State of Delaware
Diamond State Port Corporation

(A Component Unit of the State of Delaware)

Financial Statements

Years Ended June 30, 2015 and 2014

Issue Date: October 29, 2015

State of Delaware
Diamond State Port Corporation

Table of Contents

Santora CPA Group
Right, By Your Side

William A. Santora, CPA
John A. D'Agostino, CPA, MST
Heath N. Kahrs, CPA
Robert S. Smith, CPA
Stacey A. Powell, CPA, CFE, CICA

Robert Freed, Principal
Linda A. Pappajohn, Principal

Independent Auditors' Report

Board of Directors
Diamond State Port Corporation
Wilmington, Delaware

Report on the Financial Statements

We have audited the accompanying financial statements of the Diamond State Port Corporation (the Corporation), as of and for the Fiscal Years Ended June 30, 2015 and 2014, and the related notes to the financial statements, which collectively comprise the Corporation's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express 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 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 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 Corporation'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 Corporation'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.

Christiana Executive Campus ▲ 220 Continental Drive ▲ Suite 112 ▲ Newark, DE 19713-4309
Phone: (302) 737-6200 ▲ (800) 347-0116 ▲ Fax: (302) 737-3362
E-Mail: info@santoracpagroup.com ▲ www.santoracpagroup.com

Board of Directors

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Corporation as of June 30, 2015 and 2014, and the changes in its financial position and its cash flows for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

Change in Accounting Principle Resulting from the Adoption of a New Accounting Pronouncement

As discussed in Note 2(l) to the financial statements, in Fiscal Year 2015, the Corporation adopted the provisions of Governmental Accounting Standards Board (GASB) Statements No. 68, *Accounting and Financial Reporting for Pensions,* and 71, *Pension Transition for Contributions Made Subsequent to the Measurement Date*. Our opinion is not modified with respect to this matter.

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 Pension Liability and Related Ratios*, and the *Schedule of Contributions* be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by GASB who consider it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated October 12, 2015 on our consideration of the Corporation's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Corporation's internal control over financial reporting and compliance.

Santora CPA Group

October 12, 2015
Newark, Delaware

As management of the Diamond State Port Corporation (the Corporation), we offer readers of the Corporation's basic financial statements this narrative overview and analysis of the financial activities of the Corporation for the Fiscal Years Ended June 30, 2015 and 2014. We encourage readers to consider the information presented here in conjunction with additional information detailed in the audited financial statements. All amounts, unless otherwise indicated, are expressed in thousands of dollars.

Financial Highlights

- The assets of the Corporation exceeded its liabilities at June 30, 2015 by $177,472 (net position), as compared to $169,843 at June 30, 2014 and $162,925 at June 30, 2013. Included in this amount at June 30, 2015 is net investment in capital assets of $146,434 and restricted net position of $25,476, after providing for relevant liabilities for payments to capital projects vendors and for debt service payments. Included in this amount at June 30, 2014 is net investment in capital assets of $139,671 and restricted net position of $25,695, after providing for relevant liabilities for payments to capital projects vendors and for debt service payments.

- The Corporation's total net position increased by $7,629 during Fiscal Year 2015. The Corporation incurred net revenue of $1,250 before capital appropriations of $10,250 from the State of Delaware (the State) and $182 from the Federal Transportation Investment Generating Economic Recovery (Tiger) grant, offset by prior year adjustments of $4,053 due to GASB No. 68. Comparable net losses for Fiscal Years 2014 and 2013 were $4,427 and $2,145, respectively, before capital contributions.

- The adoption of GASB No. 68 requires additional disclosure of pension information. The implementation of GASB No. 68 along with GASB No. 71 in Fiscal Year 2015 affected all three financial statements: Net Position; Revenues, Expenses, and Changes in Net Position; and Cash Flows. For the MD&A, this information is reported under Deferred Outflows of Resources, and in the Long-Term Liability and Deferred Inflow of Resources sections of the Corporation's Statements of Net Position. On the Corporation's Statements of Revenues, Expenses, and Changes in Net Position, a pension expense and a pension adjustment are shown under Operating Expenses along with a net prior year adjustment.

Overview of the Financial Statements

This MD&A is intended to serve as an introduction to the Corporation's basic financial statements. The Corporation's basic financial statements are comprised of four components: Statements of Net Position; Statements of Revenues, Expenses, and Changes in Net Position; Statements of Cash Flows; and Notes to the Financial Statements.

The Statements of Net Position present information on all of the Corporation's assets and liabilities, with the difference between the two reported as *Net Position.* Over time, increases or decreases in Net Position, when read in conjunction with other data, may serve as a useful indicator of whether the financial position of the Corporation is improving or deteriorating.

The Statements of Revenues, Expenses, and Changes in Net Position present information showing how the Corporation's operations generated revenues and required expenses, *regardless of the timing of related cash flows.* Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods (e.g., outstanding invoices and earned but unused vacation leave).

The Statements of Cash Flows present information showing the Corporation's cash receipts and payments during the fiscal period classified by principal sources and uses segregated into key elements.

The Notes to the Financial Statements provide additional information that is essential to a full understanding of the data provided in the financial statements.

Basis of Accounting. The financial statements of the Corporation are prepared on the accrual basis of accounting in conformity with U.S. Generally Accepted Accounting Principles (GAAP) applicable to governmental entities as prescribed by GASB. The Corporation is a component unit of the State of Delaware. The Corporation's activities are financed and operated as an enterprise fund such that costs and expenses of providing services are recovered primarily through user charges.

Financial Analysis

As noted earlier, Net Position, when read in conjunction with other data, may serve over time as a useful indicator of the financial position of the Corporation. The Corporation's assets exceeded liabilities by $177,472 at the close of Fiscal Year 2015; $169,843 at the close of Fiscal Year 2014; and $162,925 at the close of Fiscal Year 2013.

Corporation's Net Position

(Expressed in Thousands)

		FY 2015	FY 2014	FY 2013
Current and restricted assets		$ 37,984	$ 36,172	$ 30,500
Capital assets – net of accumulated depreciation		169,835	164,968	166,938
	Total Assets	207,819	201,140	197,438
Deferred outflows of resources				
Refunding of debt		207	232	256
Pension contributions		1,046	-	-
	Total Deferred Outflows	1,253	232	256
Current liabilities		5,209	7,811	9,130
Notes payable – net of current portion		21,557	23,451	25,262
Net pension liability		3,003	-	-
	Total Liabilities	29,769	31,262	34,392
Deferred inflows of resources				
Refunding of debt		157	267	377
Pension plan investment return difference		1,674	-	-
	Total Deferred Inflows	1,831	267	377
Net Position:				
Net investment in capital assets		146,434	139,671	140,231
Restricted – capital improvement fund		25,476	25,695	19,890
Unrestricted		5,562	4,477	2,804
	Total Net Position	$177,472	$169,843	$162,925

The increase in capital assets from $164,968 in Fiscal Year 2014 to $169,835 in Fiscal Year 2015 is a result of new capital expenditures of $10,644 during the fiscal year offset by depreciation expense of $5,765 and net retirements of $12. New capital expenditures for Fiscal Year 2015 included the initial payments on two new gantry cranes, a new hopper, vehicles, equipment, and improvements to existing cranes. The decrease in capital assets from $166,938 in Fiscal Year 2013 to $164,968 in Fiscal Year 2014 was a result of new capital expenditures of $3,745 during the fiscal year as offset by depreciation expense of $5,715. The increase in capital assets from $163,315 in Fiscal Year 2012 to $166,938 in Fiscal Year 2013 was mainly due to a federal security project, rehabilitation of Berth 5, equipment purchases, Berth 4 reconstruction, and various other upgrades net of relevant depreciation expense. Capital assets are used to provide required services to the Corporation's customers and tenants; therefore, these assets are *not* available for future spending. The Corporation's net investment in capital assets is reported net of related debt; however, one should note that the resources needed to repay this debt must be provided from other sources, since under normal circumstances, the capital assets themselves cannot be used to liquidate these liabilities.

Net investment in capital assets (e.g., land, buildings, machinery, and equipment) constitutes 83% of the Corporation's net position less any related outstanding debt used to acquire those assets. A certain amount of the Corporation's net position represents resources that are subject to external restrictions on how they may be used. For Fiscal Year 2015, the value of these restricted assets includes grants of $10,250 from the State and $182 in the Federal TIGER grant for infrastructure improvement to Berth 5, reduced by expenditure and outstanding liabilities incurred. For Fiscal Year 2014, the value of these restricted assets includes $11,345 from the State, reduced by expenditure and outstanding liabilities incurred. For Fiscal Year 2013, the value of these restricted assets includes $2,089 in federal grants for security improvement projects and $10,000 from the State, as reduced by expenditure and outstanding liabilities incurred. The restricted assets are to be used only for payments of capital projects.

The balance of net position, $5,562, $4,477, and $2,804 as of June 30, 2015, 2014, and 2013, respectively, represents *unrestricted net position* available for any Corporation-related business use. As disclosed on the Statements of Net Position, the increase of $1,085 from the unrestricted net position of $4,477 as of June 30, 2014 reflects an increase in total current assets, as well as a decrease in current liabilities excluding the current portion of notes payable, plus the pension contributions, less both the net pension liability and pension plan investment returns difference. The increase of $1,673 from the unrestricted net position of $2,804 as of June 30, 2013 reflects a decrease in total current assets, as well as a decrease in current liabilities excluding the current portion of notes payable.

Corporation Activities. Corporation activities increased the net position by $1,250 during Fiscal Year 2015, decreased by $4,427 during Fiscal Year 2014, and decreased by $2,145 during Fiscal Year 2013. Key elements of this change are as follows:

Corporation Activities

(Expressed in Thousands)

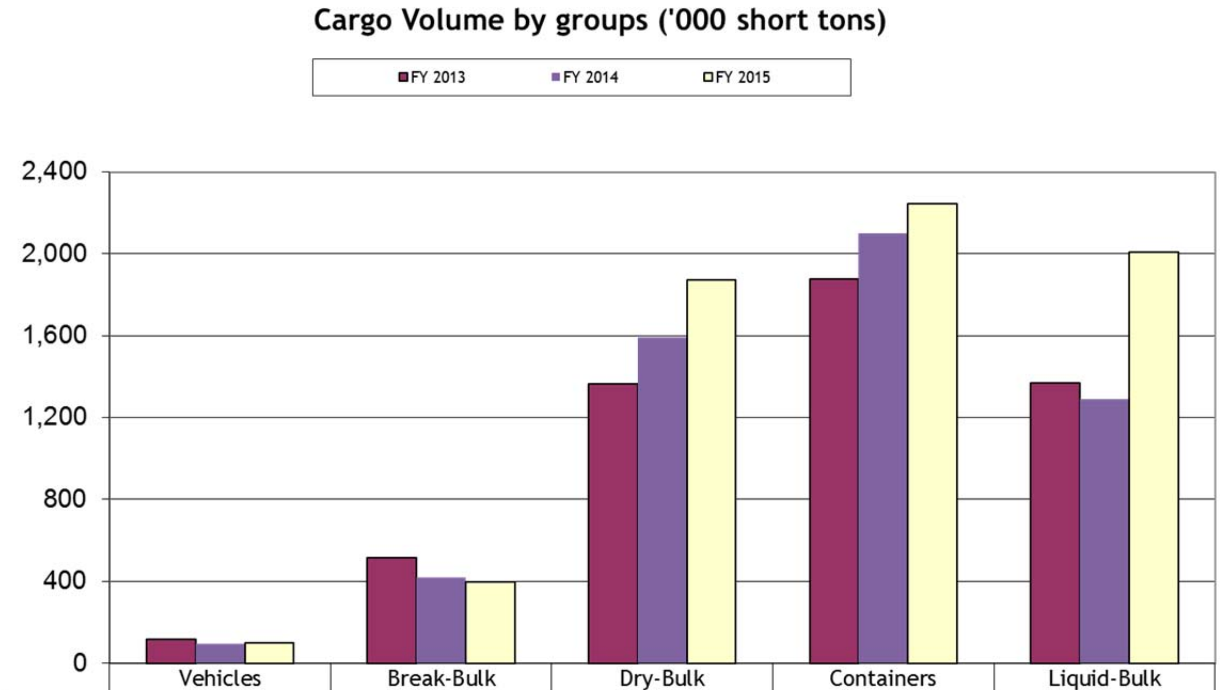
	FY 2015	FY 2014	FY 2013
Operating revenues			
Cargo handling	$14,613	$13,219	$14,041
Leasing, storage, and equipment rental	11,506	11,665	11,583
Dockage and wharfage	10,102	9,879	9,988
Storm water settlement	2,873	-	-
Other operating revenue	1,335	1,166	1,138
Total operating revenues	40,429	35,929	36,750
Operating expenses			
Salaries and related benefits	22,037	21,326	20,105
Pension expense	624	-	-
Pension contributions	(1,046)	-	-
Materials, supplies, and contractual services	10,945	12,403	12,102
Depreciation	5,765	5,715	5,556
Total operating expenses	38,325	39,444	37,763
Operating income (loss)	2,104	(3,515)	(1,013)
Other income and expenses			
Interest expense	(916)	(934)	(1,141)
Interest income	74	22	9
Loss on retirements of assets	(12)	-	-
Total other income and expenses	(854)	(912)	(1,132)
Net gain (loss) before capital contributions	$ 1,250	$ (4,427)	$ (2,145)

Settlement of the storm water litigation with the City of Wilmington (the City) in April 2015, resulted in the reversal of a total of $2.9 million in prior year's accrued expenses and is depicted as operating revenue in the Statements of Revenues, Expenses, and Changes in Net Position and is an addition to EBITDA.

As a result of the implementation of GASB Nos. 68 and 71, pension expense and pension contributions offset operating expenses by $422.

Cargo Tonnage

A total of 6.6 million tons of cargo passed over the Corporation's facilities in Fiscal Year 2015, an increase of 20.4% over the 5.5 million tons handled in Fiscal Year 2014, which was an increase of 4.9% over the total tons handled in Fiscal Year 2013.



	Vehicles	Break-Bulk	Dry-Bulk	Containers	Liquid-Bulk
FY 2013	116	515	1,365	1,879	1,369
FY 2014	97	420	1,592	2,102	1,289
FY 2015	101	395	1,873	2,244	2,008

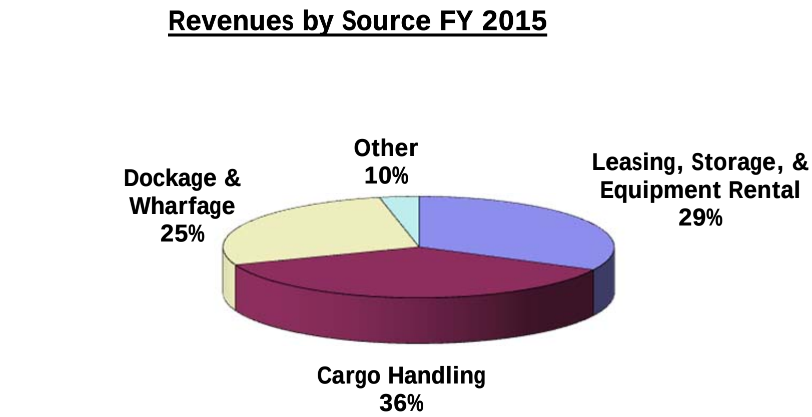
For Fiscal Year 2015, vehicles volume rebounded slightly due to a new contract with Chrysler-Fiat. Break-Bulk volume was reduced over Fiscal Year 2014 due to bad weather adversely affecting imported fruit from Morocco and Argentina. Dry-Bulk volume increased dramatically because of high demand for various salt imports and petrolcoke exports. Containerized tropical fruit volume grew mainly due to higher southbound cargo. A vast increase in liquid petroleum volume (58%) had a favorable impact on Liquid-Bulk tonnage.

For Fiscal Year 2014, Vehicles volume was negatively affected by the sluggish economic growth outside the US. Break-Bulk volume growth was reduced over Fiscal Year 2013 due to the closure of the local slab steel plant with the corresponding loss of imported steel business, as well as bad weather adversely affecting imported fruit and juice volumes. Dry-Bulk volume increased dramatically because of demand for road salt due to the severe winter. Containerized tropical fruit volume grew due to continued improvements in vessel capacity and market demand. Reduction in liquid petroleum demand and juice volume had an unfavorable impact on Liquid-Bulk volume.

Operating Revenue

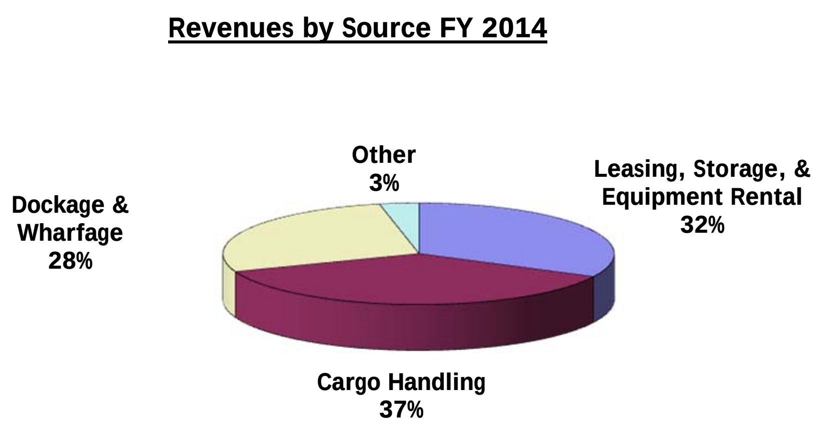
During Fiscal Year 2015, the Corporation earned $37,556 in operating revenue (excluding the $2,873 in operating revenue related to the settlement of the storm water litigation with the City of Wilmington). This is an increase of $1,627, or 4.5%, from the operating revenue of $35,929 earned in Fiscal Year 2014.

Cargo Handling and Dockage and Wharfage revenue was $1,617 higher as a result of increase in Chilean fruit, Container handling, Dry-Bulk, and Liquid-Bulk.



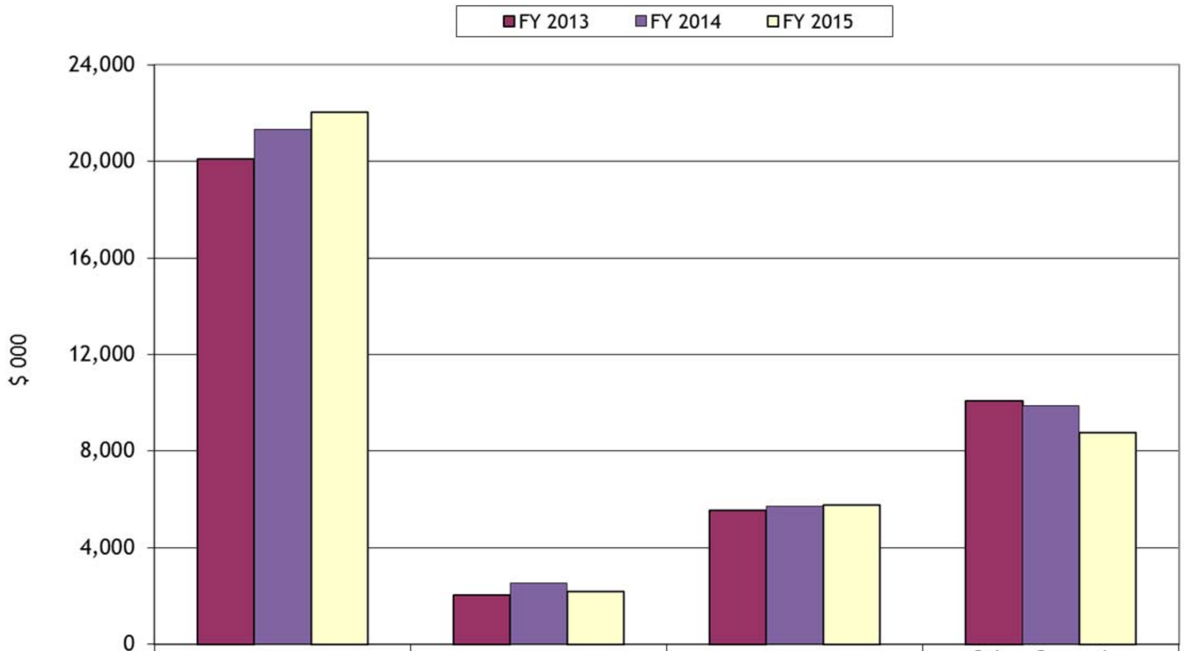
During Fiscal Year 2014, the Corporation earned $35,929 in operating revenue. This is a decrease of $821, or 2.2%, from the operating revenue of $36,750 earned in Fiscal Year 2013.

Cargo Handling and Dockage and Wharfage revenue was $931 lower as a result of shortfalls in vehicles and Break-Bulk products of Chilean fruit, Argentine juice, and steel slabs.



Operating Expenses

Total operating expenses of $38,747 in Fiscal Year 2015, excluding net pension adjustments of ($422), are a decrease of 1.8% from Fiscal Year 2014.



	Salaries & Benefits	Electricity	Depreciation	Other Operating Expenses
FY 2013	20,105	2,014	5,556	10,088
FY 2014	21,325	2,509	5,715	9,895
FY 2015	22,037	2,177	5,765	8,768

For Fiscal Year 2015, total Salaries and Benefits expense shown is $712 higher due to the increase in labor hours required to move the higher volume of cargo. Electricity expense decreased due to lower consumption and better rates. Other Operating Expenses decreased by $1,127: dredging expense decreased by $169 due to a longer period between dredges; professional fees and services including methyl bromide testing declined by $321; water and sewer expense decreased $585 as the result of the storm water litigation settlement (see Note 16); and fuel costs decreased by $157 as a result of lower prices.

In Fiscal Year 2014, total Salaries and Benefits expense increased by $1,220 mainly due to increases in labor hours required. Electricity expense increased due to a new summer fruit program requiring additional refrigeration, and higher prices. As included in Other Operating Expenses, dredging expense increased by $200 due to additional dredging required. In addition, professional fees declined by $700 as the result of the settlement of the lawsuit regarding Berth 4 in July 2013. Fuel costs increased by $222 as a result of increased crane usage and higher prices.

In Fiscal Year 2013, total Salaries and Benefits expense increased by $1,350 mainly due to increases in hours required to move the expanded cargo volume, coupled with increases in wage rates. Electricity usage was reduced, but the cost of electricity grew by more than 15% compared to Fiscal Year 2012. Professional fees, storm water charges, and repair and maintenance expense grew by $1.1 million in Fiscal Year 2013.

Capital Asset and Debt Administration

Capital Assets: The Corporation's total investment in capital assets as of June 30, 2015, 2014, and 2013 amounted to $169,835, $164,968, and $166,938 (net of accumulated depreciation), respectively. These capital assets include land and improvements, buildings, docks and wharves, and machinery and equipment. The net increase in the Corporation's investment in capital assets in Fiscal Year 2015 was $4,867, comprised of an increase in capital asset additions as offset by one more year of depreciation and retirements. The net decrease in the Corporation's investment in capital assets in Fiscal Year 2014 was $1,970, comprised of a modest increase in capital asset additions as offset by one more year of depreciation. The net increase in the Corporation's investment in capital assets in Fiscal Year 2013 was $3,623, comprised of capital asset additions and one more year of depreciation.

Capital investments in Fiscal Year 2015 consisted of payments on two new gantry cranes, as well as renovations to existing cranes, equipment purchases, and warehouse and facility upgrades. Capital investments in Fiscal Year 2014 consisted of rehabilitation of Berth 5, installation of a new C4 crane drive system, equipment purchases, and warehouse and facility upgrades. Capital acquisitions in Fiscal Year 2013 consisted of a federal security project, rehabilitation of Berth 5, equipment purchases, Berth 4 reconstruction, and various other upgrades.

Capital Assets
(Expressed in Thousands)

		2015	2014	2013
Land and improvements		$ 37,999	$ 37,551	$ 37,551
Buildings		90,827	89,601	89,452
Docks and wharves		63,867	63,524	62,142
Equipment		34,504	33,308	31,680
Streets and vehicles		5,953	5,953	5,938
Vehicles and other assets		11,323	11,238	11,172
	Subtotals	244,473	241,175	237,935
Accumulated depreciation		(83,636)	(77,940)	(72,225)
	Totals	160,837	163,235	165,710
Construction in Progress		8,998	1,733	1,228
	Totals	$ 169,835	$ 164,968	$ 166,938

Additional information on the capital assets can be found in Note 5 of the Notes to Financial Statements.

Notes Payable: At the end of the current fiscal year, the Corporation had notes payable outstanding of $23,451, including the current portion of $1,894. Of this amount, $4,220 comprises outstanding debt to the City incurred at the time of the acquisition of the Port of Wilmington (the Port) by the Corporation from the City in 1995. The Delaware River and Bay Authority (DRBA) is owed $2,413 as part of its financial participation in Warehouse H. The Transportation Trust Fund of the Delaware Department of Transportation (DelDOT) is owed $16,768 for funds borrowed in Fiscal Year 2002. Additional information is available in Note 8 of the Notes to Financial Statements.

As of June 30, 2014, the Corporation had notes payable outstanding of $25,297, including the current portion of $1,811. Of this amount, $5,006 comprises outstanding debt to the City, DRBA was owed $2,599, and DelDOT's Transportation Trust Fund was owed $17,692.

As of June 30, 2013, the Corporation had notes payable outstanding of $26,707. Of this amount, $5,348 comprises outstanding debt to the City, DRBA was owed $2,780, and DelDOT's Transportation Trust Fund was owed $18,579.

Financial Statements

Diamond State Port Corporation

Statements of Net Position

June 30, 2015 and 2014

	2015	2014
Current assets		
Cash and cash equivalents	$ 8,592,630	$ 6,569,031
Accounts receivable, net	2,350,935	2,223,557
Inventory	956,098	905,025
Prepaid expenses and other assets	608,137	779,506
Total current assets	12,507,800	10,477,119
Restricted assets		
Cash and cash equivalents	7,905,788	4,395,634
Investments	17,570,141	21,299,068
Total restricted assets	25,475,929	25,694,702
Capital assets - nondepreciable	34,502,209	27,237,362
Capital assets - depreciable, net	135,332,860	137,730,948
Total capital assets, net	169,835,069	164,968,310
Total assets	207,818,798	201,140,131
Deferred outflows of resources		
Refunding of debt	206,690	231,739
Pension contributions (note 10)	1,046,620	-
Total deferred outflows	1,253,310	231,739
Current liabilities		
Current portion of notes payable	1,893,762	1,810,814
Accounts payable	143,555	182,569
Accrued expenses	2,897,828	5,547,309
Accrued interest payable	147,532	158,292
Due to the State of Delaware - pension contributions	90,144	74,675
Deferred revenue	36,000	37,333
Total current liabilities	5,208,821	7,810,992

Continued…

Diamond State Port Corporation

Statements of Net Position (Continued)

June 30, 2015 and 2014

	2015	2014
Long-term liabilities		
Notes payable, net of current portion	$ 21,557,338	$ 23,451,100
Net pension liability (note 10)	3,003,567	-
Total long-term liabilities	24,560,905	23,451,100
Total liabilities	29,769,726	31,262,092
Deferred inflows of resources		
Refunding of debt	156,476	266,931
Pension plan investment return differences (note 10)	1,673,984	-
Total deferred inflows	1,830,460	266,931
Net position		
Net investment in capital assets	146,434,183	139,671,204
Restricted - capital improvement fund	25,475,929	25,694,702
Unrestricted	5,561,810	4,476,941
Total net position	$ 177,471,922	$ 169,842,847

See notes to financial statements.

Diamond State Port Corporation

Statements of Revenues, Expenses, and Changes in Net Position

June 30, 2015 and 2014

	2015	2014
Operating revenue		
Cargo handling	$ 14,613,319	$ 13,218,518
Leasing, storage, and equipment rental	11,505,612	11,665,007
Dockage and wharfage	10,102,207	9,879,227
Storm water settlment (note 16)	2,873,424	-
Other operating revenue	1,334,630	1,166,262
Total operating revenue	40,429,192	35,929,014
Operating expenses		
Salaries and related benefits	22,036,689	21,325,566
Pension expense (note 10)	624,500	-
Pension contributions (note 10)	(1,046,620)	-
	21,614,569	21,325,566
Materials, supplies, and contractual services	10,945,162	12,403,392
Depreciation	5,764,872	5,714,875
Total operating expenses	38,324,603	39,443,833
Operating income (loss)	2,104,589	(3,514,819)
Nonoperating income (expense)		
Interest expense	(916,352)	(934,476)
Interest income	73,918	21,992
Loss on retirements of assets	(12,143)	-
Total nonoperating expense	(854,577)	(912,484)
Net income (loss) before capital contributions	1,250,012	(4,427,303)
Capital contributions		
Federal grant	182,114	-
State appropriations and grants	10,250,000	11,344,943
Total capital contributions	10,432,114	11,344,943
Changes in net position	11,682,126	6,917,640

Continued…

Diamond State Port Corporation

Statements of Revenues, Expenses, and Changes in Net Position (Continued)

June 30, 2015 and 2014

	2015	2014
Net position, beginning of year	$ 169,842,847	$ 162,925,207
Prior period adjustment - Implementation of GASB Nos. 68 and 71		
Net pension liability (measurement date)	(5,073,934)	-
Deferred outflows - Corporation's contributions made during Fiscal Year 2014	1,020,883	-
Total prior period adjustment	(4,053,051)	-
Net position, beginning of the year, as restated	165,789,796	162,925,207
Net position, end of year	$ 177,471,922	$ 169,842,847

See notes to financial statements.

Diamond State Port Corporation
Statements of Cash Flows
June 30, 2015 and 2014

	2015	2014
Cash flows from operating activities		
Cash received from customers and others	$ 40,300,481	$ 36,626,618
Cash payments to employees for services	(24,709,715)	(21,129,022)
Cash payments to suppliers for goods and services	(10,824,866)	(11,983,150)
Net cash provided by operating activities	4,765,900	3,514,446
Cash flows from noncapital financing activities		
Acquisition and construction of capital assets	(121,922)	(41,149)
Net cash used in noncapital financing activities	(121,922)	(41,149)
Cash flows from capital and related financing activities		
Acquisition and construction of capital assets	(10,521,852)	(5,703,958)
Interest paid on loans	(1,012,518)	(1,021,138)
Principal paid on loans	(1,810,814)	(1,324,194)
Capital contributions	10,432,114	11,344,943
Net cash provided by (used in) capital and related financing activities	(2,913,070)	3,295,653
Cash flows from investing activities		
Sales of investments	32,042,236	20,585,137
Purchases of investments	(28,313,309)	(41,884,205)
Interest on cash and investments	73,918	21,992
Net cash provided by (used in) investing activities	3,802,845	(21,277,076)
Changes in cash and cash equivalents	5,533,753	(14,508,126)
Cash and cash equivalents, beginning of year	10,964,665	25,472,791
Cash and cash equivalents, end of year	$ 16,498,418	$ 10,964,665

Continued…

Diamond State Port Corporation
Statements of Cash Flows (Continued)
June 30, 2015 and 2014

	2015	2014
Reconciliation of operating income (loss) to net cash provided by operating activities		
Operating income (loss)	$ 2,104,589	$ (3,514,819)
Adjustments to reconcile operating loss to net cash provided by operating activities		
Depreciation	5,764,872	5,714,875
Adoption of GASB No. 68 and 71	(422,120)	-
Net change in the allowance for doubtful accounts	-	1,415
(Increase) decrease in assets		
Accounts receivable	(127,378)	697,647
Inventory	(51,073)	(37,581)
Prepaid expenses and other assets	171,369	457,206
Increase (decrease) in liabilities		
Accounts payable	(39,014)	110,062
Accrued expenses	(2,649,481)	88,767
Due to State of Delaware - pension contribution	15,469	(1,668)
Deferred revenue	(1,333)	(1,458)
Net cash provided by operating activities	$ 4,765,900	$ 3,514,446
Supplemental disclosure of cash flow information		
Cash paid during the year for interest	$ 1,012,518	$ 1,021,138
Supplemental schedules of noncash capital and related financing activities		
Outflows from deferred outflows of resources	$ 25,049	$ 24,588
Inflows from deferred inflows of resources	$ 110,455	$ 110,455
Cost of disposed fixed assets, resulting in a loss of $12,143 during 2015 and $0 during 2014	$ 80,956	$ -

See notes to financial statements.

Note 1 - Organization

The Diamond State Port Corporation (the Corporation) was created on August 3, 1995 in accordance with the provisions of Section 24(1) of Senate Bill 260 enacted by the 138th General Assembly of the State of Delaware (the State). The Corporation is a public instrumentality of the State exercising essential government functions necessary in connection with the acquisition, establishment, construction, rehabilitation, improvement, operation, and maintenance of the Port of Wilmington (the Port) and related facilities. The Port was acquired by the Corporation on September 1, 1995. The Corporation is empowered without limitation, and notwithstanding any other laws, to adopt bylaws and rules and regulations to govern the conduct of its affairs and carry out and discharge its powers, duties, and functions, to sue and be sued, and to enter into contracts and agreements. The Corporation does not have power to tax, to issue bonds, to exercise the power of eminent domain, or to pledge the credit or create any debt or liability of the State.

Note 2 - Summary of Significant Accounting Policies

(a) Measurement Focus and Basis of Accounting

The Corporation (the reporting entity) is a discretely presented component unit of the State. The Corporation's activities are financed and operated as an enterprise fund such that costs and expenses of providing services are recovered primarily through user charges.

The accompanying financial statements of the Corporation have been prepared using the economic resources measurement focus and the accrual basis of accounting in conformity with U.S. generally accepted accounting principles applicable to governmental entities as prescribed by the Government Accounting Standards Board (GASB). Under this method, revenues are recorded when earned, and expenses are recorded at the time liabilities are incurred, regardless of the timing of the related cash flows. Operating revenues and expenses generally result from providing services and leasing in connection with the Corporation's ongoing operations. Operating expenses include the cost of services, administrative expenses, and depreciation on capital assets. All revenues and expenses not meeting this definition are recorded as nonoperating revenues and expenses. When an expense is incurred that can be paid using either restricted or unrestricted resources, it is the Corporation's policy to first apply the expense towards restricted resources and then toward unrestricted resources.

(b) Cash and Cash Equivalents

For purposes of the statements of cash flows, the Corporation considers short-term investments with an original maturity of three months or less to be cash equivalents.

(c) Accounts Receivable

Accounts receivable are shown net of an allowance for doubtful accounts of $77,032 and $77,003 as of June 30, 2015 and 2014, respectively.

(d) Inventory

Inventory consists of equipment parts, office supplies, and marketing materials. Inventory is stated at the lower of cost or market value determined using the first-in, first-out (FIFO) method.

(e) Restricted Investments

Restricted investments are stated at fair value based on quoted market prices.

(f) Capital Assets

The assets originally acquired by the Corporation in 1995 were recorded based on estimated fair values. Nondepreciable assets consist of the estimated fair value of land, which was determined based on an independent appraisal and construction-in-progress. The fair values of all other assets acquired were estimated to be the book value of those assets at the date of acquisition. Generally, additions and improvements in excess of $3,000 are capitalized; however, the decision to determine the remaining useful life is made on a case-by-case basis.

Depreciation is generally recorded using the straight-line method and half-year convention over the following estimated useful lives:

Asset	Years
Improvements (all categories)	20-30
Buildings and warehouses	30-75
Docks, wharves, and rail	50-60
Equipment and cranes	6-40
Streets and water utilities	20-40
Vehicles and other	6

(g) Revenues

The significant sources of operating revenue are:

Cargo Handling - Represents charges against the owner of cargo for moving cargo into or out of storage, loading on or off trucks, or to or from a point of rest on the dock where it has been deposited.

Dockage and Wharfage - Represents charges assessed against vessels and barges for berthing at the wharf, pier, and bulkhead structures, handling lines for the docking and undocking of vessels, and charges assessed against vessels, or against another properly designated party, on all cargo passing or conveyed over, onto, or under wharves or between vessels when berthed at the wharf.

Leasing - Represents fees charged on a contractual basis for the rental of land or buildings at the Port. Rates are determined on a contract-by-contract basis.

Storage - Represents charges for the storage of cargo in the Port's dry, refrigerated, and freezer warehouses and open areas.

Equipment Rental - Represents charges for equipment use against vessels and barges that bring their own crew to load and unload cargo.

(h) Capital Contributions

Capital contributions arise from State and federal grants, generally restricted by the contributors to capital acquisition and construction. Most capital grants and contributions are in the form of cash, which is then used to purchase capital assets, pay debt service, or fund other approved uses. The Fiscal Year 2015 and 2014 contributions from the State totaled $10,250,000 and $11,344,943, respectively. In Fiscal Year 2014, the Corporation was awarded a $10,000,000 Transportation Investment Generating Economic Recovery (TIGER) grant by the U.S. Department of Transportation for the repair of Berths 5 and 6. In Fiscal Years 2015 and 2014, $182,114 and $0 of the grant was reimbursed and recognized as capital contributions, respectively.

(i) Compensated Absences

Regular, unionized, full-time employees accrue vacation on a calendar year basis in varying amounts based on length of service and terms of the Collective Bargaining Agreement. Administrative employees can accumulate vacation time, up to twice the annual vacation amount. Upon termination, employees will be paid for unused vacation time.

Sick leave is earned by regular, full-time, administrative employees at the rate of one day per month. Unused sick leave benefits accumulate indefinitely. Any unused sick leave hours will not be paid to employees while they are employed or upon termination of employment.

The liability for compensated absences earned through year end, but not yet taken, is accrued.

(j) Deferred Outflows of Resources and Deferred Inflows of Resources

The Corporation incurred deferred charges on three refundings of the Port Debt Service Note (the Note) from the City (Note 8) in 2002, 2005, and 2013, which are being accreted over the remaining life of the Note at the time of each refunding as an adjustment to interest expense.

A deferred outflow of resources is reported for employer pension contributions made subsequent to the measurement date of the Corporation’s beginning net pension liability and before the end of the Corporation’s current reporting period. These charges will be recognized as a reduction to the net pension liability in Fiscal Year 2016.

A deferred inflow of resources is reported for the difference between projected and actual investment earnings on pension plan investments. The difference is amortized over a five-year period, with the first year of amortization recognized as a component of pension expense in the current year.

(k) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

(l) Adoption of GASB Statements

In Fiscal Year 2015, the Corporation adopted two new accounting standards. Both standards, which follow, were adopted as of June 30, 2014, the earliest period practical.

GASB issued Statement No. 68, *Accounting and Financial Reporting for Pensions*, in June 2012. GASB No. 68 improves accounting and financial reporting by state and local governments for pensions. It also improves information provided by state and local governmental employers about financial support for pensions that is provided by other entities. This statement results from a comprehensive review of the effectiveness of existing standards of accounting and financial reporting for pensions with regard to providing decision-useful information, supporting assessments of accountability and interperiod equity, and creating additional transparency. The adoption of Statement No. 68 resulted in the recognition of a net pension liability of $5,073,934 and a reduction of the net position by $5,073,934 as of June 30, 2014.

GASB issued Statement No. 71, *Pension Transition for Contributions Made Subsequent to the Measurement Date*, in November 2013. GASB No. 71 addresses an issue regarding application of the transition provisions of GASB No. 68. The issue relates to amounts associated with contributions, if any, made by a state and local government employer or nonemployer contributing entity to a defined benefit pension plan after the measurement date of the government's beginning net pension liability. The adoption of GASB No. 71 resulted in the recognition of additional deferred outflows and net position of $1,020,883 as of June 30, 2014.

In Fiscal Year 2014, the Corporation adopted three new accounting standards, as follows:

GASB issued Statement No. 65, *Items Previously Reported as Assets and Liabilities*, in March 2012. GASB No. 65 establishes accounting and financial reporting standards that reclassify, as deferred outflows of resources or deferred inflows of resources, certain items that were previously reported as assets and liabilities and recognizes, as outflows of resources or inflows of resources, certain items that were previously reported as assets and liabilities. GASB Concepts Statement No. 4, *Elements of Financial Statements*, introduced and defined the elements included in financial statements, including deferred outflows of resources and deferred inflows of resources. GASB No. 65 amends the financial statement element classification of certain items previously reported as assets and liabilities to be consistent with the definitions in GASB No. 4. This statement also provides other financial reporting guidance related to the impact of the financial statement elements deferred outflows of resources and deferred inflows of resources, such as changes in the determination of the major fund calculations and limiting the use of the term deferred in financial statement presentations. The adoption of this statement had an effect on the Statements of Net Position as amounts originally reported as assets and liabilities were reclassified to deferred outflows of resources and deferred inflows of resources.

GASB Statement No. 66, *Technical Corrections – 2012 – An Amendment of GASB Statements No. 10 and No. 62*, improves accounting and financial reporting for a governmental financial reporting entity by resolving conflicting guidance that resulted from the issuance of two pronouncements, Statements No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions*, and No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*. There was no impact on the financial statements from implementing this standard.

GASB issued Statement No. 70, *Accounting and Financial Reporting for Nonexchange Financial Guarantees*, in April 2013. Some governments extend financial guarantees for the obligations of another government, a not-for-profit organization, a private entity, or individual without directly receiving equal or approximately equal value in exchange (a nonexchange transaction). As a part of this nonexchange financial guarantee, a government commits to indemnify the holder of the obligation if the entity or individual that issued the obligation does not fulfill its payment requirements. Also, some governments issue obligations that are guaranteed by other entities in a nonexchange transaction. The objective of this statement is to improve accounting and financial reporting by state and local governments that extend and receive nonexchange financial guarantees. There was no impact on the financial statements from implementing this standard.

Note 3 - Cash and Investments

The Cash Management Policy Board

The Corporation follows the *Statement of Objectives and Guidelines for the Investment of State of Delaware Funds* (the Policy) of the State's Cash Management Policy Board (the Board). The Board, created by State law, establishes policies for, and the terms, conditions, and other matters relating to, the investment of all money belonging to the State except money in the Delaware Pension Employee Retirement System, the Other Post-Employment Benefits Trust, and money held under the State deferred compensation program. By law, all deposits and investments belonging to the State are under the control of the State Treasurer in various pooled investment funds (State Investment Pool) except for those that, by specific authority, are under the control of other agencies or component units, as determined by the Board.

As mandated by State statutes, the State's funds shall be invested pursuant to the prudent person standard as defined in the Policy. The prudent person standard allows the Board to establish investment policies based on investment criteria that it defines, and it allows the Board to delegate investment authority to investment professionals. This standard of care not only permits, but also encourages, diversifying investments across various asset classes.

Investment Guidelines and Management

The Policy specifies the type of investments that investment managers can make; the maximum percentage of assets that may be invested in particular instruments; the minimum credit quality of these investments; and the maximum length of time the assets can be invested. The Policy provides, among other things, that no more than 10% of the entire portfolio may be invested in obligations of any one issuer other than the U.S. government.

The following investments are permissible for all funds under the review of the Board, subject to the percentage limitations of the account:

- U.S. government securities
- Government agency securities
- Certificates of deposit, time deposits, and bankers acceptances
- Corporate debt instruments
- Repurchase agreements
- Reverse repurchase agreements
- Money market funds
- Canadian treasury bills
- Canadian agency securities
- Mortgage-backed and asset-backed securities
- Municipal obligations

Additional permissible investments for special-purpose accounts only:

- Guaranteed investment contracts
- Asset-backed securities and trust certificates

The Policy categorizes all cash and special-purpose funds for which the State is financially accountable as follows:

A. Cash accounts divide the State's available cash into three parts:

   1. Collection and disbursement accounts,
   2. Cash and liquidity accounts,
   3. Reserve cash (intermediate) account.

B. Special-purpose accounts - there are two primary types of special-purpose accounts:

   1. Endowment accounts,
   2. Authority accounts: The State's Authorities (State agencies, local school districts, and component units) maintain a variety of fund types, including various operating funds, bond funds, and debt service reserve funds.

The Corporation's accounts are considered Authority accounts.

The State's *Statement of Objectives and Guidelines for the Investment of State of Delaware Funds* is available on the Office of the State Treasurer's website at http://treasury.delaware.gov.

Custodial Credit Risk

<u>Deposits</u>

All State deposits are required by law to be collateralized by direct obligations of, or obligations that are guaranteed by the United States of America or other suitable obligations as determined by the Board, unless the Board shall find such collateralization not in the best interest of the State. The Board has determined that certificates of deposit and time deposits must be collateralized unless the bank issuing the certificate has assets of not less than $5 billion and is rated not lower than "B" by Fitch, Inc. Bank Watch.

The Board has also determined that State demand deposits need not be collateralized, provided that any bank that holds these funds has, for any quarter during the most recent eight quarters, a return on average assets of 0.5% or greater and an average capital ratio (total equity to total assets) of 5% or greater.

If the bank does not meet either of the above criteria, collateral must be pledged and shall consist of one or more of the following securities:

- U.S. government securities;
- U.S. government agency securities;
- Federal Home Loan Board letters of credit;
- State of Delaware securities; or
- Securities of a political subdivision of the State with a Moody's Investors Service rating of "A" or better.

Additionally, the bank must ensure that those securities pledged as collateral (except for Federal Home Loan Board letters of credit) have a market value equal to or greater than 102% of the total average monthly ledger balance(s) (net of FDIC limits) held in all accounts and ensure that the securities pledged as collateral are housed at the Federal Reserve Bank. Financial institutions must provide reports on a monthly basis to the State Treasurer's Office detailing the collateral pledged and provide a Call Report on a quarterly basis to the State Treasurer's Office.

As of June 30, 2015 and 2014, the financial institutions maintaining the Corporation's deposits satisfied the criteria listed above, and the deposits held by those institutions did not require collateralization.

Investments

Investments of the Corporation are stated at fair value. When documented trade histories are not available or do not meet ASC 820 requirements for level 1, a discounted cash flow model is used to determine the fair value estimate, with key inputs of coupon, yield, and expected maturity date. At June 30, 2015 and 2014, all of the Corporation's investments were insured or registered, with securities held by the Corporation or the counterparty in the Corporation's name.

Interest Rate Risk

Interest rate risk is the risk that changes in interest rates of debt investments will adversely affect the value of an investment. The Policy provides that maximum maturity for investments in Corporation accounts, at the time of purchase, shall not exceed ten years, except when it is prudent to match a specific investment instrument with a known specific future liability, in which case the maturity limitation shall match the maturity of the corresponding liability.

The following table presents a listing of directly held investments and related maturities at June 30, 2015.

		Investment Maturities (in years)			
	Fair Value	**Less Than 1**	**1 - 5**	**6 - 10**	**11 - 15**
Investment type:					
U.S. Treasury bills	$ 747,915	$ 747,915	$ —	$ —	$ —
U.S. government agency bonds and notes	8,236,768	6,237,528	1,999,240	—	—
Commercial paper	8,585,458	8,585,458	—	—	—
	$ 17,570,141	$ 15,570,901	$ 1,999,240	$ —	$ —

The following table presents a listing of directly held investments and related maturities at June 30, 2014.

		Investment Maturities (in years)			
	Fair Value	**Less Than 1**	**1 - 5**	**6 - 10**	**11 - 15**
Investment type:					
U.S. Treasury bonds and notes	$ 4,002,880	$ 4,002,880	$ —	$ —	$ —
U.S. government agency bonds and notes	8,425,748	3,928,068	4,497,680	—	—
Commercial paper	8,870,440	8,870,440	—	—	—
	$ 21,299,068	$ 16,801,388	$ 4,497,680	$ —	$ —

Credit Risk

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The Corporation follows the Policy by investing only in authorized securities. The Corporation's general investment policy for credit risk is to apply the prudent-person rule. Investments are made as a prudent person would be expected to act, with discretion and intelligence, to seek reasonable income, preserve capital and, in general, avoid speculative investments.

The Policy requires that investments in asset-backed securities be rated AAA by a major rating agency. Corporate debt instruments must be rated by Standard and Poor's Ratings Services (S&P) and/or Moody's Investor Service (Moody's) and/or Fitch Ratings (Fitch) as follows:

Investment	**S&P**	**Moody's**	**Fitch**
Commercial paper	A-2	P-2	F2
Senior long-term debt	A	A	A
Corporate bonds	A	A3	A

The Corporation's investments carry ratings that are in compliance with the Policy.

Investments in Excess of 5%

Concentration of credit risk is the risk of loss attributed to the magnitude of the Corporation's investments in a single issuer (5% or more of total investments). When investments are concentrated in one issuer, this concentration represents heightened risk of potential loss. No specific percentage identifies when concentration risk is present. The investments in obligations explicitly guaranteed by the U.S. government, mutual funds, and other pooled investments are exempt from disclosure.

The Policy provides that the purchase of securities cannot exceed the following percentage of account limitations, valued at market. Investments due to mature in one business day may be excluded from the computation of said limitations.

A. U.S. government - no restrictions.

B. Government agency - 50% total; 20% in any one agency.

C. Certificates of deposit, time deposits, and bankers acceptances - 50% total; 5% in any one issuer.

   1. Domestic - No additional restrictions.

   2. Nondomestic - 25%.

   3. Delaware domiciled - Not more than the lesser of $10 million or 25% of an issuer's total equity capital may be invested in any one issuer. (Investments due to mature in one business day may be excluded from the computation of this percentage.)

D. Corporate debt - 50% total; 25% in any one industry; 5% in any one issuer, 5% of any issuer's total outstanding securities.

   1. Domestic - No additional restrictions.

   2. Nondomestic - 25%; 5% in any one issuer.

E. Repurchase agreements - 50% total.

F. Reverse repurchase agreements - 25% total.

G. Money market funds - 25% total; 10% in any one fund.

H. Canadian treasuries - 25% total; 10% in any one agency.

I. Canadian agency securities - 25% total; 10% in any one agency.

J. Mortgage-backed and asset-backed securities - 10% total (when combined with asset-backed securities and trust certificates, if applicable).

K. Municipal obligations - 5% in any one issuer.

L. Guaranteed investment contracts - Permitted where it is prudent to match a specific investment instrument with a known specific future liability, subject to credit quality guidelines for commercial paper and corporate bonds and debentures and with adequate exit provisions in the event of the future downgrade of the issuer.

M. Asset-backed securities and trust certificates - 10% total (when combined with mortgage-backed and asset-backed securities, if applicable).

For the purpose of calculating the various Policy restrictions, the Corporation considers the total investment portfolio, which includes cash and cash equivalents, while calculating the percentage of individual investments.

The following issuers have investments at fair value in excess of 5% of the total investment portfolio (includes cash and cash equivalents) at June 30, 2015:

Federal Home Loan Bank	$ 4,492,167	18%
Federal Home Loan Mortgage Corporation	2,496,418	10
BASF SE	1,396,355	6

The following issuers have investments at fair value in excess of 5% of the total investment portfolio (includes cash and cash equivalents) at June 30, 2014:

United States Treasury	$ 4,002,880	16%
Federal Home Loan Bank	3,997,940	16
Federal Farm Credit Bank	2,499,320	10
Federal Home Loan Mortgage Corporation	1,928,487	8

Cash and Cash Equivalents

Cash and cash equivalents, as reported on the Statements of Net Position, is under the control of the Corporation. The Corporation invests the deposited cash, including the cash float in short-term securities and other investments. The Corporation maintains substantially all of its cash and cash equivalent accounts with one financial institution. Deposits are insured up to $250,000. The Corporation has never experienced any losses related to these balances. Deposits in excess of the Federal Deposit Insurance Corporation limit were $8,545,395 and $6,913,308 as of June 30, 2015 and 2014, respectively.

Note 4 - Restricted Assets

Restricted assets consisted of cash equivalents and investments, and the purpose of the restriction was as follows as of June 30,:

	2015	**2014**
Capital improvements	$ 25,475,929	$ 25,694,702

Assets restricted for capital improvements consisted of contributions from the State. As of June 30, 2015, these assets were invested in money market funds, commercial paper, U.S. Treasury bills, U.S. Treasury bonds and notes, and U.S. government agency bonds and notes. As of June 20, 2014, these assets were invested in money market funds, certificates of deposit, commercial paper, U.S. Treasury bonds and notes, and government agency bonds and notes.

Note 5 - Capital Assets

Property and equipment activity during Fiscal Year 2015 consisted of the following:

	June 30, 2014	Additions	Retirements	Transfers	June 30, 2015
Capital Assets - Nondepreciable					
Land	$ 25,504,410	$ -	$ -	$ -	$ 25,504,410
Construction in progress	1,732,952	10,643,774	-	(3,378,927)	8,997,799
Total Capital Assets - Nondepreciable	$ 27,237,362	$ 10,643,774	$ -	$ (3,378,927)	$ 34,502,209
Capital Assets - Depreciable					
Land improvements	$ 12,047,167	$ -	$ -	$ 447,565	$ 12,494,732
Buildings and warehouses	89,600,703	-	-	1,226,146	90,826,849
Docks, wharves, and rail	63,524,234	-	-	343,088	63,867,322
Equipment and cranes	33,307,550	-	(80,956)	1,277,910	34,504,504
Streets and water utilities	5,953,105	-	-	-	5,953,105
Vehicles and other	11,238,345	-	-	84,218	11,322,563
Total Capital Assets - Depreciable	215,671,104	-	(80,956)	3,378,927	218,969,075
Less: Accumulated Depreciation					
Land improvements	8,836,378	384,930	-	-	9,221,308
Buildings and warehouses	28,943,368	1,972,953	-	-	30,916,321
Docks, wharves, and rail	15,868,828	1,355,366	-	-	17,224,194
Equipment and cranes	13,245,735	1,333,942	(68,813)	(12,013)	14,498,851
Streets and water utilities	3,363,216	279,881	-	-	3,643,097
Vehicles and other	7,682,631	437,800	-	12,013	8,132,444
Total Accumulated Depreciation	77,940,156	5,764,872	(68,813)	-	83,636,215
Total Capital Assets - Depreciable, Net	$ 137,730,948	$ (5,764,872)	$ (12,143)	$ 3,378,927	$ 135,332,860

Property and equipment activity during Fiscal Year 2014 consisted of the following:

	June 30, 2013	Additions	Retirements	Transfers	June 30, 2014
Capital Assets - Nondepreciable					
Land	$ 25,504,410	$ -	$ -	$ -	$ 25,504,410
Construction in progress	1,228,231	3,745,107	-	(3,240,386)	1,732,952
Total Capital Assets - Nondepreciable	$ 26,732,641	$ 3,745,107	$ -	$(3,240,386)	$ 27,237,362
Capital Assets - Depreciable					
Land improvements	$ 12,047,167	$ -	$ -	$ -	$ 12,047,167
Buildings and warehouses	89,452,151	-	-	148,552	89,600,703
Docks, wharves, and rail	62,142,009	-	-	1,382,225	63,524,234
Equipment and cranes	31,679,564	-	-	1,627,986	33,307,550
Streets and water utilities	5,938,275	-	-	14,830	5,953,105
Vehicles and other	11,171,552	-	-	66,793	11,238,345
Total Capital Assets - Depreciable	212,430,718	-	-	3,240,386	215,671,104
Less: Accumulated Depreciation					
Land improvements	8,455,575	380,803	-	-	8,836,378
Buildings and warehouses	26,948,200	1,995,168	-	-	28,943,368
Docks, wharves, and rail	14,549,037	1,319,791	-	-	15,868,828
Equipment and cranes	11,965,081	1,280,654	-	-	13,245,735
Streets and water utilities	3,083,884	279,332	-	-	3,363,216
Vehicles and other	7,223,504	459,127	-	-	7,682,631
Total Accumulated Depreciation	72,225,281	5,714,875	-	-	77,940,156
Total Capital Assets - Depreciable, Net	$ 140,205,437	$ (5,714,875)	$ -	$ 3,240,386	$ 137,730,948

During Fiscal Year 2014, the Corporation paid $2,000,000 in accrued expenses for costs related to Berth 4 as part of a settlement (see Note 16).

Depreciation expense was $5,764,872 and $5,714,875 for the Fiscal Years Ended June 30, 2015 and 2014, respectively.

Note 6 - Leasing Revenue

The Corporation leases certain Port terminal and storage space to tenants. Total rental income under those operating leases amounted to $4,634,663 and $5,091,808 for the Fiscal Years Ended June 30, 2015 and 2014, respectively.

The following is a schedule of future minimum rentals under noncancelable operating leases with original lease terms in excess of one year as of June 30, 2015:

2016	$ 4,386,814
2017	4,310,239
2018	4,306,140
2019	3,531,999
2020	2,289,639
Thereafter	32,997,073
	$51,821,904

Note 7 - Revolving Line of Credit

The Corporation has a $3,000,000 unsecured, revolving line of credit from M&T Bank, none of which was outstanding as of June 30, 2015 and 2014. Bank advances on the credit line are payable within 30 days of demand and carry an interest rate based on the bank's commercial rate index.

Note 8 - Notes Payable and Deferred Outflows and Inflows of Resources

The following is a summary of debt transactions for the Fiscal Years Ended June 30,:

2015			
	Outstanding June 30, 2014	Payments and Other Reductions	Outstanding June 30, 2015
Transportation Trust Fund Note	$ 17,691,538	$ (923,348)	$ 16,768,190
City of Wilmington Port Debt Service Notes	5,006,437	(786,874)	4,219,563
Delaware River and Bay Authority	2,599,131	(185,998)	2,413,133
Total Notes Payable	25,297,106	$ (1,896,220)	23,400,886
Less: Deferred Outflows and Inflows of Resources - Net	35,192		(50,214)
Less: Current Maturities of Notes Payable	1,810,814		1,893,762
Long-Term Notes Payable (Net of Current Maturities)	$ 23,451,100		$ 21,557,338

2014

	Outstanding June 30, 2013	Payments and Other Reductions	Outstanding June 30, 2014
Transportation Trust Fund Note	$ 18,579,270	$ (887,732)	$ 17,691,538
City of Wilmington Port Debt Service Notes	5,348,261	(341,824)	5,006,437
Delaware River and Bay Authority	2,779,636	(180,505)	2,599,131
Total Notes Payable	26,707,167	$ (1,410,061)	25,297,106
Less: Deferred Outflows and Inflows of Resources - Net	121,059		35,192
Less: Current Maturities of Notes Payable	1,324,195		1,810,814
Long-Term Notes Payable (Net of Current Maturities)	$ 25,261,913		$ 23,451,100

Interest charges were as follows for the Fiscal Years Ended June 30,:

2015

	Accrued Interest June 30, 2014	Interest Expense Incurred	Payments and Other Reductions	Accrued Interest June 30, 2015
Transportation Trust Fund Note	$ 58,824	$ 701,321	$ (704,391)	$ 55,754
City of Wilmington Port Debt Service Notes	92,970	140,066	(147,291)	85,745
Delaware River and Bay Authority	6,498	74,965	(75,430)	6,033
Total Accrued Interest	$ 158,292	$ 916,352	$ (927,112)	$ 147,532

2014

	Accrued Interest June 30, 2013	Interest Expense Incurred	Payments and Other Reductions	Accrued Interest June 30, 2014
Transportation Trust Fund Note	$ 61,776	$ 737,056	$ (740,008)	$ 58,824
City of Wilmington Port Debt Service Notes	90,362	116,950	(114,342)	92,970
Delaware River and Bay Authority	6,949	80,470	(80,921)	6,498
Total Accrued Interest	$ 159,087	$ 934,476	$ (935,271)	$ 158,292

Transportation Trust Fund Note - On November 30, 2001, the Corporation entered into a loan agreement with the DelDOT. The Corporation borrowed $27,500,000. The funds were used to repay the balances in full of the original DRBA Note and the Wilmington Trust Company Note, and, at a discount, the City of Wilmington-Deferred Payment Note.

In July 2006, the loan was restructured to allow for the deferral of debt service principal and interest payments due July 1, 2006 and January 1, 2007, and to restructure the repayment of the outstanding principal balance effective July 1, 2007 over the next 22 years. Additionally, the State appropriated $10,000,000 to be applied as a repayment of principal and interest on July 1, 2007. Beginning March 31, 2007, principal and interest payments were due March 31 and May 31 each year. In June 2009, the loan was restructured to allow for the deferral of debt service principal and interest payments due March 31, 2010 and May 31, 2010, and to restructure the principal balance effective July 1, 2009 over the next 20 years. The interest rate was 3.99% during 2015 and 2014. The loan matures March 2029.

The future maturities of principal and interest payments on the Transportation Trust Fund Note are as follows:

Fiscal Year	Principal	Interest	Total
2016	$ 960,395	$ 667,346	$ 1,627,741
2017	998,927	628,814	1,627,741
2018	1,039,005	588,736	1,627,741
2019	1,080,691	547,050	1,627,741
2020	1,124,050	503,691	1,627,741
2021 – 2025	6,334,014	1,804,691	8,138,705
2026 - 2029	5,231,108	465,986	5,697,094
	$16,768,190	$5,206,314	$21,974,504

City of Wilmington Notes Payable - In consideration for the acquisition of the Port assets from the City, the Corporation issued to the City a Port Deferred Payment Note, with an original amount of $39,900,000, and a Port Debt Service Note with an original face amount of $51,080,622, both secured by a first lien on substantially all of the Corporation's assets.

a. <u>*Port Deferred Payment Note*</u> - In 2002, the remaining amounts due were prepaid to the City using the proceeds from the Transportation Trust Fund Note.

b. <u>*Port Debt Service Note*</u> - The Port Debt Service Note requires payments to the City in amounts that equal the debt service of certain Port-related City general obligation bonds, with interest rates from 3.20% to 6.40%.

On October 20, 2001, the City issued $22,165,000 of general obligation bonds with an average interest rate of 3.70% to advance refund $21,335,000 of outstanding 1992 A, B, and C Series general obligation bonds with an average interest rate of 6.16%. The Port-related portions of the new bonds issued and old bonds redeemed were $7,206,705 and $6,945,086, respectively, passed through to the Corporation. Although the effect of the City's advance refunding on the Port Debt Service Note resulted in a deferred accounting charge of $261,619 for the year ended June 30, 2002, it reduced the Corporation's debt service payments by $281,293 over 11 years, resulting in an economic gain. The deferred outflow of resources on the refunding was accreted over the 11-year life of the debt.

On October 5, 2004, the City issued $12,945,000 of general obligation bonds with an average interest rate of 3.73% to advance refund $11,655,000 of outstanding 1993 B Series general obligation bonds with an average interest rate of 5.00%, and a portion of interest of $161,921 due January 1, 2005. The Port-related portions of the new bonds issued and old bonds redeemed were $3,992,497 and $3,594,635, respectively, passed through to the Corporation. Although the effect of the City's advance refunding on the Port Debt Service Note resulted in a deferred accounting charge of $397,862, it reduced the Corporation's debt service payments by $251,815 over the next 17-½ years, resulting in an economic gain. The deferred outflow of resources on the refunding is accreted over the 17-½ year life of the debt. During the Fiscal Years Ended June 30, 2015 and 2014, $25,049 and $24,588, respectively, was charged to interest expense, which is included in the Statements of Revenues, Expenses, and Changes in Net Position.

On March 1, 2013, the City issued $37,885,000 of general obligation bonds with interest rates of 3.00% to 5.00% to advance refund $37,190,000 of outstanding 2006 A Series general obligations bonds with interest rates of 3.50% to 5.00%. The Port-related portions of the new bonds issues and old bonds redeemed were $1,725,000 and $1,320,000, respectively, passed through to the Corporation. The effect of the City's advance refunding on the Port Debt Service Note resulted in a deferred inflow of resources of $405,000, which is accreted over the three and one-half-year life of the Port-related debt. During the Fiscal Years Ended June 30, 2015 and 2014, $110,455 and $110,455, respectively, was charged to interest expense, which is included in the Statements of Revenues, Expenses, and Changes in Net Position.

The future maturities of principal and interest payments on the Port Debt Service Note are as follows:

Fiscal Year	Principal	Interest	Total
2016	$ 741,713	$195,008	$ 936,721
2017	683,008	157,052	840,060
2018	253,314	135,920	389,234
2019	273,832	122,742	396,574
2020	465,087	104,269	569,356
2021 - 2023	1,852,823	126,067	1,978,890
Deferred outflows and inflows of resources - net	(50,214)	-	(50,214)
Totals	$4,219,563	$841,058	$5,060,621

The loan matures in July 2022.

Delaware River and Bay Authority Obligation - On March 1, 2005, the Corporation entered into an agreement with the DRBA whereby the Corporation agreed to lease to the DRBA land and a warehouse, located at the Port, for 20 years. The rent for the entire 20-year term of the lease was $4,000,000, to be paid in advance. Simultaneously, the Corporation and the DRBA entered into an operating agreement in which the Corporation agreed to make guaranteed payments to the DRBA in the amount of $21,786, at the beginning of each month, starting with the date upon which substantial completion has occurred, for a period of 20 years, totaling $4,000,000 plus interest, which ranges from 1.50% to 5.32%.

This transaction is accounted for as a loan from the DRBA secured by revenue from warehouse operations. The Corporation began making guaranteed payments on July 1, 2007.

The future maturities of principal and interest payments on the DRBA obligation are as follows:

Fiscal Year	Principal	Interest	Total
2016	$ 191,654	$ 69,773	$ 261,427
2017	197,483	63,944	261,427
2018	157,555	103,872	261,427
2019	166,145	95,282	261,427
2020	175,202	86,225	261,427
2021 - 2025	1,030,131	277,003	1,307,134
2026 - 2027	494,963	27,894	522,857
Totals	$2,413,133	$723,993	$3,137,126

The loan matures in June 2027.

Note 9 - Capital Contributions

Since its inception and for Fiscal Years 2015 and 2014, the Corporation has received capital contributions from the State and federal grants as follows:

	Inception to Date	FY 2015	FY 2014
State of Delaware	$209,109,943	$10,250,000	$11,344,943
Federal	5,853,326	182,114	-
Totals	$214,963,269	$10,432,114	$11,344,943

Note 10 - Pension Plan and Other Post-Retirement Employee Benefits

Plan Description - The Diamond State Port Corporation Pension Plan (the Plan) is a single-employer, defined benefit pension plan that covers all eligible employees of the Corporation.

Benefits **-** The Plan provides retirement, disability, and death benefits to Plan members and beneficiaries. A member may retire after completing five years of service and after reaching normal retirement age of 65. Benefits fully vest after five years of credited service. If an employee terminates his or her employment after at least five years of credited service but before normal retirement age, he or she may defer pension benefits until reaching retirement age. Employees who retire after reaching normal retirement age with at least five years of credited service are entitled to receive pension benefits equal to 1.75% of their final average monthly compensation multiplied by the years of credited service (not to exceed 30 years). Final average monthly compensation is the monthly average of the highest consecutive five years of compensation within the past ten years of employment.

Disability benefits are generally the same as pension benefits; however, employees must have 15 years of credited service, subject to certain limitations. Survivors' benefits are generally equal to 50% of the pension benefit the employee would have received at age 65 if at least 15 years of credited service are obtained.

Funding Policy **-** Contribution requirements are determined by the State Board of Pension Trustees principally based on an actuarially determined rate. Plan members are required to contribute 2% of their compensation. Interest is credited at the rate of 7% per year.

As of June 30, 2014, the following employees were covered by the Plan:

Active members	274
Inactive members or beneficiaries currently receiving benefits	65
Terminated, vested members	9
	348

Net Pension Liability **-** The Corporation's net pension liability for the Fiscal Years Ended June 30, 2015 and 2014 was determined by an actuarial valuation as of June 30, 2014 and 2013, respectively. Update procedures were used to roll forward the 2013 valuation results. There have been no changes between the measurement date of the net pension liability and the employer's report date that are expected to have a significant effect on the net pension liability. The total pension liability used to calculate net pension liability was determined using the following actuarial assumptions, applied to all periods included in the measurement:

Inflation	3.0%
Salary increases	4.0%, including inflation
Investment rate of return	7.2%, including inflation

The actuarial assumptions used in the June 30, 2014 valuation were based on the recommendation of the actuary and adopted by the Plan's Board of Trustees based on the most recent review of the Plan's experience completed in 2011. The Board of Trustees further modified the investment rate of return and inflation assumptions for the 2014 plan year. In addition, mortality rates were based on the RP-2000 Combined Mortality Table for Males or Females, as appropriate, with adjustments for mortality improvements based on Scale AA.

The long-term expected rate of return on pension plan investments was determined using a building-block method in which best-estimate ranges of expected future real rates of return (expected returns, net of investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighing the expected future real rates of return by an asset allocation percentage, which is based on the nature and mix of current and expected plan investments, and by adding expected inflation. Best estimates of geometric real rates of return for each major asset class are summarized in the following table:

Asset Class	Long-Term Expected Real Rate of Return
Domestic equity	5.70%
International equity	5.70%
Fixed income	2.00%
Alternative investments	7.80%
Cash and equivalents	-

Discount Rate **-** The discount rate used to measure the total pension liability was 7.20%. The projection of cash flows used to determine the discount rate assumed that employee contributions will be made at the current contribution rate and that contributions from employers will be made at rates determined by the Board of Pension Trustees, actuarially determined. Based on those assumptions, the 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 on Plan investments was applied to all periods of projected benefit payments to determine the total pension liability.

Changes in the Corporation's Net Pension Liability **-** Changes in the Corporation's net pension liability for the Fiscal Year Ended June 30, 2015 were as follows:

	Increase (Decrease)		
	Total Pensions Liability [a]	**Plan Fiduciary Net Position [b]**	**Net Pension Liability [a] – [b]**
Balance, June 30, 2014	$25,892,028	$20,818,094	$ 5,073,934
Changes for the year:			
Service cost	870,491	-	870,491
Interest	1,872,777	-	1,872,777
Contributions – employees	-	235,564	(235,564)
Contributions – employer	-	1,009,327	(1,009,327)
Net investment income	-	3,611,661	(3,611,661)
Benefit payments, including refunds of employee contributions	(628,773)	(628,773)	-
Administrative expenses	-	(42,917)	42,917
Net changes	2,114,495	4,184,862	(2,070,367)
Balance, June 30, 2015	$28,006,523	$25,002,956	$ 3,003,567

Sensitivity of the Net Pension Liability to Changes in the Discount Rate **-** The following presents the net pension liability calculated using the discount rate of 7.20%, as well as what the net pension liability would be if it were calculated using a discount rate that is 1-percentage point lower or 1-percentage point higher than the current rate:

	Discount rate	Net pension liability
1% decrease	6.20%	$6,537,236
Current discount rate	7.20%	$3,003,567
1% increase	8.20%	$ 20,379

Expected and Actual Experience Differences **-** The difference between expected and actual experience with regard to economic and demographic factors is amortized over the weighted average of the expected remaining service life of active and inactive members, which is six years. The first year of amortization is recognized as pension expense with the remaining years either a deferred outflow or deferred inflow. The collective amount of the difference between expected and actual experience for the Fiscal Year Ended June 30, 2014 was $0.

Change in Assumptions **-** The change in assumptions about future economic or demographic factors or other inputs is amortized over the weighted average of the expected remaining service life of active and inactive members, which is six years. The first year of amortization is recognized as pension expense with the remaining years either a deferred outflow or deferred inflow. The collective amount of change in assumptions for the Fiscal Year Ended June 30, 2014 was $0.

Difference between Projected and Actual Investment Earnings on Pension Plan Investments **-** The difference between the actual earnings on plan investments compared to the Plan's expected rate of return of 7.2% is amortized over a closed period of five years. The first year of amortization is recognized as pension expense with the remaining four years to be shown as deferred inflow of resources. The collective amount of the difference between projected and actual earnings for the Fiscal Year Ended June 30, 2014 was $1,673,984.

Pension Expense, Deferred Outflows of Resources, and Deferred Inflows of Resources **-** For Fiscal Year 2015, the components of pension expense were as follows:

Service cost	$ 870,491
Interest	1,872,777
Contributions - employees	(235,564)
Administrative expense	54,471
Projected earnings on plan investments	(1,519,179)
Amortization of investment return differences	(418,496)
Pension expense	$ 624,500

For the Fiscal Year Ended June 30, 2015, the Corporation reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

	Deferred Outflows of Resources	Deferred Inflows of Resources
Contributions made subsequent to the measurement date	$ 1,046,620	$ -
Pension plan investment return differences	-	1,673,984
Totals	$ 1,046,620	$ 1,673,984

Amounts reported as deferred outflows of resources will be recognized as a reduction to the net pension liability in Fiscal Year 2016. Amounts reported as deferred inflows of resources will be recognized in pension expense as follows:

Fiscal Years Ended June 30,:	
2016	$ 418,496
2017	418,496
2018	418,496
2019	418,496
2020	-
Thereafter	-

Annual Pension Cost - The Corporation contributed 100% of its annual required contribution during the Fiscal Years Ended June 30, 2015 and 2014. The annual pension cost was equal to the annual required contribution of $1,020,883 and $858,660 for the Fiscal Years Ended June 30, 2014 and 2013, respectively.

The annual required contribution for the current year was determined as part of the June 30, 2014 actuarial valuation (the most recent valuation) using the Entry Age Normal Actuarial Cost Method. The actuarial assumptions included (a) 7.20% investment rate of return and (b) projected salary increases of 4.00%, which included an inflation component of 3.00%. The actuarial value of assets was determined using techniques that smooth the effects of short-term volatility in the market value of investments over a five-year period. The unfunded actuarial accrued liability is being amortized as a level percentage of projected payroll on a closed basis. The remaining amortization period at June 30, 2015 was 15 years.

The Schedule of Funding Progress presented as Required Supplementary Information following the Notes to Financial Statements, presents multi-year trend information about whether the actuarial value of Plan assets are increasing or decreasing over time relative to the actuarial accrued liability for benefits.

The following table provides an analysis of the funding progress of the Plan as of June 30, 2014, the most recent valuation date:

Actuarial Valuation Date	Actuarial Value of Assets (1)	Actuarial Accrued Liability (AAL) (2)	Unfunded AAL (UAAL) (2-1)	Funded Ratios (1/2)	Annualized Covered Payroll (5)	UAAL as a Percentage of Covered Payroll ((2-1)/5)
June 30, 2014	$23,954,700	$29,409,000	$5,454,300	81.50%	$12,644,400	43.10%

The Delaware Public Employees' Retirement System, which administers the Plan, issues a publicly available financial report, including financial statements and required supplementary information. The report may be obtained by writing the State Board of Pension Trustees and Office of Pensions, McArdle Building, Suite #1, 860 Silver Lake Boulevard, Dover, Delaware 19904-2402, or by calling 1-800-722-7300.

Payable to the Plan **-** At June 30, 2015 and 2014, the Corporation reported payables of $90,144 and $74,675, respectively, for the outstanding amount of contributions due to the Plan.

Other Post-Retirement Employee Benefits **-** Retirees of the Corporation are permitted to enroll in the State's health insurance plan in which they pay the premiums in full on a monthly basis. The Corporation is not obligated to pay for any medical costs under the Plan. Therefore, the Corporation has not recorded a liability for other post-retirement employee benefits in its financial statements.

Note 11 - Lease Commitments

The Corporation leases various equipment and outside storage space on a short-term basis for its operations. Rental expense was $717,333 and $594,428 for the Fiscal Years Ended June 30, 2015 and 2014, respectively.

Note 12 - Risk Management

The Corporation is exposed to various risks of loss related to torts, theft of, damage to, and destruction of assets, errors and omissions, injuries and illnesses to employees, and natural disasters. The Corporation has obtained commercial insurance to cover the risk of these losses with the exception of workers' compensation claims, where the Corporation is self-insured through the State's self-insurance program. Settled claims have not exceeded the commercial insurance limits in any of the past five fiscal years. The Corporation was obligated to pay to the State's program a monthly charge equal to $1.60 per $100 of payroll, which was $250,178 and $254,079 for the Fiscal Years Ended June 30, 2015 and 2014, respectively.

Note 13 - Deferred Compensation Plan

The Corporation offers all full-time employees a deferred compensation plan in accordance with Internal Revenue Code Section 457. The plan permits employees to defer a portion of their salary until a future time. The employee may withdraw funds upon termination of the employment relationship with the Corporation, retirement, death, or unforeseeable financial hardship. The Corporation does not make contributions to the plan.

Plan assets are held in trust for the exclusive benefit of participants and their beneficiaries. The Corporation has very little administrative involvement, performs no investing function, and has no fiduciary responsibility for this plan. All amounts of compensation deferred under the plan, all property and rights purchased with those amounts, and all income attributable to those amounts, property, or rights are solely the property and rights of the participants and are not subject to claims of the Corporation's creditors. Accordingly, these plan assets are not reported as a part of these financial statements.

Note 14 - Major Customers

Two major customer groups of the Corporation accounted for approximately 26.40% and 21.20%, respectively, of operating revenues (47.60% total) for the Fiscal Year Ended June 30, 2015. The same two customer groups accounted for approximately 25.10% and 21.40%, respectively, for the Fiscal Year Ended June 30, 2014.

Note 15 - Collective Bargaining

The Corporation employs 265 full-time and part-time benefits eligible employees. There are 71 full-time employees who are represented by the International Longshoremen's Association (ILA) - Local 1694-1. The most recent collective bargaining agreement (ILA Agreement) was ratified in March 2015 for the period October 1, 2013 through September 30, 2016. There are 128 part-time employees (only those working over 800 hours in a previous calendar year) who are also represented by the International Longshoremen's Association, under the ILA Agreement. There are 15 full-time employees who are represented by the International Brotherhood of Teamsters - Local 326, under a collective bargaining agreement that was ratified in June 2015 for the period October 1, 2014 through September 30, 2017. There are 51 administrative employees (19.20%) not covered under collective bargaining agreements.

Note 16 - Commitments and Contingencies

***Construction and Renovation Contracts* -** The Corporation has various contracts for construction and renovation of significant facilities located on its property at the Port in accordance with the capital budget approved by its Board of Directors. As of June 30, 2015 and 2014, the Corporation had construction in progress of $8,997,799 and $1,732,952, respectively. Funding for capital projects has been received from operations, the State, and the U.S. Department of Homeland Security. As of June 30, 2015 and 2014, the Corporation had $25,475,929 and $25,694,702, respectively, in investments committed to capital projects (Note 4).

***Environmental Contingencies* -** Under the provisions of the Port of Wilmington Acquisition Agreement dated September 1, 1995, the City retains responsibility for all liabilities under environmental laws that arise out of, or result from, any condition existing at the Port on or before the agreement closing date, September 8, 1995.

On February 14, 2002, the Agreement was amended, and in conjunction with the prepayment of the Port Deferred Payment Note, the Corporation agreed to assume responsibility for $2,000,000 of potential environmental liabilities. To date, no such liabilities have been identified.

***Litigation and Claims* -** The Corporation is party to various claims and legal proceedings, which normally occur in governmental and port operations.

The Corporation was named a defendant in a lawsuit brought by the City relating to storm water charges billed by the City since 2009. As per the litigation, the City sought over $4,500,000 for amounts past due including late fee penalties and interest. The Corporation's management believed the charges billed by the City to be inappropriate and contrary to the Port Acquisition Agreement entered into by the two parties. As of June 30, 2014, the Corporation had accrued $2,873,424 of the storm water charges, and they are included in accrued expenses in the accompanying balance sheet. For the Fiscal Year Ended June 30, 2014, the Corporation recorded $740,311 to operations for the storm water charges billed by the City. The lawsuit was settled in April 2015. During the Fiscal Year Ended June 30, 2015, the Corporation reversed and recorded the prior accrual of $2,873,424 as operating revenue. Starting in 2015, the Corporation will pay storm water charges for only the agreed upon storm water area at the rate(s) set forth in the City’s storm water ordinance, which the City estimates will be $6,000 to $7,000 per year at current rates. As of June 30, 2015, the Port accrued $8,000 to operating expenses for storm water charges, which is included in accrued expenses in the accompanying Statements of Net Position.

Beginning in July 2010, the Corporation was a defendant in a lawsuit filed by a construction contractor. The case arose from claims on a project involving the rehabilitation and reconstruction of Berth 4. The construction contractor alleged that it had incurred additional costs unreimbursed by the Corporation and originally sought an unspecified amount of compensatory damages. During July 2013, the construction contractor accepted a settlement proposed by the Corporation. As a result, the Corporation was required to pay a portion of the construction contractor's costs in the amount of $2,000,000. For the year ended June 30, 2013, the Corporation capitalized these costs awarded to the construction contractor, as they related to construction costs (Note 5). This payment completed the Corporation's involvement in the matter.

Note 17 - Subsequent Events

Events and transactions subsequent to year end have been evaluated for potential recognition in the financial statements or disclosure in the Notes to Financial Statements. All events and transactions have been evaluated through the date of the auditors' report, which is the date the financial statements were available to be issued.

Required Supplementary Information

Diamond State Port Corporation
Schedule of Changes in Net Pension Liability and Related Ratios
June 30, 2014

The following provides an analysis of the changes in the Corporation's net pension liability as of June 30, 2014:

	2014
Total pension liability	
Service cost	$ 870,491
Interest	1,872,777
Benefit payments, including refunds of employee contributions	(628,773)
Net change in total pension liability	2,114,495
Total pension liability - beginning	25,892,028
Total pension liability - ending (a)	$28,006,523
Plan fiduciary net position	
Contributions - employer	$ 1,009,327
Contributions - employees	235,564
Net investment income	3,611,661
Benefit payments, including refunds of employee contributions	(628,773)
Administrative expense	(42,917)
Net change in plan fiduciary net position	4,184,862
Plan fiduciary net position - beginning	20,818,094
Plan fiduciary net position - ending (b)	$25,002,956
Corporation's net pension liability - ending (a) - (b)	$3,003,567
Plan fiduciary net position as a percentage of the total pension liability	89.28%
Covered-employee payroll	$12,644,400
Corporation's net pension liability as a percentage of covered-employee payroll	23.75%

Diamond State Port Corporation
Schedule of Contributions
June 30, 2015

The following provides an analysis of the employer contributions made to the Plan in relation to the actuarially determined contributions during the year ended June 30, 2015:

	2015
Actuarially determined contribution	$1,009,327
Contributions in relation to the actuarially determined contribution	1,009,327
Contribution excess	$ -
Covered-employee payroll	$12,644,400
Contributions as a percentage of covered-employee payroll	7.98%

Notes to Schedule

Valuation date:	June 30, 2013

Actuarially determined rates are calculated as of June 30, two years prior to the end of the fiscal year in which contributions are reported.

Methods and assumptions used to determine contribution rates:

Actuarial cost method	Entry age
Amortization method	Percentage of pay - open
Remaining amortization period	15 years
Asset valuation method	5-year smoothed market
Inflation	3.00%
Salary increases	4.00%, including inflation
Investment rate of return	7.20%, including inflation
Retirement age	A member may retire after completing five years of service and after reaching normal retirement age of 65.
Morality	Mortality rates were based on the RP-2000 Combined Mortality Table for Males or Females, as appropriate, with adjustments for mortality improvements based on Scale AA.

Santora CPA Group
Right, By Your Side

William A. Santora, CPA
John A. D'Agostino, CPA, MST
Heath N. Kahrs, CPA
Robert S. Smith, CPA
Stacey A. Powell, CPA, CFE, CICA

Robert Freed, Principal
Linda A. Pappajohn, Principal

Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with *Government Auditing Standards*

Board of Directors
Diamond State Port Corporation
Wilmington, Delaware

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the Diamond State Port Corporation (the Corporation) as of and for the year ended June 30, 2015, and the related notes to the financial statements, which collectively comprise the Corporation's basic financial statements, and have issued our report thereon dated October 12, 2015.

Internal Control Over Financial Reporting

In planning and performing our audit of the financial statements, we considered the Corporation's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control.

Accordingly, we do not express an opinion on the effectiveness of the Corporation's internal control. A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the Corporation's financial statements will not be prevented, or detected and corrected on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Christiana Executive Campus ▲ 220 Continental Drive ▲ Suite 112 ▲ Newark, DE 19713-4309
Phone: (302) 737-6200 ▲ (800) 347-0116 ▲ Fax: (302) 737-3362
E-Mail: info@santoracpagroup.com ▲ www.santoracpagroup.com

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Corporation's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Corporation's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Corporation's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Santora CPA Group

October 12, 2015
Newark, Delaware