

Financial Statements and Report of
Independent Certified Public Accountants

Port of Houston Authority
Restated Retirement Plan

July 31, 2012 and 2011

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Report of Independent Certified Public Accountants

To the Pension Task Force of the
Port of Houston Authority Restated Retirement Plan

We have audited the accompanying statements of plan net assets of the Port of Houston Authority Restated Retirement Plan (the "Plan") as of July 31, 2012 and 2011, and the related statements of changes in plan net assets for the years ended July 31, 2012 and 2011. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America established by the American Institute of Certified Public Accountants and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial status of the Port of Houston Authority Restated Retirement Plan as of July 31, 2012 and 2011, and the changes in its financial status for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis and the schedule of funding progress and contributions on pages 4-6 and 18-19, respectively be presented to supplement the basic financial statements. Such information, although not a required 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. This required supplementary information is the responsibility of management. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America established by the American Institute of Certified Public Accountants. These limited procedures 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.

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Houston, Texas
December 10, 2012

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Port of Houston Authority Restated Retirement Plan

MANAGEMENT'S DISCUSSION AND ANALYSIS

July 31, 2012 and 2011

(Unaudited)

As management of the Port of Houston Authority of Harris County, Texas (the "Authority"), we offer readers of the Port of Houston Authority Restated Retirement Plan's (the "Plan") financial statements this narrative overview and analysis of the financial activities of the Plan for the fiscal years ended July 31, 2012 and 2011.

FINANCIAL HIGHLIGHTS

Net assets of the Plan at July 31, 2012, 2011 and 2010 were \$129,522,543, \$123,763,457, and \$105,757,262, respectively. These net assets are restricted for the payment of future employee pension benefits. Overall, the financial position of the plan has improved for the fiscal year ended July 31, 2012.

The Plan's net assets increased by \$5,759,086, \$18,006,195 and \$12,677,993 for the fiscal years ended July 31, 2012, 2011, and 2010, respectively. The increase in net assets from 2011 to 2012 results primarily from net appreciation in plan net assets providing a net unrealized gain for the period. The increase in net assets from 2010 to 2011 stems from a combination of increased contributions from the Authority in addition to net appreciation in plan net assets.

The Plan assets had a net appreciation in fair value of \$2,452,941, \$12,130,548 and \$7,148,449 for the fiscal years ended July 31, 2012, 2011, and 2010, respectively. The net increase in fair value from 2011 to 2012 reflects appreciation in fixed income investments while the increase from 2010 to 2011 consisted primarily of unrealized gains in equity investments.

Additions to the Plan are made primarily through contributions from the Authority. These contributions totaled \$8,132,756, \$10,808,796, and \$9,857,308 for the years ended July 31, 2012, 2011, and 2010, respectively. The decrease in contributions from 2011 to 2012 relates primarily to lower amortization of the unfunded actuarial accrued liability ("UAAL") during 2012 while the increase from 2010 to 2011 resulted from an increase in the present value of future Plan benefit costs.

Investment returns consist of interest, dividend income, and net appreciation (depreciation) in fair value of investments. The following is a detail of the asset allocation and rate of return for the years ended July 31, 2012, 2011, and 2010:

	<u>2012</u>	<u>2011</u>	<u>2010</u>
Asset allocation:			
Domestic and foreign equities	57%	57%	58%
Fixed income investments	36	38	33
Master Limited Partnerships	3	2	-
Cash and cash equivalents	4	3	9
Rate of return	4.03	13.65	10.37

Benefit payments are the primary expense of the Plan. Such payments totaled \$7,380,312, \$6,744,219, and \$6,247,281 for the years ended July 31, 2012, 2011, and 2010, respectively. The increases in benefit payments from 2011 to 2012 and 2010 to 2011 related to the increase in the number of retirees and beneficiaries receiving

Port of Houston Authority Restated Retirement Plan

MANAGEMENT'S DISCUSSION AND ANALYSIS - CONTINUED

July 31, 2012 and 2011

(Unaudited)

benefits. Other expenses of the Plan include administrative expenses, which totaled \$263,159, \$240,970, and \$273,408 for the years ended July 31, 2012, 2011, and 2010, respectively. The changes in administrative expenses across the time periods presented result from the use of various service providers on an as-needed basis.

Net assets, the excess of contributions and investment income over benefit payments and administrative and investment expenses, are accumulated by the Plan in order to meet future pension benefit obligations. Soundness in the funding of the Plan is sought through maintaining suitable reserves in the retirement annuity reserve account.

The latest annual actuarial valuation of the Plan, as of August 1, 2012, reflects the actuarial value of Plan assets of \$129,522,543. The actuarial valuation of the liability for future Plan benefits is \$139,259,442. Any changes in the UAAL are to be amortized over a period of not more than 30 years from the date of the valuation. Based on the current annual amortization of the UAAL and related interest, the equivalent single amortization period is two years.

Table 1
Statements of Plan Net Assets

	<u>2012</u>	<u>2011</u>	<u>2010</u>
ASSETS:			
Cash and cash equivalents	\$ 5,658,207	\$ 3,513,424	\$ 9,280,867
Investments	123,610,431	119,901,532	96,276,339
Accounts receivable	53,641	-	-
Accrued investment income	<u>308,548</u>	<u>416,146</u>	<u>313,493</u>
Total assets	129,630,827	123,831,102	105,870,699
LIABILITIES:			
Administrative and investment expenses	<u>108,284</u>	<u>67,645</u>	<u>113,437</u>
Total liabilities	<u>108,284</u>	<u>67,645</u>	<u>113,437</u>
Net assets	<u><u>\$ 129,522,543</u></u>	<u><u>\$ 123,763,457</u></u>	<u><u>\$ 105,757,262</u></u>

Port of Houston Authority Restated Retirement Plan

MANAGEMENT'S DISCUSSION AND ANALYSIS - CONTINUED

July 31, 2012 and 2011

(Unaudited)

Table 2
Condensed Statements of Changes in Plan Net Assets

	<u>2012</u>	<u>2011</u>	<u>2010</u>
ADDITIONS:			
Contributions	\$ 8,132,756	\$ 10,808,796	\$ 9,857,308
Net investment income	5,269,801	14,182,588	9,341,374
	<u>13,402,557</u>	<u>24,991,384</u>	<u>19,198,682</u>
DEDUCTIONS:			
Benefit payments	7,380,312	6,744,219	6,247,281
Administrative expenses	263,159	240,970	273,408
	<u>7,643,471</u>	<u>6,985,189</u>	<u>6,520,689</u>
Net increase in net assets	<u>\$ 5,759,086</u>	<u>\$ 18,006,195</u>	<u>\$ 12,677,993</u>

Port of Houston Authority Restated Retirement Plan

STATEMENTS OF PLAN NET ASSETS

As of July 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ASSETS:		
Cash and cash equivalents	\$ 5,658,207	\$ 3,513,424
Investments	123,610,431	119,901,532
Accounts receivable	53,641	-
Accrued investment income	<u>308,548</u>	<u>416,146</u>
Total assets	129,630,827	123,831,102
LIABILITIES:		
Accrued administrative and investment expenses	<u>108,284</u>	<u>67,645</u>
NET ASSETS - HELD IN TRUST FOR PENSION BENEFITS (See Schedule of Funding Progress)	<u>\$ 129,522,543</u>	<u>\$ 123,763,457</u>

The accompanying notes are an integral part of these financial statements.

Port of Houston Authority Restated Retirement Plan

STATEMENTS OF CHANGES IN PLAN NET ASSETS

As of July 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ADDITIONS:		
Employer contributions	\$ 8,132,756	\$ 10,808,796
Investment income:		
Net appreciation in fair value	2,452,941	12,130,548
Interest	1,548,784	1,150,301
Dividends	1,600,178	1,311,471
Other	243,697	194,209
Total investment income	5,845,600	14,786,529
Investment expenses	(575,799)	(603,941)
Net investment income	5,269,801	14,182,588
Total additions	13,402,557	24,991,384
DEDUCTIONS:		
Retirement benefits	7,380,312	6,744,219
Administrative expenses	263,159	240,970
Total deductions	7,643,471	6,985,189
NET INCREASE	5,759,086	18,006,195
NET ASSETS HELD IN TRUST FOR PENSION BENEFITS:		
Beginning of year	123,763,457	105,757,262
End of year	\$ 129,522,543	\$ 123,763,457

The accompanying notes are an integral part of these financial statements.

Port of Houston Authority Restated Retirement Plan

NOTES TO FINANCIAL STATEMENTS As of and for the years ended July 31, 2012 and 2011

The following brief description of the Port of Houston Authority Restated Retirement Plan (the “Plan”) is provided for general informational purposes only. Reference should be made to the Plan document for more complete information.

General - The Plan is a single-employer noncontributory defined benefit pension plan sponsored and administered by the Port of Houston Authority of Harris County, Texas (the “Authority” or the “Plan Sponsor”). Three members of the Port Commission of the Authority (“the Commission”) represent the Pension Task Force (“Task Force”) for the Plan. The Authority controls and manages the operation and administration of the Plan. The Commission maintains the authority to amend the Plan provisions and the investment policy as necessary. Compass Bank serves as the trustee of the Plan.

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Accounting

Basis of accounting refers to when revenues and expenses are recognized in the accounts and reported in the financial statements. Measurement focus refers to the definition of the resource flows measured.

The Plan is maintained on the full accrual basis of accounting and the economic resources measurement focus. All economic resources, including financial assets and related liabilities, both current and long term, and the changes therein are reported in the Plan’s financial statements. Revenues, including contributions, are recognized when earned, and expenses are recognized when the underlying transaction or event occurs, regardless of the timing of related cash flows. The Plan applies all Governmental Accounting Standards Board (“GASB”) pronouncements as well as the Financial Accounting Standards Board pronouncements issued on or before November 30, 1989, unless these pronouncements conflict with or contradict GASB pronouncements.

2. New Accounting Pronouncements

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. By requiring defined benefit pension plans to present two financial statements, a statement of fiduciary net position and a statement of changes in fiduciary net position, this Statement establishes financial reporting standards for separately issued financial reports and sets criteria to measure the net pension liability of employers and nonemployer contributions for benefits provided through the pension plan.

The provisions of Statement 67 are effective for financial statements with fiscal years beginning after June 15, 2013. Given the funded status of the Plan (Note D), the Plan Administrator does not anticipate a material impact on the financial statements and will engage the Plan Actuary and the Port of Houston financial management to ensure reporting requirements of the new statement are met.

Port of Houston Authority Restated Retirement Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

July 31, 2012 and 2011

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – Continued

3. Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated Plan benefits and changes therein at the date of the financial statements. Actual results could differ from these estimates.

4. Risks and Uncertainties

The Plan utilizes various investment securities, including U.S. government securities, corporate debt instruments, money market funds and corporate stock. Investment securities, in general, are exposed to various risks such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

5. Cash and Cash Equivalents

Cash and short-term investments with original maturities of three months or less when purchased are considered cash equivalents.

6. Investment Valuation and Income Recognition

Investments are stated at fair value. If available, quoted market prices are used to value investments. In the case of any unlisted asset, the Trustee will determine the market value utilizing pricing obtained from independent pricing services. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

7. Administrative and Investment Expenses

The Plan's expenses are paid by the Plan as provided in the Plan document.

8. Payment of Benefits

Cash payments to participants for benefits are recorded upon distribution.

Port of Houston Authority Restated Retirement Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

July 31, 2012 and 2011

NOTE B – PLAN DESCRIPTION

1. Contributions

Contributions to provide benefits under the Plan are made solely by the Authority. The Authority's funding policy is to make cash contributions to the Plan in amounts computed by the Plan's independent actuary using the entry age normal cost method and includes amortization of the unfunded accrued liability over an equivalent single amortization period. This method and the actuarial assumptions referred to in the note to the required supplementary information have been designed to provide sufficient funds to pay benefits as they become payable under the Plan.

2. Eligibility

All permanent, full-time employees with one year of service are eligible for the Plan. Employees become vested after five continuous years of service, as defined by the Plan. Fully vested employees are entitled to pension benefits upon retirement. There is no partial vesting of benefits.

On July 24, 2012, the Port Commission took action to maintain the Plan for eligible Port Authority employees hired through July 31, 2012, closing the Plan to employees hired after that date. Employees hired on or after August 1, 2012 will participate in a Defined Contribution retirement benefit plan, which will be operated and administered separately from this Plan.

3. Benefit Payments

The Plan provides for normal retirement benefits upon reaching the age of 65 and has provisions for early retirement, death, and disability benefits. Benefits under the Plan are determined based on a final pay formula. Generally, the final pay formula is calculated as a percentage of earnings multiplied by years of credited service with certain adjustments, as provided in the Plan. Participants may elect to receive their pension benefits from various forms of single life or joint and survivor annuities. Certain participants may receive a lump sum payment. Cost-of-living adjustments are provided at the discretion of the Commission.

4. Participant Data

The number of participants consisted of the following at August 1, 2012 and 2011, the date of the two latest actuarial valuations:

	<u>2012</u>	<u>2011</u>
Retirees and beneficiaries receiving payments	434	423
Terminated vested participants not yet receiving benefits	182	183
Disabled participants	8	6
Active participants	<u>535</u>	<u>546</u>
Total	<u>1,159</u>	<u>1,158</u>

Port of Houston Authority Restated Retirement Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED
July 31, 2012 and 2011

NOTE C – INVESTMENTS

In accordance with the Plan’s amended investment policy adopted on December 14, 2010 and revised January 24, 2012, the Plan is allowed to invest in cash equivalents, fixed income securities, equity securities, and guaranteed investment contracts. The Plan’s cash equivalents may be invested in investment grade commercial paper, money market mutual funds, Treasury bills, U.S. government agency bonds, and short-term investment funds. The investment strategy of the Plan is to preserve principal while emphasizing relative total return versus the liability growth rate and to maintain sufficient income or liquidity in order to pay monthly benefits.

The Plan’s cash and cash equivalents and investments are held by a bank-administered trust fund. Fair values of these assets at July 31, 2012 and 2011 are as follows:

	<u>2012</u>	<u>2011</u>
Fixed income investments	\$ 45,057,718	\$ 46,821,242
Money market funds	5,658,207	3,513,424
Equity investments:		
Domestic	56,039,688	50,587,918
Foreign	<u>17,561,613</u>	<u>19,413,434</u>
Total equity investments	73,601,301	70,001,352
Other (Foreign convertible securities and Domestic LLPs and LLCs)	<u>4,951,412</u>	<u>3,078,938</u>
Total	<u>\$ 129,268,638</u>	<u>\$ 123,414,956</u>

The Plan’s investments during the year ended July 31, 2012 and 2011 (including realized gains and losses on investments) appreciated in total value as follows:

	<u>2012</u>	<u>2011</u>
Fixed income investments	\$ 2,058,751	\$ 551,554
Equity investments	<u>394,190</u>	<u>11,578,994</u>
Total	<u>\$ 2,452,941</u>	<u>\$ 12,130,548</u>

During the year ended July 31, 2012 and 2011, interest and dividends earned and other income on the Plan’s investments amounted to \$3,392,659 and \$2,655,981, respectively.

Port of Houston Authority Restated Retirement Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED
July 31, 2012 and 2011

NOTE C – INVESTMENTS – Continued

As of July 31, 2012 and 2011, the Plan had the following investments in its fixed income accounts:

Investment Type	2012		2011	
	Fair value	Percentage of total	Fair value	Percentage of total
U.S. Treasuries	\$ 9,684,775	21.49 %	\$ 15,357,647	32.80 %
U.S. government agencies	18,989,204	42.15	13,853,720	29.59
Corporate obligations	9,972,251	22.13	17,609,875	37.61
Mutual Fund	6,411,488	14.23	-	-
	<u>\$ 45,057,718</u>	<u>100.00 %</u>	<u>\$ 46,821,242</u>	<u>100.00 %</u>

In accordance with GASB Statement No. 40, *Deposit and Investment Risk Disclosures*, financial statements are required to address credit risk, concentration of credit risk, interest rate risk, and foreign currency risk of investments.

1. Credit Risk

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. To minimize this risk, the Plan's Statement of Investment Policy does not allow any fixed income securities below the investment grade of B. U.S. Treasuries and U.S. government agency bonds are rated AAA. The Plan's investments in corporate obligations have credit ratings that range from B1 up to AAA.

2. Concentration of Credit Risk

Concentration of credit risk exists when investments are concentrated in one issuer. The Plan's investment policy limits the amount that may be invested in any one issuer.

As of July 31, 2012 and 2011, the Plan had the following investments in excess of 5% of investments:

	2012	2011
Meridian Growth Fund Inc. (Cusip 589619105)	\$ 15,961,756	\$ 16,770,922
Cohen & Steers Inst Rhy Sh (Cusip 19247U106)	7,058,844	-
Loomis Sayless Inst High Inc (Cusip 543495600)	6,411,488	-
Total	<u>\$ 29,432,088</u>	<u>\$ 16,770,922</u>

Port of Houston Authority Restated Retirement Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

July 31, 2012 and 2011

NOTE C – INVESTMENTS – Continued

3. Interest Rate Risk

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of the Plan's investments. Duration is a measure of interest rate risk and measures a bond's price sensitivity to a 100-basis-point change in interest rates. The greater the duration of a bond, or a portfolio of bonds, the greater its price volatility will be in response to a change in interest rates. A duration of 8 would mean that, given a 100-basis-point change up or down in rates, a bond's price would move up or down by 8%.

The following table details the U.S. dollar holdings and their duration by fund manager as of July 31, 2012 and 2011:

	Smith Affiliated		Smith Graham		Trevor Stewart		Total fair value
	Fair value	Duration in years	Fair value	Duration in years	Fair value	Duration in years	
<u>2012</u>							
U.S. Treasuries	\$ 2,388,048	11.71	\$ 3,367,063	12.19	\$ 3,929,664	4.94	\$ 9,684,775
U.S. government agency bonds	6,001,047	3.17	10,728,332	2.68	2,259,825	8.81	18,989,204
Corporate obligations	<u>2,236,035</u>	7.19	<u>6,000,716</u>	6.71	<u>1,735,500</u>	3.05	<u>9,972,251</u>
Total fair value	<u>\$ 10,625,130</u>		<u>\$ 20,096,111</u>		<u>\$ 7,924,989</u>		<u>\$ 38,646,230</u>
Portfolio average duration		5.93		5.48		5.63	
<u>2011</u>							
U.S. Treasuries	\$ 4,527,708	9.60	\$ 2,709,356	12.87	\$ 8,120,583	5.54	\$ 15,357,647
U.S. government agency bonds	6,281,302	2.84	4,875,368	0.73	2,697,050	1.97	13,853,720
Corporate obligations	<u>821,072</u>	5.42	<u>13,689,879</u>	5.77	<u>3,098,924</u>	8.42	<u>17,609,875</u>
Total fair value	<u>\$ 11,630,082</u>		<u>\$ 21,274,603</u>		<u>\$ 13,916,557</u>		<u>\$ 46,821,242</u>
Portfolio average duration		5.65		5.52		5.49	

4. Foreign Currency Risk

Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of an investment or a deposit. The Plan holds investments in American Depositary Receipts ("ADRs") which have currency risk; however, they are not included in foreign currency as they are denominated in U.S. dollars and accounted for at fair market value. The Plan had indirect exposure to foreign currency risk of \$17,561,613 and \$19,413,434 as of July 31, 2012 and 2011, respectively.

Port of Houston Authority Restated Retirement Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

July 31, 2012 and 2011

NOTE D – FUNDED STATUS

The funded status of the Plan as of the most recent valuation date, including the actuarial value of assets, the actuarial accrued liability, the total unfunded actuarial accrued liability, the actuarial value of assets as a percentage of the actuarial accrued liability (funded ratio), the annual covered payroll, and the ratio of the unfunded actuarial liability to annual covered payroll is as follows:

<u>Actuarial valuation date</u>	<u>Actuarial value of Plan assets</u>	<u>Actuarial accrued liability entry age (AAL)</u>	<u>Unfunded AAL (UAAL)</u>	<u>Funded ratio</u>	<u>Covered payroll</u>	<u>UAAL as a percentage of covered payroll</u>
	(a)	(b)	(b-a)	(a/b)	(c)	((b-a)/c)
August 1, 2012	129,522,543	139,259,442	9,736,899	93.0	35,081,902	27.8

Actuarial assumptions as of the Plan years ended July 31, 2012 and 2011, is as follows:

	<u>2012</u>	<u>2011</u>
Valuation date	August 1, 2012	August 1, 2011
Actuarial cost method	Entry age normal	Entry age normal
Equivalent single amortization period	2 years	3 years
Asset valuation method	Market value	Market value
Amortization method	Level dollar method (closed basis)	Level dollar method (closed basis)
Actuarial assumptions:		
Investment rate of return	7.25%	7.25%
Projected salary increases	3.0 to 7.5%	3.0% to 7.5%
Inflation	2.75%	3.50%
Cost-of-living adjustment	None	None

The effect of Plan amendments on accumulated plan benefits is recognized during the year in which such amendments become effective. Effective August 1, 2010, the Plan was amended for actuarial assumption changes in the withdrawal rates, retirement rates, salary scale, expense load on normal cost, and investment rate assumption.

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The required schedule of funding progress immediately following the notes to the financial statements presents multiyear trend information about whether the actuarial valuations of plan assets is decreasing or increasing over time relative to the actuarial accrued liability for benefits.

Port of Houston Authority Restated Retirement Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

July 31, 2012 and 2011

NOTE E – PLAN TERMINATION

Although it has not expressed any intention to do so, the Commission and the Authority have the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan subject to the Plan provisions. In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with the Plan document and the Internal Revenue Code.

REQUIRED SUPPLEMENTARY INFORMATION

(Unaudited)

Port of Houston Authority Restated Retirement Plan

SCHEDULE OF FUNDING PROGRESS - UNAUDITED

As of July 31, 2012

<u>Actuarial valuation date</u>	<u>Actuarial value of Plan assets</u> (a)	<u>Actuarial accrued liability entry age (AAL)</u> (b)	<u>Unfunded AAL (UAAL)</u> (b-a)	<u>Funded ratio</u> (a/b)	<u>Covered payroll</u> (c)	<u>UAAL as a percentage of covered payroll</u> ((b-a)/c)
August 1, 2007	\$101,148,401	\$ 109,918,975	\$ 8,770,574	92.0 %	\$ 28,620,863	30.6%
August 1, 2008	96,724,229	117,731,407	21,007,178	82.2	32,270,226	65.1
August 1, 2009	93,179,637	122,093,307	28,913,670	76.3	32,695,393	88.4
August 1, 2010 *	105,870,699	128,583,531	22,712,832	82.3	34,938,502	65.0
August 1, 2011	123,763,457	132,494,966	8,731,509	93.4	35,570,719	24.5
August 1, 2012	129,522,543	139,259,442	9,736,899	93.0	35,081,902	27.8

* Includes effect of August 2010 assumption changes

The accompanying note is an integral part of this required supplementary information.

Port of Houston Authority Restated Retirement Plan

SCHEDULE OF EMPLOYER CONTRIBUTIONS - UNAUDITED
For the year ended July 31, 2012

	<u>Annual required contribution</u>	<u>Percentage contributed</u>
Year Ended July 31:		
2007	\$ 6,509,928	100 %
2008	3,929,348	100
2009	7,357,368	100
2010	9,857,308	100
2011	10,808,796	100
2012	8,132,756	100

The accompanying note is an integral part of this required supplementary information.

Port of Houston Authority Restated Retirement Plan

NOTE TO REQUIRED SUPPLEMENTARY INFORMATION - UNAUDITED
For the year ended July 31, 2012

SCHEDULE INFORMATION

The information on the required schedules was computed as part of the actuarial valuations for the dates as indicated. Additional information as of the latest actuarial valuation follows:

	<u>2012</u>
Valuation date	August 1, 2012
Actuarial cost method	Entry age normal
Amortization method	Level dollar method (closed basis)
Equivalent single amortization period of the unfunded liabilities	2 years
Asset valuation method	Market value
Actuarial assumptions:	
Investment rate of return	7.25%
Projected salary increases	3.0% to 7.5%
Inflation	2.75%
Cost-of-living adjustment	None