KPMG

DENVER WATER 457 DEFERRED COMPENSATION PLAN

Financial Statements

December 31, 2013 and 2012

(With Independent Auditors’ Report Thereon)

DENVER WATER 457 DEFERRED COMPENSATION PLAN

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KPMG LLP
Suite 800
1225 17th Street
Denver, CO 80202-5598

Independent Auditors' Report

The Board of Water Commissioners, City and County of Denver, Colorado
Denver Water 457 Deferred Compensation Plan:

We have audited the accompanying statements of net position and statements of changes in net position of Denver Water 457 Deferred Compensation Plan (Plan) as of and for the years ended December 31, 2013 and 2012, and the related notes to the financial statements, which collectively comprise the Plan's basic 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 U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. 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 auditors' 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 opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Denver Water 457 Deferred Compensation Plan as of December 31, 2013 and 2012, and the changes in financial position for the years then ended in accordance with U.S. generally accepted accounting principles.

Other Matters

Required Supplementary Information

U.S. generally accepted accounting principles require that the management's discussion and analysis on pages 3 through 7 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.

KPMG LLP

Denver, Colorado
April 3, 2014

This is an analysis and overview of the financial activities of the Denver Water 457 Deferred Compensation Plan (Plan) for the years ended December 31, 2013 and 2012. This information should be read in conjunction with the Plan financial statements and notes which follow.

Financial Highlights

As of December 31, 2013 and 2012 respectively, $30.3 million and $26.8 million was held in trust for the payment of benefits to the Plan participants.

Total net position increased $3.5 million or 13.2% in 2013. This compares with an increase in 2012 of $2.0 million or 8.1%. The increase in 2013 was due to appreciation in the fair value of investments, an increase in participant contributions and an increase in participant rollovers. The increase in net position in 2012 was due to a combination of the appreciation in the fair value of investments, a decrease in benefit payments, and an increase in participant contributions.

In 2013, the Plan had net investment income of $3.9 million compared to $2.3 million in 2012. Participant contributions were approximately $1.8 million in 2013 and $1.7 million in 2012.

Deductions from net position totaled $2.4 million in 2013 and $2.0 million for 2012 and were primarily for benefit payments to participants.

The Plan is a deferred compensation plan and its primary purpose is to attract and retain qualified personnel by permitting eligible employees to defer a portion of their current income for their retirement. At December 31, 2013 there were 310 participating employees in the Plan which constituted 30.6% of all eligible Denver Water employees. This compares to 300 participating employees in the Plan which constituted 29.0% of all eligible employees in 2012. There were 1,013 employees eligible for the Plan as of December 31, 2013 compared to 1,036 as of December 31, 2012.

Overview of the Financial Statements

The following discussion and analysis is intended to serve as an introduction to the Plan's financial statements which follow. The statements include:

1. Statements of Net Position

2. Statements of Changes in Net Position

3. Notes to Financial Statements

The Statements of Net Position present the Plan's assets, liabilities and net position as of December 31, 2013 and 2012. The Statements of Changes in Net position show the additions to and deductions from Plan net position during 2013 and 2012.

The above financial statements are presented in accordance with the Governmental Accounting Standards Board (GASB) Statement No. 25, *Financial Reporting for Defined Benefit Pension Plans and Note Disclosures for Defined Contribution Plans*, and GASB Statement No. 34, *Basic Financial Statements and Management's Discussion and Analysis–for State and Local Governments*, and all other applicable GASB pronouncements including GASB Statement No. 50, *Pension Disclosures*, which amends certain provisions of GASB Statement No. 27, *Accounting for Pensions by State and Local Governmental Employers and GASB* Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*. This statement requires the reporting of deferred inflows and deferred outflows of resources in separate sections of the Statement of Net Position, which was renamed from Statement of Net Assets. These pronouncements address the requirements for financial statement presentation and certain disclosures for state and local governmental entities. The Plan's financial statements comply with all material requirements of these pronouncements.

These financial statements provide a snapshot of the Plan's assets and liabilities as of December 31 and the activities which occurred during the years presented. Both financial statements were prepared using the accrual basis of accounting as required by GASB. All investment activities have been reported based on trade dates and have been valued based on independent outside sources.

The Notes to Financial Statements provide additional information which is essential to have a full understanding of the basic financial statements.

Financial Analysis

With the purpose of enabling the employees to defer income for their retirement, the Board of Water Commissioners (the Board) has identified the following objectives for the Plan administration: to offer investment options having diverse risk and return expectations; to undertake all transactions solely in the interest of the participants and beneficiaries; to maintain flexibility in meeting the future needs of the participants; to enable participants to exercise investment control; to allow participants to maximize return within reasonable and prudent levels of risk by selecting from the investment options offered; to include investment options that have reasonable investment management costs; monitor administration costs to ensure they remain reasonable and to arrange for investment education to be available to the participants.

The Board has engaged Great-West Retirement Services to provide recordkeeping and communication services for the Plan. The Board engages investment experts to monitor and recommend changes in the investment options included in the Plan.

(Continued)

As of December 31, the Plan net position was:

Net Position

(Amounts expressed in thousands)

	Years ended December 31			2013 - 2012		2012 - 2011	
	2013	2012	2011	Increase (decrease)	Percent change	Increase (decrease)	Percent change
Mutual funds	$ 20,397	16,539	13,642	3,858	23.3%	$ 2,897	21.2%
Commingled fund	9,686	10,039	11,099	(353)	(3.5)	(1,060)	(9.6)
Money market fund	122	159	15	(37)	(23.3)	144	960.0
Total investments	30,205	26,737	24,756	3,468	13.0	1,981	8.0
Receivables:							
Contributions	126	61	51	65	106.6	10	19.6
Other receivable	9	11	5	(2)	(18.2)	6	120.0
Total receivables	135	72	56	63	87.5	16	28.6
Total assets	30,340	26,809	24,812	3,531	13.2	1,997	8.0
Total liabilities	7	6	6	1	16.7	—	—
Net position	$ 30,333	26,803	24,806	3,530	13.2	$ 1,997	8.1

Plan Activities

Net position increased in 2013, primarily due to the increase in fair market value of investments. The total increase in Plan net position was $3.5 million or 13.2%. In 2012, Plan net position increased by $2.0 million or 8.1%, as compared to 2011. Key drivers of the net position changes are discussed below.

(Continued)

Additions

The moneys used to pay benefits are accumulated from the contributions made by each participant and from income generated from the participants' investments including investment appreciation, interest and dividends. Earnings on investments are reported net of investment management expenses. Investment income net of investment manager fees during 2013 was $3.9 million as compared to $2.3 million in 2012.

Additions to Net Position

(Amounts expressed in thousands)

	Years ended December 31			2013 - 2012		2012 - 2011	
	2013	2012	2011	Increase (decrease)	Percent change	Increase (decrease)	Percent change
Participant contributions	$ 1,840	1,708	1,581	132	7.7%	$ 127	8.0
Employer contributions	23	—	—	23	100.0	—	—
Participant rollovers	110	12	2	98	816.7	10	500.0
Net investment income	3,937	2,258	252	1,679	74.4	2,006	796.0
Total additions	$ 5,910	3,978	1,835	1,932	48.6	$ 2,143	116.8

Deductions

Benefits paid to participants of $2.3 million in 2013 and $2.0 million in 2012 represent the majority of the deductions from the Plan. Benefits paid to participants were 20.1% more in 2013 compared to 2012 and 34.5% less in 2012 compared to 2011. The change in the amount of benefits paid to participants from year to year is attributed to the number of participants choosing to take lump sum distributions at retirement in any one year and to changes in the number of participants receiving benefits in the Plan.

Administrative expenses for 2013 and 2012 were $25,900 and $23,500, respectively. Administrative fees are calculated based upon a percentage of the fair value of investments. The increase in administrative expenses is due to an overall increase in fair market values of the investments. In 2013, participant investment advisory fees were $3,200 as compared to $1,200 in 2012. Please refer to note 4 of the financial statements for information regarding administrative expenses.

Deductions from Net Position

(Amounts expressed in thousands)

	Years ended December 31			2013 - 2012		2012 - 2011	
	2013	2012	2011	Increase (decrease)	Percent change	Increase (decrease)	Percent change
Benefits paid to participants	$ 2,349	1,956	2,988	393	20.1%	$ (1,032)	(34.5)%
Administrative expenses	26	24	23	2	8.3	1	4.3
Participant investment advisory fees	3	1	—	2	200.0	1	—
Total deductions	$ 2,378	1,981	3,011	397	20.0	$ (1,030)	(34.2)

Requests for Information

This discussion and analysis is designed to provide a general overview of the net position and changes in net position as of December 31, 2013 and 2012 and for the years then ended. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to:

Treasurer
Denver Water
1600 W. 12th Ave.
Denver, CO 80204

DENVER WATER 457 DEFERRED COMPENSATION PLAN

Statements of Net Position

December 31, 2013 and 2012

Assets		**2013**	**2012**
Investments, at fair value:			
Mutual funds	$	20,397,300	16,538,700
Commingled fund		9,685,800	10,039,400
Money market fund		122,000	158,900
Total investments		30,205,100	26,737,000
Receivables:			
Participant contributions		126,200	61,200
Other receivable		9,300	10,700
Total receivables		135,500	71,900
Total assets		30,340,600	26,808,900
Liabilities			
Accrued administrative expenses		6,800	6,000
Net position	$	30,333,800	26,802,900

See accompanying notes to financial statements.

DENVER WATER 457 DEFERRED COMPENSATION PLAN

Statements of Changes in Net Position

Years ended December 31, 2013 and 2012

		2013	2012
Additions:			
Investment income:			
Net appreciation in fair value of investments	$	3,463,100	1,771,600
Dividends		461,000	478,900
Miscellaneous income		12,600	7,300
Net investment income		3,936,700	2,257,800
Contributions:			
Participant contributions		1,839,600	1,707,900
Employer discretionary contributions		23,000	—
Participant rollovers		110,200	12,200
Total contributions		1,972,800	1,720,100
Total additions		5,909,500	3,977,900
Deductions:			
Benefits paid to participants		2,349,500	1,956,500
Administrative expenses		25,900	23,500
Participant investment advisory fees		3,200	1,200
Total deductions		2,378,600	1,981,200
Net increase		3,530,900	1,996,700
Net position:			
Beginning of year		26,802,900	24,806,200
End of year	$	30,333,800	26,802,900

See accompanying notes to financial statements.

(1) Plan Description

The Denver Board of Water Commissioners, City and County of Denver, Colorado (Board) operates a water utility created by the Charter of the City and County of Denver. In 1987, the Board initiated a deferred compensation plan and adopted the Conference of Mayors' 457 Plan. The termination of the administrator of the Plan in December of 2000 required the Board to adopt a new plan. In January 2001, the Board adopted the Denver Water 457 Deferred Compensation Plan (Plan). All of the investments in the old Plan were sold and the proceeds were used to purchase like kind investments in the new Plan.

The following description of the Plan provides general information. Participants and others should refer to the Plan document for a more complete description of the Plan provisions.

(a) General

The Plan is a deferred compensation plan covering all regular and discretionary employees of the Board who have completed the required introductory period. The Plan's primary purpose is to attract and retain qualified personnel by permitting them to provide for benefits in the event of their retirement or death.

The Plan is exempt from compliance with the Employee Retirement Income Security Act of 1974, as amended, as it is a governmental plan.

(b) Contributions

Each year a participant may defer up to an annual maximum amount as codified by the Internal Revenue Service. The Plan will accept transfers, pursuant to Section 457 of the Internal Revenue Code (Code), of amounts deferred by an individual under another eligible deferred compensation plan. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan was amended in 2013 to authorize employer discretionary contributions to qualifying participants. In 2013, a discretionary contribution of $23,000 was made. Employer contributions must be made no later than the last day of the Plan Year for which the contribution is made. The employer may suspend, reduce or eliminate future employer contributions and may rescind such action at any time. The Plan offered twenty four mutual fund investment options (including twelve target date funds), one money market fund and one commingled fund as of December 31, 2013 and 2012.

(c) Participant Accounts

Each participant's account reflects the cumulative amount of each participant's deferred compensation and employer discretionary contribution (if any), including any income, gains, losses, or increases or decreases in market value attributable to the investment of the participant's deferred compensation and employer discretionary contribution (if any), and further reflects any distributions to the participant or his or her beneficiary and any fees or expenses charged against the participant's account. The amount of the discretionary contribution, if any, for a Plan year is determined by the employer, and subject to Treasury Regulations under IRS Code §415 and 401(a)(17).

(Continued)

(d) Vesting

A participant's interest in his/her participant contributions is always fully vested and nonforfeitable. The qualifying participant's interest in his/her discretionary contributions become fully vested upon completing seven years of service, the qualifying participant attaining the age of 65 while employed by the employer, by termination due to the qualifying participant's death or disability, by termination of employment due to serious health conditions of the qualifying participants spouse and by termination by the employer for reasons other than serious cause.

In the event of forfeitures due to termination of the qualifying participant prior to vesting the nonvested portion of the qualifying participant's discretionary employer contribution account will be used to pay Plan administrative expenses. Any excess, after paying Plan administrative expenses, will be allocated to participant accounts as employer contributions on the last day of the Plan year during the year of the forfeiture.

(e) Participant Loans

The Plan does not permit participant loans.

(f) Payment of Benefits

On termination of service, a participant with a balance of $1,000 or less will have the amount distributed in a lump-sum as soon as feasibly possible. A participant whose account is greater than $1,000 may elect to receive either a lump-sum amount equal to the value of the participant's interest in his or her account, or leave the balance in the Plan. Distributions from balances left in the Plan must begin no later than age 70½. When balances are paid, participants will receive payment under various payment options defined by the Plan. Upon the death of a participant, a death benefit equal to the value of the participant's account shall be payable to a designated beneficiary. The beneficiary may select from various payment options defined by the Plan.

(g) Recordkeeping, Custody and Management of Assets

The Board approved a five year contract with Great-West Retirement Services (Great-West) to provide recordkeeping and communication services to the Plan through December 29, 2015. Trust services are provided by Orchard Trust Company, LLC through a separate contract with the Board. Fees for the trust services are paid by the participants. Assets allocated to the various funds are managed by investment professionals hired by the fund.

(h) Plan Termination

Though it has not expressed any intent to do so, the Board has the right under the Plan to terminate the Plan at any time with respect to any or all participants by resolution of the Board.

(2) Summary of Significant Accounting Policies

(a) Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Board to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

(b) Basis of Accounting

The Plan's financial statements are prepared using the accrual basis of accounting and in accordance with generally accepted accounting principles that apply to governmental accounting for defined contribution plans. Contributions are recognized when earned without regard to the date of actual collection. Expenses are recognized when due and payable. Benefit payments and refunds are recognized upon distribution. Certain prior year amounts have been re-classified to conform with the current year presentation.

(c) Investment Valuation

The Plan investments in mutual funds (including a money market fund) and one commingled fund are reported at fair value, which is based on the net asset value (NAV) of shares/units held at year-end. The NAV is used as a practical expedient to fair value. This computation of NAV is performed by the fund company and is reported daily to Great-West.

(d) Income Recognition

Purchases and sales are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net realized and unrealized gains and losses are reflected as net appreciation or depreciation in fair value of investments in the accompanying statements of changes in net position. This is determined as the difference between fair value at the beginning of the year (or date purchased during the year) and selling price or year-end fair value.

(e) Tax Status

The Plan is intended to be an eligible deferred compensation plan under Section 457(b) of the Code. The Board and the Plan's tax counsel believe that the Plan is currently designed and operating in compliance with the applicable requirements of the Code.

(Continued)

(3) Investments

The following table lists the investment options available to participants and the value of each option at December 31, 2013 and 2012 (amounts are expressed in thousands).

		2013	2012
American Funds Washington Mutual R6	$	1,667	1,307
Baron Growth Institutional		546	359
Cohen & Steers Global Realty		131	97
Domini Social Equity R		766	632
Dreyfus Cash Management Fund Institutional		122	159
Galliard Retirement Income Fund		9,685	10,039
Harbor International Institutional		1,678	1,361
Perkins Small Cap Value L		1,111	953
PIMCO High Yield Institutional		526	506
PIMCO Total Return Institutional		2,152	2,084
T. Rowe Price Growth Stock Fund		3,363	2,511
Vanguard 500 Index Signal		—	1,644
Vanguard Inflation Protected		440	806
Vanguard Institutional Index Fund		2,307	—
Vanguard Mid Cap Index		1,657	1,338
Vanguard Target Retirement 2010 Inv		50	—
Vanguard Target Retirement 2015 Inv		1,022	928
Vanguard Target Retirement 2020 Inv		139	142
Vanguard Target Retirement 2025 Inv		1,198	674
Vanguard Target Retirement 2030 Inv		21	1
Vanguard Target Retirement 2035 Inv		481	330
Vanguard Target Retirement 2040 Inv		22	11
Vanguard Target Retirement 2045 Inv		667	488
Vanguard Target Retirement 2055 Inv		7	8
Vanguard Target Retirement 2060 Inv		172	122
Vanguard Target Retirement Income Inv		275	237
Total investments	$	30,205	26,737

During 2013 and 2012, the Plan investments (including gains and losses on investments bought and sold, as well as income received on investments held during the year) generated investment income of approximately $3.9 and $2.3 million, respectively.

(4) Administrative Expenses

The majority of investment options available to participants in the Plan are registered mutual funds. The dollar amount of fees paid by the Plan for investment management and administrative services on these funds is not separately disclosed. The current recordkeeper, Great-West, assesses 0.0225% of the value of participant account balances as of the last day of each calendar quarter for recordkeeping and communication services to the Plan. Effective April 2, 2012, most investment options were converted to the lowest cost share class, which nearly eliminated the revenue sharing used to offset Great-West administration fees. The assessed recordkeeping and communication fee for the preceding quarter is now being deducted directly from each participant's account in January, April, July and October. Three funds which continue revenue sharing arrangements with Great-West (T. Rowe Price Growth Stock Fund, Baron Growth Institutional and Cohen & Steers Institutional Global Realty) are excluded from this new fee arrangement. Any revenue from revenue sharing is calculated quarterly and deposited in an unallocated Plan account. The unallocated account is also used to accumulate any recordkeeping and communication fees withdrawn from Participant accounts, any fund credits received and any income received on excess balances. Excesses and shortages in the unallocated account are disbursed to the Plan participants at year-end at the discretion of the Board. In 2013 and 2012, total disbursements to participants at year-end were $9,300 and $10,700, respectively.

The assessed recordkeeping and communication fee for 2013 totaled $25,900. Revenue sharing from 12(b) (1) fees reported by Great-West for the same period was $5,300 and participant wrap fees collected totaled $22,600. The assessed recordkeeping and communication fee for 2012 totaled $23,500. Revenue sharing from 12(b) (1) fees reported by Great-West for the same period was $8,400 and participant wrap fees collected totaled $21,800.

(5) Participant Investment Advisory Fees

In 2011, the Plan Sponsor's authorized investment advisory services for Plan participants. The participants may use an online investment advice tool or they can choose to have their account managed as an ancillary service available through the Plan administrator. Participants who choose to use the online investment advice tool pay an annual fee assessed quarterly. Participants choosing to have their account managed pay an annual tiered fee, assessed quarterly, based on the participant's account balance. In 2013 and 2012, total participant investment advisory fees paid were $3,200 and $1,200, respectively.

(6) Risks and Uncertainties

(a) Custodial Credit Risk

Custodial credit risk is the risk that, in the event of a failure of the counterparty, the Plan will not be able to recover its investment or collateral securities that are in the possession of an outside party. Investment securities are exposed to custodial credit risk if the securities are uninsured, are not registered in the name of the Plan, and are held by either the counterparty or the counterparty's trust department or agent but not in the Plan's name.

The Plan investments are evidenced by mutual fund shares and commingled fund units. In accordance with Governmental Accounting Standards Board (GASB) Statement No. 40, *Deposit and Investment Risk Disclosures*, investments in these funds should be disclosed but not categorized because they are not evidenced by securities that exist in physical or book-entry form. The Plan's investment is the mutual fund share or the commingled fund unit, not the underlying security. Additionally, investments in open-end mutual or commingled funds are not subject to custodial credit risk disclosures.

(b) Concentration Risk

Concentration risk is the credit risk of loss attributed to the magnitude of an investment in a single issuer. If 5% or more of the total assets of the Plan are invested with one issuer then the investment is considered to have concentration risk. Investments issued or explicitly guaranteed by the U.S. government and investments in mutual funds or pools are excluded from concentration of credit risk requirements. The Plan investment options are all diversified mutual funds and a commingled fund and therefore do not have concentration risk.

(c) Credit Risk

Credit risk exists when there is a possibility the issuer or other counterparty to an investment may be unable to fulfill its obligations. The Plan investment policy does not specifically address the quality rating of the investments. Each participant is responsible for determining the risks and commensurate returns of their portfolio. The Plan investment options are all diversified mutual funds and one commingled fund and therefore do not have credit risk. The mutual funds and commingled fund have not been rated by any nationally recognized rating agency (Moody's, Fitch and Standard & Poor's rating agencies).

(d) Interest Rate Risk

Interest rate risk exists when there is a possibility that changes in interest rates could adversely affect an investment's fair value. Some of the mutual funds held by the Plan invest in debt instruments that are subject to interest rate risk. The schedule presented below provides an indication of the interest rate risk associated with the funds holding debt obligations as of the most recent information available:

Schedule of maturity, duration and credit quality

	Average effective maturity	Average effective duration	Average credit quality
Target date funds:			
Vanguard Target Retirement 2010 Inv	6.63	5.11	AA
Vanguard Target Retirement 2015 Inv	7.02	5.35	AA
Vanguard Target Retirement 2020 Inv	7.56	5.68	AA
Vanguard Target Retirement 2025 Inv	7.56	5.68	AA
Vanguard Target Retirement 2030 Inv	7.56	5.68	AA
Vanguard Target Retirement 2035 Inv	7.56	5.67	AA
Vanguard Target Retirement 2040 Inv	7.56	5.68	AA
Vanguard Target Retirement 2045 Inv	7.56	5.68	AA
Vanguard Target Retirement 2055 Inv	7.56	5.69	AA
Vanguard Target Retirement 2060 Inv	7.56	5.69	AA
Vanguard Target Retirement Income Inv	6.49	5.03	AA
Fixed income mutual funds:			
PIMCO High Yield Institutional	3.54	4.95	NR
PIMCO Total Return Institutional	5.15	4.42	NR
Vanguard Inflation Protected	8.20	7.58	AAA

NR means the credit quality was either not rated or not available.

(e) 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's diversified selection of funds encourages the participants to employ diversification, asset allocation, and quality strategies to minimize risks. Each participant is responsible for determining the risks and commensurate returns of their portfolio.

The Plan exposure to foreign currency risk is measured by fund allocation to foreign securities as of the most recent information available is summarized in the table (amounts are expressed in thousands).

Schedule of assets invested in foreign securities

		Dollar allocation invested in foreign securities	Percentage of portfolio invested in foreign securities
American Funds Washington Mutual R6	$	112	6.7%
Baron Growth Institutional		29	5.3
Cohen and Steers Institutional Global Realty		66	50.5
Domini Social Equity R		47	6.1
Harbor International Institutional		1,628	97.0
Perkins Small Cap Value L		28	2.5
PIMCO High Yield Institutional		83	15.8
PIMCO Total Return Institutional		172	8.0
T. Rowe Price Growth Stock Fund		165	4.9
Vanguard Institutional Index Fund		44	1.9
Vanguard Mid Cap Index		48	2.9
Vanguard Target Retirement 2010 Inv		14	28.6
Vanguard Target Retirement 2015 Inv		292	28.6
Vanguard Target Retirement 2020 Inv		40	28.6
Vanguard Target Retirement 2025 Inv		343	28.6
Vanguard Target Retirement 2030 Inv		6	28.5
Vanguard Target Retirement 2035 Inv		138	28.7
Vanguard Target Retirement 2040 Inv		6	28.5
Vanguard Target Retirement 2045 Inv		190	28.5
Vanguard Target Retirement 2055 Inv		2	28.1
Vanguard Target Retirement 2060 Inv		48	28.1
Vanguard Target Retirement Income Inv		79	28.6
Total	$	3,580	

(7) Plan Amendments

Effective June 12, 2013, the Plan was amended to provide a mechanism whereby the employer may make discretionary contributions to a qualified participant's account. The Board may decide the amount of contributions to the qualified participant's account annually, based upon annual performance evaluations, subject to annual contribution limits announced by the IRS.