

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 Series 2020B-1 Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986 and interest on the Bonds is exempt from State of California personal income taxes. In the further opinion of Bond Counsel, interest on the Series 2020B-1 Bonds is not a specific preference item for purposes of the federal alternative minimum tax. Interest on the Series 2020B-2 Bonds and the Refunding Bonds is not excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986. Bond Counsel expresses no opinion regarding any other tax consequences related to the ownership or disposition of, or the amount, accrual or receipt of interest on, the Bonds. See "TAX MATTERS."



\$140,010,000
City of Oakland
General Obligation Bonds
(Measure KK, Series 2020B-1)
(Tax-Exempt)

\$44,880,000
City of Oakland
General Obligation Bonds
(Measure KK, Series 2020B-2)
(Taxable)

\$64,260,000
City of Oakland
General Obligation
Refunding Bonds,
Series 2020 (Taxable)

Dated: Date of Delivery

Due: January 15, as shown on the inside cover hereof

The \$140,010,000 aggregate principal amount of City of Oakland General Obligation Bonds (Measure KK, Series 2020B-1) (Tax-Exempt) (the "**Series 2020B-1 Bonds**") and \$44,880,000 aggregate principal amount of City of Oakland General Obligation Bonds (Measure KK, Series 2020B-2) (Taxable) (the "**Series 2020B-2 Bonds**") and, together with the Series 2020B-1 Bonds, the "**2020 Measure KK Bonds**", are being issued under the Constitution of the State of California (the "**State**"), the Charter of the City, Measure KK (defined below) and the City's Affordable Housing and Infrastructure Bond Law, Oakland Municipal Code, Chapter 4.54. The \$64,260,000 aggregate principal amount of City of Oakland General Obligation Refunding Bonds, Series 2020 (Taxable) (the "**Refunding Bonds**") and together with the 2020 Measure KK Bonds, the "**Bonds**") are being issued pursuant to Articles 9 and 11 of Chapter 3 of Part 1 of Division 2 of Title 5 of the California Government Code. The specific terms and conditions for issuance of the Bonds are contained in a resolution adopted by the City Council of the City on December 10, 2019. See "THE BONDS – Authority for Issuances."

The proceeds of the Series 2020B-1 Bonds will be used to finance the Series 2020B-1 Projects (as defined herein) and to pay for certain costs related to the issuance of the Series 2020B-1 Bonds. The proceeds of the Series 2020B-2 Bonds will be used to finance the Series 2020B-2 Projects (as defined herein) and to pay for certain costs related to the issuance of the Series 2020B-2 Bonds. The proceeds of the Refunding Bonds will be used to finance the refunding of all of the City's outstanding General Obligation Refunding Bonds, Series 2012 and to pay certain costs related to the issuance of the Refunding Bonds.

The Bonds will be issued only as fully registered bonds without coupons and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("**DTC**"). Individual purchases of the Bonds will be made in book-entry form only, in denominations of \$5,000 or any integral multiple thereof. Payments of principal of and interest on the Bonds will be made to DTC by U.S. Bank National Association, as fiscal agent. DTC in turn is required to remit such principal and interest to the DTC Participants for subsequent disbursement to the beneficial owners of the Bonds. See APPENDIX E – "BOOK-ENTRY ONLY SYSTEM." The Bonds will be dated and bear interest from the date of original issuance. Interest on the Bonds will be payable semiannually on January 15 and July 15 of each year, commencing January 15, 2021. The Bonds will be subject to optional redemption prior to their respective stated maturities (as described herein). See "THE BONDS – Redemption."

The Bonds are payable from *ad valorem* taxes levied upon all taxable property in the City. The City Council of the City has the power and is obligated to levy *ad valorem* taxes for the payment of the Bonds and the interest thereon upon all property within the City subject to taxation by the City without limitation as to rate or amount (except certain property which is taxable at limited rates).

The Bonds were sold by competitive sale on February 13, 2020 pursuant to the terms of an Official Notice of Sale dated February 6, 2020. See also "SALE OF BONDS" herein.

The Bonds will be offered when, as and if issued by the City and received by the initial purchaser(s), subject to the approval of validity by Orrick, Herrington & Sutcliffe LLP, Bond Counsel. Certain legal matters will be passed upon for the City by Curls Bartling P.C., as Disclosure Counsel. It is anticipated that the Bonds, in definitive form, will be available for delivery through the facilities of DTC on or about February 27, 2020.

This cover page contains certain information for general reference only. It is not a summary of this issue. Investors must read this entire Official Statement to obtain information essential to the making of an informed investment decision.

MATURITY SCHEDULES

\$140,010,000
CITY OF OAKLAND
GENERAL OBLIGATION BONDS
(MEASURE KK, SERIES 2020B-1)
(TAX-EXEMPT)

\$77,070,000 Serial Bonds

CUSIP* Base: 672240

Maturity Date (January 15)	Principal Amount	Interest Rate	Yield	Price	CUSIP* Suffix
2030	\$ 3,990,000	5.000%	1.05%	136.988	VG0
2031	5,155,000	4.000	1.15	126.552 ^c	VH8
2032	5,365,000	4.000	1.22	125.808 ^c	VJ4
2033	5,575,000	4.000	1.30	124.964 ^c	VK1
2034	5,800,000	2.000	2.05	99.397	VL9
2035	5,915,000	2.000	2.15	98.097	VM7
2036	6,035,000	2.125	2.24	98.469	VN5
2037	6,165,000	2.125	2.33	97.150	VP0
2038	6,295,000	2.250	2.37	98.257	VQ8
2039	6,435,000	2.250	2.40	97.731	VR6
2040	6,580,000	3.000	2.15	107.530 ^c	VS4
2041	6,780,000	3.000	2.18	107.253 ^c	VT2
2042	6,980,000	3.000	2.21	106.978 ^c	VU9

\$14,560,000 2.50% Term Bond due January 15, 2044, Yield 2.57%, Price 98.754, CUSIP* No. 672240VW5

\$23,235,000 2.50% Term Bond due January 15, 2047, Yield 2.61%, Price 97.882, CUSIP* No. 672240VZ8

\$25,145,000 3.00% Term Bond due January 15, 2050, Yield 2.34%, Price 105.792^c, CUSIP* No. 672240WC8

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^c Priced to par call on or after January 15, 2030.

MATURITY SCHEDULES

**\$44,880,000
CITY OF OAKLAND
GENERAL OBLIGATION BONDS
(MEASURE KK, SERIES 2020B-2)
(TAXABLE)**

CUSIP* Base: 672240

Maturity Date (January 15)	Principal Amount	Interest Rate	Yield	Price	CUSIP* Suffix
2021	\$ 4,800,000	3.00%	1.48%	101.328	WD6
2022	7,010,000	3.00	1.53	102.717	WE4
2023	4,365,000	1.55	1.55	100.000	WF1
2024	4,435,000	1.58	1.58	100.000	WG9
2025	4,505,000	1.63	1.63	100.000	WH7
2026	4,580,000	1.73	1.73	100.000	WJ3
2027	4,660,000	1.83	1.83	100.000	WK0
2028	4,745,000	1.97	1.97	100.000	WL8
2029	4,835,000	2.07	2.07	100.000	WM6
2030	945,000	2.11	2.11	100.000	WN4

**\$64,260,000
CITY OF OAKLAND3
GENERAL OBLIGATION REFUNDING BONDS
SERIES 2020 (TAXABLE)**

CUSIP* Base: 672240

Maturity Date (January 15)	Principal Amount	Interest Rate	Yield	Price	CUSIP* Suffix
2021	\$ 4,625,000	3.00%	1.48%	101.328	WP9
2022	4,605,000	3.00	1.53	102.717	WQ7
2023	4,740,000	1.55	1.55	100.000	WR5
2024	4,815,000	1.58	1.58	100.000	WS3
2025	4,890,000	1.63	1.63	100.000	WT1
2026	4,975,000	1.73	1.73	100.000	WU8
2027	5,060,000	1.83	1.83	100.000	WV6
2028	5,165,000	1.97	1.97	100.000	WW4
2029	5,260,000	2.07	2.07	100.000	WX2
2030	5,375,000	2.11	2.11	100.000	WY0
2031	5,490,000	2.17	2.17	100.000	WZ7
2032	5,605,000	2.22	2.22	100.000	XA1
2033	3,655,000	2.27	2.27	100.000	XB9

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CITY OF OAKLAND
County of Alameda, California

CITY COUNCIL

Rebecca Kaplan (At-Large) <i>President of the City Council</i>	Lynette Gibson McElhaney (District 3) <i>Councilmember</i>
Dan Kalb (District 1) <i>Councilmember and President Pro Tem</i>	Sheng Thao (District 4) <i>Councilmember</i>
Larry E. Reid (District 7) <i>Councilmember and Vice-Mayor</i>	Noel Gallo (District 5) <i>Councilmember</i>
Nikki Fortunato Bas (District 2) <i>Councilmember</i>	Loren Taylor (District 6) <i>Councilmember</i>

CITY OFFICIALS

Libby Schaaf, *Mayor*
Sabrina Landreth, *City Administrator*
Courtney Ruby, *City Auditor*
Barbara Parker, *City Attorney*
LaTonda Simmons, *City Clerk*
Adam Benson, *Director of Finance*

SPECIAL SERVICES

Municipal Advisor

Fieldman, Rolapp & Associates, Inc.
Irvine, California

Bond Counsel

Orrick, Herrington & Sutcliffe LLP
San Francisco, California

Disclosure Counsel

Curls Bartling P.C.
Oakland, California

Fiscal Agent

U.S. Bank National Association
San Francisco, California

Verification Agent

Causey Demgen & Moore P.C.
Denver, Colorado

Escrow Agent

The Bank of New York Mellon Trust Company, N.A.
San Francisco, California

This Official Statement does not constitute an offering of any security other than the original offering of the Bonds by the City. No dealer, broker, salesperson or other person has been authorized by the City to give any information or to make any representations other than as contained in this Official Statement, and if given or made, such other information or representation not so authorized should not be relied upon as having been given or authorized by the City.

This Official Statement does not constitute an offer to sell or a solicitation of an offer to buy Bonds in any state in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so, or to any person to whom it is unlawful to make such offer or solicitation. This Official Statement is not to be construed as a contract with the purchasers or owners of any of the Bonds.

The information set forth herein other than that furnished by the City, although obtained from sources which are believed to be reliable, is not guaranteed as to accuracy or completeness. The information and expressions of opinion 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 in connection with the sale of the Bonds referred to herein and may not be reproduced or used, in whole or in part, for any other purpose. All summaries of the documents and laws herein are made subject to the provisions thereof and do not purport to be complete statements of any or all such provisions.

The initial purchaser(s) has(ve) reviewed the information in this Official Statement in accordance with, and as part of, its responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the initial purchaser(s) does(do) not guarantee the accuracy or completeness of such information.

Certain statements included or incorporated by reference in this Official Statement constitute “forward-looking statements.” Such statements are generally identifiable by the terminology used such as “plan,” “expect,” “estimate,” “budget” or other similar words. The achievement of certain results or other expectations contained in such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The City does not plan to issue any updates or revisions to those 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.

In connection with this offering, the initial purchaser(s) may over allot or effect transactions which stabilize or maintain the market prices of the Bonds at levels above those which might otherwise prevail in the open market. Such stabilizing, if commenced, may be discontinued at any time. The initial purchaser(s) may offer and sell the Bonds to certain securities dealers and dealer banks and banks acting as agent at prices lower than the public offering prices stated on the cover page hereof and said public offering prices may be changed from time to time by the initial purchaser(s).

The Bonds will not be registered under the Securities Act of 1933, as amended, in reliance upon an exemption contained in such Act. The Bonds have not been registered or qualified under the securities laws of any state. The Bonds have not been recommended by any Federal or state securities commission or regulatory authority, and the foregoing authorities have neither reviewed nor confirmed the accuracy of this Official Statement.

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OFFICIAL STATEMENT

INTRODUCTION

The purpose of this Official Statement (including the cover page and appendices attached hereto) is to provide certain information concerning the initial issuance, sale and delivery by the City of Oakland, California (the “**City**”), of its \$140,010,000 aggregate principal amount of City of Oakland General Obligation Bonds (Measure KK, Series 2020B-1) (Tax-Exempt) (the “**Series 2020B-1 Bonds**”), \$44,880,000 aggregate principal amount of City of Oakland General Obligation Bonds (Measure KK, Series 2020B-2) (Taxable) (the “**Series 2020B-2 Bonds**”) and \$64,260,000 aggregate principal amount of City of Oakland General Obligation Refunding Bonds, Series 2020 (Taxable) (the “**Refunding Bonds**” and, together with the Series 2020B-1 Bonds and the Series 2020B-2 Bonds, the “**Bonds**”). Sometimes the Series 2020B-1 Bonds and the Series 2020B-2 Bonds are together referred to as the “**2020 Measure KK Bonds**” and the Series 2020B-2 Bonds and the Refunding Bonds are together referred to as the “**Taxable Bonds.**”

The descriptions and summaries of various documents hereinafter set forth do not purport to be comprehensive or definitive, and reference is made to each document for the complete details of all terms and conditions. All statements herein are qualified in their entirety by reference to each document. All capitalized terms used in this Official Statement and not otherwise defined herein have the same meaning as in the Authorizing Resolution and Fiscal Agent Agreement (each defined below).

The Bonds will be payable from *ad valorem* taxes levied upon all taxable property in the City. The City Council of the City (the “**City Council**”) has the power and is obligated to levy *ad valorem* taxes for the payment of the Bonds and the interest thereon upon all property within the City subject to taxation without limitation as to the rate or the amount (except with respect to certain personal property which is taxable at limited rates). See “SECURITY FOR THE BONDS” and “CONSTITUTIONAL AND STATUTORY TAX LIMITATIONS.” For information on the City’s tax base, tax collection system and property tax revenues, see “SECURITY FOR THE BONDS” and APPENDIX A – “CERTAIN INFORMATION CONCERNING THE CITY OF OAKLAND.”

Changes have been made to this Official Statement since the Preliminary Official Statement dated February 6, 2020, in Appendix A under the caption “Retirement Programs”: a) under the subcaption “– *Police and Fire Retirement System*” to reflect the PFRS’ Actuarial Valuation Report as of July 2, 2019, dated February 2020; and b) to the Employee Organizations table under the subcaption “California Public Employees Retirement System” to reflect corrections to the Tier Pension Plans and Safety columns.

THE BONDS

Authority for Issuances

The 2020 Measure KK Bonds are issued under provisions of the Constitution of the State, the Charter of the City, Measure KK (defined below) and the City of Oakland Affordable Housing

and Infrastructure Bond Law, Oakland Municipal Code, Chapter 4.54 (the “**Housing Bond Law**”). The Refunding Bonds are issued pursuant to Articles 9 and 11 of Chapter 3 of Part 1 of Division 2 of Title 5 of the California Government Code. The specific terms and conditions for issuance of the Bonds are contained in Resolution No. 87980 C.M.S adopted by the City Council on December 10, 2019 (the “**Authorizing Resolution**”) and a Fiscal Agent Agreement, dated as of February 1, 2020 (the “**Fiscal Agent Agreement**”), between the City and U.S. Bank National Association, as fiscal agent (together with any successors, the “**Fiscal Agent**”).

The 2020 Measure KK Bonds constitute the third and fourth series of bonds to be issued from an aggregate authorized amount of \$600,000,000 of general obligation bonds duly approved by at least two-thirds of the qualified voters voting at an election held in the City on November 8, 2016, an Ordinance Authorizing the Issuance of Infrastructure Bonds In An Amount Not To Exceed \$600 Million to Improve Public Safety And Invest In the Neighborhoods (“**Measure KK**”). Measure KK provides funds “to improve public safety and invest in neighborhoods throughout Oakland by re-paving streets to remove potholes, rebuilding cracked and deteriorating sidewalks, funding bicycle and pedestrian safety improvements, funding affordable housing for Oaklanders, and providing funds for facility improvements, such as, neighborhood recreation centers, playgrounds and libraries.” After the issuance of the 2020 Measure KK Bonds, authorization for the issuance of \$297,255,000 million of general obligation bonds under Measure KK will remain.

Measure KK required the creation of a citizens’ oversight committee (the “**Measure KK Oversight Committee**”) to review financial and operational reports related to the expenditure of bond proceeds to confirm that such proceeds were used in a manner permitted under Measure KK and to evaluate the impacts and outcomes of the bond expenditures on Measure KK’s stated goals, including social equity, anti-displacement and affordable housing. The Measure KK Oversight Committee reports to the City Council.

Purpose of the 2020 Measure KK Bonds

The Series 2020B-1 Bonds are being issued by the City to provide funds for certain: street paving, resurfacing and reconstruction; bicycle, pedestrian and traffic calming improvements; and construction, purchase, improvement or rehabilitation of City facilities including fire, library, parks, recreation, and senior facilities, consistent with the City’s FY 2019-21 Capital Improvement Program (the “**2020B-1 Projects**”); all as set forth in Resolution No. 87981 C.M.S., adopted by the City Council on December 10, 2019 (the “**Projects Resolution**”) and to pay costs associated with the issuance of the Series 2020B-1 Bonds.

The Series 2020B-2 Bonds are being issued by the City to provide funds for anti-displacement and affordable housing preservation programs, including the acquisition, rehabilitation, or new construction of transitional housing and affordable housing for ownership and rent (the “**2020B-2 Projects**”) in accordance with the City’s Housing Bond Law and as set forth in the Projects Resolution and to pay costs associated with the issuance of the Series 2020B-2 Bonds.

Plan of Refunding

The Refunding Bonds are being issued by the City to refund all of its City of Oakland General Obligation Refunding Bonds, Series 2012, currently outstanding in the principal amount of \$61,960,000 (the “**2012 Refunded Bonds**”). A portion of the proceeds from the sale of the Refunding Bonds will be deposited into the Escrow Fund created and held by The Bank of New York Mellow Trust Company N.A., as escrow bank (the “**Escrow Bank**”) pursuant to an Escrow Agreement between the City and Escrow Bank, dated as of February 1, 2020 (the “**Escrow Agreement**”) to provide monies for the purpose of paying principal of and interest on the 2012 Refunded Bonds to and including January 15, 2021, the redemption date (the “**Redemption Date**”), and to redeem all 2012 Refunded Bonds outstanding on such Redemption Date at the redemption price of such 2012 Refunded Bonds, being 100% of the then outstanding principal amount thereof, plus interest accrued thereto (the “**Redemption Price**”).

The Escrow Bank shall invest \$64,159,196.00 of the moneys deposited into the Escrow Fund pursuant to the Escrow Agreement in Eligible Securities (as defined in the Escrow Agreement) (the “**Escrowed Securities**”). The Escrowed Securities shall be deposited with and held by the Escrow Bank in the Escrow Fund solely for the uses and purposes set forth in the Escrow Agreement. The sufficiency of the deposits to the Escrow Fund for these uses and purposes has been verified by Causey Demgen & Moore P.C., acting as verification agent. See “VERIFICATION OF MATHEMATICAL ACCURACY” below.

Proceeds of the Refunding Bonds will also be used to pay costs associated with the issuance of the Refunding Bonds.

Description of the Bonds

The Bonds are being offered in denominations of \$5,000 or integral multiples thereof, will be dated their date of issuance and delivery, and will mature on the dates and bear interest at the respective rates of interest per annum set forth on the inside cover page hereof. Interest on the Bonds will accrue from the date of initial issuance calculated on the basis of a 360-day year composed of twelve (12) 30-day months and will be payable on January 15, 2021, and on each January 15 and July 15 thereafter (each, an “**Interest Payment Date**”).

Book-Entry Only System

The Bonds will be issued in fully registered book-entry form only. The Bonds will initially be registered in the name of Cede & Co., as nominee of The Depository Trust Company (“**DTC**”), New York, New York. DTC will act as securities depository for the Bonds. So long as the Bonds are registered in the name of Cede & Co., as nominee of DTC, references herein to the owners or registered owners will mean Cede & Co. and will not mean the ultimate purchasers of the Bonds. Principal of and redemption premium, if any, and interest on, the Bonds will be paid directly to DTC or Cede & Co. so long as DTC or Cede & Co. is the registered owner of the Bonds. Except in the event that use of this book-entry system is discontinued for the Bonds, beneficial owners will not receive physical certificates representing their ownership interests. See APPENDIX E – “BOOK-ENTRY ONLY SYSTEM.”

Purchases of Bonds under the DTC system must be made by or through a DTC participant, and ownership interests in Bonds or any transfer thereof will be recorded as entries on the books of said participants. The City and the Fiscal Agent will have no responsibility or obligation with respect to: (i) the accuracy of the records of DTC, its nominee or any participant with respect to any beneficial ownership interest in the Bonds; (ii) the delivery to any participant, beneficial owner or other person, other than DTC, of any notice with respect to the Bonds; (iii) the payment to any participant, beneficial owner or other person, other than DTC, of any amount with respect to the principal of, or premium, if any, or interest on, the Bonds; (iv) any consent given by DTC or its nominee as owner; or (v) if applicable, the selection by DTC or any participant of any beneficial owners to receive payment if the Bonds are redeemed in part. See APPENDIX E – “BOOK-ENTRY ONLY SYSTEM.”

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Debt Service

The scheduled debt service for the Series 2020B-1 Bonds (assuming no optional redemption prior to the stated maturity date) is as follows:

**CITY OF OAKLAND
General Obligation Bonds
(Measure KK, Series 2020B-1)
(Tax-Exempt)
Debt Service**

Period Ending (January 15)	Principal	Interest	Total Debt Service
2021	-	\$ 3,473,885.00	\$ 3,473,885.00
2022	-	3,932,700.00	3,932,700.00
2023	-	3,932,700.00	3,932,700.00
2024	-	3,932,700.00	3,932,700.00
2025	-	3,932,700.00	3,932,700.00
2026	-	3,932,700.00	3,932,700.00
2027	-	3,932,700.00	3,932,700.00
2028	-	3,932,700.00	3,932,700.00
2029	-	3,932,700.00	3,932,700.00
2030	\$ 3,990,000.00	3,932,700.00	7,922,700.00
2031	5,155,000.00	3,733,200.00	8,888,200.00
2032	5,365,000.00	3,527,000.00	8,892,000.00
2033	5,575,000.00	3,312,400.00	8,887,400.00
2034	5,800,000.00	3,089,400.00	8,889,400.00
2035	5,915,000.00	2,973,400.00	8,888,400.00
2036	6,035,000.00	2,855,100.00	8,890,100.00
2037	6,165,000.00	2,726,856.26	8,891,856.26
2038	6,295,000.00	2,595,850.00	8,890,850.00
2039	6,435,000.00	2,454,212.50	8,889,212.50
2040	6,580,000.00	2,309,425.00	8,889,425.00
2041	6,780,000.00	2,112,025.00	8,892,025.00
2042	6,980,000.00	1,908,625.00	8,888,625.00
2043	7,190,000.00	1,699,225.00	8,889,225.00
2044	7,370,000.00	1,519,475.00	8,889,475.00
2045	7,555,000.00	1,335,225.00	8,890,225.00
2046	7,745,000.00	1,146,350.00	8,891,350.00
2047	7,935,000.00	952,725.00	8,887,725.00
2048	8,135,000.00	754,350.00	8,889,350.00
2049	8,380,000.00	510,300.00	8,890,300.00
2050	<u>8,630,000.00</u>	<u>258,900.00</u>	<u>8,888,900.00</u>
TOTAL	\$140,010,000.00	\$80,642,228.76	\$220,652,228.76

The scheduled debt service for the Series 2020B-2 Bonds is as follows:

**CITY OF OAKLAND
General Obligation Bonds
(Measure KK, Series 2020B-2)
(Taxable)
Debt Service**

Period Ending (January 15)	Principal	Interest	Total Debt Service
2021	\$ 4,800,000.00	\$ 833,402.48	\$ 5,633,402.48
2022	7,010,000.00	799,474.50	7,809,474.50
2023	4,365,000.00	589,174.50	4,954,174.50
2024	4,435,000.00	521,517.00	4,956,517.00
2025	4,505,000.00	451,444.00	4,956,444.00
2026	4,580,000.00	378,012.50	4,958,012.50
2027	4,660,000.00	298,778.50	4,958,778.50
2028	4,745,000.00	213,500.50	4,958,500.50
2029	4,835,000.00	120,024.00	4,955,024.00
2030	<u>945,000.00</u>	<u>19,939.50</u>	<u>964,939.50</u>
TOTAL	\$44,880,000.00	\$4,225,267.48	\$49,105,267.48

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The scheduled debt service for the Refunding Bonds (assuming no optional redemption prior to the stated maturity date) is as follows:

**CITY OF OAKLAND
General Obligation Refunding Bonds,
Series 2020 (Taxable)
Debt Service**

Period Ending (January 15)	Principal	Interest	Total Debt Service
2021	\$ 4,625,000.00	\$ 1,179,600.68	\$ 5,804,600.68
2022	4,605,000.00	1,196,647.00	5,801,647.00
2023	4,740,000.00	1,058,497.00	5,798,497.00
2024	4,815,000.00	985,027.00	5,800,027.00
2025	4,890,000.00	908,950.00	5,798,950.00
2026	4,975,000.00	829,243.00	5,804,243.00
2027	5,060,000.00	743,175.50	5,803,175.50
2028	5,165,000.00	650,577.50	5,815,577.50
2029	5,260,000.00	548,827.00	5,808,827.00
2030	5,375,000.00	439,945.00	5,814,945.00
2031	5,490,000.00	326,532.50	5,816,532.50
2032	5,605,000.00	207,399.50	5,812,399.50
2033	<u>3,655,000.00</u>	<u>82,968.50</u>	<u>3,737,968.50</u>
TOTAL	\$64,260,000.00	\$9,157,390.18	\$73,417,390.18

Redemption

Optional Redemption

The Series 2020B-2 Bonds are not subject to optional redemption prior to their respective stated maturities.

The Series 2020B-1 Bonds and the Refunding Bonds maturing on or before January 15, 2030, are not subject to optional redemption prior to their respective stated maturities. The Series 2020B-1 Bonds and the Refunding Bonds maturing on and after January 15, 2031 are subject to optional redemption prior to their respective stated maturities, at the option of the City, from any source of available funds, as a whole or in part on any date (with the series of Bonds and maturities within such series of Bonds to be redeemed to be determined by the City and by lot within a maturity), on or after January 15, 2030, at redemption prices equal to the principal amount thereof to be redeemed, without premium, together with accrued interest to the date fixed for redemption.

Mandatory Sinking Fund Redemption

The Series 2020B-1 Term Bond maturing on January 15, 2044 (the “**2020B-1 2044 Term Bond**”), is subject to mandatory sinking fund redemption on each Mandatory Sinking Fund Redemption Date in the respective principal amounts set forth in the following schedule at a redemption price equal to 100% of the principal amount to be redeemed (without premium) together with interest accrued thereon to the date fixed for redemption:

Mandatory Sinking Fund Redemption Date (January 15)	<u>Principal Amount</u>
2043	\$7,190,000
2044*	7,370,000
	<hr/>
	\$14,560,000

* Maturity

The Series 2020B-1 Term Bond maturing on January 15, 2047 (the “**2020B-1 2047 Term Bond**”), is subject to mandatory sinking fund redemption on each Mandatory Sinking Fund Redemption Date in the respective principal amounts set forth in the following schedule at a redemption price equal to 100% of the principal amount to be redeemed (without premium) together with interest accrued thereon to the date fixed for redemption:

Mandatory Sinking Fund Redemption Date (January 15)	<u>Principal Amount</u>
2045	7,555,000
2046	7,745,000
2047*	7,935,000
	<hr/>
	\$23,235,000

* Maturity

The Series 2020B-1 Term Bond maturing on January 15, 2050 (the “**2020B-1 2050 Term Bond**”), is subject to mandatory sinking fund redemption on each Mandatory Sinking Fund Redemption Date in the respective principal amounts set forth in the following schedule at a redemption price equal to 100% of the principal amount to be redeemed (without premium) together with interest accrued thereon to the date fixed for redemption:

Mandatory Sinking Fund Redemption Date (January 15)	<u>Principal Amount</u>
2048	\$8,135,000
2049	8,380,000
2050*	8,630,000
	<hr/>
	\$25,145,000

* Maturity

The principal amount of any maturity to be redeemed in each year as shown above will be reduced proportionately by the amount of any Term Bonds of that maturity optionally redeemed prior to the Mandatory Sinking Fund Redemption Date unless otherwise directed by the City.

Selection of Bonds for Redemption

Whenever less than all of the Outstanding Bonds of a series are called for optional redemption, the City shall select the maturities to be redeemed. Whenever less than all the Outstanding Bonds maturing on any one date are called for redemption on any one date, the Fiscal Agent shall select the Bonds or portions thereof (in denominations of \$5,000 or any integral multiple thereof) to be redeemed from the Outstanding Bonds maturing on such date not previously selected for redemption, by lot, in any manner which the Fiscal Agent deems fair.

Notice of Redemption

Notice of any redemption of Bonds shall be mailed, postage prepaid, to the respective registered owners thereof at the addresses appearing on the bond registration books not less than 30 and no more than 60 days prior to the redemption date. The notice of redemption shall: (a) state the redemption date; (b) state the redemption price; (c) state the dates of maturity of the Bonds and, if less than all of any such maturity is called for redemption, the distinctive numbers of the Bonds of such maturity to be redeemed, and in the case of Bonds redeemed in part only, the respective portions of the principal amount thereof, to be redeemed; (d) state the series and the CUSIP number, if any, of each Bond to be redeemed; (e) require that such Bonds be surrendered by the owners at the office of the Fiscal Agent; and (f) give notice that further interest on such Bonds will not accrue after the designated redemption date.

The actual receipt by the owner of any Bond to be redeemed of notice of such redemption shall not be a condition precedent to redemption, and failure to receive such notice or any defect in such notice shall not affect the validity of the proceedings for the redemption of such Bonds or the cessation of interest on the date fixed for redemption.

Conditional Notice; Right to Rescind Notice

The City shall have the right to provide a conditional notice of redemption and to rescind any optional redemption and notice thereof for any reason on any date prior to the date fixed for redemption by causing written notice of the rescission to be given to the owners of the Bonds so called for redemption. Any optional redemption and notice thereof shall be rescinded if, for any reason, on the date fixed for redemption funds are not available in the respective Redemption Account in an amount sufficient to pay in full on said date the principal of, interest, and any premium due on the Bonds called for redemption. Notice of rescission of redemption shall be given in the same manner in which notice of redemption was originally given. The actual receipt by the owner of any Bond of notice of such rescission shall not be a condition precedent to rescission, and failure to receive such notice or any defect in such notice shall not affect the validity of the rescission.

Defeasance

The Bonds, or any portions thereof, may be defeased prior to maturity by irrevocably depositing with the Fiscal Agent or other fiduciary: (i) an amount of cash which together with amounts then on deposit in the appropriate Debt Service Account, is sufficient, without reinvestment, to pay and discharge all (or such portions) of the Bonds Outstanding (including all principal, interest, and premium, if any) at or before their stated maturity date; or (ii) United States

Treasury Obligations not subject to call, together with cash, if required, in such amount as will, without reinvestment, in the opinion of an independent certified public accountant, together with interest to accrue thereon and moneys then on deposit in the appropriate Debt Service Account together with the interest to accrue thereon, be fully sufficient to pay and discharge all (or such portions) of the Bonds (including all principal, interest, and premium, if any) at or before their stated maturity date.

Notwithstanding that any of the Bonds will not have been surrendered for payment, all obligations of the City with respect to all said Outstanding Bonds to the owners thereof will cease and terminate, except only the obligation of the City to pay or cause to be paid from funds deposited pursuant to paragraphs (i) or (ii) of the paragraph above to the owners of said Bonds not so surrendered and paid all sums due with respect thereto; provided, however, that the City and the Fiscal Agent will have received a verification report from an independent certified public accountant stating that the escrow is sufficient to satisfy the standards of the Fiscal Agent Agreement and an opinion of bond counsel of said Bonds that the Bonds have been defeased.

If the Bonds to be defeased pursuant to the Fiscal Agent Agreement are to be redeemed prior to the maturity thereof, notice of such redemption shall have been mailed pursuant to the Fiscal Agent Agreement, or an irrevocable direction to give such notice shall have been made by the City.

SOURCES AND USES OF FUNDS

The following are the estimated sources and uses of funds in connection with the Bonds:

	<u>Series 2020B-1 Bonds</u>	<u>Series 2020B-2 Bonds</u>	<u>Refunding Bonds</u>
Sources			
Principal Amount of Bonds	\$140,010,000.00	\$44,880,000.00	\$64,260,000.00
Net Issue Premium	7,206,707.50	254,205.70	186,537.85
Total Sources of Funds	<u>\$147,216,707.50</u>	<u>\$45,134,205.70</u>	<u>\$64,446,537.85</u>
Uses			
Project Fund	\$140,010,000.00	\$44,880,000.00	-
Escrow Fund	-	-	\$64,159,196.00
Debt Service Fund	6,045,005.26	54,126.70	-
Underwriter's Discount	875,062.50	112,200.00	160,650.00
Costs of Issuance ⁽¹⁾	286,639.74	87,879.00	126,691.85
Total Uses of Funds	<u>\$147,216,707.50</u>	<u>\$45,134,205.70</u>	<u>\$64,446,537.85</u>

⁽¹⁾ Includes fees and expenses of rating agencies, municipal advisor, bond counsel, disclosure counsel, verification agent and other costs.

SECURITY FOR THE BONDS

General

The Bonds are payable from *ad valorem* taxes upon all property within the City subject to taxation by the City, without limitation of rate or amount (except with respect to certain personal property which is taxable at limited rates). The City Council has the power, is obligated, and has covenanted to levy *ad valorem* taxes upon all property within the City subject to taxation by the City, without limitation of rate or amount (except with respect to certain personal property which is taxable at limited rates), for the payment of the Bonds and the interest thereon. In addition to all other taxes, a continuing *ad valorem* tax will be levied upon all property within the City subject to taxation by the City during the period the Bonds are outstanding in an amount sufficient to pay the principal of and interest on the Bonds, when due. See “APPENDIX A – CERTAIN INFORMATION CONCERNING THE CITY OF OAKLAND” for information regarding the assessed valuation of taxable property in the City.

Provisions will be made for the levy and collection of such taxes in a manner provided by law. See “CONSTITUTIONAL AND STATUTORY TAX LIMITATIONS.”

By reason of a constitutional exception for certain voter-approved indebtedness, the City may levy such taxes in an amount sufficient to pay debt service on the Bonds without regard to provisions of the State Constitution otherwise limiting *ad valorem* tax rates of local governments. Such taxes, when collected, will be deposited in the Debt Service Account for the Bonds which will be held by the City and applied for the payment of the principal of and interest on the Bonds when due.

Factors Affecting Property Tax Security for the Bonds

The annual property tax rate for payment of the Bonds will be based on the total assessed value of taxable property in the City and the scheduled debt service on the Bonds in each year. Fluctuations in the annual debt service on the Bonds and the assessed value of taxable property in the City may cause the annual property tax rate applicable to the Bonds to fluctuate. In addition, issuance by the City of additional authorized bonds payable from *ad valorem* property taxes may cause the overall property tax rate to increase.

Discussed below are certain factors that may affect the City’s ability to levy and collect sufficient *ad valorem* taxes to pay scheduled debt service on the Bonds each year. See APPENDIX A – “CERTAIN INFORMATION CONCERNING THE CITY OF OAKLAND” for additional information on these factors.

Total Assessed Value of Taxable Property in the City. The greater the assessed value of taxable property in the City, the lower the tax rate necessary to generate taxes sufficient to pay scheduled debt service on bonds. The total assessed valuation of taxable property in the City for Fiscal Year 2019-20, as indicated by the Alameda County Auditor-Controller, was approximately \$63.1 billion.

Natural and economic forces can affect the assessed value of taxable property in the City.

The City is located in a seismically active region, and damage from an earthquake in or near the City could cause moderate to extensive or total damage to taxable property. See “– *Natural Hazards*,” below, regarding seismic risk and risk related to wildfire and other natural or man-made disasters. Economic and market forces, such as a downturn in the Bay Area’s economy generally, can also affect assessed values, particularly as these forces might reverberate in the residential housing and commercial property markets, trigger an increase in foreclosures or requests submitted to the assessment appeals board. In addition, the total assessed value can be reduced through the reclassification of taxable property to a class exempt from taxation, whether by ownership or use (such as exemptions for property owned by State and local agencies and property used for qualified educational, hospital, charitable or religious purposes). For a discussion of the City’s economy, see APPENDIX A – “CERTAIN INFORMATION CONCERNING THE CITY OF OAKLAND - GENERAL FUND REVENUES – Property Taxation” for discussion of assessed valuation, tax rates and delinquencies and assessment appeals.

Concentration of Taxable Property Ownership. The more property (by assessed value) owned by any single taxpayer, the more exposure of tax collections to weakness in that taxpayer’s financial situation and ability or willingness to pay property taxes. For Fiscal Year 2019-20, no single taxpayer owned more than 0.44% of the total taxable property in the City. See Table 15 titled “City of Oakland, Top Twenty Taxpayers, Fiscal Year 2019-20” in APPENDIX A – “CERTAIN INFORMATION CONCERNING THE CITY OF OAKLAND – GENERAL FUND REVENUES.”

Property Tax Rates. Another factor impacting the ability of taxpayers to pay additional taxes for general obligation bonds is the cumulative rate of tax. The total tax rate per \$100 of assessed value (including the basic countywide 1% rate required by statute) is shown for each of the last five years in the Table 14 titled “City of Oakland, Property Tax Rates” in APPENDIX A – “CERTAIN INFORMATION CONCERNING THE CITY OF OAKLAND – GENERAL FUND REVENUES.”

Debt Burden on Owners of Taxable Property in the City. Another measure of the debt burden on local taxpayers is total debt as a percentage of taxable property value. As of January 1, 2020, the City had outstanding approximately \$301.65 million in aggregate principal amount of general obligation bonds, which equals approximately 0.50% of the total taxable assessed valuation of the City reported by Alameda County Auditor-Controller for Fiscal Year 2019-20 is shown in Table 18 titled “City of Oakland, General Obligation Bonds” in APPENDIX A – “CERTAIN INFORMATION CONCERNING THE CITY OF OAKLAND – DEBT OBLIGATIONS – General Obligation Debt.”

Additional Debt; Authorized but Unissued Bonds. Issuances of additional authorized bonds can cause the overall property tax rate to increase. As of January 1, 2020, the City had voter approval for \$517.85 million in aggregate principal amount of new bonds payable from *ad valorem* property taxes which have not yet been issued, including the Bonds as shown in Table 19 titled “City of Oakland, General Obligation Bond Remaining Authorization” in APPENDIX A – “CERTAIN INFORMATION CONCERNING THE CITY OF OAKLAND –

– DEBT OBLIGATIONS – General Obligation Debt.” The City expects that, from time to time, it will propose further bond measures to the voters to help meet its capital needs.

Natural Hazards

Property values in the City could be reduced by natural disasters beyond the City’s control.

Seismic Hazards. The City is located in a seismically active region. Active earthquake faults underlie both the City and the surrounding Bay Area. Three major earthquake faults that comprise the San Andreas fault system extend through the Bay Area, including the San Andreas fault, the Hayward fault, and the Calaveras fault. Portions of the City have been identified as liquefaction and earthquake-induced landslide zones pursuant to Section 2696 of the Public Resources Code. The effects of strong ground shaking, liquefaction, landslides, or other ground failure account for approximately 95 percent of economic losses caused by an earthquake.

During the past 155 years, the Bay Area has experienced several major, and numerous minor, earthquakes. The largest was the 1906 San Francisco earthquake along the San Andreas fault, which passed thru the San Francisco Peninsula, west of Oakland, with an estimated magnitude of 8.3 on the Richter scale of earthquake intensity. More recently, on August 24, 2014, an earthquake occurred in Napa, California. The tremor’s epicenter was located approximately 3.7 miles northwest of American Canyon near the West Napa Fault and registered 6.0 on the Richter scale of earthquake intensity. The Napa earthquake caused fires, damaged buildings and roads, and injured approximately 200 people. The Napa earthquake was the largest earthquake in the Bay Area since the 1989 Loma Prieta earthquake on the San Andreas Fault, which registered 6.9 on the Richter scale. The Loma Prieta earthquake caused fires and collapses of, and structural damage to, buildings, highways and bridges in the Bay Area, including in the City.

In August 2016, the 2014 Working Group on California Earthquake Probabilities (a collaborative effort of the United States Geological Survey, the California Geological Society and the Southern California Earthquake Center) issued a revised report that states there is a 72% chance that one or more earthquakes of magnitude 6.7 or larger will occur in the Bay Area before the year 2043. Such earthquakes may be very destructive. Property within the City could sustain extensive damage in a major earthquake, and a major earthquake could adversely affect the area’s economic activity.

Wildfire. In recent years, portions of California, including adjacent counties, have experienced wildfires that have burned thousands of acres and destroyed thousands of homes and structures, such as the Camp Fire in Butte County in November 2018 which burned over 150,000 acres, destroyed over 18,000 structures, and caused approximately \$16.5 billion in damage. Property damage due to a wildfire could result in a significant decrease in the assessed value of property in the City. It is not possible for the City to make any representation regarding the extent to which wildfires could cause reduced economic activity within the boundaries of the City or the extent to which wildfires may impact the value of taxable property within the City.

In October 1991, a firestorm on the hillsides of northern Oakland and southeastern Berkeley burned 1,520 acres and destroyed over two thousand single-family homes and hundreds

of apartment and condominium units. The economic loss from that fire was estimated at \$1.5 billion.

Drought. In recent years California has experienced severe drought conditions. In January 2014, the Governor declared a state-wide Drought State of Emergency due to the State facing serious water shortfalls due to the driest year in recorded history in the State and the resultant record low levels measured in State rivers and reservoirs. The California State Water Resources Control Board (the “***State Water Board***”) subsequently issued a statewide notice of water shortages and potential future curtailment of water right diversions. In April 2017, the Governor of the State lifted the drought emergency declaration, while retaining a prohibition on wasteful practices and advancing conservation measures. It is not possible for the City to make any representation regarding the extent to which drought conditions could cause reduced economic activity within the boundaries of the City or the extent to which the drought has had or may have in the future on the value of taxable property within the City.

Climate Change. In May 2009, the California Climate Change Center released a final paper, for informational purposes only, which was funded by the California Energy Commission, the California Environmental Protection Agency, the Metropolitan Transportation Commission, the California Department of Transportation and the California Ocean Protection Council and titled “The Impacts of Sea-Level Rise on the California Coast.” The paper posits that increases in sea level will be a significant consequence of climate change over the next century. The paper evaluated the population, infrastructure, and property at risk from projected sea-level rise if no actions are taken to protect the coast. The paper concluded that significant property in the State is at risk of flooding as a result of a 1.4 meter sea level rise. The paper further estimates that the replacement value of this property totals nearly \$100 billion (in year 2000 dollars). Projected possible impacts of climate change in the City include rising Bay and delta waters, increased vulnerability to flood events, decreased potable water supply due to shrinking Sierra snowpack, increased fire danger, more extreme heat events and public health impacts, and added stress on infrastructure associated with sea level rise due to development on its coastline.

On December 4, 2012, the City Council adopted an Energy and Climate Action Plan (the “***ECAP***”) for the purpose of identifying and prioritizing actions that the City can take to reduce energy consumption and greenhouse gas emissions in the City, including a 36% reduction in citywide GHG emissions from those recorded in 2005. On October 20, 2018, the City Council adopted a resolution endorsing the declaration of a climate emergency and requesting regional collaboration on an immediate just transition and emergency mobilization effort to restart a safe climate. In connection with this effort, the City has begun a robust process to expand the ECAP to meet or exceed 2012 greenhouse emission targets, with a new target of 56% reduction by the year 2030 and 83% reduction by the year 2050, in addition to continued implementation of other priority actions set forth in the plan.

The City is unable to predict whether sea level rise or any other impacts of climate change will occur, the extent to which they will occur, when they may occur, and, if any such events occur, whether they will have a material adverse effect on the financial condition of the City and the local economy.

City Long Term Financial Challenges

Notwithstanding the City's continued growth in the local economy, supported by the real estate market and ongoing development, its expenditures also continue to grow, driven primarily by personnel costs, particularly with respect to the City contributions towards active and retiree medical benefits and pensions. The City faces long-term challenges and risks with respect to the management and funding of its medical, pension and post-employment obligations, especially in the event of a recession or unanticipated revenue shortfall.

The City has taken steps to strengthen its financial position and address its long-term unfunded liabilities for the obligations, including adopting, in Fiscal Year 2018-19, an OPEB Funding Policy, establishing a Vital Services Stabilization Reserve and fully funding its General Purpose Fund reserve. In addition, in Fiscal Year 2018-19, as part of labor negotiations with its public safety unions, the City succeeded in managing the growth of long-term liabilities for retiree health benefits by capping its contributions for active employees and current retirees effective January 1, 2020 and implementing new, lower costs tiers for employees hired after January 1, 2019, aligning benefits for new public safety employees with that of the City's civilian employees. See "FINANCIAL INFORMATION – "City's General Financial Condition," "- City's Fiscal Year 2018-19 Year End" and "City's Adoption of OPEB Funding Policy" in APPENDIX A. See also "APPENDIX B – ANNUAL FINANCIAL REPORT OF THE CITY OF OAKLAND FOR THE FISCAL YEAR ENDED JUNE 30, 2019." While these reforms are anticipated to provide significant long-term relief to the City's retiree medical program, even with these measures, rising costs for employees and retirees continue to pressure the City's finances and will require careful management in future years.

The size of the City's medical, pension and OPEB liabilities are based on a number of assumptions that are subject to change, including, but not limited to, estimates regarding personnel costs, assumed investment returns and actuarial assumptions. It is possible that actual results of these initiatives will differ materially from current assumptions and such changes in personnel costs, investment returns or other actuarial assumptions could increase budgetary pressures on the City. In addition, the City has issued a Five-Year Financial Forecast for Fiscal Years 2019-20 through 2023-24. The purpose of the Five-Year Financial Forecast is to help the City make informed financial and operational decisions by better anticipating long-term future revenues, expenditures and financial risks. The forecast highlighted a gap in projected expenditures and estimated revenues which the City will need to address in upcoming budgets.

This discussion highlights certain challenges facing the City and is not meant to be an exhaustive discussion of challenges facing the City. There is no assurance that other challenges not discussed in this Official Statement may become material to investors in the future. For more information relating to the finances of the City, see "APPENDIX A – CERTAIN INFORMATION CONCERNING THE CITY OF OAKLAND" and "APPENDIX B – ANNUAL FINANCIAL REPORT OF THE CITY OF OAKLAND FOR THE FISCAL YEAR ENDED JUNE 30, 2019."

Cybersecurity

Cybersecurity is of the upmost importance to the successful ongoing operations of the City and as such, the City's Information Technology Department ("*ITD*") continually initiates projects

aimed at strengthening the City’s overall technology infrastructure and other projects aimed at automating processes, monitoring systems, and analyzing operational and security issues real-time. The City believes these measures will improve its ability to effectively respond to incidents once detected. In regard to specific security measures, the City has adopted the National Institute of Standards and Technology Framework for Improving Critical Infrastructure Cybersecurity (“*NSIT CSF*”) and the CIS Critical Security Controls for Effective Cyber Defense (“*CIS Controls*”). These are complementary frameworks in that NIST CSF prescribes organizational security objectives, whereas the CIS Controls outlines a specific action plan to focus on the most effective controls to stop cyber-attacks.

In addition to adhering to these security frameworks, ITD also recognizes the need to have improved security policies and the need for dedicated security personnel. Policies are only effective if they are enforced and tools are only effective if they remain current. Combating cybersecurity threats is an ongoing active endeavor, as the threats are continually changing. ITD’s strategy is to continually improve its operational and security infrastructure in an effort to combat the ongoing cyber threats from both inside and outside the organization.

While the City is routinely maintaining its technology systems and continuously implementing new information security controls, no assurances can be given that the City’s security and operational control measures will be successful in guarding against all cyber threats and attacks. The results of any attack on the City’s computer and technology could negatively impact the City’s operations, and the costs related to such attacks could be substantial.

Limitation on Remedies

Enforceability of the rights and remedies of the owners of the Bonds, and the obligations incurred by the City, may become subject to 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, 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 and the limitations on remedies against public agencies in the State. Bankruptcy proceedings, or the exercise of powers by the federal or State government, if initiated, could subject the owners of the Bonds 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.

THE CITY OF OAKLAND

The City 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. Formerly the industrial heart of the San Francisco 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 432,897 as of January 1, 2019.

For additional discussion of the City’s financial and economic information, including its tax base, property tax revenues and collection, see generally APPENDIX A – “CERTAIN INFORMATION CONCERNING THE CITY OF OAKLAND” and APPENDIX B – “ANNUAL FINANCIAL REPORT OF THE CITY OF OAKLAND FOR THE FISCAL YEAR ENDED JUNE 30, 2019.”

CONSTITUTIONAL AND STATUTORY TAX LIMITATIONS

Article XIII A of the California 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; (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 appeals are pending in the City. 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.

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, do not constitute a “purchase” or “change of ownership” triggering reappraisal under Article XIII A. Other amendments permitted 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 California 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.

On November 19, 2019, the City Council approved, for submission to voters at the March 3, 2020 municipal election, a measure – now known as Measure S—to increase the appropriations limit for fiscal years 2020-21 through 2023-24 to ensure the City's ability to expend funds collected from eight (8) voter-approved general and special tax ballot measures. Passage of the measure requires an affirmative vote of a majority of voters.

Articles XIII C and XIII D of the California Constitution

Articles XIII C and XIII D of the State Constitution were added pursuant to Proposition 218, which was approved by the voters of the State in November 1996, and amended pursuant to Proposition 26, which was approved by the voters of the State in November 2010. Articles XIII C and XIII D 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 cities 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 city 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, ambulance 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. If 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 also 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.

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

Series 2020B-1 Bonds

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 Series 2020B-1 Bonds 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 Series 2020B-1 Bonds is not a specific preference item for purposes of the federal alternative minimum tax. A complete copy of the proposed form of opinion of Bond Counsel is set forth in APPENDIX F hereto.

To the extent the issue price of any maturity of the Series 2020B-1 Bonds is less than the amount to be paid at maturity of such Series 2020B-1 Bonds (excluding amounts stated to be interest and payable at least annually over the term of such Series 2020B-1 Bonds), the difference constitutes "original issue discount," the accrual of which, to the extent properly allocable to each beneficial owner thereof, is treated as interest on the Series 2020B-1 Bonds which is excluded from gross income for federal income tax purposes and State of California personal income taxes. For this purpose, the issue price of a particular maturity of the Series 2020B-1 Bonds is the first price at which a substantial amount of such maturity of the Series 2020B-1 Bonds is sold to the public (excluding bond houses, brokers, or similar persons or organizations acting in the capacity of underwriters, placement agents or wholesalers). The original issue discount with respect to any maturity of the Series 2020B-1 Bonds accrues daily over the term to maturity of such Series 2020B-1 Bonds on the basis of a constant interest rate compounded semiannually (with straight-line interpolations between compounding dates). The accruing original issue discount is added to the adjusted basis of such Series 2020B-1 Bonds to determine taxable gain or loss upon disposition (including sale, redemption, or payment on maturity) of such Series 2020B-1 Bonds. Beneficial owners of the Series 2020B-1 Bonds should consult their own tax advisors with respect to the tax consequences of ownership of Series 2020B-1 Bonds with original issue discount, including the treatment of beneficial owners who do not purchase such Series 2020B-1 Bonds in the original offering to the public at the first price at which a substantial amount of such Series 2020B-1 Bonds is sold to the public.

Series 2020B-1 Bonds purchased, whether at original issuance or otherwise, for an amount higher than their principal amount payable at maturity (or, in some cases, at their earlier call date) (“**Premium Bonds**”) will be treated as having amortizable bond premium. No deduction is allowable for the amortizable bond premium in the case of bonds, like the Premium Bonds, 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 Bond, will be reduced by the amount of amortizable bond premium properly allocable to such beneficial owner. Beneficial owners of Premium Bonds 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 Series 2020B-1 Bonds. The City has made certain representations and covenanted to comply with certain restrictions, conditions and requirements designed to ensure that interest on the Series 2020B-1 Bonds 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 Series 2020B-1 Bonds being included in gross income for federal income tax purposes, possibly from the date of original issuance of the Series 2020B-1 Bonds. 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 Series 2020B-1 Bonds may adversely affect the value of, or the tax status of interest on, the Series 2020B-1 Bonds. Accordingly, the opinion of Bond Counsel is not intended to, and may not, be relied upon in connection with any such actions, events or matters.

Although Bond Counsel is of the opinion that interest on the Series 2020B-1 Bonds is excluded from gross income for federal income tax purposes and that interest on the Series 2020B-1 Bonds is exempt from State of California personal income taxes, the ownership or disposition of, or the accrual or receipt of amounts treated as interest on, the Series 2020B-1 Bonds 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 Series 2020B-1 Bonds 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 may otherwise prevent beneficial owners from realizing the full current benefit of the tax status of such interest. The introduction or enactment of any such legislative proposals, clarification of the Code or court decisions may affect the market price for, or marketability of, the Series 2020B-1 Bonds. Prospective purchasers of the Series 2020B-1 Bonds should consult their own tax advisors regarding any pending or proposed federal or state tax legislation, regulations or litigation, as to which Bond Counsel expresses 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 Series 2020B-1 Bonds for federal income tax purposes. It is not binding on the

Internal Revenue Service (“**IRS**”) 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 IRS. The City has covenanted, however, to comply with the requirements of the Code.

Bond Counsel’s engagement with respect to the Series 2020B-1 Bonds ends with the issuance of the Series 2020B-1 Bonds, and, unless separately engaged, Bond Counsel is not obligated to defend the City or the beneficial owners regarding the tax-exempt status of the Series 2020B-1 Bonds in the event of an audit examination by the IRS. Under current procedures, parties other than the City and their 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 IRS positions with which the City legitimately disagrees, may not be practicable. Any action of the IRS, including but not limited to selection of the Series 2020B-1 Bonds 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 Series 2020B-1 Bonds, and may cause the City or the beneficial owners to incur significant expense.

Series 2020B-2 Bonds and Refunding Bonds

Bond Counsel observes that interest on the Series 2020B-2 Bonds and the Refunding Bonds (collectively, the “**Taxable Bonds**”) is not excluded from gross income for federal income tax purposes under Section 103 of the Code. Bond Counsel is of the opinion that interest on the Taxable Bonds is exempt from State of California personal income taxes. Bond Counsel expresses no opinion regarding any other tax consequences relating to ownership or disposition of, or the amount, or the accrual or receipt of interest on the Taxable Bonds.

If the City defeases any Taxable Bond, such Taxable Bond may be deemed to be retired and “reissued” for federal income tax purposes as a result of the defeasance. In that event, the beneficial owner of the Taxable Bond will recognize taxable gain or loss equal to the difference between the amount realized from the deemed sale, exchange or retirement (less any accrued qualified stated interest which will be taxable as such) and the beneficial owner’s adjusted tax basis in the Taxable Bond.

LEGAL MATTERS

The validity of the Bonds and certain other legal matters are subject to the approving opinion of Orrick, Herrington & Sutcliffe LLP, San Francisco, California, Bond Counsel to the City. Certain matters will be passed upon for the City by Curls Bartling P.C., as Disclosure Counsel to the City. Certain legal matters will be passed upon for the City by the City Attorney. Bond Counsel, Disclosure Counsel and the City Attorney undertake no responsibility for the accuracy, completeness or fairness of this Official Statement. Payment of fees of Bond Counsel and Disclosure Counsel is contingent upon the issuance of the Bonds.

MUNICIPAL ADVISOR

Fieldman, Rolapp & Associates Inc. is acting as a municipal advisor to the City (“*Municipal Advisor*”) with respect to the Bonds. The Municipal Advisor has assisted the City in the review and preparation of this Official Statement and in other matters relating to the planning, structuring, execution and delivery of the Bonds. The Municipal Advisor has not independently verified any of the data contained herein or conducted a detailed investigation of the affairs of the City to determine the accuracy or completeness of this Official Statement and assumes no responsibility for the accuracy or completeness of any of the information contained herein. The Municipal Advisor will receive compensation from the City contingent upon the sale and delivery of the Bonds.

VERIFICATION OF MATHEMATICAL ACCURACY

Causey Demgen & Moore P.C. (the “*Verification Agent*”) will deliver a report stating that the firm has verified (a) that the Escrow Securities mature and bear interest payable in such amounts and at such times as, together with cash on deposit in the Escrow Fund, will be sufficient to provide for (i) the debt service due on the Refunded Bonds as it comes due, and (ii) the redemption of the Refunded Bonds on the Redemption Date, all as set forth in the Escrow Agreement. The report of the Verification Agent will include the statement that the scope of their engagement was limited to verifying the mathematical accuracy of the computations contained in such schedules provided to them and that they have no obligation to update their report because of events occurring, or data or information coming to their attention, subsequent to the date of their report.

ABSENCE OF MATERIAL LITIGATION

Except as described below, no litigation is pending, or to the knowledge of the City, threatened, concerning the validity of the Bonds, or the City’s ability to receive *ad valorem* taxes and to collect other revenues, or contesting the City’s ability to issue the Bonds. The City is not aware of any litigation pending or threatened questioning the political existence of the City or contesting the title to their offices of City officials who will sign the Bonds and other certifications relating to the Bonds, or the powers of those offices.

Crawley v. The City of Oakland. The petitioner in this matter, an individual, filed a petition on February 6, 2017 in Superior Court alleging, among other things, that Measure KK was unconstitutional and violated California law. On May 4, 2017, the Superior Court sustained the City’s demurrer to all of the petitioner’s Measure KK-related causes of action without leave to amend. The Superior Court dismissed the entire action with prejudice on May 8, 2018. On appeal, the California Court of Appeal affirmed the Superior Court’s dismissal on April 22, 2019, and the California Supreme Court, subsequently, denied petitioner’s petition for review on July 10, 2019.

On August 29, 2019, the petitioner filed a complaint in federal district court against the City, challenging, among other things, the constitutionality of Measure KK. On November 18, 2019, the federal court granted the City’s motion to dismiss the complaint with prejudice. The

petitioner's time to appeal has lapsed and the City does not anticipate any further action in this matter.

In addition, the City expects to issue the bonds more than 60 days after the City's adoption of the Resolution, which authorizes the issuance of the Bonds. In accordance with California Civil Procedure Code Section (sections 860-870), if no interested party brings suit to determine or challenge the validity of the City's act authorizing the issuance of the Bonds within 60 days of that authorization, the action will be deemed validated and the validity of the issuance of the Bonds cannot be later subject to challenge (even indirectly by way of an appeal of the Measure KK-related claims). After the 60-day time period, any such action would be subject to dismissal as time-barred.

CONTINUING DISCLOSURE

Pursuant to a Continuing Disclosure Certificate, the City will covenant for the benefit of the owners of the Bonds to provide certain financial information and operating data relating to the City by not later than nine months after the end of the City's Fiscal Year (currently June 30) (the "**Annual Report**"), commencing with the report for the Fiscal Year ending June 30, 2020, and to provide notices of the occurrence of certain enumerated events. The Annual Report and the notices of enumerated events will be filed by the City (or its dissemination agent, if any) 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 Annual Report and the notices of enumerated events and the text of the Continuing Disclosure Certificate are set forth under the caption APPENDIX D – "FORM OF CONTINUING DISCLOSURE CERTIFICATE." A default under the Continuing Disclosure Certificate will not be an event of default under the Fiscal Agent Agreement. 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. These covenants will be made in order to assist the initial purchaser(s) in complying with Rule 15c2-12 of the Securities and Exchange Commission.

On limited occasions during the last five years, certain event notices of ratings changes were not made in a timely manner. The City has adopted additional practices to enhance timely filing and to review and monitor compliance with all of its continuing disclosure undertakings.

RATINGS

The Bonds have received the ratings of "Aa1" by Moody's Investors Service, Inc. ("**Moody's**") and "AA" by Standard & Poor's Rating Services, a Standard and Poor's Financial Services LLC business ("**S&P**"). Each rating agency generally bases its rating on its own investigations, studies and assumptions. All such ratings reflect only the views of the respective rating agencies, and any explanation of the significance of any rating may be obtained from the rating agency furnishing such rating. There is no assurance that any rating will continue for any given period of time or that it will not be revised downward or withdrawn entirely by the rating agency furnishing the rating, if, in the judgment of such rating agency, circumstances so warrant. Any such downward revision or withdrawal of a rating may have an adverse effect on the market price of the Bonds. The City undertakes no responsibility to oppose any such downward revision, suspension or withdrawal.

SALE OF THE BONDS

The Bonds were sold at a competitive bid on February 13, 2020, as provided in the Official Notice of Sale, dated February 6, 2020 (the “*Official Notice of Sale*”). The Series 2020B-1 Bonds were awarded to Citigroup Global Markets Inc. (the “Series 2020B-1 Bonds Purchaser”) at a purchase price of \$146,341,645 (consisting of the principal amount of the Series 2020B-1 Bonds, i.e. \$140,010,000, plus net original issue premium of \$7,206,707.50 and less an underwriter’s discount of \$875,062.50). Under the terms of its bid, the Series 2020B-1 Bonds Purchaser is obligated to purchase all of the Series 2020B-1 Bonds, if any are purchased, the obligation to make such purchase being subject to the approval of certain legal matters by Bond Counsel, and certain other conditions to be satisfied by the City.

The Taxable Bonds were awarded to Wells Fargo Bank, National Association (the “Taxable Bonds Purchaser”) at an aggregate purchase price of \$109,307,893.55 (consisting of the principal amount of the Taxable Bonds, i.e. \$109,140,000, plus original issue premium of \$440,743.55 and less an underwriter’s discount of \$272,850.00). Under the terms of its bid, the Taxable Bonds Purchaser is obligated to purchase all of the Taxable Bonds, if any are purchased, the obligation to make such purchase being subject to the approval of certain legal matters by Bond Counsel, and certain other conditions to be satisfied by the City.

The Series 2020B-1 Bonds Purchaser has represented to the City that the Series 2020B-1 Bonds have been reoffered to the public at the prices and yields stated on the inside cover page hereof. The Taxable Bonds Purchaser has represented to the City that the Taxable Bonds have been reoffered to the public at the prices and yields stated on the inside cover page hereof. The City will take no responsibility for the accuracy of those prices or yields. Each purchaser may offer and sell Bonds to certain dealers and others at yields that differ from those that will be stated on the inside cover. The offering prices or yields may be changed from time to time by the purchasers.

FINANCIAL STATEMENTS

The audited Annual Financial Report of the City for its Fiscal Year ended June 30, 2019, is included in APPENDIX B – “ANNUAL FINANCIAL REPORT OF THE CITY OF OAKLAND FOR THE FISCAL YEAR ENDED JUNE 30, 2019.” 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.

MISCELLANEOUS

The purpose of this Official Statement is to supply information to purchasers of the Bonds. Quotations from and summaries and explanations of the Bonds and the Fiscal Agent Agreement authorizing the Bonds and of statutes and other documents contained herein do not purport to be complete, and reference is hereby made to said Fiscal Agent Agreement, statutes and documents for full and complete statements of their provisions. Additional information can be obtained from

APPENDIX A CERTAIN INFORMATION CONCERNING THE CITY OF OAKLAND

Certain statements included or incorporated by reference in this APPENDIX A constitute “forward-looking statements.” Such statements are generally identifiable by the terminology used such as “plan,” “expect,” “estimate,” “budget” or other similar words. The achievement of certain results or other expectations contained in such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause actual results, performance or achievements described to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The City does not plan to issue any updates or revisions to those forward-looking statements if or when its expectations, or events, conditions or circumstances on which such statements are based occur.

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 most populous of the “East Bay” cities with a vibrant metropolitan center. 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 to most of the San Francisco Bay area (the “**Bay Area**”). Formerly the industrial heart of 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 432,897 as of January 1, 2019.

Oakland has a diverse mix of traditional and new economy companies. Companies are attracted to the City’s excellent quality of life, central Bay Area location close to where the workforce lives, comparatively low business costs, proximity to research institutions and vast intermodal transportation 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, Pandora, Ask.com, Marqeta, Blue Shield of California, and Dreyer’s Grand Ice Cream.

Culturally, the City is home to the nationally recognized Oakland Museum of California, stalwarts like the Oakland Ballet and Symphony, many up-and-coming artistic and cultural institutions, an award-winning zoo, a dynamic makers community, interactive exhibits and planetarium at the Chabot Space & Science Center, the Paramount Theatre and the renovated Fox Theater. The Oakland Athletics play at a stadium within the City. At other times, these venues are used for other purposes, such as concerts and other events. Oakland and other Bay Area residents enjoy a thriving restaurant scene, diverse entertainment and arts offerings and a vibrant nightlife. A wide range of dining options are available in the City, ranging from street eats at First Fridays to fine dining restaurants, including Michelin-starred avant-garde Commis. Over the years, Oakland has attracted many artists and high profile chefs, who have created a wave of new restaurants with creative menus that contribute to the City’s burgeoning restaurant scene in areas like Temescal, Uptown, Downtown, Rockridge, Grand Lake, Piedmont and Jack London Square. The recently announced Oakland Assembly, a food hall in Jack London Square, will house restaurants helmed by distinguished local chefs.

The City has been recognized by numerous publications and groups throughout the years. A few of the most recent accolades are listed below:

- 2019's 6th Fastest-Growing Large City – by WalletHub, October 2019
- No. 2 Among Best Cities for Women's Pay – SmartAsset, September 2019
- Top Large California City to Start a Business – WalletHub, May 2019
- Best Trips List for 2019 – Nat Geo Travel, November 2018
- Third Most “Sustainably Powered” U.S. City – Commercial Café, August 2018
- No. 5 among Best Cities for Diversity in STEM – by SmartAsset, December 2017
- Oakland MSA among the 25 Happiest Cities in the United States – by National Geographic, October 2017
- No. 3 among Cities where Millennials are moving – by SmartAsset, September 2017
- No. 9 among the 10 Most Walkable Cities of 2017 – by Redfin, May 2017
- Ranked No. 15 among “Super Cool U.S. Cities to Visit” – by *Expedia Viewfinder*, March 2017
- Ranked 9th “Best City to Score Your Dream Job” – by GoBanking, January 2017

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 Charter of the City (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, Libby Schaaf, is serving her second term, which expires in January 2022. 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 was re-elected in November 2016. The term for which she was re-elected will expire on January 31, 2021. The City Auditor is elected to a four-year term at the same election as the Mayor. The current City Auditor's term will expire in January 2022.

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 biennial 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, Sabrina B. Landreth, was appointed on July 1, 2015. Ms. Landreth's tenure as City Administrator will end on March 11, 2020. The Mayor has initiated a robust recruitment and selection process for the next City Administrator.

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

With new developments in Oakland, the City has welcomed thousands of new residents and hundreds of new businesses to be part of an exciting transformation. Easy transit options, available housing and new opportunities for shopping, dining and culture have helped attract residents and businesses to the City. Accessibility to the Oakland International Airport, Port of Oakland and rail connections make shipping

and receiving goods quick, easy and affordable. The City also has a well-trained workforce, being located near many colleges and universities. All of these factors help stimulate development in Oakland, making the City a desirable center for business, development and investment regionally, nationally and internationally.

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

Major Announcements

- Housing development is occurring at an unprecedented pace. In 2016, the City set goals of protecting 17,000 households from displacement and building 17,000 new homes by 2024. As of the end of 2018, the City had added 9,341 market-rate homes, or more than double the number needed by that point to be on pace for its 2024 goals. Today, Oakland currently has 9,277 residential units under construction and another 10,097 residential units in the pipeline.
- Lennar Urban just completed construction on one of the first high-rise residential towers in Oakland since 2006 – a 34-story building at 17th and Broadway in downtown Oakland with 254 housing units and 4,800 square feet of ground-floor retail space.
- Carmel Partners recently topped off Oakland’s tallest residential building at 1314 Franklin Street. When completed, the 40-story tower will contain 634 housing units, steps away from the heart of the region’s BART transit system.
- In 2017, CIM Group purchased “Uptown Station,” a former department store being restored as an office building on the corner of 20th Street and Broadway above the 19th Street BART station in Oakland’s Uptown neighborhood. Uptown Station, located at 1955 Broadway in Oakland, is a seven-story building, with 330,000 square feet of office space and 50,000 square feet of dedicated retail space open to pedestrian traffic on the ground floor. The payments processing technology company Square leased all of the office space in the building and could house up to 2,000 employees there. They anticipate the first 300 employees to arrive in first quarter 2020.
- In November 2019, Blue Shield of California moved its national headquarters to Oakland, leasing eight floors of a newly constructed office tower at 601 12th Street.
- The Brooklyn Basin Project, located off the Embarcadero between Fallon Street and 10th Avenue, broke ground in March 2014. The projected \$1.5 billion project is the largest approved, mixed-use master plan in the City and will result in a new waterfront neighborhood with approximately 3,100 housing units (465 of which will be dedicated affordable housing), 200,000 square feet of office and retail space, as well as 30 acres of parks and open space along Oakland’s estuary. The first 241 apartments in The Orion building are being leased and work is underway on a second 241-unit building. The first public greenspace and retail outlets are slated to open in the first quarter of 2020. An estimated 10,000 jobs are expected to be created upon completion of its build-out.
- The land that once served as the Oakland Army Base has seen significant development in the last two years. Cool Port, a next-generation cold storage and logistics facility on 25 acres along the waterfront, serves as Northern California’s newest hub for temperature-controlled cargo. In addition, CenterPoint Properties is investing \$52 million to build a 460,000 square-foot facility, with completion expected mid-2020. When fully constructed the Seaport Logistics Complex, a planned logistics campus, is expected to occupy 180 acres of the former base. The Port of Oakland announced

plans to invest between \$250 million and \$500 million to upgrade roads and turning basins. Prologis Oakland Global Logistics Center has fully leased its first building (256,216 square feet) and its second building (232,785 square feet) is about half leased. Its third building, with an additional 189,000 square feet, is under construction.

- Demand for Oakland office space has resulted in several office buildings flipping repeatedly in recent years with significant gains for the sellers. The trend has been chronicled by the San Francisco Business Times. The weekly publication noted that one building, Latham Square, saw a 400% increase in value compared to a sale in 2014.
- The Oakland Athletics baseball team has proposed a new 34,000-seat waterfront ballpark at Howard Terminal adjacent to Jack London Square. The privately financed ballpark would anchor a new, vibrant waterfront district that would feature a mix of housing (some of which will be dedicated affordable housing), offices, restaurants, retail, small business space, parks and public gathering spaces. The Bay Area Council Economic Institute predicts the ballpark and surrounding development will generate \$7.3 billion in economic benefits over ten years for Oakland and Alameda County and create more than 6,100 permanent jobs.
- In June 2019, Kaiser Permanente, one of the nation's leading health care providers and Oakland's largest employer, announced plans to build its new \$900 million headquarters in downtown Oakland at 2100 Telegraph Avenue intended to house 7,200 employees. The 1.6 million-square-foot Kaiser Permanente Thrive Center could break ground as early as 2020 and is anticipated to be completed in 2023. The project will include community-inspired art, a 20,000-square-foot public space, 68,000 square feet of retail space and an onsite clinic with health and wellness programs.
- Oakland is an important operating base for Southwest Airlines, and the airline launched its first-ever service to the Hawaiian Islands from Oakland International Airport in March 2019. The airport has over 60 nonstop destinations offered on 12 different airline brands. The airport recorded five years of consecutive monthly gains with nearly 13.6 million passengers served in 2018. Oakland International Airport is the largest airport for air cargo operations in the Bay Area.

Arts and Entertainment

- First Fridays, a monthly immersive art and community experience, draws up to 25,000 visitors from across the Bay Area and beyond to open galleries, live music and street art performances in the KONO and Uptown Districts.
- The Fox Theater, a national historic landmark, completed one of the nation's largest historic theater renovations in 2009 becoming a 3,000-person live performance venue and home to the Oakland School for the Arts. The Fox Theater is now one of the most active theaters of its size for live music in the nation. The theater hosted over 100 concerts in 2019 attracting over 300,000 visitors to Downtown Oakland. The theater has been instrumental in attracting bars, restaurants and cafes to the area and expanding the nightlife.
- The Oakland Museum of California completed a \$58 million, multi-year, multi-level renovation and expansion in 2013 with the reopening of the Gallery of California Natural Sciences. The Museum marked its 50th anniversary in 2019, and announced it had already secured more than 80% of its \$85 million capital campaign. The transformative campaign is part of a long-term vision to expand the museum's role as a public gathering place with new spaces for the community to convene and connect. It will also result in a new entrance to better connect the museum to Lake Merritt, which

has been transformed by a \$122 million makeover. The museum's Friday Nights at OMCA draw thousands weekly for music, dance performance, food trucks and nighttime access to the galleries.

Major Projects Recently Completed

- The City of Oakland is also experiencing growth in new hotel construction with two new hotels opened in 2019 – a 140-room SpringHill Suites by Marriott by the Oakland International Airport and the 122-room Hampton Inn in downtown. Three additional hotel projects are under construction: the 173-room Moxy Hotel, developed by Tidewater Capital in downtown Oakland; a new West Elm boutique hotel, with 168 guest rooms and 72 residential units, in the City's bustling Uptown district; and a new 286-room hotel at 1431 Jefferson Street that will carry two Marriott brands – Residence Inn and AC Hotel.
- The \$57 million Coliseum Connections transit-oriented development brought 110 units of affordable and workforce housing online in March 2019. The innovative project was constructed in just 17 months through the use of modular construction techniques. Other projects using modular technology to speed delivery of housing includes The Union, a 110-unit project near the West Oakland BART station and a 204-unit building in Temescal with 34,000 square feet of retail.
- Impossible Foods Company opened a 68,000-square-foot food production facility in East Oakland in May 2017. The new facility created close to 100 new jobs.
- The Hive is a new \$70 million, multi-phase, mixed-use project on Broadway between 23rd and 24th Streets, in the heart of Uptown Oakland, that was substantially completed in 2016. With 100,000 square feet of commercial and retail space and 104 apartments, the development is a space for local businesses, social entrepreneurs, and artists to converge – all in a supportive neighborhood. The anchor is Impact Hub, a co-working community and small business incubator. The Oakland hub is part of a larger network of more than 60 co-working communities, the first of which was founded in London.

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

Oakland has seen many recent positive trends in economic indicators and major development projects. There are several development projects underway or in the works that will add new jobs and new economic activity. Throughout the City, significant projects ranging from senior housing and hospital rebuilds to education, transportation, residential and mixed-use developments are moving forward to redefine Oakland.

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Construction Projects

The table below lists some of Oakland’s largest current construction projects:

Project Name	Estimated Construction Cost (\$ In Millions)	Projected Completion Date
Brooklyn Basin Phase I to Completion	\$1,500	2019-2030
Broadway-Valdez District Specific Plan Projects	\$1,000	2016-2020
Mayor’s Housing Initiative other major projects, 31 projects with 4,700 residential units under construction	\$1,400	2018-2020
Oakland Global Trade & Logistics Private Development	\$270	June 2020
MacArthur Transit Village, Phases III & IV	\$400	2020
Uptown Station, a 356,000 square foot Office Building	\$150	2020
1100 Broadway, an 18-story Class A office tower	\$130	2020

Source: City of Oakland.

Housing Projects

- Construction of approximately 288 housing units on a formerly City-owned parcel in Oakland’s City Center will be completed in 2020. The City’s Disposition and Development Agreement with Strada T5, LLC, approved in October 2015, also includes a second phase with a 200-plus room hotel.
- A 1,000-unit housing project dubbed 500 Kirkham by Panoramic Interests has been approved for a site near the West Oakland BART station. The project, arranged in three buildings including a proposed 23-story high-rise, is proposing only 59 parking spaces due to its transit-rich location.
- Since the adoption of the Broadway Valdez District Specific Plan in July 2014, 11 projects consisting of 1,605 residential units and 234,609 square feet of retail and office have been completed and over 14 projects are in process, including: seven projects consisting of 941 residential units and 102,292 square feet of retail, which are under construction; three projects consisting of 398 residential units and 13,891 square feet of retail, for which building permits are being obtained; and four projects, which are in process or which have approved land use entitlements. The Broadway Valdez District Specific Plan has streamlined planning and enabled rapid transformation of the district where under-utilized surface parking lots have been activated with housing and retail.

Mixed-Use Developments

- Four transit-oriented mixed use developments are in the planning, entitlement or construction phase. The MacArthur Transit Village project is expected to include up to 875 mixed income housing units and approximately 31,500 square feet of retail. Construction of the first phase of the project, which included the construction of a public parking garage for BART, was completed in July 2014. The second phase, 90 units of affordable housing was completed in November 2015. The third phase, 383 residential units and 23,389 square feet of retail space, was completed in the Fall of 2019. The final phase consisting of 402 dwelling units (of which 45 units will be affordable to households earning up to 80% of the area median income) and 13,000 square feet of ground-floor commercial uses, began construction and is expected to complete construction in Spring 2020 with an opening scheduled for Summer 2020. In addition, Fruitvale Transit Village, a transit-oriented mixed-use development at Fruitvale BART is completing its final two phases of affordable housing including:

Phase IIA (94 units) which was recently completed and occupied; and Phase IIB (181 units) which is expected to start construction at the end of 2020.

- The City is moving ahead with the rehabilitation and adaptive reuse of the Henry J. Kaiser Auditorium/Convention Center, a city-owned historic landmark on the southern edge of Lake Merritt, adjacent to the Oakland Museum of California. The City recently approved a long-term lease and all project entitlements for Orton Development to transform the shuttered building into a new arts cluster, with a performing arts theater, rehearsal and event space, a new restaurant and co-working space. Construction is anticipated to begin in 2020.
- Mandela Station, a transit-oriented development at the West Oakland BART station, would replace surface parking with 764 residential units, 382,440 square feet of office space, 75,000 square feet of retail and a 400-space parking garage. The \$690 million project on 5.58 acres is a joint venture of China Harbour Engineering Co. & Strategic Urban Development Alliance (“*SUDA*”) LLC.
- Following an RFP process by BART, Strada Investment Group and the East Bay Asian Local Development Corporation were selected to develop three city blocks by the Lake Merritt BART Station. Sited on 1.4 acres, the proposed project includes 519 housing units, with 44% of them affordable, and 517,000 square feet of office and retail space. The project syncs well with the City’s Lake Merritt Station Area Plan adopted in December 2014.
- Construction started on a new 18-story Class A office tower at 1100 Broadway that is being combined with the historic Key System Building for a 334,000-square-foot office building with 11,000 square feet of ground floor retail. Half of the building, 165,000 square feet in the lower floors, has been pre-committed for lease to the University of California, Office of the President. Fintech Credit Karma snapped up the remaining space and will move in the building once construction is complete in 2020.
- The Ridge Shopping Center, owned by Terramar Development, opened a 72,000-square-foot lifestyle Safeway Store, as part of Phase 1 of its development. The Center is located at 51st Avenue & Broadway. Across Broadway, SRM Development built a 127-unit senior housing complex and The Baxter with 134 housing units.
- SunCal has begun site preparation to transform the former Naval Medical Center into a mixed-use residential community of approximately 918 residential units of varying types; 72,000 square feet of commercial space; restoration of the historic Club Knoll; creation of approximately 67.6 acres of open space and recreation areas; and creek restoration and enhancement.

Transportation

- A \$178 million Bus Rapid Transit (“*BRT*”) line is under construction along a 9.5 mile route connecting Downtown Oakland through International Boulevard to the neighboring city of San Leandro. The BRT line will provide bus service every seven minutes and is expected to be completed in 2020.

Population

The Demographic Research Unit of the California Department of Finance estimated the City’s population on January 1, 2019 at 432,897. This figure represents approximately 25.93% of the corresponding County figure and 0.01% of the corresponding State figure. The City’s population grew 0.4%

between 2018 and 2019. The following Table 1 sets forth the estimated population of the City, the County, and the State for calendar years 2015 through 2019.

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

Calendar Year	City	County	State
2015	417,993	1,611,318	38,915,880
2016	423,191	1,629,233	39,189,035
2017	426,074	1,645,359	39,523,613
2018	431,373	1,656,884	39,740,508
2019	432,897	1,669,301	39,927,315

Note: Data reflect population estimates as of January 1 of each year.

Source: State of California Department of Finance, Demographic Research Unit, *Report E-1 Population Estimates for Cities, Counties, and the State, January 1, 2018 and 2019*, released May 1, 2019, all as shown on its website on November 7, 2019.

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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 2014 through 2018. The California Employment Development Department has reported unemployment figures for November 2019 at 3.9% for the State and 3.0% for the City (not seasonally adjusted) and preliminary unemployment figures for December 2019 at 3.9% for the State and 3.0% 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 2014 through 2018⁽¹⁾

Year and Area	Labor Force	Civilian Employment	Unemployment	Unemployment Rate (%)
2014				
Oakland	207,800	192,800	14,900	7.2
California	18,755,000	17,348,600	1,406,400	7.5
United States	155,922,000	146,305,000	9,617,000	6.2
2015				
Oakland	209,900	197,600	12,200	5.8
California	18,893,200	17,723,300	1,169,900	6.2
United States	157,130,000	148,834,000	8,296,000	5.3
2016				
Oakland	213,400	202,200	11,200	5.3
California	19,102,700	18,065,000	1,037,700	5.4
United States	159,187,000	151,436,000	7,751,000	4.9
2017				
Oakland	214,033	204,233	9,825	4.6
California	19,224,100	18,302,800	921,300	4.8
United States	160,320,000	153,337,000	6,982,000	4.4
2018				
Oakland	214,500	207,100	7,400	3.4
California	19,398,200	18,582,800	815,400	4.2
United States	162,075,000	155,761,000	6,314,000	3.9

⁽¹⁾ All data presented as annual averages.

Source: For City and State information, State of California Employment Development Department, Labor Market Information Division, *Unemployment Rates and Labor Force*, Labor Force Data Search Tool, Time Period January-December, Data Not Seasonally Adjusted, last modified March 8, 2019, as shown on November 7, 2019. For U.S. information, U.S. Department of Labor, Bureau of Labor Statistics, *Household Data Annual Averages 1. Employment status of the civilian noninstitutional population 16 years and over, 1984 to date*, last modified November 1, 2019, as shown on its website on November 7, 2019.

Commercial Activity

The following Table 3 sets forth a history of taxable sales for the City for Fiscal Years 2014-15 through 2018-19.

Table 3
City of Oakland
Trade Outlets and Taxable Sales
for Fiscal Years 2014-15 through 2018-19
(\$ In Thousands)

<u>Taxable Retail Sales</u>	<u>2014-15</u>	<u>2015-16</u>	<u>2016-17</u>	<u>2017-18</u>	<u>2018-19</u>
Auto & Transportation	\$ 894,683	\$ 933,844	\$ 903,362	\$ 861,211	\$ 947,982
Business & Industry	558,343	578,225	617,380	627,642	776,858
General Customer Goods	605,914	586,743	554,885	534,862	598,930
Restaurants & Hotels	855,561	953,697	1,001,054	1,050,038	1,120,306
Building & Construction	456,964	474,895	514,481	545,099	613,953
Food & Drugs	440,323	490,278	511,093	495,772	563,991
Fuel & Service Stations	632,457	502,608	568,368	582,293	767,576
TOTAL ALL OUTLETS	<u>\$4,444,245</u>	<u>\$4,520,290</u>	<u>\$4,670,623</u>	<u>\$4,661,917</u>	<u>\$5,389,596</u>

Source: City of Oakland, Comprehensive Annual Financial Report for Fiscal Year Ended June 30, 2019.

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The following Table 4 sets forth the largest industries in the City in terms of employment in each respective industry, as estimated by the U.S. Census Bureau for calendar years 2013 through 2017.

Table 4
City of Oakland
Employment by Industry Group
Annual Averages 2013 through 2017⁽¹⁾

Industry Employment	2013	2014	2015	2016	2017
Agriculture, forestry, fishing and hunting, and mining	674	857	1,072	1,060	743
Construction	11,042	10,666	11,300	12,033	15,251
Manufacturing	11,812	12,607	12,814	13,608	14,027
Wholesale trade	4,182	4,275	4,117	4,482	4,864
Retail trade	18,182	18,472	18,487	18,316	20,989
Transportation and warehousing, and utilities	9,283	9,336	9,634	10,038	12,177
Information	5,519	5,739	6,303	6,846	7,276
Finance and insurance, and real estate and rental and leasing	10,970	10,884	10,951	11,459	10,863
Professional, scientific, and management, and administrative and waste management services	29,254	30,123	32,098	35,113	42,251
Educational services, and health care and social assistance	45,844	46,900	48,655	48,299	52,343
Arts, entertainment, and recreation, and accommodation and food services	20,353	21,596	22,946	23,849	25,949
Other services, except public administration	11,840	12,437	13,225	13,656	10,874
Public administration	7,653	7,180	7,503	7,656	7,361
TOTAL ⁽²⁾	186,608	191,072	199,105	206,415	224,968

⁽¹⁾ Most current information available.

⁽²⁾ Total may not be precise due to rounding.

Source: U.S. Census Bureau, Industry by Occupation for the Civilian Employed Population 16 Years and Over, 2017 American Community Survey 1-Year Estimates, as shown on its website on November 22, 2019.

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The following Table 5 sets forth the top ten major employers in the City as of June 30, 2019.

**Table 5
City of Oakland
Principal Employers
as of June 30, 2019**

<u>Rank</u>	<u>Employer</u>	<u>Number of Employees⁽²⁾</u>	<u>Percent of Total Employment⁽¹⁾</u>
1	Kaiser Foundation Health Plan, Hospitals, and Kaiser Permanente Medical Group	12,000+	5.8%
2	County of Alameda	8,000-10,000	4.8
3	Oakland Unified	5,000-5,500	2.7
4	City of Oakland	4,000-4,500	2.2
5	San Francisco BART District	3,500-4,000	1.9
6	State of California	3,000-3,500	1.7
7	United Parcel Service	2,500-3,000	1.5
8	Southwest Airlines Co.	2,500-3,000	1.5
9	Children's Hospital & Research Center	2,500-3,000	1.5
10	Internal Revenue Service	<u>2,500-3,000</u>	<u>1.5</u>
	TOTAL	51,500	25.1%

⁽¹⁾ Percent of total employment is based on June 2019 employment of 206,200. Percentages and totals for 2019 data are based on the upper end of indicated ranges.

⁽²⁾ Employment data for affiliated entities of Kaiser Permanente are combined.

Source: City of Oakland, Comprehensive Annual Financial Reports for Fiscal Year Ended June 30, 2019.

Construction Activity

The following Table 6 sets forth a summary of residential and commercial building permit valuations in the City for Fiscal Years 2014-15 through 2018-19.

**Table 6
City of Oakland
Building Permit Valuation
2014-2015 through 2018-2019**

	<u>2014-15</u>	<u>2015-16</u>	<u>2016-17</u>	<u>2017-18</u>	<u>2018-19</u>
Building Permits Issued	15,117	18,693	17,259	14,311	13,013
Authorized New Dwelling Units	806	1,641	3,101	4,272	2,512
Commercial Value (in thousands)	\$238,592	\$306,809	\$211,874	\$359,016	\$260,822
Residential Value (in thousands)	\$246,776	\$495,481	\$638,944	\$1,180,188	\$827,832

Source: City of Oakland, Comprehensive Annual Financial Reports for Fiscal Year Ended June 30, 2015 through June 30, 2019.

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 adopted for a two-year period, 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 budget and address variances in estimated revenues and revised mandates due to federal, State, and/or court actions. The City is currently operating under the Fiscal Year 2019-20 budget.

Under the City Charter, the City Administrator prepares budget recommendations that the Mayor presents to the City Council in accordance with the following procedure. First, the City Administrator and Department 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 budget. In practice, the City Council adopts the City's budget on or before June 30 and has never failed to achieve this deadline. The final adopted budget is subject to revision throughout these two fiscal years to reflect any changes in revenue and expenditure projections.

City's General Financial Condition

The City continues to experience growth in its tax revenues, including revenues from its Property Tax, Real Estate Transfer Tax, Sales Tax, Business License Tax, Transient Occupancy Tax, and voter-approved special taxes. In particular, the City's property-related revenues are growing at a steady rate with a strong real estate market and noticeable increases in assessed valuations. Additionally, the City is benefiting from a strong regional economy driven in part by the technology sector.

The Mayor and City Council have invested these revenues in key areas including: affordable housing and homelessness services, improvements to transportation infrastructure, enhanced fire prevention services, and underfunded retiree medical liabilities. These investments are designed to provide needed services to residents while controlling expenditure growth and continuing to grow Oakland's economic base.

The City maintains a General Purpose Fund Emergency Reserve equal to 7.5% of total General Purpose Fund appropriations. In addition, the City maintains a Vital Services Stabilization Reserve established to address unanticipated adverse financial conditions. As of June 30, 2019, the Vital Services Stabilization Reserve had a balance of \$14.6 million while the City's General Purpose Fund Emergency Reserve had a balance of \$48.8 million. The City reports the Vital Services Stabilization Reserve as a committed fund balance and the General Purpose Fund Emergency Reserve an unassigned fund balance. The sum of committed, assigned, and unassigned General Fund balance was \$186.8 million as of June 30, 2019.

City's Fiscal Year 2018-19 Year End

The City ended Fiscal Year 2018-19 with continued growth in the local economy, driven chiefly by the real estate market. Residential development reached a new peak during the year with an estimated 9,000 units under construction and 6,800 expected to be completed in 2019. The impacts from these numerous development projects are expected to be felt over many years as new residents and businesses continue to be attracted to Oakland.

Ongoing investment in the local real estate market has led to increased real estate related revenues for the City including real estate transfer taxes and charges for services associated with new development. These revenues have proved to be volatile historically, but other key economic indicators are also trending positively, including total assessed value, unemployment rates, and employment growth. The City’s expanding economic base is reflected in growing general tax revenues, including Property Tax, Sales Tax, Business License Tax, Transient Occupancy Tax, and voter-approved special taxes.

The City has continued to make notable, prudent investments to strengthen its financial situation, such as implementing a Three-Tier pension plan reform for all labor unions, maintaining a Vital Services Stabilization Reserve, and fully funding the General Purpose Fund Reserve to 7.5% of General Purpose Fund appropriations per City Council ordinance.

City’s Adoption of OPEB Funding Policy

In Fiscal Year 2018-19, the City adopted an Other Post-Employment Benefits Funding Policy (the “*OPEB Funding Policy*”) providing for ongoing prefunding contributions of 2.5% of payroll, equal to approximately \$10 million per year, in addition to the City’s pay-as-you-go requirements. These additional contributions are intended to support the sustainability of the City’s retiree medical program. In addition, as part of recently settled labor negotiations with its public safety unions, the City has succeeded in managing the growth of long-term liabilities for retiree health benefits by capping its contributions for active employees and current retirees, and aligning benefits for new hires with that of the City’s civilian employees. See also “OTHER FISCAL INFORMATION – Other Post-Employment Benefits” in this APPENDIX A. Even with these measures, rising costs for employees and retirees continue to pressure the City’s finances and will require careful management in future years.

Fiscal Year 2019-21 Adopted Biennial Policy Budget

The Fiscal Year 2019-21 Adopted Biennial Policy Budget was approved by the City Council on June 19, 2019 for the period of July 1, 2019 through June 30, 2021. This balanced proposal was based on the Fiscal Year 2018-19 Midcycle Budget, as well as a couple of voter approved initiatives from the November 2018 election. The budget began with a \$25 million funding gap in the General Purpose Fund, as well as projected shortfalls in several special revenue funds due to expenditures rising faster than revenues at current service levels, particularly for medical and retirement costs. This budget is balanced without any major service impacts, while expanding essential services through fee based programs and through grant and capital funds. This budget provides additional set-asides into the City’s Vital Services Stabilization (Rainy Day) Reserve to support City operations in future years when the City might experience an economic contraction or other fiscal stresses.

The 2019-21 Biennial Budget is summarized as:

Category	FY 2019-20	FY 2020-21
Unrestricted General Purpose Fund (42%)	\$655,127,232	\$684,546,119
Restricted Special Funds (58%)	\$1,001,095,419	\$967,505,981
TOTAL - All Funds	\$1,656,222,651	\$1,652,052,100

The following Table 7 presents information regarding the City’s Fiscal Year 2019-20 projected year-end and Adopted Biennial Policy Budget Fiscal Year 2020-21 General Purpose Fund revenues and expenditures.

Table 7
City of Oakland
General Purpose Fund Revenues and Expenditures

	FY 2018-19 Year End Actuals	FY 2019-20 Adopted Budget ⁽¹⁾	FY 2020-21 Adopted Budget ⁽¹⁾
REVENUES			
Property Tax ⁽²⁾	\$199,963,825	\$215,020,345	\$228,358,716
Sales Tax ⁽³⁾	62,259,745	59,950,990	61,637,435
Business License Tax	99,733,123	99,673,792	103,221,291
Utility Consumption Tax	49,598,702	55,161,000	56,815,600
Real Estate Transfer Tax	104,904,997	82,873,970	85,376,169
Transient Occupancy Tax	26,109,595	27,796,271	28,923,900
Parking Tax	11,053,353	11,461,012	11,804,842
Local Tax	-12,936	0	0
Licenses & Permits	1,782,532	2,947,904	2,974,473
Fines & Penalties	21,197,853	19,788,846	19,824,299
Interest Income	1,102,021	1,210,069	1,210,069
Service Charges	64,568,856	67,234,926	69,476,398
Grants & Subsidies	1,983,302	119,435	119,435
Miscellaneous	2,120,757	968,064	968,064
Interfund Transfers	3,578,734	6,806,233	5,100,000
Subtotal Revenues	<u>\$649,944,458</u>	<u>\$651,012,857</u>	<u>\$675,810,691</u>
Transfers from Fund Balance ⁽⁴⁾	1,233,659	4,114,375 ⁽⁵⁾	8,735,428 ⁽⁵⁾
Total Revenues	<u>\$651,178,117</u>	<u>\$655,127,232</u>	<u>\$684,546,119</u>
EXPENDITURES			
Mayor	\$2,907,988	\$3,733,891	\$3,852,277
City Council	5,233,485	5,987,149	6,121,027
City Administrator	14,775,484	14,390,138	15,166,163
City Attorney	12,614,920	13,499,931	14,049,152
City Auditor	2,060,839	2,309,876	2,426,363
City Clerk	4,658,910	3,292,242	3,051,643
Finance Department	24,459,976	25,250,116	25,702,795
Human Resource Management	6,383,170	6,542,490	6,749,986
Information Technology	10,677,950	10,682,344	11,515,794
Police Department	287,826,389	290,928,503	301,809,379
Police Commission	2,454,759	4,101,998	4,320,062
Fire Department	152,764,712	164,364,388	169,585,818
Human Services	15,589,617	15,788,198	15,301,922
Oakland Public Library	12,430,345	13,000,000	13,000,000
Oakland Parks, Recreation & Youth Development	14,983,972	13,580,316	18,558,125
Oakland Public Works	3,661,369	3,588,634	3,664,900
Department of Transportation	10,897,471	11,485,511	11,707,269
Economic & Workforce Development	4,587,188	5,438,681	5,133,807
Planning & Building	239,013	16,000	421,355
Department of Violence Prevention	455,408	634,639	656,665
Race & Equity	552,269	637,915	659,313
Public Ethics Commission	1,061,540	1,160,831	1,300,237
Non-Departmental & CIP	46,666,523	44,713,441	49,792,067
Subtotal Expenditures	<u>\$637,943,297</u>	<u>\$655,127,232</u>	<u>\$684,546,119</u>
Total Expenditures	<u>\$637,943,297</u>	<u>\$655,127,232</u>	<u>\$684,546,119</u>

⁽¹⁾ Budget as adopted by the City Council on June 19, 2019.

⁽²⁾ Excludes the tax override (defined herein) collected for obligations relating to PFRS (defined herein) and revenues collected to fund general obligation bond debt service. See "OTHER FISCAL INFORMATION – Retirement Programs – Police and Fire Retirement System," herein.

⁽³⁾ Refers to Sales & Use Tax.

⁽⁴⁾ Transfers from Fund Balance and any unspent carryforward funds.

⁽⁵⁾ The City's proposed use of Fund Balance for the Fiscal Years 2019-21 is in compliance with the City's Consolidated Fiscal Policy.

Source: City of Oakland.

City Investment Policy

The City's authority to invest the City's pooled moneys (the "***Pooled Operating Portfolio***") is derived from City Council Resolution No. 87744, 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***"). 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's Investment Policy for Fiscal Year 2019-20 is attached to this Official Statement as APPENDIX G. The City Council adopted its Investment Policy for Fiscal Year 2019-20 on June 18, 2019 (the "***2019-20 Investment Policy***"). The 2019-20 Investment Policy is consistent with California Assembly Bill 283, which permits expanded types of deposits (beyond certificates of deposit) in which a local agency can invest surplus funds until January 1, 2021.

The objectives of the Investment Policy are to preserve 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 that 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, the Tobacco Divestiture Resolution, Linked Banking Ordinance, the Fossil Fuel Divestiture Resolution, and the Firearm or Gun Manufacturer Divestiture Resolution.

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The following Table 8 summarizes the permitted investments under the 2019-20 Investment Policy.

Table 8
City of Oakland
Summary of Investment Policy Permitted Investments
Fiscal Year 2019-20

<u>Permitted Investment Types</u>	<u>Maximum Investment</u>	<u>Maximum Maturity</u>
U.S. Treasury Bills, Notes & Bonds ⁽¹⁾	20%	5 years
Federal Agencies	No Maximum	5 years
Bankers 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 Certificates of Deposits	30%	5 years
Repurchase Agreements	No Maximum	360 days
Reverse Repurchase Agreements	20%	92 days
Money Market Mutual Funds	20%	N/A
Certificates of Deposit ⁽²⁾	Prudent Person Standard Applies	360 days
Local Agency Investment Fund	\$65 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
Other Local Agency Bonds	No Maximum	5 years
Secured Obligations and Agreements	20%	2 years
Deposits – Private Placement ⁽³⁾	30%	N/A
Obligations of Supranational Institutions	30%	5 years

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

⁽²⁾ For deposits over \$250,000, the Certificate of Deposit must be collateralized.

⁽³⁾ Sunsets on January 1, 2021.

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 December 31, 2019.

**Table 9
City of Oakland
Pooled Operating Portfolio
as of December 31, 2019**

Investments	Market Value ⁽¹⁾	Book Value ⁽¹⁾	Percent of Portfolio	Days to Maturity	360 Day Equivalent
Federal Agency Issues–Coupon	\$501,976,785	\$500,783,811	40.06%	547	2.044
Federal Agency Issues–Discount	529,036,217	527,443,418	42.19	130	1.684
Medium Term Notes	2,013,083	1,999,335	0.16	376	2.647
Money Market	137,000,000	137,000,000	10.96	1	1.502
Local Agency Investment Funds	65,115,069	65,000,000	5.20	1	2.015
Negotiable CDs	18,000,365	18,000,000	1.44	75	1.780
TOTAL/AVERAGE	\$1,253,141,519	\$1,250,226,564	100.00%	276	1.829

⁽¹⁾ Numbers shown have been rounded.
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 General Fund includes the General Purpose Fund, into which General Unrestricted revenues that can be used for any governmental purpose are deposited. The following Table 10 summarizes the major General Fund revenues as of June 30 for Fiscal Years ended June 30, 2015 through June 30, 2019 and sets forth the major General Fund revenues as of June 30, 2019 as a percentage of total General Fund revenues for Fiscal Year ended June 30, 2019.

Table 10
City of Oakland
Major General Fund Revenue Breakdown
as of June 30
(\$ in Thousands)

<u>Revenue Type</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>	2019 Percent of Total General Fund Revenues ⁽²⁾
Property ⁽¹⁾	\$228,072	\$257,707	\$271,985	\$295,216	\$312,255	37.2%
Sales & Use	48,827	52,192	53,702	57,465	62,054	7.4
Business License	66,677	75,504	75,840	86,107	99,733	11.9
Utility Consumption	50,594	51,006	52,618	52,047	49,599	5.9
Real Estate Transfer	62,665	89,594	79,070	77,663	104,905	12.5
Transient Occupancy	16,898	20,209	23,165	23,583	25,923	3.1
Parking	9,337	10,220	10,637	10,803	11,053	1.3
Fines and Penalties	23,146	21,648	21,738	18,267	21,081	2.5
Charges for Services	82,461	85,184	85,886	97,371	102,826	12.2
Subtotal	\$588,677	\$663,264	\$674,641	\$718,522	\$789,429	
Other	33,294	31,622	30,085	47,360	51,005 ⁽³⁾	6.1
TOTAL	\$621,971	\$694,886	\$704,726	\$765,882	\$840,434	100.0%

⁽¹⁾ Includes General Purpose Fund property tax revenues, as well as property tax override collections for obligations relating to PFRS and revenues collected to fund general obligation debt service.

⁽²⁾ Totals may not be precise due to rounding.

⁽³⁾ Includes revenues from voter approved special tax (\$9,408) and franchise tax (\$9,087). (Numbers shown in thousands)

Source: City of Oakland Controller's Bureau.

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Property Taxation

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 imposes a fee on the City of approximately 1.00% of the taxes collected for tax collection services it provides.

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 “– Other Taxes,” below.

The property tax revenues for Fiscal Year 2019-20 are projected to be \$215.02 million, or 35% of the City’s total General Purpose Fund revenues for such fiscal year. Such tax revenues exclude tax override revenues for obligations relating to the Oakland Police and Fire Retirement System (“***PFRS***”) and revenues collected to fund general obligation debt service.

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.

Property taxes associated with future assessed valuation growth allowed under Article XIII A for new construction, certain changes of ownership, and annual increases in value, if any, subject to a maximum of 2% each year 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, as provided in Article XVI of the State Constitution. Beginning with Fiscal Year 2012-13, following the dissolution of redevelopment agencies, tax revenues resulting from the increase in such property values were deposited by the County Auditor-Controller into the City’s Redevelopment Property Tax Trust Fund (“***RPTTF***”). See “DEBT OBLIGATIONS – Redevelopment Agency of the City of Oakland” herein.

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The following Table 11 sets forth a five-year history of assessed valuations in the City for Fiscal Years 2015-16 through 2019-20:

Table 11
City of Oakland
Assessed Valuations
Fiscal Years 2015-16 through 2019-20
(\$ In Thousands)

Fiscal Year	Total	Less:	Total Taxable	Less:	Net Taxable
	Assessed Value			Assessed	
	of Taxable	Tax Exemptions ⁽²⁾	Value	Subject to RPTTF	Assessed Value
	Property ⁽¹⁾			Payments ⁽³⁾	
2015-16	\$51,286,225	(3,862,329)	\$47,423,896	(11,932,782)	\$35,491,114
2016-17	55,120,060	(4,139,277)	50,980,783	(13,171,622)	37,809,161
2017-18	59,086,693	(4,439,303)	54,647,390	-- ⁽⁴⁾	-- ⁽⁴⁾
2018-19	63,395,378	(4,896,797)	58,498,581	-- ⁽⁴⁾	-- ⁽⁴⁾
2019-20	68,482,649	(5,345,544)	63,137,105	-- ⁽⁴⁾	-- ⁽⁴⁾

⁽¹⁾ Secured, unsecured and utility.

⁽²⁾ Includes homeowner and other exemptions.

⁽³⁾ Assessed valuation subject to division of taxes for payment to the City's RPTTF.

⁽⁴⁾ Beginning Fiscal Year 2017-18, the County no longer provides the assessed valuation subject to RPTTF payments.

Source: Alameda County Auditor-Controller's annual reports of fiscal year assessed value.

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 remain 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 the City’s secured tax levy and uncollected amounts for Fiscal Years 2014-15 through 2018-19. 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
Fiscal Years 2014-15 through 2018-19
(\$ In Thousands)

Fiscal Year	City’s Share of 1%	Levy Voter- Approved Debt	Total	Total Collected ⁽¹⁾	Percent Collected
2014-15	\$ 92,969	\$ 89,871	\$182,840	\$179,754	98.31%
2015-16	101,746	99,114	200,860	197,392	98.27
2016-17	108,686	116,107	224,793	219,473	97.63
2017-18	116,778	127,411	244,189	240,596	98.53
2018-19 ⁽²⁾	122,790	129,504	252,294	248,664	98.56

⁽¹⁾ As of June 30 of the related Fiscal Year.

⁽²⁾ Most current information available.

Source: County of Alameda, as shown in the City of Oakland, Comprehensive Annual Financial Report for Fiscal Year Ended June 30, 2019.

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Assessment Appeals. The following Table 13 sets forth resolved and unresolved pending assessment appeals in the City as of January 3, 2020.

**Table 13
City of Oakland
Pending Appeals of Assessed Valuations
as of January 3, 2020**

Pending Appeals (2015-16 through 2019-20)

Number of Pending Appeals	806
Total Assessed Value Under Appeal	\$ 7,956,345,156
Owner's Opinion of Value	\$ 4,206,602,626
Maximum Potential Loss ⁽¹⁾	\$ 3,749,742,530
Maximum Potential Loss as Percent of Value under Appeal	47.13%

Resolved Appeals (Fiscal Year 2018-19)

Number of Resolved Appeals	59
Total Appealed Value of Resolved Appeals	\$ 168,324,791
Appeals Denied	37
Assessed Value of Denied Appeals	\$ 144,166,685
Appeals Allowed with Change of Value	22
Original Assessed Value of Allowed Appeals	\$ 24,158,106
Value Determined by Appeals Board	\$ 20,734,492
Board Approved Reduction in Value	\$ 3,423,614
Percent of Original Assessed Value of Allowed Appeals Reduced	14.17%
City of Oakland 2018-19 Taxable Value ⁽²⁾	\$58,882,019,456
Maximum Appeals Loss ⁽¹⁾	\$ 3,749,742,530
Percent of Taxable Value	6.37%

⁽¹⁾ Assumes all pending assessment appeals are resolved fully in favor of property owner.

⁽²⁾ This amount represents the full taxable value for the City including secured, unsecured and utility, as reported in the Alameda County Auditor-Controller Report of FY 2018-19 Assessed Values. It does not include homeowners' exemption or State Board of Equalization non-unitary values.

Source: Alameda County Assessment Appeals Board.

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Tax Rates. The City consists of 47 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 the City for Fiscal Years 2015-16 through 2019-20.

**Table 14
City of Oakland
Property Tax Rates⁽¹⁾
Fiscal Years 2015-16 through 2019-20**

Fiscal Year	Countywide Tax ⁽²⁾	City of Oakland ⁽³⁾	Others ⁽⁴⁾	Total
2015-16	1.0000%	0.1651%	0.2003%	1.3654%
2016-17	1.0000	0.1961	0.1723	1.3684
2017-18	1.0000	0.2045	0.1967	1.4012
2018-19	1.0112	0.1982	0.1896	1.3999
2019-20	1.0108	0.1975	0.2252	1.4335

⁽¹⁾ The Tax Rates shown are the highest tax rates among the City’s tax rate areas. The City’s other tax rate areas have lower tax rates, the lowest total tax rate in Fiscal Year 2019-20 being 1.3556%, resulting from different school districts and community college districts.

⁽²⁾ Beginning Fiscal Year 2018-19, includes taxes collected for debt service on general obligation bonds.

⁽³⁾ Tax rates for tax override collected for obligations relating to PFRS and revenues collected to fund debt service on general obligation bonds.

⁽⁴⁾ “Others” includes Oakland Unified School District, Berkeley Unified School District or San Leandro Unified School District, as applicable, Peralta Community College District or Chabot-Las Positas Community College District, as applicable, Bay Area Rapid Transit District, East Bay Regional Park District and East Bay Municipal Utility District Special District No. 1.

Source: County of Alameda, Office of the Auditor-Controller.

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Principal Property Taxpayers. The following Table 15 sets forth the 20 largest secured taxpayers in the City in Fiscal Year 2019-20.

Table 15
City of Oakland
Top 20 Taxpayers
Fiscal Year 2019-20⁽¹⁾
as of January 1, 2020

Property Taxpayer	Primary Land Use	Assessed Valuation	Percentage of Total Secured Assessed Valuation ⁽¹⁾
1. Kaiser Foundation Health Plan Inc	Office Building	\$ 258,987,158	0.44%
2. KRE 1221 Broadway Owner LLC	Office Building	251,566,300	0.42
3. CSHV 1999 Harrison LLC	Office Building	233,829,899	0.39
4. USPA City Center LLC	Office Building	220,729,600	0.37
5. Broadway Franklin LLC	Office Building	216,300,523	0.36
6. SOFXI WFO Center 21 Owner LLC	Office Building	212,856,930	0.36
7. CIM Oakland 1 Kaiser Plaza LP/ CIM 1333 Broadway LP	Office Building	199,781,850	0.34
8. SIC Lakeside Drive LLC	Office Building	198,996,224	0.33
9. 1955 Broadway Owner LLC	Office Building	193,800,000	0.33
10. KRE 1330 Broadway Owner LLC	Office Building	171,354,232	0.29
11. 601 City Center LLC	Office Building	159,130,393	0.27
12. KBS SOR II Oakland City Center LLC	Office Building	158,099,898	0.27
13. GC Oakland Hotel LLC	Hotel	143,340,220	0.24
14. MCREFT DT Oakland LLC	Apartments	142,781,954	0.24
15. 1800 Harrison Foundation	Office Building	140,755,428	0.24
16. 180 Grand Owner LLC	Office Building	124,067,700	0.21
17. BEX FMCA LLC	Apartments	110,585,618	0.19
18. Claremont Hotel Properties LP	Hotel	99,865,277	0.17
19. CP V JLS LLC	Apartments	93,294,333	0.16
20. Oak Knoll Venture Acquisition LLC	Residential Development	85,297,236	0.14
TOTAL		\$3,415,420,773	5.75%

⁽¹⁾ 2019-20 Local Secured Assessed Valuation: \$59,428,014,320. This number is the total local secured assessed valuation less all exemptions except the homeowners' exemption.
Source: California Municipal Statistics, Inc.

Other Taxes

In addition to property taxes, the City's General Fund receives taxes from other sources, including the following: sales and use, utility consumption, business license, real estate transfer, transient occupancy, and parking. See Tables 7 and 10, above, for historic revenues and the 2018-19 year-end results.

Sales & Use Taxes. The current sales & use tax ("**sales tax**") rate in the City is 9.25%. 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. The City's sales tax revenue for Fiscal Year 2019-20 is projected to be \$59.95 million.

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%.

In 2008, the City revised the Utility Consumption tax ordinance. The revisions included delinking the tax from the Federal Excise Tax on Telephones and subjecting text messaging and cell phone use to the UCT.

Assembly Bill 1717 (“**AB1717**”), passed by the legislature in 2014, established the Prepaid Mobile Telephony Services Surcharge Collection and Local Prepaid Mobile Telephone Services Collection Act. AB1717 effectively closed a loophole whereby the sale of prepaid calling cards, cellphones and the like were not subject to the City’s local UCT. The California Department of Tax and Fee Administration (“**CDTFA**”) has been charged with establishing a surcharge rate that will be charged on the sales of all prepaid mobile telephone services, collected by the retailer, remitted to the CDTFA quarterly, and then remitted to the appropriate local taxing jurisdiction less an administrative fee. AB1717 generates approximately \$500,000 annually. The City’s UCT tax revenue for Fiscal Year 2019-20 is projected to be \$55.16 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 City’s BT revenue for Fiscal Year 2019-20 is projected to be \$99.67 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 composed 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. The City’s RETT revenue for Fiscal Year 2019-20 is projected to be \$82.87 million.

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 2019-20 is projected to be \$35.38 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% restricted to funding the Violence Prevention and Public Safety Act of 2014 (“**Measure Z**”). The City’s PT revenue for Fiscal Year 2019-20 is projected to be \$22.32 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 2019-20 is projected to be \$21.49 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 2018-19 was Macias, Gini & O'Connell LLP. The City will conduct a new solicitation for external auditing services for Fiscal Year 2019-20.

Within a reasonable period following the fiscal year end, the accountant submits the final audited financial statements 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, which encompasses a series of sub-funds including the General Purpose Fund, for Fiscal Years 2014-15 through 2018-19.

Table 16
City of Oakland
Revenues and Expenditures
General Fund
(\$ In Thousands)
Fiscal Years 2014-15 through 2018-19

Revenues	<u>2014-15</u>	<u>2015-16</u>	<u>2016-17</u>	<u>2017-18</u>	<u>2018-19</u>
Taxes					
Property ⁽¹⁾	\$228,072	\$257,707	\$271,985	\$295,216	\$312,255
State ⁽²⁾	49,004	52,358	53,891	57,689	62,260
Local ⁽³⁾	224,092	264,854	259,810	280,939	319,708
Licenses and Permits	1,573	1,591	1,802	2,384	1,783
Fines and Penalties	23,146	21,648	21,738	18,267	21,081
Interest Income	1,088	1,873	-	(3,069)	7,263
Charges for Services ⁽⁴⁾	82,461	85,184	85,886	97,371	102,826
Grant Revenue	8,003	5,953	2,751	3,813	3,568
Other Revenue, Including Transfers	3,899	2,622	2,487	6,320	3,399
Annuity Income	2,648	1,096	4,376	6,952	6,291
TOTAL REVENUES	<u>\$623,986</u>	<u>\$694,886</u>	<u>\$704,726</u>	<u>\$765,882</u>	<u>\$840,434</u>
Expenditures⁽⁵⁾					
General Government ⁽⁶⁾	\$76,207	\$85,732	\$87,745	\$143,136	\$156,754
Public Safety ⁽⁷⁾	331,696	372,297	389,977	398,105	438,500
Public Works and Transportation	38,703	30,539	31,804	34,107	42,662
Community and Human Services ⁽⁸⁾	35,147	40,652	42,422	47,448	44,656
Community and Economic Development ⁽⁹⁾	10,607	13,416	13,923	7,607	10,966
Other ⁽¹⁰⁾	17,346	20,557	19,402	7,679	4,598
TOTAL EXPENDITURES	<u>\$509,706</u>	<u>\$563,193</u>	<u>\$585,273</u>	<u>\$638,082</u>	<u>\$698,136</u>
Other Financing Sources and Uses ⁽¹¹⁾	\$(101,800)	\$(87,888)	\$(83,863)	\$(88,359)	\$(100,370)
Net Change in Fund Balance	\$12,480	\$43,805	\$35,590	\$39,441	\$41,928
Fund Balance (deficit) - Ending	\$266,331	\$310,136	\$345,726	\$385,167	\$427,095

(1) Includes General Purpose Fund property tax revenues as well as property tax override collections for obligations relating to PFRS.

(2) Includes Sales and Use, Motor Vehicle in-lieu.

(3) Includes Business License, Utility Consumption, Real Estate Transfer, Transient Occupancy, Parking, Voter Approved Special Tax, and Franchise.

(4) Due to the adoption of GASB Statement No. 54, Oakland Redevelopment Agency Project Funds have been included in the General Fund since Fiscal Year 2010-11.

(5) Changes reflect departmental re-organizations and reclassifications of expenses over time, as well as changes in underlying expenditures.

(6) Includes elected and appointed officials, general governmental agencies, and administrative services.

(7) Includes police and fire services and the police commission.

(8) Includes Parks and Recreation, Library, Human Services, and Department of Violence Prevention. Formerly, Planning, Building and Neighborhood Preservation, Aging & Health and Human Services, Cultural and Community Services and Cultural Arts and Museums.

(Footnotes continue on the following page.)

⁽⁹⁾ Includes Planning and Building, Economic and Workforce Development and Housing & Community Development.

⁽¹⁰⁾ Includes capital outlays and certain debt service charges not paid from a general obligation bond tax levy.

⁽¹¹⁾ Includes transfers in and transfers out.

Source: City of Oakland, Comprehensive Annual Financial Reports for Fiscal Years Ended June 30, 2015 through June 30, 2019.

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The following Table 17 summarizes the balance sheet for the City's General Fund as of June 30 for the Fiscal Years ended June 30, 2015 through June 30, 2019.

Table 17
City of Oakland
Balance Sheet
General Fund
as of June 30
(\$ In Thousands)

ASSETS	2015	2016	2017	2018	2019
Cash and investments	\$182,127	\$269,455	\$342,911	\$400,305	\$459,435
Receivables ⁽¹⁾					
Accrued interest	185	307	642	1,553	2,231
Property taxes	6,557	14,311	9,054	7,487	7,873
Accounts receivable	36,966	41,283	38,720	47,145	47,326
Grants Receivable	3,267	-	305	305	-
Due from component unit ⁽²⁾	8,916	9,068	9,595	8,675	9,487
Due from other funds ⁽³⁾	53,305	37,748	36,597	22,592	27,697
Due from other governments	10,363	10,271	10,766	10,891	10,790
Notes and loans receivable ⁽⁴⁾	874	2,902	4,095	6,855	7,006
Restricted cash and investments	87,562	70,791	65,363	57,390	57,437
Other	35	35	35	50	50
TOTAL ASSETS	\$390,157	\$456,171	\$518,083	\$563,248	\$629,332
LIABILITIES					
Accounts payable and other accrued liabilities	\$92,397	\$113,929	\$140,084	\$140,892	\$167,176
Due to other funds ⁽²⁾	2,312	2,312	2,312	2,312	-
Due to other governments	920	1,020	1,127	1,356	1,494
Unearned revenue	5,796	5,247	4,859	5,546	5,541
Other	5,501	2,506	2,693	3,796	3,116
TOTAL LIABILITIES	\$106,926	\$125,014	\$151,075	\$153,902	\$177,327
DEFERRED INFLOWS OF RESOURCES					
Unavailable revenue - property tax	\$ 2,750	\$ 3,410	\$ 4,817	\$ 3,520	\$3,896
Unavailable revenue – notes and loans	874	2,902	4,095	6,855	7,006
Unavailable revenue – mandated claims (State)	10,363	10,258	10,308	10,891	- ⁽⁵⁾
Unavailable revenue – grants and others	2,913	2,914	4,067	2,913	14,008
TOTAL DEFERRED INFLOWS	\$16,900	\$19,484	\$23,287	\$24,179	\$24,910
FUND BALANCES					
Restricted	\$164,242	\$186,804	\$241,404	\$235,084	\$240,247
Committed	-	-	8,805	14,323	14,648
Assigned	64,680	58,203	30,802	41,959	53,958
Unassigned	37,409	65,129	64,715	93,801	118,242
TOTAL FUND BALANCES	\$266,331	\$310,136	\$345,726	\$385,167	\$427,095
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES	\$390,157	\$454,634	\$520,088	\$563,248	\$629,332

(1) Net of allowance for uncollectibles of \$1,399 as of June 30, 2019.

(2) Includes Port.

(3) In some years includes Oakland Redevelopment Successor Agency Trust Fund.

(4) Net of allowance for uncollectibles of \$309 as of June 30, 2019.

(5) The mandated claims are included in the "grants and others" line item for FY2018-19.

Source: City of Oakland, Comprehensive Annual Financial Reports for Fiscal Years Ended June 30, 2015 through June 30, 2019.

DEBT OBLIGATIONS

General Obligation Debt

As of January 1, 2020, the City had outstanding a total of \$301,655,000 aggregate principal amount of general obligation bonds. Such bonds are general obligations of the City, approved by at least two-thirds of the voters voting on the respective proposition. 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 such bonds. Table 18 below summarizes the City's outstanding General Obligation Bonds as of January 1, 2020.

Table 18
City of Oakland
General Obligation Bonds
as of January 1, 2020
(\$ In Thousands)

Issue Name	Purpose	Dated Date	Final Maturity	Original Principal Amount	Principal Amount Outstanding
General Obligation Refunding Bonds, Series 2012	Refunded Series 2002A (Measure G) and Series 2003A (Measure DD)	1/10/2012	1/15/2033	\$ 83,775	\$ 65,405
General Obligation Refunding Bonds, Series 2015A	Refunded Series 2005, Series 2006 (Measure G) and Series 2009B (Measure DD)	6/2/2015	1/15/2039	128,895	99,725
General Obligation Bonds, Series 2017C (Measure DD)	Acquire and improve water quality-related infrastructure and facilities and properties for open space purposes, design and construction of parks, bridges and trails	1/26/2017	1/15/2047	26,500	25,500
General Obligation Bonds, Measure KK, Series 2017A-1 (Tax Exempt)	For street paving and construction; bicycle, pedestrian and traffic calming improvements; construction, purchase, improvement or rehabilitation of City facilities including fire, police, library, parks & recreation, and senior facilities; and water, energy and seismic improvements.	8/30/2017	1/15/2047	62,735	62,735
General Obligation Bonds, Measure KK, Series 2017A-2 (Taxable)	Provide for anti-displacement and affordable housing preservation projects, including acquisition.	8/30/2017	1/15/2035	55,120	48,290
TOTAL					<u>\$301,655</u>

Source: City of Oakland.

The following Table 19 summarizes the voter-approved measures for which debt obligations have not yet been issued as of January 1, 2020.

Table 19
City of Oakland
General Obligation Bond Remaining Authorization
as of January 1, 2020
(\$ In Thousands)

Authorization	Date Passed	Use	Bond Total	Authorization Remaining
Measure DD	11/5/2002	Water quality-related infrastructure and facilities, open spaces, parks, bridges and trails, recreational and aquatic facilities.	\$198,250	\$ 35,755
Measure KK	11/8/2016	Infrastructure, affordable housing, and facility improvements.	600,000	482,100 ⁽¹⁾

⁽¹⁾Amount shown does not reflect issuance of the 2020 Measure KK Bonds.
Source: City of Oakland.

Short-Term Obligations

For most of the last 15 fiscal years, the City has issued short-term tax and revenue anticipation notes to finance general fund temporary cash flow deficits and/or to finance prepayments of the City’s CalPERS Employer Unfunded Accrued Liability Contribution (“UAL”), all of which notes have been paid when due. The notes issued in Fiscal Years 2017-18, 2018-19 and 2019-20 were issued to solely for the purpose of prepayment of the City’s CalPERS UAL Contributions. The following Table 20 sets forth the principal amount of tax and revenue anticipation notes issued in Fiscal Years 2014-15 through 2019-20.

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

Fiscal Year Ended June 30	Principal Amount ⁽¹⁾
2014-15	\$ 55,000
2015-16	158,220
2017-18	70,605
2018-19	83,430
2019-20	97,255

⁽¹⁾ For Fiscal Years 2014-15, the issued TRANs were tax-exempt. For Fiscal Year 2015-16, the issued TRANs were both taxable and tax-exempt (\$49.245 million Series A (Tax-Exempt) and \$108.97 million Series B (Federally Taxable)). There were no TRANs issued for Fiscal Year 2016-17. For Fiscal Years 2017-18, 2018-19 and 2019-20, the issued TRANs were all taxable.
Source: City of Oakland.

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 January 1, 2020.

Table 21
City of Oakland
Lease Obligations
as of January 1, 2020
(\$ In Thousands)

Issue Name	Dated Date	Final Maturity	Original Principal Amount	Principal Amount Outstanding	Leased Asset
Oakland – Alameda County Coliseum Authority Lease Revenue Bonds, 2012 Refunding Series A ⁽¹⁾	5/31/2012	2/1/2025	\$61,408	\$32,500	Coliseum Stadium
Oakland – Alameda County Coliseum Authority Lease Revenue Bonds, (Arena Project) 2015 Refunding Series A ⁽¹⁾	4/29/2015	2/1/2026	39,868	27,868	Coliseum Arena
Oakland Joint Powers Financing Authority Lease Revenue Refunding Bonds, (Oakland Administration Building), Series 2018	5/23/2018	11/1/2026	60,025	49,180	Oakland Administration Buildings
TOTAL				<u>\$109,547</u>	

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⁽¹⁾ 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.

Source: City of Oakland.

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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 will 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 revenues from an annuity contract issued June 17, 1986, by New York Life Insurance Company. The variable payments that the City receives from the counterparties will not usually equal the payments that the City makes to them. At times, the counterparties could be obligated to make payments to the City under the swap agreement that are less than the payments the City would be obligated to make to the counterparties. At other times, the counterparties could be obligated to make payments to the City that are greater than the payments the City would be obligated to make to the counterparties. The interest rate swap agreement is terminable at any time at the option of the City upon payment of a termination payment equal to its market value. The objective of the swap at the time it was entered into was to achieve a reasonable and dependable synthetic fixed rate with respect to the Series 1998 Bonds and avoid variable interest rate turbulence.

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The following Table 22 below summarizes the interest rate swap agreement entered into by the City in connection with the Series 1998 Bonds.

Table 22
Summary of Series 1998 Bonds
Interest Rate Swap Agreement

Valuation Date	Notional Amount	Counterparty/ Guarantor	Counterparty Credit Ratings (Moody's/S&P)	Fixed Rate Payable by City	Market Value to City	Expiration Date
11/29/19	\$12,800,000	Goldman Sachs Mitsui Marine Derivative Products	Aa2/AA ⁽¹⁾	5.6775%	(\$875,729.95) ⁽²⁾	July 31, 2021

⁽¹⁾ Downgraded by Moody's on June 27, 2012, and by S&P on May 27, 2016. The ratings shown are the current ratings as of March 21, 2018.

⁽²⁾ Market Value information provided by Goldman Sachs on November 29, 2019.

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 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 such 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 on 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 Pension Obligation Bonds matured in December 2010. The City annually levies an *ad valorem* tax at a rate of 0.1575% on all property within the City subject to taxation to fund PFRS pension obligations. For more information, see "OTHER FISCAL INFORMATION – Retirement Programs –*Police and Fire Retirement System*" herein. The 2001 Pension Obligation Bonds and 2012 Pension Obligation Bonds are secured by a senior pledge of these property tax override revenues. The City received approximately \$107.4 million of tax override revenues to pay debt service on the 2001 Pension Obligation Bonds and 2012 Pension Obligation Bonds in Fiscal Year 2018-19.

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The following Table 23 summarizes the 2001 Pension Obligation Bonds and 2012 Pension Obligation Bonds as of January 1, 2020.

Table 23
City of Oakland
Pension Obligation Bonds
as of January 1, 2020
(\$ 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	12/15/2022	\$195,636	\$39,536
City of Oakland Taxable Pension Obligation Bonds, Series 2012	7/30/2012	12/15/2025	212,540	183,020
TOTAL				<u>\$222,556</u>

Source: City of Oakland.

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 such 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 2019-20 through 2023-24

Fiscal Year	Series 2001 ¹	Series 2012
2019-20	\$48,700,000	\$18,326,222
2020-21	50,140,000	18,241,900
2021-22	51,620,000	18,140,385
2022-23	53,130,000	17,894,170
2023-24	-	53,273,555

¹ Series 2001 Bonds mature 12/15/2022.
Source: City of Oakland.

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

Master Lease Obligations

The City has entered into various long-term, master lease-purchase agreements to finance the acquisition of essential-use assets. As of January 1, 2020, the City’s master lease-purchase agreements, which generally are backed by the City’s General Fund, were outstanding in the principal amount of \$45.4 million. These financings are fixed rate with interest rates ranging from 1.34% - 5.30% and maturities

between 2020 and 2030. As of January 1, 2020, the aggregate maximum annual debt service payment is \$17.7 million in Fiscal Year 2020. On March 15, 2019, the City entered into a master lease agreement, to finance vehicles and related equipment, in the principal amount of \$7.9 million which will fund on March 16, 2020.

Limited Obligations

The City, the Prior Redevelopment Agency (defined below) and the Oakland Redevelopment Successor Agency (“*ORSA*”) have 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 “*Prior Redevelopment Agency*”), prior to its dissolution in 2012, 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. Such 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 the Redevelopment Property Tax Trust Fund and dedicated housing set-aside revenues from all the City’s redevelopment project areas.

On February 1, 2012, all California redevelopment agencies were dissolved. On July 17, 2012, the City created ORSA to serve in the capacity of successor agency to the Prior Redevelopment Agency. The following Table 25 sets forth ORSA’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 January 1, 2020.

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Table 25
Tax Allocation Bonds
as of January 1, 2020
(\$ In Thousands)

Central District Redevelopment Project Area

<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 Subordinated Tax Allocation Bonds, Series 2006T	11/21/2006	9/1/2021	\$ 33,135	\$ 7,775
Central District Redevelopment Project Subordinated Tax Allocation Bonds, Series 2009T (Federally Taxable)	5/20/2009	9/1/2020	38,755	6,240
Central District Redevelopment Project Subordinated Tax Allocation Refunding Bonds, Series 2013	10/3/2013	9/1/2022	102,960	31,410
TOTAL CENTRAL BUSINESS DISTRICT			\$174,850	\$45,425

Broadway/MacArthur/San Pablo Redevelopment Project Area

<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-T	10/12/2006	9/1/2032	\$ 12,325	\$ 7,890
Broadway/MacArthur/San Pablo Redevelopment Project Tax Second Lien Allocation Bonds Series 2010-T (RZEDB)	11/12/2010	9/1/2040	7,390	\$ 6,955
TOTAL BROADWAY/MACARTHUR/SAN PABLO DISTRICT			\$ 19,715	\$ 14,845

Central City East Redevelopment Project Area

<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-T	10/12/2006	9/1/2034	\$ 62,520	\$ 42,850

Coliseum Area Redevelopment Project Area

<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-T	10/12/2006	9/1/2035	73,820	\$ 54,205

Multiple Project Areas and Housing

<u>Issue Name</u>	<u>Dated Date</u>	<u>Final Maturity</u>	<u>Original Principal Amount</u>	<u>Principal Amount Outstanding</u>
Subordinated Tax Allocation Refunding Bonds, Series 2015-TE	9/2/2015	9/1/2036	\$ 22,510	\$ 22,510
Subordinated Tax Allocation Refunding Bonds, Series 2015-T	9/2/2015	9/1/2035	66,675	52,955
Subordinated Tax Allocation Refunding Bonds, Series 2018-TE	6/6/2018	9/1/2031	15,190	15,190
Subordinated Tax Allocation Refunding Bonds, Series 2018-T	6/6/2018	9/1/2035	41,765	37,440
TOTAL MULTIPLE PROJECT AREAS AND HOUSING			\$ 146,140	\$ 128,095

Source: City of Oakland

Special Assessments

The City has debt outstanding for two 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 January 1, 2020.

Table 26
City of Oakland
Special Assessment Bonds
as of January 1, 2020
(\$ In Thousands)

Issue Name	Dated Date	Final Maturity	Original Principal Amount	Principal Amount Outstanding
City of Oakland 2012 Limited Obligation Refunding Improvement Bonds, Reassessment District No. 99-1	8/30/2012	9/2/2024	\$3,545	\$1,615
Oakland Utility Underground Assessment District No. 2007-232, Piedmont Pines Phase 1, Limited Obligation Refunding Bonds (Reassessment and Refunding of 2018)	6/6/2018	9/2/2039	1,380	1,325
TOTAL				<u>\$2,940</u>

Source: City of Oakland.

Enterprise Revenue Bonds

The City also has issued bonds secured solely by revenues of its sewer system. On March 20, 2014, the City issued Sewer Revenue Refunding Bonds, 2014 Series A, in the principal amount of \$40,590,000 (the “**2014 Sewer Bonds**”). The proceeds of the 2014 Sewer Bonds were used to refund the City’s then outstanding Sewer Revenue Bonds, Series 2004A. The 2014 Sewer Bonds have an outstanding principal amount of \$28,260,000, as of January 1, 2020, and mature on June 15, 2029.

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 January 1, 2020, 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., tax and revenue anticipation notes and enterprise revenue, mortgage revenue 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 January 1, 2020

2019-20 Assessed Valuation*: \$63,514,406,227

<u>DIRECT AND OVERLAPPING TAX AND ASSESSMENT DEBT:</u>	<u>% Applicable</u>	<u>Debt 1/1/20</u>
Alameda County	20.465%	\$ 44,613,700
Bay Area Rapid Transit District	7.893	101,246,668
East Bay Regional Park District	12.586	19,722,262
Chabot-Las Positas Community College District	0.999	6,262,931
Peralta Community College District	55.896	196,630,949
Berkeley and Castro Valley Unified School Districts	0.003 & 0.115	155,005
Oakland Unified School District	99.999	1,023,214,768
San Leandro Unified School District	9.686	24,632,959
City of Oakland	100.	301,655,000⁽¹⁾
City of Oakland 1915 Act Bonds	100.	2,940,000
City of Emeryville 1915 Act Bonds	4.183	41,830
City of Piedmont 1915 Act Bonds	4.792	167,501
TOTAL DIRECT AND OVERLAPPING TAX AND ASSESSMENT DEBT		\$1,721,283,573
<u>DIRECT AND OVERLAPPING GENERAL FUND DEBT:</u>		
Alameda County and Coliseum Authority General Fund Obligations	20.465%	\$172,818,227
Alameda-Contra Costa Transit District Certificates of Participation	24.282	2,830,067
Peralta Community College District Pension Obligation Bonds	55.896	78,475,969
Oakland Unified School District Certificates of Participation	99.999	19,559,804
Castro Valley Unified School District Certificates of Participation	0.115	5,670
City of Oakland and Coliseum Authority General Fund Obligations	100.	109,547,500
City of Oakland Pension Obligation Bonds	100.	222,555,581
TOTAL DIRECT AND OVERLAPPING GENERAL FUND DEBT		\$605,792,818
<u>OVERLAPPING TAX INCREMENT DEBT (Successor Agency):</u>	100. %	\$285,420,000
COMBINED TOTAL DEBT		\$2,612,496,391⁽²⁾

(1) Excludes issue to be sold.

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

Ratios to 2019-20 Assessed Valuation:

Direct Debt (\$301,655,000)	0.47%
Total Direct and Overlapping Tax and Assessment Debt.....	2.71%
Total Direct Debt (\$633,758,081)	1.00%
Combined Total Debt	4.11%

Ratio to Redevelopment Successor Agency Incremental Valuation (\$18,592,540,763):

Total Overlapping Tax Increment Debt.....	1.54%
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* Represents secured assessed valuation, less all exemptions except the homeowners' exemption.
Source: California Municipal Statistics, Inc.

OTHER FISCAL INFORMATION

Insurance and Risk Management

The City is insured up to \$25,000,000 after a \$5,000,000 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 \$10,000 deductible to be paid by the City. The City does not insure for damage from earthquakes (see “SECURITY FOR THE BONDS – Natural Hazards -Seismic Hazards” in the forepart of the Official Statement). The City is also insured up to the statutory limit after a \$750,000 per occurrence self-insured retention for workers’ compensation losses. As of June 30, 2019, the amount of all self-insured general liability exposure determined to be probable of occurrence is valued at approximately \$60 million. Of this amount, approximately \$24 million is estimated to be due within one year. Payment of workers’ compensation claims is provided through annual appropriations. As of June 30, 2019, the amount of workers’ compensation liability determined to be payable is approximately \$81.4 million. Of this amount, \$20.3 million is estimated to be due within one year.

Labor Relations

As of December 10, 2019, the City employees are represented by seven labor unions and associations (identified in the following Table 28). The largest employee organization is the Service Employees International Union, Local 1021, which represents approximately 50% of City employees. Approximately 95% of City employees are covered by negotiated agreements, as detailed below.

**Table 28
City of Oakland
Labor Relations
as of December 10, 2019**

<u>Employee Organization / Representation Unit</u>	<u>Number of Represented Employees</u>	<u>Contract Expiration</u>
Confidential Management Employees’ Association, Unit U31	27	June 30, 2021
International Association of Fire Fighters Local 55, Unit FQ1	441	October 31, 2020
International Brotherhood of Electrical Workers Local 1245, Units IE1, TV1	18	June 30, 2021
International Federation of Professional and Technical Engineers (IFPTE)		
IFPTE Local 21, Units TA1, TF1, TL1, TM2, TW1	501	June 30, 2021
IFPTE Local 21, Units UH1 (Supervisors), UM1 and UM2 (Managers)	206	June 30, 2021
IFPTE Local 21, Unit TM1 (Deputy City Attorney I-IV)	33	June 30, 2021
IFPTE Local 21, Unit U41 (Deputy Attorney V & Special Counsel)	7	June 30, 2021
Service Employees International Union (SEIU) Local 1021		
SEIU Local 1021, Units SB1, SC1, SD1	1,227	June 30, 2021
SEIU Local 1021, Unit SII (Part Time)	1,257	June 30, 2021
Oakland Police Officers’ Association, Unit PP1, PT1	766	June 30, 2024
Oakland Police Management Association, Unit UN2	<u>11</u>	June 30, 2024
TOTAL	4,494	

Source: City of Oakland, Department of Human Resources Management, Employee Relations Unit.

Retirement Programs

The City currently maintains one closed pension system, the Police and Fire Retirement System (“**PFRS**”). 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. Additional information concerning the City’s retirement program can be found in “APPENDIX B – COMPREHENSIVE ANNUAL FINANCIAL REPORT OF THE CITY FOR FISCAL YEAR ENDED JUNE 30, 2019 – Notes to the Basic Financial Statements.”

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. 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. See “-California Public Employees’ Retirement System” below. As of July 1, 2019, PFRS covered no active employees and 798 retired employees and beneficiaries.

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. The City is required to fund all liabilities for future benefits for all PFRS members by June 30, 2026. As of June 30, 2019, the PFRS reserve fund has a restricted balance of \$182.8 million.

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 contributions to PFRS 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 the City Charter to make payments to PFRS. The City’s required annual 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 to 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 such 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 pension liability for retirement benefits to members of PFRS. The City pays debt service on the 2001 Pension Obligation Bonds and the 2012 Pension Obligation Bonds from proceeds of the tax override.

As a result of the refunding, the City was not required to make any periodic contributions to PFRS through June 30, 2017, pursuant to the Funding Agreement dated July 1, 2012 (the “**2012 Funding Agreement**”), between the City and PFRS. The City resumed contributions to PFRS fiscal year 2017-18, in accordance with the 2012 Funding Agreement. The City’s contribution for Fiscal Year 2017-18 was \$44.86

million and for Fiscal Year 2018-19 was \$44.82 million. A Schedule of Funding Progress for the PFRS is set forth below in Table 29. The current assumptions and estimated contributions for Fiscal Year 2019-20 are set forth in Table 30 below.

Table 29
City of Oakland
Police and Fire Retirement System
Schedule of Funding Progress⁽¹⁾
as of July 1, 2019
(\$ In Millions)

Valuation Date July 1	Actuarial Liability	Actuarial Value of Assets	Market Value of Assets	Unfunded Actuarial Liability	Funded Ratio Based on Actuarial Value	Funded Ratio Based on Market Value	Number of Active Employees
2014	651.1	420.9	463.8	230.2	64.6%	71.2%	0
2015	642.1	394.6	419.2	247.5	61.4	65.3	0
2016 ⁽²⁾	672.9	363.6	361.6	309.4	54.0	53.7	0
2017 ⁽³⁾	673.4	333.4	353.2	340.1	49.5	52.4	0
2018 ⁽⁴⁾	647.3	347.5	376.0	299.8	53.7	58.1	0
2019 ⁽⁵⁾	622.8	361.0	384.7	261.8	58.0	61.8	0

⁽¹⁾ Because this is a closed system with no active employee during the periods shown, UAAL as a percentage of payroll is not presented.

⁽²⁾ The reduction in the funded ratio is primarily the result of no contribution being made to the fund during the year, the new MOUs for Police members and market value loss on investments.

⁽³⁾ The reduction in the funded ratio is primarily the result of no contribution being made to the fund during the year and changes in the discount rate and mortality assumptions.

⁽⁴⁾ The increase in the funded ratio is primarily due to an increase in the Actuarial Value of Assets (AVA), which was the result of a larger than expected return on the investment portfolio for 2017-18 (10.2% on a market basis and 8.2% on an actuarial basis as compared to a 6% assumption) and a decrease in Actuarial Liabilities due to more member deaths than expected.

⁽⁵⁾ The increase in the funded ratio is primarily due to an increase in the Actuarial Value of Assets (AVA), which was the result of a larger than expected return on the investment portfolio for the 2018-2019 plan year (7.74% on an actuarial basis as compared to 6.00% assumption) and a decrease in Actuarial Liabilities due to changes in population (deaths) and changes in benefits including a lower than expected COLA increase in the most recent police MOU and a reduction in holiday pay compensation for certain ranks of PFRS police members.

Source: Oakland Police and Fire Retirement System, Actuarial Valuation Report as of July 1, 2019. Most current information available.

Table 30
City of Oakland
Police and Fire Retirement System
Projection of Future Contributions
as of July 1, 2019

	Valuation Assumptions
Investment Return	5.5%
Wage Growth	3.25%
City Contribution for FY 2019-20	\$43.4 million
City Contribution for FY 2020-21	\$43.6 million ⁽¹⁾

⁽¹⁾ If actual investment returns or wage growth varies from the assumptions, then the contribution rate will vary.

Source: Oakland Police and Fire Retirement System, Actuarial Report as of July 1, 2019.

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 the Oakland Municipal Employees Retirement System (“**OMERS**”) which was terminated effective March 31, 2015. 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. 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 (police and fire).

In July 2011, the City approved a CalPERS second tier (two-tiered pension plans) for all labor unions to reduce the City's CalPERS retirement cost over time. The two-tiered pension plans were subsequently approved through collective bargaining agreements between the City and labor organizations representing miscellaneous and safety employees. The City implemented the two-tiered pension plan for safety employees effective February 8, 2012 and for miscellaneous employees effective June 8, 2012.

In September 2012, Assembly Bill 340 (known as “**PEPRA**”) was enacted into law. PEPRA reforms all state and local public retirement systems and their participating employers with the exception of charter cities and counties that operate an independent retirement system. PEPRA limits the pension benefits offered to new employees and increases flexibility for employee and employer cost sharing for current employees. A third tier was implemented as a result of PEPRA for miscellaneous and safety employees hired on or after January 1, 2013 (“**Tier 3**”).

At June 30, 2019, CalPERS provisions and benefits are as follows:

Employee Organization		
Tier Pension Plans	Safety	Miscellaneous
Tier One (Classic Member)	Receive 3% at age 50. Pension benefits are based on the one year of highest salary.	Receive 2.7% at age 55. Final compensation is based on the 12 highest paid consecutive months.
Tier Two (New Hires as of June 9, 2012)	Receive 3% at age 55. Pension benefits are based on the final average salary of three years under the Government Code 20037.	Receive 2.5% at age 55. Final compensation is based on the highest average annual compensation of the three consecutive years.
Tier Three: AB 340 (January 1, 2013)	Receive 2% at age 57. Option 1: 2.5% at age 57. Option 2: 2.7% at age 57. Pension benefits are based on the final average salary of three years subject to established cap.	Receive 2% at 62. Pension benefits are based on the final average salary of the three years subject to established cap.

Source: City Oakland

The contribution requirements of the plan participants and the City are established by and may be amended by CalPERS. Beginning Fiscal Year 2017-18, CalPERS collects minimum required employer contributions equal to the sum of the Plan's Employer Normal Cost Rate (expressed as a percentage of payroll) plus the Employer Unfunded Accrued Liability Contribution Amount (billed monthly in dollars). In prior fiscal years, the Employer Unfunded Accrued Liability Contribution Amount was a contribution rate. As percentages of projected annual covered payroll, the total required employer contribution rates for Fiscal Year 2019-20 are estimated to be 42.23% for miscellaneous employees and 46.97% for safety employees (police and fire employees).

In addition, under current bargaining agreements, all City participants, other than Tier 3 (described herein) employees, are required to contribute 8% for miscellaneous employees, 12% for police employees, and 13% for fire employees of their annual covered salary to CalPERS. Tier 3 employees are required to contribute 50% of normal cost (currently, 6.75% for miscellaneous employees, 11.5% for police employees, and 12.5% for fire employees of their annual covered salary) to CalPERS. The contribution requirements of the plan members are established by State statute and the employer contributions are established, and may be amended, by CalPERS.

The following Table 31 sets forth the City's employer contribution rates and amounts as determined by CalPERS for Fiscal Years 2016-17 through 2019-20, and CalPERS's projections for Fiscal Years 2020-21 and 2023-24. The Total Required Employer Contribution is the sum of the Plan's Employer Normal Cost Rate (expressed as a percentage of payroll) plus the Employer Unfunded Accrued Liability Contribution Amount.

Table 31
City of Oakland
California Public Employees' Retirement System Contribution Rates and Amounts
Fiscal Years 2016-17 through 2020-21 and Projected Fiscal Years 2021-22 and 2022-23

	2016-17	2017-18 ⁽¹⁾	2018-19	2019-20 ⁽²⁾	2020-21 ⁽²⁾	2021-22 (Projected) ⁽²⁾	2022-23 (Projected) ⁽²⁾
Safety Plan							
Total Required Employer Contribution (as percentage of payroll)	40.67%	40.58%	42.66%	46.97%	51.04% ⁽³⁾	54.20%	56.50%
Employer Normal Cost Rate (as percentage of payroll)	19.17%	18.29%	18.15%	18.58%	19.51%	19.50%	19.50%
Employer Unfunded Accrued Liability Contribution Amount	\$27,369,357	\$32,173,315	\$38,748,282	\$46,171,999	\$52,041,128	\$58,860,000	\$64,539,000
Miscellaneous Plan							
Total Required Employer Contribution (as percentage of payroll)	34.23%	36.35%	38.81%	42.22%	44.60%	46.80%	48.50%
Employer Normal Cost Rate (as percentage of payroll)	11.32%	11.08%	11.30%	11.60%	12.34%	12.30%	12.30%
Employer Unfunded Accrued Liability Contribution Amount	\$48,748,259	\$55,380,769	\$64,318,649	\$73,490,639	\$80,187,025	\$87,994,000	\$94,881,000

⁽¹⁾ Beginning with Fiscal Year 2017-18, CalPERS collects employer contributions toward the plan's unfunded liability as dollar amounts instead of the prior method of a contribution rate.

⁽²⁾ Based on various assumptions, including 7.00% for Fiscal Year 2018-19 and each year thereafter.

Source: CalPERS Annual Valuation Reports as of June 30, 2015, through June 30, 2018. Most current information available.

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.

On April 17, 2013, the CalPERS Board of Administration approved a recommendation to change the CalPERS amortization and rate smoothing policies. Beginning with the June 30, 2013 valuations that set the Fiscal Year 2015-16 rates, CalPERS no longer uses an actuarial value of assets and instead employs an amortization and smoothing policy that will pay for all gains and losses over a fixed 30-year period with the increases or decreases in the rate spread directly over a five-year period.

On December 21, 2016, the CalPERS Board of Administration voted to further lower CalPERS's discount (i.e. assumed investment return) from 7.50% to 7.00% using a three-year phase-in, beginning with the June 30, 2016 actuarial valuations. Notwithstanding the CalPERS Board of Administration's decision

to phase into a 7.00% discount rate, subsequent analysis of the expected investment return of CalPERS assets or changes to the investment allocation could result in a change to this discount rate schedule. There can be no assurance that CalPERS will not again lower its investment assumptions thus increasing the City's contribution obligations.

In 2017, CalPERS completed its most recent asset liability management study incorporating actuarial assumptions and strategic asset allocation. In December 2017, the CalPERS Board of Administration adopted relatively modest changes to the asset allocation that reduced the expected volatility of returns. The adopted asset allocation was expected to have a long-term blended return that continued to support a discount rate assumption of 7.00%. The Board also approved several changes to the demographic assumptions that more closely aligned with actual experience.

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The following Tables 32 and 33 set forth the schedules of funding progress as of June 30 for 2014 through 2018 for public safety employees and for miscellaneous employees.

Table 32
City of Oakland
California Public Employees' Retirement System Schedule of Funding Progress
Public Safety Employees
(\$ In Millions)

Valuation Date (June 30)	Actuarial Accrued Liability	Market Value of Assets ⁽¹⁾	Unfunded Actuarial Accrued Liability	Funded Status (MVA Basis)	Annual Covered Payroll	UAAL as % of Payroll
2014	\$1,639.9	\$1,169.0	\$470.9	71.3%	\$116.5	404.2%
2015	1,754.1	1,179.0	575.1	67.2	132.1	435.4
2016 ⁽²⁾	1,872.5	1,166.4	706.1	62.3	144.7	488.0
2017	1,997.66	1,283.39	714.28	64.2	149.4	478.1
2018	2,176.71	1,370.87	805.83	63.0	152.2	529.5

⁽¹⁾ Effective with the June 30, 2013 valuations that set the Fiscal year 2015-16 rates, CalPERS no longer uses an actuarial value of assets.

⁽²⁾ On December 21, 2016, the CalPERS Board of Administration lowered the discount rate from 7.50% to 7.00% using a three-year phase-in beginning with the June 30, 2016 actuarial valuations.

Source: CalPERS Actuarial Valuation Report as of June 30, 2018. Most current information available.

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Table 33
City of Oakland
California Public Employees' Retirement System Schedule of Funding Progress
Miscellaneous Employees
(\$ In Millions)

Valuation Date June 30	Actuarial Accrued Liability	Market Value of Assets ⁽¹⁾	Unfunded Actuarial Accrued Liability	Funded Status (MVA Basis)	Annual Covered Payroll	UAAL as % of Payroll
2014	\$2,341.2	\$1,701.4	\$639.8	72.7%	\$194.7	328.6%
2015	2,409.0	1,691.2	717.8	70.2	200.6	357.8
2016 ⁽²⁾	2,519.7	1,647.5	872.1	65.4	214.0	407.5
2017	2,616.0	1,783.4	832.6	68.2	220.1	378.3
2018	2,824.7	1,885.2	939.5	66.7	229.4	409.6

⁽¹⁾ Effective with the June 30, 2013 valuations, CalPERS no longer uses an actuarial value of assets.

⁽²⁾ On December 21, 2016, the CalPERS Board of Administration lowered the discount rate from 7.50% to 7.00% using a three-year phase-in beginning with the June 30, 2016 actuarial valuations.

Source: CalPERS Actuarial Valuation Report as of June 30, 2018. Most current information available.

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For Fiscal Year 2018-19, the City’s actuarially determined CalPERS pension contributions were \$68.8 million for the Safety plan and \$70.6 million for the Miscellaneous plan. The following Table 34 represents the City’s annual contribution to CalPERS for Fiscal Years 2014-15 through 2018-19.

Table 34
City of Oakland
California Public Employees’ Retirement System
Annual Pension Contributions
Fiscal Years 2014-15 through 2018-19
(\$ In Millions)

Fiscal Year Ended June 30	Annual Contributions
2015	\$107.9
2016	111.7
2017	116.4
2018	115.4
2019	139.4

Effective July 1, 2011, all City employees pay the employee contributions.

⁽¹⁾ Amount includes both Safety and Miscellaneous plans.

Source: City of Oakland, Comprehensive Annual Financial Reports for Fiscal Years Ended June 30, 2015 through June 30, 2019.

Other 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.

During the year ended June 30, 2018, the City adopted GASB Statement No. 75, (“**GASB 75**”), “Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions.” This statement addresses the accounting and financial reporting requirements for governments whose employees are provided with Other Post-Employment Benefit (“**OPEB**”) plans. The provisions of GASB Statement No. 75 separate accounting and financial reporting from how OPEB plans are funded and require changes in the notes to the financial statements and required supplementary information. Significant changes include an actuarial calculation of the total OPEB liability. It also includes comprehensive disclosures regarding the net OPEB liability, the sensitivity of the net OPEB liability to the discount rate, and OPEB expense and related deferred outflows/inflows of resources disclosures.

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The implementation of GASB 75 resulted in a restatement of the City’s net position effective July 1, 2017. See Table 35 below relating to the impact of GASB 75 on the City’s net position.

Table 35
City of Oakland
Other Post-Employment Benefits
Impact of GASB 75 on Net Position
Fiscal Year 2017-18
(\$ In Millions)

Governmental Unit*	Effect of Change in Accounting Principle on Net Position
Primary Government:	
Governmental Activities	\$(702.2)
Business-Type Activities	(10.1)
Total Primary Government	\$(712.2)
Discrete Component Unit	
Port of Oakland	\$(84.5)
Enterprise Funds:	
Sewer Service Fund	(10.0)
Nonmajor Fund Parks and Recreation	(0.8)
Total Enterprise Funds	\$(10.1)
Internal Service Funds	\$(12.3)

* General Fund not shown above, because it is presented on a different accounting basis than the funds and activities shown here and was not impacted by this change in reporting requirements resulting from GASB 75.

Source: City of Oakland, Controller’s Bureau

In 2014, the City began to partially pre-fund the annual required contribution (“**ARC**”) to the California Employer’s Retiree Benefit Trust (“**CERBT**”), an agent multiple-employer defined benefit post-employment healthcare plan administered by CalPERS. 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 OPEB costs.

On August 9, 2018, the City contributed the second of two one-time payments of \$10.0 million into the CERBT fund to partially prefund the actuarially determined contribution for OPEB, as provided for in the FY 2017-19 Adopted Policy Budget. In addition, on February 26, 2019, the City Council adopted an OPEB Funding Policy providing for ongoing contributions of 2.5% of payroll in addition to the City’s pay-as-you-go requirements. See also “FINANCIAL INFORMATION - City’s Adoption of OPEB Funding Policy.” In addition, in FY 2018-19 the City reached agreement with its sworn public safety unions to cap retiree medical benefits for existing employees and retirees effective January 1, 2020, and to implement new, lower-cost tiers for employees hired after January 1, 2019. These reforms are anticipated to provide significant long-term financial relief to the City’s retiree medical program. This multi-prong approach to OPEB is expected to allow the City to incrementally address its long-term OPEB funding challenges while helping to ensure this benefit is available to its workforce into the future.

The following Table 36 sets forth certain information with respect to the City’s OPEB obligations for the Fiscal Years ended June 30, 2015, through June 30, 2019.

Table 36
City of Oakland
Post-Employment Benefits Other than Pensions
Fiscal Years 2014-15 through 2018-19
(\$ In Millions)

Fiscal Year Ended June 30	Accrued Liability/ Total OPEB Liability ⁽¹⁾	Unfunded Liability/ Net OPEB Liability ⁽¹⁾	Annual OPEB Cost/ Actuarially Determined Contribution ⁽¹⁾	Employer Contribution
2015	\$463.9	\$463.9	\$41.6	\$19.8
2016	862.9	860.0	68.6	20.5
2017	862.9	860.0	75.4	20.4
2018	853.8	849.5	72.5	37.2
2019	856.6	840.6	75.1	39.1

⁽¹⁾ Reflects changes in terminology and definitions pursuant to the implementation of GASB 75 in FY 2017-18.

⁽²⁾ Assumed amount, based on prior year’s valuation.

Sources: City of Oakland, Comprehensive Annual Financial Reports for Fiscal Years Ended June 30, 2015 through June 30, 2019.

Port of Oakland Other Post-Employment Benefits. The Port of Oakland (the “*Port*”), designated by City Charter as an independent department of the City governed by a separate board of directors appointed by the City’s Mayor and ratified by the City Council, has established a retiree healthcare plan.

The Port pays a portion of retiree benefit expenses on a pay-as-you-go basis to third parties and directly to beneficiaries, and funds the remaining actuarially determined contribution to the CERBT.

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

Table 37
Port of Oakland
Post-Employment Benefits Other than Pensions
Fiscal Years 2014-15 through 2018-19
(\$ In Millions)

Fiscal Year Ended June 30	Accrued Liability/ Total OPEB Liability ⁽¹⁾	Unfunded Liability/ Net OPEB Liability ⁽¹⁾	Annual OPEB Cost/ Actuarially Determined Contribution ⁽¹⁾	Employer Contribution
2015	\$136.6 ⁽²⁾	\$105.9 ⁽²⁾	\$12.8	\$12.9
2016	157.4	109.5	13.7	13.8
2017	157.4 ⁽²⁾	109.5 ⁽²⁾	13.7	13.8
2018	170.8	103.9	13.2	14.7
2019	177.6	99.9	13.3	14.9

⁽¹⁾ Reflects changes in terminology and definitions pursuant to the implementation of GASB 75 in FY 2017-18.

⁽²⁾ Assumed amount, based on prior year’s valuation.

Sources: City of Oakland, Comprehensive Annual Financial Reports for Fiscal Years Ended June 30, 2015 through June 30, 2019.

OTHER MATTERS

Other Litigation

The City is involved in certain litigation and disputes relating to its operations. The following matters in which the City is a defendant, if determined by the court against the City, could have significant impact on the financial condition and/or business operations of the City. Upon the basis of information presently available, the City Attorney believes that (1) there are substantial defenses to such litigation in which the City is a defendant 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 Bonds (as defined in the Official Statement to which this APPENDIX A is attached).

Coal Ban Litigation. On December 7, 2016, Oakland Bulk & Oversized Terminal, LLC v. City of Oakland (Case No. 16-CV-7014 CV) was filed in the United States District Court for the Northern District of California. Plaintiff Oakland Bulk & Oversized Terminal, LLC (“**OBOT**”) challenges City Council Ordinance No. 13385 C.M.S. adopted by the Oakland City Council on July 19, 2016, and Resolution No. 86234 C.M.S. adopted by the Oakland City Council on June 27, 2016, prohibiting storing and handling of coal at the Oakland Bulk & Oversized Terminal to be located in Oakland. The OBOT suit alleges that the City’s coal ban: (1) violates the Commerce Clause of the U.S. Constitution, (2) is preempted by federal law governing rail and maritime operations, as well as hazardous materials law, and (3) violates the 2013 Development Agreement between the City and Prologis CCIG Oakland Global, LLC (DA), and assigned to OBOT. The current action seeks declaratory and injunctive relief.

The federal claims were submitted to the District Court by means of cross-motions for summary judgment on OBOT’s dormant Commerce Clause and preemption claims on January 10, 2018. The trial on the breach of contract claim was held the week of January 16, 2018.

The District Court issued an order in favor of OBOT on its breach of contract claim on May 23, 2018. Because OBOT prevailed at the District Court on its breach of contract claim, the Court entered judgment for OBOT without reaching the Commerce Clause or preemption claims raised at summary judgment. On May 29, 2018, the Oakland City Council voted unanimously to appeal the District Court’s ruling to the Ninth Circuit Court of Appeals. Briefing is complete in that appeal and the Ninth Circuit heard oral argument on November 12, 2019. The Ninth Circuit’s decision is pending.

On December 4, 2018, OBOT filed Oakland Bulk & Oversized Terminal, LLC and Oakland Global Rail Enterprise, LLC v. City of Oakland (Civil Case No. RG18930929) in the Superior Court of the State of California for the County of Alameda. That matter is currently stayed pending the Ninth Circuit’s decision and a further case management conference is scheduled for June 2020. Upon the basis of information presently available, the City Attorney believes that there are substantial defenses to OBOT’s claims. However, at this time, the City is unable to assess the likelihood of success of this lawsuit or the potential impact on the City’s revenues or operations.

Warehouse Fire Related Litigation. The City has been named as a defendant in 55 lawsuits arising from the tragic fire at an Oakland warehouse that resulted in the deaths of 36 persons on December 2, 2016, commonly known as the “Ghost Ship warehouse fire.” The City filed a demurrer in response to the First Amended Complaint which was sustained in part and denied in part. Thereafter, the Plaintiffs filed a Second Amended Complaint and the City filed a second demurrer.

On May 2, 2018, the City’s second demurrer was sustained in part and denied in part. The City answered the Plaintiff’s Second Amended Complaint on June 1, 2018. The case has proceeded to discovery and is currently scheduled to go to trial in May 2020, although it is possible that the trial date may be delayed.

The City has incurred significant defense fees and costs and it will continue to incur significant defense fees and costs. The City could be found liable for damages. The City is unable to assess its liability exposure at this time, but estimates the exposure could be in the range of \$100 million.

Climate Change Litigation. The City filed a lawsuit against the five largest investor-owned oil companies in United States District Court, Northern District of California, Case No. 3:17-cv-06011-WHA, entitled The People of the State of California, acting by and through the Oakland City Attorney, Barbara J. Parker, v. BP P.L.C, et al. In that lawsuit, the City Attorney is seeking to have the companies pay into an equitable abatement fund to help fund investment in sea level rise adaptation infrastructure.

The District Court entered judgment in favor of the defendants and against the City of Oakland and the People of the State of California on July 27, 2018 and the City filed a notice of appeal to the United States Court of Appeals for the Ninth Circuit. Briefing is complete and oral argument is currently scheduled for February 5, 2020.

While the City believes that its claim is meritorious, the City can give no assurance regarding whether it will be successful and obtain the requested relief from the courts or contributions to the abatement fund from the defendant oil companies.

APPENDIX B

**ANNUAL FINANCIAL REPORT OF THE CITY OF OAKLAND
FOR THE FISCAL YEAR ENDED JUNE 30, 2019**

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CITY OF OAKLAND CALIFORNIA

**COMPREHENSIVE ANNUAL FINANCIAL REPORT
FOR THE YEAR ENDED JUNE 30, 2019**

CITY OF OAKLAND

CALIFORNIA

COMPREHENSIVE ANNUAL FINANCIAL REPORT

FISCAL YEAR ENDED JUNE 30, 2019

PREPARED BY THE FINANCE DEPARTMENT

ADAM BENSON, DIRECTOR OF FINANCE

KIRSTEN LACASSE, CONTROLLER

PRINTED ON RECYCLED PAPER

CITY OF OAKLAND

Comprehensive Annual Financial Report Year Ended June 30, 2019

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CITY OF OAKLAND

Comprehensive Annual Financial Report Year Ended June 30, 2019

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INTRODUCTORY SECTION



December 13, 2019

Residents 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 Finance Department has prepared this report to present the financial position and the changes in net position for the year ended June 30, 2019, and the cash flows of its proprietary fund types for the same period. The basic financial statements and supporting schedules have been prepared in compliance with Section 809 of the City Charter and in accordance with Generally Accepted Accounting Principles (GAAP) for local governments, as established by the Governmental Accounting Standards Board (GASB). The information presented here should be considered in conjunction with the additional information contained in the Management's Discussion and Analysis (MD&A) in the Financial Section of this report.

The 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 applicable 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, 2019 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 "unmodified" opinion. The independent auditor's report is included in the Financial Section of this report.

In addition, Macias Gini & O'Connell LLP is auditing 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) Uniform Guidance regulating uniform administrative requirements, cost principles, and audit requirements for 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 Finance Department.

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, discretely presented, or included in the fiduciary funds financial statements 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. Component units that are fiduciary in nature are reported in the fiduciary funds financial statements.

Accordingly, we have included the operations of the Oakland Joint Powers Finance Authority as a blended component unit. The Oakland Police and Fire Retirement System (PFRS) and the Oakland Redevelopment Successor Agency, are included as fiduciary 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 II, part I of the basic financial statements.

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 seven 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, East Bay Municipal Utility District (EBMUD), and Metropolitan Transportation Commission (MTC).

Profile of the Government

The City of Oakland was chartered as a city in 1852. 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.

Legislative authority is vested in the City Council and executive authority is vested in the Mayor. The City Administrator, appointed by the Mayor and approved by the City Council, 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 are the governing body of the City. The City Council is comprised of eight elected officials. One Council member is elected "at large", while the other seven Council members represent specific geographic districts. The Mayor and City Council are elected to serve four-year terms.

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, library, recreational and cultural activities, public improvements, planning, zoning, and general administrative services.

Economic Condition and Fiscal Outlook

The City has continued to make notable, prudent investments to strengthen its financial situation, such as implementing the Three-Tier pension plan reform for all labor unions (See Note III, part A), establishing a Vital Services Stabilization Reserve, and fully funding the General Purpose Fund reserve to 7.5 percent of General Purpose Fund appropriations per City Council ordinance. In addition, as part of labor negotiations with its public safety unions, the City succeeded in managing the growth of long-term liabilities for retiree health benefits by capping its contributions for active employees and current retirees, and aligning benefits for new hires with the City's civilian employees.

The City ended Fiscal Year (FY) 2018-19 with continued growth in the local economy, driven chiefly by the real estate market. Residential development reached a new peak during the year with an estimated 9,000 units under construction and 6,800 expected to be completed in 2019, a higher total than anticipated for San Francisco. The impacts from Oakland's numerous development projects will be felt over many years as new residents and businesses continue to be attracted to Oakland.

Ongoing investment in the local real-estate market has led to increased real-estate related revenues including real estate transfer tax and charges for services associated with new development. These revenues have proven to be volatile historically, but other key economic indicators are trending positively as well, including total assessed value, unemployment rates, and employment growth.

The City also continued to address housing security for its residents in FY 2018-19 through enhanced tenant protections, increased funding for affordable housing, and expanded homeless services for its most vulnerable populations. In support of this latter goal, the City announced the opening of its fifth Community Cabin site, an emergency intervention designed to serve as a temporary bridge into permanent housing.

Looking forward, the City must continue to grow revenues to restore and enhance services to the community. Throughout the City, significant projects ranging from senior housing to corporate headquarters and education, transportation, residential, and mixed-use developments are moving forward to redefine Oakland. Major projects that have been recently completed, or are in progress, include:

- The Oakland Army Base Project: The City and Port of Oakland have leveraged significant public and private investment to transform approximately 300 acres of the former Oakland Army Base into a modern logistics center. Public improvements funded by the City, State of California, and Alameda County Transportation Commission continued in 2019 and have spurred ongoing private investments. The project will shift traffic from trucks to trains on site, thereby reducing truck trips through cities within Alameda County to the Central Valley, improving the City's air quality and roadway safety while creating substantial direct and indirect job opportunities.
- The Brooklyn Basin Project: Brooklyn Basin will transform 65 acres of waterfront property along the Oakland Estuary with 3,100 residential units and approximately 200,000 square feet of retail and commercial space. Construction and phased openings of completed buildings continued during the fiscal year.
- The MacArthur Transit Village project is expected to include up to 875 mixed-income housing units and approximately 31,500 square feet of retail. Construction on the project's 25-story Skyline at Temescal tower continued in fiscal year 2019 with an opening scheduled for summer 2020.

Other notable large-scale projects announced in 2019 include:

- A \$900 million, 29-story headquarters for Kaiser Permanente at 2100 Telegraph Avenue intended to house 7,200 employees. The tower will occupy 1.6 million square feet, making it one of the largest new buildings in the Bay Area, and larger than San Francisco's Salesforce Tower.

- A 28-story, 700,000 square foot commercial office building at 2201 Valley Street. When completed this may be the tallest building in the City.
- A transit-oriented development adjacent to the Lake Merritt BART Station that includes a pair of residential and office high-rises - one 27 stories and the other 21 stories.
- A new transit village development adjacent to the West Oakland BART Station at 500 Kirkham Street anticipated to include multiple towers and more than 1,000 apartments, as well as space for retail, parks and offices.

The City has also attracted strong interest from the hotel industry, with numerous projects recently completed, under construction, or in the planning stages, including the first new hotels downtown since 2002. Major projects include:

- 140-room SpringHill Suites by Marriott at 195 Hegenberger Road.
- 122-room Hampton Inn at 378 11th Street.
- West Elm hotel with 168 rooms and 72 residential units at 2401 Broadway.
- 286-room hotel split between two Marriott brands; Residence Inn and AC Hotel, at 1431 Jefferson Street.
- A 173-room Marriott International Moxy Hotel at 2225 Telegraph Avenue.

The City also continued to make improvements to parks and transportation facilities with numerous projects announced or completed during the year:

- The City's Department of Transportation installed innovative new traffic signals near schools and other pedestrian-heavy areas to improve safety, especially for children. The new Pedestrian Hybrid Beacons (PHBs) strike a balance on streets where a traditional four-way traffic signal might not be appropriate, but where pedestrians need traffic control signals to help them safely cross.
- The City released a Three-Year Paving Plan, representing a \$100 million construction investment in pavement rehabilitation and preventative maintenance. The plan prioritizes streets for repaving based on equity, street condition, and traffic safety. Anticipating challenges in delivering triple the current annual volume of construction contracts for paving, staff have also developed a recommendation for streamlining project delivery.
- The City continued development of plans for transportation-related improvements to the 14th Street corridor connecting West Oakland and Lake Merritt through Downtown Oakland. The project will include curb-protected bicycle lanes, improved pedestrian facilities to reduce crossing distances, storm drain rain gardens, bus boarding islands, and bicycle and pedestrian safety enhancements at every intersection along the corridor.
- The City announced plans for transit-only lanes on Broadway between 11th and 20th Streets to reduce travel times and increase pedestrian safety.
- The City unveiled a complete makeover to the entrances of Lakeside Park, its garden center, and the historic Children's Fairyland theme park. The project improves pedestrian safety, accessibility, and pathways.
- The City opened a revitalized Snow Park, a 14-acre complete green street and park expansion designed to increase park lands, improve water quality, calm traffic, and enhance pedestrian and bicycle facilities around Lake Merritt and Snow Park.

Significant Events and Accomplishments

Highlights of activities and accomplishments for the year ended June 30, 2019, include the following:

July 20, 2018: The East Oakland Senior Center celebrated its 25th year as a vital hub where seniors are able to engage in positive, healthy activities.

July 28, 2018: Art + Soul Oakland celebrated its 18th year with a festive weekend of local culture, creativity and civic pride.

August 6, 2018: The Stephen and Ayesha Curry Family Foundation Education Lab was unveiled at the Bushrod Recreation Center. The Education Lab seeks to provide access to technology for children who don't have access at home.

August 16, 2018: The 2018 US Rowing Masters National Championships were held at Lake Merritt, a highlight Oakland Rowing Week.

August 31, 2018: The City's Economic & Workforce Development Department supported the Western Regional Minority Supplier Development Council's day-long Bridges to Success Expo to connect minority business enterprises with potential and current clients.

September 1, 2018: The Finance Department's Revenue Management Bureau launched its online Business Tax registration program. The new function allows new business owners the option of applying for a Business Tax Certificate online in just minutes and receiving their actual Business Tax Certificate within 7 days in an online email, without the unnecessary inconvenience of coming into the office.

September 9, 2018: The 2018 Oakland Pride Parade, Festival and Celebration highlighted our diverse, resilient, and beautiful LGBTQ community while promoting equality, community, responsibility, and civic engagement.

September 17, 2019: The City released a new Cultural Plan, its first in 30 years. Titled "Belonging in Oakland: A Cultural Development Plan," the document provides a roadmap to support and lift up the role of culture in building a just and equitable city - so that every Oaklander in every neighborhood has access to cultural amenities. In support of these goals the City Council approved over \$1 million in grants to Oakland-based nonprofit organizations and individual artists for arts events and activities that are expected to include more than 320,000 participants.

September 25, 2018: The City's Information Technology Department and Community Police Review Agency (CPRA) received an Innovation Award in the Government Transformation category for work in developing OAK APPS and CPRA case management applications.

October 18, 2019: The City partnered with Friends of the Gardens at Lake Merritt for the 7th Annual Autumn Lights Festival. Scores of larger-than-life art pieces lit up against the night sky, emphasizing art that embodies the Oakland spirit.

December 7, 2018: The City announced two new pilot Cultural Funding initiatives that will advance cultural equity, belonging and well-being for all the communities in Oakland. The Cultural Strategists-in-Government Pilot Program will fund five artist-in-residence slots in City departments to infuse City policy-making and practices with artistic innovation and culturally-competent problem-solving. The second pilot program, Neighborhood Voices: Belonging in Oakland Grant, seeks to lift up seldom-heard voices of Oakland's neighborhoods in collaboration with Oakland artists to support the expression and understanding of Oakland's most diverse communities.

January 1, 2019: Oakland's minimum wage increased to \$13.80 per hour. Measure FF, the voter-initiative ballot measure passed in November 2014, provides annual increases to Oakland's Minimum Wage based on the Consumer Price Index.

January 18, 2019: The City's Planning & Building Department continued to engage the community in a review of the Downtown Oakland Specific Plan (DOSP) Preliminary Draft Plan. The plan identifies the potential goals, strategies, projects, and programs to transform downtown Oakland to achieve a new vision of inclusion, celebration and opportunity for the City's residents.

March 1, 2019: The East Oakland Neighborhoods Initiative, a partnership between the City and thirteen community partners, continued planning meetings centered on designing the future of East Oakland. The shared goal of this effort is to create a more equitable, healthy, and resilient East Oakland by building off community leadership.

April 4, 2019: A celebration was held marking the completion of the innovative, \$57 million, 110-unit Coliseum Connections residential project. Adjacent to the Coliseum BART Station, this transit-oriented development provides homes to 110 families, including 55 units designated as affordable for those making 50% to 60% of Average Median Income (AMI).

April 5, 2019: KTOP developed a video with the Oakland Fire Department to raise community awareness around vegetation management. The creation of this video was prompted by the devastating wildfires our region saw over the last year and seeks to educate residents in fire heavy zones how to create defensible space around their homes.

Budget Process and Controls

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

- Programs, projects, services, and activities to be carried out during the fiscal year;
- Estimated revenue available to finance the operating plan; and
- 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 summarize the budgetary roles of various City officials and the timetable for their budgetary actions per the City Charter.

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.

On June 24, 2019, the City Council adopted the FY 2019-21 Policy Budget. This balanced budget made key investments in high priority areas, such as homelessness, affordable housing, violence prevention, safer and cleaner streets, and greater protections against increasing fire risk. The new budget appropriated \$28.8 million in new and expanded housing and support services to homeless persons and \$77.4 million for tenant protection assistance and affordable housing. It also included \$112.8 million for street repairs and transportation improvement projects and \$2.2 million to combat illegal dumping. Enhanced fire prevention and emergency services are supported by new appropriations of \$17.5 million. In addition, the City increased investments in children by \$79.1 million and expanded community policing and violence prevention with an appropriation of \$5.1 million.

The new budget maintained the City's focus on the following goals:

- A Safe City: that invests in Holistic Community Safety strategies.
- Vibrant City: that makes strategic investments in infrastructure, public works, and the arts to protect and enhance the quality of life for all neighborhoods.
- A Just City: that promotes equitable jobs and housing that protects and nurtures a diverse and inclusive community that cares for its youth, elderly, families, and the vulnerable.
- A Prosperous City: that values workers and fosters a diverse economy that creates equitable economic growth, jobs, and housing.
- Trustworthy Government: that provides quality municipal services, efficiency, transparency, and accountability, as well as respects municipal employees.

The Five-Year Financial Forecast

In April 2019, the City issued a Five-Year Financial Forecast for Fiscal Years 2019-20 through 2023-24. The purpose of the Five-Year Financial Forecast is to help the City of Oakland make informed financial and operational decisions by better anticipating long-term future revenues, expenditures, and financial risks. The forecast highlighted a gap between projected expenditures and estimated revenues which the City will need to address in upcoming budgets. This gap has arisen despite recent economic growth, and could become more severe in the event of a recession or unanticipated revenue shortfall. Expenditure growth is primarily driven by personnel costs, particularly City contributions towards active and retiree medical benefits and pensions. Revenue growth, supported by a strong real estate market and ongoing development, has helped the City to manage recent expenditure growth but cannot be relied upon over the longer term.

Consolidated Fiscal Policy

On December 9, 2014, the City Council passed Ordinance No. 13279 C.M.S. amending the City's Financial Policy to add the Rainy Day Policy and consolidate all the City's fiscal policies into a single Consolidated Fiscal Policy. This amendment allowed the City to establish a reserve fund (Vital Services Stabilization Reserve) to stabilize the provision of vital services, protect against service reductions, and prevent layoffs, furloughs, and similar measures in times of economic hardship. Additionally, this policy addressed procedures that allow for accelerating debt repayment, and paying down unfunded long-term obligations by modifying the definition of excess Real Estate Transfer Tax. The Consolidated Fiscal Policy includes policies on budgeting practices, reserve funds, the budget process, fiscal planning, and public participation.

On May 15, 2018, the City Council passed Ordinance No. 13487 C.M.S. amending requirements related to the use of excess Real Estate Transfer Tax (RETT), adding new requirements intended to reduce the potential for future increases in negative fund balances, and revising various budget procedures.

As of June 30, 2019, the Vital Services Stabilization Reserve has a balance of \$14.6 million while the City's General Purpose Fund Emergency Reserve, equal to 7.5% of General Purpose Fund appropriation, has a balance of \$48.8 million.

OPEB Funding Policy

On February 26, 2019, the City Council adopted Resolution No. 87551 C.M.S. establishing the Other Post-Employment Benefits Funding Policy providing for ongoing prefunding contributions of 2.5% of payroll, equal to approximately \$10 million per year. These amounts are in addition to pay-as-you-go requirements and are intended to support the sustainability of the City's retiree medical program.

In addition, in FY 2018-19 the City reached agreement with its sworn public safety unions to cap retiree medical benefits for existing employees and retirees effective January 1, 2020, and implement new, lower-cost tiers for employees hired after January 1, 2019. These reforms will provide significant long-term relief to the City's retiree medical program. In the first full fiscal year following enactment of these reforms, the City's actuarial accrued liability is projected to decrease by more than \$175 million, and that savings is forecast to increase substantially over the next 15 years relative to the status quo.

This multi-pronged approach to OPEB - both benefit cost containment and additional funding to the OPEB Trust - will allow the City to incrementally address its long-term OPEB funding challenges and help to ensure this benefit is available to its workforce into the future.

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, the City Auditor's Office (internal), and the City's independent auditors (external).

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.

Debt Management and Credit Ratings

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; and
- Ensure compliance with applicable State and Federal laws.

The City is also committed to securing the City's long-term financial health by taking direct actions to address unfunded liabilities. These actions include: improving the funded ratios of CalPERS Safety and Miscellaneous pension plans, reducing the City's unfunded liability for other postemployment benefits through ongoing prefunding contributions and benefit reforms, and continued progress in reducing

longstanding negative fund balances. Even with these measures, we cannot ignore the fact that rising costs for retiree benefits are continuing to reduce funding for other General Fund priorities.

The City's general obligation credit ratings of Aa2/AA with a stable outlook from Moody's Investors Services, Inc. and Standard & Poor's Corporation, respectively, reflect the City's sustained fiscal prudence and strong economic underpinnings. The rating agencies continue to cite the City's strong fiscal management as a key factor in their favorable view of the City's credit. These ratings translate to significant interest cost savings in the City's debt program and to the taxpayers of the City of Oakland. The Management's Discussion & Analysis section of this report provides additional information on the City's credit ratings.

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 for the fiscal year ended June 30, 2018. 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.

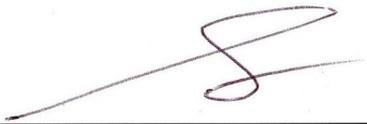
The Certificate of Achievement is valid for a period of one year only. The City of Oakland has received a Certificate of Achievement the last 29 years. The City's Fiscal Year 2018-19 CAFR will be submitted to GFOA for consideration for the Certificate of Achievement for Excellence in Financial Reporting.

Acknowledgments

The preparation of this CAFR represents the culmination of a concerted team effort by the entire staff of the Finance Department, most particularly the Controller's Bureau, Treasury Bureau, City Administrator's Office, and other departmental staff, who have demonstrated 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 wish to express our sincere appreciation to 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 fiscally responsible and progressive manner.

Respectfully submitted,



SABRINA B. LANDRETH
City Administrator



ADAM BENSON
Director of Finance



KIRSTEN LACASSE
Controller



Government Finance Officers Association

Certificate of
Achievement
for Excellence
in Financial
Reporting

Presented to

City of Oakland
California

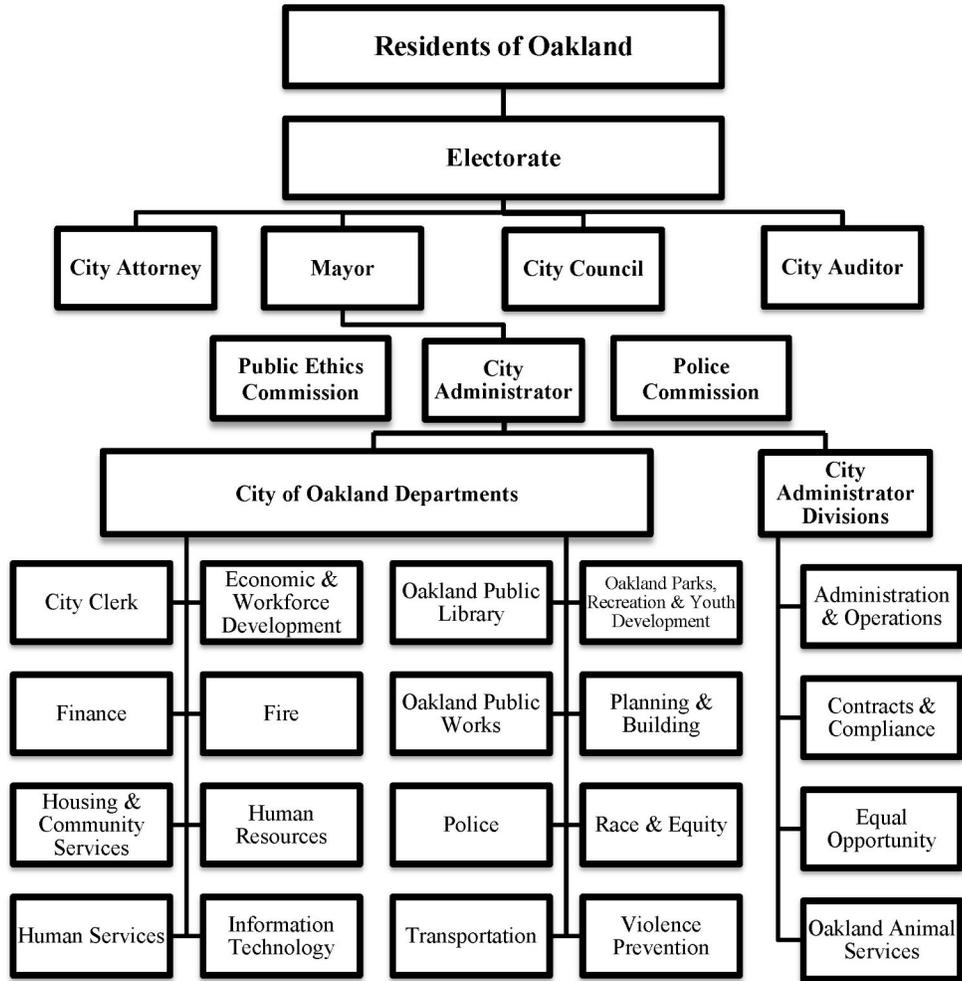
For its Comprehensive Annual
Financial Report
for the Fiscal Year Ended

June 30, 2018

Christopher P. Morill

Executive Director/CEO

CITY OF OAKLAND ORGANIZATION CHART



CITY OF OAKLAND

COMPREHENSIVE ANNUAL FINANCIAL REPORT FOR THE YEAR ENDED JUNE 30, 2019

Mayor
Libby Schaaf

Members of the City Council

Rebecca Kaplan (At-Large)
Council President

Dan Kalb (District 1)
President Pro Tempore

Nikki Fortunato Bas (District 2)

Lynette Gibson McElhaney (District 3)

Sheng Thao (District 4)

Larry Reid (District 7)
Vice Mayor

Noel Gallo (District 5)

Loren Taylor (District 6)

City Administrator
Sabrina B. Landreth

Prepared by the Finance Department

Adam Benson
Finance Director

Vacant
Budget Administrator

Margaret O'Brien
Revenue & Tax Administrator

Kirsten LaCasse
Controller

David Jones
Treasury Administrator

Controller's Bureau Staff

Helen Cherkis
Connie Chu
Lilian Falkin
Wendy Lam

Maribel Manila
Rogelio Medalla
Carla Reed

Donna Treglown
Stephen Walsh
Michelle Wong
Andy Yang

Elected Officers

Barbara Parker, City Attorney

Courtney Ruby, City Auditor

Administration

Sabrina B. Landreth, City Administrator

Edward Reiskin, Assistant City Administrator

Maraskeshia Smith, Assistant City Administrator

Stephanie Hom, Deputy City Administrator

Elizabeth Lake, Deputy City Administrator

Directors

John Alden

Police Commission

Guillermo Cespedes

Violence Prevention

Mark Sawicki

Economic & Workforce
Development

Ian Appleyard

Human Resources

Darleen Flynn

Race & Equity

LaTonda Simmons

City Clerk

Whitney Barazoto

Public Ethics Commission

William Gilchrist

Planning & Building

Jamie Turbak

Library

Deborah Barnes

Contracts & Compliance

Anne Kirkpatrick

Police

Vacant

Housing & Community
Development

Sara Bedford

Human Services

Jason Mitchell

Public Works

Darin White

Fire

Adam Benson

Finance

Andrew Peterson

Information Technology

Nicholas Williams

Parks, Recreation &
Youth Development

Karen Boyd

Communications

Ryan Russo

Transportation

FINANCIAL SECTION



Independent Auditor's Report

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

Report on the Financial Statements

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, 2019, and the related notes to the financial statements, which collectively comprise the City's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express opinions 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 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.

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

Opinions

In our opinion, 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, 2019, and the respective changes in financial position and, where applicable, cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

Uncertainties Regarding the Future Outcome of Litigation

As discussed in Note II Section H.5. to the basic financial statements, the City is the defendant in a lawsuit alleging that the City was aware of dangerous conditions at an Oakland warehouse that resulted in the deaths of 36 persons on December 2, 2016. Trial is scheduled for May of 2020. While the City vigorously opposes the allegations, the City believes that it could have some loss exposure. Potential losses to the City are estimated to be in the range of \$100 million. Our opinion is not modified with respect to this matter.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis, the schedules of changes in net pension liability and related ratios, the schedules of employer pension contributions, the schedules of changes in net other postemployment benefits (OPEB) liability and related ratios, the schedules of employer OPEB contributions, and the budgetary comparison schedules of the General Fund and the Other Special Revenue 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 have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the City's basic financial statements. The introductory section, combining 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 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 basic financial statements. Such information has been subjected to the auditing procedures applied 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 basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the combining financial statements and schedules are fairly stated, in all material respects, in relation to the basic financial statements 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 & O'Connell LLP

Walnut Creek, California

December 13, 2019

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CITY OF OAKLAND
Management's Discussion and Analysis (unaudited)
Year Ended June 30, 2019

This section of the City of Oakland's (the City) Comprehensive Annual Financial Report provides an overview and analysis of the financial activities of the City for the year ended June 30, 2019. 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 position for the City's governmental and business-type activities indicates that as of June 30, 2019, total liabilities and deferred inflows of resources exceed the total assets and deferred outflows of resources by \$283.5 million compared to a negative net position of \$456.8 million at June 30, 2018:

- \$1.4 billion represents the City's investment in capital assets, less any related outstanding debt and related deferred outflows and inflows of resources used to acquire those assets (*net investment in capital assets*). These capital assets are used to provide services to citizens and are not available for future spending.
- \$666.9 million represents resources that are subject to restrictions on their use and are available to meet the City's ongoing obligations for programs, of which \$304.4 million pertains to Low and Moderate Income Housing Redevelopment and \$327.2 million is restricted for Housing and Community Development programs.
- \$2.3 billion represents a deficit in unrestricted net position that has primarily resulted from the underfunding of the pension and other postemployment benefits (OPEB) liabilities, and other unfunded long-term liabilities (*unrestricted net position*). The net pension and OPEB liability deficits are the biggest contributing factors at \$1.7 billion and \$840.6 million, respectively. The remaining changes in net position are discussed below.
- \$157.8 million of the increase in net position was derived from governmental activities predominantly from increases in property tax, real estate transfer tax, sales and use tax, and Measure D. These increases were off-set by increases in expenses of \$27.9 million primarily in General Government.
- \$15.5 million of the increase in net position was derived from the business-type activities, mainly the Sewer-related activities.

Total fund balance for the City's governmental funds balances increased by 3.0 percent, or \$28.3 million, compared to the prior fiscal year, rising to \$980.5 million. This increase is primarily attributed to the increase in property tax revenues, real estate transfer tax, sales and use tax, and the passage of Measure D - 2018 Oakland Public Library Preservation Act commencing July 1, 2018.

The City's 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 2018-19 (See Note II, part I).

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 Supplementary Information

In addition, this report also contains other supplementary information.

CITY OF OAKLAND
Management's Discussion and Analysis (unaudited)
Year Ended June 30, 2019

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 position* presents information on all the City's assets, deferred outflows and inflows of resources, and liabilities, with the difference between the two reported as net position. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the City is improving or deteriorating.

The *statement of activities* presents information showing how the City's net position changed during the most recent fiscal year. All changes in net position 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.

Both 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 and human services, community and economic development, and public works and transportation. The business-type activities of the City include the sewer service system and the parks and recreation. The government-wide financial statements do not include the fiduciary funds, which comprise the private purpose trust funds and pension trust funds. Resources in the fiduciary funds are not available to support the City's own programs.

The government-wide financial statements include the primary government of the City 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.portoakland.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 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

CITY OF OAKLAND
Management's Discussion and Analysis (unaudited)
Year Ended June 30, 2019

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.

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, the federal and state grant special revenue fund, the low and moderate income housing asset fund (LMIHF), the municipal capital improvement fund, and the other special revenue 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 governmental funds. A budgetary comparison schedule has been provided for the general fund and the other special revenue 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:

- (1) **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.
- (2) **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, purchasing, and information technology. 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 funds 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 Police and Fire Retirement System (PFRS) Fund is reported as a pension trust fund. 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)
Year Ended June 30, 2019

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 the other special revenue fund, schedules of changes in the net pension liability and related ratios and pension plan contributions, and schedules of changes in the net OPEB liability and related ratios and OPEB plan contributions.

Other Information

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

Government-Wide Financial Analysis

Net position may serve over time as a useful indicator of the City's financial condition. As of June 30, 2019, total liabilities and deferred inflows of resources exceed the total assets and deferred outflows of resources by \$283.5 million compared to a negative net position of \$456.8 million at June 30, 2018, which represents an increase in net position of \$173.4 million. Current and other assets increased by \$105.7 million primarily due to higher property tax, real estate transfer tax, and license and permit revenues. Additionally, capital assets increased by \$32.3 million. These amounts were offset by increases in the net pension and OPEB liabilities. The City's net position also reflects the net investment in capital assets of \$1.4 billion for governmental and business-type activities. Of the remaining balance, \$666.9 million of net position is subject to external restrictions on how it may be used. The unrestricted net position of negative \$2.3 billion is comprised of a deficit balance of \$2.3 billion for governmental activities, and a positive balance of \$14.8 million for business-type activities. As of June 30, 2019, unrestricted net position for governmental and business-type activities increased by \$126.1 million as compared to June 30, 2018.

CITY OF OAKLAND
Management's Discussion and Analysis (unaudited)
Year Ended June 30, 2019

Condensed Statement of Net Position
June 30, 2019 and 2018 (In thousands)

	Governmental Activities		Business-Type Activities		Total	
	2019	2018	2019	2018	2019	2018
Assets:						
Current and other assets	\$ 1,715,707	\$ 1,619,488	\$ 73,648	\$ 64,179	\$ 1,789,355	\$ 1,683,667
Capital assets	1,430,104	1,406,930	245,373	236,254	1,675,477	1,643,184
TOTAL ASSETS	<u>3,145,811</u>	<u>3,026,418</u>	<u>319,021</u>	<u>300,433</u>	<u>3,464,832</u>	<u>3,326,851</u>
Deferred Outflows of Resources:						
Loss on refunding of debt	14,758	16,003	—	—	14,758	16,003
Related to pensions	318,377	383,063	3,826	10,874	322,203	393,937
Related to OPEB	39,111	36,654	19	571	39,130	37,225
TOTAL OUTFLOWS	<u>372,246</u>	<u>435,720</u>	<u>3,845</u>	<u>11,445</u>	<u>376,091</u>	<u>447,165</u>
Liabilities:						
Long-term liabilities	1,050,111	1,126,021	31,690	34,267	1,081,801	1,160,288
Other liabilities	268,942	233,035	2,689	3,329	271,631	236,364
Net pension liability	1,613,350	1,660,253	41,226	43,672	1,654,576	1,703,925
Net OPEB liability	828,065	836,431	12,578	13,040	840,643	849,471
TOTAL LIABILITIES	<u>3,760,468</u>	<u>3,855,740</u>	<u>88,183</u>	<u>94,308</u>	<u>3,848,651</u>	<u>3,950,048</u>
Deferred Inflows of Resources:						
Gain on refunding of debt	—	—	395	434	395	434
Related to pensions	37,770	24,856	1,563	620	39,333	25,476
Related to OPEB	231,400	250,952	4,600	3,912	236,000	254,864
TOTAL INFLOWS	<u>269,170</u>	<u>275,808</u>	<u>6,558</u>	<u>4,966</u>	<u>275,728</u>	<u>280,774</u>
Net Position:						
Net investment in capital assets	1,144,031	1,126,892	213,288	201,553	1,357,319	1,328,445
Restricted	666,949	648,566	—	—	666,949	648,566
Unrestricted (deficit)	(2,322,561)	(2,444,868)	14,837	11,051	(2,307,724)	(2,433,817)
TOTAL NET POSITION	<u>\$ (511,581)</u>	<u>\$ (669,410)</u>	<u>\$ 228,125</u>	<u>\$ 212,604</u>	<u>\$ (283,456)</u>	<u>\$ (456,806)</u>

CITY OF OAKLAND
Management's Discussion and Analysis (unaudited)
Year Ended June 30, 2019

Governmental activities: The City's net position in governmental activities increased by \$157.8 million.

Total assets increased by \$119.4 million, or 3.9 percent, to \$3.1 billion. The significant changes in assets occurred in the following areas:

- *Current and other assets* increased by \$96.2 million mainly due to changes in cash and investments from higher property tax due to increases in assessed values; real estate transfer tax increased due to a 150% increase in the sale of properties in excess of \$100 million. This was due to one company selling 4 office buildings; license and permit revenues and associated impact fees increased from additional planned development.

Total liabilities decreased by \$95.3 million, or 2.5 percent to \$3.8 billion. The significant changes in liabilities occurred in the following areas:

- *Long-term liabilities* decreased by \$75.9 million primarily due to principal payments on outstanding debt.
- *Net pension liability* decreased by \$46.9 million mainly due to changes in demographic assumptions and the inflation rate.
- *Net OPEB liability* decreased by \$8.4 million mainly due to changes in actuarial assumptions from a decrease in the discount rate.

Net position increased by \$157.8 million to a deficit \$511.6 million as of June 30, 2019 from a deficit \$669.4 million at June 30, 2018. The City net position can be divided into three categories: net investment in capital assets, restricted, and unrestricted.

- \$1.1 billion of net position reflects the City's *investment in capital assets* (e.g., land, buildings infrastructure, facilities and equipment), net of any related outstanding debt and debt-related deferred outflows and inflows of resources that was used to acquire those assets. The City uses these capital assets to provide a variety of services to citizens. These assets, therefore, are not available for future spending.
- \$666.9 million of net position represents resources that are subject to restrictions on how they may be used and are therefore restricted.
- \$2.3 billion of net position represents a deficit in unrestricted net position that has primarily resulted from the underfunding of pension and OPEB liabilities, as well as liabilities for pension obligation bonds.

CITY OF OAKLAND
Management's Discussion and Analysis (unaudited)
Year Ended June 30, 2019

The following table indicates the changes in net position for governmental and business-type activities:

Condensed Statement of Activities
Years Ended June 30, 2019 and 2018
(In thousands)

	Governmental Activities		Business-Type Activities		Total	
	2019	2018	2019	2018	2019	2018
Revenues:						
Program revenues						
Charges for services	\$ 203,390	\$ 221,719	\$ 67,098	\$ 66,168	\$ 270,488	\$ 287,887
Operating grants and contributions	95,198	124,238	—	—	95,198	124,238
Capital grants and contributions	22,672	750	—	—	22,672	750
Total program revenues:	<u>321,260</u>	<u>346,707</u>	<u>67,098</u>	<u>66,168</u>	<u>388,358</u>	<u>412,875</u>
General revenues:						
Property taxes	358,446	340,573	—	—	358,446	340,573
State taxes:						
Sales and use taxes	92,319	85,500	—	—	92,319	85,500
Gas tax and Motor Vehicle in-lieu	16,615	11,091	—	—	16,615	11,091
Local taxes:						
Business license	99,733	86,107	—	—	99,733	86,107
Utility consumption	49,599	52,047	—	—	49,599	52,047
Real estate transfer	104,905	77,663	—	—	104,905	77,663
Transient occupancy	33,005	30,039	—	—	33,005	30,039
Parking	21,726	21,137	—	—	21,726	21,137
Voter approved special tax	59,682	50,469	—	—	59,682	50,469
Franchise	19,340	19,124	—	—	19,340	19,124
Interest and investment income	26,394	11,762	1,309	727	27,703	12,489
Other	31,457	42,362	14	—	31,471	42,362
Total revenues	<u>1,234,481</u>	<u>1,174,581</u>	<u>68,421</u>	<u>66,895</u>	<u>1,302,902</u>	<u>1,241,476</u>
Expenses:						
General government	199,697	110,486	—	—	199,697	110,486
Public safety	444,400	471,378	—	—	444,400	471,378
Community and human services	142,719	144,763	—	—	142,719	144,763
Community and economic development	103,099	103,328	—	—	103,099	103,328
Public works and transportation	127,597	158,610	—	—	127,597	158,610
Interest on long-term debt	60,432	61,505	—	—	60,432	61,505
Sewer	—	—	50,831	49,645	50,831	49,645
Parks and recreation	—	—	777	1,317	777	1,317
Total expenses	<u>1,077,944</u>	<u>1,050,070</u>	<u>51,608</u>	<u>50,962</u>	<u>1,129,552</u>	<u>1,101,032</u>
Change in net position before transfers	156,537	124,511	16,813	15,933	173,350	140,444
Transfers	1,292	1,292	(1,292)	(1,292)	—	—
Change in net position	<u>157,829</u>	<u>125,803</u>	<u>15,521</u>	<u>14,641</u>	<u>173,350</u>	<u>140,444</u>
Net Position:						
Beginning of year, as previously reported	(669,410)	(93,045)	212,604	208,019	(456,806)	114,974
Changes in accounting principle	—	(702,168)	—	(10,056)	—	(712,224)
Beginning of year, as restated	<u>(669,410)</u>	<u>(795,213)</u>	<u>212,604</u>	<u>197,963</u>	<u>(456,806)</u>	<u>(597,250)</u>
End of year	<u>\$ (511,581)</u>	<u>\$ (669,410)</u>	<u>\$ 228,125</u>	<u>\$ 212,604</u>	<u>\$ (283,456)</u>	<u>\$ (456,806)</u>

CITY OF OAKLAND
Management's Discussion and Analysis (unaudited)
Year Ended June 30, 2019

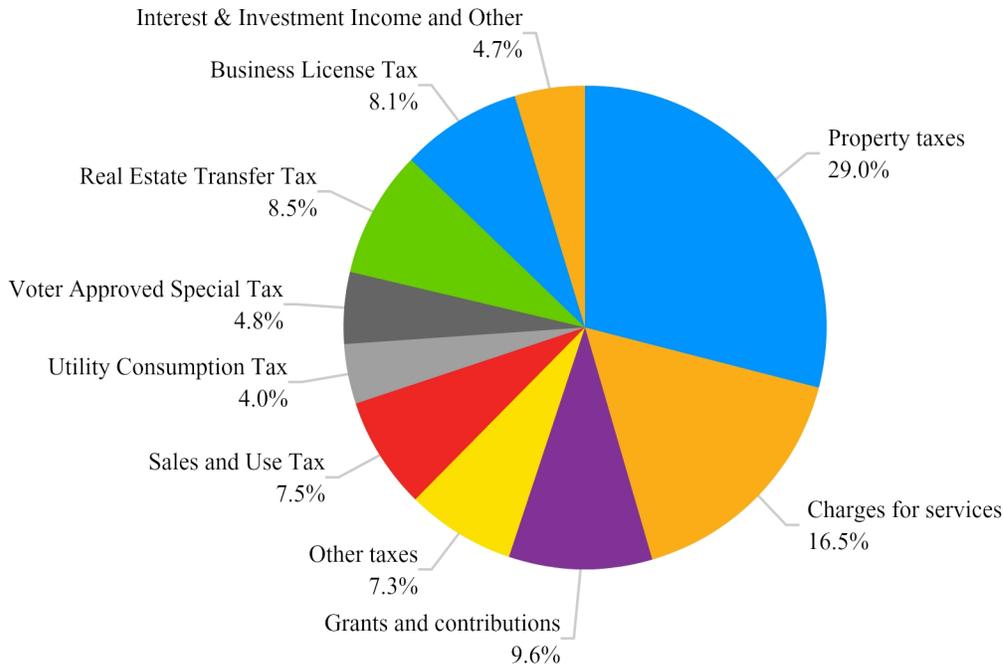
Governmental activities: Net position for governmental activities increased by \$157.8 million during fiscal year 2018-19. Total revenue increased by 5.1 percent and expenses increased by 2.7 percent. During fiscal year 2017-18, revenues increased at a rate of 9.7 percent and expenses increased by 3.4 percent.

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

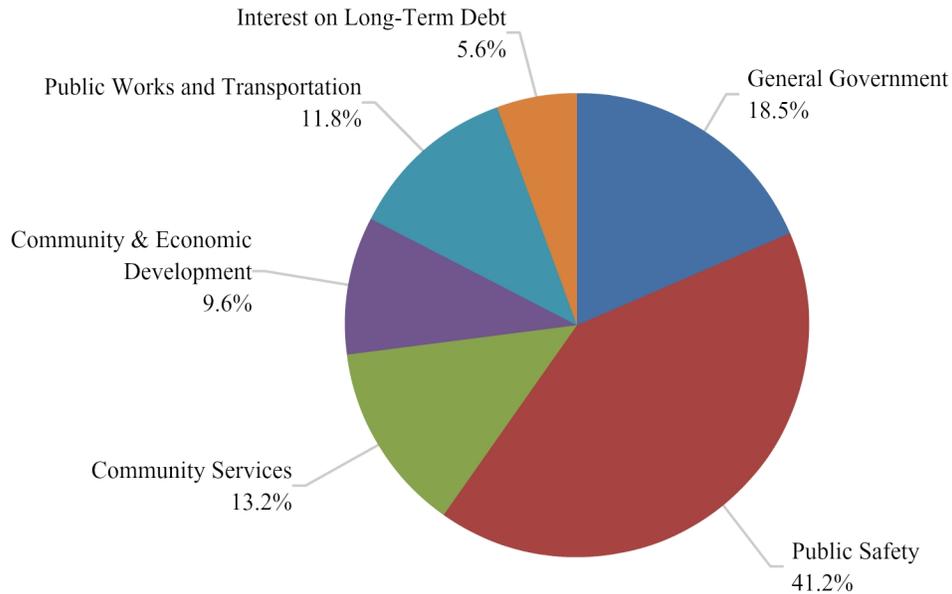
- Contributing factors to the increase in total revenues include: property tax increased by \$17.9 million due to increases in assessed values from change in ownership reassessments amidst a continued strong property market, inflationary assessed value adjustments, and increases from voter-approved measures. Operating grants and contributions decreased by \$29.0 million, or 23.4 percent, due to reduced grant activity for Housing and Urban Development Grants and State Department of Transportation grants for one-time projects (e.g., Embarcadero Bridge). Voter-approved special taxes increased by \$9.2 million, or 18.3 percent, due to the Measure D - 2018 Oakland Public Library Preservation Act. This additional parcel tax was approved by Oakland voters in June 2018, establishing a supplementary funding source for library services, material, and programs. Real estate transfer tax increased by \$27.2 million, or 35.1 percent, primarily due to the sale of 4 properties from a single owner (\$12.4 million) in the third quarter. Additionally, three properties transferred ownership (1221, 1330 & 1333 Broadway) totaling \$9.3 million. On November 6, 2018, Oakland voters approved Measure X, establishing a progressive real estate transfer tax rate for the City which became effective January 1, 2019. Real estate transfer tax is highly volatile and revenues can increase and decrease rapidly with changing market conditions and sales of high value properties. Contributing factors resulting in a decrease in revenues included a \$2.4 million reduction in Utility User Tax (UUT), reflecting decreased utility usage by ratepayers.
- *General government* expenses increased by \$89.2 million, or 80.7 percent, due to the recategorization of the PFRS contributions of \$44.9 million previous reflected in Public Safety, and capital improvement costs from public works and the department of transportation.
- *Public works and transportation* expenses decreased by \$31.0 million million, or 19.6 percent, primarily due to due to the re-categorization of capital improvement costs to general government.
- *Interest on long-term debt* decreased by \$1.1 million million, or 1.7 percent, primarily due to a decrease in outstanding debt.
- *Citywide personnel costs* associated with negotiated cost of living increases for all bargaining units, including retroactive pay for the fire department back to the expiration of the prior contract in November 2017. Additional increased costs in public safety personnel were largely due to overtime related to minimum staffing requirements, backfill, extension of shift and unanticipated special enforcement.

CITY OF OAKLAND
Management's Discussion and Analysis (unaudited)
Year Ended June 30, 2019

Revenues By Source - Governmental Activities



Expenses - Governmental Activities



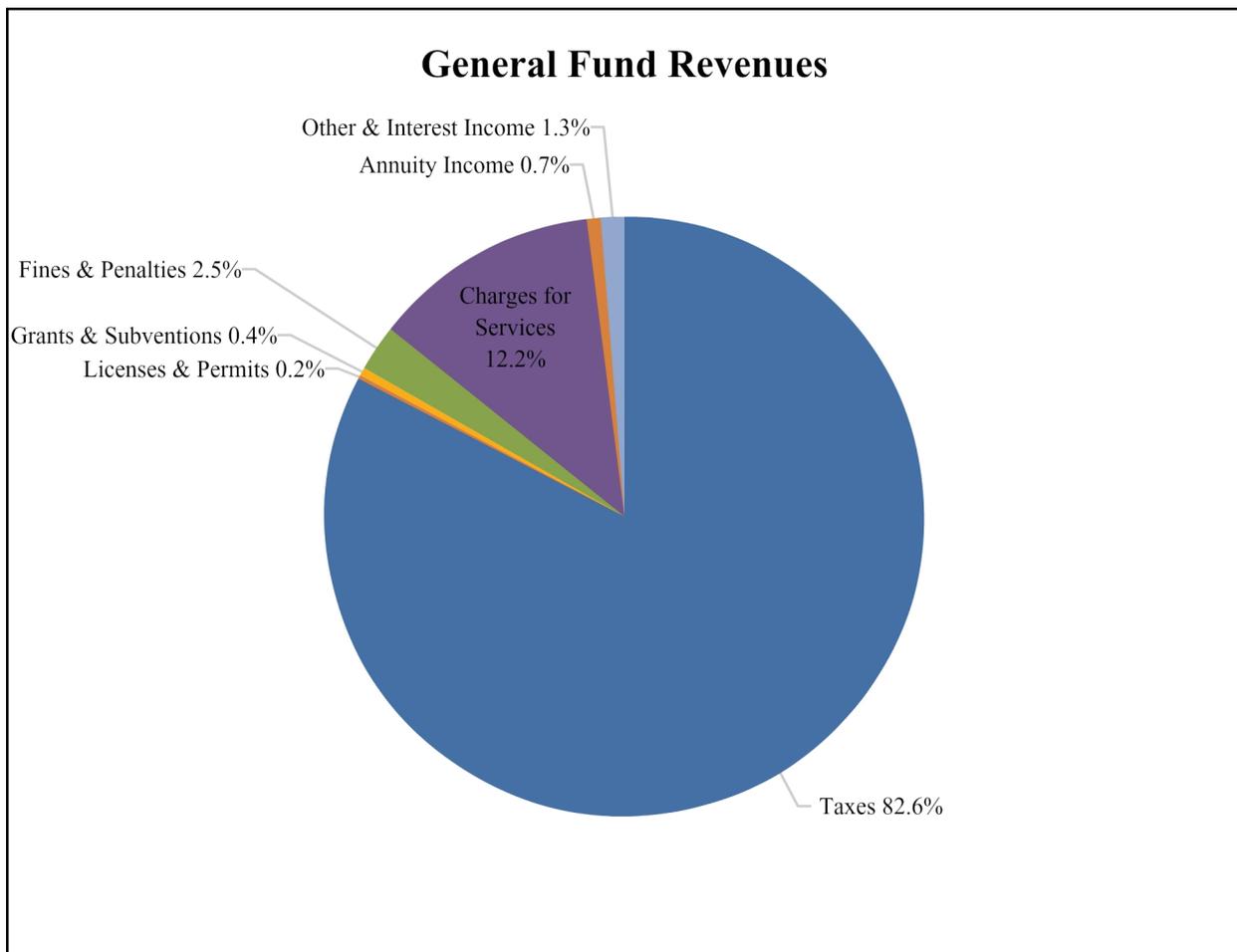
CITY OF OAKLAND
Management's Discussion and Analysis (unaudited)
Year Ended June 30, 2019

Business-type activities: Business-type activities ended the fiscal year with an increase in net position of \$15.5 million due primarily to positive operating results in the Sewer Fund of \$15.8 million. Operating revenues in the Sewer Fund exceeded operating expenses by \$16.8 million.

Financial Analysis of the Governmental and Proprietary Funds

Governmental funds: The focus of the 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's 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, 2019, its unassigned fund balance is \$118.2 million or 27.7 percent of the \$427.1 million total general fund balance.



CITY OF OAKLAND
Management's Discussion and Analysis (unaudited)
Year Ended June 30, 2019

For the year ended June 30, 2019 and 2018, revenues for the general fund are distributed as follows (in thousands):

	General Fund		Increase / (Decrease)	
	2019	2018	Amount	%
Revenues:				
Taxes:				
Property taxes	\$ 312,255	\$ 295,216	\$ 17,039	5.8 %
State taxes:				
Sales and use taxes	62,054	57,465	4,589	8.0 %
Motor vehicles in-lieu tax	206	224	(18)	-8.0 %
Local taxes:				
Business license	99,733	86,107	13,626	15.8 %
Utility consumption	49,599	52,047	(2,448)	-4.7 %
Real estate transfer	104,905	77,663	27,242	35.1 %
Transient occupancy	25,923	23,583	2,340	9.9 %
Parking	11,053	10,803	250	2.3 %
Voter-approved special tax	9,408	11,878	(2,470)	-20.8 %
Franchise	19,087	18,858	229	1.2 %
License and permits	1,783	2,384	(601)	-25.2 %
Fines and penalties	21,081	18,267	2,814	15.4 %
Charges for services	102,826	97,371	5,455	5.6 %
Federal and state grants and subventions	3,568	3,813	(245)	-6.4 %
Annuity income	6,291	6,952	(661)	-9.5 %
Other	10,662	3,251	7,411	228.0 %
Total revenues	\$ 840,434	\$ 765,882	\$ 74,552	9.7%

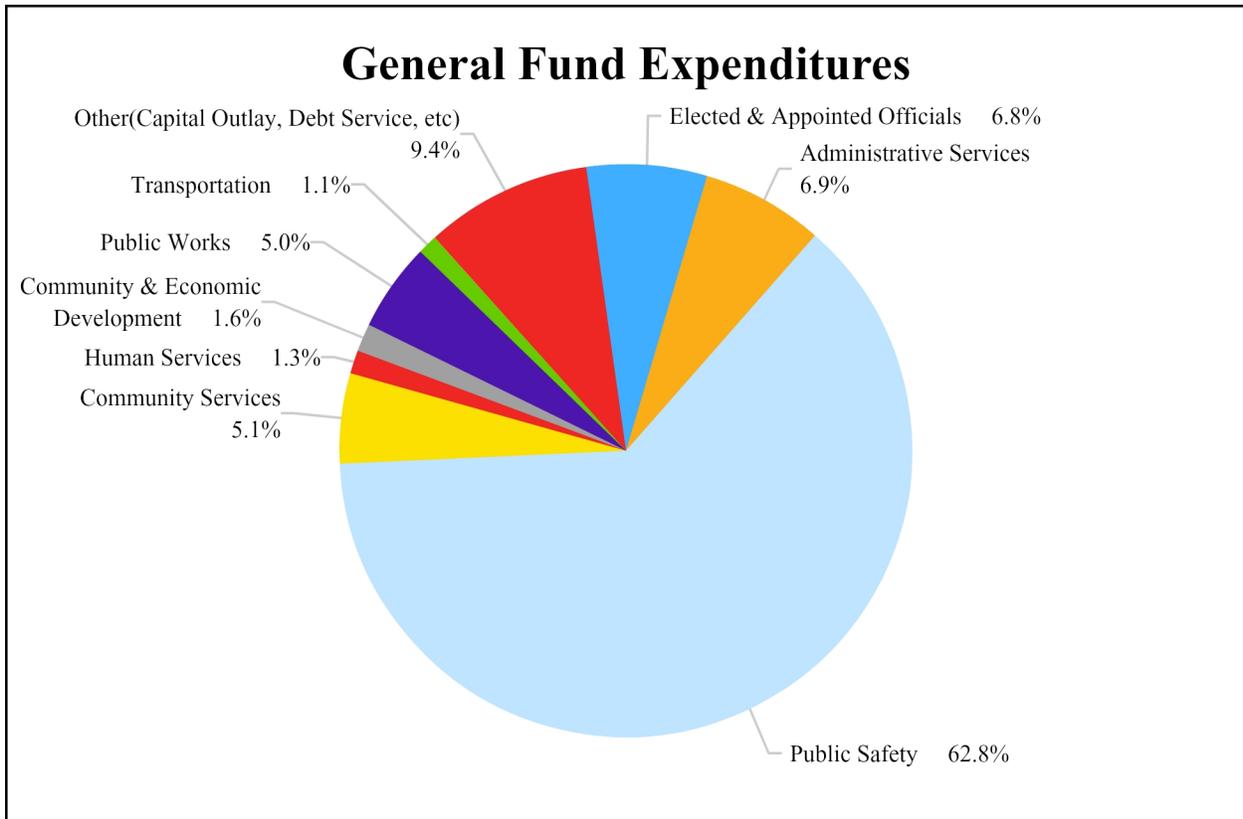
General Fund Revenues: Significant change in revenues are as follows:

- *Property taxes* increased by \$17.0 million or 5.8 percent. This is mainly due to increases in assessed values.
- *Real estate transfer tax* increased by \$27.2 million or 35.1 percent primarily due to the sale of 4 properties from a single owner (\$12.4 million) in the third quarter. Additionally, three properties transferred ownership (1221, 1330 & 1333 Broadway) totaling \$9.3 million.
- *Business license tax* increased by \$13.6 million, including \$7.0 million in one-time revenues derived from a comprehensive audit and collection of delinquent and unregistered businesses, and \$3.4 million in revenues from new cannabis businesses that registered in 2018 that are required to pay two years of taxes in the second year of establishment (FY 2018-19) per the City's tax code.
- *Voter-approved special tax* decreased by \$2.5 million due to a reduction in sugar-sweetened beverage distribution tax revenues. The intent of this tax is to encourage a decrease in consumption, therefore the revenues are expected to decrease over time.
- *Charges for services* increased by \$5.5 million primarily due to an increase of \$4.9 million received unanticipated reimbursable Police Services provided for special events largely at the Coliseum.

CITY OF OAKLAND
Management's Discussion and Analysis (unaudited)
Year Ended June 30, 2019

For the years ended June 30, 2019 and 2018, expenditures for the general fund by function are distributed as follows (in thousands):

	General Fund		Increase / (Decrease)	
	2019	2018	Amount	%
Expenditures:				
Current:				
General Government	\$ 156,754	\$ 143,136	\$ 13,618	9.51 %
Public Safety	438,500	398,105	40,395	10.1 %
Community and Human Services	44,656	47,448	(2,792)	-5.9 %
Community and Economic Development	10,966	7,607	3,359	44.2 %
Public Works and Transportation	42,662	34,107	8,555	25.1 %
Capital outlay	749	1,827	(1,078)	-59.0 %
Debt Service:				
Principal repayment	3,702	4,744	(1,042)	-22.0 %
Bond issuance costs	—	167	(167)	N/A
Interest charges	147	941	(794)	-84.4 %
Total Expenditures	\$ 698,136	\$ 638,082	\$ 60,054	9.4%



CITY OF OAKLAND
Management's Discussion and Analysis (unaudited)
Year Ended June 30, 2019

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

- *Public safety* increased by \$40.4 million, or 10.1 percent, due to the negotiated cost of living adjustment and overtime for sworn employees as a result of targeted crime reduction, coverage of vacancies, and fire academies.
- *General government* increased by \$13.6 million, or 9.5 percent, due to a \$6.6 million increase in PFRS contributions and other personnel cost increases.
- *Public Works and Transportation* increased by \$8.6 million, or 25.1 percent, primarily due to increased spending on self-insurance claims and settlements, as well as the parking meter management program.

Federal and State Grant Fund: The Federal and State Grant Fund had a fund balance of \$9.1 million as of June 30, 2019 which represents an increase of \$2.2 million from the prior fiscal year due to the increased grant activity in several programs.

Low and Moderate Income Housing Asset Fund (LMIHF): Upon the dissolution of the Former Agency, the City retained the housing activities previously funded by the Former Agency, created 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, 2019 was \$62.4 million and the fund's net loan receivable balance was \$240.0 million. The fund balance increased by \$5.9 million, of which \$2.5 million was transferred from the Oakland Redevelopment Successor Agency.

Municipal Capital Improvement Fund: The Municipal Capital Improvement Fund had a fund balance of \$261.4 million as of June 30, 2019 that represents a decrease of \$41.7 million, or 13.8 percent, from the prior fiscal year. This decrease is primarily due to spending of restricted bond proceeds on capital outlays for Measure KK projects.

The Other Special Revenue Fund accounts for activities of several Special Revenue Funds, including the following local measures; Measure Z – Violence Prevention and Public Safety Act of 2014; Measure C – Oakland Hotel Tax; Measure Q – Library Services Retention and Enhancement; Measure WW – East Bay Regional Park District local grant program; Measure N – Paramedics Services Act; Oakland Kid's First Fund; Development Service Fund; and other miscellaneous special revenue programs. The ending fund balance as of June 30, 2019 was \$183.7 million, which increased \$27.3 million from the previous fiscal year primarily due to increased revenue from newly approved local tax from Measure D.

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 position invested in capital assets, excluding internal service funds, was \$213.3 million as of June 30, 2019, compared to \$201.6 million for the previous fiscal year. The increase of \$11.7 million is primarily due to the capitalization of completed sewer projects.

General Fund Budgetary Highlights

During the year ended June 30, 2019, the general fund had a \$9.8 million increase in budgeted revenues between the original and final amended operating budget. Actual budgetary basis revenues of \$840.0 million were \$55.4 million higher than the final amended budget. The variance is due primarily to increases in business license tax of \$13.1 million and \$30.7 million in real estate transfer tax.

CITY OF OAKLAND
Management's Discussion and Analysis (unaudited)
Year Ended June 30, 2019

In addition, there was a \$52.5 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 multi-year projects, capital improvement projects, and other projects authorized by the City Council.

Actual budgetary basis expenditures of \$698.1 million were \$41.1 million less than the final amended budget. Although some individual departments exceeded their budgets, the overspending was offset by savings in other departments. Police overspending in personnel was largely due to overtime related to backfill, extension of shift and unanticipated special enforcement. The Fire department is required to have minimum staffing levels for each shift, therefore they were overspent as a result of overtime for backfilling shifts. Overspending in the City Clerk's Office was a result of one-time election costs. Information technology exceeded budget in the personnel cost category primarily due to overtime. Savings in other departments were experienced mainly due to vacancies, budget contingencies and project and encumbrance carryforwards for multi-year budgets.

Capital Assets

The City's capital assets, net of depreciation, totaled \$1.4 billion as of June 30, 2019 compared to \$1.4 billion as of June 30, 2018, an increase of \$23.2 million, or 1.6 percent. Governmental activities additions included \$80.5 million in capital assets from construction in progress which met the City's threshold for capitalization, and were offset by retirements and depreciation. Major construction projects underway include roadway and traffic improvements, park and recreation center upgrades, and infrastructure in support of the new logistics facility at the former Oakland Army Base.

Business activities, primarily in the Sewer Fund, increased capital assets by \$9.1 million, which included a \$14.8 million increase in construction in progress, primarily for sanitary sewer system capacity upgrades, net of retirements and depreciation. See Note II, part D to the financial statements for more details on capital assets.

Construction Commitments

As of June 30, 2019 the City had construction commitments of \$140.3 million. Major commitments include \$47.6 million for sewers and storm drains, \$48.1 million for street and sidewalk improvements, and \$17.3 million for parks and open space. See Note III, part C.2 for more details on construction commitments.

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.

CITY OF OAKLAND
Management's Discussion and Analysis (unaudited)
Year Ended June 30, 2019

The City of Oakland's underlying ratings for its bonds as of June 30, 2019 were as follows:

Type of Bond	Ratings		
	Moody's	S&P	Fitch
General obligation bonds	Aa2	AA	AA- ¹
Lease revenue bonds	Aa3	AA-	N/A
Pension obligation bonds	Aa3	AA	A+
Tax Allocation bonds ²	Baa2 ³ /A1	A+/AA-/AA/AA ³	N/A

¹Issuer Default Rating

²Ratings vary by series

³Insured Rating

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 \$2.2 billion. The total amount of debt applicable to the debt limit was \$301.7 million. The resulting legal debt margin was \$1.9 billion.

Long-Term Obligations

As of June 30, 2019, the City had total long-term obligations of \$1.1 billion compared to \$1.2 billion outstanding for the prior fiscal year, a decrease of 6.8 percent. Of this amount, \$301.7 million is general obligation bonds backed by the full faith and credit of the City. The remaining \$748.5 million is comprised of various long-term debt instruments listed below plus accruals of year-end estimates for other long-term liabilities (in thousands):

	Governmental Activities		Business-Type Activities		Total	
	2019	2018	2019	2018	2019	2018
General obligation bonds	\$ 301,655	\$ 317,605	—	\$ —	\$ 301,655	\$ 317,605
Lease revenue bonds	54,905	60,025	—	—	54,905	60,025
Pension obligation bonds	246,872	271,580	—	—	246,872	271,580
Special assessment debt district bonds	3,295	3,585	—	—	3,295	3,585
Accreted interest on appreciation bonds	118,643	136,371	—	—	118,643	136,371
Sewer bonds	—	—	28,260	30,495	28,260	30,495
Unamortized premium and discounts	26,008	27,934	3,430	3,772	29,438	31,706
Total bonds payable	751,378	817,100	31,690	34,267	783,068	851,367
Loans, notes & leases payable	71,392	76,296	—	—	71,392	76,296
Other long-term liabilities	227,341	232,625	—	—	227,341	232,625
Total long-term obligations	\$1,050,111	\$1,126,021	\$ 31,690	\$ 34,267	\$1,081,801	\$ 1,160,288

The City's long-term obligations decreased by \$78.5 million compared to the prior fiscal year balance. The decrease is primarily attributable to principal payments during the year and limited issuance of new debt.

CITY OF OAKLAND
Management's Discussion and Analysis (unaudited)
Year Ended June 30, 2019

Current Year Long-Term Debt Financing:

- On August 1, 2018, the City entered into a Master Lease-Purchase Agreement in the principal amount of \$7.9 million to provide funding to upgrade, replace, and implement mission-critical public safety IT systems. The final maturity is August 1, 2024 and the obligation has an interest rate of 1.9755 percent.
- On March 15, 2019, the City entered into a Master Lease-Purchase Agreement in the principal amount of \$8.1 million to provide funding for replacement of vehicles and related equipment. The financing included three schedules with interest rates of 2.598 to 2.850 percent and a final maturity of March 15, 2029. The agreement also provided for an additional borrowing in the amount of \$7.9 million for replacement of vehicles and related equipment commencing on March 15, 2020.

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

Economic Factors and Next Year's Budget

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 2018-19.

The City's economy continues to grow, which is resulting in a steady growth of general fund revenues. These increases, however, continue to be exceeded by rising costs. There is also pressure on the budget to fund long-term deferred maintenance and capital equipment, and long-term unfunded liabilities. The City adopted a balanced budget for fiscal years 2019-21 and continues to make key investments in high priority areas, such as homelessness, affordable housing, violence prevention, safer and cleaner streets, and greater protections against increasing fire risk. In fiscal year 2019-20, the City will consider mid-cycle adjustments to this two-year budget.

In April 2019, the City issued a Five-Year Financial Forecast for Fiscal Years 2019-20 through 2023-24. The forecast highlighted a gap between projected expenditures and estimated revenues which the City will need to address in upcoming budgets. This gap has arisen despite recent economic growth, and could become more severe in the event of a recession or unanticipated revenue shortfall. Expenditure growth is primarily driven by personnel costs, particularly City contributions towards active and retiree medical benefits and pensions. Revenue growth, supported by a strong real estate market and ongoing development, has helped the City to manage recent expenditure growth but cannot be relied upon over the longer term.

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 Finance Department, Controller's Bureau, City of Oakland, 150 Frank H. Ogawa Plaza, Suite 6353; Oakland, California 94612-2093. This report is also available online at <https://www.oaklandca.gov/>.

BASIC FINANCIAL STATEMENTS

City of Oakland
Statement of Net Position
June 30, 2019
(In thousands)

	Primary Government			Component Unit
	Governmental Activities	Business-Type Activities	Total	Port of Oakland
ASSETS				
Cash and investments	\$ 772,298	\$ 59,249	\$ 831,547	\$ 448,988
Receivables (net of allowance for uncollectibles of \$15,894 for City and \$1,063 for Port):				
Accrued interest	3,650	289	3,939	—
Property taxes	13,585	—	13,585	—
Accounts receivable	64,423	14,415	78,838	27,469
Grants receivable	31,453	—	31,453	—
Due from Port	10,136	—	10,136	—
Due from Oakland Redevelopment Successor Agency	4,269	—	4,269	—
Due from pension trust fund	5	—	5	—
Internal balances	445	(445)	—	—
Due from other governments	10,790	—	10,790	—
Inventories	827	—	827	—
Restricted assets:				
Cash and investments	223,199	121	223,320	64,247
Receivables	—	—	—	3,479
Property held for resale	162,657	—	162,657	—
Notes and loans receivable (net of allowance for uncollectibles of \$167,262 for the City)	417,560	—	417,560	—
Prepaid expenses	195	19	214	3,906
Other	215	—	215	42,268
Capital assets:				
Land and other capital assets not being depreciated	277,694	24,508	302,202	567,914
Facilities, infrastructure, and equipment net of depreciation	1,152,410	220,865	1,373,275	1,504,360
TOTAL ASSETS	3,145,811	319,021	3,464,832	2,662,631
DEFERRED OUTFLOWS OF RESOURCES				
Unamortized losses on refunding of debts	14,758	—	14,758	5,948
Deferred outflows of resources related to pensions	318,377	3,826	322,203	33,569
Deferred outflows of resources related to OPEB	39,111	19	39,130	14,894
TOTAL DEFERRED OUTFLOWS OF RESOURCES	372,246	3,845	376,091	54,411
LIABILITIES				
Accounts payable and other current liabilities	215,930	2,627	218,557	26,181
Accrued interest payable	26,027	56	26,083	7,060
Due to other governments	1,513	—	1,513	—
Due to primary government	—	—	—	10,136
Unearned revenue	5,750	—	5,750	32,682
Other	19,722	6	19,728	24,450
Non-current liabilities:				
Due within one year	201,704	2,618	204,322	74,471
Due in more than one year	848,407	29,072	877,479	961,820
Net pension liability	1,613,350	41,226	1,654,576	206,112
Net other post-employment benefits (OPEB) liability	828,065	12,578	840,643	99,866
TOTAL LIABILITIES	3,760,468	88,183	3,848,651	1,442,778
DEFERRED INFLOWS OF RESOURCES				
Unamortized gain on refunding of debt	—	395	395	—
Deferred inflows of resources related to pensions	37,770	1,563	39,333	8,938
Deferred inflows of resources related to OPEB	231,400	4,600	236,000	1,640
TOTAL DEFERRED INFLOWS OF RESOURCES	269,170	6,558	275,728	10,578
NET POSITION				
Net investment in capital assets	1,144,031	213,288	1,357,319	1,155,256
Restricted for:				
Debt service	17,487	—	17,487	—
Housing and community development	327,226	—	327,226	—
Low and moderate income housing redevelopment	304,370	—	304,370	—
Other purposes	17,866	—	17,866	9,035
Unrestricted (deficit)	(2,322,561)	14,837	(2,307,724)	99,395
TOTAL NET POSITION	\$ (511,581)	\$ 228,125	\$ (283,456)	\$ 1,263,686

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

City of Oakland
Statement of Activities
Year Ended June 30, 2019
(In thousands)

Functions/Programs	Program Revenue				Net (Expense) Revenue and Changes in Net Position			Component Unit
	Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Primary Government			
					Governmental Activities	Business-type Activities	Total	Port of Oakland
Primary government:								
Governmental activities:								
General government	\$ 199,697	\$ 52,249	\$ 498	\$ 22,672	\$ (124,278)	\$ —	\$ (124,278)	
Public safety	444,400	27,068	9,975	—	(407,357)	—	(407,357)	
Community and human services	142,719	7,677	46,355	—	(88,687)	—	(88,687)	
Community and economic development	103,099	69,513	14,181	—	(19,405)	—	(19,405)	
Public works and transportation	127,597	46,883	24,189	—	(56,525)	—	(56,525)	
Interest on long-term debt	60,432	—	—	—	(60,432)	—	(60,432)	
TOTAL GOVERNMENTAL ACTIVITIES	1,077,944	203,390	95,198	22,672	(756,684)	—	(756,684)	
Business-type activities:								
Sewer	50,831	66,558	—	—	—	15,727	15,727	
Parks and recreation	777	540	—	—	—	(237)	(237)	
TOTAL BUSINESS-TYPE ACTIVITIES	51,608	67,098	—	—	—	15,490	15,490	
TOTAL PRIMARY GOVERNMENT	\$ 1,129,552	\$ 270,488	\$ 95,198	\$ 22,672	(756,684)	15,490	(741,194)	
Component unit:								
Port of Oakland	\$ 390,368	\$ 396,997	\$ 454	\$ 8,238				\$ 15,321
General revenues:								
Property taxes					358,446	—	358,446	—
State taxes (unrestricted intergovernmental revenues):								
Sales and use taxes					92,319	—	92,319	—
Gas tax					16,409	—	16,409	—
Motor vehicle in-lieu					206	—	206	—
Local taxes (own source revenues):								
Business license					99,733	—	99,733	—
Utility consumption					49,599	—	49,599	—
Real estate transfer					104,905	—	104,905	—
Transient occupancy					33,005	—	33,005	—
Parking					21,726	—	21,726	—
Voter approved special tax					59,682	—	59,682	—
Franchise					19,340	—	19,340	—
Interest and investment income					26,394	1,309	27,703	13,363
Other					31,457	14	31,471	34,015
Transfers					1,292	(1,292)	—	—
TOTAL GENERAL REVENUES AND TRANSFERS					914,513	31	914,544	47,378
Changes in net position					157,829	15,521	173,350	62,699
Net position - beginning					(669,410)	212,604	(456,806)	1,200,987
NET POSITION - ENDING					\$ (511,581)	\$ 228,125	\$ (283,456)	\$ 1,263,686

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

City of Oakland
Balance Sheet
Governmental Funds
June 30, 2019
(In thousands)

	General Fund	Federal/ State Grant Fund	Low and Moderate Income Housing Asset Fund	Municipal Capital Improvement Fund	Other Special Revenue Fund	Other Governmental Funds	Total
ASSETS							
Cash and investments	\$ 459,435	\$ 8,966	\$ 32,012	\$ 21,992	\$ 197,864	\$ 36,656	\$ 756,925
Receivables (net of allowance for uncollectibles of \$8,389)							
Accrued interest and dividends	2,231	4	102	103	969	151	3,560
Property taxes	7,873	—	—	—	2,815	2,897	13,585
Accounts receivable	47,326	5,283	3	408	4,774	6,573	64,367
Grants receivable	—	27,453	—	—	3,259	741	31,453
Due from Port	9,487	—	—	—	—	649	10,136
Due from ORSA trust fund	—	—	1,978	2,291	—	—	4,269
Due from other funds	27,697	—	—	—	—	—	27,697
Due from other governments	10,790	—	—	—	—	—	10,790
Notes and loans receivable (net of allowance for uncollectibles of \$167,262 for the City)	7,006	134,282	239,993	35,384	895	—	417,560
Restricted cash and investments	57,437	150	1,557	131,988	—	4,489	195,621
Property held for resale	—	—	30,677	131,980	—	—	162,657
Other assets	50	100	—	—	29	36	215
TOTAL ASSETS	\$ 629,332	\$ 176,238	\$ 306,322	\$ 324,146	\$ 210,605	\$ 52,192	\$ 1,698,835
LIABILITIES							
Accounts payable and accrued liabilities	\$ 167,176	\$ 15,630	\$ 1,948	\$ 4,151	\$ 13,250	\$ 8,556	\$ 210,711
Due to other funds	—	15	—	18,354	—	2,339	20,708
Due to other governments	1,494	—	—	—	19	—	1,513
Unearned revenue	5,541	209	—	—	—	—	5,750
Other	3,116	2,883	4	2,505	8,877	2,330	19,715
TOTAL LIABILITIES	177,327	18,737	1,952	25,010	22,146	13,225	258,397
DEFERRED INFLOWS OF RESOURCES							
Unavailable revenue - property tax	3,896	—	—	—	2,375	1,724	7,995
Unavailable revenue - notes and loans	7,006	134,282	239,946	35,257	895	—	417,386
Unavailable revenue - grants and others	14,008	14,148	—	198	1,497	476	30,327
Unavailable revenue - loans to ORSA	—	—	1,978	2,291	—	—	4,269
TOTAL DEFERRED INFLOWS	24,910	148,430	241,924	37,746	4,767	2,200	459,977
FUND BALANCES							
Restricted	240,247	9,071	62,446	261,390	—	32,541	605,695
Committed	14,648	—	—	—	25,279	1,669	41,596
Assigned	53,958	—	—	—	158,413	2,557	214,928
Unassigned	118,242	—	—	—	—	—	118,242
TOTAL FUND BALANCES	427,095	9,071	62,446	261,390	183,692	36,767	980,461
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES	\$ 629,332	\$ 176,238	\$ 306,322	\$ 324,146	\$ 210,605	\$ 52,192	\$ 1,698,835

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 Position for Governmental Activities
June 30, 2019
(In thousands)

Fund balances - total governmental funds (page 23)		\$ 980,461
Amounts reported for governmental activities in the statement of net position are different due to the following:		
Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the governmental funds.		
Primary government capital assets, net of depreciation	1,430,104	
Less: internal service funds' capital assets, net of depreciation	<u>(43,354)</u>	1,386,750
Prepaid insurance premiums on long-term debt are not financial resources and, therefore, are not reported in the governmental funds.		
		157
Interest payable on long-term debt does not require the use of current financial resources and, therefore, is not accrued as a liability in the governmental funds.		
Interest payable on long-term debt of the primary government	(26,027)	
Less: interest payable on long-term debt of the internal service funds	<u>360</u>	(25,667)
Deferred inflows of resources recorded in governmental fund financial statements resulting from activities in which revenues were earned but funds were not available are reclassified as revenues in the government-wide financial statements.		
		459,977
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	(1,050,111)	
Less: long-term liabilities for internal service funds	<u>43,499</u>	(1,006,612)
Deferred outflows of resources in governmental activities related to losses on refunding of debt are not financial resources and, therefore, are not reported in the governmental funds.		
		14,758
Net pension liability, net OPEB liability, and deferred outflows of resources and deferred inflows of resources related to pensions and OPEB on the government-wide statement of net position are not due and payable in the current period, and therefore are not reported in the governmental funds.		
Net pension liability	(1,565,670)	
Deferred outflows of resources related to pensions	313,814	
Deferred inflows of resources related to pensions	(35,930)	
Net OPEB liability	(812,873)	
Deferred outflows of resources related to OPEB	38,728	
Deferred inflows of resources related to OPEB	<u>(226,204)</u>	(2,288,135)
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 communications equipment to individual funds. Assets, deferred outflows, liabilities, and deferred inflows of resources of internal service funds are included in governmental activities in the statement of net position.		
		<u>(33,270)</u>
NET POSITION OF GOVERNMENTAL ACTIVITIES (page 21)		<u><u>\$ (511,581)</u></u>

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
Year Ended June 30, 2019
(In Thousands)

	General Fund	Federal/ State Grant Fund	Low and Moderate Income Housing Asset Fund	Municipal Capital Improvement	Other Special Revenue	Other Govern- mental Funds	Total
REVENUES							
Taxes:							
Property	\$ 312,255	\$ —	\$ —	\$ —	\$ 17,105	\$ 28,398	\$ 357,758
Sales and use	62,054	—	—	—	—	30,265	92,319
Motor vehicle in-lieu	206	—	—	—	—	—	206
Gas	—	—	—	—	—	16,409	16,409
Local taxes	319,708	253	—	—	48,947	19,082	387,990
Licenses and permits	1,783	—	—	—	28,698	122	30,603
Fines and penalties	21,081	522	—	260	702	776	23,341
Interest and investment income	7,263	1,226	2,030	3,389	4,264	1,243	19,415
Charges for services	102,826	81	81	4,550	41,732	177	149,447
Federal and state grants and subventions	3,568	83,897	1,003	—	5,760	7,475	101,703
Annuity income	6,291	—	—	—	—	—	6,291
Other	3,399	5,076	9,786	4,321	989	2,640	26,211
TOTAL REVENUES	840,434	91,055	12,900	12,520	148,197	106,587	1,211,693
EXPENDITURES							
Current:							
General government	156,754	6,236	—	6,863	13,585	2,104	185,542
Public safety	438,500	8,329	—	38	22,122	1,407	470,396
Community and human services	44,656	46,699	78	—	51,131	6,447	149,011
Community and economic development	10,966	11,347	9,354	14,019	40,672	1,147	87,505
Public works and transportation	42,662	4,184	—	7,703	7,501	47,024	109,074
Capital outlay	749	19,700	—	32,391	2,971	20,789	76,600
Debt service:							
Principal repayment	3,702	—	—	—	—	51,534	55,236
Bond issuance cost	—	—	—	—	—	9	9
Interest charges	147	—	—	—	—	58,878	59,025
TOTAL EXPENDITURES	698,136	96,495	9,432	61,014	137,982	189,339	1,192,398
EXCESS (DEFICIENCY) OF REVENUES OVER (UNDER) EXPENDITURES	142,298	(5,440)	3,468	(48,494)	10,215	(82,752)	19,295
OTHER FINANCING SOURCES (USES)							
Proceeds from sale of capital assets	128	—	—	7,169	—	—	7,297
Insurance claims and settlements	—	—	—	—	82	—	82
Transfers in	5,878	7,659	2,464	—	19,967	75,775	111,743
Transfers out	(106,376)	(27)	—	(422)	(2,940)	(412)	(110,177)
TOTAL OTHER FINANCING SOURCES (USES)	(100,370)	7,632	2,464	6,747	17,109	75,363	8,945
NET CHANGE IN FUND BALANCES	41,928	2,192	5,932	(41,747)	27,324	(7,389)	28,240
Fund balances - beginning	385,167	6,879	56,514	303,137	156,368	44,156	952,221
FUND BALANCES - ENDING	\$ 427,095	\$ 9,071	\$ 62,446	\$ 261,390	\$ 183,692	\$ 36,767	\$ 980,461

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
Year Ended June 30, 2019
(In thousands)

Net change in fund balances - total governmental funds (page 25) \$ 28,240

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 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	96,980	
Capital asset retirement	(2,330)	
Depreciation	(68,647)	26,003

Revenues in the statement of activities that do not provide current financial resources are not reported as revenues in the funds. This represents the change in the deferred inflows during the current period 20,217

Some expenses such as claims, workers' compensation, and vacation and sick leave reported in the statement of activities do not require the use of financial resources, and therefore are not reported as expenditures in the governmental funds. (45)

The repayment of principal of long-term debt consumes the current financing sources of the governmental funds. This is the amount by which principal retirement reduces the liabilities in the statement of net position. 55,236

Some expenses reported in the statement of activities do not require the use of current financial resources and, therefore, are not reported as expenditures in the government funds.

Amortization of bond premiums and discounts	1,926	
Amortization of prepaid bond insurance premium on long-term debt	(47)	
Amortization of deferred outflows of refunding loss	(1,245)	
Accreted interest on appreciation bonds	17,728	
Changes in accrued interest on bonds and notes payable	(1,202)	
Changes in Coliseum Authority pledged obligation	4,550	
Change in net pension liability and deferred outflows and inflows of resources related to pensions	(24,512)	
Change on net OPEB liability and deferred outflows and inflows of resources related to OPEB	30,640	
Change on fair value of the interest swap agreement	779	28,617

Net expenses of activities of internal service funds is reported with governmental activities (439)

CHANGE OF NET POSITION OF GOVERNMENTAL ACTIVITIES (page 22) \$ 157,829

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

City of Oakland
Statement of Fund Net Position
Proprietary Funds
June 30, 2019
(In thousands)

	Business-type Activities - Enterprise Funds			Governmental Activities
	Sewer Service	Nonmajor Fund Parks and Recreation	Total	Internal Service Funds
ASSETS				
Current assets:				
Cash and investments	\$ 59,249	\$ —	\$ 59,249	\$ 15,373
Interest receivable	289	—	289	90
Accounts receivable (net of allowance for uncollectibles of \$1,340 for the enterprise funds)	14,410	5	14,415	56
Inventories	—	—	—	827
Restricted cash and investments	—	121	121	27,578
Prepaid expenses	19	—	19	38
Total current assets	<u>73,967</u>	<u>126</u>	<u>74,093</u>	<u>43,962</u>
Capital assets:				
Land and other assets not being depreciated	24,076	432	24,508	3,888
Facilities, equipment and infrastructure, net of depreciation	219,289	1,576	220,865	39,466
Total capital assets	<u>243,365</u>	<u>2,008</u>	<u>245,373</u>	<u>43,354</u>
TOTAL ASSETS	<u>317,332</u>	<u>2,134</u>	<u>319,466</u>	<u>87,316</u>
DEFERRED OUTFLOWS OF RESOURCES				
Deferred outflows of resources related to pensions	3,800	26	3,826	4,563
Deferred outflows of resources related to OPEB	19	—	19	383
TOTAL DEFERRED OUTFLOWS OF RESOURCES	<u>3,819</u>	<u>26</u>	<u>3,845</u>	<u>4,946</u>
LIABILITIES:				
Current liabilities:				
Accounts payable and accrued liabilities	2,627	—	2,627	5,219
Accrued interest payable	56	—	56	360
Due to other funds	2	443	445	6,539
Other liabilities	6	—	6	7
Bonds, capital leases, notes and other payables	2,618	—	2,618	14,551
Total current liabilities	<u>5,309</u>	<u>443</u>	<u>5,752</u>	<u>26,676</u>
Non-current liabilities:				
Bonds, capital leases, notes and other payables	29,072	—	29,072	28,948
Net pension liability	40,955	271	41,226	47,680
Net other postemployment benefit (OPEB) liability	12,480	98	12,578	15,192
Total non-current liabilities	<u>82,507</u>	<u>369</u>	<u>82,876</u>	<u>91,820</u>
TOTAL LIABILITIES	<u>87,816</u>	<u>812</u>	<u>88,628</u>	<u>118,496</u>
DEFERRED INFLOWS OF RESOURCES				
Unamortized gain on refunding of debt	395	—	395	—
Deferred inflows of resources related to pensions	1,552	11	1,563	1,840
Deferred inflows of resources related to OPEB	4,571	29	4,600	5,196
TOTAL DEFERRED INFLOWS OF RESOURCES	<u>6,518</u>	<u>40</u>	<u>6,558</u>	<u>7,036</u>
NET POSITION				
Net investment in capital assets	211,280	2,008	213,288	27,433
Unrestricted (deficit)	15,537	(700)	14,837	(60,703)
TOTAL NET POSITION	<u>\$ 226,817</u>	<u>\$ 1,308</u>	<u>\$ 228,125</u>	<u>\$ (33,270)</u>

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 Position
Proprietary Funds
Year Ended June 30, 2019
(In thousands)

	Business-type Activities - Enterprise Funds			Governmental Activities
	Sewer Service	Nonmajor Fund Parks and Recreation	Total	Internal Service Funds
OPERATING REVENUES				
Rental	\$ —	\$ 535	\$ 535	\$ —
Sewer services	66,555	5	66,560	—
Charges for services	—	—	—	88,549
Other	3	—	3	44
TOTAL OPERATING REVENUES	<u>66,558</u>	<u>540</u>	<u>67,098</u>	<u>88,593</u>
OPERATING EXPENSES				
Personnel	18,532	181	18,713	32,061
Supplies	541	219	760	9,984
Depreciation and amortization	6,399	187	6,586	13,178
Contractual services and supplies	1,914	—	1,914	9,257
Repairs and maintenance	7,646	—	7,646	7,337
General and administrative	5,320	169	5,489	8,123
Rental	1,419	16	1,435	2,322
Other	8,031	5	8,036	6,880
TOTAL OPERATING EXPENSES	<u>49,802</u>	<u>777</u>	<u>50,579</u>	<u>89,142</u>
OPERATING INCOME (LOSS)	<u>16,756</u>	<u>(237)</u>	<u>16,519</u>	<u>(549)</u>
NON-OPERATING REVENUES (EXPENSES)				
Interest and investment income (loss)	1,316	(7)	1,309	688
Interest expense	(1,029)	—	(1,029)	(832)
Insurance claims and settlements	14	—	14	270
Other	—	—	—	258
TOTAL NON-OPERATING REVENUES (EXPENSES)	<u>301</u>	<u>(7)</u>	<u>294</u>	<u>384</u>
INCOME/(LOSS) BEFORE TRANSFERS				
Transfers in	—	—	—	2,975
Transfers out	(1,292)	—	(1,292)	(3,249)
Change in net position	15,765	(244)	15,521	(439)
Net position - beginning	211,052	1,552	212,604	(32,831)
NET POSITION - ENDING	<u>\$ 226,817</u>	<u>\$ 1,308</u>	<u>\$ 228,125</u>	<u>\$ (33,270)</u>

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

City of Oakland
Statement of Cash Flows
Proprietary Funds
Year Ended June 30, 2019
(In thousands)

	Business-type Activities - Enterprise Funds			Governmental Activities
	Sewer Service	Nonmajor Fund Parks and Recreation	Total	Internal Service Funds
CASH FLOWS FROM OPERATING ACTIVITIES				
Cash received from customers and users	\$ 71,489	\$ —	\$ 71,489	\$ 88,626
Cash received from tenants for rents	—	539	539	—
Cash from other sources	17	—	17	584
Cash paid to employees	(12,244)	(146)	(12,390)	(25,611)
Cash paid to suppliers	(25,509)	(409)	(25,918)	(42,901)
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	<u>33,753</u>	<u>(16)</u>	<u>33,737</u>	<u>20,698</u>
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES				
Proceeds from interfund loans	—	62	62	113
Repayment of interfund loans	—	—	—	(2,496)
Transfers in	—	—	—	2,975
Transfers out	(1,292)	—	(1,292)	(3,249)
NET CASH PROVIDED BY (USED IN) NONCAPITAL FINANCING ACTIVITIES	<u>(1,292)</u>	<u>62</u>	<u>(1,230)</u>	<u>(2,657)</u>
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES				
Acquisition of capital assets	(15,634)	(71)	(15,705)	(10,349)
Long-term debt:				
Proceeds from issuance of debt	—	—	—	16,000
Repayment of long term debt	(2,235)	—	(2,235)	(11,736)
Interest paid on long-term debt	(1,412)	—	(1,412)	(795)
NET CASH USED IN CAPITAL AND RELATED FINANCING ACTIVITIES	<u>(19,281)</u>	<u>(71)</u>	<u>(19,352)</u>	<u>(6,880)</u>
CASH FLOWS FROM INVESTING ACTIVITIES				
Interest received (paid)	1,196	(7)	1,189	655
NET CHANGE IN CASH AND CASH EQUIVALENTS	<u>14,376</u>	<u>(32)</u>	<u>14,344</u>	<u>11,816</u>
Cash and cash equivalents - beginning	44,873	153	45,026	31,135
CASH AND CASH EQUIVALENTS - ENDING	<u>\$ 59,249</u>	<u>\$ 121</u>	<u>\$ 59,370</u>	<u>\$ 42,951</u>
RECONCILIATION OF OPERATING INCOME (LOSS) TO NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES				
Operating income (loss)	\$ 16,756	\$ (237)	\$ 16,519	\$ (549)
ADJUSTMENTS TO RECONCILE OPERATING INCOME (LOSS) TO NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES				
Depreciation and amortization	6,399	187	6,586	13,178
Miscellaneous non-operating revenue (expenses)	14	—	14	528
Changes in assets, liabilities, and deferred outflows and inflows of resources:				
Receivables	4,934	(1)	4,933	77
Inventories	—	—	—	84
Accounts payable and accrued liabilities	(638)	—	(638)	930
Net pension liability and related pension deferred items	778	—	778	6,185
Net OPEB liability and related OPEB deferred items	5,510	35	5,545	265
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	<u>\$ 33,753</u>	<u>\$ (16)</u>	<u>\$ 33,737</u>	<u>\$ 20,698</u>
RECONCILIATION OF CASH AND CASH EQUIVALENTS TO THE STATEMENT OF NET POSITION				
Cash and investments	\$ 59,249	\$ —	\$ 59,249	\$ 15,373
Restricted cash and investments	—	121	121	27,578
TOTAL CASH AND CASH EQUIVALENTS	<u>\$ 59,249</u>	<u>\$ 121</u>	<u>\$ 59,370</u>	<u>\$ 42,951</u>
NON CASH ITEMS:				
Amortization of bond premiums	\$ 39	\$ —	\$ 39	\$ —

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

City of Oakland
Statement of Fiduciary Net Position
Fiduciary Funds
June 30, 2019
(In thousands)

	Pension Trust Fund	Private Purpose Trust Funds
ASSETS		
Cash and investments	\$ 6,484	\$ 72,044
Receivables:		
Accrued interest and dividends	885	652
Accounts receivable	—	15
Investments and others	3,543	—
Due from other funds of the City	—	2,705
Prepaid expenses	—	1,745
Restricted:		
Cash and investments:		
Short-term investments	12,580	11,997
U.S. corporate bonds and mutual funds	120,250	—
Domestic equities and mutual funds	151,451	—
International equities and mutual funds	46,731	—
Alternative investments	55,213	—
Total restricted cash and investments	386,225	11,997
Securities lending collateral	34,020	—
Loans receivable, net of allowance for uncollectibles of \$46,675	—	8,359
Property held for resale	—	2,818
TOTAL ASSETS	431,157	100,335
DEFERRED OUTFLOWS OF RESOURCES		
Unamortized loss on refunding of debt	—	13,739
LIABILITIES		
Current liabilities:		
Accounts payable and accrued liabilities	12,428	974
Accrued interest payable	—	5,337
Due to other funds of the City	—	4,274
Securities lending liabilities	34,018	—
Other	—	(179)
Total current liabilities	46,446	10,406
Non-current liabilities:		
Due within one year	—	31,901
Due in more than one year	—	291,755
Total non-current liabilities	—	323,656
TOTAL LIABILITIES	46,446	334,062
DEFERRED OUTFLOWS OF RESOURCES		
Unamortized gain on refunding of debt	—	415
NET POSITION RESTRICTED FOR:		
Employees' pension benefits	384,711	—
Redevelopment dissolution and other purposes	—	(220,403)
TOTAL NET POSITION	\$ 384,711	\$ (220,403)

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

City of Oakland
Statement of Changes in Fiduciary Net Position
Fiduciary Funds
Year Ended June 30, 2019
(In thousands)

	Pension Trust Fund	Private Purpose Trust Funds
ADDITIONS:		
Trust receipts	\$ —	\$ 64,768
Contributions:		
Employer	44,821	—
Investment income:		
Net appreciation in fair value of investments	16,624	—
Interest	3,737	1,716
Dividends	2,431	—
Securities lending	93	—
TOTAL INVESTMENT INCOME	<u>22,885</u>	<u>1,716</u>
Less investment expenses:		
Investment expenses	(1,333)	—
NET INVESTMENT INCOME	<u>21,552</u>	<u>1,716</u>
Federal and state grants	—	219
Claims and settlements	14	—
Other income	6	254
TOTAL ADDITIONS	<u>66,393</u>	<u>66,957</u>
DEDUCTIONS:		
Benefits to members and beneficiaries:		
Retirement	34,238	—
Disability	20,160	—
Death	1,814	—
TOTAL BENEFITS TO MEMBERS AND BENEFICIARIES	<u>56,212</u>	<u>—</u>
Administrative expenses	1,446	4,292
Public safety	—	95
Community and human services	—	129
Economic and workforce development	—	1,880
Other	—	8,477
Interest on debt	—	14,714
TOTAL DEDUCTIONS	<u>57,658</u>	<u>29,587</u>
Change in net position	8,735	37,370
Net position - beginning	375,976	(257,773)
NET POSITION - ENDING	<u>\$ 384,711</u>	<u>\$ (220,403)</u>

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

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NOTES TO THE BASIC FINANCIAL STATEMENTS

I SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. REPORTING ENTITY

Primary Government

The City of Oakland, California (the City or Primary Government) was incorporated on May 25, 1852, 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. Component units are classified as blended, discretely presented or fiduciary. 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.

Fiduciary Component Unit

Oakland Redevelopment Successor Agency (ORSA) - 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 ORSA, effective February 1, 2012, and as such is a fiduciary component unit of the City. Also, in 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 Redevelopment Agency of the City of Oakland (Former Agency).

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, with the Oakland City Council serving as its governing board, subject to the direction of an Oversight Board. Pursuant to SB 107, as of June 30, 2019, there are seven Countywide Oversight Board members as follows:

- One appointed by the County Board of Supervisors,
- One appointed by the City selection committee,
- One appointed by the independent Special District Selection Committee,
- One appointed by the County Superintendent of Education,
- One appointed by the Chancellor of the California Community Colleges,
- One member of the public, and
- One member appointed by the recognized employee organization representing the largest number of successor agency employees in the County.

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). 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

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

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, ORSA is reported in a fiduciary fund (private purpose trust fund) in the City's financial statements.

ORSA's separately issued financial statements may be obtained as follows:

Finance Department, Controller's Bureau
City of Oakland
150 Frank H. Ogawa Plaza, Suite 6353
Oakland, CA 94612

Blended Component Unit

Oakland Joint Powers Financing Authority (JPFA) - 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 was 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 position. AB X1 26 as amended by AB 1484 was enacted and all redevelopment agencies in California were dissolved by operation of law effective February 1, 2012. The dissolution law provides that ORSA is a separate legal entity from the City, with ORSA holding all of the transferred assets and obligations of the Former Agency (other than the housing assets). Therefore, ORSA assumed the Former Agency's role as a member of the JPFA as of February 1, 2012, pursuant to AB X1 26.

Discretely Presented Component Unit

Port of Oakland (Port) – The 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.

The Port's separately issued Comprehensive Annual Financial Report may be obtained as follows:

Port of Oakland
Port Financial Services Division
530 Water Street
Oakland, CA 94607

B. FINANCIAL STATEMENT PRESENTATION

Government-wide and Fund Financial Statements

The government-wide financial statements (the statement of net position 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.

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 license taxes, utility and real estate transfer taxes, other unrestricted local 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 Former Agency's affordable housing activities, including the 20% redevelopment property tax revenue 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 **Municipal Capital Improvement Fund** accounts primarily for monies pertaining to capital improvement funds, which includes mainly capital financing projects funds:

- *Oakland Redevelopment Successor Agency* - Unspent bond proceeds transferred to the City. The California Department of Finance approved the bond expenditure agreement between ORSA and the City to transfer excess tax allocation bond proceeds to the City. The Bond Spending Plan allows

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

ORSA to utilize proceeds derived from bonds issued prior to January 1, 2011 in a manner consistent with the original bond covenants.

- *Measure DD* - Capital improvement bond financing funds for clean water, safe parks, and open space trust for the City.
- *Measure KK* - Capital improvement bond financing funds to improve public safety and finance transportation infrastructure improvements, affordable housing, and neighborhood services.
- *Measure G* – Capital improvement bond financing funds for Oakland Zoo, Museum and Chabot Space and Science Center improvements.
- *Master Lease Agreement Financing* – Capital improvement for vehicles and equipment, and telecommunications.
- *Other miscellaneous capital improvement funds* - The fund comprises other municipal capital improvement funds, which may be used for the lease, acquisition, construction, or other improvements of public facilities.

The ***Other Special Revenue Fund*** accounts for activities of several Special Revenue Funds, which include mainly the following local measures and funds:

- *Measure Z: The Public Safety and Services Violence Prevention Act of 2014*. The measure provides for the following services: Community Resource Officers, crime reduction teams, fire services, and violence prevention strategies (Oakland Unite).
- *Measure C - Oakland Hotel Tax*. This additional transient occupancy tax was approved to fund the following entities: Oakland Convention and Visitors Bureau 50%, Oakland Zoo 12.5%, Oakland Museum of California 12.5%, Chabot Space and Science Center 12.5%, and the City Cultural Arts Programs and Festivals 12.5%.
- *Measure Q - Library Services Retention and Enhancement*. In March 2004, the electorate of Oakland approved, by more than a two-thirds majority, the extension of the Library Services and Retention Act, Measure Q (formerly known as Measure O). The act re-authorized and increased a special parcel tax on residential and non-residential parcels for the purpose of raising revenue to retain and enhance library services. The term of the tax is 20 years, commencing July 1, 2004 and ending June 30, 2024.
- *Measure D - 2018 Oakland Public Library Preservation Act*. This additional parcel tax was approved by Oakland voters in June 2018, establishing a supplementary funding source for library services, material, and programs. The term of the tax is 20 years, commencing July 1, 2018 and ending June 30, 2038.
- *Measure WW - East Bay Regional Park District local grant program*. The funds are for various Oakland parks and open space renovation projects.
- *Measure N - Paramedics Services Act*. The revenue from the measure increases, enhances, and supports paramedic services in the City.
- *Oakland Kids' First Fund*. The charter requires 3 percent of the City's unrestricted general purpose fund revenues for the fund. The funds provide additional funding for programs and services benefiting children and youth.
- *Development Services Fund*. The revenue sources for the development service fund will be the fees and penalties for development and enforcement activities, such as land use, permit, inspection, and abatement services for both direct and indirect costs.
- *Other miscellaneous special revenue funds*. Accounts for several other restricted monies that are classified as special revenue funds.

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

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 funds:

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; procurement of materials, supplies, and services for City departments; and the service and maintenance of City information technology systems.

The ***Pension Trust Fund*** accounts for the closed benefit plan that covers uniformed employees hired prior to July 1976.

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 Other Private Purpose Trust Fund, which accounts for assets and liabilities from the Former Agency and for the operations of the Youth Opportunity Program and certain gifts that are not related to the Former Agency projects or parks, recreation and cultural, activities; and (c) the Private Pension Trust Fund, which accounts for the employee deferred compensation plan.

C. 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 days of the end of the fiscal period. All other revenues are considered to be available if they are collected within 120 days of the end of the 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 available. The estimated installments

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

receivable not considered available, as defined above, are recorded as receivables and offset by deferred inflows of resources.

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.

D. 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.

E. New Pronouncements

During the year ended June 30, 2019, the City adopted GASB Statement No. 88, *Certain Disclosures Related to Debt, Including Direct Borrowings and Direct Placements*. The primary objective of this statement is to improve the information that is disclosed in notes to government financial statements related to debt, including direct borrowings and direct placements. Additional detail is included in Note II, part G.

The City's adoption of GASB Statement No. 83, *Certain Asset Retirement Obligations* did not have a material impact on the City's June 30, 2019 financial statements.

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

- In January 2017, the GASB issued Statement No. 84, *Fiduciary Activities*. The statement establishes criteria for identifying fiduciary activities of all state and local governments. The focus of the criteria generally is on (1) whether a government is controlling the assets of the fiduciary activity and (2) the beneficiaries with whom a fiduciary relationship exists. Separate criteria are included to identify fiduciary component units and postemployment benefit arrangements that are fiduciary activities. The statement provides recognition and measurement guidance for situations in which a government is a beneficiary of these agreements. The requirements of this statement are effective for the City's fiscal year ending June 30, 2020.
- In June 2017, the GASB issued Statement No. 87, *Leases*. The objective of the statement is to improve the accounting and financial reporting for leases by governments. This statement requires recognition of certain lease assets and liabilities for leases that previously were classified as operating leases and

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

recognized as inflows of resources or outflows of resources based on the payment provisions of the contract. It establishes a single model for lease accounting based on the foundational principle that leases are financings of the right to use an underlying asset. Under this statement, a lessee is required to recognize a lease liability and an intangible right-to-use lease asset, and a lessor is required to recognize a lease receivable and a deferred inflow of resources, thereby enhancing the consistency of information about governments' leasing activities. The requirements of this statement are effective for the City's fiscal year ending June 30, 2021.

- In June 2018, the GASB issued Statement No. 89, *Accounting for Interest Cost Incurred before the End of a Construction Period*. The objectives of this statement are (1) to enhance the relevance and comparability of information about capital assets and the cost of borrowing for a reporting period and (2) to simplify accounting for interest cost incurred before the end of a construction period. This statement establishes accounting requirements for interest cost incurred before the end of a construction period. The requirements of this statement are effective for the City's fiscal year ending June 30, 2021.
- In August 2018, the GASB issued Statement No. 90, *Majority Equity Interests-an amendment of GASB Statements No. 14 and No. 61*. The primary objectives of this statement are to improve the consistency and comparability of reporting a government's majority equity interest in a legally separate organization and to improve the relevance of financial statement information for certain component units. The requirements of this statement are effective for the City's fiscal year ending June 30, 2020.
- In May 2019, the GASB issued Statement No. 91, *Conduit Debt Obligations*. The primary objectives of this Statement are to provide a single method of reporting conduit debt obligations by issuers and eliminate diversity in practice associated with (1) commitments extended by issuers, (2) arrangements associated with conduit debt obligations, and (3) related note disclosures. The requirements of this statement are effective for the City's fiscal year ending June 30, 2022.

F. Assets, Deferred Outflows of Resources, Liabilities, Deferred Inflows of Resources, and Net Position or Equity

1. Cash and Investments

The City follows the practice of pooling cash of all operating funds for investment, except for the ORSA and the Police and Fire Retirement System (PFRS), whose funds are held by outside custodians. The City measures its investments at fair value and categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is a market-based measurement, using observable market transactions or available market information. The City adjusts the carrying value of its investments to reflect their fair value at each fiscal year-end, and it includes the effects of these adjustments in income for that fiscal year.

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.

Proceeds from debt and other cash and investments held by fiscal agents by agreement are classified as restricted assets.

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

For purposes of the statement of cash flows, the City considers all highly liquid unrestricted and restricted 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.

2. 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, 2019.

3. 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

4. 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/expenses 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.

5. Prepaid Bond Insurance, Original Issue Discounts and Premiums, and Refundings

Prepaid bond insurance costs are amortized using the straight-line method over the life of the bonds. Amortization of these balances is recorded as a component of operating expenses. In the government-wide, proprietary fund, and fiduciary fund financial statements, long-term debt and other long-term obligations are reported as liabilities. Bond premiums and discounts are amortized using the straight-line method over the life of the bonds. Bonds payable are reported net of the applicable bond premium or discount. Gains or losses from refunding of debt are reported as deferred inflows or outflows of resources and amortized over the shorter of the life of the refunded debt or refunding debt. Amortizations

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

of bond premiums and discounts and gains or losses from refunding of debt are recorded as a component of interest expense.

In the fund financial statements, governmental fund types recognize bond premiums and discounts, as well as bond issuance costs, during the current period. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as debt service expenditures.

6. 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.

7. 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, 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 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 acquisition 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 is 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
Systems and structures	10-50 years
Other equipment	3-40 years
Software	3-10 years

8. Property Held for Resale

Property held for resale was 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.

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.

9. Deferred Outflows/Inflows of Resources

In addition to assets, the statement of net position will report a separate section for *deferred outflows of resources*. This separate financial statement element represents a consumption of net position that applies to a future period(s) and so will not be recognized as an outflow of resources (expense/expenditure) until then. The City has deferred outflows of resources related to pension and OPEB contributions subsequent to measurement date and other pension and OPEB related deferred outflows. Also, losses on refunding result from the difference in the carrying value of refunded debt and its reacquisition price. This amount is deferred and amortized over the shorter of the life of the refunded or the refunding debt. Amortization of these balances is recorded as a component of interest expense.

In addition to liabilities, the statement of net position and governmental funds balance sheet will report a separate section for *deferred inflows of resources*. This separate financial statement element represents an acquisition of net position that applies to a future period(s) and so will not be recognized as an inflow of resources (revenue) until that time. The City has deferred inflows of resources related to unavailable revenues reported under the modified accrual basis of accounting in the governmental funds balance sheet. The governmental funds report unavailable revenues from property taxes, notes and loan receivables, grant receivables/advances from the federal government and State, and other sources as appropriate. These amounts are deferred and recognized as revenues in the period the amounts become available. The City also has deferred inflows of resources related to the unamortized gains on refunding of debt and pension and OPEB related deferred inflows.

10. 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 funds financial statements. A liability for these amounts is reported in the governmental funds only if they are due and payable.

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

11. Retirement Plans

The City has three defined benefit retirement plans: Oakland Police and Fire Retirement System (PFRS), and the Miscellaneous and the Public Safety Plans of the California Public Employees' Retirement System (CalPERS) (collectively, the Retirement Plans). For purposes of measuring the net pension liability and deferred outflows/inflows of resources related to pensions, and pension expense, information about the fiduciary net position of the City's Retirement Plans and additions to/deductions from the Retirement Plans' fiduciary net position have been determined on the same basis as they are reported by PFRS and CalPERS. 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 III, part A for additional information.

12. Other Postemployment Benefits (OPEB)

The City's OPEB plan covers the City's police, fire, and other (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 CalPERS were public safety employees retirements benefits under a 3 percent at 50 formula and miscellaneous employees retirement benefits under a 2.7 percent at 55 formula. In addition, the Port's Retiree Healthcare Plan covers the Port's employees. Refer to Note III, part B for additional information.

13. 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 III, part C for additional information.

14. Fund Balances

Under GASB Statement No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions*, governmental funds classify fund balances based primarily on the extent to which the City is bound to honor constraints on the specific purposes for which those funds can be spent. Fund balance for the City's governmental funds consists of the following categories:

- *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 City Council ordinance, which is the City's highest level of decision-making authority. Commitments may be changed or lifted only by the City taking the same formal action that imposed the constraint originally.
- *Assigned Fund Balance*: comprises amounts intended to be used by the City for specific purposes that are neither restricted nor committed through City Council budgetary action, which includes appropriations and revenue sources pertaining to the next fiscal year's budget. The City Council adopted a resolution establishing the City's policy budget, which states that assigned fund balances

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

are intended to be used for specific purposes through City Council budgetary actions. Intent is expressed by (a) the City Council or (b) the City Administrator to which the City 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 appropriations.

- *Unassigned Fund Balance*: are amounts technically available for any purpose. It is the residual classification for the General Fund and includes all amounts not contained in the other classifications. Other governmental funds may only report a negative unassigned balance that was created after classification in one of the other three fund balance categories.

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, 2019, were distributed as follows (in thousands):

	General	Federal/State Grant Fund	LMIHF ¹	Municipal Capital Improvement	Other Special Revenue	Other Governmental Funds	Total
Restricted for:							
Capital projects	\$ —	\$ 9,071	\$ 1,557	\$ 129,410	\$ —	\$ 15,476	\$ 155,514
Pension obligations annuity	57,436	—	—	—	—	—	57,436
Pension obligations PFRS	182,811	—	—	—	—	—	182,811
Debt service	—	—	—	—	—	17,065	17,065
Property held for sale	—	—	30,677	131,980	—	—	162,657
Housing projects	—	—	30,212	—	—	—	30,212
Total restricted	<u>240,247</u>	<u>9,071</u>	<u>62,446</u>	<u>261,390</u>	<u>—</u>	<u>32,541</u>	<u>605,695</u>
Committed for:							
Vital services	14,648	—	—	—	—	—	14,648
Library, Kids First and museum trust	—	—	—	—	25,279	1,669	26,948
Total committed	<u>14,648</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>25,279</u>	<u>1,669</u>	<u>41,596</u>
Assigned for:							
Capital projects	44,362	—	—	—	158,413	2,557	205,332
Encumbrances	9,596	—	—	—	—	—	9,596
Total assigned	<u>53,958</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>158,413</u>	<u>2,557</u>	<u>214,928</u>
Unassigned	<u>118,242</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>118,242</u>
Total	<u>\$ 427,095</u>	<u>\$ 9,071</u>	<u>\$ 62,446</u>	<u>\$ 261,390</u>	<u>\$ 183,692</u>	<u>\$ 36,767</u>	<u>\$ 980,461</u>

¹ Low and Moderate Income Housing Asset Fund

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

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 (GPF) appropriation for each fiscal year. The GPF accounts for the City's operating budget that pays for basic programs and services as well as elected offices and municipal business functions. The GPF is reported within the General Fund.

On May 15, 2018, the City Council revised the definition and use of excess Real Estate Transfer Tax (RETT) revenues and the use of one-time revenues (Ordinance No. 13487 C.M.S.). The policy defines excess Real Estate Transfer Tax as any amounts of RETT revenues whose value exceeds 15 percent of the corresponding GPF Tax Revenues (inclusive of RETT). The excess RETT shall be used in the following manner:

- At least 25 percent shall be allocated to the Vital Services Stabilization Fund until the value in such fund is projected to equal to 15 percent of General Purpose Fund revenues over the coming fiscal year.
- At least 25 percent shall be used to fund accelerated debt retirement and unfunded long-term obligations, including negative funds balances, the PFRS liability, other unfunded retirement and pension liabilities, unfunded paid leave liabilities, and OPEB liabilities.
- The remainder shall be used to fund one-time expenses, augment the General Purpose Fund Emergency Reserve, and to augment the Capital Improvements Reserve Fund.

Use of the "excess" RETT revenue for purposes other than those established above may only be allowed by majority vote of the City Council through a separate resolution.

The policy also requires the City to conform to the following regarding the use of one-time discretionary revenue:

- Fiscal prudence requires that any unrestricted one-time revenues be used for one-time expenses. Therefore, one-time revenues shall be used in the following manner, unless they are legally restricted to other purposes: to fund one-time expenditures, to fund debt retirement and unfunded long-term obligations such as negative fund balances, PFRS unfunded liabilities, CalPERS pension unfunded liabilities, paid leave unfunded liabilities, and OPEB unfunded liabilities; or shall remain as fund balance.

Use of "one-time revenues" for purposes other than those established may only be allowed by a majority vote of the City Council through a separate resolution. Additionally, the policy includes the requirement that the City maintain a Vital Services Stabilization Fund (VSSF). In years when the City forecasts that total GPF revenues will be less than the current year's revenues, or anytime significant service reductions, such as layoffs or furloughs, are contemplated due to adverse financial conditions, use of this fund must be considered to maintain existing services. Use of the VSSF must be authorized by City Council resolution. The resolution shall explain the need for using the VSSF. The resolution shall also include steps the City will take in order to replenish the VSSF in future years. At June 30, 2019, the General Fund reported the Vital Services Stabilization reserve of \$14.6 million as committed fund balance.

As of June 30, 2019, the City has \$118.2 million of unassigned General Fund balance of which \$86.2 million is the GPF fund balance and the remainder represents amounts supporting the Keep Oakland Clean and Beautiful program, environmental services, off-street parking management, and affordable housing. The GPF fund balance of \$86.2 million includes \$48.8 million set aside to meet the mandated 7.5 percent required reserve.

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

15. Net Position

The government-wide and proprietary fund financial statements utilize a net position presentation. Net position is categorized as net investment in capital assets, restricted, and unrestricted.

- *Net Investment in Capital Assets* groups all capital assets, including infrastructure, into one component of net position. Accumulated depreciation and the outstanding balances of debt and debt-related deferred outflows and inflows of resources that are attributable to the acquisition, construction, or improvement of these assets reduce the balance in this category.
- *Restricted Net Position* represents net position that has external restrictions imposed by creditors, grantors, contributors, or laws or regulations of other governments and restrictions imposed by law through constitutional provisions or enabling legislation. Enabling legislation authorizes the City to assess, levy, charge, or otherwise mandate payment of resources and includes a legally enforceable requirement that those resources be used only for the specific purposes stipulated in the legislation.
- *Unrestricted Net Position* represents net position of the City that is not restricted for any project or purpose.

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

II DETAILED NOTES ON ALL FUNDS

A. CASH, DEPOSIT, AND INVESTMENTS

The City maintains a cash and investment pool consisting of City funds and cash held for PFRS and the 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:

Investment Type	Maximum Maturity	Maximum Portfolio Exposure	Maximum Issuer Exposure	Credit Requirement
U.S. Treasury Securities	5 years	20%	n/a	n/a
Federal Agencies and Instrumentalities	5 years	None	n/a	n/a
Banker's Acceptances	180 days	40%	5%	A1, P1 or F1 or better
Commercial Paper	270 days	25%	5%	A1, P1 or F1 or better
Asset-backed Commercial Paper	270 days	25%	5%	A1, P1 or F1 or better
Local Government Investment Pools	n/a	20%	n/a	Top ranking
Medium Term Notes	5 years	30%	5%	A3, A- or A- or better
Negotiable Certificates of Deposits	5 years	30%	5%	A, A2 or A or better
Repurchase Agreements	360 days	none	n/a	Collateral limited to US securities
Reverse Repurchase Agreements	92 days	20%	n/a	Limited to primary dealers
Secured Obligations and Agreements	2 years	20%	5%	AA or better
Certificates of Deposit	360 days	n/a	n/a	n/a
Money Market Mutual Funds	n/a	20%	n/a	Top ranking
State Investment Pool (LAIF)	n/a	none	n/a	n/a
Local City/Agency Bonds	5 years	none	5%	n/a
State of California Obligations and Others	5 years	none	5%	n/a
Other Local Agency Bonds	5 years	none	5%	n/a
Deposits - Private Placement	n/a	30%	10%	n/a
Supranationals	5 years	30%	n/a	AA or better

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.

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.

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

As of June 30, 2019, total City cash, deposits, and investments at fair value are as follows (in thousands):

	Primary Government		Fiduciary Funds		Total	Component Unit
	Governmental Activities	Business-type Activities	Pension Trust Fund	Private Purpose Trust Funds		Port
Cash and investments	\$ 772,298	\$ 59,249	\$ 6,484	\$ 72,044	\$ 910,075	\$ 448,988
Restricted cash and investments	223,199	121	386,225	11,997	621,542	64,247
Securities lending collateral	—	—	34,020	—	34,020	—
Total	\$ 995,497	\$ 59,370	\$ 426,729	\$ 84,041	\$ 1,565,637	\$ 513,235
City pooled deposits					\$ 21,184	\$ —
City pooled investments					820,030	453,873
City restricted investments					224,230	—
PFRS restricted investments					420,245	—
ORSA deposits					4,550	—
ORSA investments					75,398	—
Port's cash and investments					—	59,362
Total					\$ 1,565,637	\$ 513,235

Primary Government

Hierarchy of Inputs: The City categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets, Level 2 inputs are significant other observable inputs, and Level 3 inputs are significant unobservable inputs. Fixed income investments are valued using a variety of techniques such as matrix pricing, market corroborated pricing inputs such as yield curve, and other market related data and classified in Level 2 of the fair value hierarchy. Money market mutual funds and LAIF have maturities of one year or less from fiscal year end and are not subject to GASB Statement No. 72.

The City's pooled and restricted investments have the following recurring fair value measurements as of June 30, 2019 (in thousands):

	Level Two	Level Three	Total
Investment by fair value level:			
U.S. Govt. Agency Securities	\$ 1,123,856	\$ —	\$ 1,123,856
Medium Term Notes	2,006	—	2,006
Negotiable Certificates of Deposit	23,011	—	23,011
Commercial Paper	364	—	364
Annuity Contracts	—	55,000	55,000
Total investments by fair value level	\$ 1,149,237	\$ 55,000	\$ 1,204,237
Investments measured at net asset value (NAV):			
Money Market Mutual Funds			228,785
Local Agency Investment Fund (LAIF)			65,111
Total investment measured at fair value			\$ 1,498,133

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

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

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.

At June 30, 2019, the carrying amount of the City's deposits was \$21.2 million. Deposits include checking accounts, interest earning savings accounts, and money market accounts. The bank balance of \$19.6 million was covered by FDIC insurance or 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 a financial institution secure its deposits made by state or local government units by pledging securities in an undivided collateral pool held by the depository regulated under the state law (unless so waived by the government units). The market value of the pledged government securities and/or first trust deed mortgage notes held in the collateral pool must be at least 110 percent and 150 percent, respectively, of the deposit amount. The collateral must be held by the pledging financial institution's trust department and is considered held in the City's name.

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 & Poor's (S&P), at the time security is purchased. Long-term debt shall be rated at least A by S&P. 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.

The following tables show the City's credit risk for the pooled and restricted investment portfolios as of June 30, 2019 (in thousands):

Pooled Investments

	Ratings as of June 30, 2019					
	Fair Value	AAA	AA	A	A-1	Not Rated
U.S Government Agency Securities	\$ 647,045	\$ —	\$ 647,045	\$ —	\$ —	\$ —
U.S Government Agency Securities (Discount)	438,730	—	438,730	—	—	—
Medium Term Notes	2,006	—	—	2,006	—	—
Money Market Mutual Funds	98,000	98,000	—	—	—	—
Local Agency Investments Fund (LAIF)	65,111	—	—	—	—	65,111
Negotiable Certificates of Deposit	23,011	—	—	—	23,011	—
Total pooled investments	\$ 1,273,903	\$ 98,000	\$ 1,085,775	\$ 2,006	\$ 23,011	\$ 65,111

Restricted Investments

	Ratings as of June 30, 2019				
	Fair Value	AAA	AA	A-1	Not Rated
U.S Government Agency Securities	\$ 35,093	\$ —	\$ 35,093	\$ —	\$ —
U.S Government Agency Securities (Discount)	2,988	—	2,988	—	—
Money Market Mutual Funds	130,785	129,107	—	—	1,678
Commercial Paper (Discount)	364	—	—	364	—
Annuity Contracts	55,000	—	—	—	55,000
Total Restricted Investments	\$ 224,230	\$ 129,107	\$ 38,081	\$ 364	\$ 56,678

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

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 percent of the City's investment portfolio at June 30, 2019 are as follows (in thousands):

<u>Investment Type/Issuer</u>	<u>Amount</u>	<u>Percent of City's Investment Portfolio</u>
U.S. Government Agency Securities:		
Federal Farm Credit Bank	\$ 364,723	24.3%
Federal Home Loan Bank	498,027	33.2%
Federal Home Loan Mortgage Corporation	249,996	16.7%

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 to 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, 2019, 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	\$ 647,045	1.50-4.46	\$ 292,921	\$ 307,004	\$ 47,120
U.S. Government Agency Securities (Discount)	438,730	2.02-2.22	438,730	—	—
Medium Term Notes	2,006	2.47	—	2,006	—
Money Market Mutual Funds	98,000	2.25-2.30	98,000	—	—
Local Agency Investment Fund (LAIF)	65,111	2.43	65,111	—	—
Negotiable Certificates of Deposit	23,011	2.18-2.52	23,011	—	—
Total pooled investments	\$ 1,273,903		\$ 917,773	\$ 309,010	\$ 47,120

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

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	\$ 35,093	1.99-2.49	\$ 32,988	\$ 2,105	\$ —	\$ —
U.S. Government Agency Securities (Discount)	2,988	2.17	2,988	—	—	—
Money Market Mutual Funds	130,785	1.84-2.26	130,785	—	—	—
Commercial Paper (Discount)	364	2.34	364	—	—	—
Annuity Contracts	55,000	2.05	—	—	—	55,000
Total restricted investments	\$ 224,230		\$ 167,125	\$ 2,105	\$ —	\$ 55,000

Other Disclosures: As of June 30, 2019, the City's investment in LAIF is \$65.1 million. LAIF is part of the Pooled Money Investment Account (PMIA) with a total portfolio of approximately \$105.7 billion, 98.2 percent is invested in non-derivative financial products and 1.8 percent in structured notes and asset-backed securities. 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 from the fair value of the City's position in the pool.

Oakland Police and Fire Retirement System (PFRS)

Deposits in the City's Investment Pool

As of June 30, 2019, 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. As of June 30, 2019, PFRS' share of the City's investment pool totaled \$6.5 million. As of June 30, 2019, PFRS also had cash and cash deposits not held in the City's investment pool that totaled \$13 thousand.

Investments

PFRS' investment policy authorizes investment in U.S. equities, international equities, U.S. fixed income 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, 2019, the number of external investment managers was twelve.

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 percent equities and 50 percent 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 allows the fixed income managers to invest in fixed income investments and some exposure to

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

investments below an investment grade rating of B-, as long as the portfolio maintains an average credit quality of BBB (investment grade using Standard & Poor's, Moody's, or Fitch ratings).

PFRS' investment policy states that investments in derivative securities known as Collateralized Mortgage Obligations (CMOs) shall be limited to a maximum of 20 percent of a broker account's fair value with no more than 5 percent 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 percent 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 percent in each manager's portfolio.

The following was PFRS' adopted asset allocation as of June 30, 2019:

Asset Class	Target Allocation
Fixed income	21 %
Credit	2 %
Covered calls	5 %
Domestic equity	40 %
International equity	12 %
Crisis risk offset	20 %
Total	100%

The PFRS Board's target allocation does not include cash and cash equivalents, which are designated for approved administrative budget purposes.

Hierarchy of Inputs: The PFRS has the following recurring fair value measurements as of June 30, 2019 (in thousands):

	Level One	Level Two	Level Three	Total
Investment by fair value level:				
Short-term investments	\$ —	\$ 2,486	\$ —	\$ 2,486
Bonds	13,419	98,871	—	112,290
Domestic equities and mutual funds	64,822	—	—	64,822
International equities and mutual funds	33,045	—	2	33,047
Alternative investments	30,913	—	—	30,913
Total Investments by fair value level	\$ 142,199	\$ 101,357	\$ 2	\$ 243,558
Investments measured at net asset value (NAV):				
Short-term investments				10,094
Fixed income funds				7,960
Domestic equities and mutual funds				86,629
International equities and mutual funds				13,684
Hedge funds				24,300
Securities lending collateral				34,020
Total investments measured at NAV				176,687
Total				\$ 420,245

As of June 30, 2019, PFRS' hedge fund investment has monthly liquidity with a notice period of 5 days.

Interest Rate Risk: 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,

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

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 6.92 years as of June 30, 2019.

As of June 30, 2019, PFRS had the following fixed income investments by category (in thousands):

<u>Investment Type</u>	<u>Fair Value</u>	<u>Modified Duration (Years)</u>
Short-Term Investment Funds	\$ 12,580	n/a
Fixed Income Investments:		
Government bonds:		
U.S. Treasuries	\$ 18,478	6.42
U.S. Government Agency Securities	34,766	7.45
Total Government Bonds	53,244	
Corporate Bonds	67,006	6.79
Total long-term investment duration	\$ 120,250	6.92
Securities Lending	\$ 34,020	

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 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, 2019 (in thousands):

<u>Securities Name</u>	<u>Weighted Average Coupon Rate</u>	<u>Weighted Average Maturity (Years)</u>	<u>Fair Value</u>	<u>Percent of Total Investment</u>
Mortgage-Backed Securities	3.88%	25.76	\$ 26,461	6.30%

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, 2019 concerning credit risk of fixed income securities (in thousands):

<u>Investment Type</u>	<u>S&P/ Moody's Rating</u>	<u>Fair Value</u>
Short-Term Investments Funds	Not Rated	\$ 12,580

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

The following tables provide information as of June 30, 2019 concerning the credit risk of fixed income investments by long-term investment rating (in thousands):

S&P/ Moody's Rating	Fair Value	Percent of Total Fair Value
AAA/Aaa	\$ 41,410	34.4 %
AA/Aa	28,801	24.0 %
A/A	13,191	11.0 %
BBB/Baa	14,584	12.1 %
BB/Ba	885	0.7 %
Unrated	21,379	17.8 %
Total fixed income investments	\$ 120,250	100.0%

As of June 30, 2019, the securities lending collateral of \$34.0 million was not rated.

Custodial Credit Risk: 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.

Concentrations of Credit Risk: As of June 30, 2019, PFRS' investments in the Northern Trust Russell 1000 Growth Index Fund and the Parametric Research Affiliates Systematic U.S. Fund represented 22.5 percent of its fiduciary net position.

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 percent of the portfolio value.

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

The following summarizes PFRS' investments denominated in foreign currencies as of June 30, 2019 (in thousands):

<u>Foreign Currency</u>	
Australian Dollar	\$ 727
British Pound	3,881
Canadian Dollar	191
Danish Krone	1,047
Euro	9,930
Hong Kong Dollar	2,807
Indonesian Rupiah	337
Japanese Yen	4,060
Mexican Peso	621
Norwegian Krone	173
Singapore Dollar	330
Swedish Krona	448
Swiss Franc	1,513
Total foreign currency	<u>\$ 26,065</u>

Securities Lending Transactions: PFRS's investment policy authorizes participation in securities lending transactions, which are short-term collateralized loans of PFRS's securities to brokers-dealers with a simultaneous agreement allowing PFRS to invest and receive earnings on the collateral received. 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 administrator of the PFRS's securities lending activities is responsible for maintaining an adequate level of collateral in an amount equal to at least 102 percent 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. The term to maturity of the loaned securities is generally not matched with the term to maturity of the investment of said collateral. If securities collateral is received, PFRS cannot pledge or sell the collateral securities unless the borrower defaults.

As of June 30, 2019, 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 administrator 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.

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

The following table summarizes investments in securities lending transactions and collateral received as of June 30, 2019 (in thousands):

	Securities Lending		
	Fair Value of Loaned Securities		
	For Cash Collateral	For Non-Cash Collateral	Total
Securities on loan:			
U.S. Government and Agencies	\$ 10,532	\$ 4,120	\$ 14,652
U.S. Corporate Bonds	5,351	—	5,351
U.S. Equity	17,537	635	18,172
Non-U.S. Equity	—	968	968
Total Securities On Loan	\$ 33,420	\$ 5,723	\$ 39,143
Collateral Received	\$ 34,018	\$ 5,914	\$ 39,932

Derivative Instruments: PFRS reports its derivative instruments under the provisions of GASB Statement No. 53, *Accounting and Financial Reporting for Derivative Instruments*. Pursuant to the requirements of this statement, PFRS has provided a summary of derivative instrument activities during the reporting periods presented and the related risks.

As of June 30, 2019, the derivative instruments held by PFRS are considered investments and not hedges for accounting purposes. All investment derivatives are reported as investments at fair value in the statement of fiduciary net position. The gains and losses arising from this activity are recognized as incurred in the statement of changes in fiduciary net position. All investment derivatives discussed below are included within the investment risk schedules, which precede this subsection. Investment derivative instruments are disclosed separately to provide a comprehensive and distinct view of this activity and its impact on the overall investment portfolio.

The fair value of the exchange traded derivative instruments, such as futures, options, rights, and warrants are based on quoted market prices. The fair values of forward foreign currency contracts are determined using a pricing service, which uses published foreign exchange rates as the primary source. The fair values of swaps are determined by PFRS's investment managers based on quoted market prices of the underlying investment instruments.

The table below presents the notional amounts, the fair values, and the related net appreciation (depreciation) in the fair value of derivative instruments that were outstanding at June 30, 2019 (in thousands):

Derivative Type/Contract	Notional Amount	Fair Value	Net Appreciation in Fair Value
Options			
Equity contracts	\$ —	\$ (589)	\$ (264)
Swaps			
Credit contracts	1,660	75	9
Total	\$ 1,660	\$ (514)	\$ (255)

Counterparty Credit Risk – As of June 30, 2019, PFRS is not exposed to credit risk on non-exchange traded derivative instruments that are in asset positions.

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

Custodial Credit Risk - The custodial credit risk disclosure for exchange traded derivative instruments is made in accordance with the custodial credit risk disclosure requirements of GASB Statement No. 40. At June 30, 2019, all of PFRS's investments in derivative instruments are held in PFRS's name and are not exposed to custodial credit risk.

Interest Rate Risk - The tables below describe the maturity periods of the derivative instruments exposed to interest rate risk at June 30, 2019 (in thousands):

Derivative Type/Contract	Fair Value	Maturities	
		Less than 1 Year	1-5 years
Options			
Equity contracts	\$ (589)	\$ (589)	—
Swaps			
Credit contracts	75	—	75
Total	\$ (514)	\$ (589)	\$ 75

Foreign Currency Risk - At June 30, 2019, PFRS is not exposed to foreign currency risk for its derivative instruments.

Contingent Features - At June 30, 2019, PFRS held no positions in derivatives containing contingent features.

Oakland Redevelopment Successor Agency

The ORSA's cash and investment consists of the following at June 30, 2019 (in thousands):

Cash and Investments	Amount
Unrestricted cash and investments	
Demand deposits	\$ 4,550
Investments	63,401
Total unrestricted cash and investments	67,951
Restricted cash and investments	11,997
Total cash and investments	\$ 79,948

Investments: The ORSA follows the City's Investment Policy, which is governed by provisions of the California Government Code 53600 and the City's Municipal Code. The ORSA 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 ORSA is permitted to invest in the State of California Local Agency Investment Fund (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. 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.

The ORSA categorizes its fair value measurements within the fair value hierarchy established by GAAP. The hierarchy is based on the valuation inputs used to measure fair value of the assets. Level 1 inputs are quoted prices in an active market for identical assets; Level 2 inputs are significant other observable inputs; and Level 3 inputs are significant unobservable inputs. At June 30, 2019, the ORSA does not

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

have any of its investments using Level 1 and 3 inputs. The ORSA has the following recurring fair value measurements as of June 30, 2019 (in thousands):

	Significant other observable inputs (Level 2)	Investments measured at the net asset value (NAV)
Unrestricted investments:		
U.S. Government Agency Securities	\$ 2,997	\$ —
U.S. Government Agency Securities (Discount)	52,904	—
Money Market Mutual Funds	—	7,500
Restricted investments:		
U.S. Government Agency Securities	6,013	—
Money Market Mutual Funds	—	5,984
Total	\$ 61,914	\$ 13,484

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 held in the ORSA's name.

As of June 30, 2019, the carrying amount of the ORSA's deposits was \$4.6 million. The deposits are insured by the Federal Deposit Insurance Corporation (FDIC) insurance coverage limit of \$0.2 million, and the remaining bank balance of \$4.4 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.

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. The 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.

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

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

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, 2019, ORSA had the following investments, credit risk ratings, and maturities (in thousands):

<u>Type of Investment</u>	<u>Current Yield (%)</u>	<u>Credit Ratings (S&P)</u>	<u>Maturities</u> <u>Less than 1 Year</u>
Unrestricted investments:			
U.S. Government Agency Securities	2.22	AA	\$ 2,997
U.S. Government Agency Securities (Discount)	2.20 - 2.22	AA	52,904
Money Market Mutual Funds	2.3	AAA	7,500
Total unrestricted investments			\$ 63,401
Restricted investments:			
U.S. Government Agency Securities	1.85 - 1.98	AA	\$ 6,013
Money Market Mutual Funds	2.25 - 2.26	AAA	5,984
Total restricted investments			\$ 11,997

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 ORSA's investments in one issuer that exceed 5% of ORSA's investment portfolios at June 30, 2019 (in thousands):

<u>Type of Investment/Issuer</u>	<u>Amount</u>	<u>% of ORSA's Unrestricted Portfolio</u>
U.S. Government Agency Securities		
Federal Home Loan Bank	\$ 52,904	83.4%
<u>Type of Investment/Issuer</u>	<u>Amount</u>	<u>% of ORSA's Restricted Portfolio</u>
U.S. Government Agency Securities		
Federal Farm Credit Bank	\$ 6,013	50.1%

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

Component Unit – Port of Oakland

The Port's cash, cash equivalents, investments and deposits in escrow consisted of the following at June 30, 2019 (in thousands):

City investment pool	\$	453,873
U.S. Treasury Note		58,361
Government Securities Money Market Mutual Funds		1,001
Total cash investments	\$	513,235

Investments:

Under the City of Oakland Charter, all cash receipts from the operations of the Port are deposited in the City Investment Pool. These funds are managed and invested by the City, pursuant to the City's Investment Policy, that the City administers and reviews annually. For this reason, the Port does not maintain its own investment policy and relies on the City Investment Policy to mitigate the risks described below.

Senior Lien Bonds reserves are on deposit with the Senior Lien Bonds trustee. The investment of funds held by the Senior Lien Bonds trustee is governed by the Senior Trust Indenture and is invested in either 1) U.S. Treasury Notes, Federal Home Loan Bank Bond, or 2) Government Securities Money Market Mutual Funds. There were no investments pertaining to the Intermediate Lien Bonds.

At June 30, 2019, the Port had the following investments (in thousands):

	<u>Fair Value</u>	<u>Fair Value Hierarchy</u>	<u>Credit Ratings per Moody's</u>	<u>Maturity Less than 1 Year</u>
U.S. Treasury Note	\$ 58,361	Level 1	Aaa	\$ 58,361
Government Securities Money Market Mutual Funds	1,001	Exempt	Not Rated	1,001
City investment pool	453,873	Exempt	Not Rated	453,873
Total investments	\$ 513,235			\$ 513,235

Investment securities classified in Level 1 of the fair value hierarchy consist of U.S. Treasury Note, and were valued using quoted prices in active markets. Investments exempt from fair value treatment consist of Government Securities Money Market Mutual Funds, which are valued at amortized cost, and the City Investment Pool, whose fair value disclosure is presented at the City-wide level in the City's basic financial statements.

Investments Authorized by Debt Agreements: The following are the types of investments generally allowed under the Senior Trust Indenture and the Intermediate Trust Indenture (Intermediate Trust Indenture, together with the Senior Trust Indenture, are referred to as 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 acceptances, money market mutual funds, long or medium-term corporate debt, repurchase agreements, state-sponsored investment pools, investment contracts, and forward delivery agreements.

Interest Rate Risk: This risk represents the possibility that an interest rate change could adversely affect an investment's fair value. Pursuant to the City Charter, all cash receipts from Port operations are deposited

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

in the City Investment Pool. For this reason, the Port does not have a formal policy to manage interest risk. In order to manage interest rate risk:

- Proceeds from bonds are invested in permitted investments, as stated in the Trust Indentures.
- The deposits held by the City Treasury are invested pursuant to the City's Investment Policy, which limits the terms of its investments and establishes minimum allowable credit ratings, as well as other controls. 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.

Credit Risk: This risk represents the possibility that the issuer/counterparty to an investment will be unable to fulfill its obligation. Pursuant to the City Charter, all cash receipts from Port operations are deposited in the City Investment Pool. For this reason, the Port does not have a formal policy to manage credit risk.

In order to manage credit risk:

- Provisions of the Trust Indentures 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, such as certain investments that must be rated in either of the two highest ratings by S&P and Moody's.
- The deposits with the City Treasury are invested in short-term debt that is rated at least A-1 by S&P, P-1 by Moody's or F-1 by Fitch Ratings. Long-term debt shall be rated at least A by S&P, A2 by Moody's, and A by Fitch Ratings.

Custodial Credit Risk: Custodial credit risk is the risk that, in the event of the failure of a depository financial institution or a 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 under the terms of the Trust Indentures are held in the name of the Port for safekeeping by a third party bank trust department, acting as an agent for the Port. The Port had investments held by a third party bank trust department in the amount of \$59.4 million at June 30, 2019.
- All securities the Port has invested with the City are 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 agreements. The Port had \$453.9 million invested in the City Investment Pool on June 30, 2019.

Concentration of Credit Risk: The Trust Indentures place no limit on the amount the Port may invest in any one issuer.

Port revenues are deposited in the City Treasury. These and all City funds are pooled and invested in the City Investment Pool. The City has adopted an investment policy that provides for the following:

- The maximum maturity for any one investment may not exceed 5 years.
- No more than 5 percent of the total assets of the investments held by the City may be invested

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

in the securities of any one issuer except:

- obligations of the United States government;
 - United States federal agencies and government sponsored enterprises;
 - reverse repurchase agreements;
 - deposits - private placement;
 - certificates of deposit;
 - local government investment pools;
 - money market investment funds; and
 - supranational organizations.
- Permitted investments include U.S. treasury securities, federal agency and instrumentalities, banker’s acceptances, commercial paper, asset-backed commercial paper, local government investment pools, medium-term notes, negotiable certificates of deposit, repurchase agreements, reverse repurchase agreements, secured obligations and agreements, dollar-denominated obligations issued by supranational organizations, certificates of deposit, money market mutual funds, state investment pool (Local Agency Investment Fund), local city/agency bonds and state obligations.

B. INTERFUND TRANSACTIONS

“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 III, part D.

Primary Government

1. Due from/Due to other funds

The amounts payable to the General Fund to cover the other City funds’ overdraft position as of June 30, 2019, is as follows (dollars in thousands):

Payable Fund	Amount
Federal/State Grant Fund	\$ 15
Municipal Capital Improvement Fund	18,354
Other Governmental Funds	2,339
Subtotal Governmental Funds	20,708
Sewer Service Enterprise Fund	2
Parks and Recreation Enterprise Fund	443
Subtotal Enterprise Fund	445
Internal Service Fund	6,539
Private Pension Trust Fund (Fiduciary Fund)	5
Total due to the General Fund	\$ 27,697

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

2. Interfund Transfers

The following schedule summarizes the City's transfer activities for the year ended June 30, 2019 (dollars in thousands):

Transfer Out	Transfer In	Amount
General Fund	Other Governmental Funds	\$ 75,775 (1)
	Federal/State Grant Fund	7,659 (2)
	Other Special Revenue Fund	19,967 (3)
	Internal Service Funds	2,975 (4)
Federal/State Grant Fund	General Fund	27 (5)
Municipal Capital Improvement Fund	General Fund	422 (5)
Other Special Revenue Fund	Low and Moderate Income Housing Asset Fund	2,464 (6)
	General Fund	476 (5)
Other Governmental Funds	General Fund	412 (5)
Sewer Service Fund	General Fund	1,292 (5)
Internal Service Funds	General Fund	3,249 (5)
	Total	<u>\$ 114,718</u>

Significant transfers for the year ended June 30, 2019 include the following:

- (1) Transfers of debt service payments.
- (2) Transfers to provide funds to cover the Central Service Overhead cost for certain grant funds.
- (3) Transfers for the Kids' First Children's Program.
- (4) Partial repayment of Facilities Internal Service Fund negative fund balance.
- (5) Transfers for the City's claims and liability payments.
- (6) One-time transfer due to fund re-organization.

3. ORSA Reimbursements to the City

In FY 2019, ORSA incurred a total of \$4.2 million expense in general administrative and project-related overhead. Of this amount, \$2.0 million reimbursed the City for general and administrative overhead and \$2.2 million paid for project-related overhead and operational costs for support services provided by designated City employees.

4. Due to the City

At June 30, 2019, ORSA has a payable to the City in the amount of \$4.3 million, which included the former Agency's Low and Moderate Housing Fund loan of \$1.6 million to the Central City East Project Funds where the Low and Moderate Housing Funds Assets were transferred to the Housing Successor and a loan of \$2.7 million from the Capital Project Fund to the West Oakland Project for public improvements.

5. ORSA Transfers of Excess Bond Proceeds

In 2019, ORSA expended \$8.5 million of excess bond proceeds to the City, which is recorded as an other deduction in the statement of changes in fiduciary net position. This expenditure of excess bond proceeds to the City was approved by the State Department of Finance pursuant to Health and Safety Code Section 34179(h) and fulfills the bond expenditure agreement with the City.

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

Component Unit - Port of Oakland (Port)

The City has entered into agreements with the Port for various services such as aircraft rescue and firefighting (“ARFF”), Special Services, General Services, and Lake Merritt Trust Services. The City provides these services to the Port.

Special Services include designated police services, personnel, City clerk, legislative programming, and treasury services. General Services includes fire, rescue, police, street maintenance, treasury, and similar services. Lake Merritt Trust Services includes items such as recreation services, grounds maintenance, security, and lighting.

Payments to the City for these services are made upon execution of appropriate agreements and/or periodic findings and authorizations from the Board.

1. Special Services and Aircraft Rescue & Fire Fighters (ARFF)

Payments for Special Services and ARFF are treated as a cost of Port operations pursuant to City Charter Section 717(3) Clause Third and have priority over certain other expenditures of Port revenues. Special Services and ARFF from the City totaled \$6.7 million and are included in Operating Expenses. At June 30, 2019, \$6.9 million was accrued as current liability by the Port and as a receivable by the City.

2. General Services and Lake Merritt Trust Services

Payments for General Services provided by 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, 2019, the Port accrued approximately \$1 million of payments for General Services. Additionally, the Port accrued approximately \$1.6 million to reimburse the City for Lake Merritt Trust Services in fiscal year 2019. Subject to availability of surplus monies, the Port expects that it will continue to reimburse the City annually for General Services and Lake Merritt Trust Services.

C. NOTES AND LOANS RECEIVABLE, NET OF ALLOWANCE

Primary Government

The composition of the City’s notes and loans receivable for governmental activities, net of the allowance for uncollectible accounts, as of June 30, 2019, is as follows (in thousands):

Type of Loan	General Fund	Federal/ State Grant Fund	LMIHF¹	Municipal Capital Improve- ment Fund	Other Special Revenue Funds	Total
Pass-through loans	\$ —	\$ 1,300	\$ —	\$ —	\$ —	\$ 1,300
HUD loans	—	116,133	361,593	2,947	—	480,673
Economic development loans and other	7,315	60,531	—	33,529	1,474	102,849
Less: allowance for uncollectable accounts	(309)	(43,682)	(121,600)	(1,092)	(579)	(167,262)
Total notes and loans receivables, net	\$ 7,006	\$ 134,282	\$ 239,993	\$ 35,384	\$ 895	\$ 417,560

¹Low and Moderate Income Housing Asset Fund

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

Management has determined that certain loans may be forgiven or renegotiated and extended long into the future if certain terms and conditions of these loans are met. At of June 30, 2019, it was determined that \$167.3 million of the loan portfolio is not expected to be ultimately collected. All of the City's notes and loans receivables are offset with deferred inflows of resources in the governmental funds.

Prior to the effective date of the Redevelopment Dissolution Law, California Community Redevelopment Law required that at least 20 percent 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 percent Housing Program and an additional 5 percent 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, 2019, loans receivable relating to the LMIHF program totaled approximately \$240.0 million, net of allowance for uncollectible accounts.

Oakland Redevelopment Successor Agency (ORSA)

ORSA received loans from the former Agency upon its dissolution. These loans bear no interest and mature on various dates up until May 2070. A loan is deemed uncollectible when the property securing the loan is foreclosed by senior lien holder and there is insufficient equity to pay the loan.

Composition of loans receivable as of June 30, 2019 is as follows (in thousands):

Type of Loan	Amount
Housing developments project	\$ 1,463
Economic development	53,571
Gross notes and loans receivable	55,034
Less: allowance for uncollectible	(46,675)
Total notes and loans receivables, net	\$ 8,359

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

D. CAPITAL ASSETS AND LEASES

Primary Government

1. Summary Schedule

The following is a summary of governmental activities capital assets activity for the year ended June 30, 2019 (in thousands):

	Balance June 30, 2018	Additions	Deletions/ Adjustments	Transfers of Completed Construction	Balance June 30, 2019
Governmental activities:					
Capital assets, not being depreciated:					
Land	\$ 88,068	\$ 705	\$ —	\$ 107,330	\$ 196,103
Intangibles (easements)	2,607	—	—	—	2,607
Museum collections	793	—	—	140	933
Construction in progress	319,224	80,495	—	(321,668)	78,051
Total capital assets, not being depreciated	<u>410,692</u>	<u>81,200</u>	<u>—</u>	<u>(214,198)</u>	<u>277,694</u>
Capital assets, being depreciated:					
Facilities and improvements	843,588	7,741	2,484	14,905	863,750
Furniture, machinery, and equipment	287,869	10,614	1,984	52,658	349,157
Infrastructure	936,455	7,774	279	146,635	1,090,585
Total capital assets, being depreciated	<u>2,067,912</u>	<u>26,129</u>	<u>4,747</u>	<u>214,198</u>	<u>2,303,492</u>
Less accumulated depreciation:					
Facilities and improvements	472,086	24,833	443	—	496,476
Furniture, machinery, and equipment	212,730	21,725	1,973	—	232,482
Infrastructure	386,858	35,267	1	—	422,124
Total accumulated depreciation	<u>1,071,674</u>	<u>81,825</u>	<u>2,417</u>	<u>—</u>	<u>1,151,082</u>
Total capital assets, being depreciated, net	<u>996,238</u>	<u>(55,696)</u>	<u>2,330</u>	<u>214,198</u>	<u>1,152,410</u>
Governmental Activities - capital assets, net	<u>\$1,406,930</u>	<u>\$ 25,504</u>	<u>\$ 2,330</u>	<u>\$ —</u>	<u>\$1,430,104</u>

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

The following is a summary of business-type activities capital assets activity for the fiscal year ended June 30, 2019 (in thousands):

	Balance June 30, 2018	Additions	Deletions	Transfers of Completed Construction	Balance June 30, 2019
Business-Type Activities:					
Sewer Service Fund:					
Capital assets, not being depreciated:					
Land	\$ 4	\$ —	\$ —		\$ 4
Construction in progress	37,621	14,814	—	(28,363)	24,072
Total capital assets, not being depreciated	37,625	14,814	—	(28,363)	24,076
Capital assets, being depreciated:					
Facilities and improvements	490	—	—		490
Furniture, machinery and equipment	9,400	398	—		9,798
Sewer and storm drains	313,706	422	—	28,363	342,491
Street work	48	—	—	—	48
Total capital assets, being depreciated	323,644	820	—	28,363	352,827
Less accumulated depreciation:					
Facilities and improvements	322	7	—	—	329
Furniture, machinery, and equipment	6,198	912	—	—	7,110
Sewer and storm drains	120,618	5,478	—	—	126,096
Street work	1	2	—	—	3
Total accumulated depreciation	127,139	6,399	—	—	133,538
Total capital assets, being depreciated, net	196,505	(5,579)	—	28,363	219,289
Sewer Service Fund, capital assets, net	\$ 234,130	\$ 9,235	\$ —	\$ —	\$ 243,365
Parks and Recreation Fund:					
Capital assets, not being depreciated:					
Land	\$ 361	\$ —	\$ —	\$ —	\$ 361
Construction in progress	—	71	—	—	71
Total capital assets, not being depreciated	361	71	—	—	432
Capital assets, being depreciated:					
Facilities and improvements	5,102	—	—	—	5,102
Furniture, machinery and equipment	564	—	—	—	564
Infrastructure	85	—	—	—	85
Total capital assets, being depreciated	5,751	—	—	—	5,751
Less accumulated depreciation					
Facilities and improvements	3,453	157	—	—	3,610
Furniture, machinery and equipment	475	24	—	—	499
Infrastructure	60	6	—	—	66
Total accumulated depreciation	3,988	187	—	—	4,175
Total capital assets, being depreciated, net	1,763	(187)	—	—	1,576
Parks and Recreation Fund, capital assets, net	\$ 2,124	\$ (116)	\$ —	\$ —	\$ 2,008
Business-Type Activities - capital assets, net	\$ 236,254	\$ 9,119	\$ —	\$ —	\$ 245,373

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

2. Depreciation

Depreciation expense was charged to various governmental and business-type activities of the City for the fiscal year ended June 30, 2019 is as follows (in thousands):

Governmental Activities:

General Government	\$ 9,999
Public Safety	2,759
Community and Human Services	6,790
Community and Economic Development	14,016
Public Works and Transportation	35,083
Capital assets held by internal service funds that are charged to various functions based on their usage of the assets	13,178
Total	<u>\$ 81,825</u>

Business-Type Activities:

Sewer	\$ 6,399
Parks and Recreation	187
Total	<u>\$ 6,586</u>

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

Component Unit – Port of Oakland

1. Summary Schedule

A summary of changes in capital assets for the year ended June 30, 2019, is as follows (in thousands):

	Balance June 30, 2018	Additions	Deletions	Transfers	Balance June 30, 2019
Capital assets, not being depreciated					
Land	\$ 523,382	\$ —	\$ —	\$ 18	\$ 523,400
Intangibles (noise easements and air rights)	25,853	—	—	—	25,853
Construction in progress	41,451	33,068	(12,009)	(43,849)	18,661
Total capital assets, not being depreciated	<u>590,686</u>	<u>33,068</u>	<u>(12,009)</u>	<u>(43,831)</u>	<u>567,914</u>
Capital assets, being depreciated:					
Building and improvements	986,181	80	—	4,637	990,898
Container cranes	155,697	—	—	3,500	159,197
Systems and structures	2,117,468	—	(29)	18,479	2,135,918
Intangibles (software)	13,844	—	—	—	13,844
Other equipment	103,537	1,515	(1,350)	17,215	120,917
Total capital assets, being depreciated	<u>3,376,727</u>	<u>1,595</u>	<u>(1,379)</u>	<u>43,831</u>	<u>3,420,774</u>
Less accumulated depreciation:					
Building and improvements	617,417	23,698	—	—	641,115
Container cranes	108,719	5,911	—	—	114,630
Systems and structures	993,435	78,760	—	—	1,072,195
Intangibles (software)	9,643	1,405	—	—	11,048
Other equipment	73,629	5,147	1,350	—	77,426
Total accumulated depreciation	<u>1,802,843</u>	<u>114,921</u>	<u>1,350</u>	<u>—</u>	<u>1,916,414</u>
Total capital assets, being depreciated, net	<u>1,573,884</u>	<u>113,326</u>	<u>(29)</u>	<u>43,831</u>	<u>1,504,360</u>
Port-capital assets, net	<u>\$2,164,570</u>	<u>\$ (80,258)</u>	<u>\$ (12,038)</u>	<u>\$ —</u>	<u>\$2,072,274</u>

For the year ended June 30, 2019, the Port recognized a loss on the disposal of capital assets of \$10.9 million consisting of abandoned construction in progress and disposed infrastructure, which was offset by \$0.1 million of proceeds from the sale of fully depreciated equipment. Additionally, the Port reclassified \$1.1 million of prior construction in progress costs to other expense.

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

2. Capital Assets Under Operating Leases as Lessor

The capital assets leased to others at June 30, 2019, consist of the following (in thousands):

Land	\$ 296,833
Container cranes	159,197
Buildings and improvements	195,549
Infrastructure	1,007,035
	<hr/> 1,658,614
Less accumulated depreciation	(815,671)
Net capital assets, on lease	<hr/> \$ 842,943 <hr/>

3. Operating Leases as Lessor

A major portion of the Port's capital assets are leased to others. Leased assets include maritime facilities, aviation facilities, office and commercial space, and land. The majority of the Port's leases are classified as operating leases. The leases generally provide for minimum rentals with percentage rent contingent on business sales or activity. Certain maritime facilities are leased under agreements that provide the tenants with preferential, but nonexclusive, use of the facilities.

A summary of revenues from long-term leases for the year ended June 30, 2019, is as follows (in thousands):

Minimum non-cancelable rentals, including preferential assignments	\$ 163,993
Contingent rentals in excess of minimums	41,233
Total	<hr/> \$ 205,226 <hr/>

Outer Harbor Terminal Closure

On February 1, 2016, Outer Harbor Terminal, LLC (formerly Ports America Outer Harbor Terminal, LLC) (OHT) filed for Chapter 11 bankruptcy protection. At that time OHT held a 50-year lease with the Port to operate at Berths 20-24, a month to month lease to operate Berth 25/26 (including crane maintenance), and a separate lease to operate and maintain cranes at Berth 20-24. On February 20, 2016, the Port reached a settlement agreement with OHT by which the Port would let OHT out of its lease obligations. This agreement was subsequently approved by the bankruptcy court. This event returned property to the Port that was in need of significant repairs and deferred maintenance. As of June 30, 2019, the Port estimated the cost to complete significant repairs and deferred maintenance over the next few years is approximately \$16.8 million.

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

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):

<u>Year</u>		
2020	\$	164,703
2021		165,936
2022		168,662
2023		163,983
2024		163,511
2025-2029		633,944
2030-2034		411,365
2035-2039		109,978
2040-2044		60,930
2045-2049		66,236
2050-2054		76,265
Thereafter		522,421
Total	\$	<u>2,707,934</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, which is a component of unearned revenue, for years ending June 30 are as follows (in thousands):

<u>Year</u>		
2020	\$	465
2021		479
2022		493
2023		508
2024		524
2025-2029		2,863
2030-2034		3,319
2035-2039		3,848
2040-2044		4,460
2045-2049		5,171
2050-2054		5,777
Total	\$	<u>27,907</u>

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

E. PROPERTY HELD FOR RESALE

Primary Government

At June 30, 2019, the City has a total of \$162.7 million of property held for resale.

Oakland Redevelopment Successor Agency (ORSA)

As of June 30, 2019, ORSA has a total \$2.8 million for properties recorded at the lower of cost or estimated conveyance value. On May 29, 2014, pursuant to HSC Section 34191.4, the California Department of Finance approved the ORSA's Long-Range Property Management Plan addressing the disposition and use of Former Agency properties and authorizing the disposition of properties pursuant to the plan.

F. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Primary Government – Governmental Activities

Accounts payable and accrued liabilities for the pension trust fund at June 30, 2019, are as follows (in thousands):

	Accounts Payable	Accrued Payroll/ Employee Benefits	Total
Governmental Activities:			
Governmental Funds:			
General Fund	\$ 58,881	\$ 108,295	\$ 167,176
Federal/State Grant Fund	15,630	—	15,630
Low and Moderate Income Housing Asset Fund	1,948	—	1,948
Municipal Capital Improvement Fund	4,151	—	4,151
Other special revenue funds	13,250	—	13,250
Other governmental funds	8,556	—	8,556
Total governmental funds	102,416	108,295	210,711
Internal service funds	5,219	—	5,219
Total governmental activities	\$ 107,635	\$ 108,295	\$ 215,930
Business-type Activities:			
Sewer Service Fund	\$ 2,627	\$ —	\$ 2,627

Accounts payable and accrued liabilities for the pension trust fund at June 30, 2019, are as follows (in thousands):

Pension Trust Fund	
Accounts payable	\$ 16
Member benefits payable	4,597
Investments payable	7,464
Accrued investment management fees	351
Total pension trust fund	\$ 12,428

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

G. LONG-TERM AND OTHER OBLIGATIONS

Primary Government

1. Summary Schedule of Long-Term Debt

The following is a summary of long-term obligations of the City as of June 30, 2019 (in thousands):

Governmental Activities			
Type of Obligation	Final Maturity Year	Remaining Interest Rates	Amount
Bonds payable:			
General obligation bonds	2047	1.20 - 5.00%	\$ 301,655
Lease revenue bonds	2027	5.00%	54,905
Pension obligation bonds	2026	3.27 - 6.89%	246,872
Accreted interest on appreciation bonds	2023	n/a	118,643
City guaranteed special assessment district bonds	2039	2.00 - 3.63%	3,295
Unamortized premiums and discounts, net			26,008
Total bonds payable			\$ 751,378
Loans payable and capital leases:			
Loans payable	2020	2.44%	\$ 18,125
Capital leases	2028	1.17 - 5.30%	53,267
Total loans payable and capital leases			\$ 71,392

Business-Type Activities			
Type of Obligation	Final Maturity Year	Remaining Interest Rates	Amount
Bonds payable:			
Sewer revenue bonds	2029	2.00 - 5.00%	\$ 28,260
Unamortized bond premium			3,430
Total bonds payable			\$ 31,690

2. 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 (Swap) with Goldman Sachs Mitsui Marine Derivatives Products, U.S., L.P. (Counterparty) in connection with the \$187.5 million Oakland Joint Powers Financing Authority (Authority) Lease Revenue Bonds, 1998 Series A1/A2 (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 \$15.0 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 Offered Rates (LIBOR). This amendment resulted in an additional upfront payment from the Counterparty to the City of \$6.0 million.

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

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). \$143.0 million 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. The amortization schedule is as follows as of June 30, 2019:

Calculation period (July 31)	Notional Amount	Fixed Rate To Counterparty	65% of LIBOR¹	Net Rate
2020	\$ 19,300,000	5.6775%	1.5587%	4.1188%
2021	12,800,000	5.6775%	1.5587%	4.1188%
2022	6,400,000	5.6775%	1.5587%	4.1188%

¹ The 1-month LIBOR rate is 2.39800 percent as of June 30, 2019. Future rates are projections as the LIBOR rate fluctuates daily.

Terms: The swap agreement terminates on July 31, 2021, and has a notional amount as of June 30, 2019 of \$19.3 million. 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: The fair value takes into consideration the prevailing interest rate environment and the specific terms and conditions of the Swap. 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. The fair value hierarchy of the interest rate swap is Level 2. Because interest rates have declined since the execution of the Swap, the Swap had a negative fair value of \$1.3 million as of June 30, 2019.

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, and AA- by S&P as of June 30, 2019. To mitigate the potential for credit risk, if the Counterparty's credit quality falls below A3 by Moody's or A- by S&P, the Swap 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.

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 or "A-" by S&P.

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 or "BBB-" by S&P. 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, 2019

3. Summary of Changes in Long-term Obligations

Primary Government

The changes in long-term obligations for the year ended June 30, 2019, are as follows (in thousands):

	<u>Balance at July 1, 2018</u>	<u>Additions</u>	<u>Reductions</u>	<u>Balance at June 30, 2019</u>	<u>Amounts due within one year</u>
Governmental activities:					
Bonds payable:					
General obligation bonds (A)	\$ 317,605	\$ —	\$ 15,950	\$ 301,655	\$ 16,675
Lease revenue bonds (B)	60,025	—	5,120	54,905	5,725
Pension obligation bonds (C)	271,580	—	24,708	246,872	24,316
Accreted interest on appreciation bonds (B) and (C)	136,371	13,113	30,841	118,643	32,801
City guaranteed special assessment district bonds (C)	3,585	—	290	3,295	355
Unamortized premium and discounts	27,934	—	1,926	26,008	1,926
Total bonds payable:	<u>817,100</u>	<u>13,113</u>	<u>78,835</u>	<u>751,378</u>	<u>81,798</u>
Loans and lease payable:					
Loans payable (B) and (D)	22,250	—	4,125	18,125	13,875
Capital leases (B) and (D)	54,046	16,000	16,779	53,267	16,555
Total notes payable and capital leases	<u>76,296</u>	<u>16,000</u>	<u>20,904</u>	<u>71,392</u>	<u>30,430</u>
Other long-term liabilities:					
Accrued vacation and sick leave (E)	49,388	66,584	64,208	51,764	40,174
Pledge obligation for Coliseum Authority debt (B)	37,049	—	4,550	32,499	4,778
Estimated environmental cost (B)	380	367	367	380	159
Self-insurance liability - workers' compensation (B)	92,453	12,492	23,545	81,400	20,350
Self-insurance liability - general liability (B)	51,316	23,456	14,734	60,038	24,015
Interest rate swap agreement	2,039	—	779	1,260	—
Total other long-term liabilities	<u>232,625</u>	<u>102,899</u>	<u>108,183</u>	<u>227,341</u>	<u>89,476</u>
Total governmental activities	<u>\$ 1,126,021</u>	<u>\$ 132,012</u>	<u>\$ 207,922</u>	<u>\$ 1,050,111</u>	<u>\$ 201,704</u>
Business-type activities:					
Sewer fund - bonds payable	\$ 30,495	\$ —	\$ 2,235	\$ 28,260	\$ 2,275
Unamortized bond premium	3,772	—	342	3,430	343
Total business-type activities	<u>\$ 34,267</u>	<u>\$ —</u>	<u>\$ 2,577</u>	<u>\$ 31,690</u>	<u>\$ 2,618</u>

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) Compensated absences are financed by governmental funds (General Fund, Federal/State Grant Fund, LMIHF, Municipal Capital Improvement Fund, and Other Governmental Funds) and proprietary funds (Sewer Service Fund) have funded the compensated absences through contributions to the General Fund.

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, 2019, \$43.5 million of bonds, notes payable, and capital leases related to the internal service funds are included in the above amounts.

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

4. Annual Requirements to Maturity

Primary Government

The annual repayment schedules for governmental activities' long-term debt as of June 30, 2019, are as follows (in thousands):

Governmental Activities¹						
Year Ending June 30	General Obligation Bonds		Lease Revenue Bonds		Special Assessment District Bonds	
	Principal	Interest	Principal	Interest	Principal	Interest
2020	\$ 16,675	\$ 12,601	\$ 5,725	\$ 2,602	\$ 355	\$ 98
2021	16,300	11,848	6,015	2,309	350	88
2022	17,045	11,115	6,330	2,000	365	78
2023	17,855	10,332	6,650	1,676	380	67
2024	10,490	9,497	6,990	1,335	390	55
2025-2029	59,830	40,076	23,195	1,779	635	167
2030-2034	61,205	26,119	—	—	340	113
2035-2039	47,400	15,278	—	—	395	51
2040-2044	32,200	7,896	—	—	85	2
2045-2049	22,655	1,799	—	—	—	—
Total	\$ 301,655	\$ 146,561	\$ 54,905	\$ 11,701	\$ 3,295	\$ 719

Year Ending June 30	Loan Payable		Capital Leases	
	Principal	Interest	Principal	Interest
2020	\$ 13,875	\$ 350	\$ 16,555	\$ 1,159
2021	4,250	26	12,605	813
2022	—	—	10,668	509
2023	—	—	4,794	300
2024	—	—	4,397	191
2025-2029	—	—	4,248	145
Total	\$ 18,125	\$ 376	\$ 53,267	\$ 3,117

Year Ending June 30	Pension Obligation Bonds			Total		
	Principal	Accreted Interest	Interest	Principal	Accreted Interest	Interest
2020	\$ 24,316	\$ 34,419	\$ 8,291	\$ 77,501	\$ 34,419	\$ 25,101
2021	23,992	36,448	7,942	63,512	36,448	23,026
2022	23,758	38,447	7,555	58,166	38,447	21,257
2023	23,425	40,460	7,139	53,104	40,460	19,514
2024	47,380	—	5,894	69,647	—	16,972
2025-2029	104,001	—	4,938	191,909	—	47,105
2030-2034	—	—	—	61,545	—	26,232
2035-2039	—	—	—	47,795	—	15,329
2040-2044	—	—	—	32,285	—	7,898
2045-2049	—	—	—	22,655	—	1,799
Subtotal	246,872	149,774	41,759	678,119	149,774	204,233
Less: unaccreted interest	—	(31,131)	—	—	(31,131)	—
Total	\$ 246,872	\$ 118,643	\$ 41,759	\$ 678,119	\$ 118,643	\$ 204,233

¹ 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, 2019

The City's general obligation bonds, pension obligation bonds, and lease revenue bonds do not permit acceleration upon an event of default or provide for other finance-related consequences. The City's capital leases provide for the return of leased equipment in the event of a termination of the lease by the City. In addition, capital lease rental payments due within the same fiscal year may become immediately due upon an event of default. The category of loans payable includes one City loan that provides for a 3% increase in interest upon an event of default.

The annual repayment schedules for business-type activities' long-term debt as of June 30, 2019, are as follows (in thousands):

Year Ending June 30	Business-Type Activities			
	Sewer Revenue Bonds			
	Principal		Interest	
2020	\$	2,275	\$	1,368
2021		2,370		1,277
2022		2,490		1,159
2023		2,610		1,034
2024		2,720		926
2025-2029		15,795		2,446
Total	\$	28,260	\$	8,210

The City pledged future net revenues to repay its sewer revenue bonds. The total principal and interest remaining to be paid on the bonds is \$36.5 million. The principal and interest payments made in 2019 were \$3.6 million and pledged revenues (total net revenues calculated in accordance with the bond indenture) for the year ended June 30, 2019 were \$24.5 million. Debt service payments on the City's sewer bonds are subject to acceleration in the event of default.

5. New Debt Issuance

Master Lease-Purchase Agreement, Public Safety IT Systems Lease 2017, Schedule No. 2

On August 1, 2018, the City entered into a Master Lease-Purchase Agreement in the principal amount of \$7.9 million to provide funding to upgrade, replace, and implement mission-critical public safety IT systems including 1) 911 Computer Aided Dispatch, the Records Management System, and the Fire Station Alerting System, as well as, 2) the Oakland Police Department's Performance, Reporting, and Information & Metrics Environment 2.0 (PRIME 2.0) enterprise platform. The aim of the project is to produce accurate, reliable, efficient, and modern next-generation public safety IT systems. The final maturity is August 1, 2024 and has an interest rate of 1.9755 percent.

Master Lease-Vehicle Lease 2019

On March 15, 2019, the City entered into a Master Lease-Purchase Agreement in the principal amount of \$8.1 million to provide funding for replacement of vehicles and related equipment. The financing included three schedules with interest rates of 2.598 to 2.850 percent and a final maturity of March 15, 2029. The agreement also provided for an additional borrowing in the amount of \$7.9 million for replacement of vehicles and related equipment commencing on March 15, 2020.

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

Oakland Redevelopment Successor Agency (ORSA)

1. Summary Schedule of Long-Term Debt

The following is a summary of ORSA's long-term debt as of June 30, 2019 (in thousands):

	<u>Original Issued Amount</u>	<u>Issued Year</u>	<u>Maturity Fiscal Year</u>	<u>Interest Rate Range</u>	<u>Principal Balance</u>
Tax Allocation Bonds:					
<u>Central District Redevelopment Project</u>					
Subordinated Tax Allocation Bonds, Series 2006T	\$ 33,135	2006	2022	5.41%	\$ 8,795
Subordinated Tax Allocation Bond, Series	38,755	2009	2021	8.50%	12,240
Subordinated Tax Allocation Refunding	102,960	2013	2023	5.00%	45,905
<u>Coliseum Area Redevelopment Project</u>					
Tax Allocation Bonds, Series 2006B-T	73,820	2006	2036	5.54%	56,170
<u>Central City East Redevelopment Project</u>					
Tax Allocation Bonds, Series 2006A-T	62,520	2006	2035	5.54%	44,835
<u>Broadway/MacArthur/San Pablo Redevelopment Project</u>					
Tax Allocation Bonds, Series 2006C-T	12,325	2006	2033	5.28% - 5.59%	8,340
Tax Allocation Bonds, Series 2010-T	7,390	2010	2041	7.20% - 7.40%	7,015
Subtotal	<u>330,905</u>				<u>183,300</u>
ORSA Subordinate Tax Allocation Refunding Bonds					
Series 2018-TE	15,190	2018	2032	5.00%	15,190
Series 2018-T (federally taxable)	41,765	2018	2040	3.00% - 4.00%	37,440
Series 2015-TE	22,510	2015	2037	5.00%	22,510
Series 2015-T (federally taxable)	66,675	2015	2036	2.76% - 4.92%	57,470
Subtotal	<u>146,140</u>				<u>132,610</u>
Total long - term debt	<u>\$ 477,045</u>				<u>\$ 315,910</u>

2. Revenues Pledged for the Repayment of Debt Service

Tax Allocation Bonds

The Tax Allocation Bonds (TAB), which are comprised of Series 2006T, Series 2009T, Series 2013, Series 2006B-T, Series 2006A-T, Series 2006C-T, and Series 2010T Bonds 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 of the tax increment generating redevelopment project areas, and are equally and ratably secured on a parity with each TABs series.

As of June 30, 2019, the total principal and interest remaining on these TABs was \$254.2 million and the property tax revenues are pledged until the year 2041, the final maturity date of the bonds. The former Agency's debt service payments are requested through the ROPS as enforceable obligations until the debt obligations have been satisfied.

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

Subordinated Tax Allocation Refunding Bonds

The Subordinate Tax Allocation Refunding Bonds are comprised of Series 2015-TE, and Series 2015-T (the "Series 2015 Bonds"), and Series 2018-TE and Series 2018-T Bonds (the "Series 2018 Bonds"). These Bonds are limited obligations of the ORSA and payable from and secured by pledged tax revenues. Pledged tax revenues are tax increment revenues that were eligible for allocation to the former Agency and are allocated to the ORSA, excluding (i) tax revenues required to pay debt service on the existing bonds, (ii) certain amounts required to be paid under the Uptown Ground Lease and the 17th Street Garage Disposition and Development Agreement, and (iii) amounts required to be paid to taxing entities pursuant to the Dissolution Act, unless such payments are subordinated.

As of June 30, 2019, the total principal and interest remaining on Series 2015 Bonds and Series 2018 Bonds was \$203.3 million and the property tax revenues are pledged until the fiscal year 2040, the final maturity date of the bonds. The ORSA's debt service payments are requested through the ROPS as enforceable obligations until the debt obligations have been satisfied.

Events of Default and Acceleration Clauses

ORSA is considered to be in default if ORSA fails to pay the principal or redemption price of or sinking fund installment for, or interest on, any outstanding bond, when and as the same will become due and payable, whether on the interest payment date, at maturity, by call redemption, or otherwise. If ORSA defaults on its obligations under the bond indenture, the trustee has the right to accelerate the bonds. Each bond insurer will be entitled to control and direct the enforcement of all rights and remedies granted to the bond owners. In the event the maturity of a bond is accelerated, the bond insurer, in its sole discretion, may elect to pay accelerated principal and interest accrued, on such principal to the date of acceleration (to the extent unpaid by ORSA) and the trustee shall be required to accept such amounts. Upon payment of such accelerated principal and interest accrued to the acceleration date, the bond insurer's obligations under the insurance policy with respect to the bond shall be fully discharged. However, in the event of a default and such acceleration, there can be no assurance that the trustee will have sufficient moneys available for payment of the bonds.

3. Summary of Changes in Long-Term Obligations

The changes in long-term obligations for the year ended June 30, 2019, are as follows (in thousands):

Oakland Redevelopment Successor Agency					
	Balance at July 1, 2018	Additions	Reductions	Balance at June 30, 2019	Amounts due within one year
Tax allocation bonds	\$ 208,130	\$ —	\$ 24,830	\$ 183,300	\$ 25,975
Subordinated tax allocation refunding bonds	141,360	—	8,750	132,610	4,515
Unamortized premium and discounts:					
Issuance premiums	10,246	—	1,523	8,723	1,523
Issuance discounts	(1,089)	—	(112)	(977)	(112)
Total ORSA	\$ 358,647	\$ —	\$ 34,991	\$ 323,656	\$ 31,901

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

4. Annual Requirements to Maturity

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, 2019, including mandatory sinking fund payments, are as follows (in thousands):

<u>Year Ending June 30</u>	<u>Oakland Redevelopment Successor Agency</u>			
	<u>Tax Allocation Bonds</u>		<u>Subordinate Refunding Tax Allocation Bonds</u>	
	<u>Principal</u>	<u>Interest</u>	<u>Principal</u>	<u>Interest</u>
2020	\$ 25,975	\$ 9,618	\$ 4,515	\$ 5,694
2021	27,425	8,034	4,645	5,558
2022	23,545	6,607	4,795	5,401
2023	9,365	5,747	8,030	5,178
2024	5,530	5,344	4,495	4,960
2025-2029	32,540	21,621	23,695	21,811
2030-2034	42,175	11,297	26,470	15,941
2035-2039	13,905	2,435	50,320	6,050
2040-2041	2,840	212	5,645	113
Total	<u>\$ 183,300</u>	<u>\$ 70,915</u>	<u>\$ 132,610</u>	<u>\$ 70,706</u>

5. Outstanding Defeased Bonds

For financial reporting purposes, the Former Agency's advance-refunded debt is considered defeased and therefore removed as a liability from ORSA's statement of fiduciary net position. The remaining outstanding balance for the defeased bonds was \$40.3 million at June 30, 2019.

Component Unit- Port of Oakland

1. Summary Schedule of Long-Term Debt

The following is a summary of long-term debt of the Port as of June 30, 2019 (in thousands):

<u>Component Unit - Port of Oakland</u>			
<u>Type of Obligation</u>	<u>Final Maturity Year</u>	<u>Remaining Interest Rates</u>	<u>Amount</u>
Bonds, notes, and loans payable			
Senior and intermediate lien bonds	2033	1.85-5.125	\$ 840,790
Notes and loans	2030	1.20-4.5	88,378
Unamortized bond discounts and premiums, net			48,486
Total bonds, notes, and loans payable			<u>\$ 977,654</u>

2. Revenues Pledged for the Repayment of Debt Service

The Port's long-term debt and final maturity consists of tax-exempt bonds, short-term commercial paper notes and a loan from the California Department of Boating and Waterways. All of the Port's outstanding bonds, loans and commercial paper notes have been issued to finance or refinance capital improvements to the Port's aviation, maritime and commercial real estate infrastructure. 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,

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

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 amounted to \$410.1 million in fiscal year 2019.

Pledged Revenues do not include cash received from passenger facility charge (PFCs) or customer facility charge (CFCs) 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.

Senior Lien Bonds

2011 Series O and 2012 Series P (collectively, the Senior Lien Bonds) were issued under the Senior Trust Indenture and are paid from Pledged Revenues first. As long as any Senior Lien Bonds remain outstanding, the Port has covenanted to collect rates, tolls, fees, rentals and charges so that Pledged Revenues in each fiscal year will be sufficient to pay all of the following amounts: (i) the sum of principal and interest on the outstanding Senior Lien Bonds; (ii) all other payments required for compliance with terms of the Senior Trust Indenture including, but not limited to, required deposits to any Reserve Fund; (iii) all other payments necessary to meet ongoing legal obligations to be paid from Pledged Revenues; and (iv) operation and maintenance expenses of the Port. In addition, payment of principal and interest on the Senior Lien Bonds when due is secured by a reserve fund held by the trustee and invested in U.S. Treasury Notes as of June 30, 2019.

The Port has also covenanted in the Senior Trust Indenture that Net Pledged Revenues (Revenues less the Operation and Maintenance Expenses) will be equal to at least 125 percent of actual debt service for the Senior Lien Bonds (Senior Lien Debt Service Coverage Ratio).

Events of default under the Senior Lien Trust Indenture include, but are not limited to, a failure to pay principal or interest, or a failure to pay the purchase price of a bond when due upon an optional or mandatory tender date. Port bankruptcy, reorganization, receivership, etc., are also considered default events, as is the failure to observe any covenant, provision or condition of the Senior Lien Indenture or the Bonds, which continues for a period of 60 days after notice. Finally, pursuant to supplemental indentures the Port will comply with the covenants of the tax certificates of the different bond series issued under the Senior Lien Trust Indenture. Remedies to any default under the Senior Lien Indenture or its supplements can include acceleration of outstanding senior lien debt.

As of June 30, 2019, the outstanding balance of Senior Lien Bonds is \$622.5 million.

California Department of Boating and Waterways (DBW) Loan

The DBW Loan is subordinate to the Senior Lien Bonds but superior to the Intermediate Lien Bonds and the Port's Commercial Paper Notes with respect to the Pledged Revenues. The Port turned over the operation of its marina, financed, in part, with DBW Loans, to a private company through a fifty-year capital lease in May 2004.

In the event the Port fails in whole or in part to make payment when due pursuant to the loan agreement between the Port and the DBW, all principal and interest outstanding shall become immediately due and payable.

As of June 30, 2019, only one DBW Loan remained outstanding with a balance of \$3.9 million.

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

Intermediate Lien Bonds

Bonds issued under the Intermediate Trust Indenture are next in payment priority. As of June 30, 2019, the bonds issued under this indenture consist of the 2017 Series D, Series E, Series F, and Series G Bonds (Series 2017 Bonds). The Series 2017 Bonds were issued on August 3, 2017 to refund the 2007 Series A, Series B, and Series C Bonds (Series 2007 Bonds, and combined with the Series 2017 Bonds, the Intermediate Lien Bonds). The Intermediate Lien Bonds are paid from the Intermediate Lien Pledged Revenues. The Intermediate Lien Pledged Revenues are the Pledged Revenues after payment first, of all amounts payable for any Senior Lien Bonds and second, any debt service requirements payable on the DBW Loan. Payment of principal and interest on the Series 2017 Bonds when due is secured by a reserve surety policy.

The Port covenanted in the Intermediate Trust Indenture that Net Pledged Revenues will be equal to at least 110 percent of the actual debt service becoming due and payable on the combined Intermediate Lien Bonds, Senior Lien Bonds, and DBW Loan (Intermediate Lien Debt Service Coverage Ratio).

Events of default under the Intermediate Lien Trust Indenture include, but are not limited to, a failure to pay principal or interest, or a failure to pay the purchase price of a bond when due upon an optional or mandatory tender date. Port bankruptcy, reorganization, etc., are also considered default events, as is the failure to observe any covenant, provision or condition of the Intermediate Lien Indenture of the Bonds, which continues for a period of 180 days after notice. Finally, pursuant to supplemental indentures the Port will comply with the covenants of the tax certificates of the different bond series issued under the Intermediate Lien Trust Indenture. The Port will also ensure that the tax-exempt status of the bonds is maintained. Remedies to any default under the Intermediate Lien Trust Indenture or its supplements can include bringing suit upon the Intermediate Lien Bonds, or some other legal action to enforce the rights of bondholders.

As of June 30, 2019, the outstanding balance of Intermediate Lien Bonds is \$218.3 million.

Commercial Paper Notes

Commercial Paper Notes (CP Notes) have the lowest payment priority. The Board authorized a \$150.0 million Commercial Paper program in 1998 and a further \$150.0 million was authorized in 1999. The maximum maturity of the CP Notes is 270 days and the maximum interest rate is 12 percent. The Port has classified the CP Notes as long-term debt as the Port intends and has the ability to reissue CP Notes until the expiration of the two irrevocable Letters of Credit (LOC), discussed below. Interest income paid to the holders of the CP Notes may fall under one of three tax treatments: tax-exempt Alternative Minimum Tax (AMT), tax-exempt non-AMT, and taxable.

The Port covenants in both of its LOC and Reimbursement Agreements with BANA that the Intermediate Lien Debt Service Coverage Ratio will equal to at least 110 percent.

On May 10, 2019 the Port extended the LOCs supporting its ABC Series and DEF Series of commercial paper notes, both issued by Bank of America National Association (BANA). Specifically, the expiration dates of both LOCs were extended from June 30, 2019 to June 30, 2023. The BANA LOC supporting the DEF Series of commercial paper notes amounts to \$54.4 million (\$50 million principal and interest of \$4.4 million) and was originally issued on June 13, 2017, when the Port substituted its then-outstanding JPMorgan Chase Bank National Association (JPMorgan) LOC. The BANA LOC supporting the ABC Series of commercial paper notes amounts to \$163.3 million (\$150 million principal and interest of \$13.3 million) and was originally issued on June 13, 2016, when the Port substituted its then-outstanding Wells Fargo LOC.

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

As of June 30, 2019, the outstanding balance of CP Notes under the Port's ABC Series of CP is \$40.4 million while the outstanding balance under the Port's DEF Series of CP is \$44.1 million.

The reimbursement agreements between the Port and BANA, which describe the terms and conditions under which BANA issues the commercial LOCs supporting the Port's CP Notes, contain a number of default provisions and remedies. Events of default include the failure to reimburse draws, advances or term loans issued under the LOCs, or to pay LOC related fees to BANA when due. Breaches of any of the covenants, conditions or agreements in the reimbursement agreements and other CP related documents are also considered defaults, as are breaches of the covenants contained in the Senior Lien Indenture or Intermediate Lien Indenture. The reimbursement agreements also contain default provisions for bankruptcy, failure to make payments on other Port debt, the acceleration of other Port debt, legal/administrative changes affecting the Port's ability to pay its debts or comply with its agreements, and material unsatisfied legal judgments.

Any of the above defaults can trigger the immediate acceleration of LOC related fees to BANA, the reduction of the LOC stated amounts, and/or suspensions of the Port's ability to issue new CP Notes or make draws under the existing LOCs. Any accelerations or payment failures on other Port debt, failures to pay CP related obligations, bankruptcy or limits to the Port's authority may also trigger a further remedy whereby advances and/or term loans under the LOCs would become immediately due and payable.

3. Summary of Changes in Long-Term Obligations

The changes in the Port's long-term obligations for the year ended June 30, 2019, are as follows (in thousands):

Component Unit - Port of Oakland					
	Balance at June 30, 2018	Additions	Reductions	Balance at June 30, 2019	Amounts due within one year
Bonds and notes payable:					
Senior and intermediate lien bonds	\$ 891,695	\$ —	\$ 50,905	\$ 840,790	\$ 52,715
Notes and loans payable (1)	109,543	—	21,165	88,378	282
Unamortized premium and discounts, net	57,960	(93)	9,381	48,486	8,219
Total bonds and notes payable	<u>1,059,198</u>	<u>(93)</u>	<u>81,451</u>	<u>977,654</u>	<u>61,216</u>
Other long-term liabilities:					
Accrued vacation, sick leave, and compensatory time	6,999	1,976	1,449	7,526	6,311
Environmental remediation	17,754	4,422	5,098	17,078	1,640
Self-insurance liability - worker's compensation	10,661	4,527	2,004	13,184	2,004
Other long-term liabilities	21,698	832	1,681	20,849	3,300
Total other long-term liabilities	<u>57,112</u>	<u>11,757</u>	<u>10,232</u>	<u>58,637</u>	<u>13,255</u>
Total component unit	<u>\$ 1,116,310</u>	<u>\$ 11,664</u>	<u>\$ 91,683</u>	<u>\$ 1,036,291</u>	<u>\$ 74,471</u>

(1) As of June 30, 2019, under the current LOCs, the Port was authorized to issue an aggregate principal amount of commercial paper notes up to \$200 million.

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

4. Annual Requirements to Maturity

The Port's required debt service payments on its Senior Lien Bonds and Intermediate Lien Bonds are due each May 1 and November 1 through May 1, 2033. The California Department of Boating and Waterways loan is due each August 1 through August 1, 2029. Commercial Paper has been classified as long-term debt because the Port has the intent and ability to continue to refinance this debt.

The Port's required debt service payment for the outstanding long-term debt for the years ending June 30, are as follows (in thousands):

<u>Year Ending June 30</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2020	\$ 52,997 ⁽¹⁾	\$ 40,163	\$ 93,160
2021	55,065	38,036	93,101
2022	57,543	35,619	93,162
2023	60,412	32,756	93,168
2024	91,749	34,991	126,740
2025-2028	408,619	103,621	512,240
2029-2033	202,783	20,273	223,056
Total	\$ 929,168	\$ 305,459	\$ 1,234,627

⁽¹⁾ For purposes of this schedule, Commercial Paper debt is amortized over three fiscal years, pursuant to the "Term Loan" provisions of the Commercial Paper Reimbursement Agreements, beginning when the current letters of credit expire on June 30, 2023.

City-Wide Long-Term Debt

1. Tax and Revenue Anticipation Notes Payable

On July 18, 2018, the City issued \$83.4 million tax and revenue anticipation notes in advance of property tax collections. The notes were issued as one taxable series bearing an interest rate of 2.72% per annum and maturing on June 28, 2019. The notes were issued to finance the prepayment of the City's Employer Unfunded Accrued Liability contribution to CalPERS for fiscal year 2018-19. The short-term debt activity for the year ended June 30, 2019 is as follows (in thousands):

	<u>Beginning Balance</u>	<u>Issued</u>	<u>Redeemed</u>	<u>Ending Balance</u>
2018-2019 Tax and Revenue Anticipation Note	\$ —	\$ 83,430	\$ (83,430)	\$ —

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

2. Debt Compliance

There are a number of limitations and restrictions contained in the various bond indentures held by the City, ORSA, and the Port. The City believes it is in compliance with all significant limitations and restrictions for which noncompliance would adversely affect its ability to pay debt service.

3. Legal Debt Limit and Legal Debt Margin

As of June 30, 2019, the City's debt limit (3.75% of valuation subject to taxation) was \$2.2 billion. The total amount of debt applicable to the debt limit was \$301.7 million. The resulting legal debt margin was \$1.9 billion.

4. Prior Years' Debt Defeasance

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. At June 30, 2019, the principal amount of defeased debt outstanding is as follows:

Refunded Bonds	Refunding Bonds Issued	Date of Refunding Bond Issuance	Outstanding as of June 30, 2019	Scheduled Call Date
Subordinated Housing Set-Aside Revenue Bonds, Series 2011A-T	ORSA Subordinated Tax Allocation Refunding Bonds, Series 2018-T	05/09/18	\$ 35,710	09/01/21
Subordinated Tax Allocation Bonds, Series 1993A	ORSA Central District Redevelopment Project Subordinated Tax Allocation Refunding Bonds, Series 2013	09/18/13	4,645	09/01/22
			\$ 40,355	

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

H. ESTIMATED LIABILITY FOR SELF-INSURANCE

Primary Government

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 \$5.0 million retention level and up to \$0.75 million 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.

1. 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 \$10,000 deductible to be paid by the City. Vehicles are insured at full replacement value after a \$20,000 deductible. Equipment valued at more than \$250,000 is insured at full replacement after a \$100,000 deductible.

2. Workers' Compensation

The City is self-insured for workers' compensation up to a \$.075 million retention level. Payment of claims is provided through annual appropriations, which are based on claim payment experience and supplemental appropriations. Of the \$81.4 million in claims liabilities as of June 30, 2019, approximately \$20.3 million is estimated to be due within one year.

Changes in self-insurance workers' compensation for the years ended June 30, 2019 and 2018 are as follows (in thousands):

	<u>2019</u>	<u>2018</u>
Self-insurance liability - workers' compensation, beginning of year	\$ 92,453	\$ 94,028
Current year claims and changes in estimates	12,492	23,827
Claims payments	(23,545)	(25,402)
Self-insurance liability - workers' compensation, end of year	<u>\$ 81,400</u>	<u>\$ 92,453</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, 2019

3. General Liability

Numerous lawsuits are pending or threatened against the City. The City estimates that as of June 30, 2019, the amount of liability determined to be probable of occurrence is approximately \$60.0 million. Of this amount, claims and litigation approximating \$24.0 million 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 and is discounted at a rate of 2.5 percent. 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, except for the Warehouse Fire Related Litigation as described below. 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, 2019 and 2018 are as follows (in thousands):

	2019	2018
Self-insurance liability - general liability, beginning of year	\$ 51,316	\$ 51,800
Current year claims and changes in estimates	23,456	25,731
Claims payments	(14,734)	(26,215)
Self-insurance liability - general liability, end of year	\$ 60,038	\$ 51,316

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.

4. 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, 2018, the self-insured retention levels and purchased insurance per occurrence are as follows:

Type of Coverage	Limits	Purchased Insurance Per Occurrence
General Liability	Up to \$5.0 million	\$5.0 to \$25.0 million
Automobile Liability	Up to \$5.0 million	\$5.0 to \$25.0 million
Public Officials Errors and Omissions	Up to \$5.0 million	\$5.0 to \$25.0 million
Products and Completed Operations	Up to \$5.0 million	\$5.0 to \$25.0 million
Employment Practices Liability	Up to \$5.0 million	\$5.0 to \$25.0 million
Workers' Compensation	Up to \$750,000	\$750,000 to \$100.0 million

Effective July 1, 2018, the City's self-insured retention level increased from \$3.0 million to \$5.0 million.

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

5. Warehouse Fire Related Litigation

Litigation has been filed against the City arising from the tragic fire at an Oakland warehouse that resulted in the deaths of 36 persons on December 2, 2016. Plaintiffs are primarily survivors of these decedents, and also include persons injured in the fire. The coordinated cases allege that the City was aware of dangerous conditions at the warehouse through its police and fire personnel, who visited the site on numerous occasions, and that the City failed to report or abate these conditions despite statutory “mandatory duties” to do so. The City is vigorously defending the matter. The City intends to file a Motion for Summary Judgment in January of 2020. Trial is currently scheduled to begin on May 26, 2020. While the City vigorously opposes the allegations, it believes that it could have some loss exposure. Potential losses to the City are estimated to be in the range of \$100 million.

Component Unit – Port of Oakland

1. Workers’ Compensation

The Port is self-insured for workers’ compensation of the Port’s employees. The workers’ compensation liability of \$13.2 million at June 30, 2019 is based upon an actuarial study performed as of June 30, 2019 that assumed a probability level of 80 percent and a discount rate of 0.0 percent.

Changes in liability, which is included as part of non-current liabilities, follows (in thousands):

	<u>2019</u>	<u>2018</u>
Self-insurance liability - workers' compensation, beginning of year	\$ 10,661	\$ 11,282
Current year claims and changes in estimates	4,527	649
Claims payments	(2,004)	(1,270)
Self-insurance liability - workers' compensation, end of year	<u>\$ 13,184</u>	<u>\$ 10,661</u>

2. General Liability - Insurance

The Port purchases insurance on certain risk exposures including but not limited to property, automobiles liability, airport liability, umbrella liability, environmental liability, fidelity, fiduciary liability, and public official’s liability. Port deductibles for the various insured programs range from \$10,000 to \$1,000,000 each claim. The Port is self-insured for other general liability and liability/litigation-type claims, workers’ compensation of the Port’s employees and most first party exposures. During fiscal year 2019, the Port carried excess insurance over \$1,000,000 for the self-insured general liability and workers’ compensation exposures. There have been no claim payments related to these programs that exceeded insurance limits in the last three years.

3. Capital Improvement Projects

The Port maintains an Owner Controlled Insurance Program (OCIP) and Owner Protective Professional Indemnity Insurance Program (OPPI) for contractors and consultants working on Port Capital Improvement Projects (CIP).

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 \$250,000 for each general liability and workers’ compensation claim.

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

The OPPI protects the Port from the potential error and omission of consultants working on Port CIP projects. Consultants must meet minimum insurance requirements of \$1,000,000 to \$2,000,000. If minimum insurance is not provided or does not respond, the Port would be responsible for \$100,000 self-insured retention. There is no actuarial forecast for this coverage.

J. JOINT VENTURE

Oakland-Alameda County Coliseum

The City is a participant with the County of Oakland (Alameda) in a joint exercise of powers agreement forming the Oakland-Alameda County Coliseum Authority (Coliseum Authority), which was formed on July 1, 1995 to assist the City and the County in the financing of public capital improvements in the Oakland-Alameda County Coliseum Complex (Coliseum Complex) pursuant to the Marks-Roos Local Bond Pooling Act of 1985. The Oakland-Alameda County Coliseum Financing Corporation (Financing Corporation) is reported as a blended component unit of the Coliseum Authority. The eight-member Board of Commissioners of the Coliseum 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 Financing Corporation consists of the City Manager and the County Administrator.

Stadium Bonds – Background

In August 1995, the Coliseum Authority issued \$9.2 million in Fixed Rate Refunding Lease Revenue Bonds and \$188.5 million in Variable Rate Lease Revenue Bonds (collectively known as the Stadium Bonds) to satisfy certain obligations of the Coliseum Authority, the City, the County, the Financing Corporation, and Oakland-Alameda County Coliseum Inc. (Coliseum Inc.), which then managed 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 to the City.

On May 31, 2012, the Coliseum Authority issued \$122.8 million in Refunding Bonds Series 2012 A with coupons of 2 to 5 percent to refund and defease all outstanding variable rate 2000 Series C Refunding Bonds. The bonds were priced at a premium, bringing total proceeds to \$138.1 million. These funds coupled with \$13 million in the 2000 Series C reserve fund generated available funds of \$151.1 million which was used to refund the 2000 C Refunding Bonds of \$137.4 million, fund a reserve fund of \$12.8 million, and to pay underwriter's discount and issuance cost of \$0.9 million. The all-in-interest cost of the 2012A refunding bonds was 3.04 percent. There was an economic loss of \$23 million (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 Coliseum 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 Coliseum 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 \$15.3 million.

The Stadium Bonds are limited obligations of the Coliseum Authority payable solely from certain revenues of the Coliseum Authority, including revenues from the Stadium and Arena Complex and base rental payments from the City and the County. The source of the Coliseum Authority's revenues relating to football games consists primarily of a portion of the club dues, concession, and parking payments. The Coliseum Authority has pledged the base rental payments and most other revenues received under the Master Lease from the lessees, the City, and the County to the trustee to pay debt service on the

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

bonds. In the event that 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 \$12.5 million annually to cover such shortfall 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 \$25 million annually in the event of default by the County. Base rental payments are projected to cover one hundred percent of the debt service requirements over the life of the bonds. The obligation of the City and the County to make such payments is reduced to the extent the Coliseum Authority receives revenues generated at the complex to pay debt service and for operations and maintenance. The Stadium Bonds are not general obligations of either the City or the County.

Arena Bonds – Background

On August 2, 1996, the Coliseum Authority issued \$70 million Series A-1 and \$70 million 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 Coliseum 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) among the Warriors and the City, the County, Coliseum Inc., and the Coliseum Authority.

On April 14, 2015, the Authority issued \$79,735,000 in Refunding Bonds Series 2015 A with coupons of 0.8 to 3.793 percent to refund and defease all outstanding variable rate 1996 Series A-1 and A-2 Bonds. The bonds were sold at par, bringing total proceeds to \$79,735,000. These funds coupled with \$3,319,013 in the 1996 Series A reserve fund generated available funds of \$83,054,013, which was used to refund the 1996 Series A Refunding Bonds of \$79,735,000, to fund a reserve fund of \$2,168,103, to pay underwriter's discount and issuance cost of \$659,928 and \$490,983 was returned to the Authority's general fund. The all-in true interest cost of the 2015A refunding bonds was 3.33 percent. There was an economic loss of \$13,479,519 (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.

Under the Bond Agreements, the Arena Bonds are limited obligations of the Coliseum Authority, payable solely from revenues received by the Coliseum Authority on behalf of the City and the County. Revenues consist of base rental payments from the City and the County, certain payments from the Warriors of up to \$7.4 million annually from premium seating revenues, the sale of personal seat licenses by the Coliseum Authority, concessionaire payments, and Arena naming rights. If necessary to prevent default, additional premium revenues up to \$10 million may be pledged to service Arena debt. 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 the County are obligated to make up the shortfall in the base rental payments from their respective general funds. The County and the City each have covenanted to appropriate up to \$9.5 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 \$19 million annually in the event of default by the County. The Warrior's obligation to pay up to \$7.4 million annually ended with the termination of the lease option in June 2019. However, in October 2018, an arbitrator provided an interim ruling favorable to the City and the County regarding the Warriors' ongoing contractual obligation under the License Agreement to annually reimburse the

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

Authority for any principal balance remaining on the Arena Bonds debt obligation if the net operating revenues are not sufficient to pay scheduled debt service through the term of the debt issuance. The Arbitrator's interim award was confirmed by the San Francisco Superior Court. However, the Warriors appealed the Superior Court decision to the First District Court of Appeal. The matter is being briefed and a decision is anticipated in 2020. In the meantime, in August 2019 the Warriors paid the first debt service installment to come due since the Superior Court ruling and it is anticipated that they will continue to do so during the appeal process.

Debt Compliance

Long-term debt outstanding as of June 30, 2019 is as follows (in thousands):

<u>Type of Indebtedness</u>	<u>Maturity</u>	<u>Interest Rate</u>	<u>Authorized and Issued</u>	<u>Outstanding as of June 30, 2019</u>
Stadium Bonds:				
2012 Refunding Series A	February 1, 2025	2.0% - 5.0%		
Lease revenue bonds			\$ 122,815	\$ 65,000
Arena Bonds:				
2015 Refunding Series A	February 1, 2025	1.0% - 4.0%		
Lease revenue bonds			79,735	55,735
Total			<u>\$ 202,550</u>	<u>\$ 120,735</u>

Debt payments during the year ended June 30, 2019 were as follows (in thousands):

	<u>Stadium</u>	<u>Arena</u>	<u>Total</u>
Principal	\$ 9,100	\$ 6,600	\$ 15,700
Interest	3,718	1,993	5,711
Total	<u>\$ 12,818</u>	<u>\$ 8,593</u>	<u>\$ 21,411</u>

The following is a summary of long-term debt transactions for the year ended June 30, 2019 (in thousands):

Outstanding lease revenue bonds, beginning of year	\$ 136,435
Principal repayments	(15,700)
Outstanding lease revenue bonds, end of year	<u>\$ 120,735</u>

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

Annual debt service requirements to maturity for the lease revenue bonds, including interest payments, are as follows (in thousands):

Year Ending June 30,	Stadium Bonds		Arena Bonds		Total	
	Principal	Interest	Principal	Interest	Principal	Interest
2020	\$ 9,555	\$ 3,250	\$ 7,000	\$ 1,837	\$ 16,555	\$ 5,087
2021	10,035	2,772	7,600	1,650	17,635	4,422
2022	10,535	2,271	8,200	1,426	18,735	3,697
2023	11,065	1,744	8,800	1,167	19,865	2,911
2024	11,615	1,191	9,250	873	20,865	2,064
2025	12,195	610	14,885	735	27,080	1,345
Total	<u>\$ 65,000</u>	<u>\$ 11,838</u>	<u>\$ 55,735</u>	<u>\$ 7,688</u>	<u>\$ 120,735</u>	<u>\$ 19,526</u>

Events of Default, Termination Events and Acceleration Clauses

The Coliseum Authority relies on the City and the County to make base rental payments in order to fulfill its debt service obligations. The Coliseum Authority would be considered to be in default if one or more of the following events occurs: (1) the City and the County fail to pay any rental payable when it becomes due and payable, (2) the City and the County fail to comply with the terms, covenants and conditions of the Master Lease Agreement and (3) the City or the County declare bankruptcy or insolvency.

If an event of default occurs, the Trustee may declare the principal of all bonds then outstanding and the interest accrued thereon to be due and payable immediately. The Coliseum Authority may (1) terminate the Master Lease and recover certain damages, (2) re-enter or re-let the facilities, or (3) continue to collect rent from the City and the County on an annual basis by seeking a separate judgment each year for that year's defaulted base rental payments. Upon an event of default, there is no remedy of acceleration of the total base rental payments due over the term of the Master Lease.

Management of Coliseum Authority

The Coliseum Authority entered into an agreement with the Oakland Coliseum Joint Venture (OCJV) to manage the entire Coliseum complex beginning July 1, 1998. On January 1, 2001, the Coliseum Authority terminated its agreement with OCJV and reinstated its Operating Agreement with Coliseum Inc. Coliseum Inc. subcontracted all of the operations of the Coliseum Complex to OCJV. The Operating Agreement between the Coliseum Authority and Coliseum Inc. expired, by its terms, on July 31, 2006. The Coliseum Authority entered into a Termination Agreement whereby, in return for certain consideration, the Coliseum Authority agreed to perform the duties of Coliseum, Inc. on and after August 1, 2006. The Authority's management agreement with OCJV expired in June 2012. In July 2012, AEG Management Oakland, LLC took over management of the Coliseum Complex after signing a five-year agreement. In April 2016, the agreement was extended through 2022.

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

Under the joint exercise of power agreement, which formed the Coliseum Authority, the City is responsible for funding up to 50 percent of the Coliseum Authority's operating costs and debt service requirements; to the extent such funding is necessary. During the year ended June 30, 2019, the City made contributions of \$12.0 million to fund its share of operating deficits and debt service payments of the Coliseum Authority.

The Coliseum Authority has anticipated a deficit for operating costs and repayment of its Stadium Bonds, such that the City and the County will have to contribute to base rental payments. Of the \$24.0 million obligated, for the year ending June 30, 2019, it is estimated that the City will have to contribute \$12.0 million, which is appropriated in the debt service fund. There are many uncertainties in the estimation of revenues for the Coliseum Authority beyond one year into the future; therefore, the City has established a contingent liability to fund the Coliseum Authority deficit in the statement of net position in an amount equal to its contingent share (50 percent) of the outstanding Stadium Bonds, in the amount of \$32.5 million. 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.

Complete financial statements for the Coliseum Authority can be obtained from the County Auditor-Controller's Office at 1221 Oak Street, Room 249, Oakland, CA 94612.

III OTHER INFORMATION

A. DEFINED BENEFIT PENSION PLANS

1. General Information About the Pension Plans

The City has three defined benefit retirement plans: Oakland Police and Fire Retirement System (PFRS), the California Public Employees' Retirement System (CalPERS) Safety Plan, and the CalPERS Miscellaneous Plan.

PFRS is a closed single employer pension plan that covered employees hired prior to July 1976. Public safety employees hired subsequent to PFRS' closure date and certain employees hired before the closure date who elected to change plans are covered by CalPERS. PFRS issues a publicly available financial report that includes financial statements and required supplementary information for the PFRS Plan. PFRS' standalone financial statements are available by contacting the City Administrator's Office, One Frank Ogawa Plaza, Oakland, CA 94612 or can access the financial statements via the City's website, www.oaklandca.gov.

The CalPERS Safety and Miscellaneous Plans are agent multiple-employer defined benefit pension plans administered by the California Public Employees' Retirement System (CalPERS). A full description of the pension plan regarding number of employees covered, benefit provisions, assumptions (for funding, but not accounting purposes), and membership information are listed in the Plans' June 30, 2017 Annual Actuarial Valuation Reports (funding valuation). Details of the benefits provided can be obtained in Appendix B of the actuarial valuation report. This report and CalPERS' audited financial statements are publicly available reports that can be obtained at CalPERS' website at www.calpers.ca.gov.

2. Benefits

PFRS – PFRS provides death, disability, and service retirement benefits to uniformed employees and their beneficiaries. Members who completed 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, were eligible for retirement benefits. The basic retirement allowance equals 50 percent of the compensation attached to the average rank held during the three years immediately preceding retirement, plus an additional allowance of 1-2/3 percent of such compensation for each year of service (up to ten) subsequent to: a) qualifying for retirement, and b) July 1, 1951. Early retirees received reduced benefits based on the number of years of service. Benefit provisions and all other requirements are established by the City Charter (Charter).

CalPERS – CalPERS provides service retirement and disability benefits, annual cost of living adjustments and death benefits to plan members, who must be public employees and beneficiaries. Benefits are based on a final average compensation period of 36 months. The cost of living adjustments for the CalPERS plans are applied as specified by the Public Employees' Retirement Law. The California Public Employees' Pension Reform Act (PEPRA), which took effect in January 2013, changes the way CalPERS retirement and health benefits are applied, and places compensation limits on members. As such members who established CalPERS membership on or after January 1, 2013 are known as "PEPRA" members.

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

The CalPERS' provisions and benefits in effect at June 30, 2019, are summarized as follows:

Tier Pension Plans	CalPERS Miscellaneous Plan	CalPERS Safety Plan
Tier One (Classic Member)	Receive 2.7% at age 55. Final compensation is based on the twelve (12) highest paid consecutive months.	Receive 3% at age 50. Pension benefits are based on the one year of highest salary.
Tier Two (New Hires as of June 9, 2012)	Receive 2.5% at age 55. Final compensation is based on the highest average annual compensation of the three consecutive years.	Receive 3% at age 55. Pension benefits are based on the final average salary of 3 years under the Government Code 20037.
Tier Three: AB 340 (January 1, 2013)	Receive 2% at 62. Pension benefits are based on the final average salary of the three years subject to established cap.	Basic: 2% at age 57. Option 1: 2.5% at age 57. Option 2: 2.7% at age 57. Pension benefits are based on the final average salary of 3 years subject to established cap.

CalPERS' Miscellaneous Plan provisions and benefits in effect at June 30, 2018 are summarized as follows:

	Hire Date		
	Prior to 6/9/2012	6/9/2012 through 12/31/12	On or After 1/1/2013 ⁽¹⁾
Benefit Formula	2.7% @ 55	2.5% @ 55	2.0% @ 62
Retirement age	50-55	50-55	52-67
Monthly benefits, as a % of eligible compensation	2.0% - 2.7%	2.0% - 2.5%	1.0% - 2.5%
Required employee contribution rates	8.0%	8.0%	6.75% - 8.0%
Required employer contribution rates 2019 ⁽²⁾	11.302%	11.302%	10.052% - 11.302%

(1) For "new members" as defined by the Public Employees' Pension Reform Act (PEPRA)

(2) Excludes contribution payments for unfunded liability

CalPERS' Safety Plan provisions and benefits in effect at June 30, 2018 are summarized as follows:

	Hire Date		
	Prior to 7/1/2011	7/1/2011 to 12/31/2012	On or After 1/1/2013 ⁽¹⁾
Benefit Formula	3.0% @ 50	3.0% @ 55	2.7% @ 57
Retirement age	50	50-55	50-57
Monthly benefits, as a % of eligible compensation	3.0%	2.4% - 3.0%	2.0% - 2.7%
Required employee Contribution Rates	11.0%	11.0% - 12.0%	11.0% - 11.5%
Required employer Contribution Rates 2019 ⁽²⁾	16.151%	15.151% - 16.151%	18.151%

(1) For "new members" as defined by the Public Employees' Pension Reform Act (PEPRA)

(2) Excludes contribution payments for unfunded liability

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

Covered Employees - As of June 30, 2018, the following employees were covered by the benefit terms of each pension plan:

	PFRS Plan	CalPERS Miscellaneous Plan	CalPERS Safety Plan
Inactive employees or beneficiaries receiving benefits	798	3,616	1,254
Inactive employees entitled to but not yet receiving benefits	—	1,800	407
Active employees	—	2,673	1,181
Total	798	8,089	2,842

3. Contributions

For the years ended June 30, 2019 and 2018, the City's actuarially determined contributions were as follows (in thousands):

	2019	2018
PFRS Plan	\$ 44,821	\$ 44,860
CalPERS Miscellaneous Plan (City)	70,598	60,283
CalPERS Miscellaneous Plan (Port)	21,832	19,253
CalPERS Safety Plan (City)	68,849	55,109
CalPERS Safety Plan (Port)	598	524
Total	\$ 206,698	\$ 180,029

PFRS – 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.

On July 30, 2012, the City issued additional Pension Obligation Bonds (Series 2012) and contributed \$210.0 million to PFRS. As a result of a funding agreement entered into between the PFRS Board and the City, no additional contributions were required until July 1, 2017. The City resumed contributions to PFRS on July 1, 2017. The City contributed \$44.8 million in the year ended June 30, 2019.

CalPERS – Section 20814(c) of the California Public Employees' Retirement Law (PERL) requires that the employer contribution rates for all public employers are determined on an annual basis by the actuary and shall be effective on the July 1 following notice of a change in the rate. The total plan contributions are determined through CalPERS' annual actuarial valuation process. The actuarially determined rate is the estimated amount necessary to finance the costs of benefits earned by employees during the year, with an additional amount to finance any unfunded accrued liability. The employer is required to contribute the difference between the actuarially determined rate and the contribution rate of employees. Employer contribution rates may change if plan contracts are amended. Payments made by the employer to satisfy contribution requirements that are identified by the pension plan terms as plan member contribution requirements are classified as plan member contributions.

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

Port's CalPERS Safety Unit - Special Agreement with the City of Oakland

During the period from July 1, 1976, through January 17, 1998 (employment period), the Port appointed certain employees to positions in the classifications of Airport Servicemen and Airport Operations Supervisors. The Port was and has always been the employer that directly appointed, retained, employed, and compensated the personnel in these positions. As result of a decision by CalPERS' Board of Administration on April 15, 1998, employees appointed to positions in the classifications of Airport Servicemen and Airport Operations Supervisors were reclassified from the Miscellaneous Unit member status in CalPERS to Safety Unit member status, effective retroactively to the later of either the date of their respective employment in such classifications or July 1, 1976. The decision to reclassify employees to safety member status resulted in an additional net cost to provide retirement benefits earned during the employment period. CalPERS' actuary estimated that the present value of this net cost (including subsequent actual experience through June 30, 2000, and projected experience through June 30, 2002) was \$5.9 million.

The Port entered into an agreement with the City for the payment of this net cost by the Port directly to CalPERS. The agreement provides for the Port to make payments over 20 years in annual installments, with interest at 4.34 percent and adjusted for cost of living at a rate of 3.75 percent. Under this agreement, the Port's obligation will not fluctuate based on the recognition of market gains or losses, changes in the actuarial assumptions, or experiences that differ from the actuary projections. The Port's obligation will remain fixed until paid in full. For the year ended June 30, 2019, the Port recognized principal payments of \$0.5 million for the Safety Unit obligation.

4. Net Pension Liability

The table below shows how the net pension liability as of June 30, 2019, is distributed (in thousands).

Governmental Activities	\$ 1,613,350
Business-type Activities	41,226
Component Unit - Port of Oakland	206,112
Total	<u>\$ 1,860,688</u>

As of June 30, 2019, the City's net pension liability is comprised of the following (in thousands):

PFRS Plan	\$ 280,217
CalPERS Miscellaneous Plan (City)	636,475
CalPERS Miscellaneous Plan (Port)	203,202
CalPERS Safety Plan (City)	737,884
CalPERS Safety Plan (Port)	2,910
Total	<u>\$ 1,860,688</u>

The City's net pension liability is measured for each plan as the total pension liability, less the pension plan's fiduciary net position. The net pension liability is measured as of June 30, 2018, using an annual actuarial valuation as of June 30, 2017, rolled forward to June 30, 2018, using standard update procedures. The Port's proportionate share of the City's Miscellaneous Plan was determined based on the Port's employer contributions divided by the total employer contributions for the respective measurement period and was 24.2 percent for the June 30, 2018 measurement date.

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

The changes in the net pension liability for the PFRS Plan are as follows (in thousands):

	Increase (Decrease)		
	Total Pension Liability	Plan Fiduciary Net Position	Net Pension Liability
Balance at June 30, 2017 (valuation date)	\$ 660,669	\$ 353,202	\$ 307,467
Change for the year:			
Interest on the total pension liability	44,320	—	44,320
Changes in assumptions	17,858	—	17,858
Differences between expected and actual experience	(10,656)	—	(10,656)
Contributions - Employer	—	44,860	(44,860)
Claims and settlements	—	9	(9)
Net investment income	—	35,446	(35,446)
Administrative expenses	—	(1,543)	1,543
Benefit payments, including refunds of employee contributions	(55,999)	(55,999)	—
Net changes	(4,477)	22,773	(27,250)
Balance at June 30, 2018 (measurement date)	\$ 656,192	\$ 375,975	\$ 280,217

The changes in the net pension liability for each CalPERS plan are as follows (in thousands):

	CalPERS Miscellaneous Plan			CalPERS Safety Plan		
	Increase (Decrease)			Increase (Decrease)		
	Total Pension Liability	Plan Fiduciary Net Position	Net Pension Liability	Total Pension Liability	Plan Fiduciary Net Position	Net Pension Liability
Balance at June 30, 2017 (valuation date)	\$ 2,671,613	\$ 1,787,313	\$ 884,300	\$ 2,021,068	\$ 1,286,169	\$ 734,899
Changes for the year:						
Service cost	43,908	—	43,908	43,936	—	43,936
Interest on the total pension liability	185,097	—	185,097	142,495	—	142,495
Changes in assumptions	(19,122)	—	(19,122)	(6,416)	—	(6,416)
Differences between expected and actual experience	(13,207)	—	(13,207)	3,126	—	3,126
Contributions from the employer	—	79,536	(79,536)	—	55,633	(55,633)
Contributions from employees	—	18,240	(18,240)	—	19,188	(19,188)
Plan to plan movement	—	548	(548)	—	(555)	555
Net investment income	—	151,049	(151,049)	—	108,790	(108,790)
Administrative expenses	—	(2,785)	2,785	—	(2,004)	2,004
Benefits payments, including refunds of employee contributions	(144,933)	(144,933)	—	(93,628)	(93,628)	—
Other miscellaneous income/(expense)	—	(5,289)	5,289	—	(3,806)	3,806
Net changes	51,743	96,367	(44,623)	89,513	83,618	5,895
Balance at June 30, 2018 (measurement date)	\$ 2,723,356	\$ 1,883,679	\$ 839,677	\$ 2,110,581	\$ 1,369,787	\$ 740,794

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

5. Pension Expenses and Deferred Outflows/Inflows of Resources Related to Pensions

For the year ended June 30, 2019, the City and the Port recognized pension expense of \$213.6 million and \$26.7 million, respectively. At June 30, 2019, the City's deferred outflows of resources and deferred inflows of resources related to pension items are from the following sources (in thousands):

	CalPERS							
	PFRS Plan		City Miscellaneous Plan		Safety Plan		Total City	
	Deferred Outflows of Resources	Deferred Inflows of Resources	Deferred Outflows of Resources	Deferred Inflows of Resources	Deferred Outflows of Resources	Deferred Inflows of Resources	Deferred Outflows of Resources	Deferred Inflows of Resources
Pension contributions subsequent to measurement date	\$ 44,821	\$ —	\$ 70,598	\$ —	\$ 69,447	\$ —	\$ 184,866	\$ —
Change in assumptions	—	—	33,013	(9,664)	75,957	(10,518)	108,970	(20,182)
Differences between expected and actual experiences	—	—	—	(8,582)	18,324	—	18,324	(8,582)
Net differences between projected and actual earnings on plan investments	—	(10,569)	3,750	—	3,180	—	6,930	(10,569)
Change in Proportionate Share	—	—	3,113	—	—	—	3,113	—
Total	\$ 44,821	\$ (10,569)	\$ 110,474	\$ (18,246)	\$ 166,908	\$ (10,518)	\$ 322,203	\$ (39,333)

At June 30, 2019, the City's pension expense was composed of the following amounts by plan (in thousands):

	CalPERS			
	PFRS Plan	City Miscellaneous Plan	Safety Plan	Total City
Pension expense	\$ 22,384	\$ 89,916	\$ 101,315	\$ 213,615

At June 30, 2019, the Port's deferred outflows of resources and deferred inflows of resources related to pension items are from the following sources (in thousands):

	Port Miscellaneous Plan	
	Deferred Outflows of Resources	Deferred Inflows of Resources
Pension contributions subsequent to measurement date	\$ 21,832	\$ —
Change in assumptions	10,539	(3,085)
Differences between expected and actual experiences	—	(2,740)
Net differences between projected and actual earnings on plan investments	1,198	—
Change in proportionate share	—	(3,113)
Total	\$ 33,569	\$ (8,938)

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

At June 30, 2019, the City and the Port reported \$184.9 million and \$21.8 million, respectively, as deferred outflows of resources related to contributions subsequent to the measurement date, which will be recognized as a reduction to net pension liability in the year ending June 30, 2019. Other amounts reported as deferred outflows of resources and deferred inflows of resources related to pensions will be recognized as pension expense as follows (in thousands):

Year Ending June 30	Deferred Outflows/(Inflows) of Resources		
	City	Port	Total
2020	\$ 83,037	\$ 11,403	\$ 94,440
2021	27,208	(2,896)	24,312
2022	(10,755)	(4,470)	(15,225)
2023	(1,242)	(1,238)	(2,480)
2024	(244)	—	(244)
Total	\$ 98,004	\$ 2,799	\$ 100,803

6. Actuarial Assumptions

The June 30, 2017 valuation was rolled forward to determine the June 30, 2018 total pension liability, based on the following actuarial methods and assumptions:

	PFRS Plan	CalPERS Miscellaneous and Safety Plans
Valuation date	June 30, 2017	June 30, 2017
Measurement date	June 30, 2018	June 30, 2018
Actuarial cost method	Entry-age normal cost method	Entry-age normal cost method
Discount rate	5.50%	7.15%
Investment rate of return	5.50%	7.15%, net of pension plan investment expenses, including inflation
Inflation rate	2.75% (U.S.) to 2.85% (Bay Area)	2.50%
Payroll growth	n/a	2.75-3.00%
Salary increases	n/a	Varies by Entry Age and Service
Post retirement benefits increases	Police - 2.5% and 1% increase at January 1, 2018, 2% on July 1, 2018 and 2.5% on January 1, 2019, then 3.25% Fire - 3.25%	Contract cost of living adjustment up to 2.0% until purchasing power allowance floor on purchasing power applies, 2.50% thereafter

For the PFRS Plan, mortality rates for healthy lives were based on the CalPERS Healthy Annuitant Table from the 2012-2015 Experience Study, excluding the 15-year projection using 90% of Scale MP-2016. Mortality rates for disabled lives were based on the CalPERS Industrial Disability Mortality Table from the 2012-2015 Experience Study, excluding the 15-year projection using 90% of Scale MP-2016. The mortality tables are projected to improve with MP-2017 generational mortality improvement tables, with improvements projected from a base year of 2014 (the mid-point of the CalPERS base tables).

For the CalPERS Miscellaneous and Safety Plans, the mortality table used was developed based on CalPERS-specific data. The table includes 15 years of mortality improvements using the Society of Actuaries Scale 90% of scale MP 2016. For more details on this table, please refer to the December 2017

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

experience study report (based on CalPERS demographic data from 1997 to 2015) that can be found on the CalPERS website.

Change in Assumptions – For the PFRS Plan, the mortality rates, mortality improvement projection scales and expected annual rate of return on investments have changed based on the June 30, 2017 experience study.

Discount Rates

PFRS – The long term expected rate of return on pension plan investments was determined using a building-block method in which expected future real rates of return (expected returns, net of pension plan investment expense and inflation) are developed for each major asset class.

Best estimates of geometric real rates of return for each major class included in the PFRS’s target asset allocation as of June 30, 2018 measurement date are summarized in the following table:

<u>Asset Class</u>	<u>Long-Term Expected Real Rate of Return</u>
Fixed Income	3.40%
Domestic Equity	5.75%
International Equity	6.80%
Covered Calls	5.25%
Credit Risk Offset	4.40%
Cash	2.25%

The discount rate used to measure the total pension liability was 5.50 percent. The projection of cash flows used to determine the discount rate assumed that the City would contribute to the PFRS Plan based on its July 1, 2012 funding agreement with the PFRS. This agreement suspends City contributions until the fiscal year beginning July 1, 2017, after which they will resume, based upon the recommendation of the actuary, with a Charter requirement that the PFRS Plan’s liabilities be fully funded by July 1, 2026. A cash flow projection showed that the projected fiduciary net position would be greater than or equal to the benefit payments projected for each future period. Therefore, the long-term expected rate of return on Plan investments was applied to all periods of projected benefit payments to determine the total pension liability.

CalPERS - The discount rate used to measure each of the CalPERS Miscellaneous Plan and Safety Plan total pension liability was 7.15 percent. The projection of cash flows used to determine the discount rate assumed that contributions from plan members will be made at the current member contribution rates and that contributions from employers will be made at statutorily required rates, actuarially determined. Based on those assumptions, the CalPERS Plans' fiduciary net position was projected to be available to make all projected future benefit payments of current plan members. Therefore, the long-term expected rate of return on plan investments was applied to all periods of projected benefit payments to determine the total pension liability.

The long-term expected rate of return on pension plan investments was determined using a building-block method in which expected future real rates of return (expected returns, net of pension plan investment expense and inflation) are developed for each major asset class. In determining the long-term expected rate of return, CalPERS took into account both short-term and long-term market return

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

expectations as well as the expected pension fund cash flows. Using historical returns of all of the funds' asset classes, expected compound (geometric) returns were calculated over the short-term (first 10 years) and the long-term (11+ years) using a building-block approach. Using the expected nominal returns for both short-term and long-term, the present value of benefits was calculated for each fund. The expected rate of return was set by calculating the rounded single equivalent expected return that arrived at the same present value of benefits for cash flows as the one calculated using both short-term and long-term returns. The expected rate of return was then set equal to the single equivalent rate calculated above and adjusted to account for assumed administrative expenses.

The expected real rates of return by asset class are as follows:

Asset Class	Assumed Asset Allocation	Real Return Years 1 - 10 ⁽¹⁾	Real Return Years 11+ ⁽²⁾
Global Equity	50.00%	4.80%	5.98%
Fixed Income	28.00	1.00	2.62
Inflation Assets	—	0.77	1.81
Private Equity	8.00	6.30	7.23
Real Assets	13.00	3.75	4.93
Liquidity	1.00	—	(0.92)

(1) An expected inflation of 2.00% used for this period.

(2) An expected inflation of 2.92% used for this period.

Sensitivity of the Net Pension Liability to Changes in the Discount Rate

The following presents the City's net pension liability for each of the City's retirement plans and the Port's proportionate share of the net pension liability of the City's CalPERS Miscellaneous Plan. The sensitivity of the net pension liability is calculated using the discount rate, as well as what the City's net pension liability would be if it were calculated using a discount rate that is 1% lower or 1% higher than the current rate (in thousands).

	1% Decrease at 6.15%	Measurement Date at 7.15%	1% Increase at 8.15%
CalPERS Miscellaneous Plan - City	\$ 889,345	\$ 636,475	\$ 425,591
CalPERS Miscellaneous Plan - Port proportionate share	283,933	203,202	135,875
CalPERS Safety Plan	1,044,464	740,794	493,547
PFRS	1% Decrease at 4.50%	Measurement Date at 5.50%	1% Increase at 6.50%
	341,960	280,217	227,412

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

B. POSTEMPLOYMENT BENEFITS OTHER THAN PENSION BENEFITS

Primary Government

1. 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 CalPERS plans were public safety employees retirements benefits under a 3% at 50 formula and miscellaneous employees retirement benefits under a 2.7% at 55 formula.

In 2014, the City began to partially pre-fund the annual required contribution (ARC) to the California Employer's Retiree Benefit Trust (CERBT), an agent multiple-employer defined benefit post-employment healthcare plan administered by CalPERS. 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 OPEB costs.

The City's single-employer defined benefit retiree health plan (Post-retirement 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 Postretirement Health Plan also includes dental and vision benefits and reimbursement of Medicare Part B monthly insurance premium. The Postretirement Health Plan does not issue a separate financial report.

2. Benefits Provided

As provided by the Public Employees' Medical & Hospital Care Act (PEMHCA), the City contracts with CalPERS for medical plan coverage for both active and retired employees. The City pays part of the health insurance premiums for all eligible retirees from City employment receiving a pension annuity earned through City service.

Employees Covered - Based on the July 1, 2017 Actuarial Valuation Report, the following employees were covered by the benefit terms for the OPEB plan:

Inactive retired participants and surviving spouses receiving benefits	2,672
Inactive participants' spouses receiving benefits	1,040
Active employees eligible for retirement benefits	1,047
Active employees not yet eligible for retirement benefits	2,473
Total	<u>7,232</u>

3. Contributions

The annual contribution is based on the actuarially determined contribution. The City pays a portion of retiree benefit expenses on a pay-as-you-go basis to third parties, outside of the CERBT fund, and funds the remaining actuarially determined contribution (ADC) to the CERBT fund. Benefit payments occur in the form of direct payments for premiums and taxes (explicit subsidies) and indirect payments to retirees in the form of higher premiums for active employees (implicit subsidies). On August 9, 2018,

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

the City contributed the second of two one-time payments of \$10.0 million into the CERBT fund to partially prefund the actuarially determined contribution for OPEB, as provided for in the FY 2017-19 Adopted Policy Budget. In addition, on February 26, 2019, City Council adopted an Other Post-Employment Benefits Policy providing for ongoing prefunding contributions of 2.5% of payroll.

Benefits and other contributions paid by the City during the measurement period and those made in the year following the measurement period but prior to the fiscal year ended June 30, 2019 are shown below.

	Reporting Date	
	June 30, 2019	June 30, 2018
Explicit contributions	\$ 22,414	\$ 21,157
Implicit contributions	6,716	6,068
Trust contributions	10,000	10,000
Total	\$ 39,130	\$ 37,225

The amount of implicit contributions paid are reflected as a reduction in (active) employee premiums. The contributions made during the year ended June 30, 2019 are reported as deferred outflows of resources on the statement of net position as discussed below.

Net OPEB Liability

The City's net OPEB liability is measured as the total OPEB liability, less the OPEB plan's fiduciary net position. The net OPEB liability is measured as of June 30, 2018 (measurement date), using an annual actuarial valuation as of July 1, 2017. A summary of principal actuarial assumptions and methods used to determine the total OPEB liability is as follows:

Actuarial valuation date	July 1, 2017
Actuarial cost method	Entry-Age Normal Cost Method
Asset valuation method	Market value
Amortization method	Level percentage of pay, open period, 30 years
Inflation	2.50%
Discount rate	3.87%
Rate of salary increase	2.50%
Ultimate rate of medical inflation	3.50%
Years to ultimate rate of medical inflation	20 years
Mortality, termination and disability	Based on the 2014 CalPERS Experience Study from 1997 to 2011
Post retirement benefit increase	Police - 2.5% and 1% increases at January 1, 2018; 2% on July 1, 2018; 2.5% at January 1, 2019; then 3.25% Fire - 3.25%

Discount Rate - The discount rate used to measure the total OPEB liability was the Bond Buyer 20-Bond GO Index pursuant to GASB requirements. As this index is issued weekly, the value closest to but not after the reporting date is used in determining the appropriate rate. Based on this practice, the municipal bond rate at June 28, 2018 was 3.87%.

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

The following table shows the changes in net OPEB liability for the year ended June 30, 2019:

	Increase (Decrease)		
	Total OPEB Liability	Plan Fiduciary Net Position	Net OPEB Liability
Balance at June 30, 2017 (valuation date)	\$ 853,796	\$ 4,325	\$ 849,471
Changes for the year:			
Service cost	38,477	—	38,477
Interest	30,078	—	30,078
Changes in assumptions	(38,298)	—	(38,298)
Contributions from the employer	—	38,147	(38,147)
Net investment income	—	945	(945)
Administrative expenses	—	(7)	7
Benefit payments, including refunds of employee contributions	(27,481)	(27,481)	—
Net changes	2,776	11,604	(8,828)
Balance at June 30, 2018 (measurement date)	\$ 856,572	\$ 15,929	\$ 840,643

4. Sensitivity of Liabilities to Changes in the Discount Rate and Healthcare Cost Trend Rate

The discount rate used for the fiscal year ended June 30, 2019 is 3.87 percent. The impact of a 1 percent increase or decrease in the discount rate assumption is shown below:

	1% Decrease at 2.87%	Measurement Date at 3.87%	1% Increase at 4.87%
Net OPEB Liability	\$ 988,745	\$ 840,643	\$ 725,427

The following presents the net OPEB liability of the OPEB plan as of the measurement date, as well as what the net OPEB liability would be if they were calculated using healthcare cost trend rates that are one percentage-point lower or one percentage-point higher than the current rate (in thousands):

	-1.00%	Baseline	+1.00%
Net OPEB Liability	\$ 734,879	\$ 840,643	\$ 964,645

5. OPEB Plan Fiduciary Net Position

The City's OPEB plan trust fund is included in the CalPERS CERBT agent multiple-employer plan reported in the CalPERS Comprehensive Annual Report (CAFR).

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

6. OPEB Expenses and Deferred Outflows/Inflows of Resources Related to OPEB

For the year ended June 30, 2019, the City recognized OPEB expense of \$10.5 million. At June 30, 2019, the City reported deferred outflows of resources and deferred inflows of resources related to OPEB from the following sources:

	Deferred Outflows of Resources	Deferred Inflows of Resources
OPEB contributions subsequent to measurement date	\$ 39,130	\$ —
Change in assumptions	—	228,524
Differences between expected and actual experiences	—	7,199
Net Difference between projected and actual earnings on plan investments	—	277
Total	\$ 39,130	\$ 236,000

The \$39.1 million reported as deferred outflows of resources related to contributions subsequent to the measurement date will be recognized as a reduction of the net OPEB liability in the year ending June 30, 2020.

Other amounts reported as deferred inflows of resources will be recognized as future OPEB expense as follows:

Year Ending June 30	Deferred (Inflows) of Resources
2020	\$ (57,411)
2021	(57,411)
2022	(57,411)
2023	(57,385)
2024	(6,382)
Total	\$ (236,000)

Component Unit – Port of Oakland

1. Plan Description

The Port has established a Retiree Healthcare Plan and participates in the California Employer’s Retiree Benefit Trust (CERBT), an agent multiple-employer defined benefit postemployment healthcare plan administered by CalPERS. The CERBT is an Internal Revenue Code Section 115 trust and an investment vehicle that can be used by all California public employers to prefund future retiree health and Other Postemployment Benefits (OPEB) costs.

The Port’s Retiree Healthcare Plan allows eligible retirees and their dependents to receive employer paid medical insurance benefits through CalPERS, subject to certain limitations described below. Additionally, through the Port’s Retiree Health Plan, employees hired before October 1, 2009 (before January 1, 2013 for members of the Services Employees International Union (SEIU) and International Brotherhood of Electrical Workers (IBEW)) are eligible to receive dental and vision benefits.

Prior to 2011, eligible retirees must have attained the age of fifty or over at the time of retirement, have five or more years of CalPERS service, and must be eligible to receive PERS retirement benefits. On

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

July 21, 2011, the Port adopted resolutions that established a Health Benefit Vesting Requirement for employees hired on or after September 1, 2011 (on or after April 1, 2013 for members of SEIU and IBEW). The vesting schedule does not apply to employees that are granted a disability retirement.

Under the adopted vesting schedule, the Port shall pay a percentage of 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 5 of which are with the City/Port. The Port will pay a percentage of employer contributions for the Retiree based upon the following:

Years of Credited Service (at least 5 of which are with the City/Port)	Percentage of Employer Contributions
10	50%
11	55%
12	60%
13	65%
14	70%
15	75%
16	80%
17	85%
18	90%
19	95%
20 or more	100%

Employees Covered - As of the June 30, 2017 actuarial valuation, the following current and former employees were covered by the benefit terms under the Port's Retiree Healthcare Plan:

Active employees	461
Inactive employees or beneficiaries currently receiving benefits	575
Total	1,036

2. Contributions

Benefit provisions are established and are amended through negotiations between the Port and the various bargaining units during each bargaining period. The annual contribution is based on the actuarially determined contribution. The Port pays a portion of retiree benefit expenses on a pay-as-you-go basis to third parties and directly to beneficiaries (Pay-go), and funds the remaining actuarially determined contribution to the CERBT fund. For the year ended June 30, 2019, the Port's cash contributions totaling \$14.9 million consisted of \$7.9 million in payments to third parties, \$5.5 million paid to the CERBT fund, and the estimated implied subsidy of \$1.5 million.

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

3. Net OPEB Liability

The Port's net OPEB liability was measured as of June 30, 2018, and the total OPEB liability used to calculate the net OPEB liability was determined by an actuarial valuation dated June 30, 2017 based on the following actuarial methods and assumptions:

Actuarial valuation date	June 30, 2017
Actuarial cost method	Entry-Age Normal
Discount rate	6.75%
Inflation	2.50%
Salary increases	3.00% per annum
Investment rate of return	6.75% net of investment expenses
Mortality, termination and disability (1)	Based on the 2014 CalPERS Experience Study from 1997 to 2011
Healthcare trend rate (2)	3.5-6.25% per year increase for medical and 4.0% per year increase for vision and dental, and 0.0%-5.5% per year increase for Medicare Part B

¹ The mortality table used was developed based on CalPERS' specific data. The table includes a margin for mortality improvement based on Scale BB projected to 2032. The Experience Study Reports may be accessed on the CalPERS website www.calpers.ca.gov under Forms and Publications.

² Based on the "Getzen" model published by the Society of Actuaries for purposes of evaluating long-term medical care.

The long-term expected rate of return on OPEB plan investments was determined using a building block method in which expected future real rates of return (expected returns, net of OPEB plan investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and by adding expected inflation.

The target allocation and best estimates of arithmetic real rates of return for each major asset class are summarized in the following table:

Asset Class	Target Allocation	Expected Arithmetic Nominal Return (50 Years) (1)
Global Equity	57.00%	7.92%
U.S. Fixed Income	27.00%	6.83%
Treasury Inflation - Protected Securities	5.00%	3.95%
Real Estate Investment Trust	8.00%	7.46%
Commodities	3.00%	5.37%
Expected Arithmetic Return (50 years)		7.32%
Expected Geometric Return (50 years)		6.70%

(1) Rates include a 2.5 percent long-term inflation assumption

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

4. Discount Rate

The discount rate used to measure the total OPEB liability was 6.75%. The projection of cash flows used to determine the discount rate assumed that Port contributions will be made at rates equal to the actuarially determined contribution rates. Based on those assumptions, the OPEB plan's fiduciary net position was projected to be available to make all projected OPEB payments for current active and inactive employees and beneficiaries. Therefore, the long-term expected rate of return on OPEB plan investments was applied to all periods of projected benefit payments to determine the total OPEB liability.

5. Changes in the Net OPEB Liability

The changes in the net OPEB liability for the Port's Retiree Healthcare Plan are as follows (in thousands):

	Increase (Decrease)		
	Total OPEB Liability	Plan Fiduciary Net Position	Net OPEB Liability
Balance at June 30, 2018 (valuation date)	\$ 170,798	\$ 66,921	\$ 103,877
Changes for the year:			
Service cost	4,329	—	4,329
Interest	11,521	—	11,521
Contributions from the employer	—	14,545	(14,545)
Net investment income	—	5,351	(5,351)
Administrative expenses	—	(35)	35
Benefit payments, including refunds of employee contributions	(9,045)	(9,045)	—
Net changes	6,805	10,816	(4,011)
Balance at June 30, 2019 (measurement date)	\$ 177,603	\$ 77,737	\$ 99,866

6. Sensitivity of Liabilities to Changes in the Discount Rate and Healthcare Cost Trend Rate

The discount rate used for the fiscal year-end 2019 is 6.75%. The impact of a 1% increase or decrease in the discount rate assumption is shown below:

	1% Decrease at 5.75%	Measurement Date at 6.75%	1% Increase at 7.75%
Net OPEB Liability	\$ 121,862	\$ 99,866	\$ 81,540

The following presents the net OPEB liability of the Port if it were calculated using healthcare cost trend rates that are one percentage point lower to one percentage point higher than the current rate, as of June 30, 2019 (in thousands):

	-1.00%	Current Healthcare Costs Trend Rate	+1.00%
Net OPEB Liability	\$ 78,773	\$ 99,866	\$ 125,351

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

7. OPEB Expense and Deferred Outflows/Inflows of Resources Related to OPEB

For the year ended June 30, 2019, the Port recognized OPEB expense of \$10.7 million. The Port reported deferred outflows/inflows of resources related to OPEB from the following sources as of June 30, 2019 (in thousands):

	Deferred Outflows of Resources	Deferred Inflows of Resources
OPEB contributions subsequent to measurement date	\$ 14,894	\$ —
Differences between projected and actual earnings on OPEB plan investments	—	1,640
Total	\$ 14,894	\$ 1,640

The OPEB contributions made subsequent to the measurement date will be recognized as a reduction of the net OPEB liability in the subsequent measurement year. Other amounts reported as deferred inflows of resources, will be amortized annually, and recognized as a reduction to OPEB expense, for the years ending June 30 as follows (in thousands):

Year Ending June 30	Deferred (Inflows) of Resources
2020	\$ (503)
2021	(503)
2022	(503)
2023	(131)
Total	\$ (1,640)

C. COMMITMENTS AND CONTINGENCIES

Primary Government

1. Construction Commitments

As of June 30, 2019, the City had construction commitments for the acquisition and construction of assets as follows (in thousands):

	General Fund	Federal/ State Grant Fund	Municipal Capital Improvement Fund	Other Special Revenue	Other Governmental Funds	Internal Service Funds	Total Governmental Activities
Art	\$ —	\$ —	\$ 280	\$ 201	\$ —	\$ —	\$ 481
Building, facilities and infrastructure	323	—	4,328	314	—	1,540	6,505
Parks and open space	4,425	2,108	10,511	218	—	—	17,262
Sewers and storm drains	—	121	—	—	—	—	121
Streets and sidewalks	—	19,995	17,613	652	8,933	—	47,193
Technology enhancement	155	—	1,051	8	—	10,875	12,089
Traffic improvements	—	6,365	950	356	301	—	7,972
Total	\$ 4,903	\$ 28,589	\$ 34,733	\$ 1,749	\$ 9,234	\$ 12,415	\$ 91,623

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

	Sewer Fund	Nonmajor Parks and Recreation	Total Business-Type Activities
Building, facilities and infrastructure	\$ —	\$ 156	\$ 156
Sewers and storm drains	47,636	—	47,636
Streets and sidewalks	879	—	879
Total	\$ 48,515	\$ 156	\$ 48,671

2. Other Commitments and Contingencies

Recognized Obligation Payment Schedule

As of June 30, 2019, the ORSA had encumbered \$646.8 million for contracted obligations, per the ROPS covering the July 1, 2019 through June 30, 2020 period, which was approved by the DOF on April 15, 2019.

Component Unit – Port of Oakland

As of June 30, 2019, the Port had construction commitments for the acquisition and construction of assets as follows (in thousands):

Aviation	\$ 28,319
Maritime	7,136
Total	\$ 35,455

The most significant projects for which the Port has contractual commitments for construction are the Airport Perimeter Dike Improvements for \$13.4 million, various terminal improvements including restroom upgrades, flooring replacement, and removal of the moving walkway for \$8.2 million, and equipment installation at two Maritime substations for \$6.4 million.

1. Power Purchases

The Port purchases electrical power for resale and self-consumption and currently has four power purchase agreements including East Bay Municipal Utility District (EBMUD), Western Area Power Administration (WAPA), SunE H3 Holdings, LLC (“SunE”), and Northern California Power Agency (NCPA) with expiration dates greater than two years.

Counterparty	Contract Ending Year	Contract Structure	Estimated Output	Estimated Annual Cost
EBMUD	2022	Take and Pay - (Pay contract price only if energy is received)	8,000 MWH	Approximately \$464,000 with no annual escalator from 2017-2022.
WAPA	2024	Take and Pay - (Pay contract price without regard to energy received)	17,000 MWH	Approximately \$800,000 (Changes annually depending on revenue requirement for power generation projects).
SunE	2027	Take and Pay - (Pay contract price only if energy is received)	1,200 MWH	Approximately \$200,000 with annual escalator.
NCPA	2041	Take and Pay - (Pay contract price only if energy is received)	11,300 MWH	Approximately \$440,000 with annual escalator.

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

In addition to the aforementioned power purchase agreements, the Port had outstanding, as of June 30, 2019, multiple forward power purchase contracts totaling approximately \$3.4 million with Powerex Corporation and Shell Energy North America. The forward power purchase contracts have various expiration dates through December 31, 2020.

2. Environmental Remediation

The entitlements for the Airport Development Program (ADP) subject the Port to obligations arising from the adopted ADP Mitigation Monitoring and Reporting Program required under the California Environmental Quality Act, permits issued by numerous regulatory agencies including the Regional Water Quality Control Board and the Bay Conservation and Development Commission, and settlement agreements. The majority of these obligations have been met, and monitoring and reporting are ongoing.

A summary of the Port's environmental remediation liability accounts, net of the estimated recoveries, included as Environmental and other liability on the statement of net position at June 30, 2019, is as follows (in thousands):

<u>Obligating Event</u>	<u>Liability</u>	<u>Estimated Recovery</u>
Pollution poses an imminent danger to the public or environment	\$ 1,333	\$ —
Identified as responsible to clean up pollution	13,939	179
Begins or legally obligates to clean up or post-clean up activities	1,806	—
Total by obligating event	\$ 17,078	\$ 179

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. Examples of obligating events include: 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; or 2) the Port has commenced, or legally obligates itself to commence, clean-up activities, monitoring or operation and maintenance of the remediation effort (e.g., by undertaking a soil and groundwater pre-development investigation).

Methods and Assumptions

The Port measured the environmental liabilities for pollution remediation sites on Port-owned property using the Expected Cash Flow technique. The measurements are based on the current value of the outlays expected to be incurred. The cash flow scenarios include each component which can be reasonably estimated for outlays such as testing, monitoring, legal services, and indirect outlays for Port labor instead of ranges of all components. Reasonable estimates of ranges of possible cash flows are limited from a single scenario to a few scenarios. Data used to develop the cash flow scenarios is obtained from outside consultants, Port staff, and the Port's outside legal counsel.

Changes to estimates will be made when new information becomes available. Estimates for the pollution remediation sites will be developed when the following benchmarks or changes in estimated outlays occur:

- Receipt of an administrative order;
- Participation, as a responsible party or a potentially responsible party, in the site assessment or investigation;
- Completion of a corrective measures feasibility study;

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

- Issuance of an authorization to proceed;
- Remediation design and implementation, through and including operation and maintenance and post-remediation monitoring;
- Change in the remediation plan or operating conditions, including but not limited to type of equipment, facilities and services that will be used and price increases;
- Changes in technology; or
- Changes in legal or regulatory requirements.

Recoveries

The environmental liabilities balances listed on the prior page have been reduced by estimated future recoveries. In calculating the estimated future recoveries, Port staff and outside legal counsel reviewed and applied the requirements of GASB Statement No. 49 for accounting for recoveries. For example, if a Port tenant has a contract obligation to reimburse the Port for certain pollution remediation costs, or if an insurance carrier has paid money on a certain claim and the Port is pursuing additional costs from the insurance carrier associated with the claim, then a recovery was estimated. If an insurance carrier has not yet acknowledged coverage, then a recovery was not estimated.

Litigation

The Port at various times is 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 and the Port's insurance may cover a portion of any losses, if incurred. Port management may make provision for probable losses if deemed appropriate on the advice of legal counsel.

Grants

Certain grants that the Port receives are subject to audit and financial acceptance by the granting agency based upon reviews of costs incurred and submitted for reimbursement or demonstrated Port match. The Port's management does not believe that such audits will have a material impact on the financial statements.

CITY OF OAKLAND
Notes to the Basic Financial Statements (continued)
Year Ended June 30, 2019

D. DEFICIT FUND BALANCES/NET POSITION

As of June 30, 2019, the following funds reported deficits in fund balance/net position (in thousands):

Fund	Deficit
Debt Service Fund	
Lease Financing	\$ (953)
Internal Service Funds	
Equipment	(4,222)
Facilities	(29,250)
Reproduction	(3,384)
Central Stores	(5,534)
Purchasing	(3,060)
Other Private Purpose Trust Funds:	
Oakland Redevelopment Successor Agency Trust Fund	(224,736)
Private Pension Trust Fund	(5)

The deficit in the Lease Financing Debt Service Fund will be cured from the Landscape and Lighting Assessment District Fund receipts in subsequent years. The City's equipment, facilities, reproduction, central stores, and purchasing fund deficits are expected to be funded through increased user charges in future years. In addition, the City has allocated one-time funds to address these negative balances at various times over the past several years, which has reduced such balances over time. In June 2019, City Council adopted a revised repayment schedule for negative funds as part of the 2019-2021 proposed policy budget.

At June 30, 2019, ORSA has a negative net position of \$224.7 million. Under the former California Redevelopment Law, the Former Agency issued bonds or incurs long-term debt to finance its redevelopment projects by pledging future tax increment revenues. In general, ORSA's revenues 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). The deficit in the Private Pension Trust Fund will be cured by future revenues and reduction in costs.

E. SUBSEQUENT EVENTS

Debt Issuance – City

Tax and Revenue Anticipation Notes Payable - On July 17, 2019, the City issued \$97.3 million tax and revenue anticipation notes in advance of property tax collections. The notes were issued as one taxable series bearing an interest rate of 2.23 percent per annum and maturing on June 26, 2020. The notes were issued to finance the prepayment of the City's Employer Unfunded Accrued Liability contribution to CalPERS for fiscal year 2019-20. The City received a 3.5 percent prepayment discount from CalPERS for pre-funding.

**REQUIRED
SUPPLEMENTARY
INFORMATION**

CITY OF OAKLAND
Required Supplementary Information (unaudited)
Schedule of Changes in Net Pension Liability and Related Ratios –
Police and Fire Retirement System
Last Five Fiscal Years*
(In Thousands)

Fiscal year	2018-19	2017-18	2016-17	2015-16	2014-15
Measurement period	2017-18	2016-17	2015-16	2014-15	2013-14
Total pension liability					
Service Cost	\$ —	\$ —	\$ —	\$ —	\$ —
Interest on the total pension liability	44,320	44,932	42,480	41,263	42,333
Changes of assumptions	17,858	—	43,480	34,219	—
Differences between expected and actual experience	(10,656)	3,028	6,978	(21,209)	—
Benefit payments, including refunds of employee contributions	(55,999)	(57,376)	(58,441)	(59,008)	(57,409)
Net change in total pension liability	(4,477)	(9,416)	34,497	(4,735)	(15,076)
Total pension liability, beginning	660,669	670,085	635,588	640,323	655,399
Total pension liability, ending	\$ 656,192	\$ 660,669	\$ 670,085	\$ 635,588	\$ 640,323
Plan fiduciary net position					
Contributions, employer	\$ 44,860	\$ —	\$ —	\$ —	\$ —
Contributions, employee	—	—	—	—	4
Net investment income	35,446	50,159	(1,419)	15,439	66,392
Administrative expenses	(1,543)	(1,261)	(1,376)	(985)	(776)
Claims and settlements	9	70	3,593	—	—
Benefit payments, including refunds of employee contributions	(55,999)	(57,376)	(58,441)	(59,008)	(57,409)
Net change in plan fiduciary net position	22,773	(8,408)	(57,643)	(44,554)	8,211
Plan fiduciary net position, beginning	353,202	361,610	419,253	463,807	455,596
Plan fiduciary net position, ending	\$ 375,975	\$ 353,202	\$ 361,610	\$ 419,253	\$ 463,807
Plan net pension liability	\$ 280,217	\$ 307,467	\$ 308,475	\$ 216,335	\$ 176,516
Plan fiduciary net position as a percentage of the total pension liability	57.3%	53.5%	54.0%	66.0%	72.4%
Covered payroll	\$ —				
Plan net pension liability as a percentage of covered payroll	n/a	n/a	n/a	n/a	n/a

Note to schedule:

*Fiscal year ended June 30, 2015 was the first year of implementation of GASB Statement No. 68, therefore only five years of information is shown

CITY OF OAKLAND
Required Supplementary Information (unaudited)
Schedule of Changes in Net Pension Liability and Related Ratios –
CalPERS Miscellaneous Plan
Last Five Fiscal Years*
(In Thousands)

Fiscal year	2018-19	2017-18	2016-17	2015-16	2014-15
Measurement period	2017-18	2016-17	2015-16	2014-15	2013-14
Total pension liability					
Service Cost	\$ 43,908	\$ 44,132	\$ 37,856	\$ 37,347	\$ 37,135
Interest on the total pension liability	185,097	181,418	177,626	172,693	166,822
Changes of assumptions	(19,122)	140,332	—	(39,092)	—
Differences between expected and actual experience	(13,207)	(8,109)	(16,210)	(7,769)	—
Benefit payments, including refunds of employee contributions	(144,933)	(138,379)	(132,473)	(126,730)	(121,423)
Net change in total pension liability	51,743	219,394	66,799	36,449	82,534
Total pension liability, beginning	2,671,613	2,452,219	2,385,420	2,348,971	2,266,437
Total pension liability, ending	\$ 2,723,356	\$ 2,671,613	\$ 2,452,219	\$ 2,385,420	\$ 2,348,971
Plan fiduciary net position					
Contributions, employer	\$ 79,536	\$ 75,893	\$ 65,067	\$ 63,531	\$ 52,556
Contributions, employee	18,240	17,935	17,291	16,904	17,431
Plan to plan resource movement	548	135	—	24	—
Net investment income	151,049	182,811	8,647	37,833	256,552
Administrative expenses	(2,785)	(2,438)	(1,032)	(1,919)	—
Benefit payments, including refunds of employee contributions	(144,933)	(138,379)	(132,473)	(126,730)	(121,423)
Other miscellaneous income/(expense)	(5,289)	—	—	—	—
Net change in plan fiduciary net position	96,367	135,957	(42,500)	(10,357)	205,116
Plan fiduciary net position, beginning	1,787,313	1,651,356	1,693,856	1,704,213	1,499,097
Plan fiduciary net position, ending	\$ 1,883,679	\$ 1,787,313	\$ 1,651,356	\$ 1,693,856	\$ 1,704,213
Plan net pension liability	\$ 839,677	\$ 884,300	\$ 800,863	\$ 691,564	\$ 644,758
Plan fiduciary net position as a percentage of the total pension liability	69.2%	66.9%	67.3%	71.0%	72.6%
Covered payroll	\$ 226,157	\$ 220,386	\$ 206,595	\$ 200,562	\$ 188,886
Plan net pension liability as a percentage of covered payroll	371.3%	401.3%	387.6%	344.8%	341.3%

Note to schedule:

Benefit Changes - The figures above do not include any liability impact that may have resulted from plan changes which occurred after the June 30, 2017 valuation date. This applies for voluntary benefit changes as well as any offers of Two Years Additional Service Credit (a.k.a. Golden Handshakes).

Changes in assumptions - In 2017, the accounting discount rate reduced from 7.65 percent to 7.15 percent. In 2016, there were no changes. In 2015, amount reported reflect an adjustment of the discount rate from 7.50% *net of administrative expense) to 7.75% (without a reduction for pension plan administrative expense). In 2014, amounts were based on the 7.5% discount rate.

* Fiscal year ended June 30, 2015 was the first year of implementation of GASB Statement No. 68, therefore only five years of information is shown.

CITY OF OAKLAND
Required Supplementary Information (unaudited)
Schedule of Changes in Net Pension Liability and Related Ratios –
CalPERS Safety Plan
Last Five Fiscal Years*
(In Thousands)

Fiscal year	2018-19	2017-18	2016-17	2015-16	2014-15
Measurement period	2017-18	2016-17	2015-16	2014-15	2013-14
Total pension liability					
Service Cost	\$ 43,936	\$ 43,687	\$ 36,434	\$ 32,899	\$ 34,590
Interest on the total pension liability	142,495	136,316	129,920	121,444	115,261
Changes of assumptions	(6,416)	120,639	—	(31,738)	—
Differences between expected and actual experience	3,126	1,595	32,162	4,892	—
Benefit payments, including refunds of employee contributions	(93,628)	(87,231)	(80,752)	(74,198)	(68,751)
Net change in total pension liability	89,513	215,006	117,764	53,299	81,100
Total pension liability, beginning	2,021,068	1,806,062	1,688,298	1,634,999	1,553,899
Total pension liability, ending	\$ 2,110,581	\$ 2,021,068	\$ 1,806,062	\$ 1,688,298	\$ 1,634,999
Plan fiduciary net position					
Contributions, employer	\$ 55,633	\$ 57,731	\$ 47,172	\$ 44,366	\$ 37,007
Contributions, employee	19,188	18,432	16,221	15,027	14,598
Plan to plan resource movement	(555)	(92)	—	(24)	—
Net investment income	108,790	129,995	6,311	26,057	175,344
Administrative expenses	(2,004)	(1,726)	(719)	(1,337)	—
Benefit payments, including refunds of employee contributions	(93,628)	(87,232)	(80,752)	(74,198)	(68,751)
Other miscellaneous income/(expense) ⁽¹⁾	(3,806)	—	—	—	—
Net change in plan fiduciary net position	83,618	117,108	(11,767)	9,891	158,198
Plan fiduciary net position, beginning	1,286,169	1,169,061	1,180,828	1,170,937	1,012,739
Plan fiduciary net position, ending	\$ 1,369,787	\$ 1,286,169	\$ 1,169,061	\$ 1,180,828	\$ 1,170,937
Plan net pension liability	\$ 740,794	\$ 734,899	\$ 637,001	\$ 507,470	\$ 464,062
Plan fiduciary net position as a percentage of the total pension liability	64.9%	63.6%	64.7%	69.9%	71.6%
Covered payroll	\$ 153,500	\$ 148,995	\$ 136,073	\$ 119,980	\$ 120,396
Plan net pension liability as a percentage of covered payroll	482.6%	493.2%	468.1%	423.0%	385.4%

Note to schedule:

Benefit Changes - The figures above do not include any liability impact that may have resulted from plan changes which occurred after the June 30, 2017 valuation date. This applies for voluntary benefit changes as well as any offers of Two Years Additional Service Credit (a.k.a. Golden Handshakes).

Change in assumptions - In 2017, the accounting discount rate reduced from 7.65 percent to 7.15 percent. In 2016, there were no changes. In 2015, amount reported reflect an adjustment of the discount rate from 7.50% (net of administrative expense) to 7.65% (without a reduction for pension plan administrative expense). In 2014, amounts were based on the 7.50% discount rate.

⁽¹⁾ During FY 2017-18, as a result of GASB Statement 75, CalPERS reported its proportionate share of activity related to post-employment benefits for participation in the State of California's agent OPEB plan. Accordingly, CalPERS recorded a one-time expense as a result of the adoption of GASB 75.

* Fiscal year ended June 30, 2015 was the first year of implementation of GASB Statement No. 68, therefore only five years of information is shown.

CITY OF OAKLAND
Required Supplementary Information (unaudited)
Schedule of Employer Pension Contributions –
Police and Fire Retirement System
Last Six Fiscal Years*
(In Thousands)

Oakland Police and Fire Retirement System

Fiscal year ended June 30	2019	2018	2017	2016*	2015	2014
Actuarially determined contributions (ADC)	\$ 44,821	\$ 44,860	\$ —	\$ —	\$ —	\$ 20,300
Contributions in relation to the ADC	(44,821)	(44,860)	—	—	—	—
Contribution deficiency (excess)	\$ —	\$ 20,300				
Covered payroll	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Contributions as a percentage of covered payroll	n/a	n/a	n/a	n/a	n/a	n/a

* Although actuarial valuations were performed as of June 30, 2014, 2015, and 2016, no ADC was determined for FYE 2015, 2016, and 2017 based on the City's funding policy.

The actuarial methods and assumptions used to set the actuarially determined contributions were as follows:

Actuarial valuation date	July 1, 2017
Actuarial cost method	Entry-Age Normal Cost Method
Asset valuation method	Recognized 20% difference between market value and expected actuarial value each year, with a corridor of 10% around market value.
Amortization method	Level dollar closed (9 years remaining as of 7/1/2017)
Inflation	2.75% (U.S) to 2.85% (Bay Area)
Discount rate	5.44%
Projected benefit increases	Following expiration of current MOUs (6/30/19 for Police, 10/31/17 for Fire):
Police	2.50 and 1.00% increase at January 1, 2018, 2.00% on July 1, 2018 and 2.50% at January 1, 2019, then 3.25% per year
Fire	3.25% (2.85% inflation plus 0.40% productivity increase) per year
Mortality (healthy)	CalPERS Healthy Annuitant Table (from 2012-2015 Experience Study), projected to improve with MP-2017 using 2014 base year
Mortality (disabled)	CalPERS Industrial Disability Mortality Table (from 2012-2015 Experience Study), projected to improve with MP-2017 using 2014 base year

* Fiscal year ended June 30, 2015 was the first year of implementation of GASB Statement No. 68, therefore only six years of information is shown.

CITY OF OAKLAND
Required Supplementary Information (unaudited)
Schedule of Employer Pension Contributions – CalPERS Plans
Last Six Fiscal Years*
(In Thousands)

Miscellaneous Plan - City

Fiscal year ended June 30	2019	2018	2017	2016**	2015**	2014
Actuarially determined contribution (ADC)	\$ 70,598	\$ 60,283	\$ 56,987	\$ 47,934	\$ 44,733	\$ 52,556
Contributions in relation to the ADC	(70,598)	(60,283)	(56,987)	(49,078)	(48,796)	(52,556)
Contribution deficiency (excess)	\$ —	\$ —	\$ —	\$ (1,144)	\$ (4,063)	\$ —
Covered payroll	\$ 181,819	\$ 171,344	\$ 166,272	\$ 152,995	\$ 150,469	\$ 188,886
Contributions as a percentage of covered payroll	38.83%	35.18%	34.27%	32.08%	32.43%	27.82%

Safety Plan

Fiscal year ended June 30	2019	2018	2017	2016**	2015**	2014
Actuarially determined contribution (ADC)	\$ 69,447	\$ 55,633	\$ 57,731	\$ 46,611	\$ 43,747	\$ 37,007
Contributions in relation to the ADC	(69,447)	(55,633)	(57,731)	(47,173)	(44,366)	(37,007)
Contribution deficiency (excess)	\$ —	\$ —	\$ —	\$ (562)	\$ (619)	\$ —
Covered payroll	\$ 162,735	\$ 153,500	\$ 148,995	\$ 136,073	\$ 119,980	\$ 120,396
Contributions as a percentage of covered payroll	42.67%	36.24%	38.75%	34.67%	36.98%	30.74%

Miscellaneous Plan - Port

Fiscal year ended June 30	2019	2018	2017	2016**	2015**	2014
Actuarially determined contribution (ADC)	\$ 21,832	\$ 19,253	\$ 18,906	\$ 15,989	\$ 14,735	n/a
Contributions in relation to the ADC	(21,832)	(19,253)	(18,906)	(15,989)	(14,735)	n/a
Contribution deficiency (excess)	\$ —	n/a				
Covered payroll	\$ 58,104	\$ 54,813	\$ 54,114	\$ 53,600	\$ 50,093	n/a
Contributions as a percentage of covered payroll	37.57%	35.12%	34.94%	29.83%	29.42%	n/a

* Fiscal year ended June 30, 2015 was the first year of implementation of GASB Statement No. 68, therefore only six years of information is shown.

** In prior fiscal years, the contributions in relation to the actuarially determined contributions were based on estimates. The City adjusted the amounts to align the estimated employer contributions with the actual employer contributions per the 2018 agent-multiple employer CalPERS report for the CalPERS Miscellaneous Plan and the Safety Plan.

CITY OF OAKLAND
Required Supplementary Information (unaudited)
Schedule of Employer Pension Contributions – CalPERS Plans
Last Six Fiscal Years*
(In Thousands)

Methods and assumptions used to determine the last 6 years contribution rates to CalPERS plans

ADC for fiscal year	June 30, 2019, 2018, 2017, 2016, 2015, 2014
Actuarial valuation date	June 30, 2017, 2016, 2015, 2014, 2013, 2012
Actuarial cost method	Entry-Age Normal Cost Method
Asset valuation method	In fiscal year 2015 and 2016, the actuarial value of assets was used. In fiscal year 2017, 2018 and 2019, the market value of assets was used.
Inflation	2.50%
Salary increases	Varies by entry age and services
Payroll growth	2.70%
Investment rate of return	7.00%, net of pension plan investment and administrative expenses; includes inflation.
Retirement age	In fiscal year 2019 through 2017, the probabilities of retirement are based on the 2014 CalPERS Experience Study for the period 1997 to 2011. In fiscal years 2016, 2015 and 2014, the probabilities of retirement are based on the 2010 CalPERS Experience Study for the period 1997 to 2007.
Mortality	In fiscal year 2019 through 2017, the probabilities of retirement are based on the 2014 CalPERS Experience Study for the period 1997 to 2011. Pre-retirement and Post-retirement mortality rates include 20 years of projected mortality improvement using Scale BB published by the Society of Actuaries. In fiscal years 2016, 2015 and 2014, the probabilities of retirement are based on the 2010 CalPERS Experience Study for the period 1997 to 2007. Pre-retirement and Postretirement mortality rates include 5 years of projected mortality improvement using Scale AA published by the Society of Actuaries.

CITY OF OAKLAND
Required Supplementary Information (unaudited)
Schedule of Changes in Net OPEB Liability and Related Ratios -
City Retiree Health Plan
Last Two Fiscal Years*
(In Thousands)

Fiscal Year	2018-19	2017-18*
Measurement period	2017-18	2016-17
Total OPEB liability		
Service cost	\$ 38,477	\$ 50,972
Interest (includes interest on service cost)	30,078	32,415
Changes of assumptions	(38,298)	(294,914)
Differences between expected and actual experience	—	(10,799)
Benefit payments, including refunds of employee contributions	(27,481)	(20,424)
Net change in total OPEB liability	2,776	(242,750)
Total OPEB liability, beginning	853,796	1,096,546
Total OPEB liability, ending	\$ 856,572	\$ 853,796
Plan fiduciary net position		
Contributions, employer	\$ 38,147	\$ 20,424
Contributions, employee	—	—
Net investment income	945	414
Administrative expenses	(7)	(2)
Benefit payments, including refunds of employee contributions	(27,481)	(20,424)
Net change in plan fiduciary net position	11,604	412
Plan fiduciary net position, beginning	4,325	3,913
Plan fiduciary net position, ending	\$ 15,929	\$ 4,325
Plan net OPEB liability	\$ 840,643	\$ 849,471
Plan fiduciary net position as a percentage of the total OPEB liability	1.9%	0.5%
Covered payroll	\$ 369,316	\$ 360,309
Plan net OPEB liability as a percentage of covered payroll	227.6%	235.8%

Note to schedule:

* Fiscal year ended June 30, 2018 was the first year of implementation of GASB Statement No. 75, therefore only two years of information is shown.

CITY OF OAKLAND
Required Supplementary Information (unaudited)
Schedule of Changes in Net OPEB Liability and Related Ratios -
Port Retiree Health Plan
Last Two Fiscal Years*
(In Thousands)

Fiscal Year	2018-19	2017-18*
Measurement period	2017-18	2016-17
Total OPEB liability		
Service cost	\$ 4,329	\$ 4,055
Interest (includes interest on service cost)	11,521	11,089
Benefit payments, including refunds of employee contributions	(9,045)	(9,000)
Net change in total OPEB liability	6,805	6,144
Total OPEB liability, beginning	170,798	164,654
Total OPEB liability, ending	\$ 177,603	\$ 170,798
Plan fiduciary net position		
Contributions, employer	\$ 14,545	\$ 15,400
Net investment income	5,351	5,773
Administrative expenses	(35)	(22)
Benefit payments, including refunds of employee contributions	(9,045)	(9,000)
Net change in plan fiduciary net position	10,816	12,151
Plan fiduciary net position, beginning	66,921	54,770
Plan fiduciary net position, ending	\$ 77,737	\$ 66,921
Plan net OPEB liability	\$ 99,866	\$ 103,877
Plan fiduciary net position as a percentage of the total OPEB liability	43.8%	39.2%
Covered payroll	\$ 61,326	\$ 58,516
Plan net OPEB liability as a percentage of covered payroll	162.8%	177.5%

Note to schedule:

* Fiscal year ended June 30, 2018 was the first year of implementation of GASB Statement No. 75, therefore only two years of information is shown.

CITY OF OAKLAND
Required Supplementary Information (unaudited)
Schedule of Employer OPEB Contributions -
City Retiree Health Plan
Last Two Fiscal Years
(In Thousands)

Fiscal year ended June 30	2019	2018 *
Actuarially determined contribution (ADC)	\$ 75,069	\$ 72,480
Contributions in relation to the ADC	(39,130)	(37,225)
Contribution deficiency (excess)	\$ 35,939	\$ 35,255
Covered payroll	\$ 369,316	\$ 360,309
Contributions as a percentage of covered payroll	10.60%	10.33%

The actuarial methods and assumptions used to set the actuarially determined contributions were as follows:

Actuarial valuation date	July 1, 2017
Actuarial cost method	Entry-Age Normal Cost Method
Asset valuation method	Market value
Amortization method	Level percentage of pay, open period, 30 years
Inflation	2.50%
Discount rate	3.58%
Rate of salary increase	2.50%
Ultimate rate of medical inflation	3.50%
Years to ultimate rate of medical inflation	20 years
Rates of mortality	Based on CalPERS assumptions adopted in 2014

* Fiscal year ended June 30, 2018 was the first year of implementation of GASB Statement No. 75, therefore only two years of information is shown.

CITY OF OAKLAND
Required Supplementary Information (unaudited)
Schedule of Employer OPEB Contributions -
Port Retiree Health Plan
Last Two Fiscal Years
(In Thousands)

Fiscal year ended June 30	2019	2018 *
Actuarially determined contribution (ADC)	\$ 13,310	\$ 13,203
Contributions in relation to the ADC	(14,894)	(14,732)
Contribution deficiency (excess)	\$ (1,584)	\$ (1,529)
Covered payroll	\$ 63,359	\$ 61,326
Contributions as a percentage of covered payroll	23.51%	24.02%

The actuarial methods and assumptions used to set the actuarially determined contributions were as follows:

Actuarial valuation date	July 1, 2017
Actuarial cost method	Entry-Age Normal
Amortization method/period	30-year dollar amount on a "closed" basis
Inflation	2.50%
Payroll growth	CalPERS salary scale for Miscellaneous employees hired at age 30
Investment rate of return	6.75% net of investment expense
Healthcare Cost-Trend Rates	3.50-6.25% per year increase for medical, 4.0% per year increase for vision and dental, and 0.0%-5.5% per year increase for Medicare Part B.
Retirement Age and Mortality	Based on CalPERS Experience Study Report adopted in 2014 and includes a margin for mortality improvements based on Scale BB projected to 2032.

* Fiscal year ended June 30, 2018 was the first year of implementation of GASB Statement No. 75, therefore only two years of information is shown.

CITY OF OAKLAND
Required Supplementary Information (unaudited)
Budgetary Comparison Schedule – General Fund
For the Year Ended June 30, 2019
(In Thousands)

	Original Budget	Final Budget	Actual Budgetary Basis	Variance Positive (Negative)
REVENUES				
Taxes:				
Property	\$ 309,765	\$ 309,765	\$ 312,255	\$ 2,490
Sales and use	54,143	54,143	62,054	7,911
Motor vehicle in-lieu	—	—	206	206
Local taxes:				
Business license	86,622	86,622	99,733	13,111
Utility consumption	54,207	54,207	49,599	(4,608)
Real estate transfer	74,181	74,181	104,905	30,724
Transient occupancy	23,673	23,673	25,923	2,250
Parking	11,437	11,437	11,053	(384)
Voter approved special tax	11,020	11,020	9,408	(1,612)
Franchise	19,576	19,576	19,087	(489)
License and permits	2,114	2,114	1,783	(331)
Fines and penalties	21,044	21,045	21,081	36
Interest and investment income	1,210	1,360	7,263	5,903
Charges for services	92,886	98,516	102,826	4,310
Federal and state grants and subventions	4,752	6,675	3,568	(3,107)
Annuity income	6,306	6,306	5,918	(388)
Other	1,975	4,027	3,399	(628)
TOTAL REVENUES	774,911	784,667	840,061	55,394
EXPENDITURES				
Current:				
General government				
Mayor	3,106	3,163	2,871	292
Council	5,522	5,587	5,184	403
City Administrator	13,973	18,040	15,292	2,748
City Attorney	14,548	14,504	14,333	171
City Auditor	2,065	2,066	2,021	45
City Clerk	5,081	3,326	6,606	(3,280)
Public Ethics Commission	1,031	1,055	1,082	(27)
Human Resources Management	8,454	9,012	8,287	725
Financial Services	29,261	32,187	28,236	3,951
Information Technology	10,968	11,007	11,138	(131)
Race and Equity Department	562	605	536	69
Other	64,148	72,945	61,168	11,777
Public safety				
Police Department	267,405	272,551	285,254	(12,703)
Fire Department	143,620	150,109	150,827	(718)
Police Commission	2,964	3,146	2,419	727
Community and human services				
Parks and Recreation	24,899	25,923	22,942	2,981
Library	13,168	13,176	12,090	1,086
Department of Violence Prevention	416	462	450	12
Human Services Department	12,783	16,296	9,174	7,122
Community and economic development				
Planning and Building	86	281	(34)	315
Economic & Workforce Development	7,619	8,106	7,116	990
Housing & Community Development	4,374	17,429	3,884	13,545
Public works and transportation				
Public Works	39,009	38,101	34,802	3,299
Department of Transportation	7,128	9,769	7,860	1,909
Capital outlay	687	5,826	749	5,077
Debt service:				
Principal repayment	3,702	4,297	3,702	595
Interest charges	147	302	147	155
TOTAL EXPENDITURES	686,726	739,271	698,136	41,135
EXCESS (DEFICIENCY) OF REVENUES OVER (UNDER) EXPENDITURES	88,185	45,396	141,925	96,529
OTHER FINANCING SOURCES (USES)				
Proceeds from sale of capital assets	6,203	6,203	128	(6,075)
Insurance claims and settlements	93	93	—	(93)
Transfers in	28,235	28,235	5,878	(22,357)
Transfers out	(140,889)	(134,674)	(106,376)	28,298
TOTAL OTHER FINANCING SOURCES (USES)	(106,358)	(100,143)	(100,370)	(227)
NET CHANGE IN FUND BALANCE	(18,173)	(54,747)	41,555	96,302
Fund balance (deficit) - beginning	386,988	386,988	386,988	—
FUND BALANCE (DEFICIT) - ENDING	\$ 368,815	\$ 332,241	\$ 428,543	\$ 96,302

See notes to the required supplementary information.

CITY OF OAKLAND
Required Supplementary Information (unaudited)
Budgetary Comparison Schedule – Other Special Revenue Fund
For the Year Ended June 30, 2019
(In Thousands)

	<u>Original Budget</u>	<u>Final Budget</u>	<u>Actual Budgetary Basis</u>	<u>Variance Positive (Negative)</u>
REVENUES				
Taxes:				
Property	\$ 16,749	\$ 16,749	\$ 17,105	\$ 356
Local taxes:				
Transient occupancy	6,821	6,821	7,081	260
Parking	10,699	10,699	10,673	(26)
Voter approved special tax	30,001	30,001	31,193	1,192
Licenses and permits	26,245	26,245	28,698	2,453
Fines and penalties	569	569	702	133
Interest and investments income	30	30	4,264	4,234
Charges for services	37,622	37,622	41,732	4,110
Federal and state grants and subventions	4,514	5,180	5,760	580
Other	7	167	989	822
TOTAL REVENUES	<u>133,257</u>	<u>134,083</u>	<u>148,197</u>	<u>14,114</u>
EXPENDITURES				
Current:				
General government				
Mayor	182	182	227	(45)
City Administrator	1,181	2,361	1,427	934
City Clerk	—	—	1,337	(1,337)
City Attorney	2,298	2,298	2,018	280
Human Resources Management	367	367	185	182
Financial Services	899	1,165	1,239	(74)
Information Technology	982	851	940	(89)
Other	5,968	6,273	6,212	61
Public safety				
Police Department	16,694	16,513	15,454	1,059
Fire Department	6,119	9,913	6,668	3,245
Community and human services				
Parks and Recreation	—	526	175	351
Library	25,712	25,684	20,112	5,572
Department of Violence Prevention	713	1,333	431	902
Human Services Department	34,401	47,950	30,413	17,537
Community and economic development				
Planning and Building	37,067	60,225	35,489	24,736
Economic & Workforce Development	—	895	1,012	(117)
Housing & Community Development	4,913	6,885	4,171	2,714
Public works and transportation				
Public Works	1,788	3,389	1,004	2,385
Department of Transportation	11,486	13,523	6,497	7,026
Capital outlay	2,432	7,355	2,971	4,384
TOTAL EXPENDITURES	<u>153,202</u>	<u>207,688</u>	<u>137,982</u>	<u>69,706</u>
EXCESS (DEFICIENCY) OF REVENUE OVER (UNDER) EXPENDITURES	<u>(19,945)</u>	<u>(73,605)</u>	<u>10,215</u>	<u>83,820</u>
OTHER FINANCING SOURCES (USES)				
Insurance claims and settlements	—	—	82	82
Transfers in	21,569	21,569	19,967	(1,602)
Transfers out	(937)	(1,004)	(2,940)	(1,936)
TOTAL OTHER FINANCING SOURCES (USES)	<u>20,632</u>	<u>20,565</u>	<u>17,109</u>	<u>(3,456)</u>
NET CHARGE IN FUND BALANCE	687	(53,040)	27,324	80,364
Fund balance (deficit) - beginning	156,368	156,368	156,368	—
FUND BALANCE (DEFICIT) - ENDING	<u>\$ 157,055</u>	<u>\$ 103,328</u>	<u>\$ 183,692</u>	<u>\$ 80,364</u>

See notes to the required supplementary information.

(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 2017, the City Council approved the City's two-year budget for fiscal years 2018 and 2019. Although appropriations are adopted for a 24-month period, they are divided into two one-year spending plans. The final budgetary data presented in the required supplementary information reflects approved changes to the original 2017-19 budget. Certain projects are appropriated on a multi-year rather than annual basis. If such projects or programs are not completed at the end of the fiscal year, unexpended appropriations may be carried forward to the following year with the approval of the City Administrator pursuant to the City's Consolidated Fiscal Policy.

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.

Budgetary Basis of Accounting

The City adopts budgets each fiscal year on a basis of accounting which is substantially the same as accounting principles generally accepted in the United States of America (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 multi-year 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:

- Federal/State Grant Fund
- Low and Moderate Income Housing Asset Fund
- Municipal Capital Improvement Fund

While the City adopts budgets for all funds, the budgets to actual comparisons for proprietary and fiduciary funds are not presented because some projects and programs are adopted on a multi-year basis.

CITY OF OAKLAND
Notes to Required Supplementary Information
For the Year Ended June 30, 2019

(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 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.

The main difference between actual amounts on a budgetary basis and a GAAP basis is due to timing.

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, 2019, was \$0.4 million.

The following schedule is a reconciliation of the GAAP and budgetary results of operations (in thousands):

	General Fund
Net change in fund balance - GAAP basis	\$ 41,928
Amortization of debt service deposit agreement	(373)
Net change in fund balance - Budgetary basis	\$ 41,555

The General Fund’s fund balance on a GAAP Basis is reconciled to a Budgetary Basis as of June 30, 2019, which is as follows (in thousands):

	General Fund
Fund balance - GAAP basis	\$ 427,095
Unamortized debt service deposit agreement	1,448
Fund balance - Budgetary basis	\$ 428,543

COMBINING FINANCIAL STATEMENTS AND SCHEDULES

CITY OF OAKLAND
Combining Balance Sheet
Nonmajor Governmental Funds
June 30, 2019
(In Thousands)

	Special Revenue Funds	Debt Service Funds	Total
Assets			
Cash and investments	\$ 20,098	\$ 16,558	\$ 36,656
Receivable, net:			
Accrued interest and dividends	76	75	151
Property taxes	1,962	935	2,897
Accounts receivable	6,573	—	6,573
Grants receivable	741	—	741
Due from component units	649	—	649
Restricted cash and investments	3,610	879	4,489
Other assets	36	—	36
TOTAL ASSETS	\$ 33,745	\$ 18,447	\$ 52,192
Liabilities			
Accounts payable and accrued liabilities	\$ 8,550	\$ 6	\$ 8,556
Due to other funds	1,385	954	2,339
Other	2,330	—	2,330
TOTAL LIABILITIES	12,265	960	13,225
DEFERRED INFLOWS OF RESOURCES			
Unavailable revenue	1,779	421	2,200
FUND BALANCES			
Restricted	15,475	17,066	32,541
Committed	1,669	—	1,669
Assigned	2,557	—	2,557
Unassigned	—	—	—
TOTAL FUND BALANCES	19,701	17,066	36,767
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES	\$ 33,745	\$ 18,447	\$ 52,192

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, 2019
(In Thousands)

	Special Revenue Funds	Debt Service Funds	Total
REVENUES			
Taxes:			
Property	\$ 448	\$ 27,950	\$ 28,398
Sales and use	30,265	—	30,265
Gas	16,409	—	16,409
Voter approved special tax	19,082	—	19,082
Licenses and permits	122	—	122
Fines and penalties	677	99	776
Interest and investment income	647	596	1,243
Charges for services	177	—	177
Federal and state grants and subventions	7,254	221	7,475
Other	2,094	546	2,640
TOTAL REVENUES	77,175	29,412	106,587
EXPENDITURES			
Current:			
General government	1,981	123	2,104
Public safety	1,407	—	1,407
Community and human services	6,447	—	6,447
Community and economic development	1,147	—	1,147
Public Works and transportation	47,024	—	47,024
Capital outlay	20,789	—	20,789
Debt service			
Principal repayment	4,125	47,409	51,534
Bond issuance cost	—	9	9
Interest charges	516	58,362	58,878
TOTAL EXPENDITURES	83,436	105,903	189,339
EXCESS (DEFICIENCY) OF REVENUES OVER (UNDER) EXPENDITURES	(6,261)	(76,491)	(82,752)
OTHER FINANCING SOURCES (USES)			
Transfers in	982	74,793	75,775
Transfers out	(344)	(68)	(412)
TOTAL OTHER FINANCING SOURCES	638	74,725	75,363
NET CHANGE IN FUND BALANCES	(5,623)	(1,766)	(7,389)
Fund balance - beginning	25,324	18,832	44,156
FUND BALANCES - ENDING	\$ 19,701	\$ 17,066	\$ 36,767

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.

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, 2019
(In Thousands)

	Traffic Safety & Control	State Gas Tax	Landscape and Lighting Assessment District	Assessment Districts	Parks, Recreation, and Cultural	Total
ASSETS						
Cash and investments	\$ 5,892	\$ 4,324	\$ 1,417	\$ 2,418	\$ 6,047	\$ 20,098
Receivable, net:						
Accrued interest and dividends	24	13	—	12	27	76
Property taxes	—	—	1,696	49	217	1,962
Accounts receivable	5,499	733	319	22	—	6,573
Grants receivable	741	—	—	—	—	741
Due from component units	—	—	649	—	—	649
Restricted cash and investments	3,605	—	5	—	—	3,610
Other assets	36	—	—	—	—	36
TOTAL ASSETS	\$ 15,797	\$ 5,070	\$ 4,086	\$ 2,501	\$ 6,291	\$ 33,745
LIABILITIES						
Accounts payable and accrued liabilities	\$ 7,039	\$ 677	\$ 528	\$ 27	\$ 279	\$ 8,550
Due to other funds	—	—	1,385	—	—	1,385
Other	—	—	—	49	2,281	2,330
TOTAL LIABILITIES	7,039	677	1,913	76	2,560	12,265
DEFERRED INFLOWS OF RESOURCES						
Unavailable revenue	55	—	1,506	46	172	1,779
FUND BALANCES						
Restricted	8,703	4,393	—	2,379	—	15,475
Committed	—	—	—	—	1,669	1,669
Assigned	—	—	667	—	1,890	2,557
TOTAL FUND BALANCES	8,703	4,393	667	2,379	3,559	19,701
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES	\$ 15,797	\$ 5,070	\$ 4,086	\$ 2,501	\$ 6,291	\$ 33,745

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, 2019
(In Thousands)

	Traffic Safety & Control	State Gas Tax	Landscape and Lighting Assessment District	Assessment Districts	Parks, Recreation, and Cultural	Total
REVENUES						
Taxes:						
Property Tax	\$ —	\$ —	\$ —	\$ 448	\$ —	\$ 448
Sales and use	30,265	—	—	—	—	30,265
Gas	—	16,409	—	—	—	16,409
Voter approved special tax	—	—	18,938	144	—	19,082
Licenses and permits	—	—	122	—	—	122
Fines and penalties	677	—	—	—	—	677
Interest and investment income	386	71	7	48	135	647
Charges for services	177	—	—	—	—	177
Federal and state grants and subventions	6,430	—	—	—	824	7,254
Other	1,912	—	8	57	117	2,094
TOTAL REVENUES	39,847	16,480	19,075	697	1,076	77,175
EXPENDITURES						
Current:						
General government	1,969	(130)	48	7	87	1,981
Public safety	1,278	20	—	109	—	1,407
Community and human services	2,648	—	3,669	—	130	6,447
Community and economic development	618	—	1	—	528	1,147
Public works and transportation	19,626	13,334	13,939	124	1	47,024
Capital outlay	20,023	472	280	—	14	20,789
Debt service						
Principal repayment	4,125	—	—	—	—	4,125
Interest charges	516	—	—	—	—	516
TOTAL EXPENDITURES	50,803	13,696	17,937	240	760	83,436
EXCESS (DEFICIENCY) OF REVENUES OVER (UNDER) EXPENDITURES	(10,956)	2,784	1,138	457	316	(6,261)
OTHER FINANCING SOURCES (USES)						
Transfers in	62	—	920	—	—	982
Transfers out	(18)	(41)	(285)	—	—	(344)
TOTAL OTHER FINANCING SOURCES (USES)	44	(41)	635	—	—	638
NET CHANGE IN FUND BALANCES	(10,912)	2,743	1,773	457	316	(5,623)
Fund balance (deficit) - beginning	19,615	1,650	(1,106)	1,922	3,243	25,324
FUND BALANCES - ENDING	\$ 8,703	\$ 4,393	\$ 667	\$ 2,379	\$ 3,559	\$ 19,701

CITY OF OAKLAND
Schedule of Revenues, Expenditures, and Changes in Fund Balances – Budget and Actual
Nonmajor Governmental Funds – Special Revenue Funds
For the Year Ended June 30, 2019
(In Thousands)

	Traffic Safety & Control				State Gas Tax			
	Original Budget	Final Budget	Actual Budgetary Basis	Variance Positive (Negative)	Original Budget	Final Budget	Actual Budgetary Basis	Variance Positive (Negative)
REVENUES								
Sales and use tax	\$ 27,268	\$ 27,268	\$ 30,265	\$ 2,997	\$ —	\$ —	\$ —	\$ —
Gas tax	—	—	—	—	17,989	17,989	16,409	(1,580)
Fines and penalties	1,200	1,200	677	(523)	—	—	—	—
Interest and investment income	—	—	386	386	—	—	71	71
Charges for services	115	115	177	62	7	7	—	(7)
Federal and state grants and subventions	6,671	13,271	6,430	(6,841)	138	138	—	(138)
Other	1	1	1,912	1,911	2	2	—	(2)
TOTAL REVENUES	35,255	41,855	39,847	(2,008)	18,136	18,136	16,480	(1,656)
EXPENDITURES								
Current:								
General government								
Mayor	359	359	206	153	—	—	—	—
City Administrator	—	90	117	(27)	—	—	—	—
City Attorney	35	35	40	(5)	—	—	—	—
Other	—	4,077	1,547	2,530	—	(73)	(130)	57
Public safety								
Police Department	1,916	2,038	1,278	760	—	—	20	(20)
Community and human services								
Human Services Department	2,543	4,269	2,648	1,621	—	—	—	—
Community and economic development								
Economic & Workforce Development	—	1,183	618	565	—	—	—	—
Public works and transportation								
Public Works	1,163	2,437	2,757	(320)	151	226	181	45
Department of Transportation	18,312	20,841	16,869	3,972	15,855	16,331	13,153	3,178
Capital outlay	16,234	28,403	20,023	8,380	2,089	4,352	472	3,880
Debt service:								
Principal Repayment	4,125	4,127	4,125	2	—	—	—	—
Interest charges	—	916	516	400	—	—	—	—
TOTAL EXPENDITURES	44,687	68,775	50,774	18,031	18,095	20,836	13,696	7,140
EXCESS (DEFICIENCY) OF REVENUES OVER (UNDER) EXPENDITURES	(9,432)	(26,920)	(10,897)	16,023	41	(2,700)	2,784	5,484
OTHER FINANCING SOURCES (USES)								
Transfers in	110	110	62	(48)	—	—	—	—
Transfers out	(18)	(18)	(18)	—	(41)	(41)	(41)	—
TOTAL OTHER FINANCING SOURCES	92	92	44	(48)	(41)	(41)	(41)	—
NET CHANGE IN FUND BALANCES	(9,340)	(26,828)	(10,853)	15,975	—	(2,741)	2,743	5,484
Fund balances (deficit) - beginning	19,615	19,615	19,615	—	1,650	1,650	1,650	—
FUND BALANCES (DEFICIT) - ENDING	\$ 10,275	\$ (7,213)	\$ 8,762	\$ 15,975	\$ 1,650	\$ (1,091)	\$ 4,393	\$ 5,484

CITY OF OAKLAND
Schedule of Revenues, Expenditures, and Changes in Fund Balances – Budget and Actual
Nonmajor Governmental Funds – Special Revenue Funds (continued)
For the Year Ended June 30, 2019
(In Thousands)

	Landscape and Lighting Assessment District				Assessment District			
	Original Budget	Final Budget	Actual Budgetary Basis	Variance Positive (Negative)	Original Budget	Final Budget	Actual Budgetary Basis	Variance Positive (Negative)
REVENUES								
Taxes:								
Property tax	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 448	\$ 448
Voter approved special tax	19,156	19,156	18,938	(218)	135	135	144	9
Licenses and permits	52	52	122	70	—	—	—	—
Interest and investment income	—	—	7	7	—	—	48	48
Charges for services	207	207	—	(207)	—	—	—	—
Federal and state grants and subventions	—	—	—	—	—	—	—	—
Other	150	152	8	(144)	3	3	57	54
TOTAL REVENUES	19,565	19,567	19,075	(492)	138	138	697	559
EXPENDITURES								
Current:								
General government	56	79	48	31	718	722	7	715
Public safety	—	—	—	—	3	526	109	417
Community and human services	3,669	3,669	3,669	—	132	132	—	132
Community and economic development	1	1	1	—	—	—	—	—
Public works and transportation	14,838	15,230	13,939	1,291	1,395	1,395	124	1,271
Capital outlay	—	508	280	228	—	6	—	6
TOTAL EXPENDITURES	18,564	19,487	17,937	1,550	2,248	2,781	240	2,541
EXCESS (DEFICIENCY) OF REVENUES OVER (UNDER) EXPENDITURES	1,001	80	1,138	1,058	(2,110)	(2,643)	457	(1,982)
OTHER FINANCING SOURCES (USES)								
Transfers in	920	920	920	—	—	—	—	—
Transfers out	(1,920)	(1,920)	(285)	1,635	—	—	—	—
TOTAL OTHER FINANCING SOURCES (USES)	(1,000)	(1,000)	635	1,635	—	—	—	—
NET CHANGE IN FUND BALANCES	1	(920)	1,773	2,693	(2,110)	(2,643)	457	(1,982)
Fund balances (deficit) - beginning	(1,106)	(1,106)	(1,106)	—	1,922	1,922	1,922	—
FUND BALANCES (DEFICIT) - ENDING	(1,105)	(2,026)	\$ 667	\$ 2,693	(188)	(721)	\$ 2,379	(1,982)

CITY OF OAKLAND
Schedule of Revenues, Expenditures, and Changes in Fund Balances – Budget and Actual
Nonmajor Governmental Funds – Special Revenue Funds (continued)
For the Year Ended June 30, 2019
(In Thousands)

	Parks, Recreation, and Cultural			
	Original Budget	Final Budget	Actual Budgetary Basis	Variance Positive (Negative)
REVENUES				
Interest and investment income	\$ 10	\$ 10	\$ 135	\$ 125
Federal and state grants and subventions	143	752	824	72
Other	377	388	117	(271)
TOTAL REVENUES	530	1,150	1,076	(74)
EXPENDITURES				
Current:				
General government	—	932	87	845
Community and human services	367	1,010	130	880
Community and economic development	(6,857)	1,049	528	521
Public works and transportation	—	85	1	84
Capital outlay	—	49	14	35
TOTAL EXPENDITURES	(6,490)	3,125	760	2,365
NET CHANGE IN FUND BALANCES	7,020	(1,975)	316	2,291
Fund balances (deficit) - beginning	3,243	3,243	3,243	—
FUND BALANCES (DEFICIT) - ENDING	\$ 10,263	\$ 1,268	\$ 3,559	\$ 2,291

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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 ORSA, 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 financing received in connection with the Special Refunding Revenue Bonds (Pension Financing) and for payments on such bonds. The revenues for this fund comes from the "Tax Override Revenues" consist of the revenues generated and collected by the City as proceeds of its annual tax levy authorized Resolution No. 59916 C.M.S adopted in August 1981 by the City Council to fund the City's obligations under Measure R and Measure O. The revenues are used by the City to fund a portion of the City's liability for public safety employee pensions.

CITY OF OAKLAND
Combining Balance Sheet
Nonmajor Governmental Funds – Debt Service Funds
For the Year Ended June 30, 2019
(In Thousands)

	General Obligation Bonds	Lease Financing	JPFA Fund	Other Assessment Bonds	Special Revenue Bonds	Total
ASSETS						
Cash and investments	\$ 8,958	\$ —	\$ —	\$ 1,064	\$ 6,536	\$ 16,558
Receivables, net:						
Accrued interest and dividends	37	1	—	5	32	75
Property taxes	903	—	—	32	—	935
Restricted cash and investments	8	—	11	499	361	879
TOTAL ASSETS	\$ 9,906	\$ 1	\$ 11	\$ 1,600	\$ 6,929	\$ 18,447
LIABILITIES						
Accounts payable and accrued liabilities	\$ —	\$ —	\$ —	\$ 6	\$ —	\$ 6
Due to other funds	—	954	—	—	—	954
TOTAL LIABILITIES	—	954	—	6	—	960
DEFERRED INFLOW OF RESOURCES						
Unavailable revenue	394	—	—	27	—	421
FUND BALANCES						
Restricted	9,512	(953)	11	1,567	6,929	17,066
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES	\$ 9,906	\$ 1	\$ 11	\$ 1,600	\$ 6,929	\$ 18,447

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, 2019
(In Thousands)

	General Obligation Bonds	Lease Financing	JPFA Fund	Other Assessment Bonds	Special Revenue Bonds	Total
REVENUES						
Property taxes	\$ 27,950	\$ —	\$ —	\$ —	\$ —	\$ 27,950
Fines and penalties	99	—	—	—	—	99
Interest and investment income	95	10	6	59	426	596
Grants	—	221	—	—	—	221
Other	—	—	—	546	—	546
TOTAL REVENUES	28,144	231	6	605	426	29,412
EXPENDITURES						
Current:						
General government	13	2	1	101	6	123
Debt service:						
Principal repayment	15,950	1,341	5,120	290	24,708	47,409
Bond issuance cost	—	—	3	6	—	9
Interest charges	13,305	291	2,690	97	41,979	58,362
TOTAL EXPENDITURES	29,268	1,634	7,814	494	66,693	105,903
EXCESS (DEFICIENCY) OF REVENUES OVER (UNDER) EXPENDITURES	(1,124)	(1,403)	(7,808)	111	(66,267)	(76,491)
OTHER FINANCING SOURCES (USES)						
Transfers in	—	—	7,809	—	66,984	74,793
Transfers out	—	—	—	(68)	—	(68)
TOTAL OTHER FINANCING SOURCES (USES)	—	—	7,809	(68)	66,984	74,725
NET CHANGE IN FUND BALANCES	(1,124)	(1,403)	1	43	717	(1,766)
Fund balances - beginning	10,636	450	10	1,524	6,212	18,832
FUND BALANCES - ENDING	\$ 9,512	\$ (953)	\$ 11	\$ 1,567	\$ 6,929	\$ 17,066

CITY OF OAKLAND
Schedule of Revenues, Expenditures, and Changes in Fund Balances – Budget and Actual (continued)
Nonmajor Governmental Funds – Debt Service Funds
For the Year Ended June 30, 2019
(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)
REVENUES								
Property taxes	29,295	29,295	27,950	(1,345)	—	—	—	—
Fines and penalties	—	—	99	99	—	—	—	—
Interest and investment income	—	—	95	95	—	—	10	10
Grants	—	—	—	—	—	—	221	221
Other	—	—	—	—	25,000	25,000	—	(25,000)
TOTAL REVENUES	<u>29,295</u>	<u>29,295</u>	<u>28,144</u>	<u>(1,151)</u>	<u>25,000</u>	<u>25,000</u>	<u>231</u>	<u>(24,769)</u>
EXPENDITURES								
Current:								
General government	40	40	13	27	2	2	2	—
Debt service:								
Principal repayment	15,950	15,950	15,950	—	26,341	26,341	1,341	25,000
Interest charges	13,305	13,305	13,305	—	291	291	291	—
TOTAL EXPENDITURES	<u>29,295</u>	<u>29,295</u>	<u>29,268</u>	<u>27</u>	<u>26,634</u>	<u>26,634</u>	<u>1,634</u>	<u>25,000</u>
EXCESS (DEFICIENCY) OF REVENUES OVER (UNDER) EXPENDITURE	<u>—</u>	<u>—</u>	<u>(1,124)</u>	<u>(1,124)</u>	<u>(1,634)</u>	<u>(1,634)</u>	<u>(1,403)</u>	<u>231</u>
OTHER FINANCING SOURCES								
Transfers in	—	—	—	—	1,634	1,634	—	(1,634)
TOTAL OTHER FINANCING SOURCES	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>1,634</u>	<u>1,634</u>	<u>—</u>	<u>(1,634)</u>
NET CHANGE IN FUND BALANCES	—	—	(1,124)	(1,124)	—	—	(1,403)	(1,403)
Fund balances - beginning	10,636	10,636	10,636	—	450	450	450	—
FUND BALANCES - ENDING	<u>\$ 10,636</u>	<u>\$ 10,636</u>	<u>\$ 9,512</u>	<u>\$ (1,124)</u>	<u>\$ 450</u>	<u>\$ 450</u>	<u>\$ (953)</u>	<u>\$ (1,403)</u>

CITY OF OAKLAND
Schedule of Revenues, Expenditures, and Changes in Fund Balances – Budget and Actual (continued)
Nonmajor Governmental Funds – Debt Service Funds
For the Year Ended June 30, 2019
(In Thousands)

	JPFA Fund				Other Assessment Bonds			
	Original Budget	Final Budget	Actual Budgetary Basis	Variance Positive (Negative)	Original Budget	Final Budget	Actual Budgetary Basis	Variance Positive (Negative)
REVENUES								
Interest and investment income	\$ —	\$ —	\$ 6	\$ 6	\$ —	\$ —	\$ 59	\$ 59
Other	—	—	—	—	707	522	546	24
TOTAL REVENUES	—	—	6	6	707	522	605	83
EXPENDITURES								
Current:								
General government	6	11	1	10	69	73	101	(28)
Debt service:								
Principal repayment	5,935	5,120	5,120	—	350	161	290	(129)
Bond Issuance Cost	—	—	3	(3)	—	—	6	(6)
Interest charges	3,125	2,690	2,690	—	221	97	97	—
TOTAL EXPENDITURES	9,066	7,821	7,814	7	640	331	494	(163)
EXCESS (DEFICIENCY) OF REVENUES OVER (UNDER) EXPENDITURE	(9,066)	(7,821)	(7,808)	13	67	191	111	(80)
OTHER FINANCING SOURCES (USES)								
Transfers in	9,066	7,821	7,809	(12)	—	—	—	—
Transfers out	—	—	—	—	(68)	(68)	(68)	—
TOTAL OTHER FINANCING SOURCES (USES)	9,066	7,821	7,809	(12)	(68)	(68)	(68)	—
NET CHANGE IN FUND BALANCES	—	—	1	1	(1)	123	43	(80)
Fund balances - beginning	10	10	10	—	1,524	1,524	1,524	—
FUND BALANCES - ENDING	\$ 10	\$ 10	\$ 11	\$ 1	\$ 1,523	\$ 1,647	\$ 1,567	\$ (80)

CITY OF OAKLAND
Schedule of Revenues, Expenditures, and Changes in Fund Balances – Budget and Actual (continued)
Nonmajor Governmental Funds – Debt Service Funds
For the Year Ended June 30, 2019
(In Thousands)

	Special Revenue Bonds			
	Original Budget	Final Budget	Actual Budgetary Basis	Variance Positive (Negative)
REVENUES				
Interest and investment income	\$ —	\$ —	\$ 426	\$ 426
TOTAL REVENUES	—	—	426	426
EXPENDITURES				
Current:				
General government	12	12	6	6
Debt service:				
Principal repayment	24,708	24,708	24,708	—
Interest charges	42,281	42,281	41,979	302
TOTAL EXPENDITURES	67,001	67,001	66,693	308
EXCESS (DEFICIENCY) OF REVENUES OVER (UNDER) EXPENDITURE	(67,001)	(67,001)	(66,267)	734
OTHER FINANCING SOURCES (USES)				
Transfers in	67,001	67,001	66,984	(17)
NET CHANGE IN FUND BALANCES	—	—	717	717
Fund balances - beginning	6,212	6,212	6,212	—
FUND BALANCES - ENDING	\$ 6,212	\$ 6,212	\$ 6,929	\$ 717

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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, equipment and services essential to providing governmental services for the City.

The **Information Technology Fund** accounts for maintenance and operation of the information technology services for various City departments.

CITY OF OAKLAND
Combining Statement of Fund Net Position
Internal Service Funds
June 30, 2019
(In Thousands)

	Equipment	Radio	Facilities	Reproduction	Central Stores	Purchasing	Information Technology	Total
ASSETS								
Current assets:								
Cash and investments	\$ 6,225	\$ 6,528	\$ 2,613	\$ 2	\$ 5	\$ —	\$ —	\$ 15,373
Accrued interest	25	32	28	—	—	—	5	90
Accounts receivable	—	2	54	—	—	—	—	56
Inventories	827	—	—	—	—	—	—	827
Restricted cash and investments	12,167	2,170	—	—	—	—	13,241	27,578
Prepaid expenses	36	—	2	—	—	—	—	38
Total current assets	<u>19,280</u>	<u>8,732</u>	<u>2,697</u>	<u>2</u>	<u>5</u>	<u>—</u>	<u>13,246</u>	<u>43,962</u>
Non-current assets:								
Capital assets:								
Land and other assets not being depreciated	—	205	1,175	—	—	—	2,508	3,888
Facilities and equipment, net of depreciation	19,073	8,001	3,203	—	—	—	9,189	39,466
Total capital assets	<u>19,073</u>	<u>8,206</u>	<u>4,378</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>11,697</u>	<u>43,354</u>
TOTAL ASSETS	<u>38,353</u>	<u>16,938</u>	<u>7,075</u>	<u>2</u>	<u>5</u>	<u>—</u>	<u>24,943</u>	<u>87,316</u>
DEFERRED OUTFLOWS OF RESOURCES								
Deferred outflows of resources related to pensions	1,301	489	2,374	93	59	247	—	4,563
Deferred outflows of resources related to OPEB	7	2	371	1	1	1	—	383
TOTAL DEFERRED OUTFLOWS OF RESOURCES	<u>1,308</u>	<u>491</u>	<u>2,745</u>	<u>94</u>	<u>60</u>	<u>248</u>	<u>—</u>	<u>4,946</u>
LIABILITIES								
Current Liabilities:								
Accounts payable and accrued liabilities	1,946	30	2,124	74	4	3	1,038	5,219
Accrued interest payable	157	22	6	—	—	—	175	360
Due to other funds	—	—	—	1,720	4,259	447	113	6,539
Other liabilities	—	—	7	—	—	—	—	7
Capital leases, notes and other payables	5,901	3,330	299	—	—	—	5,021	14,551
Total current liabilities	<u>8,004</u>	<u>3,382</u>	<u>2,436</u>	<u>1,794</u>	<u>4,263</u>	<u>450</u>	<u>6,347</u>	<u>26,676</u>
Non-current liabilities:								
Capital leases, notes and other payables	14,314	734	—	—	—	—	13,900	28,948
Net pension liability	15,098	3,653	25,074	1,191	997	1,667	—	47,680
Net OPEB liability	4,361	1,514	7,956	329	188	844	—	15,192
Total non-current liabilities	<u>33,773</u>	<u>5,901</u>	<u>33,030</u>	<u>1,520</u>	<u>1,185</u>	<u>2,511</u>	<u>13,900</u>	<u>91,820</u>
TOTAL LIABILITIES	<u>41,777</u>	<u>9,283</u>	<u>35,466</u>	<u>3,314</u>	<u>5,448</u>	<u>2,961</u>	<u>20,247</u>	<u>118,496</u>
DEFERRED INFLOWS OF RESOURCES								
Deferred inflows of resources related to pensions	530	191	956	39	24	100	—	1,840
Deferred inflows of resources related to OPEB	1,576	471	2,648	127	127	247	—	5,196
TOTAL DEFERRED INFLOWS OF RESOURCES	<u>2,106</u>	<u>662</u>	<u>3,604</u>	<u>166</u>	<u>151</u>	<u>347</u>	<u>—</u>	<u>7,036</u>
NET POSITION								
Net investment in capital assets	11,025	6,312	4,079	—	—	—	6,017	27,433
Unrestricted (deficit)	(15,247)	1,172	(33,329)	(3,384)	(5,534)	(3,060)	(1,321)	(60,703)
TOTAL NET POSITION	<u>\$ (4,222)</u>	<u>\$ 7,484</u>	<u>\$ (29,250)</u>	<u>\$ (3,384)</u>	<u>\$ (5,534)</u>	<u>\$ (3,060)</u>	<u>\$ 4,696</u>	<u>\$ (33,270)</u>

CITY OF OAKLAND
Combining Statement of Revenues, Expenses, and Changes in Fund Net Position
Internal Services Funds
Year Ended June 30, 2019
(In Thousands)

	<u>Equipment</u>	<u>Radio</u>	<u>Facilities</u>	<u>Reproduction</u>	<u>Central Stores</u>	<u>Purchasing</u>	<u>Information Technology</u>	<u>Total</u>
OPERATING REVENUES								
Charges for services	\$ 31,085	\$ 9,237	\$ 35,001	\$ 1,298	\$ 451	\$ 1,412	\$ 10,065	\$ 88,549
Other	37	—	7	—	—	—	—	44
TOTAL OPERATING REVENUES	<u>31,122</u>	<u>9,237</u>	<u>35,008</u>	<u>1,298</u>	<u>451</u>	<u>1,412</u>	<u>10,065</u>	<u>88,593</u>
OPERATING EXPENSES								
Personnel	9,076	3,397	16,397	581	528	1,495	587	32,061
Supplies	6,930	107	1,979	77	—	6	885	9,984
Depreciation and amortization	6,185	3,728	312	—	—	—	2,953	13,178
Contractual services and supplies	185	194	625	5	—	4	8,244	9,257
Repairs and maintenance	2,041	242	4,919	8	8	8	111	7,337
General and administrative	2,813	193	4,497	238	19	82	281	8,123
Rental	944	252	526	398	7	—	195	2,322
Other	101	1,794	7,154	2	4	2	(2,177)	6,880
TOTAL OPERATING EXPENSES	<u>28,275</u>	<u>9,907</u>	<u>36,409</u>	<u>1,309</u>	<u>566</u>	<u>1,597</u>	<u>11,079</u>	<u>89,142</u>
OPERATING INCOME (LOSS)	<u>2,847</u>	<u>(670)</u>	<u>(1,401)</u>	<u>(11)</u>	<u>(115)</u>	<u>(185)</u>	<u>(1,014)</u>	<u>(549)</u>
NON-OPERATING REVENUES (EXPENSES)								
Interest and investment income (loss)	270	168	119	(37)	(96)	(11)	275	688
Interest expense	(296)	(75)	(17)	—	—	—	(444)	(832)
Insurance claims and settlements	237	—	33	—	—	—	—	270
Other	263	—	—	—	—	7	(12)	258
TOTAL NON-OPERATING REVENUE (EXPENSES)	<u>474</u>	<u>93</u>	<u>135</u>	<u>(37)</u>	<u>(96)</u>	<u>(4)</u>	<u>(181)</u>	<u>384</u>
INCOME (LOSS) BEFORE TRANSFERS	<u>3,321</u>	<u>(577)</u>	<u>(1,266)</u>	<u>(48)</u>	<u>(211)</u>	<u>(189)</u>	<u>(1,195)</u>	<u>(165)</u>
Transfers in	—	—	2,225	—	—	—	750	2,975
Transfers out	(3,151)	(10)	(72)	(5)	(3)	(8)	—	(3,249)
Change in net position	170	(587)	887	(53)	(214)	(197)	(445)	(439)
Net position - beginning	(4,392)	8,071	(30,137)	(3,331)	(5,320)	(2,863)	5,141	(32,831)
NET POSITION - ENDING	<u>\$ (4,222)</u>	<u>\$ 7,484</u>	<u>\$ (29,250)</u>	<u>\$ (3,384)</u>	<u>\$ (5,534)</u>	<u>\$ (3,060)</u>	<u>\$ 4,696</u>	<u>\$ (33,270)</u>

CITY OF OAKLAND
Combining Statement of Cash Flows
Internal Service Funds
For the Year Ended June 30, 2019
(In Thousands)

	<u>Equipment</u>	<u>Radio</u>	<u>Facilities</u>	<u>Reproduction</u>	<u>Central Stores</u>	<u>Purchasing</u>	<u>Information Technology</u>	<u>Total</u>
CASH FLOWS FROM OPERATING ACTIVITIES								
Cash received from customers and users	\$ 31,093	\$ 9,235	\$ 35,072	\$ 1,298	\$ 451	\$ 1,412	\$ 10,065	\$ 88,626
Cash from other sources	537	—	40	—	—	7	—	584
Cash paid to employees	(6,923)	(2,837)	(13,353)	(399)	(303)	(1,209)	(587)	(25,611)
Cash paid to suppliers	(12,055)	(2,833)	(19,420)	(800)	(38)	(105)	(7,575)	(42,826)
NET CASH PROVIDED BY OPERATING ACTIVITIES	<u>12,652</u>	<u>3,565</u>	<u>2,339</u>	<u>99</u>	<u>110</u>	<u>105</u>	<u>1,903</u>	<u>20,773</u>
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES								
Proceeds of interfund loans	—	—	—	—	—	—	113	113
Repayment of interfund loans	—	—	(2,339)	(57)	(13)	(87)	—	(2,496)
Transfer in	—	—	2,225	—	—	—	750	2,975
Transfers out	(3,151)	(10)	(72)	(5)	(3)	(8)	—	(3,249)
NET CASH PROVIDED BY (USED IN) NONCAPITAL FINANCING ACTIVITIES	<u>(3,151)</u>	<u>(10)</u>	<u>(186)</u>	<u>(62)</u>	<u>(16)</u>	<u>(95)</u>	<u>863</u>	<u>(2,657)</u>
CASH FLOWS FROM CAPITAL AND RELATING FINANCING ACTIVITIES								
Acquisition of capital assets	(7,196)	(194)	(582)	—	—	—	(2,452)	(10,424)
Lease proceeds	8,100	—	—	—	—	—	7,900	16,000
Repayment of long-term debt	(4,839)	(3,284)	(287)	—	—	—	(3,326)	(11,736)
Interest paid on long-term debt	(266)	(91)	(22)	—	—	—	(416)	(795)
NET CASH PROVIDED BY (USED IN) CAPITAL AND RELATED FINANCING ACTIVITIES	<u>(4,201)</u>	<u>(3,569)</u>	<u>(891)</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>1,706</u>	<u>(6,955)</u>
CASH FLOWS FROM INVESTING ACTIVITIES								
Interest received (paid)	257	159	104	(37)	(96)	(11)	279	655
NET CHANGE IN CASH AND CASH EQUIVALENTS	5,557	145	1,366	—	(2)	(1)	4,751	11,816
Cash and cash equivalents - beginning	12,835	8,553	1,247	2	7	1	8,490	31,135
CASH AND CASH EQUIVALENTS - ENDING	<u>\$ 18,392</u>	<u>\$ 8,698</u>	<u>\$ 2,613</u>	<u>\$ 2</u>	<u>\$ 5</u>	<u>\$ —</u>	<u>\$ 13,241</u>	<u>\$ 42,951</u>

CITY OF OAKLAND
Combining Statement of Cash Flows (Continued)
Internal Service Funds
For the Year Ended June 30, 2019
(In Thousands)

	<u>Equipment</u>	<u>Radio</u>	<u>Facilities</u>	<u>Reproduction</u>	<u>Central Stores</u>	<u>Purchasing</u>	<u>Information Technology</u>	<u>Total</u>
RECONCILIATION OF OPERATING INCOME (LOSS) TO NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES								
Operating income (loss)	\$ 2,847	\$ (670)	\$ (1,401)	\$ (11)	\$ (115)	\$ (185)	\$ (1,014)	\$ (549)
ADJUSTMENTS TO RECONCILE OPERATING INCOME (LOSS) NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES								
Depreciation	6,185	3,728	312	—	—	—	2,953	13,178
Loss on disposal of capital assets	—	—	—	—	—	—	75	75
Miscellaneous nonoperating revenues (expenses)	500	—	33	—	—	7	(12)	528
Changes in assets, liabilities, and deferred outflows and inflows of resources:								
Receivables	8	(2)	71	—	—	—	—	77
Inventories	84	—	—	—	—	—	—	84
Accounts payable and accrued liabilities	875	(51)	280	(72)	—	(3)	(99)	930
Net pension liability and related pension deferred items	1,900	538	3,139	157	163	288	—	6,185
Net other postemployment benefit liability and related deferred items	253	22	(95)	25	62	(2)	—	265
Total adjustments	<u>9,805</u>	<u>4,235</u>	<u>3,740</u>	<u>110</u>	<u>225</u>	<u>290</u>	<u>2,917</u>	<u>21,322</u>
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	<u>\$ 12,652</u>	<u>\$ 3,565</u>	<u>\$ 2,339</u>	<u>\$ 99</u>	<u>\$ 110</u>	<u>\$ 105</u>	<u>\$ 1,903</u>	<u>\$ 20,773</u>
RECONCILIATION OF CASH AND CASH EQUIVALENTS TO THE STATEMENT OF FUND NET POSITION								
Cash and investments	\$ 6,225	\$ 6,528	\$ 2,613	\$ 2	\$ 5	\$ —	\$ —	\$ 15,373
Restricted cash and investment	12,167	2,170	—	—	—	—	13,241	27,578
TOTAL CASH AND CASH EQUIVALENTS	<u>\$ 18,392</u>	<u>\$ 8,698</u>	<u>\$ 2,613</u>	<u>\$ 2</u>	<u>\$ 5</u>	<u>\$ —</u>	<u>\$ 13,241</u>	<u>\$ 42,951</u>

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.

PENSION TRUST FUND

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 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 the passage of AB X1 26, that are not related to the Former Oakland Redevelopment Agency projects or parks, recreation or cultural activities; (b) *the Other 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; and (c) *the Private Pension Trust Fund* accounts for employee deferred compensation fund.

CITY OF OAKLAND
Combining Statement of Fiduciary Net Position
Private Purpose Trust Funds
June 30, 2019
(In Thousands)

	Oakland Redevelopment Successor Agency Trust Fund	Private Purpose Trust Fund	Private Pension Trust Fund	Total
ASSETS				
Cash and investment	\$ 67,951	\$ 4,093	\$ —	\$ 72,044
Receivables:				
Accrued interest and dividends	632	20	—	652
Accounts receivable	—	15	—	15
Due from other funds of the City	2,705	—	—	2,705
Prepaid expenses	1,745	—	—	1,745
Restricted:				
Short-term investments	11,997	—	—	11,997
Notes and loans receivable, net of allowance for uncollectibles of \$46,675	8,359	—	—	8,359
Property held for resale	2,818	—	—	2,818
TOTAL ASSETS	96,207	4,128	—	100,335
DEFERRED OUTFLOWS OF RESOURCES				
Unamortized loss on refunding of debt	13,739	—	—	13,739
LIABILITIES				
Current liabilities:				
Accounts payable and accrued liabilities	959	15	—	974
Accrued interest payable	5,337	—	—	5,337
Due to other funds of the City	4,269	—	5	4,274
Other	46	(225)	—	(179)
Total current liabilities	10,611	(210)	5	10,406
Non-current liabilities				
Due within one year	31,901	—	—	31,901
Due in more than one year	291,755	—	—	291,755
Total noncurrent liabilities	323,656	—	—	323,656
TOTAL LIABILITIES	334,267	(210)	5	334,062
DEFERRED INFLOWS OF RESOURCES				
Unamortized gain on refunding of debt	415	—	—	415
NET POSITION				
RESTRICTED FOR REDEVELOPMENT				
DISSOLUTION AND OTHER PURPOSES	\$ (224,736)	\$ 4,338	\$ (5)	\$ (220,403)

CITY OF OAKLAND
Combining Statement of Changes in Fiduciary Net Position
Private Purpose Trust Funds
For the Year Ended June 30, 2019
(In Thousands)

	Oakland Redevelopment Successor Agency Trust Fund	Private Purpose Trust Fund	Private Pension Trust Fund	Total
ADDITIONS				
Trust receipts	\$ 64,140	\$ 431	\$ 197	\$ 64,768
Interest	1,626	91	(1)	1,716
Federal and state grants	219	—	—	219
Other income	254	—	—	254
TOTAL ADDITIONS	66,239	522	196	66,957
DEDUCTIONS:				
Administrative expenses	4,163	—	129	4,292
Public safety	—	95	—	95
Community and human services	—	129	—	129
Economic and workforce development	1,880	—	—	1,880
Other	8,479	(2)	—	8,477
Interest on debt	14,714	—	—	14,714
TOTAL DEDUCTIONS	29,236	222	129	29,587
Change in net position	37,003	300	67	37,370
Net position - beginning	(261,739)	4,038	(72)	(257,773)
NET POSITION - ENDING	\$ (224,736)	\$ 4,338	\$ (5)	\$ (220,403)

STATISTICAL SECTION

CITY OF OAKLAND STATISTICS

INDEX TO STATISTICAL SECTION

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 four contain trend information to assist in understanding how the City's financial performance and well-being have changed over times.

Revenue Capacity

Schedules five through eleven report tax revenues by sources which include: property taxes, state taxes and local taxes.

Debt Capacity

Schedules twelve through fifteen 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 sixteen contains pledged 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 seventeen and eighteen 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 nineteen through twenty-one 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 years.

**CITY OF OAKLAND
STATISTICS**

SCHEDULE 1

NET POSITION BY COMPONENT

(in thousands)

	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>
Governmental activities										
Net investment in capital assets	\$ 478,689	\$ 538,815	\$ 663,785	\$ 712,606	\$ 876,703	\$1,025,789	\$1,079,164	\$1,141,058	\$1,126,892	\$1,144,031
Restricted	488,251	517,454	559,393	425,786	433,080	547,286	555,205	599,324	648,566	666,949
Unrestricted	(417,504)	(469,662)	(304,010)	(334,451)	(327,965)	(1,841,834)	(1,789,831)	(1,833,427)	(2,444,868)	(2,322,561)
Total net position - governmental activities	<u>\$ 549,436</u>	<u>\$ 586,607</u>	<u>\$ 919,168</u>	<u>\$ 803,941</u>	<u>\$ 981,818</u>	<u>\$ (268,759)</u>	<u>\$ (155,462)</u>	<u>\$ (93,045)</u>	<u>\$ (669,410)</u>	<u>\$ (511,581)</u>
Business-type activities										
Net investment in capital assets	\$ 113,718	\$ 114,297	\$ 122,911	\$ 129,542	\$ 143,295	\$ 155,257	\$ 171,743	\$ 188,139	\$ 201,553	\$ 213,288
Unrestricted	26,126	37,429	44,061	53,341	55,039	27,182	28,057	19,880	11,052	14,837
Total net position - business-type activities	<u>\$ 139,844</u>	<u>\$ 151,726</u>	<u>\$ 166,972</u>	<u>\$ 182,883</u>	<u>\$ 198,334</u>	<u>\$ 182,439</u>	<u>\$ 199,800</u>	<u>\$ 208,019</u>	<u>\$ 212,605</u>	<u>\$ 228,125</u>
Primary government										
Net investment in capital assets	\$ 592,407	\$ 653,112	\$ 786,696	\$ 842,148	\$1,019,998	\$1,181,046	\$1,250,907	\$1,329,197	\$1,328,445	\$1,357,319
Restricted	488,251	517,454	559,393	425,786	433,080	547,286	555,205	599,324	648,566	666,949
Unrestricted	(391,378)	(432,233)	(259,949)	(281,110)	(274,926)	(1,814,652)	(1,761,774)	(1,813,547)	(2,433,816)	(2,307,724)
Total net position - primary government	<u>\$ 689,280</u>	<u>\$ 738,333</u>	<u>\$1,086,140</u>	<u>\$ 986,824</u>	<u>\$1,178,152</u>	<u>\$ (86,320)</u>	<u>\$ 44,338</u>	<u>\$ 114,974</u>	<u>\$ (456,805)</u>	<u>\$ (283,456)</u>

Source: City of Oakland Statement of Net Position

**CITY OF OAKLAND
STATISTICS**

SCHEDULE 2

CHANGES IN NET POSITION
(in thousands)

	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
Expenses										
Governmental activities:										
General government	\$ 83,295	\$ 75,381	\$ 83,131	\$ 93,942	\$ 79,806	\$ 82,493	\$ 99,183	\$ 113,697	\$ 110,486	\$ 199,697
Public safety	411,333	372,587	351,566	363,597	379,809	383,904	432,862	475,552	471,378	444,400
Community and human services	119,254	1,235,538	122,829	107,779	116,961	121,740	134,799	149,804	144,763	142,719
Community and economic development	222,226	158,209	138,596	81,182	83,657	75,268	85,396	92,671	103,328	103,099
Public works and transportation	70,757	88,321	101,892	75,158	109,177	105,619	114,597	127,404	158,610	127,597
Interest on long-term debt	73,735	93,618	68,948	62,744	59,026	68,033	54,335	56,471	61,505	60,432
Total governmental activities expenses	<u>980,600</u>	<u>911,654</u>	<u>866,962</u>	<u>784,402</u>	<u>828,436</u>	<u>837,057</u>	<u>921,172</u>	<u>1,015,599</u>	<u>1,050,070</u>	<u>1,077,944</u>
Business-type activities:										
Sewer	26,899	27,971	31,227	34,504	37,306	36,957	39,270	44,391	49,645	50,831
Parks and recreation	520	740	492	643	855	681	872	730	1,317	777
Total business-type activities	<u>27,419</u>	<u>28,711</u>	<u>31,719</u>	<u>35,147</u>	<u>38,161</u>	<u>37,638</u>	<u>40,142</u>	<u>45,121</u>	<u>50,962</u>	<u>51,608</u>
Total primary government expenses	<u>\$ 1,008,019</u>	<u>\$ 940,365</u>	<u>\$ 898,681</u>	<u>\$ 819,549</u>	<u>\$ 866,597</u>	<u>\$ 874,695</u>	<u>\$ 961,314</u>	<u>\$ 1,060,720</u>	<u>\$ 1,101,032</u>	<u>\$ 1,129,552</u>
Program Revenues										
Governmental activities:										
Charges for services:										
General government	\$ 24,382	\$ 20,360	\$ 19,924	\$ 17,756	\$ 54,509	\$ 55,148	\$ 49,540	\$ 46,030	\$ 45,511	\$ 52,249
Public safety	14,900	13,573	13,283	7,610	15,472	18,329	21,104	19,867	24,343	27,068
Community and human services	8,128	8,483	8,302	6,342	6,326	7,375	7,454	7,841	6,610	7,677
Community and economic development	48,765	42,418	41,507	19,025	39,413	61,022	58,439	89,130	99,239	69,513
Public works and transportation	39,283	84,834	83,017	76,098	36,954	40,419	41,772	40,285	46,016	46,883
Operating grants and contributions	97,177	123,149	89,620	89,424	119,063	92,865	90,090	95,032	124,238	95,198
Capital grants and contributions	—	—	30,607	26,179	42,148	70,322	54,043	34,911	750	22,672
Total governmental activities program revenues	<u>232,635</u>	<u>292,817</u>	<u>286,260</u>	<u>242,434</u>	<u>313,885</u>	<u>345,480</u>	<u>322,442</u>	<u>333,096</u>	<u>346,707</u>	<u>321,260</u>
Business-type activities:										
Charges for services:										
Sewer	39,329	41,832	48,200	52,919	52,946	57,544	58,703	60,548	65,614	66,558
Parks and recreation	286	118	575	372	503	295	711	272	554	540
Total business-type activities program revenues	<u>39,615</u>	<u>41,950</u>	<u>48,775</u>	<u>53,291</u>	<u>53,449</u>	<u>57,839</u>	<u>59,414</u>	<u>60,820</u>	<u>66,168</u>	<u>67,098</u>
Total primary government program revenues	<u>\$ 272,250</u>	<u>\$ 334,767</u>	<u>\$ 335,035</u>	<u>\$ 295,725</u>	<u>\$ 367,334</u>	<u>\$ 403,319</u>	<u>\$ 381,856</u>	<u>\$ 393,916</u>	<u>\$ 412,875</u>	<u>\$ 388,358</u>
Net (Expense)/Revenue										
Governmental activities	\$ (747,965)	\$ (618,837)	\$ (580,702)	\$ (541,968)	\$ (514,551)	\$ (491,577)	\$ (598,730)	\$ (682,503)	\$ (706,363)	\$ (756,684)
Business-type activities	12,196	13,239	17,056	18,144	15,288	20,201	19,272	15,699	15,206	15,490
Total primary government net expense	<u>\$ (735,769)</u>	<u>\$ (605,598)</u>	<u>\$ (563,646)</u>	<u>\$ (523,824)</u>	<u>\$ (499,263)</u>	<u>\$ (471,376)</u>	<u>\$ (579,458)</u>	<u>\$ 666,804</u>	<u>\$ (688,157)</u>	<u>\$ (741,194)</u>
General Revenues and Other Changes in Net Position										
Governmental activities:										
Taxes										
Property taxes	\$ 346,859	\$ 324,516	\$ 288,923	\$ 256,333	\$ 240,779	\$ 267,534	\$ 279,764	\$ 312,078	\$ 340,573	\$ 358,446
Sales and use taxes	57,745	65,068	66,940	70,498	71,997	63,718	77,365	79,866	85,500	92,319
Motor vehicle in-Lieu tax	—	—	—	—	—	177	166	189	224	206
Gas tax	—	—	—	—	—	12,030	8,653	7,974	10,867	16,409
Local taxes	216,072	220,684	222,237	244,207	263,017	275,496	318,352	314,188	336,586	387,990
Interest and investment income	10,894	8,592	7,078	6,358	6,653	6,362	4,596	3,046	42,362	26,394
Other	58,374	35,672	53,172	7,076	19,671	12,745	20,987	19,935	11,762	31,457
Transfers	1,463	1,476	1,893	1,911	2,002	2,002	2,144	7,644	1,292	1,292
Special and extraordinary items	—	—	273,020	(156,902)	88,309	107,696	—	—	—	—
Total governmental activities	<u>691,407</u>	<u>656,008</u>	<u>913,263</u>	<u>429,481</u>	<u>692,428</u>	<u>747,760</u>	<u>712,027</u>	<u>744,920</u>	<u>829,166</u>	<u>914,513</u>
Business-type activities:										
Interest and investment income	113	119	83	(24)	165	142	233	164	727	1,309
Other	—	—	—	—	—	—	—	—	—	14
Transfers	(1,463)	(1,476)	(1,893)	(1,911)	(2,002)	(2,002)	(2,144)	(7,644)	(1,292)	(1,292)
Total business-type activities	<u>(1,350)</u>	<u>(1,357)</u>	<u>(1,810)</u>	<u>(1,935)</u>	<u>(1,837)</u>	<u>(1,860)</u>	<u>(1,911)</u>	<u>(7,480)</u>	<u>(565)</u>	<u>31</u>
Total primary government	<u>\$ 690,057</u>	<u>\$ 654,651</u>	<u>\$ 911,453</u>	<u>\$ 427,546</u>	<u>\$ 690,591</u>	<u>\$ 745,900</u>	<u>\$ 710,116</u>	<u>\$ 737,440</u>	<u>\$ 828,601</u>	<u>\$ 914,544</u>
Change in Net Position										
Governmental activities	\$ (56,558)	\$ 37,171	\$ 332,561	\$ (112,487)	\$ 177,877	\$ 256,183	\$ 113,297	\$ 62,417	\$ 125,803	\$ 157,829
Business-type activities	10,846	11,882	15,246	16,209	13,451	18,341	17,361	8,219	14,641	15,521
Total primary government	<u>\$ (45,712)</u>	<u>\$ 49,053</u>	<u>\$ 347,807</u>	<u>\$ (96,278)</u>	<u>\$ 191,328</u>	<u>\$ 274,524</u>	<u>\$ 130,658</u>	<u>\$ 70,636</u>	<u>\$ 140,444</u>	<u>\$ 173,350</u>

Source: City of Oakland Statement of Activities

**CITY OF OAKLAND
STATISTICS**

SCHEDULE 3

**FUND BALANCES
GOVERNMENTAL FUNDS**
(in thousands)

General Fund	<u>2010</u>
Reserved	\$103,372
Unreserved	129,678
Total general fund	<u>\$233,050</u>

General Fund	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>
Restricted	\$106,692	\$110,708	\$165,400	\$156,462	\$164,242	\$186,804	\$241,404	\$235,084	\$240,247
Committed	3,890	70,284	—	—	—	—	8,805	14,323	14,648
Assigned	65,985	6,256	58,452	73,843	64,680	58,203	30,802	41,959	53,958
Unassigned	48,794	68,681	21,791	23,546	37,409	65,129	64,715	93,801	118,242
Total general fund	<u>\$225,361</u>	<u>\$255,929</u>	<u>\$245,643</u>	<u>\$253,851</u>	<u>\$266,331</u>	<u>\$310,136</u>	<u>\$345,726</u>	<u>\$385,167</u>	<u>\$427,095</u>

All Other Governmental Funds	<u>2010</u>
Reserved	\$761,679
Unreserved, reported in:	
Special revenue funds	(16,486)
Capital projects funds	66,136
Total all other governmental funds	<u>\$811,329</u>

All Other Governmental Funds	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>
Restricted	\$481,124	\$264,460	\$248,517	\$270,055	\$333,665	\$303,631	\$332,588	\$408,550	\$365,448
Committed	139,178	13,420	16,075	13,902	13,527	18,610	20,072	19,549	26,948
Assigned	188,722	179,063	61,373	90,647	33,603	45,335	86,767	140,061	160,970
Unassigned	(2,669)	(1,416)	(9,849)	(5,236)	(7,997)	(9,891)	(17,031)	(1,106)	—
	<u>\$806,355</u>	<u>\$455,527</u>	<u>\$316,116</u>	<u>\$369,368</u>	<u>\$372,798</u>	<u>\$357,685</u>	<u>\$422,396</u>	<u>\$567,054</u>	<u>\$553,366</u>

Note: The City implemented GASB Statement No. 54 in fiscal year 2011, under which governmental fund balances are reported as restricted, committed, assigned, and unassigned, as compared to reserved and unreserved categories in prior years.

Source: City of Oakland Balance Sheet, Governmental Funds

**CITY OF OAKLAND
STATISTICS**

SCHEDULE 4

**CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS**

(in thousands)

	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
Revenues										
Taxes (see Schedule 5)	\$ 622,901	\$ 612,328	\$ 578,100	\$ 569,193	\$ 576,744	\$ 619,821	\$ 684,334	\$ 712,556	\$ 775,478	\$ 854,682
Licenses and permits	12,124	13,297	12,079	13,331	16,694	22,451	29,362	44,902	47,731	30,603
Fines and penalties	31,220	29,440	27,204	26,657	26,958	25,612	23,972	23,573	20,366	23,341
Interest/investments net income	11,495	9,147	7,558	6,330	6,738	6,409	4,579	2,999	4,557	19,415
Charges for services	82,289	124,707	126,750	86,842	109,022	134,230	125,580	134,678	153,622	149,447
Other intergovernmental revenues	45,116	—	—	—	—	—	—	—	—	—
Federal and State grants and subventions	98,850	121,184	115,046	102,802	152,062	167,045	140,119	128,674	121,559	101,703
Other revenues	32,116	32,290	34,427	39,278	19,641	18,025	12,334	24,214	41,160	32,502
Total revenues	936,111	942,393	901,164	844,433	907,859	993,593	1,020,280	1,071,596	1,164,473	1,211,693
Expenditures										
General government	86,218	99,903	104,569	108,323	87,993	94,318	110,053	111,082	167,524	185,542
Public safety	329,712	316,631	345,700	531,436	340,520	373,532	408,396	422,727	433,552	470,396
Community and human services	106,773	112,327	105,020	104,861	115,589	120,248	125,027	128,106	130,231	149,011
Community and economic development	227,505	175,750	126,709	66,467	79,722	65,771	72,019	74,729	99,782	87,505
Public works and transportation	57,133	71,099	69,763	72,497	96,208	85,041	82,156	87,050	51,718	109,074
Capital outlay	61,233	63,532	71,703	103,905	98,316	123,433	99,609	79,477	72,922	76,600
Debt service										
Bond issuance costs	1,558	828	359	1,958	209	829	251	659	2,131	9
Other refunding cost	—	—	—	3,110	—	11,213	—	—	1,535	—
Principal	105,742	86,965	125,570	74,886	80,559	129,906	48,932	56,657	56,597	55,236
Interest	69,097	89,514	67,175	58,208	59,314	56,737	51,589	54,292	57,452	59,025
Total expenditures	1,766,094	1,692,356	1,663,760	1,900,912	1,590,469	1,705,620	1,685,630	1,727,391	1,788,727	1,192,398
Excess of revenues over (under) expenditures	(108,860)	(74,210)	(115,404)	(281,218)	(50,571)	(67,435)	22,248	56,817	41,992	19,295
Other Financing Sources (Uses)										
Issuance of debt/bonds	67,693	56,870	83,775	—	—	—	—	34,521	117,855	—
Issuance of refunding bonds	—	—	—	216,085	—	128,895	—	—	61,405	—
Capital leases	—	—	—	16,150	14,901	—	—	—	—	—
Premiums/discounts on issuance of bonds	908	(2,052)	8,538	(1,129)	—	15,472	—	809	8,555	—
Payment to refunding escrow agent	—	—	(57,998)	(3,018)	—	(143,717)	—	—	(68,307)	—
Property sale proceeds	5,013	4,481	32,213	67	5,442	309	66	1,488	2,855	7,297
Insurance claims and settlements	1,641	548	1,627	3,726	865	5,477	4,314	3,974	2,949	82
Transfers in	106,409	103,786	344,831	119,617	115,397	113,270	109,259	94,989	105,423	111,743
Transfers out	(104,725)	(102,086)	(342,843)	(117,473)	(112,883)	(110,756)	(107,117)	(92,297)	(105,107)	(110,177)
Total other financing sources (uses)	76,939	61,547	70,143	234,025	23,722	8,950	6,522	43,484	125,628	8,945
Special and extraordinary items	—	—	(274,999)	(102,504)	88,309	74,395	—	—	—	—
Net change in fund balances	(31,921)	(12,663)	(320,260)	(149,697)	61,460	15,910	28,692	100,301	184,099	28,240
Total fund balance - beginning	1,076,300	1,044,379	1,031,716	711,456	561,759	623,219	639,129	667,821	768,122	952,221
Total fund balance - ending	\$1,044,379	\$1,031,716	\$ 711,456	\$ 561,759	\$ 623,219	\$ 639,129	\$ 667,821	\$ 768,122	\$ 952,221	\$ 980,461
Debt service as a percentage of noncapital expenditures	18.1%	18.9%	21.0%	13.7%	17.1%	20.6%	11.5%	12.2%	11.1%	10.4%

Notes: Debt ratio was calculated by dividing principal and interest by total government expenditures excluding capital outlay. For purposes of this schedule, General government includes Mayor, Council, City Administrator, City Attorney, City Auditor, City Clerk and Public Ethics Commission
Source: City of Oakland Statement of Revenues, Expenditures and Changes in Fund Balances - Governmental Funds

**CITY OF OAKLAND
STATISTICS**

SCHEDULE 5

**TAX REVENUES BY SOURCE
GOVERNMENTAL FUNDS**
(in thousands)

Fiscal Year	Property	Sales & Use	Motor Vehicle in-lieu	Gas	Local Taxes							Total
					Business License	Utility Consumption	Real Estate Transfer	Transient Occupancy	Parking	Voter Approved	Franchise	
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
2013	254,488	60,494	—	10,004	60,371	50,752	47,406	15,831	15,565	38,247	16,035	569,193
2014	241,730	58,912	—	13,085	62,905	50,422	59,060	18,468	16,661	38,835	16,666	576,744
2015	268,400	63,718	177	12,030	66,677	50,594	62,665	21,569	18,398	37,443	18,150	619,821
2016	279,798	77,365	166	8,653	75,504	51,006	89,594	25,671	20,175	37,793	18,609	684,334
2017	310,339	79,866	189	7,974	75,840	52,618	79,070	29,049	20,886	37,962	18,763	712,556
2018	342,301	85,500	224	10,767	86,107	52,047	77,663	30,039	21,137	50,469	19,124	775,478
2019	357,758	92,319	206	16,409	99,733	49,599	104,905	33,005	21,726	59,682	19,340	854,682
Change												
2010-2019	2.5%	102.9%	(83.5)%	49.3%	84.2%	(3.0)%	183.7%	227.3%	56.5%	69.4%	32.0%	37.2%

Notes: Reflects revenues of the General, Special Revenue, Debt Service, Capital Projects Funds, and Oakland Redevelopment Agency in FY2007-FY2011, General, Special Revenue, Debt Service, Capital Projects Funds, Oakland Redevelopment Agency, and Housing Successor Agency in FY2012, General, Special Revenue, Debt Service, Capital Projects Funds, and Low and Moderate Income Housing Asset Fund in FY2013-FY 2018. Real estate transfer tax increases in FY2019 reflect cyclical economic activity and support the Vital Services Stabilization Reserve, consistent with the City's Consolidated Fiscal Policy.

Source: City of Oakland Statement of Revenues, Expenditures and Changes in Fund Balances - Governmental Funds

**CITY OF OAKLAND
STATISTICS**

SCHEDULE 6

ASSESSED VALUE OF TAXABLE PROPERTY
(in thousands)

Fiscal Year	Land	Improvements	Personal Property	Total Assessed Value	Less: Tax-Exempt Property	Less: Redevelopment Tax Increments	Total Taxable Assessed Value	Total Direct Tax Rate
2010	\$ 12,708,080	\$ 27,749,554	\$ 2,110,456	\$ 42,568,090	\$ 2,691,489	\$ 9,753,604	\$ 30,122,997	0.5674
2011	12,479,365	26,787,417	1,985,401	41,252,189	2,768,044	9,030,570	29,453,569	0.5692
2012	12,560,758	27,225,464	2,154,330	41,940,552	3,084,118	9,247,268	29,609,166	0.5677
2013	12,723,234	27,848,261	2,266,536	42,838,031	3,322,453	9,496,227	30,019,351	0.5562
2014	13,031,396	29,441,439	2,569,502	45,042,337	4,245,848	9,625,116	31,171,373	0.5470
2015	13,960,804	31,789,840	1,925,481	47,676,125	4,288,050	10,353,808	33,034,267	0.5527
2016	14,968,239	34,219,483	2,098,503	51,286,225	3,862,329	11,932,782	35,491,114	0.5136
2017	16,037,959	36,557,232	2,524,869	55,120,060	4,139,277	13,171,622	37,809,161	0.5446
2018	17,509,685	39,142,275	2,434,733	59,086,693	4,439,304	—	54,647,390	0.5530
2019	18,808,665	42,085,461	2,501,253	63,395,379	4,896,798	—	58,498,581	0.5467

Notes: Amounts for Redevelopment Tax Increment are reported in Total Assessed Value for 2018 and subsequent years. Tax rates are per \$1,000 of assessed value.

Source: County of Alameda

**CITY OF OAKLAND
STATISTICS**

SCHEDULE 7

**DIRECT AND OVERLAPPING
PROPERTY TAX RATES**

Fiscal Year	<u>City Direct Rates</u>				<u>Overlapping Rates</u>								
	Basic Rate	Debt Service Fund	1981 Pension Liability	Total Direct Rate	Alameda County	Education	Education Debt	BART and AC Transit	BART Debt	Other	East Bay Municipal Utility Debt	East Bay Regional Parks District	East Bay Reg. Parks District Debt
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
2013	0.3485	0.0502	0.1575	0.5562	0.3086	0.2165	0.1818	0.0517	0.0043	0.0505	0.0068	0.0242	0.0051
2014	0.3485	0.0410	0.1575	0.5470	0.3086	0.2165	0.2199	0.0517	0.0075	0.0505	0.0066	0.0242	0.0078
2015	0.3485	0.0467	0.1575	0.5527	0.3086	0.2165	0.2157	0.0517	0.0045	0.0505	0.0047	0.0242	0.0085
2016	0.3485	0.0076	0.1575	0.5136	0.3086	0.2165	0.1876	0.0517	0.0026	0.0505	0.0034	0.0242	0.0067
2017	0.3485	0.0386	0.1575	0.5446	0.3086	0.2165	0.1407	0.0517	0.0080	0.0505	0.0028	0.0242	0.0032
2018	0.3485	0.0470	0.1575	0.5530	0.3086	0.2165	0.1325	0.0517	0.0084	0.0505	0.0011	0.0242	0.0021
2019	0.3485	0.0407	0.1575	0.5467	0.3198	0.2165	0.1445	0.0517	0.0070	0.0505	—	0.0242	0.0057

Note: Rates per \$1,000 assessed value

Source: County of Alameda

**CITY OF OAKLAND
STATISTICS**

SCHEDULE 8

PRINCIPAL PROPERTY TAXPAYERS

<u>Taxpayer</u>	<u>2010 (1)</u>			<u>2019 (2)</u>		
	Taxable Assessed Value	Percentage of Total City Taxable Assessed Value	Rank	Taxable Assessed Value	Percentage of Total City Taxable Assessed Value	Rank
SIC Lakeside Drive LLC	\$ 207,483,244	0.520%	1	\$ 246,678,840	0.422%	1
CSHV 1999 Harrison LLC				229,245,000	0.392%	2
Broadway Franklin LLC				224,270,774	0.383%	3
CIM Oakland Center 21 LP	167,500,000	0.420%	3	224,258,947	0.383%	4
USPA City Center LLC				216,403,200	0.370%	5
1955 Broadway Oakland Owner LLC				180,000,000	0.308%	6
Kaiser Foundation Health Plan Inc.	154,867,206	0.388%	5	172,766,402	0.295%	7
1221 Broadway Investors LLC				172,083,094	0.294%	8
KBS SOR II Oakland City Center LLC				154,999,900	0.265%	9
CIM Oakland 1 Kaiser Plaza LP	127,003,431	0.318%	7	144,368,070	0.247%	10
Oakland City Center Venture LLC	194,049,126	0.487%	2	N/A		
Oakland Property LLC	165,547,200	0.415%	4	N/A		
Catholic Cathedral Corp of the East Bay	144,746,890	0.363%	6	N/A		
1800 Harrison Foundation	121,932,415	0.306%	8	N/A		
Uptown Housing Partners LP	121,578,200	0.305%	9	N/A		
Suncal Oak Knoll LLC	114,207,598	0.286%	10	N/A		
Total	\$1,518,915,310	3.809%		\$1,965,074,227	3.359%	

Notes:

(1) 2010 based on total assessed value of \$39,876,600,884

(2) 2019 based on total assessed value of \$58,498,580,656

Source: County of Alameda

**CITY OF OAKLAND
STATISTICS**

SCHEDULE 9

**PROPERTY TAX LEVIES
AND COLLECTIONS**
(in thousands)

1% TAX ROLL					
Fiscal Year Ended June 30,	Taxes Levied for the Fiscal Year	Collected within the Fiscal Year of the Levy		Total Collections to Date	
		Amount	Percent of Levy	Amount	Percent of Levy
2010	\$ 85,706	\$ 82,015	95.69%	\$ 82,015	95.69%
2011	83,960	81,013	96.49%	81,013	96.49%
2012	84,590	81,823	96.73%	81,823	96.73%
2013	85,791	83,756	97.63%	83,756	97.63%
2014	87,270	85,643	98.14%	85,643	98.14%
2015	92,969	91,419	98.33%	91,419	98.33%
2016	101,746	99,849	98.14%	99,849	98.14%
2017	108,686	106,799	98.26%	106,799	98.26%
2018	116,778	115,061	98.53%	115,061	98.53%
2019	122,790	121,081	98.61%	121,081	98.61%

Voter-Approved Debt Tax Roll					
Fiscal Year Ended June 30,	Taxes Levied for the Fiscal Year	Collected within the Fiscal Year of the Levy		Total Collections to Date	
		Amount	Percent of Levy	Amount	Percent of Levy
2010	\$ 83,581	\$ 79,172	94.72%	\$ 79,172	94.72%
2011	85,262	81,506	95.59%	81,506	95.59%
2012	85,076	82,413	96.87%	82,413	96.87%
2013	82,312	80,328	97.59%	80,328	97.59%
2014	80,745	78,989	97.83%	78,989	97.83%
2015	89,871	88,335	98.29%	88,335	98.29%
2016	99,114	97,543	98.42%	97,543	98.42%
2017	116,107	112,674	97.04%	112,674	97.04%
2018	127,411	125,535	98.53%	125,535	98.53%
2019	129,504	127,583	98.52%	127,583	98.52%

Note: Collections in subsequent year data not available.

Source: County of Alameda

**CITY OF OAKLAND
STATISTICS**

SCHEDULE 10

TAXABLE SALES BY CATEGORY
(in thousands)

	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019
Auto & Transportation	\$ 580,398	\$ 651,555	\$ 674,154	\$ 743,329	\$ 838,029	\$ 894,683	\$ 933,844	\$ 903,362	\$ 861,211	\$ 947,982
Business & Industry	490,566	512,453	642,399	655,454	653,875	558,343	578,225	617,380	627,642	776,858
General Consumer Goods	480,781	496,571	548,072	559,941	574,519	605,914	586,743	554,885	534,862	598,930
Restaurants and Hotels	525,068	566,973	606,936	681,562	751,108	855,561	953,697	1,001,054	1,015,038	1,120,306
Building & Construction	344,171	325,085	378,922	374,421	434,677	456,964	474,895	514,481	545,099	613,953
Food & Drugs	366,461	359,148	386,236	402,383	417,291	440,323	490,278	511,093	495,772	563,991
Fuel & Service Stations	433,207	620,279	888,349	733,489	704,208	632,457	502,608	568,368	582,293	767,576
Total	\$ 3,220,652	\$ 3,532,064	\$ 4,125,068	\$ 4,150,579	\$ 4,373,707	\$ 4,444,245	\$ 4,520,290	\$ 4,670,623	\$ 4,661,917	\$ 5,389,596
City direct sales tax rate	1.5%	1.5%	1.5%	1.5%	1.5%	2.0%	2.0%	2.0%	2.0%	2.0%

Source: HdL Companies.

**CITY OF OAKLAND
STATISTICS**

SCHEDULE 11

**DIRECT AND OVERLAPPING
SALES TAX RATES**

Fiscal Year	City Direct Rate	State of California
2010	1.50%	8.25%
2011	1.50%	8.25%
2012	1.50%	7.25%
2013	1.50%	7.50%
2014	1.50%	7.50%
2015	2.00%	7.50%
2016	2.00%	7.50%
2017	2.00%	7.25%
2018	2.00%	7.25%
2019	2.00%	7.25%

Source: California Department of Tax and Fee Administration.

**CITY OF OAKLAND
STATISTICS**

SCHEDULE 12

RATIOS OF OUTSTANDING DEBT BY TYPE

(in thousands)

Fiscal Year	Governmental Activities											Business-type Activities			Total Primary Government		
	General Obligation Bonds	Tax Allocation Bonds	Certificates of Participation	Lease Revenue Bonds	Pension Obligation Bonds	Accreted Interest	Special Assessment Bonds	Notes and Loans Payable	Capital Leases	Premiums and Discounts	Pledge Oblig. For Authority Debt	Sewer Fund Notes Payable	Sewer Fund Bonds	Premiums and Discounts	Total Outstanding Debt	Percentage of Personal Income	Per Capita
2010	\$ 366,248	\$ 488,900	\$ 7,210	\$ 270,670	\$ 210,595	\$ 172,971	\$ 8,298	\$ 14,295	\$ 18,483	\$ 26,846	\$ 76,000	\$ 1,708	\$ 54,380	\$ 2,239	\$ 1,718,843	7.1%	\$ 4.391
2011	349,431	523,905	3,895	242,800	195,637	172,121	7,963	12,295	17,068	22,203	72,450	848	52,580	2,121	1,675,317	6.4%	4.235
2012	326,609	—	—	210,530	174,777	157,211	7,475	10,140	13,498	23,176	61,408	574	50,695	2,003	1,038,096	3.6%	2.588
2013	309,793	—	—	176,850	367,394	162,874	6,690	7,815	39,228	20,219	56,895	291	48,710	1,885	1,198,644	4.1%	2.920
2014	290,449	—	—	141,555	348,512	169,923	6,365	5,330	51,349	18,390	53,225	—	38,555	5,144	1,128,797	3.5%	2.719
2015	206,530	—	—	109,955	330,433	165,290	6,020	3,150	65,645	25,989	49,445	—	36,630	4,801	1,003,888	2.8%	2.387
2016	201,830	—	—	91,110	313,223	159,476	5,685	2,060	71,849	24,054	45,512	—	34,665	4,458	953,922	2.6%	2.235
2017	216,655	—	—	71,335	296,854	149,896	5,335	8,021	67,802	23,246	41,384	—	32,620	4,115	917,263	2.3%	2.131
2018	317,605	—	—	60,025	271,580	136,371	3,585	22,250	54,046	27,934	37,049	—	30,495	3,772	964,712	2.4%	2.236
2019	301,655	—	—	54,905	246,872	118,643	3,295	18,125	53,267	26,008	32,499	—	28,260	3,430	886,959	2.2%	2.049

Source: Notes to Basic Financial Statements.

Notes: Tax allocation bonds are excluded from Governmental Activities after 2011 due to the dissolution of redevelopment agencies. Refunding losses have been removed from this schedule compared to prior years as they are no longer reported as part of the carrying amount of related debt. The declines in debt as a percentage of personal income and debt per capita for 2019 reflect decreases in total outstanding debt; per Schedule 17 the same personal income base is used for both 2018 and 2019.

**CITY OF OAKLAND
STATISTICS**

SCHEDULE 13

**RATIOS OF GENERAL BONDED
DEBT OUTSTANDING**
(in thousands)

Fiscal Year	Pension Obligation Bonds	General Obligation Bonds	Less: Amounts Restricted to Repaying Principal	Total	Assessed Value (1)	Tax Rate	Per Capita (2) <i>(in dollars)</i>
2010	\$210,595	\$366,248	\$17,677	\$559,166	\$39,877,000	0.0140	\$ 1,428
2011	195,637	349,431	18,848	526,220	38,484,140	0.0137	1,330
2012	174,777	326,609	28,312	473,074	38,856,435	0.0122	1,179
2013	367,394	309,793	31,198	645,989	39,515,578	0.0163	1,574
2014	348,512	290,449	29,146	609,815	40,796,490	0.0149	1,469
2015	330,433	206,530	29,475	507,488	43,388,075	0.0117	1,207
2016	313,223	201,830	22,316	492,737	47,423,896	0.0104	1,154
2017	296,854	216,655	14,121	499,388	50,980,783	0.0098	1,160
2018	271,580	317,605	16,849	572,336	54,647,389	0.0105	1,327
2019	246,872	301,655	16,439	532,088	58,498,581	0.0091	1,229

Sources: (1) Alameda County Assessor.
(2) State of California Department of Finance, 1/1/19.

Note: Rates per \$1,000 assessed value.

**CITY OF OAKLAND
STATISTICS**

SCHEDULE 14

**DIRECT AND OVERLAPPING
GOVERNMENTAL ACTIVITIES DEBT**

Governmental Unit	Total Debt as of 6/30/19	Estimated Percentage Applicable	City Share of Debt
Direct Debt			
City of Oakland General Obligation Bonds	\$ 301,655,000	100	\$ 301,655,000
City of Oakland Lease Revenue Bonds	54,905,000	100	54,905,000
City of Oakland Pension Obligation Bonds	246,872,000	100	246,872,000
City-Guaranteed Special Assessment District Bonds	3,295,000	100	3,295,000
City of Oakland Notes & Loans	18,125,000	100	18,125,000
City of Oakland Share of Coliseum Authority General Fund Obligations	60,367,500	100	60,367,500
Total Direct Debt			<u>685,219,500</u>
Overlapping Tax and Assessment Debt			
Alameda County	\$ 240,000,000	0.203	\$ 48,758,400
Bay Area Rapid Transit District	809,660,000	7.834	63,428,764
East Bay Regional Park District	178,710,000	12.407	22,172,550
Chabot-Las Positas Community College District	661,410,000	1.056	6,984,490
Peralta Community College District	365,985,000	55.621	203,564,517
Berkeley and Castro Valley Unified School Districts	440,160,000	0.003 & 0.119	167,548
Oakland Unified School District	873,735,000	99.999	873,726,263
San Leandro Unified School District	263,460,081	10.208	26,894,005
City of Emeryville 1915 Act Bonds	1,925,000	4.183	80,523
City of Piedmont 1915 Act Bonds	3,729,086	5.479	204,317
Total Overlapping Tax and Assessment Debt			<u>1,245,981,377</u>
Overlapping General Fund Debt			
Alameda County and Coliseum Authority General Fund Obligations	\$ 868,272,500	0.203	\$ 176,398,241
Alameda-Contra Costa Transit District Certificates of Participation	11,465,000	24.052	2,757,562
Peralta Community College District Pension Obligation Bonds	147,577,908	55.621	82,084,308
Oakland Unified School District Certificates of Participation	23,930,000	99.999	23,929,761
Castro Valley Unified School District Certificates of Participation	5,015,000	0.119	5,968
Total Overlapping General Fund Debt			<u>285,175,840</u>
Total Direct and Overlapping Debt			<u>2,216,376,717</u>
Overlapping Tax Increment Debt (Successor Agency)	315,910,000	100	315,910,000
Combined Total Debt			<u><u>\$ 2,532,286,717</u></u>

Source: California Municipal Statistics, Inc. and City of Oakland.

**CITY OF OAKLAND
STATISTICS**

SCHEDULE 15

LEGAL DEBT MARGIN INFORMATION

(in thousands)

	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>
Taxable Assessed Value (1)	\$ 30,122,997	\$ 29,453,569	\$ 29,609,166	\$ 30,019,351	\$ 31,171,373	\$ 33,034,267	\$ 35,491,114	\$ 37,809,161	\$ 54,647,390	\$ 58,498,581
Debt limit (2)	1,129,612	1,104,509	1,110,344	1,125,726	1,168,926	1,238,785	1,330,917	1,417,844	2,049,277	2,193,697
Total net debt applicable to limit	366,248	349,431	326,608	309,792	290,449	206,530	201,830	216,665	317,605	301,655
Legal debt margin	763,365	755,078	783,736	815,934	878,478	1,032,255	1,129,087	1,201,179	1,731,672	1,892,042
Total net debt applicable to the limit as a percentage of debt limit (%)	32.4%	31.6%	29.4%	27.5%	24.8%	16.7%	15.2%	15.3%	15.5%	13.8%

Sources: Alameda County Assessor and Notes to Basic Financial Statements, Note II, Part (G) - Long-Term and Other Obligations.

Notes:

(1) As of fiscal year 2018 reported assessed value includes former redevelopment areas.

(2) Government Code Section 43605 provides for a legal debt limit of 15% of gross assessed valuation. This provision was enacted when assessed valuation was based upon 25% of market value, however, effective with the 1981-82 fiscal year each parcel is now assessed at 100% of market value (as of the most recent change in ownership for that parcel). The computations shown above reflect a conversion of assessed valuation data for each fiscal year from the current full valuation perspective to the 25% level that was in effect at the time that the legal debt margin was enacted by the State of California for local governments. In combination, the 25% and 15% computations result in a debt limit that is 3.75% of taxable assessed value.

**CITY OF OAKLAND
STATISTICS**

SCHEDULE 16

**PLEGGED-REVENUE COVERAGE,
CITY OF OAKLAND SEWER BONDS, PORT OF OAKLAND,
OAKLAND REDEVELOPMENT AGENCY AND OAKLAND REDEVELOPMENT
SUCCESSOR AGENCY**

(in thousands)

Fiscal Year	Net Revenue Available for Debt Service	Debt Service	Coverage
<u>SEWER BONDS (1)</u>			
2010	\$ 19,822	\$ 4,481	4.42
2011	21,345	4,485	4.76
2012	24,663	4,480	5.51
2013	26,191	4,484	5.84
2014	22,789	3,648	6.25
2015	27,544	3,643	7.56
2016	26,668	3,645	7.32
2017	23,308	3,646	6.39
2018	24,039	3,644	6.60
2019	24,471	3,647	6.71
<u>PORT OF OAKLAND (2)</u>			
2010	\$ 147,860	\$ 113,303	1.42
2011	155,502	105,645	1.47
2012	161,254	108,175	1.50
2013	170,128	107,268	1.59
2014	160,769	98,191	1.64
2015	164,643	98,197	1.68
2016	158,738	98,880	1.61
2017	172,552	99,454	1.73
2018	180,421	98,902	1.82
2019	194,104	93,188	2.08
<u>OAKLAND REDEVELOPMENT AGENCY/OAKLAND REDEVELOPMENT SUCCESSOR AGENCY (3)</u>			
2010	\$ 88,167	\$ 44,286	1.99
2011	86,431	46,464	1.86
2012	81,475	46,404	1.76
2013	83,057	46,574	1.78

Notes:

(1) Net revenue available for debt service is defined in the indentures for each bond issuance and is generally based on operating revenues less operating expenses, excluding depreciation and amortization, plus interest and investment income.

(2) Debt service amounts and coverage ratios reflect the Port's intermediate lien. Additional details may be found in the Port's separately published Comprehensive Annual Financial Report.

(3) Following the dissolution of redevelopment, pledged revenues for outstanding tax allocation bonds are equal to 100% of the associated legal obligation and coverage amounts are no longer reported. Coverage ratios shown reflect all-in debt service coverage; for coverage by issue please refer to the City of Oakland's historical Annual Financial Information Statements.

Sources: City of Oakland Annual Financial Information Statements, Port of Oakland.

**CITY OF OAKLAND
STATISTICS**

SCHEDULE 17

DEMOGRAPHIC AND ECONOMIC STATISTICS

Calendar Year	Population (1)	Personal Income (thousands) (2)	Per Capita Personal Income (3)	School Enrollment (4)	Unemployment Rate (%) (5)
2010	391,475	\$ 24,206,079	\$ 61,194	46,616	13.3
2011	395,560	26,274,928	65,501	46,584	12.3
2012	401,139	28,879,798	70,351	46,472	10.7
2013	410,511	29,507,737	71,082	46,486	8.9
2014	415,123	32,064,059	76,230	47,194	7.2
2015	420,624	35,224,821	82,523	48,077	5.9
2016	426,850	37,208,259	86,434	49,098	4.9
2017	430,482	39,452,998	91,459	49,760	4.2
2018	431,373	39,452,998	91,459	50,231	3.4
2019	432,897	39,452,998	91,459	50,202	3.5

Sources and Notes:

(1) California Department of Finance. Population figures for 2010 through 2018 have been updated to reflect totals at calendar year end.

(2) US Department of Commerce, Bureau of Economic Analysis. Data are available only for the San Francisco-Oakland-Hayward Metropolitan Statistical Area (MSA) and have been adjusted by the proportion of the population within the City of Oakland. Data for 2018 and 2019 are not yet available; 2017 data are reported for these years instead.

(3) US Department of Commerce, Bureau of Economic Analysis. Data are presented for the San Francisco-Oakland-Hayward Metropolitan Statistical Area. Data for 2018 and 2019 are not yet available; 2017 data are reported for these years instead.

(4) California Department of Education. School enrollment amounts have been updated from prior years based on this data source.

(5) California Employment Development Department. Annual data are not yet available for 2019 but June 2019 data are reported above. Prior year data have been updated based on annual unemployment rates.

**CITY OF OAKLAND
STATISTICS**

SCHEDULE 18

PRINCIPAL EMPLOYERS

<u>Employer</u>	2019			2010		
	<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>
Kaiser Foundation Health Plan, Hospitals, and Kaiser Permanente Medical Group	12,000+	1	5.8%	3,105	6	1.7%
County of Alameda	8,000-10,000	2	4.8%	10,374	1	5.8%
Oakland Unified	5,000-5,500	3	2.7%	5,704	3	3.2%
City of Oakland	4,000-4,500	4	2.2%	4,478	4	2.5%
San Francisco Bart District	3,500-4,000	5	1.9%			
State of California	3,000-3,500	6	1.7%			
United Parcel Service	2,500-3,000	7	1.5%			
Southwest Airlines Co.	2,500-3,000	8	1.5%			
Children's Hospital & Research Center	2,500-3,000	9	1.5%			
Internal Revenue Service	2,500-3,000	10	1.5%	2,500	9	1.4%
Peralta Community College District	1,000-1,500		0.7%	2,759	7	1.6%
Safeway Stores Inc.	500-1,000		0.5%	2,692	8	1.5%
Wells Fargo Bank	Less than 500		0.2%	5,862	2	3.3%
Cost Plus, Inc.	N/A		N/A	4,125	5	2.3%
Albertson's LLC	N/A		N/A	2,209	10	1.2%
Total, Ten Largest Employers	51,500			43,808		

Source: City of Oakland Economic & Workforce Development Department.

Note: Employment data for affiliated entities of Kaiser Permanente are combined. Percent of total employment is based on June 2019 employment of 206,200 and 2010 annual employment of 177,600 as reported by the California Employment Development Department. Percentages and totals for 2019 data are based on the upper end of indicated ranges.

**CITY OF OAKLAND
STATISTICS**

SCHEDULE 19

**FULL-TIME CITY GOVERNMENT EMPLOYEES
BY FUNCTION/PROGRAM**

<u>Function/Program</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>
General government										
Management services	184	169	280	280	169	205	224	239	235	235
Finance	176	172	63	55	124	128	134	132	136	138
Retirement services	5	5	—	—	—	—	—	—	—	—
Personnel resources	35	35	33	29	40	42	37	37	41	41
Contracts and purchasing	22	23	—	—	—	—	—	—	—	—
Information technology	67	62	60	55	59	54	70	76	72	72
Public safety										
Police										
Officers	763	627	634	621	633	710	760	761	731	748
Civilians	305	279	311	350	458	458	423	367	336	324
Fire										
Firefighters and officers	434	427	411	410	393	426	427	462	450	435
Civilians	78	69	64	68	96	67	102	72	79	86
Community and human services										
Library	133	135	134	138	139	136	132	154	153	184
Human services	217	231	218	219	219	214	213	187	178	192
Parks and recreation	82	87	83	84	82	85	88	85	79	81
Cultural arts/KTOP	12	12	8	8	8	8	—	—	—	—
Museum	42	38	—	—	—	—	—	—	—	—
Neighborhood services	—	—	—	4	—	—	—	—	—	—
Community and economic development										
Community & economic	364	241	—	—	—	—	—	—	—	—
Housing & community development	—	—	44	43	45	45	44	50	48	54
Planning & building	—	—	119	111	111	107	118	121	136	144
Economic & workforce	—	—	—	—	46	44	42	43	46	43
Public works	482	593	593	588	611	623	622	632	467	468
Department of Transportation	—	—	—	—	—	—	—	—	226	230
Total	3,401	3,205	3,055	3,063	3,233	3,352	3,436	3,418	3,413	3,475

Note: Missing values result from the reorganization of City departments over time.
Source: City of Oakland Payroll Division.

**CITY OF OAKLAND
STATISTICS**

SCHEDULE 20

**OPERATING INDICATORS BY
FUNCTION/PROGRAM**

<u>Function/Program</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>
General Government										
Building permits issued	12,951	13,648	13,696	13,513	14,680	15,117	18,693	17,259	14,331	13,013
Building inspections conducted	71,931	70,016	48,500	55,951	58,844	56,414	39,947	41,771	67,494	57,125
Authorized new dwelling units	555	528	237	486	420	806	1,641	3,101	4,272	2,512
Commercial value (in thousands)	95,851	108,767	150,613	65,152	100,239	238,592	306,809	211,874	359,016	260,822
Residential value (in thousands)	168,872	179,374	159,723	253,516	181,087	246,776	495,481	638,944	1,180,188	827,832
Police										
Dispatched calls	265,277	236,517	221,775	249,050	226,275	252,550	253,877	259,494	305,605	307,544
Field Contacts	20,220	23,391	16,638	21,280	33,570	34,418	39,240	30,032	26,026	22,846
Physical arrests	15,056	15,029	10,617	7,908	7,577	12,224	12,911	12,047	11,194	9,484
Parking violations	450,656	386,494	368,641	326,030	331,692	323,542	330,615	313,222	306,000	317,175
Fire										
Emergency responses	49,887	51,041	46,672	55,334	55,284	58,413	59,254	55,144	55,200	54,362
Fires extinguished	1,143	1,073	1,207	1,108	1,783	1,282	1,782	1,469	1,743	1,778
Inspections	2,087	2,211	2,390	3,292	3,292	2,398	2,862	3,143	3,467	7,541
Port of Oakland										
Imports (tonnage, thousands)	13,014	14,868	14,709	14,610	14,478	15,204	15,155	16,436	17,166	17,942
Exports (tonnage, thousands)	17,358	17,648	18,429	18,371	18,474	17,663	15,848	17,720	17,580	17,066
Total tonnage (thousands)	30,372	32,516	33,139	32,981	32,952	32,868	31,003	34,157	34,746	35,008
Containers	1,161,082	1,316,473	1,318,925	1,328,379	1,325,855	1,359,195	1,294,532	1,336,298	1,364,358	1,439,652
Other public works										
Street resurfacing (miles)	18.5	11.5	21.21	3.95	16.95	9.6	9.4	8.8	15.4	N/A
Potholes repaired	10,062	8,262	11,614	12,005	9,719	13,751	14,117	17,733	13,550	18,629
Parks and recreation										
Athletic field permits issued	346	378	409	409	409	429	450	450	380	501
Community center admissions	1,454,124	1,653,451	1,790,720	1,144,097	902,414	698,273	1,174,383	N/A	N/A	N/A
Library										
Volumes in collection	1,452,930	1,535,451	1,268,857	1,259,091	1,245,060	1,130,583	1,120,958	1,193,188	1,178,304	1,155,686
Total volumes borrowed	2,469,588	2,585,613	2,619,930	2,576,157	2,534,678	2,421,548	2,560,066	2,130,170	2,241,795	2,518,321
Wastewater										
Average daily sewage treatment (thousands of gallons)	68,000	70,000	63,000	61,000	56,000	55,000	57,000	67,000	53,000	60,900

Source: City of Oakland, Port of Oakland, and East Bay Municipal Utility District.

Notes: Port of Oakland data based on prior calendar year; fiscal year data unavailable. Community center admissions data is not available after 2016 on a basis comparable to earlier years due to a change in Parks & Recreation data systems.

**CITY OF OAKLAND
STATISTICS**

SCHEDULE 21

**CAPITAL ASSET STATISTICS
BY FUNCTION/PROGRAM**

<u>Function/Program</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>
Aviation facilities										
Airports operated	1	1	1	1	1	1	1	1	1	1
Paved airport runways	4	4	4	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	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	2,600	2,600	2,600
Police										
Stations	7	7	7	7	7	7	7	7	7	7
Patrol units	602	592	634	610	600	619	697	745	715	614
Fire stations	25	25	25	25	25	25	25	25	25	25
Harbor facilities										
Miles at waterfront	19	19	19	19	19	19	19	19	19	19
Berthing length at wharves (in feet)	23,233	23,233	23,233	23,233	23,233	23,233	23,233	23,233	25,100	25,100
Harbor area (in acres)	786	779	779	779	779	779	779	779	779	779
Hospitals	4	4	4	4	4	4	4	4	4	4
Library branches	15	16	16	16	16	16	16	16	16	16
Museums	1	1	1	1	1	1	1	1	1	1
Other public works										
Streets (in lane miles)	1,963	1,965	1,965	1,965	1,965	1,965	1,965	1,965	1,965	1,965
Streetlights	36,219	37,000	37,000	37,000	37,000	37,000	38,000	38,050	38,250	38,250
Traffic signals	688	688	720	632	635	639	642	643	646	646
Parks and recreation										
Acreage	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500
Swimming pools	5	4	4	4	4	4	6	6	6	6
Tennis courts	44	44	44	44	44	44	44	44	44	41
Playgrounds	106	106	106	106	106	106	106	106	106	106
Baseball/softball diamonds	40	40	40	40	40	40	40	40	40	40
Soccer/football fields	15	15	15	15	15	15	15	15	15	15
Community centers	34	33	33	33	33	33	33	33	33	33
Wastewater										
Sanitary sewers (miles)	29	29	29	29	29	29	29	29	29	29

Source: City of Oakland and Port of Oakland

Note: Harbor Facilities data based on prior calendar year; fiscal year data unavailable.

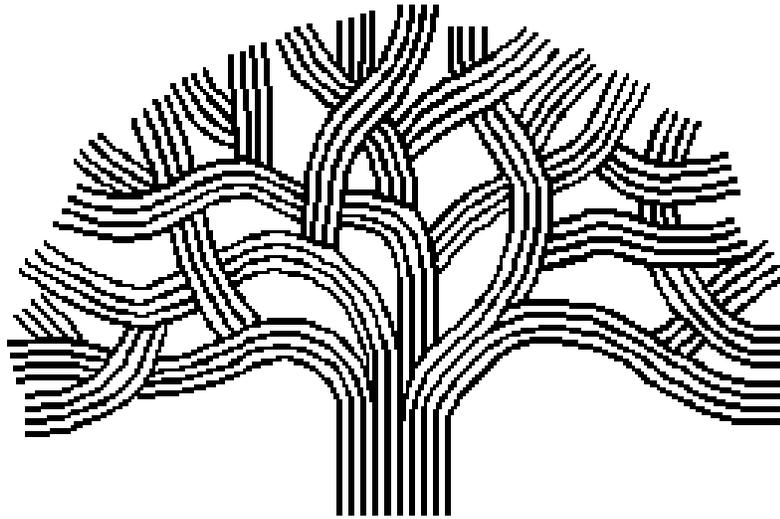
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APPENDIX C

CITY INVESTMENT POLICY (FISCAL YEAR 2019-20)

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**City of Oakland
Investment Policy
For
Fiscal Year 2019-20**



**Prepared by
Treasury Bureau
Adopted by the City Council
On June 18, 2019**

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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 (the “City”) public funds pursuant to Council Resolution Nos. 75855 C.M.S and 00-38 C.M.S and in accordance with Government Code Section 53607. This Investment Policy is now amended and adopted as of June 18 ,2019 and will serve as the City of Oakland’s Investment Policy for Fiscal Year 2019-20 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.

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 Deferred 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 Finance Director/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 Finance Director/Treasurer or designee. The Treasury Administrator and/or Investment Officer may execute investment transactions in the absence of the Treasurer or designee per the Treasurer's instructions or prior authorization.

An Treasury Administrator or Investment Officer 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, and 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 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 effective December 16, 1988, 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. 12066 C.M.S adopted by Council on July 14,1998, 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. On July 27 2017, City Council adopted Ordinance No. 13445 C.M.S that Amended Ordinance No. 12606 C.M.S.

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 Bureau maintains a list of firms excluded from permitted investments due to the tobacco divestiture requirements.

9.4 Fossil Fuel Divestiture Resolution

On June 17, 2014, Council adopted Resolution No. 85053 C.M.S. which prohibits the Investment or ownership stake in any companies that extract, produce, refine, burn or distribute fossil fuels. Treasury Bureau is in full compliance with this Resolution

9.5 Firearm or Gun Manufacturer Divestiture Resolution

On March 5, 2013, Council adopted Resolution No. 84242 C.M.S which prohibits investment or ownership stake in any manufacturer of firearms or ammunition. Treasury Bureau does not have any direct investment exposure to firearms or ammunition manufacturer.

This Investment Policy will hereto to any City of Oakland Resolutions and Ordinances adopted after adoption of this Investment Policy for Fiscal Year 2019-20.

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 cash management 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 Audit

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 directly 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 funds 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 for every two years 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 GENERAL CREDIT QUALITY

Short-term debt shall be rated at least "A-1" by Standard & Poor's Corporation, "P-1" by Moody's Investor Service, Inc., "F-1" by Fitch. Long-term debt shall be rated in a rating category of at least "A" by Standard & Poor's Corporation, Moody's Investors Service, Inc., or Fitch.

The minimum credit requirement for each security is further defined within the Permitted Investments section of the policy. If securities which are purchased for the Fund are downgraded below the credit quality required by the Fund. The Treasurer, will determine whether to retain or to sell the security. Evaluation of divestiture of securities will be determined on a case-by-case basis.

15.0 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.

15.1 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

15.2 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.

15.3 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.

15.4 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 rating category of "A" or higher ratings for the issuer's debt, other than commercial paper, if any, as provided by NRSRO.

15.5 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.

15.6 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

15.7 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 and should have minimum "A" rating category or its equivalent or better.
- 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

15.8 Negotiable Certificates of Deposit

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.

15.9 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.

15.10 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.

15.11 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

15.12 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. 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.

15.13 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

15.14 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 \$65 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.

- Maximum Maturity N/A
- Maximum Portfolio Exposure None

15.15 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

15.16 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

15.17 Other Local Agency Bonds

Bonds, notes, warrants or other evidences of indebtedness of any local agency with the 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

15.18 Deposits- Private Placement

Prudent to Government Code Section 53601.8 and 53635.8, local agencies are authorized to invest their surplus funds in deposits, certificates of deposits including negotiable certificate of deposits at a commercial or saving bank, saving and loan, or credit union using a private sector deposit placement service.

- Maximum Portfolio Exposure: 30%
- Maximum Issuer Exposure: maximum 10% per private sector placement entity
- Credit Requirement: Prudent person standard applies
- Sunset on January 1, 2021

15.19 Supranationals

U.S dollar denominated senior unsecured unsubordinated obligations issued or unconditionally guaranteed by any of the supranational institutions such as International Bank of Reconstruction and Development (IBRD), the International Finance Corporation (IFC), and the Inter-American Development Bank (IADB). Eligible for purchase and sale within the United States.

- Maximum Maturity: 5 years
- Maximum Portfolio Exposure: 30%
- Credit Requirement: Minimum Rating Category of “AA” or better by NRSRO

16.0 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.

17.0 GLOSSARY

Definitions of investment-related terms are listed in Exhibit A.

EXHIBIT A

GLOSSARY

ACCRETION: Adjustment of the difference between the prices 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 issuers 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 (GICS): 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 running 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.

NATIONALLY RECOGNIZED RATING ORGANIZATION (NRSRO): is a credit rating agency that issues credit rating that U.S Securities and Exchange Commission permits other financial firms to use for certain regulatory purposes.

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.

PRIVATE PLACEMENTS: Securities that do not have to be registered with the Securities and Exchange Commission because they are offered to a limited number of sophisticated investors.

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.

RATING SCALE:

Moody's		S&P		Fitch		Rating description		
Long-term	Short-term	Long-term	Short-term	Long-term	Short-term			
Aaa	P-1	AAA	A-1+	AAA	F1+	Prime	Investment-grade	
Aa1		AA+		AA+		High grade		
Aa2		AA		AA				
Aa3		AA-		AA-				
A1		A+	A-1	F1	Upper medium grade			
A2	A							
A3	P-2	A-	A-2	A-	F2			
Baa1		BBB+		BBB+		Lower medium grade		
Baa2	P-3	BBB	A-3	BBB	F3			
Baa3		BBB-		BBB-				
Ba1	Not prime	BB+	B	BB+	B	Non-investment grade speculative	Non-investment grade aka high-yield bonds aka junk bonds	
Ba2		BB		BB				
Ba3		BB-		BB-				
B1		B+		B+		Highly speculative		
B2		B		B				
B3		B-	B-					
Caa1		C	CCC+	C	CCC	C		Substantial risks
Caa2			CCC					Extremely speculative
Caa3			CCC-					Default imminent with little prospect for recovery
Ca			CC					
C	C							
C	D	/	/	DDD	/	In default		
/				DD				
/				D				

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.

SUPRANATIONALS: are international institutions that provide development financing, advisory services and/or financial services to their member countries to achieve the overall goal of improving living standards through sustainable economic growth. The Government Code allows local agencies to purchase the United States dollar denominated senior unsecured unsubordinated obligations issued or unconditionally guaranteed by the International Bank for Reconstruction and Development, International Finance Corporation, or Inter-American Development Bank.

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.

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APPENDIX D

FORM OF CONTINUING DISCLOSURE CERTIFICATE

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CONTINUING DISCLOSURE CERTIFICATE

\$140,010,000 City of Oakland General Obligation Bonds (Measure KK, Series 2020B-1) (Tax-Exempt)	\$44,880,000 City of Oakland General Obligation Bonds (Measure KK, Series 2020B-2) (Taxable)	\$64,260,000 City of Oakland General Obligation Refunding Bonds, Series 2020 (Taxable)
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This Continuing Disclosure Certificate (the “Disclosure Certificate”) dated February 27, 2020, is executed and delivered by the City of Oakland (the “City”) in connection with the issuance of \$249,150,000 aggregate principal amount of the above-named bonds (the “Bonds”). The Bonds are issued under provisions of the Constitution of the State of California (the “State”), Article 1 of Chapter 4 of Division 4 of Title 4 (commencing with Section 43600) of the Government Code of the State, the Charter of the City, and other applicable laws of the State. The specific terms and conditions for issuance of the Bonds are contained in Resolution No. 87980 C.M.S. adopted by the City Council of the City on December 10, 2019 (the “Resolution”). Bonds are being issued by the City pursuant to a Fiscal Agent Agreement, dated as of February 1, 2020 (the “Fiscal Agent Agreement”), between the City and U.S. Bank National Association, as fiscal agent (together with any successors, the “Fiscal Agent”). The City covenants and agrees as follows:

SECTION 1. Purpose of the Disclosure Certificate. This Disclosure Certificate is being executed and delivered by the City for the benefit of the Holders and Beneficial Owners of the Bonds and in order to assist the Participating Underwriter (as herein after defined) in complying with Securities and Exchange Commission (“S.E.C.”) Rule 15c2-12(b)(5).

SECTION 2. Definitions. In addition to the definitions set forth in the Fiscal Agent Agreement, which 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:

“Annual Report” shall mean any Annual Report provided by the City pursuant to, and as described in, Sections 3 and 4 of this Disclosure Certificate.

“Beneficial Owner” shall mean any person, which has or shares the power, directly or indirectly, to make investment decisions concerning ownership of any Bonds (including persons holding Bonds through nominees, depositories or other intermediaries).

“Dissemination Agent” shall mean the City, or any successor Dissemination Agent designated in writing by the City and which has filed with the City a written acceptance of such designation.

“Financial Obligation” shall have the meaning ascribed to it in the Rule, any other applicable federal securities laws and guidance provided by the SEC in its Release No. 34-83885 dated August 20, 2018 (the “2018 Release”), any further amendments or written guidance provided by the SEC or its staff with respect to the amendments to the Rule effected by the 2018 Release.

“Holder” shall mean the person in whose name any Bond shall be registered.

“Listed Events” shall mean any of the events listed in Section 5(a) or (b) of this Disclosure Certificate.

“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. Until otherwise designated by the MSRB or the S.E.C., 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>.

“Official Statement” shall mean the official statement relating to the Bonds, dated February 13, 2020.

“Participating Underwriter” shall mean the initial purchaser(s) of the Bonds required to comply with the Rule in connection with offering of the Bonds.

“Rule” shall mean Rule 15c2-12 adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

“State” shall mean the State of California.

SECTION 3. Provision of Annual Reports.

(a) The City shall, or shall cause the Dissemination Agent to, not later than nine months after the end of the City’s fiscal year (currently ending June 30), commencing with the report for the 2019-20 Fiscal Year (which is due not later than March 31, 2021), provide to the MSRB an Annual Report which is consistent with the requirements of Section 4 of this Disclosure Certificate. The Annual Report must be submitted in electronic format, accompanied by such identifying information as is prescribed by the MSRB, and may cross-reference other information as provided in Section 4 of this Disclosure Certificate; provided, that the audited financial statements of the City may be submitted separately from the balance of the Annual Report and later than the date required above for the filing of the Annual Report if they are not available by that date. If the City’s fiscal year changes, it shall give notice of such change in the same manner as for a Listed Event under Section 5(e).

(b) Not later than 15 business days prior to said date, the City shall provide the Annual Report to the Dissemination Agent (if other than the City). If the City is unable to provide to the MSRB an Annual Report by the date required in subsection (a), the City shall send a notice to the MSRB in substantially the form attached as Exhibit A.

(c) The Dissemination Agent shall (if the Dissemination Agent is other than the City), file a report with the City certifying that the Annual Report has been provided pursuant to this Disclosure Certificate, stating the date it was provided to the MSRB.

SECTION 4. Content of Annual Reports. The City’s Annual Report shall contain or include by reference the following:

(a) Audited financial statements of the City for the preceding fiscal year, prepared in accordance with the laws of the State of California and including all statements and information prescribed for inclusion therein by the Controller of the State of California. If the City's audited financial statements are not available by the time the Annual Report is required to be provided to the MSRB pursuant to Section 3(a), the Annual Report shall contain unaudited financial statements in a format similar to the financial statements contained in the final Official Statement, and the audited financial statements shall be provided to the MSRB in the same manner as the Annual Report when they become available.

(b) To the extent not included in the audited financial statements of the City, the Annual Report shall also include the following additional items for the prior fiscal year:

1. The assessed valuation of taxable property in the City;
2. Property taxes due, property taxes collected and property taxes delinquent;
3. Property tax levy rate per \$1,000 (or other amount) of assessed valuation; and
4. Outstanding general obligation debt of the City.

(c) Any or all of the items listed above may be set forth in one or a set of documents or may be included by specific reference to other documents, including official statements of debt issues of the City or related public entities, which are available to the public on the MSRB website. If the document included by reference is a final official statement, it must be available from the MSRB. The City shall clearly identify each such other document so included by reference.

SECTION 5. Reporting of Significant Events.

(a) The City shall give, or cause to be given, notice of the occurrence of any of the following events with respect to the Bonds 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 or 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;

9. Bankruptcy, insolvency, receivership or similar event of the obligated person; or
10. Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a Financial Obligation of the City, any of which reflect financial difficulties.

Note: for the purposes of the event identified in subparagraph (9), the event is considered to occur when any of the following occur: 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, or cause to be given, notice of the occurrence of any of the following events with respect to the Bonds, *if material*, in a timely manner not later than ten business days after the occurrence of the event:

1. Unless described in paragraph 5(a)(5), material notices or determinations by the Internal Revenue Service with respect to the tax status of the Bonds or other material events affecting the tax status of the Bonds;
2. Modifications to rights of Bond holders;
3. Optional, unscheduled or contingent Bond calls;
4. Release, substitution, or sale of property securing repayment of the Bonds;
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;
7. Appointment of a successor or additional fiscal agent or the change of name of a fiscal agent; or
8. Incurrence of a Financial Obligation of the City, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of the City, any of which affects Holders of the Bonds.

(c) The City shall give, or cause to be given, in a timely manner, notice of a failure to provide the annual financial information on or before the date specified in Section 3(a), as provided in Section 3(b).

(d) Whenever the City obtains knowledge of the occurrence of a Listed Event described in Section 5(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 5(a), or determines that knowledge of a Listed Event described in Section 5(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, accompanied by such identifying information as prescribed by the MSRB. Notwithstanding the foregoing, notice of the Listed Event described in subsections (a)(7) or (b)(3) need not be given under this subsection any earlier than the notice (if any) of the underlying event is given to Holders of affected Bonds pursuant to the Fiscal Agent Agreement.

SECTION 6. Termination of Reporting Obligation. The City's obligations under this Disclosure Certificate shall terminate upon the legal defeasance, prior redemption or payment in full of all of the Bonds. If such termination occurs prior to the final maturity of the Bonds, the City shall give notice of such termination in the same manner as for a Listed Event under Section 5(e).

SECTION 7. Dissemination Agent. The City may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Certificate, and may discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent. The Dissemination Agent shall not be responsible in any manner for the content of any notice or report prepared by the City pursuant to this Disclosure Certificate. The initial Dissemination Agent shall be the City.

SECTION 8. 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 Sections 3(a), 4, 5(a) or 5(b), 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 Bonds, 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 Bonds, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(c) The amendment or waiver does not, in the opinion of nationally recognized bond counsel, materially impair the interests of the Holders or Beneficial Owners of the Bonds.

In the event of any amendment or waiver of a provision of this Disclosure Certificate, the City shall describe such amendment in the next Annual Report, and shall include, as applicable, a narrative explanation of the reason for the amendment or waiver and its impact on the type (or in the case of a change of accounting principles, on the presentation) of financial information or operating data being presented by the City. In addition, if the amendment relates to the accounting principles to be followed in preparing financial statements, (i) notice of such change shall be given in the same manner as for a Listed Event under Section 5(e), and (ii) the Annual Report for the year in which the change is made should present a comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements as prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

SECTION 9. 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 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 Annual Report or notice of occurrence of a Listed Event.

SECTION 10. Default. In the event of a failure of the City to comply with any provision of this Disclosure Certificate, any Holder or Beneficial Owner of the Bonds 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; provided, that any such action may be instituted only in Superior Court of the State of California in and for the County of Alameda (the “County”) or in U.S. Federal Court in or nearest to the County. 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 11. Beneficiaries. This Disclosure Certificate shall inure solely to the benefit of the City, the Dissemination Agent, the Participating Underwriter and Holders and Beneficial Owners from time to time of the Bonds, and shall create no rights in any other person or entity. This Disclosure Certificate is not intended to create any monetary rights on behalf of any person based upon the Rule.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned has executed and delivered this Continuing Disclosure Certificate on the date as first written above.

CITY OF OAKLAND, CALIFORNIA

By: _____
City Administrator

CONTINUING DISCLOSURE EXHIBIT A

**FORM OF NOTICE TO THE MUNICIPAL SECURITIES RULEMAKING BOARD OF
FAILURE TO FILE ANNUAL REPORT**

Name of City: CITY OF OAKLAND

Name of Bond Issue: CITY OF OAKLAND
GENERAL OBLIGATION BONDS
(MEASURE KK, SERIES 2020B-1) (TAX-EXEMPT)

CITY OF OAKLAND
GENERAL OBLIGATION BONDS
(MEASURE KK, SERIES 2020B-2) (TAXABLE)

CITY OF OAKLAND
GENERAL OBLIGATION REFUNDING BONDS
SERIES 2020 (TAXABLE)

Date of Issuance: _____, 2020

NOTICE IS HEREBY GIVEN that the City of Oakland, California (the "City"), has not provided an Annual Report with respect to the above-named Bonds as required by Section 3 of the Continuing Disclosure Certificate of the City, dated the Date of Issuance. [The City anticipates that the Annual Report will be filed by _____.]

Dated: _____

CITY OF OAKLAND, CALIFORNIA

By _____ [to be signed only if filed]

APPENDIX E

DTC AND THE BOOK-ENTRY ONLY SYSTEM

The information in numbered paragraphs 1 -10 of this APPENDIX E concerning The Depository Trust Company (“DTC”) and DTC’s book-entry system, has been furnished by DTC for use in securities offering documents, and the City takes no responsibility for the accuracy or completeness thereof. The City cannot and does not give any assurances that DTC, DTC Participants or Indirect Participants will distribute to the Beneficial Owners either (a) payments of interest or principal or premium, if any, with respect to the Bonds or (b) certificates representing ownership interest in or other confirmation or ownership interest in the Bonds, or (c) redemption or other notices sent to DTC or Cede & Co., its nominee, as the registered owner of the Bonds, or that they will so do on a timely basis or that DTC, DTC Participants or DTC Indirect Participants will act in the manner described in this Official Statement including this APPENDIX E. 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 DTC Participants are on file with DTC. As used in this APPENDIX E, “Securities” means the Bonds, “Issuer” means the City, and “Agent” means the Fiscal Agent.

1. The Depository Trust Company (“DTC”), New York, New York, will act as securities depository for the securities (the “Securities”). The Securities 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 the Securities, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

2. 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. (The information set forth on such website is not incorporated into this Official Statement by this reference.)

3. Purchases of Securities under the DTC system must be made by or through Direct Participants, which will receive a credit for the Securities on DTC's records. The ownership interest of each actual purchaser of each Security ("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 Securities 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 Securities, except in the event that use of the book-entry system for the Securities is discontinued.

4. To facilitate subsequent transfers, all Securities 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 Securities 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 Securities; DTC's records reflect only the identity of the Direct Participants to whose accounts such Securities 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.

5. 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 Securities may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Securities, such as redemptions, tenders, defaults, and proposed amendments to the Securities documents. For example, Beneficial Owners of Securities may wish to ascertain that the nominee holding the Securities 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 registrar and request that copies of notices be provided directly to them.

6. Redemption notices shall be sent to DTC. If less than all of the Securities within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

7. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Securities unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to Issuer 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 Securities are credited on the record date (identified in a listing attached to the Omnibus Proxy).

8. Redemption proceeds, principal, and interest payments on the Securities 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 Issuer or Agent, on payable dates 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, Agent, or Issuer, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, principal, and interest to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of Issuer or 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.

9. DTC may discontinue providing its services as depository with respect to the Securities at any time by giving reasonable notice to Issuer or Agent. Under such circumstances, in the event that a successor depository is not obtained, Security certificates are required to be printed and delivered.

10. Issuer may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Security certificates will be printed and delivered to DTC.

The information in this APPENDIX E concerning DTC and DTC's book-entry system has been obtained from sources that the City believes to be reliable, but the City takes no responsibility for the accuracy thereof.

The foregoing description of the procedures and record keeping with respect to beneficial ownership interests in the Bonds, payment of principal of and interest and other payments with respect to the Bonds to Direct Participants, Indirect Participants or Beneficial Owners, confirmation and transfer of beneficial ownership interest in such Bonds and other related transactions by and between DTC, the Direct Participants, the Indirect Participants and the Beneficial Owners is based solely on information provided by DTC. Accordingly, no representations can be made concerning these matters and neither the Direct Participants, the Indirect Participants nor the Beneficial Owners should rely on the foregoing information with respect to such matters but should instead confirm the same with DTC or the Participants, as the case may be. The City will not have any responsibility or obligation to Direct Participants and Indirect Participants or the persons for whom they act as nominees with respect to the Bonds.

THE CITY, AS LONG AS A BOOK-ENTRY ONLY SYSTEM IS USED FOR THE BONDS, WILL SEND ANY NOTICE OF REDEMPTION OR OTHER NOTICES FOR OWNERS TO ONLY DTC. ANY FAILURE OF DTC TO ADVISE ANY DTC PARTICIPANT, OR OF ANY DTC PARTICIPANT TO NOTIFY ANY BENEFICIAL OWNER, OF ANY NOTICE AND ITS CONTENT OR EFFECT WILL NOT AFFECT THE VALIDITY OR SUFFICIENCY OF THE PROCEEDINGS RELATING TO THE REDEMPTION OF THE

BONDS CALLED FOR REDEMPTION OR OF ANY OTHER ACTION PREMISED ON SUCH NOTICE.

SO LONG AS CEDE & CO. IS THE REGISTERED OWNER OF THE BONDS, AS NOMINEE OF DTC, REFERENCES HEREIN TO THE OWNERS OF THE BONDS (OTHER THAN UNDER THE CAPTION "TAX MATTERS" HEREIN) SHALL MEAN CEDE & CO., AS AFORESAID, AND SHALL NOT MEAN THE BENEFICIAL OWNERS OF THE BONDS.

The City may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). If the City determines not to continue the DTC book-entry only system, or DTC discontinues providing its services with respect to the Bonds and the City does not select another qualified securities depository, the City will deliver physical Bond certificates to the Beneficial Owners. The Bonds may thereafter be transferred upon the books of the Fiscal Agent in accordance with the Fiscal Agent Agreement.

APPENDIX F

PROPOSED FORM OF OPINION OF BOND COUNSEL

Upon issuance and delivery of the Bonds, Orrick, Herrington & Sutcliffe LLP, Bond Counsel to the City, proposes to render its opinion with respect to the Bonds in substantially the following form:

[Closing Date]

City Council
City of Oakland
Oakland, California

City of Oakland
General Obligation Bonds
(Measure KK) Series 2020B-1 (Tax-Exempt)

and

City of Oakland
General Obligation Bonds
(Measure KK) Series 2020B-2(Taxable)

and

City of Oakland
General Obligation Refunding Bonds
Series 2020 (Taxable)

Ladies and Gentlemen:

We have acted as bond counsel to the City of Oakland (the “City”) in connection with issuance of \$140,010,000 aggregate principal amount of City of Oakland General Obligation Bonds (Measure KK) Series 2020B-1 (Tax-Exempt) (the “Series 2020B-1 Bonds”) and \$44,880,000 aggregate principal amount of City of Oakland General Obligation Bonds (Measure KK) Series 2020B-2 (Taxable) (the “Series 2020B-2 Bonds”) and \$64,260,000 aggregate principal amount of City of Oakland General Obligation Refunding Bonds Series 2020 (Taxable) (the “Refunding Bonds,” and, collectively with the Series 2020B-1 Bonds and Series 2020B-2 Bonds, the “Bonds”), issued pursuant to a resolution of the City Council of the City adopted on December 10, 2019 (the “Resolution”) and a fiscal agent agreement, dated as of February 1, 2020 (the “Fiscal Agent Agreement”), by and between the City and U.S. Bank National Association, as fiscal agent (the “Fiscal Agent”). Capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Fiscal Agent Agreement.

In such connection, we have reviewed the Resolution, the Fiscal Agent Agreement, the Tax Certificate of the City, dated the date hereof (the “Tax Certificate”), an opinion of the counsel to the City, certificates of the City, the Fiscal Agent and others, and such other documents 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 original delivery of the Bonds on 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 original delivery of the Bonds on 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. 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 Resolution, the Fiscal Agent Agreement 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 Series 2020B-1 Bonds to be included in gross income for federal income tax purposes. We call attention to the fact that the rights and obligations under the Bonds, the Resolution, the Fiscal Agent Agreement and the Tax Certificate and their enforceability may be subject to bankruptcy, insolvency, receivership, 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 or having the effect of a penalty), right of set-off, arbitration, judicial reference, choice of law, choice of forum, choice of venue, non-exclusivity of remedies, 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 assets described in or as subject to the lien of the Fiscal Agent Agreement 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 Bonds and express no view or 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 Bonds constitute the valid and binding obligations of the City.
2. The Fiscal Agent Agreement has been duly executed and delivered by, and constitutes the valid and binding obligation of, the City.

3. The City Council of the City has power and is obligated to levy *ad valorem* taxes without limitation as to rate or amount upon all property within the City's boundaries subject to taxation by the City (except certain personal property) for the payment of the Bonds and the interest thereon.

4. Interest on the Series 2020B-1 Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986 and interest on the Bonds is exempt from State of California personal income taxes. Interest on the Series 2020B-1 Bonds is not a specific preference item for purposes of the federal alternative minimum tax. Interest on the Series 2020B-2 Bonds and the Refunding Bonds is not excluded from gross income for federal income tax purposes. We express no opinion regarding other tax consequences related to the ownership or disposition of, or the amount, accrual or receipt of interest on, the Bonds.

Faithfully yours,

ORRICK, HERRINGTON & SUTCLIFFE LLP

per

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CITY OF OAKLAND



FOR ADDITIONAL BOOKS: ELABRA.COM OR (888) 935-2272