

CITY OF PORTLAND, OREGON
HYDROELECTRIC POWER FUND

REPORT OF INDEPENDENT AUDITORS
AND
FINANCIAL STATEMENTS

Fiscal Years Ended August 31, 2014 and 2013

BUREAU OF HYDROELECTRIC POWER



CONTENTS

PAGE

REPORT OF INDEPENDENT AUDITORS

1 - 2

FINANCIAL STATEMENTS

Balance sheets

3 - 4

Statements of revenues, expenses and changes in retained earnings

5

Statements of cash flows

6

Notes to financial statements

7 -18

SUPPLEMENTARY INFORMATION

Portland Hydroelectric Project Power Generation Schedule

19

REPORT OF INDEPENDENT AUDITORS ON INTERNAL CONTROLS OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS

20 -21

REPORT OF INDEPENDENT AUDITORS

The Honorable Mayor and Council Members
City of Portland, Oregon

Report on the Financial Statements

We have audited the accompanying financial statements of the City of Portland, Oregon Hydroelectric Power Fund (the Fund) as of and for the years ended August 31, 2014 and 2013, and the related notes to the financial statements, which collectively comprise the Fund's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally set forth in the Power Sales Agreement with Portland General Electric Company, dated April 12, 1979, which is a comprehensive basis of accounting other than generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. 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 from material misstatement.

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

REPORT OF INDEPENDENT AUDITORS (continued)

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the Fund as of August 31, 2014 and 2013, and the respective changes in financial position and, where applicable, cash flows thereof for the years then ended in accordance with accounting principles set forth in the Power Sales Agreement with Portland General Electric Company, dated April 12, 1979.

Emphasis of Matter

As discussed in Note 1, the Fund prepares its financial statements in accordance with the accounting requirements as set forth in the Power Sales Agreement with Portland General Electric Company, dated April 12, 1979, which is a comprehensive basis of accounting other than generally accepted accounting principles. The financial statements present only the Fund and are not intended to present the financial position of the City of Portland, Oregon, or the results of its operations and cash flows of its proprietary fund types and nonexpendable trust funds in conformity with accounting principles generally accepted in the United States of America.

Other Matter

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying Portland Hydroelectric Project Power Generation Schedule is presented for purposes of additional analysis and is not a required part of the basic financial statements. The Portland Hydroelectric Project Power Generation Schedule has 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 it.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated March 19, 2015 on our consideration of the Fund'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 internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Fund's internal control over financial reporting and compliance.

A handwritten signature in blue ink that reads "Moss Adams LLP". The signature is written in a cursive, flowing style.

Portland, Oregon
March 20, 2015

FINANCIAL STATEMENTS

CITY OF PORTLAND, OREGON
HYDROELECTRIC POWER FUND
BALANCE SHEETS

	AUGUST 31,	
	2014	2013
UNRESTRICTED CURRENT ASSETS		
Cash and cash equivalents	\$ 149,914	\$ 23,892
Accrued interest receivable	7,130	4,698
Total unrestricted current assets	157,044	28,590
RESTRICTED CURRENT ASSETS		
Renewal and Replacement		
Cash and cash equivalents	569,664	9,900,653
Investments	9,995,857	345,487
Accrued interest receivable	2,948	376
Debt Service		
Cash and cash equivalents	4,856,369	4,779,725
Investments	255,697	265,075
Accrued interest receivable	9,735	22,075
Power sales receivable	530,761	448,295
Total restricted current assets	16,221,031	15,761,686
UTILITY PLANT, net	22,601,381	23,208,773
OTHER		
Prepaid pension asset	132,847	141,462
Total assets	\$ 39,112,303	\$ 39,140,511

**CITY OF PORTLAND, OREGON
HYDROELECTRIC POWER FUND
BALANCE SHEETS**

	AUGUST 31,	
	2014	2013
CURRENT LIABILITIES PAYABLE FROM UNRESTRICTED ASSETS		
Accrued liabilities	\$ 36,196	\$ 35,508
Total current liabilities payable from unrestricted assets	36,196	35,508
CURRENT LIABILITIES PAYABLE FROM RESTRICTED ASSETS		
Interest payable	154,258	206,495
Revenue bonds payable within one year	2,403,447	2,281,793
Total current liabilities payable from restricted assets	2,557,705	2,488,288
LONG-TERM LIABILITIES, net of current portion		
Long-term liabilities	80,101	74,511
Revenue bonds	4,433,836	6,837,283
Total long-term liabilities	4,513,937	6,911,794
Total liabilities	7,107,838	9,435,590
RETAINED EARNINGS		
Reserved for bonded debt service	2,561,003	2,556,512
Unreserved retained earnings	29,443,462	27,148,409
Total retained earnings	32,004,465	29,704,921
Total liabilities and retained earnings	\$ 39,112,303	\$ 39,140,511

CITY OF PORTLAND, OREGON
HYDROELECTRIC POWER FUND
STATEMENT OF REVENUES, EXPENSES AND CHANGES IN RETAINED EARNINGS

	YEAR ENDED AUGUST 31,	
	2014	2013
OPERATING REVENUES		
Power sales	\$ 4,102,736	\$ 3,872,463
Service charges and fees	63,263	57,736
Total operating revenues	4,165,999	3,930,199
OPERATING EXPENSES		
Salaries, wages and fringe benefits	276,767	265,057
Operations and maintenance	633,309	901,085
Depreciation	607,392	607,392
Total operating expenses	1,517,468	1,773,534
OPERATING INCOME	2,648,531	2,156,665
Investment income	42,295	39,779
Interest expense	(391,282)	(522,404)
Net nonoperating expenses	(348,987)	(482,625)
NET INCOME	2,299,544	1,674,040
RETAINED EARNINGS, beginning of year	29,704,921	28,030,881
RETAINED EARNINGS, end of year	\$ 32,004,465	\$ 29,704,921

**CITY OF PORTLAND, OREGON
HYDROELECTRIC POWER FUND
STATEMENT OF CASH FLOWS**

	YEAR ENDED AUGUST 31,	
	2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES		
Operating income	\$ 2,648,531	\$ 2,156,665
Adjustments to reconcile operating income to net cash from operating activities		
Depreciation	607,392	607,392
Amortization of PERS contribution	8,615	8,615
Changes in assets and liabilities		
Power sales receivable	(82,466)	120,366
Accrued liabilities	688	4,535
Long-term liabilities	5,590	5,874
Net cash from operating activities	<u>3,188,350</u>	<u>2,903,447</u>
CASH FLOWS FROM CAPITAL RELATED FINANCING ACTIVITIES		
Principal paid on bonds	(2,281,793)	(2,155,268)
Interest paid on bonds	<u>(443,519)</u>	<u>(564,899)</u>
Net cash from capital related financing activities	<u>(2,725,312)</u>	<u>(2,720,167)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Investment income	49,631	77,880
Proceeds from sale of investments	15,030,538	17,445,281
Purchases of investments	<u>(24,671,530)</u>	<u>(8,212,356)</u>
Net cash from investing activities	<u>(9,591,361)</u>	<u>9,310,805</u>
CHANGE IN CASH AND CASH EQUIVALENTS	<u>(9,128,323)</u>	<u>9,494,085</u>
CASH AND CASH EQUIVALENTS, beginning of year	<u>14,704,270</u>	<u>5,210,185</u>
CASH AND CASH EQUIVALENTS, end of year	<u>\$ 5,575,947</u>	<u>\$ 14,704,270</u>

CITY OF PORTLAND, OREGON

HYDROELECTRIC POWER FUND

NOTES TO FINANCIAL STATEMENTS

Note 1 – Summary of Significant Accounting Policies

Organization and basis of accounting and presentation – The City of Portland, Oregon Hydroelectric Power Fund (the Fund) operates the Portland Hydroelectric Project (PHP) with generating facilities at Bull Run Dam Nos. 1 and 2 which are part of the City of Portland, Oregon (the City) water supply system. The Fund is managed by the Bureau of Hydroelectric Power, City of Portland, Oregon and is accounted for by the City as an enterprise fund.

The Fund prepares its financial statements in accordance with the accounting requirements as set forth in the Power Sales Agreement with Portland General Electric Company (the Utility), dated April 12, 1979. As such, the Fund prepares their financial statements on an accrual basis of accounting; however, does not present expenses the Utility incurs for certain operation and maintenance activities (see Note 6). The notes to the financial statements are provided for the purpose of providing additional detail on the accounts in the financial statements. The Fund utilizes the Uniform System of Accounts for electric utilities prescribed by the Federal Energy Regulatory Commission (FERC).

The financial statements present only the Fund and are not intended to present fairly the financial position of the City and the results of its operations and cash flows of its proprietary fund types and nonexpendable trust funds in conformity with accounting principles generally accepted in the United States of America.

Cash equivalents – The Fund considers all investments with original maturities of 90 days or less to be cash equivalents (see Notes 2 and 3).

Investments – Investments are reported at fair value (see Notes 2 and 3).

Restricted assets and liabilities – Assets and liabilities whose uses are legally restricted for renewal and replacement, debt service, and other purposes and related liabilities are segregated as restricted current or noncurrent assets and liabilities on the balance sheets.

Revenue recognition and power sales receivable – The Fund recognizes revenue in accordance with the PHP Power Sales Agreement with Portland General Electric Company (see Note 6). No allowance has been deemed necessary for the years ended August 31, 2014 and 2013.

Utility plant and depreciation – Utility plant is stated at the original cost of contracted services, direct labor and material, interest capitalized during construction and indirect charges for engineering, supervision, and similar overhead items (see Note 4). Costs of repairs and minor replacements are charged to appropriate operating expense accounts. Costs of significant renewals, betterments and additions are capitalized. The cost of plant retired and removal costs, less salvage, are charged to accumulated depreciation when property is removed from service, except that losses on early plant retirements, due to causes which are not factors related to depreciation are recognized in operations. Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets which range from 10 to 100 years. Management evaluates utility plant for impairment and retirement obligations annually or as circumstances warrant.

CITY OF PORTLAND, OREGON

HYDROELECTRIC POWER FUND

NOTES TO FINANCIAL STATEMENTS

Note 1 – Summary of Significant Accounting Policies (continued)

Prepaid pension asset – Substantially all of the Fund’s employees are participants in the State of Oregon Public Employees Retirement System (PERS). In the City’s fiscal year ended June 30 (fiscal year) 2000, the City contributed an amount in excess of the annual required contribution to finance the estimated Unfunded Accumulated Actuarial Liability (UAAL) of the City with PERS. The Fund’s portion of the amounts contributed in excess of the annual required contributions are recorded as a pension related asset and amortized on a straight-line basis over 30 years, beginning with fiscal year 2000.

Vacation and sick pay – Vacation pay is recorded as an expense when earned. Employees may not accumulate more than the vacation earned in a two-year period. Sick pay, which does not vest, is recorded as an expense when leave is taken.

Retained earnings reserved for bonded debt service – A portion of retained earnings has been segregated for amounts legally required to be set aside to pay bonded debt service in accordance with revenue bond ordinances and trust agreements.

Income taxes – As a governmental unit, the Fund is generally not subject to federal or state income taxes.

Self-insurance – The Fund is covered through the City’s self-insurance plan for workers’ compensation and general liability claims and certain employee medical coverage. The liability for estimated losses is recorded in the City’s internal service funds. See the Risk Management section of Note IV in the City of Portland, Oregon Comprehensive Annual Financial Report as of June 30, 2014 for more complete information.

Use of estimates – The preparation of financial statements requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

CITY OF PORTLAND, OREGON
HYDROELECTRIC POWER FUND
NOTES TO FINANCIAL STATEMENTS

Note 2 – Cash and Cash Equivalents

Cash and cash equivalents at August 31, 2014 are as follows:

	Unrestricted Current Cash and Cash Equivalents	Restricted Current Cash and Cash Equivalents		Total
		Debt Service	Renewal and Replacement	
Cash on hand and on deposit				
Cash with City Treasury	\$ 149,719	\$ (536)	\$ 43,760	\$ 192,943
Cash Equivalents				
United States Government, agencies and corporate securities, and money market instruments	195	4,856,905	525,904	5,383,004
	<u>\$ 149,914</u>	<u>\$ 4,856,369</u>	<u>\$ 569,664</u>	<u>\$ 5,575,947</u>

Cash and cash equivalents at August 31, 2013 are as follows:

	Unrestricted Current Cash and Cash Equivalents	Restricted Current Cash and Cash Equivalents		Total
		Debt Service	Renewal and Replacement	
Cash on hand and on deposit				
Cash with City Treasury	\$ 23,697	\$ (533)	\$ 43,760	\$ 66,924
Cash equivalents				
United States Government, agencies and corporate securities, and money market instruments	195	4,780,258	9,856,893	14,637,346
Total cash and cash equivalents	<u>\$ 23,892</u>	<u>\$4,779,725</u>	<u>\$9,900,653</u>	<u>\$ 14,704,270</u>

Cash with the City Treasury is part of an investment pool. The pool is available for use by all City funds. All investment pool cash purchases and sales are part of the City's cash management activity and considered cash and cash equivalents. Interest earned from the pooled investments is allocated to each fund based on the average earnings rate and daily cash balance of each fund. The City has recorded investments at fair value. City Treasury assesses a management fee that is deducted from investment income before distributions are made to all City funds.

CITY OF PORTLAND, OREGON

HYDROELECTRIC POWER FUND

NOTES TO FINANCIAL STATEMENTS

Note 3 – Deposits and Investments

Cash and investments are comprised of cash with City Treasury, governmental, agency and corporate securities and money market instruments. The balances at August 31, 2014 and 2013 are as follows:

	2014	2013
Cash with City Treasury	\$ 192,943	\$ 66,924
Investments - money market instruments	371,598	9,619,343
Investments - government, agency and corporate securities	15,262,960	5,628,565
	<u>\$ 15,827,501</u>	<u>\$ 15,314,832</u>

Deposits

Custodial credit risk-deposits – In the case of deposits, this is the risk that in the event of a bank failure, the City's deposits may not be returned to it. The City's deposit policy is in accordance with ORS 295. All deposits are collateralized with eligible securities in amounts determined by the Office of the State Treasurer (OST). The City's deposit policy requires that all deposits are covered by the Federal Depository Insurance Corporation (FDIC), and/or are collateralized as required by and in compliance with ORS 295. The OST's custodian, Federal Home Loan Bank of Seattle, is the agent of the depository bank. The securities pledged are designated as subject to the Pledge Agreement between the Depository Bank, Custodian Bank and OST and are held for the benefit of OST on behalf of the public depositors.

Investments

The Fund's investment activity is limited to purchases of Qualified Securities as defined by the trust indenture for the 2006 Hydroelectric Power Revenue Refunding Bonds as well as the City's Investment Policy, ORS 294.035 and ORS 294.810.

The Fund does not invest in any form of derivatives or reverse repurchase agreements and does not leverage its investment portfolio in any manner.

The following investments are permitted under the trust indenture for the 2006 Hydroelectric Power Revenue Refunding Bonds as well as the City's Investment Policy, ORS 294.035 and ORS 294.810:

- United States Treasury Debt Obligations
- United States Agency Debt Obligations
- Banker's Acceptances
- Commercial Paper issued by United States Corporations
- Interest Bearing Deposits in State of Oregon Financial Institutions
- State of Oregon Local Government Investment Pool
- Repurchase Agreements Secured by United States Treasury Debt Obligations

CITY OF PORTLAND, OREGON
HYDROELECTRIC POWER FUND
NOTES TO FINANCIAL STATEMENTS

Note 3 – Deposits and Investments (continued)

Interest rate risk – To minimize interest rate risk, the City’s investment policy limits the Fund’s portfolio to a maximum weighted average maturity of eighteen months. In addition, no more than 50% of the projected lowest cash balance may be invested in securities with a maturity range beyond two years. All other funds must be invested in less than two-year maturities and must meet the Fund’s cash flow requirements. Because of the Fund’s unique cash flow requirements, investment activity is generally restricted to investments with remaining maturities of 365 days or less.

Credit risk – For the years ended 2014 and 2013, the Fund’s investments were comprised of general obligations of the United States and the agencies and instrumentalities of the United States, bankers’ acceptances, and commercial paper.

Concentration of credit risk – This is the risk that when investments are concentrated in one issuer, this concentration presents a heightened risk of potential loss. The City’s investment policy addresses credit risk concentration by limiting both the types and amounts of securities that may be held in the portfolio. These portfolio restrictions vary based upon the investment type and issuer. Of the Fund’s total investments as of August 31, 2014 and 2013, all were invested in governmental securities, commercial paper, bankers’ acceptances, or with the FHLB, FNMA, FFCB or FHLMC, which are rated Aaa and AA+ by Moody’s and Standard & Poor’s, respectively.

Custodial credit risk-investments – This is the risk that in the event of failure of the counterparty, the Fund will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. All trades are executed by delivery vs. payment to ensure that securities are deposited in an eligible financial institution prior to the release of funds. The Fund’s investments comply with ORS 294.035 and ORS 294.810 that lists acceptable investments. As of August 31, 2014, the Fund had no investments that were held by either counterparty or the counterparty’s trust department agent. Therefore, the Fund has no outstanding investments that are exposed to custodial credit risk.

As of August 31, 2014, the Fund had the following investments and maturities:

Investment Type	Fair Value	Investment Maturity (years)	
		Less Than 1	1 - 5
Money market instruments	\$ 371,598	\$ 371,598	\$ -
Government, agency and corporate securities	15,263,245	15,263,245	-
	<u>\$ 15,634,843</u>	<u>\$ 15,634,843</u>	<u>\$ -</u>

CITY OF PORTLAND, OREGON
HYDROELECTRIC POWER FUND
NOTES TO FINANCIAL STATEMENTS

Note 3 – Deposits and Investments (continued)

As of August 31, 2013, the Fund had the following investments and maturities:

Investment Type	Fair Value	Investment Maturity (years)	
		Less Than 1	1 - 5
Money market instruments	\$ 9,619,343	\$ 9,619,343	\$ -
Government, agency and corporate securities	5,628,565	5,628,565	-
	<u>\$ 15,247,908</u>	<u>\$ 15,247,908</u>	<u>\$ -</u>

Note 4 – Utility Plant

Utility plant assets were as follows at August 31:

	2014	2013
Land	\$ 4,500	\$ 4,500
Hydroelectric generating plants	44,123,225	44,123,225
Total utility plant	44,127,725	44,127,725
Less: Accumulated depreciation	21,526,344	20,918,952
Net utility plant	<u>\$ 22,601,381</u>	<u>\$ 23,208,773</u>

Note 5 – Bonds Payable

On April 5, 2006, the Fund, through the City, issued at par \$21,370,000 in Hydroelectric Power Revenue Refunding Bonds, Series 2006 and used available cash to refund all of the City's outstanding Hydroelectric Power Revenue Bonds, including the Hydroelectric Power Revenue Bonds, Series 1979 and Series 1993 (the "Refunded Bonds"). The Refunded Bonds were redeemed on May 25, 2006 and October 1, 2006.

The Series 2006 Bonds have a stated interest rate of 5.523% and mature October 1, 2016. The Bonds are subject to mandatory sinking fund redemption annually on October 1 through the October 1, 2016 maturity date. In addition, the Bonds are subject to optional redemption prior to their maturity at the option of the City, as a whole or in part on any date, at a redemption price equal to the greater of 100% of the principal amount to be redeemed or the sum of the present values of the remaining scheduled payments of principal and interest.

CITY OF PORTLAND, OREGON
HYDROELECTRIC POWER FUND
NOTES TO FINANCIAL STATEMENTS

Note 5 – Bonds Payable (continued)

The Series 2006 Bonds are special obligations of the City that are payable solely from amounts on deposit in accounts established under the indenture and payments made under the PHP Power Sales Agreement between the City and Portland General Electric (see Note 6). The trust indenture for the Bonds require the Fund to maintain certain restricted accounts including a debt service reserve account in an amount sufficient to pay the maximum annual debt service on the Bonds in any future year.

In November 1999, the City issued \$300.8 million of Limited Tax Pension Obligation Revenue Bonds to finance the City's December 31, 1997 Public Employees Retirement System (PERS) unfunded actuarial accrued pension liability with the State of Oregon PERS. The bonds are secured by available general funds, defined as revenues that are legally available to pay the bonds, and not prohibited for such use under the charter and ordinances of the City and Oregon laws. This debt is allocated to the general government, enterprise funds, internal service funds, and fiduciary funds. The portion of debt service payments of the 1999 Series C, D and E Limited Tax Pension Obligation Revenue Bonds allocated to the Fund is 0.10%.

At August 31, 2014, interest rates of the outstanding bonds, \$50.5 million of 1999 Series D variable rate bonds and \$50.5 million of 1999 Series E variable rate bonds were 0.08 percent and 0.11 percent respectively. Interest rates on the fixed rate \$134.5 million of 1999 Series C bonds ranges from 7.701 to 7.93 percent.

Future year maturities of bond principal and interest at August 31 are as follows:

	Series 2006		PERS Bond Allocation		Total	
	Principal	Interest	Principal	Interest	Principal	Interest
2015	\$ 2,390,000	\$ 366,451	\$ 13,446	\$ 8,442	\$ 2,403,446	\$ 374,893
2016	2,505,000	234,451	15,251	8,838	2,520,251	243,289
2017	1,740,000	96,100	17,184	8,595	1,757,184	104,695
2018	-	-	19,289	8,112	19,289	8,112
2019	-	-	21,545	7,244	21,545	7,244
Thereafter	-	-	115,568	247,950	115,568	247,950
	<u>\$ 6,635,000</u>	<u>\$ 697,002</u>	<u>\$ 202,283</u>	<u>\$ 289,181</u>	<u>\$ 6,837,283</u>	<u>\$ 986,183</u>

CITY OF PORTLAND, OREGON

HYDROELECTRIC POWER FUND

NOTES TO FINANCIAL STATEMENTS

Note 6 – Power Sales Agreement

On April 12, 1979, the City entered into a Power Sales Agreement (the Agreement) with Portland General Electric Company (the Utility) to sell 100% of the power generation output from the Fund's PHP through August 31, 2017. The Agreement requires the Utility to pay all costs related to debt service, administration, water quality testing and control, permits and licenses and insurance and to maintain certain balances in the renewal and replacement and debt service reserve accounts regardless of whether any power is generated. In addition, the Utility pays a power production payment, which is dependent on the amount of power generated and, in some years, may pay a share of the savings element which is dependent on a number of factors.

Another element of the Agreement obligates the Utility to physically operate the PHP. In meeting this obligation, the Utility incurs certain operation and maintenance expenses that are paid by the Utility and not reflected in the accompanying financial statements. For the years ended August 31, 2014 and 2013, these expenses amounted to \$951,332 and \$863,275, respectively.

The Fund's Agreement with the Utility requires that the cost to the Utility for the power generated by the Fund's PHP be measured against the cost of power generated by the Utility at one of its specified thermal generating plants. The Agreement specifies that to the extent the cost of power generated by the Fund's PHP is less than the cost of power generated by the Utility at its thermal generating plant, 50% of the cost savings is to be paid by the Utility to the Fund. There have been no such payments, as the cost of power generated by the Fund's PHP has been greater than that of the Utility's designated plants on a cumulative contract basis.

The Agreement states that on expiration of the term of the Agreement, if the accumulated cost of power generated at the Fund's PHP exceeds that of the accumulated cost of a like amount of power generated by the Utility at its thermal generating plant, then the carrying value of the renewal and replacement assets shall be paid to the Utility to offset up to 50% of the "excess cost" incurred by the Utility to generate power at the Fund's PHP. The balance of the assets, if any, shall be divided equally between the Fund and the Utility. In the event the accumulated cost of power generated at the Fund's PHP exceeds that of the accumulated cost of a like amount of power generated by the Utility at its thermal generating plant, and the carrying value of the renewal and replacement assets are less than 50% of the excess cost, no further amounts would be required to be paid to the Utility. At August 31, 2014, the total accumulated excess cost was \$21,271,516, 50% of this total was \$10,635,758, and the carrying value of the renewal and replacement assets was \$10,565,520.

CITY OF PORTLAND, OREGON

HYDROELECTRIC POWER FUND

NOTES TO FINANCIAL STATEMENTS

Note 7 – Employee Retirement System and Pension Plans:

State of Oregon Public Employees Retirement System

Plan description – All City employees are participants under one or more plans currently available through Oregon Public Employees Retirement System (PERS), a cost-sharing multiple-employer public employee retirement system administered under ORS 238 and 238A. The 1995 Legislature created a second tier of benefits for those who became members after 1995. The second tier does not have the Tier One assumed earnings rate guarantee.

There are currently two programs with eligibility determined by the date of employment. Those employed prior to August 29, 2003 are PERS Program members. Those employed on or after August 29, 2003 are Oregon Public Service Retirement Plan (OPSRP) Program members. OPSRP is a hybrid retirement plan with two components: 1) the Pension Program (defined benefit; established and maintained as a tax-qualified governmental defined benefit plan), and 2) the Individual Account Program (IAP) (defined contribution; established and maintained as a tax-qualified governmental defined contribution plan).

Beginning January 1, 2004, all employees who are active members of PERS became members of the OPSRP IAP Program. PERS plan member contributions (the employee contribution, whether made by the employee or “picked-up” by the employer) go into the IAP portion of OPSRP. PERS plan members retain their existing PERS accounts, but any future member contributions will be deposited in the member’s IAP, not into the member’s PERS account.

Oregon PERS issues a publicly available financial report that includes financial statements and required supplementary information. The report may be obtained by writing to: Oregon Public Employees Retirement System, PO Box 23700, Tigard, Oregon 97281-3700, telephone (503) 598-7377, or by URL: http://Oregon.gov/PERS/section/financial_reports/financials.shtml.

PERS’ benefits vest after five years of continuous service or at normal retirement age. For Tiers One and Two, vesting also occurs upon attaining age 50 regardless of time worked. Tier One general service employees may retire with unreduced benefits after reaching age 55 and 30 years of service, or they can retire at age 58 with less than 30 years of service. Tier One general service employee benefits are reduced if retirement occurs prior to age 58 with less than 30 years of service. Tier Two members are eligible for full benefits at age 60 or at age 55 with 30 years of service.

Similar to Tier One, Tier Two general service and benefits are reduced when retirement occurs before age 60 with less than 30 years of service. OPSRP general service members are eligible for full benefits at age 58 with 30 years of service or age 65 with less than 30 years.

CITY OF PORTLAND, OREGON

HYDROELECTRIC POWER FUND

NOTES TO FINANCIAL STATEMENTS

Note 7 – Employee Retirement System and Pension Plans (continued)

Tier One retirement benefits are based on final average salary and length of service and are calculated by either money match or full formula methods, whichever provides the greatest benefit. For members hired before August 21, 1981 there is a third calculation method available, formula plus annuity. Tier Two uses the money match and full formula methods. OPSRP only uses the full formula method. These benefit provisions and other requirements are established by state statutes.

Funding policy – The rate of employer contributions to PERS is determined periodically by PERS based on actuarial valuations performed bi-annually. Beginning in fiscal year 1999-2000, PERS began passing costs on to employers due to the Oregon State Legislature increasing retiree benefits in 1995 by a maximum 9.89% benefit increase on benefits earned before October 1991 after a Court decision mandating taxation of state PERS benefits for retirees and due to the interpretation of PERS statutes by the PERS Board increasing benefits beyond those foreseen by the legislature.

The impact on the City to recover the higher PERS costs would have raised its employer contribution rate from 10.48% to 17.40% of covered members' compensation. The City elected to finance its December 31, 1997, UAAL of \$257.9 million to receive a lower employer contribution rate of 8.56% of covered employees' salaries. Proceeds of the 1999 Series C, D and E Bonds (the "Bonds") were used to finance all of the estimated UAAL of the City with PERS as of December 31, 1997. This resulted in the City having an over funded Actuarial Accrued Liability (AAL) of \$60.8 million at December 31, 1999. It is the City's policy to recognize pension expenditures or expenses as currently funded.

In addition to paying PERS the City's estimated UAAL, proceeds of the Bonds were also used to pay costs related to financing of the UAAL, including capitalized interest and costs of issuance. The full faith and credit of the City secures the bonds. Total bonds issued for fiscal year 2000 equaled \$300.8 million. The City is not authorized to levy additional taxes to pay these obligations. The liability will be financed by various city-wide bureaus based upon those bureaus' contributions to PERS for participating employees. The portion of debt service payments of the 1999 Series C, D and E Limited Tax Pension Obligation Revenue Bonds allocated to the Fund is 0.10% (see Note 5).

The debt is recorded on the government-wide statements and is allocated to both governmental and business-type activities. Ultimately this debt is viewed as being an obligation of the general government.

CITY OF PORTLAND, OREGON
HYDROELECTRIC POWER FUND
NOTES TO FINANCIAL STATEMENTS

Note 7 – Employee Retirement System and Pension Plans (continued)

Risk pooling and revised PERS contribution rates – Effective January 1, 2000, the City elected to participate in the Local Government Rate Pool (LGRP). The LGRP was created by legislative act of the State of Oregon and provided local governments the option to pool their PERS-related assets and liabilities with others that elected to participate in the pool, whereby contribution rates are determined based on the overall experience of the pool versus the potentially more volatile experience of individual employers. The LGRP was expanded and replaced by the State and Local Government Rate Pool (the SLGRP). The City made the election to join the SLGRP as of January 1, 2002.

The most recent actuarial valuation was prepared for the period ending December 31, 2013 and was issued September 2014. Based on that valuation, the City's contribution rates will increase for fiscal years 2016 and 2017.

Annual pension cost – PERS sets the rate for the SLGRP based on the independent actuarial study that is performed bi-annually. The study is done on the projected unit credit actuarial cost method and the UAAL is amortized as a level percentage of payroll over 20 years.

Significant economic assumptions used in the actuarial valuation include: (a) rate of return on the investment of present and future assets of eight percent per annum compounded annually, (b) projected salary increases at 3.75% per year compounded annually, (c) increases due to promotions and longevity that vary by age and service, (d) pre and post-mortality life expectancies of employees, based upon several mortality tables, (e) rates of withdrawal from active service before retirement for reasons other than death, rates of disabilities, and expected retirement ages developed on the basis of actual plan experience, (f) consumer price inflation at 2.75% per year, and (g) a factor for unused sick leave that is used to calculate retirement benefits under the full formula and formula plus annuity benefit calculations.

Contribution rates for the last three fiscal years at June 30, expressed as a percentage of covered payroll, are as follows:

	General Service 2012		General Service 2013		General Service 2014	
	PERS	OPSRP	PERS	OPSRP	PERS	OPSRP
PERS Defined Benefit Plan	9.30%	7.69%	9.30%	7.69%	9.34%	7.52%
Employee IAP*	6.00%	6.00%	6.00%	6.00%	6.00%	6.00%
Total contribution rate	15.30%	13.69%	15.30%	13.69%	15.34%	13.52%

* The City has chosen to pay the employee contribution to the IAP as an additional benefit.

CITY OF PORTLAND, OREGON
HYDROELECTRIC POWER FUND
NOTES TO FINANCIAL STATEMENTS

Note 7 – Employee Retirement System and Pension Plans (continued)

The City sold bonds in 1999 and deposited the proceeds in an account with the state retirement system. The state sets rates for members of the SLGRP. On its books, the City opted to amortize the original deposit ratably over the life of the bonds.

The unamortized balance of the funds deposited by the City with PERS at June 30 was:

	2012	2013	2014
Governmental funds	\$ 97,793,849	\$ 92,178,891	\$ 86,563,933
Internal service funds	9,719,518	9,161,458	8,603,398
Governmental activities	107,513,367	101,340,349	95,167,331
Business-type activities	41,916,695	39,509,994	37,103,293
Fiduciary funds	305,378	287,845	270,312
Total Prepaid	<u>\$ 149,735,440</u>	<u>\$ 141,138,188</u>	<u>\$ 132,540,936</u>

The amounts contributed to PERS during the years ended June 30, 2012, 2013, and 2014 were equal to the required contribution for each year. The amounts contributed by the City were as follows:

	2012	2013	2014
Cash contribution during year	\$ 45,229,731	\$ 45,278,556	\$ 45,868,558
Amortization of deposit with PERS	8,597,252	8,597,252	8,597,252
Total	<u>\$ 53,826,983</u>	<u>\$ 53,875,808</u>	<u>\$ 54,465,810</u>

The City of Portland, Oregon issues a Comprehensive Annual Financial Report (CAFR) containing a detailed description of the employee retirement system and pension plans. The City's current year CAFR may be viewed at URL: <http://www.portlandonline.com/omf/index.cfm?c=60673&a=427125>.

SUPPLEMENTARY INFORMATION

CITY OF PORTLAND, OREGON
HYDROELECTRIC POWER FUND
PORTLAND HYDROELECTRIC PROJECT POWER GENERATION SCHEDULE

Portland Hydroelectric Project Power Generation

Total combined capacity of both of the Project's powerhouses is 36 MW. The electric output capability of the Project in any specific year is subject to a number of constraints, such as amount of precipitation, reservoir level requirements, turbidity control and the primary emphasis on water supply for domestic purposes. Based upon standardized 40-year water flows for the period 1928 through 1968, the long-term net annual energy production from both powerhouses was projected to be approximately 100 million kilowatt-hours per year. During the most recent 20 Contract Years, however, the average annual power output from the Project was 88.137 million kilowatt-hours, reflecting the substantially lower-than-average precipitation in the Project area during many of those years. Individual annual power output at the Project for the ten Contract Years ended August 31, 2014 is shown in the following table:

Table 4
CITY OF PORTLAND, OREGON
Annual Power Output of the Project

Year Ending August 31 ¹	Electricity Generated (Million kilowatt-hours)
2005	66.193
2006	83.913
2007	78.412
2008	107.960
2009	87.724
2010	87.404
2011	104.027
2012	103.100
2013	55.196
2014	87.785

¹The amount of Project generation in the years ended August 31, 2005, and 2007 is low due to significantly lower than average precipitation at the Project during those years. The amount of Project generation in the year ended August 31, 2013 is low due to construction work that kept one of the Project's powerhouses off-line during the entire fiscal year.

Source: City of Portland Project records.

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

The Honorable Mayor and Council Members
City of Portland, Oregon

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of City of Portland, Oregon Hydroelectric Power Fund (the Fund) as of and for the year ended August 31, 2014, and the related notes to the financial statements, which collectively comprise the Fund's basic financial statements, and have issued our report thereon dated March 19, 2015.

Internal Control Over Financial Reporting

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

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

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies.

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

Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and Other Matters

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

Purpose of this Report

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

A handwritten signature in blue ink that reads "Moss Adams LLP". The signature is written in a cursive, flowing style.

Portland, Oregon
March 20, 2015