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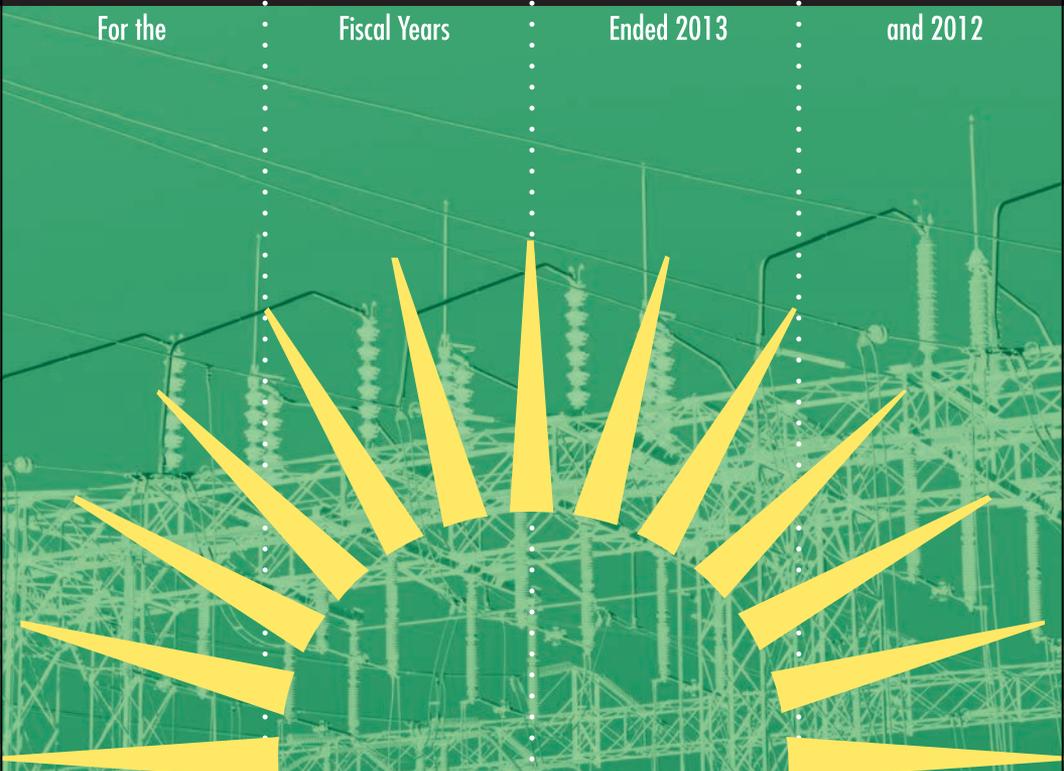
Fiscal Years

FINANCIAL

Ended 2013

REPORT

and 2012



**ALAMEDA
MUNICIPAL POWER**

An Enterprise Fund and Department of the City of Alameda, California

PUBLIC UTILITIES BOARD

(as of June 30, 2013)

President

Gregory Hamm

Vice President

Madeline Deaton

Commissioner

John McCahan

Commissioner

Mary Sutter

Commissioner and City Manager

John Russo

ALAMEDA MUNICIPAL POWER

General Manager

Girish Balachandran

Assistant General Manager, Engineering & Operations

Douglas Draeger

Assistant General Manager, Customer Resources

Sherri Hong

Assistant General Manager, Administration

Robert Orbeta

Assistant General Manager, Energy Resource Planning

Janet Oppio



**ALAMEDA
MUNICIPAL POWER**

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Alameda, CA 94501
510.748.3900
www.alamedamp.com

ALAMEDA MUNICIPAL POWER
AN ENTERPRISE FUND AND DEPARTMENT
OF THE CITY OF ALAMEDA, CALIFORNIA

COMPREHENSIVE ANNUAL
FINANCIAL REPORT

FISCAL YEARS ENDED
JUNE 30, 2013 AND 2012

PREPARED BY THE
ADMINISTRATIVE SERVICES DIVISION

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Introductory Section

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**ALAMEDA MUNICIPAL POWER
AN ENTERPRISE FUND AND DEPARTMENT
OF THE CITY OF ALAMEDA
COMPREHENSIVE ANNUAL FINANCIAL REPORT
FISCAL YEARS ENDED JUNE 30, 2013 AND 2012**

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AN ENTERPRISE FUND AND DEPARTMENT
OF THE CITY OF ALAMEDA
COMPREHENSIVE ANNUAL FINANCIAL REPORT
FISCAL YEARS ENDED JUNE 30, 2013 AND 2012**

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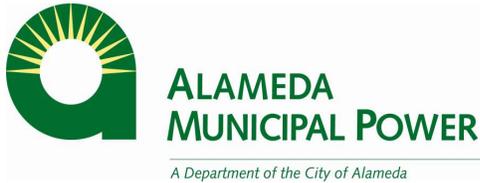
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November 21, 2013

To the Public Utilities Board and Our Customers:

We are pleased to transmit the Comprehensive Annual Financial Report of Alameda Municipal Power (AMP), an enterprise fund and department of the City of Alameda, California for the fiscal years ended June 30, 2013 and 2012. AMP encourages readers to review all sections of this report and especially request that they refer to Management's Discussion and Analysis located in the Financial Section of this report.

Responsibility for both the accuracy of the data, and the completeness and fairness of the presentation, including all disclosures, rests with AMP's management. AMP believes that the data presented here is accurate in all material respects, that the data is presented in a manner designed to set forth fairly the financial position of the organization and that all disclosures necessary to gain an understanding of the financial activity are included in this report.

Profile

The City of Alameda - Department of Public Utilities - Bureau of Electricity, now doing business as Alameda Municipal Power, is the oldest municipal electric utility in California and is amongst the oldest in the nation, either public or private. AMP is a municipal utility that has provided safe, cost-effective, reliable, and environmentally responsible, electric-energy services since its founding in 1887. As a reminder to the reader, AMP sold its telecommunications business line (telecom) to Comcast of Alameda, Inc. effective November 21, 2008, changed its name from Alameda Power & Telecom to Alameda Municipal Power on January 26, 2009, and ceased to provide telecom services on March 21, 2009.

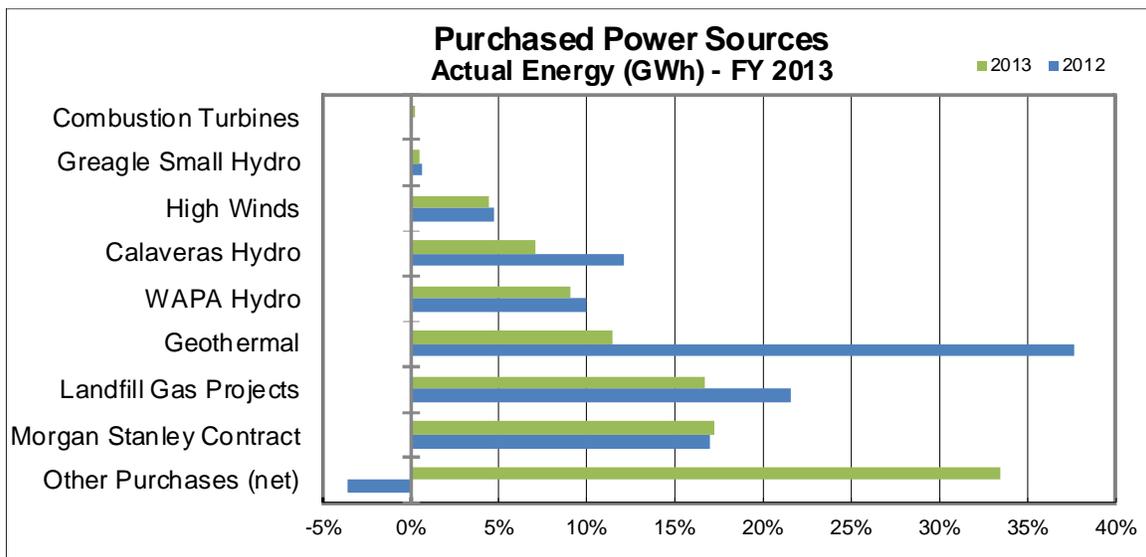
AMP is governed by a Public Utilities Board (Board). Pursuant to the Alameda City Charter, the Board has the power to control and manage the electric system, including the power to fix rates for the services of the electric system. The Board establishes goals and policies, approves major purchases, and creates the framework for local control of AMP, one of Alameda's largest businesses. The Board is comprised of four commissioners (appointed by the Mayor with concurrence from the City Council) and the City Manager (as an ex-officio member). During fiscal year (FY) 2013, the members of the Board included President Gregory Hamm, Vice-President Madeline Deaton, Commissioner John McCahan, Commissioner Mary Sutter, and City Manager John Russo. At the end of FY 2013, Commissioner John McCahan retired from the Board and Ann McCormick rejoined the Board as a Commissioner, effective July 1, 2013.

The City of Alameda is an island community of 22.8 square miles located across the bay from San Francisco and to the west of the City of Oakland. AMP provides electric-energy services for the entire service area of the City. The electric system has 86.1 pole miles of overhead distribution lines, 172.5 circuit miles of underground distribution lines, 6.8 pole miles of overhead transmission lines, 1.9 circuit miles of underground transmission lines and 5,315 streetlights. During FY 2013, AMP served an average of 34,405 customer accounts, comprised of approximately 30,260 residential accounts, 3,781 commercial accounts, and 364 other accounts, with a peak demand of approximately 68.1 MW.

AMP does not independently own any generation assets at this time; but rather, it procures power through long-term agreements. To facilitate the acquisition of power, AMP joined the Northern California Power Agency (NCPA) in 1968. NCPA is a joint-powers agency composed of AMP and 13 other northern California public entities. AMP participates in most of NCPA’s generation projects, but it does not participate in the Lodi Energy Center. Approximately 62% of AMP’s resources in FY2013 were sourced through NCPA’s geothermal facilities, Calaveras hydroelectric facilities, Western Area Power Alliance’s (WAPA) hydroelectric facilities, Graeagle hydroelectric, combustion turbines, and market transactions. AMP procures 38% of its power supply resources independent of NCPA and has obtained independent contracts for landfill gas, Morgan Stanley contract and high winds project. NCPA provides electric scheduling, dispatch and transmission for the provision of AMP’s electric-energy services. AMP participates in the NCPA power pool and makes short-term market purchases and sales as necessary, or economical, to meet its native load requirements and dispose of surplus. Generally, AMP has entered into power purchase agreements solely or primarily for use within its own system. AMP continues its program to research, solicit and acquire electric generation sources that are economical, provide stable costs over the long-term, and are environmentally responsible.

The actual energy purchased for FY 2013 has substantial differences for the “Geothermal”, “Landfill Gas Projects” and “Other Purchases” categories compared to FY 2012 purchases.

The actual energy purchased is illustrated below:

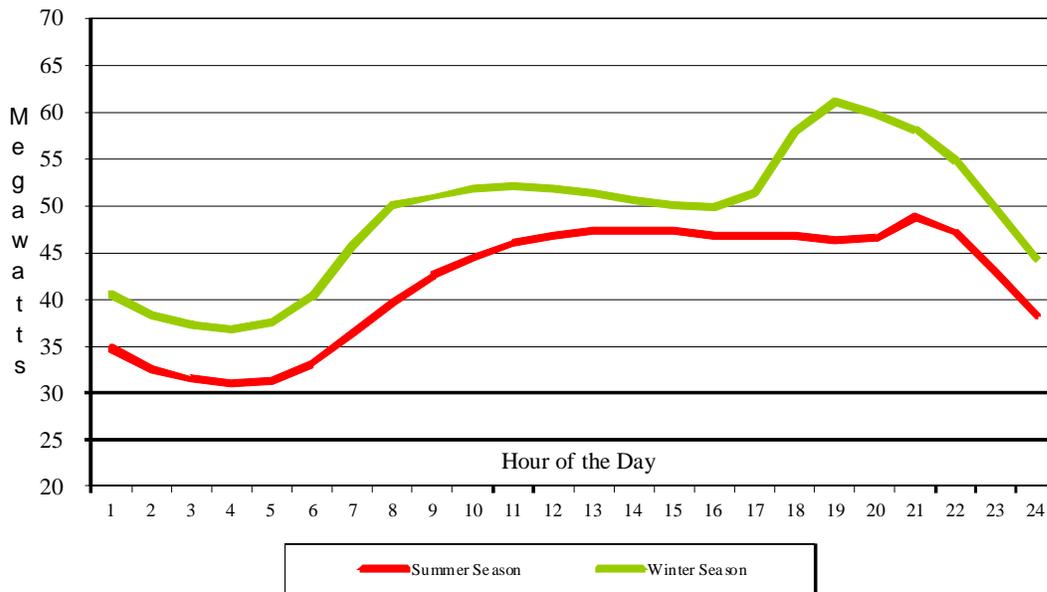


At its January 2012 meeting, the Board approved a Renewable Portfolio Power Sales Policy that directed AMP to sell all eligible renewable power through 2019 not required to comply with the revised Renewable Portfolio Standard. Further, the Board directed that the resulting revenues are to be retained and used to support AMP directed initiatives to reduce Green House Gas (GHG) emissions associated with electricity usage and service. AMP has established a Board designated reserve in compliance with these directions. AMP sold its share of the renewable energy generated by NCPA’s Geothermal Project and Ameresco’s Ox Mountain LFGE facility for a period not to exceed five years to the California Department of Water Resources. The cost of implementing the Renewable Portfolio Power Sales Policy is netted from GHG related sales revenues to mitigate any impact on rates.

Additionally, the California Cap-and-Trade (C&T) program began implementation of auction sales of directly allocated allowances from the California Air Resources Board (CARB). The resulting revenues from these sales will be used for the benefit of retail ratepayers consistent with the goals of Assembly Bill 32. AMP established a Board designated reserve in compliance with the requirements of these directions. An expenditure plan that complies with current C&T regulations has been reviewed by the Board.

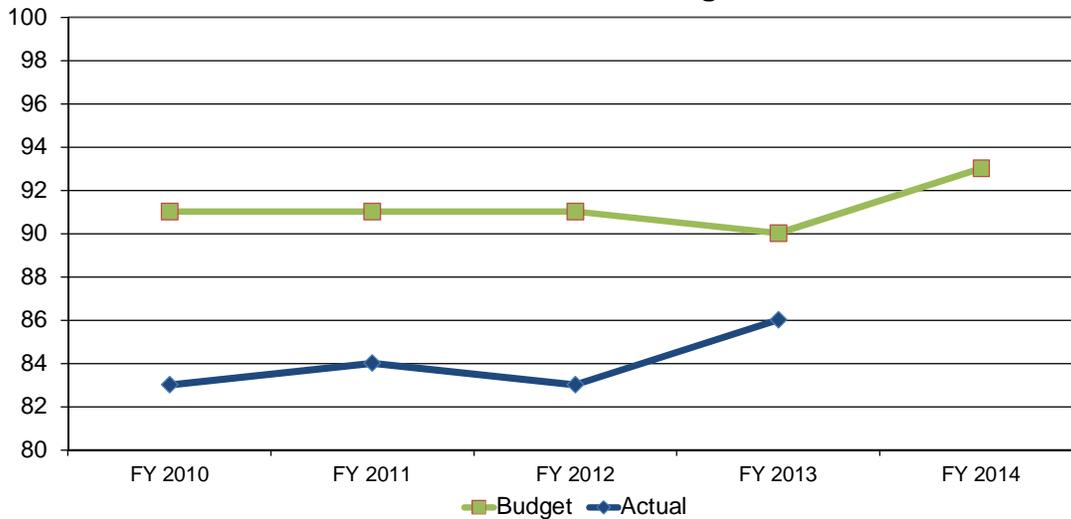
Each year, the energy output from the generating facilities is optimized based upon seasonal, economic and maintenance considerations. The chart below indicates the average daily load experienced throughout the electric system and the time-of-day that these loads typically occur. As can be seen from the chart, the electric system’s maximum average daily load occurs about 7:00 pm during the winter and the minimum average daily load occurs about 4:00 am during the summer. This data is used by AMP to review system capacity needs and trends for time-of-use rate planning.

AVERAGE DAILY LOADS FY 2012

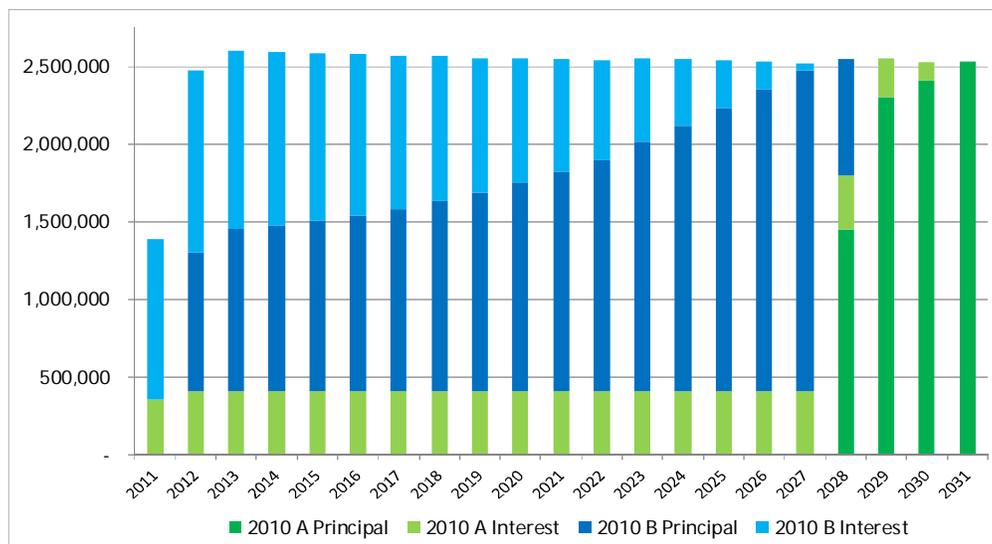


AMP’s employees keep the system operational 24 hours a day, 7 days a week. Management personnel are represented by the Management and Confidential Employees Association (“MCEA”). Non-management personnel are represented either by the International Brotherhood of Electrical Workers (“IBEW”) or the Alameda City Employees Association (“ACEA”). The current Memoranda of Understanding with each of MCEA, ACEA and IBEW expires in December 2015. Employee retirement benefits are provided by AMP through the City of Alameda’s participation in the California Public Employees Retirement System (“CalPERS”).

Electric Staff Positions - Budget/Actual



AMP refinanced \$31,685,000 of its electric debt during August 2010 into fixed rate bonds. In support of this activity, the Board, at its regular meeting on May 17, 2010, established financial guidelines, set specific reserve targets and affirmed rate principles. In response to this activity, Standard and Poor’s and Fitch Rating Services provided positive feedback on AMP’s financial planning and updated their credit ratings for AMP by two notches to A+. On July 2, 2013, Fitch rating Services reaffirmed its A+ credit rating. The chart below indicates the yearly payments to the bond holders for the 2010 A/B bonds.



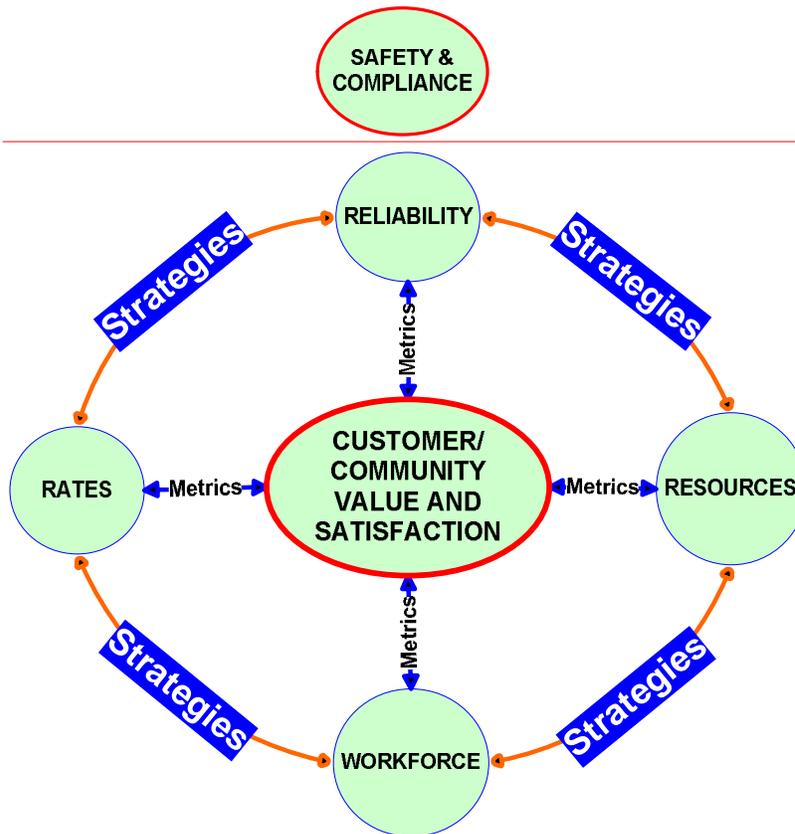
During its Strategic Planning Workshop in January 2013, the Board reviewed accomplishments of the previous year, considered 2020 Goals for each of the Board-approved value metrics, reviewed the 2013 work plan, provided input to staff on next steps for the Focus Areas, discussed the Hometown Connections recommendations, received an advanced technology consultant update, and broadly discussed possible future changes to AMP’s business model that may be considered in the future when implementation of certain advanced technologies has occurred. It is predicted that continued strategic planning will enhance AMP’s focus on the customer, provide a forum for development of long-range plans, facilitate prioritization of limited resources, assist in balancing conflicting priorities, and provide for effective communication of goals and policies.

The figures below show a schematic of the strategic trends identified by the Board and its planned responses to these trends.

Purpose, Strategies, Metrics and Work Plan are interlinked
(Approved at February 23, 2009 PUB Meeting)

Purpose Statement

Increase value to Alameda by providing safe, reliable, cost-effective, and environmentally responsible electricity



Strategies

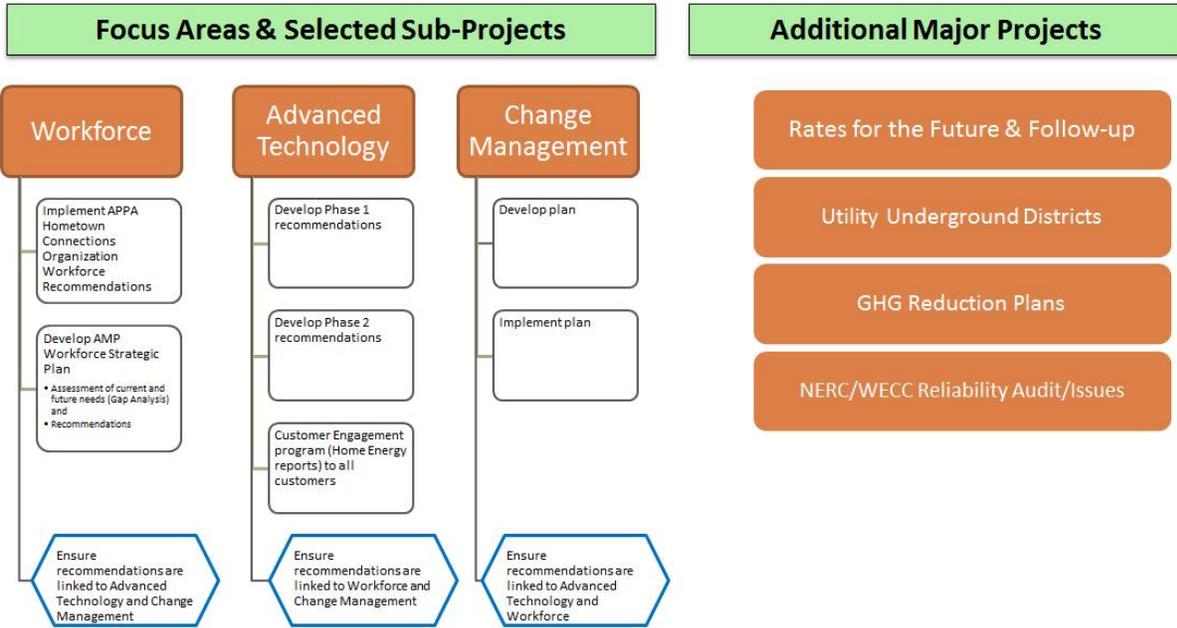
1. Re-focus on the core electric business via developing a new corporate identity and renewing partnerships with the City Council, customers, workforce and industry partners.
 2. Ensure utility financial health is preserved through short and long-term risk management and planning.
 3. Attract and retain an effective workforce that is appropriately aligned, well trained, equipped with the right tools and technology, and properly recognized.
 4. Utilize policies and procedures that allow for superior customer satisfaction and workforce effectiveness.
 5. Continue to add value to the community through the General Fund transfer and other means.
 6. Implement energy efficiency, renewable power and customer service programs to increase customer satisfaction.
 7. Set rates to meet environmental, reliability, community and fiscal health objectives while being equitable for all customer classes.
 8. Plan for the long-term reliability of utility distribution system assets while ensuring that annual operations and maintenance are implemented.
 9. Endeavor to maintain local control over utility programs including energy efficiency, renewable power and distribution system standards.
 10. Manage short-term and long-term power supply reliability and cost, while maintaining a loading order of efficiency and demand response, renewable energy resources, and clean and efficient fossil generation.
-

Metrics

1. Customer & Community Satisfaction	2. Rates
3. Workforce	4. Reliability
	5. Resources

Board Direction for 2013

(confirmed at January 28, 2013 Annual Planning Workshop)



Additionally, at the January 28, 2013 annual Planning Workshop, the Board provided comments related to 15 initiatives for the CY 2013-15 period. These comments were discussed at the Board’s April 15, 2013 meeting.

The chart below incorporates the Board’s comments on the updated list of initiatives, removes initiatives that have been completed, and was approved by the Board at their regular meeting conducted May 15, 2013.

INITIATIVES 2013-15

Approved by the Public Utilities Board (May 15, 2013)

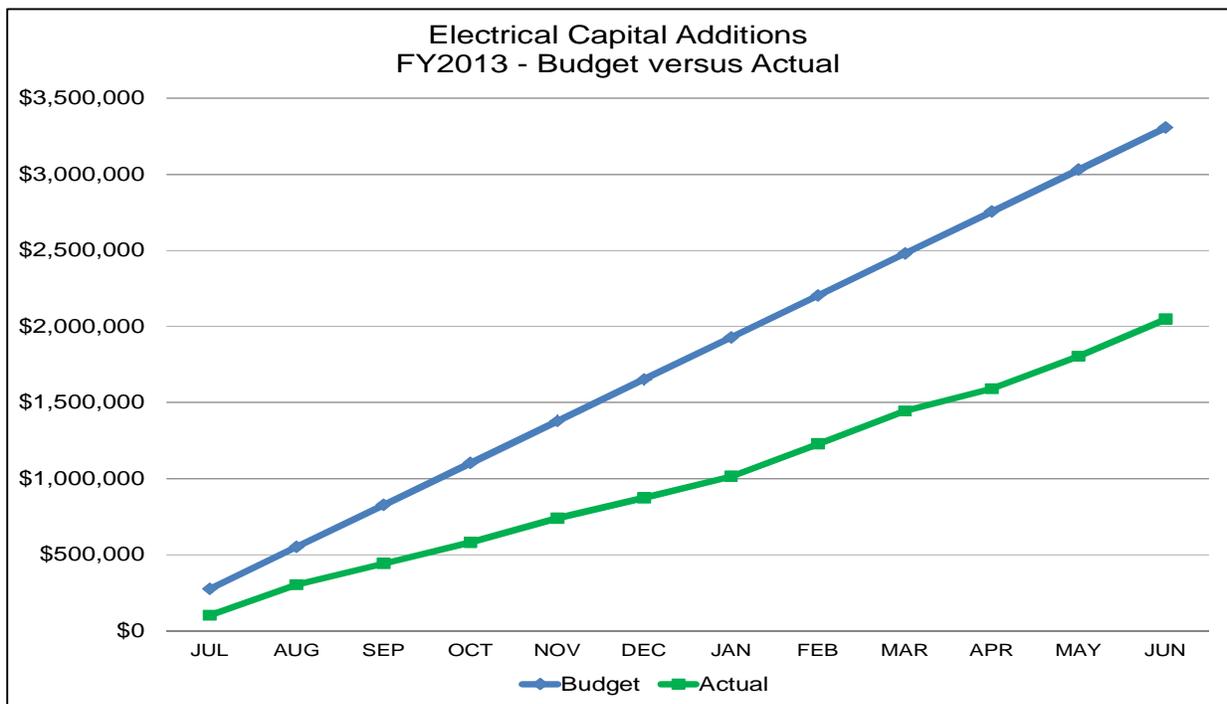
#	INITIATIVE	Additional detail related to the initiative
1	Develop & Implement Electric Resource Plan	<ul style="list-style-type: none"> - includes GHG emissions as a criteria in addition to existing criteria and how AMP will contribute to overall City goals for carbon reductions - includes EE, Resource Plan, GHG expenditures plan, REC Sales revenue plan, Opower, local generation, Solar, EVs - ensure alignment with future rate plans - demonstration projects related to EE and advanced technology with City - support to AUSD and Proposition 39 implementation
2	Continue Current 5-year Rate Plan through FY15 & Develop a successor Rate Plan for next period	<ul style="list-style-type: none"> - ensure that impact to low-income customers is examined - Increase Communication to customers related to current and future rates - continue implementing cost-of-service study results to align rates - communicate value of lower rates - ensure alignment with advanced technology Plan
3	Continue to develop readiness related to NERC/WECC Compliance	<ul style="list-style-type: none"> - complete WECC audit - prepare comments related to BES order - annual self-certifications - continue enhancing culture of compliance
4	Develop and Implement an Advanced Technology Business Plan that is tailored to Alameda strategic, operational, financial and environmental needs	<ul style="list-style-type: none"> - 2013 to develop plan and phasing - 2014 through 2017 implement phases - ensure alignment with future rates
5	Monitor, Respond to or Develop opportunities to increase revenues through new load and new business opportunities	<ul style="list-style-type: none"> - Alameda Point new load - utilization of existing assets - ensure alignment with future resource plan
6	Evaluate and implement plans to ensure that Board governance and effectiveness is examined	<ul style="list-style-type: none"> - Discuss governance issues with City Council from time to time and develop implementation plans - Continue education efforts to ensure Board is prepared to deal with upcoming issues
7	Continue to develop change management and workforce initiatives	<ul style="list-style-type: none"> - proactively include change management principles into major initiatives - develop a HR strategic plan - develop gap analysis as part of Advanced Technology Plan - develop succession plan - continue implementation of employee perception survey and follow-up - employee recognition - proactive efforts related to maintaining an effective workforce
8	Develop and Implement a new plan for utility underground districts	
9	Continue to refine strategic planning process and ensure that key issues are identified and addressed by the Board	<ul style="list-style-type: none"> - examine 2020 goals - major planning effort for 2014 or 2015 - examine future business model

AMP's rates and fees are intended to recover the actual cost of providing service to each customer, remain competitive with those providing similar services in surrounding communities, and provide a return to the City. At its June 28, 2010 public meeting, the Board approved a five-year rate adjustment plan for FY 2011-2015 consisting of slow and steady rate increases. In accordance with the adopted financial plan, the Board authorized a 3.25% average rate increase

for FY 2013 which was implemented by AMP beginning July 1, 2012. At its regular meeting conducted April 15, 2013, the Board approved an average rate increase of 3.25 percent for FY 2014, the fourth year in the five-year plan, based on the results of the 10-year pro forma model, a tool that enables staff to incorporate key assumptions and determine the rate adjustment needed to comply with financial guidelines.

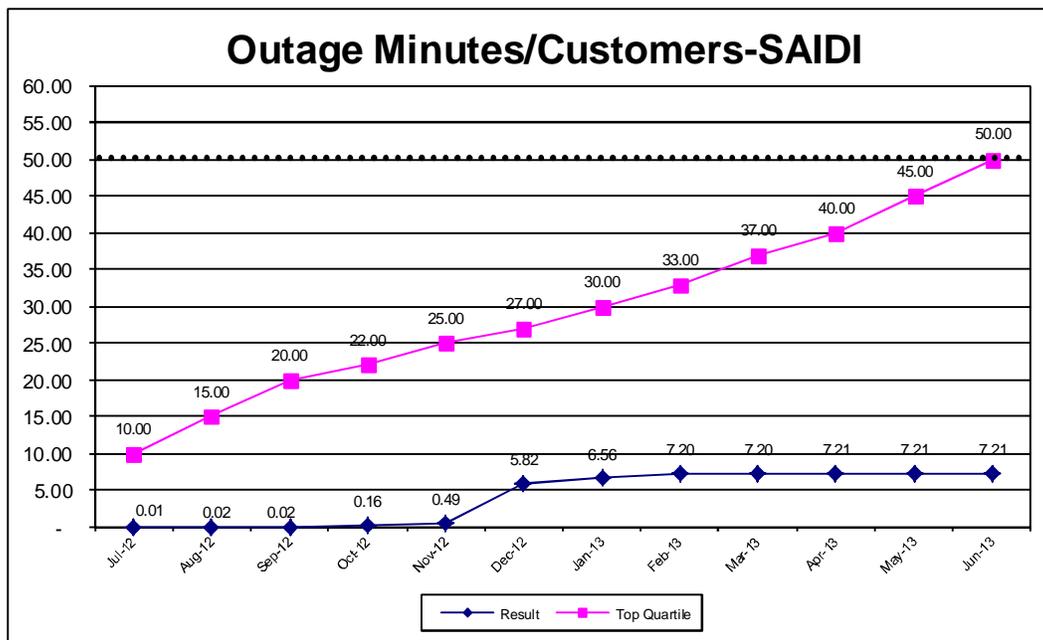
New rate planning is being developed to meet financial guidelines for the five-year period FY 2016-2020. Additional rate increases could be forecast during these years as key cost drivers, such as rising transmission charges, increased operating expenses, and lower load forecasts (translating into lower sales and lower revenue), exert upward pressure on rates. AMP will continue to investigate options to assure that revenues are sufficient to cover the cost of providing quality service to its customers.

In addition to the services provided to its customers, AMP has transferred \$2.8 million to the City’s General Fund in accordance with the City Charter and applicable Board resolutions, paid \$1.3 million in Payments-In-Lieu-Of-Taxes (PILOT), prepaid \$1 million of PILOT for FY 2014 and has effectively reduced the tax burden thus improving the quality of life in Alameda. In its continuing commitment to provide the most reliable power for Alameda and in support of community development goals, AMP continues to improve its electric distribution network through capital improvements to the supervisory control and data acquisition (SCADA) system and electrical equipment, providing new electric services for residential and business development, providing increased circuit cleansing, maintenance and inspection of high voltage components, upgrading internal systems, as well as a variety of routine enhancements including selected street light replacements, transformer inspections, and meter work.



Several modifications to the CIP strategic plan occurred during FY 2013 that impacted planned construction budgets. These changes included 1) a “hold” continued on additional installation of LED streetlights pending further studies and analysis, 2) a “hold” was placed on historic streetlight replacements when bid pricing was received that substantially exceeded the approved budget, 3) design considerations altered the bid date for construction activities to the fall of 2013 for the new Coast Guard Island feeder(s), 4) routine system enhancements, including undergrounding of distribution services in high vegetation areas, was postponed, 5) Server virtualization was postponed, 6) Service Center upgrades were postponed, 7) new loads did not develop, 8) there was increased focus placed on system control upgrades, and 9) there was increased focus placed on Target, and other developments, at Alameda Landing.

AMP set a goal to be “as reliable as the top quartile of electric utility providers in the Western United States”, and met that goal during FY 2013, even though several unplanned events caused system outages. In any successful strategic plan, flexibility is a fundamental element that allows for assignment of resources immediately to address specific system issues and that provides an opportunity for adapting to changing market conditions. The procurement processes that AMP utilizes, ensures critical capital spending plans have the priorities that were originally envisioned. The success of this strategy is evidenced in our outstanding reliability record which is summarized in the chart below.



Economic Conditions and Outlook

The City of Alameda is an island community with residential neighborhoods and commercial areas. There are scenic views of Oakland, San Francisco, and other areas of the Bay shoreline. The City has highway links to the City of Oakland to the north and east, and offers ferry services to San Francisco from two locations.

The California Department of Finance population information from the 2010 census indicates that 73,812 people reside in 30,123 Alameda housing units as of April 1, 2010. The 2010 census information indicates that 48% of the housing units in Alameda are owner occupied dwellings. Residential properties include low-, moderate-, and high-income housing in a variety of styles. It is anticipated that the population of Alameda will increase slightly as new housing units are slowly constructed and occupied at Alameda Point and elsewhere in the City. The 2010 census information indicates that 75% of Alameda's population is an adult between the ages of 21-54 years, which is above the California average by 5%.

Alameda's business enterprises range in scope from the Maritime Administration providing a ready-fleet of ships, to the Coast Guard providing homeland security functions, to Abbott Diabetes Care providing medical research, to Alameda Hospital providing health services, to Bay Ship & Yacht Co providing marine construction and repair services, to College of Alameda providing education to the community, to the Safeway Stores providing grocery products, to the Celera Diagnostics providing health care instrumentation. The diversity of businesses and their unique electricity needs continues to be the backbone of the distribution network.

Overall, the outlook for the City of Alameda is generally stable although the weakening local, state and national economies are impacting project development and contributing to reduced growth of electric revenue and electric sales of kilowatt-hours. Investors continue to demonstrate their faith in the strengths of the community by continuing capital improvements and through community planning development for Alameda Point. AMP continues to recognize trends developing in the market place and has adjusted its system expansion budget.

AMP understands that in addition to being responsive to the community, it must assess its risks and plan accordingly. This planning is especially important at this time since operating expenses are expected to escalate from approximately \$50 million to over \$70 million by 2022, with wholesale power costs accounting for approximately 70% of this cost increase, as certain power supply contracts expire and transmission costs escalate.

Major Initiatives

Community Involvement

Through public service and participation in local events, programs, and agencies, AMP maintains a strong presence in the community. AMP joined other City departments to sponsor a celebration of Earth Day, sponsored the Park Street Art & Wine Faire, the Webster Street Jam, participated with the City at the Fourth of July activities, and helped support the City's inaugural Special Needs and Services Fair. AMP hosted several activities for Public Power Week. Sponsorship continues for the Thompson Street Christmas Tree Lane and the Mayor's Tree Lighting ceremony. AMP joined with the Alameda Police Department for *National Night Out*, and through its public relations mechanisms and its external customer newsletter, continues its aggressive safety education initiatives. In addition to its community involvement, AMP continues to provide financial assistance programs for low income customers.

Economic Development

The City of Alameda and AMP continue to encourage new and existing businesses to develop in Alameda. Alameda is an excellent choice for energy-sensitive businesses and is centrally located within the Bay Area. While having one of the best records of reliability, customers enjoy electrical rates significantly lower than those of nearby cities served by other utilities. As utility costs are sometimes a significant factor in establishing a new business, AMP continues to offer an Economic Development Incentive Discount to attract businesses to locate or expand in Alameda. The special economic development incentive discount provides eligible businesses with a 3-year discount that is structured as a 15%, 10% and 5% savings.

A portion of the west end of Alameda known as Alameda Landing is seeing significant growth at this time. New business development, such as Target, Safeway and others, are being developed in this area. During FY 2014, AMP will build-out infrastructure and provide electric services to these businesses. Additionally, FY 2014 projects that are being undertaken to improve system reliability, and flexibility for new development, include the installation of new infrastructure to Coast Guard Island, replacement of air circuit breakers, replacement of various protective relays, continued SCADA fiber reconfigurations, and various design development activities.

Customer Service

AMP's customers can call during business hours to obtain information about their bill, make a payment, inquire about energy efficiency programs, solar rebate program, request new service, or discontinue service. Customers have seven bill payment options when paying their electric bill. There are no additional fees for any of these bill payment options. A feature of AMP's telephone system is one that allows automated IVR billing services around the clock, any day of the week.

- *Automatic Payment Service (Easy Pay)*
Electric bills may be paid directly through a draft on a checking or savings accounts.
- *Electronic Bill Presentment/Payment (EBPP)*
AMP customers can view and pay their electric bill at any of over 300 web sites including www.AlamedaMP.com.

A feature with the EBPP service includes an automated email notifying customers when their electric bill is ready for viewing and payment.
- *On-line Credit/Debit Card Payment*
Customers receive their electric bill via the U.S. Postal Service and elect to pay it over the Internet using any major credit card or bank debit card.
- *Credit Card Payments by Phone*
Bills may be paid by telephone using a MasterCard or Visa credit card.
- *U.S. Mail*
Customers receive and pay their bills by U. S. mail.

- *In-Person Payments*

Payments by check may be made left in a drop box at AMP's Service Center. Special payments may be made in person at the front desk of the Service Center with a Visa card, MasterCard, money order, cash, ATM card, or personal check.

- *Pay Stations*

For customer convenience, there is an additional pay station in Alameda that will accept electric payments.

Customers can also use AMP's website which provides an array of information regarding programs, services, events, Public Utility Board meetings, and other areas of interest.

Solar Rebates and Alternative Fuel Vehicles

AMP continues to support community efforts for reducing greenhouse gases through its solar rebate program and by its use of alternative-fuel vehicles, including both all-electric and hybrid electric/gasoline vehicles. While the alternative-fuel vehicles serve business purposes, they also remind the community of AMP's commitment to a cleaner environment. AMP continues to install electric vehicle charging stations to assist in identification of vehicle charging patterns as more all-electric vehicles begin to be utilized.

Alameda Point Telephone System

AMP took over the operation of the telephone plant at Alameda Point on July 1, 2000 and converted the operation to a self-sustaining portion of the utility. AMP charges installation and monthly recurring fees to provide for the recovery of maintenance expenses. Capital plant investment for the Alameda Point telephone system have been minimized because the telephone cable pairs to extend telephone services from the AT&T Minimum Point of Entry (MPOE) to tenants leasing space and housing on Alameda Point are temporary. Existing telephone circuits will be abandoned as Alameda Point is redeveloped. In the future, it is expected that a state-certified communications carrier will construct telephone facilities on Alameda Point as part of the overall development plan. Until Alameda Point's redevelopment plans are implemented, the Alameda Point telephone system will continue to support residents, business and economic development by providing access to the public dial telephone network.

Management's Statement of Responsibility

AMP's management is responsible for the integrity and objectivity of all financial data included in this annual report. The statements have been prepared in accordance with accounting principles generally accepted in the United States. The financial data includes amounts that are based on the best estimates and judgments of management.

AMP's management takes seriously its responsibility to establish and maintain an effective internal control system. It employs a variety of administrative and accounting processes that form its internal control system. The controls reasonably assure the integrity of AMP's records and reports, and assure that AMP's assets are used appropriately and business is carried out as authorized. The controls provide reasonable assurance that the financial records are adequate and can be relied upon to produce financial statements in accordance with generally accepted

accounting principles. Management periodically reviews the internal control system. Actions are taken to correct deficiencies as they are identified. AMP maintains high standards in selecting, training, and developing personnel to assure that its operations are conducted in conformity with applicable laws and is committed to maintaining programs to encourage and assess compliance with the highest standards of personal and business conduct.

Independent Audit

California State statutes and the City of Alameda's charter require an annual audit of AMP's financial records and transactions. Vavrinek, Trine, Day & Co., LLP (VTD), a certified public accounting firm, is contracted to independently audit the financial information of AMP. VTD was provided access to all information and documentation necessary for the audit. The financial section of the Comprehensive Annual Financial Report contains the Independent Auditors' Report as well as management's discussion and analysis of the financial data, the financial statements, and the notes to the financial statements. In the normal course of work, the independent auditor may recommend changes in control procedures and AMP's management will take appropriate action on such recommendations.

Award

The Government Finance Officers Association (GFOA) of the United States and Canada awarded a Certificate of Achievement for Excellence in Financial Reporting to AMP for its Comprehensive Annual Financial Report (CAFR) for the fiscal year ended June 30, 2012. A GFOA Certificate of Achievement is valid for a period of 1 year. This was the seventeenth consecutive year that AMP has achieved this prestigious award. In order to be awarded a Certificate of Achievement, a government unit must publish an easily readable and efficiently organized comprehensive annual financial report that satisfies both generally accepted accounting principles and applicable legal requirements.

AMP believes that its current Comprehensive Annual Financial Report will continue to meet the Certificate of Achievement Program's requirements and will be submitting it to the GFOA to determine its eligibility for another Certificate of Achievement for Excellence in Financial Reporting from GFOA.

Acknowledgments

This report is the culmination of the hard work and dedication of many AMP employees and the independent auditor, Vavrinek, Trine, Day & Co., LLP. AMP staff would like to acknowledge the support of the Board for its continuing direction and oversight in providing value to the Alameda community.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read 'Girish Balachandran', written in a cursive style.

Girish Balachandran
General Manager

Principal Officers

(As of June 30, 2013)

Public Utilities Board

Gregory Hamm, President

Madeline Deaton, Vice-President

John R. McCahan, Commissioner

Mary Sutter, Commissioner

John Russo, Commissioner and City Manager

General Manager and Board Secretary

Girish Balachandran

Managers

Robert J. Orbeta, Assistant General Manager - Administration

Sherri Hong, Assistant General Manager - Customer Resources

Douglas Draeger, Assistant General Manager - Engineering & Operations

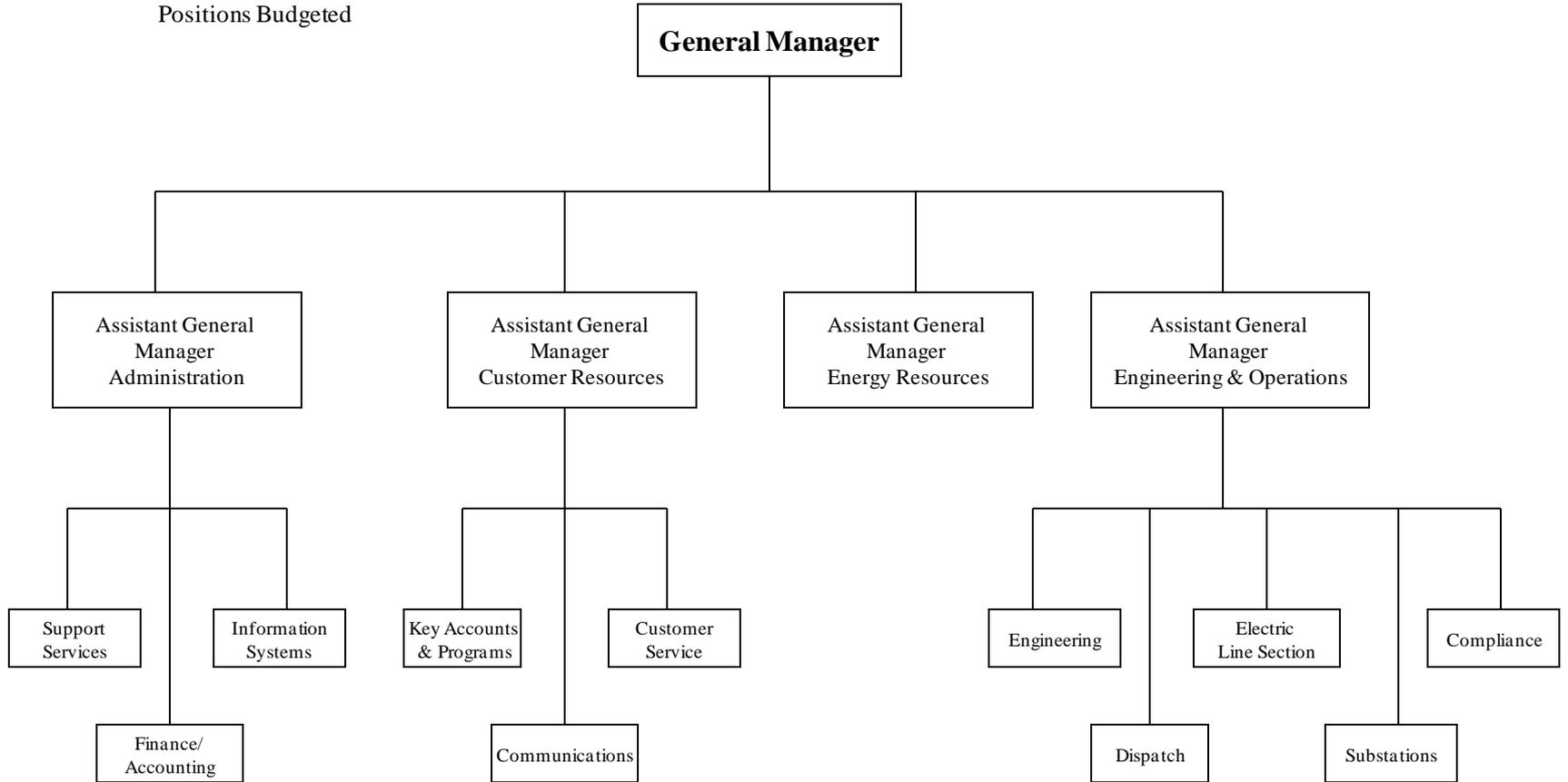
Janet Oppio, Assistant General Manager - Energy Resources

City of Alameda Alameda Municipal Power Organizational Chart

June 30, 2013

FY 2014 = 93.5 FTE
Positions Budgeted

xx





Government Finance Officers Association

**Certificate of
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**Alameda Municipal Power
California**

For its Comprehensive Annual
Financial Report
for the Fiscal Year Ended

June 30, 2012

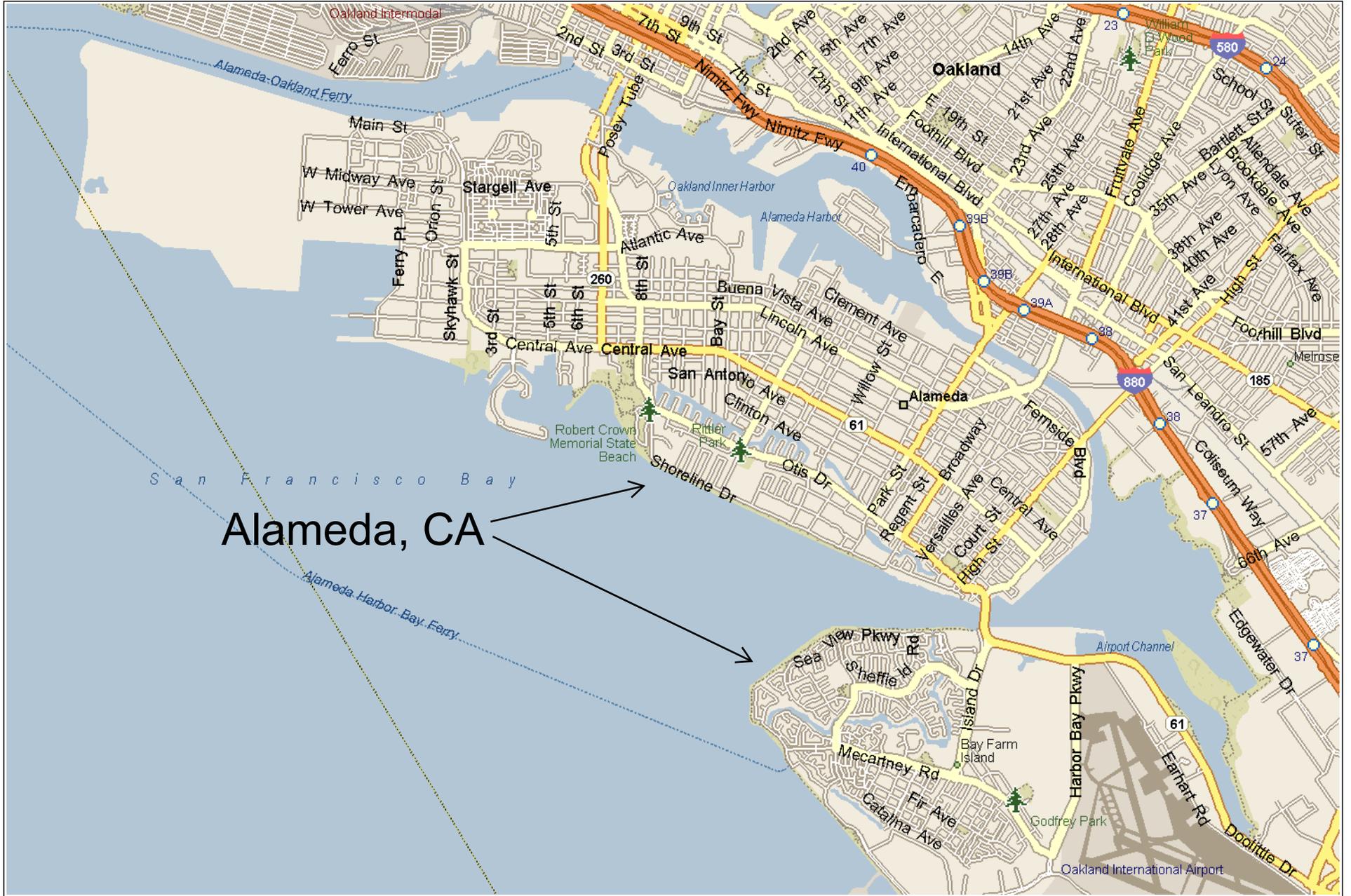
Executive Director/CEO

The Government Finance Officers Association of the United States and Canada (GFOA) awarded a Certificate of Achievement for Excellence in Financial Reporting to Alameda Municipal Power for its comprehensive annual financial report for the fiscal year ended June 30, 2012. This was the seventeenth consecutive year that Alameda Municipal Power achieved this prestigious award.

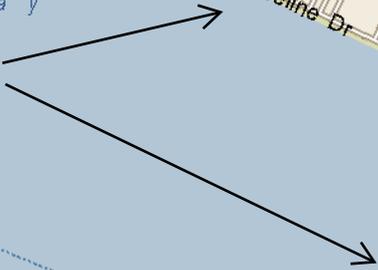
In order to be awarded a Certificate of Achievement, a government unit must publish an easily readable and efficiently organized comprehensive annual financial report. This report must satisfy both generally accepted accounting principles and applicable legal requirements.

A Certificate of Achievement is valid for a period of one year only. We believe that our current comprehensive annual financial report continues to meet the Certificate of Achievement Program's requirements and we are submitting it to the GFOA to determine its eligibility for another certificate.

Alameda, California, United States



Alameda, CA



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Financial Section

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INDEPENDENT AUDITORS' REPORT

Public Utilities Board
Alameda Municipal Power
Alameda, California

We have audited the accompanying financial statements of each major fund of Alameda Municipal Power (AMP), an enterprise fund and department of the City of Alameda, California, as of and for the years ended June 30, 2013 and 2012, and the related notes to the financial statements, which collectively comprise Alameda Municipal Power's basic financial statements, as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the 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 each major fund of AMP as of June 30, 2013 and 2012, and the respective changes in financial position and cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matters

Individual Fund Financial Statements

As discussed in Note 1, the financial statements present only AMP's enterprise funds and do not purport to, and do not, present fairly the financial position of the City of Alameda, California, as of June 30, 2013 and 2012, and the changes in its financial position, or where applicable, its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Implementation of new accounting standards

As discussed in Note 1 to the financial statements, AMP adopted new accounting guidance, GASB Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements* and GASB Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*, effective July 1, 2011. 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 on pages 3 through 15 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 AMP's basic financial statements. The introductory section, statistical section and bond disclosure section are presented for purposes of additional analysis and are not a required part of the basic financial statements. The introductory, statistical and bond disclosure 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.

Vavrinik, Trine, Day & Co. LLP

Pleasanton, California
November 6, 2013

ALAMEDA MUNICIPAL POWER

MANAGEMENT'S DISCUSSION AND ANALYSIS JUNE 30, 2013 AND 2012

As management of Alameda Municipal Power (AMP), we offer readers of AMP's financial statements this narrative overview and analysis of the financial activities of AMP for the years ended June 30, 2013 and 2012. Readers are encouraged to consider the information presented here in conjunction with information contained in the preceding transmittal letter, the accompanying financial statements and notes, and the statistical section of the comprehensive annual financial report.

FINANCIAL STATEMENTS OVERVIEW

The basic financial statements present the financial picture of AMP from an economic resources measurement focus using the accrual basis of accounting similar to a private-sector business.

The Statements of Net Position presents information on AMP's assets and liabilities with the difference between the two reported as net position. The primary purpose of this Statement is to provide relevant information about AMP's assets, liabilities, net position, and their relationships to each other at the year-end closing date. The information provided in the Statement used with related disclosures and information in other financial statements helps the public, creditors, and others assess AMP's ability to continue to provide services, understand its liquidity and financial flexibility, and its ability to meet obligations.

The Statements of Revenues, Expenses and Changes in Net Position presents relevant information showing how AMP's resources were used in providing services and how AMP's net position changed during the period. The information helps the public, creditors, and others to evaluate the organization's performance. The Statement allows the reader to assess AMP's service efforts, its ability to continue to provide services, the results of management's stewardship, and other aspects of performance.

The Statements of Cash Flows presents relevant information about cash receipts and payments and the net change in cash resulting from AMP's operating, investing, and financing activities during the period. The Statement provides information for investors, creditors, and others, to evaluate AMP's financial position, its ability to generate future cash flows, its ability to pay bills and meet obligations, and the differences between net income and net cash provided (used) by AMP's operating, investing, and financing activities during the period.

FINANCIAL HIGHLIGHTS

- AMP's overall total net position increased \$3.98 million for the year ended June 30, 2013 while last year a decrease of \$2.82 million was reported.
- The electric fund total net position increased \$4.02 million for the year ended June 30, 2013 while last year a decrease of \$2.99 million was reported.
- The increase of \$4.02 million to the electric fund total net position comes from a combination of factors including:
 - Current Assets increased \$4.96 million for the year ended June 30, 2013 while last year an increase of \$12k was reported. This year's change was due to a \$230k increase in accounts receivable, a \$3.21million increase for the new Green House Gas (GHG) net revenue receivable, a \$566k increase in materials and supplies, and a \$975k increase for prepayments;
 - Non-current Assets increased \$2.11 million for the year ended June 30, 2013 while last year an increase of \$19k was reported. This change was primarily due to a decrease of \$890k to capital assets (see note 3 for additional information regarding capital assets and depreciation amounts), an increase of \$293k for investments designated for special purposes increased (see note 2 for additional information regarding restricted and designated investments) and an increase of \$2.72 million for shares of certain Northern California Power Agency (NCPA) projects and investments (see note 9 for additional information regarding NCPA);

ALAMEDA MUNICIPAL POWER

MANAGEMENT'S DISCUSSION AND ANALYSIS JUNE 30, 2013 AND 2012

- Current Liabilities for the electric fund increased \$1.71 million for the year ended June 30, 2013, while last year a decrease of \$91k was reported. The change was primarily due to a \$517k increase in accounts payable and accrued payroll, and a \$1.16 million increase in deposits. The change in deposits is attributable to a \$888k increase in work order prepayments for outside billing, a \$256k increase in customer deposits and a \$19k increase in transformer deposits;
- Non-current Liabilities increased \$1.34 million for the year ended June 30, 2013 while last year an increase of \$3.12 million was reported. The change was primarily due to a \$1.07 million decrease in long-term debt with 2010 A/B bonds payments and an increase of \$2.32 million for the balancing account adjustment (see note 1 for additional information regarding the balancing account);
- The telecom fund total net position decreased \$40k for the year ended June 30, 2013 while last year an increase of \$174k was reported.
 - The increase of \$40k to the telecom fund total net position is due to the current year interfund transfer as the electric fund paid telecom fund expenses. (As a reminder to the reader, the accrued telecom expense associated with certain aspects of the sale and litigation was recorded in the FY 2010 financial statements.)
- The current financial statements record additional telecom litigation expenses that were paid by the electric fund without any expectation of repayment from the telecom fund (see note 14 for additional information regarding contingent liabilities and litigation).
- Electric fund operating revenue increased \$4.61 million for the year ended June 30, 2013 as electricity sales revenue increased \$0.33 million, Cap & Trade Program net revenue began and earned \$0.28 million, Renewable Energy Certificates (REC) Program net revenue began and earned \$4.0 million, and other revenues results netted remained consistent with last year's results. Last year, a \$0.67 million increase to the Electric fund operating revenue was reported.
- Electric fund operating expenses excluding purchased power and the balancing account, increased \$147k compared to results from last year.
- Purchased power expense increased \$2.7 million as a result of the NCPA service components embedded in the purchased power billing.
- The balancing account adjustment, which is used to stabilize rates, was \$1.7 million less than last year's over-collection adjustment of \$4.1 million.
- Electric fund non-operating revenues/expenses had a net increase in spending of \$2.7 million for the year ended June 30, 2013 while last year an increase of \$0.3 million was reported.
 - Interest income and expenses were lower by \$5k for the year ended June 30, 2013 while last year income was lower and expenses higher by \$136k million.
 - Fair value of NCPA Projects and Reserves increased by \$2.6 million during the year ended June 30, 2013 while last year a decrease of \$1.5 million was reported.
 - Miscellaneous non-operating revenue/expense had a net increase of \$0.1 million for the year ended June 30, 2013 while last year a net decrease of \$0.6 million was reported.
- AMP continues to maintain the telephone system at Alameda Point and strives to provide service to customers "at cost". The revenue and expenses for Alameda Point's telephone system resulted in a net revenue of \$94k in FY 2013 and \$60k in FY 2012, or an increase of \$34k compared to last year's reported decrease of \$9k in net revenue and expenses.
- AMP continued its support of the City's general fund with a Board approved contribution of \$2.8 million in FY 2013 and FY 2012.
- To allow for payment of litigation expenses resulting from the sale of the telecommunications system, the electric fund transferred \$206k to the telecom fund without any expectation of being repaid.
 - The amount transferred decreased \$781k from last year's transfer of \$987k.

ALAMEDA MUNICIPAL POWER

MANAGEMENT'S DISCUSSION AND ANALYSIS JUNE 30, 2013 AND 2012

- The electric fund had a decrease of \$22k in cash and equivalents for the year ended June 30, 2013 while last year an increase of \$3.17 million was reported. The results come from a combination of factors including:
 - Net cash provided by operating activities decreased \$1.74 million while last year it was reported that net cash provided by operating activities decreased \$0.22 million from the previous year.
 - Net cash used by non-capital financing activities decreased \$0.76 million while last year it was reported that net cash used for non-capital financing activities decreased \$3.31 million from the previous year.
 - Net cash used by capital and related financing activities increased \$0.39 million while last year it was reported that net cash used in capital and related financing activities decreased \$6.43 million from the previous year.
 - Net cash provided by investing activities increased \$1.35 million while last year it was reported that net cash provided from investing activities decreased \$12.69 million.
- The electric fund prepaid \$1.0 million of PILOT for FY 2014. Additionally, AMP will prepay a portion of FY 2015 PILOT during FY 2014.
- The telecom fund had \$0 change in its cash and equivalents for the year ended June 30, 2013 which is consistent with last year's report of \$0 change.
 - Net cash used by operating activities decreased \$0.78 million while last year it was reported that net cash used by operating activities decreased \$1.94 million from the previous year.
 - Net cash provided by non-capital financing activities decreased \$0.78 million while last year it was reported that net cash used by non-capital financing activities decreased \$1.94 million from the previous year.

(Dollars in thousands)

	2013	2012	2011
Assets:			
Current Assets	\$ 42,716	\$ 37,760	\$ 37,749
Capital Assets, net of depreciation	36,317	37,216	38,987
Other Non-current Assets	31,732	28,726	26,936
Total Assets	110,765	103,702	103,672
Liabilities:			
Current Liabilities	10,694	8,948	9,213
Long-term Liabilities Outstanding	28,718	29,703	30,643
Balancing Account	18,770	16,452	12,396
Total Liabilities	58,182	55,103	52,252
Net Position:			
Net Investment in Capital Assets	28,279	29,167	30,929
Restricted	4,529	4,516	4,379
Unrestricted	19,775	14,916	16,112
Total Net Position	\$ 52,583	\$ 48,599	\$ 51,420

ALAMEDA MUNICIPAL POWER

MANAGEMENT'S DISCUSSION AND ANALYSIS JUNE 30, 2013 AND 2012

ANALYSIS OF NET POSITION

AMP's combined total net position was \$52.6 million as of June 30, 2013. Compared to the previous fiscal year, AMP's combined net position increased by \$4.0 million, or almost 8% of last year's combined total net position.

The largest portion of combined total net position is net investment in capital assets (e.g., land, utility plant, buildings, vehicles and equipment) less any related debt still outstanding that was used to acquire those assets. The capital assets are used to provide electric services to Alameda's citizens and, consequently, these assets are not available for future spending. Although AMP's investment in capital assets is reported net of related debt, it should be noted that the resources to repay this debt must be provided from net revenues of the electric fund. The capital assets themselves cannot be used to liquidate these liabilities except under extraordinary circumstances. Management anticipates that electric sales revenue will increase about 6% from FY 2013 results due to authorized rate adjustments and projected electrical loads.

The largest portion of combined total liabilities is used to finance AMP's construction, NCPA activities and adjustment of the balancing account accumulation. Total combined assets increased \$7.1 million, or a 7% increase to last year's total. Total combined liabilities increased by \$3.1 million, or a 6% increase to last year's total. Management anticipates that FY 2014 operating expenses will remain consistent with FY 2013 values.

Combined Statement of Revenues, Expenses and Changes in Net Position for the year ended June 30:

(Dollars in thousands)

	2013	2012	2011
Operating Revenues			
Electric Sales	\$ 50,704	\$ 50,377	\$ 49,867
Other Services Revenue	5,340	1,058	905
Total Operating Revenues	<u>56,044</u>	<u>51,435</u>	<u>50,772</u>
Operating Expenses			
Purchased Power	28,545	25,878	25,159
Energy efficiency, solar, other	1,241	1,253	955
Operations and Maintenance	3,872	3,879	3,871
Customer Accounts, Information Systems	2,005	2,001	1,955
Administrative and General	6,362	6,322	7,563
Depreciation and Amortization	2,921	3,525	3,461
Sales Expense	628	493	510
Jobbing Sales Expense	240	216	155
Balancing Account	2,319	4,056	(303)
Total Operating Expenses	<u>48,134</u>	<u>47,624</u>	<u>43,325</u>
Operating Income (Loss)			
Electric	8,158	4,625	9,717
Telecommunications	(247)	(815)	(2,271)
Total Operating Income (Loss)	<u>7,911</u>	<u>3,811</u>	<u>7,447</u>

ALAMEDA MUNICIPAL POWER

MANAGEMENT'S DISCUSSION AND ANALYSIS JUNE 30, 2013 AND 2012

Combined Statement of Revenues, Expenses and Changes in Net Position for the year ended June 30 (continued):

(Dollars in thousands)

	2013	2012	2011
Non-operating Revenue (Expense)			
Interest Income on Investments	99	120	161
Interest Expense	(1,652)	(1,678)	(1,583)
Other revenue (deductions)	19	32	21
Increase (Decrease) in Fair Value of NCPA Projects and Reserves	1,447	(1,134)	376
Alameda Point Phone Maintenance-Net	94	60	68
Miscellaneous Non-operating Income	176	54	(537)
Payment in-lieu of taxes	(1,310)	(1,285)	(2,657)
Transfer to City of Alameda	(2,800)	(2,800)	(2,800)
Total Non-Operating Expenses	(3,927)	(6,631)	(6,951)
Nonoperating Income (Loss)			
Electric	(3,928)	(6,632)	(6,951)
Telecommunications	1	1	-
Total Nonoperating Income (Loss)	(3,927)	(6,631)	(6,951)
Transfers in (to Telecom)	206	987	2,929
Transfers (out) (from Electric)	(206)	(987)	(2,929)
Total Transfers	-	-	-
Change In Net Position			
Electric	4,024	(2,994)	(163)
Telecommunications	(40)	174	658
Total Change In Net Position	\$ 3,984	\$ (2,821)	\$ 496

ANALYSIS OF REVENUES, EXPENSES AND CHANGES IN NET POSITION

Changes in Electric Net Position

Electric net position increased \$4.0 million for the year ended June 30, 2013 while last year a decrease of \$3.0 million was reported. Electric operating revenue increased \$4.6 million while last year an increase of \$0.7 million was reported. Electric operating expenses increased \$1.1 million from last year primarily due to additional expense for purchased power (\$2.7 million) and consistent operating expenses, and a lower adjustment of the Balancing Account accumulation.

ALAMEDA MUNICIPAL POWER

MANAGEMENT'S DISCUSSION AND ANALYSIS JUNE 30, 2013 AND 2012

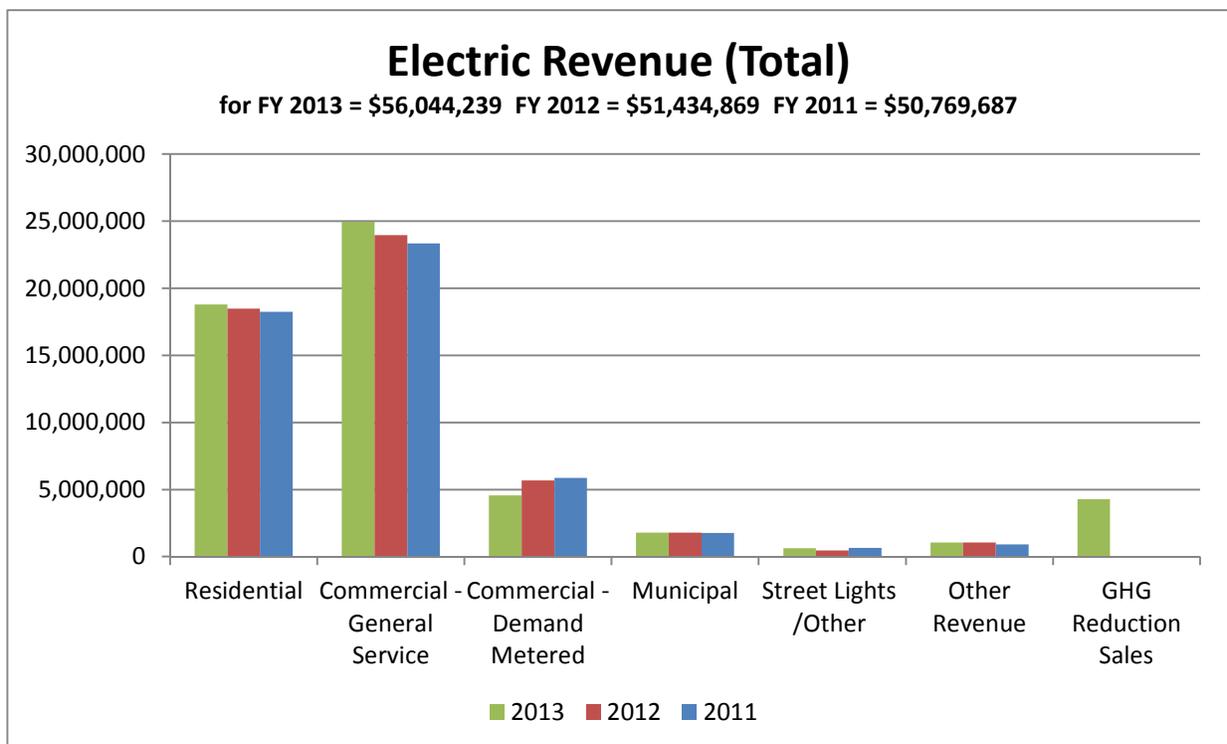
Electric Statement of Changes in Net Position for the year ended June 30:

(Dollars in thousands)

	2013	2012	2011
Operating Revenues	\$ 56,044	\$ 51,435	\$ 50,770
Operating Expenses	47,886	46,810	41,052
Operating Income	8,158	4,625	9,717
Non-operating Revenues	1,835	264	627
Non-operating (Expenses)	(5,762)	(6,896)	(7,577)
Non-operating Income (Loss)	(3,928)	(6,632)	(6,951)
Transfers In	-	-	-
Transfers Out	(206)	(987)	(2,929)
Change In Net Position	<u>\$ 4,024</u>	<u>\$ (2,994)</u>	<u>\$ (163)</u>

Electric Operating Revenues

Electric operating revenue increased by \$4.6 million or 9.0% during FY 2013 and increased by \$0.7 million last fiscal year. Contributing to the FY 2013 results are revenue from electricity sales that increased \$327k and, new in FY 2013, GHG related sales of \$4.3 million. Electricity sales revenue was \$50.7 million or 90.5% of all electric revenues. Miscellaneous services, plant leased to others and jobbing sales contributed \$1.1 million, or 1.9% of revenue. New for FY 2013, GHG related sales contributed \$4.3 million, or 7.6% of revenue.



ALAMEDA MUNICIPAL POWER

MANAGEMENT’S DISCUSSION AND ANALYSIS JUNE 30, 2013 AND 2012

Sources of Electric Revenue

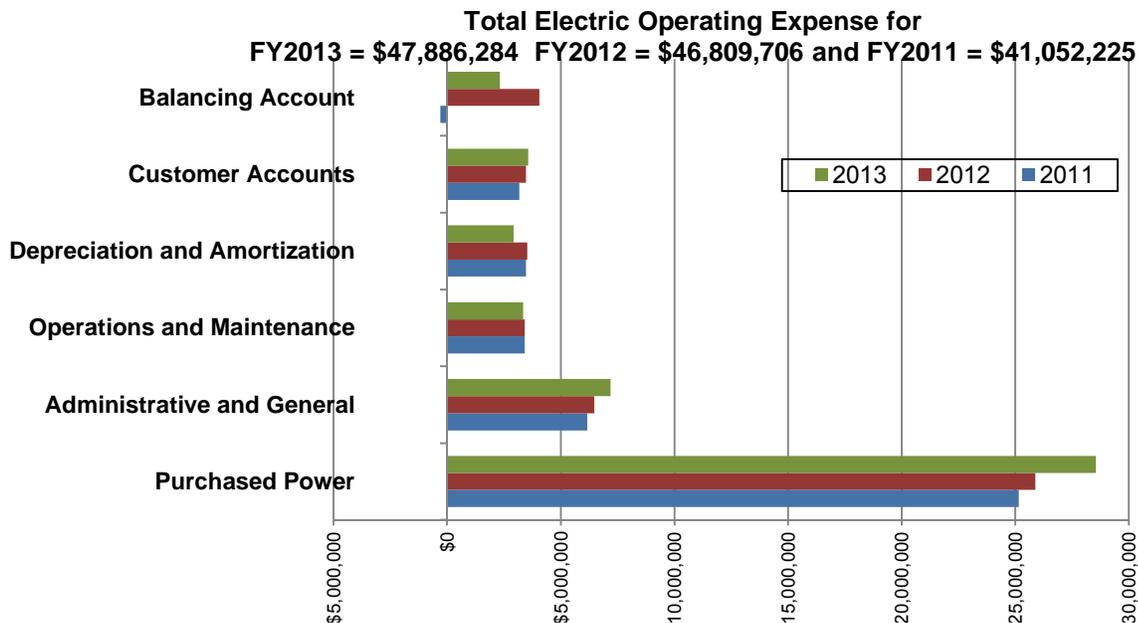
AMP's operating revenues are based on rate schedules authorized by the Board. Such rates are designed to recover AMP's cost of service and still be competitive with those in surrounding areas. Rates also provide a contribution to the City of Alameda, the level of which is defined by the Board and by the City’s charter.

Electric Operating Expenses

Electric operating expenses, excluding the adjustment for balancing account accumulation, increased \$2.8 million during FY 2013 and \$1.4 million during FY 2012. The increases have primarily occurred in the cost of purchased power. The Balancing Account is used by AMP to stabilize rates by accumulating differences between the actual costs of providing service with the related revenues designated for recovery of such costs. Actual costs were less than revenue collections by \$2.3 million during FY 2013 and by \$4.1 million during FY 2012. Purchased power expense increased \$2.7 million, operating division expenses increased \$751k and depreciation expense decreased \$604k compared to last year’s results.

AMP continues to experience volatility in California energy markets as seasonal weather impacts hydroelectric generation, natural-gas prices impact peak-demand electricity prices, geothermal generation is impacted by aging facilities, new landfill-gas generation becomes operational and new state laws and regulations are implemented for GHG reduction strategies. Although AMP recognizes that energy markets have stabilized since the energy crisis of 2000-2001, it is keenly aware that adverse energy markets may return due to a variety of factors that affect both the supply of and demand for electric energy in the Western United States.

The chart below offers a comparison of electric operating expense for FY 2013, FY 2012 and FY 2011.



ALAMEDA MUNICIPAL POWER

MANAGEMENT'S DISCUSSION AND ANALYSIS JUNE 30, 2013 AND 2012

Electric Non-Operating Revenues (Expenses)

Non-operating expenses in FY 2013 exceeded non-operating revenue by \$3.9 million compared to the recorded \$6.6 million last year. This year's resulting \$2.7 million decrease comes from a combination of factors including a \$21k decrease of net interest income, a \$26k increase in net interest expense, a \$2.6 million increase in the value of certain NCPA-held assets, a \$122k increase in miscellaneous revenue, a \$26k increase to payments in lieu of taxes and a transfer to the City's General Fund that was consistent with last year's amount.

Electric Change in Net Position

During FY 2013, Electric net position increased \$4.0 million compared to last year's electric net position decrease of \$2.8 million. The electric net position change comes from a combination of factors including electric operating revenue that was higher than last year by \$4.6 million, electric operating expenses that were higher than last year by \$1.1 million non-operating expenses that were lower than last year by \$2.7 million, and an interfund transfer to Telecom that was lower than last year by \$0.8 million. Combined, these factors resulted in an increase in electric net position in FY 2013 compared to a decrease in electric net position last year resulting in a \$7.0 million change in electric net position.

Telecommunications Operating Revenues

On November 21, 2008, the telecommunications system was sold to Comcast of Alameda. The FY 2009 financial statements recognized the sale of the telecommunication system, its final operational income and expenses, the associated fees to perform the sale, the sale post-closing adjustments, settlements to debt defeasance, identified litigation expense, that the telecom inventory was transferred, that telecom liability for the 2004 Revenue Bond Anticipation Notes had been defeased, that the telecom liability for the 2002 Certificates of Participation had been discontinued as a result of the sale, and that interfund transfers, from the electric fund to the telecom fund, would not be repaid.

Sources of Telecommunications Revenue

During FY 2013, less than \$1k of revenue was received for miscellaneous income associated with residual bad debt collections and advertising commissions. With the sale of the telecommunication system, there is no operating revenue available from the telecom fund. As a result, the electric fund provides payment of expenses associated with terminating the telecom business line through an interfund transfer to the telecom fund.

Telecommunications Change in Net Position

Telecom net position decreased \$40k in FY 2013 compared to last year's reported increase in telecom net position of \$174k. The \$214k change in telecom net position reflects reduced accounts payables for expenses associated with terminating the telecom business line.

ALAMEDA MUNICIPAL POWER

MANAGEMENT'S DISCUSSION AND ANALYSIS JUNE 30, 2013 AND 2012

Telecommunications Statement of Change in Net Position for the year ending June 30:

(Dollars in thousands)

	2013	2012	2011
Operating Revenues	\$ -	\$ -	\$ 2
Operating Expenses	(247)	(815)	(2,273)
Operating Income (Loss)	(247)	(815)	(2,271)
Non-operating Revenues/Expenses	1	1	-
Transfers in	206	987	2,929
Change In Net Position	<u>\$ (40)</u>	<u>\$ 174</u>	<u>\$ 658</u>

Telecommunications Operating Expenses

Telecom fund operating expenses decreased \$0.6 million for the year ended June 30, 2013 while last year a decrease of \$1.5 million was reported. The telecommunications operating expenses used for litigation associated with terminating the telecom business line totaled \$247k during FY 2013 and \$815k last year.

Telecommunications Non-Operating Revenues (Expenses)

During FY 2013, there was less than \$1k in telecom fund non-operating revenues and there were no non-operating expenses. During FY 2012, there was slightly more than \$1k in telecom fund non-operating revenues and there were no non-operating expenses.

ANALYSIS OF COMBINED CASH FLOWS

Combined net cash flow increased \$7k for the year ended June 30, 2013 while last year an increase of \$29k was reported. AMP generates cash from its electric operations, or utilizes its reserves, to meet its operating needs including payments in lieu of taxes (PILOT), return on investment (ROI), transfer to the City's General Fund, and payment of telecom fund expenses. The cash flow performance results are primarily due to changes in the cash flows from improved customer receipts as a result of rate adjustments, lower supplier expenses, and modest increases to employee expenses, a reduction of telecom expenses, the changes in AMP's electric debt structure, and the change to investment in NCPA projects and reserves.

ALAMEDA MUNICIPAL POWER

MANAGEMENT'S DISCUSSION AND ANALYSIS JUNE 30, 2013 AND 2012

Combined Financial Condition, Liquidity and Capital Resources for the year ended June 30:

(Dollars in thousands)

	2013	2012	2011
Operating Activities	\$ 10,272	\$ 11,228	\$ 9,510
Non-capital Financing Activities	(4,110)	(4,085)	(5,457)
Capital and Related Financing Activities	(4,702)	(4,309)	(10,735)
Investing Activities	(1,452)	(2,805)	9,884
Change in Cash and Equivalents	<u>\$ 8</u>	<u>\$ 29</u>	<u>\$ 3,202</u>

Cash Flows from Operating Activities

In FY 2013, cash provided by combined operating activities was \$10.3 million versus \$11.2 million in FY 2012, or a decrease of \$0.9 million. The change in cash flows from operating activities compared to FY 2012 is primarily the result of increased receipts from electric customers and increased payments to suppliers.

Cash Flows from Non-Capital Financing Activities

In FY 2013 and FY 2012, cash used for combined non-capital financing activities was \$4.1 million. The reader should note that interfund cash flows between the electric fund and the telecom fund cancel each other for each year under consideration.

Cash Flows from Capital and Related Financing Activities

In FY 2013, cash used for capital and related financing activities was \$4.7 million versus \$4.3 million in FY 2012, or an increase of \$0.4 million. The change in cash flows from capital and related financing activities compared to FY 2012 is primarily the result of net capital asset additions and increased long-term debt repayments associated with the 2010 A/B bonds.

During FY 2013, AMP's net capital asset additions for the electric system were \$2.0 million and included projects to expand, replace, and enhance facilities, to improve their efficiency and reliability, to extend their useful life, to comply with laws and regulations, and/or to meet the increasing demands on the electric system. Specific capital work that occurred during FY 2013 includes recloser upgrades, several streetlight replacements, over-current relay upgrades, continued enhancements to the System Control and Data Acquisition (SCADA) systems, continued Alameda Point upgrades including work for the new Target store, new residential and commercial installations, design for a new high voltage circuit to Coast Guard Island, computer room enhancements, and blanket work orders for system upgrades.

Cash Flows from Investing Activities

In FY 2013, combined net cash used by investing activities was \$1.4 million versus \$2.8 million that was provided in FY 2012, or a change of \$1.4 million. The change in cash flows from investing activities compared to FY 2012 is primarily the result of \$624k decreased cash used for investments reserved for special purposes and \$642k decreased investments in NCPA's projects and reserves. The reader is encouraged to read Note 2I for additional information on investments designated by the Board for special purposes.

ALAMEDA MUNICIPAL POWER

MANAGEMENT'S DISCUSSION AND ANALYSIS JUNE 30, 2013 AND 2012

Analysis of Long-Term Debt

On August 4, 2010, AMP authorized the issuance of \$8.7 million in Revenue Bonds, Series 2010A, and \$22.99 million in taxable Revenue Bonds, Series 2010B. Proceeds were used to prepay the outstanding Electric System Revenue Series 2000A COPs and the Series 2000AT taxable COPs, to fund a security deposit for the 2010A/B bonds, and to pay the cost of issuance for the 2010 A/B bonds. The maturity date for the Series 2010A is July 1, 2030 and the maturity date for the Series 2010B is July 1, 2027. This advance refunding was undertaken to reduce debt service payments over the 20 year duration of the bonds by \$17,662,628 and resulted in an economic gain of \$2,308,432. The reader is encouraged to read Note 5, and the statistical section of this report, for additional information regarding long-term debt and expected payments for this loan.

In addition to the 2010 A/B Revenue Bonds, AMP has long-term leases for two maintenance vehicles for which it pays about \$2,500/month each and a loan for construction of the fiber optic backbone which has \$2.2 million due to the City of Alameda.

(Dollars in thousands)

	2013	2012	2011
2008 Truck Capital Lease	\$ 53	\$ 80	\$ 105
2009 Truck Capital Lease	76	109	142
Revenue Bonds, Series 2010A	8,700	8,700	8,700
Taxable Revenue Bonds, Series 2010B	21,050	22,090	22,985
Loan from City of Alameda	2,200	2,200	2,200
Deferred amount on refunding	(932)	(993)	(1,055)
Long-Term Debt	<u>\$ 31,147</u>	<u>\$ 32,186</u>	<u>\$ 33,077</u>

ANALYSIS OF CAPITAL ASSETS

AMP's investment in capital assets for its electric operations amounts to \$36.32 million, net of accumulated depreciation. The investment in capital assets includes land, buildings, construction-in-progress, electric utility plant, machinery and equipment, transportation and computer equipment. The total decrease in AMP's investment in capital assets due to depreciation and retirements for the current year was \$0.9 million, or 2.4%. Readers desiring more detailed information on capital asset activity should see Note 3 and information in the Statistical Section of this report.

ALAMEDA MUNICIPAL POWER

MANAGEMENT'S DISCUSSION AND ANALYSIS JUNE 30, 2013 AND 2012

Electric Capital Assets for the year ended June 30:

(Dollars in thousands)

	June 30,		
	2013	2012	2011
Land and Rights	\$ 154	\$ 154	\$ 154
Construction In Progress	1,878	1,501	1,719
Utility Plant	73,322	71,900	70,315
Service Center Building	7,844	7,844	7,844
Machinery & Equipment	9,075	8,916	8,739
Transportation Equipment	2,739	2,739	2,594
Computer Equipment	3,321	3,288	3,257
Furniture & Fixtures	629	606	599
Easements	186	186	186
Less Accumulated Depreciation	(62,829)	(59,917)	(56,419)
Capital Assets, Net	\$ 36,317	\$ 37,216	\$ 38,987

ANALYSIS OF ECONOMIC FACTORS

Economic Factors and Next Year's Budget

The adopted budget for FY 2014 reflects the local economy and the sluggish demand for new electric services from the commercial sector. During FY 2013, AMP continued its strategic planning activities to enhance focus on the customer, provide a forum for long-range financial planning, facilitate prioritization of limited resources, balance conflicting priorities, and provide for effective communication of goals and policies.

AMP continues assessments of future financial needs; documents those needs in a 10-year pro-forma; manages Board established financial guidelines for rates, revenues and reserves; develops rate designs to meet financial guideline objectives; and continues to review opportunities to monetize its power supply resources. The adopted budget for FY 2014 includes electric operating revenues that are expected to be \$60.0 million, or 2.6% higher than the \$58.5 million budgeted in FY 2013 due to a rate increase, load loss enacted as part of the planning and budgeting process, and the continued monetization of certain GHG related sales.

The adopted budget for FY 2014 includes operating expenses budgeted at \$50.4 million or \$0.2 million lower than the budgeted FY 2013 expenses. The primary reason for the operating budget decrease is due to a \$306k reduction of the purchased power budget reflecting the expected load loss. Purchased power budgets, excluding netted amounts received from reserves and non-cash items, account for \$30.0 million or 59.5% of budgeted electric operating expenses.

The non-operating budget for FY 2014 includes funds for outside billing projects, debt related charges of \$1.6 million, PILOT/ROI charges of \$1.3 million and a transfer to the City of \$2.8 million. The budget assumes that no additional long-term debt will be needed during the fiscal year. Capital project work for system additions, system enhancements, SCADA upgrades, conversion of overhead facilities to underground facilities, and capitalized work from routine activities account for \$4.0 million of the FY 2014 budget.

ALAMEDA MUNICIPAL POWER

MANAGEMENT'S DISCUSSION AND ANALYSIS JUNE 30, 2013 AND 2012

The budget anticipates that operating revenues will not be sufficient to meet all expenses to be incurred during FY 2014. The budget anticipates that \$4.8 million will be required from existing reserves to provide for projected expenditures. As part of the financial planning process, the Board directed that a series of smaller rate adjustments implemented each year is preferred to a few large rate increases. AMP anticipates that an additional rate increase may be implemented in conjunction with the next budget cycle (year 5 of the 5-year rate plan). The underground district reserve will provide funds for certain capital expenditures. Working capital will provide funds for any shortfall between revenue and expenditures.

Since the telecommunications system has been sold, the adopted budget does not include any budgeted items for the telecom fund. As anticipated during the budgeting process, working capital will be transferred by the electric fund to the telecom fund for unbudgeted expenditures.

Market Risk

Each year during budget development, AMP considers the risk exposure that it faces. The risk exposure can be categorized into broad categories including power supply risks, credit risks, other supply-based risks, demand side risks, legislative / regulatory risks, and other utility risks. AMP manages energy price risks through its involvement with NCPA and their energy commodity risk management policies, processes and procedures to help mitigate fluctuations in energy prices. NCPA also monitors and manages credit risk with its trading counter parties.

In addition to policies, processes and procedures, AMP manages its risk exposure by maintaining adequate reserves and establishing new reserves as needed. AMP is exposed to changes in interest rates primarily as a result of its borrowing and investing activities used for liquidity purposes and to fund business operations as well as finance capital expenditures.

AMP's cash, equivalents, investments and designated investments are recorded at \$37.4 million or an increase of \$0.3 million during FY 2013. AMP's investment policy limits investments to financial instruments that maximize the safety of principal (See Note 2 to the Basic Financial Statements). In addition to these sums, AMP has restricted investments recorded at \$4.5 million or an increase of \$14k during FY 2013. These investments are invested in accordance with guidelines established in the related bond documents.

REQUESTS FOR INFORMATION

This financial report is designed to provide the Board, Alameda citizens, taxpayers, creditors and investors with a general overview of AMP's finances. Questions concerning any of the information provided in this report or requests for additional information should be addressed to Alameda Municipal Power; Assistant General Manager - Administration; 2000 Grand Street; Alameda, California 94501.

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ALAMEDA MUNICIPAL POWER

STATEMENTS OF NET POSITION JUNE 30, 2013 AND 2012

	2013			2012		
	Electric Services	Telecom Services	Combined	Electric Services	Telecom Services	Combined
ASSETS						
Current Assets:						
Cash and cash equivalents (Note 2)	\$ 29,016,108	\$ -	\$ 29,016,108	\$ 29,008,471	\$ -	\$ 29,008,471
Investments	998,456	-	998,456	999,062	-	999,062
Interest receivable	14,166	-	14,166	20,000	-	20,000
Accounts receivable	5,433,740	-	5,433,740	5,204,085	-	5,204,085
Greenhouse gas related sales receivable	3,209,599	-	3,209,599	-	-	-
Notes receivable, net of long-term portion below (Note 4)	-	-	-	25,300	-	25,300
Materials and supplies	3,043,935	-	3,043,935	2,478,278	-	2,478,278
Prepaid power costs and other	1,000,000	-	1,000,000	25,000	-	25,000
Total Current Assets	42,716,004	-	42,716,004	37,760,196	-	37,760,196
Non-current Assets:						
Capital assets (Note 3)	99,146,102	-	99,146,102	97,133,183	-	97,133,183
Accumulated depreciation (Note 3)	(62,829,423)	-	(62,829,423)	(59,916,840)	-	(59,916,840)
Capital assets, net (Note 3)	36,316,679	-	36,316,679	37,216,343	-	37,216,343
Restricted assets (Note 2)	4,529,302	-	4,529,302	4,515,565	-	4,515,565
Investments designated for special purposes (Note 2)	7,351,206	-	7,351,206	7,058,656	-	7,058,656
Investment on Joint Venture - Share of certain NCPA projects and reserve (Note 9)	19,506,298	-	19,506,298	16,782,759	-	16,782,759
Debt issue costs, net of amortization	345,065	-	345,065	368,147	-	368,147
Total Noncurrent Assets	68,048,550	-	68,048,550	65,941,470	-	65,941,470
Total Assets	110,764,554	-	110,764,554	103,701,666	-	103,701,666
LIABILITIES						
Current Liabilities:						
Accounts payable and accrued payroll	1,750,728	2,053,727	3,804,455	1,233,804	2,013,712	3,247,516
Interest payable	778,904	-	778,904	790,167	-	790,167
Current portion of long term debt (Note 5)	1,067,173	2,200,000	3,267,173	1,039,130	2,200,000	3,239,130
Deposits	638,476	-	638,476	369,490	-	369,490
Unearned revenue	982,205	-	982,205	93,896	-	93,896
Other accrued liabilities	281,361	-	281,361	260,189	-	260,189
Current portion of compensated absences (Note 1C)	665,869	-	665,869	707,420	-	707,420
Current portion of claims liability (Note 11B)	230,000	-	230,000	240,000	-	240,000
Total Current Liabilities	6,394,716	4,253,727	10,648,443	4,734,096	4,213,712	8,947,808
Non-current Liabilities:						
Long term debt, net of current portion (Note 5)	27,879,533	-	27,879,533	28,947,130	-	28,947,130
Deferred revenue - Balancing account	18,770,493	-	18,770,493	16,451,898	-	16,451,898
Compensated absences (Note 1C)	9,171	-	9,171	4,519	-	4,519
Claims liability (Note 11B)	874,671	-	874,671	751,684	-	751,684
Total Non-Current Liabilities	47,533,868	-	47,533,868	46,155,231	-	46,155,231
Total Liabilities	53,928,584	4,253,727	58,182,311	50,889,327	4,213,712	55,103,039
Net Position:						
Net investment in capital assets	28,278,573	-	28,278,573	29,166,859	-	29,166,859
Restricted for:						
Debt service reserves (Note 2H)	4,529,302	-	4,529,302	4,515,565	-	4,515,565
Unrestricted	24,028,095	(4,253,727)	19,774,368	19,129,915	(4,213,712)	14,916,203
Total Net Position	\$ 56,835,970	\$ (4,253,727)	\$ 52,582,243	\$ 52,812,339	\$ (4,213,712)	\$ 48,598,627

See accompanying notes to the financial statements.

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ALAMEDA MUNICIPAL POWER

STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET POSITION FOR THE FISCAL YEARS ENDED JUNE 30, 2013 AND 2012

	2013			2012		
	Electric Services	Telecom Services	Combined	Electric Services	Telecom Services	Combined
Operating Revenues:						
Sales	\$ 50,704,204	\$ -	\$ 50,704,204	\$ 50,377,257	\$ -	\$ 50,377,257
Miscellaneous services	666,112	-	666,112	687,220	-	687,220
Plant leased to others	147,381	-	147,381	153,920	-	153,920
Jobbing sales	243,119	-	243,119	216,472	-	216,472
Cap and trade revenue	279,800	-	279,800	-	-	-
Greenhouse gas related sales	4,003,623	-	4,003,623	-	-	-
Total Operating Revenues	56,044,239	-	56,044,239	51,434,869	-	51,434,869
Operating Expenses:						
Purchased power	28,544,844	-	28,544,844	25,878,402	-	25,878,402
Energy efficiency, solar and other	1,241,434	-	1,241,434	1,253,443	-	1,253,443
Operations and maintenance	3,871,957	-	3,871,957	3,879,446	-	3,879,446
Customer service, information systems	2,005,147	-	2,005,147	2,000,961	-	2,000,961
Administrative and general	6,114,615	247,336	6,361,951	5,507,435	814,557	6,321,992
Depreciation and amortization	2,921,400	-	2,921,400	3,525,265	-	3,525,265
Customer relations	628,344	-	628,344	492,889	-	492,889
Jobbing sales expense	239,946	-	239,946	216,243	-	216,243
Balancing account adjustment	2,318,595	-	2,318,595	4,055,622	-	4,055,622
Total Operating Expenses	47,886,282	247,336	48,133,618	46,809,706	814,557	47,624,263
Operating Income (Loss)	8,157,957	(247,336)	7,910,621	4,625,163	(814,557)	3,810,606
Nonoperating Revenues (Expenses):						
Interest income	98,920	-	98,920	119,699	-	119,699
Interest expense	(1,651,892)	-	(1,651,892)	(1,677,854)	-	(1,677,854)
Gain (Loss) from disposition	(260)	-	(260)	-	-	-
Other revenue	19,475	-	19,475	31,706	-	31,706
Increase (decrease) in value of certain NCPA projects and reserves	1,447,092	-	1,447,092	(1,133,821)	-	(1,133,821)
Alameda Point Phone Maintenance-Net	93,755	-	93,755	59,620	-	59,620
Miscellaneous non-operating revenue	175,333	892	176,225	53,082	1,060	54,142
Payment in-lieu of taxes	(1,310,320)	-	(1,310,320)	(1,284,652)	-	(1,284,652)
Transfers to City of Alameda (Note 6)	(2,800,000)	-	(2,800,000)	(2,800,000)	-	(2,800,000)
Net Nonoperating Revenue (Expense)	(3,927,897)	892	(3,927,005)	(6,632,220)	1,060	(6,631,160)
Income (loss) before Transfers	4,230,060	(246,444)	3,983,616	(2,007,057)	(813,497)	(2,820,554)
Transfers in	-	206,429	206,429	-	987,222	987,222
Transfers (out)	(206,429)	-	(206,429)	(987,222)	-	(987,222)
Total transfers	(206,429)	206,429	-	(987,222)	987,222	-
Increase (decrease) in Net Position	4,023,631	(40,015)	3,983,616	(2,994,279)	173,725	(2,820,554)
Net position (deficit), beginning of year	52,812,339	(4,213,712)	48,598,627	55,806,618	(4,387,437)	51,419,181
Net position (deficit), end of year	\$ 56,835,970	\$ (4,253,727)	\$ 52,582,243	\$ 52,812,339	\$ (4,213,712)	\$ 48,598,627

See accompanying notes to the financial statements

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ALAMEDA MUNICIPAL POWER

STATEMENTS OF CASH FLOWS FOR THE FISCAL YEARS ENDED JUNE 30, 2013 AND 2012

	2013			2012		
	Electric Services	Telecom Services	Combined	Electric Services	Telecom Services	Combined
Cash Flows from Operating Activities						
Receipts from customers	\$ 53,762,280	\$ -	\$ 53,762,280	\$ 51,402,959	\$ -	\$ 51,402,959
Payments to suppliers	(36,007,383)	(207,321)	(36,214,704)	(31,918,942)	(988,282)	(32,907,224)
Payments to employees	(7,565,377)	-	(7,565,377)	(7,413,278)	-	(7,413,278)
Miscellaneous non-operating income	269,088	892	269,980	112,702	1,060	113,762
Miscellaneous non-operating expenses	19,475	-	19,475	31,706	-	31,706
Net cash provided by (used for) Operating Activities	<u>10,478,083</u>	<u>(206,429)</u>	<u>10,271,654</u>	<u>12,215,147</u>	<u>(987,222)</u>	<u>11,227,925</u>
Cash Flows from Noncapital Financing Activities						
Transfers to General Fund	(2,800,000)	-	(2,800,000)	(2,800,000)	-	(2,800,000)
Payments in lieu of taxes	(1,310,320)	-	(1,310,320)	(1,284,652)	-	(1,284,652)
Interfund cash inflow	-	206,429	206,429	-	987,222	987,222
Interfund cash outflow	(206,429)	-	(206,429)	(987,222)	-	(987,222)
Net cash provided by (used for) Noncapital Financing Activities	<u>(4,316,749)</u>	<u>206,429</u>	<u>(4,110,320)</u>	<u>(5,071,874)</u>	<u>987,222</u>	<u>(4,084,652)</u>
Cash Flows from Capital and Related Financing Activities						
Capital asset additions, net	(2,021,736)	-	(2,021,736)	(1,755,071)	-	(1,755,071)
Proceeds from disposition of capital asset	(260)	-	(260)	-	-	-
Long-term debt repayments	(1,101,205)	-	(1,101,205)	(952,770)	-	(952,770)
Debt related charges	(1,578,422)	-	(1,578,422)	(1,601,306)	-	(1,601,306)
Net cash used for Capital and Related Financing Activities	<u>(4,701,623)</u>	<u>-</u>	<u>(4,701,623)</u>	<u>(4,309,147)</u>	<u>-</u>	<u>(4,309,147)</u>
Cash Flows from Investing Activities						
Interest receipts	104,754	-	104,754	126,203	-	126,203
Loans receivable	25,300	-	25,300	40,000	-	40,000
Investments reserved for special purposes	(292,550)	-	(292,550)	(916,699)	-	(916,699)
Investment in certain NCPA projects and reserves	(1,276,447)	-	(1,276,447)	(1,918,150)	-	(1,918,150)
Investments reserved for special purposes	606	-	606	(1,061)	-	(1,061)
Restricted assets	(13,737)	-	(13,737)	(136,818)	-	(136,818)
Net cash provided by (used for) Investing Activities	<u>(1,452,074)</u>	<u>-</u>	<u>(1,452,074)</u>	<u>(2,806,525)</u>	<u>-</u>	<u>(2,806,525)</u>
Net increase in cash and cash equivalents	7,637	-	7,637	27,601	-	27,601
Cash and equivalents at beginning of year	29,008,471	-	29,008,471	28,980,870	-	28,980,870
Cash and equivalents at end of year	\$ 29,016,108	\$ -	\$ 29,016,108	\$ 29,008,471	\$ -	\$ 29,008,471
Reconciliation of operating income (loss) to net cash provided by (used in) operating activities:	\$ 8,157,957	\$ (247,336)	\$ 7,910,621	\$ 4,625,163	\$ (814,557)	\$ 3,810,606
Adjustments to reconcile operating income to cash flows from operating activities:						
Depreciation	2,921,400	-	2,921,400	3,525,265	-	3,525,265
Decrease (increase) in accounts receivable	(3,439,254)	-	(3,439,254)	22,408	-	22,408
Decrease (increase) in materials and supplies	(565,657)	-	(565,657)	(1,461)	-	(1,461)
Decrease (increase) in prepaids	(975,000)	-	(975,000)	(25,000)	-	(25,000)
Increase (decrease) in accounts payable and accrued payroll	516,924	40,015	556,939	(276,853)	(173,725)	(450,578)
Increase (decrease) in balancing account	2,318,595	-	2,318,595	4,055,622	-	4,055,622
Increase (decrease) in other accrued liabilities	21,172	-	21,172	24,670	-	24,670
Increase (decrease) in refundable deposits	268,986	-	268,986	(54,318)	-	(54,318)
Increase (decrease) in deferred revenue	888,309	-	888,309	-	-	-
Increase (decrease) in compensated absences	(36,899)	-	(36,899)	68,406	-	68,406
Increase (decrease) in claims liability	112,987	-	112,987	106,837	-	106,837
Miscellaneous non-operating income	269,088	892	269,980	112,702	1,060	113,762
Miscellaneous non-operating expenses	19,475	-	19,475	31,706	-	31,706
Net cash provided by (used in) operating activities	<u>\$ 10,478,083</u>	<u>\$ (206,429)</u>	<u>\$ 10,271,654</u>	<u>\$ 12,215,147</u>	<u>\$ (987,222)</u>	<u>\$ 11,227,925</u>

See accompanying notes to the financial statements

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ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. *General*

Alameda Municipal Power (AMP) is a department of the City of Alameda (the City) that operates the electric system and the Alameda Point telephone system. AMP provides these services to the businesses and residents of the City, Alameda Point (former Alameda Naval Air Station) and Coast Guard Island. AMP is under the policy control of the Public Utilities Board (Board), as set forth in the City Charter. The Board consists of five members appointed by the City Council, one of whom is the City Manager. The accompanying financial statements only reflect the activity of AMP, an enterprise fund of the City. These financial statements present only AMP and do not purport to, and do not, present fairly the financial position of the City and the changes in its financial position and cash flows, where applicable, in conformity with accounting principles generally accepted in the United States of America.

B. *Basis of Presentation*

AMP's basic financial statements are prepared in conformity with accounting principles generally accepted in the United States of America (U.S.A.). The Governmental Accounting Standards Board is the acknowledged standard setting body for establishing accounting and financial reporting standards followed by governmental entities in the U.S.A.

C. *Basis of Accounting*

AMP is accounted for as an enterprise fund (proprietary fund type). A fund is an accounting entity with a self-balancing set of accounts established to record the financial position and results of operations of a specific governmental activity. The activities of enterprise funds closely resemble those of the private sector in which the purpose is to conserve and add to economic resources. Enterprise funds account for operations that provide services on a continuous basis and are substantially financed by revenues derived from user charges.

The financial statements are reported using the economic resources measurement focus and the full accrual basis of accounting. Revenues are recorded when earned and expenses are recorded at the time liabilities are incurred, regardless of when the related cash flows take place.

Investment in Joint Venture - AMP records its equity in the general operating reserve of the Northern California Power Agency (NCPA), and its net equity in those projects in which it participates, as discussed in Note 9. AMP's share of individual project obligations has been netted against its share of the related project assets, as reported by NCPA, because AMP does not actively manage these projects and does not expect to become directly liable for any of the obligations of these projects. Amounts paid to the Transmission Agency of Northern California (TANC) are expensed currently because AMP's estimated equity, if any, in TANC is not material, as discussed in Note 10. Amounts paid to the Local Agency Workers Compensation Excess Joint Powers Authority are charged currently to insurance expense, as discussed in Note 11.

Cash and Cash Equivalents - For purposes of the statements of cash flows, AMP defines cash and cash equivalents to include all cash and temporary investments with original maturities of three months or less from the date of acquisition.

ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments - are carried at fair value, as required by generally accepted accounting principles in the United States of America. AMP 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.

Materials and Supplies - are valued at average cost and are used primarily for internal purposes.

Maintenance and Repairs - are charged to maintenance expense as incurred.

Capital assets - are valued at historical cost or estimated historical cost if actual historical cost is not available. Contributed capital assets are valued at their estimated fair market value on the date contributed. AMP capitalizes all assets with a historical cost of at least \$5,000 and a useful life of at least three years.

All capital assets with limited useful lives are depreciated over their estimated useful lives. The purpose of depreciation is to spread the cost of capital assets equitably among all users over the life of these assets. The amount charged to depreciation expense each year represents that year's pro rata share of the cost of capital assets.

Depreciation is provided using the straight line method which means the cost of the asset is divided by its expected useful life in years and the result is charged to expense each year until the asset is fully depreciated. AMP has assigned the useful lives listed below to capital assets:

Plant and Buildings	30-50 years
Machinery and Equipment	10-40 years
Transportation Equipment	5-10 years
Computer Equipment	5 years
Furniture and Fixtures	25 years
Easements	50 years

Major outlays for capital assets and improvements are capitalized as projects are constructed.

Some capital assets may be acquired using Federal and State grant funds, or they may be contributed by developers or other governments. Contributions are accounted for at fair value at the time the capital assets are contributed.

Debt Issuance Costs - are capitalized and amortized over the life of the related debt.

Deferred Revenue - Balancing Account - is used by AMP to help stabilize rates. Specifically, the balancing account accumulates differences between the actual costs of providing a utility service with the related revenues designated for recovery of such costs. Deferred amounts are refunded to or recovered from customers through authorized rate adjustments, but can be reciprocally the beneficiaries of any temporary over-collection. The effect of using the balancing account is that unanticipated changes in sales levels and purchased power costs do not immediately affect AMP's rates because they are included in operating expenses as they are matched by revenues.

ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Deposits from Customers - are required by AMP from commercial customers when they establish their account. Deposits from residential customers are not required unless they abuse their credit privileges. Significant customer deposits may be held in the form of certificates of deposit, in AMP's name, with the interest paid to the customer.

Unearned Revenue – AMP reports unearned revenue in connection with resources that have been received, but not yet earned.

Compensated Absences - including accumulated unpaid vacation, sick pay and other employee benefits are accounted for as expenses in the year earned. The liability for compensated absences includes the vested portions of vacation, sick leave and compensated time off. The liability for compensated absences is determined annually.

Changes in compensated absences payable consist of the following:

	2013	2012
Balance at beginning of fiscal year	\$ 711,939	\$ 643,533
Compensated absences earned	506,099	616,833
Compensated absences taken	(542,998)	(548,427)
Balance at end of fiscal year	<u>675,040</u>	<u>711,939</u>
Current Portion	<u>\$ 665,869</u>	<u>\$ 707,420</u>

Sales Revenues - Sales of electricity are recognized based on cycle billings periodically rendered to customers. Revenues for services provided but not billed at the end of a fiscal year are recognized and accrued based on the estimated consumption.

D. Budgets and Budgetary Accounting

Although not required by California Government Code, AMP adopts an annual budget to serve as its approved financial plan. AMP follows these procedures in establishing the budget:

1. The General Manager submits to the Board a proposed operating budget for the fiscal year commencing the following July 1. The operating budget includes proposed expenditures and the means of financing them.
2. Ratepayer comments are solicited during regular Public Utilities Board meetings.
3. The budget is legally enacted through passage of a resolution.
4. The General Manager is authorized to transfer budgeted amounts between divisions; however, any revisions that increase the total expenditures must be approved by the Board. Expenditures may not legally exceed budgeted appropriations at the fund level without Board approval. Unexpended appropriations lapse at year-end and must be reappropriated in the following year.
5. Unexpended appropriations lapse at year-end and must be reappropriated in the following year.
6. Formal budgetary integration is employed as a management control device during the year.
7. Budgets are adopted on a basis consistent with generally accepted accounting principles, except that AMP budgets capital asset outlays as current year expenditures.

ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

E. *Deferred Compensation Plan*

AMP's employees may defer a portion of their compensation under an AMP sponsored Deferred Compensation Plan created in accordance with Internal Revenue Code Section 457. Under this plan, participants are not taxed on the deferred portion of their compensation until distributed to them; distributions may be made only at termination, retirement, death or in an emergency as defined by the Plan.

AMP's administrative agreements require plan assets to be held by a Trust for the exclusive benefit of plan participants and their beneficiaries. Since the assets held under these plans are not AMP's property and are not subject to claims by general creditors of AMP, they have been excluded from these financial statements.

F. *Net Position*

It is AMP's policy to apply restricted resources first when an expense is incurred for purposes for which both restricted and unrestricted net position is available.

Net Position is the excess of all AMP's assets over all its liabilities, regardless of fund. Net Position is divided into the captions below:

Net Investment in Capital Assets describes the portion of Net Position which is represented by the current net book value of AMP's capital assets, less the outstanding balance of any debt issued to finance these assets.

Restricted describes the portion of Net Position which is restricted as to use by the terms and conditions of agreements with outside parties, governmental regulations, laws, enabling legislation, or other restrictions which AMP cannot unilaterally alter.

Unrestricted describes the portion of Net Position which is not restricted to use.

Designations are imposed by the Board to reflect future spending plans or concerns about the availability of future resources. Designations may be modified, amended or removed by Board action and are classified under unrestricted net position.

G. *Classification of Revenues*

Operating revenues consist mainly of electric services sales. Operating revenues are used to finance the cost of operations, including the cost of delivering and providing services, maintenance and recurring capital replacement and paying debt service. All other revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

H. *Accumulated Deficit and Interfund Transfers*

The Telecommunications Fund had an accumulated deficit of \$4,253,727 and \$4,213,712 at June 30, 2013 and June 30, 2012, respectively. The Electric Fund transfers resources to the Telecommunications Fund to support on-going litigation expenses without any expectation of being repaid. Interfund transfers are presented in the Statements of Revenues, Expenses, and Changes in Net Position.

ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

I. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

J. Reclassifications

Certain accounts in the prior-year financial statements have been reclassified for comparative purposes to conform with the presentation in the current-year financial statements.

K. New Governmental Accounting and Reporting Standards

The Governmental Accounting Standards Board (GASB) releases new accounting and financial reporting standards which may have a significant impact on AMP's financial reporting process. Future new standards which may impact AMP include the following:

GASB Statement No. 65 – In March 2012, GASB issued Statement No. 65, *Items Previously Reported as Assets and Liabilities*. This Statement establishes accounting and financial reporting standards that reclassify, as deferred outflows of resources or deferred inflows of resources certain items that were previously reported as assets and liabilities and recognizes, as outflows of resources or inflows of resources, certain items that were previously reported as assets and liabilities. This Statement is not effective until June 30, 2014. AMP is currently evaluating the impact on the financial statements.

GASB Statement No. 66 - In March 2012, GASB issued Statement No. 66, *Technical Corrections – 2012 – and amendment of GASB Statements No. 10 and 62*. The objective of this Statement is to improve accounting and financial reporting for a governmental financial reporting entity by resolving conflicting guidance that resulted from the issuance of two pronouncements, Statements No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions*, and No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*. This Statement is not effective until June 30, 2014. AMP is currently evaluating the impact on the financial statements.

GASB Statement No. 67 – In June 2012, GASB issued Statement No. 67, *Financial Reporting for Pension Plans – an amendment of GASB Statement No. 25*. The objective of this Statement is to improve financial reporting by State and local governmental pension plans. This Statement replaces the requirements of Statements No. 25, *Financial Reporting for Defined Benefit Pension Plans and Note Disclosures for Defined Contribution Plans*, and No. 50, *Pension Disclosures*, as they relate to pension plans that are administered through trusts or equivalent arrangements (hereafter jointly referred to as trusts) that meet certain criteria. The requirements of Statements No. 25 and No. 50 remain applicable to pension plans that are not administered through trusts covered by the scope of this Statement and to defined contribution plans that provide postemployment benefits other than pensions. This Statement is not effective until June 30, 2014. AMP is currently evaluating the impact on the financial statements.

ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

K. *New Governmental Accounting and Reporting Standards (Continued)*

GASB Statement No. 68 – In June 2012, GASB issued Statement No. 68, *Accounting and Financial Reporting for Pensions – an amendment of GASB Statement No. 27*. The objective of this Statement is to improve accounting and financial reporting by state and local governments for pensions. This Statement replaces the requirements of Statement No. 27, *Accounting for Pensions by State and Local Governmental Employers*, as well as the requirements of Statement No. 50, *Pension Disclosures*, as they relate to pensions that are provided through pension plans administered as trusts or equivalent arrangements (hereafter jointly referred to as trusts) that meet certain criteria. The requirements of Statements No. 27 and No. 50 remain applicable for pensions that are not covered by the scope of this Statement. This Statement is not effective until June 30, 2015. The District has not determined the effect of this Statement.

GASB Statement No. 69 – In January 2013, GASB issued Statement No. 69, *Government Combinations and Disposals of Government Operations*. The objective of this Statement is to improve accounting and financial reporting by State and local governments for government combinations and disposals of government operations. The Statement provides authoritative guidance on a variety of government combinations including mergers, acquisitions, and transfers of operations. This Statement is not effective until June 30, 2015. AMP is currently evaluating the impact on the financial statements.

GASB Statement No. 70 – In April 2013, GASB issued Statement No. 70, *Accounting and Financial Reporting for Nonexchange Financial Guarantees*. This Statement requires a government that extends a nonexchange financial guarantee to recognize a liability when qualitative factors and historical data, if any, indicate that it is more likely than not that the government will be required to make a payment on the guarantee. The amount of the liability to be recognized should be the discounted present value of the best estimate of the future outflows related to the guarantee expected to be incurred. When there is no best estimate but a range of the estimated future outflows can be established, the amount of the liability to be recognized should be the discounted present value of the minimum amount within the range. This Statement is not effective until June 30, 2014. District has not determined the effect of this Statement.

L. *Changes in Accounting Principles*

GASB Statement No. 60 – In December 2010, GASB issued Statement No. 60, *Accounting and Financial Reporting for Service Concession Arrangements*. The requirements of this Statement improve financial reporting by establishing recognition, measurement, and disclosure requirements for services concession arrangements (SCAs) for both transferors and governmental operators, requiring governments to account for and report SCAs in the same manner, which improves the comparability of financial statements. AMP has determined that this Statement is not applicable.

GASB Statement No. 61 – In December 2010, GASB issued Statement No. 61, *The Financial Reporting Entity: Omnibus—an amendment of GASB Statements No. 14 and No. 34*. The objective of this Statement is to improve financial reporting for governmental financial reporting entities. This Statement modifies certain requirements for inclusion of component units in the financial reporting entity and amends the criteria for reporting component units as if they were a part of the primary government in certain circumstances. AMP has determined that this Statement is not applicable.

ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

L. *Changes in Accounting Principles (Continued)*

GASB Statement No. 62 – In June 2011, GASB issued Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*. The objective of this Statement is to incorporate into the GASB's authoritative literature certain accounting and financial reporting guidance that is included in FASB and AICPA pronouncements issued on or before November 30, 1989 which does not conflict with our contradict GASB pronouncements. AMP implemented this standard as of July 1, 2011.

GASB Statement No. 63 – In June 2011, GASB issued Statement 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Positions*. This Statement provides financial reporting guidance for deferred outflows of resources and deferred inflows of resources and the resulting net position. AMP implemented this standard as of July 1, 2011.

NOTE 2 - CASH AND INVESTMENTS AND RESTRICTED ASSETS

A. *Classification*

Cash and investments are classified in the financial statements as shown below, based on whether or not their use is restricted under the terms of AMP debt instruments.

Cash and investments as of June 30 are as follows:

	2013	2012
Cash and cash equivalents	\$ 29,016,108	\$ 29,008,471
Investments	998,456	999,062
Restricted assets	4,529,302	4,515,565
Investments designated for special purposes	7,351,206	7,058,656
Total cash and investments	<u>\$ 41,895,072</u>	<u>\$ 41,581,754</u>

Cash and investment balance in the Telecom Services enterprise fund was \$0 and \$0 at June 30, 2013 and 2012.

B. *Policies*

California law requires banks and savings and loan institutions to pledge government securities with a market value of 110% of AMP's cash on deposit, or first trust deed mortgage notes with a market value of 150% of the deposit, as collateral for these deposits. Under California law this collateral is held in a separate investment pool by another institution in AMP's name and places AMP ahead of general creditors of the institution.

AMP and its fiscal agents invest in individual investments and in investment pools. 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. Individual investments are generally made by the AMP's fiscal agents as required under its debt issues.

ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 2 - CASH AND INVESTMENTS AND RESTRICTED ASSETS (CONTINUED)

C. *Investments Authorized by the California Government Code and AMP's Investment Policy*

AMP's investment policy and the California Government Code allow AMP to invest in the following, provided the credit ratings of the issuers are acceptable to AMP, and approved percentages and maturities are not exceeded. The table below also identifies certain provisions of the California Government Code, or the AMP's Investment Policy where AMP's Investment Policy is more restrictive, that addresses interest rate risk, credit risk and concentration of credit risk.

This table does not address investments of debt proceeds held by bond trustees that are governed by the provisions of debt agreements of AMP, rather than the general provisions of the California Government Code or AMP's investment policy. AMP's investment policy and the California Government Code allow AMP to invest in the following:

Authorized Investment Type	Maximum Maturity (a)	Minimum Credit Quality	Maximum Percentage of Portfolio	Maximum Investment in One Issuer
Local Agency Municipal Bonds	5 Years	N/A	No Limit	No Limit
U.S. Treasury Obligations	5 Years	N/A	20%	No Limit
State of California Obligations	5 Years	N/A	No Limit	No Limit
Other State Obligations (c)	5 Years	N/A	No Limit	No Limit
CA Local Agency Obligations	5 Years	N/A	No Limit	No Limit
U.S. Agency Securities and U.S. Government Sponsored Enterprise Securities (b)	5 Years	N/A	No Limit	No Limit
Bankers Acceptances	180 days	N/A	40%	30%
Commercial Paper	270 days	A1	25%	10%
Negotiable Certificates of Deposit	2 Years	N/A	25%	No Limit
Time Certificates of Deposit	2 Years	N/A	25%	No Limit
Repurchase Agreements	1 Year	N/A	No Limit	No Limit
Reverse Repurchase Agreements (requires Board approval)	92 Days	N/A	20% of market value of portfolio	No Limit
Medium Term Corporate Notes	5 Years	A	30%	No Limit
Bond Mutual Funds	2 Years	Top rating category	20%	10%
Money Market Mutual Funds	2 Years	Top rating category	5%	10%
Collateralized Bank Deposits	2 Years	N/A	5%	No Limit
Mortgage Pass-Through Securities	2 Years	Top rating category	20%	No Limit
County Pooled Investment Funds	Upon Demand	N/A	15%	No Limit
California Local Agency Investment Fund	Upon Demand	N/A	90%	\$40,000,000 per account
California Asset Management Program (CAMP)	Upon Demand	N/A	No Limit	No Limit

(a) The Maximum term of any investment shall not exceed five years unless expressly authorized by the Public Utilities Board.

(b) Securities issued by agencies of the federal government such as the Federal Farm Credit Bank (FFCB), the Federal Home Loan Bank (FHLB), the Federal National Mortgage Association (FNMA), and the Federal Home Loan Mortgage Corporation (FHLMC).

(c) State Obligations such as registered treasury notes and bonds.

D. *Investments Authorized by Debt Agreements*

AMP must maintain required amounts of cash and investments with trustees or fiscal agents under the terms of certain debt issues. These funds are unexpended bond proceeds or are pledged as reserves to be used if AMP fails to meet its obligations under these debt issues. The California Government Code requires these funds to be invested in accordance with AMP's ordinance, bond indentures or State statute. The table below identifies the investment types that are authorized for investments held by fiscal agents.

ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 2 - CASH AND INVESTMENTS AND RESTRICTED ASSETS (CONTINUED)

The table also identifies certain provisions of these debt agreements:

Authorized Investment Type	Maximum Maturity	Minimum Credit Quality	Maximum Percentage Allowed	Maximum Investment in One Issuer
U.S. Treasury Obligations	N/A	N/A	No Limit	No Limit
State Obligations	N/A	AA+	No Limit	No Limit
U.S. Agency Securities (a)	N/A	N/A	No Limit	No Limit
Commercial Paper	N/A	P1	No Limit	No Limit
Certificates of Deposit	N/A	P1	No Limit	No Limit
Bankers Acceptances	1 Year	P1	No Limit	No Limit
Money Market Mutual Funds	N/A	AAAm	No Limit	No Limit
California Local Agency Investment Fund	N/A	N/A	\$40,000,000 per account	\$40,000,000 per account
Investment Agreements (b)	N/A	AA	No Limit	No Limit

(a) Securities issued by agencies of the federal government such as the Federal Farm Credit Bank (FFCB), the Federal Home Loan Bank (FHLB), the Federal National Mortgage Association (FNMA), and the Federal Home Loan Mortgage Corporation (FHLMC).

(b) Investment agreements, including guaranteed investment contracts, repurchase agreements, forward purchase agreements and reserve fund put agreements.

E. Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment, the greater the sensitivity of its fair value to changes in market interest rates. One of the ways that AMP manages its exposure to interest rate risk is by purchasing a combination of shorter term and longer term investments and by timing cash flows from maturities so that a portion of the portfolio is maturing or coming close to maturity evenly over time as necessary to provide the cash flow and liquidity needed for operations.

Information about the sensitivity of the fair values of AMP's investments (including investments held by bond trustees) to market interest rate fluctuations is provided by the following table that shows the distribution of AMP's investments by maturity, as of June 30, 2013 and 2012:

	2013	2012
	12 Months or less	12 Months or less
Investments:		
U.S. Treasury Bills \ Notes	\$ 998,456	\$ 999,062
Money Market Mutual Fund		141,132
Local Agency Investment Fund	23,329,900	22,422,814
Certificates of Deposit	6,965,000	7,990,528
Held by bond fiscal agent -		
Bond Mutual Funds	4,529,302	4,515,566
Total Investments	35,822,658	36,069,102
Cash with Banks and Petty Cash	6,072,414	5,512,652
Total cash and investments	\$ 41,895,072	\$ 41,581,754

ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 2 - CASH AND INVESTMENTS AND RESTRICTED ASSETS (CONTINUED)

E. Interest Rate Risk (Continued)

AMP is a participant in the Local Agency Investment Fund (LAIF) that is regulated by California Government Code Section 16429 under the oversight of the Treasurer of the State of California. AMP reports its investment in LAIF at the fair value amount provided by LAIF, which is the same as the value of the pool share. The balance is available for withdrawal on demand, and is based on the accounting records maintained by LAIF, which are recorded on an amortized cost basis. Included in LAIF's investment portfolio are collateralized mortgage obligations, mortgage-backed securities, other asset backed securities, loans to certain state funds, and floating rate securities issued by federal agencies, government-sponsored enterprises, United States Treasury Notes and Bills, and corporations. At June 30, 2013, these investments had an average maturity of 278 days.

F. Credit Risk

Generally, credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This is measured by the assignment of a rating by a nationally recognized statistical rating organization. As an external investment pool, the Local Agency Investment Fund was not rated as of June 30, 2013 and 2012

Investment Type	2013	2012
<i>AAA-mf:</i>		
Held by bond fiscal agent -		
Bond Mutual Funds	\$ 4,529,302	\$ 4,515,566
<i>Not rated:</i>		
Certificates of Deposit (Morgan Stanley)	6,965,000	7,160,000
Certificates of Deposit (Bank of Alameda)	-	830,528
Money Market Mutual Fund	-	141,132
Local Agency Investment Fund	23,329,900	22,422,814
<i>Exempt:</i>		
U.S. Treasury Bills \ Notes	998,456	999,062
Cash with Banks and Petty Cash	6,072,414	5,512,652
Total cash and investments	<u>\$ 41,895,072</u>	<u>\$ 41,581,754</u>

AMP's investment policy regarding the amount that can be invested in any one issuer is stipulated by the California Government Code. However, AMP is required to disclose investments that represent a concentration of five percent or more of investments in any one issuer, held by individual Funds in the securities of issuers other than U. S. Treasury securities, mutual funds and external investment pools. At June 30, 2013, there were no investments in any one issuer that represent five percent or more of total AMP investments.

ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 2 - CASH AND INVESTMENTS AND RESTRICTED ASSETS (CONTINUED)

G. *Custodial Credit Risk*

Deposits

This is the risk that in the event of a bank failure, AMP's deposits may not be returned to it. AMP's policy, as well as the California Government Code, requires that a financial institution secure deposits made by state or local governmental units by pledging securities in an undivided collateral pool held by a depository regulated under state law (unless so waived by the governmental unit). The market value of the pledged securities in the collateral pool must equal at least 110% of the total amount deposited by the public agencies. California law also allows financial institutions to secure public deposits by pledging first trust deed mortgage notes having a value of 150% of the secured public deposits and letters of credit issued by the Federal Home Loan Bank of San Francisco having a value of 105% of the secured deposits. As of June 30, 2013, AMP's bank balance of \$6,179,375 was either collateralized or insured by the Federal Deposit Insurance Corporation (FDIC).

Investments

As of June 30, 2013, none of AMP's investments were held with a counterparty. All of AMP's investments were held with an independent third party custodian bank. AMP uses Morgan Stanley and U.S. Bank as a third party custody and safekeeping institutions for its investment securities. All AMP investments held in custody and safekeeping by Morgan Stanley and U.S. Bank are held in the name of AMP and segregated from securities owned by the bank. This is the lowest level of custodial credit risk exposure.

H. *Restricted Assets*

Restricted investments comprise the following:

	June 30	
	2013	2012
Restricted by Revenue Bond Series 2010A&B Indenture - Bond Fund	\$ 1,871,232	\$ 1,857,495
Restricted by Revenue Bond Series 2010A&B Indenture - Reserve Fund	2,658,070	2,658,070
Total Restricted Assets	<u>\$ 4,529,302</u>	<u>\$ 4,515,565</u>

Restricted by Revenue Bond Series 2010A&B Indenture - Bond Fund represents investments held with fiscal agent as required by the Revenue Bond indenture. The funds held by the trustee are to be used for the defeasance of certain obligations with respect to the Series 2010 A/B Revenue Bonds.

Restricted by Revenue Bond Series 2010A&B Indenture - Reserve Fund represents investments held with fiscal agent as required by the Revenue Bond indenture. The funds held by the trustee are to meet the "Common Reserve Fund Requirement" of the indenture.

ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 2 - CASH AND INVESTMENTS AND RESTRICTED ASSETS (CONTINUED)

I. *Designated Investments*

Investments designated by the Board for special purposes comprise of the following:

	June 30	
	2013	2012
Insurance Reserve	\$ 1,200,000	\$ 1,200,000
Underground Special Fund	4,819,320	3,824,223
Major Contingency Reserve	-	1,000,612
Competitive Pricing Reserve	-	196,858
Operating Contingency Reserve	-	650,000
Solar PV Rebate Reserve	258,062	186,963
Renewable Energy Credits Energy Reserve	794,024	-
Cap and Trade net Revenue Reserve	279,800	-
Total Investments Designated for Special Purposes	<u>\$ 7,351,206</u>	<u>\$ 7,058,656</u>

Insurance Reserve represents a portion of the retained risk, or deductible amount under AMP's liability insurance policy, which is purchased independent of the City's overall insurance program.

Underground Special Fund represents the amount set aside for the funding of the conversion of overhead facilities to underground facilities.

Major Contingency Reserve represents the amount set aside to cover AMP's exposure to possible failure of any element of its Transmission System or any other contingencies which would affect the economic viability of Alameda Municipal Power.

Competitive Pricing Reserve represents the amount set aside to keep AMP rates as low as possible during changing economic conditions.

Operating Contingency Reserve represents the amount set aside for emergency operations.

Solar PV Rebate represents the amount set aside for the state mandated solar rebate program.

ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 3 - CAPITAL ASSETS

Capital assets activity for the year ended June 30, 2013 and 2012 is as follows:

	Balance June 30, 2012	Additions & Adjustments	Retirements & Adjustments	Transfers	Balance June 30, 2013
Capital assets not being depreciated:					
Land and Rights	\$ 153,643	\$ -	\$ -	\$ -	\$ 153,643
Construction Work in Progress	1,501,292	2,380,526	(343,449)	(1,660,520)	1,877,849
Total capital assets not being depreciated	<u>1,654,935</u>	<u>2,380,526</u>	<u>(343,449)</u>	<u>(1,660,520)</u>	<u>2,031,492</u>
Capital assets being depreciated:					
Utility Plant	71,900,364	-	(16,659)	1,438,598	73,322,303
Service Center Building	7,843,636	-	-	-	7,843,636
Machinery and Equipment	8,915,622	158,916	-	-	9,074,538
Transportation Equipment	2,738,514	-	-	-	2,738,514
Computer Equipment	3,288,430	39,976	(7,500)	-	3,320,906
Furniture and Fixtures	606,182	23,031	-	-	629,213
Easements	185,500	-	-	-	185,500
Total capital assets being depreciated	<u>95,478,248</u>	<u>221,923</u>	<u>(24,159)</u>	<u>1,438,598</u>	<u>97,114,610</u>
Less accumulated depreciation and amortization for:					
Utility Plant	43,154,857	2,311,506	(1,317)	-	45,465,046
Service Center Building	3,221,911	165,870	-	-	3,387,781
Machinery and Equipment	8,275,515	98,476	-	-	8,373,991
Transportation Equipment	1,759,412	192,474	-	-	1,951,886
Computer Equipment	2,980,778	131,039	(7,500)	-	3,104,317
Furniture and Fixtures	422,867	18,535	-	-	441,402
Easements	101,500	3,500	-	-	105,000
Total accumulated depreciation	<u>59,916,840</u>	<u>2,921,400</u>	<u>(8,817)</u>	<u>-</u>	<u>62,829,423</u>
Total depreciable assets	<u>35,561,408</u>	<u>(2,699,477)</u>	<u>(15,342)</u>	<u>1,438,598</u>	<u>34,285,187</u>
Capital assets, net	<u>\$ 37,216,343</u>	<u>\$ (318,951)</u>	<u>\$ (358,791)</u>	<u>\$ (221,922)</u>	<u>\$ 36,316,679</u>

ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 3 - CAPITAL ASSETS (CONTINUED)

	Balance June 30, 2011	Additions & Adjustments	Retirements & Adjustments	Transfers	Balance June 30, 2012
Capital assets not being depreciated:					
Land and Rights	\$ 153,643	\$ -	\$ -	\$ -	\$ 153,643
Construction Work in Progress	1,719,491	1,735,137	(277,813)	(1,675,523)	1,501,292
Total capital assets not being depreciated	1,873,134	1,735,137	(277,813)	(1,675,523)	1,654,935
Capital assets being depreciated:					
Utility Plant	70,314,925	-	-	1,585,439	71,900,364
Service Center Building	7,843,636	-	-	-	7,843,636
Machinery and Equipment	8,739,161	-	86,377	90,084	8,915,622
Transportation Equipment	2,593,727	144,787	-	-	2,738,514
Computer Equipment	3,256,643	150,201	(118,414)	-	3,288,430
Furniture and Fixtures	599,107	-	7,075	-	606,182
Easements	185,500	-	-	-	185,500
Total capital assets being depreciated	93,532,699	294,988	(24,962)	1,675,523	95,478,248
Less accumulated depreciation and amortization for:					
Utility Plant	40,910,033	2,244,824	-	-	43,154,857
Service Center Building	3,056,043	165,868	-	-	3,221,911
Machinery and Equipment	7,510,288	765,227	-	-	8,275,515
Transportation Equipment	1,572,177	187,235	-	-	1,759,412
Computer Equipment	2,867,826	140,673	(27,721)	-	2,980,778
Furniture and Fixtures	404,929	17,938	-	-	422,867
Easements	98,000	3,500	-	-	101,500
Total accumulated depreciation	56,419,296	3,525,265	(27,721)	-	59,916,840
Total depreciable assets	37,113,403	(3,230,277)	2,759	1,675,523	35,561,408
Capital assets, net	\$ 38,986,537	\$ (1,495,140)	\$ (275,054)	\$ -	\$ 37,216,343

Depreciation and amortization on capital assets and intangibles included in the statement of revenues, expenses and changes in net position for the years ended June 30, 2013 and 2012 was \$2,921,400 and \$3,525,265 respectively.

NOTE 4 - NOTES RECEIVABLE

Notes receivable consisted of the following at June 30:

	2013	2012
City of Alameda:		
Streetlight Improvement	\$ -	\$ 25,300
Less: Current Portion	-	(25,300)
Long-Term Portion of Notes Receivable	\$ -	\$ -

The City entered into a loan agreement with AMP for the replacement of deteriorated street lights. Through June 30, 2013, AMP had expended \$627,300 for street light replacement and the City had made payments of \$602,000. Annual installments of \$40,000 are scheduled until the loan is repaid. At June 30, 2013 the loan was repaid in full as of June 2012, the outstanding balance was \$25,300.

ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 5 - LONG-TERM DEBT

A. *Composition and Changes*

AMP generally incurs long-term debt to finance projects or purchase assets which will have useful lives equal to or greater than the related debt. AMP's debt issues and transactions are summarized below and discussed in detail thereafter.

Long-term debt activity for the year ended June 30, 2013 and 2012 is as follows:

	Original Issue Amount	Balance June 30, 2012	Additions	Retirements & Adjustments	Balance June 30, 2013	Current Portion
Revenue Bonds, Series 2010A	\$ 8,700,000	\$ 8,700,000	\$ -	\$ -	\$ 8,700,000	\$ -
Taxable Revenue Bonds, Series 2010B	\$ 22,985,000	22,090,000	-	1,040,000	21,050,000	1,065,000
Deferred amount on refunding	n/a	(993,350)	-	(61,651)	(931,699)	(61,651)
2008 Truck (Ate Model AM-55) - Capital Lease	\$ 176,295	80,248	-	27,362	52,886	28,192
2009 Truck (Ate Model D3060) - Capital Lease	\$ 229,168	109,362	-	33,843	75,519	35,632
Loan from City of Alameda	\$ 2,200,000	2,200,000	-	-	2,200,000	2,200,000
Total long-term debt		<u>\$ 32,186,260</u>	<u>\$ -</u>	<u>\$ 1,039,554</u>	<u>\$ 31,146,706</u>	<u>\$ 3,267,173</u>

	Original Issue Amount	Balance June 30, 2011	Additions	Retirements & Adjustments	Balance June 30, 2012	Current Portion
Revenue Bonds, Series 2010A	\$ 8,700,000	\$ 8,700,000	\$ -	\$ -	\$ 8,700,000	\$ -
Taxable Revenue Bonds, Series 2010B	\$ 22,985,000	22,985,000	-	895,000	22,090,000	1,040,000
Deferred amount on refunding	n/a	(1,055,001)	-	(61,651)	(993,350)	(61,651)
2008 Truck (Ate Model AM-55) - Capital Lease	\$ 176,295	105,282	-	25,034	80,248	26,445
2009 Truck (Ate Model D3060) - Capital Lease	\$ 229,168	142,098	-	32,736	109,362	34,336
Loan from City of Alameda	\$ 2,200,000	2,200,000	-	-	2,200,000	2,200,000
Total long-term debt		<u>\$ 33,077,379</u>	<u>\$ -</u>	<u>\$ 891,119</u>	<u>\$ 32,186,260</u>	<u>\$ 3,239,130</u>

B. *Description of Long-Term Debt Issues*

Revenue Bonds, Series 2010A/B (AMP Refinancing) – As described in an indenture agreement dated August 1, 2010, Revenue Bonds, Series 2010A/B were issued through Alameda Public Financing Authority on behalf of AMP to provide funds, together with certain other available monies, to 1) prepay the obligations of AMP for the Electric System Revenue Certificates of Participation Series 2000A, 2) prepay the obligations of AMP for the Taxable Electric System Revenue Certificates of Participation, Series 2000AT, 3) fund a deposit to the Common Reserve Account, and 4) prepay the costs of issuance of the 2010 Bonds. Revenue Bonds, Series 2010A bear interest at 4.375% to 5.25%, payable January 1 and July 1 of each year. The Revenue Bonds, Series 2010B bear interest at 2.166% to 6.517%, payable January 1 and July 1 of each year.

ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 5 - LONG-TERM DEBT (CONTINUED)

Principal on the Series 2010B Bonds will be payable beginning July 1, 2011 and each succeeding July 1 until defeased in 2027. Principal on the Series 2010A Bonds will be payable beginning July 1, 2027 and each succeeding July 1 until defeased in 2030. The 2010 Bonds are subject to optional and mandatory sinking fund redemption prior to maturity. The 2010 Bonds are special obligations payable solely from electric revenues, other amounts held in the bond funds and accounts established pursuant to the indenture, and amounts on deposit in the Common Reserve Account. The initial book-entry principal obligation for the Series 2010A and Series 2010B bonds was \$8,700,000 and \$22,985,000 respectively.

This advance refunding was undertaken to reduce debt service payments over the next 20 years by \$17,662,628, and resulted in an economic gain (difference between the present value of the debt service requirements on the old and new bonds discounted at the effective interest rate on the new debt and adjusted for any additional cash) of \$2,308,432. The advance refunding resulted in a deferred amount on refunding of \$1,116,652.

Loan from City of Alameda - On December 16, 2003, at the request of the Public Utilities Board, the Alameda City Council authorized a loan of \$2,200,000 to AMP for the purpose of construction of the hybrid fiber-optic/coaxial telecom system. The loan is interest free and was due on June 1, 2009. The City and AMP are currently negotiating the payment terms for this loan.

Capital Lease Obligation - On June 1, 2008, AMP entered into a long-term contract for the lease of a vehicle for maintenance operations use. Total cost of the vehicle was \$176,295 and is due in monthly principal and interest installments of \$2,533 through June, 2015. Accumulated depreciation for the vehicle is \$97,318 as of June 30, 2013.

Capital Lease Obligation - On July 18, 2008, AMP entered into a long-term contract for the lease of a vehicle for maintenance operations use. Total cost of the vehicle was \$229,168 and is due in monthly principal and interest installments of \$3,347 through July, 2015. Accumulated depreciation for the vehicle is \$121,707 as of June 30, 2013.

C. *Debt Service Requirements*

Annual debt service requirements for AMP's revenue bonds, loan from City of Alameda and capital leases are as follows:

For the Year Ending June 30	Principal	Interest
2014	\$ 3,328,284	\$ 1,548,668
2015	1,163,204	1,511,204
2016	1,126,917	1,469,602
2017	1,170,000	1,424,034
2018	1,220,000	1,372,054
2019-2023	7,110,000	5,835,927
2024-2028	9,710,000	3,275,382
2029-2031	7,250,000	542,682
Total	<u>\$ 32,078,405</u>	<u>\$ 16,979,552</u>

ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 6 - TRANSACTIONS WITH THE CITY OF ALAMEDA

The City Charter provides that AMP transfer to the City's General Fund certain excess earnings as defined in the Charter. In accordance with these provisions, AMP was not required to transfer any excess earnings to the City's General Fund. However, AMP Board approved a contribution of \$2,800,000 and \$2,800,000 to the City's General Fund during the years ended June 30, 2013 and 2012, respectively. This amount was contributed from the Electric Services Fund.

Alameda Municipal Code provides that AMP pays the City an annual amount equal to one percent of the net book value of AMP's utility plant in service at the previous fiscal year end. AMP paid \$1,310,320 and \$1,284,652 in lieu of taxes to the City during the fiscal years ended June 30, 2013 and 2012, respectively.

Disbursements by AMP to the City for services provided by the City for the years ended June 30, 2013 and 2012 were \$3,631,559 and \$3,612,706, respectively. Utility taxes collected by AMP and remitted to the City's General Fund for the years ended June 30, 2013 and 2012 were \$3,105,253 and \$3,054,397, respectively.

Billings of electricity to the City for the years ended June 30, 2013 and 2012 were \$2,058,035 and \$2,062,393, respectively.

NOTE 7 - DEFINED BENEFIT PLAN

A. *CalPERS Safety and Miscellaneous Employees Plans*

Substantially all City employees including AMP employees are eligible to participate in pension plans offered by California Public Employees Retirement System (CalPERS) an agent multiple employer defined benefit pension plan which acts as a common investment and administrative agent for its participating member employers. CalPERS provides retirement and disability benefits, annual cost of living adjustments and death benefits to plan members, who must be public employees and beneficiaries. The City's employees participate in the separate Safety (police and fire) and Miscellaneous (all other) Employee Plans. Benefit provisions under both Plans are established by State statute and City resolution. Benefits are based on years of credited service, equal to one year of full time employment. Funding contributions for both Plans are determined annually on an actuarial basis as of June 30 by CalPERS; the City must contribute these amounts. The Plans' provisions and benefits in effect at June 30, 2013, are summarized as follows:

	Safety	Miscellaneous
Benefit vesting schedule	5 years of service	5 years service
Benefit payments	monthly for life	monthly for life
Retirement age	50	55
Monthly benefits, as a % of annual salary	3.000%	2.000%
Required employee contribution rates	11.000%	7.000%
Required employer contribution rates	36.683%	14.561%

ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 7 - DEFINED BENEFIT PLAN (CONTINUED)

CalPERS determines contribution requirements using a modification of the Entry Age Normal Method. Under this method, the City's total normal benefit cost for each employee from date of hire to date of retirement is expressed as a level percentage of the related total payroll cost. Normal benefit cost under this Method is the level amount the employer must pay annually to fund an employee's projected retirement benefit. This level percentage of payroll method is used to amortize any unfunded actuarial liabilities. The actuarial assumptions used to compute contribution requirements are also used to compute the actuarial accrued liability.

CalPERS uses the market related value method of valuing the Plans' assets. An investment rate of return of 7.75% is assumed, including inflation at 3%. Annual salary increases are assumed to vary by duration of service. Changes in liability due to plan amendments, changes in actuarial assumptions, or changes in actuarial methods are amortized as a level percentage of payroll on a closed basis over twenty years. Investment gains and losses are accumulated as they are realized and ten percent of the net balance is amortized annually.

Audited annual financial statements are available from CalPERS at PO Box 942709, Sacramento, California 94229-2709.

AMP's annual pension cost included with the City's annual pension cost is as follows:

<u>Fiscal Year</u> <u>Ending</u>	<u>Annual Pension</u> <u>Cost (APC)</u>	<u>Percentage of APC</u> <u>Contributed</u>
6/30/2013	\$ 970,641	100%
6/30/2012	1,006,355	100%
6/30/2011	850,135	100%

All disclosures related to the City's pension plans can be found in City's Comprehensive Annual Financial Report (CAFR) available on the City's website www.ci.alameda.ca.us or at City of Alameda, City Manager, 2263 Santa Clara Avenue, Alameda, California 94501.

B. Other Retirement System

Effective September 1, 2001, the City adopted a Money Purchase Plan for a limited group of employees and appointees as a part of the City Retirement Program, which includes the Housing Authority and Alameda Municipal Power. The employees include all department directors. The appointees include the City Clerk and the City Attorney. Under the Money Purchase Plan, the employer contributes 1 % of the individual's salary and the employee contributes a mandatory 2% of his or her salary. AMP contributed \$86 to the Money Purchase Plan for the ended June 30, 2012. This plan is qualified under Section 401(a) of the Internal Revenue Code. Each participant has a plan account to which contributions are made. Plan benefits are based on the total amount of money in the account at retirement. Since the assets held under these plans are not the City's property and are not subject to claims by general creditors of the City, they have been excluded from these financial statements. During fiscal year 2011-12, this plan was discontinued and funds were rolled into employee IRAs.

ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 8 - POSTEMPLOYMENT HEALTH CARE BENEFITS

Plan Description. The City provides medical and dental benefits to substantially all retirees under the City of Alameda Other Post Employment Benefit Plan, offered by California Public Employee Retirements Systems (CalPERS), an agent multiple-employer defined benefit healthcare plan.

The City contracts with CalPERS to administer its retiree health benefit plan. A menu of benefit provisions as well as other requirements is established by State statute within the Public Employees' Retirement Law. The City chooses among the menu of benefit provisions and adopts certain benefit provisions by City Council resolution. The City is responsible for establishing and amending the funding policy of the Plan.

CalPERS issues a separate Comprehensive Annual Financial Report. Copies of the CalPERS annual financial report may be obtained from CalPERS at P.O. Box 942709, Sacramento, California 94229-2709.

The provisions and benefits of the City's Other Post Employment Benefit Plan, in effect at June 30, 2013, are summarized as follows:

	Miscellaneous	Safety/Appointed Officials
Eligibility	<ul style="list-style-type: none"> • Retire directly from the City under CalPERS • Age 50 & 5 years of CalPERS service or disability 	
Medical Benefit	<ul style="list-style-type: none"> • PEMHCA Minimum Employer Contribution 	1) Up to higher of Kaiser or Blue Shield Bay Area for coverage elected up to 2-party 2) City pays up to higher of Kaiser or Blue Shield Bay Area for single coverage <ul style="list-style-type: none"> • PEMHCA Minimum Employer Contribution for safety retiree if: <ol style="list-style-type: none"> 1) Hired < 6/7/11 < 5 YOS 2) Hired > 6/7/11 < 10 YOS
	<ul style="list-style-type: none"> • PEMHCA Minimum Employer Contribution: AB 2544 <p style="margin-left: 20px;">5% of active contributions times years in PEMHCA (increase each year not greater than \$100 per month) Joined PEMHCA in 1992 for all bargaining units \$115.00/month in 2013</p>	
Dental Benefit	<ul style="list-style-type: none"> • None 	<ul style="list-style-type: none"> • City pays full premium for retiree and spouse
Vision & Life	<ul style="list-style-type: none"> • None 	<ul style="list-style-type: none"> • None
Surviving Spouse	<ul style="list-style-type: none"> • Contribution continues to surviving spouse 	

Funding Policy - The City's annual required contribution of the employer (ARC) is an amount actuarially determined in accordance with the parameters of GASB Statement No. 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal annual costs each year and amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed 30 years on a closed basis. The plan members receiving benefits currently are not required to contribute to the plan.

Annual OPEB Cost - AMP contributed \$55,200, \$48,970, \$46,862 towards the City's annual OPEB cost for the years ended June 30, 2013, 2012 and 2011 respectively, which represented 100 percent of the annual required contribution.

ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 8 - POSTEMPLOYMENT HEALTH CARE BENEFITS (CONTINUED)

Funding Policy and Actuarial Assumptions

The annual required contribution (ARC) was determined as part of a January 1, 2011 actuarial valuation using the entry age normal actuarial cost method. In fiscal year 2012-13, funding of the plan was based on a "pay-as-you-go" basis. This is a projected benefit cost method, which takes into account those benefits that are expected to be earned in the future as well as those already accrued. The actuarial assumptions included (a) 4.50% investment rate of return; (b) 3.25% projected annual salary increase, (c) 3% of general inflation increase; and (d) a healthcare trend of declining annual increases ranging from 8.5% to 8.9% in 2014 for non-medicare and medicare respectively, to 5% for years starting 2021 for both non-medicare and medicare. The actuarial methods and assumptions used include techniques that "smooth" the effects of short-term volatility in actuarial accrued liabilities and the actuarial value of assets. Actuarial calculations reflect a long-term perspective and actuarial valuations involve estimates of the value of reported amounts and assumptions about the probability of events far into the future. Actuarially determined amounts are subject to revision at least biannually as results are compared to past expectations and new estimates are made about the future. The City's OPEB unfunded actuarial accrued liability is being amortized as a level percentage of projected payroll using a 30 year amortization period.

All disclosures related to the City's postemployment health care benefit plan can be found in City's Comprehensive Annual Financial Report (CAFR) available on the City's website www.ci.alameda.ca.us or at City of Alameda, City Manager, 2263 Santa Clara Avenue, Alameda, California 94501.

NOTE 9 - NORTHERN CALIFORNIA POWER AGENCY (NCPA)

A. General

AMP participates in joint ventures through Joint Powers Authorities (JPAs) established under the Joint Exercise of Powers Act of the State of California. As separate legal entities, these JPAs exercise full powers and authorities within the scope of the related Joint Powers Agreement, including the preparation of annual budgets, accountability for all funds, the power to make and execute contracts and the right to sue and be sued. Obligations and liabilities of the JPAs are not those of AMP and the other participating entities unless assumed by them.

Each JPA is governed by a board consisting of representatives from each member agency. Each board controls the operations of its respective JPA, including selection of management and approval of operating budgets, independent of any influence by member agencies beyond their representation on the board.

The JPAs are discussed in this note and in Note 10.

ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 9 - NORTHERN CALIFORNIA POWER AGENCY (NCPA) (CONTINUED)

A. *General (Continued)*

AMP is a member of NCPA, a joint powers agency which operates under a joint powers agreement among 14 public agencies (AMP, BART, Biggs, Gridley, Healdsburg, Lopoc, Palo Alto, Ukiah, Lodi, Port of Oakland, Redding, Roseville, Silicon Valley Power, Truckee-Donner PUD). Turlock Irrigation District withdrew from NCPA on April 1, 2011. The purpose of NCPA is to use the combined strength of its members to purchase, generate, sell and interchange electric energy and capacity through the acquisition and use of electrical generation and transmission facilities, and to optimize the use of those facilities and the member's position in the industry. Each agency member has agreed to fund a pro rata share of certain assessments by NCPA and certain members have entered into take-or-pay power supply contracts with NCPA. While NCPA is governed by its members, none of its obligations are those of its members unless expressly assumed by them.

Amounts paid by AMP to NCPA during the years ended June 30, 2013 and 2012 for purchased power were \$28,544,844 and \$25,878,402, respectively. Additionally, purchased power was reduced by a refund of \$1,276,447 and \$1,260,883 for power exchange distribution and budget settlement monies returned to the NCPA General Operating Reserve (GOR), for the fiscal year ended June 30, 2013 and 2012, respectively.

AMP receives no income from NCPA, and does not participate in all of its projects. Further, NCPA does not measure or determine AMP's equity in NCPA as a whole. NCPA reports only AMP's share of its General Operating Reserve, comprised of cash and investments, and AMP's share of those projects in which AMP is a participant. These amounts are reflected in the financial statements as Investment in Joint Venture - Share of Certain NCPA Projects and Reserve.

The changes in AMP's share in NCPA projects and reserve are set forth below:

	Year ended June 30,	
	2013	2012
Beginning balance	\$ 16,782,759	\$ 15,998,430
Increase (decrease) in equity in NCPA projects	2,723,539	784,329
Ending balance	<u>\$ 19,506,298</u>	<u>\$ 16,782,759</u>

ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 9 - NORTHERN CALIFORNIA POWER AGENCY (NCPA) (CONTINUED)

A. *General (Continued)*

AMP's interest in NCPA Projects and Reserve, as computed by NCPA, is set forth below:

	June 30,	
	2013	2012
General Operating Reserve	\$ 15,551,397	\$ 14,233,970
Purchased Power & Transmission	23,131	128,128
Share of Scheduling Coordination Balancing Account	1,504,318	-
Share of Congestion Revenue Rights (CRR)	150,859	-
Associated Member Services	93,713	-
Net book value of amounts contributed to fund		
Alameda Municipal Power's share of NCPA power		
Geothermal Projects/Power Line	1,573,700	2,137,422
Calaveras Hydroelectric Project	734,628	654,484
Combustion Turbine Project No. 1	(209,732)	(359,486)
Combustion Turbine Project No. 2	84,284	(11,759)
	<u>\$ 19,506,298</u>	<u>\$ 16,782,759</u>

The General Operating Reserve represents AMP's portion of funds which resulted from the settlement in prior years of issues with financial consequences and reconciliations of several prior years' budgets for programs. These funds are available on demand and earn interest, but AMP has left them with NCPA as a reserve against contingencies identified by NCPA.

Members of NCPA may participate in an individual project of NCPA without obligation for any other project. Member assessments collected for one project may not be used to finance other projects of NCPA without the member's permission.

B. *Projects in which AMP is a Participant*

Geothermal Projects

A power purchase agreement with NCPA obligates AMP for 17.05407% of the debt service and the operating costs for two geothermal steam powered generating plants, Plant Number 1 and Plant Number 2, located in the Geysers area in Northern California. In conjunction with these payments, AMP is entitled to receive 16.8825% of the output from these facilities. NCPA continues to pursue alternatives for improving and extending steam field reservoir performance, including supplemental water reinjection, plant equipment modifications, and changes in operating methodology. NCPA has increased steam production in the vicinity of reinjection wells and has evaluated a number of alternatives to increase water reinjection at strategic locations.

In 2009, NCPA issued the Refunding Series A for \$35,610,000 to improve the Unit 4 steam path, provide for the Middletown booster pump solar project, provide for the Southeast Treatment plant solar project, make a contribution to the Debt Service Reserve Account, and to pay the cost of issuance of the 2009 Series A bonds.

ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 9 - NORTHERN CALIFORNIA POWER AGENCY (NCPA) (CONTINUED)

B. *Projects in which AMP is a Participant (Continued)*

AMP is obligated to pay its contractual share of the debt until it is fully satisfied, regardless of resulting cost or availability of energy. At June 30, 2013, the book value of this Project's plant, equipment and other assets was \$103,560,994 while its long-term debt totaled \$44,638,207 and other liabilities totaled \$52,056,300. AMP's share of the Project's long-term debt and other liabilities amounted to \$15,909,985 at that date.

Geothermal Public Power Line

In 1983, NCPA, Sacramento Municipal Utility District, the City of Santa Clara and the Modesto Irrigation District (joint owners) initiated studies for a Geothermal Public Power Line (GPPL) which would carry power generated at several existing and planned geothermal plants in the Geysers area to a location where the joint owners could receive it for transmission to their load centers. NCPA has an 18.5% share of this Project and AMP has a 30.359% participation in NCPA's share. In 1989, the development of the proposed Geothermal Public Power Line was discontinued because NCPA was able to contract for sufficient transmission capacity to meet its needs in the Geysers. However, because the project financing provided funding for an ownership interest in a PG&E transmission line, a central dispatch facility and a performance bond pursuant to an Interconnection Agreement with PG&E, as well as an ownership interest in the proposed GPPL, NCPA issued \$16,000,000 in long-term, fixed-rate revenue bonds in November 1989 to defease the remaining variable rate refunding bonds used to refinance this project. In December 1998, NCPA issued \$9,920,000 in fixed rate revenue bonds, the proceeds of which were used to refund outstanding transmission project revenue bonds and to pay costs of issuance of the debt. AMP is obligated to pay its 30.359% share of the related debt service, but debt service costs are covered through NCPA billing mechanisms that allocate the costs to members based on use of the facilities and services.

At June 30, 2013, the book value of this Project's plant, equipment and other assets was \$0 while its long-term debt totaled \$0, and other liabilities totaled \$0. AMP's share of the Project's long-term debt and other liabilities amounted to \$0 at that date.

Calaveras Hydroelectric Project

NCPA contracted to finance, manage, construct, and operate Hydroelectric Project Number One for the licensed owner, Calaveras County Water District. In exchange, NCPA has the right to the electric output of the project for 50 years from February 1982 and also has an option to purchase power from the project in excess of the District's requirements for the subsequent 50 years, subject to regulatory approval. Debt service payments to NCPA began in February 1990 when the project was declared substantially complete and power was delivered to the participants.

During fiscal year 2009, NCPA reduced its obligations on the 1992 Refunding Series A by \$7,105,000 and reduced its 1993 Refunding Series A obligations by \$260,000. In March 2008, NCPA issued the 2008 Refunding Series A for \$85,160,000 and the 2008 Taxable Refunding Series B for \$3,165,000 in variable rate demand bonds for the purpose of providing funds, together with other available moneys, to refund a portion of outstanding Hydroelectric Project Number One Revenue Bonds, 1998 Refunding Series A and to pay costs of issuance of the 2008 Bonds and other costs relating to the refunding of the refunded 1998 Bonds. The refunding was done in order to realize debt service savings under the 2004 Swap Agreement.

ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 9 - NORTHERN CALIFORNIA POWER AGENCY (NCPA) (CONTINUED)

B. *Projects in which AMP is a Participant (Continued)*

Additionally, in response to credit market upheavals and to ensure debt service certainty, in July 2008 the Agency refunded (or purchased from the liquidity providers) the 2002 Hydroelectric Refunding Revenue Bonds Series A & B and the 2003 Hydroelectric Refunding Revenue Bonds Series A & B with outstanding principal of \$140,200,000. The associated interest rate swaps were terminated on July 9, 2008. The refunding was completed through the issuance of \$128,005,000 fixed rate tax exempt debt (2008 Series C) and \$9,505,000 fixed rate taxable debt (2008 Series D). The payment of principal and interest on these issues are covered by financial guaranty insurance policies issued by Assured Guaranty. In 2010, the NCPA issued the 2010 Refunding Series A for \$101,260,000 and 2010 Refunding Series B obligations for \$8,025,000 for the purpose of providing funds to refund the Refunded 1998 Bonds, to deposit the respective 2010 Series debt service reserve account and to pay the cost of issuance of the 2010 Bonds. In 2012, the NCPA issued the 2012 Refunding Series A for \$76,665,000 and 2012 Taxable Refunding Series B obligations for \$7,120,000 for the purpose of providing funds to refund the NCPA's outstanding Hydroelectric Project No. 1 Revenue Bonds, 1998 Refunding Series A, to make a deposit to the debt service reserve account for the 2012 Bonds and to pay cost of issuance of the 2012 Bonds.

Under its power purchase agreement with NCPA, AMP is obligated to pay 10.9774% of this Project's debt service and operating costs. The project entitlement share on the Hydroelectric Projects funded with the 2008 Refunding Series C and 2008 Taxable Refunding Series D obligations is 10%. At June 30, 2013, the book value of this Project's plant, equipment and other assets was \$412,763,311, while its long-term debt totaled \$364,437,666 and other liabilities totaled \$40,979,363. AMP's share of the Project's long-term debt and other liabilities amounted to \$40,541,703, at that date.

Combustion Turbine Project No. 1

In October 1984, NCPA financed a five-unit, 125-megawatt combustion turbine project. The project, built in three member cities including Alameda, began full commercial operation in June 1986 and provides reserve and peaking power. During August 2010, phase 2 of the first amendment to the NCPA power purchase agreement finalized the transfer of ownership of two NCPA electricity generating units to the City of Roseville due to a misalignment of ISO control areas. The transfer reduced the generation output of the project to 74 MW, and increased the entitlement share to 21.82%. Although AMP's project percentage share increases, its resulting generating capacity entitlement remains constant at 16.05 MW. At June 30, 2013, the book value of this Project's plant, equipment and other assets was \$3,078,679 while its long-term debt totaled \$0, and other liabilities totaled \$4,039,870. AMP's share of the Project's long-term debt and other liabilities amounted to \$881,500 at that date.

Combustion Turbine Project No. 2 (Steam Injected Gas Turbine Project)

AMP is a participant in NCPA's 49.8 megawatt Steam Injected Gas Turbine (STIG) project which was built under turnkey contract near the City of Lodi and declared substantially complete on April 23, 1996. In 2010, the NCPA issued 2010 Refunding Series A Bonds for \$55,120,000 for the purpose of providing funds to refund all of the Refunded 1999 Bonds, to fund a deposit to the 2010 Series debt service reserve account and to pay cost of issuance of the 2010 Series A Bonds. Under the NCPA power purchase agreement, AMP is obligated to pay 19.00% of the debt service and operating costs for the STIG project.

ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 9 - NORTHERN CALIFORNIA POWER AGENCY (NCPA) (CONTINUED)

B. Projects in which AMP is a Participant (Continued)

AMP's participation in procurement of natural gas for fuel for existing and new combustion turbine units was approved in 1993. Although there is currently no additional debt financing, AMP and NCPA have committed to long-term payments for gas transmission pipeline capacity, and entered a purchase contract for natural gas. AMP is obligated to pay 19.0%.

At June 30, 2013, the book value of this Project's plant, equipment and other assets was \$53,496,340 while its long-term debt totaled \$50,198,898 and other liabilities totaled \$2,853,842. AMP's share of the Project's long-term debt and other liabilities amounted to \$10,080,021 at that date.

Graeagle Hydroelectric Project

AMP's participation in this small hydroelectric project was approved in 1993. Although this project does not involve any financing, it does involve a long-term contractual commitment to purchase the power produced by the project. AMP receives 100% of the power output from this small hydroelectric project.

Western Area Power Administration

AMP has an allocation of power from the Federal Central Valley Project generating resources contracted through the U.S. Department of Energy's Western Area Power Administration. This allocation has been temporarily assigned to NCPA for scheduling and delivery to AMP. AMP pays 1.08075% of the base resource costs and receives that amount of the base resource, which is the amount of power generated in one federal fiscal year.

Other Power Purchase Agreements

AMP has also entered into a number of other power purchase agreements which are scheduled by or through NCPA.

Morgan Stanley Power Purchase Contract

In April 2002, AMP entered into a long-term contract with Morgan Stanley Capital Group (MSCG) for the delivery of power. From January 1 through March 31 and from October 1 through December 31 during each of the calendar years 2005-2014, MSCG has agreed to deliver 15 megawatts of firm power 24-hours per day.

Highwinds Project Power Purchase

In December 2004, AMP entered into a long-term power purchase agreement with PPM Energy, Inc. for power supplied by the Highwinds Project in Solano County, California. In 2008, Iberdrola Renewables succeeded PPM Energy as the seller counterparty for this power purchase agreement. AMP receives 6.17% of the output of the 162 megawatt project (nameplate rating) or 10 megawatts as delivered through June 30, 2028.

Landfill Gas Projects Power Purchase

Since 2004, AMP has entered into four long-term power purchase agreements for power supplied by multiple generating facilities. These facilities utilize combustible gaseous emissions from landfills, located in or near the San Francisco Bay area to create power. AMP began receiving nearly 3.45 megawatts of base-load power from the first 2 facilities in 2004 and early 2006. An additional 5.2 megawatts of base-load output was added to AMP's portfolio in April 2009 when the Ox Mountain facility commenced operation. An additional 1.9 megawatts of power was added to AMP's portfolio as the Keller Canyon facility commenced base-load operation in August 2009.

ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 9 - NORTHERN CALIFORNIA POWER AGENCY (NCPA) (CONTINUED)

B. *Projects in which AMP is a Participant (Continued)*

California Electric Industry Restructuring

In September 1996, the California State legislature signed into law Assembly Bill 1890 (AB 1890) deregulating the electric power supply market and restructuring the electric power industry in California. While the majority of the legislation was directed at investor-owned utilities (IOUs), AMP and other California publicly owned utilities were greatly affected by the restructuring of markets and the ensuing wild fluctuations in prices that resulted from a deficiency in generating capacity and an immature and flawed market structure. Because AMP has its own generating resources and is not heavily dependent on the wholesale market to purchase power, it was not negatively impacted by these price swings.

In April 2008, the California Independent System Operator (CAISO) launched a new wholesale market structure in the state. The new structure is referred to as the Market Redesign and Technology Upgrade (MRTU) initiative and features a day-ahead energy market with a nodal locational marginal priority regime that is currently priced as an aggregated pricing node for load and resources. The MRTU initiative has introduced new risks and uncertainties for AMP. To establish the extent of the risk and identify its impact to rates, AMP is closely monitoring the new structure's performance and costs.

NCPA plays an active role in protecting members' contractual rights in Federal Energy Regulatory Commission (FERC), California Public Utilities Commission (CPUC), and other legislative/regulatory proceedings. Priorities related to industry restructuring include the preservation of local control authority for publicly owned utilities, assuring open and fair access to wholesale markets and the transmission grid, and maintaining members' preference access to power from the Central Valley Project and Western Area Power Administration.

NCPA Financial Information

NCPA's financial statements can be obtained from NCPA, 651 Commerce Drive, Roseville, California 95678.

NOTE 10 - TRANSMISSION AGENCY OF NORTHERN CALIFORNIA (TANC)

AMP is a member of a joint powers agreement with fifteen other entities in TANC. TANC's purpose is to provide electrical transmission or other facilities for the use of its members. While governed by its members, none of TANC's obligations are those of its members unless expressly assumed by them. The California-Oregon Transmission Project (COTP) is one of three high voltage transmission lines connecting Oregon and California. The 500 kV line is able to transmit 1,600 MW's of electricity. The COTP participants include the Transmission Agency of Northern California, Western, PG&E, City of Redding, Carmichael Water District, and San Juan Water District. Currently, the COTP provides a transmission path for resources that is outside of the CAISO balancing authority. According to the 1985 Project Agreement with TANC for the development of the COTP and subsequent related project agreements, AMP is obligated to pay its share of the project's costs, including debt service and is entitled to the use of a percentage of the project's transmission or transfer capacity.

AMP is obligated to pay 1.333% of TANC's debt-service related to the California - Oregon Transmission Project (COTP). AMP's entitlement share on COTP is 1.227% and AMP is obligated to pay 1.227% of the project's operating costs. AMP's share on the 2009 Series A bonds is 1.4496%. AMP is not obligated for any portion of the 2009 Series B bonds.

ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 10 - TRANSMISSION AGENCY OF NORTHERN CALIFORNIA (TANC) (CONTINUED)

These obligations provide AMP with a COTP transfer capability of 17.05 MW. AMP is also obligated to pay for a portion of the debt associated with the South of Tesla transmission which is provided under an agreement between TANC and Pacific Gas & Electric Company.

In May 2009, TANC issued \$67.0 million of tax-exempt 2009 Series A bonds and \$61.8 million of taxable 2009 Series B bonds. The proceeds of the Series A bonds were used to retire a bank loan that refinanced \$30.3 million of TANC's tax-exempt commercial paper and also to refund \$34.7 million of TANC's 2003 Series C Auction Rate Securities. The proceeds of the Series B bonds were used to retire a bank loan that refinanced \$56.3 million of TANC's taxable commercial paper. The 2009 refunding increased future aggregate debt service payments by \$19.3 million, but resulted in a total economic gain of \$6.5 million, the difference between present value of the old and new debt service payments. TANC has issued Revenue Bonds for \$435,790,000 and eliminated its obligations for the Tax Exempt Commercial Paper notes. As of June 30, 2013 and 2012, AMP's share of this debt is \$4,229,490 and \$4,456,433, respectively.

TANC Financial Information

TANC's financial statements can be obtained from TANC, P.O. Box 15129, Sacramento, California 95851 or from their website at <http://www.tanc.us/financials.html>.

NOTE 11 - RISK MANAGEMENT

AMP, as a department of the City, participates in the City's risk management program. The City manages risk by participating in two public entity risk excess pools described below and by retaining certain risks.

Public entity risk pools are formally organized and separate entities established under the Joint Exercise of Powers Act of the State of California. As separate legal entities, those entities exercise full powers and authorities within the scope of the related Joint Powers Agreements including the preparation of annual budgets, accountability for all funds, the power to make and execute contracts and the right to sue and be sued. Each risk pool is governed by a board consisting of representatives from member municipalities. Each board controls the operations of the respective risk pool, including selection of management and approval of operating budgets, independent of any influence by member municipalities beyond their representation on that board. Obligations and liabilities of these risk pools are not AMP's or the City's responsibility.

AMP has not reduced its risk pool insurance coverage from the prior year. Furthermore, settlements have not exceeded insurance coverage for the past three fiscal years.

ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 11 - RISK MANAGEMENT (CONTINUED)

A. *Risk Coverage*

The City is a member of the Local Agency Workers' Compensation Excess Joint Powers Authority (LAWCX) which covers workers' compensation claims up to \$5,000,000 and provides additional coverage up to statutory limits. The City has a deductible or uninsured liability of up to \$350,000 per claim. During the fiscal year ended June 30, 2013 and 2012, AMP contributed \$70,623 and \$64,679 for the coverage, respectively.

The contributions made to each risk pool equal the ratio of their respective payrolls to the total payrolls of all entities participating in the same layer of each program, in each program year. Actual surpluses or losses are shared according to a formula developed from overall loss costs and spread to member entities on a percentage basis after a retrospective rating.

The City is also a member of the California Joint Powers Risk Management Authority (CJPRMA), an excess risk-sharing pool providing general liability, auto liability, physical vehicle damage, property and boiler and machinery insurance coverage. For the liability policies, the Authority provides \$40,000,000 in coverage subject to a self insured retention limit of \$500,000. The physical vehicle damage coverage covers both owned and leased vehicles valued at \$25,000 or more, subject to a \$10,000 deductible. With regard to the property and boiler and machinery coverage, the Authority provides "all risk" (excluding flood and quake) replacement cost coverage subject to a \$25,000 deductible.

The following types of loss risks are covered by the above authority under the terms of their respective joint-powers agreements, through commercial insurance policies, and self-insured programs as follows:

Type of Coverage	Coverage Limits
Excess General Liability	\$40,000,000
Auto - Physical damage	Actual Cash Value
Workers' Compensation	Statutory, w/ \$5,000,000 in Employer's Liability
Boiler & Machinery	Replacement Cost
Computer Software	Self-Insured
Property	Replacement Cost
Terrorism	\$10,000,000

Financial statements for the workers' compensation excess risk pool may be obtained from LAWCX, c/o Bickmore & Associates, 6371 Auburn Boulevard, Citrus Heights, CA 95621. Financial statements for the liability/property excess risk pool may be obtained from CJPRMA, 3201 Doolan Drive, Suite 285, Livermore, California 94551.

B. *Workers' Compensation Claims Payable*

The Governmental Accounting Standards Board (GASB) requires municipalities to record their liability for uninsured claims and to reflect the current portion of this liability as an expenditure in their financial statements. As discussed above, AMP has coverage for such claims, but it has retained the risk for the deductible or uninsured portion of these claims.

ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 11 - RISK MANAGEMENT (CONTINUED)

B. Workers' Compensation Claims Payable (Continued)

The change in workers' compensation claims liability, including claims incurred but not reported as estimated by the City's independent actuary, is based on historical trend information provided by its third party administrators and was computed as follows at June 30:

	2013	2012
Beginning balance	\$ 991,684	\$ 884,847
Change in liability for current and prior fiscal year claims	139,532	234,311
Payments made on claims	(26,545)	(127,474)
Ending balance	\$ 1,104,671	\$ 991,684
Less Current Portion	(230,000)	(240,000)
Long-term Portion	\$ 874,671	\$ 751,684

NOTE 12 - COMMITMENTS

A. Take-or-Pay Agreements

Under the terms of its NCPA and TANC joint venture agreements, AMP is liable for a portion of the bonded indebtedness issued by these agencies under take-or-pay or similar agreements, as discussed in Notes 9 and 10. AMP's estimated share of such debt outstanding at June 30, 2013 was \$92,438,132. Under certain circumstances, AMP may also be responsible for a portion of the costs of operating these entities. Under certain circumstances, such as default or bankruptcy of other participants, AMP may also be liable to pay a portion of the debt of these joint ventures on behalf of the other participants. These "step up" provisions are generally capped at a 25 percent increase.

Take-or-Pay commitments expire upon final maturity of outstanding debt for each project. Final fiscal year debt expirations are as follows:

Project	Debt Expiration	Entitlement Share %	Debt service %
NCPA - Geothermal Project (NGP)	Jul-2024	16.8825%	17.0540%
NCPA - Calavaras Hydroelectric Project (NCHP)	Jul-2032	10.0000%	10.9774%
NCPA - Capital Facilities Project (NCFP)	Jul-2026	19.0000%	19.0000%
TANC - CA-OR Transmission Project (COTP)	May-2024	1.2272%	1.3300%

ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 12 – COMMITMENTS (CONTINUED)

A. *Take -or- Pay Agreements (Continued)*

A summary of the AMP's "Take or Pay" contracts and related projects and its contingent liability for the debt service including principal and interest payments at June 30, 2013 is as follows:

Fiscal Year	NGP	NCHP	NCFP	COTP	Total
2014	\$ 810,696	\$ 4,061,127	\$ 1,070,463	\$ 328,470	\$ 6,270,756
2015	860,813	3,937,216	1,079,908	329,500	6,207,437
2016	862,187	3,938,979	1,082,836	330,730	6,214,732
2017	862,516	3,944,050	1,079,108	368,750	6,254,424
2018	862,652	3,862,951	1,068,858	478,459	6,272,920
2019-2023	4,325,808	19,047,998	5,428,952	2,388,710	31,191,468
2024-2028	1,235,063	14,648,170	2,474,217	615,085	18,972,535
2029-2033	-	11,053,860	-	-	11,053,860
Total	<u>\$ 9,819,735</u>	<u>\$ 64,494,351</u>	<u>\$ 13,284,342</u>	<u>\$ 4,839,704</u>	<u>\$ 92,438,132</u>

B. *Lease Agreement with Successor Agency of Alameda Reuse and Redevelopment Authority*

In June 2009, AMP entered into two property lease agreements with the Alameda Reuse and Redevelopment Authority. The lease terms for each agreement are for two years beginning June 1, 2009 and expiring on May 31, 2011. In May 2011, AMP approved one year extensions to both lease agreements, with new expiration dates of May 31, 2012. On February 1, 2012, Alameda Reuse and Redevelopment Agency was dissolved and all of its assets, obligations and rights were assigned to the Successor Agency of the Alameda Reuse and Redevelopment Authority. In June 2012, AMP approved two-year extensions to both lease agreements, with new expiration dates of May 31, 2014. AMP will continue to occupy the premises for minimum monthly payments of \$1,083 and \$11,103 respectively.

NOTE 13 - CONTINGENT LIABILITIES

A. *Lawsuits and Litigation*

AMP is a defendant in a number of lawsuits which have arisen in the normal course of business. While substantial damages are alleged in some of these actions, the outcome of these actions cannot be predicted with certainty. In the opinion of the City Attorney, the outcome of these actions will not have a material adverse effect on the financial position of AMP.

B. *Vectren Communications Services*

In June, 2008, AMP, along with the City of Alameda, was named as a defendant in a suit filed by Vectren Communication Services, Inc., in the United States District Court for the Northern District of California. Vectren's suit alleged, among other things, that the AMP breached its obligation under the 2004 Installment Sale Agreement to manage the Telecom System properly and to charge appropriate rates, resulting in the non-payment of installments from net telecom revenues totaling \$6.3 million, plus accrued interest at a 9% default rate, for total damages of over \$10 million. Vectren amended its complaint in early 2009 to allege an additional breach of contract claim, based upon AMP's sale of the Telecom System to Comcast in November 2008 without Vectren's consent.

ALAMEDA MUNICIPAL POWER

NOTES TO FINANCIAL STATEMENTS JUNE 30, 2013 AND 2012

NOTE 13 - CONTINGENT LIABILITIES (CONTINUED)

At the conclusion of a trial in 2010, the jury rejected four out of five of Vectren's claims against the AMP, awarding damages of approximately \$1.9 million on Vectren's remaining claim. Both sides appealed. In August 2013, the United States Court of Appeals for the Ninth Circuit reversed the jury's verdict and entered judgment in favor of AMP. On Vectren's sale claim, however, the Ninth Circuit remanded the matter to the district court for a determination of damages. Trial is scheduled for March 2014.

C. Nuveen Municipal High Income Opportunity Fund

In October 2008, the City of Alameda filed an action for declaratory relief in the United States District Court for the Northern District of California against the Nuveen Municipal High Income Opportunity Fund and related Nuveen entities (Nuveen). The action arose out of the AMP's issuance in 2004 of \$33 million in Revenue Bond Anticipation Notes to refinance existing obligations and provide funds for completion of the Telecom System. In October 2008, Nuveen filed a counter claim against AMP alleging violations of state and federal securities law, arising from the City's issuance of the Notes, seeking damages which Nuveen alleged to exceed \$11 million. In January 2011, AMP filed a summary judgment motion against Nuveen, which, in May 2011, the district court granted on all claims. Nuveen appealed. On September 19, 2013, the United States Court of Appeals for the Ninth Circuit affirmed the judgment in favor of AMP in full.

Nuveen may petition the United States Supreme Court to hear the case. Pending any further appeals, no assurances can be given and no determination can be made at this time as to the outcome of Nuveen's claims; however, AMP and the City Attorney believe there are meritorious defenses to all of the above claims and that any liability which may finally be determined should not have a material adverse effect on AMP's financial position, results of operations, or cash flows.

D. Bernard Osher Trust

On April 1, 2009, a lawsuit was filed against the City/AMP, also arising from issuance of the 2004 Revenue Bond Anticipation Notes, by Bernard Osher Trust (Osher). Similar to the Nuveen action, Osher had alleged violations of state and federal securities laws arising from issuance of the Notes. Osher claimed damages of approximately \$4.7 million. A preliminary settlement conference was conducted on October 28, 2009, a second settlement conference in March 2010, and further settlement conference on July 20, 2010. Fact discovery was completed on October 15, 2010. On September 28, 2010 and in January 2011, the City filed a motion for summary judgment on all of Osher's claims against it. This motion was granted on all claims on May 16, 2011; consequently, the City filed a motion for recovery of defense costs, totaling \$1.5 million which Court denied. The City filed a bill of costs seeking an award of \$132,000 in costs, for which judgment was entered awarding \$91,516 to City against Nuveen and Osher jointly and severally.

Osher's claims against the City of Alameda have been resolved in the City's favor, due to Osher's failure to appeal the district court's summary judgment on all claims. The district court awarded the City approximately \$92,000 in costs, which Osher paid to the City in October 2012. No further legal proceedings in this matter are anticipated.

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Statistical Section

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STATISTICAL SECTION

This part of the Alameda Municipal Power's (AMP) Comprehensive Annual Financial Report presents detailed information as a context for understanding what the information in the financial statements, note disclosures, and required supplementary information says about AMP's overall financial health. In contrast to the financial section, the statistical section information is not subject to independent audit.

Financial Trends

These schedules contain trend information to help the reader understand how AMP's financial performance and well being have changed over time:

1. Net Position by Component
2. Changes in Net Position Of Consolidated Operations
3. Changes in Net Position Of Electric Operations and Telecommunication Operations

Revenue Capacity

These schedules contain information to help the reader assess AMP's revenue sources:

1. Electric Operating Revenues by Source
2. Telecommunication Operating Revenues by Source
3. Customer Accounts
4. Pricing Changes

Debt Capacity

These schedules present information to help the reader assess the affordability of AMP's current levels of outstanding debt and AMP's ability to issue additional debt in the future:

1. Ratio of Outstanding Debt by Type
2. Revenue Bonds/Certificates of Participation Coverage – Electric Operations
3. Certificates of Participation Coverage – Telecommunication Operations

Demographic and Economic Information

These schedules offer demographic and economic indicators to help the reader understand the environment within which AMP's financial activities take place:

1. Demographic and Economic Statistics
2. Top 10 Customers and City of Alameda Principal Employers

Operating Information

These schedules contain service and infrastructure data to help the reader understand how the information in AMP's financial report relates to the services that AMP provides and the activities it performs:

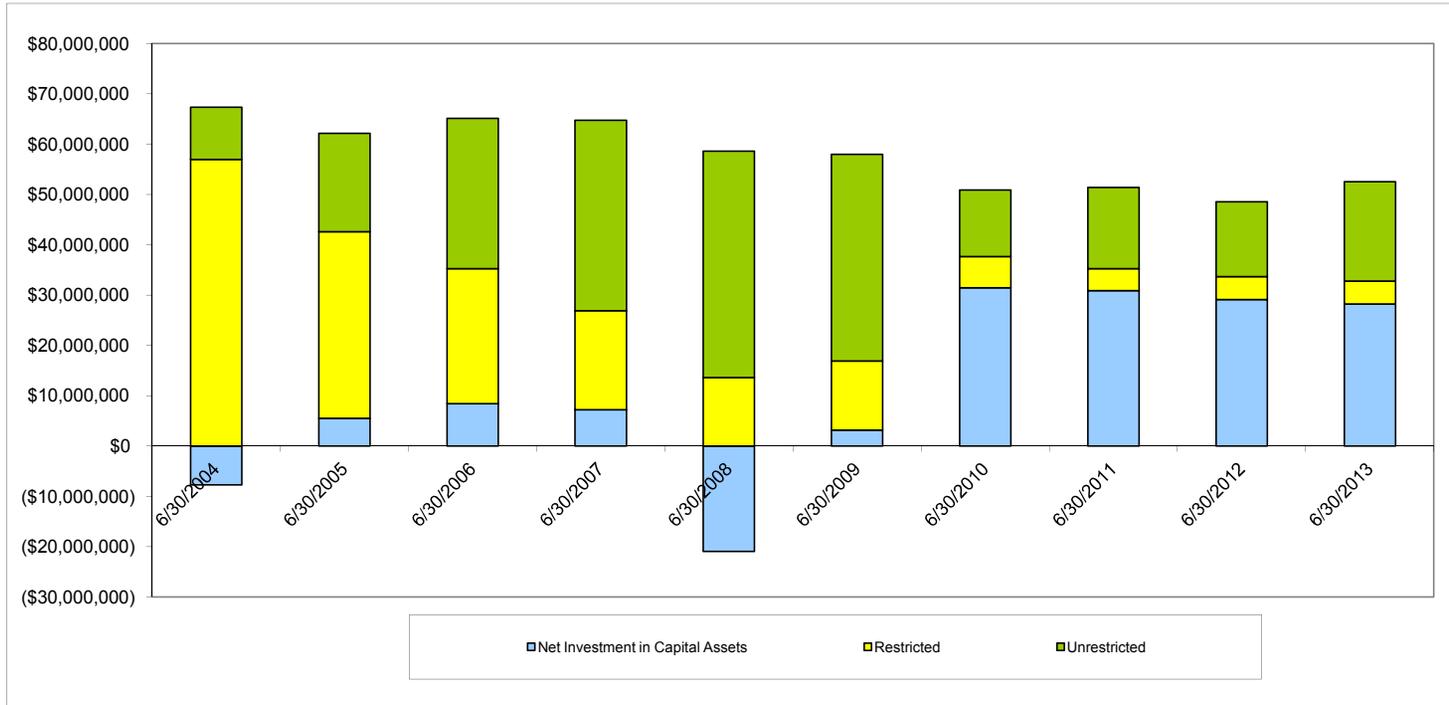
1. Operating Expenses by Function – Electric Operations
2. Operating Expenses by Function – Telecommunications Operations
3. Capital Asset Statistics by Function/Program

Sources

Unless otherwise noted, the information in these schedules is derived from the Comprehensive Annual Financial Reports for the relevant year. Alameda Municipal Power implemented GASB Statement 65 this fiscal year, schedules incorporated changes per GASB Statement 65.

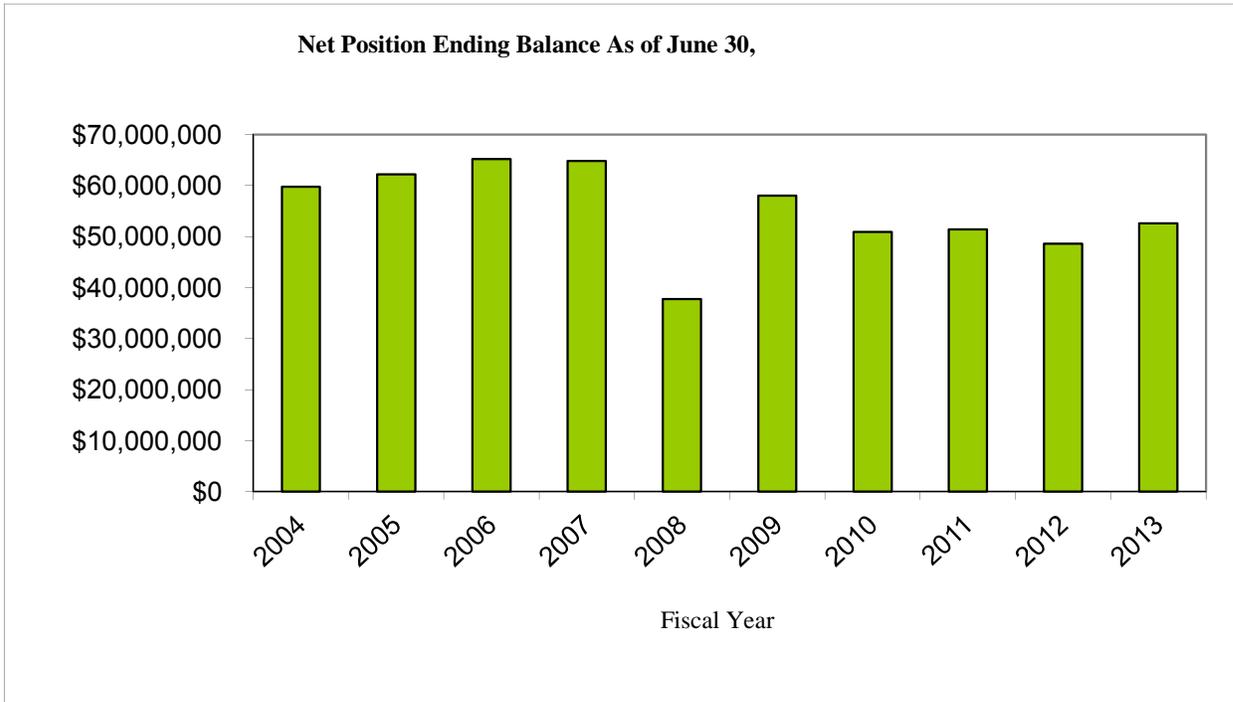
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**CITY OF ALAMEDA
ALAMEDA MUNICIPAL POWER
NET POSITION BY COMPONENT
LAST TEN FISCAL YEARS**



	Fiscal Year Ended,										
	6/30/2004	6/30/2005	6/30/2006	6/30/2007	6/30/2008	6/30/2009	6/30/2010	6/30/2011	6/30/2012	6/30/2013	
Net Position:											
Net Investment in Capital Assets	(\$7,667,456)	\$5,528,260	\$8,470,239	\$7,245,463	(\$20,919,290)	\$3,179,206	\$31,473,395	\$30,928,840	\$29,166,859	\$28,278,573	
Restricted	57,004,268	37,084,571	26,795,112	19,671,304	13,631,215	13,736,657	6,226,879	4,378,747	4,515,565	4,529,302	
Unrestricted	10,406,476	19,597,383	29,935,937	37,878,629	45,019,091	41,103,862	13,222,943	16,111,594	14,916,203	19,774,368	
Total Net Position	\$59,743,288	\$62,210,214	\$65,201,288	\$64,795,396	\$37,731,016	\$58,019,725	\$50,923,217	\$51,419,181	\$48,598,627	\$52,582,243	

**CITY OF ALAMEDA
ALAMEDA MUNICIPAL POWER
CHANGES IN NET POSITION OF CONSOLIDATED OPERATIONS
LAST TEN FISCAL YEARS**



Fiscal Year	Operating Revenues	Operating Expenses	Operating Income	Non-Operating Revenue, Expenses & Transfers	Net Income (Loss)	Net Position	
						Beginning Balance	Ending Balance
2004	\$ 50,946,001	\$ 45,593,865	\$ 5,352,136	\$ (8,815,937)	\$ (3,463,801)	\$ 63,207,089	\$ 59,743,288
2005	\$ 53,356,198	\$ 49,882,237	\$ 3,473,961	\$ (1,007,035)	\$ 2,466,926	\$ 59,743,288	\$ 62,210,214
2006	\$ 54,193,731	\$ 53,139,512	\$ 1,054,219	\$ 1,936,855	\$ 2,991,074	\$ 62,210,214	\$ 65,201,288
2007	\$ 57,388,987	\$ 56,043,315	\$ 1,345,672	\$ (1,751,564)	\$ (405,892)	\$ 65,201,288	\$ 64,795,396
2008	\$ 57,818,781	\$ 54,595,883	\$ 3,222,898	\$ (32,035,753)	\$ (28,812,855)	\$ 66,543,871	\$ 37,731,016
2009	\$ 53,507,364	\$ 53,619,296	\$ (111,932)	\$ 20,400,641	\$ 20,288,709	\$ 37,731,016	\$ 58,019,725
2010	\$ 48,953,054	\$ 48,524,064	\$ 428,990	\$ (7,525,498)	\$ (7,096,508)	\$ 58,019,725	\$ 50,923,217
2011	\$ 50,771,700	\$ 43,325,162	\$ 7,446,538	\$ (6,950,574)	\$ 495,964	\$ 50,923,217	\$ 51,419,181
2012	\$ 51,434,869	\$ 47,624,263	\$ 3,810,606	\$ (6,631,160)	\$ (2,820,554)	\$ 51,419,181	\$ 48,598,627
2013	\$ 56,044,239	\$ 48,133,618	\$ 7,910,621	\$ (3,927,005)	\$ 3,983,616	\$ 48,598,627	\$ 52,582,243

**CITY OF ALAMEDA
ALAMEDA MUNICIPAL POWER
CHANGES IN NET POSITION OF ELECTRIC OPERATIONS
LAST TEN FISCAL YEARS**

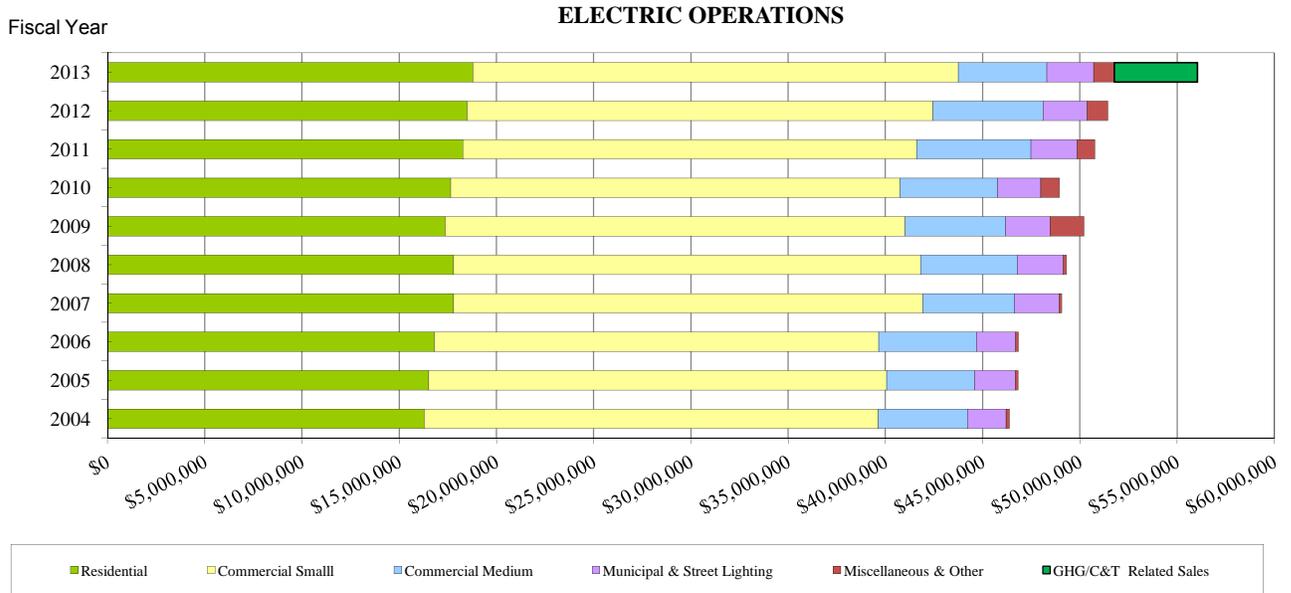
Fiscal Year	Operating Revenues	Operating Expenses	Operating Income	Non-Operating Revenue, Expenses & Transfers	Net Income (Loss)	Net Position	
						Beginning Balance	Ending Balance
2004	\$ 46,372,724	\$ 37,316,010	\$ 9,056,714	\$ (11,205,318)	\$ (2,148,604)	\$ 84,317,309	\$ 82,168,705
2005	\$ 46,817,578	\$ 40,864,737	\$ 5,952,841	\$ (1,206,779)	\$ 4,746,062	\$ 82,168,705	\$ 86,914,767
2006	\$ 46,840,300	\$ 41,316,743	\$ 5,523,557	\$ 1,400,984	\$ 6,924,541	\$ 86,914,767	\$ 93,839,308
2007	\$ 49,069,346	\$ 44,756,587	\$ 4,312,759	\$ (545,960)	\$ 3,766,799	\$ 93,839,308	\$ 97,606,107
*2008	\$ 49,309,667	\$ 43,339,806	\$ 5,969,861	\$ (42,662,307)	\$(36,692,446)	\$ 99,354,582	\$ 62,662,136
2009	\$ 50,210,280	\$ 48,510,671	\$ 1,699,609	\$ (3,987,119)	\$ (2,287,510)	\$ 62,662,136	\$ 60,374,626
2010	\$ 48,948,051	\$ 43,093,760	\$ 5,854,291	\$ (10,259,777)	\$ (4,405,486)	\$ 60,374,626	\$ 55,969,140
2011	\$ 50,769,687	\$ 41,052,225	\$ 9,717,462	\$ (9,879,984)	\$ (162,522)	\$ 55,969,140	\$ 55,806,618
2012	\$ 51,434,869	\$ 46,809,706	\$ 4,625,163	\$ (7,619,442)	\$ (2,994,279)	\$ 55,806,618	\$ 52,812,339
2013	\$ 56,044,239	\$ 47,886,282	\$ 8,157,957	\$ (4,134,326)	\$ 4,023,631	\$ 52,812,339	\$ 56,835,970

*Information was restated to include assets related to unbilled revenue at end of fiscal year.

**CITY OF ALAMEDA
ALAMEDA MUNICIPAL POWER
CHANGES IN NET POSITION OF TELECOMMUNICATIONS OPERATIONS
LAST TEN FISCAL YEARS**

Fiscal Year	Operating Revenues	Operating Expenses	Operating Income	Non-Operating Revenue, Expenses & Transfers	Net Income (Loss)	Net Position	
						Beginning Balance	Ending Balance
2004	\$ 4,573,277	\$ 8,277,855	\$ (3,704,578)	\$ 2,389,381	\$ (1,315,197)	\$ (21,110,220)	\$ (22,425,417)
2005	\$ 6,538,620	\$ 9,017,500	\$ (2,478,880)	\$ 199,744	\$ (2,279,136)	\$ (22,425,417)	\$ (24,704,553)
2006	\$ 7,353,431	\$ 11,822,769	\$ (4,469,338)	\$ 535,871	\$ (3,933,467)	\$ (24,704,553)	\$ (28,638,020)
2007	\$ 8,319,641	\$ 11,286,728	\$ (2,967,087)	\$ (1,205,604)	\$ (4,172,691)	\$ (28,638,020)	\$ (32,810,711)
2008	\$ 8,509,114	\$ 11,256,077	\$ (2,746,963)	\$ 10,626,554	\$ 7,879,591	\$ (32,810,711)	\$ (24,931,120)
2009	\$ 3,297,084	\$ 5,108,625	\$ (1,811,541)	\$ 24,387,760	\$ 22,576,219	\$ (24,931,120)	\$ (2,354,901)
2010	\$ 5,003	\$ 5,430,304	\$ (5,425,301)	\$ 2,734,279	\$ (2,691,022)	\$ (2,354,901)	\$ (5,045,923)
2011	\$ 2,013	\$ 2,272,937	\$ (2,270,924)	\$ 2,929,410	\$ 658,486	\$ (5,045,923)	\$ (4,387,437)
2012	\$ -	\$ 814,557	\$ (814,557)	\$ 988,282	\$ 173,725	\$ (4,387,437)	\$ (4,213,712)
2013	\$ -	\$ 247,336	\$ (247,336)	\$ 207,321	\$ (40,015)	\$ (4,213,712)	\$ (4,253,727)

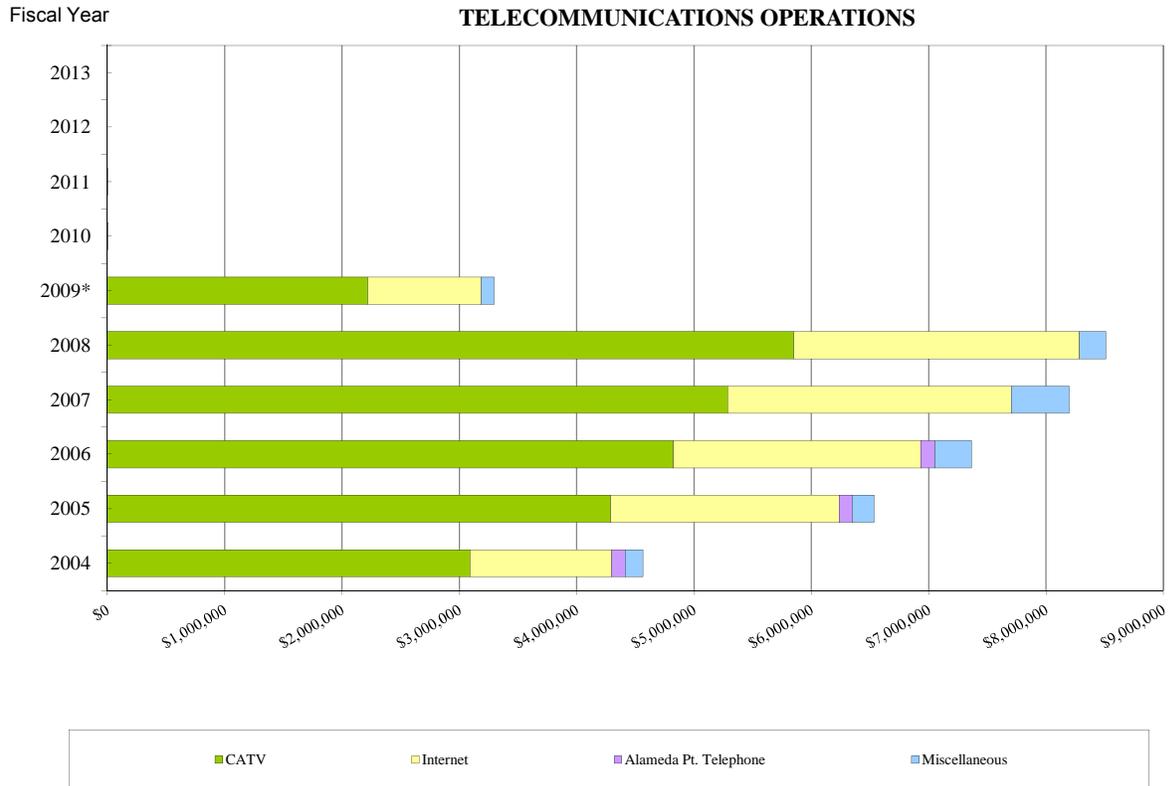
**CITY OF ALAMEDA
ALAMEDA MUNICIPAL POWER
ELECTRIC OPERATING REVENUES BY SOURCE
LAST TEN FISCAL YEARS**



Fiscal Year	Sales of Electricity								Total
	Residential	Commercial Small	Commercial Medium	Municipal	Street Lighting/ Other	Miscellaneous Services	Plant Lease & Jobbing Sales	GHG/C&T Related Sales	
2004	\$16,285,182	\$23,345,609	\$4,586,893	\$1,580,285	\$398,729	\$176,025			\$46,372,723
2005	\$16,509,804	\$23,540,842	\$4,542,208	\$1,673,971	\$403,318	\$147,435			\$46,817,578
2006	\$16,812,415	\$22,840,128	\$5,039,371	\$1,634,793	\$368,496	\$145,097			\$46,840,300
2007	\$17,786,579	\$24,129,480	\$4,720,055	\$1,847,716	\$444,985	\$140,531			\$49,069,346
2008	\$17,783,232	\$24,021,704	\$4,982,103	\$1,897,547	\$456,320	\$168,761			\$49,309,667
2009	\$17,365,563	\$23,644,464	\$5,175,117	\$1,820,996	\$451,524	\$603,419	\$1,149,197		\$50,210,280
2010	\$17,647,604	\$23,090,891	\$5,026,286	\$1,749,835	\$461,947	\$643,929	\$327,559		\$48,948,051
2011	\$18,257,650	\$23,352,114	\$5,861,554	\$1,753,399	\$641,967	\$613,426	\$289,577		\$50,769,687
2012	\$18,488,086	\$23,964,056	\$5,666,350	\$1,793,977	\$464,788	\$687,220	\$370,392		\$51,434,869
2013	\$18,781,411	\$24,967,214	\$4,552,958	\$1,779,313	\$623,308	\$666,112	\$390,500	\$4,283,423	\$56,044,239

Fiscal Year	Kilowatt- Hour Sales						Peak Demand (KW)
	Residential	Commercial Small	Commercial Medium	Municipal	Street Lighting/ Other	Total KWH	
2004	137,229,341	184,756,585	40,788,618	14,740,088	2,337,963	379,852,595	68,085
2005	138,340,569	183,079,652	39,581,653	14,166,870	3,159,986	378,328,730	71,235
2006	139,398,004	175,347,031	46,068,294	14,082,202	2,896,507	377,792,038	66,360
2007	142,352,676	187,611,044	41,255,006	14,916,186	3,151,663	389,286,575	70,891
2008	142,718,493	187,720,577	43,966,176	15,202,494	3,212,483	392,820,223	71,937
2009	140,048,081	184,300,489	45,611,047	14,675,829	3,041,330	387,676,776	76,250
2010	142,109,998	179,960,145	44,243,371	13,598,342	3,207,924	383,119,780	73,712
2011	142,305,884	174,717,111	49,235,786	13,138,014	3,240,179	382,636,974	70,800
2012	139,665,283	172,445,087	45,512,960	12,880,649	3,283,309	373,787,288	67,188
2013	135,924,914	176,259,228	35,487,830	12,585,314	3,186,846	363,444,132	68,100

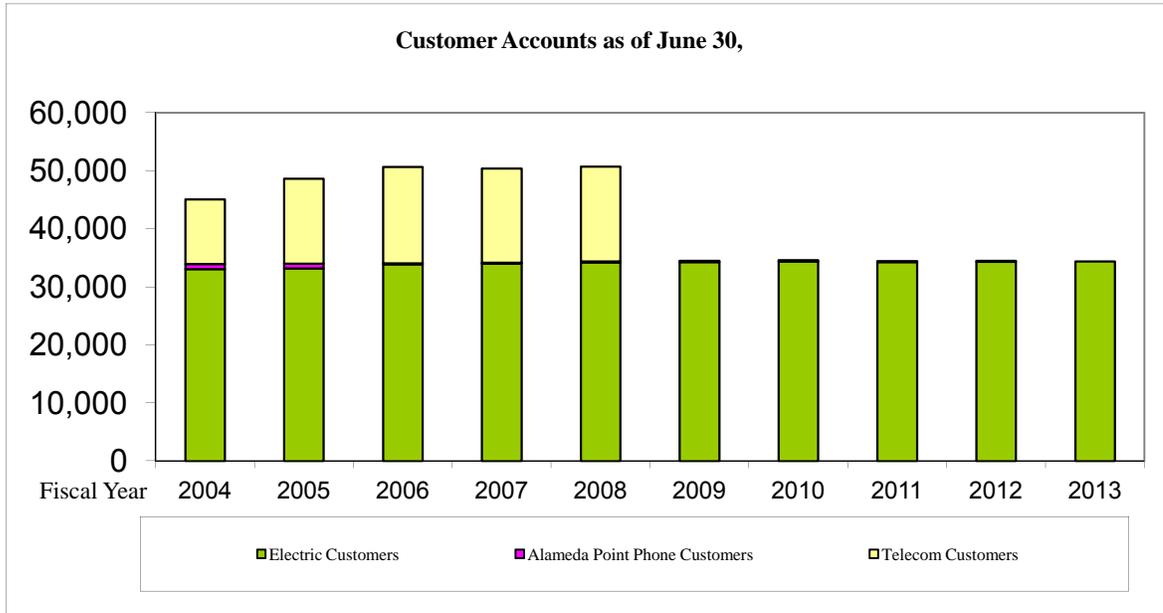
**CITY OF ALAMEDA
ALAMEDA MUNICIPAL POWER
TELECOMMUNICATIONS OPERATING REVENUES BY SOURCE
LAST TEN FISCAL YEARS**



<u>Fiscal Year</u>	<u>Cable Television</u>	<u>Internet</u>	<u>Alameda Point Telephone</u>	<u>Miscellaneous</u>	<u>Total</u>
2004	\$3,090,741	\$1,206,299	\$122,552	\$153,685	\$4,573,277
2005	\$4,290,430	\$1,945,859	\$114,288	\$188,043	\$6,538,620
2006	\$4,823,889	\$2,105,896	\$110,828	\$312,818	\$7,353,431
2007	\$5,286,534	\$2,415,924	\$121,462	\$495,721	\$8,319,641
2008	\$5,850,854	\$2,433,976	No longer grouped with Telecom	\$224,284	\$8,509,114
2009*	\$2,219,610	\$964,513	Not Applicable	\$112,961	\$3,297,084
2010	\$0	\$0	Not Applicable	\$5,003	\$5,003
2011	\$0	\$0	Not Applicable	\$2,013	\$2,013
2012	\$0	\$0	Not Applicable	\$0	\$0
2013	\$0	\$0	Not Applicable	\$0	\$0

*Telecommunication operation was sold in November 2008

**CITY OF ALAMEDA
ALAMEDA MUNICIPAL POWER
CUSTOMER ACCOUNTS
LAST TEN FISCAL YEARS**



Number of Electric Customer Accounts:

Fiscal Year	Residential	Commercial Small	Commercial Medium	Municipal	Street Lighting & Other	Total Customer Accounts
2004	29,310	3,418	11	308	12	33,059
2005	29,405	3,447	10	313	13	33,188
2006	30,021	3,485	10	321	32	33,869
2007	29,997	3,634	9	330	19	33,989
2008	30,084	3,750	12	333	38	34,217
2009	30,119	3,782	11	333	27	34,272
2010	30,191	3,818	18	342	30	34,399
2011	30,171	3,744	13	330	23	34,281
2012	30,194	3,776	12	327	29	34,338
2013	30,260	3,781	9	331	24	34,405

Number of Telecommunications and Alameda Point Telephone Customer Accounts:

Fiscal Year	Cable TV	Internet Data	Telecommunications* Customer Accounts	Alameda Point Telephone** Customer Accounts
2004	7,677	3,447	11,124	877
2005	9,433	5,198	14,631	831
2006	10,185	6,421	16,606	164
2007	9,577	6,624	16,201	173
2008	9,285	7,031	16,316	185
2009	-	-	-	205
2010	-	-	-	223
2011	-	-	-	138
2012	-	-	-	135
2013	-	-	-	130

*Telecommunication operation was sold in November 2008

**Alameda Point Telephone were counted by accounts from 2001 to 2005 and was counted by customers from 2006.

**CITY OF ALAMEDA
ALAMEDA MUNICIPAL POWER
PRICING CHANGES**

Electric Rate Changes

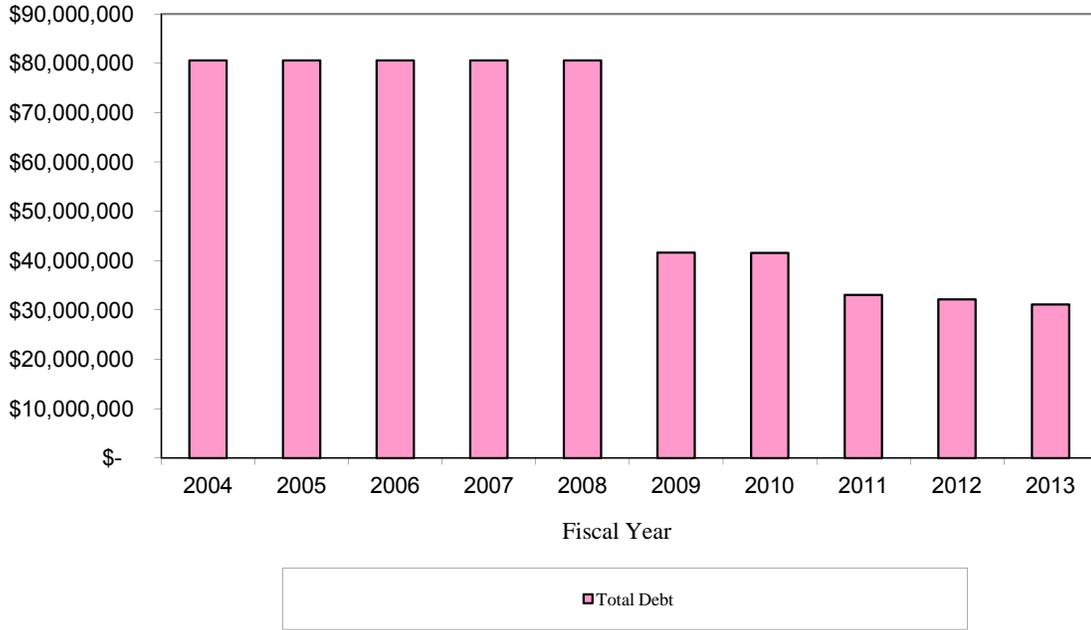
<u>Date</u>	<u>Percent Change</u>	
August 1, 2002	4.10%	
August 1, 2003	11.51%	
July 1, 2004	0.13%	
July 1, 2005	0.89%	
July 1, 2006	0.56%	
July 1, 2008	0.70%	(State Mandated Solar Program)
July 1, 2009	0.09%	(2.5% MU-1 rate increase)
July 1, 2010	3.75%	
July 1, 2011	3.85%	
July 1, 2012	3.25%	
July 1, 2013	3.25%	(Fiscal Year 2014)

Telecommunications Rate Changes

<u>Date</u>	<u>Cable TV Percent Change</u>	<u>Internet Data Percent Change</u>
October 1, 2002	6.00%	N/A
October 1, 2003	4.27%	0.00%
October 1, 2004	6.10%	0.00%
August 5, 2005	5.60%	0.00%
January 7, 2007	7.80%	0.00%
October 7, 2007	6.40%	0.00%
October 7, 2008	6.77%	7.65%

Telecommunication operation was sold in November 2008

**CITY OF ALAMEDA
ALAMEDA MUNICIPAL POWER
OUTSTANDING DEBT BY TYPE
LAST TEN FISCAL YEARS**

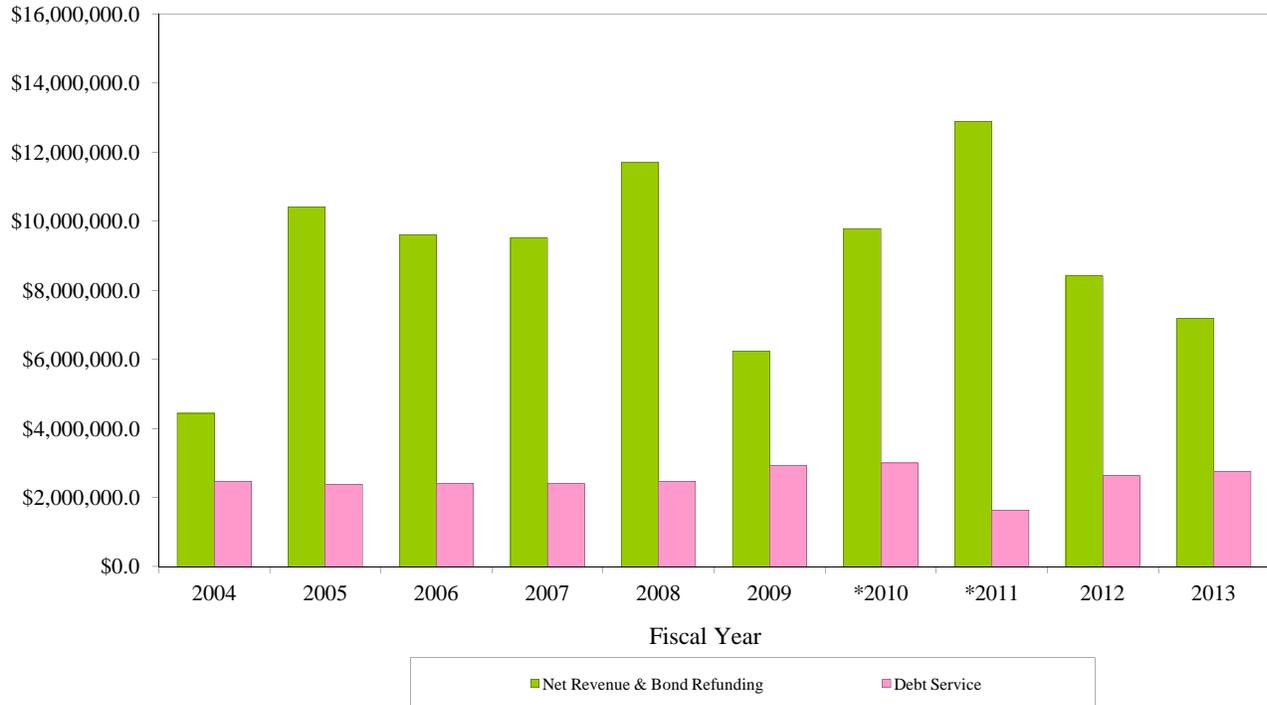


Fiscal Year	Certificates of Participation	Revenue Bonds/ Anticipation Notes	Deferred On Refunding	Loans and Lease Purchases	Total	Per Customer Accounts	Per Capita (a)
2004	\$ 45,345,000	\$ 33,000,000		\$ 2,200,000	\$ 80,545,000	\$1,822.99	\$ 1,099.17
2005	\$ 45,345,000	\$ 33,000,000		\$ 2,200,000	\$ 80,545,000	\$1,684.37	\$ 1,106.66
2006	\$ 45,345,000	\$ 33,000,000		\$ 2,200,000	\$ 80,545,000	\$1,595.74	\$ 1,106.98
2007	\$ 45,345,000	\$ 33,000,000		\$ 2,200,000	\$ 80,545,000	\$1,604.80	\$ 1,106.27
2008	\$ 45,190,000	\$ 33,000,000		\$ 2,372,836	\$ 80,562,836	\$1,594.26	\$ 1,098.20
2009	\$ 39,045,000	\$ -		\$ 2,553,401	\$ 41,598,401	\$1,213.77	\$ 561.90
2010	\$ 39,045,000	\$ -		\$ 2,501,906	\$ 41,546,906	\$1,207.79	\$ 555.92
2011	\$ -	\$ 31,685,000	\$ (1,055,001)	\$ 2,447,380	\$ 33,077,379	\$964.89	\$ 446.50
2012	\$ -	\$ 30,790,000	\$ (993,350)	\$ 2,389,610	\$ 32,186,260	\$937.34	\$ 431.22
2013	\$ -	\$ 29,750,000	\$ (931,699)	\$ 2,328,405	\$ 31,146,706	\$905.30	\$ 414.59

Source: (a) City of Alameda (population)

**CITY OF ALAMEDA
ALAMEDA MUNICIPAL POWER
REVENUE BONDS/CERTIFICATES OF PARTICIPATION COVERAGE
LAST TEN FISCAL YEARS**

ELECTRIC OPERATIONS

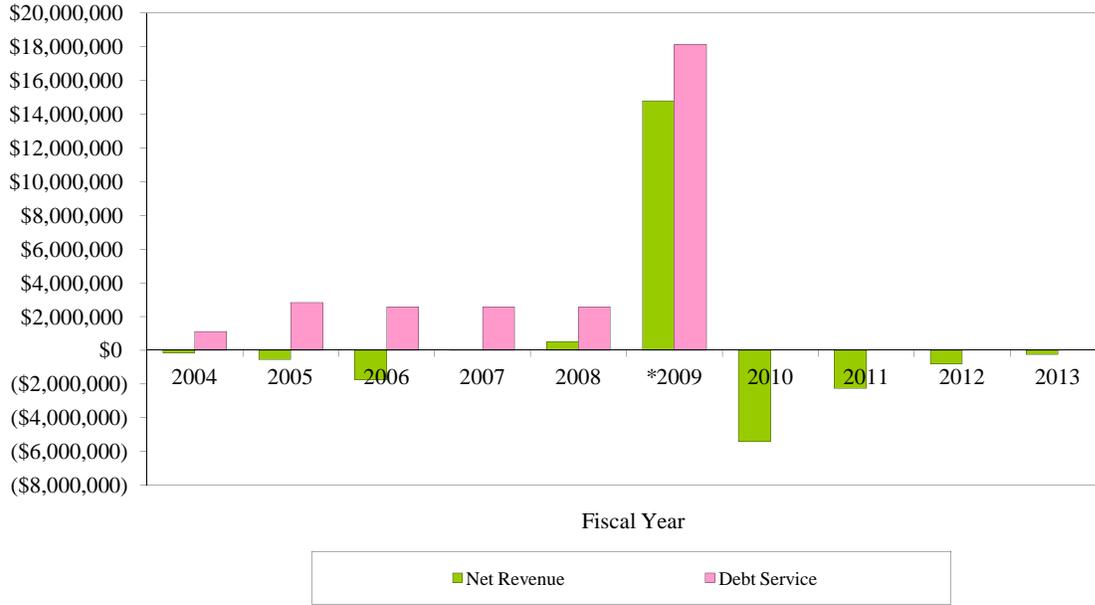


Fiscal Year	Electric Gross Revenue Including Non-Operating Revenue	GHG/C&T Related Sales Net Revenue Not Available for Debt Service	Electric Direct Operating Expenses (Excluding Depreciation)	Net Revenue Available for Debt Service, Renewals, Replacements and Additions	Debt Service			Coverage
					Principal	Interest and Fiscal Charges	Total	
2004	\$ 39,623,723		\$ 35,188,984	\$ 4,434,739	\$ -	\$ 2,480,305	\$ 2,480,305	1.79
2005	\$ 49,371,293		\$ 38,955,688	\$ 10,415,605	\$ -	\$ 2,380,392	\$ 2,380,392	4.38
2006	\$ 49,236,715		\$ 39,635,990	\$ 9,600,725	\$ -	\$ 2,405,764	\$ 2,405,764	3.99
2007	\$ 51,197,750		\$ 41,682,078	\$ 9,515,672	\$ -	\$ 2,401,292	\$ 2,401,292	3.96
2008	\$ 52,012,671		\$ 40,319,750	\$ 11,692,921	\$ -	\$ 2,476,808	\$ 2,476,808	4.72
2009	\$ 51,552,840		\$ 45,315,677	\$ 6,237,163	\$ 48,603	\$ 2,877,163	\$ 2,925,766	2.13
*2010	\$ 49,540,502		\$ 39,750,159	\$ 9,790,343	\$ 51,495	\$ 2,945,095	\$ 2,996,590	3.27
*2011	\$ 50,482,874		\$ 37,590,949	\$ 12,891,925	\$ 54,526	\$ 1,582,668	\$ 1,637,194	7.87
2012	\$ 51,698,976		\$ 43,284,441	\$ 8,414,535	\$ 952,770	\$ 1,677,854	\$ 2,630,624	3.20
2013	\$ 56,431,462	4,283,423	\$ 44,964,882	\$ 7,183,157	\$ 1,101,205	\$ 1,651,892	\$ 2,753,097	2.61

*FY 2010 & 2011 were revised to exclude bond refunding activities and payment in-lieu of taxes to be consistent with 2010 A/B Bond operating expense definitions.

**CITY OF ALAMEDA
ALAMEDA MUNICIPAL POWER
CERTIFICATES OF PARTICIPATION COVERAGE
LAST TEN FISCAL YEARS**

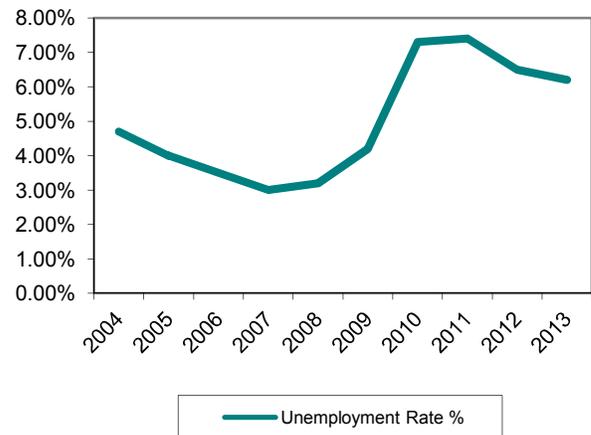
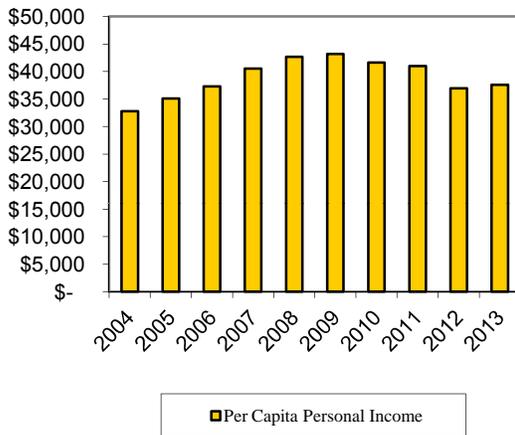
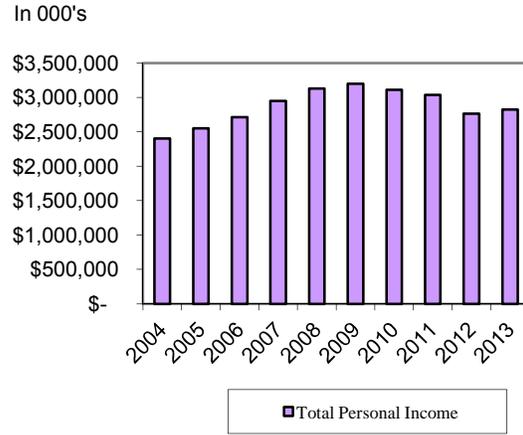
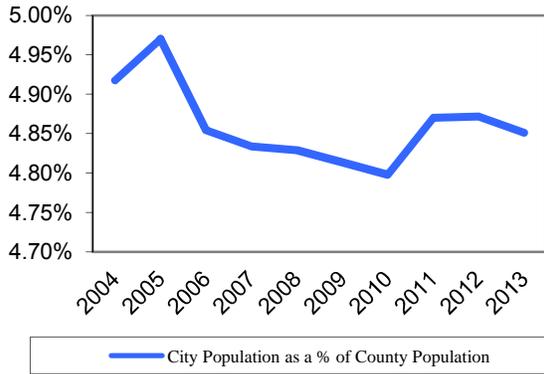
TELECOMMUNICATIONS OPERATIONS



Fiscal Year	Gross Revenue Including Non-Operating Revenue	Direct Operating Expenses (Excluding Depreciation)	Net Revenue Available for Debt Service, Renewals, and Additions	Debt Service			Coverage
				Principal	Interest and Fiscal Charges	Total	
2004	\$ 7,360,616	\$ 7,510,702	\$ (150,086)	\$ -	\$ 1,117,120	\$ 1,117,120	(0.13)
2005	\$ 6,923,868	\$ 7,481,384	\$ (557,516)	\$ -	\$ 2,819,432	\$ 2,819,432	(0.20)
2006	\$ 7,453,396	\$ 9,188,263	\$ (1,734,867)	\$ -	\$ 2,562,764	\$ 2,562,764	(0.68)
2007	\$ 8,444,581	\$ 8,402,386	\$ 42,195	\$ -	\$ 2,562,764	\$ 2,562,764	0.02
2008	\$ 8,753,141	\$ 8,250,746	\$ 502,395	\$ -	\$ 2,562,764	\$ 2,562,764	0.20
*2009	\$ 18,875,451	\$ 4,084,420	\$ 14,791,031	\$ 15,826,839	\$ 2,310,000	\$ 18,136,839	0.82
2010	\$ 5,003	\$ 5,430,304	\$ (5,425,301)	\$ -	\$ -	\$ -	Not Applicable
2011	\$ 2,013	\$ 2,272,937	\$ (2,270,924)	\$ -	\$ -	\$ -	Not Applicable
2012	\$ 1,060	\$ 814,557	\$ (813,497)	\$ -	\$ -	\$ -	Not Applicable
2013	\$ 892	\$ 247,336	\$ (246,444)	\$ -	\$ -	\$ -	Not Applicable

*Telecommunication operations was sold in November 2008. Sale proceed was used to pay debt principal.

**CITY OF ALAMEDA
ALAMEDA MUNICIPAL POWER
DEMOGRAPHIC AND ECONOMICS STATISTICS
LAST TEN FISCAL YEARS**



Fiscal Year	City Population	Total Personal Income (In Thousands)	Per Capita Personal Income	Unemployment Rate %	Alameda County Population	City Population % of County
2004	73,278	\$ 2,403,681	\$ 32,802	4.7%	1,490,194	4.92%
2005	72,782	\$ 2,552,837	\$ 35,075	4.0%	1,494,713	4.97%
2006	72,761	\$ 2,711,584	\$ 37,267	3.5%	1,498,963	4.85%
2007	72,808	\$ 2,950,462	\$ 40,524	3.0%	1,506,214	4.83%
2008	73,359	\$ 3,131,575	\$ 42,688	3.2%	1,519,250	4.83%
2009	74,032	\$ 3,197,344	\$ 43,189	4.2%	1,538,054	4.81%
2010	74,736	\$ 3,110,554	\$ 41,621	7.3%	1,557,749	4.80%
2011	74,081	\$ 3,035,929	\$ 40,981	7.4%	1,521,157	4.87%
2012	74,640	\$ 2,763,776	\$ 36,962	6.5%	1,532,137	4.87%
2013	75,126	\$ 2,824,097	\$ 37,591	6.2%	1,548,681	4.85%

Source: City of Alameda

**CITY OF ALAMEDA
ALAMEDA MUNICIPAL POWER
Top 10 Customers
For the Fiscal Year Ended June 30, 2013**

<u>No.</u>	<u>Customer</u>	<u>Type of Business</u>	<u>KWHS</u>	<u>Percent of System Total</u>
1	Maritime Administration	Regulation, Admin. of Transportation	17,555,980	4.83%
2	US Coast Guard Integrated Support	Regulation, Admin. of Transportation	17,377,102	4.78%
3	Amstar - 105, LLC	Lessor of Nonresidential Building	7,384,280	2.03%
4	Legacy Partners I Alameda, LLC	Lessor of Nonresidential Building	7,368,240	2.03%
5	Alameda Unified School District	Public School District	6,661,588	1.83%
6	Wind River	Computer Programming Services	5,510,792	1.52%
7	City of Alameda	Local Government	5,320,391	1.46%
8	Alameda Gateway	Operator of Nonresidential Building	4,755,000	1.31%
9	Celera Corp	Research and Development - Life Science	4,486,848	1.23%
10	Alameda Hospital	Hospital, Medical and Emergency Services	4,474,279	1.23%
Top 10 Customers KWHS			80,894,500	22.26%
Total Kilowatt Hour Sales			363,444,133	100%

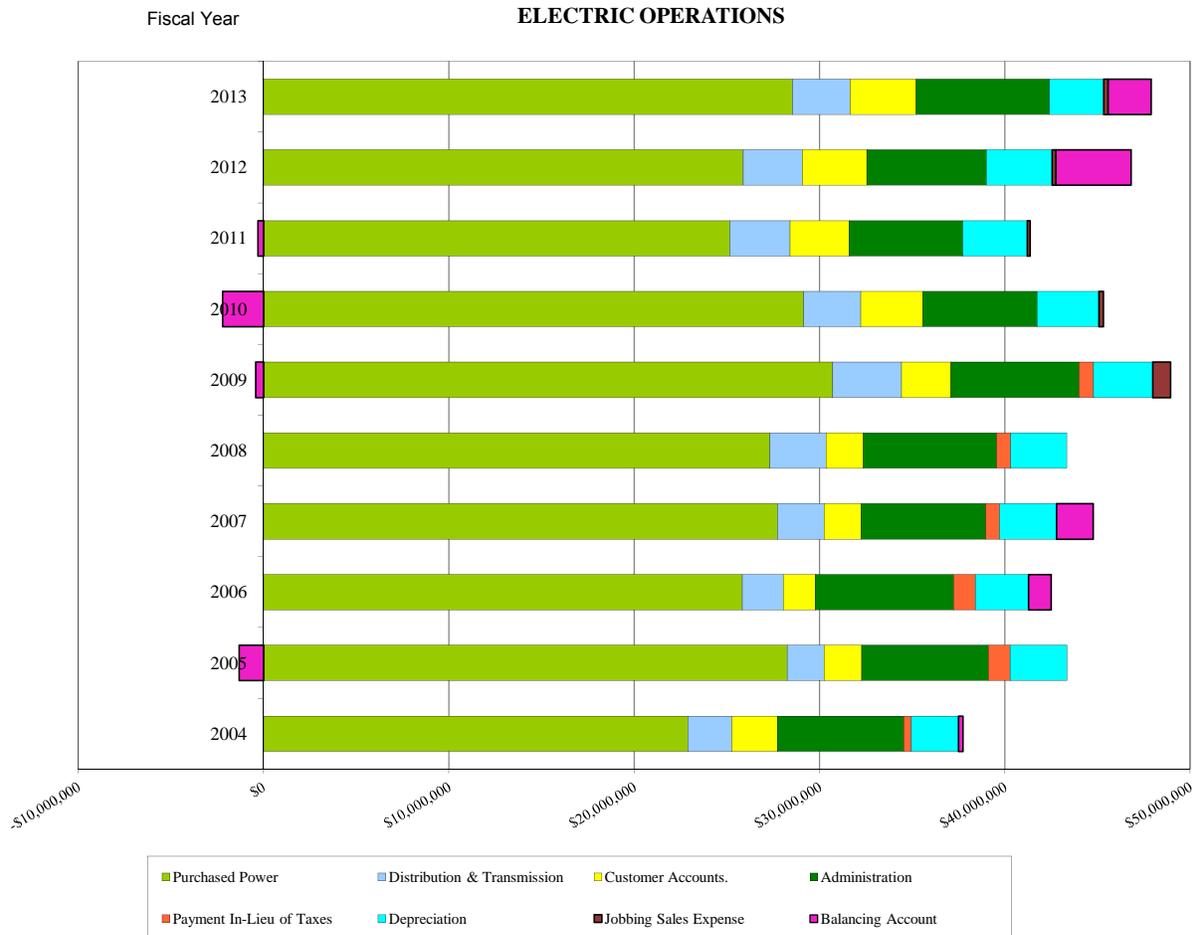
**City Of Alameda
Principal Employers
Last Fiscal Year and Nine Years Ago**

No.	Business Name	FY2012-13			FY2003-04	
		Number of Employees	Rank	Percentage % of Total City Population	Number of Employees	% of Total Employment
1	Telecare Corp	2100	1	2.8%	(A)	(A)
2	Alameda Unified School District	1330	2	1.8%	(A)	(A)
3	North Face Inc.	600	3	0.8%	(A)	(A)
4	City of Alameda	502	4	0.7%	(A)	(A)
5	Alameda Hospital	492	5	0.7%	(A)	(A)
6	Celera Corp	490	6	0.7%	(A)	(A)
7	Associated Third Party Administrator:	450	7	0.6%	(A)	(A)
8	Bay Ship & Yacht Co.	250	8	0.3%	(A)	(A)
9	College of Alameda	216	9	0.3%	(A)	(A)
10	Bay View Nursing & Rehab Center	180	10	0.2%	(A)	(A)
	Subtotal	6610		8.8%		
Total City Population		75,126				

Source: City of Alameda

(A) Employment information not available

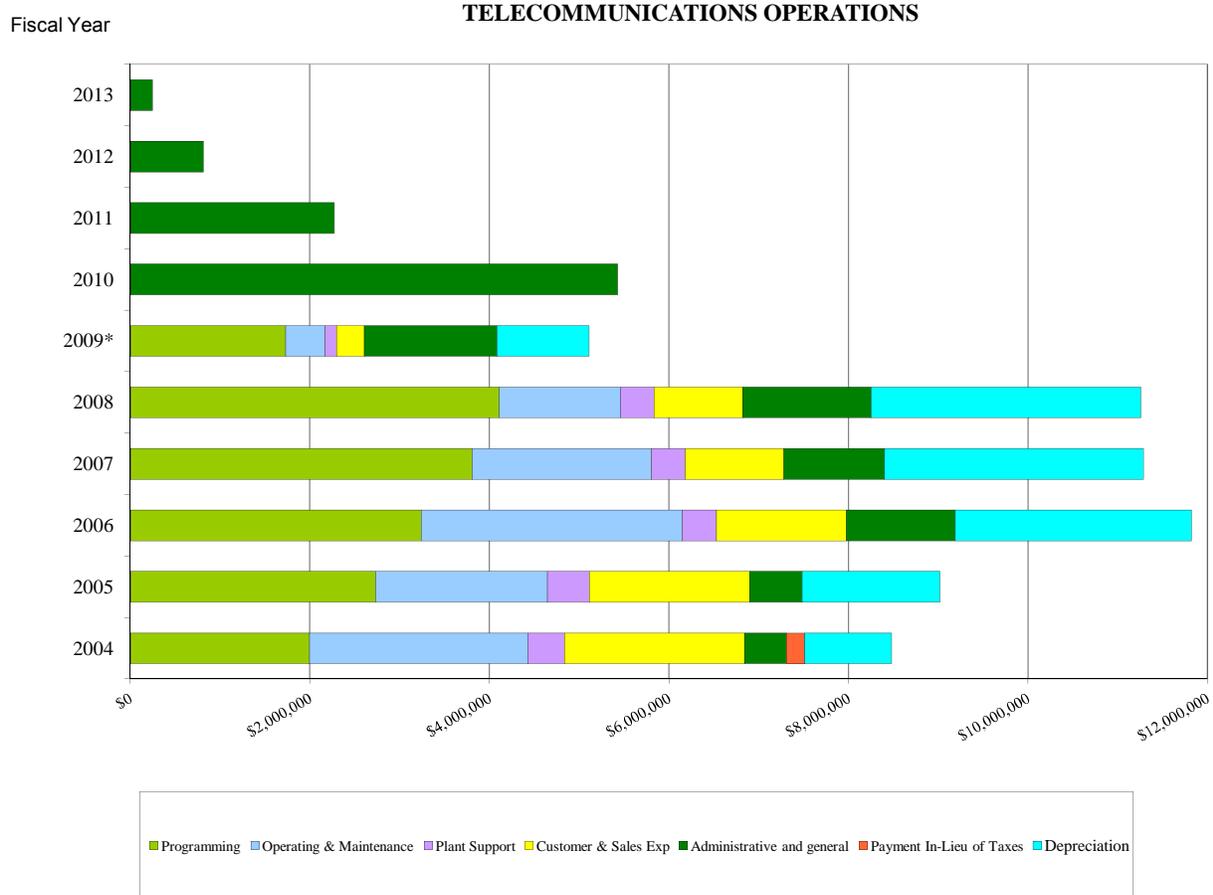
**ALAMEDA MUNICIPAL POWER
OPERATING EXPENSES BY FUNCTION PER FERC CODES
LAST TEN FISCAL YEARS**



Fiscal Year	Purchased Power	Distribution Operation	Transmission-Maintenance	Customer Accounts	Administration	*Payment In-lieu of Taxes	Depreciation	Jobbing Sales Expenses	Balancing Account	Total
2004	\$22,884,895	\$2,337,269	\$36,460	\$2,465,471	\$6,806,595	\$417,000	\$2,544,026		\$ 241,294	\$37,733,010
2005	\$28,245,305	\$1,978,019	\$17,167	\$2,031,598	\$6,842,287	\$1,165,512	\$3,074,561		\$ (1,324,200)	\$42,030,249
2006	\$25,818,227	\$2,219,074	\$11,264	\$1,713,128	\$7,469,094	\$1,178,333	\$2,859,085		\$ 1,226,870	\$42,495,075
2007	\$27,729,141	\$2,484,258	\$21,400	\$1,996,986	\$6,735,174	\$745,702	\$3,074,509		\$ 1,969,418	\$44,756,588
2008	\$27,316,014	\$2,998,729	\$27,189	\$2,010,916	\$7,205,310	\$761,592	\$3,020,056		\$ -	\$43,339,806
2009	\$30,700,344	\$3,705,148	\$19,984	\$2,659,956	\$6,917,547	\$775,903	\$3,194,994	\$971,303	\$ (434,508)	\$48,510,671
2010	\$29,147,084	\$3,005,612	\$57,486	\$3,359,085	\$6,160,199		\$3,343,601	\$232,121	\$ (2,211,428)	\$43,093,760
2011	\$25,159,235	\$3,219,257	\$29,744	\$3,167,469	\$6,164,149		\$3,461,276	\$154,501	\$ (303,406)	\$41,052,225
2012	\$25,878,402	\$3,159,241	\$33,852	\$3,464,843	\$6,476,238		\$3,525,265	\$216,243	\$ 4,055,622	\$46,809,706
2013	\$28,544,844	\$3,093,277	\$6,708	\$3,564,481	\$7,197,031		\$2,921,400	\$239,946	\$ 2,318,595	\$47,886,282

*Payment-in-lieu of taxes is included in non-operating revenues (expenses) to conform with 2010 A/B Bond operating expense definitions.

**CITY OF ALAMEDA
ALAMEDA MUNICIPAL POWER
OPERATING EXPENSES BY FUNCTION PER FERC CODES
LAST TEN FISCAL YEARS**



Fiscal Year	Programming & Access	Operating & Maintenance	Plant Support	Customer A/C & Sale Expenses	Administration	Payment In-lieu of Taxes	Depreciation	Total
2004	\$ 1,995,182	\$ 2,432,435	\$ 409,397	\$ 2,004,174	\$ 466,114	\$ 203,400	\$ 970,553	\$ 8,481,255
2005	\$ 2,734,080	\$ 1,911,038	\$ 466,523	\$ 1,787,244	\$ 582,499	\$ -	\$ 1,536,115	\$ 9,017,499
2006	\$ 3,238,430	\$ 2,911,060	\$ 379,044	\$ 1,448,290	\$ 1,211,439	\$ -	\$ 2,634,506	\$ 11,822,769
2007	\$ 3,807,937	\$ 1,997,119	\$ 376,173	\$ 1,099,979	\$ 1,121,179	\$ -	\$ 2,884,341	\$ 11,286,728
2008	\$ 4,110,499	\$ 1,349,231	\$ 371,940	\$ 989,042	\$ 1,430,034	\$ -	\$ 3,005,331	\$ 11,256,077
2009*	\$ 1,728,905	\$ 441,452	\$ 126,742	\$ 307,607	\$ 1,479,714	\$ -	\$ 1,024,205	\$ 5,108,625
2010	\$ -	\$ -	\$ -	\$ -	\$ 5,430,304	\$ -	\$ -	\$ 5,430,304
2011	\$ -	\$ -	\$ -	\$ -	\$ 2,272,937	\$ -	\$ -	\$ 2,272,937
2012	\$ -	\$ -	\$ -	\$ -	\$ 814,557	\$ -	\$ -	\$ 814,557
2013	\$ -	\$ -	\$ -	\$ -	\$ 247,336	\$ -	\$ -	\$ 247,336

*Telecommunication operation was sold in November 2008

**CITY OF ALAMEDA
ALAMEDA MUNICIPAL POWER
CAPITAL ASSETS
LAST TEN FISCAL YEARS**

ELECTRIC OPERATIONS

<u>Fiscal Year</u>	<u>Plant</u>	<u>Service Center Building</u>	<u>Land, Rights & Easements</u>	<u>Machinery & Equipment</u>	<u>Transportation Equipment</u>	<u>Computer Equipment</u>	<u>Furniture & Fixtures</u>	<u>Construction in Progress</u>	<u>Less: Accumulated Depreciation</u>	<u>Net Electric Capital Assets</u>
2004	\$ 55,299,168	\$ 4,366,229	\$ 153,644	\$ 7,323,652	\$ 1,651,452	\$ 2,372,867	\$ 598,427	\$ 6,343,690	\$ (35,580,014)	\$ 42,529,115
2005	\$ 57,826,544	\$ 7,842,230	\$ 153,644	\$ 8,264,289	\$ 1,888,495	\$ 2,459,834	\$ 598,427	\$ 2,420,742	\$ (38,406,218)	\$ 43,047,987
2006	\$ 60,320,595	\$ 7,843,583	\$ 153,644	\$ 8,479,187	\$ 2,046,814	\$ 2,474,932	\$ 599,106	\$ 3,430,631	\$ (41,237,791)	\$ 44,110,701
2007	\$ 61,679,929	\$ 7,843,583	\$ 153,644	\$ 8,492,135	\$ 1,923,324	\$ 2,637,662	\$ 599,106	\$ 3,799,309	\$ (43,833,510)	\$ 43,295,182
2008	\$ 65,547,117	\$ 7,843,636	\$ 153,644	\$ 8,697,019	\$ 1,944,940	\$ 2,914,982	\$ 599,106	\$ 1,381,059	\$ (46,453,449)	\$ 42,628,054
2009	\$ 66,171,877	\$ 7,843,636	\$ 339,144	\$ 8,725,118	\$ 2,393,295	\$ 3,023,573	\$ 599,106	\$ 3,054,175	\$ (49,572,317)	\$ 42,577,607
2010	\$ 68,706,972	\$ 7,843,636	\$ 339,144	\$ 8,720,994	\$ 2,593,727	\$ 3,213,190	\$ 599,106	\$ 2,261,549	\$ (52,958,017)	\$ 41,320,301
2011	\$ 70,314,925	\$ 7,843,636	\$ 339,144	\$ 8,739,161	\$ 2,593,727	\$ 3,256,643	\$ 599,107	\$ 1,719,491	\$ (56,419,296)	\$ 38,986,538
2012	\$ 71,900,364	\$ 7,843,636	\$ 339,143	\$ 8,915,622	\$ 2,738,514	\$ 3,288,430	\$ 606,182	\$ 1,501,292	\$ (59,916,840)	\$ 37,216,343
2013	\$ 73,322,303	\$ 7,843,636	\$ 339,143	\$ 9,074,538	\$ 2,738,514	\$ 3,320,906	\$ 629,213	\$ 1,877,849	\$ (62,829,423)	\$ 36,316,679

TELECOMMUNICATIONS OPERATIONS

<u>Fiscal Year</u>	<u>Plant</u>	<u>Service Center Building</u>	<u>Land & Rights</u>	<u>Machinery & Equipment</u>	<u>Transportation Equipment</u>	<u>Computer Equipment</u>	<u>Furniture & Fixtures</u>	<u>Construction in Progress</u>	<u>Less: Accumulated Depreciation</u>	<u>Net Telecommunications Capital Assets</u>
2004	\$ 17,311,390	\$ -	\$ 605,029	\$ 134,096	\$ 131,746	\$ 390,149	\$ 739	\$ 11,946,878	\$ (1,877,755)	\$ 28,642,272
2005	\$ 24,007,430	\$ -	\$ 605,029	\$ 134,096	\$ 131,746	\$ 409,213	\$ 739	\$ 18,488,891	\$ (2,951,870)	\$ 40,825,274
2006	\$ 44,905,041	\$ -	\$ 605,029	\$ 211,885	\$ 253,752	\$ 494,189	\$ 739	\$ 1,358,279	\$ (5,124,376)	\$ 42,704,538
2007	\$ 47,617,069	\$ -	\$ 605,029	\$ 211,885	\$ 253,752	\$ 494,189	\$ 739	\$ 659,336	\$ (7,546,718)	\$ 42,295,281
2008	\$ 23,147,625	\$ -	\$ 605,029	\$ 211,885	\$ 253,752	\$ 494,189	\$ 739	\$ 19,485	\$ (10,090,048)	\$ 14,642,656
2009*	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2010	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2011	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2012	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2013	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

*Telecommunications operation was sold in November 2008. Table was revised to be consistent with previously published data.

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Bond Disclosure Section

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November 21, 2013

Subject: Bond Disclosure Information

We are pleased to provide bond disclosure information for Alameda Municipal Power (AMP), an enterprise fund and department of the City of Alameda, California. The information presented is for AMP’s five (5) most recent fiscal years, which includes those ended June 30, 2013, 2012, 2011, 2010 and 2009. AMP believes that the data presented here is accurate in all material respects, that the data is presented in a manner designed to set forth fairly the financial position of the organization and that all disclosures necessary to gain an understanding of the financial activity of AMP are included in this report.

This Bond Disclosure Section is provided to fulfill requirements for an Annual Financial Report, and other information, as required by the:

Continuing Disclosure Certificate for the Alameda Public Financing Authority, Revenue Bonds, Series 2010A/B (Alameda Municipal Power Refinancing).

Continuing Disclosure Certificates obligation for the Bureau of Electricity/City of Alameda with respect to the Northern California Power Agency’s revenue bonds:

- Hydroelectric-1992 Refunding Series A,
- Hydroelectric-2008 Refunding Series C,
- Geothermal-2009 Series A,
- Hydroelectric-2010 Refunding Series A/B,
- Capital Facilities-2010 Refunding Series A; and,
- Hydroelectric-2012 Refunding Series A/B.

Annual Financial Report

This Bond Disclosure Section, included within AMP’s Comprehensive Annual Financial Report (CAFR) for Fiscal Years Ended 2013 and 2012, provides the most recent information required by the Continuing Disclosure Certificates (the Certificates). The CAFR, in turn, will be filed with the appropriate Dissemination Agent(s) for transmittal to the repositories in accordance with the requirements of the Certificates. The Annual Financial Report is incorporated into the CAFR and includes by reference the audited financial statements of AMP for the prior fiscal year.

This Bond Disclosure Section incorporated into this fiscal year’s CAFR, also contains the following information required by the Certificates:

1. Updated information comparable to the information in the table entitled “City of Alameda, Alameda Municipal Power, Power Supply Resources”;

2. Updated information comparable to the information in the table entitled “City of Alameda, Alameda Municipal Power, Electric Rate Changes”;
3. Updated information comparable to the information in the table entitled “City of Alameda, Alameda Municipal Power, Electric Customers, Sales, Revenues and Demand”; and,
4. Updated information comparable to the information in the table entitled “City of Alameda, Alameda Municipal Power, Condensed Operating Results and Selected Balance Sheet Information”.

Reporting of Significant Events

As of June 30, 2013, none of the events listed in Section 5 of the Certificates have occurred for the Series 2010 A/B bonds issued by the Alameda Public Financing Authority. As of June 30, 2013, Alameda Municipal Power has no knowledge of any impending significant event that would require disclosure under the provisions of the Certificates.

Additional Information

Senate Bill (SB) 1X 2 requires that AMP maintain the percentage of eligible renewable power used to supply AMP’s retail end-use customers at no less than an average of 20% for the calendar years 2011 through 2013, an average of 25% for the calendar years 2014 through 2016 and an average of 33% each calendar year thereafter. The Public Utilities Board (Board) approved a revised Renewable Portfolio Standard that requires the percentage of eligible renewable power to be no less than 25% for the calendar years 2011 through 2013, 35% for the calendar years 2014 through 2016 and 40% each year thereafter. Additionally, the Board approved a Renewable Portfolio Power Sales Policy that directed AMP to sell all eligible renewable power through 2019 not required to comply with the Renewable Portfolio Standard. The resulting revenues from these sales will be used to support initiatives to reduce Green House Gas (GHG) emissions associated with electricity service and usage.

AMP established a Board designated reserve in compliance with the policy. AMP sold its share of eligible renewable energy generated by NCPA’s Geothermal Project and Ameresco’s Ox Mountain LFGE facility for a period not to exceed five years to the California Department of Water Resources. Net revenue from the renewable energy sales is held in a designated reserve that is part of a Rate Stabilization Fund and, as such, is not pledged to secure the payment of the 2010 Installment Payments, the payments with respect to any Parity Obligations or any payment with respect to any Subordinate Debt. During fiscal year (FY) 2013, AMP allocated \$4,003,623 of net revenue from the sale of eligible renewable power (see *Statement of Revenues, Expenses and Changes in Net Position*) toward the Board designated reserve as part of the Rate Stabilization Fund. This allocated net revenue included \$794,024 of cash and \$3,209,599 of receivables (see *Statement of Net Position*).

Additionally, the California Cap-and-Trade (C&T) program began implementation of auction sales of directly allocated allowances from the California Air Resources Board (CARB). The resulting revenues from these sales must be used for the benefit of retail ratepayers consistent with the goals of Assembly Bill 32. AMP established a Board designated reserve in compliance with the requirements of these directions. An expenditure plan that complies with current C&T regulations has been reviewed by the Board. Net revenue from auction sales of directly allocated allowances are held in a designated reserve that is part of a Rate Stabilization Fund and, as such, is not pledged to secure the payment of the 2010 Installment Payments, the payments with respect to any Parity Obligations or any payment with respect to any Subordinate Debt. During FY 2013, AMP allocated \$279,800 of net revenue from the auction sales of directly allocated allowances (see *Statement of Revenues, Expenses and Changes in Net Position*) toward the Board designated reserve as part of the Rate Stabilization Fund. This allocated net revenue included \$279,800 of cash and \$0 of receivables (see *Statement of Net Position*).

CITY OF ALAMEDA
ALAMEDA MUNICIPAL POWER
POWER SUPPLY RESOURCES

For the Fiscal Year Ended June 30, 2013

Source	Capacity Available (MW) ⁽¹⁾	Actual Energy MWH	% of Total Energy
Purchased Power ⁽²⁾			
Western	13.5	34,266.9	9.00%
High Winds	10.0	16,965.3	4.46%
Morgan Stanley	15.0	65,520.0	17.21%
Landfill Gas			0.00%
Richmond	2.0	16,839.6	4.42%
Keller Canyon	1.9	14,628.2	3.84%
Santa Cruz	1.3	9,609.3	2.52%
Ox Mountain (Half Moon Bay) ⁽³⁾	5.7	12,933.6	3.40%
Butte	0.0	9,593.6	2.52%
Graeagle	0.4	1,992.5	0.52%
NCPA			
Geothermal Plant 1 ⁽³⁾	8.4	22,709.5	5.97%
Geothermal Plant 2 ⁽³⁾	8.4	20,729.5	5.45%
Hydroelectric Project	24.3	26,773.6	7.03%
Combustion Turbine Project No. 1	16.1	166.7	0.04%
Combustion Turbine Project No. 2	9.5	416.0	0.11%
Other Purchases (Net) ⁽³⁾	0.0	153,123.6	40.22%
TOTAL	116.5	406,267.9	106.72%
Total Capacity & Energy Sold at Wholesale	N/A	(25,564.7)	-6.72%
Alameda's System Requirement for Retail	70.8	380,703.2	100.00%

⁽¹⁾ Non-coincident capacity available.

⁽²⁾ Entitlements, firm allocations and contract amounts.

⁽³⁾ Renewable Energy Sales exchanged for market purchases

**CITY OF ALAMEDA
ALAMEDA MUNICIPAL POWER
ELECTRIC RATE CHANGES**

Date	Percent Change (Average)	Notes
July 1, 2005	0.89%	
July 1, 2006	0.56%	
July 1, 2008	0.70%	State mandated Solar Program
July 1, 2009	0.09%	2.5% MU-1 rate increase
July 1, 2010	3.75%	
July 1, 2011	3.85%	
July 1, 2012	3.25%	
July 1, 2013	3.25%	Note: Fiscal Year 2014

CITY OF ALAMEDA
ALAMEDA MUNICIPAL POWER
ELECTRIC CUSTOMERS, SALES, REVENUES AND DEMAND
Through the Fiscal Year Ended June 30,

Description	2009	2010	2011	2012	2013
Number of Customers					
Residential	30,119	30,191	30,171	30,194	30,260
Commercial	3,782	3,818	3,744	3,776	3,781
Industrial	11	18	13	12	9
Public Authority	333	342	330	327	331
Other	27	30	23	29	24
Total Customers	34,272	34,399	34,281	34,338	34,405
Kilowatt Hour Sales:					
Residential	140,048,081	142,109,998	142,305,884	139,665,283	135,924,914
Commercial	184,300,489	179,960,145	174,717,111	172,445,087	176,259,228
Industrial	45,611,047	44,243,371	49,235,786	45,512,960	35,487,830
Public Authority	14,675,829	13,598,342	13,138,014	12,880,649	12,585,314
Other	3,041,330	3,207,924	3,240,179	3,283,309	3,186,846
Total kWh sales	387,676,776	383,119,780	382,636,974	373,787,288	363,444,132
Revenues from Sale of					
Residential	\$17,365,563	\$17,647,604	\$18,257,650	\$18,488,086	\$18,781,411
Commercial	23,644,464	23,090,891	23,352,114	23,964,056	24,967,214
Industrial	5,175,117	5,026,286	5,861,554	5,666,350	4,552,958
Public Authority	1,820,996	1,749,835	1,753,399	1,793,977	1,779,313
Other	451,524	461,947	641,967	464,788	623,308
Total Revenues from Sale of Energy	\$48,457,664	\$47,976,563	\$49,866,684	\$50,377,257	\$50,704,204
Peak Demand (kW)	76,250	73,712	70,800	67,188	68,100

**CITY OF ALAMEDA
ALAMEDA MUNICIPAL POWER
CONDENSED OPERATING RESULTS AND SELECTED BALANCE SHEET INFORMATION**

Through the Fiscal Year Ended June 30,

Description	2009	2010	2011	2012	2013
Electric System Revenues					
Sales of Electricity	\$48,457,664	\$47,976,563	\$49,866,684	\$50,377,257	\$50,704,204
Other Revenues ⁽¹⁾	2,563,353	\$1,563,939	\$616,190	\$1,321,719	\$1,444,095
REC & C&T Sales ⁽⁷⁾	-	-	-	-	\$4,283,423
Total Electric System Revenues	\$51,021,017	\$49,540,502	\$50,482,874	\$51,698,976	\$56,431,722
Operation and Maintenance (by FERC categories)					
Purchased Power ⁽²⁾⁽³⁾	\$30,700,344	\$29,147,084	\$25,159,235	\$25,878,402	\$28,544,844
Energy efficiency, solar and other	\$736,150	\$1,200,496	\$954,695	\$1,253,443	\$1,241,434
Operations & maintenance	\$4,645,057	\$3,833,191	\$3,871,026	\$3,879,446	\$3,871,957
Customer service, information systems	\$1,668,302	\$1,779,098	\$1,954,610	\$2,000,961	\$2,005,147
Administrative and general	\$5,846,612	\$5,284,904	\$5,289,861	\$5,507,435	\$6,114,615
Customer relations	\$406,514	\$484,693	\$510,427	\$492,889	\$628,344
Jobbing sales expense	\$971,303	\$232,121	\$154,501	\$216,243	\$239,946
Balancing account adjustment	(434,508)	(2,211,428)	(303,406)	4,055,622	2,318,595
Total Operation and Maintenance	\$44,539,774	\$39,750,159	\$37,590,949	\$43,284,442	\$44,964,882
Net Revenues	\$6,481,243	\$9,790,343	\$12,891,925	\$8,414,534	\$11,466,840
Rate Stabilization Fund Transfers	-	-	-	-	(\$4,283,423)
Use of Reserves	-	-	-	-	-
Adjusted Annual Net Revenues	\$6,481,243	\$9,790,343	\$12,891,925	\$8,414,534	\$7,183,417
Debt Service (Principal + Interest)	\$2,925,766	\$2,996,590	\$1,637,194	\$2,630,624	\$2,753,097
Debt Service Coverage ⁽⁴⁾	2.22	3.27	7.87	3.20	2.61
Amount Available After Debt Service	\$3,555,477	\$6,793,753	\$11,254,731	\$5,783,910	\$4,430,320

Selected Balance Sheet Information: (in thousands)

Unrestricted Cash & Investments ⁽⁵⁾	\$ 43,809	\$ 52,976	\$ 46,629	\$ 48,757	\$ 50,095
Rate Stabilization Fund Balance ⁽⁷⁾	--	--	--	--	4,283
Net Plant in Service	39,370	38,905	37,113	35,561	34,285
Construction Work in Progress	3,054	2,262	1,719	1,501	1,878
Electric Utility Plant-Net	42,424	41,167	38,833	37,063	36,163
Outstanding Electric System Debt ⁽⁶⁾	\$ 39,398	\$ 39,347	\$ 30,877	\$ 29,986	\$ 28,947

(1) Other Revenues includes operating and non-operating sources such as solar surcharge, interest income from investments, lease income, account establishment, reconnection and late fees, jobbing sales, and other miscellaneous items.

(2) Includes purchased power costs and payments to NCPA and TANC.

(3) Purchased Power costs reflect inclusion of prior year budget settlements from NCPA.

(4) Adjusted Annual Net Revenues divided by debt service.

(5) Includes General Reserve balance held at NCPA. See also "Available Reserves" below.

(6) During August 2010, AMP refinanced its 2000A/AT debt. The resulting 2010A/B revenue bonds had an initial book-entry principal of \$31,685,000, or \$7,360,000 less than the 2000A/AT debt. This advance refunding was undertaken to reduce debt service payments over the next 20 years by \$17,662,628 and resulted in an economic gain of \$2,308,432.

(7) Includes Renewable Energy Sales and Auction Sales placed into reserve for Rate Stabilization Fund.

**ALAMEDA MUNICIPAL POWER'S (AMP)
COMPREHENSIVE ANNUAL FINANCIAL REPORT (CAFR)
FOR
FISCAL YEARS ENDED JUNE 30, 2013 AND 2012**

Report is available for viewing on AMP's website.

It may also be viewed at

**AMP's Service Center – 2000 Grand Street
Monday through Friday 9:00 a.m. – 5:00 p.m.**