	-	7,475	7,963
Accreted interest on appreciation bonds	157,211	172,121	-	-	157,211	172,121
Sewer-bonds and notes payable	-	-	51,268	53,428	51,268	53,428
Plus (less): deferred amounts						
Bond issuance premiums	23,176	22,203	2,003	2,121	25,179	24,324
Bond refunding loss	(18,546)	(23,481)	-	-	(18,546)	(23,481)
Total Bonds Payable	881,232	1,494,474	53,271	55,549	934,503	1,550,023
Notes & Leases payable	23,638	29,363	-	-	23,638	29,363
Other long-term liabilities	429,556	408,520	-	-	429,556	408,520
Total Outstanding Debt	<u>\$ 1,334,426</u>	<u>\$ 1,932,357</u>	<u>\$ 53,271</u>	<u>\$ 55,549</u>	<u>\$ 1,387,697</u>	<u>\$ 1,987,906</u>

The City's overall total long-term obligations decreased by \$597.9 million compared to fiscal year 2011. The net decrease is primarily attributable to the transfer of the former agency debt to the Oakland Redevelopment Successor Agency and reported as a private-purpose trust fund and the payment, refunding and retirement of certain long-term debt (Measure G and Measure DD bonds).

**CITY OF OAKLAND**  
**Management's Discussion and Analysis (unaudited) (continued)**  
**Year Ended June 30, 2012**

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**Summary of New Debt:**

***Current Year Long-Term Debt Financing***

***General Obligation Refunding Bonds Series 2012:*** On January 10, 2012, the City of Oakland issued \$83,775,000 of General Obligation Refunding Bonds Series 2012 (the Series 2012 Bonds). The Bonds were issued to refund the City of Oakland General Obligation Bonds Series 2002A, Measure G and a portion of the City of Oakland General Obligation Bonds Series 2003A, Measure DD. The 2012 Bonds were rated Aa2 and AA- from Moody's and S&P respectively. This refunding produced approximately \$6.43 million in net present value savings and reduced the annual ad valorem taxes assessed to the property owners in the City. The Series 2012 Bonds were issued with interest rates ranging from 2.00% to 5.00% with a final maturity of January 15, 2033

Additional information on the City's long-term debt obligations can be found in Note 12 to the financial statements.

**Economic Factors and Next Year's Budgets and Tax Rates**

The economic indicators highlighted below, among others and including labor union contracts and concessions, were factored into the City's budget formulation process as they relate to revenue forecasting, program planning, and resource allocation for fiscal year 2012-13.

Oakland is emerging, along with the rest of the East Bay, from the recent Great Recession. Since the recent high of fiscal year 2008-09, the City's budget consistently declined through fiscal year 2011-12, increasing for the first time recently in fiscal year 2012-13. The City adopted a balanced budget for fiscal year 2012-13 without layoffs, for the first time in more than four years.

In October 2012, the City issued a Five-Year Financial Plan that forecasted revenues and expenditures. It projected modest revenue growth as the region's economy stabilizes, then beginning in 2015, forecasted that the City will experience revenue growth consistent with long-term trends, in the 4% annual nominal growth range. Property tax, sales tax, business license tax, and real estate transfer tax are all forecasted to grow faster than the rate of inflation

The City of Oakland's unemployment rate decreased to 14.3 percent in June 2012 compared to an average unemployment rate of 16.3 percent for June 2011.

The Bay Area's consumer price index for all urban consumers in June 2012 was 239.806 compared to 233.646 in June 2011 and to the U.S. city average consumer price index (CPI-U) for all urban consumers at 229.478 (Base period: 1982 - 84 = 100).

Estimated population for January 1, 2012 is 395,341 with an estimated total number of households of 157,381, an average household size of 2.5 persons, and a per capita personal income of \$28,572.

**CITY OF OAKLAND**  
**Management's Discussion and Analysis (unaudited) (continued)**  
**Year Ended June 30, 2012**

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PERS pension rates, and health care costs have been factored into the City's Fiscal Years 2012-13 budget.

**Requests for Information**

This financial report is designed to provide a general overview of the City of Oakland's finances for all those with an interest in the City's fiscal and economic affairs. Requests for additional financial information should be addressed to the Administrative Service Department, Controller's Office, City of Oakland, 150 Frank H. Ogawa Plaza, Suite 6353; Oakland, California 94612-2093. This report is also available online at <http://www.oaklandnet.com>.

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# BASIC FINANCIAL STATEMENTS

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**City of Oakland**  
**Statement of Net Assets**  
**June 30, 2012**  
*(In Thousands)*

	Primary Government		Total	Component Unit
	Governmental Activities	Business-Type Activities		Port of Oakland
<b>ASSETS</b>				
Cash and investments	\$ 273,188	\$ 29,570	\$ 302,758	\$ 189,064
Receivables (net of allowance for uncollectibles of \$16,996 for City and \$2,392 for Port):				
Accrued interest	258	-	258	222
Property taxes	12,475	-	12,475	-
Accounts receivable	57,180	16,192	73,372	26,693
Grants receivable	31,142	-	31,142	-
Due from Port	7,875	-	7,875	-
Restricted assets:				
Cash and investments	327,767	5,151	332,918	92,141
Receivables	-	-	-	2,678
Property held for resale	133,383	-	133,383	-
Notes and loans receivable (net of allowance for uncollectibles of \$96,376 for the City)	363,808	-	363,808	-
Other	301	-	301	52,817
Unamortized bond issuance costs	4,959	507	5,466	-
Net pension asset	154,374	-	154,374	-
Capital assets:				
Land and other capital assets not being depreciated Facilities, infrastructures, and equipments, net of depreciation	180,829	15,483	196,312	719,384
	<u>854,523</u>	<u>156,215</u>	<u>1,010,738</u>	<u>1,466,359</u>
<b>TOTAL ASSETS</b>	<u>2,405,082</u>	<u>223,118</u>	<u>2,628,200</u>	<u>2,549,358</u>
<b>LIABILITIES</b>				
Accounts payable and other current liabilities	123,021	2,487	125,508	30,926
Accrued interest payable	9,610	118	9,728	10,755
Due to other governments	4,408	-	4,408	-
Due to primary government	-	-	-	7,875
Due to Successor Agency	1,690	-	1,690	-
Unearned revenue	4,160	263	4,423	115,425
Other	8,599	6	8,605	12,429
Non-current liabilities:				
Due within one year	162,965	2,386	165,351	57,778
Due in more than one year	<u>1,171,461</u>	<u>50,886</u>	<u>1,222,347</u>	<u>1,350,723</u>
<b>TOTAL LIABILITIES</b>	<u>1,485,914</u>	<u>56,146</u>	<u>1,542,060</u>	<u>1,585,911</u>
<b>NET ASSETS</b>				
Invested in capital assets, net of related deb	663,785	122,911	786,696	893,389
Restricted net assets:				
Debt service	13,968	-	13,968	-
Pension	110,708	-	110,708	-
Urban redevelopment and housing	143,972	-	143,972	-
Other purposes	5,356	-	5,356	20,553
Unrestricted net assets	<u>(18,621)</u>	<u>44,061</u>	<u>25,440</u>	<u>49,505</u>
<b>TOTAL NET ASSETS</b>	<u>\$ 919,168</u>	<u>\$ 166,972</u>	<u>\$1,086,140</u>	<u>\$ 963,447</u>

The notes to the basic financial statements are an integral part of this statement.

**City of Oakland**  
**Statement of Activities**  
**For the Year Ended June 30, 2012**  
*(In Thousands)*

Functions/Programs	Program Revenue				Net (Expense) Revenue and Changes in Net Assets			Component Unit Port of Oakland
	Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Primary Government			
					Governmental Activities	Business-type Activities	Total	
<b>Primary government:</b>								
Governmental activities:								
General government	\$ 83,131	\$ 19,924	\$ 1,202	\$ -	\$ (62,005)	\$ -	\$ (62,005)	
Public safety	351,566	13,283	17,221	4,420	(316,642)	-	(316,642)	
Community services	122,829	8,302	43,274	8	(71,245)	-	(71,245)	
Community and economic development	138,596	41,507	25,248	-	(71,841)	-	(71,841)	
Public works	101,892	83,017	2,675	26,179	9,979	-	9,979	
Interest on long-term debt	68,948	-	-	-	(68,948)	-	(68,948)	
<b>TOTAL GOVERNMENTAL ACTIVITIES</b>	<u>866,962</u>	<u>166,033</u>	<u>89,620</u>	<u>30,607</u>	<u>(580,702)</u>	<u>-</u>	<u>(580,702)</u>	
Sewer	31,227	48,200	-	-	-	16,973	16,973	
Parks and recreation	492	575	-	-	-	83	83	
<b>TOTAL BUSINESS-TYPE ACTIVITIES</b>	<u>31,719</u>	<u>48,775</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>17,056</u>	<u>17,056</u>	
<b>TOTAL PRIMARY GOVERNMENT</b>	<u>\$ 898,681</u>	<u>\$ 214,808</u>	<u>\$ 89,620</u>	<u>\$ 30,607</u>	<u>(580,702)</u>	<u>17,056</u>	<u>(563,646)</u>	
<b>Component unit:</b>								
Port of Oakland	<u>\$ 318,605</u>	<u>\$ 306,138</u>	<u>\$ -</u>	<u>\$ 23,217</u>				<u>\$ 10,750</u>
<b>General revenues:</b>								
Property taxes					288,923	-	288,923	-
State taxes:								
Sales and use taxes					55,659	-	55,659	-
Motor vehicle in-lieu tax					221	-	221	-
Gas tax					11,060	-	11,060	-
Local taxes:								
Business license					58,712	-	58,712	-
Utility consumption					51,434	-	51,434	-
Real estate transfer					30,653	-	30,653	-
Transient occupancy					13,822	-	13,822	-
Parking					15,975	-	15,975	-
Voter approved special tax					35,812	-	35,812	-
Franchise					15,829	-	15,829	-
Interest and investment income					7,078	83	7,161	1,755
Other					53,172	-	53,172	24,942
Transfers					1,893	(1,893)	-	-
<b>TOTAL GENERAL REVENUES AND TRANSFERS</b>					<u>640,243</u>	<u>(1,810)</u>	<u>638,433</u>	<u>26,697</u>
Extraordinary gain from dissolution of the former Redevelopment Agency					273,020	-	273,020	-
Changes in net assets					332,561	15,246	347,807	37,447
Net Assets - Beginning					586,607	151,726	738,333	926,000
<b>NET ASSETS - ENDING</b>					<u>\$ 919,168</u>	<u>\$ 166,972</u>	<u>\$ 1,086,140</u>	<u>\$ 963,447</u>

The notes to the basic financial statements are an integral part of this statement.

**CITY OF OAKLAND**  
**Balance Sheet**  
**Governmental Funds**  
**June 30, 2012**

(In Thousands)

	General	Federal/State Grant Fund	Low and Moderate Income Housing Asset Fund	Oakland Redevelopment Agency	Municipal Capital Improvement	Other Governmental Funds	Total Governmental Funds
<b>ASSETS</b>							
Cash and investments	\$ 161,352	\$ -	\$ 872	\$ -	\$ 39,852	\$ 67,397	\$ 269,473
Receivables (net of allowance for uncollectibles of \$15,265):							
Accrued interest	153	2	-	-	40	63	258
Property taxes	5,053	-	-	-	-	7,422	12,475
Accounts receivable	43,270	2,784	1,923	-	1	9,099	57,077
Grants receivable	-	25,527	-	-	2,179	3,436	31,142
Due from component unit	7,507	-	-	-	-	368	7,875
Due from other funds	38,325	-	1,609	-	127	-	40,061
Notes and loans receivable (net of allowance for uncollectibles of \$96,376)	47,493	134,718	149,959	-	367	31,271	363,808
Restricted cash and investments	110,708	5,176	-	-	106,981	104,482	327,347
Property held for resale	-	-	9,137	-	124,246	-	133,383
Other	35	-	-	-	-	266	301
<b>TOTAL ASSETS</b>	<b>\$ 413,896</b>	<b>\$ 168,207</b>	<b>\$ 163,500</b>	<b>\$ -</b>	<b>\$ 273,793</b>	<b>\$ 223,804</b>	<b>\$ 1,243,200</b>
<b>LIABILITIES AND FUND BALANCES</b>							
<b>Liabilities</b>							
Accounts payable and accrued liabilities	\$ 94,319	\$ 12,529	\$ 1,373	\$ -	\$ 7,313	\$ 6,219	\$ 121,753
Due to other funds	819	1,772	-	-	140	1,765	4,496
Due to other governments	4,380	-	-	-	-	28	4,408
Deferred revenue	56,372	142,992	151,534	-	2,545	39,052	392,495
Other	2,077	1,436	4	-	322	4,753	8,592
<b>TOTAL LIABILITIES</b>	<b>157,967</b>	<b>158,729</b>	<b>152,911</b>	<b>-</b>	<b>10,320</b>	<b>51,817</b>	<b>531,744</b>
<b>Fund balances</b>							
Restricted	110,708	9,478	-	-	106,981	148,001	375,168
Committed	70,284	-	-	-	-	13,420	83,704
Assigned	6,256	-	10,589	-	156,492	11,982	185,319
Unassigned	68,681	-	-	-	-	(1,416)	67,265
<b>TOTAL FUND BALANCES</b>	<b>255,929</b>	<b>9,478</b>	<b>10,589</b>	<b>-</b>	<b>263,473</b>	<b>171,987</b>	<b>711,456</b>
<b>TOTAL LIABILITIES AND FUND BALANCES</b>	<b>\$ 413,896</b>	<b>\$ 168,207</b>	<b>\$ 163,500</b>	<b>\$ -</b>	<b>\$ 273,793</b>	<b>\$ 223,804</b>	<b>\$ 1,243,200</b>

The notes to the basic financial statements are an integral part of this statement.

**City of Oakland**  
**Reconciliation of the Governmental Funds Balance Sheet to the**  
**Statement of Net Assets for Governmental Activities**  
**June 30, 2012**  
*(In Thousands)*

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Fund balances - total governmental funds		\$ 711,456
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Amounts reported for governmental activities in the statement of net assets are different due to the following:

Capital assets used in governmental activities are not a financial resource, and therefore are not reported in the funds.

Primary government capital assets, net of depreciation	\$ 1,035,352	
Less: internal service funds' capital assets, net of depreciation	<u>(8,890)</u>	1,026,462

Bond issuance costs are expended in the governmental funds when paid and are capitalized and amortized over the life of the corresponding bonds for the purposes of the governmental activities on the statement of net assets.

4,959

Net pension asset is recognized in the statement of net assets as an asset; however, it is not

Interest on long-term debt is not accrued in the funds, but rather is recognized as an expenditure when due.

Interest payable on long-term debt for primary government	\$ (9,610)	
Add: Interest payable on long-term debt for internal service fund	<u>38</u>	(9,572)

Because the focus of governmental funds is on short-term financing, some assets will not be available to pay for current period expenditures. Those assets are offset by deferred revenue in the governmental funds.

388,335

Long-term liabilities, including bonds payable, are not due and payable in the current period, and therefore are not reported in the governmental funds.

Long-term liabilities	\$(1,334,426)	
Less: long-term liabilities for internal service funds	<u>2,077</u>	(1,332,349)

Internal service funds are used by the City to charge the costs of providing supplies and services, fleet and facilities management, and use of radio and communication equipment to individual funds. Assets and liabilities of internal service funds are included in governmental activities in the statement of net assets.

(24,497)

**NET ASSETS OF GOVERNMENTAL ACTIVITIES**

**\$ 919,168**

The notes to the basic financial statements are an integral part of this statement.

**CITY OF OAKLAND**  
**Statement of Revenues, Expenditures, and Changes in Fund Balances**  
**Governmental Funds**  
**For the Year Ended June 30, 2012**  
*(In Thousands)*

	General	Federal/State Grant Fund	Low and Moderate Income Housing Asset Fund	Oakland Redevelopment Agency	Municipal Capital Improvement	Other Governmental Funds	Total Governmental Funds
<b>REVENUES</b>							
Taxes:							
Property	\$ 198,192	\$ -	\$ -	\$ 33,345	\$ -	\$ 57,386	\$ 288,923
State taxes:							
Sales and use tax	44,741	-	-	-	-	10,918	55,659
Motor vehicle in-lieu tax	221	-	-	-	-	-	221
Gas tax	-	-	-	-	-	11,060	11,060
Local taxes:							
Business license	58,712	-	-	-	-	-	58,712
Utility consumption	51,434	-	-	-	-	-	51,434
Real estate transfer	30,653	-	-	-	-	-	30,653
Transient occupancy	10,830	-	-	-	-	2,992	13,822
Parking	8,617	-	-	-	-	7,358	15,975
Voter approved special tax	-	-	-	-	-	35,812	35,812
Franchise	15,572	257	-	-	-	-	15,829
Licenses and permits	1,160	-	-	-	-	10,919	12,079
Fines and penalties	23,924	466	-	-	-	2,814	27,204
Interest and investment income	1,016	806	99	654	141	4,842	7,558
Charges for services	93,256	424	8,211	5,506	2,694	16,659	126,750
Federal and state grants and subventions	1,357	102,929	-	5,789	-	4,971	115,046
Annuity income	14,065	-	-	-	-	-	14,065
Other	9,560	1,579	647	1,207	3,116	4,253	20,362
<b>TOTAL REVENUES</b>	<b>563,310</b>	<b>106,461</b>	<b>8,957</b>	<b>46,501</b>	<b>5,951</b>	<b>169,984</b>	<b>901,164</b>
<b>EXPENDITURES</b>							
Current:							
Elected and Appointed Officials:							
Mayor	1,676	203	-	-	-	175	2,054
Council	3,698	-	-	-	-	-	3,698
City Administrator	22,321	4,786	-	-	2,125	1,593	30,825
City Attorney	10,060	46	-	-	-	753	10,859
City Auditor	1,333	-	-	-	-	-	1,333
City Clerk	2,223	-	-	-	-	-	2,223
Departments:							
Administrative Service Department:							
Human Resource Management	4,645	-	-	-	-	-	4,645
Information Technology	7,199	120	-	-	-	427	7,746
Financial Services	21,056	734	-	-	-	936	22,726
Public Safety:							
Police Services	196,096	11,396	-	-	-	12,623	220,115
Fire Services	111,067	3,849	-	-	-	10,669	125,585
Community Service Department:							
Parks and Recreation	15,934	136	-	-	1	4,394	20,465
Aging & Health and Human Services	5,322	37,810	136	-	-	18,583	61,851
Library	8,952	279	-	-	-	13,473	22,704
Planning, Building & Neighborhood Preservation	91	145	-	-	79	10,855	11,170
Community and Economic Development	9,216	10,184	-	60,947	104	15,956	96,407
Public Works	30,526	6,367	-	-	3,479	29,391	69,763
Housing & Community Development	794	10,006	7,555	-	-	777	19,132
Other	4,758	1	-	7,566	3,591	2,544	18,460
Capital outlay	4,996	28,960	6	-	27,993	9,748	71,703
Debt service:							
Principal repayment	1,954	2,155	-	14,440	-	107,021	125,570
Bond issuance costs	-	-	-	-	-	359	359
Interest charges	881	231	-	15,338	-	50,725	67,175
<b>TOTAL EXPENDITURES</b>	<b>464,798</b>	<b>117,408</b>	<b>7,697</b>	<b>98,291</b>	<b>37,372</b>	<b>291,002</b>	<b>1,016,568</b>
<b>EXCESS (DEFICIENCY) OF REVENUES OVER (UNDER) EXPENDITURES</b>	<b>98,512</b>	<b>(10,947)</b>	<b>1,260</b>	<b>(51,790)</b>	<b>(31,421)</b>	<b>(121,018)</b>	<b>(115,404)</b>
<b>OTHER FINANCING SOURCES (USES)</b>							
Proceeds from issuance of refunding bonds	-	-	-	-	-	83,775	83,775
Premiums on issuance of bonds	-	-	-	-	-	8,538	8,538
Payment to refund bond escrow agent	-	-	-	-	-	(57,998)	(57,998)
Property sale proceeds	31,395	-	12	-	806	-	32,213
Insurance claims and settlements	910	-	-	-	-	717	1,627
Transfers in	3,634	-	9,317	990	226,989	103,901	344,831
Transfers out	(103,883)	(990)	-	(237,619)	(153)	(198)	(342,843)
<b>TOTAL OTHER FINANCING SOURCES (USES)</b>	<b>(67,944)</b>	<b>(990)</b>	<b>9,329</b>	<b>(236,629)</b>	<b>227,642</b>	<b>138,735</b>	<b>70,143</b>
Extraordinary loss from dissolution of the Redevelopment Agency	-	-	-	(274,999)	-	-	(274,999)
<b>NET CHANGE IN FUND BALANCES</b>	<b>30,568</b>	<b>(11,937)</b>	<b>10,589</b>	<b>(563,418)</b>	<b>196,221</b>	<b>17,717</b>	<b>(320,260)</b>
Fund balances - beginning	225,361	21,415	-	563,418	67,252	154,270	1,031,716
<b>FUND BALANCES - ENDING</b>	<b>\$ 255,929</b>	<b>\$ 9,478</b>	<b>\$ 10,589</b>	<b>\$ -</b>	<b>\$ 263,473</b>	<b>\$ 171,987</b>	<b>\$ 711,456</b>

The notes to the basic financial statements are an integral part of this statement.

**City of Oakland**  
**Reconciliation of the Statement of Revenues, Expenditures, and Changes in Fund Balances**  
**of Governmental Funds to the Statement of Activities of Governmental Activities**  
**For the Year Ended June 30, 2012**  
*(In Thousands)*

Net change in fund balances - total governmental funds \$ (320,260)

Amounts reported for governmental activities in the statement of activities are different due to the following:

Government funds report capital outlays as expenditures. However, in the statement of activities the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense. This is the amount by which capital outlay and other capital transactions exceeds depreciation in the current period.

Primary government:

Capital asset acquisition	\$ 137,023	
Transfer property held for resale (public facilities) into capital assets	(39,383)	
The net effect of various miscellaneous transactions involving capital assets such as retirements and sales of assets	(36,682)	
Depreciation	(49,821)	
Less: net changes of capital assets within internal service funds	(2,579)	8,558

Revenues in the statement of activities that do not provide current financial resources are not reported as revenues in the funds. Also, loans made to developers and others are treated as urban redevelopment and housing expenditures at the time the loans are made and are reported as revenues when the loans are collected in the funds. This represents the change in the deferred amounts during the current period. 10,104

Some expenses such as claims, workers' compensation, and vacation and sick leave reported in the statement of activities do not require the use of current financial resources, and therefore are not reported as expenditures in governmental funds. (3,693)

Changes to the net pension asset, as reported in the statement of activities, do not require the use of current financial resources, and therefore are not reported as expenditures in the governmental funds. (1,727)

Bond issuance costs are expended in the governmental funds when paid, and are deferred and amortized over the life of the corresponding life of the bonds for purposes of the statement of net assets. This is the amount by which current year amortization expense exceeded bond issuance costs in the current period.

Amortization expenses	\$ (1,974)	
Cost of issuance of bonds	359	(1,615)

The issuance of long-term debt provides current financial resources to governmental funds, while the repayment of the principal of long-term debt and the advance refunding of debt consume the current financing sources of the governmental funds. These transactions, however have no effect on net assets. This is the amount by which principal retirement and payment to escrow agent exceeded bond proceeds in the current period.

Debt and capital lease principal payments	\$ 122,006	
Issuance of bonds and notes	(83,775)	
Transferred to escrow	57,998	
Premium on bonds	(8,538)	87,691

Amortization of bond premiums and discounts 7,565

Amortization of refunding loss (4,935)

Net changes in accrued and accreted interest on bonds and notes payable 14,910

Net changes in Coliseum Authority pledge obligation 11,042

Net changes in mandated environmental remediation obligation 1,273

Net changes on postemployment benefits other than pension benefits (OPEB) (29,605)

Net changes on fair market value of interest swap agreements (53)

Net changes of extraordinary gain from the dissolution of former Redevelopment Agency

Tax Allocation and Housing Set-Aside Bonds	\$ 510,667	
Unamortized cost of issuance	(7,975)	
Public facilities from former Redevelopment Agency	39,383	
Accrue interest of the former Redevelopment Agency	12,612	
Transfer out deferred loans and Others liabilities	(6,670)	548,019

The net income of activities of internal service funds is reported with governmental activities 5,287

**CHANGE IN NET ASSETS OF GOVERNMENTAL ACTIVITIES \$ 332,561**

The notes to the basic financial statements are an integral part of this statement.

**CITY OF OAKLAND**  
**Statement of Fund Net Assets**  
**Proprietary Funds**  
**June 30, 2012**  
*(In Thousands)*

	<b>Business-type Activities - Enterprise Funds</b>			<b>Governmental Activities</b>
	<b>Sewer Service</b>	<b>Nonmajor Fund Parks and Recreation</b>	<b>Total</b>	<b>Internal Service Funds</b>
<b>ASSETS</b>				
Current Assets:				
Cash and investments	\$ 28,455	\$ 1,115	\$ 29,570	\$ 3,715
Accounts receivables (net of uncollectibles of \$1,449 and \$282 for the enterprise funds and internal service funds, respectively)	16,190	2	16,192	103
Inventories	-	-	-	220
Restricted cash and investments	4,485	666	5,151	420
<b>Total Current Assets</b>	<b>49,130</b>	<b>1,783</b>	<b>50,913</b>	<b>4,458</b>
Non-current Assets:				
Capital assets:				
Land and other assets not being depreciated	15,265	218	15,483	310
Facilities, equipment and infrastructure, net of depreciation	153,535	2,680	156,215	8,580
<b>Total capital assets</b>	<b>168,800</b>	<b>2,898</b>	<b>171,698</b>	<b>8,890</b>
Unamortized bond issuance costs	507	-	507	-
<b>Total Non-current Assets</b>	<b>169,307</b>	<b>2,898</b>	<b>172,205</b>	<b>8,890</b>
<b>TOTAL ASSETS</b>	<b>218,437</b>	<b>4,681</b>	<b>223,118</b>	<b>13,348</b>
<b>LIABILITIES</b>				
Current Liabilities:				
Accounts payable and accrued liabilities	2,487	-	2,487	1,268
Accrued interest payable	118	-	118	38
Due to other funds	-	-	-	34,455
Unearned revenue	263	-	263	-
Other liabilities	6	-	6	7
Bonds, notes payable, and capital leases	2,386	-	2,386	-
<b>Total Current Liabilities</b>	<b>5,260</b>	<b>-</b>	<b>5,260</b>	<b>35,768</b>
Non-current Liabilities:				
Bonds, notes payable, and capital leases	50,886	-	50,886	2,077
<b>Total Non-current Liabilities</b>	<b>50,886</b>	<b>-</b>	<b>50,886</b>	<b>2,077</b>
<b>TOTAL LIABILITIES</b>	<b>56,146</b>	<b>-</b>	<b>56,146</b>	<b>37,845</b>
<b>NET ASSETS (DEFICIT)</b>				
Invested in capital assets, net of related debt	120,013	2,898	122,911	9,140
Unrestricted (deficit)	42,278	1,783	44,061	(33,637)
<b>TOTAL NET ASSETS (DEFICIT)</b>	<b>\$ 162,291</b>	<b>\$ 4,681</b>	<b>\$ 166,972</b>	<b>\$ (24,497)</b>

The notes to the basic financial statements are an integral part of this statement.

**CITY OF OAKLAND**  
**Statement of Revenues, Expenses and Changes in Fund Net Assets**  
**Proprietary Funds**  
**For the Year Ended June 30, 2012**  
*(In Thousands)*

	Business-type Activities - Enterprise Funds			Governmental Activities
	Sewer Service	Nonmajor Fund Parks and Recreation	Total	Internal Service Funds
<b>OPERATING REVENUES</b>				
Rental	\$ -	\$ 575	\$ 575	\$ -
Sewer services	48,200	-	48,200	-
Charges for services	-	-	-	47,721
Other	-	-	-	318
<b>TOTAL OPERATING REVENUES</b>	<u>48,200</u>	<u>575</u>	<u>48,775</u>	<u>48,039</u>
<b>OPERATING EXPENSES</b>				
Personnel	12,073	80	12,153	16,695
Supplies	975	89	1,064	6,244
Depreciation and amortization	5,081	290	5,371	3,031
Contractual services and supplies	2,226	-	2,226	676
Repairs and maintenance	67	-	67	3,592
General and administrative	4,157	19	4,176	5,195
Rental	1,071	14	1,085	1,639
Other	3,048	-	3,048	5,920
<b>TOTAL OPERATING EXPENSES</b>	<u>28,698</u>	<u>492</u>	<u>29,190</u>	<u>42,992</u>
<b>OPERATING INCOME (LOSS)</b>	<u>19,502</u>	<u>83</u>	<u>19,585</u>	<u>5,047</u>
<b>NON-OPERATING REVENUES (EXPENSES)</b>				
Interest and investment income (loss)	80	3	83	(71)
Interest expense	(2,529)	-	(2,529)	(128)
Federal and State grants	-	-	-	56
Other (settlements, rental), net	-	-	-	478
<b>TOTAL NON-OPERATING REVENUES (EXPENSES)</b>	<u>(2,449)</u>	<u>3</u>	<u>(2,446)</u>	<u>335</u>
<b>INCOME BEFORE TRANSFERS</b>	17,053	86	17,139	5,382
Transfers in	-	-	-	134
Transfers out	(1,493)	(400)	(1,893)	(229)
<b>TOTAL TRANSFERS</b>	<u>(1,493)</u>	<u>(400)</u>	<u>(1,893)</u>	<u>(95)</u>
Change in net assets (deficit)	15,560	(314)	15,246	5,287
Net Assets (deficit) - Beginning	146,731	4,995	151,726	(29,784)
<b>NET ASSETS (DEFICIT) - ENDING</b>	<u>\$ 162,291</u>	<u>\$ 4,681</u>	<u>\$ 166,972</u>	<u>\$ (24,497)</u>

The notes to the basic financial statements are an integral part of this statement.

**CITY OF OAKLAND**  
**Statement of Cash Flows**  
**Proprietary Funds**  
**For the Year Ended June 30, 2012**  
*(In Thousands)*

	Business-type Activities - Enterprise Funds			Governmental Activities
	Sewer Service	Nonmajor Fund Parks and Recreation	Total	Internal Service Funds
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Cash received from customers and users	\$ 41,489	\$ -	\$ 41,489	\$ 48,151
Cash received from tenants for rents	-	575	575	-
Cash from other sources	-	-	-	852
Cash paid to employees	(12,073)	(80)	(12,153)	(16,695)
Cash paid to suppliers	(11,222)	(122)	(11,344)	(23,378)
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>	<b>18,194</b>	<b>373</b>	<b>18,567</b>	<b>8,930</b>
<b>CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES</b>				
Proceeds from interfund loans	-	-	-	374
Repayment of interfund loans	-	-	-	(5,722)
Transfers in	-	-	-	134
Transfers out	(1,493)	(400)	(1,893)	(229)
<b>NET CASH USED IN NONCAPITAL FINANCING ACTIVITIES</b>	<b>(1,493)</b>	<b>(400)</b>	<b>(1,893)</b>	<b>(5,443)</b>
<b>CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES</b>				
Acquisition of capital assets	(11,706)	-	(11,706)	(452)
Long-term debt:				
Repayment of long-term debt	(2,159)	-	(2,159)	(1,615)
Interest paid on long-term debt	(2,617)	-	(2,617)	(128)
<b>NET CASH USED IN CAPITAL AND RELATED FINANCING ACTIVITIES</b>	<b>(16,482)</b>	<b>-</b>	<b>(16,482)</b>	<b>(2,195)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Interest received (paid)	80	3	83	(71)
<b>NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES</b>	<b>80</b>	<b>3</b>	<b>83</b>	<b>(71)</b>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>299</b>	<b>(24)</b>	<b>275</b>	<b>1,221</b>
<b>CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR</b>	<b>32,641</b>	<b>1,805</b>	<b>34,446</b>	<b>2,914</b>
<b>CASH AND CASH EQUIVALENTS - END OF YEAR</b>	<b>\$ 32,940</b>	<b>\$ 1,781</b>	<b>\$ 34,721</b>	<b>\$ 4,135</b>
<b>RECONCILIATION OF OPERATING INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES</b>				
Operating income	\$ 19,502	\$ 83	\$ 19,585	\$ 5,047
<b>OTHER RECEIPTS</b>	-	-	-	534
<b>ADJUSTMENTS TO RECONCILE OPERATING INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES</b>				
Depreciation and amortization	5,081	290	5,371	3,031
Changes in assets and liabilities:				
Receivables	(6,711)	-	(6,711)	(16)
Inventories	-	-	-	390
Due from other funds	-	-	-	56
Accounts payable and accrued liabilities	323	-	323	(112)
Other liabilities	(1)	-	(1)	-
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>	<b>\$ 18,194</b>	<b>\$ 373</b>	<b>\$ 18,567</b>	<b>\$ 8,930</b>
<b>RECONCILIATION OF CASH AND CASH EQUIVALENTS TO THE STATEMENT OF NET ASSETS</b>				
Cash and investments	\$ 28,455	\$ 1,115	\$ 29,570	\$ 3,715
Restricted cash and investments	4,485	666	5,151	420
<b>TOTAL CASH AND CASH EQUIVALENTS</b>	<b>\$ 32,940</b>	<b>\$ 1,781</b>	<b>\$ 34,721</b>	<b>\$ 4,135</b>
<b>NON CASH ITEMS:</b>				
Amortization of bond premiums	\$ (118)	\$ -	\$ (118)	\$ -
Amortization of bond cost of issuance	30	-	30	-
	<b>\$ (88)</b>	<b>\$ -</b>	<b>\$ (88)</b>	<b>\$ -</b>

The notes to the basic financial statements are an integral part of this statement.

**CITY OF OAKLAND**  
**Statement of Fiduciary Net Assets**  
**Fiduciary Funds**  
**June 30, 2012**  
*(In Thousands)*

	<b>Pension Trust Funds</b>	<b>Oakland Redevelopment Successor Agency Trust Fund</b>	<b>Other Private Purpose Trust Funds</b>
<b>ASSETS</b>			
Cash and investments	\$ 8,380	\$ 108,068	\$ 7,197
Receivables:			
Accrued interest and dividends	804	218	4
Accounts receivable	-	-	5
Investments and others	4,248	154	-
Due from other funds	-	1,690	-
Restricted:			
Cash and investments:			
Short-term investments	4,361	104,008	-
U.S. government bonds	-	4,600	-
U.S. corporate bonds and mutual funds	78,746	-	-
Domestic equities and mutual funds	145,429	-	-
International equities and mutual funds	40,959	-	-
Real estate mortgage loans	33	-	-
Total restricted cash and investments	269,528	108,608	-
Securities lending collateral	14,126	-	-
Loans receivable, net	-	6,375	-
Deferred charges	-	38,957	-
Property held for resale	-	7,732	-
<b>TOTAL ASSETS</b>	<b>297,086</b>	<b>271,802</b>	<b>7,206</b>
<b>LIABILITIES</b>			
Accounts payable and accrued liabilities	10,038	12,698	14
Due to other funds	-	2,800	-
Securities lending liabilities	14,126	-	-
Payable to the County of Alameda	-	29,985	-
Other	-	97	-
Long-term liabilities:			
Due within one year	-	23,132	-
Due in more than one year	-	481,349	-
<b>TOTAL LIABILITIES</b>	<b>24,164</b>	<b>550,061</b>	<b>14</b>
<b>NET ASSETS</b>			
Net assets (deficit) held in trust	\$ 272,922	\$ (278,259)	\$ 7,192

The notes to the basic financial statements are an integral part of this statement.

**CITY OF OAKLAND**  
**Statement of Changes in Fiduciary Net Assets**  
**Fiduciary Funds**  
**For the Year Ended June 30, 2012**  
*(In Thousands)*

	<b>Pension Trust Funds</b>	<b>Oakland Redevelopment Successor Agency Trust Fund</b>	<b>Other Private Purpose Trust Funds</b>
<b>ADDITIONS:</b>			
Contributions:			
Member	\$ 7	\$ -	\$ -
Other contributions	45,508	-	-
Total contributions	45,515	-	-
Trust receipts	-	36,597	1,557
Investment income:			
Net appreciation (depreciation) in fair value of investments	(2,483)	84	-
Interest	2,727	614	8
Dividends	3,617	-	-
Securities lending	149	-	-
<b>TOTAL INVESTMENT INCOME</b>	<b>4,010</b>	<b>698</b>	<b>8</b>
Less investment expenses:			
Investment expenses	(1,492)	-	-
Borrowers rebates and other agent fees on securities lending transactions	(37)	-	-
Total investment expenses	(1,529)	-	-
<b>NET INVESTMENT INCOME</b>	<b>2,481</b>	<b>698</b>	<b>8</b>
Federal and state grants	-	1,575	-
Other income	67	151	7
<b>TOTAL ADDITIONS</b>	<b>48,063</b>	<b>39,021</b>	<b>1,572</b>
<b>DEDUCTIONS:</b>			
Benefits to members and beneficiaries:			
Retirement	38,651	-	-
Disability	23,158	-	-
Death	1,898	-	-
<b>TOTAL BENEFITS TO MEMBERS AND BENEFICIARIES</b>	<b>63,707</b>	<b>-</b>	<b>-</b>
Administrative expenses	1,189	2,099	89
Community and Economic Development	-	29,787	-
Public works	-	-	506
Police services	-	-	807
Other	-	-	146
Capital outlay	-	-	1,770
Interest on debt	-	12,374	-
<b>TOTAL DEDUCTIONS</b>	<b>64,896</b>	<b>44,260</b>	<b>3,318</b>
Extraordinary loss from Redevelopment Agency Dissolution	-	(273,020)	-
Change in net assets	(16,833)	(278,259)	(1,746)
Net assets - beginning	289,755	-	8,938
<b>NET ASSETS (DEFICIT) - ENDING</b>	<b>\$ 272,922</b>	<b>\$ (278,259)</b>	<b>\$ 7,192</b>

The notes to the basic financial statements are an integral part of this statement.

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# NOTES TO BASIC FINANCIAL STATEMENTS

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**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements**  
**Year Ended June 30, 2012**

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**(1) ORGANIZATION AND DEFINITION OF REPORTING ENTITY**

The City of Oakland, California, (the City or Primary Government) was incorporated on May 25, 1854, by the State of California and is organized and exists under and pursuant to the provisions of State law. The Mayor/Council form of government was established in November 1998 through Charter amendment. The legislative authority is vested in the City Council and the executive authority is vested in the Mayor with administrative authority resting with the City Administrator.

The accompanying financial statements present the City and its component units, entities for which the City is considered to be financially accountable. Blended component units, although legally separate entities, are, in substance, part of the City's operations and are combined with the data of the Primary Government within the governmental activities column in the government-wide financial statements and governmental funds in the fund financial statements.

**Blended Component Units:**

**a) Redevelopment Agency of the City of Oakland (Agency)**

The Agency was established on October 11, 1956, for the purpose of redeveloping certain areas of the City designated as project areas. Its principal activities are acquiring real property for the purpose of removing or preventing blight, constructing improvements thereon, and rehabilitating and restoring existing properties. The Oakland City Council serves as the Agency's Board of Directors.

On June 28, 2011, Assembly Bill X1 26 ("AB X1 26") was enacted. This legislation is referred to herein as the Redevelopment Dissolution Law. On December 29, 2011, the California Supreme Court upheld the constitutionality of AB X1 26, and all redevelopment agencies in California were dissolved by operation of law effective February 1, 2012. The legislation provides for successor agencies and oversight boards that are responsible for overseeing the dissolution process and wind down of redevelopment activity. At the City's meeting on January 10, 2012, the City Council affirmed its decision as part of resolution number 83679 C.M.S. to serve as the Oakland Redevelopment Successor Agency ("ORSA"), effective February 1, 2012, and as such is a component unit of the City. Also, on the same meeting, the City Council elected as part of resolution number 83680 C.M.S. to retain the housing assets, functions and powers previously performed by the former Agency.

**b) Oakland Redevelopment Successor Agency (ORSA)**

The ORSA was created to serve as a custodian for the assets and to wind down the affairs of the former Agency. The ORSA is a separate public entity from the City, subject to the direction of an Oversight Board. The Oversight Board is comprised of seven-member representatives from local government bodies: two City representatives appointed by the Mayor; two County of Alameda (County)

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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representatives; the County Superintendent of Education; the Chancellor of California Community Colleges; and a representative of the largest special district from the taxing entities.

In general, the ORSA's assets can only be used to pay enforceable obligations in existence at the date of dissolution (including the completion of any unfinished projects that were subject to legally enforceable contractual commitments). In future fiscal years, the ORSA will only be allocated revenue in the amount that is necessary to pay the estimated annual installment payments on enforceable obligations of the former Agency until all enforceable obligations of the former Agency have been paid in full and all assets have been liquidated. Based upon the nature of the ORSA's custodial role, the ORSA is reported in a fiduciary fund (private-purpose trust fund).

**c) Oakland Joint Powers Financing Authority (JPFA)**

The Oakland Joint Powers Financing Authority (JPFA) was formed to assist in the financing of public capital improvements. JPFA is a joint exercise agency organized under the laws of the State of California and is composed of the City and the former Agency. The Oakland City Council serves as the governing board for JPFA. JPFA transactions are reported in other governmental funds. Related debt is included in the long-term obligations of the City in the governmental activities column of the statement of net assets. AB X1 26 was enacted and all redevelopment agencies in California were dissolved by operation of law effective February 1, 2012 and therefore, the JPFA was also dissolved effective February 1, 2012.

**Discretely Presented Component Unit – Port of Oakland**

The Port of Oakland (Port) is a legally separate component unit established in 1927 by the City. Operations include the Oakland International Airport and the Port of Oakland Marine Terminal Facilities. Although the Port has a significant relationship with the City, it is fiscally independent and does not provide services solely to the City and, therefore, is presented discretely. All interfund transactions have been eliminated. The Port is governed by a seven-member Board of Port Commissioners (Board of Commissioners) that is appointed by the City Council, upon nomination by the Mayor. The Board of Commissioners appoints an Executive Director to administer operations. The Port prepares and controls its own budget, administers and controls its fiscal activities, and is responsible for all Port construction and operations. The Port is required by City charter to deposit its operating revenues in the City Treasury. The City is responsible for investing and managing such funds. The Port is presented in a separate column in the government-wide financial statements. Complete financial statements of the individual component units may be obtained from:

City of Oakland,  
Controller's Office  
150 Frank H. Ogawa Plaza, 6<sup>th</sup> Floor, Suite 6353  
Oakland, CA 94612-2093

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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**(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Government-wide and Fund Financial Statements**

The government-wide financial statements (the statement of net assets and the statement of activities) report information on all of the non-fiduciary activities of the City and its component units. The effect of interfund activity has been removed from these statements except for interfund services provided among funds. *Governmental activities*, which are normally supported by taxes and intergovernmental revenues, are reported separately from *business-type activities*, which rely to a significant extent on fees and charges for support. Likewise, the Primary Government is reported separately from its discretely presented component unit for which the Primary Government is financially accountable.

The statement of activities demonstrates the degree to which the direct expenses of a given function or segment are offset by program revenues. *Direct expenses* are those that are clearly identifiable with a specific function or segment. *Program revenues* include (1) charges to customers or applicants who purchase, use or directly benefit from goods, services, or privileges provided by a given function or segment; and (2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or segment. Taxes and other items not properly included among program revenues are reported as *general revenues*.

Separate financial statements are provided for governmental funds, proprietary funds, and fiduciary funds, even though the latter are excluded from the government-wide financial statements. Major individual governmental funds and a major individual enterprise fund are reported as separate columns in the fund financial statements.

**Measurement Focus, Basis of Accounting, and Financial Statement Presentation**

The government-wide financial statements are reported using the *economic resources measurement focus* and the *accrual basis of accounting*, as are the proprietary fund and fiduciary fund financial statements. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Property taxes are recognized as revenues in the year for which they are levied. Grants and similar items are recognized as revenues as soon as all eligibility requirements imposed by the provider have been met.

Governmental fund financial statements are reported using the *current financial resources measurement focus* and the *modified accrual basis of accounting*. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collected within the current period or soon enough thereafter to pay liabilities of the current period. The City considers property tax revenues to be available for the year levied and if they are collected within 60

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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days of the end of the current fiscal period. All other revenues are considered to be available if they are collected within 120 days of the end of the current fiscal period. Expenditures are recorded when a liability is incurred, as under accrual accounting. However, debt service expenditures, as well as expenditures related to compensated absences and claims and judgments, are recorded only when payment is due.

Property taxes, state and local taxes, grants, licenses, charges for services, and interest and investment income associated with the current fiscal period are all considered to be susceptible to accrual and so have been recognized as revenues of the current fiscal period. Special assessments are recorded as revenues and receivables to the extent installments are considered current. The estimated installments receivable not considered available, as defined above, are recorded as receivables and offset by deferred revenue.

The City reports the following major governmental funds:

The ***General Fund*** is the City's primary operating fund. It accounts for all financial activities and resources of the general government except those required to be accounted for in another fund. These activities are funded principally by property taxes, sales and use taxes, business, utility and real estate transfer taxes, interest and investment income, and charges for services.

The ***Federal/State Grant Fund*** accounts for various Federal and State grants and certain state allocations used or expended for a specific purpose, activity or program.

The ***Low and Moderate Income Housing Asset Fund ("LMIHF")*** is a special revenue fund that was created to administer the housing assets and functions related to the Low and Moderate Income Housing program retained by the City following the dissolution of the former Agency. Prior to the dissolution of redevelopment agencies, the LMIHF accounted for the Agency's affordable housing activities, including the 20% and 5% redevelopment property tax revenue (i.e. former tax increment) set-aside for low and moderate income housing and related expenditures. Upon dissolution of the former Agency and the City Council's election to retain the housing activities previously funded by the former Agency, the City created LMIHF and transferred the assets and affordable housing activities.

The ***Oakland Redevelopment Agency Fund*** accounts for federal grants, land sales, rents and other revenues relating to redevelopment projects. Expenditures are comprised of land acquisitions and improvements and all other costs inherent to redevelopment activities. The California Supreme Court upheld AB X1 26 and dissolved all redevelopment agencies in the State of California effective February 1, 2012. As such, for 2011-2012, only seven months of revenues and expenditures of the former Agency were reported in

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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the governmental funds. The remaining five month period (February 1 through June 30) of financial activity of the former Agency was reported in a private purpose trust fund under Oakland Redevelopment Successor Agency.

The *Municipal Capital Improvement Fund* accounts primarily for monies pertaining to the Oakland Museum of California and the Scotlan Convention Center financings. This fund may be used for the lease, acquisition, construction or other improvements of public facilities.

The City reports the following major enterprise fund:

The *Sewer Service Fund* accounts for the sewer service charges received by the City based on the use of water by East Bay Municipal Utility District customers residing in the City. The proceeds from the sewer charges are used for the construction and maintenance of sanitary sewers and storm drains and the administrative costs of the fund.

Additionally, the City reports the following fund types:

The *Internal Service Funds* account for the purchases of automotive and rolling equipment; radio and other communication equipment; the repair and maintenance of City facilities; acquisition, maintenance and provision of reproduction equipment and services; acquisition of inventory provided to various City departments on a cost reimbursement basis; and procurement of materials, supplies, and services for City departments.

The *Pension Trust Funds* account for closed benefit plans that cover uniformed employees hired prior to July 1976 and non-uniformed employees hired prior to September 1970.

The *Private Purpose Trust Funds* include: (a) the Oakland Redevelopment Successor Agency Trust Fund, which accounts for the custodial responsibilities that are assigned to the Oakland Redevelopment Successor Agency with passage of AB X1 26 (b) the Private Purpose Trust Fund, which accounts for assets and liabilities from the former Oakland Redevelopment Agency and for the operations of the Youth Opportunity Program and certain gifts that are not related to Agency projects or parks, recreation and cultural, activities and (c) The Private Pension Trust Fund, which accounts for the employee deferred compensation plan.

Private-sector standards of accounting and financial reporting issued prior to December 1, 1989, are followed in both the business-type activities in the government-wide and the proprietary fund financial statements to the extent that those standards do not conflict with or contradict guidance of the Governmental Accounting Standards Board. The City also has the option of following subsequent

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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private-sector guidance for their business-type activities and enterprise funds, subject to the same limitation. The City has elected not to follow subsequent private-sector guidance.

Charges between the City and the Port are not eliminated because the elimination of these charges would distort the direct costs and revenues reported.

Proprietary funds distinguish operating revenues and expenses from non-operating items. Operating revenues and expenses generally result from providing services in connection with the fund's principal ongoing operations. The principal operating revenues of the City's enterprise and internal service funds are charges for customer services including: sewers, golf courses, vehicle acquisition and maintenance, radio and telecommunication support charges, charges for facilities maintenance, and reproduction services. Operating expenses for enterprise funds and internal service funds include the cost of services, administrative expenses, and depreciation on capital assets. All other revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

When both restricted and unrestricted resources are available for use, it is the City's policy to use restricted resources first, then unrestricted resources as they are needed.

### **Cash and Investments**

The City follows the practice of pooling cash of all operating funds for investment, except for the former Oakland Redevelopment Agency Fund, the Oakland Redevelopment Successor Agency, Pension Trust Funds, and funds held by outside custodians. Investments are generally carried at fair value. Money market investments (such as short-term, highly liquid debt instruments including commercial paper, banker's acceptances, U.S. Treasury and agency obligations) that have a remaining maturity at the time of purchase of one year or less, and participating interest-earning investment contracts (such as negotiable certificates of deposit, repurchase agreements and guaranteed or bank investment contracts) are carried at amortized cost. Changes in fair value of investments are recognized as a component of interest and investment income.

Proceeds from debt and other cash and investments held by fiscal agents by agreement are classified as restricted assets. Income earned or losses arising from the investment of pooled cash are allocated on a monthly basis to the participating funds and component units based on their proportionate share of the average daily cash balance.

Short-term investments are reported at cost, which approximates fair value. Securities traded on national or international exchanges are valued at the last reported sales price at current exchange rates. Mortgages are reported based on the remaining principal balances which approximate the value of future principal and

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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interest payments discounted at prevailing interest rates for similar instruments. The fair value of real estate investments is based on prices in a competitive market as determined by a specialist.

For purposes of the statement of cash flows, the City considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. The proprietary funds' investments in the City's cash and investment pool are, in substance, demand deposits and are therefore considered to be cash equivalents.

**Property Taxes**

The County of Alameda is responsible for assessing, collecting, and distributing property taxes in accordance with enabling state law, and for remitting such amounts to the City. Property taxes are assessed and levied as of July 1 on all taxable property located in the City, and result in a lien on real property on January 1. Property taxes are then due in two equal installments—the first on November 1 and the second on February 1 of the following calendar year and are delinquent after December 10 and April 10, respectively. General property taxes are limited to a flat 1% rate applied to the 1975-76 full value of the property, or 1% of the sales price of the property or of the construction value added after the 1975-76 valuation. Assessed values on properties (exclusive of increases related to sales and construction) can rise a maximum of 2% per year. Taxes were levied at the maximum 1% rate during the year ended June 30, 2012.

**Due From/Due To Other Funds and Internal Balances**

During the course of operations, numerous transactions and borrowings occur between individual funds for goods provided or services rendered and funds that have overdrawn their share of pooled cash and interfund loans. In the fund financial statements, these receivables and payables are classified as “due from other funds” and “due to other funds”, respectively. In the government-wide financial statements, these receivables and payables are eliminated within the governmental activities and business-type activities columns. Net receivables and payables between the governmental activities and business-type activities are classified as internal balances.

**Interest Rate Swap Agreement**

The City entered into an interest rate swap agreement to modify the interest rate on outstanding debt. Refer to Note 12 for additional information.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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**Interfund Transfers**

In the fund financial statements, interfund transfers are recorded as transfers in/out except for certain types of transactions that are described below:

Charges for services are recorded as revenues of the performing fund and expenditures of the requesting fund. Unbilled costs are recognized as an asset of the performing fund and a liability of the requesting fund at the end of the fiscal year.

Reimbursements for expenditures, initially made by one fund that are properly applicable to another fund, are recorded as expenditures in the reimbursing fund and as a reduction of expenditures in the fund that is reimbursed. Reimbursements are eliminated for purposes of government-wide reporting.

**Bond Issuance Costs and Discounts/Premiums**

In the government-wide financial statements and in the proprietary fund financial statements, long-term debt and other long-term obligations are reported as liabilities in the applicable governmental activities, business-type activities, or proprietary fund statement of net assets and ORSA private-purpose trust fund. Bond premiums and discounts, as well as issuance costs, are deferred and amortized over the life of the bonds using the effective interest method. Bonds payable are reported net of the applicable bond premium or discount. Bond issuance costs are reported as deferred charges and amortized over the term of the related debt.

In the fund financial statements, governmental funds recognize bond premiums and discounts as other financing sources and uses, respectively, and bond issuance costs as debt service expenditures. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as debt service expenditures.

**Inventories**

Inventories, consisting of materials and supplies held for consumption, are stated at cost. Cost is calculated using the average cost method. Inventory items are considered expensed when consumed rather than when purchased.

**Capital Assets**

Capital assets, which include land, museum collections, intangibles, construction in progress, facilities and improvements, furniture, machinery and equipment, infrastructure (e.g., streets, streetlights, traffic signals, and parks), sewers and storm drains, and capital assets acquired prior to 1980, are reported in the applicable governmental or business-type activities columns in the government-wide financial statements and in the proprietary fund statements. Capital assets are defined by the

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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City as assets with an initial, individual cost of \$5,000 or more and an estimated useful life in excess of one year. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at estimated fair value at the date of donation. Capital outlay is recorded as expenditures in the governmental funds and as assets in the government-wide and proprietary financial statements to the extent the City's capitalization threshold is met.

The cost of normal maintenance and repairs that do not add to the value of the asset or materially extend its useful life are not capitalized.

The City has a collection of artwork presented for public exhibition and education that is being preserved for future generations. These items are protected, kept unencumbered, cared for, and preserved by the City. The proceeds from the sale of any pieces of the collection are used to purchase other acquisitions for the collection. However, future acquisitions purchased with authorized budgeted City funds during a fiscal year will be reported as non-depreciable assets in the City's financial statements.

The City's depreciation of capital assets is provided on the straight-line basis over the following estimated useful lives:

Facilities and improvements	5-40 years
Furniture, machinery and equipment	2-20 years
Sewer and storm drains	50 years
Infrastructure	5-50 years

The Port's depreciation of capital assets is provided on the straight-line basis over the following estimated useful lives:

Building and improvements	5-50 years
Container cranes	25 years
Infrastructure	10-50 years
Other equipment	5-10 years

### **Property Held for Resale**

Property held for resale is acquired as part of the former Agency's redevelopment program. These properties are both residential and commercial. Costs of administering the projects are charged to the municipal capital improvement fund as expenditures are incurred. A primary function of the redevelopment process is to prepare land for specific private development. For financial statement presentation, property held for resale is stated at the lower of estimated cost or estimated conveyance value. Estimated conveyance value is management's estimate of net realizable value of each property parcel based on its current intended use.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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During the period it is held by the City, property held for resale may generate rental or operating income. This income is recognized as it is earned in the City's statement of activities and generally is recognized in the City's governmental funds in the same period depending on when the income becomes available on a modified accrual basis of accounting. The City does not depreciate property held for resale, as it is the intention of the City to only hold the property for a period of time until it can be resold for development.

**Net Pension Asset**

In February 1997, the City issued pension obligation bonds to reduce the actuarial accrued liability of the Police and Fire Retirement System (PFRS). The net pension asset represents a prepaid asset amortized over the same period used by the actuary at the time of the bond issuance, as it allows for the matching of the asset with the related pension obligation bond liability. See Note 16 for the accounting treatment of the net pension asset.

**Compensated Absences – Accrued Vacation, Sick Leave, and Compensatory Time**

The City's policy and its agreements with employee groups permit employees to accumulate earned but unused vested vacation, sick leave and other compensatory time. All earned compensatory time is accrued when incurred in the government-wide financial statements and the proprietary fund financial statements. A liability for these amounts is reported in the governmental funds only if they are due and payable.

**Retirement Plans**

City employees participate in one of three defined benefit retirement plans: Oakland Police and Fire Retirement System (PFRS), Oakland Municipal Employees' Retirement System (OMERS), and California Public Employees' Retirement System (PERS) (collectively, the Retirement Plans). Employer contributions and member contributions made by the employer to the Retirement Plans are recognized when due and the employer has made a formal commitment to provide the contributions. Benefits and refunds are recognized when due and payable in accordance with the provisions of the Retirement Plans. Refer to Note 16 for additional information.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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**Other Postemployment Benefits (OPEB)**

The OPEB plan covers Police, Fire and Miscellaneous employees. City retirees are eligible for retiree health benefits if they meet certain requirements relating to age and service. Retiree health benefits are described in the labor agreements between the City and Local Unions and in City resolutions. The demographic rates used for the California Public Employee Retirement System (PERS) were public safety employees retirements benefits under a 3% at 50 formula and miscellaneous employees retirement benefits under a 2.7% at 55 formula. See Note 17 for additional information.

**Pollution Remediation Obligations**

Under the provisions of GASB Statement No. 49, *Accounting and Financial Reporting for Pollution Remediation Obligations*, the City recorded remediation liabilities related to its pollution remediation activities. See Note 18 for additional information.

**Refunding of Debt**

Gains or losses occurring from advance refunding are deferred and amortized into expense for both business-type activities and proprietary funds. For governmental activities reported in the government-wide financial statements, they are deferred and amortized into expense if they occurred subsequent to June 30, 2001.

**Fund Balances**

Governmental funds report fund balance in classifications based primarily on the extent to which the City is bound to honor constraints on the specific purposes for which amounts in the funds can be spent. As of June 30, 2012, fund balances for government funds are made up of the following:

- *Restricted Fund Balance*: includes amounts that can be spent only for the specific purposes stipulated by external resource providers, constitutionally or through enabling legislation. Restrictions may effectively be changed or lifted only with the consent of resource providers. It also includes a legally enforceable requirement that the resources can only be used for specific purposes enumerated in the law.
- *Committed Fund Balance*: includes amounts that can only be used for the specific purposes determined by a formal action (such as City Council resolution or ordinance) of the City's highest level of decision-making authority, the City Council. Commitments may be changed or lifted only by the City taking the same formal action that imposed the constraint originally.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

- *Assigned Fund Balance:* comprises amounts intended to be used by the City for specific purposes that are neither restricted nor committed. Intent is expressed by (a) the City Council or (b) a body (for example: a Finance and Management Committee) or official to which the City's Council has delegated the authority to assign amounts to be used for specific purposes. This category includes the City's encumbrances, project carry-forwards, and continuing appropriation.
- *Unassigned Fund Balance:* are amounts technically available for any purpose. It's the residual classification for the General Fund and includes all amounts not contained in the other classifications.

In circumstances when an expenditure is made for a purpose for which amounts are available in multiple fund balance classifications, fund balance is generally depleted in the order of restricted, committed, assigned, and unassigned.

Fund balances for all the major and nonmajor governmental funds as of June 30, 2012, were distributed as follows (in thousands):

	General	Federal/ State Grant Fund	LMIHF <sup>1</sup>	Municipal Capital Improvement	Other Governmental Funds	Total
<b>Restricted for:</b>						
Capital projects	\$ -	\$ 9,478	\$ -	\$ 106,981	\$ 24,809	\$ 141,268
Pension obligations	110,708	-	-	-	-	110,708
Debt service	-	-	-	-	123,192	123,192
Subtotal	<u>110,708</u>	<u>9,478</u>	<u>-</u>	<u>106,981</u>	<u>148,001</u>	<u>375,168</u>
<b>Committed for:</b>						
Pension obligations						
PFRS	70,284	-	-	-	-	70,284
Library and museum trust	-	-	-	-	13,420	13,420
Subtotal	<u>70,284</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>13,420</u>	<u>83,704</u>
<b>Assigned for:</b>						
Property held for resale	-	-	9,137	124,246	-	133,383
Capital projects	6,256	-	-	32,246	11,982	50,484
Housing projects	-	-	1,452	-	-	1,452
Subtotal	<u>6,256</u>	<u>-</u>	<u>10,589</u>	<u>156,492</u>	<u>11,982</u>	<u>185,319</u>
<b>Unassigned</b>	<u>68,681</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(1,416)</u>	<u>67,265</u>
<b>Total</b>	<u><u>\$ 255,929</u></u>	<u><u>\$ 9,478</u></u>	<u><u>\$ 10,589</u></u>	<u><u>\$ 263,473</u></u>	<u><u>\$ 171,987</u></u>	<u><u>\$ 711,456</u></u>

<sup>1</sup> Low and Moderate Income Housing Asset Fund

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

**Extraordinary Items:**

Extraordinary items are both 1) unusual in nature (possessing a high degree of abnormality and clearly unrelated to, or only incidentally related to, the ordinary and typical activities of the entity) and 2) infrequent in occurrence (not reasonably expected to recur in the foreseeable future, taking into account the environment in which the entity operates). The dissolution of all redevelopment agencies in the State of California qualifies as an extraordinary item since this state-wide dissolution was both unusual and infrequent. Accordingly, the transfer of the former Agency's liabilities in excess of its assets as of February 1, 2012 from the City's governmental activities to the ORSA fiduciary fund was recorded as an extraordinary gain in the City's government-wide financial statements and as an extraordinary loss in the governmental funds. The receipt of these liabilities in excess of assets was reported in the ORSA fiduciary fund financial statements as an extraordinary loss. In addition to the transfer of the former Agency's assets and liabilities, the transfer of cash out of the Low and Moderate Income Housing Program to pay enforceable obligations of ORSA in the amount of \$103.5 million was also recorded as an extraordinary loss.

AB X1 26 specifically invalidates existing agreements between the former Agency and the City, except for 1) those entered into at the time of issuance of debt, for the purpose of securing repayment of such debt; and 2) loans or advances from the Low and Moderate Income Housing Fund. On February 1, 2012, the City did not have any long-term loans or receivables with the former Agency.

The components of the extraordinary gains and losses recorded in the financial statements are as follows (in thousands):

**Governmental Funds:**

Former Agency's transfers of net assets at January 31, 2012		
Transfers out of former Agency Funds assets		\$ (425,729)
Transfers out of former Agency Funds liabilities		180,796
		(244,933)
Fund balances reported on former Agency fund statement		(244,933)
Add: transfers of housing related assets into Housing Successor Agency	\$ 9,317	
Less: transfer of public facilities into capital asset funds	(39,383)	(30,066)
Extraordinary loss reported in the former Oakland Redevelopment Agency Fund		(274,999)

**Governmental Activities:**

Transfers out of the former Agency's long-term debt	\$ 510,667	
Transfers out of the former Agency's deferred cost of issuance	(7,975)	
Transfer public facilities into capital asset funds	39,383	
Transfer former Agency's accrue interest payable on bonds	12,614	
Transfer of deferred loans and other liabilities	(6,670)	548,019
Extraordinary gain reported on Statement of Activities from transfers of the former Agencies liabilities in excess of assets		\$ 273,020

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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**Restricted Net Assets**

Restricted net assets are those assets, net of their related liabilities that have constraints placed on their use by laws and regulations of other governments, creditors, grantors, or contributors and restrictions imposed by law through constitutional provisions or enabling legislation. Accordingly, restricted assets may include principal and interest amounts accumulated to pay debt service, unspent grant revenues, certain fees and charges, and restricted tax revenues. At June 30, 2012, the government-wide statement of net assets reported restricted net assets of \$274.0 million in governmental activities, none of which was restricted by enabling legislation.

**New Pronouncements**

The City is currently analyzing its accounting practices to determine the potential impact on the financial statements for the following GASB Statements:

In November 2010, GASB issued Statement No. 60, *Accounting and Financial Reporting for Service Concession Agreements*. This statement addresses how to account for and report service concession agreements (SCAs). SCAs represent a type of public-private or public-public partnership. As used in the statement, a SCA is an agreement between a transferor (a government) and an operator (government or nongovernment) in which the following conditions are met:

- The transferor conveys to an operator the right and related obligation to provide services through the use of infrastructure or another public asset in exchange for significant consideration and,
- The operator collects and is compensated by fees from third parties

This statement also provides authoritative guidance on whether the transferor or the operator should report the capital asset in its financial statement; when to recognize up-front payments from an operator as revenue; and how to record any obligations of the transferor to the operator. Application of this statement is effective for the City's fiscal year ending June 30, 2013.

In November 2010, GASB issued Statement No. 61, *The Financial Reporting Entity: Omnibus*. Statement No. 61 is designed to improve financial reporting for governmental entities by amending the requirements of Statements No. 14, *The Financial Reporting Entity*, and No. 34, *Basic Financial Statements—and Management's Discussion and Analysis—for State and Local Governments*, to better meet user needs and address reporting entity issues that have come to light since those Statements were issued in 1991 and 1999, respectively. This statement modifies certain requirements for inclusion of component units in the financial reporting entity. The statement also amends the criteria for reporting component units as if they were part of the primary government in certain circumstances.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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Application of this statement is effective for the City's fiscal year ending June 30, 2013.

In December 2010, GASB issued Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*. The objective of this statement is to incorporate into the GASB's authoritative literature certain accounting and financial reporting guidance found in the following pronouncements issued on or before November 30, 1989 that do not conflict with or contradict GASB pronouncements:

- Financial Accounting Standard Board (FASB) Statements and Interpretations,
- Accounting Principles Board Opinions, and
- Accounting Research Bulletins of the American Institute of Certified Public Accountants (AICPA) Committee on Accounting Procedure.

Application of this statement is effective for the City's fiscal year ending June 30, 2013.

In June 2011, GASB issued Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*. This statement provides financial reporting guidance for deferred outflows of resources and deferred inflows of resources, and incorporates these financial measures into the definitions of the required components of the residual measure, which will be renamed as net position, rather than net assets. Application of this statement is effective for the City's fiscal year ending June 30, 2013.

In March 2012, the GASB issued Statement No. 65, *Items Previously Reported as Assets and Liabilities*, which is intended to clarify the appropriate reporting of deferred outflows of resources and deferred inflows of resources to ensure consistency in financial reporting. Application of this statement is effective for the City's fiscal year ending June 30, 2014.

In March 2012, the GASB issued Statement No. 66, *Technical Corrections – 2012-an amendment of GASB Statements No. 10 and No. 62*, to resolve conflicting accounting and financial reporting guidance that could diminish the consistency of financial reporting. This statement amends Statement No. 10, *Codification of Accounting and Financial Reporting for Risk Financing and Related Insurance Issues*, by removing the provision that limits fund-based reporting of a state and local government's risk financing activities to the general fund and the internal service fund type. This statement also amends Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*, by modifying the specific guidance on accounting for (1) operating lease payments that vary from a straight-line basis, (2) the difference between the initial investment (purchase price) and the principal amount of a purchased loan or

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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group of loans, and (3) servicing fees related to mortgage loans that are sold when the stated service fee rate differs significantly from a current servicing fee rate. Application of this statement is effective for the City's fiscal year ending June 30, 2014.

In June 2012, the GASB issued two new standards, GASB Statement No. 67, *Financial Reporting for Pension Plans-an amendment of GASB Statement No. 25* and GASB Statement No. 68, *Accounting and Financial Reporting for Pensions-an amendment of GASB Statement No. 27* to improve the guidance for accounting and reporting on the pensions that governments provide to their employees.

Key changes include:

- Separating how the accounting and financial reporting is determined from how pensions are funded.
- Employers with defined benefit pension plans will recognize a net pension liability, as defined by the standard, in their government-wide, proprietary and fiduciary fund financial statements.
- Incorporating ad hoc cost-of-living adjustments and other ad hoc postemployment benefit changes into projections of benefit payments, if an employer's past practice and future expectations of granting them indicate they are essentially automatic.
- Using a discount rate that applies (a) the expected long-term rate of return on pension plan investments for which plan assets are expected to be available to make projected benefit payments, and (b) the interest rate on a tax-exempt 20-year AA/Aa or higher rated municipal bond index to projected benefit payments for which plan assets are not expected to be available for long-term investment in a qualified trust.
- Adopting a single actuarial cost allocation method – entry age normal – rather than the current choice among six actuarial cost methods.
- Requiring more extensive note disclosures and required supplementary information.

The statements relate to accounting and financial reporting and do not apply to how governments approach the funding of their pension plans. At present, there generally is a close connection between the ways many governments fund pensions and how they account for and report information about them in audited financial reports. The statements would separate how the accounting and financial reporting is determined from how pensions are funded. Application of Statement 67 is effective for financial statements for the City's fiscal year ending June 30, 2014. Application of Statement 68 is effective for the City's fiscal year ending June 30, 2015.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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**Use of Estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

**(3) CASH AND INVESTMENTS AND RESTRICTED CASH AND INVESTMENTS**

The City maintains a cash and investment pool consisting of City funds and cash held for OMERS, PFRS, and Port. The City's funds are invested according to the investment policy adopted by the City Council. The objectives of the policy are legality, safety, liquidity, diversity, and yield. The policy addresses soundness of financial institutions in which the City can deposit funds, types of investment instruments permitted by the California Government Code, duration of the investments, and the percentage of the portfolio that may be invested in:

- United States Treasury securities (subject to restrictions by the Nuclear Free Ordinance);
- federal agency issues;
- bankers' acceptances;
- commercial paper;
- medium term corporate notes and deposit notes;
- negotiable certificates of deposit;
- certificates of deposit;
- State of California Local Agency Investment Fund;
- money market mutual funds;
- local city/agency bonds;
- State of California bonds;
- secured obligations and agreements;
- repurchase agreements; and
- reverse repurchase agreements.

The City's investment policy stipulates that the collateral to back up repurchase agreements be priced at market value and be held in safekeeping by the City's primary custodian. Additionally, the City Council has adopted certain requirements prohibiting investments in nuclear weapons makers and restricting investments in U.S. Treasury bills and notes due to their use in funding nuclear weapons research and production.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

Other deposits and investments are invested pursuant to the governing bond covenants, deferred compensation plans, or retirement systems' investment policies. Under the investment policies, the investment counsel is given the full authority to accomplish the objectives of the bond covenants or retirement systems subject to the discretionary limits set forth in the policies. Total City deposits and investments at fair value are as follows (in thousands):

	<u>Primary Government</u>			<u>Total</u>	<u>Component</u>
	<u>Governmental</u>	<u>Business-type</u>	<u>Fiduciary</u>		<u>Unit</u>
	<u>Activities</u>	<u>Activities</u>	<u>Funds</u>		<u>Port</u>
Cash and investments	\$ 273,188	\$ 29,570	\$ 123,645	\$ 426,403	\$ 189,064
Restricted cash and investments	327,767	5,151	378,136	711,054	92,141
Securities lending collateral	-	-	14,126	14,126	-
<b>TOTAL</b>	<u><u>\$ 600,955</u></u>	<u><u>\$ 34,721</u></u>	<u><u>\$ 515,907</u></u>	<u><u>\$ 1,151,583</u></u>	<u><u>\$ 281,205</u></u>
Deposits				\$ 26,136	\$ 2,072
Investments				1,125,447	279,133
<b>TOTAL</b>				<u><u>\$ 1,151,583</u></u>	<u><u>\$ 281,205</u></u>

**Primary Government**

**Custodial Credit Risk:** Custodial credit risk is the risk that in the event of a failure of a depository financial institution or counterparty to a transaction, the City may be unable to recover the value of the investments or collateral securities in the possession of an outside party. To protect against fraud and potential losses from the financial collapse of securities dealers, all securities owned by the City shall be held in the name of the City for safekeeping by a third party bank trust department, acting as an agent for the City under the terms of the Custody Agreement. The City's investments subject to Custodial Credit Risk Category is very low.

At June 30, 2012, the carrying amount of the City's deposits was \$26.1 million. Deposits include checking accounts, interest earning savings accounts, money market accounts, and nonnegotiable certificates of deposit. Of the bank balance, \$0.5 million was insured by the Federal Deposit Insurance Corporation (FDIC) and \$25.6 million was collateralized with securities held by the pledging financial institution in the City's name, in accordance with Section 53652 of the California Government Code.

The California Government Code requires that governmental securities or first trust deed mortgage notes be used as collateral for demand deposits and certificates of deposit at 110 percent and 150 percent, respectively, of all deposits not covered by federal deposit insurance. The collateral must be held by the pledging financial institution's trust department and is considered held in the City's name.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

**Credit Risk:** Credit risk represents the possibility that the issuer/counterparty to an investment will be unable to fulfill its obligations. The most effective method for minimizing the risk of default by an issuer is to invest in high quality securities. Under the City investment policy, short-term debt shall be rated at least A-1 by Standard and Poor's (S&P), P-1 by Moody's Investors Service or F-1 by Fitch Ratings at the time security is purchased. Long-term debt shall be rated at least A by Standard and Poor's, Moody's Investors Service or Fitch Ratings. Since these securities are permitted by State law, investing in them is also the most effective way to maintain legal compliance. Per the California Debt and Management Advisory Commission ("CDIAC"), it is recommended that the portfolio be monitored, as practical, for subsequent changes in credit rating of existing securities. As of June 30, 2012, approximately 84% of the pooled investments was invested in "AAA" and "AA" quality securities.

The following tables show the City's credit risk for the Pool and Restricted portfolios as of June 30, 2012 (in thousands):

Pooled Investments

	Ratings as of June 30, 2012				
	Fair Value	AAA/Aaa	AA/Aaa	A1/P1/F1	Not Rated
U.S. Government Agency Securities	\$ 103,770	\$ -	\$ 103,770	\$ -	\$ -
U.S. Government Agency Securities (Discount)	231,312	-	231,312	-	-
Money Market Mutual Funds	85,110	85,110	-	-	-
Local Agency Investment Fund (LAIF)	49,634	-	-	-	49,634
Negotiable Certificates of Deposit	17,991	-	-	17,991	-
Commercial Papers (Discounts)	9,992	-	-	9,992	-
<b>Total Pooled Investments</b>	<b>\$ 497,809</b>	<b>\$ 85,110</b>	<b>\$ 335,082</b>	<b>\$ 27,983</b>	<b>\$ 49,634</b>

Restricted Investments

	Ratings as of June 30, 2012					
	Fair Value	AAA/Aaa	AA/Aaa	A1/P1/F1	Ba1	Not Rated
U.S. Government Agency Securities	\$ 33,883	\$ -	\$ 33,883	\$ -	\$ -	\$ -
U.S. Government Agency Securities (Discount)	12,996	-	12,996	-	-	-
U.S. Treasury Securities (Discount)	1,000	-	1,000	-	-	-
Money Market Mutual Funds	98,725	98,725	-	-	-	-
Commercial Papers (Discount)	558	-	-	558	-	-
Corporate Bonds	2,325	-	-	-	2,325	-
Local Government Bonds	81,168	-	-	-	-	81,168
Annuity Contract	101,000	-	-	-	-	101,000
<b>Total Restricted Investments</b>	<b>\$ 331,655</b>	<b>\$ 98,725</b>	<b>\$ 47,879</b>	<b>\$ 558</b>	<b>\$ 2,325</b>	<b>\$ 182,168</b>

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

**Concentration of Credit Risk:** The City has an investment policy related to the City's cash and investment pool, which is subject to annual review. Under the City's Investment Policy, no more than five percent (5%) of the total assets of the investments held by the City may be invested in the securities of any one issuer, except the obligations of the United States government or government-sponsored enterprises, investment with the Local Agency Investment Fund, and proceeds of or pledged revenues for any tax and revenue anticipation notes. Per the Investment Policy, investments should conform to Sections 53600 et seq. of the California Government Code and the applicable limitations contained within the policy. Certain other investments are governed by bond covenants which do not restrict the amount of investment in any one issuer. Investments in one issuer that exceed 5% of the City's investment portfolio at June 30, 2012 are as follows (in thousands):

<b>Investment Type / Issuer</b>	<b>Amount</b>	<b>Percent of City's Investment Portfolio</b>
U.S. Government Agency Securities:		
Federal National Mortgage Association (Fannie Mae)	\$ 52,824	6.37%
Federal Home Loan Bank	163,831	19.75%
Federal Home Loan Mortgage Corporation (Freddie Mac)	126,426	15.24%
Local Government Bond:		
Oakland Joint Powers Financing Authority	81,168	9.79%
Annuity Contract:		
New York Life Insurance Company	101,000	12.18%

The following table shows the diversification of the City's portfolio (in thousands):

**Pooled Investments**

<b>Investment Type</b>	<b>Fair Value</b>	<b>Percent (%) of Portfolio</b>
U.S. Government Agency Securities	\$ 103,770	20.85%
U.S. Government Agency Securities (Discount)	231,312	46.47%
Money Market Mutual Funds	85,110	17.10%
Local Agency Investment Fund (LAIF)	49,634	9.96%
Negotiable Certificates of Deposit	17,991	3.61%
Commercial Paper (Discount)	9,992	2.01%
<b>Total Pooled Investments</b>	<b>\$ 497,809</b>	<b>100.00%</b>

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

Restricted Investments

<u>Investment Type</u>	<u>Fair Value</u>	<u>Percent (%) of Portfolio</u>
U.S. Government Agency Securities	\$ 33,883	10.22%
U.S. Government Agency Securities (Discount)	12,996	3.92%
U.S. Treasury Securities (Discount)	1,000	0.30%
Money Market Mutual Funds	98,725	29.77%
Commercial Papers (Discount)	558	0.17%
Corporate Bonds	2,325	0.70%
Local Government Bond	81,168	24.47%
Annuity Contract	101,000	30.45%
<b>Total Restricted Investments</b>	<b>\$ 331,655</b>	<b>100.00%</b>

**Interest Rate Risk:** This risk represents the possibility that an interest rate change could adversely affect an investment's fair value. The longer the maturity of an investment, the greater the sensitivity its fair value is to changes in market interest rates.

As a means for limiting its exposure to changing interest rates, Section 53601 of the State of California Government Code and the City's Investment Policy limit certain investments to short-term maturities such as certificates of deposit and commercial paper, whose maturities are limited 360 days and 270 days, respectively. Also, Section 53601 of the State of California Government Code limits the maximum maturity of any investment to be no longer than 5 years unless authority for such investment is expressly granted in advance by the City Council or authorized by bond covenants. The City continues to purchase a combination of short-term and long-term investments to minimize such risks.

The City uses the segmented time distribution method of disclosure for its interest rate risk. As of June 30, 2012, the City had the following investments and original maturities (in thousands):

Pooled Investments

<u>Investment Type</u>	<u>Fair Value</u>	<u>Interest Rates (%)</u>	<u>Maturity</u>		
			<u>12 Months or Less</u>	<u>1 - 3 Years</u>	<u>3 - 5 Years</u>
U.S. Government Agency Securities	\$ 103,770	0.18 - 1.18	\$ 28,086	\$ 63,640	\$ 12,044
U.S. Government Agency Securities (Discount)	231,312	0.02 - 0.19	231,312	-	-
Money Market Mutual Funds*	85,110	0.16	85,110	-	-
Local Agency Investment Fund (LAIF)*	49,634	0.36	49,634	-	-
Negotiable Certificates of Deposit	17,991	0.55 - 0.78	17,991	-	-
Commercial Paper (Discount)	9,992	0.25	9,992	-	-
<b>Total Pooled Investments</b>	<b>\$ 497,809</b>		<b>\$ 422,125</b>	<b>\$ 63,640</b>	<b>\$ 12,044</b>

\* weighted average maturity used.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

Restricted Investments

<u>Investment Type</u>	<u>Fair Value</u>	<u>Interest Rates (%)</u>	<u>Maturity</u>			
			<u>12 Months or Less</u>	<u>1 - 3 Years</u>	<u>3 - 5 Years</u>	<u>5 Years or More</u>
U.S. Government						
Agency Securities	\$ 33,883	0.19 - 0.41	\$ 11,997	\$ 21,886	\$ -	\$ -
U.S. Government Agency						
Securities (Discount)	12,996	0.11 - 0.17	12,996	-	-	-
U.S. Treasuries (Discount)	1,000	0.20 - 0.26	1,000	-	-	-
Money Market Mutual Funds <sup>1</sup>	98,725	0.06 - 0.13	98,725	-	-	-
Commercial Papers (Discount)	558	18.86	558	-	-	-
Corporate Bonds	2,325	10.62	-	-	-	2,325
Local Government Bond	81,168	4.86	7,211	15,617	15,225	43,115
Annuity Contract	101,000	1.80	-	-	-	101,000
<b>Total Restricted Investments</b>	<b><u>\$ 331,655</u></b>		<b><u>\$ 132,487</u></b>	<b><u>\$ 37,503</u></b>	<b><u>\$ 15,225</u></b>	<b><u>\$ 146,440</u></b>

<sup>1</sup> weighted average maturity used.

**Foreign Currency Risk:** This is the risk that changes in exchange rates between the U.S. dollar and foreign currencies could adversely affect an investment's fair value. The City only invests in U.S. dollar denominated obligations. This successfully eliminates all risk of principal erosion due to fluctuations in the values of foreign currencies.

**Other Disclosures:** As of June 30, 2012, the City's investment in LAIF is \$49.6 million. A total amount invested by all public agencies in LAIF at that date is approximately \$21.9 billion. LAIF is part of the Pooled Money Investment Account (PMIA) with a total portfolio of approximately \$60.5 billion, 96.53% is invested in non-derivative financial products and 3.47% in structured notes and asset-backed securities. As of June 30, 2012, LAIF has an average life-month end of 268 days. The Local Investment Advisory Board (Advisory Board) has oversight responsibility for LAIF. The Advisory Board consists of five members as designated by State Statute. The value of the pool shares in LAIF, which may be withdrawn, is determined on an amortized cost basis that is different than the fair value of the City's position in the pool.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

**Investments - Oakland Redevelopment Successor Agency (“ORSA”)**

*Cash and Investments held by ORSA*

ORSA follows the investment policy of the City, which is governed by provisions of the California Government Code 53600 and the City’s Municipal Code. The Agency also has investments subject to provisions of the bond indentures of the former Agency’s various bond issues. According to the investment policy and bond indentures, the Agency is permitted to invest in the City’s cash and investment pool, LAIF, obligations of the U.S. Treasury or U.S. Government agencies, time deposits, money market mutual funds invested in U.S. Government securities, along with various other permitted investments. The Agency’s cash and investments consist of the following at June 30, 2012:

Cash and Investments	Amount
Cash and investments (unrestricted)	\$ 108,068
Restricted cash and investments	108,608
Total cash and investments	\$ 216,676

As of June 30, 2012, ORSA invested a total amount of \$91.4 million with U.S. Government Agency Securities, which is comprised of \$86.8 million from its unrestricted accounts, \$4.6 from the Tax Allocation Bonds and the Housing Set-Aside Bonds reserve and capitalized interest. The remaining balance is invested in Money Market Funds and Negotiable CD’s, which comprised of \$14.0 in Money Market Funds and \$3 million in Negotiable CD’s for its unrestricted accounts, and \$104.0 million in Money Market Funds from the Tax Allocation Bonds and the Housing Set-Aside Bonds reserve and capitalized interest.

***Custodial Credit Risk***

Custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, ORSA will not be able to recover its deposits or will not be able to recover collateral securities that are in the possession of an outside party. The custodial credit risk for investments is the risk that, in the event of the failure of the counterparty (e.g., broker-dealer) to a transaction, ORSA will not be able to recover the value of the investment or collateral securities that are in the possession of another party.

The California Government Code requires that a financial institution secure its deposits made by state or local governmental units by pledging securities in an undivided collateral pool held by the depository regulated under state law (unless so waived by the governmental unit). The market value of the pledged governmental securities and/or first trust deed mortgage notes held in the collateral pool must be at least 110% and 150% of ORSA’s deposits, respectively. The collateral is held by the pledging financial institution’s trust department and is considered held in the ORSA’s name.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

As of June 30, 2012, the carrying amount of the ORSA's deposits was \$4.2 million. The deposits are insured by the Federal Deposit Insurance Corporation (FDIC) insurance coverage limit of \$250, and the bank balance of \$4.0 million are collateralized with securities held by the pledging financial institutions as required by Section 53652 of the California Government Code.

ORSA invests in individual investments. Individual investments are evidenced by specific identifiable securities instruments, or by an electronic entry registering the owner in the records of the institution issuing the security, called the book entry system. In order to increase security, the ORSA employs the trust department of a bank or trustee as the custodian of certain ORSA investments, regardless of their form.

***Interest Rate Risk***

Interest rate risk is the risk that changes in market rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment the greater the sensitivity of its fair value to changes in market rates. ORSA investment policy has mitigated interest rate risk by establishing policies over liquidity. As of June 30, 2012, ORSA had the following investments and original maturities (in thousands):

**Pooled Cash and Investments**

<u>Type of Investment</u>	<u>Fair Value</u>	<u>Interest Rates (%)</u>	<u>Maturities</u>	
			<u>12 Months of Less</u>	<u>1 - 3 Years</u>
U.S. Govt. Agency Securities	\$ 18,832	0.28 - 0.37	\$ 3,085	\$ 15,747
U.S. Govt. Agency Securities (Discount)	67,990	0.02 - 0.10	67,990	-
Money Market Mutual Funds	14,000	0.15 - 0.16	14,000	-
Negotiable CD's	3,000	0.50	3,000	-
<b>Total</b>	<b>103,822</b>		<b>\$ 88,075</b>	<b>\$ 15,747</b>
Deposits	4,246			
	<u>\$ 108,068</u>			

**Restricted Cash and Investments**

<u>Type of Investment</u>	<u>Fair Value</u>	<u>Interest Rates (%)</u>	<u>Maturities</u>	
			<u>12 Months of Less</u>	<u>1 - 3 Years</u>
U.S. Govt. Agency Securities (Discount)	\$ 4,600	0.55	\$ 4,600	\$ -
Money Market Mutual Funds	104,008	0.06 - 0.10	104,008	-
<b>Total</b>	<b>\$ 108,608</b>		<b>\$ 108,608</b>	<b>\$ -</b>

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

***Credit Risk***

Credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This risk is measured by the assignment of a rating by the nationally recognized statistical rating organizations. ORSA's investment policy has mitigated credit risk by limiting investments to the safest types of securities, by prequalifying financial institutions, by diversifying the portfolio and by establishing monitoring procedures. The following tables show ORSA's credit risk as rated by Standard & Poor's and Moody's for the Pooled and Restricted portfolios as of June 30, 2012 (in thousands):

**Pooled Cash and Investments**

<u>Type of Investment</u>	<u>Fair Value</u>	<u>Ratings as of June 30, 2012</u>		
		<u>Aaa/AAA</u>	<u>Aaa/AA</u>	<u>A1/P1</u>
U.S. Government Agency Securities	\$ 18,832	-	\$ 18,832	\$ -
U.S. Government Agency Securities (Discount)	67,990	-	67,990	-
Money Market Mutual Funds	14,000	14,000	-	-
Negotiable CD's	3,000	-	-	3,000
<b>Total Cash and Investments</b>	<b>\$ 103,822</b>	<b>\$ 14,000</b>	<b>\$ 86,822</b>	<b>\$ 3,000</b>

**Restricted Cash and Investments**

<u>Type of Investment</u>	<u>Fair Value</u>	<u>Ratings as of June 30, 2012</u>	
		<u>Aaa/AAA</u>	<u>Aaa/AA</u>
U.S. Government Agency Securities (Discount)	\$ 4,600	\$ -	\$ 4,600
Money Market Mutual Funds	104,008	104,008	-
<b>Total Cash and Investments</b>	<b>\$ 108,608</b>	<b>\$ 104,008</b>	<b>\$ 4,600</b>

***Concentration of Credit Risk***

Concentration of credit risk is the risk that the failure of any one issuer would place an undue financial burden on ORSA. Investments issued by or explicitly guaranteed by the U.S. Government and investments in mutual funds, external investment pools, and other pooled investments are exempt from this requirement, as they are normally diversified themselves. The following table shows the diversification of the ORSA's portfolio as of June 30, 2012 (in thousands):

**Pooled Cash and Investments**

<u>Type of Investment</u>	<u>Fair Value</u>	<u>% of Portfolio</u>
U.S. Govt. Agency Securities	\$ 18,832	18.14%
U.S. Govt. Agency Securities (Discount)	67,990	65.49%
Money Market Mutual Funds	14,000	13.48%
Commercial Paper	-	0%
Negotiable CD's	3,000	2.89%
<b>Total</b>	<b>\$ 103,822</b>	<b>100%</b>

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

**Restricted Cash and Investments**

<u>Type of Investment</u>	<u>Fair Value</u>	<u>% of Portfolio</u>
U.S. Govt. Agency Securities (Discount)	\$ 4,600	4.24%
Money Market Mutual Funds	104,008	95.76%
<b>Total</b>	<b>\$ 108,608</b>	<b>100%</b>

The following table show's ORSA's investments in one issuer that exceed 5% of ORSA's investment portfolio at June 30, 2012 (in thousands):

<u>Investment Type / Issuer</u>	<u>Amount</u>	<u>Percent of ORSA's Investment Portfolio</u>
U.S. Government Agency Securities:		
Federal National Mortgage Association (Fannie Mae)	\$ 29,831	14.04%
Federal Home Loan Bank	29,998	14.12%
Federal Home Loan Mortgage Corporation (Freddie Mac)	26,994	12.71%

***Restricted Cash and Investments with Fiscal Agents***

Under the provisions of the bond indentures, certain accounts with trustees were established for repayment of debt, amounts required to be held in reserve, and temporary investments for unexpended bond proceeds. As of June 30, 2012, the amounts held by the trustees aggregated \$108.6 million. All restricted investments held by trustees as of June 30, 2012 were invested in U.S. treasury notes, and money market mutual funds, and were in compliance with the bond indentures.

**Investments – Retirement Plans**

The Retirement Plans' investment policies authorize investment in domestic stocks and bonds, U.S. equities, international equities, U.S. fixed income, mortgage loans, and real estate. The Retirement Plans' investment portfolios are managed by external investment managers. During the year ended June 30, 2012, the number of external investment managers was eleven for PFRS and one for OMERS.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

**Oakland Municipal Employees' Retirement System (OMERS)**

**Deposits in the City's Investment Pool**

Cash and deposits consisted of cash in treasury held in the City's cash and investment pool. These funds are invested according to the investment policy adopted by the City Council. Interest earned on these pooled accounts is allocated monthly to all funds based on the average daily cash balance maintained by the respective funds. As of June 30, 2012, OMERS' share of the City's investment pool totaled \$60,124.

**Investments**

OMERS' investment policy authorizes investments in domestic common stocks and bonds. OMERS' investment policy states that the asset allocation of the investment portfolio target shall be 70% domestic equity and 30% domestic fixed income. As of June 30, 2012, OMERS' investment portfolio consists of shares of two investment funds (Funds). OMERS invests in the American Century Equity Mutual Fund and the HighMark Employee Benefit Flexible Bond Commingled Fund. Specific guidelines for the Funds are detailed in the prospectus or Declaration of Trust, for each individual fund.

The following summarizes OMERS' investment portfolio as well as the interest rate and the weighted average maturities of the Funds as of June 30, 2012 (in thousands):

<u>Investments</u>	<u>Fair Value</u>	<u>Yield</u>	<u>Weighted Average Maturity</u>
<b>Short-Term Investments</b>	\$ 47	-	*
<b>Equity Investments</b>			
American Century Equity Mutual Fund	3,105	-	
<b>Fixed Income Investments</b>			
HighMark Employee Benefit Flexible Bond Commingled Fund	1,271	3.0%	4.6 Years
Total Equity & Fixed Income Investment	<u>4,376</u>		
<b>Total Investments</b>	<u>\$ 4,423</u>		

\* Weighted average maturity is less than 0.1 year.

**Credit Risk:** Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. OMERS' investment policy states that the fixed income portfolio shall not exceed 8% investment in below investment grade securities (rated Ba/BB or below by at least one Nationally Recognized Statistical Rating Organization (NRSRO)) in fair market value. As of June 30, 2012, OMERS was invested in the HighMark Employee Benefit Flexible Bond Commingled Fund which has a credit quality rating of AA.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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**Custodial Credit Risk:** Custodial credit risk is the risk that, in the event of a failure of a depository financial institution or counterparty to a transaction, OMERS may not be able to recover the value of deposits, investments, or collateral securities in the possession of an outside party.

The California Government Code requires that governmental securities or first trust deed mortgage notes be used as collateral for demand deposits and certificates of deposit at 110 percent and 150 percent, respectively, of all deposits not covered by federal deposit insurance. As the City holds all cash and certificates of deposit on behalf of OMERS, the collateral must be held by the pledging financial institution's trust department and is considered held in the City's name.

OMERS does not have any investments that are not registered in the name of OMERS and are either held by the counterparty or the counterparty's trust department or agent, but not in OMERS's name.

**Oakland Police and Fire Retirement System (PFRS)**

**Deposits in the City's Investment Pool**

As of June 30, 2012, cash and cash deposits consisted of cash in treasury held in the City's cash and investment pool as well as cash deposits held in bank and with a custodian. These funds are invested according to the investment policy adopted by the City Council. Interest earned on these pooled accounts is allocated monthly to all funds based on the average daily cash balance maintained by the respective funds. As of June 30, 2012, PFRS' share of the City's investment pool totaled \$7,336,560.

PFRS has a money market account with Torrey Pines Bank (formerly Alta Alliance Bank) in the amount of \$983,442. Of the total cash and cash deposits not held in the City's investment pool, \$250,000 was FDIC insured and \$733,442 was collateralized with securities held by the pledging financial institution in PFRS' name, in accordance with Section 53652 of the California Government Code.

**Investments**

PFRS' investment policy authorizes investment in U.S. equities, international equities, U.S. fixed income securities, instruments including U.S. Treasury notes and bonds, government agency mortgage backed securities, U.S. corporate notes and bonds, collateralized mortgage obligations, yankee bonds and non-U.S. issued fixed income securities denominated in foreign currencies. PFRS' investment portfolio is managed by external investment managers, except for the bond iShares which are managed internally. During the year ended June 30, 2012, the number of external investment managers was eleven.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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The PFRS investments are also restricted by the City Charter. In November 2006, City voters passed Measure M to amend the City Charter to allow the PFRS Board to invest in non-dividend paying stocks and to change the asset allocation structure from 50% equities and 50% fixed income to the Prudent Person Standard as defined by the California Constitution.

PFRS' investment policy limits fixed income investments to a maximum average duration of 10 years and a maximum remaining term to maturity (single issue) at purchase of 30 years, with targeted portfolio duration of between 3 to 8 years and targeted portfolio maturity of 15 years. PFRS' investment policy with respect to fixed income investments identifies two standards for credit quality. The policy allows the fixed income managers to invest in securities with a minimum rating of B or higher as long as the portfolio maintains an average credit quality of BBB (investment grade using Standard & Poor's or Moody's ratings).

PFRS' investment policy states that investments in derivative securities known as Collateralized Mortgage Obligations (CMOs) shall be limited to a maximum of 20% of a broker account's fair value with no more than 5% in any one issue. CMOs are mortgage-backed securities that create separate pools of pass-through rates for different classes of bondholders with varying maturities. The fair value of CMOs are considered sensitive to interest rate changes because they have embedded options.

The investment policy allows for each fixed income asset manager to have a maximum of 10% of any single security investment in their individual portfolios with the exception of U.S. government securities, which is allowed to have a maximum of 25% in each manager's portfolio.

**Interest Rate Risk:** This is the risk that changes in interest rates will adversely affect the fair value of an investment. PFRS' investment policy limits fixed income investments to a maximum average duration of 10 years and a maximum remaining term to maturity (single issue) at purchase of 30 years, with targeted portfolio duration of between 3 to 8 years and targeted portfolio maturity of 15 years. The weighted average duration for PFRS' fixed income investment portfolio excluding fixed short-term investments and securities lending investments was 4.89 years as of June 30, 2012.

As of June 30, 2012, PFRS had the following fixed income investments by category (in thousands):

Short-Term Investment Duration:

<u>Investment Type</u>	<u>Fair Value</u>	<u>Modified Duration (Year)</u>
Short-Term Investment Funds	\$ 4,314	n/a

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

Long-Term Investment Duration:

<u>Investment Type</u>	<u>Fair Value</u>	<u>Modified Duration (Year)</u>
Government Bonds:		
U.S. Treasuries	\$ 11,878	6.009
U.S. Government Agency Securities	26,112	4.335
Total Government Bonds	37,990	
U.S. Corporate and Other Bonds		
Corporate Bonds	31,131	4.928
TIPS Bond Fund (iShares)	7,149	4.840
Other Government Bonds	1,205	5.402
Total U.S. Corporate and Other Bonds	39,485	
Total Fixed Income Investments	\$ 77,475	4.893
Securities Lending Collateral	\$ 14,126	0.005

**Credit Risk:** This is the risk that an issuer or other counterparty to an investment will not fulfill its obligation. The following tables provide information as of June 30, 2012 concerning credit risk of fixed income securities (in thousands):

<u>Investment Type</u>	<u>S&amp;P/Moody's Rating</u>	<u>Fair Value</u>
Short-Term Investment Funds	Not Rated	4,314

The following tables provide information as of June 30, 2012 concerning credit risk of fixed income and long-term investment rating (in thousands):

<u>S &amp; P/Moody's Rating</u>	<u>Fair Value</u>	<u>Percent of Total Fair Value</u>
AAA/Aaa	\$ 34,649	44.72%
AA /Aa	4,106	5.30%
A/A	9,432	12.17%
BBB/Baa	11,332	14.63%
B/B	440	0.57%
Not Rated	17,516	22.61%
Total Fixed Income Investments	\$ 77,475	100.0%

The following tables provide information as of June 30, 2012 concerning credit risk of securities lending collateral ratings (in thousands):

<u>S &amp; P/Moody's Rating</u>	<u>Fair Value</u>
Not Rated	\$ 14,126

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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**Concentration of Credit Risk:** This is the risk of loss attributed to the magnitude of a government's investment in a single issuer. As of June 30, 2012, no investment in any single insurer exceeded 5% of PFRS' net assets.

**Custodial Credit Risk:** Custodial credit risk is the risk that, in the event of a failure of a depository financial institution or counterparty to a transaction, there will be an inability to recover the value of deposits, investments, or collateral securities in the possession of an outside party.

The California Government Code requires that governmental securities or first trust deed mortgage notes be used as collateral for demand deposits and certificates of deposit at 110 percent and 150 percent, respectively, of all deposits not covered by federal deposit insurance. As the City holds cash and certificates of deposit on behalf of PFRS, the collateral must be held by the pledging financial institution's trust department and is considered held in the City's name. For all other PFRS deposits, the collateral must be held by the pledging financial institution's trust department and is considered held in PFRS' name.

The City, on behalf of PFRS, does not have any funds or deposits that are not covered by depository insurance, which are either uncollateralized, collateralized with securities held by the pledging financial institution, or collateralized with securities held by the pledging financial institution's trust department or agent, but not in the City's name. PFRS does not have any investments that are not registered in the name of PFRS and are either held by the counterparty or the counterparty's trust department or agent, but not in PFRS' name.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

**Foreign Currency Risk:** Foreign currency risk is the risk that changes in foreign exchange rates will adversely affect the fair values of an investment or deposit. Currency hedging is allowed under the PFRS investment policy for defensive purposes only. The investment policy limits currency hedging to a maximum of 25% of the portfolio value. The following summarizes PFRS' investments denominated in foreign currencies as of June 30, 2012 (in thousands):

<u>Foreign Currency</u>	<u>Total</u>
Australian Dollar	\$ 1,095
Brazilian Real	693
Canadian Dollar	363
Chinese Yuan Renminbi	11
Danish Krone	526
Euro	6,197
Hong Kong Dollar	3,096
Indonesian Rupian	225
Japanese Yen	3,128
Malaysian Ringgit	136
Mexican Peso	414
Norwegian Kroner	418
Singapore Dollar	333
South African Rand	153
South Korean Won	779
Swedish Krona	520
Swiss Franc	2,199
Taiwan Dollar	499
Turkish	184
United Kingdom Pound	4,801
<b>Total Foreign Currency</b>	<b><u>\$ 25,770</u></b>

**Securities Lending Transactions**

PFRS is authorized to enter into securities lending transactions which are short-term collateralized loans of PFRS securities to brokers-dealers with a simultaneous agreement allowing PFRS to invest and receive earnings on the loan collateral for a loan rebate fee. All securities loans can be terminated on demand by either PFRS or the borrower, although the average term of such loans is one week.

The Bank of New York Mellon administers the securities lending program. The administrator is responsible for maintaining an adequate level of collateral in an amount equal to at least 102% of the market value of loaned U.S. government securities, common stock and other equity securities, bonds, debentures, corporate debt securities, notes, and mortgages or other obligations. Collateral received may include cash, letters of credit, or securities. If securities collateral is received, PFRS cannot pledge or sell the collateral securities unless the borrower defaults. PFRS does not match the maturities of investments made with cash collateral with the securities on loan.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

As of June 30, 2012, management believes that PFRS has minimized its credit risk exposure to borrowers because the amounts held by PFRS as collateral exceeded the securities loaned by PFRS. PFRS' contract with The Bank of New York Mellon requires it to indemnify PFRS if the borrowers fail to return the securities (and if the collateral is inadequate to replace the securities borrowed) or fail to pay PFRS for income distributions by the securities' issuers while the securities are on loan.

The following table summarizes investments in securities lending transactions and collateral received as of June 30, 2012 (in thousands):

<b>Securities Lending</b>	
<b>Investments and Collateral Received (At Fair Value)</b>	
Securities on loan:	
U.S. Corporate Bonds	\$ 176
U.S. Equity	12,151
Non-U.S. Equity	1,624
Total Securities on Loan	\$ 13,951
Invested Cash Collateral Received:	
Repurchase Agreements	\$ 14,126
Total Invested Cash Collateral Received	\$ 14,126

**Fair Value Highly Sensitive to Change in Interest Rates:** The terms of a debt investment may cause its fair value to be highly sensitive to interest rate changes. PFRS has invested in collateralized mortgage obligations (CMOs), which are mortgage-backed bonds that pay pass-through rates with varying maturities. The fair values of CMOs are considered sensitive to interest rate changes because they have embedded options, which are triggers related to quantities of delinquencies or defaults in the loans backing the mortgage pool. If a balance of delinquent loans reaches a certain threshold, interest and principal that would be used to pay junior bondholders is instead directed to pay off the principal balance of senior bondholders and shortening the life of the senior bonds. The following table shows PFRS' investments in CMOs as of June 30, 2012 (in thousands):

<b>Security</b>	<b>Weighted Average Coupon Rate</b>	<b>Weighted Average Maturity</b>	<b>Fair Value</b>	<b>Percent of Total Investment Fair Value</b>
Commercial Mortgage Pass-Through	3.41%	3/6/2029	\$ 461	0.17%

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

**Discretely Presented Component Unit – Port of Oakland**

The Port's cash, investments and deposits consisted of the following at June 30, 2012 (in thousands):

Cash on hand	\$	626
Bank Deposits and Deposits in Escrow		1,446
Investments		279,133
<b>Total Cash and Investments</b>	<b>\$</b>	<b>281,205</b>

Deposits in Escrow consist of amounts received from construction contractors that are deposited into an escrow account in-lieu of retention withheld from construction progress billings. Interest on these deposits accrues to the contractor.

**Investments**

Under the City of Oakland Charter, all income and revenue from the operation of the Port is to be deposited in the City Treasury. Unused bonds proceeds are on deposit with a Trustee for both reserves and construction funds. The investment of funds held by a Trustee is governed by the Amended and Restated Master Trust Indenture, dated as of April 1, 2006 (the Restated Indenture). There were no investments pertaining to the Intermediate Lien Debt. Escrow funds are on deposit with an escrow agent. At June 30, 2012 the Port had the following investments (in thousands):

	<u>Fair Value</u>	<u>Credit Rating</u>	<u>Maturity</u>	
			<u>Less than 1 Year</u>	<u>1 - 5 Years</u>
U.S. Treasury Notes	\$ 69,906	Aaa <sup>1</sup>	\$ 60,412	\$ 9,494
Government Securities Money				
Market Mutual Funds	2,914	Aaa <sup>1</sup>	2,914	-
City Investment Pool	206,313	Not Rated	206,313	-
<b>Total Investments</b>	<b>\$ 279,133</b>		<b>\$ 269,639</b>	<b>\$ 9,494</b>

<sup>1</sup> Per Moody's

**Investments Authorized by Debt Agreements**

The following are the types of investments generally allowed under the Senior Trust Indenture and the Intermediate Lien Master Trust Indenture dated as of October 1, 2007 and the applicable Supplemental Indentures (Intermediate Trust Indenture, together with the Senior Trust Indenture, the Trust Indentures): U.S. Government Securities, U.S. Agency Obligations, Obligations of any State in the U.S., Prime Commercial Paper, FDIC Insured Deposits, Certificates of Deposit/Banker's Acceptance, Money Market Mutual Funds, State-sponsored Investment Pools, Investment Contracts, and Forward Delivery Agreements.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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**Interest Rate Risk**

This risk represents the possibility that an interest rate change could adversely affect an investment's fair value. In order to manage interest rate risk, it is the Port's policy that most bond proceeds are invested in permitted investment provisions of the Port's Trust Indentures with a short-term maturity.

**Credit Risk**

Provisions of the Port's Trust Indenture prescribe restrictions on the types of permitted investments of the monies held by the trustee in the funds and accounts created under the trust indentures, including agreements or financial institutions that must meet certain ratings.

**Concentration of Credit Risk**

The Trust Indenture places no limit on the amount the Port may invest in any one issuer. There were no investments that exceeded 5% of the total invested funds.

**Custodial Credit Risk**

For deposits, custodial credit risk is the risk that in the event of a failure of a depository financial institution, the ability to recover the value of the investments or collateral securities in the possession of an outside party may be doubtful. For investments, custodial credit risk is the risk that, in the event of the failure of the counterparty to a transaction, the Port will not be able to recover the value of its investment or collateral securities that are in possession of another party. To protect against custodial credit risk, all securities owned by the Port are held in the name of the Port for safekeeping by a third party bank trust department, acting as an agent for the Port under the terms of the Restated Trust Indenture. The Port had investments held by a third party bank trust department in the amount of \$72,820,000 at June 30, 2012. The carrying amount of Port deposits in escrow was \$1,446,000 at June 30, 2012. Bank balances and escrow deposits of \$250,000 at June 30, 2012 are insured or collateralized with securities held by the pledging financial institution's trust department in the Port's name. The remaining balance of \$1,196,000 as of June 30, 2012, was exposed to custodial credit risk by not being insured or collateralized.

**Cash and Investments with the City of Oakland**

Pursuant to the City Charter, Port operating revenues are deposited in the City Treasury. These funds are commingled in the City's investment pool. The Port receives a monthly interest allocation from investment earnings of the City based on the average daily balance on deposit and the earnings of the investments.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

**(4) INTERFUND RECEIVABLES, PAYABLES AND TRANSFERS**

“Due to” and “due from” balances have primarily been recorded when funds overdraw their share of pooled cash and interfund loans. The amounts due from the Oakland Redevelopment Successor Agency are related to advances and interfund loans made by the City for projects, loans, and services. The receivable amounts of ORSA relate to project advances made by ORSA for the City. The internal service funds’ borrowing will be repaid over a reasonable period of time as described in Note 20. The composition of interfund balances and transfers as of June 30, 2012, is as follows (in thousands):

**Due From/Due To Other Funds**

<u>Receivables</u>	<u>Payable Fund</u>	<u>Amount</u>
General Fund	Oakland Redevelopment Successor Agency	\$ 1,242
	Other Governmental Funds	1,765
	Federal/State Grant Fund	782
	Municipal Capital Improvement	81
	Internal Service Funds	34,455
	Subtotal General Fund	<u>38,325</u>
Low and Moderate Income		
Housing Asset Fund	Oakland Redevelopment Successor Agency	1,431
	General Fund	178
	Subtotal Low and Moderate Income Housing Asset Fund	<u>1,609</u>
Municipal Capital Improvement	Oakland Redevelopment Successor Agency	127
	Subtotal Governmental Funds	<u>40,061</u>
Oakland Redevelopment		
Successor Agency	General Fund	641
	Federal/State Grant Fund	990
	Municipal Capital Improvement	59
	Subtotal Oakland Redevelopment Successor Agency	<u>1,690</u>
	Total	<u>\$ 41,751</u>

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

**Interfund Transfers:**

<u>Transfers Out</u>	<u>Transfers In</u>	<u>Amount</u>	
General Fund	Other Governmental Funds	\$ 103,749	(1)
	Internal Service Funds	134	(2)
Municipal Capital Improvement	General Fund	1	(3)
	Other Governmental Funds	152	(4)
Federal/State Grant Fund	Oakland Redevelopment Agency	990	(5)
Oakland Redevelopment Agency	General Fund	1,313	(6)
	Municipal Capital Improvement	226,989	(7)
	Low and Moderate Income Housing Asset Fund	9,317	(8)
Other Governmental Funds	General Fund	198	(9)
Sewer Service Fund	General Fund	1,493	(10)
Nonmajor Parks & Recreation Fund	General Fund	400	(11)
Internal Service Funds	General Fund	229	(12)
<b>Total</b>		<b><u>\$ 344,965</u></b>	

- (1) The \$103.7 million transferred from the General Fund consists of transfers made to provide funding for the following:
- \$10.9 million for the Kids' First Children's Program.
  - \$90.7 million for debt service payments.
  - \$0.2 million for City-owned parcels of land in the Wildfire Prevention Assessment District.
  - \$1.9 million to set up the Rent Adjustment Program as a special revenue fund.
- (2) The \$0.1 million transfer from General Fund to Internal Service Fund for replacement of fire damaged equipments.
- (3) The one thousand dollar transferred from Municipal Capital Improvement Fund to General Fund for closing projects.
- (4) The \$0.1 million transfer from Municipal Capital Improvement Fund to Other Governmental Funds for combining the Nonmajor capital project fund with Municipal Capital Improvement Fund.
- (5) The \$1.0 million transfer from Federal/State Grant Fund to the former Agency for the Tiger II grant.
- (6) The \$1.3 million transfer from the former Agency to General Fund for commercial loans repayment after the City was assigned all the commercial loans from the Agency.
- (7) The \$227.0 million transfer from the Agency to Municipal Capital Improvement for various properties that the City purchased from the Agency pursuant to the purchase and sale agreement between the City and the Agency and the transfer of assets pursuant to the funding agreement between the City and the Agency.
- (8) The \$9.3 million transfer from the former Agency to Low and Moderate Income Asset Fund represents assets transferred to the housing fund after the dissolution of the former Agency pursuant to AB X1 26 and the City resolution number 83680 to retain housing assets, functions and powers previously performed by the former Agency.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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- (9) The \$0.1 million transferred from Other Governmental Funds to General Fund for claims liability payments and closing projects.
- (10) The \$1.5 million transfer from the Sewer Service Fund to the General Fund is to provide funding for \$0.6 million for City-wide lease payments and \$0.9 million for City's claims and liability payments.
- (11) The \$0.4 million transfer from the Parks and Recreation Fund to the General Fund as a one-time contribution for general fund purposes as approved in the Budget.
- (12) The \$0.2 million transfer from the Internal Service Fund to the General Fund is to provide funds for City's claims and liability payments.

**(5) MEMORANDUMS OF UNDERSTANDING**

The City and the Port have Memorandums of Understanding (MOUs) relating to: general obligation bonds issued by the City for the benefit of the Port; various administrative, personnel, south airport police security, aircraft rescue and fire fighters, and financial services (Special Services); police, fire, public street cleaning and maintenance, and similar services (General Services) provided by the City to the Port; and Lake Merritt payments. Payments are made upon execution of appropriate agreements and periodic findings and authorizations from the Board.

**Special Services and Aircraft Rescue & Fire Fighters (ARFF)**

Payments for special services and ARFF are treated as a cost of Port operations pursuant to the City Charter Section 717(3) Third Clause and have priority over certain other expenses of Port revenues. Special services and ARFF totaled \$6,704,000 and are included in Operating Expenses. At June 30, 2012, \$5,719,000 was accrued as a current liability by the Port and as a receivable by the City.

**General Services and Lake Merritt Trust Services**

Payments for General Services from the City are payable only to the extent the Port determines annually that surplus monies are available under the Charter for such purposes. As of June 30, 2012, the Port accrued approximately \$1,196,000 of payments for General Services as a current liability and by the City as a receivable. Additionally, subject to certain conditions, the Port accrued approximately \$960,000 to reimburse the City for General Services for net City expenditures for Lake Merritt Tideland Trust properties in 2012. Subject to adequate documentation from the City, and subject to availability of surplus monies, the Port expects that it will continue to reimburse the City annually for General Services and Lake Merritt Tideland Trust services.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

**Golf Course Lease with the Port**

The Port has leased property to the City under a 66-year lease, which is expressed in terms of the Amended and Restated Lease between the Port and the City for the development and operation of the public golf course by the City. The lease commenced in 2003 when the Port delivered a completed 164.90 acres golf course to the City to replace the City's golf course that was destroyed when the Port used the site as a dredge disposal site. The golf course is leased to a third party and the minimum annual rental is \$270,000 payable in twelve installments of \$22,500 per month, which is then split 50/50 between the Port and the City.

**(6) NOTES AND LOANS RECEIVABLE**

**Primary Government**

The composition of the City's notes and loans receivable as of June 30, 2012, is as follows (in thousands):

Type of Loan	General Fund	Federal/ State Grant Fund	LMIHF <sup>1</sup>	Municipal Capital Improvement	Other Governmental Funds	Total
Pass-through Loans	\$ -	\$ 1,145	\$ -	\$ -	\$ -	\$ 1,145
HUD Loans	-	135,068	-	-	-	135,068
Economic Development						
Loans and Other	47,493	5,250	237,080	367	33,781	323,971
Less: Allowance for						
Uncollectable Accounts	-	(6,745)	(87,121)	-	(2,510)	(96,376)
Total Notes and Loans						
Receivable, Net	<u>\$ 47,493</u>	<u>\$ 134,718</u>	<u>\$ 149,959</u>	<u>\$ 367</u>	<u>\$ 31,271</u>	<u>\$ 363,808</u>

<sup>1</sup> Low and Moderate Income Housing Asset Fund

As of June 30, 2012, the City has a total of \$363.8 million net notes and loans receivable, which is not expected to be received in the next twelve months. All of the City's notes and loans receivables are offset with deferred revenue in the governmental funds as the collection of those notes and loans are not expected within the near future.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

Prior to effective date of the Redevelopment Dissolution Law, California Community Redevelopment Law required that at least 20% of the incremental tax revenues generated from certain redevelopment project areas be used to increase, improve, and preserve the affordable housing stock for families and individuals with very low, low, and moderate incomes. In response to this former requirement, the City established its 20% Housing Program and an additional 5% of the former tax increment to offer financial assistance to qualified developers, families, and individuals by providing loans at “below market” rates. Upon dissolution of the former Agency, the City assumed the housing activity function of the former Agency. All loans receivable relating to the Low and Moderate Income Housing Program have been transferred from the former Agency to the LMIHF, which was established as of February 1, 2012 pursuant to City Council resolution no. 83680 C.M.S. As of June 30, 2012, loans receivable relating to the LMIHF program totaled approximately \$150.0 million, net of allowance for uncollectible accounts.

**Notes and Loans Receivables Held by ORSA**

Composition of loans receivable as of June 30, 2012 is as follows:

	Housing Development Loans	Economic Development Loans	Gross Notes & Loans receivable	Allowance for uncollectible accounts	Total Notes & Loans receivable, Net
Notes and Loans Receivable	\$ 1,463	\$ 18,082	\$ 19,545	\$ (13,170)	\$ 6,375

As of June 30, 2012, ORSA has a total of \$6.4 million net notes and loans receivable, which is not expected to be received in the next twelve months.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

**(7) CAPITAL ASSETS AND LEASES**

**Primary Government**

Capital assets activity of the primary government for the year ended June 30, 2012, is as follows (in thousands):

	<u>Balance</u> <u>July 1, 2011</u>	<u>Additions</u>	<u>Deletions</u>	<u>Transfers</u>	<u>Balance</u> <u>June 30, 2012</u>
<b>GOVERNMENTAL ACTIVITIES</b>					
Capital assets, not being depreciated:					
Land	\$ 80,829	\$ 4,184	\$ 4,025	\$ 301	\$ 81,289
Intangibles (easements)	2,607	-	-	-	2,607
Museum collections	736	25	-	-	761
Construction in progress	57,205	83,645	-	(44,678)	96,172
<b>TOTAL CAPITAL ASSETS, NOT BEING DEPRECIATED</b>	<u>141,377</u>	<u>87,854</u>	<u>4,025</u>	<u>(44,377)</u>	<u>180,829</u>
Capital assets, being depreciated:					
Facilities and improvements <sup>1</sup>	805,818	44,305	79,575	9,540	780,088
Furniture, machinery and equipment	181,346	5,346	3,178	1,489	185,003
Infrastructure	576,921	-	-	33,348	610,269
<b>TOTAL CAPITAL ASSETS, NOT BEING DEPRECIATED</b>	<u>1,564,085</u>	<u>49,651</u>	<u>82,753</u>	<u>44,377</u>	<u>1,575,360</u>
Less accumulated depreciation:					
Facilities and improvements	353,184	23,106	46,920	-	329,370
Furniture, machinery and equipment	150,767	9,033	3,146	-	156,654
Infrastructure	214,100	20,713	-	-	234,813
<b>TOTAL ACCUMULATED DEPRECIATION</b>	<u>718,051</u>	<u>52,852</u>	<u>50,066</u>	<u>-</u>	<u>720,837</u>
<b>TOTAL CAPITAL ASSETS, BEING DEPRECIATED, NET</b>	<u>846,034</u>	<u>(3,201)</u>	<u>32,687</u>	<u>44,377</u>	<u>854,523</u>
<b>GOVERNMENTAL ACTIVITIES CAPITAL ASSETS, NET</b>	<u>\$ 987,411</u>	<u>\$ 84,653</u>	<u>\$ 36,712</u>	<u>\$ -</u>	<u>\$ 1,035,352</u>

<sup>1</sup> The \$79.6 million deletion or retirement include the book value of Kaiser Convention Center retired after the sale of the asset to the Agency

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

	<u>Balance</u> <u>July 1, 2011</u>	<u>Additions</u>	<u>Deletions</u>	<u>Transfers</u>	<u>Balance</u> <u>June 30, 2012</u>
<b>BUSINESS-TYPE ACTIVITIES:</b>					
<b>Sewer Service Fund:</b>					
Capital assets, not being depreciated:					
Land	\$ 4	\$ -	\$ -	\$ -	\$ 4
Construction in progress	12,476	9,808	-	(7,023)	15,261
Total capital assets, not being depreciated	<u>12,480</u>	<u>9,808</u>	<u>-</u>	<u>(7,023)</u>	<u>15,265</u>
Capital assets, being depreciated:					
Facilities and improvements	306	5	-	-	311
Furniture, machinery and equipment	1,041	1,893	-	-	2,934
Sewer and storm drains	236,234	-	-	7,023	243,257
Total capital assets, being depreciated	<u>237,581</u>	<u>1,898</u>	<u>-</u>	<u>7,023</u>	<u>246,502</u>
Less accumulated depreciation:					
Facilities and improvements	174	21	-	-	195
Furniture, machinery and equipment	789	265	-	-	1,054
Sewer and storm drains	86,923	4,795	-	-	91,718
Total accumulated depreciation	<u>87,886</u>	<u>5,081</u>	<u>-</u>	<u>-</u>	<u>92,967</u>
Total capital assets, being depreciated, net	<u>149,695</u>	<u>(3,183)</u>	<u>-</u>	<u>7,023</u>	<u>153,535</u>
<b>SEWER SERVICE FUND</b>					
CAPITAL ASSETS, NET	<u>\$ 162,175</u>	<u>\$ 6,625</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 168,800</u>
<b>Parks and Recreation Fund:</b>					
Capital assets, not being depreciated:					
Land	\$ 218	\$ -	\$ -	\$ -	\$ 218
Total capital assets, not being depreciated	<u>218</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>218</u>
Capital assets, being depreciated:					
Facilities and improvements	4,391	-	-	-	4,391
Furniture, machinery and equipment	369	-	-	-	369
Infrastructure	85	-	-	-	85
Total capital assets, being depreciated	<u>4,845</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>4,845</u>
Less accumulated depreciation:					
Facilities and improvements	1,530	277	-	-	1,807
Furniture, machinery and equipment	325	7	-	-	332
Infrastructure	20	6	-	-	26
Total accumulated depreciation	<u>1,875</u>	<u>290</u>	<u>-</u>	<u>-</u>	<u>2,165</u>
Total capital assets, being depreciated, net	<u>2,970</u>	<u>(290)</u>	<u>-</u>	<u>-</u>	<u>2,680</u>
<b>PARKS AND RECREATION FUND</b>					
CAPITAL ASSETS, NET	<u>\$ 3,188</u>	<u>\$ (290)</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 2,898</u>
<b>BUSINESS-TYPE ACTIVITIES</b>					
CAPITAL ASSETS, NET	<u>\$ 165,363</u>	<u>\$ 6,335</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 171,698</u>

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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Depreciation expense was charged to functions/programs of the primary government as follows (in thousands):

**Governmental Activities:**

General Government	\$ 4,308
Public Safety	5,951
Community Service Department	11,705
Community and Economic Development	3,716
Planning, Building & Neighborhood Preservation	1,345
Housing & Community Development	38
Public Works	22,758
Capital assets held by internal service funds that are charged to various functions based on their usage of the assets	3,031
Total	<u>\$ 52,852</u>

**Business-Type Activities:**

Sewer	\$ 5,081
Parks and Recreation	290
Total	<u>\$ 5,371</u>

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

**Discretely Presented Component Unit – Port of Oakland**

Capital assets activity for the Port for the year ended June 30, 2012, is as follows (in thousands):

	<u>Balance</u> <u>July 1, 2011</u>	<u>Additions</u>	<u>Deletions</u>	<u>Transfers</u>	<u>Balance</u> <u>June 30, 2012</u>
Capital assets, not being depreciated:					
Land	\$ 520,130	\$ 512	\$ 163	\$ -	\$ 520,805
Intangibles (noise easements and air rights)	12,642	-	-	10,851	23,493
Construction in progress	122,528	68,688	(2,292)	(13,838)	175,086
Total capital assets, not being depreciated	<u>655,300</u>	<u>69,200</u>	<u>(2,129)</u>	<u>(2,987)</u>	<u>719,384</u>
Capital assets, being depreciated:					
Building and improvements	851,384	-	65	272	851,721
Container cranes	153,775	-	-	-	153,775
Systems and structures	1,574,958	-	(1,401)	1,224	1,574,781
Intangibles (software)	11,069	-	(17)	-	11,052
Other equipment	74,742	51	(311)	1,491	75,973
Total capital assets, being depreciated	<u>2,665,928</u>	<u>51</u>	<u>(1,664)</u>	<u>2,987</u>	<u>2,667,302</u>
Less accumulated depreciation:					
Building and improvements	441,390	32,431	1,160	-	472,661
Container cranes	78,395	5,422	-	-	83,817
Systems and structures	538,714	54,144	-	-	592,858
Intangibles (software)	553	1,105	-	-	1,658
Other equipment	45,376	4,930	357	-	49,949
Total accumulated depreciation	<u>1,104,428</u>	<u>98,032</u>	<u>1,517</u>	<u>-</u>	<u>1,200,943</u>
Total capital assets, being depreciated, net	<u>1,561,500</u>	<u>97,981</u>	<u>(147)</u>	<u>2,987</u>	<u>1,466,359</u>
<b>CAPITAL ASSETS, NET</b>	<u>\$ 2,216,800</u>	<u>\$ (28,781)</u>	<u>\$ (2,276)</u>	<u>\$ -</u>	<u>\$ 2,185,743</u>

**Capital Leases**

The capital assets leased to others at June 30, 2012, consist of the following (in thousands):

Land	\$ 389,387
Container cranes	153,775
Building and other facilities	1,142,969
Subtotal	<u>1,686,131</u>
Less accumulated depreciation	<u>(520,756)</u>
Net capital assets, on lease	<u>\$ 1,165,375</u>

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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*Operating Leases*

A major portion of the Port's capital assets is held for lease. Leased assets include maritime facilities, aviation facilities, office and commercial space, and land. The majority of the leases are classified as operating leases.

Certain maritime facilities are leased under agreements, which provide the tenants with preferential, but nonexclusive, use of the facilities. Certain leases provide for rentals based on gross revenues of the leased premises or, in the case of marine terminal facilities, on annual usage of the facilities. Such leases generally provide for minimum rentals and certain preferential assignments provide for both minimum and maximum rentals.

A summary of revenues from long-term leases for the year ended June 30, 2012, is as follows (in thousands):

Minimum non-cancelable rentals, including preferential assignments	\$ 170,943
Contingent rentals in excess of minimums	18,695
Secondary use of facilities leased under preferential assignments	216
Total	<u>\$ 189,854</u>

The Port and Ports America Outer Harbor Terminal, LLC, a private company, entered into a long-term concession and lease agreement on January 1, 2010 for the operation of berths 20-24 for 50 years. A \$60 million upfront fee was paid to the Port with offsets of approximately \$7 million for contractual obligations. The unamortized net upfront fee is approximately \$51 million at June 30, 2012 is classified as unearned revenue.

The Port's goals for the concession and lease agreement for berths 20-24 was, among other things, to maintain the continuous use and occupancy of berths 20-24 by a rent-paying tenant and maximize the annual revenue guarantee over the life of the concession, while also transferring the risk and responsibility for the berths to the concessionaire to the greatest extent commercially reasonable to do so. In furtherance of these goals, the concession and lease agreement provides that the concessionaire is responsible for any redevelopment of the berths. Except for certain emissions reductions measures which the concessionaire is obligated to implement, the improvements to be made by the concessionaire are at the discretion of the concessionaire, subject to market conditions and the concessionaire's ability to compete for and handle cargo under the then existing condition of the facilities at Berths 20-24.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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Minimum future rental revenues for years ending June 30 under non-cancelable operating leases having an initial term in excess of one year are as follows (in thousands):

Year	Rental Revenues
2013	\$ 176,034
2014	164,823
2015	164,412
2016	163,084
2017	131,884
2018 - 2022	337,216
2023 - 2027	296,001
2028 - 2032	258,557
2033 - 2037	224,111
2038 - 2042	246,492
2043 - 2047	268,413
Thereafter	813,566
Total	<u>\$ 3,244,593</u>

The Port turned over the operation of its Marina to a private company through a long-term financing lease and operating agreement on May 1, 2004. Minimum future lease payments to be received for the succeeding years ending June 30 are as follows (in thousands):

Year	Rental Revenues
2013	\$ 378
2014	390
2015	401
2016	413
2017	426
2018 - 2022	2,328
2023 - 2027	2,698
2028 - 2032	3,128
2033 - 2037	3,627
2038 - 2042	4,204
2043 - 2047	4,874
Thereafter	7,939
Total	<u>\$ 30,806</u>

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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**(8) PROPERTY HELD FOR RESALE**

**Primary Government**

A summary of changes in Property Held for Resale is as follows (in thousands):

	Balance July 1, 2011	Additions	Deductions	Balance June 30, 2012
Property held for resale	\$ 179,240	\$ -	\$ 45,857	\$ 133,383

On March 3, 2011, the City and the Agency entered into a purchase and sale agreement of various Agency properties to the City. The City recorded the Property Held for Resale from the former Agency as an asset at the lower of cost or net realizable value.

**Oakland Redevelopment Successor Agency**

During the five-month period ended June 30, 2012, ORSA has a total of \$38.9 million for property held for resale transferred from the former redevelopment agency and booked at the lower of cost or net realizable value. The property held for resale will be included in ORSA's Long-Range Management Plan, which will be forwarded to the Oversight Board and California State Department of Finance (DOF) for approval upon the receipt of a Finding of Completion from the DOF.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

**(9) ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

Accounts payable and accrued liabilities as of June 30, 2012, for the City's individual major funds, nonmajor governmental funds in the aggregate, business-type activities – enterprise fund and internal service funds, are as follows (in thousands):

	<b>Accounts Payable</b>	<b>Accrued Payroll/ Employee Benefits</b>	<b>Total</b>
<b>Governmental Activities:</b>			
General Fund	\$ 19,505	\$ 74,814	\$ 94,319
Federal/State Grant Fund	12,529	-	12,529
Low and Moderate Income Housing Asset Fund	1,373	-	1,373
Municipal Capital Improvement Fund	7,313	-	7,313
Other governmental funds	6,219	-	6,219
Subtotal	46,939	74,814	121,753
Internal service funds	1,268	-	1,268
<b>TOTAL</b>	<b>\$ 48,207</b>	<b>\$ 74,814</b>	<b>\$ 123,021</b>
<b>Business-type Activities:</b>			
Sewer Service Fund	\$ 2,487	\$ -	\$ 2,487
<b>TOTAL</b>	<b>\$ 2,487</b>	<b>\$ -</b>	<b>\$ 2,487</b>

Accounts payable and accrued liabilities for the pension trust funds and private purpose trust funds at June 30, 2012, are as follows (in thousands):

<b>Pension Trust Funds:</b>	
Accounts payable	\$ 2
Investments payable	4,528
Accrued investment management fees	396
Member benefits payable	5,112
Total	10,038
<b>Oakland Redevelopment Successor Agency Trust Fund</b>	
Accounts payable and accrued liabilities	12,698
<b>Private Purpose Trust Fund</b>	
Accounts payable and accrued liabilities	14
<b>TOTAL</b>	<b>\$ 22,750</b>

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

**(10) DEFERRED REVENUE**

Governmental funds report deferred revenue in connection with revenues not considered available to liquidate liabilities of the current period. Governmental and enterprise funds also defer revenue recognition in connection with resources that have been received but not yet earned.

At June 30, 2012, the various components of deferred revenue and unearned revenue reported were as follows (in thousands):

	<u>Unavailable</u>	<u>Unearned</u>	<u>Total</u>
<b>Governmental Activities:</b>			
General Fund	\$ 52,212	\$ 4,160	\$ 56,372
Federal/State Grant Fund	142,992	-	142,992
Low and Moderate Income Housing Asset Fund	151,534		151,534
Municipal Capital Improvement	2,545	-	2,545
Other Governmental Funds	39,052	-	39,052
<b>TOTAL GOVERNMENTAL FUNDS</b>	<u>\$ 388,335</u>	<u>\$ 4,160</u>	<u>\$ 392,495</u>
<b>Business-type activities:</b>			
Sewer Service	<u>\$ -</u>	<u>\$ 263</u>	<u>\$ 263</u>

**(11) TAX AND REVENUE ANTICIPATION NOTES PAYABLE**

The City issued tax and revenue anticipation notes in advance of property tax collections. The notes were used to satisfy General Fund obligations and carried an approximate effective interest rate of 2.000%. Principal and interest were paid on June 30, 2012.

The short-term debt activity for the year ended June 30, 2012, is as follows (in thousands):

	<u>Beginning Balance</u>	<u>Issued</u>	<u>Redeemed</u>	<u>Ending Balance</u>
2010 - 2011 Tax & Revenue Anticipation Notes	\$ -	\$ 81,200	\$ (81,200)	\$ -

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

**(12) LONG-TERM OBLIGATIONS**

**Primary Government**

The following is a summary of long-term obligations as of June 30, 2012 (in thousands):

<b>Governmental Activities</b>			
Type of Obligation	Final Maturity Year	Remaining Interest Rates	Amount
<b>Bonds Payable:</b>			
General obligation bonds (A)	2039	2.00 - 6.25%	\$ 326,609
Lease revenue bonds (B)	2027	2.85 - 5.50%	210,530
Pension obligation bonds (C)	2023	6.24 - 6.89%	174,777
Accreted interest (B) and (C)			157,211
City guaranteed special assessment district bonds (C)	2039	2.00 - 6.70%	7,475
Plus (less) Deferred Amounts:			
Bond issuance premiums			23,176
Bond refunding loss			(18,546)
Total			881,232
<b>Notes Payable and Capital Leases:</b>			
Notes payable (B) and (D)	2017	1.00 - 8.27%	10,140
Capital leases (B) and (D)	2022	2.56 - 5.40%	13,498
Total			23,638
<b>Other Long-Term Liabilities</b>			
Accrued vacation and sick leave (E)			41,438
Self-insurance liability - workers' compensation (B)			85,558
Self-insurance liability - general liability (B)			33,971
Estimated environmental cost (B)			4,433
Pledge obligation for Coliseum Authority debt (B)			61,408
Net OPEB obligation (B)			186,583
Interest rate swap agreement (B)			16,165
Total			429,556
<b>Total Governmental Activities Long-Term Obligations, Net</b>			<b>\$ 1,334,426</b>

**Debt service payments are made from the following sources:**

- (A) Property tax recorded in the debt service funds
- (B) Revenues recorded in the general fund
- (C) Property tax voter approved debt
- (D) Revenues recorded in the special revenue funds
- (E) Revenues recorded in the funds that are responsible for the payroll costs

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

**Business-Type Activities**

Type of Obligation	Final Maturity Year	Remaining Interest Rates	Amount
Sewer fund - Notes payable	2014	3.00 - 3.50%	\$ 574
Sewer fund - Bonds	2029	3.00 - 5.25%	50,695
Unamortized Bond Premium			2,003
Total Business-Type Activities Long-Term Obligations, Net			<u>\$ 53,272</u>

**Component Unit - Port of Oakland**

Type of Obligation	Final Maturity Year	Remaining Interest Rates	Amount
Senior and intermediate lien bonds	2033	1.50 - 5.88%	\$ 1,262,965
Notes and loans	2030	0.12 - 5.00%	92,832
Plus (less) Deferred Amounts:			
Unamortized bond discounts and premiums, net			19,773
Deferred loss on refunding			(20,677)
Total bonds, notes, and loans payable			<u>1,354,893</u>
Self-insurance liability - workers' compensation			8,190
Self-insurance liability - general liability			5,663
Accrued vacation, sick leave and compensatory time			6,023
Environmental remediation and other liabilities			23,222
Net OPEB obligation			<u>10,510</u>
Total other long-term obligation			<u>53,608</u>
Total Component Unit Long-Term Obligation, Net			<u>\$ 1,408,501</u>

**Oakland Redevelopment Successor Agency**

Type of Obligation	Final Maturity Year	Remaining Interest Rates	Amount
Tax Allocation Bonds	2041	2.50 - 8.50%	\$ 377,665
Housing Set-Aside Bonds	2042	3.25 - 9.25%	125,875
Plus (less) Deferred Amounts:			
Issuance premiums			6,675
Issuance discounts			(2,523)
Refunding loss			(3,211)
Total ORSA Long-Term Obligation, Net			<u>\$ 504,481</u>

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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**Revenues Pledged for the Repayment of Debt Service - ORSA**

***Tax Allocation Bonds***

The Tax Allocation Bonds (TAB), which are comprised of Series 1992, Series 2003, Series 2005, Series 2006T, Series 2009T, Series 2006A TE/T, Series 2006B TE/T, Series 2006C TE/T, and Series 2010T are issued primarily to finance redevelopment projects and are all secured by pledge of redevelopment property tax revenues (i.e. former tax increment), consisting of a portion of taxes levied upon all taxable properties within each the tax increment generating redevelopment project areas, and are equally and ratably secured on a parity with each TAB series.

As of June 30, 2012, assuming no growth in assessed valuation throughout the term of each project area, the total projected accumulated redevelopment property tax revenue through the period of the bonds would be estimated at \$2,949,756,000. These revenues have been pledged until the year 2041, the final maturity date of the bonds. The total principal and interest remaining on these TABs as of June 30, 2012 is estimated at \$599,700,000, which is 20.3 percent of the total projected redevelopment property tax revenues. The pledged redevelopment property tax revenues recognized during the reporting period February 1, 2012 through June 30, 2012 was \$36,597,000 of which \$16,782,730 (principal and interest) was used to pay debt service.

Historically, upon receipt of property tax increment, the Agency calculated the 80 percent and 20 percent and the voluntary 5 percent amount of tax increment and would then transfer the 20 percent and 5 percent portion to the Low and Moderate Income Housing Fund, as required by the California Health and Safety Code and the Agency board resolution. The previous requirement to bifurcate the tax increment into 80 percent and 20 percent portions was eliminated in AB X1 26. However, in order to maintain compliance with bond indentures secured by the 80 percent and 20 percent tax increment, the Oakland Redevelopment Successor Agency plans to request the funds through the Recognized Obligation Payment Schedule (ROPS) from the Redevelopment Property Tax Trust Fund (“RPTTF”) pursuant to Health and Safety Code 34183 (a)(2)(A), and segregate the funds in the debt service funds accordingly until the debt obligations have been satisfied.

***Housing Set-Aside Bonds***

The Housing set-aside bonds, which is comprised of Series 2006A, Series 2006A-T and Series 2011T are issued to finance affordable housing projects and are secured by a pledge and lien upon the 20% redevelopment property tax revenue (i.e. former tax increment) set-aside for the low and moderate income housing fund.

As of June, 30, 2012, assuming no growth in assessed valuation throughout the term of each project area, the total projected accumulated redevelopment property tax

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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revenue through the period of the bonds would be estimated at \$779,962,000. These revenues have been pledged until the year 2042, the final maturity date of the bonds. The total principal and interest remaining on these Housing Set-Aside Bonds as of June 30, 2012 is estimated at \$252,046,000, which is 32.3 percent of the total projected tax increment revenues. The pledged redevelopment property tax revenues recognized during the reporting period February 1, 2012 through June 30, 2012 was zero. The total interest debt service payment for the reporting period was \$4,174,793. The Agency used restricted fund balance on the Low and Moderate Housing Fund to pay the debt service for the subject reporting period.

In the future, in order to maintain compliance with bond indentures secured by the 20 percent tax increment, the Oakland Redevelopment Successor Agency plans to request the funds through the Recognized Obligation Payment Schedule (ROPS) from the RPTTF pursuant to Health and Safety Code 34183 (a)(2)(A), and segregate the funds in the debt service funds accordingly until the debt obligations have been satisfied. See Note 2 for additional information.

**Revenues Pledged for the Repayment of Debt Service – Port**

The Port's long-term debt consists primarily of tax-exempt bonds. The majority of the Port's outstanding bonds are revenue bonds which are secured by Pledged Revenues of the Port. Pledged Revenues are substantially all revenues and other cash receipts of the Port, including, without limitation, amounts held in the Port Revenue Fund with the City, but excluding amounts received from certain taxes, certain insurance proceeds, special facilities revenues, and certain other gifts, fees, and grants that are restricted by their terms to purposes inconsistent with the payment of debt service.

Pledged Revenues do not include cash received from Passenger Facility Charges (PFC) or Customer Facility Charges (CFC) unless projects included in a financing are determined to be PFC or CFC eligible and bond proceeds are expended on such eligible projects and the Port elects to pledge PFCs or CFCs as supplemental security to such applicable bonds. Currently, the Port has no bonds for which PFCs or CFCs are pledged. As of June 30, 2012, the Port has \$161.2 million of net pledge revenues.

For additional disclosures on revenues pledged for repayment of Port debt, see the separately issued financial statements of the Port.

**Debt Compliance**

There are a number of limitations and restrictions contained in the various bond indentures held by the City and ORSA. Management believes that the City and ORSA are in compliance.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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**Legal Debt Limit and Legal Debt Margin**

As of June 30, 2012, the City's debt limit (3.75% of valuation subject to taxation) was \$1,110,343,736. The total amount of debt applicable to the debt limit was \$326,608,202. The resulting legal debt margin was \$783,735,534.

**Interest Rate Swap**

**Oakland Joint Powers Financing Authority Lease Revenue Bonds, 1998 Series A1/A2**

*Objective of the Interest Rate Swap:* On January 9, 1997, the City entered into a forward-starting synthetic fixed rate swap agreement (the "Swap") with Goldman Sachs Mitsui Marine Derivatives Products, U.S., L.P. (the "Counterparty") in connection with the \$187,500,000 Oakland Joint Powers Financing Authority (the "Authority") Lease Revenue Bonds, 1998 Series A1/A2 (the "1998 Lease Revenue Bonds"). Under the swap agreement, which effectively changed the City's variable interest rate on the bonds to a synthetic fixed rate, the City would pay the Counterparty a fixed rate of 5.6775% through the end of the swap agreement in 2021 and receive a variable rate based on the Bond Market Association index. The City received an upfront payment from the Counterparty of \$15 million for entering into the Swap.

On March 21, 2003, the City amended the swap agreement to change the index on which the Swap is based from the Bond Market Association index to a rate equal to 65% of the 1-month London Interbank Offer Rate ("LIBOR"). This amendment resulted in an additional upfront payment from the Counterparty to the City of \$5.975 million.

On June 21, 2005, all of the outstanding 1998 Lease Revenue Bonds were defeased by the Oakland Joint Powers Financing Authority Refunding Revenue Bonds, 2005 Series A-1, A-2 and B ("Series 2005 A & B Bonds"). \$143,093,669 was deposited with the trustee to defease the 1998 Lease Revenue Bonds. However, the Swap associated with the 1998 Lease Revenue Bonds still remains in effect. This is now a stand-alone swap with no association to any bond.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

The amortization schedule is as follows as of June 30, 2012:

<u>Calculation period (July 31)</u>	<u>Notional Amount</u>	<u>Fixed Rate To Counterparty</u>	<u>65% of LIBOR<sup>1</sup></u>	<u>Net Rate</u>
2012	\$ 68,900,000	5.6775%	0.1597% <sup>2</sup>	5.5178%
2013	61,200,000	5.6775%	0.1597% <sup>2</sup>	5.5178%
2014	53,700,000	5.6775%	0.1597% <sup>3</sup>	5.5178%
2015	46,400,000	5.6775%	0.1597% <sup>4</sup>	5.5178%
2016	39,300,000	5.6775%	0.1597% <sup>5</sup>	5.5178%
2017	32,500,000	5.6775%	0.1597% <sup>6</sup>	5.5178%
2018	25,800,000	5.6775%	0.1597% <sup>7</sup>	5.5178%
2019	19,300,000	5.6775%	0.1597% <sup>8</sup>	5.5178%
2020	12,800,000	5.6775%	0.1597% <sup>9</sup>	5.5178%
2021	6,400,000	5.6775%	0.1597% <sup>10</sup>	5.5178%

<sup>1</sup> Rate is as of 1-month LIBOR on June 30, 2012

<sup>2</sup> Rates are projections, LIBOR rate fluctuates daily

*Terms:* The swap agreement terminates on July 31, 2021, and has a notional amount as of June 30, 2012 of \$68,900,000. The notional amount of the swap declines through 2021. Under the Swap, the City pays the counterparty a fixed payment of 5.6775% and receives a variable payment computed at 65% of LIBOR rate (total rate not to exceed 12%). The City's payments to the counterparty under the Swap agreement are insured by the third party bond insurer.

*Fair Value:* Because interest rates have declined since the execution of the Swap, the Swap had a negative fair value of \$16,164,548 as of June 30, 2012. The fair value was estimated using the zero-coupon method. This method calculates the future net settlement payments required by the Swap, assuming that the current forward rates implied by the yield curve correctly anticipate future spot interest rates. These payments are then discounted using the spot rates implied by the current yield curve for hypothetical zero-coupon bonds due on the date of each future net settlement on the Swap.

*Credit Risk:* The issuer and the counterparty take a credit risk to each other over the life of the swap agreement. This is the risk that either the issuer or the counterparty will fail to meet its contractual obligations under the swap agreement. The Counterparty was rated Aa2 by Moody's Investors Service, and AAA by Standard and Poor's as of June 30, 2012. To mitigate the potential for credit risk, if the counterparty's credit quality falls below A3 by Moody's Investors Service or A- by Standard and Poor's, the swap agreement provides the counterparty, the City, the bond insurer for the Bonds and a third party collateral agent to execute a collateral agreement within 30 days of such a downgrade.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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*Termination Risk:* An interest rate swap has some degree of termination risk. Linked to counterparty risk, a termination of the swap will result in a payment being made or received by the City depending on the then prevailing interest rate environment. The City may terminate the Swap if the counterparty fails to perform under the terms of the contract. The City also may terminate the Swap if the counterparty fails to execute a collateral agreement satisfactory to the City and the bond insurer within 30 days of the counterparty's ratings falling below "A3" by Moody's Investors Service or "A-" by Standard and Poor's.

The counterparty may terminate the Swap if the City fails to perform under the terms of the contract. The counterparty also may terminate the Swap if the City's ratings fall below "Baa3" by Moody's Investors Service or "BBB-" by Standard and Poor's. If at the time of termination, the Swap has a negative fair value, the City would be liable to the counterparty for a payment equal to the Swap's fair value.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

**Changes in Long-term Obligations**

**Primary Government**

The changes in long-term obligations for the year ended June 30, 2012, are as follows (in thousands):

**Governmental Activities**

	Balance at July 1, 2011	Additional obligations, interest accretion and net increases (decreases)	Current maturities, retirements and net decreases (increases)	Balance at June 30, 2012	Amounts due within one year
<b>Bonds Payable:</b>					
General obligation bonds	\$ 349,431	\$ 83,775	\$ 106,597	\$ 326,609	\$ 16,816
Tax allocation, housing and other bonds <sup>1</sup>	523,905	-	523,905	-	-
Certificates of participation	3,895	-	3,895	-	-
Lease revenue bonds	242,800	-	32,270	210,530	33,680
Pension obligation bonds	195,637	-	20,860	174,777	19,923
City guaranteed special assessment district bonds	7,963	-	488	7,475	305
Accreted interest on appreciation bonds	172,121	-	14,910	157,211	16,946
Plus (less) deferred amounts:					
Bond issuance premiums	22,203	8,538	7,565	23,176	1,912
Bond refunding loss	(23,481)	-	(4,935)	(18,546)	(1,458)
<b>Total</b>	<b>1,494,474</b>	<b>92,313</b>	<b>705,555</b>	<b>881,232</b>	<b>88,124</b>
<b>Notes Payable and Capital Leases:</b>					
Notes payable	12,295	-	2,155	10,140	2,325
Capital Leases	17,068	-	3,570	13,498	2,270
<b>Total</b>	<b>29,363</b>	<b>-</b>	<b>5,725</b>	<b>23,638</b>	<b>4,595</b>
<b>Other Long-Term Liabilities:</b>					
Accrued vacation and sick leave	38,542	52,342	49,446	41,438	30,666
Pledge obligation for Coliseum Authority debt <sup>2</sup>	72,450	61,408	72,450	61,408	4,513
Estimated environmental cost	5,706	33	1,306	4,433	1,300
Self -insurance liability - workers' compensation	82,045	29,810	26,297	85,558	20,367
Self -insurance liability - general liability	36,687	12,414	15,130	33,971	13,400
Net OPEB obligation	156,978	46,401	16,796	186,583	-
Interest rate swap agreement	16,112	53	-	16,165	-
<b>Total</b>	<b>408,520</b>	<b>202,461</b>	<b>181,425</b>	<b>429,556</b>	<b>70,246</b>
<b>Total Governmental Activities Long-Term Obligations</b>	<b>\$ 1,932,357</b>	<b>\$ 294,774</b>	<b>\$ 892,705</b>	<b>\$ 1,334,426</b>	<b>\$ 162,965</b>

<sup>1</sup> Former Redevelopment Agency debt was transferred to ORSA as part of the Redevelopment Dissolution Law (AB X1 26) (See page 47 for discussion).

<sup>2</sup> The City and Alameda County issued \$122.8 million refunding bonds for the Coliseum Authority at a fixed-rate mode.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

Internal service funds predominantly serve governmental funds and therefore, the long-term liabilities of these funds are included as part of the above totals for governmental activities. At June 30, 2012, \$2,077,277, of capital leases and notes payable related to the internal service funds are included in the above amounts. Compensated absences obligations are financed and recorded in the appropriate governmental and proprietary funds when due.

**Business-Type Activities**

	<b>Balance at July 1, 2011</b>	<b>Current maturities, retirements and net decreases</b>	<b>Balance at June 30, 2012</b>	<b>Amounts due within one year</b>
Sewer fund - Notes payable	\$ 848	\$ 274	\$ 574	\$ 283
Sewer fund - Bonds	52,580	1,885	50,695	1,985
Unamortized bond premium	2,121	118	2,003	118
<b>Total</b>	<b>\$ 55,549</b>	<b>\$ 2,277</b>	<b>\$ 53,272</b>	<b>\$ 2,386</b>

**Component Unit - Port of Oakland**

	<b>Balance at July 1, 2011</b>	<b>Additional obligations, interest accretion and net increases</b>	<b>Current maturities, retirements and net decreases</b>	<b>Balance at June 30, 2012</b>	<b>Amounts due within one year</b>
Senior and intermediate lien bonds	\$ 1,314,080	\$ 345,730	\$ 396,845	\$ 1,262,965	\$ 45,605
Notes and loans	93,030	-	198	92,832	215
Plus (less) deferred amounts:					
Unamortized bond discount and premium, net	12,684	10,906	3,817	19,773	4,280
Deferred loss on refunding	(16,938)	(5,961)	(2,222)	(20,677)	(2,483)
<b>Total</b>	<b>1,402,856</b>	<b>350,675</b>	<b>398,638</b>	<b>1,354,893</b>	<b>47,617</b>
Accrued vacation, sick leave, and compensatory time	6,595	1,653	2,225	6,023	4,370
Environmental remediation and other liabilities	22,560	5,969	5,307	23,222	4,291
Self-insurance liability - workers' compensation	6,900	2,593	1,303	8,190	1,500
Self-insurance liability - general liability	3,918	4,685	2,940	5,663	-
Net OPEB obligation	10,461	10,983	10,934	10,510	-
<b>Total</b>	<b>50,434</b>	<b>25,883</b>	<b>22,709</b>	<b>53,608</b>	<b>10,161</b>
<b>Total Component Unit Long- Term Obligations</b>	<b>\$ 1,453,290</b>	<b>\$ 376,558</b>	<b>\$ 421,347</b>	<b>\$ 1,408,501</b>	<b>\$ 57,778</b>

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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A summary of the Oakland Redevelopment Successor Agency changes in long-term debt during the period from inception (February 1, 2012 through June 30, 2012 are as follows (in thousands):

<b>Oakland Redevelopment Successor Agency</b>					
	<b>February 1, 2012</b>	<b>Additions</b>	<b>Deductions</b>	<b>Balance June 30, 2012</b>	<b>Due within One Year</b>
Bonds Payable:					
Tax allocation bonds	\$ 383,590	\$ -	\$ (5,925)	\$ 377,665	18,685
Housing set-aside revenue bonds	125,875	-	-	125,875	3,860
Plus (less) deferred amounts:					
Issuance premiums	7,104	-	(429)	6,675	980
Issuance discount	(2,580)	-	57	(2,523)	(136)
Refunding loss	(3,322)	-	111	(3,211)	(257)
<b>Total</b>	<b>\$ 510,667</b>	<b>\$ -</b>	<b>\$ (6,186)</b>	<b>\$ 504,481</b>	<b>23,132</b>

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

**Repayment Schedule:**

**Primary Government**

The annual repayment schedules for all long-term debt as of June 30, 2012, are as follows (in thousands):

Year Ending June 30	Governmental Activities <sup>1</sup>					
	General Obligation Bonds		Lease Revenue Bonds		Pension Obligation Bonds	
	Principal	Interest	Principal	Interest	Principal	Interest
2013.....	\$ 16,816	\$ 16,471	\$ 33,680	\$ 9,728	\$ 19,923	\$ 19,632
2014.....	19,344	15,637	35,295	8,155	18,881	21,884
2015.....	20,394	14,685	31,600	6,465	18,079	23,931
2016.....	19,350	13,700	18,845	5,290	17,210	26,075
2017.....	20,425	12,748	19,775	4,382	16,370	28,220
2018-2022.....	111,642	47,986	31,255	14,042	71,643	172,037
2023-2027.....	38,323	27,464	40,080	5,210	12,671	40,459
2028-2032.....	45,920	17,134	-	-	-	-
2033-2037.....	25,970	6,665	-	-	-	-
2038-2039.....	8,425	798	-	-	-	-
Total	\$ 326,609	\$ 173,288	\$ 210,530	\$ 53,272	\$ 174,777	\$ 332,238

Year Ending June 30	Special Assessment					
	District Bonds		Notes Payable		Capital Leases	
	Principal	Interest	Principal	Interest	Principal	Interest
2013.....	\$ 305	\$ 407	\$ 2,325	\$ 278	\$ 2,271	\$ 586
2014.....	315	391	2,485	216	2,372	483
2015.....	340	375	2,180	157	2,104	376
2016.....	340	357	1,090	121	1,824	286
2017.....	365	339	2,060	53	1,431	199
2018-2022.....	2,120	1,373	-	-	3,496	368
2023-2027.....	1,700	782	-	-	-	-
2028-2032.....	595	529	-	-	-	-
2033-2037.....	800	319	-	-	-	-
2038-2040.....	595	58	-	-	-	-
Total	\$ 7,475	\$ 4,930	\$ 10,140	\$ 825	\$ 13,498	\$ 2,298

Year Ending June 30	Accreted Interest on Appreciation bonds		Year Ending June 30	Total	
	Principal	Interest		Principal	Interest
	2013.....	\$ 16,946		\$ -	2013.....
2014.....	16,858	-	2014.....	95,550	46,766
2015.....	24,037	-	2015.....	98,734	45,989
2016.....	24,411	-	2016.....	83,070	45,829
2017.....	27,397	-	2017.....	87,823	45,941
2018-2022.....	47,562	-	2018-2022.....	267,718	235,806
2023-2027.....	-	-	2023-2027.....	92,774	73,915
2028-2032.....	-	-	2028-2032.....	46,515	17,663
2033-2037.....	-	-	2033-2037.....	26,770	6,984
2038-2040.....	-	-	2038-2040.....	9,020	856
Total	\$ 157,211	\$ -	Total	\$ 900,240	\$ 566,851

<sup>1</sup> The specific year for payment of other long-term liabilities is not practicable to determine.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

Year Ending June 30	Business-Type Activities					
	Sewer Revenue Bonds		Sewer Notes Payable		Total	
	Principal	Interest	Principal	Interest	Principal	Interest
2013.....	\$ 1,985	\$ 2,499	\$ 283	\$ 17	\$ 2,268	\$ 2,516
2014.....	2,090	2,395	291	9	2,381	2,404
2015.....	2,175	2,306	-	-	2,175	2,306
2016.....	2,285	2,197	-	-	2,285	2,197
2017.....	2,400	2,083	-	-	2,400	2,083
2018-2022.....	13,815	8,598	-	-	13,815	8,598
2023-2027.....	17,610	4,812	-	-	17,610	4,812
2028-2029.....	8,335	630	-	-	8,335	630
Total	\$ 50,695	\$ 25,520	\$ 574	\$ 26	\$ 51,269	\$ 25,546

**Oakland Redevelopment Successor Agency**

The debt service requirements for all debt are based upon a fixed rate of interest. The annual requirements to amortize outstanding tax allocation bonds and other long-term debt outstanding as of June 30, 2012, including mandatory sinking fund payments, are as follows (in thousands):

Year Ending June 30:	Principal	Interest	Total
2013.....	\$ 22,545	\$ 29,313	\$ 51,858
2014.....	24,870	28,053	52,923
2015.....	19,865	26,651	46,516
2016.....	27,140	25,334	52,474
2017.....	29,760	23,670	53,430
2018-2022.....	165,425	89,791	255,216
2023-2028.....	56,270	55,591	111,861
2028-2032.....	56,195	40,591	96,786
2033-2037.....	73,315	22,767	96,082
2038-2042.....	28,155	6,446	34,601
TOTAL	\$ 503,540	\$ 348,207	\$ 851,747

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

**Discretely Presented Component Unit – Port of Oakland**

The Port's required annual debt service payment for the outstanding long-term debt, not including Commercial Paper Notes, as of June 30, 2012, are as follows (in thousands):

<b>Year Ending June 30,</b>	<b>Principal</b>	<b>Interest</b>	<b>Total</b>
2013.....	\$ 45,812 <sup>(1)</sup>	\$ 62,327	\$ 108,139
2014.....	58,568	62,277	120,845
2015.....	75,407	61,004	136,411
2016.....	81,701	57,426	139,127
2017.....	74,860	53,252	128,112
2018-2022.....	305,816	219,869	525,685
2023-2028.....	357,480	140,306	497,786
2028-2032.....	318,348	48,094	366,442
2033.....	37,805	945	38,750
<b>TOTAL</b>	<b>\$ 1,355,797</b>	<b>\$ 705,500</b>	<b>\$ 2,061,297</b>

(1) Commercial Paper has been classified as long-term debt because the Port has the intent and ability to continue to refinance this debt. Although the Port intends to refinance the Commercial Paper debt in the future, for purposes of this schedule, Commercial Paper debt is amortized over the time period 2014-2018 pursuant to the terms of the Commercial Paper Reimbursement Agreements.

On August 16, 2011, the Port issued \$345.7 million of Refunding Revenue Bonds, 2011 Series O to refund and retire Revenue Bonds, 2000 Series K Senior Lien Bonds. The gross debt service savings through fiscal year 2033 is \$28 million with a present value savings of \$29.2 million. In addition, the Port recorded a deferred loss on refunding of \$6.0 million.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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**Current Year Long-Term Debt Financings**

**General Obligation Refunding Bonds Series 2012**

On January 10, 2012, the City of Oakland issued \$83,775,000 of General Obligation Refunding Bonds Series 2012 (the "Series 2012 Bonds"). The Bonds were issued to refund the City of Oakland General Obligation Bonds Series 2002A, Measure G and a portion of the City of Oakland General Obligation Bonds Series 2003A, Measure DD. The 2012 Bonds were rated Aa2 and AA- from Moody's and S&P respectively. This refunding produced approximately \$6.43 million in net present value savings and reduced the annual ad valorem taxes assessed to the property owners in the City.

The Series 2012 Bonds were issued with interest rates ranging from 2.00% to 5.00% which yielded a rate of 0.61% to 4.45% and a final maturity of January 15, 2033.

The refunding resulted in a positive cash flow in the amount of \$8,277,171. In addition, the City obtained a net economic gain on this financing of \$6,433,026.

**Prior Year's Debt Defeasance**

In prior years, the City has defeased various bond issues by creating separate irrevocable escrow funds. New debt has been issued and the proceeds have been used to purchase U.S. government securities that were placed in the escrow funds. The investments and fixed earnings from the investments are sufficient to fully service the defeased debt until the debt is called or matures. For financial reporting purposes, the debt is considered defeased and is therefore removed as a liability from the City's government-wide financial statements. As of June 30, 2012, defeased debt outstanding amounted to \$57.1 million.

**Authorized and Unissued Debt**

The City has \$62.3 million (Measure DD) General Obligation Bonds authorized and unissued. The voters, in a City election on November 5, 2002, authorized these bonds. The bonds are to be issued by the City in general obligation bonds for the improvement of Lake Merritt, the Estuary, inland creeks, Studio One, and other specifically identified projects in the City.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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**Conduit Debt**

The following long-term debt has been issued by the City on behalf of named agents of the City. The bonds do not constitute an indebtedness of the City. The bonds are payable solely from revenue sources defined in the individual bond documents, and from other monies held for the benefit of the bond holders pursuant to the bond indentures. In the opinion of City officials, these bonds are not payable from any revenues or assets of the City, and neither the full faith and credit nor the taxing authority of the City, State or any political subdivision thereof is obligated for the payment of the principal or interest on the bonds. Accordingly, no liability has been recorded. The conduit debt issued and outstanding at June 30, 2012 (in thousands):

	<u>Authorized and Issued</u>	<u>Maturity</u>	<u>Outstanding at June 30, 2012</u>
Oakland JPFA Revenue Bond 2001 Series A Fruitvale Transit Village (Fruitvale Development Corporation)	\$ 19,800	07/01/33	\$ 15,805
Oakland JPFA Revenue Bond 2001 Series B Fruitvale Transit Village (La Clinica De La Raza Fruitvale Health Project, Inc)	5,800	07/01/33	5,200
Redevelopment Agency of the City of Oakland, Multifamily Housing Revenue Bonds (Uptown Apartment Project), 2005 Series A	<u>160,000</u>	10/01/50	<u>160,000</u>
TOTAL	<u>\$ 185,600</u>		<u>\$ 181,005</u>

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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**(13) GENERAL FUND BALANCE RESERVE POLICY**

The City Council approved the original City Reserve Policy on March 22, 1994. Creation of the policy was to help pay any unanticipated expenditures and pay for claims arising from the City's insurance program. In May 2010, the City adopted a revised reserve policy equal to seven and one-half percent (7.5%) for unassigned fund balance of the general purpose fund appropriation for each fiscal year.

The reserve policy established criteria for the use of general purpose fund reserve, the use of excess Real Estate Transfer Tax (RETT) revenue, and use of one-time revenues, and to minimize draw-downs from the general purpose fund reserve by previous approved projects and encumbrances.

The policy also established a baseline for the Real Estate Transfer Tax at \$40 million (an amount collected in a normal year), with any amount over the baseline used as follows:

- Replenishment of the General Purpose Fund (GPF) reserves until such reserves reach 10 percent of current year budgeted GPF appropriations; and the remainder.
- 50 percent to repay negative Internal Service Funds.
- 30 percent set aside the Police and Fire Retirement System (PFRS) liability until this obligation is met.
- 10 percent to establish an Other Postemployment Benefits (OPEB) trust; and
- 10 percent to replenish the Capital Improvement Reserve Fund until such baseline reaches \$10 million.

The policy also requires the City to conform to the following regarding the use of one-time discretionary revenues:

- 50 percent to repay negative Internal Service Fund balances and,
- 50 percent to repay negatives in all other funds, unless legally restricted to other purposes.

As of June 30, 2012, \$20.1 million of the reserves is in assigned fund balance and \$62.8 million is in unassigned fund balances.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

**(14) SELF-INSURANCE**

The City is exposed to various risks of loss related to torts: theft of, damage to, and destruction of assets; errors and omissions; employee's injuries; natural disasters; unemployment coverage; and providing health benefits to employees, retirees and their dependents. For the past three years, there have been no significant reductions in any of the City's insurance coverage and no settlement amounts have exceeded commercial insurance coverage.

The City is self-insured for its general liability, malpractice liability, public official's errors and omissions, products and completed operations, employment practices liability, and auto liability up to \$4,000,000 retention level and up to \$750,000 retention level for workers' compensation and has excess insurance with the California State Association of Counties – Excess Insurance Authority as described in the Insurance Coverage section.

*Property Damage*

Property damage risks are covered on an occurrence basis by commercial insurance purchased from independent third parties. All properties are insured at full replacement values after a \$25,000 deductible to be paid by the City.

**Workers' Compensation**

The City is self-insured for workers' compensation. Payment of claims is provided through annual appropriations, which are based on claim payment experience and supplemental appropriations. Of the \$85,557,956 in claims liabilities as of June 30, 2012, approximately \$20,366,550 is estimated to be due within one year.

Changes in workers' compensation claims liabilities for the years ended June 30, 2012 and 2011 are as follows (in thousands):

	2012	2011
Self-insurance liability -		
workers' compensation, beginning of year	\$ 82,045	\$ 75,695
Current year claims and changes in estimates	29,810	29,508
Claims payments	(26,297)	(23,158)
Self-insurance liability -		
workers' compensation, end of year	\$ 85,558	\$ 82,045

The estimated undiscounted liability for claims and contingencies is based on the results of actuarial studies and includes amounts for claims incurred but not reported and allocated loss adjustment expenses. The estimated liability is calculated considering the effects of inflation, recent claim settlement trends, including frequency and amount of payouts, and other economic and social factors.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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**General Liability**

Numerous lawsuits are pending or threatened against the City. The City estimates that as of June 30, 2012, the amount of liability determined to be probable of occurrence is approximately \$33,971,224. Of this amount, claims and litigation approximating \$13,399,775 are estimated to be due within one year. The recorded liability is the City's best estimate based on available information and may be revised as further information is obtained and as pending cases are litigated. The City and the ORSA are involved in various claims and litigation arising in the ordinary course of its activities. In the opinion of the ORSA's in-house counsel and the City Attorney's Office for the City, none of these claims are expected to have a significant impact on the financial position or changes in financial position of the City and the ORSA. The City has not accumulated or segregated assets or set aside fund balances for the payment of estimated claims and judgments.

Changes in general claims liabilities for the years ended June 30, 2012 and 2011 are as follows (in thousands):

	<u>2012</u>	<u>2011</u>
Self-insurance liability - general liability, beginning of year	\$ 36,687	\$ 40,067
Current year claims and changes in estimates	12,414	20,575
Claims payments	(15,130)	(23,955)
Self-insurance liability - general liability, end of year	<u>\$ 33,971</u>	<u>\$ 36,687</u>

The estimated undiscounted liability for claims and contingencies is based on the results of actuarial studies and includes amounts for claims incurred but not reported and allocated loss adjustment expenses. The estimated liability is calculated considering the effects of inflation, recent claim settlement trends, including frequency and amount of payouts, and other economic and social factors.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

**Insurance Coverage**

On July 15, 2002, the City entered into a contract with the California State Association of Counties Excess Insurance Authority (CSAC EIA), a joint powers authority, whose purpose is to develop and fund programs of excess insurance for its member counties and cities. Effective July 1, 2009, the self-insured retention levels and purchased insurance per occurrence are as follows:

<u>Type of Coverage</u>	<u>Self-Insurance Retention</u>	<u>Insurance Authority/Purchase Insurance</u>
General Liability	up to \$4,000,000	\$4,000,000 to \$29,000,000 per occurrence
Automobile Liability	up to \$4,000,000	\$4,000,000 to \$29,000,000 per occurrence
Public Officials Errors and Omissions	up to \$4,000,000	\$4,000,000 to \$29,000,000 per occurrence/annual aggregate
Products and Completed Operations	up to \$4,000,000	\$4,000,000 to \$29,000,000 per occurrence/annual aggregate
Employment Practices Liability	up to \$4,000,000	\$4,000,000 to \$29,000,000 per occurrence/annual aggregate
Workers' Compensation	up to \$750,000	\$750,000 to \$100,000,000 per occurrence/annual aggregate

**Discretely Presented Component Unit – Port of Oakland**

**Workers' Compensation**

The Workers' Compensation liability at June 30, 2012 is based on an actuarial valuation performed as of June 30, 2012. Changes in the reported liability resulted from the following (in thousands):

	<u>2012</u>	<u>2011</u>
Self-insurance liability - workers' compensation, beginning of year	\$ 6,900	\$ 6,900
Current year claims and changes in estimates	2,593	863
Claims payments	(1,303)	(863)
Self-insurance liability - workers' compensation, end of year	<u>\$ 8,190</u>	<u>\$ 6,900</u>

**General Liability**

The Port purchases insurance on certain risk exposures including but not limited to property, crane and rail, automobiles, airport liability, fidelity, fiduciary liability, and public officials liability. Port deductibles for the various insured programs range from \$10,000 to \$1,000,000 each claim. The Port is, however, self-insured for other general liability and liability/litigation-type claims, workers' compensation of the Port's employees and most first party earthquake exposures. However, during fiscal years 2012, the Port carried excess insurance over \$1,000,000 for the self insured

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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general liability and \$750,000 for workers compensation exposures. There have been no settlements related to these programs that exceeded insurance coverage in the last three years.

As of June 30, 2012, the Port was a defendant in various lawsuits arising in the normal course of business, including constructing public improvements or construction related claims for unspecified amounts. The ultimate disposition of these suits and claims is not known. The Port's insurance may cover a portion of any losses.

The Port is currently in litigation with one of its maritime tenants in connection with such tenant's complaint before the Federal Maritime Commission ("FMC") alleging the Port has violated the Federal Shipping Act of 1984 by entering into a long-term concession and lease agreement with another maritime tenant, with allegedly more favorable lease terms. A separate, related declaratory relief action filed by the Port is pending in federal court, as are counterclaims filed by the maritime tenant. The FMC proceedings and federal court case are both still in early stages. Although the Port cannot predict the final outcome of either of these actions, the Port believes in the merits of the Port's position and is vigorously contesting the tenant's claims. A conclusion adverse to the Port could materially adversely affect the Port's revenue and financial position. For additional information, contact the Port of Oakland, 530 Water Street, Oakland, California 94607.

Changes in the reported liabilities, which is included as part of long-term obligations is as follows:

	<u>2012</u>	<u>2011</u>
Self-insurance liability - general liability, beginning of year	\$ 3,918	\$ 3,079
Current year claims and changes in estimates	4,685	4,983
Claims payments	<u>(2,940)</u>	<u>(4,144)</u>
Self-insurance liability - general liability, end of year	<u>\$ 5,663</u>	<u>\$ 3,918</u>

**Capital Improvement Projects**

The Port maintains an Owner Controlled Insurance Program (OCIP) and Professional Liability Insurance Program (PLIP) for contractors and consultants working on Port Capital Improvement Projects (CIP).

The OCIP provides general liability insurance and workers' compensation insurance for contractors working on CIP projects. The Port is responsible for payment of the deductible/self-insured retention, which is currently \$100,000 for each general liability and workers' compensation claim. The Port's OCIP insurance broker has provided an actuarial forecast for this program that projects losses within the deductible/self-insured retention, which have not yet been accrued, will be approximately \$507,000 through program expiration, which is July 2014.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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The PLIP provides professional liability insurance for consultants working on Port CIP projects. Subject to this program, the consultants separately are responsible for paying the deductible/self-insured retentions, which are \$50,000 for consultants with annual revenues under \$20,000,000 and \$1,000,000 for consultants with annual revenues over \$20,000,000. The Port's deductible/self-insured retention is \$1,000,000. There is no actuarial forecast for this coverage.

**(15) JOINT VENTURE**

**Oakland-Alameda County Coliseum**

The City is a participant with the County of Alameda (the County) in a joint exercise of powers agreement known as the Oakland-Alameda County Coliseum Authority (the Authority), which was formed on July 1, 1995, to assist the City and County in the financing of public capital improvements in the Oakland-Alameda County Coliseum Complex (Coliseum Complex) pursuant to the Mark-Roos Local Bond Pooling Act of 1985. The Oakland-Alameda County Coliseum Financing Corporation (the Corporation) is reported as a blended component unit of the Authority. The eight-member Board of Commissioners of the Authority consists of two council members from the City, two members of the Board of Supervisors from the County, two appointees of the City Council, and two appointees of the Board of Supervisors. The Board of Directors of the Corporation consists of the City Administrator and the County Administrator.

In August 1995, the Authority issued \$9,200,000 in Fixed Rate Refunding Lease Revenue Bonds and \$188,500,000 in Variable Rate Lease Revenue Bonds (collectively known as the Stadium Bonds) to satisfy certain obligations of the Authority, the City, the County, the Corporation and Oakland-Alameda County Coliseum Inc. (Coliseum Inc.), which manages the operations of the Coliseum Complex, to finance the costs of remodeling the stadium portion of the Coliseum complex as well as relocating the Raiders football franchise to the City.

On May 25, 2000, the Authority issued \$201,300,000 in series 2000 C and D Refunding Bonds to retire the 1995 Series B-1 and B-2 Variable Rate Lease Revenue Stadium Bonds. The balance was reduced to \$137,434,050 as of May 31, 2012 through annual principal payments and optional calls.

On May 31, 2012, the Authority issued \$122,815,000 in Refunding Bonds Series 2012 A with coupons of 2% to 5% to refund and defease all outstanding variable rate 2000 Series C Refunding Bonds. The bonds were priced at a premium, bringing total proceeds to \$138,166,073.

These funds coupled with \$13,000,625 in the 2000 Series C reserve fund generated a total available fund of \$151,166,698, which was used to refund the 2000 C Refunding Bonds of \$137,434,050, fund a reserve fund of \$12,809,500 and to pay underwriter's

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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discount and issuance cost of \$923,147. The all-in-interest cost of the 2012A refunding bonds was 3.04%.

There was an economic loss of \$23,021,101 (difference between the present value of the old and the new debt service payments) due to the low variable interest rates on the old bonds and the higher fixed rates on the new bonds. The Authority was unable to maintain the bonds at a variable rate because it was not able to renew the letters of credit as required due to the tightening of the credit markets since 2008. However, the Authority was able to take advantage of the fixed rate market with historically low interest rates and issued fixed rate bonds that generated a premium of \$15,351,073. There was a deferred loss of \$805,732, equal to the amount of unamortized issuance costs of the 2000 C and D Refunding Bonds.

The Stadium Bonds are limited obligations of the Authority payable solely from revenues of the Authority, consisting primarily of base rental payments to be received by the Authority from the City and the County. The source of the Authority's revenues relating to football games consists primarily of a portion of club dues, concessions, and parking payments. In the event that such football revenues and other revenues received in connection with the Stadium are insufficient to make base rental payments, the City and the County are obligated to make up the shortfall in the base rental payments from their respective General Funds. The City and the County each have covenanted to appropriate \$11 million annually to cover such shortfalls in revenue; however, the City and the County are jointly and severally liable to cover such shortfall, which means that the City could have to pay up to \$22 million annually in the event of default by the County.

On August 2, 1996, the Authority issued \$70,000,000 Series A-1 and \$70,000,000 Series A-2 Variable Rate Lease Revenue Bonds (Arena Bonds) to finance the costs of remodeling the Coliseum Arena (Arena) and to satisfy certain obligations of the Authority, the City, the County and Coliseum Inc. in connection with the retention of the Golden State Warriors (the Warriors) to play professional basketball at the Arena for at least 20 basketball seasons, beginning with the 1997-98 season. These obligations are evidenced in a series of agreements (the Warriors Agreements) between the Warriors, the City, the County, Coliseum Inc., and the Authority.

Under the Warriors Agreements, the Arena Bonds were limited obligations of the Authority, payable solely from base rental revenues of the Authority received by the Authority on behalf of the City and the County. These revenues consist of base rental payments from the City and County and certain payments from the Warriors of up to \$7,428,000 annually from premium seating revenues, and other payments from Arena operations. If the revenues received from the Warriors and from Arena operations are not sufficient to cover the debt service requirements in any fiscal year, the City and County are obligated to make up the shortfall in the base rental payment from their respective General Funds. The City and the County each have covenanted to appropriate up to \$9,500,000 annually to cover such revenue

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

shortfalls; however, the City and the County are jointly and severally liable to cover such shortfalls, which means that the City could have to pay up to \$19,000,000 annually in the event of default by the County.

The Authority entered into an agreement with the Oakland Coliseum Joint Venture to manage the entire Coliseum complex beginning July 1, 1998. On January 1, 2001, the Authority terminated its agreement with Oakland Coliseum Joint Venture and reinstated its Operating Agreement with Oakland-Alameda County Coliseum, Inc. Oakland-Alameda County Coliseum, Inc. subcontracted all of the operations of the Coliseum Complex to the Oakland Coliseum Joint Venture. The Operating Agreement between the Authority and Coliseum Inc. expired, by its terms, on July 31, 2006. The Authority entered into a Termination Agreement whereby, in return for certain consideration, the Authority agreed to perform the duties of Coliseum, Inc. on and after August 1, 2006. The Authority's Management Agreement with Oakland Coliseum Joint Venture expired in June 2012. In July 2012, AEG Management of Oakland, LLC took over management of the Coliseum complex after signing a five year agreement.

Debt service requirements for the Coliseum Authority debt are as follows (in thousands):

For the Period Ending June 30,	Stadium Bonds		Arena Bonds	
	Principal	Interest	Principal	Interest <sup>(1)</sup>
2013	\$ 9,025	\$ 5,572	\$ 4,400	\$ 219
2014	7,340	5,375	4,700	208
2015	7,560	5,121	5,100	198
2016	7,865	4,781	5,400	186
2017	8,255	4,379	5,800	174
2018-2022	47,895	15,138	35,600	650
2023-2026	34,875	2,817	34,435	189
Total	<u>\$ 122,815</u>	<u>\$ 43,183</u>	<u>\$ 95,435</u>	<u>\$ 1,824</u>

<sup>(1)</sup> As of June 30, 2012, the variable interest rate for the Arena Bonds include Lease Revenue Bonds Series A-1 and Series A-2 are 0.22 and 0.236, respectively and the term for the resets in the separate Commercial Paper Segment range from 14 and 60 days.

Complete financial statements for the Authority can be obtained from the County Auditor-Controller's office at 1221 Oak Street, Room 249. Oakland, CA 94612.

Under the joint exercise of power agreement, which formed the Authority, the City is responsible for funding up to 50% of the Authority's operating costs and debt service requirements, to the extent such funding is necessary. During the year ended June 30, 2012, the City made contributions of \$9,980,000 to fund its share of operating deficits and debt service payments of the Authority.

The Authority has anticipated a deficit for operating costs and repayment of its Stadium bonds, such that the City and County may have to contribute to base rental payments. Of the \$20,500,000 appropriated in the General Fund as part of the above

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

agreements, it is estimated that the City may have to contribute \$10,000,000 for the 2012-13 fiscal year. There are many uncertainties in the estimation of revenues for the Authority beyond one year into the future; therefore, the City has established a liability to fund the Authority's deficit in the statement of net assets in an amount equal to its contingent share (50%) of the outstanding Stadium bonds in the amount of \$61,400,000. The City has not established a contingent liability for the Arena Bonds because management is of the opinion that revenues from the Arena, including payments from the Warriors and revenues from Arena operations, will be sufficient to cover the debt payments.

**(16) RETIREMENT PLANS**

The City has four defined benefit retirement plans: Oakland Police and Fire Retirement System (PFRS), Oakland Municipal Employees' Retirement System (OMERS), and the California Public Employees' Retirement System (PERS) Public Safety Retirement Plan and Miscellaneous Retirement Plan. PFRS and OMERS are closed plans that cover employees hired prior to July 1976 and September 1970, respectively. These two plans are considered part of the City's reporting entity and are included in the City's basic financial statements as pension trust funds. City employees hired subsequent to the Retirement Plans' closure dates are covered by PERS, which is administered by the State of California.

Member and employer contributions are recognized in the period in which the contributions are due pursuant to formal commitments, as well as contractual or statutory requirements, and benefits and refunds are recognized when due and payable, in accordance with the terms of the Retirement Plans.

	<u>PFRS</u>	<u>OMERS</u>	<u>PERS</u>
Type of plan	Single employer	Single employer	Agent multiple employer
Reporting entity	City	City	State
Most recent actuarial study	July 1, 2011	July 1, 2010	June 30, 2011

**Police and Fire Retirement System (PFRS)**

PFRS provides death, disability, and service retirement benefits to uniformed employees and their beneficiaries. Members who complete at least 25 years of service, or 20 years of service and have reached the age of 55, or have reached the age of 65, are eligible for retirement benefits. The basic retirement allowance equals 50% of the compensation attached to the average rank held during the three years immediately preceding retirement, plus an additional allowance of 1-2/3% of such compensation for each year of service (up to ten) subsequent to: a) qualifying for retirement, and b) July 1, 1951. Early retirees will receive reduced benefits based on the number of years of service. Benefit provisions and all other requirements are established by the City Charter (Charter). The June 30, 2012 stand alone financial statements are available by contacting the City Administrator's Office, One Frank Ogawa Plaza, Oakland, CA 94612.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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In accordance with the Charter, active members of PFRS contribute a percentage of earned salaries based upon entry age as determined by the City's consulting actuary. During the year ended June 30, 2012, these contributions ranged from 5.47% to 6.05%. By statute, employee contributions are limited to 13% of earned salaries. Employee contributions are refundable with interest at 4% per annum if an employee elects to withdraw from PFRS upon termination of employment with the City.

The City contributes, at a minimum, such amounts that are necessary, determined on an actuarial basis, to provide assets sufficient to meet benefits to be paid to PFRS members. The City is required to fund all liabilities for future benefits for all members by June 30, 2026. In order to do so, the City makes contributions at rates established by consulting actuaries based upon plan valuations using various assumptions as to salary progression, inflation, and rate of return on investments. The City's contributions are based on a level percentage of all uniformed employees' compensation. Significant actuarial assumptions used to compute actuarially determined contribution requirements are the same as those used to compute the pension benefits.

The City issued pension obligation bonds in March 1997 to fund PFRS through June 2011. Bond proceeds in the amount of \$417,173,300 were contributed in fiscal year 1997 and, as a result, no employer contributions are contractually required through fiscal year 2011. In fiscal year 2005, the City made an advance contribution of \$17,709,888 to PFRS.

In November 2007, City voters passed Measure M to modify the City Charter to allow PFRS to invest in non-dividend paying stocks and to switch the asset allocation structure from 50% equities and 50% fixed income to the Prudent Person Standard.

Effective July 1, 2011, the City resumed contributing to PFRS pension obligations. The City contributed a total of \$45,507,996 to PFRS for the year ended June 30, 2012.

As of July 1, 2011 (the date of the last PFRS actuarial valuation), the unfunded actuarial accrued liability is approximately \$426,800,000.

In July 2012, the City issued additional Pension Obligation Bonds (Series 2012) and contributed \$210,000,000 to PFRS, which lowered the unfunded actuarial accrued liability from the \$426,800,000 amount. As a result of a funding agreement entered into between the PFRS Board and the City, no additional contributions are required until July 1, 2017. See Note 21 for additional information.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

The City's annual pension cost and prepaid asset, computed in accordance with GASB Statement No. 27, *Accounting for Pensions by State and Local Governmental Employers*, for the fiscal year ended June 30, 2012, were as follows:

Annual Required Contribution (ARC)	\$ (45,100,000)
Interest on pension asset	12,488,101
Adjustment to the annual required contribution	<u>(14,623,376)</u>
Annual Pension Cost	(47,235,275)
Pension contribution	45,507,996
Net pension assets, beginning of year	<u>156,101,262</u>
Net pension assets, end of year	<u><u>\$ 154,373,983</u></u>

The following table shows the City's annual pension cost and the percentage contributed for the fiscal year 2012 and each of the two preceding years:

<u>Fiscal Year</u> <u>Ended June 30</u>	<u>Annual Pension</u> <u>Cost</u>	<u>Pension</u> <u>Contribution</u>	<u>Percentage (%)</u> <u>Contributed</u>	<u>Net Pension Asset</u>
2010	\$ 43,790,973	\$ -	0%	\$ 200,002,721
2011	43,901,459	-	0%	156,101,262
2012	47,235,275	45,507,996	96%	154,373,983

**Actuarial Assumptions and Funded Status**

Information regarding the funded status of the plan as of the most recent valuation date is shown below (in millions).

<u>Actuarial</u> <u>Valuation</u> <u>Date</u>	<u>Actuarial</u> <u>Accrued</u> <u>Liability</u> <u>(AAL)</u> <u>(a)</u>	<u>Actuarial</u> <u>Value of</u> <u>Assets</u> <u>(b)</u>	<u>Unfunded</u> <u>AAL</u> <u>(UAAL)</u> <u>(a-b)</u>	<u>Funded</u> <u>Ratio</u> <u>(b/a)</u>	<u>Covered</u> <u>Payroll</u> <u>(c)</u>	<u>UAAL as a</u> <u>Percentage of</u> <u>Covered</u> <u>Payroll</u> <u>((a-b)/c)</u>
7/1/2011	\$ 683.2	\$ 256.4	\$ 426.8	37.5%	\$ 0.1	426800%

Multiyear trend actuarial information about whether the actuarial value of plan assets is increasing or decreasing relative to the actuarial accrued liability for benefits over time is presented in the Required Supplementary Information (RSI) immediately following the notes to the basic financial statements.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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A summary of the actuarial methods and significant assumptions used to calculate the funded status of the valuation date and the annual required contribution for fiscal year ended June 30, 2012 are as follows:

<u>Description</u>	<u>Method/Assumption</u>	<u>Method/Assumption</u>
Valuation Date	July 1, 2011 <sup>1</sup>	July 1, 2010 <sup>2</sup>
Actuarial Cost Method	Entry Age Normal Cost Method	Entry Age Normal Cost Method
Investment Rate of Return	6.75%	7.00%
Inflation Rate, U.S.	3.25%	3.25%
Inflation Rate, Bay Area	3.375%	3.50%
Long-term General Pay Increases	3.98%	4.50%
Long-term Postretirement Benefit Increases	3.975%	4.50%
Amortization Method	Level Dollar	Level Dollar
Amortization Period	25 years closed as of July 1, 2011	26 years closed as of July 1, 2010
Actuarial Value of Assets	Expected actuarial value plus 20% of the difference from market value, with 110% and 90% market value corridor.	Expected actuarial value plus 20% of the difference from market value, with 110% and 90% market value corridor.

<sup>1</sup> The July 1, 2011 valuation was used to determine the funded status

<sup>2</sup> The July 1, 2010 valuation was used to determine the annual required contribution for fiscal year 2012

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

**Oakland Municipal Employees Retirement System (OMERS)**

OMERS provides death, and service retirement benefits to participants of the plan. Members who complete at least 20 years of service and have reached the age of 52, or who complete at least 5 years of service and reach the age of 60, are eligible for retirement benefits. The retirement allowance is calculated on a basis which takes into account the final three-years' average compensation, age and the number of years of service. Benefit provisions and all other requirements are established by the Charter. The June 30, 2012 standalone financial statements are available by contacting the City Administrator's Office, One Frank Ogawa Plaza, Oakland, CA 94612.

All active non-uniformed City employees hired prior to September 1970 have transferred to PERS as of July 1, 2004. Accordingly, OMERS did not receive any employee contributions during the year ended June 30, 2012, and will not receive any employee contributions in the future. Because of the OMERS' current funded status, the City is currently not required to make contributions to OMERS. The funding of the unfunded actuarial accrued liability is based on a level percentage of payroll over a period ending July 1, 2020, as required by the City Charter.

**Actuarial Assumptions and Funded Status**

Information regarding the funded status of OMERS as of the most recent valuation date is shown below (in thousands).

Actuarial Valuation Date	Actuarial Accrued Liability (AAL) (a)	Actuarial Value of Assets (b)	Unfunded AAL (UAAL) (a-b)	Funded Ratio (b/a)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll ((a-b)/c)
7/1/2010	\$ 5,471	\$ 4,728	\$ 743	86.4%	\$ -	n/a

Multiyear trend actuarial information about whether the actuarial value of Plan assets is increasing or decreasing relative to the actuarial accrued liability for benefits over time is presented in the Required Supplementary Information (RSI) immediately following the notes to the financial statements.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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A summary of the actuarial methods and significant assumptions used to calculate the funded status as of the valuations date and the annual required contribution for fiscal year ended June 30, 2012 are as follows:

<u>Description</u>	<u>Method/Assumption</u>
Valuation Date	July 1, 2010 <sup>1</sup>
Actuarial Cost Method	Entry Age Normal Cost Method
Asset Valuation Method	Market Value
Investment Rate of Return	6.50%
Inflation Rate	3.25%
Cost-of-living Adjustments	3.00%
Amortization Method	Closed Level Dollar
Amortization Period	6 Years

<sup>1</sup> The July 1, 2010 valuation was used to determine the funded status and determines the annual required contribution for fiscal year 2012

**California Public Employees Retirement Systems (PERS)**

**Plan Description**

The City of Oakland contributes to the California Public Employees Retirement System (PERS), an agent multiple-employer public employee defined benefit pension plan. PERS provides retirement and disability benefits, annual cost-of-living adjustments, and death benefits to plan members and beneficiaries. PERS acts as a common investment and administrative agent for participating public entities within the State of California. Benefit provisions and all other requirements are established by state statute and City ordinance. Copies of PERS' annual financial report may be obtained from their Executive Office - 400 P Street, Sacramento, CA 95814. A separate report for the City's plan is not available.

**Funding Policy**

Participants are required to contribute 8% for non-safety employees, 9% for police, and 13% for fire employees of their annual covered salary. The City makes the contributions required of City employees on their behalf and for their account. The City is required to contribute at an actuarially determined rate; the current rate is 23.604% for non-safety employees and 30.368% for police and fire employees, of annual covered payroll. The contribution requirements of the plan members and the City are established and may be amended by PERS.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

**Annual Pension Cost**

For 2010-12, the City's annual pension costs of \$46.8 million for the Safety Plan and \$42.2 million for the Miscellaneous Plan were equal to the City's required and actual contributions. The required contributions were determined as part of the June 30, 2009, actuarial valuation using the entry age normal actuarial cost method. The actuarial values of plan assets were determined using techniques that smooth the effects of short-term volatility in the market value of investments over a four-year period (smoothed market value). The plans' unfunded actuarial accrued liability is amortized as a level percentage of projected payroll over a closed 20-year period.

Three-year trend information for the Safety and Miscellaneous Plans are as follows (in millions):

<b>Safety Plan</b>			
<b>Fiscal Year Ended June 30,</b>	<b>Annual Pension Cost (APC)</b>	<b>Percentage of APC Contributed</b>	<b>Net Pension Obligation</b>
2010	\$ 54.2	100%	\$ -
2011	51.1	100%	-
2012	46.8	100%	-

<b>Miscellaneous Plan</b>			
<b>Fiscal Year Ended June 30,</b>	<b>Annual Pension Cost (APC)</b>	<b>Percentage of APC Contributed</b>	<b>Net Pension Obligation</b>
2010	\$ 40.1	100%	\$ -
2011	33.1	100%	-
2012	42.2	100%	-

**Funded Status and Funding Progress for Retirement Plans**

**Safety Plan**

As of June 30, 2011, the most recent actuarial valuation date, the Public Safety plan was 75.4% funded. The actuarial accrued liability for benefits was \$1,357,816,142 and the actuarial value of Plan assets was \$1,023,866,075 resulting in an unfunded actuarial accrued liability (UAAL) of \$333,950,067. The annual covered payroll was \$130,530,316, and the ratio of the UAAL to the annual covered payroll was 255.8%.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

A summary of the actuarial methods and significant assumptions used to calculate the funded status of the plan and the annual required contribution for the fiscal year ended June 30, 2012 are as follows:

<u>Description</u>	<u>Method/Assumption</u>	<u>Method/Assumption</u>
Valuation Date	June 30, 2011 <sup>1</sup>	June 30, 2009 <sup>2</sup>
Actuarial Cost Method	Entry Age Normal Cost Method	Entry Age Normal Cost Method
Amortization Method	Level Percent of Payroll	Level Percent of Payroll
Average Remaining Period	32 years closed as of the Valuation Date	31 years closed as of the Valuation Date
Asset Valuation Method	15 Years Smoothed Market	15 Years Smoothed Market
Actuarial Assumptions:		
Investment Rate of Return	7.50% (net of administrative expenses)	7.75% (net of administrative expenses)
Projected Salary Increases	3.30% to 14.20% depending on Age, service, and type of employment	3.55% to 13.15% depending on Age, service, and type of employment
Inflation	2.75%	3.00%
Payroll Growth	3.00%	3.25%
Individual Salary Growth	A merit scale varying by duration of employment coupled with an assumed annual inflation growth of 2.75% and an annual production growth of 0.25%	A merit scale varying by duration of employment coupled with an assumed annual inflation growth of 3.00% and an annual production growth of 0.25%

<sup>1</sup> The June 30, 2011 valuation was used to determine the funded status

<sup>2</sup> The June 30, 2009 valuation was used to determine contribution requirements for fiscal year 2012

**Miscellaneous Plan**

As of June 30, 2011, the most recent actuarial valuation date, the Miscellaneous Plan was 79.8% funded. The actuarial accrued liability for benefits was \$2,025,140,791, and the actuarial value of plan assets was \$1,615,939,765, resulting in an unfunded actuarial accrued liability (UAAL) of \$409,201,026. The annual covered payroll was \$194,123,413, and the ratio of the UAAL to the annual covered payroll was 210.8%. Initial unfunded liabilities are amortized over a closed period that depends on the plan's date of entry in PERS. Subsequent plan amendments are amortized as a level of payroll over a closed 20-year period.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

A summary of the actuarial methods and significant assumptions used to calculate the funded status of the plan and the annual required contribution for the fiscal year ended June 30, 2012 are as follows:

<b>Description</b>	<b>Method/Assumption</b>	<b>Method/Assumption</b>
Valuation Date	June 30, 2011 <sup>1</sup>	June 30, 2009 <sup>2</sup>
Actuarial Cost Method	Entry Age Normal Actuarial Cost Method	Entry Age Normal Actuarial Cost Method
Amortization Method	Level Percent of Payroll	Level Percent of Payroll
Average Remaining Period	19 years closed as of the Valuation Date	20 years closed as of the Valuation Date
Asset Valuation Method	15 Years Smoothed Market	15 Years Smoothed Market
Actuarial Assumptions:		
Investment Rate of Return	7.50% (net of administrative expenses)	7.75% (net of administrative expenses)
Projected Salary Increases	3.30% to 14.20% depending on age, service, and type of employment	3.55% to 14.45% depending on age, service, and type of employment
Inflation	2.75%	3.00%
Payroll Growth	3.00%	3.25%
Individual Salary Growth	A merit scale varying by duration of employment coupled with an assumed annual inflation growth of 2.75% and an annual production growth of 0.25%	A merit scale varying by duration of employment coupled with an assumed annual inflation growth of 3.00% and an annual production growth of 0.25%

<sup>1</sup> The June 30, 2011 valuation was used to determine the funded status

<sup>2</sup> The June 30, 2009 valuation was used to determine contribution requirements for 2012

The schedules of funding progress for the Public Safety and Miscellaneous Plans are presented as RSI following the notes to the financial statements, and present multiyear trend information about whether the actuarial valuation of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

**(17) POSTEMPLOYMENT BENEFITS OTHER THAN PENSION BENEFITS (OPEB)**

**Primary Government**

**Plan Description**

The City has three programs in place to partially pay health insurance premiums for certain classes of retirees from City employment. City retirees are eligible for retiree health benefits if they meet certain requirements relating to age and service. The retiree health benefits are described in the labor agreements between the City and Local Unions and in City resolutions. The demographic rates used for the California Public Employee Retirement System (PERS) were public safety employees retirements benefits under a 3% @ 50 formula and miscellaneous employees retirement benefits under a 2.7% @ 55 formula.

The City's agent multi-employer defined benefit retiree health plan (Retiree Health Plan) allows eligible retirees and their dependents to receive employer-paid medical insurance benefits through PERS. The medical insurance reimbursement is not to exceed the Kaiser-HMO family plan rate. The Retiree Health Plan also includes dental and vision benefits and reimbursement of Medicare part B monthly insurance premium. The Retiree Health Plan does not issue a separate financial report.

**Funding Policy**

The City pays part of the health insurance premiums for all retirees from City employment receiving a pension annuity earned through City service and participating in a City-sponsored PERS health benefit plan on a pay-as-you-go basis. The City paid \$16,795,999 for retirees under this program for the year ended June 30, 2012.

**Annual OPEB Cost and Net OPEB Obligation**

The City's annual postemployment benefit cost and net OPEB obligation for the Retiree Health Plan as of and for the fiscal year ended June 30, 2012 using a 4.00% interest rate scenario, were as follows (in thousands):

Annual Required Contribution (ARC)	\$	46,657
Interest on net OPEB obligation		6,279
Adjustment to ARC		(6,535)
Annual OPEB cost		46,401
Employer Contribution		(16,796)
Increase in net OPEB obligation		29,605
Net OPEB obligation, beginning of year		156,978
Net OPEB obligation, end of year	\$	186,583

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

The City's annual OPEB cost, the percentage of annual OPEB cost contributed during the fiscal year, and the net OPEB obligation at the end of the year for the City's single employer Retiree Health Plan were as follows (in thousands).

Fiscal Year Ended June 30,	Annual OPEB Cost	Percentage of Annual OPEB Cost Contributed	Net OPEB Obligation
2010	\$ 54,495	26%	\$ 126,237
2011	46,451	34%	156,978
2012	46,401	36%	186,583

**OPEB Funded Status and Funding Progress**

As summarized in the table below, as of July 1, 2010, the most recent actuarial valuation date, the City's Retiree Health Plan was zero percent funded on an actuarial basis for other postemployment benefits (OPEB). Changes to the UAAL for the OPEB Plan was primarily the result of the actuarial value of assets being zero and unfavorable investment returns during the last two years. The City is on a pay-as-you-go funding with no money set aside for future liabilities. The specific funded status for the OPEB plan is summarized in the table below, as of the July 1, 2010 (in thousands):

Actuarial Valuation Date	Actuarial Accrued Liability (AAL) (a)	Actuarial Value of Assets (b)	Unfunded AAL (UAAL) (a-b)	Funded Ratio (b/a)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll ((a-b)/c)
7/1/2010	\$ 520,882	\$ -	\$ 520,882	0.0%	\$ 310,155	168%

The Schedule of Funding Progress, presented as Required Supplementary Information (RSI) following the Notes to the Basic Financial Statements, presents information about whether the actuarial value of plan assets increased or decreased in relation to the actuarial accrued liability for benefits. Actuarial valuations involve estimates of the value of reported amounts and assumptions about the probability of events far into the future, and actuarially determined amounts are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future.

Projections of benefits for financial reporting purposes are based on the substantive plan in effect and include the types of benefits provided at the time of each valuation and the historical pattern of sharing of benefit costs between the employer and plan members to that point. The actuarial methods and assumptions used include techniques that are designed to reduce the effects of short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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**Actuarial Methods and Assumptions for OPEB Plan**

The actuarial methods and assumptions used include techniques that are designed to reduce the effects of short-term volatility in actuarial accrual liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations. The more significant actuarial methods and assumptions used in the calculations of the annual OPEB cost and the annual required contribution for the fiscal year ended June 30, 2012 and the funded status as of July 1, 2010 are as follows:

<u>Description</u>	<u>Method/Assumption</u>
Valuation Date	July 1, 2010
Actuarial Cost Method	Entry Age Normal Cost Method
Amortization Method	Level Percent of Payroll
Average Remaining Period	30 years open as of the Valuation Date
Asset Valuation Method	5 Years Smoothed Market
Actuarial Assumptions:	
Discount Rate <sup>1</sup>	4.00%
Projected Salary Increases	2.5% per year growth
Inflation	3.00%
Demographic Rate	Retirement benefit at 3% 50 formula for Safety employees and at 2.7% @ 55 formula for Miscellaneous employees.
Health Care Cost Trends Rate	7% for fiscal year 2011, graded down to 5.00% for fiscal year 2015 and beyond. The trend rate is determined by the Plan sponsor based on historical data and anticipated experience under the Plan.

<sup>1</sup> The City does not pre-fund the ARC, and therefore the discount rate is based on the expected return on the City's general assets.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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**Discretely Presented Component Unit – Port of Oakland**

**Plan Description**

The Port contributes to the California Employer’s Retiree Benefit Trust (CERBT), an agent multiple-employer defined benefit postemployment healthcare plan administered by PERS. The CERBT is an Internal Revenue Code (IRC) Section 115 Trust and an investment vehicle that can be used by all California public employers to prefund future retiree health and Other Postemployment Benefit (OPEB) costs.

The Port’s Retiree Health Plan allows eligible retirees and their dependents to receive employer paid medical insurance benefits through CalPERS. The employer paid medical insurance is not to exceed the Kaiser Bay Family rate. The Retiree Health Plan also includes dental, and vision benefits and reimbursement of Medicare Part B monthly insurance premium.

On July 21, 2011, the Port adopted Resolutions 11-82 and 11-83 which established a Health Benefit Vesting Requirement for employees who are members of Western Council of Engineers (WCE) and the International Federation of Professional and Technical Engineers Local 21 and Unrepresented employees. With respect to employees hired by the Port on or after September 1, 2011, the Port shall pay a percentage of employer contributions for retiree medical coverage for a retiree and his or her eligible dependents based on the provisions of Section 22893 of the California Government Code. Under these rules, a retiree must have at least 10 years of credited service with a CalPERS agency, at least five of which are with the City/Port. Except as otherwise required by Section 22893(b) of the California Government Code (providing for 100% of employer contributions for a retiree who retired for disability or retired for service with 20 or more years of service credit), the Port will pay a percentage of employer contributions for the Retiree based upon the following:

<u>Years of Credited Service (at least 5 of which are with the City/Port)</u>	<u>% of Employer Contributions</u>
10	50
11	55
12	60
13	65
14	70
15	75
16	80
17	85
18	90
19	95
20	100

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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The employer contribution will be adjusted by the Port each year but cannot be less than the amount required by California Government Code Sections 22893 plus administrative fees and contingency reserve fund assessments.

Employees hired on or after October 1, 2009, with the exception of members of Service Employees International Union (Local 1021) and members of the International Brotherhood of Electrical Workers (Local 1245), no longer qualify for dental, vision or employee assistance program benefits upon ceasing to be an eligible employee of the Port except to the extent required under the Consolidated Omnibus Budget Reconciliation Act (“COBRA”).

**Funding Policy**

Benefit provisions are established and may be amended through negotiations between the Port and the various bargaining units during each bargaining period. The Port contributes on a pay-as-you-go basis.

As of June 30, 2012, there were approximately 564 employees who had retired from the Port and were in the Port’s retiree benefit plan. During the fiscal year ended June 30, 2012, the Port contributed \$4,500,000 on behalf of OPEB eligible retirees to third parties outside of CERBT and made a payment of \$6,434,000 on behalf of eligible retirees to third parties outside of the CERBT fund.

**Annual OPEB Cost and Net OPEB Obligation**

The Port’s annual other postemployment benefit (OPEB) cost is equal to (a) the annual required contribution (ARC) plus (b) one year’s interest on the beginning balance of the net OPEB obligation, and minus (c) an adjustment of the ARC. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover the normal cost of each year and any unfunded actuarial liabilities (or funding excess) amortized over an open period of thirty years.

The following table shows the components of the Port’s annual OPEB cost for the year, the amount contributed to the Plan, and changes in the Port’s net OPEB obligation to the Plan as of June 30, 2012 (in thousands):

Annual Required Contribution (ARC)	\$	10,783
Interest on net OPEB obligation		796
Adjustment to ARC		(596)
Annual OPEB cost		10,983
Employer Contribution		(10,934)
Increase in net OPEB obligation		49
Net OPEB obligation, beginning of year		10,461
Net OPEB obligation, end of year	\$	10,510

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

The Port's annual OPEB cost and net OPEB obligation are as follows (in thousands):

Fiscal Year Ended June 30,	Annual OPEB Cost	Percentage of Annual	
		OPEB Cost Contributed	Net OPEB Obligation
2010	\$ 10,019	50.63%	\$ 10,389
2011	11,193	99.36%	10,461
2012	10,983	99.55%	10,510

**Funded Status and Funding Progress**

The unfunded actuarial accrued liability is being amortized as a level percentage of expected payroll over 30 years. The table below indicates the funded status of the Plan as of June 30, 2011, the most recent actuarial valuation date (in thousands):

Actuarial Valuation Date	Actuarial Accrued Liability (AAL) (a)	Actuarial Value of Assets (b)	Unfunded AAL (UAAL) (a-b)	Funded Ratio (b/a)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll ((a-b)/c)
6/30/2011	\$ 128,906	\$ 19,145	\$ 109,761	14.9%	\$ 44,627	246%

GASB Statement No. 45 requires that the interest rate used to discount future benefits payments back to the present be based on the expected rate of return on any investments set aside to pay for these benefits. As of the June 30, 2012 actuarial valuation, the Port intended to fully fund its OPEB liabilities by contributing the actuarially determined ARC amount to the CERBT trust. The ARC amount was calculated using a discount rate of 7.61 percent which was based upon PERS' expected return on assets held in the Port's OPEB Trust.

For the year ended June 30, 2012, the Port funded its annual OPEB cost at 99.55 percent. In recognition that a lower discount rate should be considered, the Port's Actuarial Service provided a second alternative valuation as of June 30, 2011, which recommended a lower discount rate of 4.25 percent in the event that the Port chose not to make any future contributions to the OPEB Trust, but would instead adopt a pay-as-you-go funding policy, keeping all other assumptions constant. The Port's UAAL, as of the June 30, 2012 actuarial valuation would increase by approximately \$79.2 million and its ARC would increase by \$4.4 million

**Actuarial Methods and Assumptions**

The actuarial cost method used for determining the benefit obligations of the Port is the Entry Age Normal Cost Method and amortized over an open period of 30 years. Under the principles of this method, the actuarial present value of the projected benefits of each individual included in the valuation is allocated as a level

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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percentage of expected salary for each year of employment between entry age (defined as age at hire) and assumed exit.

Actuarial valuations of an ongoing plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality, and the healthcare cost trend. Actuarially determined amounts are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future.

Projections of benefits for financial reporting purposes are based on the substantive plan in effect and include the types of benefits provided at the time of each valuation and the historical pattern of sharing of benefit costs between the employer and plan members to that point. The actuarial methods and assumptions used include techniques that are designed to reduce the effects of short-term volatility in actuarial accrued liabilities and the actuarial value of plan assets, consistent with the long-term perspective of the calculations.

The actuarial assumptions used included a discount rate of 7.61 percent, inflation rate of 3.00 percent and an annual health cost trend rate of 4.50 percent in health premiums. Annual salary increases were assumed at 3.25 percent. The demographic assumptions regarding turnover and retirement are based on statistics from reports for PERS under a “2.7 percent at 55” benefit schedule.

The schedule presented as Required Supplementary Information following the notes to basic the financial statements, presents multiyear trend information. The Schedule of Funding Progress – Port of Oakland Postemployment Benefits presents information about whether the actuarial values of plan assets are increasing or decreasing over time relative to the actuarial accrued liabilities for benefits.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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**(18) COMMITMENTS AND CONTINGENT LIABILITIES**

**Construction Commitments**

The City has committed to funding in the amount of \$225.4 million to a number of capital improvement projects for fiscal year 2013 through fiscal year 2014. As of June 30, 2012, the City had construction commitments for the acquisition and construction of assets as follows (in thousands):

Building, facilities and infrastructure	\$	30,558
Parks and open space		33,179
Sewers and storm drains		23,494
Streets and sidewalks		116,067
Technology enhancements		1,013
Traffic improvements		21,129
Total	<u>\$</u>	<u>225,440</u>

**Other Commitments and Contingencies**

**Redevelopment Dissolution Law**

Under ABx1 26, adopted on June 28, 2011, as amended by AB 1484 adopted on June 27, 2012, all new redevelopment activities were suspended, with limited exceptions, and redevelopment agencies were dissolved on February 1, 2012. Under this legislation, the California Department of Finance and the California State Controller's Office have varying degrees of responsibility and oversight. The ultimate outcome of issues raised by State authorities, such as the rejection of using ORSA assets to pay obligations or the return of asset transfers to the ORSA, cannot presently be determined and, accordingly, no provision for any liability that may result has been recorded in the financial statements.

**Wood Street Affordable Housing Project Environmental Remediation**

The Wood Street Affordable Housing Project analytical results show concentrations of arsenic, lead, total petroleum hydrocarbons as diesel and polycyclic aromatic hydrocarbons in site soils and or ground water sample. As of June 30, 2012, environmental remediation clean up activities has not been completed yet. The Agency has set-aside \$300 thousand in escrow to cover the remaining environmental obligations.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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**Oakland Army Base Environmental Remediation**

Land held by the Oakland Army Base project area may be subject to environmental remediation as required by the Comprehensive Environmental Response, Compensation and Liability Act. If and when such environmental remediation is required, the Agency and the Port are responsible for the first \$13.0 million of environmental remediation costs; including environmental remediation insurance. The Agency has received a federal grant of \$13 million to pay for the above-mentioned environmental remediation costs including a \$3.5 million insurance premium. As of June 30, 2011 the Agency has spent approximately \$13.0 million on this project. \$10.9 million has been reimbursed by the U.S. Department of the Army (Army). The Agency is working with the Army on the remaining balance of \$2.1 million.

The next \$11.0 million of environmental remediation costs are to be shared equally by the Agency and the Port. As a result, the Agency reports its share of \$5.5 million remediation obligation on the Oakland Army Base project. The next \$9.0 million will be paid from insurance proceeds from the environmental remediation policy. If subsequent environmental remediation is required after the initially-required remediation is complete, then the environmental site liability policy will cover up to \$30 million in additional environmental remediation-related costs. The Agency and the Port have agreed to share equally in any environmental remediation-related costs above \$21 million that are not covered by insurance.

Agency management believes that none of the estimated environmental remediation costs will cause the recorded amounts of any properties held for resale to exceed their estimated net realizable values. As part of the City and Agency properties purchase and sale agreement of March 3, 2011, the Oakland Army Base operations and remediation liabilities have been transferred to the City.

**Discretely Presented Component Unit – Port of Oakland**

As of June 30, 2012, the Port had construction commitments for the acquisition and construction of assets as follows (in thousands):

Aviation	\$ 11,308
Maritime	45,677
Commercial real estate	10,178
Total	<u>\$ 67,163</u>

The most significant projects for which the Port has contractual commitments for construction are airport terminal renovation projects of \$4.7 million, Taxiways W & U of \$3.7 million, shore power of \$23.8 million, maritime wharves and terminals projects of \$6.4 million, safety projects of \$5.9 million and dredging of \$3.9 million.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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**Power Purchases**

The Port purchases electrical power for resale and self-consumption at the Airport, and at Port Maritime facilities located at the former Navy Fleet and Industrial Supply Center Oakland and the former Oakland Army Base. After power requirements are forecasted, the Port enters into power purchase agreements and make forward contract commitments.

The Port currently has two long-term power purchase agreements with the Western Area Power Administration (“WAPA”) and SunEdison, LLC (“SunEdison”). The WAPA take or pay contract expires in 2024 and the SunEdison take and pay contract expires in 2027. With the SunEdison contract, the Port only pays if energy is generated while the Port pays WAPA regardless of the amount of energy generated.

<u>Counterparty</u>	<u>Contract Ending Year</u>	<u>Contract Structure</u>	<u>Estimated Output</u>	<u>Estimated Annual Cost</u>
WAPA	2024	Take or Pay - (Pay contract price without regard to energy received)	17,000 MWH	Approx. \$800,000 (Changes annually depending on revenue requirement for power generation projects)
SunEdison	2027	Take or Pay - (Pay contract price only if energy received)	1,200 MWH	Approx. \$200,000 with annual escalator

In addition, the Port had outstanding, as of June 30, 2012, approximately \$3.7 million in forward power purchases contracts with Powerex Corporation and Shell Energy North America through fiscal year 2015.

**Environmental**

The Port is required to comply with a number of federal, state and local laws and regulations designed to protect human health, safety and the environment. In conforming to these laws and the implementing regulations, the Port has instituted a number of compliance programs and procedures.

It is the Port’s intent that its environmental compliance programs be compliant with regulatory and legal requirements while effectively managing financial resources. The Port’s financial statements include liabilities, established and adjusted periodically, based on new information, in accordance with applicable generally accepted accounting principles in the United States of America, for the estimated costs of compliance with environmental laws and regulations and remediation of known contamination.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

The Port anticipates spending approximately \$2.5 million annually for environmental compliance and remediation obligations. Environmental monitoring costs relating to legal mandates such as regulatory agency orders, court orders or other affirmative legal obligations are included in the anticipated spending.

A summary of the environmental liability accounts, included within the financial statements at June 30, 2012, is as follows (in thousands):

<b>Obligating Event</b>	<b>Liability</b>	<b>Estimated Recovery</b>
Pollution poses an imminent danger to the public or environment	\$ 763	\$ -
Identified as responsible to clean up pollution	17,092	619
Named in a lawsuit to compel to clean up	31	-
Begins or legally obligates to clean up or post-clean up activities	3,341	60
Total by Obligating Event	<u>\$ 21,227</u>	<u>\$ 679</u>

The environmental liability accounts in the summary tables are listed by the initial obligating event. Due to new information, the obligating event may change from the initial obligating event. Obligating events include without limitations: 1) the Port is named, or evidence indicates that it will be named, by a regulator such as the Department of Toxic Substances Control or the Regional Water Quality Control Board, as a responsible party or potentially responsible party for remediation; and 2) the Port has commenced, or has legally obligated itself to commence, clean-up activities or monitoring or operation and maintenance of the remediation effort (e.g., by undertaking a soil and groundwater pre-development investigation).

**(19) TRANSACTIONS WITH THE FOX OAKLAND THEATER, INC. (“FOT”) DEVELOPMENT**

FOT is a Internal Revenue Code section 501(C)(3) organization set up by and for the benefit of the Agency and the City set up to renovate the Fox Theater. The Agency transferred the Fox Theater property to FOT in August 2006 through a long-term lease and a Disposition and Development Agreement (“DDA”) which included a \$25.5 million loan. The Fox Theater property was held by the Agency as property held for resale. During 2008, the property was transferred to FOT as a long-term capital lease which was valued at \$6.5 million in the lease and DDA. All FOT board members are City employees and FOT has no staff. FOT set up a for profit entity, Fox Theater Manager, Inc (“FT Manager”), and then two LLCs managed by FT Manager, Fox Theater Landlord LLC and Fox Theater Master Tenant LLC. These new entities were used to syndicate Historic and New Markets Tax Credits. The Fox Theater property was transferred to the LLCs in December 2006, but the loan remains with FOT and is secured by a pledge and assignment of borrowers ninety nine and nine-tenths percent (99.9%) interests in the Community Development Entities (CDEs) loans entered into between FOT and Fox Oakland Investment Fund (FOIF). In fiscal year 2009-10, the Agency loaned an additional of

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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\$2.0 million to FOT and \$1.4 million to Fox Theater Master Tenant LLC to complete the project. The \$1.4 million Fox Theater Master Tenant LLC loan has a 15-year term.

The outstanding principal balance of the FOT loan shall accrue interest at the rate of 2.5 percent, commencing on the date of disbursement and compounded annually, which will only be payable to the extent of borrower's net cash flow from operations. The loan terminates at the end of ten years unless the borrower defaults on the agreement in which case the lender declares an acceleration of the maturity.

**(20) DEFICIT FUND BALANCES/NET ASSETS AND EXPENDITURES OVER BUDGET**

As of June 30, 2012, the following funds reported deficits in fund balance/net assets (in thousands):

Special Revenue:	
Landscape and Lighting Assessment District.....	\$ (1,416)
Internal Service Funds:	
Facilities.....	\$ (23,182)
Reproduction.....	(794)
Central Stores.....	(4,150)
Purchasing.....	(526)

The Landscape and Lighting Assessment District fund deficit will be cleared by future revenues. The City's facilities, reproduction, central stores, and purchasing funds deficits are expected to be funded through increased user charges in future years. During the 2009-11 Budget, the City revised the repayment plan for the internal service funds to eliminate the funds net assets deficit by 2019. In addition, the City adopted a financial policy that requires half of one-time revenues to be used to eliminate negative internal service fund balances and half be used to pay off other negative funds balances.

As of June 30, 2012, the following funds reported expenditures in excess of budgets (in thousands):

Debt Service Fund:	
General Obligations Bonds.....	\$ (32,159)
Other Assessment Bonds.....	(4)

The excess of expenditures over budget in the Other Assessment Bonds Fund is primarily attributed to administrative and commission costs associated with property tax collection and levy and the excess of expenditures over budget for General Obligation Bonds is the refunding of Series 2002A, Measure G bonds.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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**(21) SUBSEQUENT EVENTS**

**Tax and Revenue Anticipation Notes**

On July 10, 2012, the City closed the 2012-13 Tax and Revenue Anticipation Notes (the “Notes”) in the principal amount of \$83,125,000 with a final maturity of June 28, 2013. The Notes were successfully sold on a competitive basis and were priced with an interest rate of 1.00% to yield 0.21% at maturity. The Notes were issued to finance General Fund expenditures, including but not limited to, current expenses, capital expenditures, and the discharge of other obligations of the City.

**Taxable Pension Obligation Bonds Series 2012**

On July 30, 2012, the City issued its \$212,540,000 Taxable Pension Obligation Bonds Series 2012 (the “POB Series 2012. The POB Series 2012 were issued to refund a debenture evidencing a portion of the City’s unfunded actuarial accrued liability for retirement benefits to members of the Retirement System.

The issuance of the POBs Series 2012 is part of the plan of finance undertaken by the City to continue to permit annual debt service to be paid from the annual Tax Override Revenues anticipated by the City to be received and to minimize the need for the City to use other revenues to pay such debt service.

The interest rates on the POB Series 2012 ranged from 2.37% to 4.67% which produced a yield of 2.37% to 4.67% and the final maturity is on December 15, 2025.

**2012 Limited Obligation Refunding Improvement Bonds  
Reassessment District No. 99-1**

On August 30, 2012, the City issued its \$3,545,000 Limited Obligation Refunding Improvement Bonds, Reassessment District No. 99-1 (the “Bonds”). The proceeds were used to refund all of the City’s outstanding Oakland Joint Powers Financing Authority’s Reassessment Revenue Bonds, Series 1999. The issuance of the Bonds produced approximately \$425,000 in net present value savings and an annual per parcel savings of \$41 for the property owners in the district.

The Bonds were issued with interest rates ranging from 2.00% to 3.50% which yielded a rate of 0.80% to 3.64% with a final maturity on September 2, 2024.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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**Recent Changes in Legislation Affecting California Redevelopment Agencies:**

*a) Invalidating of Loans with the City*

AB X1 26 specifically invalidates existing agreements between the former Agency and the City, except for 1) those entered into at the time of issuance of debt, for the purpose of securing repayment of such debt, and 2) loans or advances from the Low and Moderate Income Housing Fund. On February 1, 2012, the City did not have any long-term loans or receivables with the former Agency. Subsequent legislation adopted on June 28, 2012 provides that loans between the City and ORSA may be re-established when the Successor Agency receives a "finding of completion" from the State Department of Finance and approval of the Oversight Board.

*b) Dissolution Legislation "True up" Process*

The provisions of AB1484, which was a trailer bill to the FY 2012-13 State Budget, required that the County Auditor Controller determine if the tax revenues received by the Agency in January 2012 (before dissolution) were in excess of the amount spent by the former Agency and ORSA on enforceable obligations as defined by the Redevelopment Dissolution Law during the period from January 1 through June 30, 2012. If there was an excess, ORSA must remit the residual amounts to the County by July 12, 2012, for allocation to the taxing entities. This is referred to as the "true up" process. Due to the manner in which some of the former Agency's bond obligations were categorized on the Recognized Obligation Payment Schedule (ROPS) during this period, the County Auditor-Controller's calculations indicated a \$21.5 million "overpayment" of tax revenues to the Successor Agency. On July 12, 2012, the Successor Agency issued a payment of \$21.5 million of residual amount to the County-auditor controller to be deposited into the Redevelopment Property Tax Trust Fund ("Trust Fund") for distribution to the taxing entities.

*c) Findings of the Agreed-Upon Procedures Report*

Pursuant to the California Health and Safety Code section 34182, the County Auditor-Controller was responsible to cause the performance of procedures to establish the former Agency's assets and liabilities, to document pass-through obligations, and to document the amount and terms of indebtedness incurred by the former Agency. The County issued its Agreed-Upon Procedures Report (AUP) on October 5, 2012 and submitted it to the State Controller's Office (SCO) and the State Department of Finance (DOF). Other than as a reference for the DOF and the SCO, the AUP has no consequence in the dissolution process.

**CITY OF OAKLAND**  
**Notes to the Basic Financial Statements (continued)**  
**Year Ended June 30, 2012**

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*d) Low and Moderate Income Housing Fund Due Diligence Review*

The provisions of AB1484, which was a trailer bill to the FY 2012-13 State Budget, required that the Successor Agency must provide Finance an Oversight Board approved Due Diligence Review (DDR) that has been prepared by a licensed accountant. The DDR will list all encumbered and unencumbered low and moderate income housing fund (LMIHF) assets, and will state whether or not those assets are encumbered by Enforceable Obligations. On November 5, 2012, ORSA submitted DOF an approved Oversight Board DDR with no cash and cash equivalents available for distribution to the affected taxing entities. In a letter dated November 30, 2012, DOF completed its review of ORSA DDR and adjusted \$4.3 million in non-cash and cash equivalent assets and \$8.5 million in cash and cash equivalent. Therefore, the balance of LMIHF available for distribution to the affected taxing entities is \$8.5 million. ORSA has issued a payment of \$8.5 million to the County-auditor controller to be deposited into the trust fund for distribution to the taxing entities.

**City of Oakland v. Oakland Police and Fire Retirement System, et al.,  
Alameda County Superior Court case number RG 11580626**

In June 2011, the City filed a petition for writ of mandate and complaint for declaratory relief against Oakland PFRS seeking, in the alternative, (1) a writ of mandate to compel changes in benefit payments made by PFRS to retired police officers and police widows; (2) a judicial declaration that the City's position regarding the calculation of benefit payments made by PFRS to retired police officers and police widows is correct, that retired police officers and police widows are being overpaid for their retirement benefits, that these payments should be corrected prospectively and that such overpayments should be recovered from the retired police officers and widows. PFRS filed an answer to the City's action on August 1, 2011 that denied the City's allegations and raised certain affirmative defenses in response. On September 7, 2012, judgment was entered in the matter granting the City's request for a writ of mandate. On October 9, 2012, Retired Oakland Police Officers Association (Intervenors) filed a notice to appeal the entire writ of mandate and judgment. At the closed session meeting of the PFRS Board on October 16, 2012, the Board directed staff to provide calculations necessary for the Board to prospectively adjust benefits effective December 1, 2012. The Board also directed staff to provide overpayment calculation at the January 2013 meeting. Finally, the Board voted to appeal a portion of the judgment regarding the use of hearings. The Board is not appealing any other aspects of the judge's decision.

# REQUIRED SUPPLEMENTARY INFORMATION

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**CITY OF OAKLAND**  
**Required Supplementary Information (unaudited)**  
**Year Ended June 30, 2012**

**PERS ACTUARIAL VALUATIONS**  
**SCHEDULES OF FUNDING PROGRESS**

The schedules of funding progress below show the recent history of the actuarial value of assets, actuarial accrued liability, their relationship, and the relationship of the unfunded actuarial accrued liability to covered payroll. The required contributions were determined as part of the actuarial valuation using the entry age normal actuarial cost method.

**Public Safety Retirement Plan (Police and Fire)**

Valuation Date	Actuarial Accrued Liability (AAL) (a)	Actuarial Value of Assets (b)	Unfunded	Funded Ratio (b)/(a)	Covered Payroll (c)	UAAL as a percent of Covered Payroll ((a-b) / c)
			(Overfunded) AAL (UAAL) (a-b)			
6/30/2009	\$ 1,194,359,091	\$ 888,250,432	\$ 306,108,659	74.4%	\$ 150,306,150	203.7%
6/30/2010	1,262,845,446	951,508,815	311,336,631	75.3%	145,619,032	213.8%
6/30/2011	1,357,816,142	1,023,866,075	333,950,067	75.4%	130,530,316	255.8%

**Miscellaneous Retirement Plan**

Valuation Date	Actuarial Accrued Liability (AAL) (a)	Actuarial Value of Assets (b)	Unfunded	Funded Ratio (b)/(a)	Covered Payroll (c)	UAAL as a percent of Covered Payroll ((a-b) / c)
			(Overfunded) AAL (UAAL) (a-b)			
6/30/2009	\$ 1,876,286,272	\$ 1,505,314,108	\$ 370,972,164	80.2%	\$ 224,759,546	165.1%
6/30/2010	1,914,725,522	1,565,521,601	349,203,921	81.8%	195,788,222	178.4%
6/30/2011	2,025,140,791	1,615,939,765	409,201,026	79.8%	194,123,413	210.8%

**City Other PostEmployment Benefits (OPEB)**

Valuation Date	Actuarial Accrued Liability (AAL) (a)	Actuarial Value of Assets (b)	Unfunded	Funded Ratio (b)/(a)	Covered Payroll (c)	UAAL as a percent of Covered Payroll ((a-b) / c)
			(Overfunded) AAL (UAAL) (a-b)			
7/1/2008	\$ 591,575,250	\$ -	\$ 591,575,250	0.0%	\$ 304,875,561	194.0%
7/1/2010	520,882,498	-	520,882,498	0.0%	310,154,816	167.9%

**Port of Oakland PostEmployment Benefits (OPEB)**

Valuation Date	Actuarial Accrued Liability (AAL) (a)	Actuarial Value of Assets (b)	Unfunded	Funded Ratio (b)/(a)	Covered Payroll (c)	UAAL as a percent of Covered Payroll ((a-b) / c)
			(Overfunded) AAL (UAAL) (a-b)			
1/1/2009	\$ 100,412,000	\$ -	\$ 100,412,000	0.0%	\$ 48,400,000	207%
1/1/2011	131,327,000	13,373,000.00	117,954,000	10.2%	45,079,000	262%
6/30/2011	128,906,000	19,145,000.00	109,761,000	14.9%	44,627,000	246%

**CITY OF OAKLAND**  
**Required Supplementary Information (unaudited)**  
**Year Ended June 30, 2012**

**PFRS AND OMERS ACTUARIAL VALUATIONS**  
**SCHEDULES OF FUNDING PROGRESS**

**Oakland Police and Fire Retirement System - Pension**

Valuation Date	Actuarial Accrued Liability (AAL) (a)	Actuarial Value of Assets (b)	Unfunded (Overfunded)	Funded Ratio (b)/(a)	Covered Payroll (c)	UAAL as a percent of Covered Payroll ((a-b) / c)
			AAL (UAAL) (a-b)			
7/1/2009 <sup>1</sup>	\$ 782,500,000	\$ 347,200,000	\$ 435,300,000	44.4%	\$ 100,000	435300%
7/1/2010 <sup>1</sup>	792,200,000	297,800,000	494,400,000	37.6%	100,000	494400%
7/1/2011 <sup>1</sup>	683,200,000	256,400,000	426,800,000	37.5%	100,000	426800%

<sup>1</sup> Factors influencing the decline in funded ratio in FY 2008-09 include investment performance, the contribution holiday associated with the 1997 Pension Obligation Bonds (POB) issuance, and the strengthening of discount rate and post-retirement mortality assumptions.

**Oakland Municipal Employees' Retirement System - Pension**

Valuation Date	Actuarial Accrued Liability (AAL) (a)	Actuarial Value of Assets (b)	Unfunded (Overfunded)	Funded Ratio (b)/(a)	Covered Payroll (c)	UAAL as a percent of Covered Payroll ((a-b) / c)
			AAL (UAAL) (a-b)			
7/1/2007	\$ 7,516,000	\$ 9,371,000	\$ (1,855,000)	124.7%	\$ -	N/A
7/1/2009 <sup>1</sup>	5,499,000	4,981,000	518,000	90.6%	-	N/A
7/1/2010 <sup>1</sup>	5,471,000	4,728,000	743,000	86.4%	-	N/A

<sup>1</sup> The decline in the funded ratio was primarily due to explicit recognition of future administrative expenses in the Plan's actuarial accrued liability, investment performance in FY 2008-09, and strengthening of the interest and mortality assumptions. The entry age normal cost method was used for disclosure and annual required contribution rates with the July 1, 2009 valuation.

**CITY OF OAKLAND**  
**Budgetary Comparison Schedule (unaudited)**  
**General Fund**  
**For the Year Ended June 30, 2012**  
*(In Thousands)*

	<u>Original Budget</u>	<u>Final Budget</u>	<u>Actual Budgetary Basis</u>	<u>Variance Positive (Negative)</u>
<b>REVENUES</b>				
Taxes:				
Property	\$182,828	\$ 182,828	\$ 198,192	\$ 15,364
State taxes:				
Sales and use tax	38,794	38,794	44,741	5,947
Motor vehicle in-lieu tax	-	-	221	221
Local taxes:				
Business license	50,869	50,869	58,712	7,843
Utility consumption	51,177	51,177	51,434	257
Real estate transfer	28,490	28,490	30,653	2,163
Transient occupancy	8,873	8,873	10,830	1,957
Parking	7,669	7,669	8,617	948
Franchise	15,040	15,040	15,572	532
Licenses and permits	948	948	1,160	212
Fines and penalties	24,697	24,697	23,924	(773)
Interest and investment income	785	785	607	(178)
Charges for services	85,824	114,331	89,591	(24,740)
Federal and state grants and subventions	1,250	1,260	1,357	97
Annuity income	10,186	10,186	14,065	3,879
Other	11,168	11,168	9,560	(1,608)
<b>TOTAL REVENUES</b>	<u>518,598</u>	<u>547,115</u>	<u>559,236</u>	<u>12,121</u>
<b>EXPENDITURES</b>				
Current:				
Elected and Appointed Officials:				
Mayor	1,757	1,645	1,676	(31)
Council	3,579	3,698	3,698	-
City Administrator	14,473	22,691	22,321	370
City Attorney	10,725	10,428	10,060	368
City Auditor	886	886	1,333	(447)
City Clerk	1,834	2,925	2,223	702
Administrative Service Department:				
Human Resource Management	3,978	4,660	4,645	15
Information Technology	7,620	7,393	7,199	194
Financial Services	25,459	19,387	21,056	(1,669)
Public Safety Department:				
Police Services	165,881	167,583	196,096	(28,513)
Fire Services	94,077	94,517	111,067	(16,550)
Community Service Department:				
Parks and Recreation	16,115	17,416	15,934	1,482
Aging & Health and Human Services	5,063	5,806	5,322	484
Library	9,061	9,060	8,952	108
Planning, Building & Neighborhood Preservation	-	-	91	(91)
Community and Economic Development	15,037	8,352	9,216	(864)
Housing & Community Development	-	578	30,526	(29,948)
Public Works	29,722	37,283	794	36,489
Other	6,169	7,232	4,758	2,474
Capital outlay	268	75,201	4,996	70,205
Debt service:				
Principal repayment	2,022	1,955	1,954	1
Interest charges	526	593	881	(288)
<b>TOTAL EXPENDITURES</b>	<u>414,252</u>	<u>499,289</u>	<u>464,798</u>	<u>34,491</u>
<b>EXCESS OF REVENUES OVER EXPENDITURES</b>	104,346	47,826	94,438	46,612
<b>OTHER FINANCING SOURCES (USES)</b>				
Property sale proceeds	28,311	28,311	31,395	3,084
Insurance claims and settlements	3	10	910	900
Transfers in	26,578	29,344	3,634	(25,710)
Transfers out	(126,287)	(173,735)	(103,883)	69,852
<b>TOTAL OTHER FINANCING USES, NET</b>	<u>(71,395)</u>	<u>(116,070)</u>	<u>(67,944)</u>	<u>48,126</u>
<b>NET CHANGE IN FUND BALANCE</b>	32,951	(68,244)	26,494	94,738
Fund balances - beginning	233,595	233,595	233,595	-
<b>FUND BALANCES - ENDING</b>	<u>\$266,546</u>	<u>\$ 165,351</u>	<u>\$ 260,089</u>	<u>\$ 94,738</u>

The notes to the required supplementary information are an integral part of this schedule.

**CITY OF OAKLAND**  
**Notes to Required Supplementary Information (unaudited)**  
**June 30, 2012**

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**(1) BUDGETARY DATA**

In accordance with the provisions of the City Charter, the City prepares and adopts a budget on or before June 30 for each fiscal year. The City Charter prohibits expending funds for which there is no legal appropriation. Therefore, the City is required to adopt budgets for all City funds.

Prior to July 1, the original adopted budget is finalized through the passage of a resolution by the City Council. The level of legal budgetary control by the City Council is established at the fund level. For management purposes, the budget is controlled at the departmental level of expenditure within funds.

In June 2011, the City Council approved the City's two-year budget for fiscal years 2012 and 2013. Although appropriations are adopted for a 24-month period, they are divided into two one-year spending plans. Agencies/departments ending the first year with budgetary non-project surplus, according to Council policy, will be allowed to carry-forward 1/3 for their operating budget, 1/3 for their capital spending, and 1/3 for reverting to the General Fund balance.

The final budgetary data presented in the required supplementary information reflects approved changes to the original 2011-12 budget. Certain projects are appropriated on a multiyear rather than annual basis. If such projects or programs are not completed at the end of the fiscal year, unexpended appropriations are carried forward to the following year with the approval of the City Administrator.

Transfers of appropriations between funds and supplemental appropriations financed by unanticipated revenues must be approved by the City Council.

Transfers of appropriations between projects within the same fund must be approved by the City Administrator. Final budget amounts reported in the required supplementary information reflect both the appropriation changes approved by the City Council and the transfers approved by the City Administrator.

**CITY OF OAKLAND**  
**Notes to Required Supplementary Information (unaudited) (continued)**  
**June 30, 2012**

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### **Budgetary Basis of Accounting**

The City adopts budgets each fiscal year on a basis of accounting which is substantially the same as GAAP except for certain investment earnings.

Certain funds of the City contain capital projects, grant projects, loan programs or other programs that are budgeted on a multiyear basis. The amounts of the projects and programs budgeted on a multiyear basis are significant compared to the items budgeted on an annual basis; therefore, a comparison of budget to actual for the fund would not be meaningful. As a result, such funds that are excluded from budgetary reporting are:

#### **Major Funds**

- Federal/State Grants
- Low and Moderate Housing Asset Fund
- Oakland Redevelopment Agency
- Municipal Capital Improvement

#### **Nonmajor Funds**

- Special Revenue Funds
  - ORA Projects
  - Parks, Recreation and Cultural

While the City adopts budgets for all funds, the budget to actual comparisons for proprietary and fiduciary funds are not presented because some projects and programs are adopted on a multiyear basis.

### **(2) RECONCILIATION OF OPERATIONS ON MODIFIED ACCRUAL BASIS TO BUDGETARY BASIS**

The governmental fund financial statements have been prepared on the modified accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (GAAP). The “Budgetary Comparison Schedule – General Fund” has been prepared on a budgetary basis, which is different from GAAP.

The budgetary process is based upon accounting for certain transactions on a basis other than GAAP. The results of operations are presented in the budget to actual comparison schedule in accordance with the budgetary process (Budgetary Basis) to provide a meaningful comparison with the budget.

**CITY OF OAKLAND**  
**Notes to Required Supplementary Information (unaudited) (continued)**  
**June 30, 2012**

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The main difference between Budgetary Basis “actual” and GAAP basis is a timing difference:

In October 2001, the City entered into a debt service deposit agreement with a third party whereby the City received approximately \$9.6 million in exchange for forgoing its right to receive investment earnings on the amounts deposited with the trustee in advance of the date that the related debt was due to the bondholders. The compensation to the City was recorded as revenue in fiscal year 2002 when received on a budgetary basis. On a GAAP basis, the revenue was deferred and is being recognized over the 21-year life of the agreement. Amortization for the year ended June 30, 2012, was \$408,765.

On June 28, 2011, Assembly Bill X1 26 (“AB X1 26”) was enacted. This legislation is referred to herein as the Redevelopment Dissolution Law. On December 29, 2011, the California Supreme Court upheld the constitutionality of AB X1 26 and all redevelopment agencies in California were dissolved by operation of law effective February 1, 2012. The City recognized the remaining unamortized balance of the sublease agreement the Agency as revenue in the amount of \$3,664,522 on a budgetary basis.

The following schedule is a reconciliation of the GAAP and budgetary results of operations (in thousands):

	<b>General Fund</b>
Net change in fund balance - GAAP basis	\$ 30,568
Amortization of Scotlan sublease agreement	(3,665)
Amortization of debt service deposit agreement	(409)
Net change in fund balance - Budgetary basis	\$ 26,494

The General Fund’s fund balance on a GAAP Basis is reconciled to a Budgetary Basis as of June 30, 2012, which is as follows (in thousands):

	<b>General Fund</b>
Fund balance as of June 30, 2012 - GAAP basis	\$ 255,929
Unamortized debt service deposit agreement	4,160
Fund balance as of June 30, 2012 - Budgetary basis	\$ 260,089

# COMBINING NONMAJOR GOVERNMENTAL FUNDS

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**CITY OF OAKLAND**  
**Combining Balance Sheet**  
**Nonmajor Governmental Funds**  
**June 30, 2012**  
*(In Thousands)*

	<b>Special Revenue Funds</b>	<b>Debt Service Funds</b>	<b>Capital Projects Funds</b>	<b>Total Nonmajor Governmental Total</b>
<b>ASSETS</b>				
Cash and investments	\$ 48,734	\$ 18,663	\$ -	\$ 67,397
Receivables, net:				
Accrued interest and dividends	42	21	-	63
Property taxes	6,599	823	-	7,422
Accounts receivable	9,099	-	-	9,099
Grants receivable	3,436	-	-	3,436
Due from other governments	368	-	-	368
Notes and loans receivable, net	31,271	-	-	31,271
Restricted cash and investments	180	104,302	-	104,482
Other Assets	266	-	-	266
<b>TOTAL ASSETS</b>	<b>\$ 99,995</b>	<b>\$ 123,809</b>	<b>\$ -</b>	<b>\$ 223,804</b>
<b>LIABILITIES AND FUND BALANCES</b>				
<b>Liabilities</b>				
Accounts payable and accrued liabilities	\$ 6,198	\$ 21	\$ -	\$ 6,219
Due to other funds	1,765	-	-	1,765
Due to other governments	28	-	-	28
Deferred revenue	38,456	596	-	39,052
Other	4,753	-	-	4,753
<b>TOTAL LIABILITIES</b>	<b>51,200</b>	<b>617</b>	<b>-</b>	<b>51,817</b>
<b>Fund Balances</b>				
Restricted	24,809	123,192	-	148,001
Committed	13,420	-	-	13,420
Assigned	11,982	-	-	11,982
Unassigned	(1,416)	-	-	(1,416)
<b>TOTAL FUND BALANCES</b>	<b>48,795</b>	<b>123,192</b>	<b>-</b>	<b>171,987</b>
<b>TOTAL LIABILITIES AND FUND BALANCES</b>	<b>\$ 99,995</b>	<b>\$ 123,809</b>	<b>\$ -</b>	<b>\$ 223,804</b>

**CITY OF OAKLAND**  
**Combining Statement of Revenues, Expenditures, and Changes in Fund Balances**  
**Nonmajor Governmental Funds**  
**For the Year Ended June 30, 2012**  
*(In Thousands)*

	Special Revenue Funds	Debt Service Funds	Capital Projects Funds	Total Nonmajor Governmental Total
<b>REVENUES</b>				
Taxes:				
Property	\$ 28,370	\$ 29,016	\$ -	\$ 57,386
State:				
Sales and use	10,918	-	-	10,918
Gas	11,060	-	-	11,060
Transient occupancy	2,992	-	-	2,992
Parking	7,358	-	-	7,358
Voter approved special tax	35,812	-	-	35,812
Licenses and permits	10,919	-	-	10,919
Fines and penalties	2,729	85	-	2,814
Interest and investment income	473	4,369	-	4,842
Charges for services	16,659	-	-	16,659
Federal and state grants and subventions	4,971	-	-	4,971
Other	3,353	900	-	4,253
<b>TOTAL REVENUES</b>	<u>135,614</u>	<u>34,370</u>	<u>-</u>	<u>169,984</u>
<b>EXPENDITURES</b>				
Current:				
Elected and Appointed Officials:				
Mayor	175	-	-	175
City Administrator	1,593	-	-	1,593
City Attorney	753	-	-	753
Departments:				
Administrative Service Department:				
Information Technology	427	-	-	427
Financial Services	879	57	-	936
Public Safety:				
Police Services	12,623	-	-	12,623
Fire Services	10,669	-	-	10,669
Community Service Department:				
Parks and Recreation	4,394	-	-	4,394
Aging & Health and Human Services	18,583	-	-	18,583
Library	13,473	-	-	13,473
Planning, Building & Neighborhood Preservation	10,855	-	-	10,855
Community and Economic Development	15,956	-	-	15,956
Public Works	29,391	-	-	29,391
Housing & Community Development	777	-	-	777
Other	2,444	100	-	2,544
Capital outlay	9,748	-	-	9,748
Debt service:				
Principal repayment	-	107,021	-	107,021
Bond issuance cost	-	359	-	359
Interest charges	-	50,725	-	50,725
<b>TOTAL EXPENDITURES</b>	<u>132,740</u>	<u>158,262</u>	<u>-</u>	<u>291,002</u>
<b>EXCESS (DEFICIENCY) OF REVENUES</b>				
<b>OVER (UNDER) EXPENDITURES</b>	<u>2,874</u>	<u>(123,892)</u>	<u>-</u>	<u>(121,018)</u>
<b>OTHER FINANCING SOURCES (USES)</b>				
Proceeds from issuance of refunding bonds	-	83,775	-	83,775
Premiums on issuance of bonds	-	8,538	-	8,538
Payment to refund bond escrow agent	-	(57,998)	-	(57,998)
Insurance claims and settlements	48	669	-	717
Transfers in	13,015	90,734	152	103,901
Transfers out	(146)	(52)	-	(198)
<b>TOTAL OTHER FINANCING SOURCES (USES)</b>	<u>12,917</u>	<u>125,666</u>	<u>152</u>	<u>138,735</u>
<b>NET CHANGE IN FUND BALANCES</b>	<u>15,791</u>	<u>1,774</u>	<u>152</u>	<u>17,717</u>
Fund balances - beginning	33,004	121,418	(152)	154,270
<b>FUND BALANCES - ENDING</b>	<u>\$ 48,795</u>	<u>\$ 123,192</u>	<u>\$ -</u>	<u>\$ 171,987</u>

# NONMAJOR SPECIAL REVENUE FUNDS

Special revenue funds account for certain revenue sources that are legally restricted or committed to be spent for specified purposes. Other restricted sources are accounted for in fiduciary, debt service, and capital projects funds.

**Traffic Safety and Control Fund** accounts for monies received from 3-5% parking meter collections and from fines and forfeitures for misdemeanor violations of vehicle codes which are expended or disbursed for purposes immediately connected with traffic safety and control.

**State Gas Tax Fund** accounts for the subventions received from state gas taxes under the provision of the Streets and Highways Code. State gas taxes are restricted to uses related to local streets and highways and would include acquisitions of real property, construction and improvements, and repairs and maintenance of streets and highways.

The **Landscape and Lighting Assessment District Fund** is an assessment district fund that is used to account for monies restricted to installing, maintaining and servicing public lighting, landscaping and park facilities.

**Assessment Districts Fund** accounts for monies restricted to specific improvements that beneficially affect a well defined and limited area of land.

**Other Special Revenue Funds** account for other restricted monies that are classified as Special Revenue Funds.

**Parks, Recreation, and Cultural Fund** accounts for monies held for the general betterment and beautification of city parks, recreation centers, the Oakland Public Museum, and the Oakland Public Library.

**CITY OF OAKLAND**  
**Combining Balance Sheet**  
**Nonmajor Governmental Funds-Special Revenue Funds**  
**June 30, 2012**  
*(In Thousands)*

	Traffic Safety & Control	State Gas Tax	Landscape and Lighting Assessment District	Assessment Districts	Other Special Revenue	Parks, Recreation, and Cultural	Total
<b>ASSETS</b>							
Cash and Investments	\$ 11,888	\$ 8,326	\$ -	\$ 3,153	\$ 20,785	\$ 4,582	\$ 48,734
Receivable, net:							
Accrued interest and dividends	10	7	-	3	18	4	42
Property taxes	-	-	2,413	133	3,676	377	6,599
Accounts receivable	1,990	277	663	23	6,146	-	9,099
Grants receivable	516	-	-	-	2,920	-	3,436
Due from other governments	-	-	-	-	368	-	368
Notes and loans receivable, net	-	-	-	-	31,271	-	31,271
Restricted cash and investments	-	-	-	-	-	180	180
Other Assets	-	-	-	-	266	-	266
<b>TOTAL ASSETS</b>	<u>\$ 14,404</u>	<u>\$ 8,610</u>	<u>\$ 3,076</u>	<u>\$ 3,312</u>	<u>\$ 65,450</u>	<u>\$ 5,143</u>	<u>\$ 99,995</u>
<b>LIABILITIES AND FUND BALANCES</b>							
<b>Liabilities</b>							
Accounts payable and accrued liabilities	\$ 1,019	\$ 113	\$ 659	\$ 192	\$ 4,185	\$ 30	\$ 6,198
Due to other funds	-	-	1,765	-	-	-	1,765
Due to other governments	-	-	-	-	28	-	28
Deferred revenues	265	-	2,068	108	35,683	332	38,456
Other	-	-	-	-	3,775	978	4,753
<b>TOTAL LIABILITIES</b>	<u>1,284</u>	<u>113</u>	<u>4,492</u>	<u>300</u>	<u>43,671</u>	<u>1,340</u>	<u>51,200</u>
<b>Fund Balances (deficit)</b>							
Restricted	13,120	8,497	-	3,012	-	180	24,809
Committed	-	-	-	-	10,883	2,537	13,420
Assigned	-	-	-	-	10,896	1,086	11,982
Unassigned	-	-	(1,416)	-	-	-	(1,416)
<b>TOTAL FUND BALANCES (DEFICIT)</b>	<u>13,120</u>	<u>8,497</u>	<u>(1,416)</u>	<u>3,012</u>	<u>21,779</u>	<u>3,803</u>	<u>48,795</u>
<b>TOTAL LIABILITIES AND FUND BALANCES</b>	<u>\$ 14,404</u>	<u>\$ 8,610</u>	<u>\$ 3,076</u>	<u>\$ 3,312</u>	<u>\$ 65,450</u>	<u>\$ 5,143</u>	<u>\$ 99,995</u>

**CITY OF OAKLAND**  
**Combining Statement of Revenues, Expenditures, and Changes in Fund Balances**  
**Nonmajor Governmental Funds-Special Revenue Funds**  
**For the Year Ended June 30, 2012**  
*(In Thousands)*

	Traffic Safety & Control	State Gas Tax	Landscape and Lighting Assessment District	Assessment Districts	Other Special Revenue	Parks, Recreation, and Cultural	Total
<b>REVENUES</b>							
Taxes:							
Property	\$ -	\$ -	\$ -	\$ 1,749	\$ 26,621	\$ -	\$ 28,370
State:							
Sales and use	10,918	-	-	-	-	-	10,918
Gas	-	11,060	-	-	-	-	11,060
Licenses and permits	-	-	18	-	10,901	-	10,919
Transient occupancy	-	-	-	-	2,992	-	2,992
Parking	-	-	-	-	7,358	-	7,358
Voter approved special tax	-	-	19,177	-	16,635	-	35,812
Fines and penalties	2,495	-	-	-	234	-	2,729
Interest and investment income	27	18	-	6	411	11	473
Charges for services	131	32	178	-	16,318	-	16,659
Federal and state grants and subventions	302	138	-	-	4,395	136	4,971
Other	1,614	8	14	7	1,418	292	3,353
<b>TOTAL REVENUES</b>	<b>15,487</b>	<b>11,256</b>	<b>19,387</b>	<b>1,762</b>	<b>87,283</b>	<b>439</b>	<b>135,614</b>
<b>EXPENDITURES</b>							
Current:							
Elected and Appointed Officials:							
Mayor	-	-	-	-	89	86	175
City Administrator	62	-	48	-	1,481	2	1,593
City Attorney	11	41	-	-	701	-	753
Departments:							
Administrative Service Department:							
Information Technology	-	-	-	-	427	-	427
Financial Services	-	-	176	4	699	-	879
Public Safety:							
Police Services	2,049	-	-	-	10,574	-	12,623
Fire Services	-	-	-	1,532	9,137	-	10,669
Community Service Department:							
Parks and Recreation	-	-	3,948	-	446	-	4,394
Aging & Health and Human Services	1,163	-	-	-	17,420	-	18,583
Library	-	-	-	-	13,235	238	13,473
Planning, Building & Neighborhood Preservation	-	-	-	-	10,855	-	10,855
Community and Economic Development	9	-	-	-	15,947	-	15,956
Public Works	7,222	7,020	13,935	-	1,138	76	29,391
Housing & Community Development	-	-	-	-	777	-	777
Other	-	-	-	1	2,443	-	2,444
Capital outlay	4,565	269	33	376	4,387	118	9,748
<b>TOTAL EXPENDITURES</b>	<b>15,081</b>	<b>7,330</b>	<b>18,140</b>	<b>1,913</b>	<b>89,756</b>	<b>520</b>	<b>132,740</b>
<b>EXCESS (DEFICIENCY) OF REVENUES</b>							
<b>OVER (UNDER) EXPENDITURES</b>	<b>406</b>	<b>3,926</b>	<b>1,247</b>	<b>(151)</b>	<b>(2,473)</b>	<b>(81)</b>	<b>2,874</b>
<b>OTHER FINANCING SOURCES (USES)</b>							
Insurance claims and settlements	-	48	-	-	-	-	48
Transfers in	-	-	-	151	12,864	-	13,015
Transfers out	-	-	(146)	-	-	-	(146)
<b>TOTAL OTHER FINANCING SOURCES (USES)</b>	<b>-</b>	<b>48</b>	<b>(146)</b>	<b>151</b>	<b>12,864</b>	<b>-</b>	<b>12,917</b>
<b>NET CHANGE IN FUND BALANCES</b>	<b>406</b>	<b>3,974</b>	<b>1,101</b>	<b>-</b>	<b>10,391</b>	<b>(81)</b>	<b>15,791</b>
Fund balances (deficit) - beginning	12,714	4,523	(2,517)	3,012	11,388	3,884	33,004
<b>FUND BALANCES (DEFICIT) - ENDING</b>	<b>\$ 13,120</b>	<b>\$ 8,497</b>	<b>\$ (1,416)</b>	<b>\$ 3,012</b>	<b>\$ 21,779</b>	<b>\$ 3,803</b>	<b>\$ 48,795</b>

**CITY OF OAKLAND**  
**Schedule of Revenues, Expenditures, and Changes in Fund Balances - Budget and Actual**  
**Special Revenue Funds**  
**For the Year Ended June 30, 2012**  
*(In Thousands)*

	Traffic Safety and Control				State Gas Tax				Landscape and Lighting District			
	Original Budget	Final Budget	Actual Budgetary Basis	Variance Positive (Negative)	Original Budget	Final Budget	Actual Budgetary Basis	Variance Positive (Negative)	Original Budget	Final Budget	Actual Budgetary Basis	Variance Positive (Negative)
<b>REVENUES</b>												
Taxes:												
Sales and use	\$ 10,060	\$ 10,010	\$ 10,918	\$ 908	\$ 4,184	\$ 4,184	\$ -	\$ (4,184)	\$ -	\$ -	\$ -	\$ -
Gas	-	-	-	-	6,638	6,638	11,060	4,422	-	-	-	-
Voter approved special tax	-	-	-	-	-	-	-	-	18,527	18,527	19,177	650
Licenses and permits	-	-	-	-	-	-	-	-	13	13	18	5
Fines and penalties	2,727	2,727	2,495	(232)	-	-	-	-	-	-	-	-
Interest and investment income	50	50	27	(23)	-	-	18	18	-	-	-	-
Charges for services	114	114	131	17	20	34	32	(2)	172	172	178	6
Federal and state grants and subventions	-	-	302	302	141	141	138	(3)	-	-	-	-
Other	-	-	1,614	1,614	-	-	8	8	-	-	14	14
<b>TOTAL REVENUES</b>	<b>12,951</b>	<b>12,901</b>	<b>15,487</b>	<b>2,586</b>	<b>10,983</b>	<b>10,997</b>	<b>11,256</b>	<b>259</b>	<b>18,712</b>	<b>18,712</b>	<b>19,387</b>	<b>675</b>
<b>EXPENDITURES</b>												
Current:												
Elected and Appointed Officials:												
City Administrator	94	80	62	18	-	-	-	-	-	55	48	7
City Attorney	-	10	11	(1)	-	37	41	(4)	-	-	-	-
Departments:												
Administrative Service Departments:												
Information Technology	-	1	-	1	-	-	-	-	-	-	-	-
Financial Services	-	12	-	12	-	-	-	-	62	26	176	(150)
Public Safety:												
Police Services	1,878	2,001	2,049	(48)	-	-	-	-	-	-	-	-
Community Service Department:												
Parks and Recreation	-	-	-	-	-	-	-	-	3,905	3,905	3,948	(43)
Aging & Health and Human Services	931	1,431	1,163	268	-	-	-	-	-	-	-	-
Community and Economic Development	-	2	9	(7)	-	-	-	-	-	-	-	-
Public Works	6,150	7,868	7,222	646	7,642	8,142	7,020	1,122	14,336	14,700	13,935	765
Capital outlay	4,500	19,409	4,565	14,844	2,590	6,669	269	6,400	-	33	33	-
<b>TOTAL EXPENDITURES</b>	<b>13,553</b>	<b>30,814</b>	<b>15,081</b>	<b>15,733</b>	<b>10,232</b>	<b>14,848</b>	<b>7,330</b>	<b>7,518</b>	<b>18,303</b>	<b>18,719</b>	<b>18,140</b>	<b>579</b>
<b>EXCESS (DEFICIENCY) OF REVENUES OVER (UNDER) EXPENDITURES</b>	<b>(602)</b>	<b>(17,913)</b>	<b>406</b>	<b>18,319</b>	<b>751</b>	<b>(3,851)</b>	<b>3,926</b>	<b>7,777</b>	<b>409</b>	<b>(7)</b>	<b>1,247</b>	<b>1,254</b>
<b>OTHER FINANCING SOURCES (USES)</b>												
Insurance claims and settlements	-	-	-	-	-	-	48	48	-	-	-	-
Transfers in	925	598	-	(598)	-	-	-	-	-	-	-	-
Transfers out	-	-	-	-	-	-	-	-	(143)	(146)	(146)	-
<b>TOTAL OTHER FINANCING SOURCES (USES)</b>	<b>925</b>	<b>598</b>	<b>-</b>	<b>(598)</b>	<b>-</b>	<b>-</b>	<b>48</b>	<b>48</b>	<b>(143)</b>	<b>(146)</b>	<b>(146)</b>	<b>-</b>
<b>NET CHANGE IN FUND BALANCES</b>	<b>323</b>	<b>(17,315)</b>	<b>406</b>	<b>17,721</b>	<b>751</b>	<b>(3,851)</b>	<b>3,974</b>	<b>7,825</b>	<b>266</b>	<b>(153)</b>	<b>1,101</b>	<b>1,254</b>
Fund balances (deficit) - beginning	12,714	12,714	12,714	-	4,523	4,523	4,523	-	(2,517)	(2,517)	(2,517)	-
<b>FUND BALANCES (DEFICIT) - ENDING</b>	<b>\$ 13,037</b>	<b>\$ (4,601)</b>	<b>\$ 13,120</b>	<b>\$ 17,721</b>	<b>\$ 5,274</b>	<b>\$ 672</b>	<b>\$ 8,497</b>	<b>\$ 7,825</b>	<b>\$ (2,251)</b>	<b>\$ (2,670)</b>	<b>\$ (1,416)</b>	<b>\$ 1,254</b>

(Continued)

**CITY OF OAKLAND**  
**Schedule of Revenues, Expenditures, and Changes in Fund Balances - Budget and Actual**  
**Special Revenue Funds**  
**For the Year Ended June 30, 2012**  
*(In Thousands)*

	Assessment Districts				Other Special Revenue				Parks, Recreation, and cultural			
	Original Budget	Final Budget	Actual Budgetary Basis	Variance Positive (Negative)	Original Budget	Final Budget	Actual Budgetary Basis	Variance Positive (Negative)	Original Budget	Final Budget	Actual Budgetary Basis	Variance Positive (Negative)
<b>REVENUES</b>												
Taxes:												
Property	\$ 1,837	\$ 1,837	\$ 1,749	\$ (88)	\$ 13,956	\$ 13,956	\$ 26,621	\$ 12,665	\$ -	\$ -	\$ -	\$ -
State:												
Voter approved special tax	-	-	-	-	16,321	16,321	16,635	314	-	-	-	-
Parking	-	-	-	-	6,519	6,519	7,358	839	-	-	-	-
Transient occupancy	-	-	-	-	2,605	2,605	2,992	387	-	-	-	-
Licenses and permits	-	-	-	-	11,606	11,606	10,901	(705)	-	-	-	-
Fines and penalties	-	-	-	-	1,015	1,015	234	(781)	-	-	-	-
Interest and investment incomx	-	-	6	6	-	-	411	411	33	33	11	(22)
Charges for services	-	-	-	-	13,466	13,466	16,318	2,852	-	-	-	-
Federal and state grants and subventions	-	-	-	-	1,426	1,457	4,395	2,938	-	79	136	57
Other	3	3	7	4	2,558	2,558	1,418	(1,140)	180	390	292	(98)
<b>TOTAL REVENUES</b>	<u>1,840</u>	<u>1,840</u>	<u>1,762</u>	<u>(78)</u>	<u>69,472</u>	<u>69,503</u>	<u>87,283</u>	<u>17,780</u>	<u>213</u>	<u>502</u>	<u>439</u>	<u>(63)</u>
<b>EXPENDITURES</b>												
Current:												
Elected and Appointed Officials												
Mayor	-	-	-	-	78	121	89	32	-	152	86	66
City Administrator	-	1	-	1	971	2,200	1,481	719	33	39	2	37
City Attorney	-	-	-	-	643	735	701	34	-	-	-	-
Agencies/Departments:												
Information Technology	-	-	-	-	424	481	427	54	-	-	-	-
Financial Services	3	3	4	(1)	332	129	699	(570)	-	-	-	-
Police Services	-	-	-	-	12,654	12,511	10,574	1,937	-	-	-	-
Fire Services	1,857	2,280	1,532	748	8,150	11,739	9,137	2,602	-	-	-	-
Life Enrichment:												
Parks and Recreation	-	-	-	-	108	456	446	10	69	444	-	444
Library	-	-	-	-	14,386	15,158	13,235	1,923	111	693	238	455
Planning, Building & Neighborhood Preservation	-	-	-	-	-	13,644	10,855	2,789	-	-	-	-
Aging, Health and Human Service:												
Community and Economic Developmen	-	-	-	-	17,382	21,938	17,420	4,518	-	-	-	-
Public Works	-	(4)	-	(4)	24,484	13,696	15,947	(2,251)	-	-	-	-
Housing & Community Developmen	-	-	-	-	211	2,776	1,138	1,638	-	198	76	122
Other	-	-	1	(1)	-	7,654	777	6,877	-	-	-	-
Capital outlay	-	390	376	14	2,279	2,643	2,443	200	-	-	-	-
Other	-	-	-	-	304	14,152	4,387	9,765	-	612	118	494
<b>TOTAL EXPENDITURES</b>	<u>1,860</u>	<u>2,670</u>	<u>1,913</u>	<u>757</u>	<u>82,406</u>	<u>120,033</u>	<u>89,756</u>	<u>30,277</u>	<u>213</u>	<u>2,138</u>	<u>520</u>	<u>1,618</u>
<b>EXCESS (DEFICIENCY) OF REVENUES</b>	<u>(20)</u>	<u>(830)</u>	<u>(151)</u>	<u>679</u>	<u>(12,934)</u>	<u>(50,530)</u>	<u>(2,473)</u>	<u>48,057</u>	<u>-</u>	<u>(1,636)</u>	<u>(81)</u>	<u>1,555</u>
<b>OVER (UNDER) EXPENDITURES</b>												
<b>OTHER FINANCING SOURCES (USES)</b>												
Transfers in	151	151	151	-	14,833	14,837	12,864	(1,973)	-	-	-	-
Transfers out	-	-	-	-	-	(4)	-	4	-	-	-	-
<b>TOTAL OTHER FINANCING SOURCES</b>	<u>151</u>	<u>151</u>	<u>151</u>	<u>-</u>	<u>14,833</u>	<u>14,833</u>	<u>12,864</u>	<u>(1,969)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>NET CHANGE IN FUND BALANCES</b>	<u>131</u>	<u>(679)</u>	<u>-</u>	<u>679</u>	<u>1,899</u>	<u>(35,697)</u>	<u>10,391</u>	<u>46,088</u>	<u>-</u>	<u>(1,636)</u>	<u>(81)</u>	<u>1,555</u>
Fund balance - beginning	3,012	3,012	3,012	-	11,388	11,388	11,388	-	3,884	3,884	3,884	-
<b>FUND BALANCES - ENDING</b>	<u>\$ 3,143</u>	<u>\$ 2,333</u>	<u>\$ 3,012</u>	<u>\$ 679</u>	<u>\$ 13,287</u>	<u>\$ (24,309)</u>	<u>\$ 21,779</u>	<u>\$ 46,088</u>	<u>\$ 3,884</u>	<u>\$ 2,248</u>	<u>\$ 3,803</u>	<u>\$ 1,555</u>

# NONMAJOR DEBT SERVICE FUNDS

Debt service funds account for the accumulation of resources to be used for the payment of general long-term debt principal and interest.

The **General Obligation Bonds Fund** accounts for monies received in connection with the General Obligation Bonds and the related payments on such debt. Proceeds from the General Obligation Bonds are to be used by the City to expand and develop park and recreation facilities, and to enhance the City's emergency response capabilities and for seismic reinforcement of essential public facilities and infrastructure.

The **Lease Financing Fund** accounts for monies received in connection with leases between the City and the Agency, and the City and the California Statewide Communities Development Authority. It also accounts for payments on bonds and other debt issued for the Oakland Museum, for capital improvements to certain City properties, and for the Scotlan and Kaiser Convention Centers.

The **JPFA Fund** accounts for monies received in connection with leases between the City and the JPFA.

The **Other Assessment Bonds Fund** accounts for special assessment monies received from property owners within the various special assessment districts to liquidate the improvement bonds. These districts include Rockridge Area Water Improvement, and the Fire Area Utility Underground.

The **Special Revenue Bonds Fund** accounts for monies received in connection with the Special Refunding Revenue Bonds (Pension Financing) and for payments on such bonds. Proceeds from the bonds were used by the City to fund a portion of the City's liability for employee pensions.

**CITY OF OAKLAND**  
**Combining Balance Sheet**  
**Nonmajor Governmental Funds-Debt Service Funds**  
**June 30, 2012**  
*(In Thousands)*

	<b>General Obligation Bonds</b>	<b>Lease Financing</b>	<b>JPFA Fund</b>	<b>Other Assessment Bonds</b>	<b>Special Revenue Bonds</b>	<b>Total</b>
<b>ASSETS</b>						
Cash and investments	\$ 13,317	\$ 83	\$ 1,231	\$ 2,364	\$ 1,668	\$ 18,663
Receivables, net:						
Accrued interest and dividends	13	-	1	2	5	21
Property taxes	749	-	-	74	-	823
Restricted cash and investments	21	-	90,334	854	13,093	104,302
<b>TOTAL ASSETS</b>	<b>\$ 14,100</b>	<b>\$ 83</b>	<b>\$ 91,566</b>	<b>\$ 3,294</b>	<b>\$ 14,766</b>	<b>\$ 123,809</b>
<b>LIABILITIES AND FUND BALANCES</b>						
<b>Liabilities</b>						
Accounts payable and accrued liabilities	\$ 21	\$ -	\$ -	\$ -	\$ -	\$ 21
Deferred revenue	533	-	-	63	-	596
<b>TOTAL LIABILITIES</b>	<b>554</b>	<b>-</b>	<b>-</b>	<b>63</b>	<b>-</b>	<b>617</b>
<b>Fund Balances</b>						
Restricted	13,546	83	91,566	3,231	14,766	123,192
<b>TOTAL FUND BALANCES</b>	<b>13,546</b>	<b>83</b>	<b>91,566</b>	<b>3,231</b>	<b>14,766</b>	<b>123,192</b>
<b>TOTAL LIABILITIES AND FUND BALANCES</b>	<b>\$ 14,100</b>	<b>\$ 83</b>	<b>\$ 91,566</b>	<b>\$ 3,294</b>	<b>\$ 14,766</b>	<b>\$ 123,809</b>

**CITY OF OAKLAND**  
**Combining Statement of Revenues, Expenditures, and Changes in Fund Balances**  
**Nonmajor Governmental Funds-Debt Service Funds**  
**For the Year Ended June 30, 2012**  
*(In Thousands)*

	<b>General Obligation Bonds</b>	<b>Lease Financing</b>	<b>JPFA Fund</b>	<b>Other Assessment Bonds</b>	<b>Special Revenue Bonds</b>	<b>Total</b>
<b>REVENUES</b>						
Property taxes	\$ 29,016	\$ -	\$ -	\$ -	\$ -	\$ 29,016
Fines and penalties	85	-	-	-	-	85
Interest and investment income	24	-	4,289	24	32	4,369
Other	-	-	-	900	-	900
<b>TOTAL REVENUES</b>	<u>29,125</u>	<u>-</u>	<u>4,289</u>	<u>924</u>	<u>32</u>	<u>34,370</u>
<b>EXPENDITURES</b>						
Departments:						
Financial services	-	-	-	57	-	57
Other	9	2	1	82	6	100
Debt Service:						
Principal repayment	42,732	15,595	11,335	489	36,870	107,021
Bond issuance cost	359	-	-	-	-	359
Interest charges	13,112	2,638	8,845	426	25,704	50,725
<b>TOTAL EXPENDITURES</b>	<u>56,212</u>	<u>18,235</u>	<u>20,181</u>	<u>1,054</u>	<u>62,580</u>	<u>158,262</u>
<b>EXCESS (DEFICIENCY) OF REVENUES OVER (UNDER) EXPENDITURES</b>	<u>(27,087)</u>	<u>(18,235)</u>	<u>(15,892)</u>	<u>(130)</u>	<u>(62,548)</u>	<u>(123,892)</u>
<b>OTHER FINANCING SOURCES</b>						
Proceeds from issuance of refunding bonds	83,775	-	-	-	-	83,775
Premiums on issuance of bonds	8,538	-	-	-	-	8,538
Payment to refund bond escrow agent	(57,998)	-	-	-	-	(57,998)
Insurance claims and settlements	-	-	-	-	669	669
Transfers in	-	18,236	9,059	-	63,439	90,734
Transfers out	-	-	-	(52)	-	(52)
<b>TOTAL OTHER FINANCING SOURCES</b>	<u>34,315</u>	<u>18,236</u>	<u>9,059</u>	<u>(52)</u>	<u>64,108</u>	<u>125,666</u>
<b>NET CHANGE IN FUND BALANCES</b>	7,228	1	(6,833)	(182)	1,560	1,774
Fund balances - beginning	6,318	82	98,399	3,413	13,206	121,418
<b>FUND BALANCES - ENDING</b>	<u>\$ 13,546</u>	<u>\$ 83</u>	<u>\$ 91,566</u>	<u>\$ 3,231</u>	<u>\$ 14,766</u>	<u>\$ 123,192</u>

**CITY OF OAKLAND**  
**Schedule of Revenues, Expenditures, and Changes in Fund Balances - Budget and Actual**  
**Debt Service Funds**  
**For the Year Ended June 30, 2012**  
*(In Thousands)*

	General Obligation Bonds				Lease Financing			
	Original Budget	Final Budget	Actual Budgetary Basis	Variance Positive (Negative)	Original Budget	Final Budget	Actual Budgetary Basis	Variance Positive (Negative)
<b>REVENUES</b>								
Taxes:								
Property	\$ 24,054	\$ 24,054	\$ 29,016	\$ 4,962	\$ -	\$ -	\$ -	\$ -
Fines and penalties	-	-	85	85	-	-	-	-
Interest and investment income	-	-	24	24	7	7	-	(7)
Other	-	-	-	-	21,500	21,500	-	(21,500)
<b>TOTAL REVENUES</b>	<u>24,054</u>	<u>24,054</u>	<u>29,125</u>	<u>5,071</u>	<u>21,507</u>	<u>21,507</u>	<u>-</u>	<u>(21,507)</u>
<b>EXPENDITURES</b>								
Current:								
Agencies/Departments:								
Other	39	39	9	30	12	12	2	10
Debt service:								
Principal repayment	10,902	10,902	42,732	(31,830)	37,095	37,095	15,595	21,500
Bond issuance cost	-	-	359	(359)	-	-	-	-
Interest charges	13,112	13,112	13,112	-	2,638	2,638	2,638	-
<b>TOTAL EXPENDITURES</b>	<u>24,053</u>	<u>24,053</u>	<u>56,212</u>	<u>(32,159)</u>	<u>39,745</u>	<u>39,745</u>	<u>18,235</u>	<u>21,510</u>
<b>EXCESS (DEFICIENCY) OF REVENUES OVER (UNDER) EXPENDITURES</b>	<u>1</u>	<u>1</u>	<u>(27,087)</u>	<u>(27,088)</u>	<u>(18,238)</u>	<u>(18,238)</u>	<u>(18,235)</u>	<u>3</u>
<b>OTHER FINANCING SOURCES</b>								
Issuance of debt	-	-	83,775	83,775	-	-	-	-
Premiums on issuance of bonds	-	-	8,538	8,538	-	-	-	-
Payment to refund bond escrow agent	-	-	(57,998)	(57,998)	-	-	-	-
Transfers in	-	-	-	-	17,839	18,245	18,236	(9)
<b>TOTAL OTHER FINANCING SOURCES</b>	<u>-</u>	<u>-</u>	<u>34,315</u>	<u>34,315</u>	<u>17,839</u>	<u>18,245</u>	<u>18,236</u>	<u>(9)</u>
<b>NET CHANGE IN FUND BALANCES</b>	<u>1</u>	<u>1</u>	<u>7,228</u>	<u>7,227</u>	<u>(399)</u>	<u>7</u>	<u>1</u>	<u>(6)</u>
Fund balances - beginning	6,318	6,318	6,318	-	82	82	82	-
<b>FUND BALANCES - ENDING</b>	<u>\$ 6,319</u>	<u>\$ 6,319</u>	<u>\$ 13,546</u>	<u>\$ 7,227</u>	<u>\$ (317)</u>	<u>\$ 89</u>	<u>\$ 83</u>	<u>\$ (6)</u>

(Continued)

**CITY OF OAKLAND**  
**Schedule of Revenues, Expenditures, and Changes in Fund Balances - Budget and Actual**  
**Debt Service Funds**  
**For the Year Ended June 30, 2012**  
*(In Thousands)*

(Continued)

	JPFA Fund				Other Assessment Bonds				Special Revenue Bonds			
	Original Budget	Final Budget	Actual Budgetary Basis	Variance Positive (Negative)	Original Budget	Final Budget	Actual Budgetary Basis	Variance Positive (Negative)	Original Budget	Final Budget	Actual Budgetary Basis	Variance Positive (Negative)
<b>REVENUES</b>												
Property	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Interest and investment income	4,593	4,593	4,289	(304)	-	-	24	24	-	-	32	32
Other	-	-	-	-	879	889	900	11	-	-	-	-
<b>TOTAL REVENUES</b>	<u>4,593</u>	<u>4,593</u>	<u>4,289</u>	<u>(304)</u>	<u>879</u>	<u>889</u>	<u>924</u>	<u>35</u>	<u>-</u>	<u>-</u>	<u>32</u>	<u>32</u>
<b>EXPENDITURES</b>												
Current:												
Agencies/Departments:												
Financial Services	-	-	-	-	49	49	57	(8)	-	-	-	-
Other	16	16	1	15	34	79	82	(3)	25	25	6	19
Debt service:												
Principal repayment	11,335	11,335	11,335	-	245	488	489	(1)	36,870	36,870	36,870	-
Interest charges	8,844	8,844	8,845	(1)	260	434	426	8	26,669	26,669	25,704	965
<b>TOTAL EXPENDITURES</b>	<u>20,195</u>	<u>20,195</u>	<u>20,181</u>	<u>14</u>	<u>588</u>	<u>1,050</u>	<u>1,054</u>	<u>(4)</u>	<u>63,564</u>	<u>63,564</u>	<u>62,580</u>	<u>984</u>
<b>EXCESS (DEFICIENCY) OF REVENUES</b>	<u>(15,602)</u>	<u>(15,602)</u>	<u>(15,892)</u>	<u>(290)</u>	<u>291</u>	<u>(161)</u>	<u>(130)</u>	<u>31</u>	<u>(63,564)</u>	<u>(63,564)</u>	<u>(62,548)</u>	<u>1,016</u>
<b>OVER (UNDER) EXPENDITURES</b>												
<b>OTHER FINANCING SOURCES (USES)</b>												
Insurance claims and settlements	-	-	-	-	-	-	-	-	-	-	669	669
Transfers in	15,603	15,603	9,059	(6,544)	505	1,140	-	(1,140)	63,564	63,564	63,439	(125)
Transfers out	-	-	-	-	(734)	(690)	(52)	638	-	-	-	-
<b>TOTAL OTHER FINANCING SOURCES (USES)</b>	<u>15,603</u>	<u>15,603</u>	<u>9,059</u>	<u>(6,544)</u>	<u>(229)</u>	<u>450</u>	<u>(52)</u>	<u>(502)</u>	<u>63,564</u>	<u>63,564</u>	<u>64,108</u>	<u>544</u>
<b>NET CHANGE IN FUND BALANCES</b>	<u>1</u>	<u>1</u>	<u>(6,833)</u>	<u>(6,834)</u>	<u>62</u>	<u>289</u>	<u>(182)</u>	<u>(471)</u>	<u>-</u>	<u>-</u>	<u>1,560</u>	<u>1,560</u>
Fund balances - beginning	98,399	98,399	98,399	-	3,413	3,413	3,413	-	13,206	13,206	13,206	-
<b>FUND BALANCES - ENDING</b>	<u>\$ 98,400</u>	<u>\$ 98,400</u>	<u>\$ 91,566</u>	<u>\$ (6,834)</u>	<u>\$ 3,475</u>	<u>\$ 3,702</u>	<u>\$ 3,231</u>	<u>\$ (471)</u>	<u>\$ 13,206</u>	<u>\$ 13,206</u>	<u>\$ 14,766</u>	<u>\$ 1,560</u>

# INTERNAL SERVICE FUNDS

Internal service funds account for operations that provide goods or services to other City departments and agencies, or to other governments, on a cost-reimbursement basis.

The **Equipment Fund** accounts for the purchase of automotive and rolling equipment, and the related maintenance service charges and related billings for various City departments.

The **Radio Fund** accounts for the purchase, maintenance and operation of radio and other communication equipment being used by various City departments.

The **Facilities Fund** accounts for the repair and maintenance of City facilities, and for provision of custodial and maintenance services related thereto.

The **Reproduction Fund** accounts for the acquisition, maintenance and provision of reproduction equipment and services related to normal governmental operations.

The **Central Stores Fund** accounts for inventory provided to various City departments on a cost reimbursement basis.

The **Purchasing Fund** accounts for procurement of materials, equipments and services essential to providing governmental services for the City.

**CITY OF OAKLAND**  
**Combining Statement of Fund Net Assets**  
**Internal Service Funds**  
**June 30, 2012**  
*(In Thousands)*

	<u>Equipment</u>	<u>Radio</u>	<u>Facilities</u>	<u>Reproduction</u>	<u>Central Stores</u>	<u>Purchasing</u>	<u>Total</u>
<b>ASSETS</b>							
Current assets:							
Cash and Investments	\$ -	\$ 3,715	\$ -	\$ -	\$ -	\$ -	\$ 3,715
Accounts receivable	31	10	61	1	-	-	103
Inventories	220	-	-	-	-	-	220
Restricted cash and investments	420	-	-	-	-	-	420
Total Current assets	<u>671</u>	<u>3,725</u>	<u>61</u>	<u>1</u>	<u>-</u>	<u>-</u>	<u>4,458</u>
Non-current assets:							
Capital assets:							
Land and other assets not being depreciated	-	-	310	-	-	-	310
Facilities and equipment, net of depreciation	7,792	170	589	29	-	-	8,580
Total Non-current Assets	<u>7,792</u>	<u>170</u>	<u>899</u>	<u>29</u>	<u>-</u>	<u>-</u>	<u>8,890</u>
<b>TOTAL ASSETS</b>	<u>8,463</u>	<u>3,895</u>	<u>960</u>	<u>30</u>	<u>-</u>	<u>-</u>	<u>13,348</u>
<b>LIABILITIES</b>							
Current liabilities:							
Accounts payable and accrued liabilities	412	30	818	8	-	-	1,268
Accrued interest payable	-	-	38	-	-	-	38
Due to other funds	7,761	-	21,202	816	4,150	526	34,455
Other liabilities	-	-	7	-	-	-	7
Total Current Liabilities	<u>8,173</u>	<u>30</u>	<u>22,065</u>	<u>824</u>	<u>4,150</u>	<u>526</u>	<u>35,768</u>
Non-current liabilities:							
Notes payable and capital leases	-	-	2,077	-	-	-	2,077
Total Non-current Liabilities	<u>-</u>	<u>-</u>	<u>2,077</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>2,077</u>
<b>TOTAL LIABILITIES</b>	<u>8,173</u>	<u>30</u>	<u>24,142</u>	<u>824</u>	<u>4,150</u>	<u>526</u>	<u>37,845</u>
<b>NET ASSETS (DEFICIT)</b>							
Invested in capital assets, net of related debt	8,212	-	899	29	-	-	9,140
Unrestricted (deficit)	(7,922)	3,865	(24,081)	(823)	(4,150)	(526)	(33,637)
<b>TOTAL NET ASSETS (DEFICIT)</b>	<u>\$ 290</u>	<u>\$ 3,865</u>	<u>\$ (23,182)</u>	<u>\$ (794)</u>	<u>\$ (4,150)</u>	<u>\$ (526)</u>	<u>\$ (24,497)</u>

**CITY OF OAKLAND**  
**Combining Statement of Revenues, Expenses, and Changes in Fund Net Assets**  
**Internal Service Funds**  
**For the Year Ended June 30, 2012**  
*(In Thousands)*

	<u>Equipment</u>	<u>Radio</u>	<u>Facilities</u>	<u>Reproduction</u>	<u>Central Stores</u>	<u>Purchasing</u>	<u>Total</u>
<b>OPERATING REVENUES</b>							
Charges for services	\$ 17,347	\$ 4,188	\$ 23,358	\$ 1,117	\$ 924	\$ 787	\$ 47,721
Other	3	-	307	-	7	1	318
<b>TOTAL OPERATING REVENUES</b>	<u>17,350</u>	<u>4,188</u>	<u>23,665</u>	<u>1,117</u>	<u>931</u>	<u>788</u>	<u>48,039</u>
<b>OPERATING EXPENSES</b>							
Personnel	5,202	1,307	8,833	418	354	581	16,695
Supplies	5,100	218	802	99	3	22	6,244
Depreciation and amortization	2,847	75	60	49	-	-	3,031
Contractual services and supplies	58	67	542	-	-	9	676
Repairs and maintenance	653	408	2,524	7	-	-	3,592
General and administrative	1,676	179	2,880	436	19	5	5,195
Rental	687	159	315	470	8	-	1,639
Other	145	36	5,326	4	398	11	5,920
<b>TOTAL OPERATING EXPENSES</b>	<u>16,368</u>	<u>2,449</u>	<u>21,282</u>	<u>1,483</u>	<u>782</u>	<u>628</u>	<u>42,992</u>
<b>OPERATING INCOME (LOSS)</b>	982	1,739	2,383	(366)	149	160	5,047
<b>NON-OPERATING REVENUES (EXPENSES)</b>							
Interest and investment income (loss)	(18)	10	(51)	(2)	(9)	(1)	(71)
Interest expense	(26)	(9)	(93)	-	-	-	(128)
Rental	-	-	70	-	-	-	70
Federal and State grants	-	-	56	-	-	-	56
Insurance claims and settlements	59	-	145	-	-	-	204
Other, net	177	-	1	-	-	26	204
<b>TOTAL NON-OPERATING REVENUES (EXPENSES)</b>	<u>192</u>	<u>1</u>	<u>128</u>	<u>(2)</u>	<u>(9)</u>	<u>25</u>	<u>335</u>
<b>INCOME (LOSS) BEFORE TRANSFERS</b>	1,174	1,740	2,511	(368)	140	185	5,382
Transfers in	134	-	-	-	-	-	134
Transfers out	(214)	-	(15)	-	-	-	(229)
<b>TOTAL TRANSFERS</b>	<u>(80)</u>	<u>-</u>	<u>(15)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(95)</u>
Change in net assets (deficit)	1,094	1,740	2,496	(368)	140	185	5,287
Total net assets (deficit) - beginning	(804)	2,125	(25,678)	(426)	(4,290)	(711)	(29,784)
<b>TOTAL NET ASSETS (DEFICIT) - ENDING</b>	<u>\$ 290</u>	<u>\$ 3,865</u>	<u>\$ (23,182)</u>	<u>\$ (794)</u>	<u>\$ (4,150)</u>	<u>\$ (526)</u>	<u>\$ (24,497)</u>

**CITY OF OAKLAND**  
**Combining Statement of Cash Flows**  
**Internal Service Funds**  
**For the Year Ended June 30, 2012**  
*(In Thousands)*

	<u>Equipment</u>	<u>Radio</u>	<u>Facilities</u>	<u>Reproduction</u>	<u>Stores</u>	<u>Purchasing</u>	<u>Total</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>							
Cash received from customers and users	\$ 17,350	\$ 4,192	\$ 23,344	\$ 1,116	\$ 1,307	\$ 842	\$ 48,151
Cash from other sources	239	-	579	-	7	27	852
Cash paid to employees	(5,202)	(1,307)	(8,833)	(418)	(354)	(581)	(16,695)
Cash paid to suppliers	(8,431)	(1,226)	(12,166)	(1,070)	(437)	(48)	(23,378)
<b>NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES</b>	<u>3,956</u>	<u>1,659</u>	<u>2,924</u>	<u>(372)</u>	<u>523</u>	<u>240</u>	<u>8,930</u>
<b>CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES</b>							
Proceeds of interfund loans	-	-	-	374	-	-	374
Repayment of interfund loans	(2,610)	-	(2,359)	-	(514)	(239)	(5,722)
Transfers in	134	-	-	-	-	-	134
Transfers out	(214)	-	(15)	-	-	-	(229)
<b>NET CASH PROVIDED BY (USED IN) NONCAPITAL FINANCING ACTIVITIES</b>	<u>(2,690)</u>	<u>-</u>	<u>(2,374)</u>	<u>374</u>	<u>(514)</u>	<u>(239)</u>	<u>(5,443)</u>
<b>CASH FLOWS FROM CAPITAL AND RELATING FINANCING ACTIVITIES</b>							
Acquisition of capital assets	(330)	(28)	(94)	-	-	-	(452)
Repayment of long-term debt	(891)	(412)	(312)	-	-	-	(1,615)
Interest paid on long-term debt	(26)	(9)	(93)	-	-	-	(128)
<b>NET CASH USED IN CAPITAL AND RELATED FINANCING ACTIVITIES</b>	<u>(1,247)</u>	<u>(449)</u>	<u>(499)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(2,195)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>							
Interest income (loss)	(18)	10	(51)	(2)	(9)	(1)	(71)
<b>NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES</b>	<u>(18)</u>	<u>10</u>	<u>(51)</u>	<u>(2)</u>	<u>(9)</u>	<u>(1)</u>	<u>(71)</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	1	1,220	-	-	-	-	1,221
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	419	2,495	-	-	-	-	2,914
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<u>\$ 420</u>	<u>\$ 3,715</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 4,135</u>
<b>RECONCILIATION OF OPERATING INCOME (LOSS) TO NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES</b>							
Operating income (loss)	\$ 982	\$ 1,739	\$ 2,383	\$ (366)	\$ 149	\$ 160	\$ 5,047
OTHER RECEIPTS	236	-	272	-	-	26	534
ADJUSTMENTS TO RECONCILE OPERATING INCOME (LOSS)							
<b>NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES</b>	<u>2,847</u>	<u>75</u>	<u>60</u>	<u>49</u>	<u>-</u>	<u>-</u>	<u>3,031</u>
Changes in assets and liabilities:							
Receivables	(4)	4	(15)	(1)	-	-	(16)
Due from other funds	-	-	1	-	-	55	56
Inventories	7	-	-	-	383	-	390
Accounts payable and accrued liabilities	(112)	(159)	223	(54)	(9)	(1)	(112)
Other liabilities	-	-	-	-	-	-	-
Total Adjustments	2,974	(80)	541	(6)	374	80	3,883
<b>NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES</b>	<u>\$ 3,956</u>	<u>\$ 1,659</u>	<u>\$ 2,924</u>	<u>\$ (372)</u>	<u>\$ 523</u>	<u>\$ 240</u>	<u>\$ 8,930</u>
<b>RECONCILIATION OF CASH AND CASH EQUIVALENTS TO THE STATEMENT OF NET ASSETS</b>							
Cash and investments	\$ -	\$ 3,715	\$ -	\$ -	\$ -	\$ -	\$ 3,715
Restricted cash and investment	420	-	-	-	-	-	420
<b>TOTAL CASH AND CASH EQUIVALENTS</b>	<u>\$ 420</u>	<u>\$ 3,715</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 4,135</u>

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# FIDUCIARY FUNDS

Fiduciary funds, including pension and private purpose trusts, account for resources held by the City which must be spent as provided in legal trust agreements and related state laws. Agency funds account for assets held for other funds, governments, private organizations or individuals. Agency funds do not measure the results of operations and generally serve as clearing accounts.

## PENSION TRUST FUNDS

The **Oakland Municipal Employees Retirement System (OMERS) Fund** is a closed benefit plan that covers non-uniformed employees hired prior to September 1970 who have not elected to transfer to the California Public Employees Retirement System.

The **Police and Fire Retirement System (PFRS) Fund** is a closed benefit plan administered by a Board of Trustees which covers uniformed police and fire employees. Membership in the plan is limited to uniformed employees hired prior to July 1, 1976. All subsequent hires are covered under the California Public Employees Retirement System.

## PRIVATE PURPOSE TRUST FUNDS

**Private Purpose Trust Fund** include (a) *the Oakland Redevelopment Successor Agency Trust Fund*, which accounts for the custodial responsibilities that are assigned to the Oakland Redevelopment Successor Agency with the passage of AB X1 26, (b) *the Private Purpose Trust Fund*, which accounts for the operations of certain trust funds, such as the Major Gifts Funds or the Youth Opportunity Program Fund, and retiree medical payments; that are not related to the former Oakland Redevelopment Agency projects or parks, recreation or cultural activities and (c) *the Private Pension Trust Fund* accounts for employee deferred compensation fund.

**CITY OF OAKLAND**  
**Combining Statement of Fiduciary Net Assets**  
**Pension Trust Funds**  
**June 30, 2012**  
*(In Thousands)*

	<u>OMERS</u>	<u>PFRS</u>	<u>TOTAL</u>
<b>ASSETS</b>			
Cash and investments	\$ 60	\$ 8,320	\$ 8,380
Receivables:			
Accrued interest and dividends	-	804	804
Investments and other	7	4,241	4,248
Restricted cash and investments:			
Short-term investments	47	4,314	4,361
U.S. corporate bonds and mutual funds	1,271	77,475	78,746
Domestic equities and mutual funds	3,105	142,324	145,429
International equities and mutual funds	-	40,959	40,959
Real estate mortgage loans	<u>-</u>	<u>33</u>	<u>33</u>
Total restricted cash and investments	4,423	265,105	269,528
Securities lending collateral	<u>-</u>	<u>14,126</u>	<u>14,126</u>
<b>TOTAL ASSETS</b>	<u>4,490</u>	<u>292,596</u>	<u>297,086</u>
<b>LIABILITIES</b>			
Accounts payable and accrued liabilities	42	9,996	10,038
Securities lending liabilities	<u>-</u>	<u>14,126</u>	<u>14,126</u>
<b>TOTAL LIABILITIES</b>	<u>42</u>	<u>24,122</u>	<u>24,164</u>
<b>NET ASSETS</b>			
<b>HELD IN TRUST FOR PENSION BENEFITS</b>	<u>\$ 4,448</u>	<u>\$ 268,474</u>	<u>\$ 272,922</u>

**CITY OF OAKLAND**  
**Combining Statement of Changes in Fiduciary Net Assets**  
**Pension Trust Funds**  
**For the Year Ended June 30, 2012**  
*(In Thousands)*

	<u>OMERS</u>	<u>PFRS</u>	<u>TOTAL</u>
<b>ADDITIONS:</b>			
Contributions:			
Members	\$ -	\$ 7	\$ 7
City	-	45,508	45,508
Total contributions	<u>-</u>	<u>45,515</u>	<u>45,515</u>
Investment Income:			
Net appreciation (depreciation) in fair value of investments	142	(2,625)	(2,483)
Interest	51	2,676	2,727
Dividends	46	3,571	3,617
Securities lending income	-	149	149
Total investment income, net	239	3,771	4,010
Investment expense	(24)	(1,468)	(1,492)
Borrowers' rebates and other agent fees and securities lending transactions	-	(37)	(37)
Net investment income	<u>215</u>	<u>2,266</u>	<u>2,481</u>
Other income	-	67	67
<b>TOTAL ADDITIONS</b>	<u>215</u>	<u>47,848</u>	<u>48,063</u>
<b>DEDUCTIONS:</b>			
Disbursements to members and beneficiaries:			
Retirement	365	38,286	38,651
Disability	68	23,090	23,158
Death	2	1,896	1,898
<b>TOTAL BENEFITS TO MEMBERS AND BENEFICIARIES</b>	435	63,272	63,707
Administrative expenses	205	984	1,189
<b>TOTAL DEDUCTIONS</b>	<u>640</u>	<u>64,256</u>	<u>64,896</u>
Change in net assets	(425)	(16,408)	(16,833)
Net assets - beginning	<u>4,873</u>	<u>284,882</u>	<u>289,755</u>
<b>NET ASSETS - ENDING</b>	<u>\$ 4,448</u>	<u>\$ 268,474</u>	<u>\$ 272,922</u>

**CITY OF OAKLAND**  
**Combining Statement of Fiduciary Net Assets**  
**Other Private Purpose Trust Funds**  
**June 30, 2012**  
*(In Thousands)*

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	<u>Private Purpose Trust Fund</u>	<u>Private Pension Trust Fund</u>	<u>Total</u>
<b>ASSETS</b>			
Cash and investments	\$ 6,991	\$ 206	\$ 7,197
Receivables:			
Accrued interest and dividends	3	1	4
Accounts receivable	<u>5</u>	<u>-</u>	<u>5</u>
<b>TOTAL ASSETS</b>	<u>6,999</u>	<u>207</u>	<u>7,206</u>
<b>LIABILITIES</b>			
Accounts payable and accrued liabilities	<u>14</u>	<u>-</u>	<u>14</u>
<b>TOTAL LIABILITIES</b>	<u>14</u>	<u>-</u>	<u>14</u>
<b>NET ASSETS</b>			
Net assets held in trust	<u>\$ 6,985</u>	<u>\$ 207</u>	<u>\$ 7,192</u>

**CITY OF OAKLAND**  
**Combining Statement of Changes in Fiduciary Net Assets**  
**Other Private Purpose Trust Funds**  
**For the Year Ended June 30, 2012**  
*(In Thousands)*

	<u>Private Purpose Trust Fund</u>	<u>Private Pension Trust Fund</u>	<u>Total</u>
<b>ADDITIONS:</b>			
Trust receipts	\$ 1,554	\$ 3	\$ 1,557
Interest	8	-	8
Other income	7	-	7
<b>TOTAL ADDITIONS</b>	<u>1,569</u>	<u>3</u>	<u>1,572</u>
<b>DEDUCTIONS:</b>			
Administrative expenses	-	89	89
Public works	506	-	506
Police services	807	-	807
Other	146	-	146
Capital outlay	1,770	-	1,770
<b>TOTAL DEDUCTIONS BEFORE TRANSFER</b>	<u>3,229</u>	<u>89</u>	<u>3,318</u>
<b>TOTAL DEDUCTIONS</b>	<u>3,229</u>	<u>89</u>	<u>3,318</u>
Change in net assets	(1,660)	(86)	(1,746)
<b>NET ASSETS - BEGINNING</b>	<u>8,645</u>	<u>293</u>	<u>8,938</u>
<b>NET ASSETS - ENDING</b>	<u>\$ 6,985</u>	<u>\$ 207</u>	<u>\$ 7,192</u>

# STATISTICAL SECTION

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# CITY OF OAKLAND STATISTICS

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This part of the City of Oakland's comprehensive annual financial report presents detailed information as a context for understanding what the information in the financial statements, note disclosures and required supplemental information says about the City's overall financial health.

## **Financial Trends**

Schedules one through five contain trend information to assist in understanding how the City's financial performance and well-being have changed over times.

## **Revenue Capacity**

Schedules six through twelve report tax revenues by sources which include: property taxes, state taxes and local taxes.

## **Debt Capacity**

Schedules thirteen through sixteen present information that helps in understanding the City's current level of outstanding debt, the legal debt margin, and the ability to issue additional debt in the future.

## **Pledged Revenue Coverage**

Schedule seventeen contains pledge revenue coverage for the City and the Port of Oakland, a component unit of the City. This schedule assists in understanding the revenues pledged for repayment of debt service.

## **Demographic and Economic Information**

Schedules eighteen and nineteen provide the demographic and economic indicators to help the reader understand the environment within which the City's financial activities take place.

## **Operating Information**

Schedules twenty through twenty-two contain service and infrastructure data to assist in understanding how the City's financial reports relate to the services the City provides and the activities it performs.

Sources: The City's Comprehensive Annual Financial Report for the relevant year.

**CITY OF OAKLAND  
STATISTICS**

**SCHEDULE 1**

**NET ASSETS BY COMPONENT**

*(in thousands)*

	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>
Governmental activities										
Invested in capital assets, net of related debt	\$ 385,354	\$ 389,345	\$ 310,633	\$ 319,932	\$ 353,715	\$ 401,881	\$ 442,793	\$ 478,689	\$ 538,815	\$ 663,785
Restricted	429,353	316,026	292,415	267,824	317,558	336,908	338,514	372,439	382,563	274,004
Unrestricted	<u>(400,886)</u>	<u>(260,074)</u>	<u>(55,983)</u>	<u>(8,522)</u>	<u>37,704</u>	<u>(117,971)</u>	<u>(156,331)</u>	<u>(301,692)</u>	<u>(334,771)</u>	<u>(18,621)</u>
Total governmental activities net assets	<u>\$ 413,821</u>	<u>\$ 445,297</u>	<u>\$ 547,065</u>	<u>\$ 579,234</u>	<u>\$ 708,977</u>	<u>\$ 620,818</u>	<u>\$ 624,976</u>	<u>\$ 549,436</u>	<u>\$ 586,607</u>	<u>\$ 919,168</u>
Business-type activities										
Invested in capital assets, net of related debt	\$ 109,682	\$ 113,610	\$ 107,396	\$ 110,279	\$ 109,886	\$ 111,881	\$ 113,961	\$ 113,718	\$ 114,297	\$ 122,911
Unrestricted	<u>(3,643)</u>	<u>(6,185)</u>	<u>3,114</u>	<u>989</u>	<u>2,173</u>	<u>7,731</u>	<u>15,037</u>	<u>26,126</u>	<u>37,429</u>	<u>44,061</u>
Total business-type activities net assets	<u>\$ 106,039</u>	<u>\$ 107,425</u>	<u>\$ 110,510</u>	<u>\$ 111,268</u>	<u>\$ 112,059</u>	<u>\$ 119,612</u>	<u>\$ 128,998</u>	<u>\$ 139,844</u>	<u>\$ 151,726</u>	<u>\$ 166,972</u>
Primary government										
Invested in capital assets, net of related debt	\$ 495,036	\$ 502,955	\$ 418,029	\$ 430,211	\$ 463,601	\$ 513,762	\$ 556,754	\$ 592,407	\$ 653,112	\$ 786,696
Restricted	429,353	316,026	292,415	267,824	317,558	336,908	338,514	372,439	382,563	274,004
Unrestricted	<u>(404,529)</u>	<u>(266,259)</u>	<u>(52,869)</u>	<u>(7,533)</u>	<u>39,877</u>	<u>(110,240)</u>	<u>(141,294)</u>	<u>(275,566)</u>	<u>(297,342)</u>	<u>25,440</u>
Total primary government net assets	<u>\$ 519,860</u>	<u>\$ 552,722</u>	<u>\$ 657,575</u>	<u>\$ 690,502</u>	<u>\$ 821,036</u>	<u>\$ 740,430</u>	<u>\$ 753,974</u>	<u>\$ 689,280</u>	<u>\$ 738,333</u>	<u>\$ 1,086,140</u>

Note: The City began to report accrual information when it implemented GASB Statement 34 in fiscal year 2002.

Source: City of Oakland Statement of Net Assets

**CITY OF OAKLAND  
STATISTICS**

**SCHEDULE 2**

**CHANGES IN NET ASSETS**

(in thousands)

	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
<b>Expenses</b>										
Governmental Activities:										
General government	\$ 95,671	\$ 67,069	\$ 65,865	\$ 71,471	\$ 91,119	\$ 102,218	\$ 94,957	\$ 83,295	\$ 75,381	\$ 83,131
Public safety	302,273	297,869	319,908	335,171	348,436	412,050	424,435	411,333	372,587	351,566
Life enrichment	105,133	102,314	96,649	101,902	105,728	115,315	119,659	119,254	123,538	-
Community services	-	-	-	-	-	-	-	-	-	122,829
Community and economic development	110,400	121,160	117,689	140,351	183,968	203,406	182,327	222,226	158,209	138,596
Public works	83,548	70,369	107,457	100,448	101,075	79,348	74,081	70,757	88,321	101,892
Interest on long-term debt	56,072	58,820	62,238	73,224	79,864	74,545	71,552	73,735	93,618	68,948
<b>Total governmental activities expenses</b>	<b>\$ 753,097</b>	<b>\$ 717,601</b>	<b>\$ 769,806</b>	<b>\$ 822,567</b>	<b>\$ 910,190</b>	<b>\$ 986,882</b>	<b>\$ 967,011</b>	<b>\$ 980,600</b>	<b>\$ 911,654</b>	<b>\$ 866,962</b>
Business-type activities:										
Sewer	\$ 17,960	\$ 20,597	\$ 21,337	\$ 24,841	\$ 29,365	\$ 30,502	\$ 25,530	\$ 26,899	\$ 27,971	\$ 31,227
Parks and recreation	68	159	160	734	1,087	384	652	520	740	492
<b>Total business-type activities</b>	<b>\$ 18,028</b>	<b>\$ 20,756</b>	<b>\$ 21,497</b>	<b>\$ 25,575</b>	<b>\$ 30,452</b>	<b>\$ 30,886</b>	<b>\$ 26,182</b>	<b>\$ 27,419</b>	<b>\$ 28,711</b>	<b>\$ 31,719</b>
<b>Total primary government expenses</b>	<b>\$ 771,125</b>	<b>\$ 738,357</b>	<b>\$ 791,303</b>	<b>\$ 848,142</b>	<b>\$ 940,642</b>	<b>\$ 1,017,768</b>	<b>\$ 993,193</b>	<b>\$ 1,008,019</b>	<b>\$ 940,365</b>	<b>\$ 898,681</b>
<b>Program Revenues (see schedule 3)</b>										
Governmental activities:										
Charges for services:										
General government	\$ 27,946	\$ 14,913	\$ 25,641	\$ 16,266	\$ 13,741	\$ 22,276	\$ 21,128	\$ 24,382	\$ 20,360	\$ 19,924
Public safety	15,489	38,959	66,983	42,492	9,803	10,331	15,733	14,900	13,573	13,283
Life enrichment	4,355	73	125	79	3,992	5,110	11,084	8,128	8,483	-
Community services	-	-	-	-	-	-	-	-	-	8,302
Community and economic development	21,599	7,287	12,528	7,947	16,437	45,466	47,223	48,765	42,418	41,507
Public works	26,898	3,600	6,190	3,927	31,269	27,113	30,887	39,283	84,834	83,017
Operating grants and contributions	79,784	78,965	74,694	77,154	106,903	91,278	94,353	97,177	123,149	89,620
Capital grants and contributions	9,262	10,366	-	-	-	-	-	-	-	30,607
<b>Total governmental activities program revenues</b>	<b>\$ 185,333</b>	<b>\$ 154,163</b>	<b>\$ 186,161</b>	<b>\$ 147,865</b>	<b>\$ 182,145</b>	<b>\$ 201,574</b>	<b>\$ 220,408</b>	<b>\$ 232,635</b>	<b>\$ 292,817</b>	<b>\$ 286,260</b>
Business-type activities:										
Charges for services:										
Sewer	\$ 19,364	\$ 22,590	\$ 24,252	\$ 24,678	\$ 29,838	\$ 33,264	\$ 35,382	\$ 39,329	\$ 41,832	\$ 48,200
Parks and recreation	122	58	244	197	237	487	796	286	118	575
Operating grants and contributions	19	-	-	-	21	-	-	-	-	-
<b>Total business-type activities program revenues</b>	<b>\$ 19,505</b>	<b>\$ 22,648</b>	<b>\$ 24,496</b>	<b>\$ 24,875</b>	<b>\$ 30,096</b>	<b>\$ 33,751</b>	<b>\$ 36,178</b>	<b>\$ 39,615</b>	<b>\$ 41,950</b>	<b>\$ 48,775</b>
<b>Total primary government program revenues</b>	<b>\$ 204,838</b>	<b>\$ 176,811</b>	<b>\$ 210,657</b>	<b>\$ 172,740</b>	<b>\$ 212,241</b>	<b>\$ 235,325</b>	<b>\$ 256,586</b>	<b>\$ 272,250</b>	<b>\$ 334,767</b>	<b>\$ 335,035</b>
<b>Net (Expense)/Revenue</b>										
Governmental activities	\$ (567,764)	\$ (563,438)	\$ (583,645)	\$ (674,702)	\$ (735,868)	\$ (785,308)	\$ (746,603)	\$ (747,965)	\$ (618,837)	\$ (580,702)
Business-type activities	1,477	1,892	2,999	(700)	(356)	2,865	9,996	12,196	13,239	17,056
<b>Total primary government net expense</b>	<b>\$ (566,287)</b>	<b>\$ (561,546)</b>	<b>\$ (580,646)</b>	<b>\$ (675,402)</b>	<b>\$ (736,224)</b>	<b>\$ (782,443)</b>	<b>\$ (736,607)</b>	<b>\$ (735,769)</b>	<b>\$ (605,598)</b>	<b>\$ (563,646)</b>
<b>General Revenues and Other Changes in Net Assets</b>										
Governmental activities:										
Taxes										
Property taxes	\$ 202,297	\$ 200,731	\$ 234,127	\$ 268,693	\$ 317,666	\$ 358,338	\$ 359,851	\$ 346,859	\$ 324,516	\$ 288,923
State taxes	79,444	72,906	68,451	67,304	67,723	73,928	67,642	57,745	65,068	66,940
Local taxes	199,720	197,873	251,301	261,815	256,658	235,470	214,266	216,072	220,684	222,237
Other	64,414	117,238	84,850	30,406	108,048	50,153	81,885	58,374	35,672	53,172
Interest and investment income	40,043	5,566	46,063	78,053	48,073	47,852	25,917	10,894	8,592	7,078
Transfers	629	600	621	600	600	600	1,200	1,463	1,476	1,893
Special Items	-	-	-	-	59,020	-	-	-	-	-
Extraordinary gain from dissolution of former Redevelopment Agency	-	-	-	-	-	-	-	-	-	273,020
<b>Total governmental activities</b>	<b>\$ 586,547</b>	<b>\$ 594,914</b>	<b>\$ 685,413</b>	<b>\$ 706,871</b>	<b>\$ 857,788</b>	<b>\$ 766,341</b>	<b>\$ 750,761</b>	<b>\$ 691,407</b>	<b>\$ 656,008</b>	<b>\$ 913,263</b>
Business-type activities:										
Interest and investment income	\$ 199	\$ 94	\$ 707	\$ 1,996	\$ 1,745	\$ 1,434	\$ 590	\$ 113	\$ 119	\$ 83
Other	6,082	-	-	62	2	-	-	-	-	-
Transfers	(629)	(600)	(621)	(600)	(600)	(600)	(1,200)	(1,463)	(1,476)	(1,893)
<b>Total business-type activities</b>	<b>\$ 5,652</b>	<b>\$ (506)</b>	<b>\$ 86</b>	<b>\$ 1,458</b>	<b>\$ 1,147</b>	<b>\$ 834</b>	<b>\$ (610)</b>	<b>\$ (1,350)</b>	<b>\$ (1,357)</b>	<b>\$ (1,810)</b>
<b>Total primary government</b>	<b>\$ 592,199</b>	<b>\$ 594,408</b>	<b>\$ 685,499</b>	<b>\$ 708,329</b>	<b>\$ 858,935</b>	<b>\$ 767,175</b>	<b>\$ 750,151</b>	<b>\$ 690,057</b>	<b>\$ 654,651</b>	<b>\$ 911,453</b>
<b>Change in Net Assets</b>										
Governmental activities	\$ 18,783	\$ 31,476	\$ 101,768	\$ 32,169	\$ 129,743	\$ (18,967)	\$ 4,158	\$ (56,558)	\$ 37,171	\$ 332,561
Business-type activities	7,129	1,386	3,085	758	791	3,699	9,386	10,846	11,882	15,246
<b>Total primary government</b>	<b>\$ 25,912</b>	<b>\$ 32,862</b>	<b>\$ 104,853</b>	<b>\$ 32,927</b>	<b>\$ 130,534</b>	<b>\$ (15,268)</b>	<b>\$ 13,544</b>	<b>\$ (45,712)</b>	<b>\$ 49,053</b>	<b>\$ 347,807</b>

Note: The City began to report accrual information when it implemented GASB Statement 34 in fiscal year 2002.

Source: City of Oakland Statement of Activities

**CITY OF OAKLAND  
STATISTICS**

**SCHEDULE 3**

**PROGRAM REVENUES BY FUNCTION/PROGRAM**

*(in thousands)*

<b>Function/Program</b>	<b>2003</b>	<b>2004</b>	<b>2005</b>	<b>2006</b>	<b>2007</b>	<b>2008</b>	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>
Governmental activities:										
Charges for services:										
General government	\$ 27,946	\$ 14,913	\$ 25,641	\$ 16,266	\$ 13,741	\$ 22,276	\$ 21,128	\$ 24,382	\$ 20,360	\$ 19,924
Public safety	15,489	38,959	66,983	42,492	9,803	10,331	15,733	14,900	13,573	13,283
Life enrichment	4,355	73	125	79	3,992	5,110	11,084	8,128	8,483	-
Community services	-	-	-	-	-	-	-	-	-	8,302
Community and economic development	21,599	7,287	12,528	7,947	16,437	45,466	47,223	48,765	42,418	41,507
Public works	26,898	3,600	6,190	3,927	31,269	27,113	30,887	39,283	84,834	83,017
Operating grants and contributions	79,784	78,965	74,694	77,154	106,903	91,278	94,353	97,177	123,149	89,620
Capital grants and contributions	9,262	10,366	-	-	-	-	-	-	-	30,607
Subtotal governmental activities	<u>\$ 185,333</u>	<u>\$ 154,163</u>	<u>\$ 186,161</u>	<u>\$ 147,865</u>	<u>\$ 182,145</u>	<u>\$ 201,574</u>	<u>\$ 220,408</u>	<u>\$ 232,635</u>	<u>\$ 292,817</u>	<u>\$ 286,260</u>
Business-type activities:										
Charges for services:										
Sewer	\$ 19,364	\$ 22,590	\$ 24,252	\$ 24,678	\$ 29,838	\$ 33,264	\$ 35,382	\$ 39,329	\$ 41,832	\$ 48,200
Parks and recreation	122	58	244	197	237	487	796	286	118	575
Operating grants and contributions	19	-	-	-	21	-	-	-	-	-
Subtotal business-type activities	<u>\$ 19,505</u>	<u>\$ 22,648</u>	<u>\$ 24,496</u>	<u>\$ 24,875</u>	<u>\$ 30,096</u>	<u>\$ 33,751</u>	<u>\$ 36,178</u>	<u>\$ 39,615</u>	<u>\$ 41,950</u>	<u>\$ 48,775</u>
Total primary government	<u>\$ 204,838</u>	<u>\$ 176,811</u>	<u>\$ 210,657</u>	<u>\$ 172,740</u>	<u>\$ 212,241</u>	<u>\$ 235,325</u>	<u>\$ 256,586</u>	<u>\$ 272,250</u>	<u>\$ 334,767</u>	<u>\$ 335,035</u>

Note: The City began to report accrual information when it implemented GASB Statement 34 in fiscal year 2002.

Source: City of Oakland Statement of Activities

**CITY OF OAKLAND  
STATISTICS**

**SCHEDULE 4**

**FUND BALANCES, GOVERNMENTAL FUNDS**

*(in thousands)*

	<b>2003</b>	<b>2004</b>	<b>2005</b>	<b>2006</b>	<b>2007</b>	<b>2008</b>	<b>2009</b>	<b>2010</b>		
General Fund (1)										
Reserved	\$ 214,317	\$ 10,779	\$ 151,494	\$ 134,151	\$ 138,891	\$ 126,575	\$ 116,543	\$ 103,372		
Unreserved	38,801	222,529	140,343	152,368	143,016	121,109	120,406	129,678		
Total general fund	<u>\$ 253,118</u>	<u>\$ 233,308</u>	<u>\$ 291,837</u>	<u>\$ 286,519</u>	<u>\$ 281,907</u>	<u>\$ 247,684</u>	<u>\$ 236,949</u>	<u>\$ 233,050</u>		
									<b>2011</b>	<b>2012</b>
General Fund (2)										
Restricted									\$ 106,692	\$ 110,708
Committed									3,890	70,284
Assigned									65,985	6,256
Unassigned									48,794	68,681
Total general fund									<u>\$ 225,361</u>	<u>\$ 255,929</u>
	<b>2003</b>	<b>2004</b>	<b>2005</b>	<b>2006</b>	<b>2007</b>	<b>2008</b>	<b>2009</b>	<b>2010</b>		
All Other Governmental Funds (1)										
Reserved	\$ 475,385	\$ 284,475	\$ 445,531	\$ 496,474	\$ 797,702	\$ 828,314	\$ 788,476	\$ 761,679		
Unreserved, reported in:										
Special revenue funds	(108,238)	4,704	19,785	42,102	32,444	8,129	9,553	(16,486)		
Capital projects funds	6,599	164,788	143,456	130,221	98,912	73,147	41,322	66,136		
Total all other governmental funds	<u>\$ 373,746</u>	<u>\$ 453,967</u>	<u>\$ 608,772</u>	<u>\$ 668,797</u>	<u>\$ 929,058</u>	<u>\$ 909,590</u>	<u>\$ 839,351</u>	<u>\$ 811,329</u>		
									<b>2011</b>	<b>2012</b>
All Other Governmental Funds (2)										
Restricted									\$ 481,124	\$ 264,460
Committed									139,178	13,420
Assigned									188,722	179,063
Unassigned									(2,669)	(1,416)
									<u>\$ 806,355</u>	<u>\$ 455,527</u>

Source: City of Oakland Balance Sheet, Governmental Funds

Note:

- (1) The City began to report accrual information when it implemented GASB Statement 34 in fiscal year 2002.
- (2) The City implemented GASB Statement No. 54 under which governmental fund balances are reported as restricted, committed, assigned, and unassigned compared to reserved and unreserved.

**CITY OF OAKLAND  
STATISTICS**

**SCHEDULE 5**

**CHANGES IN FUND BALANCES,  
GOVERNMENTAL FUNDS**

*(in thousands)*

	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>
<b>Revenues</b>										
Taxes (see Schedule 6)	\$ 439,159	\$ 457,949	\$ 535,706	\$ 578,474	\$ 616,754	\$ 648,153	\$ 641,086	\$ 622,901	\$ 612,328	\$ 578,100
Licenses and permits	13,098	13,476	15,676	19,006	20,390	19,319	14,467	12,124	13,297	12,079
Fines and penalties	20,645	28,189	26,325	25,467	26,859	23,497	29,348	31,220	29,440	27,204
Interest/investment net income	40,619	7,672	38,495	30,721	49,141	49,894	27,520	11,495	9,147	7,558
Charges for services	65,324	67,176	73,133	70,711	75,242	76,735	77,285	82,289	124,707	126,750
Other intergovernmental revenues	-	-	-	-	-	33,561	35,588	45,116	-	-
Federal and State grants and subventions	72,483	79,918	97,009	73,778	97,382	94,428	87,971	98,850	121,184	115,046
Other revenues	70,027	48,608	53,711	47,558	74,758	24,200	40,587	32,116	32,290	34,427
<b>Total revenues</b>	<b>\$ 721,355</b>	<b>\$ 702,988</b>	<b>\$ 840,055</b>	<b>\$ 845,715</b>	<b>\$ 960,526</b>	<b>\$ 969,787</b>	<b>\$ 953,852</b>	<b>\$ 936,111</b>	<b>\$ 942,393</b>	<b>\$ 901,164</b>
<b>Expenditures</b>										
General government	\$ 39,365	\$ 42,225	\$ 45,466	\$ 49,411	\$ 67,194	\$ 45,600	\$ 40,838	\$ 35,710	\$ 33,781	\$ 50,992
Financial and Personnel Services	17,025	22,339	22,197	24,181	26,018	35,761	34,863	30,943	28,756	27,371
Information Technology	-	-	-	-	-	13,666	12,975	9,137	8,276	7,746
Contracting and Purchasing	-	-	-	-	-	2,280	1,959	2,100	2,082	-
Police services	166,266	166,175	178,813	187,968	206,561	225,893	231,789	218,129	205,292	220,115
Fire services	88,154	91,542	98,029	111,162	112,699	118,429	119,711	111,583	111,339	125,585
Life enrichment										
Administration	660	1	7	-	-	-	-	-	-	-
Parks & Recreation	28,556	29,445	16,740	17,296	19,148	20,872	20,308	20,259	20,914	20,465
Library	17,096	18,460	20,547	22,942	24,631	23,833	21,824	20,927	21,633	22,704
Museum	7,561	8,327	7,383	267	6,976	6,883	6,584	6,146	6,749	-
Marketing	-	2,367	-	-	-	-	-	-	-	-
Aging, Health & Human Services	27,740	33,238	35,609	46,581	53,228	56,239	62,382	59,441	63,031	61,851
Cultural Arts	1,753	41	-	6,832	-	-	-	-	-	-
Community & Economic Development	122,715	92,788	101,031	135,561	169,233	206,908	197,285	227,505	175,750	96,407
Planning, Building & Neighborhood Preservation	-	-	-	-	-	-	-	-	-	11,170
Housing & Community Development	-	-	-	-	-	-	-	-	-	19,132
Public Works	51,458	60,328	73,338	79,816	91,490	71,971	64,288	57,133	71,099	69,763
Other	36,652	30,372	38,327	23,048	10,641	10,597	20,099	8,328	27,062	18,460
Capital outlay	27,056	24,779	36,219	25,014	49,895	46,312	44,418	61,233	63,532	71,703
Debt service										
Bond issuance costs	4,212	12,874	4,478	2,496	4,467	4,210	864	1,558	828	359
Other refunding cost	-	-	-	-	-	5,674	-	-	-	-
Principal	50,356	61,831	88,506	72,583	79,964	92,940	138,854	105,742	86,965	125,570
Interest	55,020	62,897	60,656	69,027	69,682	71,528	65,157	69,097	89,514	67,175
<b>Total expenditures</b>	<b>\$ 741,645</b>	<b>\$ 760,029</b>	<b>\$ 827,346</b>	<b>\$ 874,185</b>	<b>\$ 991,827</b>	<b>\$ 1,059,596</b>	<b>\$ 1,084,198</b>	<b>\$ 1,044,971</b>	<b>\$ 1,016,603</b>	<b>\$ 1,016,568</b>
Excess of revenues over(under) expenditures	\$ (20,290)	\$ (57,041)	\$ 12,709	\$ (28,470)	\$ (31,301)	\$ (89,809)	\$ (130,346)	\$ (108,860)	\$ (74,210)	\$ (115,404)
<b>Other Financing Sources (Uses)</b>										
Issuance of debt	\$ -	\$ 3,927	\$ 433,956	\$ 105,840	\$ 143,988	\$ -	\$ 40,228	\$ 67,693	\$ 56,870	\$ 83,775
Issuance of refunding bonds	202,765	188,650	-	-	102,590	241,410	-	-	-	-
Premiums/discounts on issuance of bonds	-	587	13,535	328	1,963	11,313	(779)	908	(2,052)	8,538
Payment to refund bond escrow agent	(110,826)	(96,395)	(247,860)	(27,853)	(22,729)	(221,250)	-	-	-	(57,998)
Property sale proceeds	8,569	1,497	394	4,262	618	4,045	8,723	5,013	4,481	32,213
Insurance claims and settlements	-	-	-	-	-	-	-	1,641	548	1,627
Transfers in	79,144	95,404	109,911	101,643	97,397	98,691	130,095	106,409	103,786	344,831
Transfers out	(78,515)	(94,804)	(109,311)	(101,043)	(95,897)	(98,091)	(128,895)	(104,725)	(102,086)	(342,843)
<b>Total other financing sources (uses)</b>	<b>\$ 101,137</b>	<b>\$ 98,866</b>	<b>\$ 200,625</b>	<b>\$ 83,177</b>	<b>\$ 227,930</b>	<b>\$ 36,118</b>	<b>\$ 49,372</b>	<b>\$ 76,939</b>	<b>\$ 61,547</b>	<b>\$ 70,143</b>
Special item	\$ -	\$ -	\$ -	\$ -	\$ 59,020	\$ -	\$ -	\$ -	\$ -	\$ -
Extraordinary loss from dissolution of former Redevelopment Agency	-	-	-	-	-	-	-	-	-	\$ (274,999)
Change in fund balances										
Net change in fund balances	\$ 80,847	\$ 41,825	\$ 213,334	\$ 54,707	\$ 255,649	\$ (53,691)	\$ (80,974)	\$ (31,921)	\$ (12,663)	\$ (320,260)
Total fund balance - beginning	546,017	645,450	687,275	900,609	955,316	1,210,965	1,157,274	1,076,300	1,044,379	1,031,716
Total fund balance - ending	<b>\$ 626,864</b>	<b>\$ 687,275</b>	<b>\$ 900,609</b>	<b>\$ 955,316</b>	<b>\$ 1,210,965</b>	<b>\$ 1,157,274</b>	<b>\$ 1,076,300</b>	<b>\$ 1,044,379</b>	<b>\$ 1,031,716</b>	<b>\$ 711,456</b>
Debt service as a percentage of noncapital expenditures	14.75%	16.96%	18.85%	16.68%	15.89%	17.00%	20.33%	18.13%	18.85%	20.97%

Note: Debt ratio was calculated by dividing principal and interest by total government expenditures excluding capital outlay \$97,640 for fiscal year 2012.

General government include Mayor, Council, City Administrator, City Attorney, City Auditor and City Clerk

Source: City of Oakland Statement of Revenues, Expenditures and Changes in Fund Balances.

**CITY OF OAKLAND  
STATISTICS**

**SCHEDULE 6**

**TAX REVENUES BY SOURCE,  
GOVERNMENTAL FUNDS**

*(in thousands)*

<b>Fiscal Year</b>	<b>Property</b>	<b>Sales &amp; Use</b>	<b>Motor Vehicle in-lieu</b>	<b>Gas</b>	<b>Business License</b>	<b>Utility Consumption</b>	<b>Real Estate Transfer</b>	<b>Transient Occupancy</b>	<b>Parking</b>	<b>Voter Approved</b>	<b>Franchise</b>	<b>Total</b>
2003	193,738	48,798	24,259	6,387	42,020	46,581	42,088	10,863	8,242	5,359	10,824	439,159
2004	200,646	47,760	18,178	6,968	44,223	48,056	55,665	9,857	9,799	5,205	11,592	457,949
2005	232,061	51,148	9,656	7,647	43,902	49,781	77,722	10,926	11,580	30,155	11,128	535,706
2006	268,361	56,844	2,984	7,476	43,790	48,770	79,483	11,690	15,196	31,728	12,152	578,474
2007	314,468	58,006	2,268	7,449	50,339	51,426	61,505	12,303	16,202	29,778	13,010	616,754
2008	358,074	64,812	1,811	7,305	52,542	52,524	36,205	12,400	15,747	32,942	13,791	648,153
2009	359,699	56,090	1,282	9,749	54,291	52,701	34,267	10,599	14,196	33,772	14,440	641,086
2010	349,084	45,503	1,251	10,991	54,141	51,107	36,971	10,085	13,885	35,228	14,655	622,901
2011	326,576	51,910	2,168	10,990	53,138	53,440	31,608	12,484	13,460	41,700	14,854	612,328
2012	288,923	55,659	221	11,060	58,712	51,434	30,653	13,822	15,975	35,812	15,829	578,100
Change 2003-2012	49.1%	14.1%	-99.1%	73.2%	39.7%	10.4%	-27.2%	27.2%	93.8%	568.3%	46.2%	31.6%

Note: Reflects revenues of the General, Special Revenue, Debt Service and Capital Projects Funds, and Oakland Redevelopment Agency.

Source: City of Oakland Statement of Revenues, Expenditures and Changes in Fund Balances.

**CITY OF OAKLAND  
STATISTICS**

**SCHEDULE 7**

**ASSESSED VALUE AND ESTIMATED  
VALUE OF TAXABLE PROPERTY**

*(in thousands)*

<b>Fiscal Year</b>	<b>Land</b>	<b>Improvements</b>	<b>Personal Property</b>	<b>Total Assessed Value</b>	<b>Less: Tax-Exempt Property</b>	<b>Less: Redevelopment Tax Increments</b>	<b>Total Taxable Assessed Value</b>	<b>Total Direct Tax Rate</b>	<b>Estimated Taxable Assessed Value</b>	<b>Taxable Assessed Value as a Percentage of Estimated Taxable Value</b>
2003	7,725,624	16,906,517	1,997,630	26,629,771	1,828,260	3,524,500	21,277,011	5.392	114,725,643	18.55%
2004	8,374,188	18,571,148	1,964,460	28,909,796	1,863,890	4,090,609	22,955,297	5.811	133,393,231	17.21%
2005	9,157,808	20,308,258	1,878,079	31,344,145	2,067,228	5,186,441	24,090,476	5.534	133,316,694	18.07%
2006	10,206,973	22,383,882	1,962,917	34,553,772	2,310,189	7,750,010	24,493,573	5.519	135,180,029	18.12%
2007	11,410,672	24,862,440	1,894,048	38,167,160	2,347,281	9,552,758	26,267,121	5.667	148,855,775	17.65%
2008	12,472,317	27,192,312	2,132,949	41,797,578	2,478,761	9,552,758	29,766,059	5.508	163,951,453	18.16%
2009	13,222,782	28,429,996	2,205,480	43,858,258	2,584,624	10,425,138	30,848,496	5.414	167,013,757	18.47%
2010	12,708,080	27,749,554	2,110,456	42,568,090	2,691,489	9,753,604	30,122,997	5.674	170,917,885	17.62%
2011	12,479,365	26,787,417	1,985,401	41,252,183	2,768,044	9,030,570	29,453,569	5.692	167,649,715	17.57%
2012	12,560,758	27,225,464	2,154,330	41,940,552	3,084,118	9,247,268	29,609,166	5.677	168,091,235	17.61%

Note: Total Direct Tax Rate is "per \$10,000 assessed value".

Source: County of Alameda

**CITY OF OAKLAND  
STATISTICS**

**SCHEDULE 8**

**DIRECT AND OVERLAPPING  
PROPERTY TAX RATES**

Fiscal Year	<u>City Direct Rates</u>				<u>Overlapping Rates</u>						East Bay Municipal Utility Debt	East Bay Regional Parks District	East Bay Reg. Parks District Debt
	Basic Rate	Debt Service Fund	1981 Pension Liability	Total Direct Rate	Alameda County	Education	Education Debt	BART and AC Transit	BART Debt	Other			
2003	0.3485	0.0332	0.1575	0.5392	0.3086	0.2165	0.0994	0.0517	-	0.0505	0.0084	0.0242	0.0065
2004	0.3485	0.0751	0.1575	0.5811	0.3086	0.2165	0.0923	0.0517	-	0.0505	0.0079	0.0242	0.0057
2005	0.3485	0.0474	0.1575	0.5534	0.3086	0.2165	0.0875	0.0517	-	0.0505	0.0076	0.0242	0.0057
2006	0.3485	0.0459	0.1575	0.5519	0.3086	0.2165	0.1018	0.0517	-	0.0505	0.0072	0.0242	0.0057
2007	0.3485	0.0607	0.1575	0.5667	0.3086	0.2165	0.1074	0.0517	-	0.0505	0.0068	0.0242	0.0085
2008	0.3485	0.0448	0.1575	0.5508	0.3086	0.2165	0.1030	0.0517	-	0.0505	0.0065	0.0242	0.0080
2009	0.3485	0.0354	0.1575	0.5414	0.3086	0.2165	0.1197	0.0517		0.0505	0.0064	0.0242	0.0100
2010	0.3485	0.0614	0.1575	0.5674	0.3086	0.2165	0.1689	0.0517	0.0057	0.0505	0.0065	0.0242	0.0108
2011	0.3485	0.0632	0.1575	0.5692	0.3086	0.2165	0.1697	0.0517	0.0031	0.0505	0.0067	0.0242	0.0084
2012	0.3485	0.0617	0.1575	0.5677	0.3086	0.2165	0.1741	0.0517	0.0041	0.0505	0.0067	0.0242	0.0071

Note: Rates per \$1,000 assessed value

Source: County of Alameda

**CITY OF OAKLAND  
STATISTICS**

**SCHEDULE 9**

**PRINCIPAL PROPERTY TAX PAYERS**

<u>Taxpayer</u>	<u>2003 (1)</u>			<u>2012 (2)</u>		
	<u>Taxable Assessed Value</u>	<u>Percentage of Total City Taxable Assessed Value</u>	<u>Rank</u>	<u>Taxable Assessed Value</u>	<u>Percentage of Total City Taxable Assessed Value</u>	<u>Rank</u>
Alta Bates Summit Medical Center				242,273,804	0.624%	1
Oakland City Center Venture LLC	\$ 258,495,616	1.042%	1	234,821,989	0.604%	2
SIC Lakeside Drive LLC				208,549,010	0.537%	3
CIM Oakland Center 21 LP				170,251,617	0.438%	4
Digital 720 2ND LLC				166,740,448	0.429%	5
Kaiser Foundation Health Plan Inc				154,627,831	0.398%	6
Catholic Cathedral Corporation of the East Bay				145,490,735	0.374%	7
Oakland Property LLC				132,000,000	0.340%	8
CIM Oakland 1 Kaiser Plaza LP				127,659,692	0.329%	9
1800 Harrison Foundation	106,290,475	0.429%	4	122,558,413	0.315%	10
Kaiser Center, Inc.	132,856,402	0.536%	2	N/A		
Prentiss Properties Acquisition Partners LP	120,143,337	0.485%	3	N/A		
Lake Merritt Plaza	97,818,177	0.394%	5	N/A		
Clorox Company	96,685,749	0.390%	6	N/A		
Alameda County Public Facilities Corporation	95,757,600	0.386%	7	N/A		
KSL Claremont Resort, Inc.	87,366,074	0.352%	8	N/A		
Webster Street Partners, Ltd.	70,836,432	0.286%	9	N/A		
Owens Illinois Glass Container, Inc.	66,221,736	0.267%	10	N/A		
<b>Total</b>	<b>\$ 1,132,471,598</b>	<b>4.567%</b>		<b>\$ 1,704,973,539</b>	<b>4.388%</b>	

Notes:

(1) 2003 based on total assessed value of \$24,801,510,650

(2) 2012 based on total assessed value of \$38,856,434,508

Source: County of Alameda

**CITY OF OAKLAND  
STATISTICS**

**SCHEDULE 10**

**PROPERTY TAX LEVIES  
AND COLLECTIONS**

*(in thousands)*

<b>1% TAX ROLL</b>							
Fiscal Year Ended June 30,	Taxes Levied for the Fiscal Year	Collected within the Fiscal Year of the Levy		Collections in Subsequent Year	Total Collections to Date		
		Amount	Percent of Levy		Amount	Percent of Levy	
2003	61,164	59,276	96.91%	0	59,276	96.91%	
2004	65,248	63,546	97.39%	0	63,546	97.39%	
2005	68,095	66,301	97.37%	0	66,301	97.37%	
2006	73,331	71,198	97.09%	0	71,198	97.09%	
2007	79,357	75,654	95.33%	0	75,654	95.33%	
2008	86,220	81,048	94.00%	0	81,048	94.00%	
2009	89,482	84,063	93.94%	0	84,063	93.94%	
2010	85,706	82,015	95.69%	0	82,015	95.69%	
2011	83,960	81,013	96.49%	0	81,013	96.49%	
2012	84,590	81,823	96.73%	0	81,823	96.73%	

<b>Voter-Approved Debt Tax Roll</b>							
Fiscal Year Ended June 30,	Taxes Levied for the Fiscal Year	Collected within the Fiscal Year of the Levy		Collections in Subsequent Year	Total Collections to Date		
		Amount	Percent of Levy		Amount	Percent of Levy	
2003	48,441	46,001	94.96%	0	46,001	94.96%	
2004	61,760	59,602	96.51%	0	59,602	96.51%	
2005	59,673	57,558	96.46%	0	57,558	96.46%	
2006	63,369	60,887	96.08%	0	60,887	96.08%	
2007	75,071	70,586	94.03%	0	70,586	94.03%	
2008	76,453	70,621	92.37%	0	70,621	92.37%	
2009	75,753	70,494	93.06%	0	70,494	93.06%	
2010	83,581	79,172	94.72%	0	79,172	94.72%	
2011	85,262	81,506	95.59%	0	81,506	95.59%	
2012	85,076	82,413	96.87%	0	82,413	96.87%	

Note: Collections in subsequent year data not available

Source: County of Alameda

**CITY OF OAKLAND  
STATISTICS**

**SCHEDULE 11**

**TAXABLE SALES BY CATEGORY**

*(in thousands)*

	Fiscal Year									
	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>
Auto & Transportation	\$ 929,517	\$ 871,710	\$ 817,924	\$ 860,194	\$ 912,876	\$ 840,330	\$ 695,919	\$ 580,398	\$ 651,555	\$ 674,154
Business & Industry	715,740	700,079	622,816	667,630	613,457	691,322	574,628	490,566	512,453	642,399
General Consumer Goods	480,747	453,363	461,085	554,136	549,394	536,955	505,460	480,781	496,571	548,072
Restaurants and Hotels	430,058	406,565	441,158	496,814	483,765	527,276	515,602	525,068	566,973	606,936
Building & Construction	393,261	369,886	491,196	488,972	495,607	465,797	416,701	344,171	325,085	378,922
Food & Drugs	341,625	308,529	316,990	321,467	330,643	341,677	342,922	366,461	359,148	386,236
Fuel & Service Stations	342,098	593,926	869,866	1,058,122	1,186,535	1,236,876	638,147	433,207	620,279	888,349
<b>Total</b>	<b>\$ 3,633,046</b>	<b>\$ 3,704,058</b>	<b>\$ 4,021,035</b>	<b>\$ 4,447,335</b>	<b>\$ 4,572,277</b>	<b>\$ 4,640,233</b>	<b>\$ 3,689,379</b>	<b>\$ 3,220,652</b>	<b>\$ 3,532,064</b>	<b>\$ 4,125,068</b>
City direct sales tax rate				1.5%	1.5%	1.5%	1.5%	1.5%	1.5%	1.5%

Source: HdL Companies

CITY OF OAKLAND  
STATISTICS

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SCHEDULE 12

DIRECT AND OVERLAPPING  
SALES TAX RATES

<u>Fiscal Year</u>	<u>City Direct Rate</u>	<u>State of California</u>
2003	n/a	n/a
2004	n/a	n/a
2005	n/a	n/a
2006	1.50%	7.25%
2007	1.50%	7.25%
2008	1.50%	7.25%
2009	1.50%	8.25%
2010	1.50%	8.25%
2011	1.50%	8.25%
2012	1.50%	7.25%

Source: California State Board of Equalization

**CITY OF OAKLAND  
STATISTICS**

**SCHEDULE 13**

**RATIOS OF OUTSTANDING DEBT BY TYPE**

*(in thousands)*

Fiscal Year	<u>Governmental Activities</u>										<u>Business-type Activities</u>				
	General Obligation Bonds	Tax Allocation Bonds	Certificates of Participation	Lease Revenue Bonds	Pension Obligation Bonds	Accreted Interest	Special Assessment Bonds	Notes Payable	Capital Leases	Pledge Oblig. For Authority Debt	Sewer Fund Notes Payable	Sewer Fund Bonds	Total Primary Government	Percentage of Personal Income (1)	Per Capita
2002	133,295	214,295	67,346	399,675	435,686	-	8,870	52,283	-	99,048	7,663	-	1,418,161	12.12%	4
2003	167,350	246,660	63,631	382,645	442,592	-	8,463	49,448	-	96,590	7,045	-	1,464,424	12.52%	4
2004	232,045	235,555	59,594	386,200	436,873	-	7,940	46,153	-	93,950	6,362	-	1,504,672	12.86%	4
2005	227,010	270,085	50,195	488,721	366,405	70,811	7,370	18,440	26,769	91,150	5,655	62,330	1,684,941	14.40%	4
2006	358,124	319,115	49,154	346,110	341,475	85,884	7,085	17,940	20,218	88,100	4,925	60,840	1,698,970	14.52%	4
2007	345,214	514,475	45,795	325,105	313,625	104,356	6,800	17,090	31,809	85,350	4,126	59,305	1,853,050	20.33%	4
2008	331,528	496,630	40,495	323,340	282,705	125,743	6,200	19,045	26,968	82,450	3,346	57,720	1,796,170	17.02%	4
2009	317,188	505,765	10,375	296,985	248,455	148,580	5,645	17,610	23,235	79,350	2,540	56,090	1,711,818	15.31%	4
2010	366,248	488,900	7,210	270,670	210,595	172,971	8,298	14,295	18,483	76,000	1,708	54,380	1,689,758	14.45%	4
2011	349,431	523,905	3,895	242,800	195,637	172,121	7,963	12,295	17,068	72,450	848	52,580	1,650,993	14.84%	4
2012	326,609	-	-	210,530	174,777	157,211	7,475	10,140	13,498	68,700	574	50,695	1,020,209	9.03%	3

Source: Notes to Basic Financial Statements, Note (12) - Long-term Obligations

(1) Per capita income \$28,572 multiplied by population 395,341 gives personal income \$11,295,683,052

**CITY OF OAKLAND  
STATISTICS**

**SCHEDULE 14**

**RATIOS OF GENERAL BONDED  
DEBT OUTSTANDING**

*(in thousands)*

General Bonded Debt Outstanding

<u>Fiscal Year</u>	<u>Net Bonded Debt (1)</u>	<u>Assessed Value (2)</u>	<u>Percentage of Actual Taxable Value of Property (%)</u>	<u>Per Capita (3) <i>(in dollars)</i></u>
2003	167,350	24,802,000	0.6747	405.99
2004	232,045	27,046,000	0.8580	563.76
2005	227,010	29,277,000	0.7754	550.59
2006	358,124	32,244,000	1.1107	869.75
2007	345,214	35,820,000	0.9637	830.86
2008	331,528	39,319,000	0.8432	789.01
2009	317,188	41,274,000	0.7685	746.21
2010	366,248	39,877,000	0.9184	850.42
2011	349,431	38,484,140	0.9080	889.29
2012	326,608	38,856,435	0.8406	826.14

(1) Source: City of Oakland Annual Debt Service Roll Forward, General Obligation Debt Total as of June 30, 2012

(2) Source: County of Alameda.

(3) Population 395,341 as of 1/1/12 per State of California Demographic Information by City.

**CITY OF OAKLAND  
STATISTICS**

**SCHEDULE 15**

**DIRECT AND OVERLAPPING  
GOVERNMENTAL ACTIVITIES DEBT**

<u>Governmental Unit</u>	<u>Estimated Percentage Applicable</u>	<u>City Share of Debt</u>
<b>Direct Bonded Debt</b>		
City of Oakland (1)	100	\$ 326,608,202
City of Oakland and Coliseum Authority General Fund Obligations	100	295,576,000
City of Oakland 1915 Act Bond Obligations	100	7,475,000
City of Oakland Pension Obligations	100	174,776,566
<b>Total Direct Bonded Debt:</b>		<b>\$ 804,435,768</b>
<b>Overlapping Bonded Debt</b>		
Alameda-Contra Costa Transit District Certificates of Participation	21.476	\$ 7,405,999
Alameda County and Coliseum Authority General Fund Obligation	17.694	118,463,188
Alameda County Pension Obligations	17.694	23,274,786
Bay Area Rapid Transit District	6.851	28,263,115
East Bay Municipal Utility District, Special District #1	49.579	10,733,854
East Bay Regional Park District	10.644	13,786,641
Chabot-Las Positas Community College District	0.956	4,262,984
Chabot-Las Positas Community College District General Fund Obligations	0.956	41,299
Peralta Community College District	52.339	223,529,401
Peralta Community College District Pension Obligation	52.339	83,820,432
Berkeley & Castro Valley Unified School District	0.004 & 0.126	130,840
Oakland Unified School District	99.998	755,504,890
Oakland Unified School District Certificates of Participation	99.998	50,143,997
San Leandro Unified School District	9.655	15,962,263
Castro Valley Unified School District Certificates of Participation	0.126	7,988
City of Emeryville 1915 Act Bonds	4.183	307,869
City of Piedmont 1915 Act Bonds	4.792	155,261
<b>Total Overlapping Bonded Debt:</b>		<b>\$ 1,335,794,807</b>
<b>Total Direct and Overlapping Debt</b>		<b>\$ 2,140,230,575</b>
Less: East Bay M.U.D. Special District #1 (100% self-supporting)		10,733,854
<b>Total Net Direct and Overlapping Bonded Debt</b>		<b>\$ 2,129,496,721</b>

(1) Source: City of Oakland Annual Debt Service Roll Forward, General Obligation Debt Total as of June 30, 2012

Source: City of Oakland Treasury Division

**CITY OF OAKLAND  
STATISTICS**

**SCHEDULE 16**

**LEGAL DEBT MARGIN INFORMATION**

	<u>2003</u>	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>
Debt limit	\$ 798,115,131	\$ 860,823,608	\$ 903,392,821	\$ 918,508,985	\$ 985,017,038	\$ 1,116,227,253	\$ 1,156,818,628	\$ 1,129,612,382	\$ 1,104,508,857	\$ 1,110,343,736
Total net debt applicable to limit	167,350,000	232,045,000	227,010,000	358,124,189	345,214,363	331,528,315	317,188,697	366,247,851	349,430,620	326,608,202
Legal debt margin	\$ 630,765,131	\$ 628,778,608	\$ 676,382,821	\$ 560,384,796	\$ 639,802,675	\$ 784,698,938	\$ 839,629,931	\$ 763,364,531	\$ 755,078,237	\$ 783,735,534
Total net debt applicable to the limit as a percentage of debt limit (%)	20.97%	26.96%	25.13%	38.99%	35.05%	29.70%	27.42%	32.42%	31.64%	29.42%

Source: County of Alameda and City of Oakland Annual Debt Service Roll Forward (General Obligation Debt Total as of June 30, 2012).

**CITY OF OAKLAND  
STATISTICS**

**SCHEDULE 17**

**PLEGGED-REVENUE COVERAGE  
PORT OF OAKLAND, OAKLAND REDEVELOPMENT AGENCY AND  
OAKLAND REDEVELOPMENT SUCCESSOR AGENCY**  
*(thousands of dollars)*

Fiscal Year	Net Revenue Available for Debt Services	Principal	Interest	Total	Coverage
<b><u>PORT OF OAKLAND</u></b>					
2003	94,610	10,638	46,323	56,961	166.10%
2004	110,797	9,241	50,124	59,365	186.64%
2005	126,636	8,155	53,633	61,788	204.95%
2006	136,566	14,968	56,806	71,774	190.27%
2007	138,458	19,892	62,756	82,648	167.53%
2008	144,931	19,800	70,474	90,274	160.55%
2009	130,173	19,724	75,578	95,302	136.59%
2010	147,860	35,593	78,018	113,611	130.15%
2011	155,502	36,500	69,378	105,878	146.87%
2012	161,254	48,763	59,571	108,334	148.85%
<b><u>OAKLAND REDEVELOPMENT AGENCY</u></b>					
2009	3,456,253	505,595	343,747	849,342	406.93%
2010	3,100,961	488,900	316,344	805,244	385.10%
2011	3,041,760	523,905	378,570	902,475	337.05%
<b><u>OAKLAND REDEVELOPMENT SUCCESSOR AGENCY</u></b>					
2012	2,949,756	503,540	348,207	851,747	346.32%

Source: Port of Oakland and City of Oakland

**CITY OF OAKLAND  
STATISTICS**

**SCHEDULE 18**

**DEMOGRAPHIC AND ECONOMIC STATISTICS**

Calendar Year	Population	Personal Income <i>(thousands of dollars)</i>	Per Capita Personal Income	Median Age	School Enrollment	Unemployment Rate (%)
2003	412,200	17,979,340	43,618	33.3	52,629	6.8
2004	411,600	18,163,496	44,129	33.3	49,334	6.1
2005	412,300	9,044,213	21,936	33.3	49,334	5.3
2006	411,755	11,697,548	28,409	33.3	41,467	7.1
2007	415,492	9,114,233	21,936	33.3	39,802	7.4
2008	420,183	10,554,157	25,118	36.1	39,705	9.6
2009	425,068	11,182,689	26,308	36.7	38,826	17.1
2010	390,757	10,607,099	27,145	37.1	38,450	17.2
2011	392,333 (1)	11,107,340	28,311	36.3	38,540	16.3
2012	395,341	11,295,683	28,572	36.2	37,742	14.3

Note: In FY 2003 - 2004 median family income was used as per capital personal income

Source: Population - State of California Department of Finance, Per Capita Income and Median Age - DemographicsNow.com,  
School Enrollment - Oakland Unified School District, Unemployment Rate - State of California Employment Development Department

(1) 2011 is updated with newly available data from the California Department of Finance.

**CITY OF OAKLAND  
STATISTICS**

**SCHEDULE 19**

**PRINCIPAL EMPLOYERS**

<u>Employer</u>	<u>2012</u>			<u>2006</u>		
	<u>Number of Employees</u>	<u>Rank</u>	<u>Percent of Total Employment</u>	<u>Number of Employees</u>	<u>Rank</u>	<u>Percent of Total Employment</u>
County of Alameda	8,843	1	5.11%	9,740	1	5.63%
Oakland Unified School District	4,496	2	2.60%	8,000	2	4.63%
Kaiser Permanente Medical Group	4,418	3	2.56%	5,450	3	3.15%
Dreyer's Grand Ice Cream Inc	4,191	4	2.42%	N/A		
Cost Plus Inc	4,113	5	2.38%	N/A		
City of Oakland	4,073	6	2.36%	4,290	5	2.48%
Alta-Bates Summit Medical Center	3,623	7	2.10%	N/A		
Children's Hospital & Research Center	2,600	8	1.50%	N/A		
Bay Area Rapid Transit	1,499	9	0.87%	2,800	6	1.62%
Peralta Community College District	1,400	10	0.81%	N/A		
Kaiser Foundation Hospitals	N/A			4,340	4	2.51%
Federal Express	N/A			2,790	7	1.61%
Alta-Bates Medical Center	N/A			2,620	8	1.52%
Kaiser Foundation Health Plan	N/A			2,590	9	1.50%
Summit Medical Center	N/A			2,230	10	1.29%
<b>Total</b>	<u><u>39,256</u></u>			<u><u>44,850</u></u>		

Note: Data pertaining to principal employers for the past 10 years is not readily available. As such, we used 2006 data as our base year which is the earliest information available.

Source: Fiscal Year 2006 - Economic Development Alliance for Business, Alameda County Largest Employers.

Fiscal Year 2012 - Various sources

Total employment of 172,896 (2011 estimate) from DemographicsNow.com is used to calculate the percentage of employment

**CITY OF OAKLAND  
STATISTICS**

**SCHEDULE 20**

**FULL-TIME-EQUIVALENT CITY GOVERNMENT  
EMPLOYEES BY FUNCTION/PROGRAM**

<b>Function/Program</b>	<b>2003</b>	<b>2004</b>	<b>2005</b>	<b>2006</b>	<b>2007</b>	<b>2008</b>	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>
Aging, Health & Human Services	N/A	224	219	210	213	208	204	217	231	218
Community & Economic										
Development Agency	N/A	285	266	258	262	419	380	364	241	N/A
Fire										
Firefighters and officers	506	481	464	445	456	462	448	434	427	411
Civilians	81	78	72	77	81	82	77	78	69	64
General Government										
Management services	N/A	214	207	199	222	211	204	184	169	280
Finance	N/A	184	175	201	210	209	196	176	172	63
Retirement Services	N/A	8	6	7	7	5	5	5	5	N/A
Personnel Resource Mgmt	N/A	36	35	38	41	53	47	35	35	33
Contracts and Purchasing	N/A	N/A	N/A	N/A	N/A	22	22	22	23	N/A
Information Technology Division	N/A	73	72	76	76	92	88	67	62	60
Library	N/A	181	172	173	160	150	140	133	135	134
Marketing - CAM	N/A	22	22	22	22	21	20	12	12	8
Museum	N/A	67	61	56	58	55	51	42	38	N/A
Parks and Recreation	N/A	216	81	88	81	76	92	82	87	83
Planning, Building & Neighborhood Pre:	N/A	119								
Police										
Officers	763	759	714	701	725	746	791	763	627	634
Civilians	443	385	370	354	335	432	303	305	279	311
Public Works	N/A	609	698	709	727	561	546	482	593	593
Housing & Community Development	N/A	44								
<b>Total</b>	<b>3,858</b>	<b>3,822</b>	<b>3,634</b>	<b>3,614</b>	<b>3,676</b>	<b>3,804</b>	<b>3,614</b>	<b>3,401</b>	<b>3,205</b>	<b>3,055</b>

Note: FTE's not broken down by function/program prior to FY04.

Source: City of Oakland Personnel Resource Mgmt.

**CITY OF OAKLAND  
STATISTICS**

**SCHEDULE 21**

**OPERATING INDICATORS BY  
FUNCTION/PROGRAM**

<u>Function/Program</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>
General Government							
Building permits issued	15,674	16,488	14,957	13,055	12,951	13,648	13,696
Building inspections conducted	78,306	89,388	95,064	77,845	71,931	70,016	48,500
Authorized new dwelling units	1,377	2,035	704	395	555	528	237
Commercial value (in thousands)	173,908	171,157	213,696	117,876	95,851	108,767	150,613
Residential value (in thousands)	646,214	611,036	258,617	196,362	168,872	179,374	159,723
Police							
Dispatched calls	317,323	299,283	289,032	315,522	265,277	236,517	221,775
Field Contacts	8,270	7,221	9,641	8,393	20,220	23,391	16,638
Physical arrests	10,958	14,908	16,866	18,183	15,056	15,029	10,617
Parking violations	512,376	470,008	459,459	496,655	450,656	386,494	368,641
Traffic violations	36,233	39,098	44,897	51,019	33,484	20,731	N/A
Fire							
Emergency responses	58,736	61,470	49,784	51,255	49,887	51,041	46,672
Fires extinguished	3,095	2,021	3,800	2,601	1,143	1,073	1,207
Inspections	2,515	2,631	3,062	3,258	2,087	2,211	2,390
Port of Oakland							
Imports (in tonnage)	15,223,082	16,081,289	16,203,404	14,664,473	13,014,470	14,868,310	14,709,453
Exports (in tonnage)	<u>14,837,250</u>	<u>14,710,407</u>	<u>16,191,383</u>	<u>16,258,547</u>	<u>17,357,582</u>	<u>17,647,626</u>	<u>18,429,153</u>
Total tonnage	30,060,332	30,791,696	32,394,787	30,923,020	30,372,052	32,515,936	33,138,606
Containers	1,292,277	1,369,123	1,363,367	1,273,805	1,161,082	1,316,473	1,318,925
Other public works							
Street resurfacing (miles)	2.44	14.58	13.83	18.63	18.50	11.50	21.21
Potholes repaired	5,020	12,574	11,758	8,515	10,062	8,262	11,614
Parks and recreation							
Athletic field permits issued	465	543	330	340	346	378	409
Community center admissions	909,303	1,436,682	1,423,577	1,342,657	1,454,124	1,653,451	1,790,720
Library							
Volumes in collection	1,300,023	1,956,249	1,242,415	1,316,849	1,452,930	1,535,451	1,268,857
Total volumes borrowed	2,316,772	2,270,755	2,328,712	2,436,806	2,469,588	2,585,613	2,619,930
Water							
New connections	890	389	474	297	192	111	127
Water main breaks	269	261	251	410	242	263	260
Average daily consumption (gallons/family)	203	203	N/A	N/A	N/A	N/A	N/A
Peak daily consumption (thousands of gallons)	385,000	385,000	N/A	N/A	N/A	N/A	N/A
Wastewater							
Average daily sewage treatment (thousands of gallons)	77,000	75,500	75,000	66,000	68,000	70,000	63,000

Source: City of Oakland, Port of Oakland, and East Bay Municipal Utility District  
Note: Port of Oakland data based on prior calendar year; fiscal year data unavailable.

**CITY OF OAKLAND  
STATISTICS**

**SCHEDULE 22**

**CAPITAL ASSET STATISTICS  
BY FUNCTION/PROGRAM**

<u>Function/Program</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>
Aviation facilities							
Airports operated	1	1	1	1	1	1	1
Paved airport runways	4	4	4	4	4	4	4
Total length of runways (in feet)	25,038	25,038	25,038	25,038	25,038	25,038	25,038
Area of airport (in acres)	2,600	2,600	2,600	2,600	2,600	2,600	2,600
Police							
Stations	2	7	8	8	7	7	7
Patrol units	611	630	622	633	602	592	634
Fire stations	25	25	25	25	25	25	25
Harbor facilities							
Miles at waterfront	19	19	19	19	19	19	19
Berthing length at wharves (in feet)	23,063	23,063	23,063	23,233	23,233	23,233	23,233
Harbor area (in acres)	786	786	786	786	786	779	779
Hospitals	2	2	4	4	4	4	4
Library branches	16	16	15	15	15	16	16
Museums	2	2	1	1	1	1	1
Other public works							
Streets (in lane miles)	2,294	2,287	2,288	2,323	1,963	1,965	1,965
Streetlights	36,219	33,952	36,219	36,219	36,219	37,000	37,000
Traffic signals	671	680	671	688	688	688	720
Parks and recreation							
Acreage	2,500	2,500	2,500	2,500	2,500	2,500	2,500
Swimming pools	7	5	7	5	5	4	4
Tennis courts	44	36	44	44	44	44	44
Playgrounds	13	89	106	106	106	106	106
Baseball/softball diamonds	46	46	40	40	40	40	40
Soccer/football fields	13	15	15	15	15	15	15
Community centers	29	29	34	34	34	33	33
Water							
Water mains (miles)	N/A						
Fire hydrants	6,700	6,705	6,719	6,733	6,738	6,759	6,697
Storage capacity (thousands of gallons)	N/A						
Wastewater							
Sanitary sewers (miles)	29	29	29	29	29	29	29
Treatment capacity (million gallons per day)	120	120	320	320	320	320	320

Source: City of Oakland, Port of Oakland, and East Bay Municipal Utility District  
Note: Harbor Facilities data based on prior calendar year; fiscal year data unavailable.

# CITY OF OAKLAND STATISTICS

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## GENERAL INFORMATION

The City of Oakland is located on the eastern side of the Oakland/San Francisco Bay in the County of Alameda. Its western border offers 19 miles of coastline, while the rolling hills to the east present views of the Bay and the Pacific Ocean. In between are traditional, well-kept neighborhoods, a progressive downtown and superior cultural and recreational amenities. It is the administrative site for the County of Alameda, the regional seat for the federal government, the district location of primary state offices, and the *transportation hub and center of commerce* for the Bay Area.

With an estimated population of over 395,341, ranking the eighth largest city in the State of California, Oakland is a city of contrasts. It has a thriving industrial port located near restored historic buildings. Major corporate headquarters are in close proximity to traditional businesses and small shops. Historic structures continue to be preserved and revitalized while new buildings are built.

Oakland has grown rapidly since World War II. It has striven to balance this growth by preserving its abundant natural beauty and resources. The City has 106 parks within its borders and several recreational areas along its perimeter. The downtown area includes Lake Merritt, the largest saltwater lake within a U.S. city. Its shoreline is a favorite retreat for joggers, office workers and picnickers. At dusk, the area sparkles as the lake is lit with the “Necklace of Lights.” Lake Merritt is the oldest officially declared wildlife sanctuary in the United States, dating back to 1870.

## ALL-AMERICAN CITY

According to U.S. Census figures, Oakland is the most culturally and ethnically diverse city in America. This diversity is reflected in a dynamic, multicultural arts, culture and dining scene. Less obvious to people passing through Oakland is the extraordinary number of individuals and groups of all ethnic backgrounds who work quietly, often voluntarily, usually with little public notice, to improve living conditions for everyone. There are about 150 neighborhood, community, and merchant organizations in Oakland, an unusually large number for any city.

In recognition of these activities, the City and its residents were awarded the National Civic League’s prestigious All-American City designation. Ten cities out of 151 applicants were selected. Each had to demonstrate broad-based citizen involvement reflecting the community’s demographics, the shared decision-making among its public and private sectors, the creative mobilization of community resources, and the willingness to confront critical local issues and results that have a lasting impact.

## GOVERNMENT

In November 1998, the citizens of Oakland passed Measure X to change the form of government from Council/Manager to Mayor/Council through a charter amendment. The legislative authority is vested in the City Council. The executive authority is vested in the Mayor with administrative authority resting with the City Manager under the direction of the Mayor. The City Auditor and the City Attorney are both elected officials and serve four-year terms.

## CITY OF OAKLAND STATISTICS

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The Mayor and City Council is the governing body of the City and is comprised of eight elected officials. One Council member is elected “at large”, while the other seven Council members represent specific districts. The Mayor and City Council are elected to serve four-year terms. The City Manager, appointed by the Mayor, is responsible for day-to-day administrative and fiscal operations of the City.

On March 2, 2004, the citizens of Oakland passed Measure P: (1) to repeal the sunset provision of Measure X passed in November 1998 to retain the Mayor/Council form of government; (2) to change the term limit for Mayor from two terms to two consecutive terms; (3) to reduce the number of votes needed for the City Council to pass an ordinance on reconsideration from six to five votes; (4) to eliminate the prohibition on paying the Mayor more than the City Manager; (5) to remove the rule that the Mayor vacates his or her office by missing ten consecutive City Council meetings; (6) to require the Mayor to advise the City Council before removing the City Manager; and (7) to change the title of the City Manager to “City Administrator”.

The City provides a full range of services contemplated by statute or charter, including those functions delegated to cities under state law. These services include public safety (police and fire), sanitation and environmental health enforcement, recreational and cultural activities, public improvements, planning, zoning, and general administrative services. Oakland is also the seat of Alameda County, which is one of California’s largest counties.

### **COMMERCIAL SECTORS**

Oakland has made significant gains in diversifying its economic base. The economy offers a healthy mix of trade, government, information technology, financial, medical, publishing, and service-oriented occupations. Industries with the largest growth in jobs in the last few years are professional and business services, education and healthcare, government, leisure and hospitality, traditional and specialty food production.

Oakland is abundant in resources that are available to its businesses and residents. State-of-the-art transportation, communications, and utility facilities keep the City running smoothly. Waterfront restaurants, shops, and a movie theater at Jack London Square, as well as the burgeoning Old Oakland and Uptown districts provide lively nighttime attractions. In addition, new office and retail buildings, public facilities, hotels, park enhancements, farmer’s markets, outdoor cinema, art galleries and scores of public art installations and the annual Art & Soul festival have created a cosmopolitan environment in the downtown. The City’s neighborhood retail area continues to grow; it now has six Business Improvement Districts. Manufacturing remains an important segment of the City’s economy, some industrial areas have been converted into live/work use.

City departments and processes are being streamlined, restructured, and customer focused to better serve the needs of the businesses and the community. A variety of incentives are available to companies located in its Enterprise, Foreign Trade, and Recycling Market Development Zones. The staff link businesses with the many services available to them throughout the area and serves as an

Oakland is abundant in resources that are available to its businesses and residents. State-of-the-art transportation, communications, and utility facilities keep the City running smoothly. Waterfront

## CITY OF OAKLAND STATISTICS

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restaurants, shops, live performance venues, and a nine-screen movie theater makes Jack London ombudsman for companies dealing with the City. Neighborhood Commercial Specialists work with merchants in each commercial district to promote the district, obtain loans, expedite permits, and arrange for City services.

Oakland is a city of rich history, impressive growth, and a promising future. Located within the **nation's largest metropolitan area**, California's eighth largest city is strategically positioned as the economic heart of the East Bay. Oakland has a diverse business base and opportunities for expansion in business services, retail, and the cutting-edge advanced technology industries. Downtown Oakland has the infrastructure and the amenities for both traditional and emerging enterprises, and it offers competitively priced office space.

As the economic, transportation, and civic hub of the East Bay, Oakland offers tremendous opportunity for retailers. The City's approximately 395,341 residents per capita income in 2011 averaged \$28,572. Portions of Oakland are among the wealthiest consumer markets in California; average household income for this area was \$70,004, compared to the US average which was \$67,073. Estimated annual taxable sales were \$4.1 billion in 2012. Compared to other East Bay cities, Oakland sees a significant number of auto-related purchases, with opportunities available in consumer goods, building materials, and office products.

The City of Oakland has transformed itself into one of the most desirable communities to live and to do business in the country. Testimony to this transformation is well publicized in various media and comments by public officials. For example, the City:

- "...ranked 5<sup>th</sup> most desirable destination to visit in the world." (New York Times 2012)
- "...ranked in top 10 for U.S. office, industrial and multi-housing markets." (Grubb & Ellis Company, 2011);
- "...ranked 2<sup>nd</sup> in the Top "Can-Do" Cities in America." (Newsweek, 2011);
- "...one of the 20 towns of the future." (Sunset Magazine, 2011);
- "...ranked 3<sup>rd</sup> Most Active City in the U.S." (Men's Health magazine 2011);
- "...ranked nation's 5<sup>th</sup> coolest city according to Forbes Magazine 2010";
- "...ranked 4<sup>th</sup> Green Cities." (Mother Nature Network 2009);
- "...among the top ten in 2008 US Cities Sustainability Ranking." (Sustainlane.com 2008);
- "...was named one of America's "Top Ten Green Cities" two years in a row (2005 and 2006)." (The Green Guide);

### DEMOGRAPHICS

Oakland is a Mecca of culture, a community of people from all over the world working together to build a progressive City. At the same time, it has maintained a rich heritage of ethnic backgrounds and traditions.

## CITY OF OAKLAND STATISTICS

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The well-maintained four freeways (I-880, I-580, Hwy 13, and Hwy 24), mass transit systems, and ferry service make getting to and from downtown Oakland a relatively quick and easy process—travel times to San Francisco, San Jose and other area cities are surprisingly short.

Since taking office in January 2011, Mayor Quan regularly meets with neighborhood retailers, participates in meetings with regional business leaders, and co-hosted a Mega-Region Conference with the Chamber of Commerce and the Port of Oakland to encourage regional investment in the Port of Oakland. Her recent Trade Mission to China also focused on promoting the Port of Oakland as a West Coast hub for trade with China. Creating jobs in Oakland will help the City and its residents thrive as the economy rebounds.

### **Mayor Quan Talks with Chinese Investors**

They spent six days in China leading a trade mission with the Port of Oakland to Beijing, Shenzhen and Hong Kong to encourage increased trade through the Port and investment in Oakland. President Obama has set a goal of doubling the trade with Asia at the Port of Oakland that translates to 5,000 new jobs. This trip helped promote opportunities to make that goal a reality in Oakland.

### **Get Connected Oakland!**

The Mayor's Office has joined a city-wide initiative to make Oakland one of the most "connected" cities in the nation. Eliminating the Digital Divide plays a pivotal role in the education and career success of young people and helps seniors stay connected and avoid isolation. The Mayor has joined a coalition of public and private organizations that is working together to expand broadband connection throughout the city. Working with recreation centers, senior programs, schools, senior centers, Oakland Housing Authority, the County and others, the goal is to provide easy access to the internet for Oakland residents no matter where they live or what their economic status.

### **Community & Economic Development**

Oakland can flourish with more local business incentives, and jobs, equitable opportunities, smart planning for thriving local districts, affordable housing, access to services and resourced parks, libraries and arts. They can start if every Oakland resident committed to spending just 25% more right here in Oakland. If they all fulfilled that commitment, they could pour between \$9 and \$12 million additional dollars into the Oakland economy each year.

# CITY OF OAKLAND STATISTICS

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## HISTORY

Oakland's first inhabitants, the Ohlone Indians, arrived about 1200 B.C. and lived in small tribal groups on the edge of the hills surrounding the Bay. The Ohlone Indians were a stocky hunting and gathering group who lived in such harmony with nature that they left no permanent mark on the landscape. They maintained such a peaceful attitude with each other that they had no word for war.

Spanish explorers first entered the area that is now Oakland by land in 1772. They reported the natural geography as possibly the most perfect on earth. Near the shore were magnificent oaks; on the hills stood acres of giant redwoods. In the spring, wildflowers filled the valley with golden poppies and purple iris. Deer, rabbits, bears and wildcats roamed the woods. Creeks tumbled into a Bay filled with salmons, crabs, sturgeons, smelts, lobsters, clams, and mussels. The marsh that would become Lake Merritt was alive with wildfowls.

Spain established a Presidio and a Mission on the west side of the Bay in 1776, and Mission San Jose (south of Oakland) is now Fremont. Mission San Jose had jurisdiction over Oakland, the area the Spaniards called Encinal, "grove of evergreen oaks." European diseases and settler hostility obliterated the Ohlones and most of their culture within a few years.

Development as a commercial and transportation center began with the California Gold Rush of 1849, when Oakland became the mainland staging point for passengers and cargo traveling between the Bay and the Sierra foothills.

Oakland was incorporated as a city in 1852, and construction of shipping wharfs began immediately. Ferry service between Oakland and San Francisco had existed for years, but by building large wharfs and dredging a shipping channel, Oakland became an independent destination. Oakland grew steadily through the 19th century. After the devastating earthquake in 1906, many people and businesses chose to relocate from San Francisco to Oakland. Oakland's population more than doubled between 1900 and 1910.

Oakland benefited from the general prosperity of the area through the 1920s. California farms expanded their markets, contributing to canning, processing and shipping companies based in Oakland. Automakers and steel companies led the industrial expansion throughout the East Bay. Construction businesses had plenty of work as homes went up south and east of the inner city and new high-rise office buildings were built in downtown Oakland.

World War II brought tremendous changes to Oakland. Huge numbers of workers moved to the Bay Area to work in local shipyards and many of these people, as well as large numbers of military personnel who mustered out at Treasure Island and the Oakland Army Base, chose to remain in the Bay Area. The population grew by almost one third between 1940 and 1950.

Oakland has a rich literary and cultural heritage. Such historical notables as writers Bret Harte, Jack London, Joaquin Miller, Ina Donna Coolbrith, Jessica Mitford, Narman Jayo, Ishmael Reed, and Gertrude Stein; architect Julia Morgan; and dancer Isadora Duncan are just a few who have left their cultural mark on the City. It is also the birthplace of the West Coast Blues.

# CITY OF OAKLAND STATISTICS

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## **TRANSPORTATION**

Located in the geographical center of the Bay Area, Oakland has been recognized as an important transportation hub for more than 100 years. The combination of train, bus, ferry, marine, aviation, freeways (I-880, I-580, Hwy 13, and Hwy 24), and the Bay Area Rapid Transit (BART) system guarantees ease of travel for local residents and efficient channels of commerce for businesses relying on the City's easy access. Oakland's Port is a primary sea terminal for transporting cargo between the Western United States and the Pacific Rim, Latin America, and Europe. Air cargo service is minutes away at the Oakland International Airport.

### **The Port of Oakland**

The Port of Oakland is located on the east (or mainland) side of San Francisco Bay, one of the most beautiful natural harbors in the world. The Port is the fifth largest container port in the United States and among the top 30 in the world. It is served by two railroad companies: the Burlington Northern Santa Fe (BNSF) and the Union Pacific.

The Port handles over 98 percent of Northern California's container traffic, which includes service by over 30 container lines. It has technically advanced facilities available not only for containers but for break-bulk, heavy-lift, and other specialized cargo. The Port has approximately 1,000 acres of developed terminal facilities and container storage and handling areas with 35 ship-to-shore container cranes in operation at these facilities. All Vision 2000 terminal facilities are open and operating. They consist of the 120 acre Hanjin container terminal, the 150 acre Stevedoring Services of America container terminal and the 85 acre intermodal rail terminal operated by the BNSF. The Port of Oakland is the only California container port that handles more exports than imports. It is the premier seaport for exporting agricultural goods from the Central Valley and the gateway for 90 percent of California's wine exports.

### **Oakland International Airport**

Oakland International is San Francisco Bay Area's most convenient airport and was ranked #1 for on-time arrivals in North America as measured by FlightStats.com in 2009. Strategically located at the center of the region, Oakland International handles over 9 million passengers and 1,000,000 metric tons of air cargo annually. It is the fourth largest international airport in California, and the second largest airport in the Bay Area, it offers approximately 150 commercial passenger flights daily to domestic and international destinations. The airport is comprised of two airfields: South Field (the main commercial airfield) and North Field (primarily used by general and corporate aviation and some cargo companies). Oakland offers flights to more than 40 destinations in the U.S., including services to four Hawaiian Islands as well as service to Mexico and Europe. A green-designed, state-of-the-art air traffic control tower is being constructed. The Port is also partnering with Bay Area Rapid Transit to build the \$484 million Oakland Airport Connector. When it is completed in 2014, it expects to carry over 3 million riders annually.

# CITY OF OAKLAND STATISTICS

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## **Air Cargo at Oakland International Airport**

Oakland International handles 1,000,000 metric tons of cargo every year, and it is the largest air cargo facility in Northern California. Five all-cargo carriers currently serve Oakland International. Additionally, air cargo is on the domestic and international passenger carriers that serve the airport. About one in every four employees works in a job related to cargo. FedEx maintains their West Coast North American Asia-Pacific hub at Oakland. UPS also has a major West Coast hub at Oakland.

## **Mass Transit**

Local bus service is provided by AC Transit, the public bus system serving 13 cities (and adjacent unincorporated communities) in 364 square miles along the east shore of San Francisco Bay. Serving approximately 230,000 daily riders, AC Transit operates a network of 105 transbay and local East Bay bus routes, 98% of which make transfer connections with the Bay Area Rapid Transit (BART) system. AC Transit buses also serve the Amtrak Station and ferry terminal at Jack London Square, the Oakland International Airport, and many other Bay Area attractions including downtown San Francisco.

BART is a 104-mile, automated rapid transit system serving over 3 million people in the three BART counties of Alameda, Contra Costa, and San Francisco counties, as well as northern San Mateo County. Trains traveling up to 80 mph connect 17 Bay Area cities and 43 stations. Travel time between downtown Oakland and downtown San Francisco averages only 11 minutes on BART.

Other modes of transportation include the Alameda/Oakland Ferry Service that also links Oakland with San Francisco. Nine major U.S. and California highways pass through Oakland. Daily service to rail destinations throughout the U.S. is offered at the Oakland Amtrak Station. Greyhound Bus Lines likewise offers daily bus service to cities throughout the United States.

Car-sharing is offered by City CarShare, Flexcar and Zipcar. There are over 90 miles of bike lanes, routes and paths for the public. Oakland was one of the first cities to pilot the “sharrow” lane – shared-lane pavement markings to indicate road lanes shared by cyclists and motorists.

## **EDUCATION**

The Oakland Unified School District is governed by the Board of Education consisting of seven elected members and three mayoral appointees. The day-to-day operations are managed by the Superintendent of Schools.

The District operates 65 elementary, 20 middle, and 24 high schools. They also operate 36 child development centers and 6 adult education schools. The pupil to teacher ratio is 20:1 for K-3, 31:1 for grades 4-5, and 32:1 for 6-12 graders. Current implementation of 20:1 ratio for 9th graders is ongoing. There are two community colleges and six four-year institutions inside the city limits, with the world-renowned U.C. Berkeley campus located nearby. In addition, a variety of evening extension courses is offered in Oakland by nine other Bay Area colleges, including U.C. Berkeley. A wide array of non-profit, county and City-sponsored skills enhancement training programs are provided to Oakland residents, and career development is successfully encouraged at area high school academies.

# CITY OF OAKLAND STATISTICS

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## **HEALTH CARE**

Oakland's medical facilities are among the best in the nation. The medical community provides the latest and most sophisticated medical technology for the diagnosis and treatment of disease. Over 1,500 physicians, 250 dentists, and four major hospitals are located within the City. Overall, the health care industry in Oakland employs approximately 14,000 people.

## **PUBLIC SAFETY**

The Oakland Police Department is striving to use successful and innovative techniques to reduce crime in the City. The Department continues to strengthen its commitment by developing and implementing a "Total Community Policing" model in Oakland. The Mission of the Oakland Police Department is to provide the people of Oakland an environment where they can live, work, play and thrive free from crime and the fear of crime.

## **PARKS AND RECREATION**

Sports, performing arts, boating, camping, gardens, and many other leisure activities are available at more than 140 parks, playgrounds, community centers, and other recreational facilities operated by the City. There are two public golf courses and a third driving range. Four public pools offer seasonal lap and recreational swimming, instruction and showers. The Parks and Recreation Department operates more than 40 tennis courts. Oakland's Feather River Camp, a family camp located in the Plumas National Forest, is operated by the nonprofit group Camps in Common and offers both tent and cabin sites for overnight camping. Families and groups enjoy the rustic amenities, swimming, a variety of activities, and theme weeks offered at the camp throughout the summer months. Instruction in sailing, wind surfing and kayaking are available at Lake Merritt. Boats are available for rent, including paddleboats, kayaks, rowboats, canoes, and sailboats. The City provides public boat launches at its seven-acre, waterfront park on the estuary and at Lake Merritt. The Port of Oakland owns and operates three marinas with berths.

There are over 79,000 acres of wilderness and parklands in the nearby East Bay Regional Park District, including 53 parks and 20 regional trails in Alameda and Contra Costa counties.

## **CULTURAL ARTS**

Oakland is home to one of the most vibrant visual, performing and cultural arts communities in the West Coast. It is experiencing a dynamic cultural renaissance and economic revitalization throughout downtown, the waterfront, and neighborhoods. There are more than 5,000 professional artists living and working in Oakland; 25 dance companies; 36 music groups and organizations; 12 theater companies; 40 visual arts galleries and 15 historic and museum sites.

The Mayor and City Council have established a priority to "Celebrate Arts and Culture to express the creativity and diversity of Oakland." The Cultural Arts & Marketing Division, Community and Economic Development Agency, is the City's local arts agency which provides services to the arts

## CITY OF OAKLAND STATISTICS

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community and sponsors culturally enriching programs, exhibitions, and events to celebrate Oakland's creative and cultural diversity. Through its three program areas, the Cultural Funding Program, Public Art Program, and Special Projects, the Cultural Arts & Marketing Division seeks to broaden and strengthen community participation in the development, support, and promotion of Oakland's rich artistic and cultural heritage at the local, regional, and national level.

**Cultural Funding Program**—The City of Oakland, through a competitive application process, awards over \$1.1 million in contracts over the years to Oakland-based nonprofit organizations and individual artists that collectively provide more than 5,000 arts and cultural activities to Oakland residents and visitors.

**Public Art Program**—The City of Oakland Public Art Program serves Oakland residents and visitors of all ages by commissioning permanent and temporary works of art to help create a positive vision and identity for the City and its neighborhoods. The Public Art Program supports downtown and neighborhood revitalization by engaging a diverse range of artists in contributing to the quality of the visual environment while communicating Oakland's historical, social and cultural significance. Public Art Program Staff administers a variety of programs, including site-specific public art connected to City capital improvements.

**Special Projects**—The City collaborates with other community organizations, businesses, public institutions, and City agencies to produce programs, events, festivals, and celebrations that promote Oakland's art and culture. Current projects include: Oakland Artisan Marketplace, Art & Soul Oakland Festival, and support for 20 major festivals citywide.

**Galleries**—Three new exhibition spaces downtown showcase high quality art by Oakland Bay Area visual artists in a variety of expressive mediums. They include the Craft and Cultural Arts City of Oakland/State of California Gallery, established through a 'partnership in the arts' collaboration, the Oakland Art Gallery, and the Galleries of Oakland space in City Hall. The Third Thursday Oakland Art Night, through which art patrons can tour downtown galleries until 8pm on the third Thursdays, is a newly created program.

**Oakland Museum of California**—It brings together collections of art, history and natural science under one roof to tell the extraordinary stories of California and its people. Oakland Museum of California connects collections and programs across disciplines, advancing an integrated, multilayered understanding of this ever-evolving state. With more than 1.8 million objects, the Museum is a leading cultural institution of the Bay Area and a resource for the research and understanding of California's dynamic cultural and environmental heritage.

**Paramount Theater**—This 1931 movie place, authentically restored in 1973, is Oakland's premiere live performance facility. The theater hosts an impressive variety of popular attractions, including the Oakland East Bay Symphony and the Oakland Ballet, hosts classical performance, Broadway shows, R&B concerts, gospel musicals, comedy performances and many special engagements.

## CITY OF OAKLAND STATISTICS

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**Malonga Casquelourd Center for the Arts** — The beautifully restored turn-of-the-century Arts Center, formerly known as the Alice Arts Center, is one of the area’s busiest performing arts facilities. Patrons can participate in a variety of arts programs or rent spaces for arts events and activities. This restored 1920s building is a popular multicultural, multidisciplinary performing arts complex sponsored by the city. The 350-seat theater and five performance spaces showcase drama, ballet, and African and contemporary dance.

**The Oakland School for the Arts**—It is a California Distinguished School and has been recognized by the national Arts Schools Network as an Exemplary School. Oakland School for the Arts (OSA) is part of the revitalization of uptown Oakland. Located in the recently restored historic Fox Theater, OSA anchors the uptown arts movement with its shows, productions and performances.

### **SPORTS**

Oakland is a magnet for sports fans of all types. Whatever the season, Oakland pro and amateur games frequently garner large crowds and broad national media coverage. In the last three decades, Oakland’s professional sports teams have won six world championships in three major sports.

- Golden State Warriors – The Warriors were one of the most exciting teams in basketball to watch in the 2008-2009 season. They continue to showcase exciting basket-ball all these years. The most recent season was a season of change with new ownership, coaching and players.
- Oakland Athletics – The Oakland Athletics have won six American League Championships and four baseball World Series titles.
- Oakland Raiders – From dominance in three Super Bowl victories to improbable come-from-behind victories, the Raiders have been involved in some of professional football’s most incredible moments.

### **MEDIA**

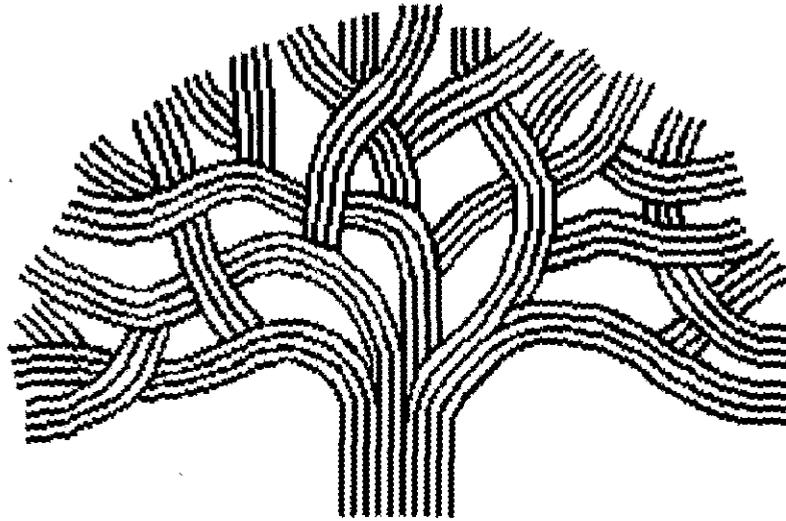
Oakland has its own daily and weekly regional newspapers, radio stations and a television station with daily award-winning newscasts. Its neighborhoods distribute 50 newsletters. In addition to media and cable companies located in Oakland, the City is served by other major Bay Area newspapers, seven television stations (including the three major networks) and the Public Broadcasting System. Over 30 other Bay Area radio stations are easily received in Oakland.

**APPENDIX C**

**CITY OF OAKLAND INVESTMENT POLICY**

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**City of Oakland  
Investment Policy  
For  
Fiscal Year 2012-2013**



**Prepared by  
Treasury Division  
Adopted by the City Council  
On July 17, 2012**

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## **1.0 POLICY**

The purpose of this Investment Policy (“Policy”) is to establish overall guidelines for the management and investment of the City of Oakland public funds pursuant to Council Resolution Nos. 75855 C.M.S and 00-38 C.M.S and in accordance with Government Codes Section 53607. This Investment Policy is now amended and adopted as of July 17, 2012 and will serve as the City of Oakland’s Investment Policy for Fiscal Year 2012-13 and until it’s further revised.

## **2.0 SCOPE**

The Investment Policy applies to the operating funds of the City of Oakland and the Port of Oakland (the “City Operating Pool”), which includes the General Fund, Special Revenue Funds, Debt Service Funds and all other funds comprised in City Operating Pool. This investment policy applies to Successor Portfolio and or Successor Fund as the City of Oakland has opted to serve as successor agency to the Redevelopment Agency of the City of Oakland.

2.1 Proceeds of notes, bonds issues or similar financings including, but not limited to, reserve funds, project funds, debt service funds and capital trust funds derived from such financing, are not governed by this Investment Policy, but rather shall be invested pursuant to their respective bond indentures or the State of California Government Code 53600, as applicable.

2.2 Retirement/Pension Funds and Deferted Compensation Funds are also not governed by this Investment Policy, but rather by the policies and Federal or State statutes explicitly applicable to such funds.

## **3.0 PRUDENCE**

All investments and evaluation of such investments shall be made with the Prudent Investor Standard as set forth by California Government Code, Section 53600.3 and 27000.3, is defined as;

Prudent Investor Standard: Acting with care, skill, prudence and diligence under the circumstances then prevailing, which persons of prudence, discretion and intelligence exercise in the professional management of their business affairs, not for speculation, but for investment, considering the probable safety of their capital as well as the probable income to be derived.

## **4.0 OBJECTIVES**

The primary objectives, in order of priority, of the City Portfolio are:

### **4.1 Preservation of Capital (Safety)**

The first and primary goal of the Portfolio is the preservation of capital. Investment shall be undertaken in a manner to avoid losses due to market value risk, issuer default and broker default. To attain this objective; investments are diversified.

### **4.2 Liquidity**

The Portfolio will be structured in a manner that will provide cash as needed to meet anticipated disbursements. Cash flow modeling ensures that investments mature as needed for disbursements.

#### 4.3 Diversity

The objective is to avoid over-concentration in issuers, instruments, and maturity sectors. No more than 5 percent of the total assets of the investments held by the City may be invested in the securities of any one issuer, except the obligations of the United States government or government-sponsored enterprises.

#### 4.4 Yield

The Portfolio is also managed to maximize its overall market return with consideration of the safety, liquidity, and diversity parameters discussed above.

### **5.0 DELEGATION OF AUTHORITY**

Management responsibility for the investment program is specifically delegated by the City Administrator or designee to the Treasurer or designee who shall establish procedures for the investment programs, which are consistent with the Investment Policy. Authorization for investment decisions is limited to the Treasurer or designee. A Principal Financial Analyst may execute investment transactions in the absence of the Treasurer or designee per the Treasurer's instructions or prior authorization.

A Principal Financial Analyst, Financial Analyst, or Treasury Analyst III may make decisions only with respect to overnight investments, but may implement investment decisions received directly from the Treasurer or designee.

### **6.0 INTERNAL CONTROL**

The Treasurer or designee shall maintain a system of internal controls designed to ensure compliance with the Investment Policy and to prevent losses due to fraud, employee error, misrepresentations by third parties or unanticipated changes in financial markets.

### **7.0 ETHICS AND CONFLICTS OF INTEREST**

All officers and employees involved in the investment process shall not engage in any personal business activity, which could conflict with proper execution of investments subject to this Policy. Any material financial interests in financial institutions which do business with the City should be disclosed to the Assistant City Administrator. All individuals involved in the investment process are required to report all gifts and income in accordance with California State Law.

### **8.0 SAFEKEEPING AND CUSTODY**

All security transactions, including collateral for repurchase agreements, entered into by the City shall be conducted on a delivery-versus-payment (DVP) basis pursuant to approved custodial safekeeping agreements. All securities owned by the City shall be held in safekeeping by the City's custodial bank, which acts as agent for the City under the terms of custody agreement.

### **9.0 APPLICABLE ORDINANCES**

#### 9.1 Nuclear Free Zone Ordinance

Under the guidelines of a voter-approved Measure, the Oakland City Council approved Ordinance No. 11062 C.M.S, which restricts the City's investments in U.S Government Treasuries. The Treasurer shall make every attempt to invest in any available short-term

option that provides approximately the same level of security and return as Treasuries. In the event that no reasonable alternatives exist, or to the extent that the City may experience financial hardship as a result of investment in these alternatives, the City Council may adopt a waiver for a period not to exceed 60 days, as authorized by the Ordinance, allowing the City to invest in U.S securities.

### 9.2 Linked Banking Ordinance

Pursuant to Ordinance No. 11067 C.M.S. the City has established a Linked Banking Service Program. This reference applies to depositories for both the City of Oakland and the Port of Oakland banking needs. Depositories are defined within the Ordinance as "all banking services utilized by the City including the Port of Oakland operating fund, with the exception of investments made through investment banks and broker/dealers." Depositories providing services to the City and the Port of Oakland must provide to the City, annually, the information enumerated under Section 3 of the Ordinance.

### 9.3 Tobacco Divestiture Resolution

On February 17, 1998, Council adopted Resolution No. 74074 C.M.S., which prohibits investment in businesses deriving greater than fifteen percent of their revenues from tobacco products. Treasury Division maintains a list of firms excluded from permitted investments due to the tobacco divestiture requirements.

## 10.0 SOCIAL RESPONSIBILITY

When possible, it is the City's policy to invest in companies that promote the use and production of renewable energy resources and any other socially responsible investments, subject to the prudent investment standard.

## 11.0 REPORTING

### 11.1 City Council

As best practice and sound financial management practice, the City Administrator or designee will submit a quarterly investment report and an annual investment policy for the City within 30 days following the period being reported to the City Council.

The quarterly report will be deemed timely pursuant to this Investment Policy and Government Code Section 53646, so long as it has been submitted to the Assistant City Administrator within 30 days following the period being reported to be scheduled for the Finance and Management Committee. The quarterly cash management report for the period ending June 30 will be filed in a timely manner, but it will not be approved until September due to the City Council summer recess.

The report will include the information required under Government Code Section 53646 including: the type of investment, issuer, date of maturity, par and dollar amount invested (this data may be in the form of a subsidiary ledger of investments); a description of any investments under management of contracted parties, if any; current market values and source of valuation; statement of compliance or manner of non-compliance with the Investment Policy; and a statement denoting the ability to meet the Fund's expenditure requirements for the next six months. In addition, the report shall summarize economic conditions, liquidity, diversity, risk characteristics and other features of the portfolio. The report will disclose the total investment return for the 3-month period. In meeting these requirements, the report shall include an appendix that discloses all transactions during each month and the holdings at the end of each month during the period being reported.

### 11.2 Annual Audh

Investment Portfolio is priced to market per Government Accounting Standards Board (GASB) and reported in compliance with General Accepted Accounting Principals. Annual disclosure requirements such as Custodial Credit Risk, Credit Risk, Concentration of Credit Risk, Interest Rate Risk and Foreign Currency Risk are reported in the City's Annual Comprehensive Financial Report (CAFR).

### 11.3 Internal Audits

Internal audits of treasury operations maybe conducted periodically to review its procedures and policies and make any recommendations for changes and improvements if needed.

## 12.0 TRADING POLICES

### 12.1 Sales Prior to Maturity

"Buy and hold" is not necessarily the strategy to be used in managing the Funds. It is expected that gains will be realized when prudent. Losses are acceptable if the proposed swap/trade clearly enhances the portfolio yield over the life of the new security on a total return basis.

Sufficient written documentation will be maintained to facilitate an audit of the transaction. Losses, if any, will be recognized and recorded based on the transaction date.

## 13.0 BROKER/DEALERS AND FINANCIAL INSTITUTIONS

The purchase of any authorized investment shall be made either directiy from the issuer or from any of the following:

- Institutions licensed by the State of California as a broker/dealer
- Members of a federally regulated securities exchange
- National or state-chartered banks
- Federal or state savings institutions or associations as defined in Finance Code Section 5102
- Brokerage firms reporting as a primary government dealer to the Federal Reserve Bank

The Treasurer or designee will maintain a current and eligible list of reputable primary and regional dealers, brokers and financial institutions with whom securities trading and placement of hunds are authorized. A strong capital base credit worthiness, and, where applicable, a broker/dealer staff experienced in transactions with California local governments are the primary criteria for inclusion on the City of Oakland's approved list.

Approved dealers and brokers shall be limited to primary dealers or regional dealers that qualify under Securities and Exchange Commission Rule 15C3-1 (uniform net capital rule) and which provide: proof of Financial Industry Regulatory Authority (FINRA) certification; proof of California State registration; and a completed City of Oakland broker/dealer questionnaire. In addition, prior to approval and annually thereafter, approved dealers and brokers must provide: an audited financial statement; certification of receipt, review of and willingness to comply with the current Investment Policy; and certification of compliance with Rule G-37 of the Municipal Securities Rulemaking Board regarding limitations on political contributions to the Mayor or any member of the City Council or to any candidate for these offices.

The Treasurer may remove a firm from the approved list at any time due to: any failure to comply with any of the above criteria; any failure to successfully execute a transaction; any change in broker/dealer staff; or any other action, event or failure to act which, in the sole discretion of the Treasurer is materially adverse to the best interests of the City.

#### **14.0 PERMITTED INVESTMENTS**

The following securities are permissible investments pursuant to Section 53601 of the Government Code as well as this Investment Policy. Any other investment not specified hereunder shall be made only upon prior approval by the City Council.

##### **14.1 U. S. Treasury Securities**

Bills, notes and bonds issued by the U.S. Treasury which are direct obligations of the federal government.

- Maximum Maturity: 5 years
- Maximum Portfolio Exposure: 20%\*
- Maximum Issuer Exposure: Prudent person standard applies overall
- Credit Requirement: N.A.

\*20% limit is a result of the Nuclear Free Zone Ordinance, subject also to prior adoption by Council of a waiver for a period not to exceed 60 days allowing investment in U.S. Treasury securities due to specified findings. There is no limitation under the Government Code.

##### **14.2 Federal Agencies and Instrumentalities**

Notes and bonds of federal agencies, government-sponsored enterprises and international institutions. Not all are direct obligations of the U. S. Treasury but may involve federal sponsorship and/or guarantees, in some instances.

- Maximum Maturity: 5 years
- Maximum Portfolio Exposure: None
- Maximum Issuer Exposure: Prudent person standard applies overall
- Credit Requirement: N.A.

##### **14.3 Banker's Acceptances (BA)**

Bills of exchange or time drafts drawn on and accepted by a commercial bank, typically created from a letter of credit issued in a foreign trade transaction.

- Maximum Maturity: 180 days
- Maximum Portfolio Exposure: 40%

- Maximum Issuer Exposure: 30% of total surplus funds may be in BAs of one commercial bank; maximum 5% per issuer
- Credit Requirement: A1, P1, or F1 or better by two or the three nationally recognized rating services. No rating may be lower than any of the ratings listed above.

#### 14.4 Commercial Paper

A short-term, unsecured promissory note issued by financial and non-financial companies to raise short-term cash. Financial companies issue commercial paper to support their consumer and/or business lending; non-financial companies issue for operating funds.

- Maximum Maturity : 270 days
- Maximum Portfolio Exposure: 25%
- Maximum Issuer Exposure: No more than 10% of the total assets of the investments held by the City may be invested in any one issuer's commercial paper; and maximum 5% per issuer
- Credit Requirement: A1, P1, or F1 or better by two or the three nationally recognized rating services. No rating may be lower than any of the ratings listed above.
- Eligibility Limited to general corporations organized and operating in the United States with assets in excess of \$500 million, and having "A" or higher ratings for the issuer's debt, other than commercial paper, if any, as provided by NRSRO.

#### 14.5 Asset-Backed Commercial Paper

Asset-Backed Commercial Paper ("ABCP") issued by special purpose corporations ("SPCs") that is supported by credit enhancement facilities (e.g. over-collateralization, letters of credit, surety bonds, etc.)

- Maximum Maturity: 270 days
- Maximum Portfolio Exposure: 25% (Not to exceed 25% of total secured and unsecured CP)
- Maximum Issuer Exposure : No more than 10% of the total assets of the investments held by the City or Agency may be invested in any one issuer's commercial paper; and maximum 5% per issuer
- Credit Requirement: A1, P1, or F1 or better by two or the three nationally recognized rating services. No rating may be lower than any of the ratings listed above.
- Eligibility: Issued by special purpose corporations ("SPC") organized and operating in the United States with assets exceeding \$500 million. Restricted to programs sponsored by commercial banks or finance companies organized and operated in the United States.
- Program must have credit facility that provides at least 100% liquidity

- Serialized ABCP programs are not eligible
- Ratings are to be routinely monitored. The Treasurer is to perform his/her own due diligence as to creditworthiness.

#### 14.6 Local Government Investment Pools

For local agencies (including counties, cities or other local agencies) that pool money in deposits or investments with other local agencies, investments may be made subject to the following:

- Maximum Maturity : N/A
- Maximum Portfolio Exposure: 20%
- NAV Requirement: \$1.00
- Credit Requirement: Top ranking or highest letter and numerical rating provided by at least two nationally recognized statistical rating organizations
- Must retain an Investment Advisor
- Registered with the SEC with not less than 5 years experience in investing securities as authorized by the Code, and with assets under management in excess of \$500 million
- Fund Composition Comprised of instruments in accordance with the California State Government Code

#### 14.7 Medium Term Notes

Corporate Bonds, Corporate Notes and Deposit Notes. Issuers are banks and bank holding companies, thrifts, finance companies, insurance companies and industrial corporations. These are debt obligations that are generally unsecured.

- Maximum Maturity: 5 years (additional limitations based on credit, below)
- Maximum Portfolio Exposure: 30%
- Maximum Issuer Exposure: No more than 5% of the Portfolio shall be invested in any single institution.
- Credit Requirement: Must be Rated A3, A-, or A- or better by two of the three nationally recognized rating services, Moody's, S&P, or Fitch, respectively. No Rating may be lower than any of the Rating listed above.
- Eligibility: Limited to corporations organized and operating within the United States or depository institutions licensed by the United States or any state and operating within the United States

#### 14.8 Negotiable Certificates of Deposits

Issued by commercial banks and thrifts, and foreign banks (Yankee CD's).

- Maximum Maturity: 5 years
- Maximum Portfolio Exposure: 30%
- Maximum Issuer Exposure :Prudent person standard applies overall; maximum 5% per issuer
- Credit Requirement : Top 3 rating categories, A, A2 or A (S&P/Moody's/Fitch) being the lowest, if rated by S&P, Moody's or Fitch.

#### 14.9 Repurchase Agreements

A contractual transaction between the investor and a bank/dealer to exchange cash for temporary ownership or control of securities/collateral with an agreement by the bank/dealer to repurchase the securities on a future date. Primarily used as an overnight investment vehicle.

- Maximum Maturity: 360 days
- Maximum Portfolio : Exposure None
- Maximum Dealer Exposure: Prudent person standard applies overall; maximum 5% per issuer
- Collateral Requirements: Collateral limited to Treasury and Agency securities; must be 102% or greater
- Mark-to-market: Daily
- Eligibility: Limited to primary dealers of the Federal Reserve Bank of New York, for which a current Master Repurchase Agreement has been executed with the City.

#### 14.10 Reverse Repurchase Agreements

The mirror image of a repurchase agreement. Used as a source of liquidity when there is a mismatch of cash flow requirement and scheduled maturities. A mechanism to avoid liquidating securities for immediate cash needs. Restricted to securities owned for a minimum of 30 days prior to settlement of the repurchase agreement.

This strategy should be used solely for liquidity and not for arbitrage or leverage purposes.

- Maximum Maturity: 92 days (unless a written agreement guaranteeing the earnings or spread for the entire period)
- Maximum Portfolio Exposure: 20% of the base value of the portfolio
- Eligibility: Limited to primary dealers of the Federal Reserve Bank of New York or nationally or State chartered bank with significant banking relationship with the City.

#### 14.11 Secured Obligations and Agreements

Obligations, including notes or bonds, collateralized at all times in accordance with

Sections 53651 and 53652 of the Government Code.

- Maximum Maturity: 2 years
- Maximum Portfolio Exposure 20%
- Maximum Issued/Provider Exposure: Prudent person standard applies overall; maximum 5% per issue
- Collateral Requirements: Collateral limited to Treasury and Agency securities; must be 102% or greater
- Mark-to-market: Daily
- Credit Requirement: Issuer/Provider rated in "AA" category by at least one national rating agency; or agreement guaranteed by an "AA" company
- Eligibility: Banks, insurance companies, insurance holding companies and other financial institutions

#### 14.12 Certificates of Deposit

Time deposits, which are non-negotiable, are issued most commonly by commercial banks, savings and loans and credit unions with federal deposit insurance available for amounts up to \$250,000 until December 31, 2013. Deposits in banks, savings and loan associations and federal credit unions with a branch office within Oakland will be made (to the extent permissible by State and Federal law or rulings) pursuant to the following conditions:

- Maximum Maturity: 360 days
- Maximum Portfolio Exposure: Prudent person standard applies.
- Maximum Issuer Exposure: Prudent person standard applies.
- Credit Requirement: For deposits over \$250,000: Top 3 rating categories - A, A2 or A (S&P/Moody's/Fitch) being the lowest, if rated by S&P, Moody's or Fitch.
- Deposit Limit: For federally insured deposits of \$250,000 or less: No minimum credit rating required. City's deposits cannot exceed the total shareholder's equity of the institution. For deposits over \$250,000, it must be collateralized.
- Depository Selection: Highest available rate of interest
- Institution Requirements: Most recent Annual Report

Pursuant to Government code 53637, the City is prohibited from investing in negotiable certificates of deposit of a state or federal credit union if a member of the legislative body or decision-making authority serves on the board of directors or committee.

#### 14.13 Money Market Mutual Funds

Regulated by the SEC, these funds operate under strict maturity and diversification guidelines. These funds have no federal guarantee but are viewed as a very safe short-

term cash investment.

- Maximum Maturity: N/A
- Maximum Portfolio Exposure: 20%
- NAV Requirement: \$1.00
- Credit Requirement: Top ranking or highest letter and numerical rating provided by at least two nationally recognized statistical rating organizations
- Investment Advisor Alternative to Ratings: Registered with the SEC with not less than 5 years experience in investing securities as authorized by the Code, and with assets under management in excess of \$500 million
- Fund Composition: Comprised of instruments in accordance with the California State Government Code

14.14 State Investment Pool (Local Agency Investment Fund)

A pooled investment fund overseen by the State Treasurer, which operates like a money market fund, but is for the exclusive benefit of governmental entities within the state. Maximum currently authorized by Local Agency Investment Fund (LAIF) is \$50 million, which is subject to change. The LAIF is in trust in the custody of the State Treasurer. The City's right to withdraw its deposited monies from LAIF is not contingent upon the State's failure to adopt a State Budget. As of June 20, 2005, commercial paper of a limited liability corporation is a legal investment for LAIF, per Chapter 16, Statutes of 2005 (AB 279, Calderon).

- Maximum Maturity        N/A
- Maximum Portfolio Exposure    None

14.15 Local City/Agency Bonds

Bonds issued by the City of Oakland, or any department, board, agency or authority of the City.

- Maximum Maturity: 5 years
- Maximum Portfolio Exposure: None
- Maximum Issuer Exposure: Prudent person standard applies overall; maximum 5% per issuer
- Credit Requirement: Prudent person standard applies

14.16 State of California Obligations and Others

State of California and any other of the 49 United States registered state warrants, treasury notes, or bonds issued by a State.

- **Maximum Maturity:** 5 years
- **Maximum Portfolio Exposure:** None
- **Maximum Issuer Exposure:** Prudent person standard applies overall; maximum 5% per issuer
- **Credit Requirement:** Prudent person standard applies

## **15.0 MAXIMUM MATURITIES**

The City's Investment Policy shall be structured to provide that sufficient funds from investments are available to meet City's anticipated cash need. No investments will have a maturity of more than 5 years from its date of purchase.

## **16.0 GLOSSARY**

Definitions of investment-related terms are listed in Exhibit A.

## EXHIBIT A

### GLOSSARY

**ACCRETION:** Adjustment of the difference between the price of a bond bought at an original discount and the par value of the bond.

**AGENCIES:** Federal agency securities and/or Government-sponsored enterprises (GSEs), also known as U.S. Government instrumentalities. Securities issued by Government National Mortgage Association (GNMA) are considered true agency securities, backed by the full faith and credit of the U.S. Government. GSEs are financial intermediaries established by the federal government to fund loans to certain groups of borrowers, for example homeowners, farmers and students and are privately owned corporations with a public purpose. The most common GSEs are Federal Farm Credit System Banks, Federal Home Loan Banks, Federal Home Loan Mortgage Association, and Federal National Mortgage Association.

**AMORTIZATION:** Accounting procedure that gradually reduces the cost value of a limited life or intangible asset through periodic charges to income. For fixed assets, the term used is "depreciation". It is common practice to amortize any premium over par value paid in the purchase of preferred stock or bond investments.

**APPRECIATION:** Increase in the value of an asset such as a stock bond, commodity or real estate.

**ASKED PRICE:** The price a broker/dealer offers to sell securities.

**ASSET BACKED:** A type of security that is secured by receivables, such as credit card and auto loans. These securities typically pay principal and interest monthly.

**BANKERS' ACCEPTANCE (BA):** A draft or bill of exchange accepted by a bank or trust company. The accepting institution guarantees payment of the bill, as well as the issuer. This money market instrument is used to finance international trade.

**BASIS POINT:** One-hundredth of one percent (i.e., 0.01%).

**BENCHMARK:** A comparative base for measuring the performance or risk tolerance of the investment portfolio. A benchmark should represent a close correlation to the level of risk and the average duration of the portfolio's investment.

**BID PRICE:** The price a broker/dealer offers to purchase securities.

**BOND:** A financial obligation for which the issuer promises to pay the bondholder a specified stream of future cash flows, including periodic interest payments and a principal repayment.

**BOOK VALUE:** The value at which a debt security is shown on the holder's balance sheet. Book value is acquisition cost less amortization of premium or accretion of discount.

**BROKER:** A broker acts as an intermediary between a buyer and seller for a commission and does not trade for his/her own risk and account or inventory.

**CALLABLE SECURITIES:** A security that can be redeemed by the issuer before the scheduled maturity date.

**CASH FLOW:** An analysis of all changes that affect the cash account during a specified period.

**CERTIFICATE OF DEPOSIT (CD):** A time deposit with a specific maturity evidenced by a certificate. Large-denomination CD's are typically negotiable.

**COLLATERAL:** Securities, evidence of deposit or other property which a borrower pledges to secure repayment of a loan. Also refers to securities pledged by a bank to secure deposits of public monies.

**COLLATERALIZED MORTGAGE OBLIGATION (CMO):** A type of mortgage-backed security that creates separate pools of pass-through rates for different classes of bondholders with varying maturities, called tranches. The repayments from the pool of pass-through securities are used to retire the bonds in the order specified by the bonds' prospectus.

**COMMERCIAL PAPER:** Short-term, unsecured, negotiable promissory notes of corporations.

**COMPREHENSIVE ANNUAL FINANCIAL REPORT (CAFR):** The official annual financial report for the City. It includes combined statements and basic financial statements for each individual fund and account group prepared in conformity with Generally Accepted Accounting Principles (GAAP).

**CORPORATE NOTE:** Debt instrument issued by a private corporation.

**COUPON:** The annual rate at which a bond pays interest.

**CREDIT RATINGS:** A grade given to a debt instrument that indicates its credit quality. Private independent rating services such as Standard & Poor's, Moody's and Fitch provide these

**CREDIT RISK:** The risk that an obligation will not be paid and a loss will result due to a failure of the issuer of a security.

**CUSIP:** Stands for Committee on Uniform Securities Identification Procedures. A CUSIP number identifies most securities, including: stocks of all registered U.S. and Canadian companies, and U.S. government and municipal bonds. The CUSIP system—owned by the American Bankers Association and operated by Standard & Poor's—facilitates the clearing and settlement process of securities. The number consists of nine characters (including letters and numbers) that uniquely identify a company or issuer and the type of security.

**CURRENT YIELD:** The annual interest on an investment divided by the current market value. Since the calculation relies on the current market value rather than the investor's cost, current yield is unrelated to the actual return the investor will earn if the security is held to maturity.

**CUSTODIAN:** A bank or other financial institution that keeps custody of stock certificates and other assets.

**DEALER:** A dealer, as opposed to a broker, acts as a principal in all transactions, buying and selling for his/her own risk and account or inventory.

**DEBENTURES:** A bond secured only by the general credit of the issuers.

**DELIVERY VERSUS PAYMENT (DVP):** Delivery of securities with a simultaneous exchange of money for the securities.

**DERIVATIVE:** A financial instrument that is based on, or derived from, some underlying asset, reference date, or index.

**DIRECT ISSUER:** Issuer markets its own paper directly to the investor without use of an intermediary.

**DISCOUNT:** The difference between the cost of a security and its value at maturity when quoted at lower than face value.

**DIVERSIFICATION:** Dividing investment funds among a variety of securities offering independent returns and risk profiles.

**DURATION:** A measure of the timing of the cash flows, such as the interest payments and the principal repayment, to be received from a given fixed-income security. This calculation is based on three variables: term to maturity, coupon rate, and yield to maturity. Duration measures the price sensitivity of a bond to changes in interest rates.

**FACE VALUE:** The principal amount owed on a debt instrument. It is the amount on which interest is computed and represents the amount that the issuer promises to pay at maturity.

**FAIR VALUE:** The amount at which a security could be exchanged between willing parties, other than in a forced or liquidation sale. If a market price is available, the fair value is equal to the market value.

**FANNIE MAE:** Trade name for the Federal National Mortgage Association (FNMA), a U.S. Government sponsored enterprise.

**FEDERAL DEPOSIT INSURANCE CORPORATION (FDIC):** A federal agency that provides insurance on bank deposits, guaranteeing deposits to a set limit per account, currently \$250,000.

**FEDERAL FARM CREDIT BANK (FFCB):** Government-sponsored enterprise that consolidates the financing activities of the Federal Land Banks, the Federal Intermediate Credit Banks and the Banks for Cooperatives. Its securities do not carry direct U.S. government guarantees.

**FEDERAL FUNDS RATE:** The rate of interest at which Federal funds are traded. This rate is considered to be the most sensitive indicator of the direction of interest rates, as it is currently pegged by the Federal Reserve through open-market operations.

**FEDERAL GOVERNMENT AGENCY SECURITIES:** Federal Agency or United States government-sponsored enterprise obligations, participations, or other instruments, including those issued by or fully guaranteed as to principal and interest by federal agencies or United States government-sponsored enterprises.

**FEDERAL HOME LOAN BANKS (FHLB):** Government sponsored enterprise (currently made up of 12 regional banks) that regulates and lends funds and provides correspondent banking services to member commercial banks, thrift institutions, credit unions and insurance companies. Although the banks operate under federal charter with government supervision, the securities are not guaranteed by the U. S. Government.

**FEDERAL HOME LOAN MORTGAGE CORPORATION (FHLMC):** Government sponsored enterprise that helps maintain the availability of mortgage credit for residential housing. FHLMC finances these operations by marketing guaranteed mortgage certificates and mortgage participation certificates. Its discount notes and bonds do not carry direct U.S. government guarantees.

**FEDERAL NATIONAL MORTGAGE ASSOCIATION (FNMA):** Government sponsored enterprise that is the largest single provider of residential mortgage funds in the United States. FNMA is a private stockholder-owned corporation. The corporation's purchases include a variety of adjustable mortgages and second loans, in addition to fixed-rate mortgages. FNMA's securities are also highly liquid and are widely accepted.

**FEDERAL OPEN MARKET COMMITTEE (FOMC):** A committee of the Federal Reserve Board, which establishes monetary policy and executes it through temporary and permanent changes to the supply of bank reserves.

**FEDERAL RESERVE SYSTEM:** The central bank of the U.S. which consists of a seven member Board of Governors, 12 regional banks and about 5,700 commercial banks that are members.

**FED WIRE:** A wire transmission service established by the Federal Reserve Bank to facilitate the transfer of funds through debits and credits of funds between participants within the Fed system.

**FREDDIE MAC:** Trade name for the Federal Home Loan Mortgage Corporation (FHLMC), a U.S. government sponsored enterprise.

**GINNIE MAE:** Trade name for the Government National Mortgage Association (GNMA), a direct obligation bearing the full faith and credit of the U.S. Government.

**GOVERNMENT ACCOUNTING STANDARDS BOARD (GASB):** A standard-setting body, associated with the Financial Accounting Foundation, which prescribes standard accounting practices for governmental units.

**GUARANTEED INVESTMENT CONTRACTS (GIGS):** An agreement acknowledging receipt of funds, for deposit, specifying terms for withdrawal, and guaranteeing a rate of interest to be paid.

**INTEREST RATE:** The annual yield earned on an investment, expressed as a percentage.

**INTEREST RATE RISK:** The risk of gain or loss in market values of securities due to changes in interest-rate levels. For example, rising interest rates will cause the market value of portfolio securities to decline.

**INVESTMENT AGREEMENTS:** A contract providing for the lending of issuer funds to a financial institution which agrees to repay the funds with interest under predetermined specifications.

**INVESTMENT GRADE (LONG TERM RATINGS):** The minimum, high quality ratings for long term debt such as corporate notes. Investment Grade ratings are as follows: A3 (Moody's), A- (S&P), and A- (Fitch).

**INVESTMENT PORTFOLIO:** A collection of securities held by a bank, individual, institution or government agency for investment purposes.

**LIQUIDITY:** A liquid asset is one that can be converted easily and rapidly into cash with minimum risk of principal.

**LOCAL AGENCY INVESTMENT FUND (LAIF):** An investment pool sponsored by the State of California and administered/managed by the State Treasurer. Local government units, with consent of the governing body of that agency, may voluntarily deposit surplus funds for the purpose of investment. Interest earned is distributed by the State Controller to the participating governmental agencies on a quarterly basis.

**LOCAL AGENCY INVESTMENT POOL:** A pooled investment vehicle sponsored by a local agency or a group of local agencies for use by other local agencies.

**MARKET RISK:** The risk that the value of securities will fluctuate with changes in overall market conditions or interest rates. Systematic risk of a security that is common to all securities of the same general class (stocks, bonds, notes, money market instruments) and cannot be eliminated by diversification (which may be used to eliminate non-systematic risk).

**MARKET VALUE:** The price at which a security is currently being sold in the market. See **FAIR VALUE**.

**MASTER REPURCHASE AGREEMENT:** A written contract covering all future transactions between the parties to repurchase agreements and reverse repurchase agreements that establish each party's rights in the transactions. A master agreement will often specify, among other things, the right of the buyer-lender to liquidate the underlying securities in the event of default by the seller-borrower.

**MATURITY:** The date that the principal or stated value of a debt instrument becomes due and payable.

**MEDIUM-TERM NOTES (MTNs):** Unsecured, investment-grade senior debt securities of major corporations which are sold in relatively small amounts either on a continuous or an intermittent basis. MTNs are highly flexible debt instruments that can be structured to respond to market opportunities or to investor preferences.

**MODIFIED DURATION:** The percent change in price for a 100 basis point change in yields. This is a measure of a portfolio's or security's exposure to market risk.

**MONEY MARKET:** The market in which short term debt instruments (Treasury Bills, Discount Notes, Commercial Paper, Banker's Acceptances and Negotiable Certificates of Deposit) are issued and traded.

**MORTGAGED BACKED SECURITIES:** A type of security that is secured by a mortgage or collection of mortgages. These securities typically pay principal and interest monthly.

**MUNICIPAL BONDS:** Debt obligations issued by states and local governments and their agencies, including cities, counties, government retirement plans, school districts, state universities, sewer districts, municipally owned utilities and authorities financing bridges, airports and other transportation facilities

**MUTUAL FUND:** An entity that pools money and can invest in a variety of securities which are specifically defined in the fund's prospectus.

**NEGOTIABLE CERTIFICATE OF DEPOSIT:** A large denomination certificate of deposit which can be sold in the open market prior to maturity.

**NET PORTFOLIO YIELD:** Calculation in which the 365-day basis equals the annualized percentage of the sum of all Net Earning during the period divided by the sum of all Average Daily Portfolio Balances.

**OPEN MARKET OPERATIONS:** Purchases and sales of government and certain other securities in the open market by the New York Federal Reserve Bank as directed by the FOMC in order to influence the volume of money and credit in the economy. Purchases inject reserves into the bank system and stimulate growth of money and credit; Sales have the opposite effect. Open market operations are the Federal Reserve's most important and most flexible monetary policy tool.

**PAR VALUE:** The amount of principal which must be paid at maturity. Also referred to as the face amount of a bond. See FACE VALUE.

**PORTFOLIO:** The collection of securities held by an individual or institution.

**PREMIUM:** The difference between the par value of a bond and the cost of the bond, when the cost is above par.

**PRIMARY DEALER:** A group of government securities dealers who submit daily reports of market activity and positions and monthly financial statements to the Federal Reserve Bank of New York and are subject to its informal oversight. These dealers are authorized to buy and sell government securities in direct dealing with the Federal Reserve Bank of New York in its execution of market operations to carry out U.S. monetary policy. Such dealers must be qualified in terms of reputation, capacity, and adequacy of staff and facilities.

**PRIME (SHORT TERM RATING):** High quality ratings for short term debt such as commercial paper. Prime ratings are as follows: P1 (Moody's), A1 (S&P), and F1 (Fitch).

**PRINCIPAL:** The face value or par value of a debt instrument, or the amount of capital invested in a given security.

**PROSPECTUS:** A legal document that must be provided to any prospective purchaser of a new securities offering registered with the Securities and Exchange Commission that typically includes information on the issuer, the issuer's business, the proposed use of proceeds, the experience of the issuer's management, and certain certified financial statements (also known as an "official statement").

**PRUDENT INVESTOR STANDARD:** A standard of conduct for fiduciaries. Investments shall be made with judgment and care--under circumstances then prevailing, which persons of prudence, discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the probable safety of their capital as well as the probable income to be derived.

**PUBLIC DEPOSITS:** A bank that is qualified under California law to accept a deposit of public funds.

**PURCHASE DATE:** The date in which a security is purchased for settlement on that or a later date. Also known as the "trade date".

**RATE OF RETURN:** 1) The yield which can be attained on a security based on its purchase price or its current market price. 2) Income earned on an investment, expressed as a percentage of the cost of the investment.

**REALIZED GAIN (OR LOSS):** Gain or loss resulting from the sale or disposal of a security.

**REGIONAL DEALER:** A financial intermediary that buys and sells securities for the benefit of its customers without maintaining substantial inventories of securities and that is not a primary dealer.

**REPURCHASE AGREEMENT (RP or REPO):** A transaction in which a counterparty or the holder of securities (e.g. investment dealer) sells these securities to an investor (e.g. the City) with a simultaneous agreement to repurchase them at a fixed date. The security "buyer" (e.g. the City) in effect lends the "seller" money for the period of the agreement, and the terms of the agreement are structured to compensate the "buyer" for this. Dealers use RP extensively to finance their positions. Exception: When the Fed is said to be doing RP, it is lending money, that is, increasing bank reserves.

**REVERSE REPURCHASE AGREEMENT (REVERSE REPO):** The opposite of a repurchase agreement. A reverse repo is a transaction in which the City sells securities to a counterparty (e.g. investment dealer) and agrees to repurchase the securities from the counterparty at a fixed date. The counterparty in effect lends the seller (e.g. the City) money for the period of the agreement with terms of the agreement structured to compensate the buyer.

**RISK:** Degree of uncertainty of return on an asset.

**SAFEKEEPING:** A service which banks offer to clients for a fee, where physical securities are held in the bank's vault for protection and book-entry securities are on record with the Federal Reserve Bank or Depository Trust Company in the bank's name for the benefit of the client. As agent for the client, the safekeeping bank settles securities transactions, collects coupon payments, and redeems securities at maturity or on call date, if called.

**SECURITIES AND EXCHANGE COMMISSION (SEC):** Agency created by Congress to protect investors in securities transactions by administering securities legislation.

**SECONDARY MARKET:** A market for the repurchase and resale of outstanding issues following the initial distribution.

**SECURITIES:** Investment instruments such as notes, bonds, stocks, money market instruments and other instruments of indebtedness or equity.

**SETTLEMENT DATE:** The date on which a trade is cleared by delivery of securities against funds.

**SPREAD:** The difference between two figures or percentages. It may be the difference between the bid (price at which a prospective buyer offers to pay) and asked (price at which an owner offers to sell) prices of a quote, or between the amount paid when bought and the amount received when sold.

**STRUCTURED NOTE:** A complex, fixed income instrument, which pays interest, based on a formula tied to other interest rates, commodities or indices. Examples include "inverse floating rate" notes which have coupons that increase when other interest rates are falling, and which fall when other interest rates are rising and "dual index floaters", which pay interest based on the relationship between two other interest rates, for example, the yield on the ten-year Treasury note minus the Libor rate. Issuers of such notes lock in a reduced cost of borrowing by purchasing interest rate swap agreements.

**TIME DEPOSIT:** A deposit with a California bank or savings and loan association for a specific amount and with a specific maturity date and interest rate. Deposits of up to \$250,000 are insured by **FDIC**. Deposits over \$250,000 are collateralized above the insurance with either government securities (at 110% of par value), first trust deeds (at 150% of par value), or letters of credit (at 105% of par value).

**TOTAL RATE OF RETURN:** A measure of a portfolio's performance over time. It is the internal rate of return which equates the beginning value of the portfolio with the ending value, and includes interest earnings and realized and unrealized gains and losses on the portfolio. For bonds held to maturity, total return is the yield to maturity.

**TRUSTEE OR TRUST COMPANY OR TRUST DEPARTMENT OF A BANK:** A financial institution with trust powers which acts in a fiduciary capacity for the benefit of the bondholders in enforcing the terms of the bond contract.

**UNDERWRITER:** A dealer which purchases a new issue of municipal securities for resale.

**UNIFORM NET CAPITAL RULE:** Securities and Exchange Commission requirement that member firms as well as nonmember broker/dealers in securities maintain a maximum ratio of indebtedness to liquid capital of 15 to 1; also called net capital rule and net capital ratio. Indebtedness covers all money owed to a firm, including margin loans and commitments to purchase securities, one reason new public issues are spread among members of underwriting syndicates. Liquid capital includes cash and assets easily converted into cash.

**U.S. GOVERNMENT AGENCY SECURITIES:** Securities issued by U.S. government agencies, most of which are secured only by the credit worthiness of the particular agency. See **AGENCIES**.

**U.S. TREASURY OBLIGATIONS:** Securities issued by the U.S. Treasury and backed by the full faith and credit of the United States. Treasuries are the benchmark for interest rates on all other securities in the U.S. The Treasury issues both discounted securities and fixed coupon notes and bonds. The income from Treasury securities is exempt from state and local, but not federal, taxes.

**TREASURY BILLS:** Securities issued at a discount with initial maturities of one year or less. The Treasury currently issues three-month and six-month Treasury bills at regular weekly auctions. It also issues very short-term "cash management" bills as needed to smooth out cash flows.

**TREASURY NOTES:** Intermediate-term coupon-bearing securities with initial maturities of one year to ten years.

**TREASURY BOND:** Long-term coupon-bearing securities with initial maturities of ten years or longer.

**UNREALIZED GAIN (OR LOSS):** Gain or loss that has not become actual. It becomes a realized gain (or loss) when the security in which there is a gain or loss is actually sold. See **REALIZED GAIN (OR LOSS)**.

**VOLATILITY:** Characteristic of a security, commodity or market to rise or fall sharply in price within a short-term period.

**WEIGHTED AVERAGE MATURITY:** The average maturity of all the securities that comprise a portfolio that is typically expressed in days or years.

**YIELD:** The annual rate of return on an investment expressed as a percentage of the investment. See **CURRENT YIELD; YIELD TO MATURITY.**

**YIELD CURVE:** Graph showing the relationship at a given point in time between yields and maturity for bonds that are identical in every way except maturity.

**YIELD TO MATURITY:** Concept used to determine the rate of return if an investment is held to maturity. It takes into account purchase price, redemption value, time to maturity, coupon yield, and the time between interest payments. It is the rate of income return on an investment, minus any premium or plus any discount, with the adjustment spread over the period from the date of purchase to the date of maturity of the bond, expressed as a percentage.

**APPENDIX D**

**FORM OF OPINION OF BOND COUNSEL**

[Closing Date]

City of Oakland  
Oakland, California

City of Oakland, California  
2013-2014 Tax and Revenue Anticipation Notes  
(Final Opinion)

Ladies and Gentlemen:

We have acted as bond counsel to the City of Oakland (the “City”) in connection with the issuance by the City of \$78,230,000 aggregate principal amount notes issued pursuant to Ordinance No. 13162 C.M.S. of the City adopted on May 21, 2013 (the “Ordinance”), and designated “City of Oakland, California, 2013-2014 Tax and Revenue Anticipation Notes (the “Notes”). Capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Ordinance.

In such connection, we have reviewed the Ordinance, the Tax Certificate of the City, dated the date hereof (the “Tax Certificate”), an opinion of counsel to the City, certificates of the City, the Fiscal Agent and others, and such other documents, opinions and matters to the extent we deemed necessary to render the opinions set forth herein.

The opinions expressed herein are based on an analysis of existing laws, regulations, rulings and court decisions and cover certain matters not directly addressed by such authorities. Such opinions may be affected by actions taken or omitted or events occurring after the date hereof. We have not undertaken to determine, or to inform any person, whether any such actions are taken or omitted or events do occur or any other matters come to our attention after the date hereof. Accordingly, this letter speaks only as of its date and is not intended to, and may not, be relied upon or otherwise used in connection with any such actions, events or matters. Our engagement with respect to the Notes has concluded with their issuance, and we disclaim any obligation to update this letter. We have assumed the genuineness of all documents and signatures presented to us (whether as originals or as copies) and the due and legal execution and delivery thereof by, and validity against, any parties other than the City. We have assumed, without undertaking to verify, the accuracy of the factual matters represented, warranted or certified in the documents, and of the legal conclusions contained in the opinions, referred to in the second paragraph hereof. Furthermore, we have assumed compliance with all covenants and agreements contained in the Ordinance and the Tax Certificate, including (without limitation) covenants and agreements compliance with which is necessary to assure that future actions, omissions or events will not cause interest on the Notes to be included in gross income for federal income tax purposes. We call attention to the fact that the rights and obligations under the Notes, the Ordinance and the Tax Certificate and their enforceability may be subject to bankruptcy, insolvency, reorganization, arrangement, fraudulent conveyance, moratorium and other laws relating to or affecting creditors’ rights, to the application of equitable principles, to the exercise of judicial discretion in appropriate cases and to the limitations on legal remedies against cities in the State of California. We express no opinion with respect to any indemnification, contribution, liquidated damages, penalty (including any remedy deemed to constitute a penalty), arbitration, judicial reference, choice of law, choice of forum, choice of venue, waiver or

severability provisions contained in the foregoing documents, nor do we express any opinion with respect to the state or quality of title to or interest in any of the assets described in or as subject to the lien of the Ordinance or the accuracy or sufficiency of the description contained therein of, or the remedies available to enforce liens on, any such assets. Our services did not include financial or other non-legal advice. Finally, we undertake no responsibility for the accuracy, completeness or fairness of the Official Statement or other offering material relating to the Notes and express no opinion with respect thereto.

Based on and subject to the foregoing, and in reliance thereon, as of the date hereof, we are of the following opinions:

1. The Notes constitute the valid and binding obligations of the City. The principal of and interest on the Notes are payable from the Pledged Moneys and, to the extent not so paid, are payable from any other moneys of the City lawfully available therefor.

2. Interest on the Notes is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986 and is exempt from State of California personal income taxes. The amount treated as interest on the Notes and excluded from gross income will depend upon the taxpayer's election under Internal Revenue Service Notice 94-84. Interest on the Notes is not a specific preference item for purposes of the federal individual or corporate alternative minimum taxes, although we observe that it is included in adjusted current earnings when calculating corporate alternative minimum taxable income. We express no opinion regarding other tax consequences related to the ownership or disposition of, or the accrual or receipt of interest on, the Notes.

Faithfully yours,

ORRICK, HERRINGTON & SUTCLIFFE LLP

per

## APPENDIX E

### PROPOSED FORM OF CONTINUING DISCLOSURE CERTIFICATE

THIS CONTINUING DISCLOSURE CERTIFICATE (this “Disclosure Certificate”) is executed and delivered as of \_\_\_\_\_, 2013, by the CITY OF OAKLAND (the “City”), a charter city organized and existing under the laws and the Constitution of the State of California, in connection with the execution and delivery of the City’s 2013-2014 Tax and Revenue Anticipation Notes (the “Notes”), dated and delivered on the date hereof.

The City covenants and agrees as follows:

**Section 1.** Purpose of This Disclosure Certificate. This Disclosure Certificate is being executed and delivered by the City, under the Rule (as hereinafter defined) in connection with the Notes for the benefit of the Owners and Beneficial Owners of the Notes and in order to assist the Participating Underwriter (as hereinafter defined) in complying with the Rule. The Notes are issued pursuant to Ordinance No. 13162 C.M.S. of the City adopted on May 21, 2013 (the “Ordinance”).

**Section 2.** Definitions. The definitions set forth in the Ordinance shall apply to any capitalized term used in this Disclosure Certificate unless otherwise defined in this Section. The following capitalized terms shall have the following meanings:

“MSRB” shall mean the Municipal Securities Rulemaking Board or any other entity designated or authorized by the Securities and Exchange Commission to receive reports pursuant to the Rule. Effective July 1, 2009 and until otherwise designated by the MSRB or the Securities and Exchange Commission, filings with the MSRB are to be made through the Electronic Municipal Market Access (EMMA) website of the MSRB, currently located at <http://emma.msrb.org>.

“Note owners” or “Owners” shall mean, while the Notes are registered in the name of The Depository Trust Company, any applicable participant in its depository system, or the owner of any Note for federal income tax purposes.

“Participating Underwriter” shall mean the original underwriter of the Notes required to comply with the Rule in connection with offering of the Notes.

“Rule” shall mean Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

**Section 3.** Reporting of Significant Events.

(a) The City shall give notice of the occurrence of any of the following events with respect to the Notes in a timely manner not later than ten business days after the occurrence of the event:

1. Principal and interest payment delinquencies;
2. Unscheduled draws on debt service reserves reflecting financial difficulties;
3. Unscheduled draws on credit enhancements reflecting financial difficulties;
4. Substitution of credit or liquidity providers, or their failure to perform;

5. Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determination of taxability or of a Notice of Proposed Issue (IRS Form 5701 TEB);
6. Tender offers;
7. Defeasances;
8. Rating changes; or
9. Bankruptcy, insolvency, receivership or similar event of the obligated person.

Note: for the purposes of the event identified in subparagraph (9), the event is considered to occur when any of the following occurs: the appointment of a receiver, fiscal agent or similar officer for an obligated person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the obligated person, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the obligated person.

(b) The City shall give notice of the occurrence of any of the following events with respect to the Notes, if material, in a timely manner not later than ten business days after the occurrence of the event:

1. Unless described in paragraph 3(a)(5), material notices or determinations by the Internal Revenue Service with respect to the tax status of the Notes or other material events affecting the tax status of the Notes;
2. Modifications to rights of Note owners;
3. Optional, unscheduled or contingent Note calls;
4. Release, substitution, or sale of property securing repayment of the Notes;
5. Non-payment related defaults;
6. The consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms; or
7. Appointment of a successor or additional trustee or the change of name of a trustee.

(c) The City notes that Sections 3(a)(2), (3) and (4) and 3(b)(4) are not applicable to the Notes.

(d) Whenever the City obtains knowledge of the occurrence of a Listed Event described in Section 3(b), the City shall determine if such event would be material under applicable federal securities laws.

(e) If the City learns of the occurrence of a Listed Event described in Section 3(a), or determines that knowledge of a Listed Event described in Section 3(b) would be material under applicable federal securities laws, the City shall within ten business days of occurrence file a notice of such occurrence with the MSRB in electronic format and accompanied by such identifying information, all as prescribed by the MSRB.

**Section 4.** Termination of Reporting Obligation. The obligations of the City under this Disclosure Certificate shall terminate upon the legal defeasance or payment in full of all of the Notes. If such termination occurs prior to the final maturity date of the Notes, the City shall give notice of such termination in the same manner as for a Listed Event under Section 3.

**Section 5.** Amendment; Waiver. Notwithstanding any other provision of this Disclosure Certificate, the City may amend this Disclosure Certificate, and any provision of this Disclosure Certificate may be waived, provided that the following conditions are satisfied:

(a) If the amendment or waiver relates to the provisions of Section 3, it may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature or status of an obligated person with respect to the Notes, or the type of business conducted;

(b) The undertaking, as amended or taking into account such waiver, would, in the opinion of nationally recognized bond counsel, have complied with the requirements of the Rule at the time of the original issuance of the Notes, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(c) The amendment or waiver either (i) is approved by the Owners of a majority in aggregate principal amount of the Notes in the same manner as provided in the Ordinance for amendments to the Ordinance with the consent of Owners, or (ii) does not, in the opinion of the City Attorney or of nationally recognized bond counsel, materially impair the interests of the Owners or Beneficial Owners of the Notes.

**Section 6.** Additional Information. Nothing in this Disclosure Certificate shall be deemed to prevent the City from disseminating any other information, using the means of dissemination set forth in this Disclosure Certificate or any other means of communication, or including any other information in any annual report of the City prepared in connection with Rule 15c2-12 or notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Certificate. If the City chooses to include any information in any annual report or notice of occurrence of a Listed Event in addition to that which is specifically required by this Disclosure Certificate, the City shall have no obligation under this Disclosure Certificate to update such information or include it in any future notice of occurrence of a Listed Event.

**Section 7.** Default. In the event of a failure of the City to comply with any provision of this Disclosure Certificate, any Owner or Beneficial Owner of the Notes may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the City to comply with its obligations under this Disclosure Certificate. A default under this Disclosure Certificate shall not be deemed an Event of Default under the Ordinance, and the sole remedy under this

Disclosure Certificate in the event of any failure of the City to comply with this Disclosure Certificate shall be an action to compel performance.

**Section 8.** Prior Undertakings. The City hereby certifies that during the previous five years, it has complied in all material respects with all prior undertakings made by it pursuant to Rule 15c2-12(b)(5), except that between February 1, 2008 and June 28, 2012, the City did not file event notices relating to the downgrades by Moody's Investors Service, Standard & Poor's Ratings Services, and Fitch Ratings of the insured ratings of certain bonds for which the City entered into continuing disclosure undertakings. Such downgrades resulted from the downgrades of the ratings of the insurers of such bonds. On June 29, 2012, and July 10, 2012, the City made corrective filings setting forth information regarding the downgrade of the insured ratings of such bonds.

**Section 9.** Beneficiaries. This Disclosure Certificate shall inure solely to the benefit of the City, the Participating Underwriter and the Owners and Beneficial Owners from time to time of the Notes, and shall create no rights in any other person or entity.

**Section 10.** Effective Date. This Disclosure Certificate shall be effective on and as of the date hereof.

**Section 11.** Notices. Any notices or communications to the City relating to this Disclosure Certificate may be given as follows:

City of Oakland  
Administrative Services Department  
150 Frank H. Ogawa Plaza, Suite 5330  
Oakland, California 94612  
Telephone: (510) 238-3201  
Fax: (510) 238-2137

The City may, by written notice to the other parties acting hereunder, designate a different address and/or telephone number(s) to which subsequent notices or communications should be sent.

IN WITNESS WHEREOF, this Disclosure Certificate is given by the City as of the date set forth above.

CITY OF OAKLAND, CALIFORNIA

By: \_\_\_\_\_  
Authorized Officer

## APPENDIX F

### BOOK-ENTRY ONLY SYSTEM

*The information in this Appendix F concerning The Depository Trust Company, New York, New York (“DTC”) and DTC’s book-entry only system has been obtained from DTC and the City takes no responsibility for the completeness or accuracy thereof. Accordingly, the Direct Participants, the Indirect Participants and the Beneficial Owners should not rely on the information in this Appendix F with respect to such matters, but should instead confirm the same with DTC or the Direct Participants, as the case may be. The City cannot and does not give any assurances that DTC, Direct Participants or Indirect Participants will distribute to the Beneficial Owners (all as defined below) (a) payments of interest, principal or premium, if any, with respect to the Notes, (b) certificates representing ownership interest in or other confirmation of ownership interest in the Notes, or (c) redemption or other notices sent to DTC or Cede & Co., its nominee, as the registered owner of the Notes, or that they will so do on a timely basis, or that DTC, Direct Participants or Indirect Participants will act in the manner described in this Appendix. The current “Rules” applicable to DTC are on file with the Securities and Exchange Commission and the current “Procedures” of DTC to be followed in dealing with Direct Participants are on file with DTC.*

*Neither the City nor the Fiscal Agent will have any responsibility or obligations to the DTC, the Direct Participants, the Indirect Participants of DTC or the Beneficial Owners with respect to: (1) the accuracy of any records maintained by DTC or any Direct Participants or Indirect Participants of DTC; (2) the payment by DTC or any Direct Participants or Indirect Participants of DTC of any amount due to any Beneficial Owner in respect of the Debt Service on the Notes; (3) the delivery by DTC or any Direct Participants or Indirect Participants of DTC of any notice to any Beneficial Owner that is required or permitted to be given to owners under the terms of the Fiscal Agent Agreement; or (4) any consent given or other action taken by DTC as registered owner of the Notes.*

DTC will act as securities depository for the Notes. The Notes will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered security certificate will be issued for each maturity of each Series of Notes, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world’s largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments from over 100 countries that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship

with a Direct Participant, either directly or indirectly (“Indirect Participants”). DTC has a Standard & Poor’s rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at [www.dtcc.com](http://www.dtcc.com). The information on such website is not incorporated herein by reference.

Purchases of the Notes under the DTC system must be made by or through Direct Participants, which will receive a credit for the Notes on DTC’s records. The ownership interest of each actual purchaser of each Note (“Beneficial Owner”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Notes are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Notes, except in the event that use of the book-entry system for the Notes is discontinued.

To facilitate subsequent transfers, all Notes deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of the Notes with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Notes; DTC’s records reflect only the identity of the Direct Participants to whose accounts such Notes are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of the Notes may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Notes, such as defaults and proposed amendments to the Fiscal Agent Agreement. For example, Beneficial Owners of the Notes may wish to ascertain that the nominee holding the Notes for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the Fiscal Agent and request that copies of notices be provided directly to them.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Notes unless authorized by a Direct Participant in accordance with DTC’s MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the City as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.’s consenting or voting rights to those Direct Participants to whose accounts the Notes are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal and interest payments and premiums, if any, with respect to the Notes will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC’s practice is to credit Direct Participants’ accounts, upon DTC’s receipt of funds and corresponding detail information from the City or the Fiscal Agent on payable date in accordance with their respective holdings shown on DTC’s records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in “street name,” and will be the responsibility of such Participant and not of DTC or its nominee, the Fiscal Agent or the City, subject to any statutory or regulatory

requirements as may be in effect from time to time. Payment of principal and interest and premiums, if any, and purchase prices, if any, to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Fiscal Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as securities depository with respect to the Notes at any time by giving reasonable notice to the City or the Fiscal Agent. Under such circumstances, in the event that a successor securities depository is not obtained, Note certificates are required to be printed and delivered.

The City may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, Note certificates will be printed and delivered to DTC.

#### **Discontinuation of Book-Entry Only System; Payment to the Beneficial Owners**

In the event that the book-entry only system described above is no longer used with respect to the Notes, the provisions of the Fiscal Agent Agreement relating to the place of payment, transfer and exchange of the Notes, regulations with respect to exchanges and transfers, note register, Notes mutilated, destroyed or stolen, and evidence of signatures of Note Owners and ownership of Notes will govern the payment, registration, transfer, exchange and replacement of the Notes. Interested persons should contact the City or the Fiscal Agent for further information regarding such provisions of the Fiscal Agent Agreement.

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FOR ADDITIONAL BOOKS: [ELABRA.COM](http://ELABRA.COM) OR (888) 935-2272