

Palm Beach County, Florida Department of Airports

Financial Report
September 30, 2012

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Independent Auditor's Report

To the Honorable Board of County Commissioners
Palm Beach County, Florida

We have audited the accompanying financial statements of the Palm Beach County, Florida Department of Airports (the "Department") as of and for the years ended September 30, 2012 and 2011, as listed in the table of contents. These financial statements are the responsibility of the Department'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 audits 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.

As discussed in Note 1, the financial statements referred to above present only the Department, an enterprise fund of Palm Beach County, Florida, and do not purport to, and do not present fairly the financial position of Palm Beach County, Florida, as of September 30, 2012 and 2011, the changes in its financial position and where applicable, cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Department as of September 30, 2012 and 2011, and its changes in financial position 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 reports dated March 8, 2013, and March 28, 2012, on our consideration of the Department's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, grant agreements and other matters. The purpose of those reports are 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. Those reports are an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audits.

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

McGladrey LLP

West Palm Beach, Florida
March 8, 2013

Palm Beach County Department of Airports

Management's Discussion and Analysis

The following Management's Discussion and Analysis ("MD&A") of the Palm Beach County Department of Airports' (the "Department") activities and financial performance provides the reader with an introduction to the financial statements of the Department for the fiscal year ended September 30, 2012. The information contained in this MD&A should be considered in conjunction with the information contained in the financial statements including the notes thereto which are essential to a full understanding of the financial statement data. In addition to the financial statements and accompanying notes, this section presents certain required supplementary information regarding debt service requirements and a schedule of Department payments to other governmental units for goods and services.

Airport Activities and Highlights

Fiscal year 2012 results showed a 3.8% decline in enplanements (departing passengers). Enplanements for the fiscal year totaled 2,816,618.

Fiscal year 2011 results showed virtually no change in enplanements (departing passengers). Enplanements for the fiscal year totaled 2,928,199.

The following table shows a summary of various activities:

	2012	2011	2010
Enplanements	2,816,618	2,928,199	2,922,373
% Increase/(Decrease)	(3.8)%	0.2%	(3.9)%
Air Carrier Operations	52,448	54,695	56,092
% Increase/(Decrease)	(4.1)%	(2.5)%	(0.0)%
Landed Weight	3,461,159	3,610,430	3,608,094
% Increase/(Decrease)	(4.1)%	0.1%	(1.0)%
Cargo Tons	21,004	19,203	18,229
% Increase/(Decrease)	9.4%	5.3%	45.0%
Parking Transactions	781,295	837,124	878,190
% Increase/(Decrease)	(6.7)%	(4.7)%	(7.5)%

Palm Beach County Department of Airports

Management's Discussion and Analysis (continued)

Financial Operations Highlights

Financial impacts are highlighted as follows:

Changes between 2012 and 2011

- Operating revenues decreased by \$900,000 (1%) to \$65.5 million. The largest contributor being airline rents which decreased by \$1.9 million (11%) over the prior year, due to decreased lease rates charged to airlines and decreases in leasehold area to airlines. Landing fee revenue decreased by \$128,000 (2%) as a result of decreased landed weight which declined 4.1% from the prior year. Car rental concession revenues and non-airline rentals both increased during fiscal year 2012 by a cumulative \$1.3 million, partially offsetting declines in airline rents and landing fees.
- Compared to the prior year, operating expenses decreased by \$1.4 million (3%) to \$40.5 million in fiscal year 2012. For historical perspective, the Department's 2012 operating expenses were 11% less than in fiscal year 2009 which translates into annual savings of \$5 million. This reduction in costs has led to decreased rates to Airlines pursuant to the terms of our lease agreement with the signatory airlines. Cost savings have been achieved over a broad range of areas including salary freezes, reduced pension costs, decreased staffing, more favorable contracts, increased energy efficiency, and cost containment over a broad range of categories.
- As a result of the factors above, 2012 operating income before depreciation increased \$500,000.

Changes between 2011 and 2010

- Operating revenues increased by \$2.9 million (5%) to \$66.4 million. Airline rents increased by \$1.5 million (9%) over the prior year, mostly due to increased lease rates charged to airlines. Landing fees increased by \$600,000 (11%) as a result of increased airline rates and increased activity by general aviation. Other revenue categories showed increases except for parking and car rental concessions which cumulatively were down by 2% due to the lack of passenger growth. Other concessions cumulatively were up by \$550,000 (10%) which offset the parking and car rental declines. Non-airline rentals were up by \$600,000 (7%) partly due to newly developed building and ground rent areas for new and existing tenants and partly due to rate increases from existing leasehold areas.
- Operating expenses decreased by \$2.1 million (5%) to \$42 million in fiscal year 2011. Cost cutting measures by the Department achieved savings in a number of areas including salaries and benefits (6% reduction) and the general and administrative category (11% reduction). During fiscal year 2011, management chose to not fill several vacancies that occurred by attrition, some of which occurred due to the County's early retirement offers. Beginning July 2011, employees began contributing to pension costs which also reduced the Department's cost to fund employee retirement. No employee raises or cost of living increases have been granted since 2008. The Department eliminated the services contract for the operation of North County and Glades Airports in favor of a more traditional fixed based operator agreement; this decision, while reducing hangar revenues, saved the Department \$600,000 in operating costs.
- 2011 Operating income after depreciation was a loss of \$1.6 million compared to a loss of \$5.7 million in 2010. Operating income before depreciation increased \$5 million, depreciation and amortization increased \$900,000. Investment income decreased due to lesser rates of return on investment.

Palm Beach County Department of Airports

Management's Discussion and Analysis (continued)

The change in net assets for fiscal year 2012 totaled \$13 million; the net asset change in fiscal year 2011 totaled \$15.8 million.

	2012	2011	2010
Operating revenues	\$ 65,477,896	\$ 66,409,509	\$ 63,514,236
Operating expenses	40,532,190	41,978,289	44,065,735
Operating income before depreciation and amortization and other nonoperating income and expenses	24,945,706	24,431,220	19,448,501
Depreciation and amortization	26,933,358	26,082,101	25,192,836
Operating income (loss)	(1,987,652)	(1,650,881)	(5,744,335)
Other nonoperating income and expenses, net including capital contributions and transfers and special items	15,331,848	17,440,654	21,951,054
Change in net assets	\$ 13,344,196	\$ 15,789,773	\$ 16,206,719

Palm Beach County Department of Airports

Management's Discussion and Analysis (continued)

Financial Position Summary

Net assets may serve over time as a useful indicator of the Department's financial position. The Department's assets exceeded liabilities by approximately \$384 million at September 30, 2012, and \$370 million at September 30, 2011. A condensed summary of the Department's net assets at September 30 is shown below:

	<u>2012</u>	<u>2011</u>	<u>2010</u>
Assets:			
Current and other assets	\$ 137,833,625	\$ 132,346,031	\$ 117,190,493
Capital assets	380,441,693	381,111,527	391,015,097
Total assets	518,275,318	513,457,558	508,205,590
Liabilities:			
Current and other liabilities	22,380,666	19,790,725	20,475,372
Long-term debt outstanding	111,609,623	122,726,000	132,579,158
Total liabilities	133,990,289	142,516,725	153,054,530
Net Assets:			
Invested in capital assets, net of debt	258,943,490	252,687,682	255,032,461
Restricted	72,769,828	70,883,727	61,204,383
Unrestricted	52,571,711	47,369,424	38,914,216
Total net assets	\$ 384,285,029	\$ 370,940,833	\$ 355,151,060

A significant portion of the Department's net assets each year (67% at September 30, 2012) represents its investment in capital assets (e.g., land, buildings, improvements and equipment), less the related indebtedness outstanding used to acquire those capital assets. The Department uses these capital assets to provide services to its passengers and visitors to the Airport; consequently these assets are not available for future spending. Although the Department's investment in its capital assets is reported net of related debt, it is noted that the resources required to repay this debt must be provided annually from operations, since it is unlikely the capital assets themselves will be liquidated to pay liabilities.

An additional portion of the Department's net assets (19% at September 30, 2012) represents restricted assets that are subject to external restrictions on how they can be used under bond resolution covenants and Passenger Facility Charge regulations. The remaining unrestricted net assets (14% at September 30, 2012) may be used to meet any of the Department's ongoing obligations.

Financial Position, 2012 versus 2011

Total assets increased by \$4.8 million in 2012 due to the significant increases in both unrestricted and restricted cash and investments. Cash and cash equivalents increased by \$5.8 million; mainly due to restricted cash and investments increasing due to an increase in the Passenger Facility Charge Fund reserves. Liabilities decreased by \$8.5 million due to repayment of long-term revenue bond principal of \$10.2 million offset by an increase in accounts and contracts payable of \$2.7 million. As a result of the foregoing, total net assets increased by \$13.3 million over the prior year.

Palm Beach County Department of Airports

Management's Discussion and Analysis (continued)

Financial Position, 2011 versus 2010

Total assets increased by \$5.2 million in 2011 due to the significant increases in both unrestricted and restricted cash and investments. Unrestricted cash and cash equivalents increased by \$8.5 million due to the Department's aggressive cost cutting, revenue optimization, and reduced construction funding. Restricted cash and investments also increased, this is due to increasing PFC reserves as well as increased debt service sinking fund requirements. Offsetting the cash and investment increase was a decline in net capital assets. Liabilities decreased by \$11 million due to repayment of long-term revenue bond principal and a reduction in current liabilities. As a result, total net assets increased by \$15.8 million over the prior year.

Airline-Airport Use and Lease Agreement

The Department and Signatory air carriers operate under a negotiated Airline-Airport Use and Lease agreement (the "Agreement") which establishes how the Signatory airlines ("Airlines") will be assessed rates and charges for the use of Palm Beach International Airport ("PBI"). Non-signatory airlines pay an additional 10% for landing fees and terminal rents. The Agreement serves as the basis for calculating landing fees, terminal rental rates, baggage and gate equipment charges, and apron fees taking into account costs associated with the operation, maintenance and debt service of the airfield and terminal. Landed weight and rentable square footage serve as the units for landing fees and terminal rents, respectively. Under the current Agreement, airfield revenues are credited towards the Airline's net requirement, i.e., residual rate setting methodology. The terminal cost center expenditure requirements are wholly payable by airline rents, i.e., compensatory rate setting methodology. A revenue sharing component of the methodology credits 50% of the prior year's profitability to the two cost centers. The Department also has the ability under the Agreement to adjust airline rates and charges at any time throughout the year if the Department determines a rate adjustment is required resulting in an increase of 10% or more. This insures the Department is in a position to meet all financial requirements of the Bond resolution regarding debt service coverage requirements.

During fiscal year 2012, the Department operated under a one year extension of all terms and conditions of the prior agreement, which expired September 30, 2011. The prior agreement term was effective October 1, 2006, through September 30, 2011. The Department is currently operating under an additional two year extension covering fiscal years 2013 and 2014 under the same terms and conditions. The Department is working towards a five year agreement to be effective October 1, 2014.

The following table shows comparative rates and airline cost per enplanement metrics on a historical basis versus the budgeted expectations for fiscal year 2013. Note that the historical rates are net of any year end settlement calculations with signatory carriers pursuant to the Airline Agreement.

	2013			
	Budget	2012	2011	2010
Landing fee (per 1,000 lbs MGLW)	\$ 1,480	\$ 1,405	\$ 1,398	\$ 1,341
Average annual terminal rate (per square foot)	66.75	62.97	65.19	60.16
Apron fee rental (annual, per linear foot)	331.06	294.10	266.45	263.69
Loading bridge annual rental per unit	62,944	68,949	68,144	61,737
Gross Revenue from Passenger Airlines (in thousands)	21,058	21,843	23,857	21,952
Enplanements (in thousands)	2,821	2,817	2,928	2,922
Airline cost per enplanement	7.47	7.76	8.15	7.51
Landed Weight excluding cargo carriers (in millions)	3,243	3,274	3,426	3,423
Signatory Airline terminal leasehold area (sq ft)	198,637	203,961	225,216	225,184

Palm Beach County Department of Airports

Management's Discussion and Analysis (continued)

Factors impacting the Airline sector and PBIA traffic

Airline travel has been negatively impacted by a poor national economy for the past few years. In response, airlines have consolidated, flight operations have diminished, and increased air fares and/or baggage prices have combined to produce softer demand. PBIA also is in a highly competitive South Florida region competing against larger airports in Miami and Fort Lauderdale for inbound tourists and local outbound customers.

Economic factors have moderated over the past few months, especially in the real estate industry. Continued moderation of employment will serve the travel industry well in the coming months. Management does not anticipate any significant changes in traffic during fiscal year 2013 and is projecting a level year in terms of passenger traffic.

At PBIA, fiscal year 2012 passenger traffic was down 4% compared to a flat fiscal year 2011. Airline seat capacity serving PBIA for fiscal year 2012 decreased by 3.8% over the prior fiscal year.

In recent years multiple airlines have merged: Delta/Northwest, Southwest/AirTran, and United/Continental. Management does not expect any significantly negative passenger traffic impacts due to these mergers. However, the Department experienced a 9% decline in terminal square footage leased to signatory carriers in fiscal year 2012. Management has budgeted an additional 2.6% decline in signatory leasehold area in 2013.

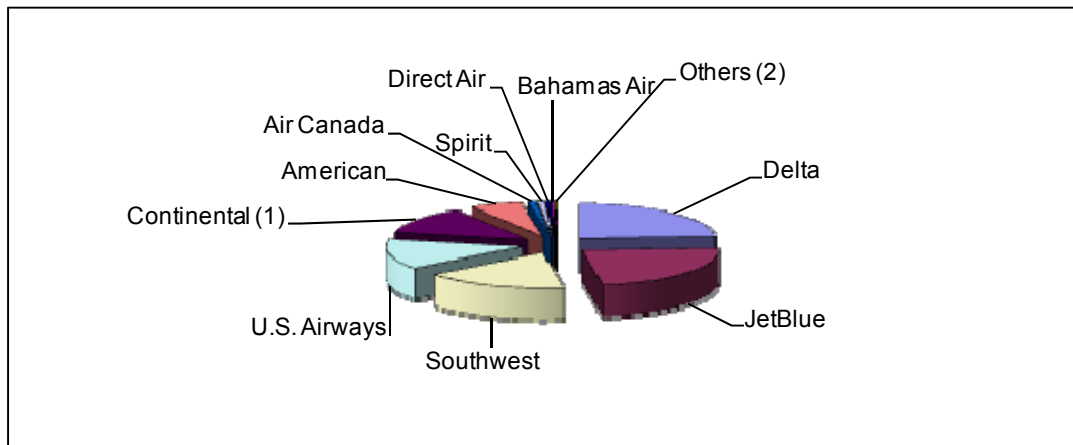
Major announcements of new Palm Beach International Airport flights include jetBlue service to Hartford, which commenced January 2012 and jetBlue to San Juan, which began May 2012. Silver Airways inaugurated intra-Florida service in January 2013, replacing Southwest Airline service which was discontinued.

Palm Beach County Department of Airports

Management’s Discussion and Analysis (continued)

Airline Market Share and Passenger Information

Total passenger traffic is presented below for fiscal year 2012 by airline, showing market share at Palm Beach International Airport and comparisons to fiscal year 2011:



	2012	Change from 2011	% Change from 2011
Delta	1,351,310	(16,128)	(1)%
Jetblue	1,314,690	32,069	3%
Southwest	948,071	(102,709)	(10)%
U.S. Airways	776,126	(33,850)	(4)%
United – Continental (1)	712,635	(79,435)	(10)%
American	345,588	2,194	1%
Air Canada	53,336	11,670	28%
Spirit	47,209	(33,548)	(42)%
Direct Air	24,012	(15,295)	(39)%
Bahamas Air	17,950	(2,401)	(12)%
Others (2)	8,962	1,003	13%
Total	5,599,889	(236,430)	(4)%

Airline Consolidation Information:

(1) Also includes Silver airways

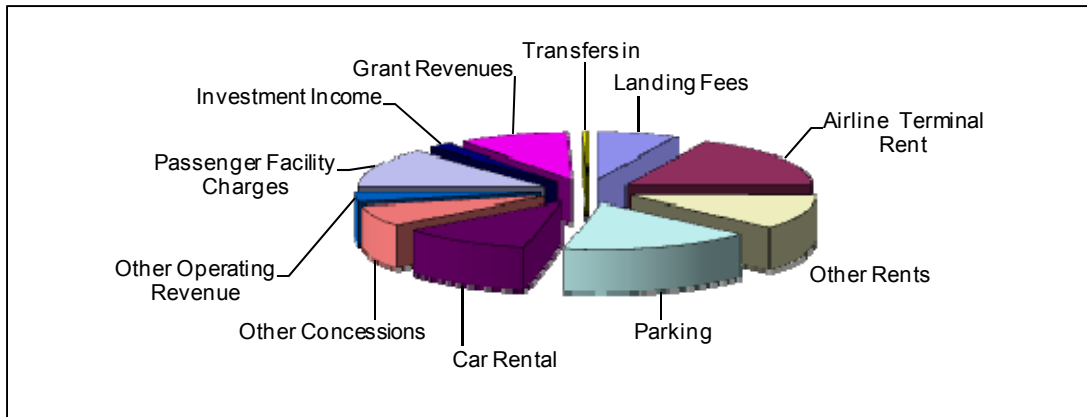
(2) Includes Gold Transportation, IBC, and Vision Air

Palm Beach County Department of Airports

Management's Discussion and Analysis (continued)

Revenues

The following chart and table summarize revenues for the year ended September 30, 2012:



	2012	Percent of Total	Increase/ (Decrease) from 2011	% Increase/ (Decrease) from 2011
Operating:				
Landing fees	\$ 6,151,792	7%	\$ (128,067)	(2)%
Airline terminal rent	15,720,609	18%	(1,890,586)	(11)%
Other rents	10,117,759	12%	848,356	9%
Parking	14,500,543	17%	(232,861)	(2)%
Car rental concessions	9,982,608	11%	465,350	5%
Other concessions	6,202,240	7%	(47,522)	(1)%
Other operating revenue	2,802,345	3%	53,717	2%
Total operating revenues	65,477,896	75%	(931,613)	(1)%
Other Sources:				
Passenger facility charges	11,514,479	13%	(621,255)	(5)%
Investment income	1,643,687	2%	(448,111)	(21)%
Contributions of assets	347,933	0%	74,740	27%
Grants and other items	8,350,918	10%	(510,607)	(6)%
Total other sources	21,857,017	25%	(1,505,233)	(6)%
Total	\$ 87,334,913	100%	\$ (2,436,846)	(3)%

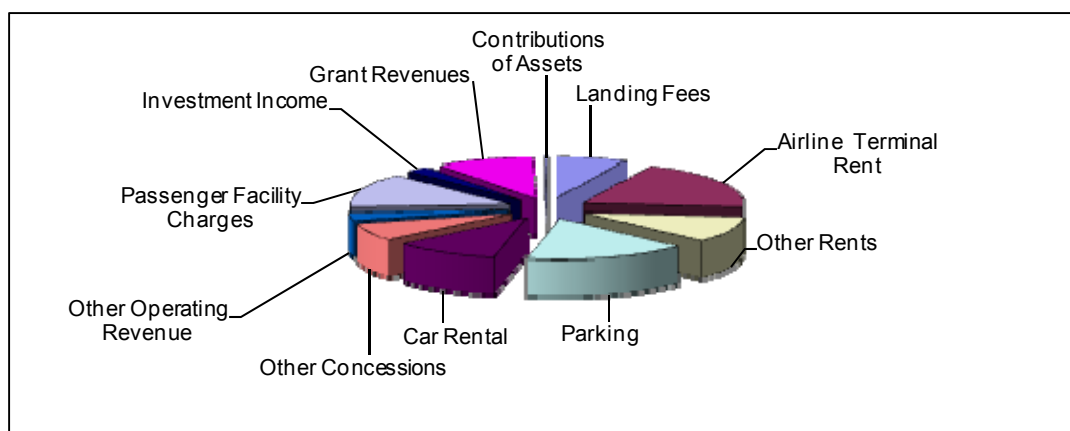
Airline terminal rent decreased 11% over the prior year due to decreased leasehold area and decreased rates driven by lower terminal costs. Other rental revenues were up 9% due to increased ground and building rents to aviation and non-aviation customers. Aviation rents in this category are primarily from the Fixed Base Operators who continue to experience growth in the general aviation market at PBIA. Car rental concession revenue was up by 5% over the prior year. Investment income declined by 21% due to continued declines in effective interest rates for deposits.

Palm Beach County Department of Airports

Management's Discussion and Analysis (continued)

Revenues (Continued)

The following chart and table summarize revenues for the year ended September 30, 2011:



	2011	Percent of Total	Increase/ (Decrease) from 2010	% Increase/ (Decrease) from 2010
Operating:				
Landing fees	\$ 6,279,859	6%	610,350	11%
Airline terminal rent	17,611,195	17%	1,488,286	9%
Other rents	9,269,403	9%	593,704	7%
Parking	14,733,404	16%	(233,082)	(2)%
Car rental concessions	9,517,258	11%	(306,236)	(3)%
Other concessions	6,249,762	6%	549,588	10%
Other operating revenue	2,748,628	3%	192,663	8%
Total operating revenues	66,409,509	68%	2,895,273	5%
Other Sources:				
Passenger facility charges	12,135,734	13%	(134,030)	(1)%
Investment income	2,091,798	3%	(345,724)	(14)%
Contributions of assets	273,193	0%	23,709	10%
Grants and other items	8,861,525	16%	(5,651,922)	(39)%
Total other sources	23,362,250	32%	(6,107,967)	(21)%
Total	\$ 89,771,759	100%	(3,212,694)	(3)%

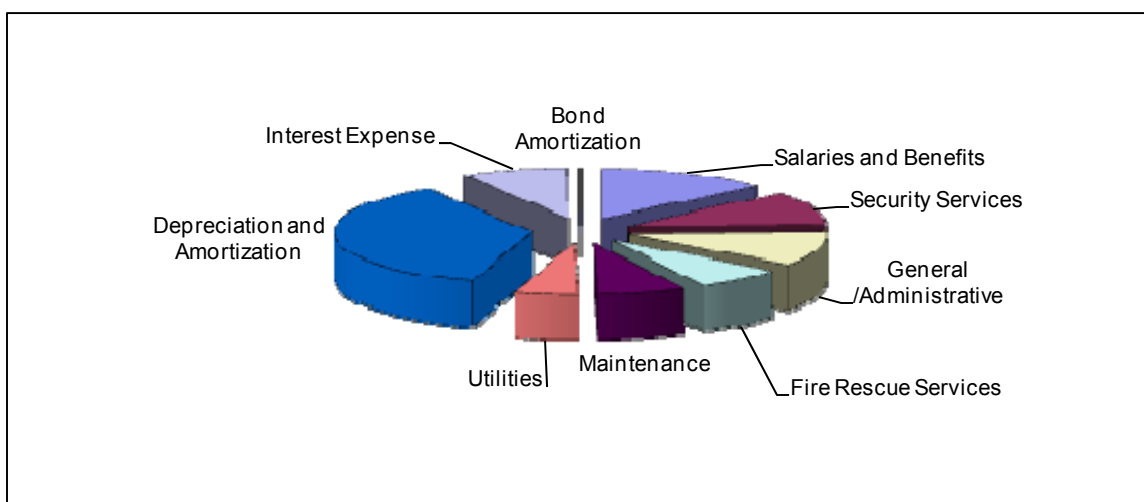
Airline terminal rent increased by \$1.5 million over the prior year due to increased lease rates charged to airlines. Car rental and parking revenues were slightly down due to soft passenger demand. Landing fees also increase due to increased rates and increased general aviation activity. Other concessions increased by 10%, this category includes terminal retail, terminal food and beverage, advertising, ground transportation, fuel flowage, and other various contracts dependant on sales volumes. Other rents increased by 7% due to new leasehold areas from new and existing tenants as well as rate increases on existing leasehold areas. Grant revenues declined due to decreased capital construction activity.

Palm Beach County Department of Airports

Management's Discussion and Analysis (continued)

Expenses

The following chart and table summarize expenses for the year ended September 30, 2012:



	2012	Percent of Total	Increase/ (Decrease) from 2011	% Increase/ (Decrease) from 2011
Operating:				
Salaries and benefits	\$ 10,331,360	14%	\$ (446,088)	(4)%
Security services	7,697,996	10%	(138,498)	(2)%
General/administrative	8,022,656	11%	1,948	0%
Fire rescue services	5,387,744	7%	(264,381)	(5)%
Maintenance	5,339,036	7%	(400,063)	(7)%
Utilities	3,753,398	5%	(199,017)	(5)%
Total operating	40,532,190	55%	(1,446,099)	(3)%
Depreciation and amortization	26,933,358	36%	851,257	3%
Nonoperating:				
Interest expense	6,434,318	9%	(590,526)	(8)%
Bond amortization	53,218	0%	(499,501)	(90)%
Transfers to Other County Funds	37,633	0%	-	0%
Total nonoperating	6,525,169	9%	(1,090,027)	(14)%
Total expenses	\$ 73,990,717	100%	\$ (1,684,869)	(2)%

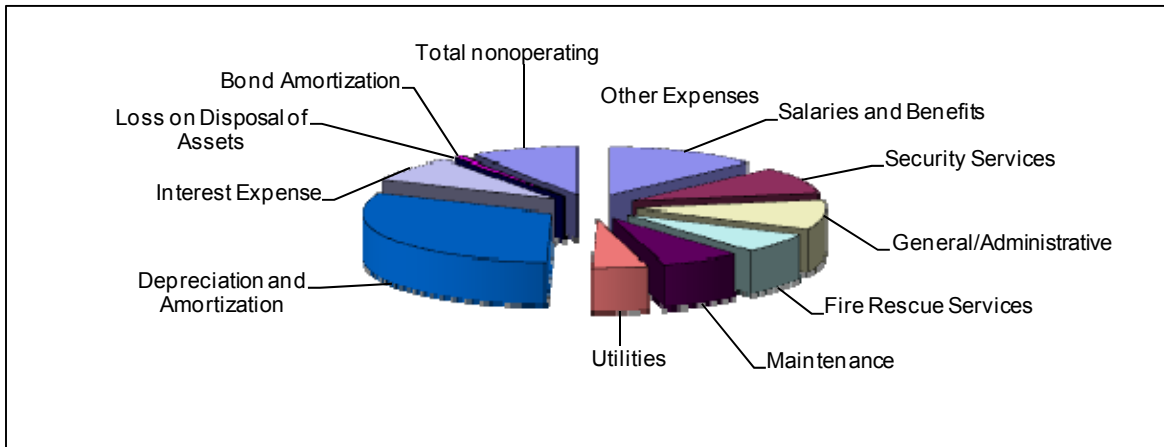
Operating expenses decreased 3% due to cost cutting measures implemented by the Department. Salaries and benefit costs decreased 4% primarily as a result of reduced pension costs over the full period compared to the partial period of the prior year. Fire Rescue costs decreased 5% due to further refinement of the services agreement and reduced pension costs of Fire Rescue personnel. Maintenance costs declined 7% due to further cost control in a wide variety of expenditure categories.

Palm Beach County Department of Airports

Management's Discussion and Analysis (continued)

Expenses (Continued)

The following chart and table summarize expenses for the year ended September 30, 2011:



	2011	Percent of Total	Increase/ (Decrease) from 2010	% Increase/ (Decrease) from 2010
Operating:				
Salaries and benefits	\$ 10,777,448	15%	\$ (682,210)	(6)%
Security services	7,836,494	10%	(191,869)	(2)%
General/administrative	8,020,708	11%	(1,035,482)	(11)%
Fire rescue services	5,652,125	7%	151,907	3%
Maintenance	5,739,099	8%	(156,391)	(3)%
Utilities	3,952,415	5%	(173,401)	(4)%
Total operating	41,978,289	56%	(2,087,446)	(5)%
Depreciation and amortization	26,082,101	34%	889,265	4%
Nonoperating:				
Interest expense	7,024,844	9%	(338,936)	(5)%
Bond amortization	552,719	1%	437,506	(11)%
Transfers to Other County Funds	37,633	0%	(2,537)	(96)%
Other expenses	-	0%	-	(100)%
Total nonoperating	7,615,196	10%	96,033	(23)%
Total expenses	\$ 75,675,586	100%	\$ (1,102,148)	(1)%

Operating expenses decreased 5% due to cost cutting measures implemented by the Department. Decreased costs for salaries and benefits were the result of not filling vacancies and reduced pension costs. General/administrative costs decreased due to reduced contractual services including elimination of the services contract for the operation of North County and Glades Airports in favor of a more traditional fixed based operator agreement.

Palm Beach County Department of Airports

Management's Discussion and Analysis (continued)

Summary of Cash Flow Activities

The following shows a summary of the major sources and uses of cash and cash equivalents for the past three fiscal years. Cash equivalents include cash on hand, bank deposits and highly-liquid investments with an original maturity of three months or less:

	2012	2011	2010
Cash flow from operating activities	\$ 23,450,477	\$ 25,864,656	\$ 18,596,439
Cash flow from investing activities	1,770,868	2,216,133	2,555,234
Cash flow from noncapital financing	671,060	(37,633)	209,314
Cash flow from capital and related financing activities	(23,091,836)	(8,995,229)	(18,689,584)
Net (decrease) increase in cash and cash equivalents	2,800,569	19,047,927	2,671,403
Cash and cash equivalents:			
Beginning of year	123,326,746	104,278,819	101,607,416
End of year	\$ 126,127,315	\$ 123,326,746	\$ 104,278,819

Capital Acquisitions and Construction Activities

During 2012, the Department expended \$26.5 million on capital activities. Completed projects during 2012 totaling \$17.1 million were transferred from construction-in-progress to their respective capital accounts. The major projects completed fiscal year 2012 involved airfield, parking garage and terminal improvements, as follows:

Taxiway L	\$8.1 million
Taxiway C4	2.1 million
Parking Garage Rehab Phase I	1.8 million
Terminal Flooring Phase I	1.7 million

During 2011, the Department expended \$14.6 million on capital activities. Completed projects during 2011 totaling \$19.8 million were transferred from construction-in-progress to their respective capital accounts. The major projects completed fiscal year 2011 involved runway and taxiway improvements, including the following:

Taxiway F	\$6.5 million
Taxiway Pavement Rehabilitation	4.8 million
EMAS Safety System Runway 14/32	3.6 million
North County Airport Hangars	2.7 million

See Note 3, Capital Assets, in the notes to the financial statements for additional information. In general, acquisitions are funded using a variety of financing sources, including Federal Grants, State Grants, Airport revenues, Passenger Facility Charges, and Revenue Bonds.

Palm Beach County Department of Airports

Management's Discussion and Analysis (continued)

Long-Term Debt

The Department had outstanding long-term debt of \$110.5 million and \$121.6 million as of September 30, 2012 and 2011. Both amounts are net of any current maturities, unamortized premiums or unamortized discounts. The following table reflects the debt activities for Revenue Refunding Bonds that occurred during Fiscal Year 2012:

	Balance at October 1, 2011	Additions	Reductions	Balance at September 30, 2012	Due Within One Year
Revenue Bonds:					
Series 2006A	\$ 69,080,000	\$ -	\$ -	\$ 69,080,000	\$ -
Series 2006B	16,855,000	-	-	16,855,000	-
Series 2002	45,410,000	-	10,270,000	35,140,000	10,995,000
	<u>\$ 131,345,000</u>	<u>\$ -</u>	<u>\$ 10,270,000</u>	<u>121,075,000</u>	<u>\$ 10,995,000</u>
Less current maturities				<u>10,995,000</u>	
Long-term portion				<u>110,080,000</u>	
Add unamortized premium				588,689	
Less unamortized loss on refunding				<u>(165,485)</u>	
Total				<u>\$ 110,503,204</u>	

The following table reflects the debt activities that occurred during Fiscal Year 2011:

	Balance at October 1, 2010	Additions	Reductions	Balance at September 30, 2011	Due Within One Year
Revenue Bonds:					
Series 2006A	\$ 69,080,000	\$ -	\$ -	\$ 69,080,000	\$ -
Series 2006B	16,855,000	-	-	16,855,000	-
Series 2002	45,410,000	-	-	45,410,000	10,270,000
Series 2001	7,975,000	-	7,975,000	-	-
	<u>\$ 139,320,000</u>	<u>\$ -</u>	<u>\$ 7,975,000</u>	<u>131,345,000</u>	<u>\$ 10,270,000</u>
Less current maturities				<u>10,270,000</u>	
Long-term portion				<u>121,075,000</u>	
Add unamortized premium				814,483	
Less unamortized loss on refunding				<u>(324,173)</u>	
Total				<u>\$ 121,565,310</u>	

The County has not issued any new revenue bonds during fiscal years 2012 and 2011 and has no plans in the short or medium time frame for any new issues. The changes in debt in 2012 and 2011 represent payment of the required annual principal amounts per the maturity schedules. See Note 6, Revenue Bonds and Loan Payable in the notes to the financial statements for additional information.

Palm Beach County Department of Airports

Management's Discussion and Analysis (continued)

Credit Ratings and Bond Insurance

On an underlying basis (i.e., uninsured) the Department's credit ratings currently stand at: Standard and Poor's A, Fitch A and Moody's Investors Service A2. On an insured basis the rating are as follows: Moody's, S & P, Fitch; Aaa, AAA and AAA, respectively. These ratings are unchanged from the previous year.

Passenger Facility Charges

The Department, as of September 30, 2012, has collected \$182,125,819 in Passenger Facility Charges ("PFC") Revenues, including interest on PFC cash balances, since the inception of the program in April 1, 1994. The Department has capital expenditures from PFC sources totaling \$138,848,203 over the same time period. As of September 30, 2012, the Department was authorized to collect \$189.4 million in PFC revenues. The Department's PFC level was authorized at \$4.50.

Economic Factors and Next Year's Budgets and Rates

- Palm Beach County has seen significant growth in population and housing during the period of 2000 through 2006. 2007 through 2010 were down periods for real estate and construction due to the poor national economy and local real estate issues of valuation and foreclosures. During fiscal year 2011, the Palm Beach County real estate market began to show signs of stabilization; in 2012 the real estate market showed increased sales and value increases. According to Florida Realtor reports, the November 2012 residential real estate sales in Palm Beach County were up over 15% in sales volume and up 19% in median sales price of single family homes. However, these levels will not return the County to the peak market years of 2005 – 2006.
- Palm Beach County Tourism statistics have shown rebounds during fiscal year 2012 and 2011. In 2013, the County expects modest increases in occupancy (1.7%), average daily room rates (3.4%), and revenue per available room (5.2%). However, the County does not expect tourism to return to the pre-recession levels until the 2014 to 2015 time period. (Source: Palm Beach County Convention and Visitors Bureau 2012 – 2013 Marketing and Sales Plan).

The Department of Airport's 2013 operating expense budget totals \$44.1 million, not including interfund transfers and reserves, which represents a decrease of 1% over the prior year budget; additionally the Department expects actual expenditures will be significantly less than the budgeted amount with expected expenditures to be within the range of \$40.5 million to \$41.5 million. The Department continues its cost containment practices to insure the prior year's cost cutting measures continue to improve airline rates. Operating revenues are budgeted at \$66.3 million for fiscal year 2013. While the Department expects airline revenues to be soft and possibly not be realized as budgeted, other revenue sources are being developed which will likely offset that softness. Unexpected revenue sources could include Fixed Based Operator fuel flowage fees, additional ground leases, and improved non-aviation rents that were not included in the 2013 budget.

Capital project plans remain conservative with no expansion of facilities. The Department plans to begin a large baggage system improvement that will be conducted in multiple phases over the next two to four years which will provide customer enhancements and in-line operations for baggage screening. This project will cost an estimated \$29 million and will be funded with PFC collections and Homeland Security grants.

The Fiscal 2013 terminal rates average \$66.75 per square foot; landing fees are \$1.48 per 1,000 lbs. of landed weight. Fiscal 2012 terminal rates averaged \$62.97 per square foot; landing fees were \$1.405 per 1,000 lbs. of landed weight. Airline cost per enplanement for fiscal year 2013 is expected to decrease to approximately \$7.47 compared to \$7.76 for fiscal year 2012.

Palm Beach County Department of Airports

Management's Discussion and Analysis (continued)

Request for Information

This financial report is designed to provide a general overview of the Department's finances. Questions concerning the information provided in this report can be addressed to Mike Simmons, Deputy Director of Airports, Finance and Administration, Palm Beach County, Department of Airports, Palm Beach International Airport, Building 846, West Palm Beach, Florida 33406 or email at msimmons@pbia.org. Additional business information and statistics for the Airport can be viewed and downloaded at the Department's website: www.pbia.org.

Palm Beach County Department of Airports

**Statements of Net Assets
September 30, 2012 and 2011**

Assets	2012	2011
Current Assets:		
Pooled cash and cash equivalents	\$ 48,707,881	\$ 46,662,131
Nonpooled cash and cash equivalents	1,100	1,100
Restricted pooled cash and cash equivalents	186,145	192,379
Restricted cash with fiscal agent	14,216,885	13,782,422
Accounts receivable, less allowance for doubtful accounts of \$458,995 and \$458,995 in 2012 and 2011, respectively	2,479,007	494,009
Government grants receivable	3,174,478	2,724,371
Due from other funds	347,605	3,266
Current portion of other receivable	134,600	127,182
Inventories	1,244,288	1,182,020
Other current assets	1,046,708	1,062,951
Total current assets	71,538,697	66,231,831
Noncurrent Assets:		
Restricted assets:		
Pooled cash and cash equivalents	14,887,033	15,018,667
Nonpooled cash and cash equivalents	48,128,271	44,247,069
Cash with fiscal agent	-	3,422,978
Accounts receivable	1,739,966	1,630,905
Total noncurrent restricted assets	64,755,270	64,319,619
Capital assets:		
Land	100,016,274	99,145,316
Construction in progress	24,238,160	15,346,497
Depreciable capital assets, net of accumulated depreciation	256,187,259	266,619,714
Total capital assets	380,441,693	381,111,527
Other noncurrent assets:		
Deferred bond issuance costs	1,322,896	1,443,220
Other receivable, net of current portion and discount of \$30,878 and \$56,590 in 2012 and 2011, respectively	216,762	351,361
Total other noncurrent assets	1,539,658	1,794,581
Total noncurrent assets	446,736,621	447,225,727
Total assets	\$ 518,275,318	\$ 513,457,558

See Notes to Financial Statements.

	2012	2011
Liabilities and Net Assets		
Current liabilities:		
Accounts and contracts payable	\$ 6,737,673	\$ 4,035,682
Compensated absences payable	53,133	57,595
Unearned revenue	155,889	405,967
Due to other funds	241,888	212,360
Due to other governments	186,018	447,521
Current portion of long term liabilities	45,292	56,996
Due to Component Unit	209	-
Other current liabilities	557,534	599,803
Total current liabilities	7,977,636	5,815,924
Current liabilities payable from restricted assets:		
Accounts and contracts payable	26,970	24,461
Security deposits	163,900	167,918
Interest payable on revenue bonds	3,217,160	3,512,422
Current maturities of revenue bonds	10,995,000	10,270,000
Total current liabilities payable from restricted assets	14,403,030	13,974,801
Long-term liabilities:		
Other long-term liabilities	76,646	106,450
Compensated absences payable	1,029,773	1,054,240
Revenue bonds payable (less current maturities)	110,503,204	121,565,310
Total long-term liabilities	111,609,623	122,726,000
Total liabilities	133,990,289	142,516,725
Net assets:		
Invested in capital assets, net of related debt	258,943,490	252,687,682
Restricted:		
Passenger facility charges	45,006,150	43,387,590
Debt service	13,230,155	12,764,933
Renewal and replacement	2,956,030	2,951,133
Operation and maintenance	7,355,211	7,673,343
Capital outlay	4,222,282	4,106,728
	72,769,828	70,883,727
Unrestricted	52,571,711	47,369,424
Total net assets	\$ 384,285,029	\$ 370,940,833

Palm Beach County Department of Airports

Statements of Revenues, Expenses and Changes in Net Assets
Years Ended September 30, 2012 and 2011

	2012	2011
Operating revenues:		
Rentals	\$ 25,838,368	\$ 26,880,598
Concessions	30,685,391	30,500,424
Landing fees	6,151,792	6,279,859
Other	2,802,345	2,748,628
Total operating revenues	65,477,896	66,409,509
Operating expenses:		
Employee compensation and benefits	10,331,360	10,777,448
General and administrative	8,022,656	8,020,708
Maintenance	5,339,036	5,739,099
Contracted security services	7,697,996	7,836,494
Contracted fire-rescue services	5,387,744	5,652,125
Utilities	3,753,398	3,952,415
Total operating expenses before depreciation and amortization	40,532,190	41,978,289
Operating income before depreciation and amortization	24,945,706	24,431,220
Depreciation and amortization	26,933,358	26,082,101
Operating loss	(1,987,652)	(1,650,881)
Nonoperating revenues (expenses):		
Investment income	1,643,687	2,091,798
Passenger facility charges	11,514,479	12,135,734
Interest expense	(6,434,318)	(7,024,844)
Gain (loss) on disposal of capital assets	14,937	42,819
Amortization of revenue bond costs	(53,218)	(552,719)
Other revenues (expenses)	392,729	323,083
Total nonoperating revenues (expenses), net	7,078,296	7,015,871
Income before contributions and transfers	5,090,644	5,364,990
Airport improvement capital grants	7,943,252	8,768,816
Capital contributions from other funds	-	1,693,600
Transfers from other county funds	347,933	-
Transfers to other county funds	(37,633)	(37,633)
Change in net assets	13,344,196	15,789,773
Net assets at beginning of year	370,940,833	355,151,060
Net assets at end of year	\$ 384,285,029	\$ 370,940,833

See Notes to Financial Statements.

Palm Beach County Department of Airports

**Statements of Cash Flows
Years Ended September 30, 2012 and 2011**

	2012	2011
Cash Flows From Operating Activities		
Cash received from customers	\$ 63,905,800	\$ 67,857,273
Cash payments to vendors for goods and services	(13,801,188)	(14,570,786)
Cash payments to employees for services	(10,378,557)	(10,489,761)
Cash payments to other funds	(16,305,454)	(17,255,153)
Other receipts	29,876	323,083
Net cash provided by operating activities	23,450,477	25,864,656
Cash Flows From Noncapital Financing Activities		
Operating grants	360,760	-
Transfer from (to) other County funds	310,300	(37,633)
Net cash (used for) provided by noncapital financing activities	671,060	(37,633)
Cash Flows From Capital and Related Financing Activities		
Acquisition and construction of capital assets	(23,737,103)	(16,609,368)
Proceeds from sale of capital assets	19,124	42,819
Repayment of grants from asset sales	-	(310,000)
Principal repayment on revenue bonds	(10,270,000)	(7,975,000)
Passenger facility charges received	10,394,081	12,169,673
Receipt of capital grants and reimbursements	7,231,642	10,880,959
Interest and fiscal charges paid	(6,729,580)	(7,194,312)
Net cash used for capital and related financing activities	(23,091,836)	(8,995,229)
Cash Flows From Investing Activities		
Receipt of repayments on other receivables	127,181	120,174
Investment arbitrage	-	4,161
Interest received on investments	1,643,687	2,091,798
Net cash provided by investing activities	1,770,868	2,216,133
Net increase in cash and cash equivalents	2,800,569	19,047,927
Cash and cash equivalents at beginning of year (including \$76,663,515 and \$66,087,157 in restricted accounts)	123,326,746	104,278,819
Cash and cash equivalents at end of year (including \$77,418,334 and \$76,663,515 in restricted accounts)	\$ 126,127,315	\$ 123,326,746

(Continued)

Palm Beach County Department of Airports

Statements of Cash Flows (Continued)
Years Ended September 30, 2012 and 2011

	2012	2011
Reconciliation of Operating Loss to Net Cash Provided By		
Operating Activities:		
Operating loss	\$ (1,987,652)	\$ (1,650,881)
Adjustments to reconcile operating loss to net cash provided by operating activities:		
Depreciation and amortization	26,933,358	26,082,101
Provision for doubtful accounts	-	6,463
Other revenue (expense)	29,876	323,083
Changes in assets and liabilities:		
Accounts receivable	(973,661)	1,398,449
Due from other funds	(344,339)	(3,266)
Inventories	(62,268)	(48,871)
Other current assets	16,243	126,067
Accounts and contracts payable	175,985	55,640
Compensated absences payable	(28,929)	(70,011)
Unearned revenues	(250,078)	(27,912)
Due to other funds	29,528	(88,207)
Other liabilities	(83,568)	(315,226)
Security deposits	(4,018)	77,227
Total adjustments	25,438,129	27,515,537
Net cash provided by operating activities	\$ 23,450,477	\$ 25,864,656

Supplemental Disclosures of Noncash Capital and Related Financing Activities

Amortization of deferred issuance costs	\$ 120,325	\$ 136,318
Amortization of premium on bonds	225,794	288,013
Investment arbitrage	-	60
Capital assets in accounts and contracts payable	(2,528,515)	(2,124,437)
Contributions of capital assets from other funds	-	1,693,600
Amortization of deferred advance refunding loss	158,688	704,414
Disposition of fully depreciated capital assets	1,644,053	748,211

See Notes to Financial Statements.

Palm Beach County Department of Airports

Notes to Financial Statements

Note 1. Summary of Significant Accounting Policies

A. Reporting Entity

Palm Beach County (the "County") is a chartered political subdivision of the State of Florida and is granted the power of self-government by the Constitution of the State of Florida and Florida Statutes. The Board of County Commissioners (the "Board") is the legislative and governing body of the County.

Pursuant to the general laws of Florida, the County owns the Palm Beach International Airport and three general aviation airports, Palm Beach County Park Airport in Lantana, Palm Beach County Glades Airport in Pahokee and North County General Aviation Airport in Palm Beach Gardens (collectively, the "Airports"), all operated by the Palm Beach County Department of Airports (the "Department of Airports").

The financial statements only present the Department of Airports, an enterprise fund of Palm Beach County, Florida, and do not purport to, and do not present fairly the financial position of Palm Beach County, Florida, and the changes in its financial position and, where applicable, cash flows, in conformity with accounting principles generally accepted in the United States.

B. Basis of Presentation

The Department of Airports operates the Airports as an enterprise fund of the County. An enterprise fund is used to account for the financing of services to the general public where all or most of the costs incurred are recovered in the form of charges to users of such services.

The financial statements included in this report represent the operations of the four airports.

C. Basis of Accounting

The accounts of the Department of Airports are maintained on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America. Revenues are recognized when earned and expenses are recognized when incurred.

Rental revenue includes revenue from terminal fees charged to airlines and is recognized when earned in terms of the lease agreement. Concession revenue includes car rental concessions and parking fees and is recognized when earned in terms of the concession agreement.

Landing fees are recognized in accordance with the agreement with signatory airlines, based on landed weight of aircraft.

Intergovernmental revenues from federal or state grants are recognized when eligibility requirements of the grant program have been met.

Revenues from airlines, concessions, rental cars and parking are reported as operating revenues. Transactions which are capital, financing or investing-related are reported as nonoperating revenues or capital contributions. All expenses related to operating the Airport are reported as operating expenses. Interest expense and financing costs are reported as nonoperating expenses.

Palm Beach County Department of Airports

Notes to Financial Statements

Note 1. Summary of Significant Accounting Policies (Continued)

The Department of Airports follows all applicable pronouncements of the Governmental Accounting Standards Board ("GASB"), as well as certain pronouncements of the Financial Accounting Standards Board ("FASB") and its predecessors, issued on or before November 30, 1989, unless they conflict with GASB pronouncements. The Department of Airports has elected not to apply FASB pronouncements issued after November 30, 1989.

Certain prior year amounts have been reclassified to conform to the current year presentation.

D. Cash and Cash Equivalents

The Department of Airports considers all highly-liquid investments with maturities of three months or less when purchased, as well as its proportionate share of the County's internal investment pool, to be cash equivalents for purposes of the statement of net assets and the statement of cash flows.

E. Investments

Investments consist of U.S. Government and Agency obligations. The non-pooled money market funds and cash with fiscal agents-money market funds are stated at fair value, based on the last reported sales price for securities traded on a national exchange. Gain or loss on sales of investments is based on the specific identification method.

F. Accounts Receivable

Accounts receivable are composed primarily of monthly billings to airlines and concessionaires operating at Palm Beach International Airport for various rentals and other fees under the Department of Airports operating leases. No collateral is required for accounts receivable. An allowance for doubtful accounts is provided for receivables where there is a question as to ultimate collectability. Receivables are written off when management has determined that the amount will not be collected. Collection on accounts previously written off is included in other operating revenues when received.

G. Inventories

Inventories, consisting mostly of materials and supplies, are stated at the lower of cost or market determined on the first-in, first-out basis or market value.

H. Capital Assets

Capital assets are recorded at cost or, if donated, at fair value at the date of donation. Capital assets transferred to or from the Department to other County funds are recorded at their net book value (historical cost less accumulated depreciation) as of the date of the transfer. Maintenance and repairs are charged to expense as incurred. Capital assets are defined as those assets with an initial, individual cost of over \$1,000. Major renewals and betterments which are significant and add to the productive capacity or extend the useful life of capital assets are capitalized and depreciated using the straight-line method over the estimated useful lives of the assets, which are summarized as follows:

Buildings	5 – 40 years
Improvements other than buildings	5 – 20 years
Furniture, fixtures and equipment	3 – 12 years

Palm Beach County Department of Airports

Notes to Financial Statements

Note 1. Summary of Significant Accounting Policies (Continued)

The Department of Airports purchases certain residential parcels of land that are considered to be within the area designated as “noise-impacted” surrounding the Airports. The costs of acquisition, structure demolition and relocation of residents in this area are eligible under the Federal Aviation Administration (“FAA”) Noise Abatement Grant Program for reimbursement. Those items that are deemed to be capital expenditures are recorded as capital asset additions when the costs are incurred. The FAA funds approximately 80% of these costs with the remainder financed by the State of Florida and the Department of Airports. The FAA retains a continuing interest in the properties equal to its original funding percentage and restricts the use of such properties to purposes which are compatible with noise levels associated with the operation of Airports. The total cost associated with acquiring these parcels of land are \$49,866,823 at September 30, 2012 and 2011, and is recorded under the caption “land” in the accompanying statements of net assets.

Property acquired through the Department’s Residential Buyout Program of Noise Impacted Areas is recorded as capital assets at cost until such time it is no longer needed for its original use. At that time the property is transferred to assets held for sale and is reported at the lower of cost or net realizable value.

I. Intangible Assets

The costs of various easement rights are capitalized as intangible assets and are amortized using the straight-line method over their remaining lives, which is determined to be 40 years.

J. Security Deposits

Security deposits represent cash deposits held by the Department of Airports pursuant to certain operating leases.

K. Unearned Revenue

Unearned revenue consists of lease payments received from airport tenants in advance of the due date under operating leases.

L. Restricted Assets

Certain assets are restricted in accordance with the provisions of the Bond Resolution (“Resolution”) and in accordance with FAA restrictions. Assets restricted under the Resolution which are designated primarily for payment of debt service are \$16,309,384 and \$16,309,619 at September 30, 2012 and 2011, respectively, and the retention of the operation and maintenance reserve of \$7,355,211 and \$7,673,343 at September 30, 2012 and 2011, respectively, all as defined in the Resolution. Assets that are subject to FAA restrictions include restricted cash and cash equivalents of approximately \$2,287,221 and \$2,339,716 at September 30, 2012 and 2011, respectively, and results from the sale of excess land previously contributed by the FAA and not required for aviation purposes. These assets are restricted until appropriated for FAA approved projects. In addition, the Department of Airports also has restricted assets of approximately \$49,836,009 and \$45,844,748 at September 30, 2012 and 2011, respectively, for passenger facility charge revenues that are restricted by the FAA to capital projects.

Palm Beach County Department of Airports

Notes to Financial Statements

Note 1. Summary of Significant Accounting Policies (Continued)

M. Amortization

Bond discount or premium and expenses incurred in connection with the issuance or gain/losses on refunding of revenue bonds are deferred and amortized using the effective interest method over the life of the related debt issue.

N. Interest

Interest costs are expensed or capitalized in accordance with the provisions of Statements of Financial Accounting Standards No. 34, *Capitalization of Interest Cost*. The amount of interest cost incurred was \$6,434,318 and \$7,024,844 for the fiscal years ended September 30, 2012 and 2011, respectively, which none was recorded as capitalized interest in either fiscal year as these construction activity conducted by the Airports is funded through capital grants and/or passenger facility charges.

O. Compensated Absences

The Department of Airports' employees accumulate unused vacation and sick leave within certain limitations. Accumulated vacation and sick leave is payable to employees upon termination or retirement at their pay rate on that date. The Department of Airports accrues unused vacation and sick leave on the statement of net assets as compensated absences payable.

The Department of Airports through contributions to the County's Combined Insurance Fund, provides an implicit subsidy for health insurance to retired employees.

P. Passenger Facility Charges

In 1994, the FAA began a program allowing Airports to collect a \$3 Passenger Facility Charge ("PFC") per enplaned passenger. The monies collected under this program must be used for capital-related improvements to the Airport facilities and all expenditures of these funds must be preapproved by the FAA. PFC revenue is treated as non-operating revenue in the financial statements. On October 9, 2007, the Federal Aviation Administration approved an amendment to the PFC collection authorization increasing the PFC fee from \$3.00 to \$4.50 effective July 2008. Total collection authority for the Department is \$189.4 million. Cumulative PFC expenditures through September 30, 2012, total \$138.8 million.

Palm Beach County Department of Airports

Notes to Financial Statements

Note 1. Summary of Significant Accounting Policies (Continued)

Q. Capital Contributions

Grants from other governmental agencies for the acquisition of capital assets are recorded as capital contributions when related eligibility requirements are met. Contributions from fixed-base operators in the form of buildings and hangars which revert to the Department are recorded as capital contributions at fair value when title is transferred to the Department.

R. 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 amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

S. Use of Restricted Resources

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

Note 2. Cash and Cash Equivalents and Investments

Cash and cash equivalents and investments consist of the following at September 30, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
County Internal Investment Pool	\$ 63,781,059	\$ 61,873,177
Non-pooled Money Market and Cash Accounts	48,128,271	44,247,069
Cash with fiscal agent	14,216,885	17,205,400
Petty cash	1,100	1,100
Total	<u>\$ 126,127,315</u>	<u>\$ 123,326,746</u>
Unrestricted cash and cash equivalents	\$ 48,708,981	\$ 46,663,231
Restricted cash and cash equivalents	77,418,334	76,663,515
Total	<u>\$ 126,127,315</u>	<u>\$ 123,326,746</u>

Cash and Cash Equivalents

The Department of Airports participates in the County's pooled cash system to maximize earnings and facilitate cash management. The County's pooled cash fund is a highly liquid investment pool of approximately \$1.246 billion and \$1.387 billion as of September 30, 2012 and 2011, respectively, of which approximately 93% are invested in U.S. Government and Agency obligations. The County's investment policy for this pool requires that all securities be insured or registered in the name of the County and held by a third party custodial institution, with capital and surplus stock of at least \$500 million and a separate custody account at the Federal Reserve Bank that is restricted for the safekeeping of County-owned securities.

Palm Beach County Department of Airports

Notes to Financial Statements

Note 2. Cash and Cash Equivalents and Investments (Continued)

The equity in the County pooled cash system is available to the Department of Airports on a demand basis. See the County's Comprehensive Annual Financial Report for disclosures relating to its investment policy interest rate risk, credit risk, custodial credit risk and concentration of credit risk.

As of September 30, 2012, the Department of Airports had \$14,216,885 on deposit with a fiscal agent as required by the bond documents and \$48,017,059 of PFC monies held in a non-pooled money market account; the Department had the following underlying investments:

Investments	Fair Value	Percentage of Total	Maturity	Standard & Poor's Investment Rating Service
Fidelity U.S. Treasury Portfolio Money Market Mutual Fund	\$ 14,216,885	100%	Less than 1 yr	AAAm
Investco Liquid Assets Portfolio - Money Market Fund	\$ 48,017,059	100%	Less than 1 yr	AAAm

As of September 30, 2011, the Department of Airports had \$17,205,400 on deposit with a fiscal agent as required by the bond documents and \$44,068,477 of PFC monies held in a non-pooled money market account; the Department had the following underlying investments:

Investments	Fair Value	Percentage of Total	Maturity	Standard & Poor's Investment Rating Service
Fidelity U.S. Treasury Portfolio Money Market Mutual Fund	\$ 17,205,400	100%	Less than 1 yr	AAAm
Invesco Government & Agency Portfolio - Money Market Fund	\$ 44,068,477	100%	Less than 1 yr	AAAm

Interest Rate Risk

Interest rate risk is the risk that changes in the interest rate will adversely affect the fair value of an investment. The Department's investments have a maturity of less than one year, resulting in minimal interest rate risk.

Credit Risk

Credit risk is the risk that an issuer will not fulfill its obligations. In accordance with the County's Investment Policy, no-load money market mutual funds backed by government bonds are allowable if rated in the highest rating category of a Nationally Recognized Statistical Rating Organization (NRSRO).

Custodial Credit Risk

Custodial credit risk would arise in the event of the failure of a custodian of the Department's investments, after which the government would not be able to recover the value of its investments that are in the possession of the third party custodian. The Department follows the County's Investment Policy and has all securities registered in the name of the Department and held by a third party safekeeping institution.

Concentration of Credit Risk

Concentration of credit risk is the risk of loss attributed to the magnitude of an investment in a single issuer. The Department does not have a formal investment policy that limits investment concentration risk.

Palm Beach County Department of Airports

Notes to Financial Statements

Note 2. Cash and Cash Equivalents and Investments (Continued)

Investments

The Department of Airports follows the County's investment policy. County ordinance and the Resolution authorize the Department of Airports to invest in obligations of the U.S. Government, U.S. Government Agencies and Instrumentalities, repurchase agreements, interest-bearing time deposits or savings accounts, the Local Government Surplus Funds Trust Fund, the Florida Local Government Investment Trust, Collateralized Mortgage Obligations ("CMO's"), money market mutual funds, and certain corporate securities.

Note 3. Capital Assets

	Balance at October 1, 2011	Additions	Retirements	CIP Transfer	Balance at September 30, 2012
Depreciable capital assets					
Buildings	\$ 352,583,293	\$ -	\$ 1,367,397	\$ 3,636,967	\$ 354,852,863
Improvements other than buildings	210,352,916	-	57,996	12,662,195	222,957,115
Furniture, fixtures and equipment	41,483,137	203,835	223,894	-	41,463,078
Intangible – easement rights	13,754,957	-	-	-	13,754,957
Total depreciable capital assets	618,174,303	203,835	1,649,287	16,299,162	633,028,013
Less accumulated depreciation					
Buildings	171,148,941	14,854,961	1,367,397	-	184,636,505
Improvements other than buildings	152,349,391	8,304,290	57,996	-	160,595,685
Furniture, fixtures and equipment	24,553,087	3,430,233	221,800	-	27,761,520
Intangible – easement rights	3,503,170	343,874	-	-	3,847,044
Total accumulated depreciation	351,554,589	26,933,358	1,647,193	-	376,840,754
Depreciable capital assets, net of accumulated depreciation	266,619,714	(26,729,523)	2,094	16,299,162	256,187,259
Nondepreciable capital assets					
Land	99,145,316	36,498	-	834,460	100,016,274
Construction in progress	15,346,497	26,213,063	-	(17,321,400)	24,238,160
Total capital assets	\$ 381,111,527	\$ (479,962)	\$ 2,094	\$ (187,778)	\$ 380,441,693

Palm Beach County Department of Airports

Notes to Financial Statements

Note 3. Capital Assets (Continued)

	Balance at October 1, 2010	Additions	Retirements	CIP Transfer	Balance at September 30, 2011
Depreciable capital assets					
Buildings	\$ 348,805,873	\$ 55,525	\$ -	\$ 3,721,895	\$ 352,583,293
Improvements other than buildings	194,932,522	-	-	15,420,394	210,352,916
Furniture, fixtures and equipment	41,801,020	229,551	748,211	200,777	41,483,137
Intangible – easement rights	13,754,957	-	-	-	13,754,957
Total depreciable capital assets	599,294,372	285,076	748,211	19,343,066	618,174,303
Less accumulated depreciation					
Buildings	156,375,641	14,773,300	-	-	171,148,941
Improvements other than buildings	144,997,670	7,351,721	-	-	152,349,391
Furniture, fixtures and equipment	21,688,093	3,613,205	748,211	-	24,553,087
Intangible – easement rights	3,159,296	343,874	-	-	3,503,170
Total accumulated depreciation	326,220,700	26,082,100	748,211	-	351,554,589
Depreciable capital assets, net of accumulated depreciation	273,073,672	(25,797,024)	-	19,343,066	266,619,714
Nondepreciable capital assets					
Land	97,147,552	1,693,600	-	304,164	99,145,316
Construction in progress	20,793,873	14,310,138	-	(19,757,514)	15,346,497
Total capital assets	\$ 391,015,097	\$ (9,793,286)	\$ -	\$ (110,284)	\$ 381,111,527

Note 4. Leases, as Lessor

The Department leases a major portion of its property to airlines, rental car companies and concessionaires. Certain of the concessionaire leases provide for minimum rentals plus a contingency portion specified as a percentage of the tenants' gross revenues. Contingent rental income under such arrangements amounted to approximately \$1,964,422 and \$1,913,636 for the years ended September 30, 2012 and 2011, respectively. All the Department's leases are operating leases. A significant portion of the airlines and rental car companies operating leases usually run for between two to five years and are scheduled to expire after fiscal year 2014 resulting in a decline in minimum future receipts.

Palm Beach County Department of Airports

Notes to Financial Statements

Note 4. Leases, as Lessor (Continued)

Minimum future receipts, exclusive of contingent rentals under such leases, are approximately:

Year Ending September 30,	
2013	\$ 38,472,986
2014	35,910,720
2015	20,139,340
2016	20,118,652
2017	10,198,528
Thereafter	59,856,038
	<u>\$ 184,696,264</u>

A schedule of the carrying value of property held for lease, by major classification, as of September 30, 2012 and 2011, is as follows:

	<u>2012</u>	<u>2011</u>
Buildings	\$ 233,291,349	\$ 232,825,848
Less accumulated depreciation	144,221,001	134,539,869
	89,070,348	98,285,979
Land	9,172,040	7,223,972
Property held for lease, net	\$ 98,242,388	\$ 105,509,951

Note 5. Due to State of Florida

As part of the sale of properties known as "Hillcrest," the Department was obligated to repay the State of Florida a portion of the sales proceeds. The State assisted the Department in the original acquisition of the Hillcrest properties through grant payments to the Department. The Department sold this land to another party in 2006, and pursuant to grant assurances, was obligated to pay a portion back to the state in the amount of \$310,000. This was recorded as a payable from restricted assets as of September 30, 2010, and was repaid during fiscal year 2011.

Palm Beach County Department of Airports

Notes to Financial Statements

Note 6. Revenue Bonds Payable and Long-Term Debt

Revenue bonds payable by the Department of Airports consist of the following as of September 30, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
Series 2006A Revenue Bonds, principal due annually, in various amounts, beginning October 1, 2021 through October 1, 2036, with interest from 4.7% to 5.0% payable semi-annually on October 1 and April 1.	\$ 69,080,000	\$ 69,080,000
Series 2006B Revenue Refunding Bonds, principal due annually, in various amounts, beginning October 1, 2015 through October 1, 2020, with interest at 5.9% payable semi-annually on October 1 and April 1.	16,855,000	16,855,000
Series 2002 Revenue Refunding Bonds, principal due annually, in various amounts, beginning October 1, 2011 through October 1, 2014, with interest at 5.75% payable semi-annually on October 1 and April 1.	35,140,000	45,410,000
	121,075,000	131,345,000
Less current portion	10,995,000	10,270,000
	110,080,000	121,075,000
Unamortized bond premium	588,689	814,483
Unamortized loss on refunding	(165,485)	(324,173)
Long-term portion	\$ 110,503,204	\$ 121,565,310

Series 2006 A and B

Series 2006A, \$69,080,000 Airport System Revenue Bonds, dated May 17, 2006; proceeds were used for the construction of an additional 3,200 space long-term parking garage. The garage is necessary to meet additional passenger traffic demands for parking facilities at Palm Beach International Airport. The new garage structure was fully operational in the second quarter of fiscal year 2008.

Palm Beach County Department of Airports

Notes to Financial Statements

Note 6. Revenue Bonds Payable and Long-Term Debt (Continued)

Pursuant to the Bond Resolution, the County covenants that it will fix, charge and collect rates, fees, rentals and charges for the use of the Airport System, and shall revise such rates, fees, rentals and charges as often as may be necessary or appropriate to produce revenues in each fiscal year at least equal to the sum of operation and maintenance expenses, including reserves therefore provided for in the annual budget, plus the greater of (A) an amount equal to the sum of 1.25 times the aggregate debt service for such fiscal year, or (B) the sum of: (i) the amount to be paid during such fiscal year into the debt service account, plus (ii) the amount, if any, to be paid during the fiscal year into the debt service account (including amounts payable to the issuer of any debt service reserve account facility and excluding amounts required to be paid into such account out of the proceeds of Bonds), plus (iii) the amount, if any, to be paid into the Renewal and Replacement Fund as provided in the annual budget, plus (iv) all other charges and liens whatsoever payable out of revenues during such fiscal year, plus (v) to the extent not otherwise provided for, all amounts payable on subordinated indebtedness.

Accordingly, the Department has pledged for the payment of principal and interest all (Airport System) Net Revenues available for Debt Service, and all Funds and Accounts established by the Bond Resolution. The full faith and credit of the County is not pledged for the payment of Airport indebtedness. Debt service coverage in 2012 was 1.70 times the aggregate debt service. Principal and interest paid for the current year and Net Revenues Available for Debt Service were approximately \$17.3 and \$29.7 million, respectively.

Series 2002

Series 2002, \$60,150,000 Airport System Revenue Refunding Bonds, dated July 1, 2002; proceeds were used for the purpose of refunding the \$90,690,000 Airport System Revenue Refunding Bonds, Series 1992, paying the swap termination fee related to the Series 2002 bonds, and paying the issuance costs of the Series 2002 bonds. The Series 2002 bonds are not subject to redemption prior to maturity.

A portion (\$14,740,000) of this Series was defeased during fiscal year 2006 by placing monies with an escrow depository. The balance of the defeased portion of this Series as of September 30, 2012, is \$11,365,000.

Palm Beach County Department of Airports

Notes to Financial Statements

Note 6. Revenue Bonds Payable and Long-Term Debt (Continued)

A summary of changes in long-term liabilities for the years ended September 30, 2012 and 2011 is as follows:

	Balance at October 1, 2011	Additions	Retirements	Reductions	Balance at September 30, 2012	Due Within One Year
Revenue bonds:						
Series 2006A	\$ 69,080,000	\$ -	\$ -	\$ -	\$ 69,080,000	\$ -
Series 2006B	16,855,000	-	-	-	16,855,000	-
Series 2002	45,410,000	-	-	10,270,000	35,140,000	10,995,000
OPEB	42,249	26,208	-	-	68,457	-
Termination benefits	121,197	-	-	67,716	53,481	45,292
Compensated absences payable	1,111,835	-	-	28,929	1,082,906	53,133
	<u>\$ 132,620,281</u>	<u>\$ 26,208</u>	<u>\$ -</u>	<u>\$ 10,366,645</u>	<u>122,279,844</u>	<u>\$ 11,093,425</u>
Less current maturities					11,093,425	
Long-term portion					111,186,419	
Add unamortized bond premium					588,689	
Less unamortized loss on refunding					(165,485)	
Total					<u>\$ 111,609,623</u>	

	Balance at October 1, 2010	Additions	Retirements	Reductions	Balance at September 30, 2011	Due Within One Year
Revenue bonds:						
Series 2006A	\$ 69,080,000	\$ -	\$ -	\$ -	\$ 69,080,000	\$ -
Series 2006B	16,855,000	-	-	-	16,855,000	-
Series 2002	45,410,000	-	-	-	45,410,000	10,270,000
Series 2001	7,975,000	-	-	7,975,000	-	-
OPEB	43,972	-	-	1,723	42,249	-
Termination benefits	42,076	79,121	-	-	121,197	56,996
Compensated absences payable	1,181,846	-	-	70,011	1,111,835	57,595
	<u>\$ 140,587,894</u>	<u>\$ 79,121</u>	<u>\$ -</u>	<u>\$ 8,046,734</u>	<u>132,620,281</u>	<u>\$ 10,384,591</u>
Less current maturities					10,384,591	
Long-term portion					122,235,690	
Add unamortized bond premium					814,483	
Less unamortized loss on refunding					(324,173)	
Total					<u>\$ 122,726,000</u>	

Palm Beach County Department of Airports

Notes to Financial Statements

Note 6. Revenue Bonds Payable and Long-Term Debt (Continued)

The annual debt service requirements for all outstanding bonds are as follows:

Year Ending September 30,	Principal	Interest	Total
2013	\$ 10,995,000	\$ 6,118,212	\$ 17,113,212
2014	11,645,000	5,467,312	17,112,312
2015	12,500,000	4,773,143	17,273,143
2016	2,425,000	4,342,170	6,767,170
2017	2,565,000	4,194,840	6,759,840
2018 – 2022	14,785,000	18,470,702	33,255,702
2023 – 2027	16,945,000	14,327,275	31,272,275
2028 – 2032	21,630,000	9,527,900	31,157,900
2033 – 2037	27,585,000	3,438,641	31,023,641
	<u>\$ 121,075,000</u>	<u>\$ 70,660,195</u>	<u>\$ 191,735,195</u>

Note 7. Other Receivable

In May 2001, the County entered into termination agreements with Merrill Lynch Capital Services (“MLCS”) to terminate its interest rate swap agreements. On July 3, 2002 the Department of Airports paid \$2,477,800 to terminate the agreement related to the Series 2002 bonds. In conjunction with the termination of the swap agreement related to the Series 2002 bonds, MLCS agreed to pay the Department of Airports \$76,488 on each October 1 and April 1 beginning October 1, 2002, and ending October 1, 2014. These future payments were discounted at 5.75% and the net amount of \$1,312,000 (payments to be received totaling \$1,912,200 less discount of \$600,200) was recorded as a receivable and a reduction of the loss on swap termination. At September 30, 2012 and 2010, the net receivable was \$351,361 (less current portion of \$134,600 and net of discount of \$30,878) and \$478,543 (less current portion of \$127,182 and net of discount of \$56,590), respectively.

Note 8. Defined Benefit Pension Plan

Plan description: All regular full-time employees of the Department of Airports are required to participate in the Florida Retirement System (the “System”) administered by the Florida Department of Management Services, Division of Retirement. The System is a cost-sharing, multiple-employer, defined benefit public employee retirement system that provides retirement, death and disability benefits to plan members and beneficiaries. Pension benefits of the System are established by Florida Statutes, Chapter 121, and may be amended by the Florida Legislature.

The System issues a publicly available financial report that includes financial statements and required supplementary information for the System. That report may be obtained by writing to Florida Department of Management Services, Division of Retirement, Cedars Executive Center, Building C, 2639 North Monroe Street, Tallahassee, Florida 32399-1560 or by calling 1-850-488-5706.

Palm Beach County Department of Airports

Notes to Financial Statements

Note 8. Defined Benefit Pension Plan (Continued)

Funding policy: Effective July 2011, plan members are required to contribute 3% of salary cost to the System. The Department of Airports is required to contribute at an actuarially determined rate, which effective July 2010 is 4.91% of annual covered payroll, for a total contribution of 7.91%. The contribution requirement for plan members and participating governments is established by State Statute. The Department of Airports' contributions to the System for the years ended September 30, 2012, 2011 and 2010, were approximately \$393,000, \$701,000 and \$860,000, respectively, and were equal to the required contributions for each year.

Note 9. Related Party Transactions

The Department of Airports reimburses the General Fund of Palm Beach County for an allocated portion of certain support department costs which include such services as legal, administrative, fiscal, engineering, purchasing, personnel, internal audit and communication costs. The Department of Airports is also charged for the cost of services provided by the Motor Pool, Casualty Self-Insurance, Workers' Compensation and Data Processing Internal Service Funds of the County. The total cost for the above services was approximately \$3.495 million and \$3.907 million for the years ended September 30, 2012 and 2011, respectively. In addition, the Department of Airports pays solid waste disposal fees to the Solid Waste Authority of Palm Beach County, a dependent special district and component unit of Palm Beach County, Florida. Fees paid to the Solid Waste Authority for the years ended September 30, 2012 and 2011, totaled approximately \$414,000 and \$388,000, respectively. At September 30, 2012 and 2011, there was a receivable from other funds and departments of Palm Beach County of \$347,605 and \$3,266 and \$241,888 and \$212,360, respectively, was payable to other Palm Beach County funds and departments.

The Department of Airports also contracts directly with the Palm Beach County Sheriff's Department for security services at Palm Beach International Airport. The cost of these services from the Sheriff's Department was approximately \$7.5 million for both the years ended September 30, 2012 and 2011. The Department of Airports also contracts with the Fire-Rescue Department for fire-rescue service at Palm Beach International Airport. The cost of these services was approximately \$5.4 million and \$5.7 million for the years ended September 30, 2012 and 2011, respectively.

Note 10. Major Customers

A significant portion of the Department of Airports' earnings and revenues are directly or indirectly attributed to the activity of a number of major airlines operating out of Palm Beach International Airport.

The Department of Airports' earnings and revenues could be materially and adversely affected should any of these major airlines discontinue operations at Palm Beach International Airport and should the Department of Airports be unable to replace those airlines with similar activity. The level of operations is determined based upon the relative share of enplaned passengers.

Palm Beach County Department of Airports

Notes to Financial Statements

Note 10. Major Customers (Continued)

Major airlines; based on this criterion, are as follows:

Airline	Percent of Activity Based Upon Enplaned Passengers	
	Years Ended September 30,	
	2012	2011
Delta Airlines, Inc.	24.0%	23.5%
Jet Blue Airways Corporation	23.7%	21.8%
Southwest Airlines Company (includes AirTran)	16.9%	18.2%
US Airways, Inc.	13.9%	13.9%
United - Continental	12.6%	13.6%
American Airlines, Inc.	6.1%	5.8%
Others	2.8%	3.2%
	100.0%	100.0%

Note 11. Commitments and Contingencies

Litigation

The Department of Airports is involved in various lawsuits arising in the ordinary course of operations. Although the outcome of these matters is not presently determinable, it is the opinion of management of the Department of Airports, based upon consultation with legal counsel, that the outcome of these lawsuits will not materially affect the financial position of the Department of Airports.

Grants

Amounts received or receivable from grantor agencies are subject to audit and adjustment by those agencies, principally the State of Florida and the Federal Aviation Administration. Any disallowed claims, including amounts already received, might constitute a liability of the Department of Airports for the return of those funds.

Risk Management

The Department of Airports covers risk of loss for natural disasters through the purchase of commercial insurance. In the last three years, none of the settlements have exceeded the Department of Airports insurance coverage.

The Department of Airports participates in the County-wide self-insurance programs for casualty, employee health and workers' compensation. Premiums charged to the Department of Airports are based on actuarial estimates of the amounts needed to pay prior and current year claims. Premiums paid by the Airports were \$1,654,000 and \$1,707,000 for the years ended September 30, 2012 and 2011, respectively. While each of these programs is subject to potential losses in excess of the amounts that have been accrued and funded as of September 30, 2012 and 2011, management believes it is unlikely that the amounts of such potential losses, if any, would be material.

Palm Beach County Department of Airports

Notes to Financial Statements

Note 11. Commitments and Contingencies (Continued)

Contract Commitments

The Department of Airports has several uncompleted design and construction contracts for improvements to the airport system. At September 30, 2012 and 2011, the remaining commitment on these uncompleted contracts was \$13,036,166 and \$12,668,223, respectively, which is summarized as follows:

	Contract Amount	Approved Payments	Retainage Payable	Remaining Contract Commitment
2012	<u>\$ 62,600,652</u>	<u>\$ 45,050,896</u>	<u>\$ 345,982</u>	<u>\$ 13,036,166</u>
2011	<u>\$ 59,179,471</u>	<u>\$ 46,590,328</u>	<u>\$ 146,355</u>	<u>\$ 12,668,223</u>

Note 12. Other Post-Employment Benefits

Government Accounting Standards ("GASB Statement No. 45"), *Accounting and Financial Reporting by Employers for Post-Employment Benefits Other Than Pensions* ("OPEB"), was effective for the Department of Airports beginning with its year ending September 30, 2008. This Statement improves the relevance and usefulness of financial reporting by requiring systematic, accrual-basis measurement and recognition of OPEB cost (expense) over a period that approximates employees' years of services and provides information about actuarial accrued liabilities associated with OPEB and whether, and to what extent, progress is being made in funding the plan.

Pursuant to Section 112.0801, Florida Statutes, the County is mandated to permit participation in the health insurance program by retirees and their eligible dependents at a cost to the retiree that is no greater than the cost at which coverage is available for active employees. Retirees pay 100% of the blended (active and retiree combined) equivalent premium rates. The blended rates provide an implicit subsidy for retirees because on an actuarial basis, their current and future claims are expected to result in higher costs to the plan on average than those of active employees.

As determined by an actuarial valuation, the County records a Net OPEB obligation in its government-wide financial statements related to the implicit subsidy. The Department participates in the County's plan on an allocation basis, which is approximately 10% – 15% of the County's obligation. See the County's Comprehensive Annual Financial Report for disclosures relating to the funding policy, funding status, funding progress and actuarial methods and assumptions. Based on the Net OPEB allocation applicable to the Department, the following table reflects the components of the annual OPEB cost and obligation for the years ended September 30, 2012 and 2011:

Palm Beach County Department of Airports

Notes to Financial Statements

	2012	2011
Annual required contribution (ARC)	\$ 42,000	\$ 35,000
Interest on net OPEB obligation	(610)	818
Adjustment to annually required contributions	542	4,382
Annual OPEB cost	41,932	40,200
Contributions made	(15,724)	(41,923)
Increase in net OPEB obligation	26,208	(1,723)
Net OPEB obligation – beginning of year	42,249	43,972
Net OPEB obligation – end of year	\$ 68,457	\$ 42,249

The Department of Airports Net OPEB obligation is reported on the Statement of Net Assets as part of other long term liabilities.



**Independent Auditor's Report
on Bond Resolution Compliance**

To the Honorable Board of County Commissioners
Palm Beach County, Florida

We have audited, in accordance with auditing standards generally accepted in the United States of America, the statement of net assets of the Palm Beach County, Florida Department of Airports as of September 30, 2012, and the related statements of revenues, expenses and changes in net assets and cash flows for the year then ended, and have issued our report thereon dated March 8, 2013.

In connection with our audit, nothing came to our attention that caused us to believe that the Palm Beach County, Florida Department of Airports failed to comply with the terms, covenants, provisions or conditions of Section 710 of the Palm Beach County Airport System Revenue Bond Resolution R-84-427, adopted April 3, 1984, which was amended in full by the Palm Beach County Airport System Revenue Bond Resolution R-84-1659 adopted on November 1, 1984, (as amended and supplemented) insofar as they relate to accounting matters. However, our audit was not directed primarily toward obtaining knowledge of such noncompliance.

This report is intended solely for the information and use of the Board of County Commissioners of Palm Beach County, Florida, and management and is not intended to be and should not be used by anyone other than these specified parties.

McGladrey LLP

West Palm Beach, Florida
March 8, 2013



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

The Honorable Board of County Commissioners
Palm Beach County, Florida

We have audited the accompanying statement of net assets of the Palm Beach County, Florida Department of Airports (the "Department") as of September 30, 2012, and the related statements of revenues, expenses and changes in net assets and cash flows for the year then ended, and have issued our report thereon dated March 8, 2013. 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 of the Department is responsible for establishing and maintaining effective internal control over financial reporting. In planning and performing our audit, we considered the Department'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 Department's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Department'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 a 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 correct on a timely basis.

Our consideration of the 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 the internal control that might be 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 Department'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 County Commissioners of Palm Beach County, management, federal and state awarding agencies and pass-through entities and is not intended to be and should not be used by anyone other than these specified parties.

McGladrey LLP

West Palm Beach, Florida
March 8, 2013