

**BURBANK-GLENDALE-PASADENA
AIRPORT AUTHORITY**

Basic Financial Statements

June 30, 2013 and 2012

(With Independent Auditor's
Report Thereon)

This page left blank intentionally

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Basic Financial Statements

June 30, 2013 and 2012

Table of Contents

	Page
Independent Auditor's Report	1
Management's Discussion and Analysis (Required Supplementary Information)	3
Basic Financial Statements:	
Statements of Net Position	23
Statements of Revenues, Expenses, and Changes in Net Position	25
Statements of Cash Flows	26
Notes to Basic Financial Statements	29

This page left blank intentionally

Independent Auditor's Report

The Honorable Board of Commissioners
Burbank-Glendale-Pasadena Airport Authority
Burbank, California:

Report on the Basic Financial Statements

We have audited the accompanying basic financial statements of the Burbank-Glendale-Pasadena Airport Authority (the Authority) as of and for the years ended June 30, 2013 and 2012, and the related notes to the financial statements, as listed in the table of contents.

Management's Responsibility for the Basic Financial Statements

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

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Authority as of June 30, 2013 and 2012 and the changes in its financial position and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages 3 to 22 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated December 20, 2013 on our consideration of the Authority's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, 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 the 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 Authority's internal control over financial reporting and compliance.

Macias Fini & O'Connell LLP

Los Angeles, California
December 20, 2013

MANAGEMENT'S DISCUSSION AND ANALYSIS

This page left blank intentionally

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Management's Discussion and Analysis

June 30, 2013 and 2012

(Unaudited)

Management of the Burbank-Glendale-Pasadena Airport Authority (Authority), which operates Bob Hope Airport (Airport), offers readers of the Authority's basic financial statements the following *Management's Discussion and Analysis* (MD&A), a narrative overview and analysis of the Authority's financial activities as of and for the fiscal years ended June 30, 2013 and 2012. We encourage readers to consider this information in conjunction with the accompanying basic financial statements.

This discussion and analysis is intended to serve as an introduction to the Authority's basic financial statements. The basic financial statements include the statements of net position, the statements of revenues, expenses, and changes in net position, the statements of cash flows, and the notes to the basic financial statements.

The statements of net position present information on all of the Authority's assets, deferred outflows of resources, liabilities and deferred inflows of resources, with the difference reported as net position. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the Authority is improving or deteriorating. The Authority currently has no deferred outflows of resources or deferred inflows of resources to report.

The statements of revenues, expenses, and changes in net position present information showing how the Authority's net position changed during the fiscal year. All changes in net position are reported when the underlying event giving rise to the change occurs, regardless of the timing of the 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.

The statements of cash flows present information on the Authority's cash receipts and payments during the fiscal year. These cash flows are grouped into four categories: operating activities, noncapital financing activities, capital and related financing activities, and investing activities.

The notes to the basic financial statements provide additional information that is essential to a full understanding of the data provided in the basic financial statements.

Highlights of Airport Activities

- The assets of the Authority exceeded its liabilities (*net position*) at June 30, 2013 and 2012 by \$459,011,942 and \$456,889,235, respectively. Of this amount, \$122,760,565 and \$126,582,040, respectively, may be used to meet the Authority's ongoing obligations to Airport users and creditors (*unrestricted net position*).
- The Authority's total net position increased by \$2,122,707 and \$7,713,178 in the fiscal years ended June 30, 2013 and 2012, respectively.
- The Authority's net capital assets increased by \$47,165,726 in fiscal year (FY) 2013, consisting of additions of \$64,643,143, deletions of \$3,423,975 (net of accumulated depreciation of \$10,469,428), and depreciation expense of \$14,053,442. Included in deletions is \$3,408,481 (net of accumulated depreciation of \$7,301,754) of certain capital assets or portions of capital assets on the A-1 North Property that were demolished or partially demolished as part of the ongoing construction of the Regional Intermodal Transportation Center (RITC). The loss on disposal of these capital assets is included in Special Items on the accompanying Statement of Revenues, Expenses and Changes in Net Position. The Authority's net

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Management's Discussion and Analysis

June 30, 2013 and 2012

(Unaudited)

capital assets increased by \$2,041,643 in FY 2012, consisting of additions of \$16,265,138, deletions of \$0 (net of accumulated depreciation of \$4,584,890) and depreciation expense of \$14,223,495.

- Operational Results:

- In FY 2013 total passengers of 3,971,804 declined from FY 2012 by 5.6% and in FY 2012 total passengers of 4,206,023 declined from FY 2011 by 3.5%. The decrease in passenger traffic levels reflects the continuing impact of the sluggish national economy and the airline industry's capacity reductions relative to the reduced demand for air travel. The Airport remained focused on maintaining efficient passenger operations, matching the timing of capital programs to alternate funding sources, upgrading infrastructure, and implementing security requirements. The Airport's ability to maintain its passenger traffic levels and/or attain any future passenger development is contingent on the recovery of the national economy and decisions by airline management to provide air service at Bob Hope Airport to meet customer demand. Airport management cannot predict the decisions of airline management or the future course of the aviation industry. The airline industry is highly cyclical and is characterized by intense competition, high operating and capital costs, and varying demand. Passenger and cargo volumes are highly sensitive to general and localized economic trends, and passenger traffic may vary substantially with seasonal travel patterns. The impact of the sluggish national economy on the airline industry and passenger activity is expected to continue in FY 2014.
- Total operating revenues generated during FY 2013 increased by \$1,507,697, or 3.5%, from FY 2012. Total operating revenue generated during FY 2012 decreased by \$1,910,575, or 4.2%, from FY 2011.
- Total operating expenses incurred during FY 2013 decreased by \$1,372,942, or 2.7%, from FY 2012 (decrease of \$1,202,889 or 3.3% excluding depreciation expense). Total operating expenses incurred during FY 2012 increased by \$767,010, or 1.5%, over FY 2011 (increase of \$1,233,218 or 3.5% excluding depreciation expense).
- The Airport was served during FY 2013 by six signatory carriers: Alaska Airlines, Delta Air Lines, JetBlue Airways, Southwest Airlines, United Airlines and U.S. Airways. In addition, Seaport Airlines began service on May 1, 2013. Delta Air Lines and United Airlines replaced SkyWest Airlines as signatory carriers in FY 2013 due to a change in their operating agreements for the Delta Connection and United Express service. The Airport was served during FY 2012 by Alaska Airlines, American Airlines, JetBlue Airways, SkyWest Airlines (which operated Delta Connection and United Express), Southwest Airlines and U.S. Airways. American Airlines discontinued service effective February 9, 2012.
- As the Authority's residential sound insulation program reaches maturity, during FY 2013 the Airport acoustically treated approximately 129 residences with none in progress at June 30, 2013. During FY 2012, the Airport acoustically treated approximately 263 residences and an additional 99 were in progress at June 30, 2012. The funding for the sound insulation program, in which noise mitigation features are installed in residences impacted by airport noise, is provided by federal grants, passenger facility charge fees, and Authority funds. Effective October 10, 2013, the Federal Aviation Administration (FAA) accepted an updated noise exposure map (NEM), which depicts the boundaries of the 65 community noise equivalent level (CNEL) noise exposure area. The NEM,

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Management's Discussion and Analysis

June 30, 2013 and 2012

(Unaudited)

which reflects a decrease in the size of the area surrounding the airport exposed to 65 CNEL, was updated as part of a Part 150 Noise Compatibility Study.

Schedule of Net Position

A summary of the Airport's net position as of June 30, 2013, 2012 and 2011 is shown below:

Schedule of Net Position							
	2013	2012	2011	FY 2012/13		FY 2011/12	
				increase (decrease)		increase (decrease)	
				Amount	%	Amount	%
Assets:							
Current unrestricted assets	\$ 34,128,851	31,991,125	31,337,049	2,137,726	6.7%	\$ 654,076	2.1%
Restricted assets	148,072,420	190,513,756	110,076,099	(42,441,336)	(22.3)	80,437,657	73.1
Facility Development Reserve	101,395,103	105,000,000	100,000,000	(3,604,897)	(3.4)	5,000,000	5.0
Bond issuance costs	2,215,439	2,331,862	737,164	(116,423)	(5.0)	1,594,698	216.3
Capital assets, net	<u>326,991,799</u>	<u>279,826,073</u>	<u>277,784,430</u>	<u>47,165,726</u>	16.9	<u>2,041,643</u>	0.7
Total assets	<u>612,803,612</u>	<u>609,662,816</u>	<u>519,934,742</u>	<u>3,140,796</u>	0.5	<u>89,728,074</u>	17.3
Liabilities:							
Current liabilities	15,456,325	13,018,093	11,120,280	2,438,232	18.7	1,897,813	17.1
Liabilities payable from restricted assets	6,314,854	4,699,532	4,030,219	1,615,322	34.4	669,313	16.6
Noncurrent liabilities	<u>132,020,491</u>	<u>135,055,956</u>	<u>55,608,186</u>	<u>(3,035,465)</u>	(2.2)	<u>79,447,770</u>	142.9
Total liabilities	<u>153,791,670</u>	<u>152,773,581</u>	<u>70,758,685</u>	<u>1,018,089</u>	0.7	<u>82,014,896</u>	115.9
Net position:							
Net investment in capital assets	244,447,345	220,535,719	225,693,846	23,911,626	10.8	(5,158,127)	(2.3)
Restricted, debt service	11,572,383	11,422,569	11,736,865	149,814	1.3	(314,296)	(2.7)
Restricted, capital projects	80,231,649	98,348,907	89,051,292	(18,117,258)	(18.4)	9,297,615	10.4
Unrestricted	<u>122,760,565</u>	<u>126,582,040</u>	<u>122,694,054</u>	<u>(3,821,475)</u>	(3.0)	<u>3,887,986</u>	3.2
Total net position	<u>\$ 459,011,942</u>	<u>456,889,235</u>	<u>449,176,057</u>	<u>2,122,707</u>	0.5	<u>\$ 7,713,178</u>	1.7

Net Position

As noted earlier, net position may serve over time as a useful indicator of the Authority's financial position. The Authority's assets exceeded its liabilities (net position) by \$459,011,942, \$456,889,235 and \$449,176,057 at the close of FY 2013, FY 2012 and FY 2011, respectively.

The largest portion of the Authority's net position (53.3%, 48.3% and 50.2% at June 30, 2013, 2012 and 2011, respectively) reflects its investment in capital assets (e.g., land, buildings, runways, etc.); less any related debt used to acquire those assets that is still outstanding. The Authority uses these capital assets to provide services to Airport users; consequently, these assets are not available for future spending. Although the Authority's investment in its capital assets is reported net of related debt, the resources needed to repay this debt must be provided from other sources since the capital assets themselves cannot be used to liquidate these liabilities.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

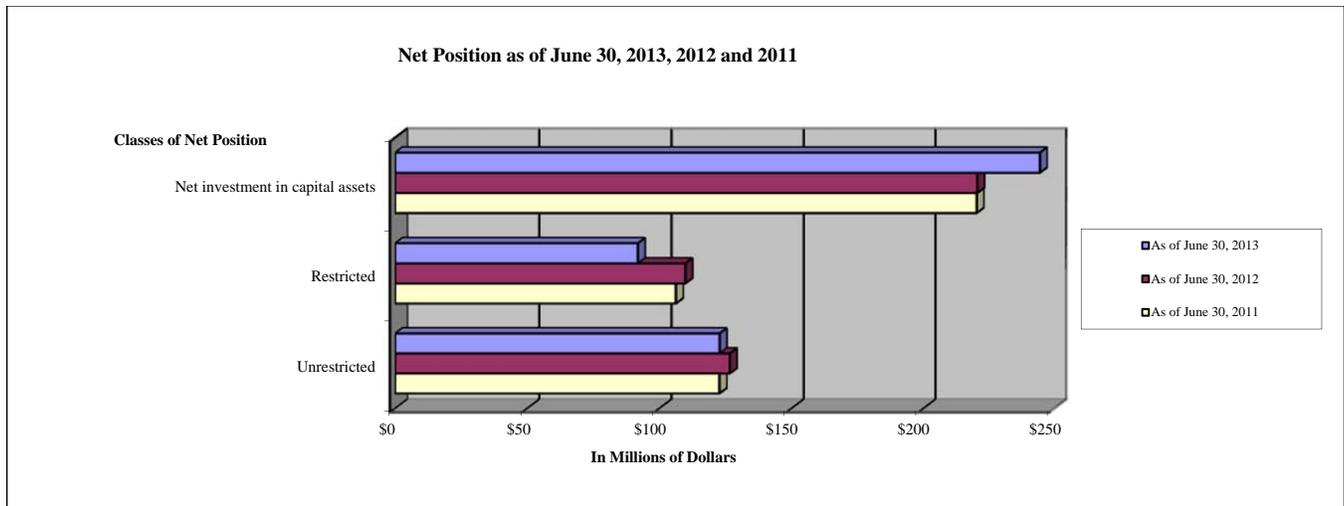
Management’s Discussion and Analysis

June 30, 2013 and 2012

(Unaudited)

The second portion of the Authority’s net position (20.0%, 24.0% and 22.4% at June 30, 2013, 2012 and 2011, respectively) represents resources that are subject to external restrictions on how they may be used. Of this restricted net position, 12.6%, 10.4% and 11.6% are for repayment of long-term debt and 87.4%, 89.6% and 88.4% are for construction of capital assets at June 30, 2013, 2012 and 2011, respectively.

The final portion of net position is unrestricted net position and may be used to meet the Authority’s ongoing obligations to Airport users and creditors.



As of June 30, 2013, 2012 and 2011, the Authority reported positive balances in all three categories of net position.

Current Unrestricted Assets

The Authority’s current unrestricted assets increased by \$2,137,726, or 6.7%, in FY 2013 primarily resulting from increased cash and investments from net operating revenues (\$819,230) and other receivables related primarily to insurance reimbursement receivables for damaged engineered material arresting system (EMAS) (\$623,011) and runway lighting systems (\$45,344), and amounts due from the Transportation Security Administration (TSA) for an upgrade to its baggage inspection systems (\$573,415). \$2,250,000 was transferred during FY 2013 from the Facility Development Reserve to the Current Operating Fund representing the net increase of advances for the Authority share of RITC construction (\$5.5 million) less the increase in net cash from operations of \$3.25 million. The Authority’s current unrestricted assets increased by \$654,076, or 2.1%, in FY 2012 primarily resulting from net operating revenues and increased grant receivables from accrued qualifying grant expenditures, offset by decreases in accounts receivable and accrued interest receivable. \$5,000,000 (net) was transferred during FY 2012 from the Current Operating Fund to the Facility Development Reserve, including \$4,928,138 transferred from the Facility Development Reserve for interim financing on the RITC project, offset by \$9,928,138 transferred to the Facility Development Reserve upon issuance of the 2012 Bonds and first draw from the 2012 Bonds Construction Funds for reimbursement of qualifying expenditures on the RITC project.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Management's Discussion and Analysis

June 30, 2013 and 2012

(Unaudited)

Restricted Assets

The Authority's restricted assets decreased by \$42,441,336 or 22.3% in FY 2013. The decrease in restricted assets consists of \$23,340,978 of 2012 Bonds construction funds, \$13,428,021 of Customer Facility Charge (CFC) funds and \$9,331,705 of Passenger Facility Charge (PFC) funds drawn down for reimbursement of RITC project costs; \$8,508,502 of PFC funds drawn down for reimbursement of sound insulation program costs and other capital projects; \$2,779,761 of debt service on the 2012 Bonds; a reduction of \$193,159 in PFC, CFC and restricted interest receivables; offset by additions of \$8,488,661 of PFC revenues and interest; \$1,354,897 transferred from the Facility Development Reserve to the Bond Surplus Fund; \$4,881,355 of CFC revenues; an increase of \$121,727 in other cash and investments with trustee; an increase of \$222,460 in the Operating Reserve Fund and an increase of \$71,690 in other restricted cash funds.

The Authority's restricted assets increased by \$80,437,657, or 73.1%, in FY 2012. The increase in restricted assets includes an increase of \$70,817,539 related to the issuance of the 2012 Bonds, an increase of \$56,219 related to the 2005 Airport Revenue Bonds (2005 Bonds), an increase of \$172,953 in the Operating Reserve Fund, an increase of \$83,928 in the Authority Areas Reserve, a decrease of \$145,808 in the Asset Forfeiture Fund, an increase of \$4,430,972 in the PFC Fund, an increase of \$5,006,016 in the CFC Fund, a decrease of \$121,751 in PFC receivables, an increase of \$154,042 in CFC receivables, and a decrease of \$16,453 in accrued interest related to other restricted cash and investment funds. The \$70,817,539 increase related to issuance of the 2012 Bonds includes \$9,277,903 in the 2012 Bonds Debt Service Fund for debt service on the 2012 Bonds through July 1, 2014, \$5,838,593 in the 2012 Bonds Debt Service Reserve Fund, \$47,830 in the 2012 Bonds Cost of Issuance Fund (net of \$709,161 paid to vendors for costs of issuance) and \$55,653,213 in 2012 Bonds Construction Fund (net of \$9,928,138 drawn for reimbursement of qualifying expenditures on the RITC project).

Debt Service and Debt Service Reserve funds relate to debt service requirements and accumulated interest earnings of the 2005 Bonds and the 2012 Bonds. The Operating Reserve Fund, a fund required by the Bond Indenture in an amount equal to one fourth of the operations and maintenance budget, increased \$222,460 and \$172,953 based on a corresponding increase in that budget for FY 2013 and FY 2012, respectively. The deposit to the Bond Surplus fund represents 25% of maximum annual debt service on the 2005 Bonds and may be used beginning in FY 2014 for bond debt service coverage requirements. The Authority expects to make a similar deposit in FY 2014 related to the 2012 Bonds.

The PFC is an FAA-approved charge levied on each enplaned passenger (currently \$4.50). PFC funds collected are restricted and may only be used on specifically approved facility improvement projects. The balance in the PFC Fund is dependent on the timing of receipts and expenditures on approved projects. PFC revenue for fiscal years ended June 30, 2013 and 2012 totaled \$8,306,776 and \$8,989,090, respectively, including interest and changes in fair value in the PFC Fund of \$128,511 and \$286,374, respectively. During the fiscal years ended June 30, 2013 and 2012, funds totaling \$17,840,206 and \$4,705,725, respectively, for eligible costs expended on PFC projects were reimbursed to the Current Operating Fund from the PFC Fund. Of these amounts, \$9,331,704 in FY 2013 were for the RITC project; \$797,828 and \$1,335,449, respectively, were for sound insulation program expenses and \$7,710,674 and \$3,370,276, respectively, were for facility improvement project expenses.

The CFC is a State of California permitted charge established by the Authority effective December 1, 2009, levied on rental car transactions. The fee was \$10 per rental car transaction through June 30, 2011. In accordance with State law, effective July 1, 2011 the Authority increased the CFC fee to \$6 per rental car transaction day, up

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Management's Discussion and Analysis

June 30, 2013 and 2012

(Unaudited)

to a maximum of five rental days. CFC funds collected are restricted and may only be used for the planning, design, construction and financing of a consolidated rental car facility (CRCF). The balance in the CFC Fund is dependent on the timing of receipts and expenditures on the CRCF. CFC revenue for fiscal years ended June 30, 2013 and 2012 totaled \$4,856,431 and \$5,154,028, respectively, and funds totaling \$13,428,021 in FY 2013 for eligible CRCF construction costs were reimbursed to the Current Operating Fund from the CFC Fund.

Facility Development Reserve

Cash and investments – Facility Development Reserve decreased by \$3,604,897, or 3.4%, in FY 2013 and increased \$5,000,000, or 5.0%, in FY 2012. This fund was established by the Authority during FY 2000 to provide for the development of the terminal and other Airport facilities. The actual appropriation of these funds to selected facility development projects is determined based on the approval of the Authority. In FY 2013, \$1,354,897 was transferred to the Bond Surplus Fund (see current restricted assets above) and \$2,250,000 was transferred to the Current Operating Fund (see current unrestricted assets above). In FY 2012, \$4,928,138 was transferred from the Facility Development Reserve to the Current Operating Fund to provide interim financing on the RITC project, offset by \$9,928,138 transferred from the Current Operating Fund to the Facility Development Reserve upon issuance of the 2012 Bonds and first draw from the 2012 Bonds Construction Funds for reimbursement of qualifying expenditures on the RITC project.

Capital Assets

The Authority's net capital assets increased \$47,165,726, or 16.9%, in FY 2013 and \$2,041,643, or 0.7%, in FY 2012.

The net increase in capital assets of \$47,165,726 in FY 2013 includes additions of \$64,643,143, deletions of \$3,423,975 (net of accumulated depreciation of \$10,469,428), and depreciation expense of \$14,053,442. Included in deletions is \$3,408,481 (net of accumulated depreciation of \$7,301,754) of certain capital assets or portions of capital assets on the A-1 North Property that were demolished or partially demolished as part of the ongoing construction of the RITC. The loss on disposal of these capital assets is included in Special Items on the accompanying Statement of Revenues, Expenses and Changes in Net Position.. The net increase in capital assets of \$2,041,643 in FY 2012 includes additions of \$16,265,138, deletions of \$0 (net of accumulated amortization of \$4,584,890) and depreciation expense of \$14,223,495.

FY 2013 additions to capital assets of \$64,643,143 include \$54,572,822 related to construction in progress on the RITC project. Other additions include aircraft rescue and firefighting (ARFF) Station rehabilitation – exterior, digital video surveillance system (DVSS) Phase IV, autos and trucks, runway rehabilitation, and additions to construction in progress on the common use passenger processing system (CUPPS) and noise monitoring system projects. FY 2013 deletions include depreciation of \$14,053,442 and other deletions of terminal ticket counters and paging system related to CUPPS project, and the Runway 15 Blast Fence.

FY 2012 additions to capital assets of \$16,265,138 include land for runway safety area clearance, Ramps A and B paving, Runway 15 runway safety area improvements, Airport roadway and perimeter security infrastructure improvements, ARFF truck, and additions to construction in progress on the RITC, DVSS Phase IV and CUPPS projects. FY 2012 deletions include depreciation of \$14,223,495 and other deletions of \$0 (net of accumulated depreciation of \$4,584,890) including prior runway, ramp and apron paving, 1991 ARFF truck, and landscaping and paving improvements in Parking Lot D and the valet parking lot as part of the RITC construction project.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Management's Discussion and Analysis

June 30, 2013 and 2012

(Unaudited)

Current Liabilities

Current liabilities increased \$2,438,232, or 18.7%, in FY 2013. The increase results from an increase in vendor accruals related to capital projects of \$2,687,807, the TSA baggage inspection upgrade project of \$350,753 and other vendor accruals of \$84,038; a decrease in vendor accruals related to the sound insulation program of \$711,907 and operating activities of \$149,072; an increase in salaries and benefits payable of \$111,514; a decrease of \$16,691 in unearned tenant rents; and an increase in customer deposits of \$81,790.

Current liabilities increased \$1,897,813, or 17.1%, in FY 2012. The increase results from an increase in vendor accruals primarily related to capital projects of \$3,459,421, including the RITC project of \$1,978,095 with the start-up of construction and the DVSS Phase IV project of \$1,156,926, offset by a decrease of the Special Item of \$1,000,274 with payment of the second installment of the settlement, a decrease in the liability for hangar floor repairs of \$1,236,497, an increase in salaries and benefits payable of \$45,837, an increase in unearned revenue of \$133,705 and an increase in customer deposits of \$37,841.

Liabilities Payable from Restricted Assets

Liabilities payable from restricted assets increased by \$1,615,322, or 34.4% in FY 2013 and \$669,313, or 16.6%, in FY 2012. The increase in FY 2013 reflects a net increase of \$125,000 in the current portion of 2005 Bonds payable, a decrease of \$62,012 of 2005 Bonds interest payable due to a principal payment of \$2,755,000 in FY 2013 and an increase of \$1,552,334 of 2012 Bonds interest payable due to a full 6-month interest accrual period at June 30, 2013 versus 1.7 months at June 30, 2012 when the bonds were issued. FY 2012 reflects a net increase of \$115,000 in the current portion of 2005 Bonds payable, a decrease of \$59,400 of 2005 Bonds interest payable and an increase of \$613,713 of 2012 Bonds interest payable.

Noncurrent Liabilities

Noncurrent liabilities decreased by \$3,035,465 or 2.2%, in FY 2013 and increased by \$79,447,770, or 142.9%, in FY 2012. The decrease in FY 2013 includes reclassification of the current portion of the 2005 Bonds of \$2,880,000, and the amortization of the original issue premium on the 2005 Bonds of \$149,232 and the amortization of the original issue premium on the 2012 Bonds of \$6,233. The increase in FY 2012 reflects the issuance of 2012 Bonds on May 10, 2012 in the amount of \$82,165,000 at an original issue premium of \$187,002 (net of amortization of \$884), less the reclassification of the current portion of the 2005 Bonds of \$2,755,000 and less annual amortization of original issue premium on the 2005 Bonds of \$149,232.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Management's Discussion and Analysis

June 30, 2013 and 2012

(Unaudited)

Schedule of Revenues, Expenses, and Changes in Net Position

The following table illustrates a condensed summary of the changes in net position for the fiscal years ended June 30, 2013, 2012 and 2011:

	Schedule of Revenues, Expenses, and Changes in Net Position						
	FY 2013	FY 2012	FY 2011	FY 2012/13		FY 2011/12	
				increase (decrease)		increase (decrease)	
	Amount	Amount	Amount	Amount	%	Amount	%
Operating revenues	\$ 44,962,133	43,454,436	45,365,011	1,507,697	3.5%	\$ (1,910,575)	(4.2)%
Operating expenses	49,167,221	50,540,163	49,773,153	(1,372,942)	(2.7)	767,010	1.5
Operating loss	(4,205,088)	(7,085,727)	(4,408,142)	2,880,639	(40.7)	(2,677,585)	60.7
Nonoperating revenues, net	6,854,727	10,939,347	9,928,405	(4,084,620)	(37.3)	1,010,942	10.2
(Loss) income before contributions and special item	2,649,639	3,853,620	5,520,263	(1,203,981)	(31.2)	(1,666,643)	(30.2)
Capital contributions	1,746,622	2,611,810	657,273	(865,188)	(33.1)	1,954,537	297.4
Special items	(2,273,554)	1,247,748	(2,350,412)	(3,521,302)	(282.2)	3,598,160	(153.1)
Changes in net position	2,122,707	7,713,178	3,827,124	(5,590,471)	(72.5)	3,886,054	101.5
Total net position – beginning of year	456,889,235	449,176,057	445,348,933	7,713,178	1.7	3,827,124	0.9
Total net position – end of year	\$ 459,011,942	456,889,235	449,176,057	2,122,707	0.5	\$ 7,713,178	1.7

Traffic Activities

Commercial aircraft operations (takeoffs and landings) and landing weight reflect decreases during FY 2013 of 6.3% and 6.3%, respectively. Cargo tonnage, transported primarily by Federal Express and United Parcel Service, decreased slightly by 0.1% in FY 2013. Commercial aircraft operations (takeoffs and landings) and landing weight decreased 5.6% and 1.2%, respectively, during FY 2012. Cargo tonnage increased 9.2% in FY 2012.

Total passenger levels decreased by 5.6% and 3.5% in FY 2013 and FY 2012, respectively. The state of the national economy, the impact of rapidly increasing fuel costs and potential restructuring of the airline industry could materially affect passenger traffic levels at the Airport.

Illustrated below are comparative traffic activities for FY 2013, FY 2012 and FY 2011:

Description	Comparative Traffic Activities				
	FY 2013	FY 2012	FY 2011	% increase (decrease)	
				FY 2012/13	FY 2011/12
Commercial carrier flight operations (takeoffs and landings)	50,691	54,110	57,306	(6.3)%	(5.6)%
Landing weight (in pounds)	3,036,084,287	3,239,082,178	3,279,571,614	(6.3)	(1.2)
Total enplaned and deplaned passengers	3,971,804	4,206,023	4,359,928	(5.6)	(3.5)
Cargo tonnage (in tons)	51,948	51,989	47,598	(0.1)	9.2

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

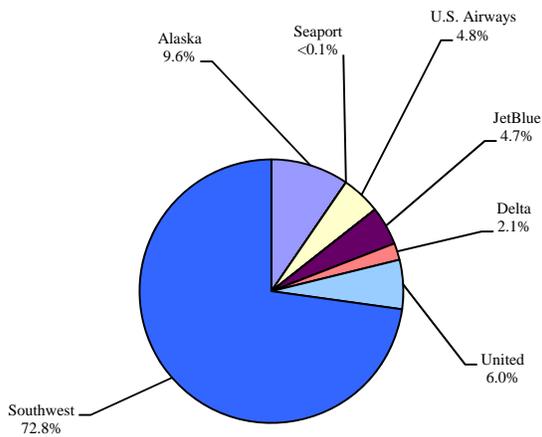
Management's Discussion and Analysis

June 30, 2013 and 2012

(Unaudited)

Illustrated below is the passenger traffic share by airline for fiscal years ended June 30, 2013 and 2012:

Total Passengers by Air Carrier – FY 2013



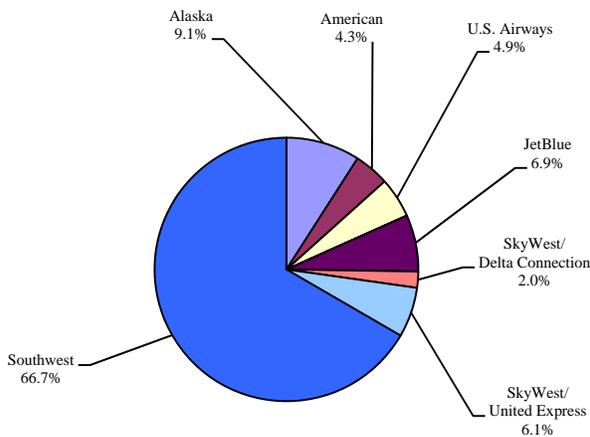
<u>Air Carrier</u>	<u>Number of Passengers</u>
Alaska Airlines	379,267
Delta Air Lines	81,728
JetBlue Airways	187,921
Seaport Airlines	374
Southwest Airlines	2,891,728
United Airlines	239,818
U.S. Airways	190,968
Total Passengers	3,971,804

**** Note:**

Due to a change in operating agreements, Delta Air Lines and United Airlines replaced SkyWest Airlines as signatory airlines in FY 2013.

Seaport Airlines commenced service effective May 1, 2013.

Total Passengers by Air Carrier – FY 2012



<u>Air Carrier</u>	<u>Number of Passengers</u>
Alaska Airlines	381,092
American Airlines	180,786
JetBlue Airways	291,946
SkyWest Airlines:	
Delta Connection	83,895
United Express	257,869
Southwest Airlines	2,802,487
U.S. Airways	207,948
Total Passengers	4,206,023

**** Note:**

Delta Air Lines service is provided by Delta Connection and United Airlines service is provided by United Express, both operated by SkyWest Airlines.

American Airlines discontinued service effective February 9, 2012

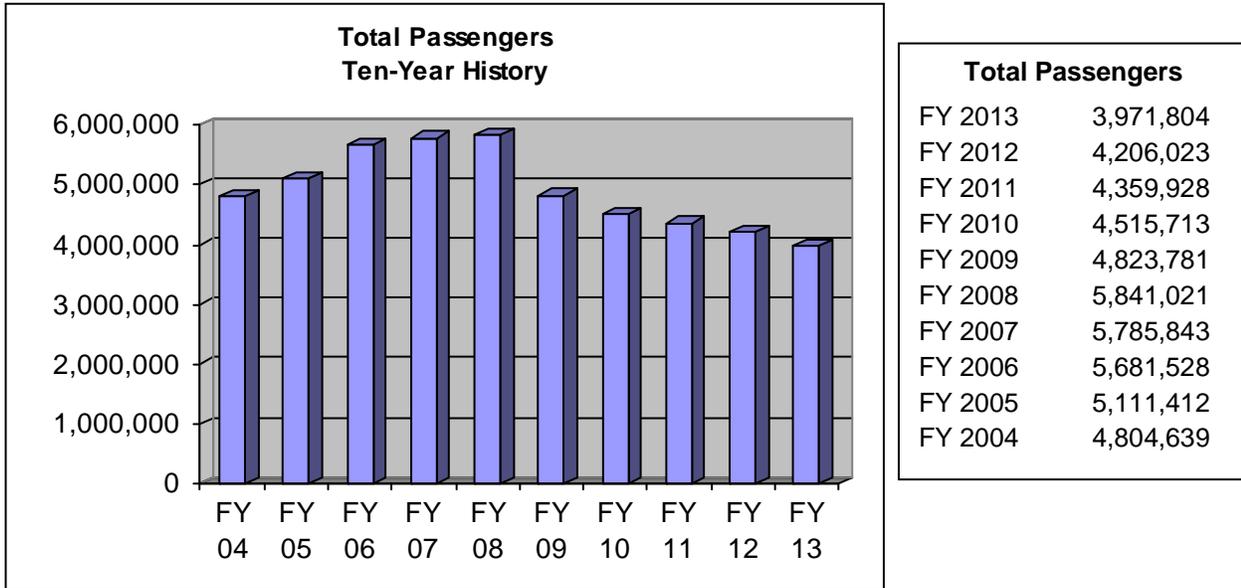
BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Management's Discussion and Analysis

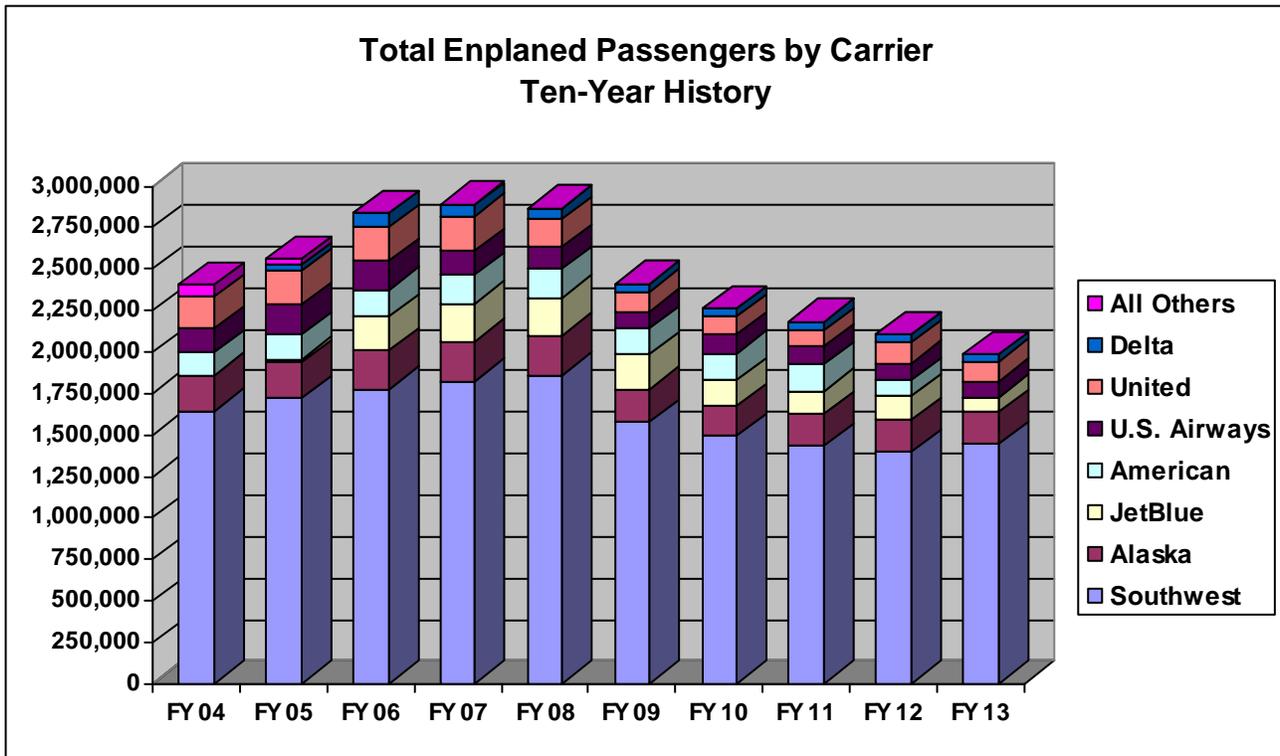
June 30, 2013 and 2012

(Unaudited)

Illustrated below is a ten-year history of total passengers:



Illustrated below is a ten-year history of enplaned passengers, by carrier:



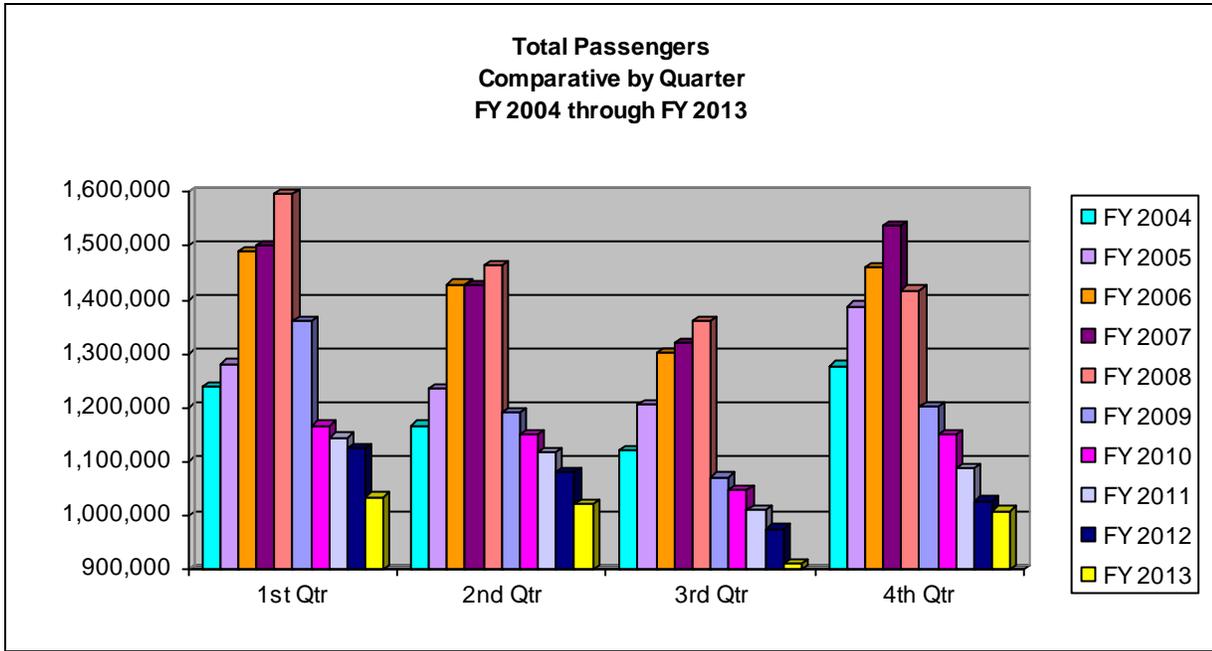
BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Management's Discussion and Analysis

June 30, 2013 and 2012

(Unaudited)

Illustrated below is a comparison, by quarter, of passenger activity for FY 2004 through FY 2013.



	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	Total Passengers
FY 2004	1,238,575	1,166,731	1,121,090	1,278,243	4,804,639
FY 2005	1,281,556	1,235,911	1,205,963	1,387,982	5,111,412
FY 2006	1,489,935	1,428,739	1,302,471	1,460,383	5,681,528
FY 2007	1,500,235	1,426,202	1,320,763	1,538,643	5,785,843
FY 2008	1,597,498	1,464,432	1,360,627	1,418,464	5,841,021
FY 2009	1,361,546	1,190,767	1,070,324	1,201,144	4,823,781
FY 2010	1,167,429	1,149,536	1,047,910	1,150,838	4,515,713
FY 2011	1,144,365	1,118,158	1,009,449	1,087,956	4,359,928
FY 2012	1,124,984	1,079,179	975,529	1,026,331	4,206,023
FY 2013	1,034,440	1,020,116	909,364	1,007,884	3,971,804

Operating Revenues

The Airport derives its operating revenues from the operation of parking facilities, tenant rent, concessionaire-assessed rents and fees, aircraft landing fees, and other assessments including ground transportation access fees and fuel flowage fees.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Management’s Discussion and Analysis

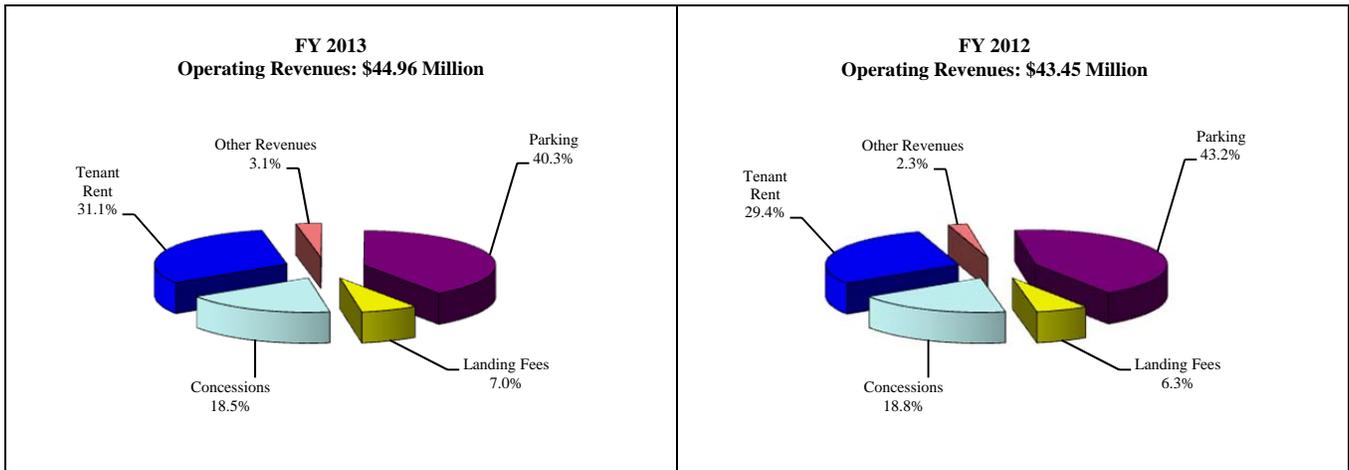
June 30, 2013 and 2012

(Unaudited)

The following table illustrates a comparative summary of operating revenues in FY 2013, FY 2012 and FY 2011:

	Comparative Summary of Operating Revenues						
	FY 2013	FY 2012	FY 2011	FY 2012/13		FY 2011/12	
				increase (decrease)		increase (decrease)	
	Amount	%	Amount	%	Amount	%	
Parking	\$ 18,128,538	18,767,804	19,825,325	(639,266)	(3.4)%	\$ (1,057,521)	(5.3)%
Landing fees	3,137,690	2,762,824	2,808,867	374,866	13.6	(46,043)	(1.6)
Concessions	8,298,815	8,163,553	8,098,199	135,262	1.7	65,354	0.8
Tenant rent	13,993,119	12,762,592	13,620,630	1,230,527	9.6	(858,038)	(6.3)
Other operating revenues	1,403,971	997,663	1,011,990	406,308	40.7	(14,327)	(1.4)
Total operating revenues	\$ 44,962,133	43,454,436	45,365,011	1,507,697	3.5	\$ (1,910,575)	(4.2)

The charts below illustrate the distribution of major sources of operating revenues in FY 2013 and FY 2012:



Total operating revenues increased by \$1,507,697, or 3.5%, during FY 2013. That portion of operating revenues which were directly impacted by decreased passenger levels and reduced air carrier activity from the impacts of the national economic recession include parking revenues, which decreased \$639,266, or 3.4%; concession revenues, which increased \$135,262, or 1.7% primarily because of contract year-end adjustments in FY 2012 (\$124,732); and landing fees, which increased \$374,866, or 13.6% primarily because of rate increases. Parking revenues were impacted by increased rates (\$1 per day in lots B, C, E and valet effective January 2013) offset by the decline in passengers. Changes to components of concession revenues include rental cars (a 0.6% increase), food/beverage (a 0.1% increase), gift/news (a 1.7% increase) and advertising (a 14.9% increase). Landing fees are impacted by a 21.2% increase in rates effective July 2012 (\$540,351) offset by decreased number of landing aircraft and changes for some operations to smaller aircraft (-\$165,485). Tenant rent increased by \$1,230,527, or 9.6%, primarily due to contractual increases in existing leases (CPI adjustments) of \$271,121, the impact of leases for new tenants in FY 2013 (\$317,488), leases terminated in FY 2013 (-\$18,269), increase in ground lease following occupancy (\$360,626) and a tenant improvement allowance for new tenants in FY 2012 (\$275,000).

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Management's Discussion and Analysis

June 30, 2013 and 2012

(Unaudited)

Other operating revenues increased by \$406,308, or 40.7%, primarily due to increased movie and television location shooting (\$202,536), reimbursement from TSA for certain eligible law enforcement costs (\$105,114), collection of American Airlines pre-bankruptcy receivable written off in FY 2012 (\$40,833) and increase fuel flowage fees (\$33,176).

Total operating revenues decreased by \$1,910,575, or 4.2%, during FY 2012. Operating revenues which were directly impacted by decreased passenger levels and reduced air carrier activity from the impacts of the national economic recession include parking revenues, which decreased \$1,057,521, or 5.3%; concession revenues, which increased \$65,354, or 0.8%; and landing fees, which decreased \$46,043, or 1.6%. Changes to components of concession revenues include rental cars (a 0.6% decrease), food/beverage (a 3.4% increase), gift/news (a 2.5% decrease) and advertising (a 13.4% increase). Landing fees are impacted by decreased number of landing aircraft and changes for some operations to smaller aircraft. Tenant rent decreased by \$858,038, or 6.3%, primarily due to contractual increases in existing leases (CPI adjustments) of \$256,258, the impact of leases for new tenants in FY 2012 offset by the impact of leases terminated in FY 2011 (net increase of \$167,183), offset by full year impact of partial termination of certain hangar leases in FY 2011 from GTC Management Service of \$801,908 and a small portion of hangar leases of fixed base operator (FBO) Million Air in FY 2011 of \$226,044, and tenant improvement allowance for new tenants of \$246,000. Other operating revenues decreased by \$14,327, or 1.4%, primarily due to a decrease in fuel flowage fees.

Operating Expenses

The following illustrates a comparative summary of operating expenses in FY 2013, FY 2012 and FY 2011:

	Operating Expenses Summary							
	FY 2013	FY 2012	FY 2011	FY 2012/13		FY 2011/12		
				Amount	%	Amount	%	
Contracted airport services	\$ 15,519,119	15,902,247	15,051,145	(383,128)	(2.4)%	\$ 851,102	5.7%	
Salaries and benefits	3,969,864	3,722,641	3,340,203	247,223	6.6	382,438	11.4	
Financial services	726,530	703,995	703,676	22,535	3.2	319	0.0	
Rescue services	1,975,000	1,900,000	1,825,000	75,000	3.9	75,000	4.1	
Repairs and maintenance, materials and supplies	4,824,310	5,489,154	5,240,095	(664,844)	(12.1)	249,059	4.8	
Utilities	1,705,004	1,704,783	1,728,285	221	0.0	(23,502)	(1.4)	
Professional services	2,214,234	2,571,717	2,686,206	(357,483)	(13.9)	(114,489)	(4.3)	
Insurance	1,355,778	1,392,037	1,496,860	(36,259)	(2.6)	(104,823)	(7.0)	
Other operating expenses	2,823,940	2,930,094	3,011,980	(106,154)	(3.6)	(81,886)	(2.7)	
Operating expenses before depreciation	35,113,779	36,316,668	35,083,450	(1,202,889)	(3.3)	1,233,218	3.5	
Depreciation	14,053,442	14,223,495	14,689,703	(170,053)	(1.2)	(466,208)	(3.2)	
Total operating expenses	\$ 49,167,221	50,540,163	49,773,153	(1,372,942)	(2.7)	\$ 767,010	1.5	

Total operating expenses decreased by \$1,372,942, or 2.7%, in FY 2013 due to a combination of factors, as follows: (1) decreased contracted airport services (decrease of \$383,128) primarily due to more efficient staff allocation by the parking operator offset by increased Airport Manager costs primarily related to cost of living adjustments and filling of open positions; (2) increased salaries and benefits for airport police officers (increase

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Management's Discussion and Analysis

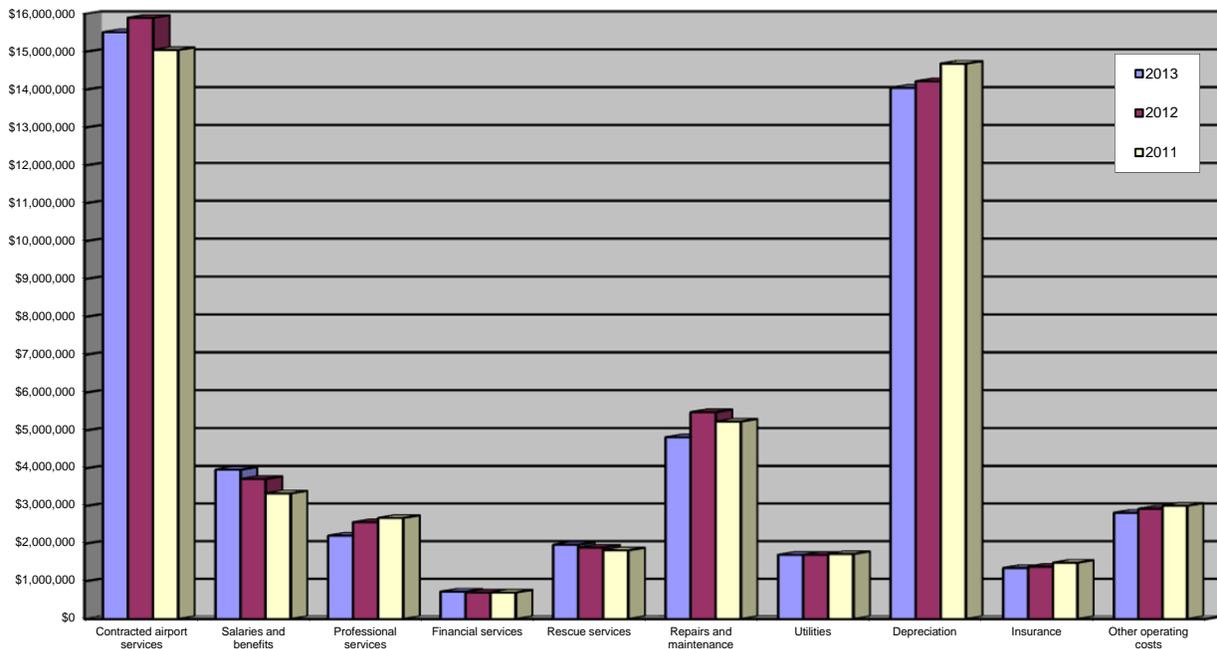
June 30, 2013 and 2012

(Unaudited)

of \$247,223) in accordance with the related agreement with the Burbank-Glendale-Pasadena Airport Police Officers Union; (3) decreased repairs and maintenance costs primarily due to airfield striping paint removal in FY 2012 (decrease of \$415,000) and a reduction in required roofing and plumbing repairs; and (4) a decrease in professional services (decrease of \$357,483) primarily related to a decrease in legal expenses (decrease of \$184,711), wildlife hazard assessment conducted in FY 2012 (decrease of \$77,015) and decreased temporary staff costs (decrease of \$61,956).

Total operating expenses increased by \$767,010, or 1.5%, in FY 2012 from a combination of factors, as follows: (1) decreased depreciation expense (decrease of \$466,208) resulting from the impact of capital assets fully depreciated in FY 2012 and FY 2011 exceeding capital asset additions in FY 2012 and FY 2011 by \$1.9 million; (2) increased contracted airport services costs (increase of \$851,102) consists of increased parking operator costs primarily related to cost of living increases and additional benefits for parking operator staff (increase of \$314,036), and increased Airport Manager costs primarily related to cost of living adjustments (increase of \$258,371) and impact of filing open staff positions (increase of \$262,287); (3) increased salaries and benefits costs for airport police officers (increase of \$382,438) primarily resulting from the second year increases included in the three-year memorandum of understanding with the Burbank-Glendale-Pasadena Airport Police Officers Association that went into effect as of February 1, 2011; and (4) increased repairs and maintenance costs (increase of \$249,059) primarily resulting from airfield striping removal (\$415,000) offset by decreased airfield and roadway pavement repairs.

Operating Expenses
Years ended June 30, 2013, 2012 and 2011



BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Management's Discussion and Analysis

June 30, 2013 and 2012

(Unaudited)

Nonoperating Revenues and Expenses

The following summary illustrates a comparison of nonoperating revenues and expenses in FY 2013, FY 2012 and FY 2011:

Comparative Summary of Nonoperating Revenues and Expenses							
	FY 2013	FY 2012	FY 2011	FY 2012/13		FY 2011/12	
				increase (decrease)		increase (decrease)	
				Amount	%	Amount	%
Nonoperating revenues:							
PFC revenues	\$ 8,306,776	8,989,090	9,642,916	(682,314)	(7.6)%	\$ (653,826)	(6.8)%
CFC revenues	4,856,431	5,154,028	3,186,870	(297,597)	(5.8)	1,967,158	61.7
Investment income	818,491	1,710,173	2,508,763	(891,682)	(52.1)	(798,590)	(31.8)
FAA and other grants	3,387,563	6,123,074	4,446,419	(2,735,511)	(44.7)	1,676,655	37.7
Gain on disposal of capital assets	69,824	52,360	(2,606)	17,464	33.4	54,966	(2,109.2)
	<u>17,439,085</u>	<u>22,028,725</u>	<u>19,782,362</u>	<u>(4,589,640)</u>	(20.8)	<u>2,246,363</u>	11.4
Nonoperating expenses:							
Interest expense	5,608,106	2,612,714	2,644,347	2,995,392	114.6	(31,633)	(1.2)
Sound insulation program	3,368,303	7,099,900	6,894,782	(3,731,597)	(52.6)	205,118	3.0
Other	1,607,949	1,376,764	314,828	231,185	16.8	1,061,936	337.3
	<u>10,584,358</u>	<u>11,089,378</u>	<u>9,853,957</u>	<u>(505,020)</u>	(4.6)	<u>1,235,421</u>	12.5
Total nonoperating revenues (expenses), net	<u>\$ 6,854,727</u>	<u>10,939,347</u>	<u>9,928,405</u>	<u>(4,084,620)</u>	(37.3)	<u>\$ 1,010,942</u>	10.2

Nonoperating revenues of \$17,439,085 in FY 2013 and \$22,028,725 in FY 2012 consist of PFC receipts; CFC receipts; investment income, net of amounts capitalized of \$7,207 and \$50,433 in FY 2013 and FY 2012, respectively; FAA sound insulation and other non-capital grants (capital grant revenues are included in capital contributions) and gain on disposal of capital assets. PFC revenue decreased in FY 2013 and FY 2012 due to the decline in passenger traffic and reduced investment income on the PFC Fund resulting from a decline in interest rates. CFC revenue (for funding of the CRCF) decreased in FY 2013 due to a reduction in number of customer transactions and increased in FY 2012 due to the change in rate, in accordance with State law, from \$10 per rental car transaction to \$6 per rental car transaction day, up to a maximum of five rental days, effective July 1, 2011. Investment income decreased in FY 2013 and FY 2012 as interest rates fell. FAA sound insulation grant revenues decreased in FY 2013 and increased in FY 2012 because of related changes in sound insulation program costs and the proportion of multifamily units in the program, which are reimbursed primarily with PFC revenues.

Nonoperating expenses of \$10,584,358 and \$11,089,378 in FY 2013 and FY 2012, respectively, include \$3,368,303 and \$7,099,900, respectively, associated with the Airport's residential and school sound insulation program. These costs decreased in FY 2013 by \$3,731,597, or 52.6%, and increased in FY 2012 by \$205,118, or 3.0%, because the program is reaching maturity. 129 residences were acoustically treated in FY 2013 with none in progress at June 30, 2013. 263 residences were acoustically treated in FY 2012 and 99 were in progress at June 30, 2012. 207 residences were acoustically treated in FY 2011 and 203 were in progress at June 30, 2011.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Management's Discussion and Analysis

June 30, 2013 and 2012

(Unaudited)

Interest expense of \$5,608,106 and \$2,612,714, net of capitalized interest of \$1,222,559 and \$580,115 in FY 2013 and FY 2012, respectively, consists of interest expense and related amortization of bond issue costs and original issue premium on the 2005 Bonds and 2012 Bonds. The increase in interest expense is due to a full year of interest on the 2012 Bonds offset by an increase in capitalized interest. Other non-operating expenses include (1) outreach and consensus/nighttime noise mitigation costs of \$696,843 and \$632,093 in FY 2013 and FY 2012, respectively, to obtain community and stakeholder input and reach consensus on the future vision of the Airport, which may include a relocated replacement terminal and transit-oriented development on the B-6 Trust Property, as well as to meet the Authority's ongoing commitment to work with the City of Burbank and surrounding communities to seek meaningful nighttime noise relief to residences surrounding the airport; (2) ground access study and transit-oriented development study costs of \$763,042 and \$443,186 in FY 2013 and FY 2012, respectively; and (3) Part 150 Noise Compatibility Study Update costs of \$148,064 and \$301,485 in FY 2013 and FY 2012, respectively.

Capital Contributions

Capital contributions amounting to \$1,746,622 and \$2,611,810 were recorded during FY 2013 and FY 2012, respectively. In FY 2013 these amounts represent FAA airport improvement program grants for Runway Safety Area rehabilitation (blast fence and service road relocation) of \$793,910 and ARFF Building rehabilitation of \$418,401; U.S. Department of Homeland Security (DHS) Urban Areas Security Initiative (UASI) grants for Perimeter Security infrastructure of \$298,124 and Federal Transit Administration (FTA) grants for the Transit Center portion of the RITC of \$236,187. In FY 2012 these amounts represent FAA airport improvement program grants for acquisition of an ARFF truck of \$496,231, Runway Safety Area rehabilitation (blast fence and service road relocation) of \$1,413,313 and ARFF building rehabilitation of \$87,420; DHS-UASI grants for Airport Roadway and Perimeter Security infrastructure of \$528,605 and FTA grants for the Transit Center portion of the RITC of \$86,241.

Special Item –Environmental Litigation and Settlement

In January 2010, the U.S. Environmental Protection Agency (EPA) formally designated the Authority as a Potentially Responsible Party (PRP) for the second interim remedy at the North Hollywood Operable Unit (NHOU) and requested that the Authority, together with other named PRPs, form a group and submit a good faith settlement offer to EPA to undertake the required remediation work. Additionally, the EPA demanded payment of certain of its past costs incurred in the NHOU and a portion of the collective San Fernando Valley Superfund Sites that it calculated to be approximately \$13 million.

Separately, the Authority filed a lawsuit, *Burbank-Glendale-Pasadena Airport Authority v. Lockheed Martin Corporation*, No. CV 10-2392 MRP (ANx) in the United States District Court for the Central District of California (Indemnification Action) to obtain indemnification against the EPA's claims. The Authority subsequently settled its lawsuit with Lockheed Martin Corporation by written agreement on February 22, 2011. The written settlement agreement provided that the Authority pay to Lockheed Martin Corporation the sum of \$2,000,000 over two years, with the second installment due in January 2012. In exchange, Lockheed Martin Corporation agreed to defend and indemnify the Authority for certain settled matters, including all response costs in connection with the second interim remedy for the NHOU asserted by EPA or by any other PRP against either or both Lockheed Martin Corporation and the Authority.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Management's Discussion and Analysis

June 30, 2013 and 2012

(Unaudited)

Included in the Special Item for the years ended June 30, 2013, 2012 and 2011 are the costs of the settlement totaling \$0, \$0 and \$2,000,000, and legal costs related to the EPA and Lockheed matters totaling \$0, \$797 and \$878,795, respectively. Cumulative settlement and legal costs total \$3,394,446.

Effective February 1, 2011, the Authority implemented a rate increase of \$1 per day to all parking charges, the proceeds of which are to be used to fund the EPA and Lockheed legal and settlement costs. Incremental parking revenues, net of related City parking tax, totaling \$1,134,927, \$1,248,545 and \$528,383 for the years ended June 30, 2013, 2012 and 2011, respectively, are not included in parking revenues but, rather, are included in the Special Item until the legal and settlement costs noted above are fully recovered, estimated to be in December 2013.

Additional information regarding this Special Item can be found in note 16 in the accompanying notes to the basic financial statements.

Special Item –Early Retirement of Certain Capital Assets for RITC Construction

Included in deletions of capital assets is \$3,408,481 (net of accumulated depreciation of \$7,301,754) of certain capital assets or portions of capital assets on the A-1 North Property that were demolished or partially demolished as part of the ongoing construction of the RITC. The loss on disposal of these capital assets is included in Special Items on the accompanying Statement of Revenues, Expenses and Changes in Net Position.

Additional information regarding this Special Item can be found in note 5 in the accompanying notes to the basic financial statements.

Capital Assets

Additions to capital assets in FY 2013 and FY 2012 totaled \$64.6 million and \$16.3 million, respectively.

Significant capital asset additions in FY 2013 include:

- ARFF Station rehabilitation, exterior
- DVSS Phase IV
- Autos and trucks
- Runway rehabilitation
- Additions to construction in progress on the RITC (\$54.6 million), CUPPS and noise monitoring system projects.

Significant capital asset additions in FY 2012 include:

- Land for runway safety area clearance
- Ramps A and B paving
- Runway 15 runway safety area improvements
- Airport roadway and perimeter security infrastructure improvements
- ARFF truck acquisition
- Additions to construction in progress on the RITC, DVSS Phase IV and CUPPS projects.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Management's Discussion and Analysis

June 30, 2013 and 2012

(Unaudited)

	<u>2013</u>	<u>2012</u>	<u>2011</u>
Capital assets:			
Land	\$ 158,758,472	158,758,472	156,923,796
Other non-depreciable capital assets	589,966	589,966	589,966
Buildings and improvements	118,962,778	131,506,161	130,779,287
Runways and improvements	92,148,698	91,678,433	85,078,552
Machinery and equipment	35,596,134	33,694,093	32,584,591
Construction in progress	84,678,485	23,757,668	22,348,353
Less accumulated depreciation	<u>(163,742,734)</u>	<u>(160,158,720)</u>	<u>(150,520,115)</u>
Total capital assets, net	<u>\$ 326,991,799</u>	<u>279,826,073</u>	<u>277,784,430</u>

The Authority has contract commitments outstanding at June 30, 2013 for various construction contracts totaling \$42,039,315, including \$37,640,585 related to the RITC project. Subsequent to June 30, 2013, the Authority entered into additional construction contracts totaling \$2,379,506 primarily related to an airfield lighting system design project, a perimeter security fiber optic project and the RITC project.

Additional information regarding the Authority's capital assets can be found in note 5 in the accompanying notes to the basic financial statements.

Long-Term Debt Administration

On May 26, 2005, the Authority issued \$67,535,000 of 2005 Airport Revenue Bonds (the 2005 Bonds) in three series at an effective interest rate of 4.680% and at an original issue premium of \$2,968,089. The \$7,750,000 Airport Revenue Bonds 2005 Series A (non-AMT) (2005 Series A Bonds) were issued to refinance the \$9,395,000 outstanding Airport Revenue Bonds Refunding Series 1992 (1992 Bonds). The \$50,765,000 Airport Revenue Bonds 2005 Series B (AMT) and the \$9,020,000 Airport Revenue Bonds 2005 Taxable Series C Bonds were issued to finance the acquisition and improvement of certain land adjacent to the Bob Hope Airport to be used for Airport parking (A-1 North Property Development project). The 2005 Bonds mature in varying amounts through July 1, 2025. The outstanding balance of 2005 Bonds at June 30, 2013 is \$50,795,000, plus unamortized original issue premium of \$1,759,722, for a net total amount outstanding for this issue of \$52,554,722. Principal payments on the 2005 Bonds of \$2,755,000 and \$2,640,000 were made July 1, 2012 and 2011, respectively. The current portion of 2005 Bonds at June 30, 2013 is \$2,880,000, which was paid July 1, 2013.

On May 10, 2012, the Authority issued \$82,165,000 of 2012 Airport Revenue Bonds (the 2012 Bonds) in two series with an effective interest rate of 5.624% and at an original issue premium of \$187,886. The proceeds of the 2012 Bonds, issued in parity with the 2005 Bonds, are (i) for the costs of the RITC project consisting of the CRCF and the allocated costs of the Replacement Parking Structure attributable to the parking spaces displaced by the CRCF (2012 Bond Project); (ii) to fund the 2012 Debt Service Reserve Fund; (iii) to provide debt service with respect to the 2012 Bonds through July 1, 2014; and (iv) to pay the costs of issuance of the 2012 Bonds. Debt service on the 2012 Bonds is expected to be repaid through CFCs and rents from authorized rental car companies using the CRCF. The \$6,715,000 Airport Revenue Bonds 2012 Series A (AMT) (2012 Series A Bonds) and the \$75,450,000 Airport Revenue Bonds 2012 Taxable Series B (2012 Taxable Series B Bonds) mature in varying amounts from 2015 through 2042.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Management's Discussion and Analysis

June 30, 2013 and 2012

(Unaudited)

The 2005 Bonds are insured by Ambac Assurance Corporation (Ambac), a subsidiary of Ambac Financial Group Inc. (Ambac Financial). On November 9, 2010, Ambac Financial filed for bankruptcy protection under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York. On May 1, 2013, Ambac Financial announced the completion of its financial restructuring and emergence from Chapter 11 bankruptcy protection. In July 2009, Moody's Investors Service and Standard and Poor's downgraded Ambac to Caa2 and CC, respectively, and withdrew their rating in April 2011 and November 2010, respectively.

The underlying ratings of the 2005 and 2012 Bonds were reviewed in May 2013 by Standard and Poor's which reaffirmed its rating of A+ outlook stable; Fitch Ratings, which downgraded its rating from A+ outlook stable to A+ outlook negative; and Moody's Investors Service, which downgraded its rating from A1 outlook negative to A2 outlook stable. Fitch Ratings and Moody's Investors service changed their ratings due to the issuance of the 2012 Bonds and the impact on coverage ratios, as well as the decline in passengers due to the continuing impact of the national economy on demand.

Additional information regarding the Authority's long-term debt can be found in note 6 in the accompanying notes to the basic financial statements.

Other Items

Airport Development Agreement

The Authority and the City of Burbank approved a March 15, 2005 "Development Agreement" that sets guidelines on Airport development and provides greater certainty to the City and Authority on issues of Airport zoning and development. In 2011, the Authority and the City agreed to an extension of the Development Agreement to March 15, 2015, and revised the agreement to permit seeking public input on the future vision of the Airport, which may include a relocated replacement passenger terminal.

Additional information regarding the Airport Development Agreement can be found in note 14 in the accompanying notes to the basic financial statements.

Regional Intermodal Transportation Center

On August 24, 2010, the City of Burbank approved entitlements and minor amendments to the Development Agreement to permit the Authority to proceed with the RITC project to be located in the southeast corner of the A-1 North Property. On May 14, 2012, the Authority awarded construction contracts and issued notices to proceed for construction of the RITC. Costs of Phase 1 of the RITC project, estimated at \$112.6 million, are to be funded from 2012 Revenue Bonds issued May 10, 2012 and Customer Facility Charges through the construction period (\$81.6 million), Passenger Facility Charges (\$16.2 million), federal grants (\$1.5 million) and Authority investment from the Facility Development Fund (\$10.1 million) and a loan from the Authority to the rental car companies for contingency, if used (\$3.2 million). Cumulative expenditures on the RITC project through June 30, 2013 total \$73.1 million. The replacement parking structure was completed and a Temporary Certificate of Occupancy was received on July 31, 2013; the balance of the RITC project is expected to be completed in July 2014.

Additional information regarding the RITC can be found in note 15 in the accompanying notes to the basic financial statements.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Management's Discussion and Analysis

June 30, 2013 and 2012

(Unaudited)

Requests for Information

This financial report is designed to provide a general overview of the Authority's finances for all interested parties. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the Burbank-Glendale-Pasadena Airport Authority, 2627 N. Hollywood Way, Burbank, California, 91505.

BASIC FINANCIAL STATEMENTS

This page left blank intentionally

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Statements of Net Position

June 30, 2013 and 2012

Assets	2013	2012
Current unrestricted assets:		
Cash and investments – current operating fund (note 3)	\$ 29,830,376	\$ 29,011,146
Grants receivable	1,354,017	1,346,379
Accounts receivable, net of allowance of \$10,500 and \$56,333 in 2013 and 2012, respectively	898,921	739,705
Accrued interest receivable	587,412	833,477
Other receivables (note 17)	1,271,948	—
Prepaid expenses	186,177	60,418
Total current unrestricted assets	34,128,851	31,991,125
Current restricted assets:		
Cash and investments (note 3):		
Cash and investments with trustee	54,387,347	80,386,359
Other restricted cash and investments:		
Operating Reserve Fund	9,366,982	9,144,522
Bond Surplus Fund	1,354,897	—
Authority Areas Reserve	2,645,142	2,561,214
Asset Forfeiture Fund	70,218	82,456
Passenger Facility Charge Fund	20,069,820	29,421,366
Customer Facility Charge Fund	274	8,546,940
Total other restricted cash and investments	33,507,333	49,756,498
Total restricted cash and investments	87,894,680	130,142,857
Passenger Facility Charge receivables	696,197	843,807
Customer Facility Charge receivables	425,628	450,552
Accrued interest receivable	182,406	203,031
Total current restricted assets	89,198,911	131,640,247
Noncurrent restricted assets – Trust Assets (note 4)	58,873,509	58,873,509
Total restricted assets	148,072,420	190,513,756
Bond issuance costs, net (note 6)	2,215,439	2,331,862
Cash and investments – Facility Development Reserve (note 3)	101,395,103	105,000,000
Capital assets (notes 5 and 9):		
Land	158,758,472	158,758,472
Other nondepreciable capital assets	589,966	589,966
Construction in progress	84,678,485	23,757,668
Buildings and improvements	118,962,778	131,506,161
Runways and improvements	92,148,698	91,678,433
Machinery and equipment	35,596,134	33,694,093
Less accumulated depreciation	(163,742,734)	(160,158,720)
Total capital assets, net	326,991,799	279,826,073
Total assets	\$ 612,803,612	\$ 609,662,816

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Statements of Net Position

June 30, 2013 and 2012

Liabilities	2013	2012
Current liabilities:		
Accounts payable and accrued expenses	\$ 13,955,909	\$ 11,694,290
Salaries and benefits payable	625,003	513,489
Unearned revenue	590,175	606,866
Customer deposits	285,238	203,448
Total current liabilities	<u>15,456,325</u>	<u>13,018,093</u>
Liabilities payable from restricted assets (note 6):		
Current portion of long-term debt:	2,880,000	2,755,000
Accrued interest payable	3,434,854	1,944,532
Total liabilities payable from restricted assets	<u>6,314,854</u>	<u>4,699,532</u>
Long-term debt, net of current portion (note 6):		
Revenue bonds payable, less current portion	130,080,000	132,960,000
Original issue premium, net	1,940,491	2,095,956
Total long-term liabilities	<u>132,020,491</u>	<u>135,055,956</u>
Total liabilities	<u>153,791,670</u>	<u>152,773,581</u>
Net Position		
Net investment in capital assets	244,447,345	220,535,719
Restricted:		
Debt service	11,572,383	11,422,569
Capital projects	80,231,649	98,348,907
Unrestricted	122,760,565	126,582,040
Total net position	<u>\$ 459,011,942</u>	<u>\$ 456,889,235</u>

See accompanying notes to basic financial statements.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Statements of Revenues, Expenses, and Changes in Net Position

Years ended June 30, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Operating revenues:		
Charges for services:		
Parking	\$ 18,128,538	\$ 18,767,804
Landing fees	3,137,690	2,762,824
Concessions	8,298,815	8,163,553
Tenant rent	13,993,119	12,762,592
Fuel flowage fees	528,387	495,210
Other operating revenues	875,584	502,453
Total operating revenues	<u>44,962,133</u>	<u>43,454,436</u>
Operating expenses:		
Contracted airport services	15,519,119	15,902,247
Salaries and benefits	3,969,864	3,722,641
Financial services	726,530	703,995
Rescue services	1,975,000	1,900,000
Materials and supplies	296,105	344,973
Repairs and maintenance	4,528,205	5,144,181
Utilities	1,705,004	1,704,783
Professional services	2,214,234	2,571,717
Insurance	1,355,778	1,392,037
Other operating expenses	2,823,940	2,930,094
Total operating expenses before depreciation	<u>35,113,779</u>	<u>36,316,668</u>
Operating income before depreciation	9,848,354	7,137,768
Depreciation (note 5)	<u>14,053,442</u>	<u>14,223,495</u>
Operating loss	<u>(4,205,088)</u>	<u>(7,085,727)</u>
Nonoperating revenues (expenses):		
Passenger Facility Charge revenue, including interest on the Passenger Facility Charge Fund of \$128,511 and \$286,374 in 2013 and 2012, respectively (note 10)	8,306,776	8,989,090
Customer Facility Charge revenue (note 11)	4,856,431	5,154,028
Investment income, net of \$7,207 and \$50,433 capitalized in 2013 and 2012, respectively	818,491	1,710,173
Interest expense, net of \$1,222,559 and \$580,115 capitalized in 2013 and 2012, respectively	(5,608,106)	(2,612,714)
(Loss) gain on retirement of capital assets	69,824	52,360
Sound insulation program (note 8)	(3,368,303)	(7,099,900)
Federal Aviation Administration grants, sound insulation program (note 8)	2,637,214	5,524,065
Other noncapital grants	750,349	599,009
Other expenses, net	(1,607,949)	(1,376,764)
Total nonoperating revenues, net	<u>6,854,727</u>	<u>10,939,347</u>
(Loss) income before capital contributions and special item	2,649,639	3,853,620
Capital contributions	1,746,622	2,611,810
Special items:		
Environmental litigation settlement net of allocated parking increment revenue of \$1,134,927 and \$1,248,545 in 2013 and 2012, respectively (note 16)	1,134,927	1,247,748
Early retirement of certain capital assets for Regional Intermodal Transportation Center construction (note 5)	(3,408,481)	—
Total special items	<u>(2,273,554)</u>	<u>1,247,748</u>
Changes in net position	2,122,707	7,713,178
Total net position – beginning of year	<u>456,889,235</u>	<u>449,176,057</u>
Total net position – end of year	<u>\$ 459,011,942</u>	<u>\$ 456,889,235</u>

See accompanying notes to basic financial statements.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Statements of Cash Flows

Years ended June 30, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Cash flows from operating activities:		
Cash received from airline carriers, tenants, and others	\$ 44,868,086	\$ 43,691,644
Cash paid to suppliers of goods and services	(30,184,174)	(30,274,599)
Cash paid for employees' services	(3,859,892)	(3,650,866)
Cash paid for parking taxes to the City of Burbank	(1,888,723)	(2,013,737)
Cash paid for other nonoperating expenses –		
Outreach and consensus and nighttime noise mitigation	(673,525)	(596,629)
Cash paid from settlement – hangar floors	(12,659)	(1,241,704)
Cash (paid for) received from Special Item (note 16):		
Cash paid for environmental litigation settlement	—	(1,001,071)
Cash received from \$1 parking rate increment	1,271,118	1,398,370
Cash paid for parking taxes to the City of Burbank for parking increment	(137,484)	(153,634)
Net cash provided by operating activities	<u>9,382,747</u>	<u>6,157,774</u>
Cash flows from noncapital financing activities:		
Sound insulation program	(4,080,210)	(7,056,562)
FAA grants, sound insulation program	3,031,581	5,448,836
Ground access study	(701,097)	(407,435)
Part 150 noise compatibility study	(175,981)	(273,568)
Payments for TSA Other Transaction Agreement	(747,481)	—
Reimbursements for TSA Other Transaction Agreement	524,819	—
Other noncapital grants received	606,648	392,453
Net cash used in noncapital financing activities	<u>(1,541,721)</u>	<u>(1,896,276)</u>
Cash flows from capital and related financing activities:		
Acquisition of capital assets	(60,755,839)	(12,440,151)
Proceeds from sale of capital assets	85,568	52,110
Principal paid on revenue bonds	(2,755,000)	(2,640,000)
Interest paid on revenue bonds	(5,379,386)	(2,721,038)
Proceeds from issuance of 2012 Bonds	—	81,568,556
Payment to vendors for bond issuance costs	—	(709,161)
Passenger Facility Charge program receipts	8,325,876	8,824,467
Customer Facility Charge program receipts	4,881,355	4,999,986
Capital contributions received	1,488,317	2,194,172
Net cash (used in) provided by capital and related financing activities	<u>(54,109,109)</u>	<u>79,128,941</u>
Cash flows from investing activities:		
Interest received on investments, including interest received in the Passenger Facility Charge Fund of \$304,823 and \$444,140 in 2013 and 2012, respectively	2,407,372	3,232,600
Purchases of investments not considered cash equivalents	(85,244,922)	(161,442,262)
Proceeds from the sale or maturity of investments not considered cash equivalents	118,813,313	83,186,666
Net cash provided by (used in) investing activities	<u>35,975,763</u>	<u>(75,022,996)</u>
Net (decrease) increase in cash and cash equivalents	(10,292,320)	8,367,443
Cash and cash equivalents, beginning of year	30,553,164	22,185,721
Cash and cash equivalents, end of year	\$ <u>20,260,844</u>	\$ <u>30,553,164</u>

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Statements of Cash Flows

Years ended June 30, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Reconciliation of operating loss to net cash provided by operating activities:		
Operating loss	\$ (4,205,088)	\$ (7,085,727)
Adjustments to reconcile operating loss to net cash provided by operating activities:		
Depreciation	14,053,442	14,223,495
Other noncash operating expenses, net	2,516	41,763
Other nonoperating expenses	(696,844)	(632,093)
Special item (note 16)	1,134,927	1,247,748
Changes in assets and liabilities:		
Accounts receivable	(159,216)	70,412
Other receivables	(680,318)	—
Prepaid expenses	(125,759)	8,333
Accounts payable and accrued expenses	(116,234)	(929,457)
Accounts payable and accrued expenses related to Special Item	(1,292)	(1,004,083)
Salaries and benefits payable	111,514	45,837
Unearned revenue	(16,691)	133,705
Customer deposits	81,790	37,841
Net cash provided by operating activities	<u>\$ 9,382,747</u>	<u>\$ 6,157,774</u>
Reconciliation of cash and cash equivalents to the statements of net assets:		
Operating fund	\$ 29,830,376	\$ 29,011,146
Restricted cash and investments	87,894,680	130,142,857
Facility Development Reserve	<u>101,395,103</u>	<u>105,000,000</u>
Cash, cash equivalents, and investments	219,120,159	264,154,003
Investments not considered cash equivalents	<u>(198,859,315)</u>	<u>(233,600,839)</u>
Cash and cash equivalents, end of year (note 3)	<u>\$ 20,260,844</u>	<u>\$ 30,553,164</u>
Summary of significant noncash investing and financing activities:		
Amortization of bond issuance costs and premiums	\$ (39,042)	\$ (82,522)
Change in fair value of investments	(1,186,473)	(1,039,045)
Change in capital assets acquired by accounts payable	2,706,022	3,459,421
Change in sound insulation program from accounts payable	(711,907)	43,339
Capitalized interest expense, net	1,215,352	529,682
Capitalized bond issuance costs (underwriters' discount) not included in 2012 Bond proceeds	—	(784,330)
Special item - early retirement of certain capital assets for RITC construction (note 5)	(3,408,481)	—

See accompanying notes to basic financial statements.

This page left blank intentionally

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

(1) Nature of Authority

The Burbank-Glendale-Pasadena Airport Authority (Authority) is a separate governmental entity created by a Joint Exercise of Power Agreement (Agreement) executed in June 1977 among the Cities of Burbank, Glendale, and Pasadena, California (Cities). The purpose of the Agreement was to enable the Cities to acquire, operate, repair, maintain, improve, and administer the Bob Hope Airport (Airport) as a public air terminal. The Authority is governed by a nine-member Board of Airport Commissioners, three of which are appointed by the City Council of each of the Cities. The members of the Airport Commission annually elect a President, Vice-President, and Secretary of the Commission. The Authority has contracted with TBI Airport Management, Inc. to perform certain airport administrative, maintenance, and operational services. These contracted services are included in the Authority's statements of revenues, expenses, and changes in net position as "contracted airport services." The Authority directly employs airport police officers.

The debts, liabilities, and obligations of the Authority do not constitute debts, liabilities, or obligations of the Cities. The accompanying basic financial statements are not included in the reporting entity of any of the Cities.

(2) Summary of Significant Accounting Policies

The basic financial statements of the Authority have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP). The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing accounting and financial reporting principles. The more significant of the Authority's accounting policies are described below:

(a) Basis of Accounting

The Authority reports its financial operations as a governmental enterprise activity, and as such, its financial statements are presented using the economic resources measurement focus and the accrual method of accounting. Revenues are recorded when earned and expenses are recognized when a liability is incurred, regardless of the timing of related cash flows. The measurement focus is on determination of changes in net position, financial position, and cash flows. Operating revenues include charges for services and tenant rent. Operating expenses include costs of services as well as materials, contracts, personnel, and depreciation. Grants and similar items are recognized as revenue as soon as all eligibility requirements have been met.

(b) Description of Basic Financial Statements

Statements of Net Position – The statements of net position are designed to display the financial position of the Authority including its assets, deferred outflows of resources, liabilities and deferred inflows of resources, with the difference reported as net position. The Authority currently has no deferred outflows of resources or deferred inflows of resources to report. The Authority's equity is reported as net position which is classified into three categories defined as follows:

- *Net investment in capital assets* – This component of net position, totaling \$244,447,345 and \$220,535,719 at June 30, 2013 and 2012, respectively, consists of capital assets, net of accumulated depreciation and reduced by the outstanding balances of any bonds, notes, or other borrowings that are attributable to the acquisition, construction, or improvement of those assets.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

- *Restricted* – This component of net position consists of constraints placed on use of resources through external constraints imposed by creditors (such as through debt covenants), grantors, contributors, or law or regulations of other governments through constitutional provisions or enabling legislation. Net position restricted for debt service totaled \$11,572,383 and \$11,422,569 at June 30, 2013 and 2012, respectively. Net position restricted for capital projects totaled \$80,231,649 and \$98,348,907 at June 30, 2013 and 2012, respectively, including \$20,862,020 and \$30,395,450 at June 30, 2013 and 2012, respectively, restricted by enabling legislation for the passenger facility charge program and \$425,902 and \$8,997,492 at June 30, 2013 and 2012, respectively, restricted by enabling legislation for the customer facility charge program.
- *Unrestricted* – This component of net position, totaling \$122,760,565 and \$126,582,040 at June 30, 2013 and 2012, respectively, consists of net position that do not meet the definition of “restricted” or “net investment in capital assets.”

Statements of Revenues, Expenses, and Changes in Net Position – The statements of revenues, expenses, and changes in net position are the operating statements for the Authority. Revenues are reported by major source. This statement distinguishes between operating and nonoperating revenues and expenses and presents a separate subtotal for operating revenues, operating expenses before depreciation, and operating income.

Statements of Cash Flows – The statements of cash flows present information on the Authority’s cash receipts and payments during the fiscal year. These cash flows are grouped into five categories: operating activities, noncapital financing activities, capital and related financing activities, investing activities and noncash investing and financing activities.

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

(c) *Operating and Nonoperating Revenues and Expenses*

The Authority distinguishes between operating revenues and expenses and nonoperating items. Operating revenues and expenses generally result from providing goods and services to Airport users. The principal operating revenues of the Airport are parking fees, landing fees, concession charges, tenant rent, and fuel flowage fees. Operating expenses include contracted airport services, salaries and employee benefits, maintenance and operation of systems and facilities, administrative expenses including compliance with federal, state and local regulatory requirements, and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses.

(d) *Restricted Assets*

Certain assets are restricted based on constraints placed on the assets use through external constraints imposed by creditors (such as through debt covenants), grantors, leases, trust agreements, contributors, laws or regulations of other governments or enabling legislation. Restricted funds are nondiscretionary in terms of use and provide for payment of debt service on Authority bonds,

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

reserves for outstanding bonds, construction of long-term assets and operations, and maintenance. The Authority, after necessary fund transfers have been made to comply with bond covenants, has discretion as to the magnitude and use of the remaining unrestricted funds.

When both restricted and unrestricted resources are available for use, it is the Authority's policy to use restricted resources first, then unrestricted resources, as they are needed.

(e) Grants and Capital Contributions

The Authority receives grants under the Airport Improvement Program (AIP) from the U.S. Department of Transportation – Federal Aviation Administration (FAA) to finance certain capital improvements and a majority of the sound insulation program. The Authority receives grants from the Department of Transportation – Federal Transit Administration for a portion of the Regional Intermodal Transportation Center (RITC) project and the Federal Highway Administration for a ground access study. The Authority also receives grants from the U.S. Department of Homeland Security and U.S. Department of Justice for certain security-related infrastructure and equipment purchases. The Authority receives a Transit Oriented Development (TOD) grant from the Los Angeles County Metropolitan Transportation Authority for a ground access study. Such grants related to capital acquisitions are recorded on the statements of revenues, expenses, and changes in net position as capital contributions, and for the sound insulation program as nonoperating revenue. FAA grants – sound insulation program. Grant revenues are recognized when qualifying expenses under the grant are incurred.

(f) Passenger Facility Charge Revenues

The Authority imposes a Passenger Facility Charge (PFC) of \$4.50 per enplaned passenger, as approved by the FAA, to finance certain capital improvements. Cash and receivables from such revenues are maintained in separate accounts and are restricted for approved airport improvement projects. Revenues are recognized during the period earned.

(g) Customer Facility Charge Revenues

The Authority imposes a Customer Facility Charge (CFC) of \$6 per rental car transaction day up to five days to finance the planning, design and construction of a consolidated rental car facility (CRCF), in accordance with California Civil Code Section 1936(m) et seq. Cash and receivables from such revenues are maintained in separate accounts and are restricted for the CRCF project. Revenues are recognized during the period earned.

(h) Revenues and Cash Accounts

All revenues, except PFCs and CFCs (upon completion of the CRCF, the CFCs will be transferred to the Debt Service Fund), are deposited in the Revenue Fund and are transferred to the following cash accounts in priority order as mandated by resolution of the Authority and its bond indenture:

- **Operating Fund** – The balance in this fund is to be used for payment of operations and maintenance costs as they become due and payable.
- **Rebate Fund** – Amounts on deposit in the Rebate Fund shall be applied to satisfy federal tax law requirements. As of June 30, 2013 and 2012, there was no balance in the Rebate Fund.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

- **Debt Service Fund** – Bond interest currently payable on the 2005 Bonds is deposited to this account monthly prior to each semiannual payment. Currently payable bond principal on the 2005 Bonds is transferred to this account monthly prior to each annual payment. The interest and principal amounts due on the 2012 Bonds through July 1, 2014 in the amount of \$9,277,903 was deposited to this account upon issuance of the 2012 Bonds from bond proceeds. This cash fund is held by a trustee who pays the bond interest and principal when due.
- **Debt Service Reserve Funds** – An amount equal to the lesser of (i) ten percent of the initial offering price of the Revenue Bonds, (ii) greatest annual debt service from the current period to the maturity of the Revenue Bonds, or (iii) 125% of average annual debt service from the current period to the maturity of the Revenue Bonds (a separate account each for the 2005 Bonds and the 2012 Bonds), is to be held by the trustee in these funds to be used in the event that monies in the Debt Service Fund are insufficient to meet payments when due. During the years ended June 30, 2013 and 2012, the required balance in the Debt Service Reserve Fund, calculated using (ii) greatest annual debt service from the current period to the maturity of the Revenue Bonds, is \$5,419,588 for the 2005 Bonds, and \$5,838,000 for the 2012 Bonds. The balance in the Debt Service Reserve Fund for the 2005 Bonds at June 30, 2013 and 2012 is \$5,461,118 and \$5,483,000, respectively. The balance in the Debt Service Reserve Fund for the 2012 Bonds at June 30, 2013 and 2012 is \$5,846,618 and \$5,838,593, respectively.
- **Operating Reserve Fund** – The balance in this fund is to be used to pay operation and maintenance costs in the event that monies in the Operating Fund are insufficient. The Authority maintains a reserve equivalent to one-fourth of the annual operations and maintenance budget. The balance in the Operating Reserve Fund at June 30, 2013 and 2012 is \$9,366,982 and \$9,144,522, respectively.
- **Subordinated Indebtedness Fund** – In the event that additional debt is incurred, which is expressly made subordinate or junior in right of payment to the 2005 Bonds, this fund will be established and used to pay principal, interest, and other allowable costs associated with the subordinated indebtedness. As of June 30, 2013 and 2012, there was no balance in the Subordinated Indebtedness Fund.
- **Reserve and Contingency Fund** – The balance in this fund is to be used to pay the costs of extraordinary repairs and replacements of Airport facilities to the extent that such costs are not provided from the proceeds of insurance or from other funds. Any remaining balances in the Reserve and Contingency Fund, not required to meet any deficiencies in the Debt Service Fund or Debt Service Reserve Funds or not needed for any of the purposes for which such Fund was established, shall be transferred to the Operating Fund, and any remaining excess may be deposited in the Surplus Fund. As of June 30, 2013 and 2012, there was no balance in the Reserve and Contingency Fund.
- **Surplus Fund** – All monies remaining in the Revenue Fund at year-end are to be deposited in this fund and may be transferred to offset other fund deficiencies in the following priority order: first in the Debt Service Fund, second in the applicable Debt Service Reserve Fund, third to the Subordinated Indebtedness Fund, and fourth to the Reserve and Contingency Fund. Amounts in the Surplus Fund not required to meet a deficiency as set forth above shall be

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

applied or set aside as allowed for in the bond indenture. As of June 30, 2013 and 2012, there was \$1,354,897 and \$0 in the Surplus Fund to be transferred to any of the funds mentioned above.

- **Cost of Issuance Funds** – The balance in this fund provides for the payment of costs to issue the 2005 Bonds and 2012 Bonds not paid directly from escrow at the closing of the sale of the 2005 Bonds and 2012 Bonds. This fund is held by a trustee and is subject to the terms and conditions as set forth in the bond indenture. As of June 30, 2013 and 2012, there was no balance in the Cost of Issuance Fund for the 2005 Bonds and as of June 30, 2013 and 2012 the balance in the Cost of Issuance Fund for the 2012 Bonds is \$0 and \$47,830. The remaining balance in the fund was transferred to the 2012 Series A Construction Fund in June 2013.
- **Construction Funds** – The balance in this fund provides for the payment of applicable Capital Improvements identified to be financed from the 2005 Series B Bonds and the 2005 Taxable Series C Bonds, and the 2012 Series A Bonds and 2012 Taxable Series B Bonds. These funds are held by a trustee and are subject to the terms and conditions as set forth in the bond indenture. As of June 30, 2013 and 2012, there is no balance in the Construction Fund for the 2005 Bonds, and \$1,698,408 and \$5,093,581 for the 2012 Series A Bonds and \$30,734,253 and \$50,559,632 for the 2012 Taxable Series B Bonds as of June 30, 2013 and 2012, respectively.

(i) **Other Cash Accounts**

The Authority maintains the following additional restricted cash:

- **Authority Areas Reserve** – Operating revenues received from certain areas specified in the airline signatory leases are set aside to be utilized at the discretion of the Authority for any lawful purpose.
- **Asset Forfeiture Fund** – The Authority receives funds from the U.S. Department of Justice, U.S. Department of Treasury and the State of California Department of Justice under the equitable sharing programs of each agency related to certain law enforcement activities. These assets are used to purchase certain equipment to supplement law enforcement activities at the Airport.
- **Passenger Facility Charge Fund** – Cash and receivables from the PFC program are maintained in a separate account and are restricted for approved airport improvement projects.
- **Customer Facility Charge Fund** – Cash and receivables from the CFC program are maintained in a separate account and are restricted for planning, design, construction and financing of a consolidated rental car facility.

The Authority maintains the following board-designated cash:

- **Facility Development Reserve** – Reserve established during fiscal year 2000 to provide for the future development of terminal and other Airport facilities. The actual appropriation of these funds to selected facility development projects will be determined based on the approval of the Authority. In FY 2013, \$1,354,897 was transferred to the Bond Surplus Fund and \$2,250,000 was transferred to the Current Operating Fund. In FY 2012, \$4,928,138 was transferred to the

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

Current Operating Fund to provide interim financing on the RITC project, offset by \$9,928,138 transferred from the Current Operating Fund to the Facility Development Reserve upon issuance of the 2012 Bonds and first draw from the 2012 Bonds Construction Funds for reimbursement of qualifying expenditures on the RITC project.

(j) Capital Assets

Capital assets are defined by the Authority as assets with an initial, individual cost of \$1,000 or more and an estimated useful life in excess of one year. Such assets are recorded at historical cost, less accumulated depreciation. The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend assets' lives are not capitalized.

Major outlays for capital assets are capitalized as projects are constructed. Net interest incurred during the construction phase of capital assets is included as part of the capitalized value of the assets constructed. During the year ended June 30, 2013, interest cost of \$1,222,559 less interest income of \$7,207 was capitalized. During the year ended June 30, 2012, interest cost of \$580,115 less interest income of \$50,433 was capitalized. Depreciation is recognized in amounts calculated to amortize the cost of the depreciable assets over their estimated useful lives. Depreciation is computed on a straight-line basis over the following periods:

Buildings and improvements	3 to 25 years
Runways and improvements	3 to 25 years
Machinery and equipment	3 to 20 years

(k) Vacation and Sick Leave

Employees may receive 80 to 160 hours of vacation each year (40 to 80 hours for job share employees), depending on length of service with the Authority. Vacation is not earned until the year is completed. An employee may accrue up to 250 hours of vacation; any hours earned in excess of 250 hours are forfeited, unless approved by management.

Employees are also entitled to 100 hours of personal leave during each year (50 hours for job share employees). Employees may accrue personal leave or may receive payment for any unused portion of personal leave days at the end of each year.

Employees are also entitled to bank up to 120 hours of overtime for personal leave.

Vacation and personal leave are accrued as earned by employees.

(l) Investments and Invested Cash

In accordance with California Government Code (Code) Section 53600 et seq., the Authority adopts an investment policy annually for the Operating, PFC and CFC portfolios that, among other things, authorizes types of allowable investments, maximum maturities, maximum concentration of investments by type of investment and issuer, minimum ratings for certain types of investments, and how the investments may be held. These criteria on investments and invested cash related to the Authority's bonded debt are governed by the related Master Indenture of Trust. The Authority further limits all investments to be more restrictive than the Code. Authorized investments and

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

invested cash include U.S. Treasury securities, corporate notes, federal agency securities, money market mutual funds, bankers' acceptances, commercial paper, negotiable and non-negotiable certificates of deposit, repurchase agreements, guaranteed investment contracts and funds deposited in the State Treasurer's Local Agency Investment Fund (LAIF). Additional restrictions in the Authority's investment policy over the requirements of the Code include: (1) smaller maximum portions of the portfolios for certain investment types (e.g., U.S. Agency securities, negotiable and time certificates of deposit, bankers' acceptances, commercial paper, money market mutual funds, LAIF), (2) smaller maximum portions of the portfolios invested in a single institution/issuer (e.g., negotiable and time certificates of deposit, corporate notes, bankers' acceptances, commercial paper) (3) limiting the underlying investments of money market mutual funds to U.S. Treasury securities, and (4) excluding investments in reverse repurchase agreements and securities lending agreements, collateralized mortgage obligations and similar investments, debt securities issued by other local agencies and shares of beneficial interest issued by joint powers authorities formed in accordance with Section 6509.7 of the Code. The restrictions in the Code and the additional limitations in the Authority's investment policy mitigate the Authority's interest rate risk, credit risk, concentration of credit risk, and custodial credit risk related to its various investments.

The Authority's investments are carried at fair value. Fair value is determined based upon market closing prices or bid/asked prices for regularly traded securities. The fair value of money market mutual funds and other similar investments is stated at its share value. The fair value of the Authority's investment in the LAIF is based on the Authority's pro rata share provided by LAIF of the fair value of the entire LAIF portfolio. Certain money market mutual fund investments with initial maturities at the time of the purchase of less than one year are recorded at cost. The calculation of realized gains and losses on investments that had been held more than one fiscal year and sold during the current year may have been recognized as an increase or decrease in fair value of investments reported in the prior year.

(m) *Statements of Cash Flows*

For purposes of the statements of cash flows, the Authority considers its investment in money market mutual funds and in the LAIF to be cash equivalents that function as a demand deposit account, whereby funds may be withdrawn or deposited at any time without prior notice or penalty. Unrestricted investments in other securities with remaining maturities of 90 days or less at the time of purchase are also considered cash equivalents. Investments in money market mutual funds held by the bond trustee are not considered cash equivalents for purposes of the statement of cash flows.

(n) *Prepaid Expenses*

Certain payments to vendors reflect costs applicable to future accounting periods and are recorded as prepaid expenses.

(o) *Use of Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

basic financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(p) Income Taxes

The Authority is a political subdivision of the state of California. Accordingly, the Authority is not subject to federal or state income taxes.

(q) Pollution Remediation Liabilities

The Authority implemented GASB Statement No. 49, *Accounting and Financial Reporting for Pollution Remediation Obligations*, for the FY 2009 basic financial statements and currently does not believe it has any pollution remediation liabilities at June 30, 2013 or 2012 (see note 16).

(r) Recent Accounting Pronouncements

In November 2010, GASB issued Statement No. 60, *Accounting and Financial Reporting for Service Concession Arrangements*. This statement improves financial reporting guidance by addressing issues related to service concession arrangements (SCAs), which are a type of public-private or public-public partnership. As used in this statement, an SCA is an arrangement between a transferor (a government) and an operator (government or nongovernmental entity) in which (1) the transferor conveys to an operator the right and related obligation to provides services through the use of infrastructure or another public asset (a facility) in exchange for significant consideration and (2) the operator collects and is compensated by fees from third parties. The requirements of this statement are effective for financial statements for periods beginning after December 15, 2011. The Authority has no SCAs; accordingly, this statement had no impact on the Authority's financial reporting.

In November 2010, GASB issued Statement No. 61, *The Financial Reporting Entity: Omnibus—an amendment of GASB Statements No. 14 and No. 34*. This statement addresses reporting entity issues that have arisen since the issuance of GASB Statement No. 14, *The Financial Reporting Entity* and GASB Statement No. 34, *Basic Financial Statements—and Management's Discussion and Analysis—for State and Local Governments*. This statement modifies certain requirements for inclusion of component units in the financial reporting entity; amends the criteria for reporting component units as if they were part of the primary government (that is, blending) in certain circumstances; and clarifies the reporting of equity interests in legally separate organizations. The provisions of this statement are effective for financial statements for periods beginning after June 15, 2012. The Authority has no component units or equity interests in legally separate organizations; accordingly, this statement had no impact on the Authority's financial reporting.

In December 2010, GASB issued Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*. This statement incorporates into the GASB's authoritative literature certain accounting and financial reporting guidance that is included in Financial Accounting Standards Board (FASB) Statements and Interpretations, Accounting Principles Board (APB) Opinions, and Accounting Research Bulletins (ARBs) of the American Institute of Certified Public Accountants (AICPA) issued on or before November 30, 1989, which does not conflict with or contradict GASB pronouncements. This statement also supersedes Statement No. 20, *Accounting and Financial Reporting for Proprietary*

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

Funds and Other Governmental Entities That Use Proprietary Fund Accounting. The requirements of this statement are effective for financial statements for periods beginning after December 15, 2011. The Authority adopted these provisions effective July 1, 2011.

In June 2011, GASB issued Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, and Deferred Inflows of Resources, and Net Position*. This statement provides financial reporting guidance for deferred outflows of resources and deferred inflows of resources. Concepts Statement No. 4, *Elements of Financial Statements*, introduced and defined those elements as a consumption of net position by the government that is applicable to a future reporting period, and an acquisition of net position by the government that is applicable to a future reporting period, respectively. Previous financial reporting standards do not include guidance for reporting those financial statement elements, which are distinct from assets and liabilities.

The requirements of Statement No. 63 will improve financial reporting by standardizing the presentation of deferred outflows of resources and deferred inflows of resources and their effects on a government's net position. It alleviates uncertainty about reporting those financial statement elements by providing guidance where none previously existed. The provisions of this statement are effective for financial statements for periods beginning after December 15, 2011. The Authority currently has no transactions that result in deferred outflows of resources or deferred inflows of resources as defined in the statement. The Authority adopted this statement effective July 1, 2011 which resulted in changes in its financial statement and equity account names only.

In June 2011, GASB issued Statement No. 64, *Derivative Instruments: Application of Hedge Accounting Termination Provisions – an Amendment of GASB Statement No. 53*. The objective of this Statement is to clarify whether an effective hedging relationship continues after the replacement of a swap counterparty or a swap counterparty's credit support provider. This Statement sets forth criteria that establish when the effective hedging relationship continues and hedge accounting should continue to be applied. The provisions of this Statement are effective for financial statements for periods beginning after June 15, 2011. The Authority adopted this statement effective July 1, 2011. The Authority currently does not engage in derivative or swap agreements; accordingly, this statement had no impact on the Authority's financial reporting.

In March 2012, GASB issued Statement No. 65, *Items Previously Reported as Assets and Liabilities*. This Statement establishes accounting and financial reporting standards that reclassify, as deferred outflows of resources or deferred inflows of resources, certain items that were previously reported as assets and liabilities and recognizes, as outflows of resources or inflows of resources, certain items that were previously reported as assets and liabilities. The provisions of this Statement are effective for financial statements for periods beginning after December 15, 2012. Earlier application is encouraged. The Authority will adopt this statement effective July 1, 2013.

In March 2012, GASB issued Statement No. 66, *Technical Corrections—2012—an amendment of GASB Statements No. 10 and No. 62*. The objective of this Statement is to improve accounting and financial reporting for a governmental financial reporting entity by resolving conflicting guidance that resulted from the issuance of two pronouncements, Statements No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions*, and No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*. The

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

provisions of this statement are effective for financial statements for periods beginning after December 15, 2012. Earlier application is encouraged. The Authority has not yet adopted this statement.

In June 2012, GASB issued Statement No. 68, *Accounting and Financial Reporting for Pensions—an amendment of GASB Statement No. 27*. The primary objective of this Statement is to improve 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. This Statement replaces the requirements of Statement No. 27, *Accounting for Pensions by State and Local Governmental Employers*, as well as the requirements of Statement No. 50, *Pension Disclosures*, as they relate to pensions that are provided through pension plans administered as trusts or equivalent arrangements (hereafter jointly referred to as trusts) that meet certain criteria. The requirements of Statements 27 and 50 remain applicable for pensions that are not covered by the scope of this Statement. The provisions of this Statement are effective for financial statements for periods beginning after June 15, 2014. Earlier application is encouraged. The Authority has not yet adopted this statement.

In January 2013, GASB issued Statement No. 69, *Government Combinations and Disposals of Government Operations*. This Statement establishes accounting and financial reporting standards related to government combinations and disposals of government operations. The requirements of this statement are effective for government combinations and disposals of government operations occurring in financial reporting periods beginning after December 15, 2013, and should be applied on a prospective basis. Earlier application is encouraged. The Authority has not yet adopted this statement.

In April 2013, GASB issued Statement No. 70, *Accounting and Financial Reporting for Nonexchange Financial Guarantees*. This statement requires a state or local government guarantor that offers a nonexchange financial guarantee to another organization or government to recognize a liability in its financial statements when it is more likely than not that the guarantor will be required to make a payment to the obligation holders under the agreement. A nonexchange financial guarantee is a credit enhancement or assurance offered by a guarantor without receiving equal or approximately equal value in exchange. The provisions of this statement are effective for reporting periods beginning after June 15, 2013. Earlier application is encouraged. The Authority has not yet adopted this statement.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

(3) Cash and Investments

(a) Cash and Investments

(i) Cash and investments at June 30, 2013 and 2012 are classified in the accompanying statements of net position as follows:

	<u>2013</u>	<u>2012</u>
Cash and investments – current assets:		
Operating fund	\$ 29,830,376	29,011,146
Cash and investments – restricted assets:		
Cash and investments held by bond trustee:		
Debt service fund – 2005 Bonds	4,148,808	4,085,820
Debt service reserve fund – 2005 Bonds	5,461,118	5,483,000
Debt service fund – 2012 Bonds	6,498,142	9,277,903
Debt service reserve fund – 2012 Bonds	5,846,618	5,838,593
Construction funds – 2012 Bonds	32,432,661	55,653,213
Costs of issuance fund – 2012 Bonds	—	47,830
Total cash and investments held by bond trustee	<u>54,387,347</u>	<u>80,386,359</u>
Other restricted cash and investments:		
Operating Reserve fund	9,366,982	9,144,522
Bond Surplus fund	1,354,897	—
Authority Areas Reserve fund	2,645,142	2,561,214
Asset Forfeiture fund	70,218	82,456
Passenger Facility Charge fund	20,069,820	29,421,366
Customer Facility Charge fund	274	8,546,940
Total other restricted cash and investments	<u>33,507,333</u>	<u>49,756,498</u>
Total cash and investments – restricted assets	87,894,680	130,142,857
Cash and investments – Facility Development Reserve	<u>101,395,103</u>	<u>105,000,000</u>
Total cash and investments	\$ <u><u>219,120,159</u></u>	<u><u>264,154,003</u></u>

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

(ii) Cash and investments as of June 30, 2013 and 2012 consist of the following:

	<u>2013</u>	<u>2012</u>
Operating portfolio cash and investments:		
Cash and cash equivalents:		
Cash on hand	\$ 800	800
Deposits with financial institutions	1,192,535	2,085,206
Money market mutual funds	496,527	4,198,790
LAIF	<u>17,916,817</u>	<u>14,967,294</u>
Total cash and cash equivalents	<u>19,606,679</u>	<u>21,252,090</u>
Investments:		
U.S. Treasury securities	50,397,186	48,759,488
U.S. Agency securities	45,108,985	45,410,679
Medium-term corporate notes	<u>29,549,868</u>	<u>30,377,081</u>
Total investments	<u>125,056,039</u>	<u>124,547,248</u>
Total cash and cash equivalents and investments	144,662,718	145,799,338
Less restricted portion	(13,437,239)	(11,788,192)
Less Facility Development Reserve	<u>(101,395,103)</u>	<u>(105,000,000)</u>
Current and unrestricted cash and investments	<u>\$ 29,830,376</u>	<u>29,011,146</u>
Passenger Facility Charge Fund:		
Cash and cash equivalents:		
Deposits with financial institutions	\$ 74,158	487,782
Money market mutual funds	<u>579,733</u>	<u>266,352</u>
Total cash and cash equivalents	<u>653,891</u>	<u>754,134</u>
Investments:		
U.S. Treasury securities	7,967,846	11,565,154
U.S. Agency securities	6,657,341	10,613,872
Medium-term corporate notes	<u>4,790,742</u>	<u>6,488,206</u>
Total investments	<u>19,415,929</u>	<u>28,667,232</u>
Total cash and cash equivalents and investments	<u>\$ 20,069,820</u>	<u>29,421,366</u>
Customer Facility Charge Fund:		
Deposits with financial institutions	<u>\$ 274</u>	<u>8,546,940</u>
Investments held by bond trustee:		
Money market mutual funds	\$ 48,967,816	74,965,930
U.S. Agency securities	<u>5,419,531</u>	<u>5,420,429</u>
Total investments	<u>\$ 54,387,347</u>	<u>80,386,359</u>

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Summary of cash and investments:		
Cash and cash equivalents:		
Cash on hand	\$ 800	800
Deposits with financial institutions	1,266,967	11,119,928
Money market mutual funds	1,076,260	4,465,142
LAIF	<u>17,916,817</u>	<u>14,967,294</u>
Total cash and cash equivalents	<u>20,260,844</u>	<u>30,553,164</u>
Investments:		
U.S. Treasury securities	58,365,032	60,324,642
U.S. Agency securities	57,185,857	61,444,980
Medium-term corporate notes	34,340,610	36,865,287
Money market mutual funds held by bond trustee	<u>48,967,816</u>	<u>74,965,930</u>
Total investments	<u>198,859,315</u>	<u>233,600,839</u>
Total cash and cash equivalents and investments	<u>\$ 219,120,159</u>	<u>264,154,003</u>

Cash balances, except for those held by the Trustee, held in the Authority’s payroll account or held as petty cash are pooled for deposit and investment purposes. Cash and investments funds are classified under the general headings of “restricted” or “unrestricted.” The Authority has designated separate restricted funds to carry on specific activities in accordance with special regulations, bond covenants, or enabling legislation. Restricted funds are nondiscretionary in terms of use and provide for payment of debt service on Authority bonds, reserves for outstanding bonds, construction of long-term assets, and operations and maintenance. The Authority, after necessary fund transfers have been made to comply with bond covenants, has discretion as to the magnitude and use of the remaining unrestricted funds.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

(b) *Investments Authorized by the California Government Code and the Authority's Investment Policy*

The table below identifies the investment types that are authorized for the Authority by the Code (or the Authority's investment policy, where more restrictive). The table also identifies certain provisions of the Code (or the Authority's investment policy, where more restrictive) that address interest rate risk and concentration of credit risk. This table does not address investments of debt proceeds held by bond trustee that are governed by the provisions of the Master Indenture of Trust, as amended, rather than the Code or the Authority's investment policy.

<u>Authorized investment type</u>	<u>Maximum maturity</u>	<u>Maximum percentage of portfolio^a</u>	<u>Maximum investment in one issuer</u>
U.S. Treasury securities	5 years	None	None
U.S. Agency securities	5 years	70%	None
Time deposits	5 years	15%	5%
LAIF	N/A	\$20 million	None
Bankers' acceptances	180 days	15%	5%
Commercial paper	270 days	15%	5%
Repurchase agreements	1 year	10%	None
Money market mutual funds, invested in			
U.S. Treasury securities	N/A	15%	None
Medium-term corporate notes	5 years	30%	5%
Negotiable certificates of deposit	5 years	15%	5%

a. Percentages apply separately to the Operating portfolio, the Passenger Facility Charge Fund portfolio and the Customer Facility Charge Fund portfolio. Excludes amounts held by bond trustee.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

(c) Investments Authorized Under the Master Indenture of Trust

Investment of debt proceeds held by the bond trustee are governed by provisions of the Master Indenture of Trust, rather than the general provisions of Code or the Authority’s investment policy. The table below identifies the investment types that are authorized for investments held by the bond trustee. The table also identifies certain provisions of the Master Indenture of Trust that address interest rate risk, and concentration of credit risk.

<u>Authorized investment type</u>	<u>Maximum maturity</u>	<u>Maximum percentage allowed</u>	<u>Maximum investment in one issuer</u>
U.S. Treasury securities	5 years	None	None
U.S. Agency securities	5 years	None	None
Money market mutual funds	N/A	None	None
Negotiable certificates of deposit	5 years	None	None
Time and savings deposits	5 years	None	None
Guaranteed investment contracts	30 years	None	None
Commercial paper	270 days	None	None
State or local government securities	5 years	None	None
Bankers’ acceptances	360 days	None	None
Repurchase agreements	30 days	None	None
Any State of California-administered investment pool	N/A	None	None
Advance refunded municipal securities	5 years	None	None
Investments approved in writing by the bond insurer	30 years	None	None

(d) Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment, the greater the sensitivity of its fair value to changes in market interest rates. One of the ways that the Authority manages its exposure to interest rate risk is by purchasing a combination of shorter term and longer term investments and by timing cash flows from maturities so that a portion of the portfolio is maturing or coming close to maturing evenly over time, as necessary to provide the cash flow and liquidity needed for operations. The Authority monitors the interest rate risk in its portfolios by measuring the weighted average maturity of the portfolios and limiting them to an average level recommended by its professional investment manager, currently approximately 1.5 years. The Authority also employs a “buy and hold” investment strategy whereby investments are held to maturity and redeemed at par. This strategy limits the Authority’s exposure to declines in fair value to unforeseen emergencies when the need for cash beyond that which is planned and anticipated may arise.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

The weighted average maturity of each authorized investment type by pool at June 30, 2013 and 2012 are as follows:

Authorized investment type	June 30, 2013		June 30, 2012	
	Amount	Weighted average maturity (in years)	Amount	Weighted average maturity (in years)
Operating portfolio cash equivalents and investments:				
Operating portfolio investments:				
U.S. Treasury securities	\$ 50,397,186	1.93	\$ 48,759,488	1.38
U.S. Agency securities	45,108,985	1.22	45,410,679	0.98
Medium-term corporate notes	<u>29,549,868</u>	1.57	<u>30,377,081</u>	1.49
Total operating portfolio Investments	<u>125,056,039</u>	1.59	<u>124,547,248</u>	1.26
Operating portfolio cash equivalents:				
Money market mutual funds	496,527	0.14	4,198,790	0.14
LAIF	<u>17,916,817</u>	0.77	<u>14,967,294</u>	0.74
Total operating portfolio cash equivalents	<u>18,413,344</u>	0.75	<u>19,166,084</u>	0.61
Total operating portfolio cash equivalents and investments	<u>143,469,383</u>	1.48	<u>143,713,332</u>	1.18
Passenger Facility Charge (PFC) Fund cash equivalents and investments:				
PFC Fund investments:				
U.S. Treasury securities	7,967,846	2.09	11,565,154	1.71
U.S. Agency securities	6,657,341	0.87	10,613,872	1.16
Medium-term corporate notes	<u>4,790,742</u>	1.48	<u>6,488,206</u>	1.49
Total PFC Fund investments	19,415,929	1.52	28,667,232	1.46
PFC Fund cash equivalents – money market mutual funds	<u>579,733</u>	0.14	<u>266,352</u>	0.14
Total PFC Fund cash equivalents and investments	<u>19,995,662</u>	1.48	<u>28,933,584</u>	1.44
Investments held by bond trustee:				
Money market mutual funds	48,967,816	0.14	74,965,930	0.13
U.S. Agency securities	<u>5,419,531</u>	<0.01	<u>5,420,429</u>	<0.01
Total investments held by bond trustee	<u>54,387,347</u>	0.13	<u>80,386,359</u>	0.12
Total cash equivalents and investments	<u>\$ 217,852,392</u>	1.14	<u>\$ 253,033,275</u>	0.87

(e) Investments with Fair Values Highly Sensitive to Interest Rate Fluctuations

None of the Authority's investments (including investments held by the bond trustee) are highly sensitive to interest rate fluctuations.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

(f) Credit Risk

Generally, credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This is measured by the assignment of a rating by a nationally recognized statistical rating organization. Presented below is the minimum rating required by (where applicable) the Code, the Authority's investment policy or the Master Indenture of Trust, as amended, and the actual rating as of June 30, 2013 and 2012 for each investment type.

In August 2011, Standard and Poor's, one of the nationally recognized statistical rating organizations, downgraded its long-term credit rating of U.S. government, U.S. government-sponsored enterprises and public debt issues that have credit enhancements by U.S. government-sponsored enterprises from AAA to AA+ with a negative outlook. Fitch Ratings and Moody's Investor Services, two other recognized statistical rating organizations, did not reduce the Treasury and Agency security ratings, but did indicate a negative outlook. These credit downgrades relate to the credit risk associated with the Authority's investments in U.S. Treasury securities, U.S. Agency securities, money market mutual funds invested in U.S. Treasury securities and LAIF investments in U.S. Treasury securities and U.S. Agency securities.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

Authorized investment type	Amount	Minimum legal rating	Not required to be rated or not rated	Rating as of year-end		
				AAA	AA	A
As of June 30, 2013:						
Operating portfolio cash equivalents and investments:						
Operating portfolio investments:						
U.S. Treasury securities	\$ 50,397,186	N/A	\$ 50,397,186	—	—	—
U.S. Agency securities:						
Fed. Farm Credit Bank	10,205,804	N/A	—	10,205,804	—	—
Fed. Home Loan Bank	8,221,635	N/A	—	8,221,635	—	—
Fed. Home Loan Mort. Corp.	14,519,360	N/A	—	14,519,360	—	—
Fed. National Mort. Assn.	12,162,186	N/A	—	12,162,186	—	—
Total U.S. Agency securities	45,108,985		—	45,108,985	—	—
Medium-term corporate notes	29,549,868	A	—	—	7,822,571	21,727,297
Total Operating portfolio Investments	125,056,039		50,397,186	45,108,985	7,822,571	21,727,297
Operating portfolio cash equivalents:						
Money market mutual funds	496,527	AAA	—	496,527	—	—
LAIF	17,916,817	N/A	17,916,817	—	—	—
Total Operating portfolio cash equivalents	18,413,344		17,916,817	496,527	—	—
Total Operating portfolio cash equivalents and investments	143,469,383		68,314,003	45,605,512	7,822,571	21,727,297
Passenger Facility Charge (PFC) Fund cash equivalents and investments:						
PFC Fund investments:						
U.S. Treasury securities	7,967,846	N/A	7,967,846	—	—	—
U.S. Agency securities:						
Fed. Farm Credit Bank	2,100,802	N/A	—	2,100,802	—	—
Fed. Home Loan Bank	450,259	N/A	—	450,259	—	—
Fed. Home Loan Mort. Corp.	2,226,994	N/A	—	2,226,994	—	—
Fed. National Mort. Assn.	1,879,286	N/A	—	1,879,286	—	—
Total U.S. Agency securities	6,657,341		—	6,657,341	—	—
Medium-term corporate notes	4,790,742	A	—	—	1,260,658	3,530,084
Total PFC Fund investments	19,415,929		7,967,846	6,657,341	1,260,658	3,530,084
PFC Fund cash equivalents – money market mutual funds	579,733	AAA	—	579,733	—	—
Total PFC Fund cash equivalents and investments	19,995,662		7,967,846	7,237,074	1,260,658	3,530,084
Investments held by bond trustee:						
U.S. Agency securities – Fed. National Mort. Assn.	5,419,531	AAA	—	5,419,531	—	—
Money market mutual funds	48,967,816	AAA	—	48,967,816	—	—
Total investments bond trustee	54,387,347		—	54,387,347	—	—
Total cash equivalents and investments	\$ 217,852,392		\$ 76,281,849	107,229,933	9,083,229	25,257,381

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

Authorized investment type	Amount	Minimum legal rating	Not required to be rated or not rated	Rating as of year-end		
				AAA	AA	A
As of June 30, 2012:						
Operating portfolio cash equivalents and investments:						
Operating portfolio investments:						
U.S. Treasury securities	\$ 48,759,488	N/A	\$ 48,759,488	—	—	—
U.S. Agency securities:						
Fed. Farm Credit Bank	10,200,602	N/A	—	10,200,602	—	—
Fed. Home Loan Bank	13,618,398	N/A	—	13,618,398	—	—
Fed. Home Loan Mort. Corp.	14,422,263	N/A	—	14,422,263	—	—
Fed. National Mort. Assn.	7,169,416	N/A	—	7,169,416	—	—
Total U.S. Agency securities	45,410,679		—	45,410,679	—	—
Medium-term corporate notes	30,377,081	A	—	—	9,989,190	20,387,891
Total Operating portfolio Investments	124,547,248		48,759,488	45,410,679	9,989,190	20,387,891
Operating portfolio cash equivalents:						
Money market mutual funds	4,198,790	AAA	—	4,198,790	—	—
LAIF	14,967,294	N/A	14,967,294	—	—	—
Total Operating portfolio cash equivalents	19,166,084		14,967,294	4,198,790	—	—
Total Operating portfolio cash equivalents and investments	143,713,332		63,726,782	49,609,469	9,989,190	20,387,891
Passenger Facility Charge (PFC) Fund cash equivalents and investments:						
PFC Fund investments:						
U.S. Treasury securities	11,565,154	N/A	11,565,154	—	—	—
U.S. Agency securities:						
Fed. Farm Credit Bank	2,107,572	N/A	—	2,107,572	—	—
Fed. Home Loan Bank	2,190,615	N/A	—	2,190,615	—	—
Fed. Home Loan Mort. Corp.	3,361,513	N/A	—	3,361,513	—	—
Fed. National Mort. Assn.	2,954,172	N/A	—	2,954,172	—	—
Total U.S. Agency securities	10,613,872		—	10,613,872	—	—
Medium-term corporate notes	6,488,206	A	—	—	2,098,256	4,389,950
Total PFC Fund investments	28,667,232		11,565,154	10,613,872	2,098,256	4,389,950
PFC Fund cash equivalents – money market mutual funds	266,352	AAA	—	266,352	—	—
Total PFC Fund cash equivalents and investments	28,933,584		11,565,154	10,880,224	2,098,256	4,389,950
Investments held by bond trustee:						
U.S. Agency securities – Fed. National Mort. Assn.	5,420,429	AAA	—	5,420,429	—	—
Money market mutual funds	74,965,930	AAA	—	74,965,930	—	—
Total investments bond trustee	80,386,359		—	80,386,359	—	—
Total cash equivalents and investments	\$ 253,033,275		\$ 75,291,936	140,876,052	12,087,446	24,777,841

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

(g) Concentration of Credit Risk

The Authority's investment policy limits the amount that can be invested in any one issuer in corporate notes, bankers' acceptances, commercial paper, negotiable certificates of deposit and time certificates of deposit to 5% of the applicable portfolio. The investment policy contains no other limitations on the amount that can be invested in any one issuer beyond that stipulated by the Code. Investments in any one issuer (other than U.S. Treasury securities, money market mutual funds, and external investment pools) that represent 5% or more of total Authority investments, by pool, are as follows:

Issuer	Authorized investment type	Reported amount at June 30			
		2013		2012	
		Amount	Fund%	Amount	Fund%
Operating portfolio investments:					
Federal Home Loan Mortgage Corp.	U.S. Agency securities	\$ 14,519,360	10.12%	\$ 14,422,263	10.04%
Federal National Mortgage Association	U.S. Agency securities	12,162,186	8.48	—	<5.00
Federal Farm Credit Bank	U.S. Agency securities	10,205,804	7.11	10,200,602	7.10
Federal Home Loan Bank	U.S. Agency securities	8,221,635	5.73	13,618,398	9.48
Passenger Facility Charge Fund investments:					
Federal Home Loan Mortgage Corp.	U.S. Agency securities	2,226,994	11.14	3,361,512	11.62
Federal Farm Credit Bank	U.S. Agency securities	2,100,802	10.51	2,107,572	7.28
Federal National Mortgage Association	U.S. Agency securities	1,879,286	9.40	2,954,172	10.21
Federal Home Loan Bank	U.S. Agency securities	—	<5.00	2,190,615	7.57
Held by bond trustee:					
Federal National Mortgage Association	U.S. Agency securities	5,419,531	9.96	5,420,429	6.74

(h) Custodial Credit Risk

Custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, a government will not be able to recover its deposit or will not be able to recover collateral securities that are in the possession of an outside party. The custodial credit risk for investments is the risk that, in the event of the failure of the counterparty (e.g., broker-dealer) to a transaction, a government will not be able to recover the value of its investment or collateral securities that are in the possession of another party. The Code and the Authority's investment policy do not contain legal or policy requirements that would limit the exposure to custodial credit risk for deposits or investments, other than the following provisions for deposits: the Code requires that a financial institution secure deposits made by state or local government units by pledging securities in an undivided collateral pool held by a depository regulated under state law (unless so waived by the government unit). The market value of the pledged securities in the collateral pool must equal at least 110% of the total amount deposited by the public agencies. California law also allows financial institutions to secure Authority deposits by pledging first trust deed mortgage notes having a value of 150% of the secured public deposits.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

At June 30, 2013 and 2012, a portion of the Authority's deposits with financial institutions were uninsured and the collateral was held in accordance with the Code by the pledging financial institution in the Authority's name, as follows:

	<u>2013</u>	<u>2012</u>
Cash deposits:		
Insured (under Dodd-Frank December 31, 2010 to December 31, 2012)	\$ 250,000	12,978,802
Uninsured, collateral held in the Authority's name	<u>2,678,781</u>	<u>—</u>
Total cash deposits	2,928,781	12,978,802
Plus deposits in transit	257,681	172,050
Less outstanding checks	<u>(1,919,495)</u>	<u>(2,030,924)</u>
Carrying amount of cash deposits	\$ <u><u>1,266,967</u></u>	\$ <u><u>11,119,928</u></u>

On July 21, 2010, the Dodd-Frank financial regulatory reform legislation was signed into law making all noninterest-bearing transaction accounts fully insured without limit effective December 31, 2010 until December 31, 2012. During the two-year period, all noninterest-bearing accounts of all banks are covered.

Investments and money market mutual funds in the Operating portfolio and Passenger Facility Charge Fund portfolio were held in the Authority's name by the trust department of the bank broker-dealer (counter-party) that was used by the Authority to buy the securities and mutual funds.

(i) *Investment in the State Treasurer's Local Agency Investment Fund*

The Authority is a voluntary participant in the LAIF that is regulated by the Code under the oversight of the Treasurer of the State of California. The fair value of the Authority's investment in this pool is reported in the accompanying basic financial statements at amounts based upon the Authority's pro rata share of the fair value provided by LAIF for the entire LAIF portfolio (in relation to the amortized cost of that portfolio). The balance available for withdrawal is based on the accounting records maintained by LAIF, which are recorded on an amortized cost basis. As of June 30, 2013 and 2012, the total amount invested by all California local governments and special districts in LAIF was \$21.2 billion and \$21.9 billion, respectively. LAIF is part of the State of California's Pooled Money Investment Account (PMIA), which as of June 30, 2013 and 2012 had a balance of \$58.8 billion and \$60.6 billion, respectively. The PMIA is not SEC-registered, but is required to invest according to the Code. Included in PMIA's investment portfolio are certain derivative securities or similar products in the form of structured notes totaling \$0.4 billion and \$0.8 billion, respectively, and asset-backed securities totaling \$0.8 billion and \$1.3 billion, respectively.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

(4) Trust Assets

Since shortly after the Authority was formed in June 1977, the Authority and the FAA have had on-going concerns and discussions about ways to relocate the terminal complex to improve runway safety at Bob Hope Airport. A number of different terminal facility configurations were studied and pursued over the years. After substantial litigation between the Authority and the City of Los Angeles, in 1996 the FAA issued a Record of Decision certifying an Environmental Impact Statement that identified the former approximately 130-acre Lockheed Plant B-6 (the B-6 Property) as a preferred site alternative for a replacement terminal.

The Authority sold 21.65 acres of the B-6 Property in 2003.

The Authority entered into a Development Agreement on March 15, 2005, which was subsequently amended (see note 14). Under the terms of the Development Agreement, as amended, the remaining approximate 59 acres of B-6 Trust Property will be retained in a trust for a ten-year period. During this period, the Authority may use approximately 33 acres of the B-6 Trust Property for purposes that do not involve the expansion or enlargement of the Airport. The ultimate disposition of the B-6 Trust Property is subject to the ongoing discussions between the City of Burbank and the Authority on the future visioning of the airport.

The B-6 Trust Property was classified as restricted trust assets on the Authority's financial statements with a balance of \$58,873,509 as of June 30, 2013 and 2012

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

(5) Capital Assets

Changes in capital assets for the year ended June 30, 2013 were as follows:

	<u>July 1, 2012</u>	<u>Additions</u>	<u>Deletions</u>	<u>June 30, 2013</u>
Capital assets not being depreciated:				
Land	\$ 158,758,472	—	—	158,758,472
Other non-depreciable assets	589,966	—	—	589,966
Construction in progress	<u>23,757,668</u>	<u>64,643,143</u>	<u>(3,722,326)</u>	<u>84,678,485</u>
Total capital assets not being depreciated	<u>183,106,106</u>	<u>64,643,143</u>	<u>(3,722,326)</u>	<u>244,026,923</u>
Capital assets being depreciated/amortized:				
Building and improvements	131,506,161	907,400	(13,450,783)	118,962,778
Runways and improvements	91,678,433	510,892	(40,627)	92,148,698
Machinery and equipment	<u>33,694,093</u>	<u>2,304,034</u>	<u>(401,993)</u>	<u>35,596,134</u>
Total capital assets being depreciated/ amortized	<u>256,878,687</u>	<u>3,722,326</u>	<u>(13,893,403)</u>	<u>246,707,610</u>
Less accumulated depreciation/amortization for:				
Building structures	(81,189,668)	(7,021,709)	10,038,948	(78,172,429)
Runway/airfield improvements	(52,038,455)	(5,162,631)	40,627	(57,160,459)
Equipment	<u>(26,930,597)</u>	<u>(1,869,102)</u>	<u>389,853</u>	<u>(28,409,846)</u>
Total accumulated depreciation/ amortization	<u>(160,158,720)</u>	<u>(14,053,442)</u>	<u>10,469,428</u>	<u>(163,742,734)</u>
Total capital assets being depreciated/ amortized, net	<u>96,719,967</u>	<u>(10,331,116)</u>	<u>(3,423,975)</u>	<u>82,964,876</u>
Total capital assets, net	<u>\$ 279,826,073</u>	<u>54,312,027</u>	<u>(7,146,301)</u>	<u>326,991,799</u>

Included in deletions of buildings and improvements are \$10,710,235, net of accumulated amortization of \$7,301,754, for a net loss on disposal of capital assets of \$3,408,481 which represent certain capital assets or portions of capital assets on the A-1 North Property that were demolished or partially demolished as part of the ongoing construction of the RITC. The demolished capital assets consist of water, sewer and storm drain underground utilities (\$990,410); fencing and hardscape (\$1,972,088), lights and underground electrical utilities (\$3,016,605); and paving, sidewalks, curbs and gutters (\$4,731,132). The net loss on disposal of these capital assets is included in Special Items on the accompanying statement of revenues, expenses and changes in net position. Current year additions to construction in progress related to the RITC project total \$54,572,822.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

Changes in capital assets for the year ended June 30, 2012 were as follows:

	<u>July 1, 2011</u>	<u>Additions</u>	<u>Deletions</u>	<u>June 30, 2012</u>
Capital assets not being depreciated:				
Land	\$ 156,923,796	1,834,676	—	158,758,472
Other non-depreciable assets	589,966	—	—	589,966
Construction in progress	<u>22,348,353</u>	<u>16,265,138</u>	<u>(14,855,823)</u>	<u>23,757,668</u>
Total capital assets not being depreciated	<u>179,862,115</u>	<u>18,099,814</u>	<u>(14,855,823)</u>	<u>183,106,106</u>
Capital assets being depreciated/amortized:				
Building and improvements	130,779,287	1,423,044	(696,170)	131,506,161
Runways and improvements	85,078,552	10,067,124	(3,467,243)	91,678,433
Machinery and equipment	<u>32,584,591</u>	<u>1,530,979</u>	<u>(421,477)</u>	<u>33,694,093</u>
Total capital assets being depreciated/ amortized	<u>248,442,430</u>	<u>13,021,147</u>	<u>(4,584,890)</u>	<u>256,878,687</u>
Less accumulated depreciation/amortization for:				
Building structures	(74,829,398)	(7,056,440)	696,170	(81,189,668)
Runway/airfield improvements	(50,687,861)	(4,817,837)	3,467,243	(52,038,455)
Equipment	<u>(25,002,856)</u>	<u>(2,349,218)</u>	<u>421,477</u>	<u>(26,930,597)</u>
Total accumulated depreciation/ amortization	<u>(150,520,115)</u>	<u>(14,223,495)</u>	<u>4,584,890</u>	<u>(160,158,720)</u>
Total capital assets being depreciated/ amortized, net	<u>97,922,315</u>	<u>(1,202,348)</u>	<u>—</u>	<u>96,719,967</u>
Total capital assets, net	\$ <u><u>277,784,430</u></u>	<u><u>16,897,466</u></u>	<u><u>(14,855,823)</u></u>	<u><u>279,826,073</u></u>

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

(6) Long-Term Debt

The following is a summary of changes in long-term debt for the years ended June 30, 2013 and 2012:

	<u>Beginning balance</u>	<u>Additions</u>	<u>Deductions</u>	<u>Ending balance</u>	<u>Due within one year</u>
Year ended June 30, 2013:					
Revenue bonds payable:					
2005 Revenue Bonds:					
2005 Series A	\$ 6,015,000	—	(915,000)	5,100,000	945,000
2005 Series B	47,535,000	—	(1,840,000)	45,695,000	1,935,000
Plus deferred amounts for original issue premium	1,908,954	—	(149,232)	1,759,722	—
2012 Revenue Bonds:					
2012 Series A	6,715,000	—	—	6,715,000	—
2012 Taxable Series B	75,450,000	—	—	75,450,000	—
Plus deferred amounts for original issue premium	187,002	—	(6,233)	180,769	—
Total long-term debt payable	<u>\$ 137,810,956</u>	<u>—</u>	<u>(2,910,465)</u>	<u>134,900,491</u>	<u>2,880,000</u>
Year ended June 30, 2012:					
Revenue bonds payable:					
2005 Revenue Bonds:					
2005 Series A	\$ 6,895,000	—	(880,000)	6,015,000	915,000
2005 Series B	49,295,000	—	(1,760,000)	47,535,000	1,840,000
Plus deferred amounts for original issue premium	2,058,186	—	(149,232)	1,908,954	—
2012 Revenue Bonds:					
2012 Series A	—	6,715,000	—	6,715,000	—
2012 Taxable Series B	—	75,450,000	—	75,450,000	—
Plus deferred amounts for original issue premium	—	187,886	(884)	187,002	—
Total long-term debt payable	<u>\$ 58,248,186</u>	<u>82,352,886</u>	<u>(2,790,116)</u>	<u>137,810,956</u>	<u>2,755,000</u>

(a) 2005 Revenue Bonds

On May 26, 2005, the Authority issued \$67,535,000 of 2005 Airport Revenue Bonds (2005 Bonds) with an effective interest rate of 4.680% and at an original issue premium totaling \$2,968,089. The 2005 Bonds were issued in three series. The 2005 Bonds are insured and are special obligations of the Authority payable solely from, and secured solely by a pledge of, the net revenues and amounts in certain funds established under the Master Indenture of Trust, as amended, and the Debt Service Reserve Fund.

The \$7,750,000 Airport Revenue Bonds 2005 Series A (Non-AMT) (2005 Series A Bonds), at an effective interest rate of 3.964%, were issued to refinance the \$9,395,000 outstanding balance of Airport Revenue Bonds, Refunding Series of 1992 (1992 Bonds) with a remaining coupon interest rate of 6.400%. The 2005 Series A Bonds are due in annual installments ranging from \$880,000 to

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

\$1,100,000 from July 1, 2011 to July 1, 2017 with interest rates ranging from 3.500% to 4.000% payable semiannually on July 1 and January 1. The 2005 Series A Bonds maturing on or after July 1, 2016 are subject to optional redemption by the Authority, without premium, in whole or in part on any date on or after July 1, 2015. The balance of 2005 Series A Bonds outstanding at June 30, 2013 and 2012 is \$5,100,000 and \$6,015,000, respectively, plus unamortized original issue premium of \$15,533 and \$19,417, respectively. At June 30, 2013 and 2012, the current portion of the 2005 Series A Bonds, paid July 1, 2013 and 2012, are \$945,000 and \$915,000, respectively. Interest payable on the 2005 Series A Bonds totals \$98,631 and \$114,644 at June 30, 2013 and 2012, respectively. Bond issuance costs of \$145,647 are being amortized using the straight-line method over the life of the 2005 Series A Bonds. Unamortized bond issue costs of \$48,159 and \$60,198 at June 30, 2013 and 2012, respectively, are reported in the accompanying statement of net position.

The \$50,765,000 Airport Revenue Bonds 2005 Series B (AMT) (2005 Series B Bonds), at an effective interest rate of 4.738%, and the \$9,020,000 Airport Revenue Bonds 2005 Taxable Series C (2005 Taxable Series C Bonds), at an effective interest rate of 5.067%, were issued to finance the acquisition and improvement of certain land adjacent to the Bob Hope Airport to be used for Airport parking, fund the Debt Service Reserve Fund, and pay the cost of issuance of the 2005 Bonds. The 2005 Taxable Series C Bonds were paid in full July 1, 2010. The 2005 Series B Bonds are due in annual installments ranging from \$1,760,000 to \$5,160,000 from July 1, 2011 to July 1, 2025 with interest rates ranging from 5.000% to 5.250% payable semiannually on July 1 and January 1. The 2005 Series B Bonds maturing on or after July 1, 2016 are subject to optional redemption, without premium, in whole or in part on any date on or after July 1, 2015. The balance of 2005 Series B Bonds outstanding at June 30, 2013 and 2012 is \$45,695,000 and \$47,535,000, respectively, plus unamortized original issue premium of \$1,744,189 and \$1,889,537, respectively. At June 30, 2013 and 2012, the current portion of the 2005 Series B Bonds, paid July 1, 2013 and 2012, are \$1,935,000 and \$1,840,000, respectively. Interest payable on the 2005 Series B Bonds totals \$1,170,175 and \$1,216,175 at June 30, 2013 and 2012, respectively. Bond issuance costs of \$954,512 for the 2005 Series B Bonds are being amortized using the straight-line method over the life of the respective bonds. Unamortized bond issue costs at June 30, 2013 and 2012 for 2005 Series B Bonds of \$569,937 and \$617,432, respectively, are reported in the accompanying statement of net position.

In accordance with the bond resolution, certain cash accounts (funds) are required to be segregated and minimum balances maintained as summarized in note 2. There are also a number of other limitations and restrictions contained in the Master Indenture of Trust, as amended. Authority management believes that the Authority has complied with such requirements.

(b) 2012 Revenue Bonds

On May 10, 2012, the Authority issued \$82,165,000 of 2012 Airport Revenue Bonds (2012 Bonds) with an effective interest rate of 5.624% and at an original issue premium totaling \$187,886. The 2012 Bonds, issued as parity bonds with the 2005 Bonds, were issued in two series. The 2012 Bonds are special obligations of the Authority payable solely from, and secured solely by a pledge of, the net revenues and amounts in certain funds established under the Master Indenture of Trust, as amended, and the Debt Service Reserve Fund. The net proceeds of the 2012 Bonds of \$81,568,556 (including initial issue premium of \$187,886 less underwriters' discount of \$784,330) were deposited

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

with the Bond Trustee into the Debt Service Reserve Fund (\$5,838,000), Cost of Issuance Fund (\$877,962), Debt Service Fund for debt service through July 1, 2014 (\$9,277,903) and the Construction Fund (\$65,574,691).

The \$6,715,000 Airport Revenue Bonds 2012 Series A (AMT) (2012 Series A Bonds), at an effective interest rate of 4.949%, and the \$75,450,000 Airport Revenue Bonds 2012 Taxable Series B (2012 Taxable Series B Bonds), at an effective interest rate of 5.722%, were issued (i) to finance those costs of the RITC project consisting of the CRCF and the portion of the costs of the Replacement Parking Structure attributable to the parking spaces displaced by the CRCF (2012 Bond Project); (ii) to fund the 2012 Debt Service Reserve Fund; (iii) to provide capitalized interest with respect to the 2012 Bonds through July 1, 2014; and to pay the costs of issuance of the 2012 Bonds.

The 2012 Series A Bonds are due in annual installments ranging from \$1,155,000 to \$5,560,000 from July 1, 2041 to July 1, 2042 at an interest rate of 5.000% payable semiannually on July 1 and January 1. The 2012 Series A Bonds are subject to optional redemption by the Authority, without premium, in whole or in part on any date on and after July 1, 2022 at a redemption price equal to the price equal to the principal and accrued interest to the redemption date on the portion to be redeemed. The balance of 2012 Series A Bonds outstanding at June 30, 2013 and 2012 is \$6,715,000 and \$6,715,000, respectively, plus unamortized original issue premium of \$180,769 and \$187,002, respectively. Interest payable on the 2012 Series A Bonds totals \$167,875 and \$47,564 at June 30, 2013 and 2012, respectively. Bond issuance costs of \$133,974 are being amortized using the straight-line method over the life of the 2012 Series A Bonds. Unamortized bond issue costs of \$128,900 and \$133,345 at June 30, 2013 and 2012, respectively, are reported in the accompanying statement of net position.

The 2012 Taxable Series B Bonds are due in annual installments ranging from \$1,500,000 to \$4,970,000 from July 1, 2015 to July 1, 2041 with interest rates ranging from 2.036% to 5.812% payable semiannually on July 1 and January 1. The 2012 Taxable Series B Bonds are subject to optional redemption by the Authority, in whole or in part, on any date, at a Redemption Price equal to the Make-Whole Redemption Price, as defined in the Official Statement, plus unpaid accrued interest. The balance of 2012 Taxable Series B Bonds outstanding at June 30, 2013 and 2012 is \$75,450,000 and \$75,450,000, respectively. Interest payable on the 2012 Taxable Series B Bonds totals \$1,998,172 and \$566,149 at June 30, 2013 and 2012, respectively. Bond issuance costs of \$1,528,318 are being amortized using the straight-line method over the life of the 2012 Taxable Series B Bonds. Unamortized bond issue costs of \$1,468,443 and \$1,520,888 at June 30, 2013 and 2012, respectively, are reported in the accompanying statement of net position.

In accordance with the bond resolution, certain cash accounts (funds) are required to be segregated and minimum balances maintained as summarized in note 2. There are also a number of other limitations and restrictions contained in the Master Indenture of Trust, as amended. Authority management believes that the Authority has complied with such requirements.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

(c) **Annual Debt Service Requirements to Maturity**

Revenue bond debt service requirements to maturity are as follows:

	<u>2005 Bonds</u>		<u>2012 Bonds</u>		<u>Total</u>		<u>Total debt service</u>
	<u>Principal</u>	<u>Interest</u>	<u>Principal</u>	<u>Interest</u>	<u>Principal</u>	<u>Interest</u>	
Payable in year ending							
June 30:							
2014	\$ 2,880,000	2,469,100	—	4,332,095	2,880,000	6,801,195	9,681,195
2015	3,015,000	2,328,481	—	4,332,095	3,015,000	6,660,576	9,675,576
2016	3,160,000	2,181,075	1,500,000	4,316,824	4,660,000	6,497,899	11,157,899
2017	3,310,000	2,025,481	1,535,000	4,282,559	4,845,000	6,308,040	11,153,040
2018	3,470,000	1,860,975	1,570,000	4,241,780	5,040,000	6,102,755	11,142,755
2019 – 2023	20,205,000	6,360,757	8,680,000	20,330,872	28,885,000	26,691,629	55,576,629
2024 – 2028	14,755,000	1,130,625	10,885,000	17,981,256	25,640,000	19,111,881	44,751,881
2029 – 2033	—	—	14,270,000	14,503,754	14,270,000	14,503,754	28,773,754
2034 – 2038	—	—	18,795,000	9,826,447	18,795,000	9,826,447	28,621,447
2039 – 2043	—	—	24,930,000	3,549,078	24,930,000	3,549,078	28,479,078
Total principal and interest to maturity	50,795,000	<u>\$ 18,356,494</u>	82,165,000	<u>87,696,760</u>	132,960,000	<u>106,053,254</u>	239,013,254
Unamortized portion of:							
Original issue premium	1,759,722		180,769		1,940,491		1,940,491
Less current portion of principal	<u>(2,880,000)</u>		<u>—</u>		<u>(2,880,000)</u>		<u>(2,880,000)</u>
Total long-term portion of revenue bonds payable	<u>\$ 49,674,722</u>		<u>82,345,769</u>		<u>132,020,491</u>		<u>238,073,745</u>

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

(d) Pledged Revenues

The 2005 Bonds and 2012 Bonds are special obligations of the Authority payable solely from, and secured solely by a pledge of, the Net Revenues (operating revenue plus investment income on operating funds less operating expenses before depreciation) and amounts in certain funds established under the Master Indenture of Trust and the Debt Service Reserve Fund. The Authority covenants that the ratio of Net Pledged Revenues to net accrued debt service on parity obligations will be 1.25 or greater (coverage rate covenant) and that Net Revenues will equal or exceed the sum of net accrued debt service on parity obligations and required deposit to Debt Service Reserve, Operating Reserve and other accounts (general rate covenant). The computation of the coverage rate covenant and general rate covenant as of June 30, 2013 and 2012 are as follows:

	<u>2013</u>	<u>2012</u>
Net Revenues	\$ 10,666,845	8,847,941
Net Pledged Revenues	\$ <u>10,666,845</u>	<u>8,847,941</u>
Accrued debt service on 2005 Bonds	\$ 5,417,613	5,416,638
Accrued debt service on 2012 Bonds	4,332,095	613,713
Less: capitalized interest for 2012 Bonds accrued debt service deposited from 2012 Bonds proceeds	<u>(4,332,095)</u>	<u>(613,713)</u>
Net accrued debt service on parity obligations	\$ <u>5,417,613</u>	<u>5,416,638</u>
Ratio of Net Pledged Revenues to net accrued debt service on parity obligations	<u>1.97</u>	<u>1.63</u>
Net Revenues	\$ 10,666,845	8,847,941
Less: transfers to Operating Reserve	(222,460)	(172,953)
Less: net accrued debt service on parity obligations	<u>(5,417,613)</u>	<u>(5,416,638)</u>
Excess of net revenues over net accrued debt service on parity obligations and transfers to Operating Reserve	\$ <u>5,026,772</u>	<u>3,258,350</u>

The estimated aggregate total amount of pledged net revenues and amounts in the funds established under the Master Indenture of Trust related to the 2005 Bonds and 2012 Bonds is equal to the remaining debt service on the 2005 Bonds and 2012 Bonds at June 30, 2013 of \$239,013,254. The pledged revenues are in force during the term of the 2005 Bonds and 2012 Bonds with final maturity on July 1, 2042.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

(7) Retirement Plan

The Authority previously provided pension benefits for all of its full-time employees through a defined contribution plan. In a defined contribution plan, benefits depend solely on amounts contributed to the plan plus investment earnings. In April 2002, as part of an employment contract negotiated with the Authority, the employees elected to terminate their participation in the existing pension plan to participate in a SEP IRA program. The Authority terminated the existing plan effective June 30, 2002. The Authority continued to contribute 5% of the employee's eligible base salary each year to individual SEP IRA accounts to be managed at the employee's discretion.

Effective February 1, 2006, the Authority entered into a new employment contract which, among other things, called for the implementation of a 401(k) program sponsored by the Burbank Airport Police Officers Association (BAPOA) into which the Authority would contribute 6% of eligible base salaries as a retirement contribution. Employees may also contribute to their 401(k) account, but there is no additional Authority match. All employees are eligible to participate upon hire and contributions vest immediately. The BAPOA established its 401k Plan effective January 1, 2007. For periods prior to January 1, 2007, the Authority continued to contribute to individual SEP IRA accounts managed at the employee's discretion on an annual basis. Beginning January 1, 2007, the Authority contributed 6% of eligible base salary to the BAPOA 401k Plan as part of weekly payroll. Effective February 1, 2011, the Authority entered into a new employment contract with the same terms related to the 401(k) program and Authority retirement contribution.

The Authority's total salaries and benefits were \$3,969,864 in FY 2013 and \$3,722,641 in FY 2012. The Authority's contributions have been calculated using the base salary amount of \$3,158,707 in FY 2013 and \$2,759,723 in FY 2012. The Authority made the required accruals and contributions, amounting to \$192,158 and \$170,376 in fiscal years 2013 and 2012, respectively.

(8) Sound Insulation Programs

(a) School Sound Insulation Program

In FY 1989, the Authority adopted a FAA-approved multiyear school sound insulation program. Four schools were initially identified for the insulation program: Luther Burbank Middle School, Glenwood Elementary School, St. Patrick's School, and Mingay School. As of June 30, 2005, the sound insulation of these schools has been completed. In November 2000, the FAA approved the Authority's revised acoustical treatment program that added four additional schools. As of June 30, 2012 and 2013, two of these additional schools have been completed. The Authority has applied for grant assistance to be supplemented with PFC funds.

(b) Residential Home Sound Insulation Program

As part of the Authority's efforts to achieve noise compatibility within Airport-adjacent communities, the Authority also initiated a residential home sound insulation program. The sound insulation program is funded through a combination of federal grant monies, PFC funds, and Authority funds.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

The Authority has entered into agreements with the FAA to provide funding assistance. The following sound insulation grant award agreement was outstanding during the years ended June 30, 2013 and 2012:

<u>Date accepted</u>	<u>AIP grant number</u>	<u>Award Amount</u>	<u>Project description</u>
June 2008	3-06-0031-45	\$ 3,000,000	Sound insulation of residences
February 2009	3-06-0031-47	7,000,000	Sound insulation of residences

During the year ended June 30, 2013 the Authority expended \$3,368,303 on these projects, of which \$2,637,214 was funded through FAA grants, \$633,494 through PFC funds and \$97,595 through Authority funds. The Authority acoustically treated 129 residences during FY 2013 and none were in progress at June 30, 2013. Effective October 10, 2013, the FAA accepted an updated noise exposure map (NEM), which depicts the boundaries of the 65 CNEL noise exposure area. The NEM, which reflects a decrease in the size of the area surrounding the airport exposed to 65 CNEL, was updated as part of a Part 150 Noise Compatibility Study. During the year ended June 30, 2012, the Authority expended \$7,099,900 on these projects, of which \$5,524,064 was funded through FAA grants, \$1,353,738 through PFC funds and \$222,098 through Authority funds. The Authority acoustically treated approximately 263 residences during FY 2012 and an additional 99 were in progress at June 30, 2012.

(9) Leases

The Authority leases land, terminal, hangar, and administrative facilities to various entities under operating leases. The cost of the Authority's leased property and the related accumulated depreciation by asset type is presented as of June 30, 2013 as follows:

	<u>2013</u>		<u>2012</u>	
	<u>Cost</u>	<u>Accumulated depreciation</u>	<u>Cost</u>	<u>Accumulated depreciation</u>
Land	\$ 28,773,504	—	\$ 28,773,504	—
Buildings and improvements	29,931,117	23,621,176	30,701,736	23,381,300
Runways and improvements	647,000	647,000	647,000	647,000
	<u>\$ 59,351,621</u>	<u>24,268,176</u>	<u>\$ 60,122,240</u>	<u>24,028,300</u>

The leases on such properties expire at various times, and generally terms are provided whereby lease terms may be extended.

Concession lease revenues are based on a percentage of gross receipts subject to minimum annual guarantees (MAG). Such concession rentals totaled \$8,298,815 and \$8,163,553 for the years ended June 30, 2013 and 2012, respectively, consisting of MAG revenues of \$7,800,017 and \$7,718,247, respectively, and over-MAG revenues of \$498,798 and \$445,306, respectively.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

Minimum future rental revenue on noncancelable leases in effect at June 30, 2013 is as follows:

	<u>Lease revenue</u>
Fiscal year ending June 30:	
2014	\$ 26,221,921
2015	17,633,032
2016	16,988,022
2017	15,549,807
2018	15,252,642
2019 – 2023	49,461,158
2024 – 2028	13,773,477
2029 – 2031	1,172,304
	<u>\$ 156,052,363</u>

(10) Passenger Facility Charges

In June 1994, the FAA approved the Authority's application to collect a \$3.00 PFC per enplaned passenger to provide funds for specifically approved airport improvement projects to begin September 1, 1994. Effective April 1, 2003, the FAA approved an increase of the charge from \$3.00 to \$4.50. PFC funds collected are restricted and may only be used on specifically approved facility improvement projects. All PFC funds collected are maintained in a separate interest-bearing account administered by the Authority prior to disbursement. Total PFC revenue for the years ended June 30, 2013 and 2012 totaled \$8,306,776 and \$8,989,090, respectively, including investment income on the PFC investment portfolio of \$128,511 and \$286,374, respectively. During the year ended June 30, 2013, funds totaling \$17,840,206 for eligible costs expended on PFC projects were reimbursed to the Current Operating Fund from the PFC Fund. Of this amount, \$797,828 was for sound insulation program expenditures, \$9,331,704 was for the elevated walkway portion of the RITC project, \$5,177,116 was for the Common Use Passenger Processing System (CUPPS) project, \$1,505,802 was for the digital video surveillance system (DVSS) Phase IV, and \$1,027,756 was for other Airport development projects. During the year ended June 30, 2012, funds totaling \$4,705,725 for eligible costs expended on PFC projects were reimbursed to the Current Operating Fund from the PFC Fund. Of this amount, \$1,335,449 was for sound insulation program expenditures, \$964,412 was for the perimeter security infrastructure project, \$630,857 was for the blast fence extension for Taxiway D, \$429,984 for the CUPPS project and \$1,345,023 was for other Airport development projects.

(11) Customer Facility Charges

Effective December 1, 2009, the Authority adopted a \$10 CFC per rental car transaction to provide for the planning, design, construction and financing of a CRCF in accordance with California Civil Code Section 1936(m) et seq. Effective July 1, 2011 the Authority increased the CFC to \$6 per rental car transaction day up to a maximum of five days. All CFC funds collected are maintained in a separate account administered by the Authority prior to disbursement. CFC revenue for the years ended June 30, 2013 and 2012 totaled \$4,856,431 and \$5,154,028, respectively. Cumulative eligible costs expended on the CRCF project, which

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

have been reimbursed to the Current Operating Fund from the CFC Fund, totaled \$14,527,177 at June 30, 2013.

(12) Related-Party Transactions

The Authority is charged for services and items from City of Burbank departments that are categorized in the various expense line items in the statements of revenues, expenses, and changes in net assets and are included in various capital assets for permits and related fees. The most significant are payments for utilities, City parking tax and permits and plan check fees.

The Airport is subject to a 12% tax on parking revenue payable to the City of Burbank on a quarterly basis. The Authority incurred parking tax expense totaling \$2,048,566 and \$2,130,146 during the years ended June 30, 2013 and 2012, respectively, of which \$136,191 and \$149,825, respectively, related to the \$1 incremental parking revenue (see note 16). Amounts due to the City of Burbank for parking taxes were \$541,677 and \$519,317 at June 30, 2013 and 2012, respectively. The Authority incurred utility expense for electricity, water and wastewater utilities from Burbank Water and Power during the years ended June 30, 2013 and 2012 totaling \$1,935,713 and \$1,927,209 (including amounts charged back to tenants of \$295,760 and \$288,606), respectively. Amounts due to Burbank Water and Power were \$159,026 and \$126,319 at June 30, 2013 and 2012, respectively. The Authority paid permit and plan check fees to the City of Burbank totaling \$455,935 and \$989,094 during the years ended June 30, 2013 and 2012, respectively, the majority of which related to the RITC project. No amounts were due for permit and plan check fees at June 30, 2013 and 2012, respectively.

The Authority is also charged for services from City of Glendale departments that are categorized in the various expense line items in the statements of revenues, expenses, and changes in net position. The most significant are payments for Verdugo Fire Communications services (beginning September 2011) totaling \$16,758 and \$13,986 during the years ended June 30, 2013 and 2012, respectively. No amounts were due to the City of Glendale at June 30, 2013 and 2012, respectively.

(13) Commitments and Contingencies

(a) *Litigation and Claims*

The Authority is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; workers' compensation; war risk and natural disasters for which the Authority carries commercial insurance, subject to deductibles ranging from \$1,000 to \$100,000. No settlements exceeded insurance coverage in the past three fiscal years, except for the Lockheed settlement (see note 16).

Several lawsuits and claims, arising in the normal course of Authority operations, and the items described below, were pending against the Authority at June 30, 2013. In the opinion of the Authority's management and legal counsel, there are adequate defenses to these actions, and the Authority's management and legal counsel do not anticipate material adverse effects on the financial position of the Authority from the disposition of these lawsuits and claims.

EPA Superfund Site Cleanup (North Hollywood Operable Unit)

See note 16, *Special Item – Environmental Litigation and Settlement*.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

Clybourn Complex Hangar Floors

The hangar floors of eight hangars constructed between 1997 and 1999 located in the Clybourn Complex in the northwest corner of the Airport have experienced surface deterioration through blisters or “pop outs” caused by reactive aggregate. While this damage is superficial, not structural, it results in an unsightly appearance. The Authority, its insurer, the construction contractor of the hangars and other parties reached a settlement to claims filed by the Authority on this matter totaling \$2,223,219; such accumulated receipts, less cumulative payments of \$1,311,732, are included in accounts payable and accrued expenses. The method, priority and schedule for repairs to the hangar floors have been negotiated between the Authority and the hangar tenants and repairs were begun in August 2011 and were substantially completed during FY 2012. The balance of receipts of approximately \$911,000 is being retained for future hangar floor repairs.

(b) Contracted Services

The Authority has contracted with TBI Airport Management, Inc. (TBI) to perform certain airport administrative, maintenance, and operational services. The agreement expires June 30, 2018 with one ten-year option. Compensation under the agreement is based on a base management fee and reimbursement of operating costs, primarily salaries and benefits. A budget for TBI costs is prepared each year and is subject to review and approval as part of the Authority’s annual budget process. The management fee is adjusted annually based on increases or decreases to certain operating costs. Costs incurred under the contract for the year ended June 30, 2013 and 2012 total \$10,130,876 and \$9,604,927, as follows:

	<u>2013</u>	<u>2012</u>
Contracted airport services	\$ 9,303,560	8,726,539
Capitalized to constructed capital assets	540,075	600,848
Sound insulation program	178,697	168,473
Other expenses	<u>108,544</u>	<u>109,067</u>
Total airport management contract costs	<u>\$ 10,130,876</u>	<u>9,604,927</u>

The Authority contracts with Pro-Tec Fire Services for aircraft rescue and firefighting services. The agreement expires October 31, 2013 with two one-year options. The Authority exercised the first of these two option years on September 16, 2013. Minimum future commitments under this agreement are as follows:

Fiscal year ending June 30:	
2014	\$ 2,093,333
2015	<u>713,333</u>
	<u>\$ 2,806,666</u>

Effective February 10, 2012, The Authority contracted with Standard Parking for self-park management services, valet parking services and employee and customer busing service, with a base term through June 30, 2014 and two one-year option periods. Prior to this, the Authority contracted

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

with Central Parking System for such services. Compensation under both contracts is based on a fixed management fee and reimbursement of operating costs. These costs are subject to review and approval as part of the Authority's annual budget process. Costs under the contracts for the years ended June 30, 2013 and 2012 are as follows:

	<u>2013</u>	<u>2012</u>
Central Parking System	\$ —	4,844,076
Standard Parking	<u>6,215,560</u>	<u>2,331,632</u>
Total parking and busing contract costs	<u>\$ 6,215,560</u>	<u>7,175,708</u>

(c) Construction Contracts

The Authority has contract commitments outstanding at June 30, 2013 for various construction contracts totaling \$42,039,315, including \$37,640,585 related to the RITC project. Subsequent to June 30, 2013, the Authority entered into additional construction contracts totaling \$2,379,506 primarily related to an airfield lighting system design project, a perimeter security fiber optic project and the RITC project.

(d) Federal and Other Grants

As of June 30, 2013, the Authority had nonexpended, noncancelable grant commitments of \$9,816,673 in federal funds of which \$3,781,425 related to the sound insulation program, \$443,609 related to the Part 150 noise compatibility study update, \$737,545 related to runway safety area improvements for Runway 15 and 33, \$240,450 related to perimeter security infrastructure and equipment, \$3,419,022 related to the ground access study project, \$1,164,247 related to the Regional Intermodal Transportation Center project and \$30,375 in asset forfeiture funds. The Authority also had nonexpended, noncancelable grant commitments of \$219,687 in County of Los Angeles Transit-Oriented Development (TOD) grant funds.

The Authority has been awarded various federal grants for noise mitigation, facility improvement and security equipment. Grants awarded, which are included in grant commitments above, and expenditures against those grants for the years ended June 30, 2013 and 2012, are as follows:

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

<u>Award Date</u>	<u>Award Amount</u>	<u>Project description</u>	<u>Expenditures charged to grant</u>	
			<u>2013</u>	<u>2012</u>
August 2007	\$ 7,000,000	Noise mitigation measures	\$ —	\$ 2,485,514
June 2008	3,000,000	Noise mitigation measures	—	2,779,191
February 2009	7,000,000	Noise mitigation measures	2,637,214	259,359
July 2009	632,191	ARFF vehicle	—	496,231
July 2009	275,000	Airport roadway security infr.	—	274,085
June 2010	275,000	Fiberoptic ring/perimeter security	5,000	254,520
July 2010	4,387,000	Ground access study	554,209	354,529
March 2011	964,270	Runway 15 safety areas	—	949,479
May 2011	1,486,675	RITC (including five grants transferred from the City of Burbank totaling \$936,675)	236,187	86,241
Sept. 2011	705,849	Runway 15 safety areas	484	411,728
Sept. 2011	505,821	ARFF Station rehabilitation	418,401	87,420
Sept. 2011	805,900	Part 150 noise compatibility study	119,324	242,967
Jan. 2012	300,000	Fiberoptic ring/perimeter security	279,313	—
August 2012	1,289,440	Runway 33 safety areas	793,426	52,106
Sept. 2012	254,261	Fiberoptic ring/perimeter security	13,811	—
Various	272,767	Asset forfeiture funds	9,762	100,367
Total expenditures charged to federal grants			5,067,131	8,833,737
August 2012	289,700	CoLA – Transit-Oriented Dev.	70,013	—
Total expenditures charged to grants			\$ 5,137,144	\$ 8,833,737

On September 10, 2013, the FAA awarded the Authority a grant in the total amount of \$1,289,440 for rehabilitation of the Runway 8/26 and Runway 15/33 shoulder areas (\$604,425) and a replacement ARFF vehicle (\$685,015).

Amounts received or receivable from granting agencies are subject to audit and adjustment by grantor agencies. While no matters of noncompliance were disclosed by the audit of the financial statements or single audit of the federal grant programs which resulted in disallowed costs, grantor agencies may subject grant programs to additional compliance tests, which may result in disallowed costs. In the opinion of management, the Authority has complied with 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.

(14) Airport Development Agreement

The Authority and the City of Burbank have entered into a multiyear agreement (Development Agreement) clarifying permitted development and uses within the Airport Zone, as defined by the City of Burbank Municipal Code, on the Airport property for the term of the agreement and determining the uses and/or disposition of certain land during the term of the Development Agreement.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

Under its original terms, the Development Agreement was to expire seven years after June 21, 2005, the date the Authority gave notice of its A-1 North Property fee title acquisition to the City of Burbank. Pursuant to the Development Agreement, the Authority agreed to not (i) build or announce plans for a new Passenger Terminal, (ii) expand square footage of the existing Passenger Terminal (with certain exceptions for security related improvements), (iii) expand the general aviation area beyond an area specified in the Development Agreement, or (iv) increase the number of gates at the Airport beyond 14. The Authority's agreement to not build or announce plans for a new Passenger Terminal is effective for ten years. Also pursuant to the Development Agreement, the Authority has a vested right to develop the Airport in accordance with the City of Burbank zoning, development and land use regulations in effect at the time the Development Agreement was executed, except as clarified in the Development Agreement. Such permitted uses include (i) aircraft fabrication, testing, and servicing, (ii) aircraft landing fields for aircraft and helicopters, and runways and control towers, (iii) air passenger facilities and accessory uses, including airport related vehicle parking, and (iv) personal wireless telecommunication service facilities. The Development Agreement also contains provisions for the continuation of an already existing "Noise Working Group" and an "Airport Land Use Working Group." The Development Agreement may (with the mutual approval of the signatories to the Agreement) be amended under certain circumstances, and the Development Agreement may be amended or terminated if the FAA or a court renders a decision that would make it impossible or impractical for the Authority to comply with the Development Agreement.

Based on a recommendation of the Airport Land Use Working Group, the Authority and the City of Burbank agreed to an extension of the Development Agreement to March 15, 2015, and revised the agreement to permit seeking public input on the future vision of the Airport, which may include a relocated replacement passenger terminal and transit-oriented development on the B-6 Trust Property. This Development Agreement amendment was approved by the Authority via Resolution No. 443 adopted on August 1, 2011, and approved by the City of Burbank via Ordinance No. 3819 adopted on September 13, 2011.

(15) Regional Intermodal Transportation Center

On August 24, 2010, the City of Burbank approved entitlements and minor amendments to the Development Agreement to permit the Authority to proceed with the RITC project to be located in the southeast corner of the A-1 North Property. This project will include a transportation center linking the Airport with the Metrolink/Amtrak Bob Hope Airport train station immediately south of the Airport, local and regional bus service, and other mass transit transportation in the Authority's continuing efforts to promote alternative access to the Airport. The RITC will also include a CRCF which will consolidate the rental car operations at the Airport, relocate the ready-return facility that is currently partially located in the Runway 33 runway safety area and eliminate over 700,000 annual trips on Empire Avenue of rental cars traveling between the ready return lot and the current service center facilities used for the washing and fueling of the rental cars on the southwest quadrant of the Airport. The CRCF will be funded in part from CFC fees established December 1, 2009, as amended, and residual rent fees from the rental car companies, as required. An elevated covered moving sidewalk will accommodate pedestrian travel between the RITC and the terminal, but will not be physically connected to the terminal building. The Authority has begun discussions with the City of Burbank's Water and Power Department (BWP) that would allow installation by BWP of solar power panels on the roof of the RITC to provide an alternate energy source for the community. A publicly accessible consolidated natural gas fueling facility to be developed and operated under a ground development lease is also planned to promote use of alternate fuel vehicles.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

On May 25, 2011, the Authority opened bids from eight prequalified contractors for construction of the RITC. Those bids, ranging from \$159 million to \$187 million, significantly exceeded the \$120 million construction budget for the RITC included in the Plan of Finance. On June 20, 2011, the Authority Commission rejected all of the bids and the Board of Commissioners directed Authority Staff to look at redesigning and re-programming the RITC to reduce its cost to meet the construction budget while still achieving all of the goals and objectives of the Authority for this facility. On August 1, 2011, the Authority Commission approved redesign services and went back out to bid for the redesigned project on November 10, 2011 for the Replacement Parking Structure (RPS) and on January 13, 2012 for the balance of the project. .

The Authority opened bids from seven prequalified contractors for the construction of the design-build RPS on January 10, 2012 with the low bid of \$8,496,000, and opened bids from five prequalified contractors for the construction of the balance of the RITC project on March 22, 2012 with a low bid of \$72,683,000. The Authority approved these construction contracts for the RITC on May 14, 2012 and issued notices to proceed on May 21, 2012.

On April 23, 2012, the Authority approved the revised Plan of Finance with an estimated cost of \$112.6 million, as well as the form of non-exclusive on-airport rental car lease and concession agreement.

On May 10, 2012, the Authority issued \$82,165,000 of 2012 Airport Revenue Bonds in order to finance the CRCF and the portion of the costs of the RPS attributable to the parking spaces displaced by the CRCF (see note 6).

Costs of Phase 1 of the RITC project, estimated at \$112.6 million, are to be funded from 2012 Revenue Bonds and CFCs through the construction period (\$81.6 million), PFCs (\$16.2 million), federal grants (\$1.5 million) and Authority investment from the Facility Development Fund (\$10.1 million) and a loan from the Authority to the rental car companies for contingency, if used (\$3.2 million). Cumulative expenditures on the RITC project through June 30, 2013 total \$73.1 million. The RPS was completed and a Temporary Certificate of Occupancy was received on July 31, 2013; the balance of the RITC project is expected to be completed in July 2014.

(16) Special Item – Environmental Litigation and Settlement

In January 2010, the Authority received a letter from the U.S. Environmental Protection Agency (EPA) indicating that the EPA intended to name the Authority as one of approximately 30 parties designated under the federal Superfund law (CERCLA) as “potentially responsible parties” (PRPs) for the second interim remedy at the North Hollywood Operable Unit (NHOU). The second interim remedy was estimated by EPA to cost approximately \$108 million. This was a preliminary estimate that was made without benefit of a detailed engineering analysis of the exact components of the proposed remedy. Thus, the actual remediation costs could vary considerably from EPA’s estimate. In July 2010, the Authority received a letter from the EPA formally designating the Authority as a “potentially responsible party” and requesting that the Authority, together with other named PRPs, form a group and submit a good faith settlement offer to EPA to undertake the work required for the second interim remedy. The July 2010 letter also contained a demand by EPA for payment of certain of its past costs incurred in the NHOU and a portion of the collective San Fernando Valley Superfund Sites that the EPA calculated to be approximately \$13 million.

BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

Notes to Basic Financial Statements

June 30, 2013 and 2012

Separately, the Authority filed a lawsuit, *Burbank-Glendale-Pasadena Airport Authority v. Lockheed Martin Corporation*, No. CV 10-2392 MRP (ANx) in the United States District Court for the Central District of California (Indemnification Action). That lawsuit claimed that Lockheed Martin Corporation (Lockheed) owed the Authority a contractual duty to defend and indemnify against the EPA's current claims. The Authority based its claims principally upon a written indemnification provision in the 1978 Airport Purchase Agreement executed by it and by Lockheed. Lockheed answered the complaint, denying the material allegations thereof and asserting various affirmative defenses.

The Authority settled its lawsuit with Lockheed Martin Corporation by written agreement on February 22, 2011. The written settlement agreement provided that the Authority pay to Lockheed Martin Corporation the sum of \$2,000,000 over two years, with the second installment due in January 2012. In exchange, Lockheed Martin Corporation agreed to defend and indemnify the Authority for certain settled matters, including all response costs in connection with the second interim remedy for the North Hollywood Operable Unit asserted by EPA or by any other PRP against either or both Lockheed Martin Corporation and the Authority.

Included in the Special Item for the years ended June 30, 2013 and, 2012 are the costs of the settlement totaling \$0, and legal costs related to the EPA and Lockheed matters totaling \$0 and \$797, respectively. Cumulative total settlement costs are \$2,000,000 and legal costs are \$1,394,446.

Effective February 1, 2011, the Authority implemented a rate increase of \$1 per day to all parking charges, the proceeds of which are to be used to fund the EPA and Lockheed legal and settlement costs. Incremental parking revenues, net of related City of Burbank parking tax, totaling \$1,134,927 and \$1,248,545 for the years ended June 30, 2013 and 2012, respectively, (cumulative total net incremental parking revenues are \$2,911,854 as of June 30, 2013) are not included in parking revenues but, rather, are included in the Special Item until the legal and settlement costs noted above are fully recovered (estimated December 2013). Such incremental parking revenues are net of the related 12% City of Burbank parking tax on such incremental parking revenues totaling \$136,191 and \$149,825 for the years ended June 30, 2013 and 2012, respectively.

(17) Other Receivables

At June 30, 2013, the Authority recorded other current receivables not related to operating activities and, therefore, not included in account receivable on the accompanying statements of net position. The other receivables consist of (i) insurance reimbursement receivables for damage to the engineering material arresting system on Runway 8-26 (\$623,011); (ii) insurance reimbursement receivables for damage to the runway lighting systems (\$45,344); (iii) amounts due from the Transportation Security Administration for an upgrade to its baggage inspection systems under an Other Transaction Agreement (\$573,415); (iv) amounts due from a construction contractor for damage to Authority property (\$18,214); and (v) amounts due from airlines for CUPPS supplies (\$11,964).