

**Memphis-Shelby County Airport Authority**  
**MEMPHIS, TENNESSEE**

A COMPONENT UNIT OF THE CITY OF MEMPHIS

**Comprehensive  
Annual  
Financial Report**

For the Fiscal Years Ended June 30, 2011 and 2010  
PREPARED BY THE FINANCE DIVISION

# Memphis-Shelby County Airport Authority

## JUNE 30, 2011

### BOARD OF COMMISSIONERS

Arnold E. Perl, Chairman  
James J. Keras, Jr., Vice-Chairman  
Herbert H. Hilliard, Sr.  
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John W. Stokes, Jr.  
Jon K. Thompson  
Ruby R. Wharton

### OFFICERS AND KEY STAFF MEMBERS POSITION

#### MEMBERS ..... POSITION

Larry D. Cox, A.A.E. ....	President and Chief Executive Officer
Scott A. Brockman, A.A.E. ....	Executive Vice President and Chief Operating Officer/Authority Treasurer
John E. Greaud, P.E. ....	Vice President Operations
Brian L. Kuhn, Esquire ....	General Counsel and Authority Secretary
George E. Mabon, P.H.R. ....	Vice President Human Resources and Authority Assistant Secretary
Richard V. White, A.A.E. ....	Vice President Properties and Business Development
Forrest B. Artz, C.P.A. ....	Director of Finance and Chief Financial Officer, Authority Assistant Treasurer
Mahi C. Chambers, C.P.A. ....	Director of Staff Services
James A. Hay II ....	Director of Development
Bobby D. Kellum ....	Director of Maintenance
J. Jarrett Morgan ....	Director of Information Technology

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# MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

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December 7, 2011

To the Board of Commissioners of the  
Memphis-Shelby County Airport Authority

The Comprehensive Annual Financial Report (“CAFR”) of the Memphis-Shelby County Airport Authority (the “Authority”) for the fiscal year ended June 30, 2011, is hereby submitted. Responsibility for both the accuracy of the data and the completeness and fairness of the presentation, including all disclosures, rests with the Finance Division of the Authority. To the best of our knowledge and belief, and as indicated by the opinion of our independent auditors, the enclosed data of the Authority is accurate in all material respects and reported in a manner designed to present fairly the financial position, results of operations, and cash flows in accordance with U.S. generally accepted accounting principles (“GAAP”). All disclosures necessary to enable the reader to gain an understanding of the Authority’s financial activities have been included.

In developing and evaluating the Authority’s accounting system, consideration is given to the adequacy of internal controls. The objectives of internal control are to provide management with reasonable, but not absolute, assurance that assets are safeguarded against loss from unauthorized use or disposition, and that transactions are executed in accordance with management’s authorization and recorded properly to permit the preparation of financial statements in accordance with GAAP. The concept of reasonable assurance recognizes that: 1) the cost of a control should not exceed the benefits likely to be derived; and 2) the evaluation of costs and benefits requires estimates and judgments by management. We believe that the Authority’s internal control processes adequately safeguard assets and provide reasonable assurance that financial transactions are recorded properly.

The CAFR is presented in four sections: Introductory, Financial, Statistical and Compliance. Just prior to the Introductory Section is a list of principal officials and the table of contents. The Introductory Section includes this transmittal letter, the Authority’s organizational chart and a copy of the Certificate of Achievement for Excellence in Financial Reporting awarded to the Authority by the Government Finance Officers Association of the United States and Canada for the fiscal year ended June 30, 2010. The Financial Section includes the independent auditors’ report, Management’s Discussion and Analysis (“MD&A”) of the financial condition of the Authority, the Authority’s financial statements, and supplemental schedules. The Statistical Section includes select financial and demographic information, generally presented on a multi-year basis.

Management is required by GAAP to provide a narrative introductory overview and analysis as an accompaniment to the financial statements in the form of the MD&A. This letter of transmittal should be read

in conjunction with the MD&A, which is discussed in the preceding paragraph and can be found in the Financial Section of this report.

Pursuant to Article VII E. of the Agreement between the City of Memphis (“City”) and the Authority dated May 26, 1970, an audit of the financial statements has been completed by the Authority’s independent certified public accountants, Dixon Hughes Goodman, LLP. The goal of the independent audit is to provide reasonable assurance that the financial statements of the Authority for the fiscal year ended June 30, 2011, are free of material misstatement. The independent audit involved examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements; assessing the accounting principles used and significant estimates made by management; and evaluating the overall financial statement presentation. The independent auditors concluded, based upon the audit, that there was a reasonable basis for rendering an unqualified opinion that the Authority’s financial statements for the fiscal year ended June 30, 2011, are fairly presented in conformity with GAAP. The independent auditors’ report is presented as the first component of the Financial Section of this report.

The Single Audit Act of 1984 and U.S. Office of Management and Budget Circular A-133, Audits of States, Local Governments, and Non-Profit Organizations, require the Authority to arrange for an annual audit in conformity with their provisions. Information related to a single audit, including the Schedule of Expenditures of Federal and State Awards, findings and recommendations, are reported in the compliance section. The independent auditors’ reports on the internal control structure and compliance with applicable laws and regulations are also included in the compliance section of this report.

## **PROFILE OF THE MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY**

The Authority is established pursuant to the Metropolitan Airport Authority Act of Tennessee and all amendments thereto. The major purposes of the Authority are to plan, establish, acquire, construct, improve and operate one or more airports within the City and Shelby County (the “County”). The Authority has the power to issue bonds to accomplish any of the purposes authorized by the Metropolitan Airport Authority Act of Tennessee. All bonds shall be payable solely from the revenues, income and charges of the Authority and such bonds shall not constitute an obligation of the City or County.

The Mayor of the City, with the Mayor of Shelby County nominating two, appoints all members of the seven-member Board of Commissioners to govern the Authority. The Memphis City Council confirms these appointments for a seven-year term. A member of the Board may be removed from office by a two-thirds vote of the Memphis City Council, but only after notice of cause for the removal has been served and the member has been granted an opportunity for a public hearing on the matter.

The Board appoints the President, who is the chief executive officer of the Authority. The President appoints, and the Board confirms, the remaining officers. These officers manage and operate the Authority’s airports with a staff of approximately 300 employees, both permanent and temporary.

Based on the financial accountability the City has over the Authority, the Authority is considered a component unit of the City under the criteria set forth by the Governmental Accounting Standards Board (“GASB”).

The Authority prepares an annual budget on the basis established by the 1973 General Revenue Bond Resolution dated June 15, 1973 for all accounts and funds established by those agreements and resolutions, except construction and debt service funds. The annual budget serves as the foundation for the Authority's financial planning and control. All appropriations, except open project account appropriations, lapse at the end of each fiscal year and must be reappropriated. Since there is no legal requirement to report on the budgetary basis, no budget information is presented in the accompanying financial statements.

The Authority owns Memphis International Airport (the "Airport"), Charles W. Baker, and General DeWitt Spain Airports. Charles W. Baker Airport ("Baker") is located south of Millington, Tennessee and General DeWitt Spain Airport ("Spain") is located just north of downtown Memphis. Both Baker and Spain Airports serve general aviation and are considered reliever airports for the Airport.

The Airport occupies about 4,600 acres of land in Shelby County and is 13 miles by road southeast of downtown Memphis. The Airport is 99.9% unaffected by impassable weather and handles all types of aircraft. The Airport has four runways equipped with precision instrument landing systems suitable for use by large aircraft and a surface movement guidance system allowing the Airport to operate down to a 300 foot runway visual range. The terminal building has 79 gates to accommodate passenger aircraft and includes a Federal Inspection Station ("FIS") for clearing international flights and associated passengers.

## **FACTORS AFFECTING FINANCIAL CONDITION**

### **Economic Conditions and Outlook**

In 2007 the Airport continued to be the single largest economic engine in Memphis, as determined in an economic impact study conducted by the Sparks Bureau of Business and Economic Research at the University of Memphis, dated April 2009. The combined direct expenditures of its FY 2007 cargo and passenger operations and construction projects and expenditures at the Airport totaled nearly \$13.5 billion. This resulted in total output in the Memphis Metropolitan Statistical Area ("MMSA") of over \$28.6 billion, earnings of nearly \$8.0 billion and the generation of nearly 220,000 jobs. In 2007, the Airport's impact on total MMSA employment was 1 in 3 jobs, with the largest share of that impact coming from air cargo operations. It was also estimated that approximately 21% of the 2007 enplaned passengers were visitors to the Memphis area.

Six major and fifteen regional scheduled passenger airlines currently serve Memphis International Airport. Delta Air Lines, the largest passenger airline serving Memphis, has been using the Airport as a major transfer hub since 1985 (Northwest Airlines prior to the October 29, 2008 merger with Delta Air Lines). The combination of Delta Air Lines and their affiliates comprise 86.3 percent of total enplanements at the airports in FY 2011.

All-cargo air carriers continue to have a significant impact at the Airport, making the Airport one of only a few dual-purpose hub airports in the country. The Airport handled a total of 4.3 million U.S. tons of cargo in FY 2011. The Airport is ranked #1 in the United States for total air cargo handled, and #2 in the world according to statistics reported by Airports Council International, Geneva, Switzerland. Nearly 95% of the cargo was reported as domestic. FedEx Corporation ("FedEx"), the world's largest express transportation



company, is headquartered in Memphis and operates its primary overnight package sorting facility at the Airport. FedEx Express continues to dominate the cargo business at the Airport, transporting approximately 98% of all cargo handled at the Airport in FY 2011. This activity keeps the Airport active twenty-four hours a day.

## **Population and Employment**

The Memphis Metropolitan Statistical Area (“MMSA”) encompasses a 3,000-square-mile area comprised of Shelby, Fayette and Tipton Counties in Tennessee, Desoto County in Mississippi and Crittenden County in Arkansas. Transportation and distribution services, tourism, technology, healthcare, trade and construction help make the MMSA a richly diverse economic engine.

The MMSA population was 1,239,292 according to the United States 2010 Census, which is up 9% from 2000. Additionally, the population for the MMSA is expected to increase to 1,346,067 by 2015. Shelby County’s estimated population for 2010 was 927,644, which was 3% higher than the 897,500 for 2000. More population information can be found in the Statistical Section.

The Airport is the principal air carrier airport serving the MMSA with approximately 80% of the passengers originating their air journeys living in the MMSA.

The Airport and the Port of Memphis, as well as the seven federal highways, 15 state highways and two U. S. interstate systems, with a third one under construction, that cross the City, along with its central location in the United States, all contribute to Memphis’ position as America’s Distribution Center. Accordingly, transportation plays a major role in the economy of the MMSA. More metropolitan markets can be served overnight (within 600 miles) from Memphis than any other city in the central United States. Memphis offers multiple inter-modal transportation options such as air to truck or truck to air, water to truck or rail, or rail to truck. Memphis boasts the fourth busiest inland river port with enhanced inter-modal capabilities.

Visitors are also attracted to Memphis for sporting events such as the Grizzlies, a National Basketball Association team, the Redbirds, a AAA team affiliate with Major League Baseball’s 2011 World Champion St. Louis Cardinals, the Autozone Liberty Bowl Football Classic and the St. Jude Golf Classic, to name a few. Gaming has developed as a major contributor to the economy of the MMSA. Tunica County, Mississippi, just 30 miles from downtown Memphis, is recognized as the fifth largest grossing gaming center in the country. Memphis also attracts worldwide visitors to Graceland, home of Elvis Presley, St. Jude Children’s Research Center, Stax Museum of American Soul Music and the National Civil Rights Museum.

## **LONG TERM FINANCIAL PLANNING**

### **Master Plan/Strategic Plan**

One of the tools the Authority uses for long term planning is the Master Plan, which is updated every 7 to 10 years. The Authority has issued a Master Plan update in January 2010. This document is prepared with the input of staff, the signatory airlines and other key tenants of the Airport. The master plan specifies the



physical improvements that are needed to meet projections of future demand. It consists of a technical report that specifies the logic and reasoning for proposed capital improvements as well as large scale drawings that illustrate the physical layout of the improvements. The financial implications of a master plan are very important because it serves as the basis for requesting federal funds for the construction of capital improvements proposed in the plan. The Authority's most recent update of the Master Plan provides a flexible and cost-effective guide for the future development of Memphis International Airport through the year 2020. Capital improvements recommended by the plan are demand-driven. This means that although there are a large number of projects proposed by the plan, only those that are needed as a result of actual increase in demand will be constructed.

The Authority is also in the process of developing a comprehensive Strategic Plan, which will identify and inventory strengths and weaknesses and guide the Authority's operating, capital and financial planning for the next 5-7 years.

### **Multi-Year Financial Plan**

The Authority also prepares Multi-Year Financial Plans, which are updated annually. This plan contains the first year of the proposed annual Operating Budget and the Capital Improvements Budget and the remaining two years reflecting fiscal projections developed through a combination of historical trends, contractual and other known commitments, anticipated changes to future revenues and expenditures and other reasonable assumptions. The Capital Improvements Budget contains not only the current fiscal year, but also the ensuing five fiscal years.

## **RELEVANT FINANCIAL POLICIES**

### **Cash and Investment Management**

The Authority uses a portfolio manager to help direct the investment of the Authority's funds and to provide comparative investment market information. Allowable investments are limited to those authorized by the 1988 Bond Resolution. All investments were made in compliance with their applicable resolution or bond indenture.

The Authority invests temporarily idle cash in direct obligations of or obligations guaranteed by the United States Government, obligations of specific agencies of the United States Government, New Housing Authority Bonds or Project Notes issued by public agencies or municipalities and guaranteed by the United States Government, secured negotiable certificates of deposit and secured repurchase agreements. Investments are insured, registered or held by a trustee in the Authority's name.

The Authority's primary objective under this policy is to preserve the principal of those funds within the portfolio. The portfolio is managed in such a manner that assures that funds are available as needed to meet immediate and/or future operating requirements and that it is managed to maximize the return of investments. The carrying value of all investments approximates their fair value.

## **Risk Management**

It is the policy of the Authority to eliminate or transfer risk where possible. The Authority currently maintains approximately \$1.3 billion of total insurance coverage. For claims arising out of bodily injury or property damage at the Airport, the Authority carries approximately \$524 million of liability insurance. The Authority also has approximately \$800 million of property insurance on airport properties, which includes earthquake coverage. The Authority or its tenants, within limits and with deductibles approved by the Authority, maintain fire insurance coverage on all buildings at the airports. Contractors and lessees are required to carry certain amounts of insurance. A schedule of insurance in force at June 30, 2011, can be found in the Statistical Section of this report.

In addition to the coverage discussed above, the Authority maintains an Owner Controlled Insurance Program (“OCIP”). OCIP is a method of assuring that all contractors and subcontractors of any tier performing work at a construction project jobsite are provided insurance for Tennessee Workers’ Compensation, Employers Liability and Commercial General Liability, including Completed Operations and Excess Liability. The Authority pays for the full cost of the OCIP and charges those costs back to the projects covered.

The Authority has also implemented various risk control techniques including employee safety and accident training. The Authority’s general counsel reviews all contracts and leases.

## **Debt Management**

As part of its strategic and long-term financial planning, the Authority strives to ensure that financial resources are adequate to meet long-term planning objectives. In managing its debt, the Authority strives to achieve the lowest cost of capital, ensure high credit quality, assure access to the capital credit markets, preserve financial flexibility, and manage interest rate risk exposure. See Note 6 in the Financial Section for Long-Term Debt information.

## **Pension and other Post-employment Benefits**

The Authority participates in the contributory defined benefit pension plans of the City of Memphis Retirement System. A Board of Administration administers the plans under the direction of the City’s Mayor. Substantially all full-time salaried employees are required to participate in one of the two plans. Hourly employees are eligible for coverage under a supplemental retirement plan based on their wages under the Federal Insurance Contribution Act (“Social Security”). The plans provide retirement benefits as well as death and disability benefits. The Authority is required to contribute at an actuarially determined rate. See Note 9 in the Financial Section for more information.

The Authority also provides a supplemental retirement benefit to all Authority participants in the City of Memphis Retirement System. It is a defined contribution plan under which the Authority makes contributions on a discretionary basis. See Note 10 In the Financial Section for more information.

In addition to the pension benefits, the Authority provides 80% of the cost of certain health care and life insurance coverage to active employees and those who retire from the Authority under the provision of the City's Retirement System. See Note 12 in the Financial Section for more information.

## MAJOR INITIATIVES

**Ground Transportation Center (GTC).** This project consists generally of the construction of a new 7-level 5,743 space parking garage and support facilities including a parking office within the new garage and two toll plazas, rental car (RAC) facilities inside the new garage and a quick turnaround (QTA) surface lot and renovations and rehabilitation of the existing garage. Levels 1 and 2 of the new garage will be for RAC operations including, 1,220 ready/return spaces, and levels 3 through 7 will provide approximately 4,500 spaces for long-term parking. The Authority estimates the GTC will be placed in service July 2012. As part of the new Parking Garage, certain public access improvements will be constructed including a moving walkway from the new garage through the center of the existing garage at basement level to the terminal; reconfiguration of ramps and equipment in the existing garage to make room for the moving walkway; and improvements to existing pedestrian tunnels from the existing garage into the terminal. The estimated project cost is \$121.3 million.

**Terminal B Checkpoint Expansion.** This project will expand and reconfigure the existing Security Checkpoint "B" to accommodate enhanced security scanning equipment to be provided by TSA. To acquire the additional space needed the project will also include the expansion of the A-B Connector, relocation of existing retail and food service vendors, reconfiguration of existing Authority office space, and new passenger access to the baggage claim level. This project is scheduled to be complete by March 2012. The estimated project cost is \$10.4 million.

**Reconstruct Runway 9-27 and Associated Runways.** This project reconstructed the oldest runway on the airfield. The cost for this project was \$60 million and was completed in November 2009. The associated taxiways were completed in November 2011.

**Terminal Apron Replacement.** The apron area around the passenger terminals is scheduled to be replaced in stages, starting in March 2012. The project will replace apron concrete around the three passenger terminals and replace the existing fueling piping and control stations with new equipment. This project is expected to take three years to complete at a cost of approximately \$120 million.

## AWARDS AND ACKNOWLEDGMENTS

### Certificate of Achievement

The Government Finance Officers Association of the United States and Canada ("GFOA") awarded a Certificate of Achievement for Excellence in Financial Reporting to the Authority for its comprehensive annual financial report ("CAFR") for the fiscal year ended June 30, 2010. The Authority has received a Certificate of Achievement for twenty-two consecutive fiscal years from 1989-2010. The Certificate of Achievement is a prestigious national award recognizing conformance with the highest standards for preparations of state and local government financial reports.

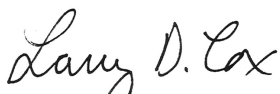
In order to be awarded a Certificate of Achievement, a government unit must publish an easily readable and efficiently organized CAFR, the contents of which conform to program standards. The CAFR must satisfy both GAAP and applicable legal requirements.

A Certificate of Achievement is valid for a period of one year only. We believe our current report continues to conform to the Certificate of Achievement Program's requirements, and we are submitting it to GFOA for consideration.

### **Acknowledgements**

The preparation of the financial statements would not have been possible without the efficient and dedicated services of the entire staff of the Finance Division. We would like to express our appreciation to all members of the Division for their help and contributions to its preparation.

Respectfully submitted,



Larry D. Cox, A.A.E.  
President and  
Chief Executive Officer



Scott A. Brockman, A.A.E.  
Executive Vice President and Chief Operating Officer  
COO, Authority Treasurer



Forrest B. Artz, C.P.A.  
Director of Finance and Chief Financial Officer,  
Authority Assistant Treasurer

# Certificate of Achievement for Excellence in Financial Reporting

Presented to

Memphis-Shelby County  
Airport Authority, Tennessee

For its Comprehensive Annual  
Financial Report  
for the Fiscal Year Ended  
June 30, 2010

A Certificate of Achievement for Excellence in Financial Reporting is presented by the Government Finance Officers Association of the United States and Canada to government units and public employee retirement systems whose comprehensive annual financial reports (CAFRs) achieve the highest standards in government accounting and financial reporting.

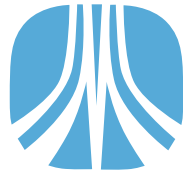


*Linda C. Danison*

President

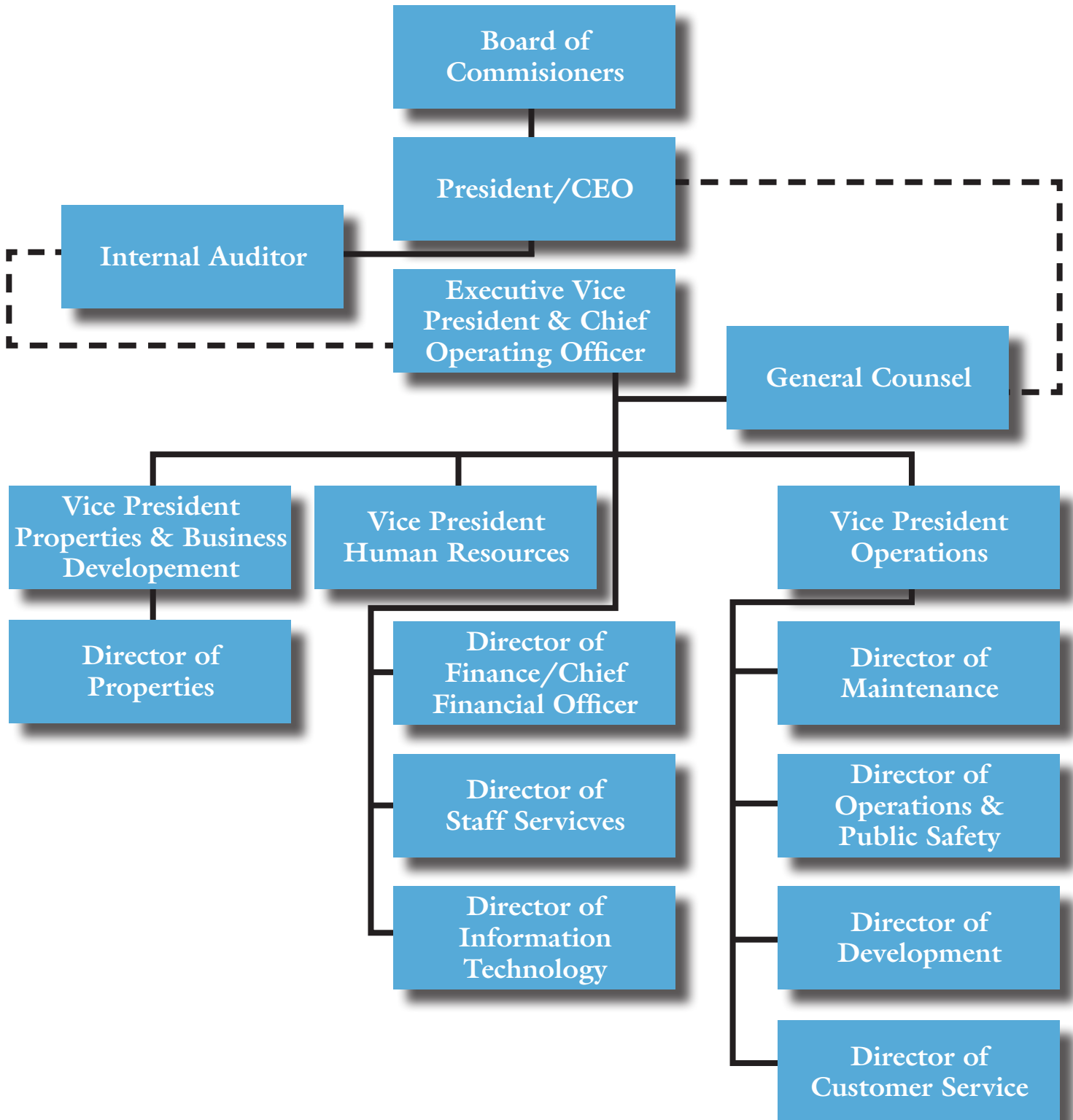
*Jeffrey R. Enen*

Executive Director



MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

# Organizational Chart



## Independent Auditors' Report

The Board of Commissioners and Management  
Memphis-Shelby County Airport Authority

We have audited the accompanying statements of net assets of the Memphis-Shelby County Airport Authority (the "Authority"), a component unit of the City of Memphis, Tennessee, as of June 30, 2011 and 2010, and the related statements of revenues, expenses, and changes in net assets and cash flows for the years then ended. These financial statements are the responsibility of the Authority's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Authority as of June 30, 2011 and 2010, and the changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued our report dated December 7, 2011, 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, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on 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* and should be considered in assessing the results of our audit.



Management's Discussion and Analysis, as listed in the table of contents, is not a required part of the financial statements, but is supplementary information required by the Governmental Accounting Standards Board. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of this required supplementary information. However, we did not audit the information and express no opinion on it.

Our audit was conducted for the purpose of forming an opinion on the Authority's basic financial statements taken as a whole. The accompanying supplemental schedules as listed in the table of contents are presented for the purpose of additional analysis and are not a required part of the basic financial statements. The accompanying schedule of expenditures of federal and state awards as listed in the table of contents is presented for the purpose of additional analysis as required by OMB Circular A-133 and the State of Tennessee and is not a required part of the basic financial statements. The supplemental schedules and the schedule of expenditures of federal and state awards have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, are fairly stated, in all material respects in relation to the basic financial statements taken as a whole. The introductory section and statistical section as listed in the table of contents have not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we express no opinion on them.

*Dixon Hughes Goodman LLP*

December 7, 2011

# MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY MANAGEMENT'S DISCUSSION AND ANALYSIS

JUNE 30, 2011

The following discussion and analysis of Memphis-Shelby County Airport Authority's (the "Authority") financial performance provides an introduction and overview of the Authority's financial activities for the fiscal years ended June 30, 2011 and 2010. Please read this discussion in conjunction with the Authority's basic financial statements and the notes to the basic financial statements immediately following this discussion.

All dollar amounts, except per unit data, are expressed in thousands.

## OVERVIEW OF THE FINANCIAL STATEMENTS

The Authority owns and operates Memphis International Airport and two general aviation airports, Charles W. Baker and General DeWitt Spain. The Authority is presented as an enterprise fund with separate accounts for each of the three airports. The accounts of the Authority are reported using the flow of economic resources measurement focus. The financial statements are prepared on the accrual basis of accounting, under which revenues are recognized when earned and expenses are recognized when incurred. All capital assets, except land, aviation easements and construction-in-process are capitalized and depreciated over their useful lives. See Note 1 of the notes to the basic financial statements for a summary of the Authority's significant accounting policies.

The *Statements of Net Assets* presents all of the Authority's assets and liabilities. The difference between assets and liabilities is reported as net assets. Over time, increases or decreases in net assets may serve as a useful indicator of the Authority's financial position. However, the consideration of other non-financial factors, such as changes within the airline industry, may be necessary in the assessment of overall financial position and health of the Authority.

The *Statements of Revenues, Expenses and Changes in Net Assets* present all revenues and expenses of the Authority, regardless of when cash is received or paid, and the ensuing change in net assets.

The *Statements of Cash Flows* report how cash and cash equivalents were provided and used by the Authority's operating, capital financing and investing activities. These statements are prepared on a cash basis and present the cash received and disbursed, the net increase or decrease in cash and cash equivalents for the year and the cash and cash equivalents balance at year-end.

In addition to the basic financial statements, this report includes a section for Statistical Information. This section presents certain unaudited information related to the Authority's historical financial and non-financial operating results, bonded debt activity, capital asset activity and other demographic information.

# MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### FINANCIAL HIGHLIGHTS

- Operating revenues (\$111,760) for fiscal year 2011 increased by 3.2 percent when compared to fiscal year 2010 operating revenues (\$109,282).
- Operating expenses, before depreciation and amortization of \$54,938 for fiscal year 2011 increased by 3.5 percent compared to fiscal year 2010 operating expenses.
- The Authority's total net assets at June 30, 2011 were \$637,655. This is an increase of \$21,561 (3.5 percent) over total net assets at June 30, 2010.
- Capital assets, net of accumulated depreciation increased by \$10,613 mainly due to fiscal year 2011 capital additions, net of approximately \$57,500 offset by current year change in accumulated depreciation of \$46,900.
- The Authority's total outstanding long-term bonds and notes payable, net at June 30, 2011 decreased by \$27,677 (5.6 percent) compared to June 30, 2010 due to the scheduled debt service payments (principal and interest) made during fiscal year 2011.

### FINANCIAL ANALYSIS

At June 30, 2011 the Authority's net assets increased year over year with total assets of \$1,232,043, total liabilities of \$594,388 and total net assets of \$637,655. A comparative combined condensed summary of the Authority's net assets at June 30, 2011, 2010 and 2009 is as follows:

## MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

### SUMMARY OF CHANGES IN NET ASSETS

	2011	JUNE 30, 2010	2009
Assets:			
Current assets	\$ 183,993	\$ 226,813	\$ 172,659
Net capital assets	934,553	923,940	925,364
Other non-current assets	113,497	94,455	117,708
Total assets	1,232,043	1,245,208	1,215,731
Liabilities:			
Current liabilities	48,319	54,242	59,057
Long-term liabilities	546,069	574,872	573,389
Total liabilities	594,388	629,114	632,446
Net assets:			
Invested in capital assets, net of debt	494,311	457,560	438,852
Restricted	118,699	135,975	123,059
Unrestricted	24,645	22,559	21,374
Total net assets	\$ 637,655	\$ 616,094	\$ 583,285

Current assets at June 30, 2011 decreased by \$42,820 (18.9 percent) when compared to current assets at June 30, 2010. This decrease was primarily due to a decrease of \$40,742 in restricted cash and investment and a decrease of \$2,803 in capital contributions receivable, offset by an increase in unrestricted accounts receivable of \$3,043. The collection of these receivables will increase the unrestricted cash and cash equivalents balance in future periods. The decrease in restricted cash and investments was mainly due to ongoing construction of the Ground Transportation Center, Taxiway Alpha and other ongoing construction projects and the decision to invest available construction balances in longer maturities; resulting in a classification of non-current assets. The decrease in capital contributions receivable results from the timing of when capital expenditures were incurred (revenue recognized) and thus became eligible for the related reimbursement from the grantor agency. The increase in accounts receivable was due to the normal timing issues of billing and collection of outstanding balances.

Capital assets, net of depreciation increased by \$10,613 in fiscal year 2011 from fiscal year 2010 due principally to ongoing capital activities of the Authority's capital improvement program. Fiscal year 2011 capital additions, net were approximately \$57,489 offset by the current year change in accumulated depreciation of \$46,876.

Non-current assets, other than capital assets, increased by \$19,042 due to increases in unrestricted and restricted investments of \$17,618 and special facilities rent receivable of \$2,250, offset by a decrease in bond issues costs of \$826. The increase in investments was mainly due to the decision to invest certain restricted assets in investments with longer maturities; as a result, these investments were classified as non-current assets at fiscal year end 2011. The increase in special facilities rent receivable was due to the annual rent accrual of \$2,250 at June 30, 2011. Bond issuance costs decreased due to the annual amortization and recognition of related expenses.

Current liabilities decreased from \$54,242 in 2010 to \$48,319 in 2011. This decrease of \$5,923 (10.9 percent) is primarily due to decreases in construction contracts payable (\$2,095), accrued interest payable (\$1,033) and current maturities of long-term debt (\$4,773), offset by increases in accounts payable (\$1,669) and accrued expenses (\$297). The decrease in construction contracts payable is due to the completion of the Taxiway Alpha reconstruction project and other completed projects. The decrease in accrued interest payable and current maturities of long-term debt was due to the interest savings attained from the issuance of the fiscal year 2011 refunding revenue bonds and the reduction of scheduled principal payments, respectively. The increase in accounts payable is due to the acquisition of equipment at year end, accrual of bond issuance costs related to the 2011 Series B, C and D refunding revenues bonds, and prepayments of terminal rents. The increase of accrued expense is due to the timing of the payroll accrual at year end.

Long-term liabilities at June 30, 2011 were \$546,069, a decrease of \$28,803 compared to fiscal year 2010 (\$574,872). The decrease in long-term liabilities was mainly due to the reduction in bonds and notes payable by the payment of scheduled principal payments of approximately \$28,800 on outstanding Airport Revenue Bonds, General Obligation Bonds and notes payable, and the annual deferred lease revenue amount of \$1,592 amortized to recognize rental revenue from FedEx Corporation related to the prior TnANG facility, offset by increased compensated absences of \$466, due to an increased number of Authority employees eligible for retirement.

## MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

### SUMMARY OF CHANGES IN NET ASSETS (CONTINUED)

The largest portion of the Authority's net assets (77.5 percent of total net assets for 2011) represents the investment in capital assets (e.g. land, buildings, machinery, and equipment), less related outstanding debt used to acquire those assets. The Authority uses these assets to provide services to its passengers, visitors and tenants of the airport; accordingly, these assets are not available for future spending.

Although the Authority's investment in its capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from operations, since the capital assets themselves are not used to liquidate these liabilities.

The Authority's restricted net assets (18.6 percent of total net assets for 2011) represent resources that are subject to restrictions from contributors, bond resolutions and State and Federal regulations on how they may be used. The remaining balance, unrestricted net assets of \$24,645 in 2011 compared to \$22,559 for 2010, may be used for any lawful purpose of the Authority.

The primary sources of Authority operating revenues are from landing fees, terminal area use charges, rents and concession revenues. These revenues fund The Authority's operating expenses and debt service requirements. A comparative condensed summary of the Authority's Revenues, Expenses and changes in Net Assets for the years ended June 30, 2011, 2010 and 2009 is as follows:

#### SUMMARY OF CHANGES IN NET ASSETS

	2011	2010	2009
Operating revenues	\$ 111,760	\$ 109,282	\$ 107,952
Operating expenses	(54,938)	(53,070)	(50,182)
Operating income before depreciation and amortization	56,822	56,212	57,770
Depreciation and amortization	(57,067)	(55,940)	(52,908)
Operating income (loss)	(245)	272	4,862
Non-operating income	5,139	7,863	16,038
Non-operating expense	(25,772)	(28,679)	(38,478)
Loss before capital contributions and extraordinary items	(20,878)	(20,544)	(17,578)
Capital contributions	42,578	53,353	44,444
Extraordinary Item	(139)		
Increase in net assets	\$ 21,561	\$ 32,809	\$ 26,866

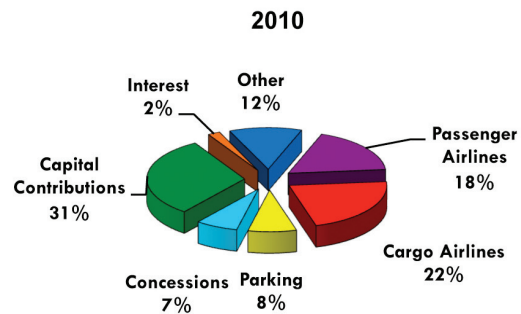
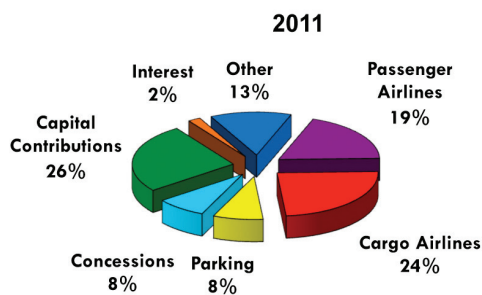
The following table presents revenue by major source for the years ended June 30, 2011, 2010 and 2009 and the pie charts show the percentage of revenues by source for the years ended June 30, 2011 and 2010. Due to the strong presence of cargo operations at Memphis International Airport (FedEx super-hub and the world's largest in total tonnage), airline revenues have been separated to reflect separate passenger and cargo categories.

# MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

## REVENUES BY MAJOR SOURCE

	2011	2010	2009
<b>Operating Revenues</b>			
<b>Passenger Airlines</b>			
Passenger landing fee	\$ 8,437	\$ 8,847	\$9,628
Airline terminal rentals	20,776	19,557	18,566
Airline fee payments-international charges	1,700	1,700	1,698
Other rentals	486	486	446
Total Passenger Airlines	31,399	30,590	30,338
<b>Cargo Airlines</b>			
Cargo landing fees	28,212	27,054	27,188
Ground rents	7,158	7,263	6,738
Other rentals	4,167	3,911	3,721
Total Cargo Airlines	39,537	38,228	37,647
<b>Non-Airline Rentals</b>			
Concessions-terminal	5,828	6,154	5,905
Concessions-rental car	6,216	6,007	6,199
Public parking	11,356	11,377	11,177
Employee parking	1,842	1,853	2,106
Other rentals	9,748	9,217	7,295
Total Non-Airline Rentals	34,990	34,608	32,682
<b>Other Revenue</b>			
Restricted rental income	1,559	1,581	1,510
Special facilities lease income	4,275	4,275	5,775
Total other revenues	5,834	5,856	7,285
Total operating revenues	111,760	109,282	107,952
<b>Non-operating Revenues</b>			
Interest and investment income	2,697	2,900	8,251
Customer facility charges	4,911	4,559	4,758
Other	123	229	3,029
Total non-operating revenues	7,731	7,688	16,038
<b>Capital Contributions</b>	42,578	53,353	44,444
Total Revenues	\$162,069	\$170,323	\$ 168,434

## MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY REVENUES (CONTINUED)



Operating revenues of \$111,760 for fiscal year 2011 increased by \$2,478 (2.3 percent) over 2010 revenues of \$109,282. This increase in operating revenues is primarily due to increased terminal rentals (\$1,219), cargo landing fees (\$1,158), car rental concessions (\$209) and other cargo rents (\$256), offset by decreased passenger landing fees (\$401) and terminal concession income (\$326). Such activity was due to the residual Airport Use Agreement that requires airline revenues to be recognized to the extent necessary to pay the Authority's operating and maintenance expenses and net debt service requirements, reduced by non-airline revenues.

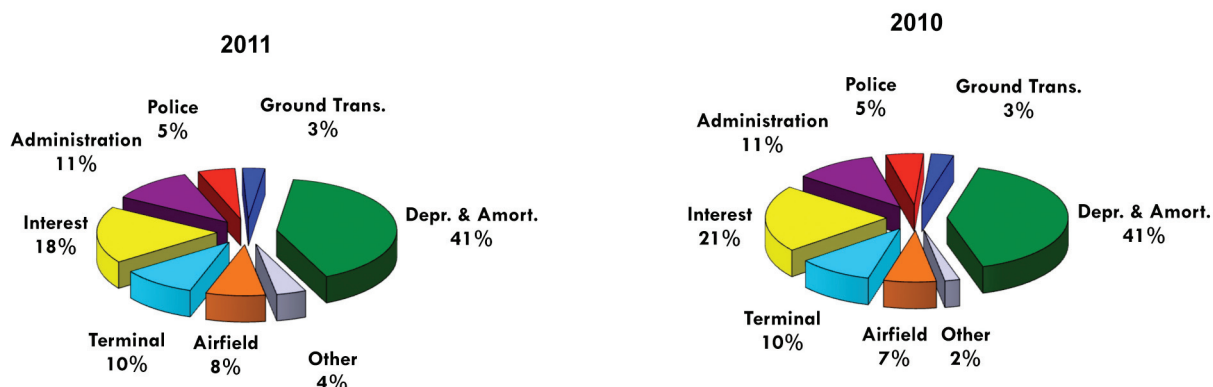
## MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY EXPENSES

The following table presents expenses by cost center for the years ended June 30, 2011, 2010 and 2009 and the pie charts show the percentage of expenses by cost center for the years ended June 30, 2011 and 2010.

### EXPENSES BY COST CENTER

	2011	2010	2009
<b>Operating Expenses</b>			
Terminal area	\$14,337	\$13,898	\$14,059
Airfield area	10,417	10,033	9,977
Ground transportation area	4,287	4,230	4,257
Administration area	15,943	15,372	13,697
Police and operations area	7,304	6,934	5,625
Other areas	2,650	2,603	2,567
Total operating expense	54,938	53,070	50,182
<b>Non-operating Expense</b>			
Interest expense	25,772	28,679	31,313
Loss on disposal of fixed assets	2,592		7,165
Total expenses before depreciation and amortization and extraordinary item	83,302	81,749	88,660
Depreciation and amortization	57,067	55,940	52,908
<b>Total Expense</b>	<b>\$ 140,508</b>	<b>\$137,689</b>	<b>\$141,568</b>



**EXPENSES (CONTINUED)**

In 2011, the Authority's operating expenses of \$54,938 increased over 2010 operating expenses of \$53,070 by \$1,868 (3.5 percent). The increase was mainly due to increased terminal, airfield, administration, and police operations area costs of \$439, \$384, \$571 and \$370, respectively. The main increases in airfield costs related to increased snow removal costs (\$193) as a result of additional snow events in fiscal year 2011 compared to fiscal year 2010, increased airfield lighting supplies (\$174) and increased health insurance premiums (\$25) due to increased rates. The terminal building increases were primarily due to additional terminal elevator maintenance (\$118) in fiscal year 2011, increased utility costs (\$295) due to increased rates, increased janitorial costs (\$66) as a result of a contract increase for services and increased health insurance premiums (\$53) due to a rate increase offset by decreased terminal building and equipment maintenance costs (\$118). General administration costs increased mainly due to the costs associated with the Authority hosting the World Airport Conference in Memphis (\$394) during fiscal year 2011, the accrual of retired employee benefit costs (\$351) due to certain employees obtaining the required years of service for retirement eligibility, the increased professional services contract (\$101) for capital project design services and increased health care premiums (\$52) due to a rate increase, offset by decreased property insurance costs (\$299) as a result of a one time membership credit for fiscal year 2011 and reduced professional trade organization membership fees (\$66) for fiscal year 2011. Police costs increased primarily due to higher salary and related benefits costs (\$358) due to promotions, filling vacant positions and increased insurance premium rates, new police radios (\$93), new heart defibrillators (\$35), offset by a reduction in security guard services (\$135) due to a new contract for fiscal year 2011.

Depreciation and amortization expenses increased from \$55,940 in 2010 to \$57,067 for fiscal year 2011. This increase of \$1,127 is mainly due to greater depreciation expense related to the increase of depreciable Authority assets year over year.

Non-operating revenues for 2011 are comprised of interest income (\$2,697), customer facility charges (CFC) (\$4,911), other revenues (\$123). Total non-operating revenues increased by \$2,772 in 2011 over 2010 non-operating revenues excluding the loss on disposal of capital assets. This increase was mainly due to lower interest rates from the refunding of bonds in FY 2011 (\$2,907) and \$352 in increased collection of CFC's from car rental agencies.

## MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY EXPENSES (CONTINUED)

Non-operating expenses are comprised of interest expenses on outstanding debt. Fiscal year 2011 interest expense of \$25,772 decreased \$2,907 under fiscal year 2010 interest expense of \$28,679. This decrease in interest expense was due to the refunding of certain Series 1999 D, 2001 A and B Bonds at lower interest rates and scheduled payments of principal on outstanding bonds and notes; as a result, interest expense was reduced year over year.

Capital contributions, comprised primarily of Federal capital grants, decreased from \$53,353 in 2010 to \$42,578 in 2011, as a result of when capital expenditures were incurred (revenue recognized) and thus became eligible for the related reimbursement from the Federal government.

In May 2011 the Mississippi River overflowed its banks and flooded the General DeWitt Spain general aviation airport. As a result, at June 30, 2011, the Authority recognized a \$139 extraordinary item loss that is comprised of flood mitigation and repair costs of \$1,236, General DeWitt Spain Airport asset impairments of \$54 offset by insurance proceeds received of \$725 and flood mitigation cost of \$426 that were capitalized.

## MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY CAPITAL ASSETS

The Authority's capital assets at June 30, 2011, 2010 and 2009 are summarized as follows:

### NET CAPITAL ASSETS

	2011	2010	2009
Avigation easements	\$ 43,703	\$ 42,324	\$ 42,324
Land and improvements	160,772	162,150	162,150
Buildings	347,454	345,586	341,007
Runways, taxiways, and airfield lighting	694,060	693,600	634,269
Facilities leases to others	104,077	104,077	103,893
Roads, bridges, and fences	60,229	59,782	59,566
Equipment and utility systems	94,461	88,270	87,193
Construction in process	78,768	30,246	42,568
Total capital assets	1,583,524	1,526,035	1,472,970
Less accumulated depreciation and amortization	648,971	602,095	547,606
Net capital assets	\$ 934,553	\$ 923,940	\$ 925,364

At the end of 2011 and 2010, the Authority had \$934,553 and \$923,940, respectively, invested in net capital assets. During 2011 the Authority had additions of \$57,500 related to capital activities for runway and taxiway projects, building improvements, equipment and roads, bridges and fencing projects, offset by the current year change in accumulated depreciation of approximately \$46,900.

During 2011, completed projects totaling \$21,226 were transferred from construction in progress to applicable buildings and other facilities capital asset accounts. These major completed projects were related to runways, taxiways, aprons and airfield lighting (\$11,347), buildings (\$1,868), roads, bridges and fences (\$447) and equipment and utility systems (\$7,564).

The Authority's capital activities are funded through revenue bonds, Federal and State grants and airport revenues. Additional information on the Authority's capital assets is presented in Note 4 of the Notes to the Basic Financial Statements.

## MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY DEBT ACTIVITY

The Authority's outstanding bonds and notes payable at June 30, 2011, 2010 and 2009 are summarized as follows:

### BONDS AND NOTES PAYABLE

	2011	2010	2009
Bonds:			
Airport Revenue	\$ 443,305	\$ 479,200	\$ 478,345
City of Memphis General Obligation	2,015	3,920	5,725
Special Facilities Revenue	45,000	45,000	45,000
Unamortized bond premiums	13,942	9,243	3,637
Unamortized deferred loss	(9,270)	(10,009)	(7,527)
Notes payable	30	118	318
Current portion of bonds and notes	(24,075)	(28,848)	(28,918)
Total long-term bonds and notes payable, net	\$470,947	\$498,624	\$ 496,580

The Authority's 2011 total long-term bonds and note payable, net, of \$470,947 decreased \$27,677 (5.5 percent) compared to 2010 total of \$498,624. The decrease in the total long-term bonds and notes payable, net outstanding was mainly due to scheduled debt service principal payments made during the fiscal year 2011.

In March 2011, the Authority sold \$89,855 of Airport Refunding Revenue Bonds, Series 2011 A-1 and A-2 at a \$4,542 premium. The bonds have fixed interest rates ranging from 3.00 percent to 6.00 percent. Maturity dates range from July 1, 2011 through July 1, 2022. Certain net proceed amounts from the debt service reserve account for the Airport Revenue Bonds, Series 2001A were deposited in escrow to defease \$60,085 and \$38,700 outstanding Series 1999D and 2001A revenue bonds, respectively, and certain net proceeds were used to pay the cost of issuance of the bonds.

In June 2011, the Authority sold \$80,810 of Airport Refunding Revenue Bonds, Series 2011B, C and D at a \$2,731 premium. The bonds have fixed interest rates ranging from 4.50 percent to 5.25 percent. Maturity dates range from July 1, 2018 through July 1, 2026. Certain net proceeds together with amounts from the debt service account for the Airport Revenue Bonds, Series 1999D, 2001A and 2001B were deposited in escrow to defease \$17,080, \$21,490 and \$42,380 outstanding Series 1999D, 2001A and 2001B revenue bonds, respectively, and certain net proceeds were used to pay the cost of issuance of the bonds.

## **DEBT ACTIVITY (CONTINUED)**

Notes Payable were issued to finance the purchase of replacement shuttle buses for transporting passengers to and from the public parking lots. The notes are renewable on an annual basis and bear interest at a rate of Prime minus 1.75 percent. Debt service payments will come from revenues generated by the respective parking operations. The Authority has a line of credit of \$10,000, the amount available for draw down is reduced by the \$30 outstanding at June 30, 2011.

The Authority has obtained a \$25,000 revolving line of credit with a bank. The purpose for this line of credit is to provide temporary funding for capital improvements. At June 30, 2011, the Authority had not drawn on this line of credit. Future draw downs, if any, will be repaid with Federal grant reimbursements, State grant reimbursements or future bond proceeds, as applicable, received by the Authority.

More detailed information related to long-term debt can be found in Note 6 of the Notes to the Basic Financial Statements.

### **DEBT SERVICE COVERAGE**

Airport revenue bond resolution covenants require that revenues available to pay debt service, as defined in the bond resolution, are equal to a minimum of 125 percent of the debt service on airport revenue bonds and 100 percent of the combined debt service on the airport revenue bonds and the City of Memphis general obligation bonds. Coverage ratios for the years 2011, 2010 and 2009 are as follows:

#### **COVERAGE RATIO**

	<b>2011</b>	<b>2010</b>	<b>2009</b>
Airport Revenue Bonds	135%	129%	129%
Airport Revenue and General Obligation Bonds	129%	124%	124%

## MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY AIRPORT ACTIVITIES AND HIGHLIGHTS

During fiscal year 2011, 9,617,254 passengers traveled through the Airport, a decrease of 4.5 percent under the 10,070,483 passengers in fiscal year 2010. Additionally, aircraft landed weight increased from 25,883,320 per thousand pound units in 2010 to 26,012,876 per thousand pound units in 2011. These increases were realized with the decrease in 2011 aircraft operations of 302,750 compared to 2010 aircraft operations of 307,768.

Air Cargo activity remained strong in spite of significant challenges within the national and world economies. Memphis remained the United States largest cargo airport, and the world's second largest cargo airport with approximately 4.31 million and 4.25 million U.S. tons of total cargo in 2011 and 2010, respectively. Cargo activity at the Airport is dominated by FedEx Express, which has its corporate headquarters and operates its worldwide super-hub from Memphis.

The Authority's Airport Use and Lease Agreement, in effect with six airlines known collectively as the signatory airlines, establishes the rates and charges methodology for the signatory airlines and their affiliates each year. The existing agreement was extended and will remain in effect until a new agreement is negotiated. Landing fees and rates for non-signatory and non-scheduled airlines are assessed at 125 percent and 150 percent, respectively, of the signatory rates.

## AIRPORT ACTIVITIES AND HIGHLIGHTS (CONTINUED)

### RATES AND CHARGES

	FISCAL YEAR 2012	FISCAL YEAR 2011	FISCAL YEAR 2010	FISCAL YEAR 2009
Terminal Average Square Foot Rate	\$ 51.00	\$ 35.92	\$ 33.54	\$ 32.97
Cargo Building Square Foot Rate	12.00	26.12	26.12	26.12
Aircraft Loading Position				
Rate-per linear foot	46.47	53.36	52.29	47.03
Signatory Landing Fee-per 1,000 lbs. unit	1.41	1.41	1.41	1.42

Cost per enplaned passenger (CPE) is a measure used by the airline industry to reflect the relative costs a passenger airline pays to operate at an airport based upon the number of enplaned passengers for that airport. That measure, however, is not exact for comparison, as not all airports calculate the number in the same way and cautions should be taken when comparing individual or groups of airports. Fiscal year 2009 CPE has been restated for comparative purposes in order to reflect the current calculation methodology and the adjustment of updated enplanement data.

### COST PER ENPLANED PASSENGER

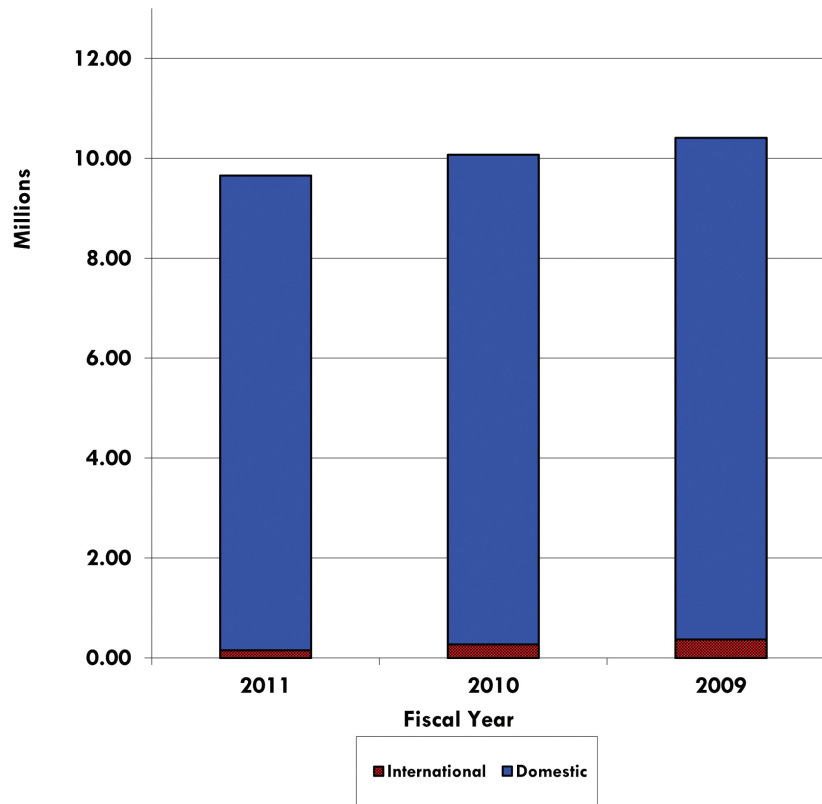
	2011	2010	2009
Average Cost Per Enplaned Passenger <sup>1</sup>	\$ 5.23	\$ 4.81	\$ 4.81
Average Cost Per Enplaned Passenger plus special facility debt	\$ 6.22	\$ 5.81	\$ 5.81
Average Cost Per Enplaned Passenger plus special facility debt and FIS fees	\$ 6.57	\$ 6.15	\$ 6.14

<sup>(1)</sup> Since Delta Air Lines and some charters are subject to Federal Inspection Station (FIS) fees related to international travel, the cost per enplaned passenger analysis is expanded to show detail including and excluding FIS fees.

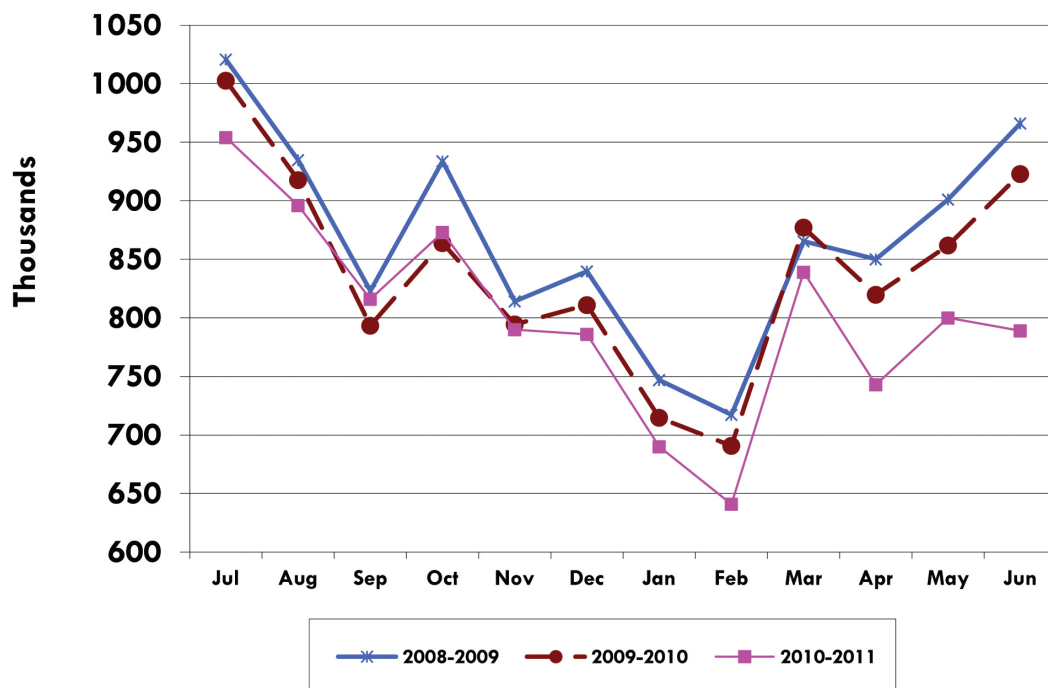
Selected statistical information about total passengers, total cargo, aircraft landed weight, and air carrier movements for the past three years is presented in the table and graphs below. Total passengers for 2009 has been restated to reflect updated passenger data.

FISCAL YEAR	TOTAL PASSENGERS	TOTAL CARGO HANDLED (U.S. TONS)	AIRCRAFT LANDED WEIGHT (1000 POUND UNITS)	AIR CARRIER MOVEMENTS
2011	9,617,254	4,313,902	26,012,876	302,750
2010	10,070,483	4,250,806	25,473,250	307,768
2009	10,412,344	3,982,852	25,883,319	319,170

### Total Passengers

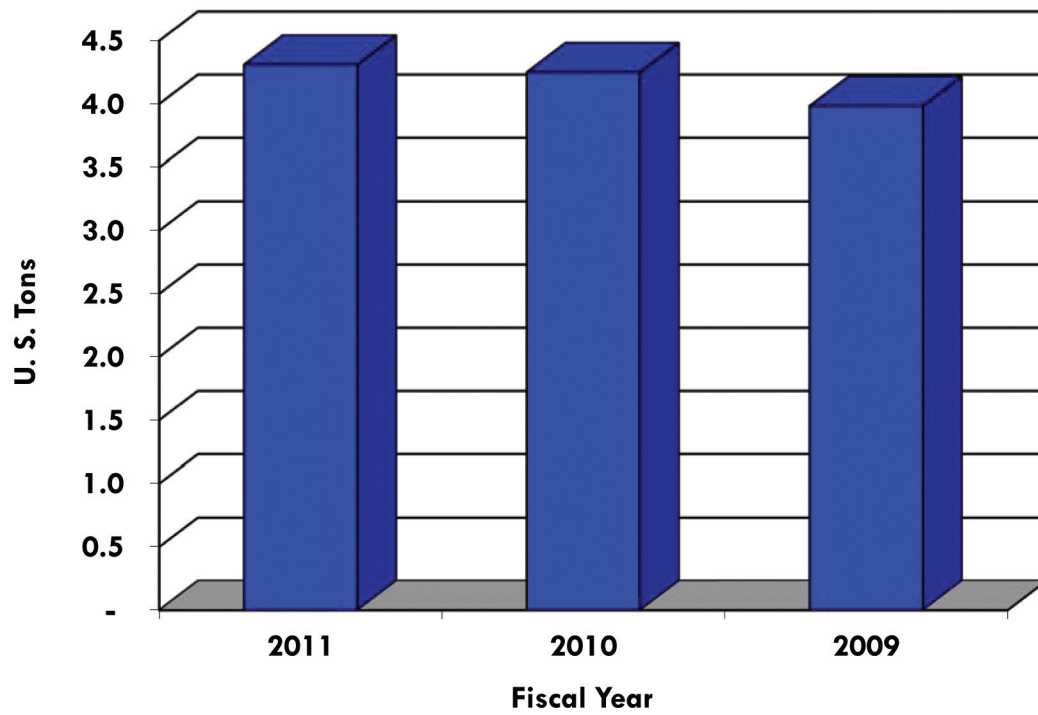


### Monthly Passengers

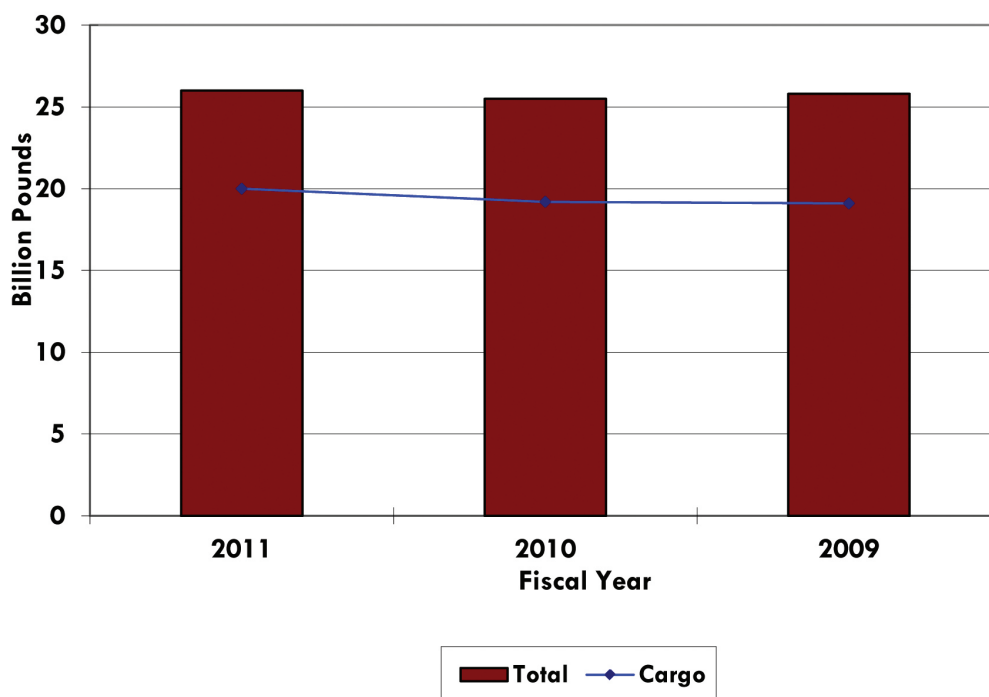


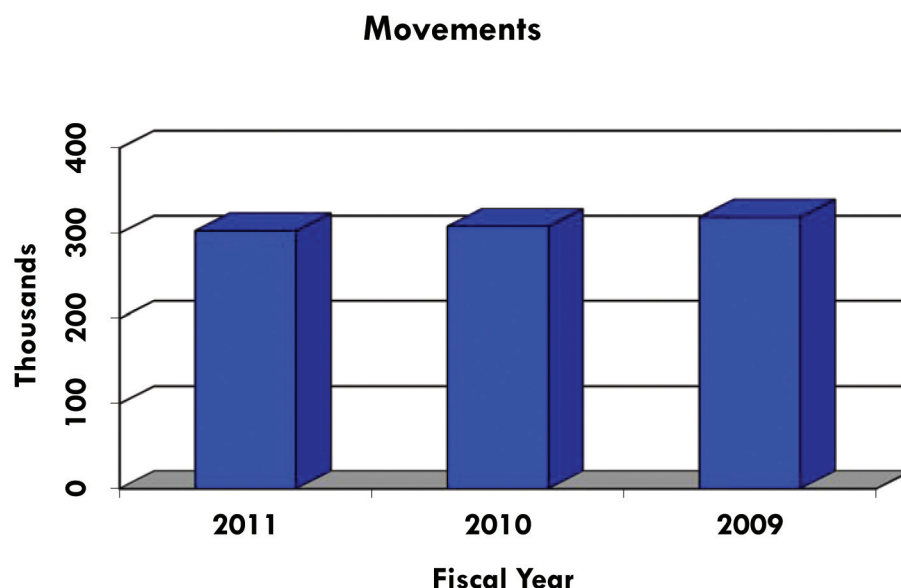


### Cargo Handled



### Landed Weights





## MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY FUTURE OUTLOOK

The Airport continues to work with its existing passenger airline partners and other carriers not currently serving Memphis to identify new markets and air service enhancements. On April 27, 2011 the U.S. Department of Justice approved the merger of Southwest Airlines with Air Tran Airways. While the Authority has met with Southwest, at this time there have been no announced plans for the service in Memphis.

Air Cargo operations continue to remain strong and all information indicates that FedEx will continue its history of stability within the industry and at the Airport. The Authority purchased areas adjacent to the airport in July 2011 for future Airport expansion of apron cargo area.

There are distinct operational and financial advantages of having both a passenger and cargo hub. From an operational standpoint, the Airport boasts four runways with advanced technology to allow continued flight operations in severe weather conditions. Financially, many of the costs of operating the Memphis airport system are decentralized and are not borne individually by either hub carrier. No assurance can be given as to the levels of aviation activity which will be achieved at the Airport in future fiscal years.

## REQUESTS FOR INFORMATION

This financial report is designed to provide a general overview of the Authority's finances for all those with an interest in its finances. Questions concerning any of the information should be addressed to the Chief Financial Officer, Memphis-Shelby County Airport Authority, 2491 Winchester Road, Suite 113, Memphis, Tennessee 38116-3856.

**MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY**  
**STATEMENTS OF NET ASSETS**  
**JUNE 30, 2011 AND 2010 (\$ IN THOUSANDS)**

	2011	2010
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
<b>UNRESTRICTED ASSETS</b>		
Cash and cash equivalents	\$ 15,611	\$ 9,933
Investments	10,271	18,025
Accounts receivable	8,986	5,943
Accrued interest receivable	201	155
Materials and supplies inventory	1,910	1,699
Prepaid expenses	2,154	2,641
Grants receivable	13	26
Total current unrestricted assets	39,146	38,422
<b>RESTRICTED ASSETS</b>		
Cash	4,832	9,266
Investments	131,556	167,864
Account receivable		73
Accrued interest receivable	1,298	1,224
Capital contributions receivable	7,161	9,964
Total current restricted assets	144,847	188,391
<b>TOTAL CURRENT ASSETS</b>	183,993	226,813
<b>NON-CURRENT ASSETS</b>		
<b>UNRESTRICTED ASSETS</b>		
Investments	5,637	4,023
<b>RESTRICTED ASSETS</b>		
Investments	63,950	47,946
Special facilities rent receivable	39,262	37,012
Total non-current restricted assets	103,212	84,958
<b>CAPITAL ASSETS</b>		
Land and improvements	160,772	162,150
Avigation easements	43,703	42,324
Depreciable capital assets		
(less accumulated depreciation of \$648,971 and \$602,095)	651,310	689,220
Construction in progress	78,768	30,246
Total capital assets, net	934,553	923,940
<b>BOND ISSUE COSTS</b>		
(less accumulated amortization of \$4,181 and \$5,974)	4,648	5,474
<b>TOTAL NON-CURRENT ASSETS</b>	1,048,050	1,018,395
<b>TOTAL ASSETS</b>	\$ 1,232,043	\$ 1,245,208

*See notes to basic financial statements.*

	2011	2010
<b>LIABILITIES</b>		
<b>CURRENT LIABILITIES</b>		
Payable from unrestricted assets:		
Accounts payable	\$ 6,257	\$ 4,588
Accrued expenses	2,042	1,745
Current portion - compensated absences	224	191
Total payable from unrestricted assets	8,523	6,524
Payable from restricted assets:		
Construction contracts payable	6,723	8,818
Funds held for others		21
Accrued interest payable	8,998	10,031
Current maturities of long-term debt	24,075	28,848
Total payable from restricted assets	39,796	47,718
<b>TOTAL CURRENT LIABILITIES</b>	<b>48,319</b>	<b>54,242</b>
<b>NON-CURRENT LIABILITIES</b>		
Deferred lease revenue	73,287	74,879
Compensated absences	1,190	724
Settlement	645	645
Bonds and notes payable	470,947	498,624
<b>TOTAL NON-CURRENT LIABILITIES</b>	<b>546,069</b>	<b>574,872</b>
<b>TOTAL LIABILITIES</b>	<b>\$ 594,388</b>	<b>\$ 629,114</b>
<b>NET ASSETS</b>		
Invested in capital assets, net of related debt	\$ 494,311	\$ 457,560
Restricted for:		
Capital acquisition	118,699	135,975
Unrestricted	24,645	22,559
<b>TOTAL NET ASSETS</b>	<b>\$ 637,655</b>	<b>\$ 616,094</b>

**MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY**  
**STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET ASSETS**  
**YEARS ENDED JUNE 30, 2011 AND 2010 (\$ IN THOUSANDS)**

	2011	2010
<b>OPERATING REVENUES</b>		
Airfield	\$ 45,130	\$ 44,329
Terminal building	30,911	29,935
Ground transportation	20,877	20,726
Other aviation areas	5,419	5,485
Non-aviation areas	9,423	8,807
Total operating revenues	111,760	109,282
<b>OPERATING EXPENSES</b>		
Airfield	10,417	10,033
Terminal building	14,337	13,898
Ground transportation	4,287	4,230
General administration	15,943	15,372
Police	7,304	6,934
Field shop	1,679	1,607
Other aviation areas	317	231
Non-aviation areas	654	765
Total operating expenses before depreciation and amortization	54,938	53,070
<b>DEPRECIATION AND AMORTIZATION</b>	57,067	55,940
<b>OPERATING (LOSS) INCOME</b>	(245)	272
<b>NON-OPERATING REVENUES (EXPENSES)</b>		
Interest and investment income	2,697	2,900
Interest expense	(25,772)	(28,679)
Customer facility charges	4,911	4,559
Insurance proceeds		203
Operating grants	123	26
(Loss) Gain on capital assets	(2,592)	175
Total non-operating revenues (expenses)	(20,633)	(20,816)
<b>LOSS BEFORE CAPITAL CONTRIBUTIONS AND EXTRAORDINARY ITEM</b>	(20,878)	(20,544)
<b>CAPITAL CONTRIBUTIONS EXTRAORDINARY ITEM</b>	42,578	53,353
	(139)	
<b>CHANGE IN NET ASSETS</b>	21,561	32,809
<b>TOTAL NET ASSETS, BEGINNING OF YEAR</b>	616,094	583,285
<b>TOTAL NET ASSETS, END OF YEAR</b>	\$ 637,655	\$ 616,094

*See notes to basic financial statements.*

**MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY**  
**STATEMENTS OF CASH FLOWS**  
YEARS ENDED JUNE 30, 2011 AND 2010 (\$ IN THOUSANDS)

	2011	2010
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Cash received from customers	\$ 105,656	\$ 107,124
Cash paid to suppliers for goods and services	(28,150)	(30,330)
Cash paid to employees for services	(24,047)	(22,671)
Net cash provided by operating activities	53,459	54,123
<b>CASH FLOWS FROM NON-CAPITAL FINANCING</b>		
Operating grants received	136	52
<b>CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES</b>		
Proceeds from sale of capital assets	190	175
Acquisition and construction of capital assets	(71,791)	(55,195)
Payment to governments and entities	(4)	(2,941)
Proceeds from bond issue		30,398
Principal paid on long-term debt, notes payable and capital leases	(32,390)	(28,800)
Interest paid on long-term debt	(26,805)	(28,267)
Capital contributions received	45,381	60,992
Customer facility charges	4,911	4,559
Extraordinary Item	(864)	
Net cash used in capital and related financing activities	(81,372)	(19,079)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of investment securities	(240,647)	(282,171)
Proceeds from sales and maturities of investment securities	267,091	248,893
Interest and dividends on investments	2,577	3,226
Net cash provided by (used in) investing activities	29,021	(30,052)
<b>NET INCREASE IN CASH AND CASH</b>	<b>1,244</b>	<b>5,044</b>
<b>CASH AND CASH EQUIVALENTS</b>		
<b>BEGINNING OF YEAR</b>	<b>19,199</b>	<b>14,155</b>
<b>END OF YEAR</b>	<b>\$ 20,443</b>	<b>\$ 19,199</b>
<b>CASH AND CASH EQUIVALENTS, END OF YEAR CONSIST OF</b>		
Unrestricted cash and cash equivalents	15,611	9,933
Restricted cash	4,832	9,266
	<b>\$ 20,443</b>	<b>\$ 19,199</b>

*See notes to basic financial statements.*

**MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY**  
**STATEMENTS OF CASH FLOWS (CONTINUED)**  
YEARS ENDED JUNE 30, 2011 AND 2010 (\$ IN THOUSANDS)

	2011	2010
<b>RECONCILIATION OF OPERATING LOSS TO NET CASH PROVIDED BY OPERATING ACTIVITIES</b>		
Operating income (loss)	\$ (245)	\$ 272
Adjustments to reconcile operating income (loss) to net cash provided by operating activities:		
Depreciation and amortization	57,067	55,940
Provision for uncollectible accounts receivable	6	15
(Increase) decrease in assets:		
Receivables	(4,574)	(637)
Materials and supplies inventory	(211)	(58)
Prepaid expenses	487	(458)
Increase (decrease) in liabilities:		
Accounts payable	1,669	(308)
Accrued expenses	(740)	(643)
Net cash provided by operating activities	<u>\$ 53,459</u>	<u>\$ 54,123</u>

**NON-CASH INVESTING ACTIVITIES**

Investments decreased by \$304 in 2011 and \$1,545 in 2010, respectively, due to the change in fair market value.

**NON-CASH CAPITAL AND RELATED FINANCING ACTIVITIES**

During the fiscal year 2011 and 2010 respectively, the net proceeds of \$181,463 and \$168,570 from revenue refunding bonds were sent directly to the escrow agent for defeasance of debt and thus did not result in a cash flow to the Authority.



# MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

## NOTES TO BASIC FINANCIAL STATEMENTS

JUNE 30, 2011 AND 2010 (\$ IN THOUSANDS)

### 1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

- A. Organization** – The Memphis-Shelby County Airport Authority (the “Authority”) is a body politic and corporate of the State of Tennessee, created in 1969 pursuant to the Metropolitan Airport Authority Act. The Authority is governed by a seven-member Board of Commissioners (the “Board”), who is appointed by the Mayor of the City of Memphis (the “City”), with two members nominated by the Mayor of Shelby County (the “County”). The Memphis City Council confirms all members. The Authority owns and operates the Memphis International Airport (the “Airport”) and two general aviation reliever airports - Charles W. Baker Airport and General DeWitt Spain Airport.
- B. Reporting Entity** – The Governmental Accounting Standards Board (“GASB”) Statement No. 14, *The Reporting Entity*, defines the governmental financial reporting entity as the primary government, organizations for which the primary government is “financially accountable,” and other organizations for which the nature and significance of their relationship with the primary government are such that exclusion would cause the reporting entity’s financial statements to be misleading or incomplete.

“Financial Accountability” is the benchmark for determining which organizations are component units of a primary government. Financial accountability exists when a primary government has appointed a voting majority of the governing body of a legally separate organization and (1) is able to impose its will on that organization or (2) there is a potential for the organization to provide specific financial benefits to, or impose specific financial burdens on, the primary government. Based on the criteria below, the Authority is considered a component unit of the City:

- i. **Financial Accountability** – The members of the Board are appointed as described above. A member of the Board may be removed from office by a two-thirds vote of the Memphis City Council, but only after notice of cause for the removal has been served and the member has been granted an opportunity for a public hearing on the matter.
- ii. **Specific Financial Burden** – The City has issued its general obligation bonds to finance projects associated with the Authority. The Authority has entered into agreements with the City to pay debt service on these bonds; however, the City’s full faith and credit are pledged against these bonds and in the event of the Authority’s default on payment would be payable from taxes levied on all taxable property in the City subject to taxation by the City without limitations as to rate or amount. The Authority is not empowered to levy taxes.

# MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

## NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)

### 1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

- C. Basis of Accounting** – The Authority is presented as an enterprise fund with separate accounts for each of the three airports. The accounts of the Authority are reported using the flow of economic resources measurement focus. The financial statements are prepared on the accrual basis of accounting, under which revenues are recognized when earned and expenses are recognized when incurred. An enterprise fund is used to account for operations that are financed and operated in a manner similar to private business enterprises. The intent of the Board is that the costs of providing services on a continuing basis be recovered through user charges.

*Operating revenues and expenses* – Revenues from landing fees, terminal area use charges, cargo building space rentals, parking revenues and concession revenues are reported as operating revenues. Transactions related to financing and investing activities are reported as non-operating revenues. Salaries and wages, repair and maintenance, professional and engineering services and other expenses that relate to airport operations are reported as operating expenses. Interest expense and financing costs are reported as non-operating expenses.

Pursuant to GASB Statement No. 20, as amended, *Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities That Use Proprietary Fund Accounting*, the Authority applies all applicable GASB pronouncements as well as Financial Accounting Standards Board (“FASB”) Statements and Interpretations, Accounting Principles Board (“APB”) Opinions, and Accounting Research Bulletins (“ARBs”) issued on or before November 30, 1989, unless those pronouncements conflict with or contradict GASB pronouncements. GASB Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*, codified these elements into a single source for governmental standards. GASB Statement No. 62 also eliminated the election to use such guidance issued after November 30, 1989 for business type activities for new entries; however, entities that has previously made this election are allowed to continue to apply post-November 30, 1989 guidance. The Authority had previously elected not to apply FASB Statements and interpretations issued after November 30, 1989. The Authority has elected to early implement this guidance as recommended by Statement No. 62.

- D. Budgets** – In accordance with the Metropolitan Airport Authority Act, the City entered into an agreement dated May 26, 1970 with the Authority, which transferred all airport properties, functions, and outstanding obligations to the Authority. Provisions of the agreement require the Authority to prepare an annual operating budget, which must be filed with the City. A five-year capital improvement program, including modifications and reasons therefore is also required to be submitted each year. Even though the budgets are required to be filed with the City, the Board is responsible for approving the budget and any subsequent revisions.

The Airline Airport Affairs Committee, composed of signatory airlines, reviews the proposed annual budget, which is the basis for rates and charges under basic airport leases. This committee and other users may present objections and, if not adequately addressed, force a public hearing. Once adopted and issued, users have sixty days to respond after which time the budget becomes effective.

## NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)

### 1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The Authority is not required to demonstrate statutory compliance with its annual operating budget. Accordingly, budgetary data is not included in the basic financial statements. All budgets are prepared in accordance with the airport lease and use agreements and in conformance with requirements contained in bond resolutions. Unexpended appropriations lapse at year-end.

- E. Cash and Cash Equivalents** – Cash and cash equivalents include amounts in demand deposits as well as investments with a maturity date within three months of the date acquired.
- F. Investments** – Investments are reported at fair value with the exception of nonnegotiable investment contracts, which are reported at cost. The investment portfolio is managed to maintain the preservation of the principal of those funds within the portfolio, while maintaining enough liquidity to meet immediate and/or future operating requirements, and to maximize the return on investments while remaining within the context of these parameters.
- G. Materials and Supplies Inventory** – Inventory is valued at the lower of cost, determined on an average cost method, or market.
- H. Restricted Assets** – The bond indentures and bond resolutions authorizing the issuance of bonds require segregation of cash and investments into restricted accounts. Additionally, certain assets are restricted by the Board or by regulatory agencies (Note 3).
- I. Leases** – The Authority is lessor under numerous lease agreements. The leases are classified as operating leases, except for certain special facility leases, which are accounted for as direct financing leases.
- J. Capital Assets** – Assets with a cost of five thousand dollars or more are capitalized. Capital assets are stated at cost when purchased or fair value when donated, less accumulated depreciation. During construction of assets, interest incurred on related construction debt, less interest earned from investments whose use is restricted to related capital improvements, is capitalized from the time of borrowing until completion of the project. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets. The estimated lives by general classification are as follows:

# MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

## NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)

### 1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

	Years
Runways, taxiways, aprons, and airfield lighting	15-30
Buildings	10-40
Facilities constructed for tenants	18
Roads, bridges, and fences	20
Equipment and utility systems	3-40

Avigation easements have an indefinite life and therefore are not amortized.

- K. Bond Issue Costs** – Bonds issue costs include underwriting spreads, insurance, and various professional fees. The costs are deferred and amortized over the life of the respective bond issues using the interest method.
- L. Original Issue Discount/Premium** – Original issue discounts and premiums are netted against the bond payable account and amortized over the lives of respective bond issues using the interest method.
- M. Compensated Absences** – Substantially all employees receive compensation for vacations, holidays, illness, and certain other qualifying absences. Liabilities relating to these absences are recognized as incurred.
- N. Capital Contributions** – Grants from Federal, State and local governments and private enterprises are received for payment of costs related to various property acquisitions and construction projects and for debt retirement. Grants are recorded when all applicable eligibility requirements are met.
- O. Retirement Systems** – The Authority currently funds pension costs, which are composed of normal cost and amortization of unfunded prior service costs.
- P. Taxes** – The Authority is exempt from payment of federal and state income, property, and certain other taxes.

## NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)

### 1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

- Q. 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 assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.
- R. Risk Management** – The Authority purchases commercial insurance coverage for claims arising out of bodily injury or property damage as well as property insurance on airport properties, which includes earthquake and flood coverage. There were no significant reductions in insurance coverage in the current year. Additionally, there were no significant settlements, which exceeded insurance coverages for each of the past three years. The Authority is a member of both the City of Memphis health insurance program and the self-insured fund for health and medical benefits. The City's Health Insurance-Internal Service Fund charges premiums which are used to pay claims and fund the accrual for "incurred but not reported" claims and administrative costs of its health and medical benefits program.
- S. Net Assets** – The Authority recognizes the difference between its assets and liabilities as net assets. Net assets categories include the following:
- i. Invested in capital assets, net of related debt – comprised of the Authority's capital assets less any related outstanding debt used to acquire those assets.
  - ii. Restricted for debt service – comprised of the Authority's assets, mainly cash and investments, restricted by bond resolution to be used in paying debt service obligations.
  - iii. Restricted for capital acquisition – comprised of the Authority's assets restricted by contributors, bond resolutions and State and Federal regulations to be used in purchasing or construction of capital items or improvements.
  - iv. Unrestricted – the remaining balance of net assets.
- T. Conduit Debt** – The conduit debt obligations are special limited obligations of the Authority, payable solely from and secured by pledges of rentals to be received from lease agreements the Authority has secured with FedEx Corporation and Pinnacle Airlines. The bonds do not constitute a debt or pledge of the faith and credit or net revenues of the Authority, the City of Memphis, the County, or the State. As such, the debt is considered "conduit debt" to the Authority, and the related assets and liabilities are not included in the accompanying statements of net assets. Conduit debt transactions are more fully described in Note 7.
- U. Reclassifications** – Certain 2010 balances have been reclassified to confirm to the 2011 presentation.

# MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

## NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)

### 2. DEPOSITS AND INVESTMENTS

- A. Deposits** – Cash deposits as of June 30, 2011 and 2010, were \$20,429 and \$16,186 respectively. These deposits consisted of interest bearing and non-interest bearing demand accounts. Petty cash as of June 30, 2011 and 2010 was \$14. The Authority had no cash equivalents at June 30, 2011, and cash equivalents representing U.S. Government agencies of \$2,999 as of June 30, 2010.

*Custodial credit risk* – In the case of deposits, this is the risk that in the event of bank failure, the Authority's deposits may not be returned. The Authority's policy is for the deposits to be collateralized through the State of Tennessee collateral pool or for collateral to be pledged on such deposits held by the custodian. State statute requires cash deposits in excess of Federal Deposit Insurance Corporation insurance to be collateralized at 105 percent.

- B. Investments** – Investments consist of the following at June 30, 2011 and 2010:

	2011	2010	WEIGHTED AVERAGE MATURITY (YEARS) AT JUNE 30, 2011
At fair value:			
U.S. Government agencies	\$ 185,950	\$212,584	.78
Deferred compensation – mutual funds	951	761	
At cost:			
Forward purchase agreement	24,513	24,513	13.68
Total Investments	\$ 211,414	\$ 237,858	

**NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)****2. DEPOSITS AND INVESTMENTS (CONTINUED)**

The investments made during fiscal years 2011 and 2010, were limited to the classifications above. Investments in U.S. Government agencies included the Federal National Mortgage Association, Federal Home Loan Mortgage Company, Federal Home Loan Bank, and Federal Farm Credit Bank, during fiscal years 2011 and 2010. With the exception of the discount note investments, which were rated P-1, all investments in U.S. Government agencies had a credit rating of Aaa by Moody's at June 30, 2011.

In 2000, the Authority entered into a forward purchase agreement to invest \$24,513 of bond reserve funds. Under the agreement, the trustee holds the investments until they are required for bond maturities or until the agreement is terminated. The Authority is paid a fixed return of 6.558 percent. If the agreement is terminated prior to the bond's maturity, the Authority or the Trustee may be required to pay a termination amount. This termination amount would be determined by prevailing interest rates at the time of termination. The Authority records this nonnegotiable investment contract at cost. This investment represents more than 5 percent of the Authority's portfolio at June 30, 2011. The issuer of this investment contract had a credit rating of Aa2 by Moody's at June 30, 2011.

*Interest rate risk* – In accordance with its investment policy, the Authority manages its exposure to declines in fair values by limiting the maturity of individual investments to no more than 5 years from the date of purchase unless the security is matched to a specific obligation or debt of the Authority.

*Credit risk* - Bond resolutions generally authorize the Authority to invest in direct obligations of or obligations guaranteed by the U.S. Government, obligations issued or guaranteed by specific agencies of the U.S. Government, secured certificates of deposit, secured repurchase agreements, and money market funds. The Authority may also invest in municipal bonds and investment agreements as long as the issuer is rated in one of the two highest rating categories by at least two nationally recognized rating agencies.

*Concentration of credit risk* – The Authority's investment policy provides for certain maximum limits in each eligible security type to reduce the risk of loss from an over concentration in a specific class of security. The policy also does not allow for an investment in any one issuer that is in excess of 5 percent of the Authority's total investments with the following exceptions:



# MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

## NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)

### DEPOSITS AND INVESTMENTS (CONTINUED)

INVESTMENT TYPE	MAXIMUM
U.S. Treasury Obligations	100%
Each Federal Agency	50%
Each Repurchase Agreement Counterparty	25%
Bank Deposits or Savings Accounts	80%
Investment Agreements	50%

*Custodial Credit Risk* – The Authority’s investment policy provides that all securities purchased by the Authority or held as collateral on either deposits or investments shall be held in third-party safekeeping at a qualified financial institution.

**C. Reconciliation of Deposits and Investments to the Statement of Net Assets** – A reconciliation of cash and cash equivalent and investments as shown in the accompanying statements of net assets is as follows:

	2011	2010
Unrestricted current assets:		
Cash and cash equivalents	\$ 15,611	\$ 9,933
Short term investments	10,271	18,025
Unrestricted non-current assets:		
Investments	5,637	4,023
Restricted current assets:		
Cash	4,832	9,266
Short-term investments	131,556	167,864
Restricted non-current assets:		
Investments	63,950	47,946
Total	\$ 231,857	\$ 257,057
Total deposits and petty cash	\$ 20,443	\$ 16,200
Total cash equivalents		2,999
Total investments	211,414	237,858
Total	\$ 231,857	\$ 257,057

**NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)****3. RESTRICTED ASSETS**

Restricted assets consist of the following at June 30, 2011 and 2010:

	Cash	Investments	Accrued Interest Receivable	Other Receivables	2011 Total	2010 Total
Restricted by Bond						
Indentures:						
Debt service:						
Special facilities bonds				\$ 39,262	\$ 39,262	\$ 37,012
Airport revenue bonds	\$ 1,145	\$ 19,380			\$ 20,525	21,591
General obligation bonds	2,504				2,504	4,528
Total	3,649	19,380		39,262	62,291	63,131
Bond reserves:						
Airport revenue bonds	8	50,615	672		51,295	55,677
Total	8	50,615	672		51,295	55,677
Construction and land acquisition and associated costs:						
Airport expansion	572	111,761	547	7,161	120,041	136,610
Contractor retainage	388				388	823
Total	960	111,761	547	7,161	120,429	137,433
Restricted by Contributors:						
Airport improvements	153	2,005	9		2,167	2,151
International park	53	1,861	7		1,921	1,894
Customer facility charges	9	8,934	63		9,006	11,900
Deferred compensation		950			950	761
Tennessee Air National Guard Relocation						73
Total	215	13,750	79		14,044	16,779
Total Restricted Assets	\$ 4,832	\$ 195,506	\$ 1,298	\$ 46,423	\$ 248,059	\$ 273,020

## **MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)**

### **3. RESTRICTED ASSETS (CONTINUED)**

Revenues of the Authority are deposited to the revenue fund, which was created by the airport revenue bond resolution. Monies in the revenue fund are to be used and applied in the following order of priority:

First, there shall be applied each month the amount that the Authority determines to be required to pay costs of operation and maintenance;

Second, there shall be deposited each month into the Airport Improvement Bond Fund and the accounts therein the amounts by the resolution to be used for the purposes specified therein;

Third, so long as the Authority shall be required to make payments to the City or the County or other municipality for the payment by such city, county or other municipality of principal, interest and premiums on bonds, notes or other evidences of indebtedness issued by it for the Airport, there shall be set aside in the separate account of the Authority continued under the Basic Resolution that amount which, together with other monies credited to such account, if the same amount were set aside in such account in each month thereafter prior to the next date on which the Authority is required to make payments to the City or the County or other municipality, as the case may be, for the payment by the City, County or other municipality of principal and interest and premium on the bonds, notes or other evidences of indebtedness issued by it for the Airport, the aggregate of the amounts so set aside in such separate account will on such next date be equal to the payment required to be made on such date by the Authority to the City or the County or such other municipality, as the case may be; and

Fourth, the Authority may use any monies remaining for any lawful purpose of the Authority.

The Authority covenants in bond resolutions that it will impose, prescribe, and collect rates, rentals, fees, and charges for the use of the airports and revise the same when necessary to assure that the Authority will be financially self-sufficient and that revenues so produced shall be sufficient to pay debt service when due; to pay all costs of operations and maintenance; to reimburse the City for its general obligation bonds; and to pay when due any other claims payable. The Authority was in compliance with its debt service coverage requirements as of June 30, 2011.

The construction and land acquisition accounts are to be used for construction projects and acquisition of land in connection with the Authority's noise compatibility and airport expansion programs. Withdrawals of money on credit in these accounts are made upon written requisition.

**NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)****4. CAPITAL ASSETS**

Capital asset activity for the year ended June 30, 2011, was as follows:

	Balance July 1, 2010	Additions & Reclassifications	Less Deletions & Reclassifications	Balance June 30, 2011
<b>CAPITAL ASSETS NOT BEING DEPRECIATED:</b>				
Land	\$ 162,150	\$(1,378)		\$160,772
Avigation easements	42,324	1,379		43,703
Construction in progress	30,246	69,294	\$ 20,772	78,768
Total capital assets not being depreciated	234,720	69,295	20,772	283,243
<b>CAPITAL ASSETS BEING DEPRECIATED:</b>				
Runways, taxiways, aprons and airfield lighting	693,600	11,347	10,887	694,060
Buildings	345,586	1,868		347,454
Facilities constructed for tenants	104,077			104,077
Roads, bridges and fences	59,782	447		60,229
Equipment and utility systems	88,270	7,564	1,373	94,461
Total capital assets being depreciated	1,291,315	21,226	12,260	1,300,281
<b>ACCUMULATED DEPRECIATION:</b>				
Runways, taxiways, aprons and airfield lighting	275,158	31,080	8,146	298,092
Buildings	208,716	14,293		223,009
Facilities constructed for tenants	31,060	2,800		33,860
Roads, bridges and fences	21,736	3,110		24,846
Equipment and utility systems	65,425	5,071	1,332	69,164
Total accumulated depreciation	602,095	56,354	9,478	648,971
Total capital assets being depreciated, net	689,220	(35,128)	2,782	651,310
<b>CAPITAL ASSETS, NET</b>	<b>\$ 923,940</b>	<b>\$34,167</b>	<b>\$ 23,554</b>	<b>\$ 934,553</b>

## **MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)**

### **4. CAPITAL ASSETS (CONTINUED)**

The Authority capitalized \$1,435 of interest in fiscal year 2011 and \$610 in fiscal year 2010.

Substantially all capital assets are held by the Authority for the purpose of rental or related use.

### **5. LEASE AND USE OF AIRPORT FACILITIES**

The Authority leases terminal space, buildings and airfield space on both a fixed-fee and contingent rental (percent of revenue) basis. Contingent rentals generally have fixed specified minimum rent provisions. Contingent rentals were \$51,020 and \$50,340 for fiscal years 2011 and 2010, respectively.

Substantially all of the leases provide for periodic re-computation (based on a defined formula) of the rental amounts. Rates and fees charged by the Authority for the use of its facilities are required by terms of the individual leases to be sufficient to cover operating expenses, debt service and general obligation debt, but not depreciation and amortization.

Other fees are received from public parking and miscellaneous other sources. Non-aviation revenue consists primarily of hotel and other rentals. Site and building rentals from these tenants are governed by the terms of various leases.

The Authority has acquired equipment or constructed facilities for lease to others under agreements accounted for as operating leases. The cost of these leased properties was financed by the airport revenue bonds issued by the Authority (Note 6). The lease agreements provide for rentals equal to or exceeding principal and interest payments due on the related bonds and, in addition, call for certain ground rentals.

**NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)****5. LEASE AND USE OF AIRPORT FACILITIES (CONTINUED)**

Minimum future rentals for leases are as follows:

YEAR	AMOUNT
2012	\$40,310
2013	23,964
2014	68,929
2015	22,677
2016	21,889
2017-2021	91,822
2022-2026	90,804
2027-2031	76,886
2032-2036	82,623
2037-2041	38,789
2042-2046	7,682
2047-2051	7,682
2052-2056	7,682
2057-2059	4,608
Total	\$586,347

# MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

## NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)

### 6. LONG-TERM DEBT

Long-term debt information and activity for fiscal year 2011 was as follows:

	ORIGINAL ISSUE AMOUNT	INTEREST RATES	BALANCE JULY 1, 2010	ADDITIONS	DEDUCTIONS	BALANCE JUNE 30, 2011	AMOUNTS DUE WITHIN ONE YEAR
Airport Revenue Bonds:							
Series 1997A	\$ 43,805	5.25-6.25%	\$3,415		\$ 3,415		
Series 1999D	238,400	4.5-6.125%	77,165		77,165		
Series 2001A	121,860	4.00-5.50%	69,205		69,205		
Series 2001B	42,380	5.125%	42,380		42,380		
Series 2002	23,150	3.25-5.50%	10,375		3,985	\$ 6,390	\$ 5,530
Series 2003A	21,030	4.00-5.25%	11,830		1,755	10,075	1,835
Series 2008A	90,375	3.75-5.00%	75,200		8,415	66,785	12,280
Series 2010A	30,290	4.46-5.02%	30,290			30,290	
Series 2010B	159,340	3.00-5.75%	159,340		240	159,100	885
Series 2011A-1	57,825	3.00-6.00%		\$ 57,825		57,825	
Series 2011A-2	32,030	3.00-5.50%		32,030		32,030	1,500
Series 2011B	17,600	4.50-5.00%		17,600		17,600	
Series 2011C	22,040	5.00%		22,040		22,040	
Series 2011D	41,170	4.00-5.25%		41,170		41,170	
Total	941,295		479,200	170,665	206,560	443,305	22,030
City of Memphis G.O. Bonds:							
Series 1998	19,290	5.5-5.7%	3,920		1,905	2,015	2,015
Special Facilities Revenue Bonds:							
Series 2003	45,000	4.5%	45,000			45,000	
Notes Payable	500	Variable	118		88	30	30
Less unamortized deferred amount on refunded bonds			(10,009)	(1,348)	(2,087)	(9,270)	
Unamortized bond premiums			9,243	6,156	1,457	13,942	
Total bonds and notes payable	1,006,085		527,472	175,473	207,923	495,022	24,075
Other liabilities:							
Compensated absences			915	820	321	1,414	224
Total other liabilities			915	820	321	1,414	224
Total long-term debt	\$ 1,006,085		\$ 528,387	\$ 176,293	\$ 208,244	\$ 496,436	\$ 24,299

The unamortized deferred amount on refunded bonds at June 30, 2011, represents \$9,264 deferred on the Airport Revenue Bonds and \$6 deferred on the City of Memphis General Obligation Bonds. Interest expense includes amortization of loss on bond refunding for 2011 and 2010 of \$2,087 and \$2,048, respectively, and amortization of \$1,457 premium, net and \$973 of premium, net, respectively.



## NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)

### 6. LONG-TERM DEBT (CONTINUED)

**Airport Revenue Bonds** – The bonds were issued for airfield and terminal building improvements and expansion of Memphis International Airport parking capacity. The bond resolution contains a rate covenant which requires collection of rentals and charges for the use of the airports so that the Authority will be financially self-sufficient and the revenues produced will be sufficient to pay principal, interest, and premium, if any, when due. The Authority may issue additional airport revenue bonds, subject to historical and future revenue tests.

In March 2011, the Authority sold \$89,855 of Airport Refunding Revenue Bonds, Series 2011A-1 and A-2 at a \$4,542 premium. The bonds have fixed interest rates ranging from 3.00 percent to 6.00 percent. Maturity dates range from July 1, 2011 through July 1, 2022. Certain net proceeds of \$93,936 together with \$5,408 from the debt service reserve account for the Airport Revenue Bonds, Series 2001A were deposited in escrow to defease \$60,085 and \$38,700 outstanding Series 1999D and 2001A revenue bonds, respectively, and certain net proceeds of \$812 were used to pay the cost of issuance of the bonds. The refunding resulted in a difference between the reacquisition price and the net carrying amount of the refunded debt of \$620 that will be charged over 11 years using the straight-line method. The refunding decreased the Authority's total debt service payments by \$28,828 and resulted in an economic gain (difference between the present value of the old debt and the new debt service payments) of \$10,260.

In June 2011, the Authority sold \$80,810 of Airport Refunding Revenue Bonds, Series 2011B, C and D at a \$2,731 premium. The bonds have fixed interest rates ranging from 4.50 percent to 5.25 percent. Maturity dates range from July 1, 2018 through July 1, 2026. Certain net proceeds of \$82,842 together with \$1,077 from the debt service account for the Airport Revenue Bonds, Series 1999D, 2001A and 2001B were deposited in escrow to defease \$17,080, \$21,490 and \$42,380 outstanding Series 1999D, 2001A and 2001B revenue bonds, respectively, and certain net proceeds of \$777 were used to pay the cost of issuance of the bonds. The refunding resulted in a difference between the reacquisition price and the net carrying amount of the refunded debt of \$728 that will be charged over 15 years using the straight-line method. The refunding decreased the Authority's total debt service payments by \$6,484 and resulted in an economic gain (difference between the present value of the old debt and the new debt service payments) of \$5,484.

In January 2010, the Authority sold \$30,290 of Airport Revenue Bonds, Series 2010A at a \$108 premium. The bonds have fixed interest rates ranging from 4.76 percent to 5.02 percent. Maturity dates range from July 1, 2030 through July 1, 2039. Certain net proceeds of \$24,040 will be used to finance a portion of the costs of construction, acquisition and equipping of Airport terminal and parking facilities; certain net proceeds of \$2,561 were used to fund capitalized interest deposit requirements; certain proceeds of \$2,838 were used to fund debt service reserve fund requirements and certain net proceeds of \$959 were used to pay the cost of issuance of the bonds.

## MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

### NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)

#### 6. LONG-TERM DEBT (CONTINUED)

In January 2010, the Authority sold \$159,340 of Airport Refunding Revenue Bonds, Series 2010B at a \$6,471 premium. The bonds have fixed interest rates ranging from 3.00 percent to 5.75 percent. Maturity dates range from July 1, 2010 through July 1, 2025. Certain net proceeds of \$168,510 together with \$4,092 transferred from the debt service account for the Airport Revenue Bonds, Series 1999D and E were deposited in escrow to defease \$160,525 and \$1,455 outstanding Series 1999D and E revenue bonds, respectively, and certain net proceeds of \$1,393 were use to pay the cost of issuance of the bonds. The refunding resulted in a difference between the reacquisition price and the net carrying amount of the refunded debt of \$4,530 that will be charged over 15 years using the straight-line method. The refunding decreased the Authority's total debt service payments by \$19,136 and resulted in an economic gain (difference between the present value of the old debt and the new debt service payments) of \$9,835.

**City of Memphis General Obligation Bonds** – The 1998 bonds were issued to refund previous general obligation debt used for acquisition of land for expansion. The bonds are direct obligations of the City who has pledged its full faith and credit and taxing power to the punctual payment of principal and interest; however, the Authority has entered into agreements with the City to pay debt service as it is due.

**Special Facilities Revenue Bonds** – Special Facilities Revenue Bonds – Series 1993 were issued to fund construction of an aircraft maintenance hangar, corporate hangar and apron area for FedEx Corporation.

The Authority issued \$45,000 in Special Facilities Bonds, Refunding Series 2003. These bonds were used to refund the Special Facilities Revenue Bonds, Series 1993. The bonds are due July 1, 2014 and bear interest at 4.5 percent payable semi-annually. Costs of issuance were paid by the lessee. No gain or loss resulted from this refunding and no effect on the Authority's cash flows resulted from the refunding as rents charged the lessee pay the debt service on the bonds. The bonds are payable solely by rentals from the facilities. Rents collected by the trustee are sufficient to pay debt service and certain administrative and trustee costs. See Note 3 regarding the Special Facilities Bonds receivable which is restricted for repayment of the principal portion of the debt.

**Notes Payable** – On June 16, 2005, the Authority entered into a note payable with an original amount of \$500 to finance the purchase of five shuttle buses for transporting parkers from the outlying public parking lots to the terminal building. The note is renewable on an annual basis and bears interest at a rate of Prime minus 1.75 percent or LIBOR plus 1.75 percent at June 30, 2011. Payments will be generated through rates charged for public parking.

**NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)****6. LONG-TERM DEBT (CONTINUED)**

**Line of Credit** – The Authority has a line of credit of \$10,000 with a bank. The amount available is reduced by the \$30 outstanding on notes payable leaving \$9,970 available at June 30, 2011.

The Authority has obtained a \$25,000 revolving line of credit with a bank. The purpose for this line of credit is to provide temporary funding for improvements to taxiways alpha and victor. At June 30, 2011, the Authority had not drawn on this line of credit. Future draw downs, if any, will be repaid with Federal grant reimbursements received by the Authority or other funds as applicable.

**Maturities of Bond Debt and Interest Payable** – Maturities, mandatory sinking fund redemptions, and interest payments of long-term debt are as follows:

<b>YEAR</b>	<b>SPECIAL FACILITIES REVENUE BONDS</b>	<b>AIRPORT REVENUE BONDS</b>	<b>CITY OF MEMPHIS GENERAL OBLIGATION BONDS</b>	<b>INTEREST PAYMENTS</b>
2012	\$	\$ 22,030	\$ 2,015	\$ 21,834
2013		26,450		23,316
2014	45,000	28,785		21,121
2015		30,330		18,717
2016		32,350		17,184
2017-2021		117,215		65,697
2022-2026		149,915		28,918
2027-2031		13,310		6,992
2032-2036		11,490		4,351
2037-2041		11,430		1,178
<b>Total</b>	<b>\$ 45,000</b>	<b>\$ 443,305</b>	<b>\$ 2,015</b>	<b>\$ 209,308</b>

The special facilities and airport revenue bonds are subject to optional redemption at a premium over no greater than a five-year period prior to maturity. Bond resolutions provide that airport revenues are to be used to satisfy debt service requirements of the airport revenue bonds, general operation and maintenance costs of the airport, and City of Memphis general obligation bonds, respectively. The special facilities and airport revenue bonds are not an obligation of any other governmental unit.

# MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

## NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)

### 7. CONDUIT DEBT

The conduit debt obligations are special limited obligations of the Authority, payable solely from and secured by pledges of rentals to be received from lease agreements the Authority has secured with FedEx Corporation and Pinnacle Airlines. The bonds do not constitute a debt or pledge of the faith and credit or net revenues of the Authority, the City, the County, or the State. The Authority has facilitated the issuance of the following series of conduit debt:

	AMOUNT OUTSTANDING AS OF JUNE 30,	
	2011	2010
Special Facilities Revenue Bonds – Refunding Series 1997. Issued in the amount of \$3,160 bearing interest at 6.125 percent, due in full on December 1, 2016. Proceeds used to refund bonds previously issued to finance the cost of the acquisition and construction of certain aircraft maintenance and repair facilities for Pinnacle Airlines, Inc. and are payable solely from and are secured by a pledge of rental payments to be received from lease agreements and an Unconditional Guaranty.	\$1,680	\$ 1,870
Special Facilities Revenue Bonds – Refunding Series 1997. Issued in the amount of \$20,105 bearing interest at 5.35 percent, due in full on September 1, 2012. Proceeds used to refund bonds previously issued to finance the cost of the acquisition and construction of certain aircraft cargo handling and sorting facilities for FedEx Corporation and are payable solely from and are secured by a pledge of rental payments to be received from lease agreements and an Unconditional Guaranty.	20,105	20,105
Special Facilities Revenue Bonds – Refunding Series 2002. Issued in the amount of \$95,770 bearing interest at 5.05 percent, due in full on September 1, 2012. Proceeds used to refund bonds previously issued to finance the cost of the acquisition and construction of certain aircraft cargo handling and sorting facilities for FedEx Corporation and are payable solely from and are secured by a pledge of rental payments to be received from lease agreements and an Unconditional Guaranty.	95,770	95,770
<b>TOTAL</b>	<b>\$ 117,555</b>	<b>\$117,745</b>

These bonds are special limited obligations of the Authority, payable as described above. The bonds do not constitute a debt or obligation of the Authority and accordingly have not been reported in the accompanying financial statements.

**NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)****8. CAPITAL CONTRIBUTIONS**

The Authority has received capital contributions by means of Federal and State grants as follows:

	2011	2010
Federal	\$ 21,988	\$ 42,519
State	20,590	10,834
Total Capital Contributions	\$ 42,578	\$ 53,353

**9. DEFINED BENEFIT RETIREMENT PLANS**

**General** – The Authority participates in the City of Memphis Retirement System (the “City Plan”). Although the Authority is a separate entity, plan benefits have not been allocated to employees of the Authority. Consequently, disclosures will follow guidelines for cost-sharing multiple employer public employee retirement systems. The City Plan is established under Chapter 25, Code of Ordinances, City of Memphis, Tennessee, and is administered by a Board of Administration under the direction of the Mayor. The City Plan is included in the City’s basic financial statements as a pension trust fund. That report may be obtained by writing to the City of Memphis, Comptroller’s Office, 125 N. Main Street, Memphis, TN 38103.

**Plan Description** – Substantially all full-time salaried employees are required to participate in one of two contributory defined benefit pension plans (the “Plans”). Plan A is for salaried employees hired before July 1, 1978, and Plan B is for salaried employees hired thereafter. Hourly employees are eligible for coverage under a supplemental retirement plan based on their wages under the Federal Insurance Contribution Act (“Social Security”). The Authority’s payroll for employees covered by the plans was \$18,575 and \$18,283 for fiscal years 2011 and 2010, respectively. Total payroll was \$18,766 and \$18,467 for the same two periods.

The Plans provide retirement benefits as well as death and disability benefits. Retirement benefits vest after ten years of service. General employees under Plan A may retire after completion of twenty-five years of service or, if earlier, after age sixty and completion of ten years of service.

Under Plan B, general employees may retire after meeting any of the following schedules:

1. After age sixty and the completion of ten years of service
2. After age sixty-five and the completion of five years of service
3. After twenty-five years of service

## **MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)**

### **9. DEFINED BENEFIT RETIREMENT PLANS (CONTINUED)**

**Funding Policy** – Plan members are required to contribute 5 percent under Plan A and 8 percent under Plan B of their annual covered salary and the Authority is required to contribute at an actuarially determined rate, which was 5 percent at June 30, 2011. The contribution requirements of Plan members and the Authority are established and may be amended by the Board of Administration. The Authority's contributions to the Plan for fiscal years 2011, 2010, and 2009 were \$819, \$829, and \$800, respectively, equal to the required contributions for each year.

### **10. DEFINED CONTRIBUTION PLAN**

On July 1, 1999, the Authority established the Memphis-Shelby County Airport Authority Supplemental Defined Contribution Plan that was designed to meet the requirements of Code Section 401(a). All participants in the Supplemental Defined Contribution Plan are also participants in the Memphis Retirement System. The purpose of the supplemental plan is to provide supplemental retirement benefits to participants in addition to the benefits provided by the City Plan. The Authority makes contributions on a discretionary basis. The amount of contributions expensed for fiscal years 2011 and 2010 was \$841 and \$830, respectively. Since the plan assets are held in trust for the benefit of the plan members, the related assets of the plan are not included in the accompanying statements of net assets. At June 30, 2011 and 2010, the fair value of the plan assets was \$11,416 and \$9,114, respectively.

### **11. DEFERRED COMPENSATION PLAN**

The Authority offers its employees a deferred compensation plan created in accordance with Internal Revenue Code Section 457. The plan, available to all Authority employees, permits the deferral of a portion of salary until future years. Participation in the plan is optional. The deferred compensation is not available to employees until termination, retirement, death, or unforeseeable emergency.

The plan has been amended to meet the enacted requirements of Internal Revenue Code Section 457. The amended plan provides that assets or income of the plan shall be used for the exclusive purpose of providing benefits for participants and their beneficiaries or defraying reasonable expenses of administration of the plan. Since the assets of the amended plan are held in custodial and annuity accounts for the exclusive benefit of plan participants, the related assets of the plan are not included in the accompanying statements of net assets. At June 30, 2011 and 2010, the fair value of the plan assets was \$6,000 and \$5,048 respectively.



## NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)

### 12. POST-EMPLOYMENT BENEFITS OTHER THAN PENSION BENEFITS

In addition to the pension benefits described in Notes 9 and 10, the Authority provides post-retirement health care benefits to all employees who retire from the Authority under the provisions of the City of Memphis Retirement System. The Board in conjunction with the City has established benefit provisions and contribution obligations. Currently, 119 employees are eligible for post-employment benefits. The plan provides 80% of the cost of certain health care and life insurance coverage to retirees. The Authority accounts for cost of these benefits as a cost-sharing employer under GASB Statement No. 45, *Accounting and Financial Reporting by Employers for Post-Employment Benefits Other Than Pensions* ("GASB No 45"), which was implemented in 2008. Expenses for post-employment health care benefits are recognized when premiums are incurred. Premiums are determined on a contract basis with the City. Expenses for fiscal years 2011, 2010, and 2009, were \$808, \$689 and \$571, respectively which was equal to the required contribution. There was no transition liability or asset as a result of implementing GASB No. 45, and the Authority has no liability for premiums due at June 30, 2011 and 2010.

The Retirement System and related other post-employment benefits disclosures are included in the City's basic financial statements as a pension trust fund. That report may be obtained by writing to the City of Memphis, Comptroller's Office, 125 N. Main Street, Memphis, TN 38103.

### 13. RELATED PARTIES AND MAJOR CUSTOMERS

The City provided fire protection and other services to the Authority at a cost of \$3,802 for fiscal years 2011 and 2010.

The Authority receives a large portion of its operating revenues from two airlines, FedEx Express and Delta Air Lines. Rentals, landing fees, and other revenues from these two airlines were approximately 60 percent and 55 percent of operating revenues for the fiscal years 2011 and 2010, respectively.

### 14. COMMITMENTS AND CONTINGENCIES

The Authority's construction projects are estimated at \$179,122, of which \$86,288 has been expended through June 30, 2011. Of the remaining \$92,834 expected to be spent, the outstanding commitments were \$74,151 at June 30, 2011, related primarily to air cargo buildings, reconstruction and extension of existing taxiways, parking garage improvements, and terminal access roads. The remaining commitments relate to projects to be funded from Airport Expansion funds included in restricted assets (Note 3) and Federal grants.

Amounts received or receivable from grantor agencies are subject to audit by the grantor agencies, principally the Federal government. Disallowed expenditures, if any, may constitute a liability of the applicable funds. The Authority is not aware of any disallowed expenditures at this time.



## **MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY NOTES TO BASIC FINANCIAL STATEMENTS (CONTINUED)**

### **14. COMMITMENTS AND CONTINGENCIES (CONTINUED)**

In December 2009 the Authority was served with a class action alleging violations of the Fair Credit Reporting Act (FCRA) and the Fair and Accurate Credit Transaction Act (FACTA) in the Authority's public parking operations. The complaint alleged statutory violations but no actual harm to any plaintiff or plaintiffs. In July 2011 the Court approved a settlement between the parties that requires the Authority to provide five dollar vouchers (with a maximum of 6 vouchers to be given to any one applicant) to qualified applicants and will provide a two dollar discount on the economy parking charge when the Authority's new Ground Transportation Center opens in 2012 until \$725 has been paid out through a combination of vouchers and discounts. The Authority accrued a \$1,000 settlement amount in fiscal year 2010 and paid \$275 in plaintiff attorney fees and \$5 to the named plaintiff in fiscal year 2011.

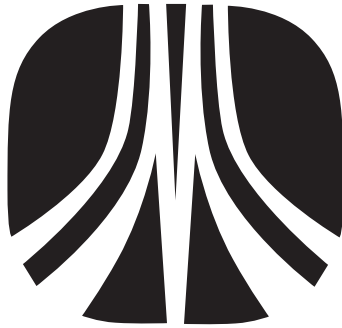
Excluding the above case, it is the opinion of management that no other matters will have a material adverse effect upon the financial position or results of operations of the Authority.

### **15. EXTRAORDINARY ITEMS**

In May 2011 the Mississippi River overflowed its banks and flooded the General DeWitt Spain general aviation airport. As a result, at June 30, 2011, the Authority recognized a \$139 extraordinary item loss that is comprised of flood mitigation and repair costs of \$1,236, General DeWitt Spain Airport asset impairments of \$54 offset by insurance proceeds received of \$725 and flood mitigation cost of \$426 that were capitalized.

### **16. SUBSEQUENT EVENTS**

In July 2011 the Authority drew down \$11,500 on its existing \$25,000 line of credit to purchase certain real property contiguous to the Airport for future Airport expansion. This note payable is renewable on an annual basis and bears a variable rate equal to the published 30 day LIBOR (0.19 percent July 12, 2011) plus 135 basis points for a 1.54 percent rate at July 12, 2011.



**MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY**  
**SUPPLEMENTAL SCHEDULE OF STATEMENT OF**  
**NET ASSETS INFORMATION BY AIRPORT**  
**JUNE 30, 2011, WITH COMPARATIVE TOTALS FOR 2010**  
**(\$ IN THOUSANDS)**

				2011	2010
	Memphis International Airport	Charles W. Baker Airport	General DeWitt Spain Airport	Total	Total
<b>ASSETS</b>					
CURRENT ASSETS					
UNRESTRICTED ASSETS					
Cash and cash equivalents	\$ 15,608	\$ 3	\$	\$ 15,611	\$ 9,933
Investments	10,271			10,271	18,025
Accounts receivable	8,234	5	747	8,986	5,943
Accrued interest receivable	201			201	155
Materials and supplies inventory	1,786	42	82	1,910	1,699
Prepaid expenses	2,128	15	11	2,154	2,641
Grants receivable		13		13	26
Total current unrestricted assets	38,228	78	840	39,146	38,422
RESTRICTED ASSETS					
Cash	4,832			4,832	9,266
Investments	131,556			131,556	167,864
Account receivable					73
Accrued interest receivable	1,298			1,298	1,224
Capital contributions receivable	7,111	28	22	7,161	9,964
Total current restricted assets	144,797	28	22	144,847	188,391
<b>TOTAL CURRENT ASSETS</b>	<b>183,025</b>	<b>106</b>	<b>862</b>	<b>183,993</b>	<b>226,813</b>
NON-CURRENT ASSETS					
UNRESTRICTED ASSETS					
Investments	5,637			5,637	4,023
RESTRICTED ASSETS					
Investments	63,950			63,950	47,946
Special facilities rent receivable	39,262			39,262	37,012
Total non-current restricted assets	103,212			103,212	84,958
CAPITAL ASSETS					
Land and improvements	159,092	479	1,201	160,772	162,150
Avigation easements	43,703			43,703	42,324
Depreciable capital assets (less accumulated depreciation of \$648,971 and \$602,095)	648,257	995	2,058	651,310	689,220
Construction in progress	78,768			78,768	30,246
Total capital assets, net	929,820	1,474	3,259	934,553	923,940
BOND ISSUE COSTS (less accumulated amortization of \$4,181 and \$5,974)	4,648			4,648	5,474
<b>TOTAL NON-CURRENT ASSETS</b>	<b>1,043,317</b>	<b>1,474</b>	<b>3,259</b>	<b>1,048,050</b>	<b>1,018,395</b>
<b>TOTAL ASSETS</b>	<b>\$ 1,226,342</b>	<b>\$ 1,580</b>	<b>\$ 4,121</b>	<b>\$ 1,232,043</b>	<b>\$ 1,245,208</b>

				2011	2010
	Memphis International Airport	Charles W. Baker Airport	General DeWitt Spain Airport	Total	Total
<b>LIABILITIES</b>					
<b>CURRENT LIABILITIES</b>					
Payable from unrestricted assets:					
Accounts payable	\$ 6,253	\$ 4	\$	\$ 6,257	\$ 4,588
Accrued expenses	2,042			2,042	1,745
Due to (from) other airports	(5,871)	1,900	3,971		
Current portion - compensated absences	220	2	2	224	191
Total payable from unrestricted assets	2,644	1,906	3,973	8,523	6,524
Payable from restricted assets:					
Construction contracts payable	6,723			6,723	8,818
Funds held for others					21
Accrued interest payable	8,998			8,998	10,031
Current maturities of long-term debt	24,075			24,075	28,848
Total payable from restricted assets	39,796			39,796	47,718
<b>TOTAL CURRENT LIABILITIES</b>	<b>42,440</b>	<b>1,906</b>	<b>3,973</b>	<b>48,319</b>	<b>54,242</b>
<b>NON-CURRENT LIABILITIES</b>					
Deferred lease revenue	73,287			73,287	74,879
Compensated absences	1,142	22	26	1,190	724
Settlement	645			645	645
Bonds and notes payable	470,947			470,947	498,624
<b>TOTAL NON-CURRENT LIABILITIES</b>	<b>546,021</b>	<b>22</b>	<b>26</b>	<b>546,069</b>	<b>574,872</b>
<b>TOTAL LIABILITIES</b>	<b>\$ 588,461</b>	<b>\$ 1,928</b>	<b>\$ 3,999</b>	<b>\$ 594,388</b>	<b>\$ 629,114</b>
<b>NET ASSETS</b>					
Invested in capital assets, net of related debt	\$ 489,578	\$ 1,474	\$ 3,259	\$ 494,311	\$ 457,560
Restricted for:					
Capital acquisition	118,649	28	22	118,699	135,975
Unrestricted	29,654	(1,850)	(3,159)	24,645	22,559
<b>TOTAL NET ASSETS (DEFICITS)</b>	<b>\$ 637,881</b>	<b>\$ (348)</b>	<b>\$ 122</b>	<b>\$ 637,655</b>	<b>\$ 616,094</b>

**MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY**  
**SUPPLEMENTAL SCHEDULE OF STATEMENT OF REVENUES, EXPENSES,**  
**AND CHANGES IN NET ASSETS INFORMATION BY AIRPORT**  
**YEAR ENDED JUNE 30, 2011, WITH COMPARATIVE TOTALS FOR 2010**  
**(\$ IN THOUSANDS)**

				2011	2010
	Memphis International Airport	Charles W. Baker Airport	General DeWitt Spain Airport	Total	Total
<b>OPERATING REVENUES</b>					
Airfield	\$ 44,348	\$ 269	\$ 513	\$ 45,130	\$ 44,329
Terminal building	30,911			30,911	29,935
Ground transportation	20,877			20,877	20,726
Other aviation areas	5,207	106	106	5,419	5,485
Non-aviation areas	9,421		2	9,423	8,807
Total operating revenues	110,764	375	621	111,760	109,282
<b>OPERATING EXPENSES</b>					
Airfield	9,574	335	508	10,417	10,033
Terminal building	14,337			14,337	13,898
Ground transportation	4,287			4,287	4,230
General administration	15,499	220	224	15,943	15,372
Police	7,304			7,304	6,934
Field shop	1,679			1,679	1,607
Other aviation areas	312	1	4	317	231
Non-aviation areas	654			654	765
Total operating expenses before depreciation and amortization	53,646	556	736	54,938	53,070
DEPRECIATION AND AMORTIZATION	56,675	190	202	57,067	55,940
OPERATING INCOME (LOSS)	443	(371)	(317)	(245)	272
<b>NON-OPERATING REVENUES (EXPENSES)</b>					
Interest and investment income	2,697			2,697	2,900
Interest expense	(25,772)			(25,772)	(28,679)
Customer facility charges	4,911			4,911	4,559
Operating grants	7	58	58	123	26
Insurance proceeds					203
(Loss) Gain on capital assets	(2,592)			(2,592)	175
Total non-operating revenues (expenses)	(20,749)	58	58	(20,633)	(20,816)
<b>LOSS BEFORE CAPITAL CONTRIBUTIONS AND EXTRAORDINARY ITEM</b>					
	(20,306)	(313)	(259)	(20,878)	(20,544)
CAPITAL CONTRIBUTIONS	42,535	28	15	42,578	53,353
EXTRAORDINARY ITEM			(139)	(139)	
CHANGE IN NET ASSETS	22,229	(285)	(383)	21,561	32,809
<b>TOTAL NET ASSETS, (DEFICITS)</b>					
BEGINNING OF YEAR	615,652	(63)	505	616,094	583,285
TOTAL NET ASSETS, (DEFICITS) END OF YEAR	\$ 637,881	\$ (348)	\$ 122	\$ 637,655	\$ 616,094

**MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY**  
**SUPPLEMENTAL SCHEDULE OF STATEMENT OF**  
**CASH FLOWS INFORMATION BY AIRPORT**  
**YEAR ENDED JUNE 30, 2011, WITH COMPARATIVE TOTALS FOR 2010**  
**(\$ IN THOUSANDS)**

				2011	2010
	Memphis International Airport	Charles W. Baker Airport	General DeWitt Spain Airport	Total	Total
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>					
Cash received from customers	\$ 104,665	\$ 376	\$ 615	\$ 105,656	\$ 107,124
Cash paid to suppliers for goods and services	(27,281)	(289)	(580)	(28,150)	(30,330)
Cash paid to employees for services	(23,749)	(149)	(149)	(24,047)	(22,671)
Net cash provided by (used in) operating activities	53,635	(62)	(114)	53,459	54,123
<b>CASH FLOWS FROM NON-CAPITAL FINANCING ACTIVITIES</b>					
Operating grants received	7	58	71	136	52
<b>CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES</b>					
Proceeds from the sale of capital assets	190			190	175
Acquisition and construction of capital assets	(71,404)	(15)	(372)	(71,791)	(55,195)
Payments to other governments and entities	(4)			(4)	(2,941)
Proceeds from bond refunding					30,398
Principal paid on long-term debt, notes payable and capital leases	(32,390)			(32,390)	(28,800)
Interest paid on long-term debt	(26,805)			(26,805)	(28,267)
Capital contributions received	45,324	20	37	45,381	60,992
Customer facility charges	4,911			4,911	4,559
Transfer between airports					
for capital and related financing activities	(1,236)		1,236		
Extraordinary Item			(864)	(864)	
Net cash provided by (used in) capital and related financing activities	(80,414)	5	(37)	(81,372)	(19,079)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>					
Purchase of investment securities	(240,647)			(240,647)	(282,171)
Proceeds from sales and maturities of investment securities, net	267,091			267,091	248,893
Interest and dividends on investments	2,577			2,577	3,226
Net cash provided by investing activities	29,021			29,021	30,052
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>					
	1,249	1	(6)	1,244	5,044
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR</b>					
	19,191	2	6	19,199	14,155
<b>CASH AND CASH EQUIVALENTS, END OF YEAR</b>	<b>\$ 20,440</b>	<b>\$ 3</b>	<b>\$</b>	<b>\$ 20,443</b>	<b>\$ 19,199</b>
<b>CASH AND CASH EQUIVALENTS, END OF YEAR CONSIST OF</b>					
Unrestricted cash and cash equivalents	\$ 15,608	\$ 3	\$	\$ 15,611	\$ 9,933
Restricted cash	4,832			4,832	9,266
<b>CASH AND CASH EQUIVALENTS, END OF YEAR</b>	<b>\$ 20,440</b>	<b>\$ 3</b>	<b>\$</b>	<b>\$ 20,443</b>	<b>\$ 19,199</b>

**MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY**  
**SUPPLEMENTAL SCHEDULE OF STATEMENT OF**  
**CASH FLOWS INFORMATION BY AIRPORT (CONTINUED)**  
YEAR ENDED JUNE 30, 2011, WITH COMPARATIVE TOTALS FOR 2010  
(\$ IN THOUSANDS)

				2011	2010
	Memphis International Airport	Charles W. Baker Airport	General DeWitt Spain Airport	Total	Total
<b>RECONCILIATION OF OPERATING INCOME TO</b>					
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>					
Operating income (loss)	\$ 443	\$ (371)	\$ (317)	\$ (245)	\$ 272
Adjustments to reconcile operating income (loss)					
to net cash provided by (used in) operating activities:					
Depreciation and amortization	56,675	190	202	57,067	55,940
Provision for uncollectible accounts receivable	6			6	15
(Increase) decrease in assets:					
Receivables	(4,569)	1	(6)	(4,574)	(637)
Materials and supplies inventory	(164)	(7)	(40)	(211)	(58)
Prepaid expenses	505	(10)	(8)	487	(458)
Increase (decrease) in liabilities:					
Accounts payable	1,680	(5)	(6)	1,669	(308)
Accrued expenses	(775)	19	16	(740)	(643)
Transfer between airports for operating activities	(166)	121	45		
Net cash provided by (used in) operating activities	\$ 53,635	\$ (62)	\$ (114)	\$ 53,459	\$ 54,123

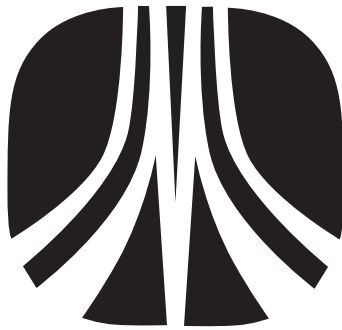


**MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY**  
**SUPPLEMENTAL SCHEDULE OF OPERATING REVENUES**  
**BY SOURCE BY AIRPORT**  
YEAR ENDED JUNE 30, 2011, WITH COMPARATIVE TOTALS FOR 2010  
(\$ IN THOUSANDS)

				2011	2010
	Memphis International Airport	Charles W. Baker Airport	General DeWitt Spain Airport	Total	Total
<b>AIRFIELD</b>					
Landing fees - signatory	\$ 31,607			\$ 31,607	\$ 30,763
Landing fees - non-signatory	5,042			5,042	5,138
Apron fees	855	\$ 3	\$ 6	864	580
Fuel flow fees - fixed base operations	203			203	193
Ground rentals - fixed base operations	511			511	503
Ground rentals - airlines	6,130			6,130	6,336
Other		266	507	773	816
Total	44,348	269	513	45,130	44,329
<b>TERMINAL BUILDING</b>					
Space rental - airlines	17,275			17,275	15,725
Concessionaires - food and beverages	2,091			2,091	2,188
Concessionaires - other	4,009			4,009	4,202
Shared tenant telephone system	358			358	381
Other commissions, fees, etc.	909			909	867
Debt service rental	6,269			6,269	6,572
Total	30,911			30,911	29,935
<b>GROUND TRANSPORTATION</b>					
Public parking	11,356			11,356	11,377
Employee parking	1,842			1,842	1,853
Rental car agencies and other	7,679			7,679	7,496
Total	20,877			20,877	20,726
<b>OTHER AVIATION AREAS</b>					
Building rentals - fixed base operations	391	3		394	428
Building rentals - airlines	300			300	300
Building rentals - others	55	81	93	229	243
Cargo building rentals - airlines	1,209			1,209	1,113
Cargo building rentals - others	299			299	283
Fuel farm - airlines	10			10	10
Fuel farm - others	3			3	3
Ground rentals - airlines	1,000			1,000	1,111
Ground rentals - others	1,940	22	13	1,975	1,994
Total	5,207	106	106	5,419	5,485
<b>NON-AVIATION AREAS</b>					
Rental - commercial sites	145			145	144
Rental - hotel	178			178	228
Special facilities and other restricted lease income	5,867			5,867	5,867
Other	3,231		2	3,233	2,568
Total	9,421		2	9,423	8,807
<b>TOTAL OPERATING REVENUES</b>	<b>\$ 110,764</b>	<b>\$ 375</b>	<b>\$ 621</b>	<b>\$ 111,760</b>	<b>\$ 109,282</b>

**MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY**  
**SUPPLEMENTAL SCHEDULE OF OPERATING EXPENSES**  
**BY SOURCE BY AIRPORT**  
YEAR ENDED JUNE 30, 2011, WITH COMPARATIVE TOTALS FOR 2010  
(\$ IN THOUSANDS)

				2011	2010
	Memphis International Airport	Charles W. Baker Airport	General DeWitt Spain Airport	Total	Total
<b>AIRFIELD</b>					
Airfield maintenance and operations	\$ 6,334	\$ 335	\$ 508	\$ 7,177	\$ 6,845
Salaries and employee benefits	3,240			3,240	3,188
Total	9,574	335	508	10,417	10,033
<b>TERMINAL BUILDING</b>					
Terminal shop maintenance and operations	8,622			8,622	8,195
Steam and refrigeration	187			187	251
Salaries and employee benefit	5,172			5,172	5,103
Shared tenant - telephone systems	262			262	279
Customer service operations	94			94	70
Total	14,337			14,337	13,898
<b>GROUND TRANSPORTATION</b>					
Public parking - operations	2,238			2,238	2,213
Employee parking - operations	1,655			1,655	1,631
Taxicab operations	394			394	386
Total	4,287			4,287	4,230
<b>GENERAL ADMINISTRATION</b>					
General - non-departmental	2,412	48	59	2,519	2,404
General - departmental	3,124	1		3,125	3,402
Telephone	121	3		124	115
Salaries and employee benefits	9,842	168	165	10,175	9,451
Total	15,499	220	224	15,943	15,372
<b>POLICE</b>					
Airport police operations	1,383			1,383	1,387
Salaries and employee benefits	5,501			5,501	5,163
Operations coordinators	420			420	384
Total	7,304			7,304	6,934
<b>FIELD SHOP</b>					
Field and paint shop maintenance and operations	1,002			1,002	947
Salaries and employee benefits	677			677	660
Total	1,679			1,679	1,607
<b>OTHER AVIATION AREAS</b>					
Cargo building complexes	20		2	22	27
Other aviation areas	292	1	2	295	204
Total	312	1	4	317	231
<b>NON-AVIATION AREAS</b>					
Total Operating Expenses Before					
Depreciation and Amortization	53,646	556	736	54,938	53,070
<b>DEPRECIATION AND AMORTIZATION</b>	56,675	190	202	57,067	55,940
<b>TOTAL OPERATING EXPENSES</b>	<b>\$ 110,321</b>	<b>\$ 746</b>	<b>\$ 938</b>	<b>\$ 112,005</b>	<b>\$ 109,010</b>



**MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY**  
**SUPPLEMENTAL SCHEDULE OF DEBT SERVICE**  
**REQUIREMENTS - CASH BASIS**  
**YEAR ENDED JUNE 30, 2011 (\$ IN THOUSANDS)**

**AIRPORT REVENUE BONDS**

Fiscal Year	Series 2002	Series 2003A	Series 2008A	Series 2010A
2012	\$ 5,719	\$ 2,304	\$ 15,525	\$ 1,515
2013	448	2,295	15,783	1,514
2014	450	2,287	15,216	1,515
2015		2,276	15,062	1,514
2016		2,263	15,198	1,515
2017				1,514
2018				1,515
2019				1,514
2020				1,515
2021				1,514
2022				1,515
2023				1,514
2024				1,515
2025				1,514
2026				1,515
2027				1,514
2028				3,181
2029				3,179
2030				3,177
2031				3,175
2032				3,169
2033				3,173
2034				3,166
2035				3,168
2036				3,165
2037				3,160
2038				3,154
2039				3,147
2040				3,148
Total	6,617	11,425	76,784	65,394
Less interest	227	1,350	9,999	35,104
Principal payments	\$6,390	\$10,075	\$66,785	\$30,290

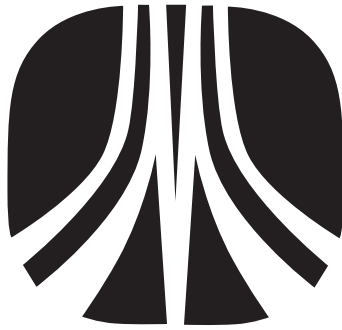
**AIRPORT REVENUE BONDS**

Series 2010B	Series 2011A-1	Series 2011A-2	Series 2011B	Series 2011C	Series 2011D	Total
\$ 9,530	\$ 2,425	\$ 2,709	\$ 447	\$ 579	\$ 1,028	\$ 41,781
13,792	4,491	5,506	851	1,102	1,959	47,741
11,606	8,424	5,484	851	1,102	1,959	48,894
10,050	10,778	5,453	851	1,102	1,959	49,045
10,268	10,931	5,447	852	1,102	1,959	49,535
13,723	12,138	5,445	852	1,102	1,959	36,733
20,632	5,173	5,422	852	1,102	1,959	36,655
20,589	5,109	3,211	852	3,734	1,959	36,968
20,561	4,468		852	6,949	1,959	36,304
20,531	4,458		852	6,939	1,959	36,253
20,496	4,484		852	6,934	4,319	38,600
20,465	2,807		2,792		9,292	36,870
20,439			5,606		9,315	36,875
20,409			5,596		9,275	36,794
13,327			5,586		9,267	29,695
					6,074	7,588
						3,181
						3,179
						3,177
						3,175
						3,169
						3,173
						3,166
						3,168
						3,165
						3,160
						3,154
						3,147
						3,148
246,418	75,686	38,677	28,544	31,747	66,201	647,493
87,318	17,861	6,647	10,944	9,707	25,031	204,188
\$159,100	\$57,825	\$32,030	\$17,600	\$22,040	\$41,170	\$443,305

**MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY**  
**SUPPLEMENTAL SCHEDULE OF DEBT SERVICE**  
**REQUIREMENTS - CASH BASIS (CONTINUED)**  
**YEAR ENDED JUNE 30, 2011 (\$ IN THOUSANDS)**

	General Obligation Bonds	Special Facilities Revenue Bonds	
Fiscal Year	Series 1998	Series 2003	Total of All Bonds
2012	\$ 2,073	\$ 2,025	\$ 45,879
2013		2,025	49,766
2014		46,012	94,906
2015			49,045
2016			49,535
2017			36,733
2018			36,655
2019			36,968
2020			36,304
2021			36,253
2022			38,600
2023			36,870
2024			36,875
2025			36,794
2026			29,695
2027			7,588
2028			3,181
2029			3,179
2030			3,177
2031			3,175
2032			3,169
2033			3,173
2034			3,166
2035			3,168
2036			3,165
2037			3,160
2038			3,154
2039			3,147
2040			3,148
Total	2,073	50,062	699,628
Less interest	58	5,062	209,308
Principal payments	\$2,015	\$45,000	\$490,320

*The schedule of debt service requirements presents principal, mandatory sinking fund redemptions, and interest when due.*

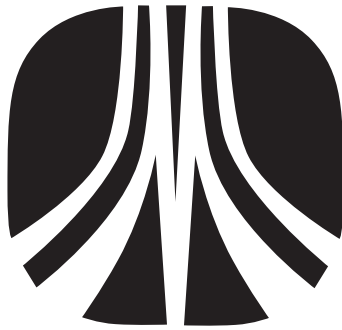




**MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY**  
**OPERATING REVENUES, EXPENSES AND CHANGES IN NET ASSETS**  
**LAST TEN YEARS (IN THOUSANDS)**

	2011	2010	2009	2008
<b>OPERATING REVENUES:</b>				
Terminal	\$ 30,911	\$ 29,935	\$ 29,123	\$ 29,929
Airfield	45,130	44,329	44,712	46,875
Ground transportation	20,877	20,726	20,970	23,740
Other aviation areas	5,419	5,485	5,409	4,473
Non-aviation areas	9,423	8,807	7,738	6,530
	111,760	109,282	107,952	111,547
Rental credit for signatory airlines				
<b>TOTAL</b>	<b>111,760</b>	<b>109,282</b>	<b>107,952</b>	<b>111,547</b>
<b>OPERATING EXPENSES:</b>				
Terminal building	14,337	13,898	14,059	14,122
Airfield	10,417	10,033	9,977	10,421
Ground transportation	4,287	4,230	4,257	4,322
General administration	15,943	15,372	13,697	14,668
Police	7,304	6,934	5,625	5,690
Field shop	1,679	1,607	1,618	1,819
Other aviation areas	317	231	204	143
Non-aviation areas	654	765	745	724
<b>TOTAL</b>	<b>54,938</b>	<b>53,070</b>	<b>50,182</b>	<b>51,909</b>
<b>DEPRECIATION AND AMORTIZATION</b>	<b>57,067</b>	<b>55,940</b>	<b>52,908</b>	<b>49,230</b>
<b>OPERATING INCOME</b>	<b>(245)</b>	<b>272</b>	<b>4,862</b>	<b>10,408</b>
<b>NON-OPERATING REVENUE (EXPENSE):</b>				
Interest and investment income	2,697	2,900	8,251	11,977
Customer facility charges	4,911	4,559	4,758	5,938
Discretionary reserve credit				
(Loss) Gain on sale of capital assets	(2,592)	175	(7,165)	69
Operating grants	123	26	1,127	867
Insurance Proceeds		203	1,902	
<b>Total Non-Operating Revenue</b>	<b>5,139</b>	<b>7,863</b>	<b>8,873</b>	<b>18,851</b>
Interest Expense	(25,772)	(28,679)	(31,313)	(32,074)
<b>TOTAL</b>	<b>(20,633)</b>	<b>(20,816)</b>	<b>(22,440)</b>	<b>(13,223)</b>
<b>LOSS BEFORE CONTRIBUTIONS AND EXTRAORDINARY ITEMS</b>	<b>(20,878)</b>	<b>(20,544)</b>	<b>(17,578)</b>	<b>(2,815)</b>
<b>CAPITAL CONTRIBUTIONS</b>	<b>42,578</b>	<b>53,353</b>	<b>44,444</b>	<b>27,547</b>
<b>EXTRAORDINARY ITEM</b>	<b>(139)</b>			
<b>CHANGE IN NET ASSETS</b>	<b>\$ 21,561</b>	<b>\$ 32,809</b>	<b>\$ 26,866</b>	<b>\$ 24,732</b>

2007	2006	2005	2004	2003	2002
\$ 28,728	\$ 29,287	\$ 29,659	\$ 26,354	\$ 27,901	\$ 24,125
46,867	48,013	48,769	45,763	46,995	40,642
23,317	21,850	18,972	17,799	17,213	17,292
4,986	4,824	4,562	4,191	4,062	3,358
8,736	7,041	6,431	6,302	7,280	6,969
112,634	111,015	108,393	100,409	103,451	92,386
			(7,209)		
112,634	111,015	108,393	93,200	103,451	92,386
12,533	12,538	12,158	11,760	11,381	11,765
10,396	8,265	7,149	6,905	6,963	5,734
4,492	4,045	4,516	4,126	4,188	4,120
13,852	15,551	11,967	11,563	11,287	10,386
4,373	4,432	4,497	4,280	4,698	4,283
1,161	1,478	1,436	1,168	1,259	1,030
174	76	62	50	97	56
4,505	410	217	537	859	900
51,486	46,795	42,002	40,389	40,732	38,274
50,464	44,264	44,463	43,474	41,119	38,245
10,684	19,956	21,928	9,337	21,600	15,867
11,138	8,149	5,830	3,391	6,519	7,823
1,323					1,018
			(4,530)		
171	163	118	239	151	1,117
12,632	8,312	5,948	(900)	6,670	9,958
(33,255)	(34,847)	(34,118)	(31,835)	(33,090)	(31,433)
(20,623)	(26,535)	(28,170)	(32,735)	(26,420)	(21,475)
(9,939)	(6,579)	(6,242)	(23,398)	(4,820)	(5,608)
49,532	26,042	24,337	42,866	7,473	26,747
\$ 39,593	\$ 19,463	\$ 18,095	\$ 19,468	\$ 2,653	\$ 21,139



# MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

## NET ASSETS FOR THE LAST TEN YEARS ENDED JUNE 30

(IN THOUSANDS)

	FY 2011	FY 2010	FY 2009	FY 2008	FY 2007	FY 2006	FY 2005	FY 2004	FY 2003	FY 2002
Invested in capital assets, net of related debt	\$494,311	\$457,560	\$438,852	\$407,677	\$383,985	\$351,896	\$333,199	\$320,251	\$309,223	\$346,266
Restricted for:										
Debt Service						102,440	100,086	97,823	96,409	51,317
Capital Acquisitions	118,699	135,975	123,059	128,607	126,566	12,814	16,115	19,278	2,779	23,124
Total Restricted	118,699	135,975	123,059	128,607	126,566	115,254	116,201	117,101	99,188	74,441
Unrestricted	24,645	22,559	21,374	20,135	21,136	24,944	23,231	17,184	26,657	11,708
Total Net Assets	\$637,655	\$616,094	\$583,285	\$556,419	\$531,687	\$492,094	\$472,631	\$454,536	\$435,068	\$432,415

# MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

## PASSENGER ENPLANEMENTS MARKET SHARE

### LAST TEN YEARS

AIRLINE	FY2011		FY2010		FY 2009		FY 2008	
	Enplanements	Share	Enplanements	Share	Enplanements	Share	Enplanements	Share
<b>DOMESTIC</b>								
Delta Connection (3)	2,174,440	45.5%	1,811,359	36.4%	134,903	2.6%	148,248	2.7%
Delta Air Lines (1)	1,618,758	33.9%	1,694,988	34.1%	156,574	3.0%	114,941	2.1%
Mesaba Airlines	254,790	5.3%	460,854	9.3%	464,190	9.0%	230,836	4.2%
US Airways Express (2)	157,924	3.3%	184,710	3.7%	185,549	3.6%	182,051	3.3%
AirTran	125,611	2.6%	118,513	2.4%	141,882	2.8%	171,915	3.1%
American Airlines	101,970	2.1%	107,778	2.2%	103,182	2.0%	119,890	2.2%
Continental Express	88,720	1.9%	89,891	1.8%	93,126	1.8%	100,285	1.8%
United Express (4)	83,593	1.8%	91,720	1.8%	89,635	1.7%	90,968	1.6%
American Eagle	56,690	1.2%	51,536	1.0%	62,396	1.2%	76,459	1.4%
US Airways	25,706	0.5%						
Other (5)	7,841	0.2%	3,356	0.1%	1,720	0.0%	71,976	1.3%
Compass Airlines	3,312	0.1%	219,873	4.4%	244,394	4.7%	52,854	1.0%
Northwest Airlines (1)(7)		0.0%		0.0%	1,767,932	34.3%	2,467,336	44.4%
Northwest Airlink		0.0%		0.0%	1,526,245	29.6%	1,542,122	27.7%
<b>TOTAL DOMESTIC</b>	<b>4,699,355</b>	<b>98.4%</b>	<b>4,834,578</b>	<b>97.2%</b>	<b>4,971,728</b>	<b>96.4%</b>	<b>5,369,881</b>	<b>96.6%</b>
<b>INTERNATIONAL</b>								
Delta Airlines	69,536	1.5%	136,030	2.7%	0.00	0.0%		0.0%
Jazz Air	7,094	0.1%		0.0%	0.00	0.0%		0.0%
Other (5)		0.0%	854	0.0%	0.00	0.0%	4	0.0%
Northwest Airlines (1)		0.0%		0.0%	186,393	3.6%	190,819	3.4%
<b>TOTAL INTERNATIONAL</b>	<b>76,630</b>	<b>1.6%</b>	<b>136,884</b>	<b>2.8%</b>	<b>186,393</b>	<b>3.6%</b>	<b>190,823</b>	<b>3.4%</b>
<b>Grand Totals</b>								
<b>TOTAL ENPLANEMENTS</b>								
<b>MSCAA</b>	<b>4,775,985</b>	<b>100.0%</b>	<b>4,971,462</b>	<b>100.0%</b>	<b>5,158,121</b>	<b>100.0%</b>	<b>5,560,704</b>	<b>100.0%</b>
<b>Percent of Total</b>								
<b>U.S. Enplanements (6)</b>	<b>N.A.</b>		<b>0.70%</b>		<b>0.68%</b>		<b>0.70%</b>	

Source: Memphis-Shelby County Airport Authority, Activity Reports and U.S. Bureau of Transportation

(1) In FY 2009 Delta Air Lines and Northwest Airlines merged effective October 29, 2008. The FAA issued a joint operating certificate on January 1, 2010. Beginning FY 2010 and going forward information is combined.

(2) For FY 2011 Air Wisconsin, Mesa Airlines, PSA Airlines and Republic Airlines operated for US Airways Express.

(3) For FY 2011 Atlantic Southeast, Chautauqua, ComAir, Mesa, Pinnacle, Shuttle America and Skywest Airlines operated for Delta Connection.

(4) For FY 2011 Atlantic Southeast, Mesa Airlines and Skywest Airlines operated for United Express.

(5) May include activity by airlines no longer serving Memphis.

(6) Source: FAA, based upon calendar year.

(7) Enplanements for FY 2002 - 2009 were restated to correct a reporting error that excluded certain Northwest Airlines' enplaned passengers from the total enplaned passenger count. The restatements for the period FY 2002 - 2009 resulted in annual enplanement increases that ranged from 61,200 to 190,819 enplanements or 1.2 percent to 3.6 percent.

FY 2007		FY 2006		FY 2005		FY 2004		FY 2003		FY 2002	
Enplanements	Share	Enplanements	Share	Enplanements	Share	Enplanements	Share	Enplanements	Share	Enplanements	Share
147,769	2.7%	88,954	1.6%	103,104	1.9%	95,239	1.8%	88,871	1.6%	55,344	1.1%
117,219	2.2%	236,424	4.3%	290,782	5.2%	274,408	5.1%	268,223	4.8%	318,528	6.2%
205,045	3.8%	449,224	8.2%	542,082	9.7%	675,547	12.6%	683,291	12.2%	396,049	7.7%
160,884	3.0%	135,979	2.5%	116,757	2.1%	120,562	2.3%	63,358	1.1%	36,899	0.7%
164,148	3.0%	152,708	2.8%	141,971	2.6%	135,852	2.5%	100,757	1.8%	100,916	2.0%
108,941	2.0%	81,847	1.5%	56,671	1.0%	50,895	1.0%	82,041	1.5%	77,990	1.5%
102,943	1.9%	96,419	1.8%	90,320	1.6%	87,249	1.6%	78,866	1.4%	85,222	1.7%
106,929	2.0%	126,241	2.3%	107,055	1.9%	101,123	1.9%	85,404	1.5%	74,343	1.4%
85,030	1.6%	114,738	2.1%	104,648	1.9%	76,257	1.4%	41,558	0.7%	49,810	1.0%
25,470	0.5%	32,912	0.6%	54,107	1.0%	58,285	1.1%	111,064	2.0%	167,401	3.3%
2,561,041	47.0%	2,545,100	46.2%	2,800,141	50.3%	2,592,772	48.5%	3,176,338	56.9%	3,005,340	58.5%
1,477,975	27.2%	1,287,585	23.4%	992,367	17.8%	917,426	17.2%	643,120	11.5%	618,598	12.1%
5,263,394	96.7%	5,348,131	97.2%	5,400,005	97.1%	5,185,615	97.1%	5,422,891	97.1%	4,986,440	97.1%
	0.0%		0.0%		0.0%		0.0%				
	0.0%										
122	0.0%	976	0.0%	3,440	0.1%	7,445	0.1%	76,840	1.4%	85,487	1.7%
179,928	3.3%	154,406	2.8%	158,323	2.8%	149,393	2.8%	86,139	1.5%	61,200	1.2%
180,050	3.3%	155,382	2.8%	161,763	2.9%	156,838	2.9%	162,979	2.9%	146,687	2.9%
5,443,444	100.0%	5,503,513	100.0%	5,561,768	100.0%	5,342,453	100.0%	5,585,870	100.0%	5,133,127	100.0%
	0.69%		0.72%		0.75%		0.75%		0.86%		0.80%

**MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY  
10 YEAR ORIGINATING AND DESTINATION (O&D) AIRLINE PASSENGERS  
LAST TEN YEARS**

<b>FISCAL YEAR</b>	<b>O&amp;D PASSENGERS</b>	<b>TOTAL ENPLANED PASSENGERS<sup>(1)</sup></b>	<b>PERCENTAGE</b>
2011	1,942	4,776	40.66%
2010	1,849	4,971	37.20%
2009	1,834	5,158	35.56%
2008	2,116	5,561	38.05%
2007	2,015	5,443	37.02%
2006	1,998	5,504	36.30%
2005	1,969	5,562	35.40%
2004	1,884	5,342	35.27%
2003	1,820	5,586	32.58%
2002	1,741	5,133	33.92%

Source: Memphis-Shelby County Airport Authority Finance Division

(1) Enplanements for FY 2002-2009 were restated to correct a reporting error that excluded certain Northwest Airlines' enplaned passengers from the total enplaned passenger count. The restatements for the period FY 2002-2009 resulted in annual enplanement increases that ranged from 61,200 to 190,819 enplanements or 1.2% to 3.6% of total annual enplanements.

# MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

## COST PER ENPLANED PASSENGER

### LAST TEN YEARS

	FY 2011	FY 2010	FY 2009	FY 2008	FY 2007	FY 2006	FY 2005	FY 2004	FY 2003	FY 2002
Baseline Average Cost per Enplaned Passenger (1)(2)	\$ 5.23	\$ 4.81	\$ 4.81	\$ 4.76	\$ 4.75	\$ 5.07				
Average Cost per Enplaned Passenger plus Special Facility Debt (2)	\$ 6.22	\$ 5.81	\$ 5.81	\$ 5.66	\$ 5.65	\$ 5.98	\$ 6.41	\$ 6.03	\$ 6.32	\$ 6.01
Average Cost per Enplaned Passenger plus Special Facility Debt and FIS Fees (2)	\$ 6.57	\$ 6.15	\$ 6.14	\$ 5.95	\$ 5.93	\$ 6.30	\$ 6.82	\$ 6.47	\$ 6.70	\$ 6.28

(1) Fiscal years 2011 - 2006 are shown without certain debt service revenues to provide a baseline for cost per enplaned passengers. Fiscal years 2005 and earlier are NOT shown with this adjustment. Future years will be shown as this baseline until 10 year data is available.

(2) Fiscal years 2009 - 2002 have been restated to reflect changes in cost allocation and enplanement data to the airlines.

(3) Enplanements for FY 2002 - 2009 were restated to correct a reporting error that excluded certain Northwest Airlines' enplaned passengers from the total enplaned passenger count. The restatements for the period FY 2002 - 2009 resulted in annual enplanement increases that ranged from 61,200 to 190,819 enplanements or 1.2 percent to 3.6 percent.



# MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

## CARGO MARKET SHARE ENPLANED

### LAST TEN YEARS (EXPRESSED IN THOUSANDS OF POUNDS)

	FY2011		FY2010		FY 2009		FY 2008	
AIRLINE	Cargo Weight	Share	Cargo Weight	Share	Cargo Weight	Share	Cargo Weight	Share
<b>DOMESTIC FREIGHT</b>								
FedEx Express	4,098,243	93.0%	4,064,769	93.7%	3,836,943	93.98%	4,062,354	93.9%
United Parcel Service	34,867	0.8%	31,504	0.8%	31,126	0.98%	33,282	0.8%
Mountain Air	8,439	0.2%	8,390	0.2%	9,766	0.2%	10,890	0.3%
Capital Cargo International Airlines	4,106	0.1%		0.0%		0.0%		0.0%
Delta Air Lines (1)	1,752	0.0%	1,761	0.0%	422	0.0%	897	0.0%
Air Transport Int'l (prev BAX Global)	1,703	0.0%	4,959	0.1%	7,715	0.2%	11,902	0.3%
Baron Aviation	1,123	0.0%	1,007	0.0%	782	0.0%	663	0.0%
Other (2)	1,042	0.0%	1,155	0.0%	859	0.0%	1,207	0.0%
DHL	98	0.0%	45	0.0%	1,763	0.0%	4,896	0.1%
Northwest (1)		0.0%		0.0%	1,993	0.0%	2,878	0.1%
ABX (prev Airborne Express)		0.0%		0.0%	1,815	0.0%	3,891	0.1%
Northwest Airlink		0.0%		0.0%	1,028	0.0%	1,047	0.0%
Total Domestic Freight	4,151,373	94.3%	4,113,590	94.8%	3,894,212	95.2%	4,133,907	95.6%
<b>INTERNATIONAL FREIGHT</b>								
FedEx Express	249,999	5.7%	216,668	5.0%	189,322	4.6%	180,675	4.2%
Other (2)	2,540	0.1%	3,141	0.1%		0.0%	491	0.0%
Northwest (1)	-	0.0%		0.0%	3,184	0.1%	4,166	0.1%
Total International Freight	252,539	5.7%	219,809	5.1%	192,506	4.7%	185,332	4.3%
<b>AIR MAIL</b>								
	558	0.0%	2,513	0.1%	3,364	0.1%	5,146	0.1%
Delta Air Lines (1)	24	0.0%	10	0.0%		0.0%		0.0%
Other (2)	8	0.0%	4	0.0%	4	0.0%		0.0%
American		0.0%		0.0%		0.0%		0.0%
Northwest (1)		0.0%		0.0%	14	0.0%	1	0.0%
Northwest Airlink		0.0%		0.0%		0.0%	2	0.0%
Total Air Mail	590	0.0%	2,527	0.1%	3,382	0.1%	5,149	0.1%
TOTAL CARGO ENPLANED	4,404,502	100.0%	4,335,926	100.0%	4,090,100	100.0%	4,324,388	100.0%

Source: Memphis-Shelby County Airport Authority, Activity Reports

(1) In FY 2009 Delta Air Lines and Northwest Airlines merged effective October 29, 2008. The FAA issued a joint operating certificate on January 1, 2010. Beginning FY 2010 and going forward information is combined.

(2) May include activity by airlines no longer servicing Memphis.

FY 2007		FY 2006		FY 2005		FY 2004		FY 2003		FY 2002	
Cargo Weight	Share	Cargo Weight	Share	Cargo Weight	Share	Cargo Weight	Share	Cargo Weight	Share	Cargo Weight	Share
4,099,458	93.9%	3,908,589	93.1%	3,818,706	93.4%	3,744,889	93.6%	3,668,062	93.8%	3,399,669	93.4%
35,693	0.98%	37,256	0.9%	34,589	0.99%	29,999	0.88%	26,075	0.7%	27,092	0.7%
9,404	0.2%	9,256	0.2%	9,804	0.2%	9,994	0.38%	11,249	0.3%	9,698	0.3%
	0.0%		0.0%		0.0%		0.0%		0.0%		0.0%
1,019	0.0%	2,003	0.0%	1,065	0.0%	955	0.0%	1,120	0.0%	936	0.0%
12,951	0.3%	13,365	0.3%	13,981	0.3%	13,858	0.48%	13,622	0.3%	13,932	0.4%
1,753	0.0%	3,879	0.1%	4,385	0.1%	4,318	0.1%	4,144	0.1%	4,396	0.1%
1,802	0.0%	7,214	0.2%	8,267	0.2%	6,932	0.2%	6,902	0.2%	8,714	0.2%
4,280	0.1%	5,125	0.1%	1,723	0.0%	1,705	0.0%	1,576	0.0%	1,501	0.0%
3,100	0.1%	3,010	0.1%	4,183	0.1%	7,133	0.2%	3,258	0.1%	3,184	0.1%
4,159	0.1%	3,275	0.1%	9,594	0.2%	9,369	0.2%	9,842	0.3%	9,133	0.3%
1,140	0.0%	948	0.0%	382	0.0%	371	0.0%	958	0.0%	361	0.0%
4,174,759	95.6%	3,993,920	95.1%	3,906,679	95.4%	3,829,523	95.8%	3,746,808	95.8%	3,478,616	95.5%
176,511	4.0%	192,375	4.6%	178,127	4.4%	163,261	4.1%	144,416	3.7%	132,395	3.6%
635	0.0%	929	0.0%	45	0.0%	69	0.0%	4,534	0.1%	5,930	0.2%
4,073	0.1%	3,038	0.1%	3,348	0.1%	507	0.0%		0.0%		0.0%
181,219	4.1%	196,342	4.7%	181,520	4.5%	163,837	4.1%	148,950	3.8%	138,325	3.8%
10,902	0.38%	6,463	0.2%	4,166	0.1%	3,927	0.1%		0.0%		0.0%
	0.0%	15	0.0%	569	0.0%	1,063	0.0%	480	0.0%	1,647	0.1%
16	0.0%	74	0.0%	356	0.0%	498	0.0%	223	0.0%	1,166	0.0%
	0.0%	54	0.0%		0.0%		0.0%		0.0%		0.0%
16	0.0%	28	0.0%	12	0.0%	1,171	0.0%	14,103	0.4%	21,604	0.6%
	0.0%		0.0%		0.0%		0.0%		0.0%		0.0%
10,934	0.3%	6,634	0.2%	5,103	0.1%	6,659	0.1%	14,806	0.4%	24,417	0.7%
4,366,912	100.0%	4,196,896	100.0%	4,093,302	100.0%	4,000,019	100.0%	3,910,564	100.0%	3,641,358	100.0%

# MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

## LANDED WEIGHTS

### LAST TEN YEARS (EXPRESSED IN THOUSANDS OF POUNDS)

	FY2011		FY2010		FY 2009		FY 2008	
AIRLINE	Landed Weight	Share	Landed Weight	Share	Landed Weight	Share	Landed Weight	Share
<b>MAJOR/NATIONAL</b>								
Delta Air Lines (1)	2,149,196	8.3%	2,286,928	9.0%	221,502	0.9%	156,997	0.6%
American Airlines	170,958	0.7%	201,177	0.8%	201,814	0.8%	202,135	0.8%
Airtran	144,040	0.5%	155,168	0.6%	180,752	0.7%	216,006	0.8%
US Airways	38,041	0.1%		0.0%		0.0%		0.0%
Continental	314	0.0%		0.0%	402	0.0%	1,178	0.0%
Other (2)		0.0%		0.0%		0.0%	131,606	0.5%
Northwest Airlines (1)		0.0%		0.0%	2,520,905	9.7%	3,471,984	13.0%
<b>TOTAL MAJOR/NATIONAL</b>	<b>2,502,549</b>	<b>9.6%</b>	<b>2,643,273</b>	<b>10.4%</b>	<b>3,125,715</b>	<b>12.1%</b>	<b>4,179,906</b>	<b>15.7%</b>
<b>REGIONAL</b>								
Delta Connection	1,529,387	5.9%	36,097	0.1%	111,405	0.4%	192,716	0.7%
Pinnacle Airlines	1,094,151	4.2%	1,900,981	7.5%	1,971,362	7.6%	1,861,435	6.9%
Mesaba	343,398	1.3%	602,973	2.4%	677,205	2.6%	338,724	1.3%
US Airways Express	173,839	0.7%	188,601	0.68%	204,376	0.8%	205,199	0.8%
Continental Express	107,315	0.4%	119,785	0.5%	128,614	0.5%	134,570	0.5%
United Express	105,827	0.4%	57,020	0.2%	123,576	0.5%	127,824	0.5%
American Eagle	72,938	0.3%	73,288	0.3%	94,952	0.4%	108,876	0.4%
SeaPort Airlines	29,783	0.1%		0.0%		0.0%		0.0%
Other (2)	22,665	0.1%	356,036	1.4%	3,924	0.0%	41,200	0.2%
Compass	4,419	0.0%	268,217	1.1%	310,386	1.2%	66,811	0.2%
<b>TOTAL REGIONAL</b>	<b>3,483,722</b>	<b>13.4%</b>	<b>3,602,998</b>	<b>14.1%</b>	<b>3,625,800</b>	<b>14.0%</b>	<b>3,077,355</b>	<b>11.5%</b>
<b>CARGO</b>								
FedEx Express	19,693,988	75.8%	18,904,542	74.3%	18,739,254	72.4%	19,111,270	71.3%
United Parcel Service	213,317	0.8%	199,060	0.8%	209,284	0.8%	190,606	0.7%
Capital Cargo International Airlines	36,392	0.1%						
Mountain Air Cargo	31,859	0.1%	32,844	0.1%	32,165	0.1%	32,618	0.1%
Kalitta Air	18,292	0.1%	12,780	0.1%	22,905	0.1%	36,360	0.1%
Air Transport Int'l (fmr BAX Global)	17,752	0.1%	42,540	0.2%	59,990	0.2%	76,557	0.3%
Other (2)	12,808	0.0%	32,577	0.1%	15,450	0.1%	19,381	0.1%
DHL	1,925	0.0%	2,636	0.0%	24,219	0.1%	42,876	0.2%
ABX (Airborne Express)	272	0.0%	0	0.0%	28,538	0.1%	25,908	0.1%
<b>TOTAL CARGO</b>	<b>20,026,605</b>	<b>77.0%</b>	<b>19,226,979</b>	<b>75.6%</b>	<b>19,131,805</b>	<b>73.9%</b>	<b>19,535,576</b>	<b>72.9%</b>
<b>TOTAL LANDED WEIGHTS</b>	<b>26,012,876</b>	<b>100.0%</b>	<b>25,473,250</b>	<b>100.0%</b>	<b>25,883,320</b>	<b>100.0%</b>	<b>26,792,837</b>	<b>100.0%</b>

(1) In FY 2009 Delta Air Lines and Northwest Airlines merged effective October 29, 2008. The FAA issued a joint operating certificate on January 1, 2010. Beginning FY 2010 and going forward information is combined.

(2) May include activity by airlines no longer serving Memphis.

Source: Finance Division

FY 2007		FY 2006		FY 2005		FY 2004		FY 2003		FY 2002	
Landed Weight	Share	Landed Weight	Share	Landed Weight	Share	Landed Weight	Share	Landed Weight	Share	Landed Weight	Share
169,367	0.6%	343,854	1.3%	386,830	1.5%	372,802	1.5%	391,600	1.5%	513,245	2.1%
193,212	0.7%	142,037	0.5%	104,428	0.4%	106,426	0.4%	145,874	0.6%	139,339	0.6%
209,664	0.8%	182,650	0.8%	182,208	0.7%	169,684	0.7%	141,128	0.6%	141,273	0.7%
	0.0%		0.0%		0.0%		0.0%		0.0%		0.0%
1,630	0.0%	9,070	0.0%	26,074	0.1%	34,760	0.1%	33,550	0.1%	31,680	0.1%
21,077	0.1%	23,108	0.1%	30,631	0.1%	423	0.0%	209,478	0.8%	306,883	1.2%
3,667,471	13.8%	3,645,688	14.0%	4,173,077	16.3%	4,027,714	16.1%	4,690,885	18.5%	4,714,431	19.4%
4,202,421	16.0%	4,346,407	16.7%	4,803,248	19.3%	4,711,809	18.8%	5,612,515	22.1%	5,846,851	24.1%
198,730	0.7%	114,966	0.4%	137,817	0.5%	168,766	0.7%	150,545	0.6%	97,901	0.4%
1,838,734	6.9%	1,696,089	6.5%	1,365,679	5.48%	1,270,551	5.1%	978,739	3.8%	958,194	3.9%
293,391	1.1%	548,226	2.1%	646,572	2.5%	823,742	3.3%	928,975	3.6%	513,413	2.1%
110,895	0.4%	110,849	0.4%	75,204	0.3%	102,874	0.4%	69,894	0.3%	48,365	0.2%
136,581	0.5%	122,303	0.5%	133,742	0.5%	120,182	0.5%	116,939	0.5%	125,566	0.5%
142,229	0.5%	178,181	0.7%	145,972	0.6%	129,908	0.5%	104,763	0.4%	96,444	0.4%
117,541	0.4%	141,608	0.5%	126,356	0.5%	112,328	0.4%	59,636	0.2%	48,957	0.2%
	0.0%		0.0%		0.0%		0.0%		0.0%		0.0%
111,543	0.4%	91,756	0.4%	126,093	0.5%	157,228	0.6%	117,285	0.5%	110,928	0.5%
	0.0%		0.0%		0.0%		0.0%		0.0%		0.0%
2,948,644	10.9%	3,003,978	11.69%	2,757,435	10.8%	2,885,579	11.5%	2,526,776	9.9%	1,999,768	8.2%
18,899,281	71.1%	18,098,283	69.7%	17,398,021	68.0%	16,896,344	67.5%	16,721,926	65.5%	15,784,102	65.0%
152,691	0.6%	153,161	0.6%	140,871	0.4%	178,982	0.7%	255,214	1.0%	257,356	1.1%
	0.0%		0.0%		0.0%		0.0%		0.0%		0.0%
27,023	0.1%	29,803	0.1%	47,887	0.2%	51,870	0.2%	57,834	0.2%	63,378	0.3%
101,880	0.4%	54,720	0.2%	39,735	0.2%	31,905	0.1%		0.0%	585	0.0%
76,568	0.3%	78,262	0.3%	84,380	0.3%	75,161	0.3%	82,776	0.3%	82,820	0.3%
27,504	0.1%	120,821	0.5%	127,911	0.5%	124,407	0.5%	147,938	0.6%	156,479	0.6%
41,358	0.2%	39,734	0.2%	13,584	0.1%	13,260	0.1%	13,104	0.1%	13,136	0.1%
26,961	0.1%	34,861	0.1%	81,589	0.3%	71,230	0.3%	73,661	0.3%	72,875	0.3%
19,353,266	72.9%	18,609,645	71.7%	17,933,978	70.0%	17,443,159	69.7%	17,352,453	68.0%	16,430,731	67.7%
26,565,331	100.0%	25,960,030	100.0%	25,594,661	100.0%	25,040,547	100.0%	25,491,744	100.0%	24,277,350	100.0%

**MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY**  
**AIRCRAFT OPERATIONS (1)**  
**LAST TEN YEARS**

<b>FISCAL YEAR</b>	<b>MAJOR/ NATIONALS</b>	<b>REGIONAL</b>	<b>CARGO</b>	<b>GENERAL AVIATION</b>	<b>MILITARY</b>	<b>TOTAL</b>
2011	37,942	139,370	125,438	25,968	1,542	330,260
2010	40,842	144,704	122,222	25,193	1,284	334,245
2009	48,580	146,026	124,564	27,897	1,413	348,480
2008	66,978	132,242	131,006	40,583	1,541	372,350
2007	68,730	129,254	135,882	42,999	1,622	378,487
2006	70,622	132,662	136,244	48,185	1,692	389,405
2005	81,854	124,394	134,486	50,523	1,454	392,711
2004	77,942	132,236	131,766	49,994	1,752	393,690
2003	94,738	119,824	133,030	55,111	1,712	404,415
2002	96,144	101,778	129,586	59,011	3,617	390,136

Source: Memphis-Shelby County Airport Authority, Activity Reports  
(1) Takeoffs and Landings

# MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

## DEBT SERVICE COVERAGE

### LAST TEN YEARS (IN THOUSANDS)

	FY 2011	FY 2010	FY 2009	FY 2008	FY 2007	FY 2006	FY 2005	FY 2004	FY 2003	FY 2002
<b>REVENUES: (as defined in bond indenture)</b>										
Terminal building	\$30,911	\$29,935	\$29,123	\$29,929	\$28,728	\$29,287	\$29,659	\$26,354	\$27,901	\$24,125
Airfield	45,130	44,329	44,712	46,875	46,867	48,013	48,769	45,763	46,995	40,642
Ground Transportation	20,877	20,726	20,970	23,740	23,317	21,850	18,972	17,799	17,213	17,292
Other aviation areas	5,419	5,485	5,409	4,473	4,986	4,824	4,562	4,191	4,062	3,358
Non-aviation areas	9,423	8,807	7,738	6,530	8,736	7,041	6,431	6,302	7,280	6,969
Less Rental Credits for Signatory Airlines								(7,209)		
Application of prior year surplus	3,065	5,209	4,849	6,107	6,171	5,148	3,653	7,266		
Coverage										
Carryforward	12,000	11,000	11,000	9,780	9,780	9,780	9,280	9,841	9,841	3,831
<b>TOTAL</b>	<b>126,825</b>	<b>125,491</b>	<b>123,801</b>	<b>127,434</b>	<b>128,585</b>	<b>125,943</b>	<b>121,326</b>	<b>110,307</b>	<b>113,292</b>	<b>96,217</b>
<b>OPERATING EXPENSES:</b>										
Terminal building	14,337	13,898	14,059	14,122	12,533	12,538	12,158	11,760	11,381	11,765
Airfield	10,417	10,033	9,977	10,421	10,396	8,265	7,149	6,905	6,963	5,734
Ground transportation	4,287	4,230	4,257	4,322	4,492	4,045	4,516	4,126	4,188	4,120
General administration	15,943	15,372	13,697	14,668	13,852	15,551	11,967	11,563	11,287	10,386
Police	7,304	6,934	5,625	5,690	4,373	4,432	4,497	4,280	4,698	4,283
Field shop	1,679	1,607	1,618	1,819	1,161	1,478	1,436	1,168	1,259	1,030
Other aviation areas	317	231	204	143	174	76	62	50	97	56
Non-aviation areas	654	765	745	724	4,505	410	217	537	859	900
<b>TOTAL</b>	<b>54,938</b>	<b>53,070</b>	<b>50,182</b>	<b>51,909</b>	<b>51,486</b>	<b>46,795</b>	<b>42,002</b>	<b>40,389</b>	<b>40,732</b>	<b>38,274</b>
<b>Net Revenues</b>										
Before Adjustment	71,887	72,421	73,619	75,525	77,099	79,148	79,324	69,918	72,560	57,943
Restricted Interest Earnings and Other (a)	2,173	2,356	3,190	5,074	5,464	4,499	3,674	4,819	3,752	5,344
Bond Reserves - 1999C										1,132
Other Revenue	123	229	3,029	936	531	530	569	525	522	740
Capital Outlay	(1,907)	(1,038)	(2,570)	(2,525)	(2,333)	(1,924)	(2,273)	(2,760)	(1,624)	(4,470)
Debt Service On 1993 Special Facilities Bonds	(5,811)	(5,811)	(5,775)	(4,525)	(4,525)	(4,525)	(4,525)	(4,396)	(5,290)	(5,290)
Notes Payable Principal and Interest	(89)	(203)	(263)	(40)	(352)	(658)	(525)	(331)	(416)	(355)
<b>Net Revenues (b)</b>	<b>\$66,376</b>	<b>\$67,954</b>	<b>\$71,230</b>	<b>\$74,445</b>	<b>\$75,884</b>	<b>\$77,070</b>	<b>\$76,244</b>	<b>\$67,775</b>	<b>\$69,504</b>	<b>\$55,044</b>
<b>DEBT SERVICE REQUIREMENT:</b>										
Airport Revenue Bonds (c)	49,227	52,567	55,236	55,322	55,361	56,747	57,067	50,178	48,192	41,142
General Obligation Bonds	2,130	2,124	2,124	2,315	3,989	3,927	3,843	3,661	3,623	3,641
<b>TOTAL DEBT SERVICE (d)</b>	<b>\$51,357</b>	<b>\$54,691</b>	<b>\$57,360</b>	<b>\$57,637</b>	<b>\$59,350</b>	<b>\$60,674</b>	<b>\$60,910</b>	<b>\$53,839</b>	<b>\$51,815</b>	<b>\$44,783</b>
Coverage ratio - general and airport revenue bonds	135%	129%	129%	135%	137%	136%	134%	135%	144%	134%
Coverage ratio - all bonds (e)	129%	124%	124%	129%	128%	127%	125%	126%	134%	123%

Source: financial statements of the Authority and revenue bond official statements.

(a) Restricted interest earnings represents earnings on current debt service fund and operating funds. Other includes operating grant income.

(b) Net revenues have been calculated in accordance with definitions in the basic revenue bond resolutions.

(c) Debt service portion payable from net revenues.

(d) Excludes amounts paid with capitalized interest.

(e) Special Facilities Revenue bonds are secured and payable from rentals equal to the debt service on the bonds. Debt service on these bonds is not payable from general revenues and, accordingly, does not enter into these coverage ratio calculations.

## MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

### RATIO OF ANNUAL BOND DEBT SERVICE TO TOTAL EXPENSES EXCLUDING DEPRECIATION AND AMORTIZATION

#### LAST TEN YEARS (IN THOUSANDS)

	FY 2011	FY 2010	FY 2009	FY 2008	FY 2007	FY 2006	FY 2005	FY 2004	FY 2003	FY 2002
Principal	\$29,020	\$29,166	\$29,355	\$27,628	\$28,213	\$28,059	\$26,937	\$21,384	\$18,392	\$16,227
Interest (1)	22,337	25,525	28,005	30,009	31,137	32,615	33,973	32,454	33,423	28,556
<b>TOTAL DEBT</b>										
<b>SERVICE</b>	\$51,357	\$54,691	\$57,360	\$57,637	\$59,350	\$60,674	\$60,910	\$53,838	\$51,815	\$44,783
Total Expenses	137,777	137,689	141,568	133,210	135,205	125,906	120,583	115,698	114,941	107,952
Less Depreciation and Amortization and Gain or Loss on Property										
Disposals	(59,659)	(55,765)	(60,073)	(49,161)	(54,167)	(44,202)	(44,463)	(43,469)	(41,104)	(38,227)
Add Principal	29,020	29,166	29,335	27,628	28,213	28,059	26,937	21,384	18,392	16,227
Add Net Capitalized Interest	1,435	617					1,627	5,117	4,002	4,624
<b>TOTAL GENERAL</b>										
<b>EXPENDITURES</b>	\$108,593	\$111,707	\$110,850	\$111,677	\$109,251	\$109,763	\$104,684	\$98,730	\$96,231	\$90,576
<b>RATIO OF DEBT</b>										
<b>SERVICE TO</b>										
<b>EXPENDITURES</b>	47.3%	49.0%	51.7%	51.6%	54.3%	55.3%	58.2%	54.5%	53.8%	49.4%

Source: Authority bond amortization scheduled and audited financial statements.

(1) Excludes capitalized interest paid from bond proceeds during construction.

(2) Includes all bond debt except the Special Facilities Bonds.

## MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

### AIRPORT REVENUE BOND DEBT PER ENPLANED PASSENGER

#### LAST TEN YEARS (IN THOUSANDS)

	FY 2011	FY 2010	FY 2009	FY 2008	FY 2007	FY 2006	FY 2005	FY 2004	FY 2003	FY 2002
Airport Revenue	\$443,305	\$479,200	\$478,345	\$504,585	\$526,765	\$552,165	\$576,615	\$600,150	\$616,500	\$634,340
Bond Debt Enplaned Passengers (1)	4,776	4,971	5,158	5,561	5,443	5,504	5,562	5,342	5,586	5,133
Airport Revenue Bond Debt per Enplaned Passenger	\$93	\$96	\$93	\$94	\$100	\$103	\$107	\$116	\$112	\$125

(1) Enplanements for FY 2002 - 2009 were restated to correct a reporting error that excluded certain Northwest Airlines' enplaned passengers from the total enplaned passenger count. The restatements for the period FY 2002 - 2009 resulted in annual enplanement increases that ranged from 61,200 to 190,819 enplanements or 1.2 percent to 3.6 percent.

## MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY USE OF BOND PROCEEDS

Descriptions of the uses of proceeds from the Authority's outstanding bond issues are summarized below.

### AIRPORT REVENUE BONDS

**Series 2011A-1 and A-2** The bonds were issued to provide funds for the purpose of refunding portions of the 1999E and 2001A (\$60,085 and \$38,700 respectively). See Series 1999E and 2001A below.

**Series 2011A, B, and C** – The bonds were issued to provide funds for the purpose of refunding portions of the 1999D, 2001A and 2001B (\$17,080, \$21,490 and \$42,380 respectively). See Series 1999D, 2001A and 2001B below.

**Series 2010A** – The bonds were issued to fund a portion of the costs of construction, acquisition and equipping of Checkpoint B Renovations and the GTC.

**Series 2010B** – The bonds were issued to provide funds for the purpose of refunding portions of the 1999D and 1999E bonds outstanding (\$160,525 and \$1,455 respectively). See Series 1999D and 1999E below.

**Series 2008A** – The bonds were issued to provide funds for the purpose of refunding all Series 1999A and 1999B bonds outstanding (\$87,751) at date of refunding (March 2008). See Series 1999A and B below.

**Series 2003A** – The bonds were issued to provide funds for the purpose of refunding a portion of the Series 1993 Bonds. The Series 1993 bonds were issued to provide funds for the purpose of refunding the outstanding principal balance of the Series 1985 Bonds; which were issued to fund airfield improvements including runway paving and lighting, airfield drainage improvements, airfield maintenance facility and fencing; terminal improvements including passenger holdrooms and baggage claim improvements for both the Authority and tenants and a hydrant fueling system; and ground transportation site preparations.

**Series 2002** – The bonds were issued to provide funds for the purpose of refunding a portion of the Series 1993B and all of Series 1994A Bonds. The proceeds of the 1993B bonds were issued to provide funds for the purpose of refunding a portion of the Series 1988 Bonds. (See Series 1988, which follows.) The proceeds of the 1994A bonds were issued to finance the construction and related costs of certain capital improvements to the passenger terminal facilities, roadways, parking lots and taxiways.

**Series 2001A and B** – The proceeds of this bond issue were used to finance the construction, reconstruction and extension of runways and taxiways, acquisition of property for noise mitigation, replacement of airport signage, property acquisition and clearing, expansion of the parking garage and employee parking lot, the acquisition and implementation of an automated vehicle identification system, roadway improvements, construction of terminal improvements, a walkway connector, baggage system improvements and other airline tenant finishes at the Airport, construction of facilities for air cargo and airline ground service



## MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY USE OF BOND PROCEEDS

equipment and other associated projects at the Airport including the replacement and upgrade of two cooling plants and the relocation of an airport maintenance shop.

**Series 1999E** - The bonds were issued to provide funds for the purpose of refunding the Series 1991 Bonds. The proceeds of the Series 1991 Bonds were used to finance the completion of certain taxiway construction projects and the installation of an improved access control system to enhance Airport security.

**Series 1999D** - The proceeds of this bond issue were used to finance the extension of Taxiway N to the south end of Runway 18R-36L, construction of an aircraft apron at the south end of Taxiway N, reconstruction of Taxiway M as a temporary runway and connecting taxiways, reconstruction of Taxiway Z and T, construction of high-speed exits from Runway 9-27, enlarge the airfield maintenance facility and to acquire property for airport development in the airfield area. Repairs in the parking garage and upper level terminal drive were projects for the ground transportation area. Terminal projects include constructing a walkway connecting Concourse B and C, constructing additional gates to accommodate regional jets, construct space for airline clubs and concessions and other tenant improvements.

Funds were also used for the following airline-related improvements: finish and equip 23 regional jet gates on Concourses A & C, upgrade the flight information display system & gate check-in facilities on Concourse B, finish and equip the new Northwest World Club, renovate and expand the apron control, upgrade passenger check-in computers, expand baggage sort system and install and equip additional ticket counters for Northwest Airlines. For other airline tenants, renovate existing ticket and baggage claim facilities in Terminal C for joint use, expand holdroom space and install some jet bridges in Concourse C.

**Series 1997A** - The bonds were issued to provide funds for the purpose of refunding a portion of the Series 1988 Bonds, which were used for ongoing expansion and modification of the airports as outlined in a master plan adopted by the Authority in 1986. This bond issue funded airfield, terminal building, and airline projects.

Airfield projects involve the following taxiway construction and improvements: acquisition of 37 acres of land for future development, including planned third parallel north-south runway; construction of a second east-west taxiway south of the passenger terminal; reconstruction of taxiways along the east and south edges of the terminal aircraft parking apron; reconstruction of the taxiway paralleling runway 9-27; construction of holding aprons and bypass taxiways for runway 18R-36L; and a taxiway extension to ease traffic to and from the FedEx apron.

In the terminal area, the following improvements have been made: installation of additional electrical supply and chiller equipment; removal and treatment of asbestos; repair of the existing two levels of the garage; and design of additional curbside roadways.

Funds were also used for the following airline-related improvements: enlargement of certain passenger

holdrooms; general improvements to passenger holdrooms; an airline club room, restrooms at the east and west concourses; construction of bridge connectors between the concourses; enlargement and remodeling of airlines operations offices and ticketing and baggage service counters; installation of various airlines equipment and fixtures and aircraft loading bridges; installation of electrical equipment and a hydrant fuel supply facility; construction of a maintenance and storage facility; and a storage and distribution warehouse for Northwest Airlines.

## **CITY OF MEMPHIS GENERAL OBLIGATION BONDS**

**Series 1998** - The bonds were issued to provide funds for the purpose of refunding the outstanding principal balance of the Series 1991B Bonds; which were issued to help finance the acquisition of land and 310 residential properties to allow future Airport development.

## **SPECIAL FACILITIES REVENUE BONDS**

**Series 2003** - The bonds were issued to provide funds for the purpose of refunding the outstanding principal balance of the Series 1993B Bonds; which were issued to construct an aircraft maintenance facilities, a corporate aviation hanger, and a ramp extension at the Airport.

**Series 2002** - The bonds were issued to provide funds for the purpose of refunding the outstanding principal balance of the Series 1992 Bonds; which were issued to refund the 1982A and 1982C Bonds, which were issued to finance facilities and equipment for the handling and sorting of packages at FedEx's central sorting facility.

**Series 1997, dated November 1** - The bonds were issued to provide funds for the purpose of refunding the outstanding principal balance of the Series 1986 Bonds; which were issued to construct a maintenance facility for Pinnacle Airlines.

**Series 1997, dated July 15** - The bonds were issued to provide funds for the purpose of refunding the outstanding principal balance of the Series 1982B Bonds; which were issued to finance facilities and equipment for the handling and sorting of packages at FedEx's central sorting facility. Primary additions were container and package handling equipment, document sorting equipment, an engine maintenance facility, an aircraft hanger, a back-up power system, a fire protection system, concrete ramp reinforcement and waterway stabilization, modification to a flight training facility, and miscellaneous related equipment.

## MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY TEN LARGEST EMPLOYERS METROPOLITAN STATISTICAL AREA(I) CURRENT YEAR AND TEN YEARS AGO

Name of Employer <sup>(2)</sup>	Number of Employees <sup>(2)</sup> 2011	Percentage of Largest Employees	Number of Employees <sup>(2)</sup> 2002	Percentage of Largest Employees
FedEx Corporation	30,000	27.08%	30,000	28.44%
Memphis City Schools	15,991	14.43%	14,402	13.65%
U.S. Government	15,500	13.99%	14,860	14.08%
Tennessee State Government	9,000	8.12%	5,247	4.97%
Methodist Healthcare	8,700	7.85%	11,000	10.43%
Memphis City Government	7,231	6.53%	6,680	6.33%
Baptist Memorial Healthcare Corp.	6,845	6.18%	5,100	4.83%
Shelby County Government	6,336	5.72%	6,700	6.35%
Wal-Mart Stores, Inc	6,000	5.42%	6,500	6.16%
Shelby County Board of Education	5,200	4.69%	5,014	4.75%
Total	110,803	100.00%	105,503	100.00%

## MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY POPULATION METROPOLITAN STATISTICAL AREA (I)

Year <sup>(3)</sup>	Shelby County	Memphis MSA	Tennessee	United States
1970	722,100	856,800	3,926,000	203,302,000
1980	777,100	938,500	4,591,100	226,546,000
1990	826,300	1,007,300	4,877,200	249,402,000
2000	897,500	1,135,600	5,689,300	281,422,000
2010 Census	927,644	1,239,292	6,346,105	309,050,816
Forecast 2015	920,766	1,346,067	6,502,017	322,365,787

(1) Metropolitan Statistical Area consists of Shelby, Tipton, and Fayette Counties, Tennessee; Crittenden County, Arkansas; and DeSoto County, Mississippi.

(2) Source: Memphis Chamber of Commerce

(3) Source: Tennessee Department of Economic and Community Development, and U.S. Department of Commerce, Bureau of the Census, Current Population Reports, 2000, 2010 Census, 2015 Estimates and Projections.

# **MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY**

## **AIRLINES SERVING MEMPHIS INTERNATIONAL AIRPORT**

**JUNE 30, 2011**

### **CARGO AIRLINES**

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ABX Air  
Air Transport International  
Baron Aviation Services  
Capital Cargo International Airlines  
DHL Worldwide Express  
Evergreen International Airlines  
FedEx Express  
Kalitia Air  
Mountain Air Cargo  
United Parcel Service, Inc.  
U.S. Check

### **PASSENGER AIRLINES**

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#### **MAJOR**

AirTran Airways  
American Airlines, Inc.  
Continental Airlines  
Delta Air Lines  
US Airways

#### **CHARTER**

Miami Air International  
Mid-South Jets

#### **REGIONAL/COMMUTER**

Air Canada Jazz  
Air Wisconsin dba US Airways Express  
American Eagle  
Atlantic Southeast Airlines dba Delta Connection  
Atlantic Southeast Airlines dba United Express  
Chautauqua Airlines dba Delta Connection  
Comair dba Delta Connection  
Compass Airlines dba Delta Connection  
Continental Express  
Mesa Airlines dba Delta Connection  
Mesa Airlines dba United Express  
Mesa Airlines dba US Airways Express  
Mesaba Airlines dba Delta Air Lines  
Pinnacle Airlines, Inc. dba Delta Connection  
PSA Airlines dba US Airways Express  
Republic Airlines dba US Airways Express  
Seaport Airlines  
Shuttle America dba Delta Connection  
Skywest Airlines dba Delta Connection  
Skywest Airlines dba United Express

# **MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY**

## **EMPLOYERS LOCATED ON AIRPORT PROPERTY**

**JUNE 30, 2011**

### **CONCESSIONAIRES AND TENANTS**

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Aircraft Services International, Inc.  
Airport Barber and Style Shop  
Airport Fast Park  
Anton Food  
Avis Rent-A-Car  
Budget Rent-A-Car  
Cockrum Clark Delivery  
Creative Host, Inc.  
Delaware North Companies  
Dollar Rent-A-Car  
Edy's Ice Cream  
Flight Support Solutions  
Gate Gourmet  
Hudson News  
Huntleigh USA Corporation  
Integrated Airline Services  
International Business Services  
Interstate Barbeque  
Lenny's  
Memphis Airport Hotel Partners  
National Car Rental  
NWA Federal Credit Union  
Parking Company of America  
Republic Parking System  
Service Master Management  
Shoeshine Shop  
Smarte Carte, Inc.  
Starbucks  
Swissport Fueling, Inc.  
The Hertz Corporation  
The Paradies Shops  
U S Security Associates, Inc.  
Zoom Systems

### **CARGO AIRLINES**

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Baron Aviation  
BAX Global dba Air Transport International  
DHL Worldwide Express  
FedEx Express  
United Parcel Service, Inc.

### **PASSENGER AIRLINES**

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AirTran Airways  
Air Canada Jazz  
Air Wisconsin dba US Airways Express  
American Airlines, Inc.  
Atlantic Southeast Airlines dba Delta Connection  
Atlantic Southeast Airlines dba United Express  
Chautauqua Airlines dba Delta Connection  
Comair dba Delta Connection  
Compass Airlines dba Delta Connection  
Continental Airlines  
Continental Express  
Delta Air Lines  
Mesa Airlines dba Delta Connection  
Mesa Airlines dba United Express  
Mesa Airlines dba US Airways Express  
Mesaba Airlines dba Delta Air Lines  
Pinnacle Airlines dba Delta Connection  
PSA Airlines dba US Airways Express  
Republic Airlines dba US Airways Express  
Seaport Airlines  
Shuttle America dba Delta Connection  
Skywest Airlines dba Delta Connection  
Skywest Airlines  
US Airways

### **OTHER EMPLOYERS**

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AMFA  
Aramark Aviation Services, LP  
City of Memphis Fire Department  
Complete Scale Service  
Federal Aviation Administration  
GAT Airline Ground Support  
Richards Aviation  
Signature Flight Support  
Tennessee Air National Guard  
Tennessee Technology Center  
Transportation Safety Administration  
United States Postal Service  
Wilson Air Center

# MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

## FULL-TIME EQUIVALENT EMPLOYEES BY COST CENTER

### LAST TEN YEARS

Cost Center <sup>(1)</sup>	FY 2011	FY 2010	FY 2009	FY 2008	FY 2007	FY 2006	FY 2005	FY 2004	FY 2003	FY 2002
Terminal areas										
Maintenance	60	81	81	81	85	56	56	57	57	57
Airfield areas										
Maintenance	74	48	48	48	43	78	84	77	80	80
Administration area	67	78	78	78	76	83	83	81	75	75
Police & Operations										
Officers	95	86	86	79	83	57	44	44	44	43
Support Staff	7	12	12	12	10	16	29	28	28	27
General Aviation										
Airports Maintenance	5	3	3	3	3	3	3	2	2	2
Total	308	308	308	301	300	293	299	289	286	284

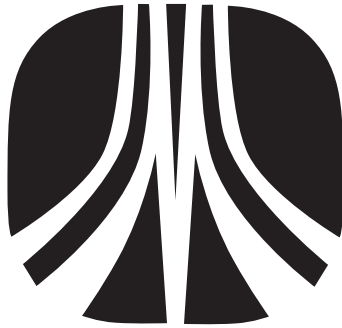
(1) 2011 employee allocation was updated to reflect change in cost centers.

# MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

## INSURANCE IN FORCE

### JUNE 30, 2011

Type of Policy	Amount of Policy	Policy Expiration Date	Name of Insurer	Risks Covered
Airport liability (Comprehensive general liability, contractual liability, personal injury liability, and hangar keeper's liability)	\$250,000,000 total liability Deductible: \$5,000 per occurrence \$100,000 aggregate	April 1, 2012	Commerce and Industry Insurance Company Chartis	Personal injury and property damage
Aircraft non-ownership property damage liability	\$250,000 total liability Deductible: \$2,500	April 1, 2012	Commerce and Industry Insurance Company	Personal injury and property damage
Employee Benefits Liability	\$1,000,000 aggregate Deductible: \$2,500	April 1, 2012	Commerce and Industry Insurance Company	Negligent act, error or omission damages
Automobile liability - bodily injury and property damage	\$1,000,000 each occurrence	April 1, 2012	Association Casualty Insurance Company	Bodily injury and property damage
Property	\$800,000,000 aggregate losses \$50,000,000 earthquake, \$50,000,000 flood \$5,000,000 Terrorism Deductibles: \$25,000 per occurrence Earthquake - \$250,000 or 5% of value Flood - \$500,000	April 1, 2012	FM Global	Building - All risks property damage including business interruption
Fidelity and Crime	\$1,000,000 Deductible: \$10,000	July 8, 2012	Hartford Fire Insurance Company	Employee theft, forgery, robbery, and computer fraud
Employment practices liability	\$10,000,000 Deductible: \$25,000	April 1, 2012	Arch Insurance Company	Wrongful termination, discrimination, sexual harassment and workplace torts
Public officials liability	\$10,000,000 Deductible: \$25,000	April 1, 2012	Arch Insurance Company	Board of Commissioners, management and professional liability
Workers compensation	Statutory coverage - State of TN	April 1, 2012	Chubb Indemnity Company	Workers' compensation for on-the-job injuries
<b>OWNER CONTROLLED INSURANCE PROGRAM - (CONSTRUCTION INSURANCE):</b>				
General Liability	\$2,000,000 per occurrence \$4,000,000 aggregate Deductible: \$250,000	February 21, 2013	Zurich Insurance	Personal injury and property damage
Excess liability insurance	\$25,000,000 per occurrence \$25,000,000 aggregate Deductible: \$250,000	February 21, 2013	Zurich Insurance	Personal injury and property damage
Workers' compensation	\$1,000,000 each occurrence Deductible: \$250,000	February 21, 2012	Zurich Insurance	Workers' compensation for on-the-job injuries





# MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

## SCHEDULE OF EXPENDITURES OF FEDERAL AND STATE AWARDS

### YEAR ENDED JUNE 30, 2011 (\$ IN THOUSANDS)

Grantor/Program Pass-Through	Federal CFDA Number	Grant and Contract Number	State Grant and Contract Number	Project Description	Percentage of Participation	Grants as Amended June 30, 2010
<b>FEDERAL AWARDS</b>						
U.S. Department of Transportation Federal Aviation Administration (FAA):						
Airport Improvement Programs	20.106	3-47-0049-69-2006		Airport Development - Upgrades for Group VI Aircraft Reconstruction and Taxiway Construction	75%	20,367
		3-47-0049-72-2007		Airport Development - Rehabilitate and Construct Taxiways Victor and Sierra, Airport Master Plan Study, Terminal and Deice Facility Construction	75%	7,277
		3-47-0049-74-2008		Airport Development - Rehabilitate Taxiway Sierra, Reconstruction of Runway 9/27, Cargo Ramp Replacement, Airport Design	75%	12,746
		3-47-0049-75-2008		Airport Development - Rehabilitate Taxiway Sierra, Reconstruction of Runway 9/27, Cargo Ramp Replacement, Airport Design	75%	5,488
		3-47-0049-78-2009		Airport Development - Reconstruction of Runway 9/27 and Associated Taxiways, Airport Signage, Taxiway Papa Construction	75%	23,842
		3-47-0049-80-2010		Airport Development - Reconstruction of Runway 9/27 and Associated Taxiways, Taxiway Papa Construction, Airport Signage	75%	21,672
		3-47-0049-81-2010		Airport Development - Reconstruction of Runway 9/27 and Associated Taxiways, Public Access Improvements, Access Control System Design	75%	-
		3-47-0049-82-2011		Airport Development - Apron Replacement Design, Reconstruction of Runway 9/27 and Associated Taxiways, CCTV Replacement	75%	-
						91,392
U. S. Department of Transportation (FAA) Through Tennessee Department of Transportation						
Airport Improvement Programs	20.106	3-47-SBGP-27	AERO-10-150-00	DeWitt Spain - Hangar Infill	90%	308
		3-47-SBGP-29	AERO-11-134-00	DeWitt Spain - Parking Lot Overlay and Expansion	90%	-
						308
<b>Total Federal Awards</b>						91,700
<b>STATE AWARDS</b>						
Tennessee Department of Transportation:						
		79-555-1009-04	Z-07-03-7702-00	MEM - Emergency Power Generators	90%	2,290
		79-555-0788-04	Z-08-20-0751-00	MEM - Regional Infrastructure Assessment	90%	41
		79-555-1020-04	Z-08-20-0752-00	Charles Baker - REIL System	90%	28
		79-555-1019-04	Z-08-20-0753-00	DeWitt Spain - REIL System	90%	33
		79-555-1025-04	Z-08-20-0781-00	MEM - Phase 2 Replace Cargo Ramp	90%	10,000
		79-555-1036-04	Aero-10-114-00	Charles Baker - Pavement Crack Sealing	90%	22
		79-555-1038-04	Aero-10-111-00	DeWitt Spain - Pavement Crack Sealing	90%	22
		79-555-1035-04	Aero-10-112-00	Charles Baker - Obstruction Clearing	90%	135
		79-555-1033-04	GG-09-28133-00	MEM - Ground Transportation Center	90%	33,165
		99-555-1199-04	Z-10-22-0182-00	Charles Baker - 2010 Maintenance	50%	13
		99-555-1199-04	Z-10-22-0196-00	DeWitt Spain - 2010 Maintenance	50%	13
		79-555-1707-04	Aero-11-140-00	Charles Baker - Pavement Crack Sealing	90%	-
		79-555-1702-04	Aero-11-136-00	DeWitt Spain - Pavement Crack Sealing	90%	-
		79-555-1309-04	Aero-11-139-00	Charles Baker - Grounds Maint. Equip.	75%	-
		79-555-1305-04	Aero-11-138-00	DeWitt Spain - Grounds Maint. Equip.	75%	-
		99-555-1206-04	Aero-M11-102	Charles Baker - 2011 Maintenance	50%	-
		99-555-1206-04	Aero-M11-116	DeWitt Spain - 2011 Maintenance	50%	-
<b>Total State Awards</b>						45,762
<b>TOTAL FEDERAL AND STATE AWARDS</b>						\$137,462

(1) Grant Expenditures include \$18,435 from prior years; \$18,431 Federal and \$4 State.

(2) Grant Receivable changed by \$241 for June 30, 2010 due to reclassification in FY 2011.

(Reduced) / Awarded	Total June 30, 2011	Grants Receivable June 30, 2010 (2)	Expenditures (1)	Cash Receipts	Grants Receivable Grantor June 30, 2011
-	20,367	2,538	-	2,538	-
-	7,277	206	-	206	-
-	12,746	327	496	816	7
-	5,488	92	1,291	1,382	1
-	23,842	806	854	1,622	38
-	21,672	2,410	7,244	9,389	265
16,742	16,742	-	9,310	8,370	940
16,711	16,711	-	2,793	2,076	717
33,453	124,845	6,379	21,988	26,399	1,968
46	354	16	3	9	10
225	225	-	9	-	9
271	579	16	12	9	19
33,724	125,424	6,395	22,000	26,408	1,987
-	2,290	-	13	-	13
-	41	-	7	7	-
10	38	20	-	20	-
12	45	28	-	28	-
-	10,000	8	-	-	8
-	22	-	22	22	-
-	22	-	22	22	-
-	135	-	14	-	14
-	33,165	3,272	20,534	18,684	5,122
-	13	13	-	13	-
-	13	13	-	13	-
23	23	-	23	23	-
22	22	-	22	22	-
60	60	-	14	-	14
29	29	-	3	-	3
13	13	-	13	-	13
13	13	-	13	13	-
182	45,944	3,354	20,700	18,868	5,187
\$33,906	\$171,368	\$9,749	\$42,700	\$45,276	\$7,174

**MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY  
NOTES TO SCHEDULE OF EXPENDITURES OF FEDERAL  
AND STATE AWARDS  
YEAR ENDED JUNE 30, 2011**

**1. BASIS OF PRESENTATION**

The accompanying schedule of expenditures of federal and state awards includes the federal and state grant activity of the Memphis-Shelby County Airport Authority and is presented on the accrual basis of accounting. The information in the schedule is presented in accordance with the requirements of OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*. Therefore, some amounts presented in this schedule may differ from amounts presented in, or used in the presentation of, the financial statements.

**2. CONTINGENCY**

The grant revenue amounts received and expensed are subject to audit and adjustment. If any expenditures are disallowed by the grantor as a result of such an audit, any claim for reimbursement to the grantor would become a liability of the Authority. In the opinion of management, all grant expenditures are in compliance with the terms of the grant agreements and applicable federal and state laws and regulations.

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

The Board of Commissioners and Management  
Memphis-Shelby County Airport Authority

We have audited the financial statements of the Memphis-Shelby County Airport Authority (the "Authority") as of and for the years ended June 30, 2011 and 2010, and have issued our report thereon dated December 7, 2011. We conducted our audit 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.

***Internal Control Over Financial Reporting***

Management is responsible for establishing and maintaining effective internal controls over financial reporting. In planning and performing our audit, we considered the Authority's internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Authority's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Authority's internal control over financial reporting.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A material weakness is a deficiency, or combination of deficiencies in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and would not necessarily identify all deficiencies in internal control that might be deficiencies, significant deficiencies or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined above.

## ***Compliance and Other Matters***

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

This report is intended solely for the information and use of the Board of Commissioners, management, federal program officials, and the State of Tennessee Comptroller of the Treasury and is not intended to be and should not be used by anyone other than these specified parties.

*Dixon Hughes Goodman LLP*

December 7, 2011

## Independent Auditors' Report on Compliance with Requirements that Could Have a Direct and Material Effect on the Major Program and On Internal Control Over Compliance in Accordance with OMB Circular A-133

The Board of Commissioners and Management  
Memphis-Shelby County Airport Authority

### ***Compliance***

We have audited the compliance of the Memphis-Shelby County Airport Authority (the "Authority"), with the types of compliance requirements described in the *U.S. Office of Management and Budget ("OMB") Circular A-133 Compliance Supplement* that could have a direct and material effect on its major federal program for the year ended June 30, 2011. The Authority's major federal program is identified in the summary of auditors' results section of the accompanying Schedule of Findings and Questioned Costs. Compliance with the requirements of laws, regulations, contracts and grants applicable to its major federal program is the responsibility of the Authority's management. Our responsibility is to express an opinion on the Authority's compliance based on our audit.

We conducted our audit of compliance 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; and OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*. Those standards and OMB Circular A-133 require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about the Authority's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion. Our audit does not provide a legal determination on the Authority's compliance with those requirements.

In our opinion, the Authority complied, in all material respects, with the requirements referred to above that could have a direct and material effect on its major federal program for the year ended June 30, 2011.

### ***Internal Control Over Compliance***

Management of the Authority is responsible for establishing and maintaining effective internal control over compliance with requirements of laws, regulations, contract and grants applicable to its federal program. In planning and performing our audit, we considered the Authority's internal control over compliance with the requirements that could have a direct and material effect on a major federal program in order to determine our auditing procedures for the purpose of expressing our opinion on compliance and to test and report on internal control over compliance in accordance with OMB Circular A-133, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of the Authority's internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. A material weakness in internal control over compliance is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be deficiencies, significant deficiencies, or material weaknesses. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses, as defined above.

This report is intended solely for the information and use of the Board of Commissioners, management, federal program officials, and the State of Tennessee Comptroller of the Treasury and is not intended to be and should not be used by anyone other than these specified parties.

*Dixon Hughes Goodman LLP*

December 7, 2011

# MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

## SCHEDULE OF FINDINGS AND QUESTIONED COSTS

### FOR THE YEAR ENDED JUNE 30, 2011

#### PART I – SUMMARY OF AUDIT RESULTS

1. The Independent Auditors' Report on the financial statements of Memphis-Shelby County Airport Authority (the "Authority"), dated December 7, 2011, expressed an unqualified opinion.
2. No significant deficiencies or material weaknesses relating to the audit of the financial statements are reported in the Report on Internal Control Over Financial Reporting and on Compliance and Other Matters Based on an Audit of Financial Statements Performed in Accordance with *Government Auditing Standards* (report dated December 7, 2011).
3. No instances of noncompliance considered material to the financial statements were disclosed by the audit.
4. No significant deficiencies or material weaknesses relating to the audit of the major federal award program are reported in the Independent Auditors' Report on Compliance with Requirements Applicable to the Major Program and Internal Control Over Compliance in Accordance with OMB Circular A-133 (report dated December 7, 2011).
5. The Independent Auditors' Report on Compliance with Requirements Applicable to the Major Program and On Internal Control Over Compliance in Accordance with OMB Circular A-133, dated December 7, 2011, expressed an unqualified opinion.
6. There were no audit findings relative to the major federal awards program that are required to be reported under Section 510(a) of OMB Circular A-133.
7. The Authority's major program was the Airport Improvement Program (CFDA 20.106).
8. A threshold of \$660,000 was used to distinguish between Type A and Type B Programs as those terms are defined in OMB Circular A-133.
9. The Authority qualified as a low-risk auditee as that term is defined in OMB Circular A-133.

#### PART II – FINDINGS – FINANCIAL STATEMENTS AUDIT

None

#### PART III – FINDINGS AND QUESTIONED COSTS – MAJOR FEDERAL AWARDS

None



