Financial Statements and Report of Independent Certified Public Accountants

Port of Houston Authority Restated Retirement Plan

July 31, 2016 and 2015

Contents

Grant Thornton

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Pension and Benefits Committee
Port of Houston Authority Restated Retirement Plan
Port Commission of the Port of Houston Authority of
Harris County, Texas

We have audited the accompanying financial statements of the Port of Houston Authority Restated Retirement Plan (the "Plan") which comprise the statements of fiduciary net position as of July 31, 2016 and 2015, and the related statements of changes in fiduciary net position for the years then ended, and the related notes to the financial statements.

Management's responsibility for the financial statements

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

Auditor's responsibility

Our responsibility is to express an opinion 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 Plan'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 Plan'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 opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the Port of Houston Authority Restated Retirement Plan fiduciary net position as of July 31, 2016 and 2015, and changes therein for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Required supplementary information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis, the schedule of changes in net position liability, schedule of contributions and schedule of investment returns on pages 5-7 and 21-23, 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. 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.

Grant Thornton LLP

Houston, Texas
January 31, 2017

Port of Houston Authority Restated Retirement Plan

Management's Discussion and Analysis
July 31, 2016 and 2015
(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, 2016 and 2015.

Financial highlights

The net position restricted for pensions (the "net position") of the Plan at July 31, 2016, 2015 and 2014 was $163,311,014, $166,856,925, and $164,816,227, respectively. This net position is restricted for the payment of future employee pension benefits. Overall, the financial position of the Plan declined slightly for the fiscal year ended July 31, 2016 ("FY2016").

The Plan's net position decreased by $3,545,911 for fiscal year 2016 and increased $2,040,698 and $13,361,456 for the fiscal years ended July 31, 2015 and 2014, respectively. The decrease in net position for fiscal year 2016 was due primarily to a reduction in net investment income, despite an increase in employer contributions. The increase in net position for the other two periods is attributed to unrealized gains in Plan investments, combined with contributions to the Plan from the Authority.

The Plan investments had a net depreciation in fair value of $2,501,547 for fiscal year 2016 and appreciation in fair value of $4,167,733 and $11,898,448 for the fiscal years ended July 31, 2015 and 2014, respectively. The net decrease and the net increase in fair values were largely due to realized losses and gains, respectively, on equity investments.

Additions to the Plan are made primarily through contributions from the Authority. These contributions totaled $4,500,000, $4,093,996, and $8,281,695 for the years ended July 31, 2016, 2015, and 2014, respectively. The decrease in contributions from 2014 to 2015 relates primarily to the appreciation in the fair value of investments. The increase in contributions from 2015 to 2016 is due primarily to the depreciation in the fair value of investments.

Investment returns consist of interest earnings, dividend income, and net appreciation or depreciation in fair value of investments.

The following table shows the actual asset allocation of Plan investments, by major asset category, for the fiscal years ended July 31, 2016, 2015, and 2014:

	2016	2015	2014
Asset allocation:			
Domestic and foreign equities	47%	60%	56%
Fixed income investments	42	31	35
Master Limited Partnerships	9	4	5
Cash and cash equivalents	2	5	4

Benefit payments are the primary expense of the Plan. Such payments totaled $9,552,117, $9,590,546, and $9,508,901 for the years ended July 31, 2016, 2015, and 2014, respectively. Benefit payments across all periods remained at a reasonable level although the number of retirees and beneficiaries receiving benefits increased slightly during FY2016. Other expenses of the Plan include administrative expenses, which totaled $234,464, $248,932, and $236,560 for the years ended July 31, 2016, 2015, and 2014, respectively. The fluctuations in administrative expenses across the time periods presented result from the use of various service providers for legal, actuarial and other services on an as-needed basis.

Net position restricted for pensions, the excess of contributions and investment income over benefit payments and administrative and investment expenses, is accumulated by the Plan in order to meet future pension benefit obligations.

Statements of Fiduciary Net Position

	2016	2015	2014
Assets:			
Cash and cash equivalents	$ 3,945,750	$ 8,529,330	$ 6,678,171
Investments	158,642,250	157,882,078	157,646,696
Accrued investment income	777,571	520,791	581,537
Total assets	163,365,571	166,932,199	164,906,404
Liabilities:			
Accrued administrative and investment expenses	54,557	75,274	90,177
Total liabilities	54,557	75,274	90,177
Net position restricted for pensions	$ 163,311,014	$ 166,856,925	$ 164,816,227

Port of Houston Authority Restated Retirement Plan

Management's Discussion and Analysis - Continued
July 31, 2016 and 2015
(Unaudited)

Condensed Statements of Changes in Fiduciary Net Position

	2016	2015	2014
Additions:			
Contributions	$ 4,500,000	$ 4,093,996	$ 8,281,695
Net investment income	1,740,670	7,786,180	14,825,222
Total additions	6,240,670	11,880,176	23,106,917
Deductions:			
Benefit payments	9,552,117	9,590,546	9,508,901
Administrative expenses	234,464	248,932	236,560
Total deductions	9,786,581	9,839,478	9,745,461
Net (decrease) increase in net position	(3,545,911)	2,040,698	13,361,456
Net position restricted for pensions			
Beginning of year	166,856,925	164,816,227	151,454,771
End of year	$ 163,311,014	$ 166,856,925	$ 164,816,227

Requests for Information

The financial report is designed to provide an overview of the Authority's finances for those with an interest in the Authority's pension finances. Questions concerning the information provided in this report, or requests for additional information, should be addressed to the Office of the Controller, Port of Houston Authority, 111 East Loop North, Houston, Texas 77029.

Port of Houston Authority Restated Retirement Plan

Statements of Fiduciary Net Position
As of July 31, 2016 and 2015

	2016	2015
Assets:		
Cash and cash equivalents	$ 3,945,750	$ 8,529,330
Investments	158,642,250	157,882,078
Accrued investment income	777,571	520,791
Total assets	163,365,571	166,932,199
Liabilities:		
Accrued administrative and investment expenses	54,557	75,274
Total liabilities	54,557	75,274
Net position restricted for pensions	$ 163,311,014	$ 166,856,925

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

Port of Houston Authority Restated Retirement Plan

Statements of Changes in Fiduciary Net Position
As of July 31, 2016 and 2015

	2016	2015
Additions:		
Employer contributions	$ 4,500,000	$ 4,093,996
Investment income:		
Net (depreciation) appreciation in fair value	(2,501,547)	4,167,733
Interest	2,591,379	2,252,898
Dividends	2,279,377	2,025,297
Other	19	36
Total investment income	2,369,228	8,445,964
Investment expenses	(628,558)	(659,784)
Net investment income	1,740,670	7,786,180
Total additions	6,240,670	11,880,176
Deductions:		
Retirement benefits	9,552,117	9,590,546
Administrative expenses	234,464	248,932
Total deductions	9,786,581	9,839,478
Net (decrease) increase in net position	(3,545,911)	2,040,698
Net position restricted for pensions		
Beginning of year	166,856,925	164,816,227
End of year	$ 163,311,014	$ 166,856,925

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

Port of Houston Authority Restated Retirement Plan

NOTES TO THE FINANCIAL STATEMENTS
For the Years Ended July 31, 2016 and 2015

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"). As a governmental plan, the Plan is not subject to the Employee Retirement Income Security Act of 1974 ("ERISA"). Three members of the Port Commission of the Authority ("the Commission") serve as the Pension and Benefits Committee ("Committee") responsible for providing advice and recommendations to the Commission and assisting the Commission in performing its responsibilities for the Plan. The Authority controls and manages the operation and administration of the Plan. The seven-member Commission, appointed by the Harris County Commissioners Court, City of Houston, Texas, City of Pasadena, Texas and the Harris County Mayors' and Councils' Association, maintains the authority to amend the Plan provisions and the investment policy as necessary. As fiduciaries, Commissioners and Authority staff shall act solely in the interest of the participants and beneficiaries of the Plan. 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 subject to the pronouncements of the Governmental Accounting Standards Board ("GASB"). 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.

2. 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.

3. 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, including 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.

NOTE A – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

4. Cash and Cash Equivalents

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

5. Investment Valuation and Income Recognition

Investments are stated at fair value. Quoted market prices are used in determining fair value of Plan assets. 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.

6. Administrative and Investment Expenses

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

7. Payment of Benefits

Cash payments to participants for benefits are recorded upon distribution.

8. New Accounting Pronouncements

In February 2015, GASB issued Statement 72, *"Fair Value Measurement and Application"*. This Statement addresses accounting and financial reporting issues related to fair value measurements. The definition of fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This statement provides guidance for determining a fair value measurement for financial reporting purposes. This statement also provides guidance for applying fair value to certain investments and disclosures related to all fair value measurements. The provisions in Statement 72 are effective for financial statements for reporting periods beginning after June 15, 2015. The Authority implemented GASB 72 in the 2016 Financial Statements.

NOTE B – PLAN DESCRIPTION

1. Contributions

Contributions to provide benefits under the Plan are made solely by the Authority. The Authority's funding policy adopted on September 14, 1997 prescribes a contribution equal to 100% of the cost of benefits earned by Plan members plus an additional amount to finance any unfunded accrued liability and may be amended by the Commission at its discretion. This method and the actuarial assumptions have been designed to provide sufficient funds to pay benefits as they become payable under the Plan. The policy was amended by the Commission on July 28, 2015 to allow flexibility for funding throughout the year, provided the aggregate contributions in a fiscal year do not exceed 105% of the annual required contribution as calculated by the Authority's actuary. The Authority made contributions of $4,500,000 and $4,093,996 for the fiscal years ended July 31, 2016 and 2015, respectively.

NOTE B – PLAN DESCRIPTION – Continued

2. Eligibility

All permanent, full-time employees hired prior to August 1, 2012 are eligible for the Plan. On December 16, 2014, the Port Commission approved a Third Amendment to the Plan which, among other things, modified the definition of eligible employee. Employees become vested after five continuous years of service, as defined by the Plan. Fully vested employees are entitled to Plan benefits upon retirement. There is no partial vesting of benefits.

Employees hired on or after August 1, 2012 are not eligible for the Plan. They participate in a defined contribution retirement benefit plan sponsored by the Authority, which is 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. Plan Membership

The number of plan members consisted of the following at August 1, 2016 and 2015, the date of the two latest actuarial valuations:

	2016	2015
Retirees and beneficiaries receiving payments	503	493
Terminated vested participants not yet receiving benefits	219	228
Disabled participants	7	8
Active participants	383	403
Total	1,112	1,132

NOTE C – INVESTMENTS

The investment strategy of the Plan as administered by the Commission 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 investment policy may be amended by the Commission by a majority vote of its members. The investment policy is reviewed at least annually. It was amended on July 26, 2016 to add flexibility for investment in index funds as may be approved by the Commission. A copy of the investment policy is available on the Authority's website (www.porthouston.com).

The Commission is responsible for approving the total asset allocation among stocks, bonds and cash. The Commission adopted the following asset allocation parameters as a general guideline in investing the Plan's assets:

Asset Class	Minimum	Target	Maximum
Large Cap Domestic Equity	10.0%	15.0%	20.0%
Mid Cap Domestic Equity	2.5%	7.5%	12.5%
Small Cap Domestic Equity	5.0%	10.0%	15.0%
International Equity	2.5%	7.5%	12.5%
Core Fixed Income	35.0%	40.0%	45.0%
High Yield Fixed Income	0.0%	5.0%	10.0%
Real Estate	0.0%	5.0%	10.0%
Master Limited Partnerships	5.0%	10.0%	15.0%
Total Asset Allocation		100.0%	

As outlined above, the Plan invests in fixed income securities, equity securities, real estate and master limited partnerships. In addition, the Plan's fixed income assets may be held in cash and cash equivalents (e.g., commercial paper, money market mutual funds, etc.), U.S. treasuries, U.S. government agency bonds, and other short-term and long-term debt securities, provided such instruments comply with investment policy guidelines, especially those relating to credit quality and diversification.

The Plan's assets are rebalanced in line with the above asset allocation parameters from time to time.

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, 2016 and 2015 are as follows:

NOTE C – INVESTMENTS – Continued

	2016	2015
Fixed income investments	$ 67,950,748	$ 51,831,033
Money market funds	3,945,750	8,529,330
Equity investments:		
Domestic	70,729,847	92,959,368
Foreign	4,721,647	5,997,471
Total equity investments	75,451,494	98,956,839
Other (Foreign convertible securities and domestic LLPs and LLCs)	15,240,008	7,094,206
Total	$ 162,588,000	$ 166,411,408

For purposes of the Plan's financial statements, fair value is generally defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. For the Plan, such fair values are provided by third-party market pricing sources utilized by Compass Bank as trustee and custodian of the Plan's assets, and reflected on the monthly and annual custody statements provided to the Authority.

The Plan's investments during the year ended July 31, 2016 and 2015 (including realized gains and losses on investments) depreciated/appreciated in total value as follows:

	2016	2015
Fixed income investments	$ 1,392,955	$ (1,345,459)
Equity investments	(3,894,502)	5,513,192
Total	$ (2,501,547)	$ 4,167,733

During the fiscal years ended July 31, 2016 and 2015, interest and dividends earned and other income on the Plan's investments amounted to $4,870,775 and $4,278,231, respectively.

NOTE C – INVESTMENTS – Continued

As of July 31, 2016 and 2015, the Plan had the following investments in its fixed income accounts:

	2016		2015	
Investment Type	Fair value	Percentage of total	Fair value	Percentage of total
U.S. treasuries	$ 13,315,497	19.60 %	$ 8,758,528	16.90 %
U.S. government agencies	12,582,891	18.52	6,429,092	12.40
Corporate obligations	33,489,900	49.28	28,398,478	54.79
Mutual fund	8,562,460	12.60	8,244,935	15.91
	$ 67,950,748	100.00 %	$ 51,831,033	100.00 %

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 investment policy does not allow any fixed income securities below the rating of B, and no more than 20% in bonds rated below investment grade. Securities are considered investment grade if they are rated Baa3 or higher by Moody's Investor Service, or BBB- or higher by Standard and Poor's or Fitch Ratings. U.S. treasuries and U.S. government agency bonds are rated Aaa/AA+/AAA by Moody's, Standard and Poor's and Fitch, respectively. The Plan's investments in corporate obligations have credit ratings that range from B3/B/B up to Aaa/AAA/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, 2016 and 2015, the Plan had the following investments in excess of 5% of the net position restricted for pensions:

	2016	2015
Causeway International Value-Institutional (Cusip 14949P208)	$ 11,962,072	$ 20,660,447
Cohen & Steers Institutional Realty Shares (Cusip 19247U106)	8,952,196	10,380,860
Loomis Sayles Institutional High Income (Cusip 543495600)	8,562,461	-
Total	$ 29,476,729	$ 31,041,307

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 bond holdings and their duration by fund manager as of July 31, 2016 and 2015:

	Smith Graham		MacKay Shields, LLC		
	Fair value	Duration in years	Fair value	Duration in years	Total fair value
2016					
U.S. treasuries	$ 10,477,595	5.61	$ 2,837,902	17.41	$ 13,315,497
U.S. government agencies	6,256,814	2.10	6,326,077	2.28	12,582,891
Corporate obligations	12,699,406	7.15	20,790,494	5.12	33,489,900
Total fair value	$ 29,433,815		$ 29,954,473		$ 59,388,288
Portfolio average duration		5.53		6.49	
2015					
U.S. treasuries	$ 6,391,507	6.13	$ 2,367,021	16.26	$ 8,758,528
U.S. government agencies	2,853,349	3.35	3,575,743	3.78	6,429,092
Corporate obligations	10,504,703	6.16	17,893,775	4.89	28,398,478
Total fair value	$ 19,749,559		$ 23,836,539		$ 43,586,098
Portfolio average duration		5.75		5.85	

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 Depository 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 $17,731,461 and $27,895,360, through its investments in international mutual funds, foreign stock and convertible securities as of July 31, 2016 and 2015, respectively.

NOTE C – INVESTMENTS – Continued

Annual Money-Weighted Rate of Return

For the year ended July 31, 2016, the annual money-weighted rate of return on Plan investments, net of investment expense, was -0.65 %. The money-weighted rate of return expresses investment performance, net of investment expenses, adjusted for the changing amounts actually invested.

5. Fair Value of Investments

The Plan has estimated fair value of financial instruments in accordance with the fair value guidance provided in accordance with GASB 72. The Plan's significant financial instruments consist of cash and cash equivalents, investments and other liabilities. The carrying amounts for cash and cash equivalents and other liabilities approximate fair value because of the short-term nature of these items.

Determining the level at which an asset or liability falls within the hierarchy requires significant judgment considering the lowest level input that is significant to the fair value measurement as a whole. The hierarchy consists of three broad levels, as follows, with Level 1 being the most observable:

Level 1 - Quoted market prices in active markets for identical assets or liabilities.

Level 2 - Quoted market prices in active or inactive markets for similar assets or liabilities and inputs other than quoted prices that are observable.

Level 3 - Unobservable inputs for an asset or liability, which reflect those that market participants would use.

The following table presents information about the Plan's long-term investments that are measured at fair value as of July 31, 2016 and indicates the fair value hierarchy of the valuation techniques utilized to determine such fair value.

	Level 1	Level 2	Total
Common stock	$ 49,815,579	$ -	$ 49,815,579
Foreign stock	4,721,647	-	4,721,647
Mutual funds	29,476,728	-	29,476,728
U.S. treasury	13,315,497	-	13,315,497
U.S. corporate obligations	168,589	33,321,310	33,489,899
U.S. government agencies	-	12,582,891	12,582,891
Foreign convertibles	-	1,047,743	1,047,743
Master limited partnerships	14,192,266	-	14,192,266
Total	$ 111,690,306	$ 46,951,944	$ 158,642,250

NOTE D – NET PENSION LIABILITY

The net pension liability is to be measured as the total liability, less the amount of the pension plan's fiduciary net position. The table below illustrates the calculation for the net pension liability.

Net pension liability	July 31, 2016	July 31, 2015
Total pension liability	$ 176,783,358	$ 171,918,210
Fiduciary net position	163,311,014	166,856,925
Net pension liability	13,472,344	5,061,285
Fiduciary net position as a % of total pension liability	92.38%	97.06%
Covered payroll	30,412,207	31,376,937
Net pension liability as a % of covered payroll	44.30%	16.13%

1. Actuarial Assumptions

The total pension liability was determined by an actuarial valuation as of August 1, 2015 and rolled forward to the measurement date of July 31, 2016, the Plan's fiscal year end, using the following actuarial assumptions applied to all periods included in the measurement. These actuarial assumptions were based on the results of an actuarial experience study for the period August 1, 2009 through August 1, 2015.

	2016	2015
Valuation date	August 1, 2016	August 1, 2015
Measurement date	July 31, 2016	July 31, 2015
Actuarial cost method	Entry age normal	Entry age normal
Amortization method	Level dollar method	Level dollar method
Equivalent single amortization period of the unfunded liabilities	30 years	30 years
Asset valuation method	Market value	Market value
Actuarial assumptions:		
Investment rate of return	7.00%	7.00%
Projected salary increases	2.5% to 10.0%	2.5% to 10.0%
Inflation	2.50%	2.50%
Cost-of-living adjustment	None	None
Mortality	RP-2014 Mortality for Employees, Healthy Annuitants, and Disable Annuitants with generational projection per MP-2015	RP-2014 Mortality for Employees, Healthy Annuitants, and Disable Annuitants with generational projection per MP-2015

NOTE D – NET PENSION LIABILITY – Continued

2. Long-Term Rate of Return

The long-term expected rate of return on pension plan investments was determined using a building-block method in which expected future rates of return (expected returns, net of pension plan investment expense) are developed for each major asset class.

These ranges are combined to produce the long-term expected rate of return by weighting the expected future rates of return by the target asset allocation percentage. Best estimates of arithmetic rates of return for each major asset class included in the Plan's target asset allocation as of July 31, 2016 are summarized in the following table:

Asset class	Index	Target allocation	Long-term expected rate of return*
Core Fixed Income	Barclays Aggregate	40.0%	2.5%
High Yield Bonds	Merrill Lynch High Yield	5.0%	2.5%
Large Cap US equities	S&P 500	15.0%	7.5%
Mid Cap US Equities	Russell Mid Caps	7.5%	7.5%
Small Cap US Equities	Russell 2000	10.0%	7.5%
Developed Foreign Equities	MSCI EAFE	7.5%	8.5%
Real Estate (REITs)	FTSE NAREIT Equity REIT	5.0%	4.5%
Masters Limited Partnerships	Alerian MLP	10.0%	7.5%
	Long-term expected (weighted) rate of return:		5.10%
	Actuarial assumed long-term investment rate of return or Discount rate:		7.00%

*Assumed rates of return utilized by the Plan's investment consultant for the current fiscal period's allocation.

3. Discount Rate

The discount rate used to measure the total pension liability was 7.0 percent. The projection of cash flows used to determine the discount rate assumed that the Authority contributions will be made at rates equal to the actuarially determined contribution. Based on those assumptions, the pension plan's fiduciary net position was projected to be available to make all projected future benefit payments of current plan members. Therefore, the long-term expected rate of return of 7.00% on pension plan investments was applied to all periods of projected benefit payments to determine the total pension liability.

NOTE D – NET PENSION LIABILITY – Continued

	July 31, 2016	July 31, 2015
Discount rate	7.0%	7.0%
Long-term expected rate of return, net of investment expense	7.0%	7.0%
Municipal bond rate	N/A	N/A

4. Sensitivity of the Net Pension Liability to Changes in the Discount Rate

The following presents the net pension liability of the Authority, calculated using the discount rate of 7.0 percent, as well as what the Authority's net pension liability would be if it were calculated using a discount rate that is 1-percentage point lower (6.0 percent) or 1-percentage point higher (8.0 percent) than the current rate:

	1% decrease 6.00%	Current discount rate 7.00%	1% increase 8.00%
Total pension liability	$ 197,759,079	$ 176,783,358	$ 159,148,946
Fiduciary net position	163,311,014	163,311,014	163,311,014
Net pension liability (asset)	34,448,065	13,472,344	(4,162,068)

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 position of the Plan will be allocated for payment of 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 CHANGES IN NET PENSION LIABILITY AND RELATED RATIOS
Fiscal Year Ending July 31, 2016, 2015 and 2014

	July 31, 2016	July 31, 2015	July 31, 2014
Total pension liability:			
Service cost	$ 3,228,805	$ 3,186,015	$ 3,425,775
Interest on total pension liability	11,883,003	10,939,999	10,724,158
Effect of economic/demographic (losses)	(694,543)	(1,277,703)	-
Effect of assumption changes or inputs	-	9,568,882	-
Benefit payments	(9,552,117)	(9,590,546)	(9,508,901)
Net change in total pension liability	4,865,148	12,826,647	4,641,033
Total pension liability, beginning	171,918,210	159,091,563	154,450,530
Total pension liability, ending (a)	176,783,358	171,918,210	159,091,563
Fiduciary net position:			
Employer contributions	4,500,000	4,093,996	8,281,695
Investment income net of investment expenses	1,740,670	7,786,180	14,825,222
Benefit payments	(9,552,117)	(9,590,546)	(9,508,901)
Administrative expenses	(234,464)	(248,932)	(236,560)
Net change in fiduciary net position	(3,545,911)	2,040,698	13,361,456
Fiduciary net position, beginning	166,856,925	164,816,227	151,454,771
Fiduciary net position, ending (b)	163,311,014	166,856,925	164,816,227
Net pension liability (asset), ending = (a) - (b)	13,472,344	5,061,285	(5,724,664)
Fiduciary net position as a % of total pension liability	92.38%	97.06%	103.60%
Covered payroll	30,412,207	31,376,937	33,689,999
Net pension liability as a % of covered payroll	44.30%	16.13%	(16.99%)

Per GASB 67, until a 10-year trend is compiled, pension plans may present information for those years for which information is available; information is not available under the GASB 67 methodologies for the fiscal years prior to 2014.

Port of Houston Authority Restated Retirement Plan

SCHEDULE OF PORT AUTHORITY CONTRIBUTIONS
Last 10 Fiscal Years

	2016	2015	2014	2013	2012	2011	2010	2009	2008	2007
Actuarially determined contribution	$ 4,480,580	$ 4,093,996	$ 5,278,440	$ 9,870,470	$ 8,132,756	$ 10,808,796	$ 9,857,308	$ 7,357,368	$ 3,929,348	$ 6,509,928
Contributions in relation to the actuarially determined contribution	4,500,000	4,093,996	8,281,695	9,870,470	8,132,756	10,808,796	9,857,308	7,357,368	3,929,348	6,509,928
Contribution deficiency (excess)	$ (19,420)	$ -	$ (3,003,255)	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Covered employee payroll	$ 30,412,207	$ 31,376,937	$ 33,689,999	$ 35,081,902	$ 35,570,719	$ 34,938,502	$ 32,695,393	$ 32,270,226	$ 28,620,863	$ 26,285,989
Contributions as a percentage of covered employee payroll	14.80%	13.05%	24.58%	28.14%	22.86%	30.94%	30.15%	22.80%	13.73%	24.77%

Notes to Schedule

Valuation timing	Actuarially determined contribution rates are calculated as of July 31 of the fiscal year in which the contributions are reported.
Actuarial cost method	Entry Age Normal
Amortization method	Level dollar
Remaining amortization period	1 year at July 31, 2016, resulting from a net pension liability of $13,472,344
Asset valuation method	Market value
Inflation	2.50%
Salary increases	Graded from 7.5% at age 20 to 3.0% at age 60
Investment rate of return	7.00%
Cost of living adjustments	None
Retirement age	Ranging from 5% at age 55 to 100% at age 70
Turnover	Rates from most recent assumption study performed August 1, 2015
Mortality	RP-2014 Mortality for Employees, Healthy Annuitants and Disabled Annuitants with generational projection per MP–2015

Port of Houston Authority Restated Retirement Plan

SCHEDULE OF INVESTMENT RETURNS
Fiscal Year Ending July 31, 2016, 2015 and 2014

	2016	2015	2014
Annual money-weighted rate of return net of investment expenses	-0.65%	3.04%	9.51%

Per GASB 67, until a 10-year trend is compiled, pension plans may present information for those years for which information is available; information is not available under the GASB 67 methodologies for the fiscal years prior to 2014.