NEW ISSUES - BOOK-ENTRY ONLY **RATINGS: See "RATINGS" herein**

In the opinion of Co-Bond Counsel, under current law and subject to the conditions and limitations described under the caption "TAX MATTERS" herein, (a) interest on the Series 2023B-1 Bonds, Series 2023B-2 Bonds, Series 2023D Bonds and Series 2023F Bonds, including accrued original issue discount, (i) is not included in gross income for federal income tax purposes and (ii) is not an item of tax preference for purposes of the federal alternative minimum income tax; (b) interest on the Series 2023C Bonds, Series 2023E Bonds and Series 2023G Bonds, (i) is not included in gross income for federal income tax purposes except when held by a "substantial user" of the Airport facilities or a "related person" within the meaning of Section 147(a) of the Code and (ii) is an item of tax preference for purposes of the federal alternative minimum income tax; (c) interest on the Series 2023 Bonds is taken into account by applicable corporations (as defined in Section 59(k) of the Code) for the alternative minimum tax imposed on such corporations; and (d) interest on the Series 2023 Bonds is exempt from income taxation by the State of Georgia. A holder may be subject to other federal tax consequences as described under the caption "TAX MATTERS" herein. See the proposed forms of the approving opinion of Co-Bond Counsel in APPENDIX F hereto.

CITY OF ATLANTA

$206,565,000
AIRPORT GENERAL REVENUE BONDS,
SERIES 2023B-1 (NON-AMT) (GREEN BONDS)

$27,365,000
AIRPORT GENERAL REVENUE BONDS,
SERIES 2023B-2 (NON-AMT)

$30,080,000
AIRPORT GENERAL REVENUE BONDS,
SERIES 2023C (AMT)

$38,960,000
AIRPORT PASSENGER FACILITY CHARGE AND SUBORDINATE LIEN GENERAL REVENUE BONDS,
SERIES 2023D (NON-AMT) (GREEN BONDS)

$256,225,000
AIRPORT PASSENGER FACILITY CHARGE AND SUBORDINATE LIEN GENERAL REVENUE BONDS,
SERIES 2023E (AMT) (GREEN BONDS)

$88,500,000
AIRPORT GENERAL REVENUE REFUNDING BONDS,
SERIES 2023F (NON-AMT)

$59,160,000
AIRPORT GENERAL REVENUE REFUNDING BONDS,
SERIES 2023G (AMT)

Dated: Date of Delivery **Due: July 1, as shown on the inside front cover**

This Official Statement relates to the issuance by the City of Atlanta (the "City") of $206,565,000 in aggregate principal amount of its Airport General Revenue Bonds, Series 2023B-1 (Non-AMT) (Green Bonds) (the "Series 2023B-1 Bonds"), $27,365,000 in aggregate principal amount of its Airport General Revenue Bonds, Series 2023B-2 (Non-AMT) (the "Series 2023B-2 Bonds" and, together with the Series 2023B-1 Bonds, the "Series 2023B Bonds"), $30,080,000 in aggregate principal amount of its Airport General Revenue Bonds, Series 2023C (AMT) (the "Series 2023C Bonds"), $38,960,000 in aggregate principal amount of its Airport Passenger Facility Charge and Subordinate Lien General Revenue Bonds, Series 2023D (Non-AMT) (Green Bonds) (the "Series 2023D Bonds"), $256,225,000 in aggregate principal amount of its Airport Passenger Facility Charge and Subordinate Lien General Revenue Bonds, Series 2023E (AMT) (Green Bonds) (the "Series 2023E Bonds"), $88,500,000 in aggregate principal amount of its Airport General Revenue Refunding Bonds, Series 2023F (Non-AMT) (the "Series 2023F Bonds") and $59,160,000 in aggregate principal amount of its Airport General Revenue Refunding Bonds, Series 2023G (AMT) (the "Series 2023G Bonds"). The Series 2023B Bonds and the Series 2023C Bonds are hereinafter referred to as the "Series 2023 New Money General Revenue Bonds." The Series 2023D Bonds and the Series 2023E Bonds are hereinafter referred to as the "Series 2023 New Money Hybrid PFC Bonds." The Series 2023 New Money General Revenue Bonds and the Series 2023 New Money Hybrid PFC Bonds are hereinafter referred to as the "Series 2023 New Money Bonds." The Series 2023F Bonds and the Series 2023G Bonds are hereinafter referred to as the "Series 2023 Refunding Bonds." The Series 2023 New Money General Revenue Bonds and the Series 2023 Refunding Bonds are collectively hereinafter referred to as the "Series 2023 General Revenue Bonds." The Series 2023 General Revenue Bonds and the Series 2023 New Money Hybrid PFC Bonds are collectively hereinafter referred to as the "Series 2023 Bonds." All capitalized terms used and not otherwise defined herein shall have the meanings assigned thereto in "APPENDIX C - DEFINITIONS OF CERTAIN TERMS" attached hereto.

The City has authorized the issuance of the Series 2023 Bonds pursuant to the Restated and Amended Master Bond Ordinance adopted by the City Council of the City (the "City Council") on March 20, 2000, as previously amended and supplemented (the "Master Bond Ordinance"), particularly as supplemented by that certain Thirty-Second Supplemental Bond Ordinance adopted by the City Council on June 20, 2023 and approved by the Mayor of the City (the "Mayor") on June 29, 2023, as supplemented by that certain Series 2023 Supplemental Pricing Ordinance adopted by the City Council and approved by the Mayor on August 16, 2023 (together, the "Thirty-Second Supplemental Bond Ordinance"). The Master Bond Ordinance and the Thirty-Second Supplemental Bond Ordinance are hereinafter referred to as the "Bond Ordinance."

In addition to the Series 2023 Bonds, the City is obligated, subject to the Settlement Conditions (as defined herein), to issue and deliver its Series 2023 Forward Delivery Hybrid PFC Refunding Bonds (as defined herein) in the aggregate principal amount of $516,830,000 on October 3, 2023, the proceeds of which will be used primarily to refund and redeem a portion of the outstanding Series 2014A Hybrid PFC Bonds (as defined herein). See "OUTSTANDING AIRPORT OBLIGATIONS - Hybrid PFC Bonds - *Proposed Issuance of Additional Hybrid PFC Bonds* - Series 2023 Forward Delivery Hybrid PFC Refunding Bonds" herein.

The proceeds of the Series 2023 New Money Bonds will be used for the purpose of providing funds to, among other things: (a) finance or refinance the costs of the planning, engineering, design, acquisition, equipping and construction of all or a portion of the 2023 Project (as defined herein), which constitutes a portion of the Capital Plan to 2029 (as defined herein); (b) fund deposits to the applicable subaccounts of the Debt Service Reserve Accounts to meet the respective Debt Service Reserve Requirement related to the Series 2023 General Revenue Bonds and the Series 2023 New Money Hybrid PFC Bonds; and (c) pay certain costs of issuance with respect to the Series 2023 New Money Bonds. See "PLAN OF FINANCE - 2023 Project," "ESTIMATED SOURCES AND USES OF FUNDS," "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2023 BONDS - Debt Service Reserve Account," and "CAPITAL PLAN TO 2029" herein and "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRPORT FACILITIES AND CAPITAL PLAN - Capital Improvement Plan - Capital Plan to 2029" attached hereto.

The proceeds of the Series 2023 Refunding Bonds, together with certain additional funds made available by the City in connection with the refunding of the Refunded Bonds, will be used for the purpose of providing funds to, among other things: (a) refund and redeem the Refunded Bonds (as defined herein) and (b) pay certain costs of issuance with respect to the Series 2023 Refunding Bonds. See "PLAN OF FINANCE - Refunded Bonds," "ESTIMATED SOURCES AND USES OF FUNDS," and "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2023 BONDS - Debt Service Reserve Account" herein and "APPENDIX J - LIST OF REFUNDED BONDS" attached hereto.

The Series 2023 Bonds are being issued as fully registered bonds, without coupons, in denominations of $5,000 or any integral multiple thereof and initially will be registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"). Purchases of beneficial ownership interests in the Series 2023 Bonds will be made in book-entry form only and purchasers will not receive physical delivery of bond certificates representing the beneficial ownership interests in the Series 2023 Bonds so purchased. Payments of principal of, premium, if any, and interest on, any Series 2023 Bond will be made to Cede & Co., as nominee for DTC as registered owner of the Series 2023 Bonds, by U.S. Bank Trust Company, National Association, as bond registrar and paying agent, to be subsequently disbursed to the Beneficial Owners (as defined in APPENDIX H attached hereto) of the Series 2023 Bonds. See "APPENDIX H - DTC AND THE BOOK-ENTRY ONLY SYSTEM" attached hereto.

Interest on the Series 2023 Bonds is payable semiannually on January 1 and July 1 of each year, commencing January 1, 2024. The Series 2023 Bonds will bear interest at the rates and will be payable as to principal in the amounts and on the dates set forth on the inside front cover of this Official Statement. See "DESCRIPTION OF THE SERIES 2023 BONDS - General" herein.

Certain of the Series 2023 New Money Bonds may be subject to redemption prior to maturity as more fully described under the caption "DESCRIPTION OF THE SERIES 2023 BONDS - Redemption Provisions" herein. The Series 2023 Refunding Bonds will not be subject to redemption prior to maturity.

The Series 2023 General Revenue Bonds are special limited obligations of the City payable from and secured by a pledge of and Senior Lien on General Revenues on a parity with the Outstanding Senior Lien General Revenue Bonds (as defined herein) and any other Additional Bonds issued on a parity with such Outstanding Senior Lien General Revenue Bonds under the Bond Ordinance, including, when and if issued, the Planned 2024-2029 General Revenue Bonds (as defined herein). **The Series 2023 General Revenue Bonds will not be secured by PFC Revenues, Special Purpose Revenues or Released Revenues, any of which may be pledged to secure other bonds and obligations under the Bond Ordinance.** See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2023 BONDS - Series 2023 General Revenue Bonds; Pledge of Pledged Revenues" and "OUTSTANDING AIRPORT OBLIGATIONS - Senior Lien General Revenue Bonds" herein and "APPENDIX D - SUMMARY OF CERTAIN PROVISIONS OF THE BOND ORDINANCE" attached hereto.

The Series 2023 New Money Hybrid PFC Bonds are special limited obligations of the City payable from and secured by: (a) a pledge of and Senior Lien on the portion of Revenues constituting PFC Revenues on a parity with the Outstanding Hybrid PFC Bonds (as defined herein) and any other Additional Bonds issued on a parity with such Outstanding Hybrid PFC Bonds under the Bond Ordinance, including when and if issued the Series 2023 Forward Delivery Hybrid PFC Refunding Bonds and the Planned 2024 Hybrid PFC Bonds (as defined herein); and (b) a pledge of and Subordinate Lien on General Revenues, on a parity with the Outstanding Hybrid PFC Bonds, which is junior and subordinate in right of payment to the pledge of and lien on General Revenues securing: (i) the Outstanding Senior Lien General Revenue Bonds and (ii) any other Additional Bonds issued on a parity with such Outstanding Senior Lien General Revenue Bonds under the Bond Ordinance, including the Series 2023 General Revenue Bonds and, when and if issued, the Planned 2024-2029 General Revenue Bonds. **The Series 2023 New Money Hybrid PFC Bonds will not be secured by Special Purpose Revenues or Released Revenues, any of which may be pledged to secure other bonds and obligations under the Bond Ordinance.** See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2023 BONDS - Series 2023 New Money Hybrid PFC Bonds; Pledge of PFC Revenues and Subordinate Pledge of Pledged Revenues," "OUTSTANDING AIRPORT OBLIGATIONS - Senior Lien General Revenue Bonds," and " - Hybrid PFC Bonds" herein and "APPENDIX D - SUMMARY OF CERTAIN PROVISIONS OF THE BOND ORDINANCE" attached hereto.

THE SERIES 2023 BONDS ARE SPECIAL LIMITED OBLIGATIONS OF THE CITY AND SHALL NOT BE DEEMED TO CONSTITUTE A DEBT OF THE CITY WITHIN THE MEANING OF ANY CONSTITUTIONAL LIMITATION ON DEBT NOR CONSTITUTE A PLEDGE OF THE FAITH AND CREDIT OF THE CITY. THE SERIES 2023 BONDS SHALL NOT BE PAYABLE FROM OR BE A CHARGE UPON ANY FUNDS OTHER THAN THE REVENUES AND AMOUNTS PLEDGED TO THE PAYMENT THEREOF PURSUANT TO THE BOND ORDINANCE, NOR SHALL THE CITY BE SUBJECT TO ANY PECUNIARY LIABILITY THEREON. NO OWNER OR OWNERS OF THE SERIES 2023 BONDS SHALL EVER HAVE THE RIGHT TO COMPEL ANY EXERCISE OF THE TAXING POWER OF THE CITY TO PAY THE SERIES 2023 BONDS OR THE INTEREST THEREON, NOR TO ENFORCE PAYMENT OF THE SERIES 2023 BONDS AGAINST ANY PROPERTY OF THE CITY; NOR SHALL THE SERIES 2023 BONDS CONSTITUTE A CHARGE, LIEN, OR ENCUMBRANCE, LEGAL OR EQUITABLE, UPON ANY PROPERTY OF THE CITY, EXCEPT FOR THE AMOUNTS PLEDGED TO THE PAYMENT OF THE SERIES 2023 BONDS AND ANY OTHER FUNDS PLEDGED TO SECURE THE PAYMENT OF THE SERIES 2023 BONDS IN THE MANNER SET FORTH IN THE BOND ORDINANCE.

The City has designated the Series 2023B-1 Bonds, the Series 2023D Bonds, and the Series 2023E Bonds (collectively, the "Series 2023 Green Bonds") as Green Bonds (as defined herein) based upon, among other things, (a) an independent second party opinion rendered by Kestrel (the "External Reviewer"), which opinion is attached hereto as APPENDIX I (the "Second Party Opinion") and (b) the information from the sources indicated in the Second Party Opinion and the assumptions contained therein. The External Reviewer has provided an independent external review and the Second Party Opinion, which states that the Series 2023 Green Bonds conform with the four core components of the Green Bond Principles (as defined herein), and therefore qualify for Green Bonds designation. For additional information relating to the Series 2023 Green Bonds and the 2023 Green Bond Projects (as defined herein) to be financed or refinanced with the proceeds of the Series 2023 Green Bonds, see "PLAN OF FINANCE" and "DESIGNATION OF SERIES 2023 GREEN BONDS AS GREEN BONDS" herein and "APPENDIX I - SECOND PARTY OPINION" attached hereto.

kestrel

This cover page contains certain limited information for quick reference only. It is not, and is not intended to be, a summary of the matters relating to the Series 2023 Bonds. Potential investors should read the entire Official Statement, including the inside front cover page and the appendices attached hereto, to obtain information essential to the making of an informed investment decision.

The Series 2023 Bonds are being offered when, as, and if issued by the City and received by the Underwriters, subject to prior sale and to withdrawal or modification of the offer without notice, and subject to the approving opinion of Hunton Andrews Kurth LLP, Atlanta, Georgia, and Serena Nowell, LLC, Fayetteville, Georgia, in their capacity as Co-Bond Counsel. Certain legal matters in connection with the Series 2023 Bonds will be passed upon for the City by the City's Department of Law. Greenberg Traurig, LLP and Riddle & Schwartz, LLC, both of Atlanta, Georgia, have served as Co-Disclosure Counsel in connection with the Series 2023 Bonds. Certain legal matters in connection with the Series 2023 Bonds will be passed upon for the Underwriters by Thompson Hine LLP and Tiber Hudson LLC, both of Atlanta, Georgia. Frasca & Associates, LLC, Atlanta, Georgia, is serving as Financial Advisor to the City. The Series 2023 New Money Bonds are expected to be delivered through the book-entry system of DTC on or about August 31, 2023. The Series 2023 Refunding Bonds are expected to be delivered through the book-entry system of DTC on or about October 3, 2023.

BofA Securities **Ramirez & Co., Inc.**

Jefferies **Mesirow Financial, Inc.** **Raymond James**

Blaylock **Estrada Hinojosa** **Frazer Lanier** **Stern Brothers**

August 16, 2023

MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES, PRICES, YIELDS AND INITIAL CUSIP NUMBERS†

$206,565,000
CITY OF ATLANTA
AIRPORT GENERAL REVENUE BONDS, SERIES 2023B-1 (NON-AMT) (GREEN BONDS)

$119,515,000 Serial Bonds

Maturity (July 1)	Principal Amount	Interest Rate	Yield	Price	Initial CUSIP No.†
2024	$2,625,000	5.000%	3.390%	101.307	04780MF87
2025	3,270,000	5.000	3.290	103.013	04780MF95
2026	3,435,000	5.000	3.140	105.000	04780MG29
2027	3,610,000	5.000	3.050	107.000	04780MG37
2028	3,790,000	5.000	3.020	108.838	04780MG45
2029	3,980,000	5.000	3.000	110.625	04780MG52
2030	4,175,000	5.000	3.010	112.204	04780MG60
2031	4,385,000	5.000	3.020	113.716	04780MG78
2032	4,605,000	5.000	3.050	114.996	04780MG86
2033	4,835,000	5.000	3.130	115.718	04780MG94
2034	5,075,000	5.000	3.210	114.987[C]	04780MH28
2035	5,330,000	5.000	3.280	114.352[C]	04780MH36
2036	5,595,000	5.000	3.400	113.273[C]	04780MH44
2037	5,875,000	5.000	3.500	112.384[C]	04780MH51
2038	6,170,000	5.000	3.610	111.415[C]	04780MH69
2039	6,480,000	5.000	3.750	110.196[C]	04780MH77
2040	6,805,000	5.000	3.810	109.678[C]	04780MH85
2041	7,145,000	5.000	3.890	108.993[C]	04780MH93
2042	7,500,000	5.000	3.950	108.482[C]	04780MJ26
2043	7,875,000	5.000	3.980	108.227[C]	04780MJ34
2044	8,270,000	5.000	4.040	107.721[C]	04780MJ42
2045	8,685,000	5.000	4.080	107.385[C]	04780MJ59

$28,735,000 5.000% Term Bond, Due July 1, 2048, Yield 4.150%, Price 106.800[C], Initial CUSIP No. 04780MJ67†

$58,315,000 5.000% Term Bond, Due July 1, 2053, Yield 4.220%, Price 106.219[C], Initial CUSIP No. 04780MJ75†

† Initial CUSIP® numbers have been assigned to the Series 2023B-1 Bonds by an organization not affiliated with the City or the Financial Advisor (as defined herein) and are included for the convenience of the owners of the Series 2023B-1 Bonds only at the time of original issuance of the Series 2023B-1 Bonds. CUSIP® is a registered trademark of the American Bankers Association. Neither the City, the Financial Advisor nor the Underwriters (as defined herein) or their agents or counsel is responsible for the selection, use or accuracy of the CUSIP® numbers nor is any representation made as to their correctness with respect to the Series 2023B-1 Bonds as included herein or at any time in the future. The CUSIP® number for a specific maturity is subject to being changed after the issuance of the Series 2023B-1 Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part, or as a result of the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of certain maturities of the Series 2023B-1 Bonds.

C Priced to the call date of July 1, 2033 at par.

$27,365,000
CITY OF ATLANTA
AIRPORT GENERAL REVENUE BONDS,
SERIES 2023B-2 (NON-AMT)

$16,380,000 Serial Bonds

Maturity (July 1)	Principal Amount	Interest Rate	Yield	Price	Initial CUSIP No.†
2024	$ 370,000	5.000%	3.390%	101.307	04780MJ83
2025	460,000	5.000	3.290	103.013	04780MJ91
2026	480,000	5.000	3.140	105.000	04780MK24
2027	505,000	5.000	3.050	107.000	04780MK32
2028	530,000	5.000	3.020	108.838	04780MK40
2029	555,000	5.000	3.000	110.625	04780MK57
2030	585,000	5.000	3.010	112.204	04780MK65
2031	615,000	5.000	3.020	113.716	04780MK73
2032	645,000	5.000	3.050	114.996	04780MK81
2033	675,000	5.000	3.130	115.718	04780MK99
2034	710,000	5.000	3.210	114.987C	04780ML23
2035	745,000	5.000	3.280	114.352C	04780ML31
2036	785,000	5.000	3.400	113.273C	04780ML49
2037	825,000	4.000	3.770	101.871C	04780ML56
2038	855,000	4.000	3.950	100.399C	04780ML64
2039	890,000	4.000	4.080	99.069	04780ML72
2040	925,000	4.000	4.150	98.191	04780ML80
2041	965,000	4.000	4.210	97.380	04780ML98
2042	1,000,000	4.125	4.270	98.131	04780MM22
2043	1,045,000	4.125	4.310	97.545	04780MM30
2044	1,085,000	4.250	4.340	98.768	04780MM48
2045	1,130,000	4.250	4.380	98.179	04780MM55

$3,695,000 4.250% Term Bond, Due July 1, 2048, Yield 4.430%,
Price 97.300, Initial CUSIP No. 04780MM63†

$7,290,000 4.375% Term Bond, Due July 1, 2053, Yield 4.520%,
Price 97.632, Initial CUSIP No. 04780MM71†

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† Initial CUSIP® numbers have been assigned to the Series 2023B-2 Bonds by an organization not affiliated with the City or the Financial Advisor (as defined herein) and are included for the convenience of the owners of the Series 2023B-2 Bonds only at the time of original issuance of the Series 2023B-2 Bonds. CUSIP® is a registered trademark of the American Bankers Association. Neither the City, the Financial Advisor nor the Underwriters (as defined herein) or their agents or counsel is responsible for the selection, use or accuracy of the CUSIP® numbers nor is any representation made as to their correctness with respect to the Series 2023B-2 Bonds as included herein or at any time in the future. The CUSIP® number for a specific maturity is subject to being changed after the issuance of the Series 2023B-2 Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part, or as a result of the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of certain maturities of the Series 2023B-2 Bonds.

C Priced to the call date of July 1, 2033 at par.

MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES, PRICES, YIELDS AND INITIAL CUSIP NUMBERS†

$30,080,000
CITY OF ATLANTA
AIRPORT GENERAL REVENUE BONDS,
SERIES 2023C (AMT)

$14,930,000 Serial Bonds

Maturity (July 1)	Principal Amount	Interest Rate	Yield	Price	Initial CUSIP No.†
2024	$ 380,000	5.000%	3.990%	100.814	04780MM89
2025	475,000	5.000	3.960	101.816	04780MM97
2026	500,000	5.000	3.820	103.135	04780MN21
2027	525,000	5.000	3.720	104.528	04780MN39
2028	550,000	5.000	3.690	105.745	04780MN47
2029	580,000	5.000	3.640	107.084	04780MN54
2030	610,000	5.000	3.610	108.346	04780MN62
2031	640,000	5.000	3.570	109.692	04780MN70
2032	670,000	5.000	3.580	110.667	04780MN88
2033	705,000	5.000	3.650	111.065	04780MN96
2034	740,000	5.000	3.720	110.455C	04780MP29
2035	775,000	5.000	3.800	109.764C	04780MP37
2036	815,000	5.000	3.930	108.652C	04780MP45
2037	855,000	5.000	4.050	107.637C	04780MP52
2038	900,000	5.000	4.150	106.800C	04780MP60
2039	945,000	5.000	4.200	106.384C	04780MP78
2040	990,000	5.000	4.260	105.888C	04780MP86
2041	1,040,000	5.000	4.310	105.477C	04780MP94
2042	1,090,000	5.000	4.370	104.986C	04780MQ28
2043	1,145,000	5.000	4.410	104.660C	04780MQ36

$6,655,000 5.000% Term Bond, Due July 1, 2048, Yield 4.520%,
Price 103.770C, Initial CUSIP No. 04780MQ44†

$8,495,000 5.000% Term Bond, Due July 1, 2053, Yield 4.600%,
Price 103.129C, Initial CUSIP No. 04780MQ51†

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† Initial CUSIP® numbers have been assigned to the Series 2023C Bonds by an organization not affiliated with the City or the Financial Advisor (as defined herein) and are included for the convenience of the owners of the Series 2023C Bonds only at the time of original issuance of the Series 2023C Bonds. CUSIP® is a registered trademark of the American Bankers Association. Neither the City, the Financial Advisor nor the Underwriters (as defined herein) or their agents or counsel is responsible for the selection, use or accuracy of the CUSIP® numbers nor is any representation made as to their correctness with respect to the Series 2023C Bonds as included herein or at any time in the future. The CUSIP® number for a specific maturity is subject to being changed after the issuance of the Series 2023C Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part, or as a result of the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of certain maturities of the Series 2023C Bonds.

C Priced to the call date of July 1, 2033 at par.

MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES, PRICES, YIELDS AND INITIAL CUSIP NUMBERS†

$38,960,000
CITY OF ATLANTA
AIRPORT PASSENGER FACILITY CHARGE AND SUBORDINATE LIEN GENERAL REVENUE BONDS,
SERIES 2023D (NON-AMT) (GREEN BONDS)

Maturity (July 1)	Principal Amount	Interest Rate	Yield	Price	Initial CUSIP No.†
2044	$38,960,000	5.000%	4.040%	107.721[C]	04780TEH3

† Initial CUSIP® numbers have been assigned to the Series 2023D Bonds by an organization not affiliated with the City or the Financial Advisor (as defined herein) and are included for the convenience of the owners of the Series 2023D Bonds only at the time of original issuance of the Series 2023D Bonds. CUSIP® is a registered trademark of the American Bankers Association. Neither the City, the Financial Advisor nor the Underwriters (as defined herein) or their agents or counsel is responsible for the selection, use or accuracy of the CUSIP® numbers nor is any representation made as to their correctness with respect to the Series 2023D Bonds as included herein or at any time in the future. The CUSIP® number for a specific maturity is subject to being changed after the issuance of the Series 2023D Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part, or as a result of the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of certain maturities of the Series 2023D Bonds.

[C] Priced to the call date of July 1, 2033 at par.

MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES, PRICES, YIELDS AND INITIAL CUSIP NUMBERS[†]

$256,225,000
CITY OF ATLANTA
AIRPORT PASSENGER FACILITY CHARGE AND SUBORDINATE LIEN GENERAL REVENUE BONDS,
SERIES 2023E (AMT) (GREEN BONDS)

Maturity (July 1)	Principal Amount	Interest Rate	Yield	Price	Initial CUSIP No.[†]
2024	$11,500,000	5.000%	3.990%	100.814	04780TEJ9
2030	3,000,000	5.000	3.610	108.346	04780TEK6
2031	8,725,000	5.000	3.570	109.692	04780TEL4
2032	9,235,000	5.000	3.580	110.667	04780TEM2
2033	8,445,000	5.000	3.650	111.065	04780TEN0
2034	12,040,000	5.000	3.720	110.455[C]	04780TEP5
2035	9,620,000	5.000	3.800	109.764[C]	04780TEQ3
2036	10,100,000	5.000	3.900	108.907[C]	04780TER1
2037	10,655,000	5.000	4.010	107.974[C]	04780TES9
2038	11,190,000	5.000	4.100	107.217[C]	04780TET7
2039	11,750,000	5.000	4.160	106.717[C]	04780TEU4
2040	12,335,000	5.000	4.220	106.219[C]	04780TEV2
2041	40,820,000	5.250	4.200	108.381[C]	04780TEW0
2042	42,965,000	5.250	4.250	107.963[C]	04780TEX8
2043	45,215,000	5.250	4.300	107.546[C]	04780TEY6
2044	8,630,000	5.250	4.370	106.967[C]	04780TEZ3

† Initial CUSIP® numbers have been assigned to the Series 2023E Bonds by an organization not affiliated with the City or the Financial Advisor (as defined herein) and are included for the convenience of the owners of the Series 2023E Bonds only at the time of original issuance of the Series 2023E Bonds. CUSIP® is a registered trademark of the American Bankers Association. Neither the City, the Financial Advisor nor the Underwriters (as defined herein) or their agents or counsel is responsible for the selection, use or accuracy of the CUSIP® numbers nor is any representation made as to their correctness with respect to the Series 2023E Bonds as included herein or at any time in the future. The CUSIP® number for a specific maturity is subject to being changed after the issuance of the Series 2023E Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part, or as a result of the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of certain maturities of the Series 2023E Bonds.

C Priced to the call date of July 1, 2033 at par.

MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES, PRICES, YIELDS AND INITIAL CUSIP NUMBERS†

$88,500,000
CITY OF ATLANTA
GENERAL REVENUE REFUNDING BONDS, SERIES 2023F (NON-AMT)

Maturity (July 1)	Principal Amount	Interest Rate	Yield	Price	Initial CUSIP No.†
2025	$ 6,450,000	5.000%	3.400%	102.682	04780MQ69
2026	6,755,000	5.000	3.250	104.554	04780MQ77
2027	7,085,000	5.000	3.160	106.445	04780MQ85
2028	7,430,000	5.000	3.130	108.180	04780MQ93
2029	7,785,000	5.000	3.100	109.922	04780MR27
2030	5,295,000	5.000	3.090	111.543	04780MR35
2031	15,155,000	5.000	3.100	112.987	04780MR43
2032	15,890,000	5.000	3.130	114.203	04780MR50
2033	16,655,000	5.000	3.210	114.871	04780MR68

† Initial CUSIP® numbers have been assigned to the Series 2023F Bonds by an organization not affiliated with the City or the Financial Advisor (as defined herein) and are included for the convenience of the owners of the Series 2023F Bonds only at the time of original issuance of the Series 2023F Bonds. CUSIP® is a registered trademark of the American Bankers Association. Neither the City, the Financial Advisor nor the Underwriters (as defined herein) or their agents or counsel is responsible for the selection, use or accuracy of the CUSIP® numbers nor is any representation made as to their correctness with respect to the Series 2023F Bonds as included herein or at any time in the future. The CUSIP® number for a specific maturity is subject to being changed after the issuance of the Series 2023F Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part, or as a result of the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of certain maturities of the Series 2023F Bonds.

MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES, PRICES, YIELDS AND INITIAL CUSIP NUMBERS†

$59,160,000
CITY OF ATLANTA
GENERAL REVENUE REFUNDING BONDS,
SERIES 2023G (AMT)

Maturity (July 1)	Principal Amount	Interest Rate	Yield	Price	Initial CUSIP No.†
2025	$ 8,795,000	5.000%	3.980%	101.696	04780MR76
2026	9,225,000	5.000	3.840	102.988	04780MR84
2027	9,670,000	5.000	3.740	104.358	04780MR92
2028	10,140,000	5.000	3.710	105.559	04780MS26
2029	10,635,000	5.000	3.690	106.719	04780MS34
2030	10,695,000	5.000	3.660	107.938	04780MS42

† Initial CUSIP® numbers have been assigned to the Series 2023G Bonds by an organization not affiliated with the City or the Financial Advisor (as defined herein) and are included for the convenience of the owners of the Series 2023G Bonds only at the time of original issuance of the Series 2023G Bonds. CUSIP® is a registered trademark of the American Bankers Association. Neither the City, the Financial Advisor nor the Underwriters (as defined herein) or their agents or counsel is responsible for the selection, use or accuracy of the CUSIP® numbers nor is any representation made as to their correctness with respect to the Series 2023G Bonds as included herein or at any time in the future. The CUSIP® number for a specific maturity is subject to being changed after the issuance of the Series 2023G Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part, or as a result of the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of certain maturities of the Series 2023G Bonds.

CITY OF ATLANTA
ELECTED OFFICIALS

Mayor
Andre Dickens

City Council
Doug Shipman, *President*

Jason Winston, *District 1*
Amir Farokhi, *District 2*
Byron Amos, *District 3*
Jason Dozier, *District 4*
Liliana Bakhtiari, *District 5*
Alex Wan, *District 6*
Howard Shook, *District 7*
Mary Norwood, *District 8*
Dustin Hillis, *District 9*
Andrea L. Boone, *District 10*
Marci Collier Overstreet, *District 11*
Antonio Lewis, *District 12*
Michael Julian Bond, *Post 1, At-Large*
Matt Westmoreland, *Post 2, At-Large*
Keisha Sean Waites, *Post 3, At-Large*

Finance/Executive Committee of the City Council

Alex Wan, *Chair*
Liliana Bakhtiari
Dustin Hillis
Marci Collier Overstreet
Howard Shook
Matt Westmoreland
Jason Winston

Transportation Committee of the City Council

Amir Farokhi, *Chair*
Byron Amos
Antonio Lewis
Mary Norwood
Marci Collier Overstreet
Keisha Sean Waites
Alex Wan

APPOINTED OFFICIALS

Mohamed Balla, Chief Financial Officer
Lisa Y. Gordon, Chief Operating Officer
Nina R. Hickson, Esquire, City Attorney
Odie Donald II, Chief of Staff
Balram Bheodari, Airport General Manager

CONSULTANTS TO THE CITY

Airport Consultant

LeighFisher
San Francisco, California

Co-Bond Counsel

Hunton Andrews Kurth LLP
Atlanta, Georgia

Serena Nowell, LLC
Fayetteville, Georgia

Co-Disclosure Counsel

Greenberg Traurig, LLP
Atlanta, Georgia

Riddle & Schwartz, LLC
Atlanta, Georgia

Financial Advisor

Frasca & Associates, LLC
Atlanta, Georgia

THIS OFFICIAL STATEMENT DOES NOT CONSTITUTE A CONTRACT BETWEEN THE CITY OR THE UNDERWRITERS AND ANY ONE OR MORE OWNERS OF THE SERIES 2023 BONDS, NOR DOES IT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY THE SERIES 2023 BONDS IN ANY JURISDICTION TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH AN OFFER IN SUCH JURISDICTION.

NO DEALER, SALESPERSON OR ANY OTHER PERSON HAS BEEN AUTHORIZED BY THE CITY TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS, OTHER THAN THOSE CONTAINED IN THIS OFFICIAL STATEMENT, IN CONNECTION WITH THE OFFERING OF THE SERIES 2023 BONDS, AND IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE CITY OR ANY OTHER PERSON. THE INFORMATION AND EXPRESSIONS OF OPINION IN THIS OFFICIAL STATEMENT ARE SUBJECT TO CHANGE WITHOUT NOTICE, AND THIS OFFICIAL STATEMENT SPEAKS ONLY AS OF ITS DATE. NEITHER THE DELIVERY OF THIS OFFICIAL STATEMENT NOR ANY SALE MADE HEREUNDER WILL, UNDER ANY CIRCUMSTANCES, CREATE THE IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE MATTERS DESCRIBED HEREIN SINCE THE DATE HEREOF. EXCEPT AS OTHERWISE INDICATED, THE INFORMATION CONTAINED IN THIS OFFICIAL STATEMENT, INCLUDING IN THE APPENDICES ATTACHED HERETO, HAS BEEN OBTAINED FROM REPRESENTATIVES OF THE CITY, THE AIRPORT CONSULTANT, THE UNDERWRITERS AND FROM PUBLIC DOCUMENTS, RECORDS AND OTHER SOURCES CONSIDERED TO BE RELIABLE.

THE UNDERWRITERS HAVE PROVIDED THE FOLLOWING SENTENCE FOR INCLUSION IN THIS OFFICIAL STATEMENT: THE UNDERWRITERS HAVE REVIEWED THE INFORMATION IN THIS OFFICIAL STATEMENT IN ACCORDANCE WITH, AND AS PART OF, THEIR RESPECTIVE RESPONSIBILITIES UNDER THE FEDERAL SECURITIES LAWS AS APPLIED TO THE FACTS AND CIRCUMSTANCES OF THIS TRANSACTION, BUT THE UNDERWRITERS DO NOT GUARANTEE THE ACCURACY OR COMPLETENESS OF SUCH INFORMATION.

IN CONNECTION WITH THE OFFERING OF THE SERIES 2023 BONDS, THE UNDERWRITERS MAY EFFECT TRANSACTIONS THAT STABILIZE OR MAINTAIN MARKET PRICES OF THE SERIES 2023 BONDS AT LEVELS ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

THE SERIES 2023 BONDS HAVE NOT BEEN REGISTERED WITH THE SEC UNDER THE SECURITIES ACT OF 1933, AS AMENDED, NOR HAS THE BOND ORDINANCE BEEN QUALIFIED UNDER THE TRUST INDENTURE ACT OF 1939, AS AMENDED, IN RELIANCE UPON EXEMPTIONS CONTAINED IN SUCH ACTS. THE REGISTRATION OR QUALIFICATION OF THE SERIES 2023 BONDS IN ACCORDANCE WITH APPLICABLE PROVISIONS OF THE SECURITIES LAWS OF THE STATES, IF ANY, IN WHICH THE SERIES 2023 BONDS HAVE BEEN REGISTERED OR QUALIFIED AND THE EXEMPTION FROM REGISTRATION OR QUALIFICATION IN CERTAIN OTHER

STATES CANNOT BE REGARDED AS A RECOMMENDATION THEREOF. NEITHER THESE STATES NOR ANY OF THEIR AGENCIES HAVE PASSED UPON THE MERITS OF THE SERIES 2023 BONDS OR THE ACCURACY OR COMPLETENESS OF THIS OFFICIAL STATEMENT. ANY REPRESENTATION TO THE CONTRARY MAY BE A CRIMINAL OFFENSE.

In making an investment decision, investors must rely on their own examination of the City, the Department of Aviation, and the Airport, and the terms of the offering, including the merits and risks involved. The Series 2023 Bonds have not been recommended by any federal or state securities commission or regulatory authority. Any representation to the contrary may be a criminal offense.

The order and placement of information in this Official Statement, including the appendices attached hereto, are not an indication of relevance, materiality or relative importance, and this Official Statement, including the appendices attached hereto, should be read in its entirety. The captions and headings in this Official Statement are for convenience only and in no way define, limit or describe the scope or intent, or affect the meaning or construction, of any provision or section in this Official Statement.

THIS OFFICIAL STATEMENT IS BEING PROVIDED TO PROSPECTIVE PURCHASERS IN EITHER BOUND OR PRINTED FORMAT ("ORIGINAL BOUND FORMAT") OR IN ELECTRONIC FORMAT ON THE FOLLOWING WEBSITE: WWW.MUNIOS.COM. THIS OFFICIAL STATEMENT MAY BE RELIED ON ONLY IF IT IS IN ITS ORIGINAL BOUND FORMAT, OR IF IT IS PRINTED IN ITS ENTIRETY DIRECTLY FROM SUCH WEBSITE.

References to website addresses presented herein, including the City's website or any other website containing information about the City or the Airport, are for informational purposes only and may be in the form of a hyperlink solely for the reader's convenience. Unless specified otherwise, such websites and the information or links contained therein are not incorporated into, and are not part of, this Official Statement for any purpose including for purposes of Rule 15c2-12.

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OFFICIAL STATEMENT

relating to

CITY OF ATLANTA

$206,565,000 AIRPORT GENERAL REVENUE BONDS, SERIES 2023B-1 (NON-AMT) (GREEN BONDS)	**$27,365,000 AIRPORT GENERAL REVENUE BONDS, SERIES 2023B-2 (NON-AMT)**

**$30,080,000
AIRPORT GENERAL
REVENUE BONDS,
SERIES 2023C (AMT)**

$38,960,000 AIRPORT PASSENGER FACILITY CHARGE AND SUBORDINATE LIEN GENERAL REVENUE BONDS, SERIES 2023D (NON-AMT) (GREEN BONDS)	**$256,225,000 AIRPORT PASSENGER FACILITY CHARGE AND SUBORDINATE LIEN GENERAL REVENUE BONDS, SERIES 2023E (AMT) (GREEN BONDS)**
$88,500,000 AIRPORT GENERAL REVENUE REFUNDING BONDS, SERIES 2023F (NON-AMT)	**$59,160,000 AIRPORT GENERAL REVENUE REFUNDING BONDS, SERIES 2023G (AMT)**

INTRODUCTION

General

The purpose of this Official Statement, which includes the cover page and the appendices attached hereto, is to provide certain information concerning the issuance and sale by the City of Atlanta (the "City") of $206,565,000 in aggregate principal amount of its Airport General Revenue Bonds, Series 2023B-1 (Non-AMT) (Green Bonds) (the "Series 2023B-1 Bonds"), $27,365,000 in aggregate principal amount of its Airport General Revenue Bonds, Series 2023B-2 (Non-AMT) (the "Series 2023B-2 Bonds" and, together with the Series 2023B-1 Bonds, the "Series 2023B Bonds"), $30,080,000 in aggregate principal amount of its Airport General Revenue Bonds, Series 2023C (AMT) (the "Series 2023C Bonds"), $38,960,000 in aggregate principal amount of its Airport Passenger Facility Charge and Subordinate Lien General Revenue Bonds, Series 2023D (Non-AMT) (Green Bonds) (the "Series 2023D Bonds"), $256,225,000 in aggregate principal amount of its Airport Passenger Facility Charge and Subordinate Lien General Revenue Bonds, Series 2023E (AMT) (Green Bonds) (the "Series 2023E Bonds"), $88,500,000 in aggregate principal amount of its Airport General Revenue Refunding Bonds, Series 2023F (Non-AMT) (the "Series 2023F Bonds") and $59,160,000 in aggregate principal amount of its Airport General Revenue Refunding Bonds, Series 2023G (AMT) (the "Series 2023G Bonds"). The Series 2023B Bonds and the Series 2023C Bonds are hereinafter referred to as the "Series 2023 New Money General Revenue Bonds." The Series 2023D Bonds and the Series 2023E Bonds are hereinafter referred to as the "Series 2023 New Money Hybrid PFC Bonds." The Series 2023 New Money General Revenue Bonds and the Series 2023 New Money Hybrid PFC Bonds are hereinafter referred to as the "Series 2023 New Money Bonds." The Series 2023F Bonds and the Series 2023G Bonds are hereinafter referred to as the "Series 2023 Refunding Bonds." The Series 2023 New Money General Revenue Bonds and the Series 2023 Refunding Bonds are collectively hereinafter referred to as the "Series 2023 General Revenue Bonds." The Series 2023 General Revenue Bonds and the Series 2023 New Money Hybrid PFC Bonds are collectively hereinafter referred to as the "Series 2023 Bonds." All capitalized terms used and not otherwise defined herein shall have the meanings assigned thereto in "APPENDIX C - DEFINITIONS OF CERTAIN TERMS" attached hereto.

This Introduction is not a summary of this Official Statement and is intended only for quick reference. It is only a brief description of and guide to, and is qualified in its entirety by reference to, the more complete and detailed information contained in the entire Official Statement, including the inside front cover page and the appendices attached hereto, and the documents summarized or described herein. A full review should be made of the entire Official Statement, including the inside front cover page and the appendices attached hereto, and of the documents summarized or described herein. The offering of the Series 2023 Bonds to potential investors is made only by means of the entire Official Statement, including the inside front cover page and the appendices attached hereto. No person is authorized to detach this Introduction from this Official Statement or to otherwise use it without the entire Official Statement, including the inside front cover page and the appendices attached hereto.

Authorization for the Series 2023 Bonds

The Series 2023 Bonds are being issued pursuant to: (a) the Constitution and laws of the State of Georgia (the "State"), including specifically, but without limitation, Article 3 of Chapter 82 of Title 36 of the Official Code of Georgia Annotated, as amended, known as the "Revenue Bond Law"; (b) the Charter of the City of Atlanta, as amended (the "Charter"); and (c) that certain Restated and Amended Master Bond Ordinance adopted by the City Council of the City (the "City Council") on March 20, 2000, as previously amended and supplemented (the "Master Bond Ordinance"), particularly as supplemented by that certain Thirty-Second Supplemental Bond Ordinance adopted by the City Council on June 20, 2023 and approved by the Mayor of the City (the "Mayor") on June 29, 2023, as supplemented by that certain Series 2023 Supplemental Pricing Ordinance adopted by the City Council and approved by the Mayor on August 16, 2023 (together, the "Thirty-Second Supplemental Bond Ordinance"). The Master Bond Ordinance and the Thirty-Second Supplemental Bond Ordinance are hereinafter referred to as the "Bond Ordinance."

Purpose of the Series 2023 Bonds

The proceeds of the Series 2023 New Money Bonds will be used for the purpose of providing funds to, among other things: (a) finance or refinance the costs of the planning, engineering, design, acquisition, equipping and construction of all or a portion of the 2023 Project (as defined herein), which constitutes a portion of the Capital Plan to 2029 (as defined herein); (b) fund deposits to the applicable subaccounts of the Debt Service Reserve Accounts to meet the respective Debt Service Reserve Requirement related to the Series 2023 General Revenue Bonds and the Series 2023 New Money Hybrid PFC Bonds; and (c) pay certain costs of issuance with respect to the Series 2023 New Money Bonds. See "PLAN OF FINANCE - 2023 Project,"

"ESTIMATED SOURCES AND USES OF FUNDS," "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2023 BONDS - Debt Service Reserve Account," and "CAPITAL PLAN TO 2029" herein and "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRPORT FACILITIES AND CAPITAL PLAN - Capital Improvement Plan - Capital Plan to 2029" attached hereto.

The proceeds of the Series 2023 Refunding Bonds, together with certain additional funds made available by the City in connection with the refunding of the Refunded Bonds, will be used for the purpose of providing funds to, among other things: (a) refund and redeem the Refunded Bonds (as defined herein) and (b) pay certain costs of issuance with respect to the Series 2023 Refunding Bonds. See "PLAN OF FINANCE - Refunded Bonds," "ESTIMATED SOURCES AND USES OF FUNDS," and "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2023 BONDS - Debt Service Reserve Account" herein and "APPENDIX J - LIST OF REFUNDED BONDS" attached hereto.

Description of the Series 2023 Bonds

The Series 2023 Bonds are being issued as fully registered bonds, without coupons, in denominations of $5,000 or any integral multiple thereof and initially will be registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"). Purchases of beneficial ownership interests in the Series 2023 Bonds will be made in book-entry form only and purchasers will not receive physical delivery of bond certificates representing the beneficial ownership interests in the Series 2023 Bonds so purchased. Payments of principal of, premium, if any, and interest on, any Series 2023 Bond will be made to Cede & Co., as nominee for DTC as registered owner of the Series 2023 Bonds, by U.S. Bank Trust Company, National Association, as bond registrar (the "Bond Registrar") and paying agent (the "Paying Agent"), to be subsequently disbursed to the Beneficial Owners (as defined in APPENDIX H attached hereto) of the Series 2023 Bonds. See "DESCRIPTION OF THE SERIES 2023 BONDS - General" herein and "APPENDIX H - DTC AND THE BOOK-ENTRY ONLY SYSTEM" attached hereto.

Interest on the Series 2023 Bonds is payable semiannually on January 1 and July 1 of each year, commencing January 1, 2024. The Series 2023 Bonds will bear interest at the rates and will be payable as to principal in the amounts and on the dates set forth on the inside front cover of this Official Statement. See "DESCRIPTION OF THE SERIES 2023 BONDS - General" herein.

Certain of the Series 2023 New Money Bonds may be subject to redemption prior to maturity as more fully described under the caption "DESCRIPTION OF THE SERIES 2023 BONDS - Redemption Provisions" herein. The Series 2023 Refunding Bonds will not be subject to redemption prior to maturity.

Security and Sources of Payment for the Series 2023 Bonds

Series 2023 General Revenue Bonds. The Series 2023 General Revenue Bonds are special limited obligations of the City payable from and secured by a pledge of and Senior Lien on General Revenues on a parity with the Outstanding Senior Lien General Revenue Bonds (as defined herein) and any other Additional Bonds issued on a parity with such Outstanding Senior Lien General Revenue Bonds under the Bond Ordinance, including, when and if issued, the Planned 2024-2029

General Revenue Bonds (as defined herein). **The Series 2023 General Revenue Bonds will <u>not</u> be secured by PFC Revenues, Special Purpose Revenues or Released Revenues, any of which may be pledged to secure other bonds and obligations under the Bond Ordinance.** See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2023 BONDS - Series 2023 General Revenue Bonds; Pledge of Pledged Revenues" and "OUTSTANDING AIRPORT OBLIGATIONS - Senior Lien General Revenue Bonds" herein and "APPENDIX D - SUMMARY OF CERTAIN PROVISIONS OF THE BOND ORDINANCE" attached hereto.

<u>Series 2023 New Money Hybrid PFC Bonds</u>. The Series 2023 New Money Hybrid PFC Bonds are special limited obligations of the City payable from and secured by: (a) a pledge of and Senior Lien on the portion of Revenues constituting PFC Revenues on a parity with the Outstanding Hybrid PFC Bonds (as defined herein) and any other Additional Bonds issued on a parity with such Outstanding Hybrid PFC Bonds under the Bond Ordinance, including when and if issued the Series 2023 Forward Delivery Hybrid PFC Refunding Bonds (as defined herein) and the Planned 2024 Hybrid PFC Bonds (as defined herein); and (b) a pledge of and Subordinate Lien on General Revenues, on a parity with the Outstanding Hybrid PFC Bonds, which is junior and subordinate in right of payment to the pledge of and lien on General Revenues securing: (i) the Outstanding Senior Lien General Revenue Bonds and (ii) any other Additional Bonds issued on a parity with such Outstanding Senior Lien General Revenue Bonds under the Bond Ordinance, including the Series 2023 General Revenue Bonds and, when and if issued, the Planned 2024-2029 General Revenue Bonds. **The Series 2023 New Money Hybrid PFC Bonds will <u>not</u> be secured by Special Purpose Revenues or Released Revenues, any of which may be pledged to secure other bonds and obligations under the Bond Ordinance.** The Outstanding Hybrid PFC Bonds and the Series 2023 New Money Hybrid PFC Bonds are sometimes collectively referred to as the "Hybrid PFC Bonds." See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2023 BONDS - Series 2023 New Money Hybrid PFC Bonds; Pledge of PFC Revenues and Subordinate Pledge of Pledged Revenues" and "OUTSTANDING AIRPORT OBLIGATIONS - Senior Lien General Revenue Bonds," and " - Hybrid PFC Bonds" herein and "APPENDIX D - SUMMARY OF CERTAIN PROVISIONS OF THE BOND ORDINANCE" attached hereto.

THE SERIES 2023 BONDS ARE SPECIAL LIMITED OBLIGATIONS OF THE CITY AND SHALL NOT BE DEEMED TO CONSTITUTE A DEBT OF THE CITY WITHIN THE MEANING OF ANY CONSTITUTIONAL LIMITATION ON DEBT NOR CONSTITUTE A PLEDGE OF THE FAITH AND CREDIT OF THE CITY. THE SERIES 2023 BONDS SHALL NOT BE PAYABLE FROM OR BE A CHARGE UPON ANY FUNDS OTHER THAN THE REVENUES AND AMOUNTS PLEDGED TO THE PAYMENT THEREOF PURSUANT TO THE BOND ORDINANCE, NOR SHALL THE CITY BE SUBJECT TO ANY PECUNIARY LIABILITY THEREON. NO OWNER OR OWNERS OF THE SERIES 2023 BONDS SHALL EVER HAVE THE RIGHT TO COMPEL ANY EXERCISE OF THE TAXING POWER OF THE CITY TO PAY THE SERIES 2023 BONDS OR THE INTEREST THEREON, NOR TO ENFORCE PAYMENT OF THE SERIES 2023 BONDS AGAINST ANY PROPERTY OF THE CITY; NOR SHALL THE SERIES 2023 BONDS CONSTITUTE A CHARGE, LIEN, OR ENCUMBRANCE, LEGAL OR EQUITABLE, UPON ANY PROPERTY OF THE CITY, EXCEPT FOR THE AMOUNTS PLEDGED TO THE PAYMENT OF THE SERIES 2023 BONDS AND ANY

OTHER FUNDS PLEDGED TO SECURE THE PAYMENT OF THE SERIES 2023 BONDS IN THE MANNER SET FORTH IN THE BOND ORDINANCE.

The City and Airport Service Region

The City is a municipal corporation of the State created by an act of the General Assembly of the State in 1843 and now existing and subject to the provisions of the Charter. The City is the seat of government of the State and Fulton County. See "THE CITY" herein.

The primary service region of the Hartsfield-Jackson Atlanta International Airport (the "Airport") is the 8,376-square-mile, 29-county Atlanta-Sandy Springs-Alpharetta metropolitan statistical area (the "Atlanta MSA") with a total 2022 population of 6,222,000 according to the U.S. Department of Commerce, Bureau of the Census ("Bureau of the Census"), accounting for approximately 57% of the State's population. The Atlanta MSA was the nation's eighth largest metropolitan statistical area based on the estimated population for 2022. The Atlanta MSA is the dominant population center and economic engine in the Airport's combined primary and secondary service regions.

The Airport's secondary service region is defined by the location of (and airline service provided at) the nearest airports. The secondary service region includes the remainder of the State, as well as parts of Alabama, Tennessee, North Carolina, and South Carolina.

See "THE AIRPORT - Airport Service Region" herein and "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - ECONOMIC BASIS FOR AIRLINE TRAFFIC DEMAND - Airport Service Region" attached hereto.

The Airport and Airport Facilities

The Airport is located in Clayton and Fulton counties, Georgia, about 10 road miles south of downtown Atlanta, and is owned by the City and operated by the City's Department of Aviation (the "Department of Aviation"). The Airport is classified as a large hub by the Federal Aviation Administration (the "FAA") and is the principal commercial service airport serving the State and the southeastern United States. The Airport serves as a primary transfer point in the national air transportation system, and among the airlines serving the Airport (the "Airlines") is the busiest hub for Delta Air Lines, Inc. ("Delta"). According to Airports Council International ("ACI"), the Airport is the busiest passenger airport in the world with approximately 93.7 million total (enplaned and deplaned) passengers in calendar year 2022. The Airport has five parallel east-west runways. The central passenger terminal complex of the Airport (the "CPTC") was opened in 1980 and originally consisted of a landside building (now the domestic terminal) and Concourses T-North, A, B, C, and D. The CPTC has been expanded with the addition of the international landside terminal and Concourses T-South, E, and F to encompass approximately 6.8 million square feet. A 7,400-foot-long underground transportation mall accommodates an automated guideway transit system ("AGTS"), known as the Plane Train, and pedestrian walkways that connect all terminal buildings and concourses. The AGTS typically operates with 260-person capacity, four-car trains at approximately two-minute intervals. For additional information regarding the Airport, the Airport's role in Delta's system, and the facilities at the Airport, see

"THE AIRPORT - Airport Facilities" and "THE AIRPORT - Airport's Role - *Airport's Role in Delta's System*" herein.

Airport Use and Lease Agreement

Most of the passenger and cargo airlines serving the Airport, which collectively account for substantially all the landed weight and passengers at the Airport, operate under the terms of airport use and lease agreements (collectively, the "Airport Use and Lease Agreement"). Effective October 1, 2017, Airline rentals, fees, and charges were calculated in accordance with the procedures established under the Airport Use and Lease Agreement for calculating rentals, fees, and charges for the use and occupancy of facilities defining the two Airline cost centers, the Airfield Cost Center and the Terminal Cost Center (as those terms are defined in the Airport Use and Lease Agreement). Provisions of the Airport Use and Lease Agreement governing the pre-approval of certain future capital projects included within the Approved Projects (as defined herein) and other provisions governing capital improvement projects took effect retroactively on July 1, 2016. The Airport Use and Lease Agreement superseded and replaced all outstanding airline agreements for the airfield and the CPTC. Airlines that enter into an Airport Use and Lease Agreement are referred to as "Signatory Airlines."

For more information related to the key provisions of the Airport Use and Lease Agreement, see "SUMMARY OF CERTAIN PROVISIONS OF THE AIRPORT USE AND LEASE AGREEMENT AND THE RATE MAKING METHODOLOGY" and "CAPITAL PLAN TO 2029" herein, and "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT" and "APPENDIX E - SUMMARY OF CERTAIN PROVISIONS OF THE PRINCIPAL AIRPORT LEASES AND AGREEMENTS" attached hereto.

COVID-19 Pandemic

In March 2020, the novel coronavirus disease ("COVID-19") was declared a global pandemic by the World Health Organization. The outbreak of COVID-19 and resultant restrictions had an adverse effect on airlines serving the Airport, Airport concessionaires, parking, ground transportation companies and rental car activity and, consequently, Revenues, all as more fully discussed herein. See "THE AIRPORT," "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT," and "AIRPORT FINANCIAL INFORMATION" herein and "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS" attached hereto. In May 2023, the U.S. Department of Health and Human Services declared an end to the federal government's COVID-19 public health emergency measures. Notwithstanding the foregoing, COVID-19 may continue to affect airline travel and the level and timing of recovery of traffic at the Airport. See "CERTAIN FACTORS AFFECTING THE AIRPORT AND THE AIR TRANSPORTATION INDUSTRY AND OTHER CONSIDERATIONS - Public Health Concerns and COVID-19 Pandemic" herein.

Master Plan

In May 2015, the City published a master plan to guide the long-term development of the Airport (the "Master Plan"). In May 2016, the City and the Signatory Airlines, as part of the Airport Use and Lease Agreement, mutually agreed to a $6.16 billion (in July 2014 dollars) 20-year plan of capital improvements consisting of the Approved Projects, and an agreed-upon funding plan for the Approved Projects. The Department of Aviation has initiated a process to update the Master Plan and currently expects to complete such process before the end of calendar year 2024. For information regarding the Approved Projects and other Airline-funded projects, see "SUMMARY OF CERTAIN PROVISIONS OF THE AIRPORT USE AND LEASE AGREEMENT AND THE RATE MAKING METHODOLOGY - Approved Projects" herein.

Capital Plan to 2029

The City has developed an approximately $10.6 billion capital improvement plan at the Airport, which the City expects to fund through Fiscal Year 2029 (the "Capital Plan to 2029"). The Capital Plan to 2029 includes (a) certain of the Approved Projects, (b) certain projects agreed to by the City and the MII Eligible Signatory Airlines (as defined herein) through the majority-in-interest ("MII") approval process subsequent to the date of the Airport Use and Lease Agreement, and (c) Exempt Projects (as defined in the Airport Use and Lease Agreement). Only projects in the Capital Plan to 2029 are considered in the Report of the Airport Consultant. See "CAPITAL PLAN TO 2029" and "CERTAIN FACTORS AFFECTING THE AIRPORT AND THE AIR TRANSPORTATION INDUSTRY AND OTHER CONSIDERATIONS - Capacity of the Airport" herein and "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT" attached hereto.

Report of the Airport Consultant

In its capacity as airport consultant to the City, LeighFisher (the "Airport Consultant") has prepared its report dated August 1, 2023 (the "Report of the Airport Consultant") in connection with the issuance of the Series 2023 Bonds, which report is attached hereto as "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT." The Report of the Airport Consultant provides, among other things, a summary of the funding plan for the Capital Plan to 2029, analyses of historical airline service and passenger traffic, analyses of historical Airport revenues and expenses, and financial forecasts demonstrating the sufficiency of Net General Revenues and PFC Revenues, as applicable, to pay the Debt Service Requirements of the General Revenue Bonds and Hybrid Bonds set forth in the Report of the Airport Consultant, including, but not limited to, the Series 2023 Bonds and, when and if issued, the Series 2023 Forward Delivery Hybrid PFC Refunding Bonds, the Planned 2024-2029 General Revenue Bonds, and the Planned 2024 Hybrid PFC Bonds, while meeting the debt service coverage requirements of the rate covenant under the Bond Ordinance. For additional information on historical and forecast Revenues, see "REPORT OF THE AIRPORT CONSULTANT AND RATE COVENANT FORECAST" herein and "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT" attached hereto.

Designation of the Series 2023 Green Bonds as Green Bonds

The City has designated the Series 2023B-1 Bonds, the Series 2023D Bonds, and the Series 2023E Bonds (collectively, the "Series 2023 Green Bonds") as Green Bonds (as defined herein) based upon, among other things, (a) an independent second party opinion rendered by Kestrel (the "External Reviewer"), which opinion is attached hereto as APPENDIX I (the "Second Party Opinion") and (b) the information from the sources indicated in the Second Party Opinion and the assumptions contained therein. The External Reviewer has provided an independent external review and the Second Party Opinion, which states that the Series 2023 Green Bonds conform with the four core components of the Green Bond Principles (as defined herein), and therefore qualify for Green Bonds designation. For additional information relating to the Series 2023 Green Bonds and the 2023 Green Bond Projects (as defined herein) to be financed or refinanced with the proceeds of the Series 2023 Green Bonds, see "PLAN OF FINANCE" and "DESIGNATION OF SERIES 2023 GREEN BONDS AS GREEN BONDS" herein and "APPENDIX I - SECOND PARTY OPINION" attached hereto.

Continuing Disclosure

In order to assist the Underwriters (as defined herein) in complying with paragraph (b)(5) of Rule 15c2-12 of the Securities and Exchange Commission (the "SEC") promulgated pursuant to the Securities Exchange Act of 1934 (the "Exchange Act"), as in effect on the date hereof (the "Rule"), simultaneously with the issuance of the Series 2023 New Money Bonds and the Series 2023 Refunding Bonds, the City, as an "obligated person" under the Rule, will enter into two separate continuing disclosure agreements (together, the "Continuing Disclosure Agreements") with Digital Assurance Certification, LLC ("DAC"), as initial disclosure dissemination agent, under which the City will undertake to provide continuing disclosure with respect to: (a) the Series 2023 New Money Bonds and the Airport for the benefit of the holders of the Series 2023 New Money Bonds and (b) the Series 2023 Refunding Bonds and the Airport for the benefit of the holders of the Series 2023 Refunding Bonds.

See "CONTINUING DISCLOSURE" herein and "APPENDIX G-1 - FORM OF CONTINUING DISCLOSURE AGREEMENT RELATING TO THE SERIES 2023 NEW MONEY BONDS" and "APPENDIX G-2 - FORM OF CONTINUING DISCLOSURE AGREEMENT RELATING TO THE SERIES 2023 REFUNDING BONDS" attached hereto.

Other Information

This Official Statement speaks only as of its date, and the information contained herein is subject to change. This Official Statement and the appendices attached hereto contain brief descriptions of, among other matters, the City, the Airport, the Series 2023 Bonds, the security and sources of payment for the Series 2023 Bonds, the Bond Ordinance, and the Airport Use and Lease Agreement. Such descriptions and information do not purport to be comprehensive or definitive. The summaries of various constitutional provisions, statutes, the Bond Ordinance, the Airport Use and Lease Agreement, and other documents are intended as summaries only and are qualified in their entirety by reference to such documents, and references herein to the Series 2023 Bonds are qualified in their entirety to the forms thereof included in the Bond Ordinance. Copies of the Bond Ordinance, the Airport Use and Lease Agreement, and other relevant documents and information are available, upon written request and payment of a charge for copying, mailing and handling, from the Chief Financial Officer, Department of Finance, 68 Mitchell Street, S.W., Suite 1100, South Tower, Atlanta, Georgia 30303, telephone (404) 330-6453.

PLAN OF FINANCE

2023 Project

The proceeds of the Series 2023 New Money Bonds will be used for the purpose of providing funds to, among other things: (a) finance or refinance the costs of the planning, engineering, design, acquisition, equipping and construction of all or a portion of the 2023 Project, which constitutes a portion of the Capital Plan to 2029; (b) fund deposits to the applicable subaccounts of the Debt Service Reserve Accounts to meet the respective Debt Service Reserve Requirement related to the Series 2023 General Revenue Bonds and the Series 2023 New Money Hybrid PFC Bonds; and (c) pay certain costs of issuance with respect to the Series 2023 New Money Bonds. See "ESTIMATED SOURCES AND USES OF FUNDS," and "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2023 BONDS - Debt Service Reserve Account" herein.

The "2023 Project" is comprised of certain projects from the Capital Plan to 2029, as more fully described in the Thirty-Second Supplemental Bond Ordinance, including, but not limited to, all or a portion of the three projects described below (the "2023 Green Bond Projects"), which are the most significant projects composing the 2023 Project. The External Reviewer has determined that the 2023 Green Bond Projects are eligible projects as defined by the Green Bond Principles and all or a portion of the 2023 Green Bond Projects will be financed or refinanced with the proceeds of the Series 2023 Green Bonds. For additional information regarding the 2023 Green Bond Projects, see "APPENDIX I - SECOND PARTY OPINION" attached hereto. For additional information regarding the Series 2023 Green Bonds, see "DESIGNATION OF SERIES 2023 GREEN BONDS AS GREEN BONDS" herein.

Concourse D Widening. Concourse D, one of the five original concourses that opened in 1980 and is undersized, is being widened and renovated to bring it up to the space and amenity standards at the other concourses. Concourse D is being widened from 60 feet to 99 feet and extended by approximately 288 feet in length to add approximately 100,000 square feet of space at the boarding level. The depth of the holdrooms will be increased from 20 feet to 35 feet and additional space provided for circulation, restrooms, and concessions. Apron and gate layouts will be modified to provide 34 gates, all configured to accommodate Airplane Design Group ("ADG") III aircraft. The existing concourse provides 40 gates, 21 of which can accommodate ADG III aircraft. Concourse exteriors and interiors will be modernized to match the other concourses, and vertical circulation and utility systems will be replaced and upgraded. The Concourse D widening project will include the construction of an approximately 25,000 square feet of space for a Delta Sky Club above the boarding level. The Concourse D widening project is being constructed in phases scheduled to be completed in 2026 through 2029. For additional information regarding the Concourse D widening project, see "APPENDIX I - SECOND PARTY OPINION" attached hereto.

South Domestic Terminal Parking Deck. A new multistory parking garage will be constructed at the site of the existing south Economy parking lot, southwest of the domestic terminal. The garage will provide approximately 6,500 spaces and be connected to the west end of the domestic terminal building by a pedestrian bridge. Pedestrian and vehicular connections will also be provided to the existing 6,900-space south garage, which is to be reconstructed in a later phase. The south domestic terminal parking deck project includes approximately 1,200 surface spaces, new entrance and exit plazas, an office building for the parking manager, automated parking guidance systems, upgraded parking revenue control systems, and electric vehicle charging stations. The existing south garage will remain fully functional during reconstruction of the new garage. The new garage is scheduled for completion in 2026 and reconstruction of the existing garage is scheduled for completion in 2031. For additional information regarding the south domestic terminal parking deck project, see "APPENDIX I - SECOND PARTY OPINION" attached hereto.

Fire Station #32 South. The Fire Station #32 South project includes the construction of Fire Station #32 South, which is located south of the South Terminal Parkway and east of the new Delta ground support equipment ("GSE") maintenance building. Fire Station #32 South is a two-story building with an approximately 7,000-square-foot footprint. Fire Station #32 South includes four apparatus bays and a structure to house a generator and fuel tank. The first floor consists of office spaces and small assembly spaces, which include a fitness center, conference rooms, locker rooms, and a dining area. The second floor consists of dormitory/sleeping rooms and restrooms. Project development incorporated noise reduction in design, including concrete roofing. The Fire Station #32 South project is complete and has been in operation since 2022. For additional information regarding the Fire Station #32 South project, see "APPENDIX I - SECOND PARTY OPINION" attached hereto.

See "CAPITAL PLAN TO 2029" and "SUMMARY OF CERTAIN PROVISIONS OF THE AIRPORT USE AND LEASE AGREEMENT AND THE RATE MAKING METHODOLOGY - Approved Projects" herein and "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRPORT FACILITIES AND CAPITAL PLAN - Capital Improvement Plan - Capital Plan to 2029" attached hereto.

Refunded Bonds

The proceeds of the Series 2023 Refunding Bonds, together with certain additional funds made available by the City in connection with the refunding of the Refunded Bonds, will be used for the purpose of providing funds to, among other things: (a) refund and redeem all of the outstanding principal amount of the City's (i) Airport General Revenue Refunding Bonds, Series 2014B (Non-AMT) (the "Series 2014B Bonds") except for the Series 2014B Bonds maturing on January 1, 2024 and (ii) Airport General Revenue Refunding Bonds, Series 2014C (AMT) (the "Series 2014C Bonds") except for the Series 2014C Bonds maturing on January 1, 2024, all as further described in "APPENDIX J - LIST OF REFUNDED BONDS" attached hereto (collectively, the "Refunded Bonds"); and (b) pay certain costs of issuance with respect to the Series 2023 Refunding Bonds. See "ESTIMATED SOURCES AND USES OF FUNDS," and "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2023 BONDS - Debt Service Reserve Account" herein and "APPENDIX J - LIST OF REFUNDED BONDS" attached hereto.

The Refunded Bonds will be refunded at a redemption price equal to 100% of the principal amount thereof, together with accrued interest to the redemption date. To effect the refunding and redemption of the Refunded Bonds, the City will enter into an Escrow Deposit Agreement (the "Series 2023 Escrow Deposit Agreement") with U.S. Bank Trust Company, National Association, as escrow agent (in that capacity, the "Escrow Agent") on or prior to the delivery of the Series

2023 Refunding Bonds. Pursuant to the terms of the Series 2023 Escrow Deposit Agreement, on the date of issuance of the Series 2023 Refunding Bonds, the City will deposit a portion of the proceeds of the Series 2023 Refunding Bonds and certain other available funds of the City with the Escrow Agent for deposit to the credit of the Escrow Fund established under the Series 2023 Escrow Deposit Agreement (the "Escrow Fund"). Such monies, together with the proceeds of any investment of the same, will be applied to pay the principal of and accrued interest on the Refunded Bonds as provided in the Series 2023 Escrow Deposit Agreement.

Based upon the opinion of the Verification Agent (as defined herein), the amounts deposited to the Escrow Fund, together with earnings on investments therein, shall constitute sufficient funds to pay the Refunded Bonds and upon deposit of such amounts with the Escrow Agent pursuant to the Series 2023 Escrow Deposit Agreement, the Refunded Bonds will be deemed, as of the date of delivery of the Series 2023 Refunding Bonds, paid and no longer outstanding under the Bond Ordinance. See "VERIFICATION OF CERTAIN CALCULATIONS" herein. The amounts held by the Escrow Agent in the Escrow Fund will not be available to pay debt service on the Series 2023 Refunding Bonds.

DESIGNATION OF SERIES 2023 GREEN BONDS AS GREEN BONDS

Certain information under this caption relating to the Green Bond Principles (June 2021 with June 2022 Appendix 1) (the "Green Bond Principles") established by the International Capital Market Association ("ICMA"), has been obtained from ICMA's website. The information under this caption relating to the External Reviewer and the Second Party Opinion has been obtained from the External Reviewer. None of the City, the Underwriters, the Financial Advisors, Co-Bond Counsel, Co-Disclosure Counsel, or Co-Underwriters Counsel: (a) has independently confirmed or verified all of the information under this caption; (b) has assumed any obligation to ensure that the Series 2023 Green Bonds comply with any legal or other standards or principles that may be related to the Green Bonds designation discussed below, including the Green Bond Principles; and (c) make any representation or warranty or take any responsibility for the accuracy, completeness, or reliability of all of the information under this caption.

General

The City has designated the Series 2023 Green Bonds as Green Bonds based upon, among other things, (a) the Second Party Opinion and (b) the information from the sources indicated in the Second Party Opinion and the assumptions contained therein. The External Reviewer has provided an independent external review and the Second Party Opinion, which states that the Series 2023 Green Bonds conform with the four core components of the Green Bond Principles (as defined herein), and therefore qualify for Green Bonds designation. For additional information relating to the Series 2023 Green Bonds and the 2023 Green Bond Projects to be financed or refinanced with the proceeds of the Series 2023 Green Bonds, see "PLAN OF FINANCE" herein and "APPENDIX I - SECOND PARTY OPINION" attached hereto.

The City's obligation to make payments with respect to the Series 2023 Green Bonds is not conditioned on the completion of any particular project or the satisfaction of any condition relating to any eligible Green Projects (as described in the Green Bond Principles and the Second Party Opinion) or the designation of the Series 2023 Green Bonds as Green Bonds.

The designation by the City of the Series 2023 Green Bonds as Green Bonds does not entitle the owner of any Series 2023 Green Bonds to any benefit under the Code (as defined herein) or under the Bond Ordinance nor does such designation entitle the owners of the Series 2023 Green Bonds to any additional security beyond that described under "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2023 BONDS" herein.

Unanticipated events and circumstances may occur which impact the accuracy of the information and assumptions in the Second Party Opinion and/or necessitate changes to such information and assumptions. The City cannot guarantee that any such events or circumstances will not affect the continuing qualification of the Series 2023 Green Bonds as Green Bonds in the future. The City has no obligation to ensure compliance with any legal or other principles relating to Green Bonds, including as such principles may evolve over time, and any noncompliance with such principles will not constitute a default under the Bond Ordinance. See "DESIGNATION OF SERIES 2023 GREEN BONDS AS GREEN BONDS - Certain Factors Affecting the Green Bonds Market and Other Considerations" below.

Definition of Green Bonds Pursuant to ICMA Green Bond Principles

The Green Bond Principles define "Green Bonds" as: any type of bond instrument where the proceeds or an equivalent amount will be exclusively applied to finance or re-finance, in part or in full, new and/or existing eligible Green Projects and which are aligned with the four core components of the Green Bond Principles. The four core components for alignment with the Green Bond Principles are: (a) use of proceeds; (b) process for project evaluation and selection; (c) management of proceeds; and (d) reporting. Additional information regarding the Green Bond Principles is available on ICMA's website.

Independent Second Party Opinion on Green Bonds Designation and Disclaimers

In connection with the proposed designation of the Series 2023 Green Bonds as Green Bonds, the City engaged the External Reviewer to deliver an independent second party opinion, which opinion is attached hereto as APPENDIX I (the "Second Party Opinion"). The External Reviewer has determined that the Series 2023 Green Bonds are in conformance with the four core components of the Green Bond Principles, as described in the Second Party Opinion, which is attached hereto as "APPENDIX I - SECOND PARTY OPINION."

The Second Party Opinion issued by the External Reviewer does not and is not intended to make any representation or give any assurance with respect to any other matter relating to the Series 2023 Green Bonds. The Second Party Opinion provided by the External Reviewer is not a recommendation to any person to purchase, hold, or sell the Series 2023 Green Bonds and the Green Bond designation assigned to the Series 2023 Green Bonds does not address the market price or suitability of the Series 2023 Green Bonds for a particular investor and does not and is not in any way intended to address the likelihood of timely payment of interest or principal on the Series 2023 Green Bonds when due.

In issuing the Second Party Opinion, the External Reviewer has assumed and relied upon the accuracy and completeness of the information made publicly available by the City or that was otherwise made available to the External Reviewer.

The Second Party Opinion is not a guarantee of alignment nor warrants any alignment with future versions of the Green Bond Principles or relevant market standards.

The Second Party Opinion is included as APPENDIX I attached hereto in reliance upon the knowledge and experience of the External Reviewer as an independent external reviewer in connection with Green Bonds. For additional information regarding the External Reviewer, see "External Reviewer" below and "APPENDIX I - SECOND PARTY OPINION" attached hereto.

The Second Party Opinion should be read in its entirety for an understanding of the External Reviewer's qualifications, assumptions and rationale underlying the findings, determinations and conclusions of the External Reviewer and the City's designation of the Series 2023 Green Bonds as Green Bonds. See "APPENDIX I - SECOND PARTY OPINION" attached hereto.

External Reviewer

For over 20 years, the External Reviewer has been consulting in sustainable finance. The External Reviewer is an "Approved Verifier" accredited by the Climate Bonds Initiative (CBI) and an "Observer" for the ICMA Green Bond Principles and Social Bond Principles. The External Reviewer reviews transactions in all asset classes worldwide for alignment with the ICMA Green Bond Principles, Social Bond Principles, Sustainability Bond Guidelines and the Climate Bonds Initiative Standards and criteria.

Voluntary Reporting

The information relating to the 2023 Green Bond Projects, the use of the proceeds of the Series 2023 Green Bonds towards the 2023 Green Bond Projects, or the designation of the Series 2023 Green Bonds as Green Bonds by the City is not required under paragraph (b)(5) of Rule 15c2-12. Accordingly, the City will not undertake to provide any continuing disclosure with respect to such information pursuant to the Continuing Disclosure Agreement. See "CONTINUING DISCLOSURE" herein.

Notwithstanding the foregoing, the City intends to voluntarily file an annual report with certain information relating to the Series 2023 Green Bonds. Such information may be included in its annual Environmental, Social, Governance and Prosperity Report for the Airport or any other manner as determined necessary or appropriate by the City. See "THE AIRPORT - Environmental, Social & Governance" herein.

Certain Factors Affecting the Green Bonds Market and Other Considerations

The information in this section describes certain factors affecting the market for Green Bonds and other considerations which may impact the designation of the Series 2023 Green Bonds as Green Bonds. The following discussion is not meant to be an exhaustive list of the factors and other considerations affecting the Green Bonds market or impacting the designation of the Series

2023 Green Bonds as Green Bonds and does not necessarily reflect the relative importance of the various factors and considerations. In addition, there can be no assurance that other factors or considerations not discussed herein are not and/or will not become relevant or material in the future. Investors are advised to consider the following factors along with all other information described in the Second Party Opinion, this Official Statement or incorporated by reference herein when evaluating the City's designation of the Series 2023 Green Bonds as Green Bonds to obtain information essential to the making of an informed investment decision.

The environmental, social and governance ("ESG") finance market, which includes the market for Green Bonds, is rapidly evolving and various factors relating to the market for Green Bonds may be relevant to the investment decisions of potential investors. Such factors include, but are not limited to, (a) competing and inconsistent industry practices; (b) anti-ESG legislation, regulations and pronouncements by State and local governments; (c) inconsistent legal, regulatory, and policy expectations; (d) inconsistent identification of green bond factors or principles considered by market participants, including issuers, credit analysts, investors, rating agencies, and external reviewers; (e) inconsistent identification of factors relating to Green Bonds and the nexus to credit and materiality; (f) disparity in the standards for labeling or designating bonds as Green Bonds; (g) availability, quality, and comparability of reporting relating to Green Bonds; (h) potential failure to achieve expected impacts of projects relating to Green Bonds; and (i) "greenwashing risk," which is the risk that the proceeds of the sale of a bond marketed as a Green Bond will not be applied to the appropriate projects.

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ESTIMATED SOURCES AND USES OF FUNDS

The proceeds of the Series 2023 Bonds, together with certain additional funds made available by the City in connection with the refunding of the Refunded Bonds, are expected to be applied as follows:

	Series 2023 New Money General Revenue Bonds			Series 2023 New Money Hybrid PFC Bonds		Series 2023 Refunding Bonds		
Sources of Funds	**Series 2023B-1 Bonds**	**Series 2023B-2 Bonds**	**Series 2023C Bonds**	**Series 2023D Bonds**	**Series 2023E Bonds**	**Series 2023F Bonds**	**Series 2023G Bonds**	**Total Series 2023 Bonds**
Par Amount	$206,565,000.00	$27,365,000.00	$30,080,000.00	$38,960,000.00	$256,225,000.00	$ 88,500,000.00	$59,160,000.00	$706,855,000.00
Net Bond Premium	17,683,024.05	477,810.10	1,536,302.85	3,008,101.60	20,276,015.80	9,630,445.10	2,973,442.15	55,585,141.65
Transfer from Debt Service Reserve Account for the Senior Lien General Revenue Bonds[1]	-	-	-	-	-	906,384.22	573,897.03	1,480,281.25
Transfer from Sinking Fund[2]	-	-	-	-	-	1,233,125.00	756,218.75	1,989,343.75
Total Sources of Funds	$224,248,024.05	$27,842,810.10	$31,616,302.85	$41,968,101.60	$276,501,015.80	$100,269,954.32	$63,463,557.93	$765,909,766.65
Uses of Funds								
Deposit to Project Accounts of Construction Fund[3]	$211,648,943.00	$26,272,526.12	$29,835,153.14	$39,510,000.00	$260,490,000.00	-	-	$567,756,622.26
Deposit to Escrow Fund[1][2]	-	-	-	-	-	$ 99,762,102.12	$63,130,518.34	162,892,620.46
Deposit to Debt Service Reserve Account	11,163,811.81	1,386,107.61	1,573,964.62	2,169,169.89	14,291,274.96	-	-	30,584,328.89
Costs of Issuance[4]	1,435,269.24	184,176.37	207,185.09	288,931.71	1,719,740.84	507,852.20	333,039.59	4,676,195.04
Total Uses of Funds	$224,248,024.05	$27,842,810.10	$31,616,302.85	$41,968,101.60	$276,501,015.80	$100,269,954.32	$63,463,557.93	$765,909,766.65

(1) A portion of the Refunded Bonds will be paid from the release of funds on deposit in the Debt Service Reserve Account relating to the Senior Lien General Revenue Bonds. See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2023 BONDS - Debt Service Reserve Account - Series 2023 General Revenue Bonds" herein.

(2) A portion of the Refunded Bonds will be paid from the transfer of funds on deposit in the Sinking Fund.

(3) The City intends to use a portion of the proceeds of the Series 2023 New Money General Revenue Bonds to pay and retire a portion of the hereinafter defined Outstanding Third Lien GARB Notes (along with interim funding programs replaced by the Outstanding Third Lien GARB Notes) which have provided interim funding for certain of the projects included in the Capital Plan to 2029. See "OUTSTANDING AIRPORT OBLIGATIONS - Commercial Paper Notes - Outstanding Third Lien GARB Notes" herein.

(4) Includes, among other things, underwriters' discount, legal, financial, advisory and other consultant fees, initial fees of the Bond Registrar and Paying Agent, rating agency fees, printing costs, validation court costs, and other miscellaneous fees and costs with respect to the Series 2023 Bonds.

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DESCRIPTION OF THE SERIES 2023 BONDS

General

The Series 2023 Bonds will be dated the date of their issuance and delivery and will bear interest from the dated date thereof at the rates set forth on the inside cover of this Official Statement, payable semiannually on January 1 and July 1 of each year, commencing January 1, 2024.

The Series 2023 Bonds are being issued as fully registered bonds, without coupons, in denominations of $5,000 or any integral multiple thereof and initially will be registered in the name of Cede & Co., as nominee of DTC. Purchases of beneficial ownership interests in the Series 2023 Bonds will be made in book-entry form only and purchasers will not receive physical delivery of bond certificates representing the beneficial ownership interests in the Series 2023 Bonds so purchased. Payments of principal of, premium, if any, and interest on, any Series 2023 Bond will be made to Cede & Co., as nominee for DTC as registered owner of the Series 2023 Bonds, by U.S. Bank Trust Company, National Association, the Bond Registrar and Paying Agent, to be subsequently disbursed to the Beneficial Owners of the Series 2023 Bonds. If the book-entry system is discontinued, the Series 2023 Bonds will be delivered as described in the Thirty-Second Supplemental Bond Ordinance and Beneficial Owners will become the registered owners of the Series 2023 Bonds. See "APPENDIX H - DTC AND THE BOOK-ENTRY ONLY SYSTEM" attached hereto.

Redemption Provisions

Optional Redemption. The Series 2023 Refunding Bonds will not be subject to optional redemption prior to maturity.

The Series 2023B Bonds maturing on or before July 1, 2033 may not be called for optional redemption prior to maturity. The Series 2023B Bonds maturing on or after July 1, 2034 are subject to optional redemption prior to maturity at the option of the City on or after July 1, 2033, in whole or in part at any time in the manner and subject to the provisions of the Bond Ordinance, at a redemption price equal to the principal amount thereof, together with accrued interest to the redemption date and without premium.

The Series 2023C Bonds maturing on or before July 1, 2033 may not be called for optional redemption prior to maturity. The Series 2023C Bonds maturing on or after July 1, 2034 are subject to optional redemption prior to maturity at the option of the City on or after July 1, 2033, in whole or in part at any time in the manner and subject to the provisions of the Bond Ordinance, at a redemption price equal to the principal amount thereof, together with accrued interest to the redemption date and without premium.

The Series 2023D Bonds are subject to optional redemption prior to maturity at the option of the City on or after July 1, 2033, in whole or in part at any time in the manner and subject to the provisions of the Bond Ordinance, at a redemption price equal to the principal amount thereof, together with accrued interest to the redemption date and without premium.

The Series 2023E Bonds maturing on or before July 1, 2033 may not be called for optional redemption prior to maturity. The Series 2023E Bonds maturing on or after July 1, 2034 are subject to optional redemption prior to maturity at the option of the City on or after July 1, 2033, in whole or in part at any time in the manner and subject to the provisions of the Bond Ordinance, at a redemption price equal to the principal amount thereof, together with accrued interest to the redemption date and without premium.

Mandatory Redemption.

The Series 2023B-1 Bonds maturing on July 1, 2048 are subject to mandatory redemption prior to maturity by application of payments from the Sinking Fund, in accordance with the Bond Ordinance, at a redemption price equal to the principal amounts of the Series 2023B-1 Bonds set forth below plus the interest due and accrued thereon on the redemption date, on the dates set forth below:

July 1 of the Year	**Principal Amount**
2046	$ 9,115,000
2047	9,570,000
2048*	10,050,000

* Final Maturity.

The Series 2023B-1 Bonds maturing on July 1, 2053 are subject to mandatory redemption prior to maturity by application of payments from the Sinking Fund, in accordance with the Bond Ordinance, at a redemption price equal to the principal amounts of the Series 2023B-1 Bonds set forth below plus the interest due and accrued thereon on the redemption date, on the dates set forth below:

July 1 of the Year	**Principal Amount**
2049	$10,555,000
2050	11,080,000
2051	11,635,000
2052	12,215,000
2053*	12,830,000

* Final Maturity.

The Series 2023B-2 Bonds maturing on July 1, 2048 are subject to mandatory redemption prior to maturity by application of payments from the Sinking Fund, in accordance with the Bond Ordinance, at a redemption price equal to the principal amounts of the Series 2023B-2 Bonds set forth below plus the interest due and accrued thereon on the redemption date, on the dates set forth below:

July 1 of the Year	Principal Amount
2046	$1,180,000
2047	1,230,000
2048*	1,285,000

* Final Maturity.

The Series 2023B-2 Bonds maturing on July 1, 2053 are subject to mandatory redemption prior to maturity by application of payments from the Sinking Fund, in accordance with the Bond Ordinance, at a redemption price equal to the principal amounts of the Series 2023B-2 Bonds set forth below plus the interest due and accrued thereon on the redemption date, on the dates set forth below:

July 1 of the Year	Principal Amount
2049	$1,335,000
2050	1,395,000
2051	1,455,000
2052	1,520,000
2053*	1,585,000

* Final Maturity.

The Series 2023C Bonds maturing on July 1, 2048 are subject to mandatory redemption prior to maturity by application of payments from the Sinking Fund, in accordance with the Bond Ordinance, at a redemption price equal to the principal amounts of the Series 2023C Bonds set forth below plus the interest due and accrued thereon on the redemption date, on the dates set forth below:

July 1 of the Year	Principal Amount
2044	$1,205,000
2045	1,265,000
2046	1,325,000
2047	1,395,000
2048*	1,465,000

* Final Maturity.

The Series 2023C Bonds maturing on July 1, 2053 are subject to mandatory redemption prior to maturity by application of payments from the Sinking Fund, in accordance with the Bond Ordinance, at a redemption price equal to the principal amounts of the Series 2023C Bonds set forth below plus the interest due and accrued thereon on the redemption date, on the dates set forth below:

July 1 of the Year	Principal Amount
2049	$1,535,000
2050	1,615,000
2051	1,695,000
2052	1,780,000
2053*	1,870,000

* Final Maturity.

<u>Selection of Series 2023 Bonds</u>. If less than all of the Series 2023 Bonds of a maturity shall be called for redemption, the particular bonds or portions thereof to be redeemed shall be selected by lot in such manner as may be designated by the Bond Registrar; *provided*, *however*, if the Series 2023 Bonds are registered in book-entry only form and so long as DTC or a successor securities depository is the sole registered owner of the Series 2023 Bonds, the selection for redemption of such Series 2023 Bonds of a series and maturity shall be made in accordance with the operational arrangements of DTC then in effect. See "APPENDIX H - DTC AND THE BOOK-ENTRY ONLY SYSTEM" attached hereto.

Notice of Redemption

Notice of redemption, unless waived, is to be given by first class mail at least 30 days and not more than 60 days prior to the date fixed for redemption to the registered owner of each Series 2023 Bond to be redeemed at the address shown on the Bond Register or at such other address as is furnished in writing by such registered owner to the Bond Registrar. While the Series 2023 Bonds are held in a book-entry only system of registration, notice of redemption will be sent to Cede & Co. See "APPENDIX H - DTC AND THE BOOK-ENTRY ONLY SYSTEM" attached hereto. All such Series 2023 Bonds called for redemption and for the retirement of which funds are duly provided shall, on the redemption date designated in such notice, become and be due and payable at the redemption price provided for redemption of such Series 2023 Bonds on such date, and interest on the Series 2023 Bonds or portions of Series 2023 Bonds so called for redemption shall cease to accrue, such Series 2023 Bonds or portions of Series 2023 Bonds shall cease to be entitled to any lien, benefit, or security under the Bond Ordinance, and the owners of such Series 2023 Bonds or portions of Series 2023 Bonds shall have no rights in respect thereof except to receive payment of the redemption price. The Bond Ordinance permits optional redemptions as described in the Bond Ordinance to be conditioned on the occurrence of particular events and, if a redemption is so conditioned, the notice thereof will specify the terms of such conditional redemption. Any defect in any notice of redemption shall not affect the validity of proceedings for the redemption of any Series 2023 Bonds.

In connection with any notice of redemption provided in accordance with the Bond Ordinance, notice of such redemption shall also be sent by the Paying Agent by first class mail, overnight delivery service or other secure overnight means, postage prepaid, to any Rating Agency then rating the Series 2023 Bonds, the securities depository, any relevant remarketing agent or broker-dealers, and to at least two of the information services that disseminate securities redemption notices, in each case not later than the mailing of notice required herein.

Registration Provisions; Transfer and Exchange

The City has established a book-entry system of registration for the Series 2023 Bonds. Except as specifically provided otherwise in the Bond Ordinance, an agent will hold the Series 2023 Bonds on behalf of the Beneficial Owners. By acceptance of a confirmation of purchase, delivery, or transfer, the Beneficial Owners shall be deemed to have agreed to such arrangement. While the Series 2023 Bonds are in the book-entry system of registration, the Bond Ordinance provides special provisions relating to the Series 2023 Bonds that override certain other provisions of the Bond Ordinance. See "APPENDIX H - DTC AND THE BOOK-ENTRY ONLY SYSTEM" attached hereto.

The City shall cause the Bond Register for the registration and for the transfer of the Series 2023 Bonds as provided in the Bond Ordinance to be kept by the Bond Registrar. The Series 2023 Bonds shall be registered as to principal and interest on the Bond Register upon presentation thereof to the Bond Registrar which shall make notation of such registration thereon; provided that the City reserves the right to issue coupon Series 2023 Bonds payable to bearer whenever to do so would not result in any adverse federal tax consequences. The Series 2023 Bonds may be transferred by surrender for transfer at the principal corporate trust office of the Bond Registrar, duly endorsed for transfer or accompanied by an assignment duly executed by the registered owner or the registered owner's attorney duly authorized in writing. The City shall cause to be executed and the Bond Registrar shall authenticate and deliver in the name of the transferee or transferees a new Series 2023 Bond or Series 2023 Bonds of the same series, maturity, interest rate, aggregate principal amount, and tenor, of any authorized denomination or denominations, and bearing numbers not then outstanding.

If not held through a book-entry system, the Series 2023 Bonds may be exchanged at the principal corporate trust office of the Bond Registrar for a like aggregate principal amount of the same series of Series 2023 Bonds of other authorized denominations of the same series, maturity, and interest rate, and bearing numbers not then outstanding. The City shall cause to be executed and the Bond Registrar shall authenticate and deliver Series 2023 Bonds of the same series which the Bondholder making the exchange is entitled to receive.

The Bond Registrar shall not be required to transfer or exchange any Series 2023 Bond after notice calling such Series 2023 Bond for redemption has been given or during the period of 15 days (whether or not a business day for the Bond Registrar, but excluding the date of giving such notice of redemption and including such 15th day) immediately preceding the giving of such notice of redemption.

In any exchange or registration of transfer of any Series 2023 Bond, the owner of the Series 2023 Bond shall not be required to pay any charge or fee; provided, however, if and to whatever extent any tax or governmental charge is at any time imposed on any such exchange or transfer, the City or the Bond Registrar may require payment of a sum sufficient for such tax or charge. All Series 2023 Bonds surrendered for exchange or transfer of registration shall be cancelled and destroyed by the Bond Registrar in accordance with the Bond Ordinance.

BOOK-ENTRY ONLY SYSTEM

Purchases of beneficial ownership interests in the Series 2023 Bonds will be made in book-entry form only and purchasers will not receive physical delivery of bond certificates representing the beneficial ownership interests in the Series 2023 Bonds so purchased. For a description of DTC and the book-entry only system, see "APPENDIX H - DTC AND THE BOOK-ENTRY ONLY SYSTEM" attached hereto.

SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2023 BONDS

Series 2023 General Revenue Bonds; Pledge of Pledged Revenues

The Series 2023 General Revenue Bonds are being issued as General Revenue Bonds under the Master Bond Ordinance and are payable from and secured on a parity with the Outstanding Senior Lien General Revenue Bonds by a Senior Lien on General Revenues.

The Bond Ordinance defines "Pledged Revenues" to mean all Revenues and all moneys paid or required to be paid into, and all moneys and securities on deposit from time to time in, the funds and accounts specified in the Bond Ordinance, but excluding (a) amounts in the Revenue Fund required to be used to pay Operating Expenses and (b) any amounts required in the Bond Ordinance to be set aside pending, or used for rebate to the United States government pursuant to Section 148(f) of the Code, including, but not limited to, amounts in the Rebate Account. Pursuant to the Bond Ordinance, all Pledged Revenues are pledged to the prompt payment of the principal of, premium, if any, and interest on the Bonds, obligations treated as Senior Lien Bonds or Subordinate Lien Bonds pursuant to the Bond Ordinance and the City's obligations under the Contracts; provided, however, General Revenues shall secure only (a) General Revenue Bonds, (b) Subordinate Lien Bonds which have a lien on General Revenues, (c) Hybrid Bonds which have a lien on General Revenues, and (d) any Contracts with respect to such Bonds; and PFC Revenues shall secure only (a) PFC Revenue Bonds, (b) Subordinate Lien Bonds which have a lien on PFC Revenues, (c) Hybrid Bonds which have a lien on PFC Revenues, and (d) any Contracts with respect to such Bonds.

The Bond Ordinance defines "General Revenues" to mean all Revenues of the Airport other than PFC Revenues, Special Purpose Revenues and Released Revenues. "Revenues" are defined in the Bond Ordinance as (a) all revenues, income, receipts and money derived from the ownership and operation of the Airport, including without limitation all rentals, charges, landing fees, use charges and concession revenue received by or on behalf of the City, income received from, and gained from, securities and other investments and amounts earned on amounts deposited in funds and accounts under the Bond Ordinance or otherwise maintained with respect to the Airport, and (b) all gifts, grants, reimbursements or payments received from governmental units or public agencies for the benefit of the Airport which are (y) not restricted by law or the payor to application for a particular purpose other than payment of certain Bonds or Contracts and (z) otherwise lawfully available for payment of Bonds or Contracts. The term "Revenues" does not include proceeds of insurance so long as such proceeds are to be paid to a party separate from the City in respect of a liability or are to be used to repair or replace portions of the Airport. General Revenues are primarily derived from fees and rentals paid pursuant to leases and agreements between the Airlines or concessionaires and the City. See "INFORMATION CONCERNING GENERAL REVENUES AND PFC REVENUES," "THE AIRPORT" and "AIRPORT FINANCIAL INFORMATION - Analysis of Airport Operations" herein, and "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT" and "APPENDIX E - SUMMARY OF CERTAIN PROVISIONS OF THE PRINCIPAL AIRPORT LEASES AND AGREEMENTS" attached hereto. For a description of the application of General Revenues as required by the Bond Ordinance, see "APPENDIX D - SUMMARY OF CERTAIN PROVISIONS OF THE BOND ORDINANCE" attached hereto.

Under the Bond Ordinance, all Revenues except PFC Revenues, Special Purpose Revenues, and Released Revenues are to be deposited into the Revenue Fund and allocated to the appropriate accounts therein including the General Revenue Account. Amounts deposited into the General Revenue Account are applied or deposited into the funds, accounts, and subaccounts established under the Bond Ordinance and applied by the City from time to time to the following purposes and, prior to the occurrence and continuation of an Event of Default, in the order of priority determined by the City in its sole discretion, and used as follows:

Operating Expenses. Pay all expenses reasonably incurred in operating, maintaining, and repairing Airport facilities.

Sinking Fund. Make payments into the Interest and Principal Subaccounts of the Payments Account to meet all Debt Service Requirements of General Revenue Bonds.

Debt Service Reserve Account. Make any payments into the Debt Service Reserve Subaccounts needed to meet the Debt Service Reserve Requirement for Bonds which have a Debt Service Reserve Requirement.

Rebate Account. Make any payments due to the U.S. government as arbitrage rebate payments.

Renewal and Extension Fund. Amounts remaining after all other funding requirements of the Bond Ordinance have been met are retained for other Airport purposes, including, funding capital improvements to the Airport, funding operating and other reserve accounts and redeeming or purchasing Bonds prior to their maturities.

General Revenue Enhancement Subaccount. Amounts may also be transferred from the Renewal and Extension Fund to the General Revenue Enhancement Subaccount. Any amounts on deposit in the General Revenue Enhancement Subaccount are accounted for as General Revenues in computing the coverage of Debt Service Requirements of General Revenue Bonds by Net Revenues.

For additional information on the flow of funds relating to General Revenues, see "APPENDIX D - SUMMARY OF CERTAIN PROVISIONS OF THE BOND ORDINANCE" attached hereto.

See "INFORMATION CONCERNING GENERAL REVENUES AND PFC REVENUES - Certain Agreements Affecting General Revenues" herein. For a summary of the key provisions of the Airport Use and Lease Agreement, see "SUMMARY OF CERTAIN PROVISIONS OF THE AIRPORT USE AND LEASE AGREEMENT AND THE RATE MAKING METHODOLOGY" herein and "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT" and "APPENDIX E - SUMMARY OF CERTAIN PROVISIONS OF THE PRINCIPAL AIRPORT LEASES AND AGREEMENTS" attached hereto.

The Series 2023 General Revenue Bonds will not be secured by PFC Revenues, Special Purpose Revenues or Released Revenues, any of which may be pledged to secure other bonds and obligations under the Bond Ordinance. The Bond Ordinance provides that, under certain circumstances, additional separable categories or portions of General Revenues (such as the herein described CFC Revenues) may be withdrawn from General Revenues and thereafter be treated as Released Revenues for all purposes, including ceasing to secure the Series 2023 General Revenue Bonds. In addition, the Bond Ordinance permits, under certain circumstances, the issuance of Additional Bonds secured on a parity with the Series 2023 General Revenue Bonds as to the lien on General Revenues. See "OUTSTANDING AIRPORT OBLIGATIONS - Senior Lien General Revenue Bonds - *Proposed Issuance of Additional Senior Lien General Revenue Bonds*" herein and "APPENDIX D - SUMMARY OF CERTAIN PROVISIONS OF THE BOND ORDINANCE" herein.

Series 2023 New Money Hybrid PFC Bonds; Pledge of PFC Revenues and Subordinate Pledge of Pledged Revenues

The Series 2023 New Money Hybrid PFC Bonds are being issued as Hybrid PFC Bonds under the Master Bond Ordinance and are payable from and secured on a parity with the Outstanding Hybrid PFC Bonds by a Senior Lien on the portion of Revenues constituting PFC Revenues, and by a Subordinate Lien on General Revenues.

The Bond Ordinance defines "PFC Revenues" to mean all income and revenues received by or required to be remitted to the City from the Passenger Facility Charges imposed by the City pursuant to the PFC Enabling Acts, the PFC Regulations and the ordinance of the City adopted on February 26, 1997, including any interest earned after such charges have been remitted to the City as provided in the PFC Regulations, all of which may be pledged pursuant to the PFC Enabling Acts and PFC Regulations. The term "PFC Revenues" also includes any interest or other gain in any of the accounts or subaccounts created in the Bond Ordinance or in any Supplemental Ordinance resulting from any investments and reinvestments of PFC Revenues.

Under the Bond Ordinance, all PFC Revenues are deposited into the PFC Revenue Fund and used to pay the approved costs of PFC Facilities, either directly or as debt service on PFC Revenue Bonds. Pursuant to the Bond Ordinance, amounts remaining in the PFC Revenue Fund after the payment of project costs (together with any amounts in the PFC Revenue Bond Account of the Sinking Fund) must, at all times, be sufficient to cover debt service payments to be made on all PFC Revenue Bonds during the succeeding year. Amounts in the PFC Revenue Fund may also be transferred to the PFC Revenue Enhancement Account. Any amounts on deposit in the PFC Revenue Enhancement Account are accounted for as PFC Revenues in computing the coverage of Debt Service Requirements of PFC Revenue Bonds by PFC Revenues. For additional information on the flow of funds relating to PFC Revenues, see "APPENDIX D - SUMMARY OF CERTAIN PROVISIONS OF THE BOND ORDINANCE" attached hereto.

As to the pledge of Pledged Revenues, the Series 2023 New Money Hybrid PFC Bonds will be subordinate in right of payment to the Outstanding Senior Lien General Revenue Bonds and the Series 2023 General Revenue Bonds.

Additional Bonds secured by a Senior Lien on PFC Revenues, on a parity with the Hybrid PFC Bonds, including the Series 2023 New Money Hybrid PFC Bonds and, when and if issued, the Series 2023 Forward Delivery Hybrid PFC Refunding Bonds and the Planned 2024 Hybrid PFC Bonds, may be issued under the Bond Ordinance, but only if such Additional Bonds are issued as Hybrid PFC Bonds having a Senior Lien on PFC Revenues and a Subordinate Lien on General Revenues. Under the Bond Ordinance, the City may also issue Additional Bonds secured only by a Subordinate Lien on Pledged Revenues on a parity with the Subordinate Lien on Pledged Revenues securing the Outstanding Hybrid PFC Bonds. See "OUTSTANDING AIRPORT OBLIGATIONS - Hybrid PFC Bonds - *Proposed Issuance of Additional Hybrid PFC Bonds*" herein.

For additional information, see "INFORMATION CONCERNING GENERAL REVENUES AND PFC REVENUES" and "AIRPORT FINANCIAL INFORMATION - Analysis of Airport Operations" herein and "APPENDIX E - SUMMARY OF CERTAIN PROVISIONS OF THE PRINCIPAL AIRPORT LEASES AND AGREEMENTS" attached hereto. For a detailed description of the application of General Revenues and PFC Revenues as required by the Bond Ordinance, see "APPENDIX D - SUMMARY OF CERTAIN PROVISIONS OF THE BOND ORDINANCE" attached hereto.

The Series 2023 New Money Hybrid PFC Bonds will not be secured by Special Purpose Revenues or Released Revenues, which may be pledged to secure other bonds and obligations under the Bond Ordinance. The Bond Ordinance provides that, under certain circumstances, additional separate categories or portions of PFC Revenues as well as General Revenues may be withdrawn from PFC Revenues and/or General Revenues (such as the herein described CFC Revenues) and thereafter be treated as Released Revenues for all purposes, including ceasing to secure the Series 2023 New Money Hybrid PFC Bonds. See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2023 BONDS - Additional Bonds" herein and "APPENDIX D - SUMMARY OF CERTAIN PROVISIONS OF THE BOND ORDINANCE - Released Revenues" attached hereto.

Provisions Applicable to Hybrid PFC Bonds

The Bond Ordinance provides that, for purposes of compliance with the rate covenant, in determining the Debt Service Requirement on Hybrid PFC Bonds with a Senior Lien on PFC Revenues and a Subordinate Lien on General Revenues, such as the Series 2023 New Money Hybrid PFC Bonds, (a) if the debt service on such Hybrid PFC Bonds for the relevant period was paid from, or for future periods is expected to be paid from, General Revenues, such debt service will be taken into account in determining the Debt Service Requirement for General Revenue Bonds only and will not be taken into account in determining the Debt Service Requirement for Hybrid PFC Bonds, notwithstanding the lien of such Hybrid PFC Bonds on PFC Revenues; and (b) if the debt service on such Hybrid PFC Bonds for the relevant period was paid from, or for future periods is expected to be paid from, PFC Revenues (for this purpose, including amounts in the PFC Revenue Enhancement Subaccount), such debt service will be taken into account in determining the Debt Service Requirement for PFC Revenue Bonds only and will not be taken into account in determining the debt service requirement of General Revenue Bonds, notwithstanding the lien of such Hybrid PFC Bonds on General Revenues. See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2023 BONDS - Rate Covenant" herein.

Debt Service Reserve Account

Series 2023 General Revenue Bonds. A separate subaccount has been established in the Debt Service Reserve Account for each series of the Series 2023 General Revenue Bonds and the Outstanding Senior Lien General Revenue Bonds. Pursuant to certain amendments to the Bond Ordinance contained in the Thirteenth Supplemental Bond Ordinance adopted by the City Council on July 6, 2009, and approved by the Mayor on July 7, 2009, which became effective on July 21, 2011 (the "Thirteenth Supplemental Bond Ordinance"), the Debt Service Reserve Requirement for the Outstanding Senior Lien General Revenue Bonds and for any series of Bonds issued pursuant to the Bond Ordinance as Additional Bonds with a Senior Lien on General Revenues, will be the aggregate sum, determined for all Outstanding Bonds with the same lien status and priority, equal to the Maximum Annual Debt Service Requirement with the calculation being made as if all of the Outstanding Bonds which have a Debt Service Reserve Requirement were a single series for purposes of the definitions of Debt Service Reserve Requirement and Maximum Annual Debt Service Requirement. **The subaccounts in the Debt Service Reserve Account securing the Outstanding Senior Lien General Revenue Bonds will not secure the Outstanding Hybrid PFC Bonds, the Series 2023 New Money Hybrid PFC Bonds, and, when and if issued, the Series 2023 Forward Delivery Hybrid PFC Refunding Bonds and the Planned 2024 Hybrid PFC Bonds, or any Bonds secured by Special Purpose Revenues or Released Revenues.**

As of July 1, 2023, approximately $171,258,504 in cash and investments was on deposit in the related subaccounts of the Debt Service Reserve Account with respect to the Outstanding Senior Lien General Revenue Bonds, which amount equals or exceeds the Debt Service Reserve Requirement for the Outstanding Senior Lien General Revenue Bonds.

Upon the issuance and delivery of the Series 2023 New Money General Revenue Bonds, it is expected that sufficient funds will be deposited in the related subaccounts of the Debt Service Reserve Account, together with the amounts then on deposit in the related subaccounts of the Debt Service Reserve Account with respect to the Outstanding Senior Lien General Revenue Bonds, that will equal or exceed the Debt Service Reserve Requirement for the Outstanding Senior Lien General Revenue Bonds and the Series 2023 New Money General Revenue Bonds. See "ESTIMATED SOURCES AND USES OF FUNDS" herein.

Upon the issuance and delivery of the Series 2023 Refunding Bonds, it is expected that sufficient funds will be deposited in the related subaccounts of the Debt Service Reserve Account, together with the amounts then on deposit in the related subaccounts of the Debt Service Reserve Account with respect to the Outstanding Senior Lien General Revenue Bonds, that will equal or exceed the Debt Service Reserve Requirement for the Outstanding Senior Lien General Revenue Bonds, the Series 2023 New Money General Revenue Bonds, and the Series 2023 Refunding Bonds. Consistent with the provisions of the Bond Ordinance, the City will release approximately $1,480,281 from certain subaccounts of the Debt Service Reserve Account for the Outstanding Senior Lien General Revenue Bonds in excess of the Debt Service Reserve Requirement for such

Bonds, all of which, together with a portion of the proceeds of the Series 2023 Refunding Bonds and certain additional funds made available by the City in connection with the refunding of the Refunded Bonds, will be used to refund and redeem the Refunded Bonds. See "ESTIMATED SOURCES AND USES OF FUNDS" and "PLAN OF FINANCE - Refunded Bonds" herein.

Series 2023 New Money Hybrid PFC Bonds. A separate subaccount has been established in the Debt Service Reserve Account for each series of the Series 2023 New Money Hybrid PFC Bonds and the Outstanding Hybrid PFC Bonds. Pursuant to the Thirteenth Supplemental Bond Ordinance, the Debt Service Reserve Requirement for the Outstanding Hybrid PFC Bonds and for any series of Bonds issued pursuant to the Bond Ordinance as Additional Bonds with a Senior Lien on PFC Revenues, will be the aggregate sum, determined for all Outstanding Bonds with the same lien status and priority, equal to the Maximum Annual Debt Service Requirement with the calculation being made as if all of the Outstanding Bonds which have a Debt Service Reserve Requirement were a single series for purposes of the definitions of Debt Service Reserve Requirement and Maximum Annual Debt Service Requirement. **The subaccounts in the Debt Service Reserve Account securing the Outstanding Hybrid PFC Bonds will not secure, when and if issued, the Series 2023 Forward Delivery Hybrid PFC Refunding Bonds, the Outstanding Senior Lien General Revenue Bonds, the Series 2023 General Revenue Bonds, when and if issued, the Planned 2024-2029 General Revenue Bonds, or any Bonds secured by Special Purpose Revenues or Released Revenues.**

As of July 1, 2023, approximately $104,034,767 in cash and investments was on deposit in the related subaccounts of the Debt Service Reserve Account with respect to the Outstanding Hybrid PFC Bonds, which amount equals or exceeds the Debt Service Reserve Requirement for the Outstanding Hybrid PFC Bonds. Upon the issuance and delivery of the Series 2023 New Money Hybrid PFC Bonds, it is expected that sufficient funds will be deposited, together with the amounts then on deposit in the related subaccounts of the Debt Service Reserve Account with respect to the Outstanding Hybrid PFC Bonds, that will equal or exceed the Debt Service Reserve Requirement for the Outstanding Hybrid PFC Bonds and the Series 2023 New Money Hybrid PFC Bonds. See "ESTIMATED SOURCES AND USES OF FUNDS" herein.

Administration of the Debt Service Reserve Account and the Debt Service Reserve Requirement. After the issuance of any Additional Bonds, any increases in the Debt Service Reserve Requirement resulting from the issuance of Additional Bonds secured by an existing subaccount of the Debt Service Reserve Account will be accumulated, to the extent not covered by deposits from proceeds of Bonds or funds on hand, over a period not exceeding 61 months from date of delivery of such Additional Bonds in monthly deposits, none of which is less than 1/60 of the amount to be accumulated. The amounts on deposit in each subaccount of the Debt Service Reserve Account must be maintained at an amount equal to the Debt Service Reserve Requirement for the related Bonds (or such lesser amount that is required to be accumulated in such subaccount of the Debt Service Reserve Account in connection with the periodic accumulation to the Debt Service Reserve Requirement after the issuance of Additional Bonds or upon the failure of the City to provide a substitute Reserve Account Credit Facility in certain events).

The City may elect to satisfy the Debt Service Reserve Requirement for any category of Bonds in whole or in part by means of a Reserve Account Credit Facility, subject to restrictions provided in the Bond Ordinance. Currently, the Debt Service Reserve Account with respect to the

Outstanding Senior Lien General Revenue Bonds is fully funded with cash and is not funded with any Reserve Account Credit Facility. Any Reserve Account Credit Facility must be pledged to the benefit of the owners of all of the Bonds of that category so secured. The City reserves the right, if it deems it necessary in order to acquire such a Reserve Account Credit Facility, to amend the Bond Ordinance without the consent of any of the owners of the affected Bonds in order to grant to the Reserve Account Credit Facility Provider such additional rights as it may demand, provided that such amendment shall not, in the written opinion of Bond Counsel filed with the City, impair or reduce the security granted to all or any of the owners of such Bonds or any of them.

The General Revenue Bond Subaccount in the Debt Service Reserve Account is a separate common reserve account for General Revenue Bonds, including the Outstanding Senior Lien General Revenue Bonds and the Series 2023 General Revenue Bonds. The PFC Revenue Bond Subaccount in the Debt Service Reserve Account is a separate common reserve account for Hybrid PFC Bonds, including the Outstanding Hybrid PFC Bonds and the Series 2023 New Money Hybrid PFC Bonds. **The PFC Revenue Bond Subaccount in the Debt Service Reserve Account will not secure the Series 2023 Forward Delivery Hybrid PFC Refunding Bonds, when and if issued.**

Amounts on deposit in the various subaccounts in the Debt Service Reserve Account relating to the Senior Lien General Revenue Bonds secure only such Bonds (including the Outstanding Senior Lien General Revenue Bonds and the Series 2023 General Revenue Bonds) but such funds do not secure the Hybrid PFC Bonds, including the Outstanding Hybrid PFC Bonds, the Series 2023 New Money Hybrid PFC Bonds, and, when and if issued, the Series 2023 Forward Delivery Hybrid PFC Refunding Bonds and the Planned 2024 Hybrid PFC Bonds. Similarly, amounts on deposit in the various subaccounts in the Debt Service Reserve Account relating to the Hybrid PFC Bonds secure only such Bonds (including the Outstanding Hybrid PFC Bonds and the Series 2023 New Money Hybrid PFC Bonds), but such funds do not secure the Senior Lien General Revenue Bonds, including the Series 2023 General Revenue Bonds and, when and if issued, the Planned 2024-2029 General Revenue Bonds. **The PFC Revenue Bond Subaccount in the Debt Service Reserve Account will not secure the Series 2023 Forward Delivery Hybrid PFC Refunding Bonds, when and if issued.**

For additional information regarding the use of Reserve Account Credit Facilities to satisfy the applicable Debt Service Reserve Requirement, see "APPENDIX D - SUMMARY OF CERTAIN PROVISIONS OF THE BOND ORDINANCE" attached hereto.

Rate Covenant

The City has covenanted and agreed that at all times while any Bonds are outstanding and unpaid to prescribe, fix, maintain, and collect rates, fees, and other charges for the services and facilities of the Airport to: (a) provide for 100% of the Operating Expenses of the Airport and for the accumulation in the Revenue Fund of a reasonable reserve therefor, and (b) produce Net Revenues in each Fiscal Year which will: (i) equal, for General Revenues, at least 120% (and 110% without regard to amounts in the General Revenue Enhancement Subaccount) of the Debt Service Requirement on all related Bonds then Outstanding (including the Outstanding Senior Lien General Revenue Bonds and the Series 2023 General Revenue Bonds) for the Sinking Fund Year ending on the next January 1 and at least 100% of the Debt Service Requirement on all other Bonds payable from related Revenues then Outstanding for the year of computation, (ii) enable the City to make all required payments, if any, into the Debt Service Reserve Account and the Rebate Account and on Contracts or Other Airport Obligations, (iii) enable the City to accumulate an amount to be held in the Renewal and Extension Fund, which in the judgment of the City is adequate to meet the costs of major renewals, replacements, repairs, additions, betterments and improvements to the Airport, necessary to keep the same in good operating condition, or is required by any governmental agency having jurisdiction over the Airport, and (iv) remedy all deficiencies in required payments into any of the funds and accounts mentioned in the Bond Ordinance from prior Fiscal Years.

The City has covenanted and agreed at all times while any Bonds are outstanding and unpaid to prescribe, fix, maintain, and collect PFC Revenues which will equal at least 100%, without regard to amounts in the PFC Revenue Enhancement Subaccount, of the Debt Service Requirement of all related Bonds then Outstanding (including the Series 2023 New Money Hybrid PFC Bonds and the Outstanding Hybrid PFC Bonds) for the Sinking Fund Year ending on the next January 1, and at least 100% of the Debt Service Requirement on all other Bonds payable from related Revenues then Outstanding for the year of computation. The City's ability to prescribe, fix, maintain and collect certain rates, fees and other charges may be limited by various contractual obligations to third parties, as well as FAA limitations on the PFC rate to be imposed at the Airport. See "INFORMATION CONCERNING GENERAL REVENUES AND PFC REVENUES - Passenger Facility Charges - PFC Revenues" and "CERTAIN FACTORS AFFECTING THE AIRPORT AND THE AIR TRANSPORTATION INDUSTRY AND OTHER CONSIDERATIONS - Passenger Facility Charges" herein and "APPENDIX E - SUMMARY OF CERTAIN PROVISIONS OF THE PRINCIPAL AIRPORT LEASES AND AGREEMENTS" attached hereto. See also, "REPORT OF THE AIRPORT CONSULTANT AND RATE COVENANT FORECAST" herein and "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT" attached hereto for a presentation of financial forecasts demonstrating that the debt service coverage requirements of the rate covenant under the Bond Ordinance are exceeded.

In addition, the City has also covenanted and agreed in the Bond Ordinance to have on deposit in an Operating and Maintenance Reserve Account established within the Renewal and Extension Fund, as of the first day of each Fiscal Year, one quarter of the budgeted Operating Expenses for such Fiscal Year, as determined upon the adoption of the Annual Budget for the Airport. To the extent amounts on deposit in the Operating and Maintenance Reserve Account are in excess of the required reserve amount set forth in the immediately preceding sentence, the City may transfer such excess to the Renewal and Extension Fund. In the event of any withdrawal from the Operating and Maintenance Reserve Account, other than a withdrawal of excess funds as described above, the City shall deposit monthly into the Operating and Maintenance Reserve Account an amount equal to one-twelfth of the aggregate amount of such withdrawal until the balance in the Operating and Maintenance Reserve Account is at least equal to the required reserve amount.

Additional Bonds

Senior Lien General Revenue Bonds. The City has the right, subject to certain conditions imposed by the Bond Ordinance, to issue Additional Bonds secured on a parity with the Senior

Lien General Revenue Bonds, including the Outstanding Senior Lien General Revenue Bonds and the Series 2023 General Revenue Bonds, if and to the extent such Additional Bonds will have met the requirements and conditions for the issuance of any such Additional Bonds set forth in the Bond Ordinance. The issuance by the City of any such Additional Bonds secured by a Senior Lien on General Revenues, may dilute the security for the Series 2023 General Revenue Bonds and the Outstanding Senior Lien General Revenue Bonds. For a description of the requirements and conditions for the issuance of any such Additional Bonds, see "APPENDIX D - SUMMARY OF CERTAIN PROVISIONS OF THE BOND ORDINANCE" attached hereto. See also, "OUTSTANDING AIRPORT OBLIGATIONS - Senior Lien General Revenue Bonds - *Proposed Issuance of Additional Senior Lien General Revenue Bonds*" herein.

Hybrid PFC Bonds. The City also has the right, subject to certain conditions imposed by the Bond Ordinance, to issue Additional Bonds secured on a parity with the Hybrid PFC Bonds, including the Series 2023 New Money Hybrid PFC Bonds and the Outstanding Hybrid PFC Bonds, if and to the extent such Additional Bonds will have met the requirements and conditions for the issuance of any such Additional Bonds set forth in the Bond Ordinance. The issuance by the City of any such Additional Bonds secured by a Senior Lien on PFC Revenues and a Subordinate Lien on General Revenues, including when and if issued the Series 2023 Forward Delivery Hybrid PFC Refunding Bonds and the Planned 2024 Hybrid PFC Bonds, may dilute the security for the Series 2023 New Money Hybrid PFC Bonds and the Outstanding Hybrid PFC Bonds. For a description of the requirements and conditions for the issuance of additional Hybrid PFC Bonds, see "APPENDIX D - SUMMARY OF CERTAIN PROVISIONS OF THE BOND ORDINANCE" attached hereto. See also, "OUTSTANDING AIRPORT OBLIGATIONS - Hybrid PFC Bonds - *Proposed Issuance of Additional Hybrid PFC Bonds*" herein.

Special Purpose Airport Revenue Bonds. In addition, the Bond Ordinance permits the issuance of Special Purpose Airport Revenue Bonds to finance Special Purpose Facilities. As of July 1, 2023, there were no Special Purpose Airport Revenue Bonds of the City outstanding. The City does not presently anticipate issuing any Special Purpose Airport Revenue Bonds.

Released Revenue Bonds. The Bond Ordinance also permits the City, upon meeting certain conditions, to create a separable category or portion of revenues, income, receipts and money relating to a definable service, facility or program of the Airport, and for such category of revenues to be withdrawn from General Revenues or PFC Revenues and thereafter treated as Released Revenues for all purposes including the security for Released Revenue Bonds. To date, the City has created a separate category of Released Revenues for the revenues generated by the customer facility charge, currently in the amount of $5.00 per day, on each transaction-day, as charged and collected by the rental car companies and remitted to the City (the "CFC Revenues") pursuant to an ordinance adopted by the City effective October 1, 2005. The City has pledged the CFC Revenues to secure its payment obligations in respect of an Installment Purchase Agreement, dated June 1, 2006, which payments are being used to pay the principal of, premium (if any) and interest on: (a) City of College Park (Georgia) Taxable Revenue Bonds (Hartsfield-Jackson Atlanta International Airport Consolidated Rental Car Facility Project), Series 2006A and (b) City of College Park (Georgia) Revenue Bonds (Hartsfield-Jackson Atlanta International Airport Automated People Mover System Maintenance Facility Project), Series 2006B (together, the "Series 2006A/B Bonds"), which were issued for the purpose of funding a portion of the costs of construction of the consolidated rental car facility and automated people mover system maintenance facility at the Airport (the "Rental Car Center"). As of July 1, 2023, the Series 2006A/B Bonds were outstanding in the aggregate principal amount of $112,640,000. The City does not presently anticipate issuing any Additional Bonds backed by Special Purpose Revenues or Released Revenues. For a more detailed summary of certain provisions of the Bond Ordinance relating to Special Purpose Revenues and Released Revenues, see "APPENDIX D - SUMMARY OF CERTAIN PROVISIONS OF THE BOND ORDINANCE" attached hereto.

Remedies

The Thirty-Second Supplemental Bond Ordinance constitutes a contract between the City and the owners from time to time of the Series 2023 Bonds, and the pledge, covenants, and agreements of the City set forth in the Thirty-Second Supplemental Bond Ordinance are for the equal benefit, protection, and security of the owners of the Series 2023 Bonds with respect to Pledged Revenues, as applicable.

If the City were to default on the Series 2023 Bonds, the realization of value from the pledge of the Pledged Revenues, as applicable, to secure the payment of the Series 2023 Bonds would depend upon the exercise of various remedies specified by the Bond Ordinance and Georgia law. These remedies may require judicial actions, which are often subject to discretion and delay and which may be difficult to pursue. The enforceability of rights or remedies with respect to the Series 2023 Bonds may be limited by state and federal laws, rulings, and decisions affecting remedies and by bankruptcy, insolvency, or other laws affecting creditors' rights or remedies heretofore or hereafter enacted.

Provisions of the Bond Ordinance Governing the Transfer, Ownership, Management, Operation or Control of the Airport

Under the Bond Ordinance, the City is prohibited from, directly or indirectly, transferring the ownership, management, operation or control of the Airport, except in the instance of a change in the City's form of government which is subject to the assent of a majority of qualified voters. Notwithstanding the foregoing, the City reserves the right to transfer the Airport as a whole to any political subdivision or authority or agency of one or more political subdivisions of the State provided (i) such entity has provided evidence reasonably satisfactory to the City that the successor entity has comparable airport operations and management experience both in size and scope as the Airport and (ii) such entity has been formed under the authority of a duly adopted and ratified local government reorganization act which consolidates the governmental and corporate powers of the City with a county as provided in Article IX, Section III, Paragraph II of the 1983 Constitution of the State of Georgia, as the same may be hereafter amended. Such consolidated government may assume or be delegated the legal authority to own and operate the Airport, or any portion thereof, on behalf of the public, provided that it undertakes in writing, filed with the Attesting Officer, the City's obligations under the Bond Ordinance, and there shall be first filed with the Attesting Officer: (i) an opinion of Bond Counsel to the effect that such sale will not adversely affect the extent to which interest on any Tax-Exempt Bonds is excluded from gross income for federal income tax purposes; and (ii) an opinion of an Airport Consultant expressing the view that such transfer will not result in any diminution of Net Revenues to the extent that in any future Fiscal Year the Net Revenues will be less than 120% of the average annual Debt Service Requirement on all Senior Lien Bonds to be Outstanding after such transfer with a lien on any category of Revenues, in the then current and each succeeding Fiscal Year. In reaching this conclusion, the Airport Consultant shall take into consideration such factors as the Airport Consultant may deem significant, including any rate revision to be imposed by the transferee political subdivision, authority, or agency.

See "APPENDIX D - SUMMARY OF CERTAIN PROVISIONS OF THE BOND ORDINANCE" attached hereto.

Limited Obligations

THE SERIES 2023 BONDS ARE SPECIAL LIMITED OBLIGATIONS OF THE CITY AND SHALL NOT BE DEEMED TO CONSTITUTE A DEBT OF THE CITY WITHIN THE MEANING OF ANY CONSTITUTIONAL LIMITATION ON DEBT NOR CONSTITUTE A PLEDGE OF THE FAITH AND CREDIT OF THE CITY. THE SERIES 2023 BONDS SHALL NOT BE PAYABLE FROM OR BE A CHARGE UPON ANY FUNDS OTHER THAN THE REVENUES AND AMOUNTS PLEDGED TO THE PAYMENT THEREOF PURSUANT TO THE BOND ORDINANCE, NOR SHALL THE CITY BE SUBJECT TO ANY PECUNIARY LIABILITY THEREON. NO OWNER OR OWNERS OF THE SERIES 2023 BONDS SHALL EVER HAVE THE RIGHT TO COMPEL ANY EXERCISE OF THE TAXING POWER OF THE CITY TO PAY THE SERIES 2023 BONDS OR THE INTEREST THEREON, NOR TO ENFORCE PAYMENT OF THE SERIES 2023 BONDS AGAINST ANY PROPERTY OF THE CITY; NOR SHALL THE SERIES 2023 BONDS CONSTITUTE A CHARGE, LIEN, OR ENCUMBRANCE, LEGAL OR EQUITABLE, UPON ANY PROPERTY OF THE CITY, EXCEPT FOR THE AMOUNTS PLEDGED TO THE PAYMENT OF THE SERIES 2023 BONDS AND ANY OTHER FUNDS PLEDGED TO SECURE THE PAYMENT OF THE SERIES 2023 BONDS IN THE MANNER SET FORTH IN THE BOND ORDINANCE.

THE CITY

Under the Charter, all legislative powers of the City are vested in the City Council and all executive and administrative powers of the City are vested in the Mayor.

The City Council consists of 15 members who serve four-year terms of office. The City is divided into 12 City Council districts. Twelve members of the City Council are elected by district, and three members of the City Council are elected at-large. The three at-large members of the City Council are required to reside, respectively, in District No. 1, 2, 3 or 4; District No. 5, 6, 7 or 8; and District No. 9, 10, 11 or 12.

The Charter establishes the office of the President of the City Council. The President of the City Council is elected from the City at large for a term of four years. The President of the City Council presides at meetings, but is not a member of the City Council, and votes only in the case of a tie vote of the City Council. Under the Charter, the President of the City Council exercises all powers and discharges all duties of the Mayor in the case of a vacancy in the Office of the Mayor or during the disability of the Mayor. Under the Charter, the Mayor is elected from the City at large for a term of four years. The Charter does not allow any Mayor who has been elected for two consecutive terms to be eligible to be elected for the next succeeding term. The Mayor is the chief executive officer of the City and has the power to direct and supervise the administration of all departments of the City. The Charter grants the Mayor the power to veto any ordinance or resolution adopted by the City Council, which veto may be overridden only upon the vote of two thirds of the total membership of the City Council. The Charter also grants the Mayor the power to veto any item or items of any ordinance or resolution making appropriations, which veto may be overridden only upon the vote of two thirds of the total membership of the City Council. The current fiscal year of the City is the 12-month period beginning on July 1 and ending on June 30 (the "Fiscal Year").

THE DEPARTMENT OF AVIATION

The Department of Aviation is a self-supporting enterprise fund of the City under the direction of the Airport General Manager with a staff of approximately 1,350, including 690 public safety (fire, police, and security) employees in Fiscal Year 2023. The Department of Aviation is responsible for: (a) managing, operating and developing the Airport and any other airfields that the City may control in the future; (b) negotiating leases, agreements and contracts; (c) computing and supervising the collection of revenues generated by the Airport; and (d) coordinating aviation activities with the FAA. The FAA has regulatory authority over certain equipment, air traffic control and operating standards at the Airport. Airport police and fire protection are provided by the City through the Atlanta Police Department and the Atlanta Fire Department, respectively.

The City's Department of Finance oversees the issuance of revenue bonds for the Airport and performs certain accounting, budgeting, bond financing, treasury and related functions involving the Airport. The seven-member City Council Transportation Committee makes policy and legislative recommendations to the full City Council regarding Airport operations.

The following are brief resumes of certain appointed officials and key personnel of the City involved in the administration and operation of the Airport:

Lisa Y. Gordon serves as the City's Chief Operating Officer. Ms. Gordon joined the City in 2022 as Chief Operating Officer. As the City's Chief Operating Officer, Ms. Gordon directly manages and oversees all of the City's operating departments and related agencies including Aviation, Police, Fire, Corrections, Parks, Recreation and Cultural Affairs, Planning and Community Development, Public Works, Watershed Management, Human Resources, Procurement, Information Technology, Sustainability and Enterprise Assets. Before joining the City, Ms. Gordon was the President and Chief Executive Officer of Atlanta Habitat for Humanity. Ms. Gordon holds a graduate degree from The Maxwell School at Syracuse University, is a Georgetown University graduate and received her second master's degree from Nova Southeastern in Accounting.

Mohamed Balla serves as the City's Chief Financial Officer. Mr. Balla joined the City in 2011 and began serving as Chief Financial Officer in July 2021. In his current role, Mr. Balla advises the Mayor and the City Council on a variety of policies, issues, and financial activities. Previously, Mr. Balla served as the Deputy Commissioner and Chief Financial Officer for the City's Department of Watershed Management ("DWM"). In this role, Mr. Balla provided leadership over DWM's multibillion dollar financial functions. Prior to joining DWM, Mr. Balla served as a key member of the City's pension reform team responsible for restructuring the City's $3 billion pension plan. Mr. Balla also served as the City's Cash and Investment Manager overseeing the City's $1.5 billion cash and investment portfolio.

Mr. Balla has over 15 years of experience in investment banking, corporate finance, and public finance. Before joining the City, Mr. Balla worked as an investment banking professional at Citigroup Corporate and Investment Bank and Wachovia Securities. Mr. Balla has an extensive background in financial modeling and analysis, leverage lending, and public finance. Mr. Balla earned his B.A. in Business Administration from Morehouse College with a concentration in Finance and an M.B.A. from the Stephen M. Ross School of Business at the University of Michigan.

Tina Wilson serves as the City's Deputy Chief Financial Officer. Dr. Wilson has more than 23 years of experience in accounting, business and finance. Her experience includes strategic finance and business planning, audit and internal control, accounting, budgeting and forecasting, information systems and financial modeling, for small, mid-sized, and Fortune 500 corporations. Prior to joining the City as Deputy Chief Financial Officer, she spent 12 years at the Airport focusing on the two major, multi-year, multi-billion-dollar capital improvement programs, most recently as the Director of Capital Finance. Dr. Wilson earned a Bachelor of Business Administration (Accounting) degree from Mercer University, a Master of Business Administration (Finance) degree and a Doctorate of Business Administration from Georgia State University and holds an active Certified Public Accountant (CPA) license in the State.

Nina R. Hickson, Esquire serves as the City's City Attorney. Previously, Ms. Hickson served as Vice President and General Counsel of Atlanta BeltLine Inc. ("ABI"), where she was responsible for all legal matters including general corporate transactions, corporate governance, compliance and risk management and a wide variety of real estate-related matters including transactional work and negotiations. Prior to serving as Vice President and General Counsel of ABI, Ms. Hickson served as the Ethics Officer for the City. In that role, Ms. Hickson was responsible for educating all City officials and employees of the requirements for conducting City business in compliance with the City's Code of Ethics. Ms. Hickson also oversaw the City's financial disclosure process and prosecuted violations of the Ethics Code. Immediately prior to serving as the City's Ethics Officer, Ms. Hickson served as Interim City Manager for the City of East Point where she had been the City Attorney for six years. Prior to assuming the role of City Attorney for the City of East Point, Ms. Hickson held prominent legal positions within the Atlanta Judicial Circuit and the Fulton County Justice System. Before these appointments, Ms. Hickson practiced law for 15 years in a variety of capacities including Assistant United States Attorney for the Northern District of Georgia, General Counsel for the Atlanta Housing Authority, General Counsel and Vice President for Atlanta Life Insurance Company, and Vice President and Associate General Counsel to Primerica Financial Services, a subsidiary of the Citigroup Corporation.

Ms. Hickson's extensive community involvements have included membership on various boards and civic organizations in metropolitan Atlanta and her commitment to community service has resulted in her receiving numerous awards and recognition. Ms. Hickson received her Bachelor of Arts degree, magna cum laude, in Journalism from Howard University in Washington, D.C. and her Doctor of Law degree from Emory University of Atlanta.

Balram Bheodari serves as the City's Airport General Manager. As a strong leader of the world's busiest and one of the most efficient airports, Mr. Bheodari oversees all facets of Airport governance. The Airport boasts a significant economic impact on the region, contributing $66 billion and over 300,000 jobs. This visionary executive is dedicated to growing the enterprise sustainably, which includes offering ample opportunities for economic gains to the communities that the Airport serves. That commitment is clear in the way he leads the Airport's multi-billion-dollar capital improvement program, a 20-year plan that focuses on enhancing capacity, preparing for heightened customer service, and renewing and replacing facilities while adhering to strict budgetary constraints.

His priorities are guided by three strategic pillars: People, Purpose, and Performance, and he has consistently demonstrated his commitment to creating a desirable workplace, ensuring comprehensive safety and security measures, and delivering an exceptional customer experience.

Mr. Bheodari is a retired Army aviator whose leadership as Deputy General Manager for Operations navigated the Airport through the most challenging period of the COVID-19 pandemic, from drawdown to resumption of its expansive operations.

Mr. Bheodari was appointed as the Interim General Manager in April 2021 with the charge to effectively lead the Airport team through a period of transition. In June 2021, he was permanently named to the position.

Mr. Bheodari has an extensive career in aviation executive management. He rejoined the Airport leadership team in 2016 after serving as the chief operating officer for the Houston Airport System ("HAS"). He led strategic and business plan development, business process re-engineering, technologically complex project implementation, infrastructure programs and airport operations at HAS.

Before joining HAS, he served more than three years as the Airport's Deputy General Manager. In that role, he managed an annual operating budget of more than $170 million and a capital budget of more than $300 million. Before being named Deputy General Manager, Mr. Bheodari served as Deputy Assistant General Manager for Operations, Maintenance and Security, after working his way through the ranks of the organization.

In early 2009, Mr. Bheodari commissioned the Airport's first Operational Readiness and Transition ("ORAT") team, which developed and implemented the activation plan for a consolidated Rental Car Center and the ATL SkyTrain automated people mover. Two years later, he expanded the ORAT team and spearheaded the 1.2-million-square-foot Maynard H. Jackson Jr. International Terminal ("MHJIT") opening, which accommodated more than 12 million international travelers each year before the pandemic.

Mr. Bheodari holds the American Association of Airport Executives' Accredited Airport Executive (AAE) designation. Additionally, he has earned the International Airport Professional (IAP) accreditation from ACI and the International Civil Aviation Organization.

Mr. Bheodari graduated from Troy University with a Bachelor of Science in aviation management. He also completed the Emory University Executive Education Management

Leadership and Development Program. He retired from the U.S. Army with 22 years of active military service in the aviation branch as an instrument-rated aviator.

Michael L. Smith serves as the City's Airport Senior Deputy General Manager. He manages the Department of Aviation's day-to-day functions, including government affairs, business diversity, sustainability, GIS, legislation, law, human resources, and procurement.

Mr. Smith has more than two decades of municipal government and aviation experience, having served 17 years with the City as a Senior Assistant City Attorney. During that time, he practiced all aspects of local government law, including litigation, contracts, property use and development, business and employment issues.

He also served as the City's lead counsel representing the Department of Aviation. He was responsible for negotiating agreements related to the Airlines and other Airport tenants. He played a crucial role in preparing intergovernmental agreements with surrounding jurisdictions to implement Airport projects such as the fifth runway.

Before joining the Airport team, Mr. Smith was a private practice attorney specializing in local government law, airport and aviation matters. He served as county attorney in Clayton County and held the position of Regional Director in Corporate Real Estate with Delta.

Mr. Smith began his legal career as law clerk for the Honorable Clarence Cooper, a former judge in Fulton County Superior Court.

A native Atlantan, Mr. Smith earned a political science degree from Duke University and a law degree from North Carolina Central University.

Bryan Benefiel serves as the City's Airport Deputy General Manager and Chief Financial Officer at the world's busiest airport, with responsibility for the finance and accounting, and information technology functions of the Airport.

Mr. Benefiel has more than 24 years of experience in finance and accounting roles, with experience in the public and private sectors. He has broad experience across the finance and accounting spectrum including strategic planning, financial planning and analysis, financial reporting, budgeting, capital finance, and business process improvement.

Mr. Benefiel joined the Department of Aviation in 2012 as the Director of Financial Planning and Analysis. He was promoted to Assistant General Manager of Finance and Accounting in early 2019 and transitioned to Assistant General Manager of Capital and Financial Planning in August of 2021. He was appointed as the Interim Deputy General Manager and Chief Financial Officer in December 2021 and appointed permanently to the position in April 2022. Prior to joining the Department of Aviation, he served as Director of General Accounting for the City's Finance Department. In this role, he was a key player in the financial and business process improvements improving the City's financial strength. Prior to joining the City, Mr. Benefiel served in a number of finance and accounting roles with Grant Thornton, Accord Human Resources, and the American Cancer Society.

Mr. Benefiel is a Certified Public Accountant, Certified Management Accountant, and Certified Financial Manager. In the airport industry, he is a Certified Member of the American Association of Airport Executives and earned the International Airport Professional designation, a professional designation of ACI and the International Civil Aviation Organization.

Mr. Benefiel earned a Bachelor of Science in accounting from the University of Central Oklahoma.

Frank Rucker serves as the City's Airport Deputy General Manager for Infrastructure. He oversees hundreds of projects for the Department of Aviation, program management and construction management personnel to ensure that all aviation facilities meet or exceed industry standards. He has more than 41 years of experience in civil engineering design and project management, with more than 21 years of progressive experience in the aviation facilities industry, directing sophisticated, sustainable design and construction projects.

Mr. Rucker has a rich history with the Airport, having served as Assistant General Manager for Planning and Development. He also served previously as Director of Engineering, Planning and Development, where he was responsible for implementing the capital development program at the Airport. He oversaw the construction of the Airport's fifth runway, innovative hold baggage screening system and a multitude of other complex projects.

Prior to his return to the Department of Aviation, Mr. Rucker served as Chief of Capital Programs, Planning and Innovation for The Metropolitan Atlanta Rapid Transit Authority ("MARTA"). There, he was responsible for the facilitation, execution and implementation of its capital program and transit expansion initiatives. Prior to MARTA, Mr. Rucker served in the International Division of Jacobs Engineering, managing a multidisciplinary team in pursuing and implementing worldwide aviation capital development programs, including major programs in Abu Dhabi, Singapore, Malaysia, Australia and Qatar.

A strategic thinker, Mr. Rucker brings sound technical, analytical and engineering skills to deliver multimillion-dollar projects on schedule and within budget. His knowledge of full cycle program management builds on his considerable experience in consultant selection, contract development and working with multidisciplinary teams.

An Atlanta native, Mr. Rucker received a Bachelor of Science degree in civil engineering from the Georgia Institute of Technology. In addition, he is certified as a Professional Engineer, Project Management Professional (PMP), and is an active member of the American Society of Civil Engineers.

He directs the Planning and Development bureau, which includes overseeing a diverse organization of approximately 250 staff who manage the City's ATLNext capital improvement program. Mr. Rucker brings dynamic leadership, strategic thinking, and sound technical, analytical and engineering skills to deliver multi-million-dollar projects on schedule and within budget utilizing multiple project delivery methods. His expertise with full-cycle program management builds on his considerable experience in consultant selection, contract development and working with multi-disciplinary teams to provide invaluable expertise.

Jan Lennon serves as the City's Airport Deputy General Manager of Operations. She leads the Department of Aviation's operations, public safety and security, transportation, traffic enforcement, and facilities and asset management divisions.

Ms. Lennon has more than 26 years of leadership in public safety and security, emergency management, and corrections. She spearheaded many innovative and successful public safety and security programs at the Airport, most notably having created a comprehensive program to mitigate and reduce insider threats across the Airport complex. She also developed and launched the Department of Aviation's first Human Trafficking Awareness Campaign.

Before becoming Deputy General Manager of Operations, Ms. Lennon served as Assistant General Manager for Public Safety and Security. There, she led the Department of Aviation's public safety and security team with operational responsibilities for Airport law enforcement, life and fire safety, emergency preparedness and response, and the Airport Communications Center.

Ms. Lennon oversaw day-to-day operations and regulatory compliance to ensure the safe and secure movements of about 280,000 passengers and 2,700 aircraft operations each day. Additionally, she was responsible for developing and implementing the Department of Aviation's emergency response plans.

The Baltimore native formally served as deputy security director of the Airport beginning in 2002. In May 2011, she was promoted to security director of the Airport. In this role, Ms. Lennon led the team responsible for protecting and managing the Airport security program - a comprehensive security approach that includes risk-based security, compliance and enforcement, inspections, access control, security services, physical security, contract management, surveillance, smart security initiatives and risk-mitigation solutions.

Ms. Lennon represents the Department of Aviation on the Transportation Security Administration's Aviation Security Advisory Sub-Committee, and she is active in the security practice areas of the American Association of Airport Executives and Airports Council International-North America. She also served as the Vice Chair on the Transportation Security Services Board. In December 2016, Ms. Lennon received her International Airport Professional (IAP) certification after successfully completing the Global Airport Management Professional Accreditation Programme (AMPAP), which promotes professional excellence in airport management.

Prior to joining the Department of Aviation, she had a successful career in corrections, which included a tour of duty as a deputy warden at a regional jail in Virginia. A graduate of North Carolina Central and Coppin State universities, Ms. Lennon holds a Bachelor of Arts in criminal justice and a Master of Science in criminal justice/security administration.

Jai Ferrell serves as the City's Airport Deputy General Manager, Chief Commercial Officer. Ms. Ferrell's professional responsibilities include oversight of innovation and commercial division. The Department of Aviation's commercial division is responsible for properties and airline affairs, concessions, parking, advertising, external real estate development, air service development, marketing, brand strategy, public and international affairs, and communications. This division typically exceeds $1 billion in annual gross revenue.

Core revenue-generating initiatives aside, Ms. Ferrell serves as the marketing lead for the Department of Aviation's human trafficking initiative, bringing awareness to the millions of passengers that travel to and through the Airport annually. Prior to joining the Department of Aviation, she had a successful career, including work in entertainment, television, consumer products and sports contributions to WarnerMedia (formerly Turner), CNN, Major League Baseball, Viacom and BET Networks. Ms. Ferrell's extensive community involvements have included membership on various boards and civic organizations in metropolitan Atlanta, and she has received numerous awards and recognition. Ms. Ferrell earned her bachelor's degree from Spelman College and master's degree in communication from Georgia State University.

Dr. Tom Nissalke is currently serving as the City's Airport Assistant General Manager, Planning and Development. In this role, he assists in overseeing implementation of ATLNext, the Department of Aviation's capital development program. He has worked for the Department of Aviation for more than 27 years. Dr. Nissalke is also responsible for the preparation of NEPA documents, overseeing the Department of Aviation's environmental compliance programs, handling all federal grants, and overseeing all environmental planning. Additionally, he is responsible for all Airport planning and led the completion of the Master Plan. Prior to joining the Department of Aviation, he worked at a regional airport planning and design firm. In 1989, Dr. Nissalke completed his undergraduate degree in civil engineering from the University of Utah. After moving to Atlanta, he attended the Georgia Institute of Technology and earned his MSCE in 1991 and Ph.D. in civil engineering in 1994.

Neville Randeria is currently serving as the City's Airport Assistant General Manager, Capital and Financial Planning. In this role, he oversees the capital financial planning associated with ATLNext, the Airport's 20-year, multibillion-dollar capital improvement program. In addition, he is responsible for the capital finance, treasury and financial planning functions.

Mr. Randeria has held financial management roles in and outside of the aviation industry for over two decades, including YP, Global Aviation Holdings, Harmony Airways, DHL and ATA Airlines. Before joining the Airport, Mr. Randeria was the Chief Financial Officer of ExpressJet Airlines. His experience includes long range strategic planning, financial planning and analysis, budgeting, treasury planning, financial modeling, mergers and acquisition, and restructuring.

He holds a master's degree in air transport management and operations from Cranfield University in the United Kingdom. He also holds an Aviation MBA from Concordia University as well as master's and bachelor's degrees in aerospace engineering from Texas A&M and the University of Colorado, respectively.

THE AIRPORT

General

The Airport is owned by the City and operated by the Department of Aviation. It is classified as a large hub by the FAA, is the principal air carrier airport serving the State and the southeastern United States and serves as a primary transfer point in the national air transportation system. According to ACI, the Airport is the busiest passenger airport in the world with approximately 93.7 million total (enplaned and deplaned) passengers in calendar year 2022. The

Airport is also the principal connecting hub for Delta. For additional information relating to Delta, see "THE AIRPORT - Airport's Role - *Airport's Role in Delta's System*" herein and "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT" attached hereto. The combination of the Airport's geographic location, the facilities provided at the Airport, and Delta's strategy of concentrating much of its service through the Airport has resulted in the Airport becoming the busiest airline hub in the nation.

Airport Service Region

The Airport's primary service region is the Atlanta MSA. According to the Bureau of the Census, the 2022 population of the Atlanta MSA was 6,222,000, accounting for 57% of the State's population and ranking the Atlanta MSA as the eighth largest in the nation. Approximately 58% of the Atlanta MSA population resided in the 1,200 square-mile area comprising the central counties of Clayton, Cobb, DeKalb, Fulton, and Gwinnett, a decrease from 64% in 2010. The 2022 population of the City, in DeKalb and Fulton counties, was 499,000, about 8% of the Atlanta MSA total. The Atlanta MSA is the dominant population center and economic engine in the combined primary and secondary service regions.

The Airport's secondary service region is defined by the location of (and airline service provided at) the nearest airports. This secondary region includes the remainder of the State, as well as parts of Alabama, Tennessee, North Carolina, and South Carolina. The nearest commercial service airport with more than one million annual enplaned passengers is that serving Birmingham, Alabama, located 150 road miles from Atlanta. Birmingham is classified as a small air traffic hub by the FAA. The nearest airports classified as large or medium air traffic hubs are Charlotte, North Carolina; Nashville, Tennessee; and Jacksonville, Florida, all between 240 and 350 road miles from Atlanta.

See "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - ECONOMIC BASIS FOR AIRLINE TRAFFIC DEMAND - Airport Service Region" attached hereto.

Airport Facilities

The following is a summary of the facilities provided at the Airport.

The Airport is located in Clayton and Fulton counties, Georgia, about 10 road miles south of downtown Atlanta. The Airport occupies approximately 4,750 acres and is surrounded by the cities of College Park, East Point, and Hapeville to the west and north, and by the City and unincorporated areas of Clayton County to the east and south. Access to the Airport is provided via interstate highways I-85, I-285, and I-75, which bound the Airport site to the west, south, and east, respectively.

Airfield. The Airport has five parallel east-west runways, two immediately north of the passenger terminal complex (Runway 8L-26R, 9,000 feet long, and Runway 8R-26L, 10,000 feet long), two immediately south of the terminal complex (Runway 9L-27R, 12,390 feet long, and Runway 9R-27L, 9,000 feet long), and a fifth (Runway 10-28, 9,000 feet long) separated from Runway 9R-27L by 4,200 feet to the south. Of the two pairs of parallel runways immediately north and south of the terminal complex, the outboard runways (Runways 8L-26R and 9R-27L, separated by 6,450 feet) are used primarily for aircraft landings. The inboard runways

(Runways 8R-26L and 9L-27R, separated by 4,400 feet) are used primarily for aircraft takeoffs. Runway 10-28, opened in 2006, is used primarily for aircraft landings. All runways are equipped with instrument landing systems, lighting systems, and other air navigation aids, permitting the Airport to operate in virtually all weather conditions. The separation between the runways permits the simultaneous use of three runways for aircraft landings in poor visibility.

Domestic Passenger Terminal. Opened in 1980, the CPTC originally consisted of a landside building (now the domestic terminal) and Concourses T-North, A, B, C, and D. The CPTC has been expanded with the addition of the international landside terminal and Concourses T-South, E and F to encompass approximately 6.8 million square feet.

A 7,400-foot-long underground transportation mall accommodates an AGTS, known as the Plane Train, and pedestrian walkways that connect all terminal buildings and concourses. The AGTS typically operates with 260-person-capacity, four-car trains at approximately two-minute intervals. The midfield location of the CPTC provides for the optimal movement of aircraft between the terminal gates and the runways and has been the model for the design of many other major world airports.

The domestic landside terminal building contains approximately 1.3 million square feet of space housing passenger and baggage check-in, security screening, baggage claim, ground transportation, concessions, airline operations, Airport administration, and other services and functions. The building is generally symmetrical along its east-west axis, with Delta occupying the south side of the building (the South Terminal) and the other domestic airlines occupying the north side (the North Terminal). Check-in, security screening, and other enplaning passenger functions are accommodated at the east end of the building; baggage claim and other deplaning passenger functions are accommodated at the west end.

A 250,000-square-foot, three-story atrium in the center of the building, opened in 1995, provides a large open space for waiting, circulation, concessions, and other passenger services. Upper levels of the atrium accommodate Airport administrative offices and a USO center. North and South Terminal Parkways provide vehicle access to 750-foot-long curbsides at the North and South Terminals. The Terminal Parkways are covered by canopies spanning their full 150-foot width that were completed in 2018. Pedestrian bridges beneath the canopies connect the terminal building to the adjacent parking garages.

The five domestic concourses together provide approximately 2.3 million square feet of space, are separated from one another by approximately 1,000 feet, and provide 156 aircraft parking positions (gates) equipped with loading bridges and configured for the current mix of aircraft operating at the Airport. The concourses provide passenger holdrooms, concessions, baggage handling facilities, airline operations space, and other services and functions.

Domestic gates are preferentially leased to Airlines except for gates on Concourse D and Concourse T that are managed for the City on a common-use basis by TBI ATL Operations, JV ("TBI") pursuant to a recently executed contract (the "TBI Common Use Facilities Agreement").

International Passenger Terminal. The international terminal complex comprising Concourse E, Concourse F, and MHJIT provides approximately 3.2 million square feet of terminal space and 40 loading bridge-equipped gates, most capable of accommodating arrivals and departures by widebody aircraft in domestic or international service. TBI manages the international terminal for the City pursuant to the TBI Common Use Facilities Agreement. Concourse E, opened in 1994 with 24 gates and expanded in 2001 with four additional gates, provides approximately 1.8 million square feet of space. Concourse F, opened in 2012, provides approximately 1.1 million square feet of space and 12 gates. An additional gate at Concourse E, not equipped with a loading bridge, is used by buses serving remote aircraft parking positions. All gates at Concourses E and F are operated on a common-use basis. Delta has priority use rights to all 28 gates at Concourse E and six gates at Concourse F. These 34 gates are used primarily by Delta and its SkyTeam alliance partners. The remaining six gates at Concourse F are used primarily by foreign flag airlines not in the SkyTeam alliance.

A 220,000-square-foot federal inspection services ("FIS") facility at Concourse E provides the capacity for U.S. Customs and Border Protection ("CBP") to process approximately 3,600 arriving international passengers per hour through immigration and customs inspections. A second, 150,000-square-foot, FIS facility at Concourse F provides the capacity for CBP to process approximately 2,400 arriving international passengers per hour.

The MHJIT landside terminal building, opened in 2012, provides approximately 0.3 million square feet of space on five levels and accommodates ground transportation facilities, two-level curbside roadways, international passenger check-in facilities, and baggage claim facilities for precleared passengers (i.e., those arriving from Canada and other countries where they clear CBP inspections at their departure airport). Arriving international passengers proceed directly to ground transportation after clearing CBP inspections without having to recheck their baggage for reclaim, as was the case before MHJIT opened. Access to the terminal is from the east, via a second Airport entrance roadway. Shuttle buses transport passengers between the domestic and international terminal buildings.

Use of Gates. In May 2023, the Airport's gates were intensively used, with an average gate use of 5.8 departures per day on the 150 gates in service at the five domestic concourses. Six domestic gates were out of service in May 2023 for the Concourse D widening project and Delta Sky Club construction. In July 2019, pre-pandemic, the average gate use was approximately 6.5 departures per gate per day, among the highest of any large airport in the nation. During early morning, late afternoon, and evening periods, most domestic gates were routinely occupied.

International departures are concentrated during two periods of the day, approximately three hours in the morning, mainly to Caribbean and Latin American destinations, and approximately four hours in the evening, mainly to European destinations. In May 2023, between approximately 9:00 a.m. and 11:00 a.m. and 4:00 p.m. and 7:00 p.m., most of the 40 loading bridge-equipped gates at the two international concourses were routinely in use. Under the Airport Use and Lease Agreement, the Signatory Airlines have preferential-use or priority-use rights. A Signatory Airline is required to accommodate the flights of another Airline if such flights cannot be accommodated at that other Airline's gates or at the City's common-use gates.

For additional information regarding use of gates, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRPORT FACILITIES AND CAPITAL PLAN - Airport Facilities - Use of Gates" attached hereto.

Ground Transportation. Ground access to the domestic terminal is provided from the west on I-85 via Terminal Parkway and Camp Creek Parkway and from the south on I-285 via Riverdale Road. Access to MHJIT and airline support, cargo, and other Airport facilities is provided from the east on I-75 via Maynard H. Jackson Jr. Boulevard. Loop Road, a divided four-lane roadway, provides circulation around the Airport perimeter. A system of nonlicensed vehicle roadways provides access and circulation within the secure air operations area.

The City provides approximately 34,000 public parking spaces on-Airport in multistory garages adjacent to the domestic and international landside buildings, in a multistory garage west of the Airport (ATL West garage opened in May 2021) served by an automated people mover system, and in surface lots and a garage served by shuttle buses. Private operators on Camp Creek Parkway and at other off-Airport sites provide approximately 13,000 additional public parking spaces. The City provides approximately 400 parking spaces on Airport for employees. Delta and other tenants provide approximately 14,000 additional employee spaces, mostly off Airport.

All companies providing rental car services at the Airport do so from the Rental Car Center west of I-85, which opened in 2009. The Rental Car Center occupies an approximately 70-acre site and provides approximately 8,700 spaces for ready and return car parking and associated service, maintenance, and storage facilities for up to 3,900 vehicles. The Rental Car Center is connected to the domestic terminal by an automated people-mover system known as the SkyTrain. The SkyTrain also serves the Georgia International Convention Center, the Gateway Center office and hotel complex, and the ATL West parking garage via an intermediate station. The SkyTrain operates with 100-passenger trains at headways of approximately two minutes during peak hours.

Other commercial ground transportation services include off-Airport parking shuttles, hotel and motel shuttles, taxicabs, ride-hailing services, limousines, intercity buses, and door-to-door shuttle vans. Commercial vehicles pick up passengers at a dedicated ground transportation center at the west end of the landside building. A staging area for taxicabs is provided west of the domestic terminal. Areas for pickups by ride-hailing services are provided in surface parking lots north and south of the domestic terminal.

MARTA provides rail transit service to the Airport from the other 37 stations on its 48 route-mile system. The Airport station, which is inside the domestic terminal building at the west end, opened in 1988 and is the terminus of MARTA's Red and Yellow lines. The travel time from the Airport to downtown Atlanta is about 16 minutes and the interval between trains is about 15 minutes on weekdays.

Air Cargo. Air cargo transported by passenger and all-cargo airlines serving the Airport is processed through 11 buildings totaling approximately 1.5 million square feet. Associated apron space provides parking positions for 28 widebody aircraft. A 490,000-square-foot complex of buildings is located north of the airfield and a 360,000-square-foot complex of buildings is located to the south, between Runways 9R-27L and 10-28. Delta operates cargo buildings occupying 525,000 square feet in the approximately 110-acre area east of the CPTC and south of Maynard H. Jackson Jr. Boulevard, referred to as the central terminal support area ("CTSA"). The U.S. Postal Service operates a 120,000-square-foot regional distribution center at the eastern boundary of the Airport.

Airline Support. The City leases Airport land and buildings to airlines and others for activities supporting airline operations. Delta's corporate headquarters, training, and operations facilities are located on approximately 85 acres at the north side of the Airport. Delta's principal operations and maintenance base, the Delta Technical Operations Center, occupies approximately 175 acres east of the CPTC and north of Maynard H. Jackson Jr. Boulevard. Flight kitchens, aircraft maintenance hangars, maintenance and storage facilities for GSE, fuel storage tanks, and various other facilities supporting the operations of Delta and other airlines are also located on the Airport, many in the CTSA. Three fuel farms, one of which is operated by Delta, provide storage tanks for approximately 32 million gallons of jet fuel. Several companies provide into-plane fueling, ground handling, and other airline support services. Fixed base operator services supporting airline, corporate, and general aviation aircraft operations are provided by Signature Flight Support on the north side of the airfield.

Airport Utilities, Support, and Other Facilities. Extensive utility systems provide water supply, storm and sanitary sewer, electrical power, communications, and natural gas services at the Airport. Aircraft rescue and fire-fighting services are provided from five fire stations. The Airport also accommodates airfield maintenance buildings, an FAA airport traffic control tower, air navigation aids and guidance systems, and various other support facilities. Hotels, an office building, and other non-aviation facilities are accommodated on the north side of the Airport on land not required for aviation uses. No military aviation activities are based at the Airport.

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Airlines Serving the Airport

The Airport is served by all of the mainline U.S. airlines. The following table presents the airlines providing service at the Airport as scheduled during Fiscal Year 2023.

Airlines Serving the Airport
(as scheduled during Fiscal Year 2023)

Mainline Airlines	Regional Airlines	Foreign-Flag Airlines	All-Cargo Airlines[6]
Alaska Airlines[1]	Endeavor Air[2][4]	Air Canada[1]	ABX[1]
American Airlines[1]	Envoy Air[7]	Air France[1][3][5]	Air Transport International[1]
Delta Air Lines[1][2][3]	Republic Airlines[4][7]	British Airways[1]	Asiana Cargo[1]
Frontier Airlines[1][2]	SkyWest Airlines[4][8]	Copa Airlines[1]	Atlas Air[1]
JetBlue Airways[1]	Southern Airways[1]	Ethiopian Airlines[1]	Cargolux Airlines[1]
Southwest Airlines[1][2]		KLM Royal Dutch Airlines[1][3][5]	Cathay Pacific Airways[1]
Spirit Airlines[1]		Korean Air[1][3]	Challenge Airlines[1]
United Airlines[1]		Lufthansa German Airlines[1]	China Airlines[1]
		Qatar Airways[1]	China Cargo Airlines[1]
		Turkish Airlines[1]	DHL Worldwide Express
		Virgin Atlantic Airways[1][5]	EVA Air Cargo[1]
		WestJet Airlines[1]	FedEx[1]
			Kalitta Air[1]
			Korean Air Cargo[1]
			Lufthansa Cargo[1]
			Qatar Airways[1]
			Singapore Cargo[1]
			Turkish Airlines[1]
			UPS Air Cargo[1]

(1) The passenger and cargo airlines noted above are signatory airlines under the Airport Use and Lease Agreement.
(2) U.S. flag airlines providing international service.
(3) Members of SkyTeam alliance.
(4) Airlines operating as an affiliate of Delta Air Lines.
(5) Operates with Delta Air Lines under a joint venture agreement.
(6) Airlines listed operated regular all-cargo service at the Airport. Other cargo airlines not listed in this table operated ad hoc charter service at the Airport. Certain mainline and foreign-flag airlines also operated cargo services.
(7) Airline operating as an affiliate of American Airlines.
(8) Airlines operating as an affiliate of United Airlines.

Source: City of Atlanta, Department of Aviation.

For addition information regarding airlines providing service at the Airport, see "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT - Impact of COVID-19 on Airline Service" herein and "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Historical Airline Service" attached hereto.

Airport's Role

General. According to ACI, the Airport is the busiest passenger airport in the world with approximately 93.7 million total (enplaned and deplaned) passengers in calendar year 2022. All mainline U.S. airlines (Delta, Alaska, American Airlines ("American"), Frontier, JetBlue Airways ("JetBlue"), Southwest Airlines ("Southwest"), Spirit, and United) and their regional airline affiliates serve the Airport. The combination of Atlanta's geographic location, the facilities provided at the Airport, and Delta's strategy of concentrating much of its service through Atlanta has resulted in the Airport becoming the busiest airline hub in the nation. The number of seats scheduled by Delta from the Airport in July 2023 is 16% higher than the number scheduled by American from Dallas/Fort Worth, the second busiest hub airport. The Airport is Delta's busiest hub and its primary international connecting gateway airport.

For additional information regarding the Airport's role, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Airport Role" attached hereto.

For additional information regarding historical passenger enplanements at the Airport, including historical enplaned passengers, historical enplaned passengers by Airline, historical market share by Airline for Fiscal Year 2023, see "THE AIRPORT - Historical Enplaned Passengers" and "- Airline Competition and Shares of Passengers" herein and "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Historical Airline Traffic" and "- Recent Changes in Passenger and Air Cargo Traffic" attached hereto.

Domestic Airline Service. As scheduled for July 2023, 962 average daily departures are provided to 128 domestic destinations, including all major U.S. metropolitan regions and cities. All mainline U.S. airlines serve the Airport. As scheduled for July 2023, Delta mainline accounts for 71.1% of departing seats (versus 55.8% in 2010), Delta Connection for 3.8% (versus 19.4% in 2010), Southwest for 10.7% (versus 18.7% in 2010), and other airlines for 14.4% (versus 6.1% in 2010).

For additional information regarding domestic airline service, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS" attached hereto.

International Airline Service. The average number of scheduled international departing seats at the Airport is scheduled to increase 17.1% between July 2010 and July 2023 while the number of destinations served nonstop is scheduled to decrease from 83 to 70. These changes resulted from additional frequencies on existing routes, the use of larger aircraft, and service from new entrant Airlines. The number of international departing seats decreased in 2020 with the onset of the pandemic but is scheduled to be 1.8% higher than the July 2019 number in July 2023.

As scheduled for July 2023, 15 airlines (Delta, Frontier, Spirit, and 12 foreign-flag Airlines) provided an average of 24,035 daily departing seats from the Airport on 115 daily departures to 70 international destination airports. Delta and its joint venture partners (Aeromexico, Air France, KLM, Korean Air, and Virgin Atlantic) provide service to all 70 destinations except Calgary and Vancouver (served by WestJet), Addis Ababa (served by Ethiopian), Doha (served by Qatar) and Istanbul (served by Turkish). As scheduled for July 2023, airline service to Europe accounts for 32% of international seat capacity, followed by the Caribbean (21%), Mexico and Central America (20%), Canada (8%), South America (7%), Asia (4%), the Middle East (4%), and Africa (4%).

For additional information regarding international airline service at the Airport, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Historical Airline Service - International Airline Service" attached hereto.

Airport's Role as a Connecting Hub. The combination of the Airport's geographic location, the facilities provided at the Airport, and Delta's strategy of concentrating much of its service through the Airport has resulted in the Airport becoming the busiest airline hub in the nation. The number of seats scheduled by Delta from the Airport in July 2023 is 16% higher than the number scheduled by American from Dallas/Fort Worth, the second busiest hub airport.

For additional information regarding the Airport's role as a connecting hub, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Airport Role - Airport's Role as a Connecting Hub" attached hereto.

Airport's Role in Delta's System. The Airport is Delta's busiest hub and its primary international connecting gateway airport. In April 2008, Delta and Northwest announced a merger that was completed in December 2009 with FAA's approval of a single operating certificate allowing operations to be fully integrated under the Delta name.

Between 2008 and 2012, Delta added service at Atlanta and New York LaGuardia, while reducing service at Salt Lake City and the former Northwest hubs at Minneapolis-Saint Paul, Detroit, and Memphis. The Cincinnati hub, Delta's second busiest before the merger, was effectively closed in 2012. Between 2012 and 2019, Delta continued to increase service at Atlanta and added service at Seattle, Los Angeles, New York Kennedy, and Boston while closing the Memphis hub. As scheduled for July 2023, 21.6% of Delta's system-wide departing seats are on flights from the Airport.

The Airport is, by far, Delta's busiest hub. The number of average daily departing seats scheduled from the Airport by Delta in July 2023 of 134,267 seats is close to the combined number of scheduled seats from the airline's next four largest hubs at Minneapolis-Saint Paul, Detroit, New York Kennedy, and Salt Lake City of 146,414 seats.

The Airport is also Delta's primary international connecting gateway airport. The average number of daily departing international seats as scheduled from the Airport in July 2023 by Delta of 37,303 is more than twice the number scheduled from New York Kennedy of 17,147 seats and five times the number scheduled from Los Angeles of 7,250 seats.

As of December 2022, Delta operated a mainline fleet of 902 passenger aircraft with an average capacity of 198 seats per aircraft. Delta also has capacity purchase agreements with regional airlines to provide Delta Connection service. As of December 2022, 352 aircraft, with an average capacity of 68 seats per aircraft, were operated in Delta Connection service.

The share of Delta's scheduled departing seats from the Airport provided by Delta Connection affiliates decreased from 25.8% in July 2010 to 5.0% in July 2023 as Delta replaced service using regional jet aircraft to many destinations with service using larger mainline aircraft.

For information regarding certain reports and information filed by Delta with the SEC via EDGAR, see "CERTAIN FACTORS AFFECTING THE AIRPORT AND THE AIR

TRANSPORTATION INDUSTRY AND OTHER CONSIDERATIONS - Availability of Airline Financial and Operating Data" herein. For additional information regarding the Airport's role in Delta's System, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Airport Role - *Airport's Role in Delta's System*" attached hereto.

Airport's Role in Southwest's System. In May 2011, Southwest closed on its acquisition of AirTran. The combined airline adopted Southwest's branding and service policies and was issued a single operating certificate by the FAA in March 2012. Full integration of Southwest and AirTran operations under the Southwest name was completed in December 2014.

Immediately before the merger, the Airport was, by far, the most important airport in AirTran's system and would have been the fourth busiest in a combined Southwest-AirTran system. Southwest has reduced its number of departing seats from the Airport by 35% since 2012, but Atlanta is still an important airport in Southwest's system, ranking 12th in systemwide departing seats as scheduled for July 2023.

In Fiscal Year 2012, shortly after the merger, Southwest accounted for 13.0% of connecting passengers at the Airport but has since reduced its emphasis on connecting service through Atlanta, scheduling flights and setting fares to favor originating passengers. As a result, by Fiscal Year 2022, the number of connecting passengers on Southwest had decreased by 2.9 million (-68.3%) and accounted for 5.1% of connecting passengers at the Airport. Over the ten years, the number of originating passengers decreased, by 614,000 (-2.1%) yet the share of enplaned passengers on Southwest originating their journeys in Atlanta increased from 40.7% to 63.0%. In January 2015, Southwest relinquished 10 gates at Concourse D and consolidated its operations at 18 gates at Concourse C.

As of December 2022, Southwest operated a fleet of 770 B-737 aircraft with an average capacity of 159 seats per aircraft.

For information regarding certain reports and information filed by Southwest with the SEC via EDGAR, see "CERTAIN FACTORS AFFECTING THE AIRPORT AND THE AIR TRANSPORTATION INDUSTRY AND OTHER CONSIDERATIONS - Availability of Airline Financial and Operating Data" herein. For additional information regarding the Airport's role in Southwest's system, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Airport Role - Airport's Role in Southwest's System" attached hereto.

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Historical Enplaned Passengers

The following table presents the number of enplaned passengers at the Airport for Fiscal Years 2018 through 2022.

Historical Enplaned Passengers by Fiscal Year[1]

Fiscal Year	Domestic	Percent Annual Change	International	Percent Annual Change	Total	Percent Annual Change
2018	46,424,605	0.4%	6,137,591	4.5%	52,562,196	0.9%
2019	48,225,191	3.9	6,306,757	2.8	54,531,948	3.7
2020[2]	35,599,784	(26.2)	4,147,812	(34.2)	39,747,596	(27.1)
2021[2][3]	23,407,815	(34.2)	1,520,657	(63.3)	24,928,472	(37.3)
2022[2]	40,759,329	74.1	4,101,591	169.7	44,860,920	80.0

(1) Totals may not add due to rounding.
(2) Historical patterns of passenger traffic at the Airport were disrupted by the COVID-19 pandemic beginning in February 2020. See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT" herein.
(3) Information for Fiscal Year 2021 was revised and reissued in March 2022.

Source: City of Atlanta, Department of Aviation.

The following table presents the number of enplaned passengers at the Airport for Fiscal Year 2023.

Fiscal Year	Domestic	Percent Annual Change	International	Percent Annual Change	Total	Percent Annual Change
2023[2][3]	43,948,206	7.8%	5,743,734	40.0%	49,691,940	10.8%

(1) Totals may not add due to rounding.
(2) Historical patterns of passenger traffic at the Airport were disrupted by the COVID-19 pandemic beginning in February 2020. See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT" herein.
(3) Fiscal Year 2023 data is preliminary and subject to change.

Source: City of Atlanta, Department of Aviation.

For additional information regarding enplaned passengers at the Airport, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Historical Airline Traffic - Enplaned Passengers" attached hereto.

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The following table presents enplaned passengers by month for Fiscal Years 2019 through 2023, with the percentage increase/(decrease) from Fiscal Year 2019 to Fiscal Year 2020, Fiscal Year 2021, Fiscal Year 2022, and Fiscal Year 2023.

Historical Enplaned Passengers by Month[(1)]

	Fiscal Year 2019	Fiscal Year 2020[(2)]	% Change Fiscal Year 2019 to Fiscal Year 2020[(2)]	Fiscal Year 2021[(2)(3)]	% Change Fiscal Year 2019 to Fiscal Year 2021[(2)(3)]	Fiscal Year 2022[(2)]	% Change Fiscal Year 2019 to Fiscal Year 2022[(2)]	Fiscal Year 2023[(2)]	% Change Fiscal Year 2019 to Fiscal Year 2023[(2)(4)]
July	4,889,663	5,057,871	3.44%	1,265,333	(74.12)%	4,022,608	(17.73)%	4,190,882	(14.29)%
August	4,829,990	4,936,563	2.21	1,497,291	(69.00)	3,773,401	(21.88)	4,104,343	(15.02)
September	4,187,172	4,368,548	4.33	1,565,570	(62.61)	3,529,790	(15.70)	4,015,340	(4.10)
October	4,618,892	4,752,592	2.89	1,787,862	(61.29)	3,807,563	(17.57)	4,185,990	(9.37)
November	4,447,566	4,351,081	(2.17)	1,743,667	(60.80)	3,774,283	(15.14)	4,032,804	(9.33)
December	4,353,037	4,577,451	5.16	1,812,950	(58.35)	3,674,601	(15.59)	3,981,644	(8.53)
January	3,990,682	4,131,820	3.54	1,666,167	(58.25)	2,982,513	(25.26)	3,697,214	(7.35)
February	3,832,089	3,814,356	(0.46)	1,612,026	(57.93)	3,103,753	(19.01)	3,522,434	(8.08)
March	4,830,040	2,301,249	(52.36)	2,309,368	(52.19)	3,943,902	(18.35)	4,287,662	(11.23)
April	4,586,559	226,048	(95.07)	2,471,717	(46.11)	3,899,690	(14.98)	4,239,205	(7.57)
May	4,989,483	423,755	(91.51)	3,449,557	(30.86)	4,231,126	(15.20)	4,713,263	(5.54)
June	4,976,775	806,262	(83.80)	3,746,964	(24.71)	4,117,690	(17.26)	4,721,159	(5.14)
	54,531,948	39,747,596	(27.11)%	24,928,472	(54.29)%	44,860,920	(17.73)%	49,691,940	(8.88)%

(1) Totals may not add due to rounding.
(2) Historical patterns of passenger traffic at the Airport were disrupted by the COVID-19 pandemic beginning in February 2020. See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT" herein.
(3) Information for Fiscal Year 2021 was revised and reissued in March 2022.
(4) Fiscal Year 2023 data is preliminary and subject to change.

Source: City of Atlanta, Department of Aviation.

For additional information regarding enplaned passenger traffic at the Airport, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Historical Airline Traffic" and "- Recent Changes in Passenger and Air Cargo Traffic" attached hereto.

Airline Competition and Shares of Passengers

The following table presents the distribution of enplaned passengers at the Airport by Airline for Fiscal Years 2018 through 2022.

Historical Enplaned Passengers by Airline by Fiscal Year [1]

	Fiscal Year				
	2018	**2019**	**2020[2]**	**2021[2][3]**	**2022[2][3]**
Domestic					
Delta and affiliates					
Delta Air Lines	33,768,375	35,206,725	25,770,187	15,191,786	30,225,940
Endeavor Air	1,190,076	1,913,052	1,831,619	2,328,177	2,271,539
Republic Airlines	-	9,197	61,990	383,238	100,083
SkyWest Airlines	800,799	1,174,946	762,559	-	11,897
GoJet Airlines	48	2	13	-	-
ExpressJet Airlines	1,042,593	221,447	-	-	-
Subtotal Delta	**36,801,891**	**38,525,369**	**28,426,368**	**17,903,201**	**32,609,459**
Southwest Airlines	5,083,091	4,872,454	3,312,689	2,571,396	3,586,761
Other U.S.-flag airlines					
American Airlines[4]	1,594,493	1,637,645	1,282,179	868,012	1,466,210
Spirit Airlines	1,024,584	1,200,876	1,034,264	1,011,622	1,157,660
Frontier Airlines	513,020	565,059	502,033	424,575	902,696
United Airlines[4]	1,016,049	923,906	680,978	411,940	688,708
JetBlue Airways	277,907	391,795	279,037	156,868	230,924
Alaska Airlines	107,959	102,973	74,993	57,031	114,698
Other	5,611	5,114	7,243	3,170	2,213
Subtotal other U.S.-flag airlines	**4,539,623**	**4,827,368**	**3,860,727**	**2,933,218**	**4,563,109**
Total Domestic	**46,424,605**	**48,225,191**	**35,599,784**	**23,407,815**	**40,759,329**
International					
Delta and affiliates					
Delta Air Lines	4,874,414	5,004,322	3,263,138	1,361,660	3,348,260
Endeavor Air	64,239	142,062	113,531	23,920	59,835
SkyWest Airlines	-	-	610	-	-
ExpressJet Airlines	112,906	22,754	-	-	-
Subtotal Delta	**5,051,559**	**5,169,138**	**3,377,279**	**1,385,580**	**3,408,095**
Southwest Airlines	93,565	92,857	27,648	-	4
Foreign-flag airlines	992,467	1,044,762	742,885	135,077	656,317
Other U.S.-flag airlines	-	-	-	-	37,175
Total International	**6,137,591**	**6,306,757**	**4,147,812**	**1,520,657**	**4,101,591**
Total	**52,562,196**	**54,531,948**	**39,747,596**	**24,928,472**	**44,860,920**

(1) Totals may not add due to rounding.
(2) Historical patterns of passenger traffic at the Airport were disrupted by the COVID-19 pandemic beginning in February 2020. See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT" herein.
(3) Information for Fiscal Year 2021 was revised and reissued in March 2022.
(4) Includes regional affiliates.

Source: City of Atlanta, Department of Aviation.

For additional information regarding the distribution of enplaned passengers at the Airport by Airline, including information for Fiscal Year 2023, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Historical Airline

Traffic - Airline Competition and Shares of Passengers" attached hereto. See also "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Recent Changes in Passenger and Air Cargo Traffic" attached hereto.

The following table presents historical market share at the Airport by Airline for Fiscal Years 2018 through 2022.

Historical Market Share by Airline by Fiscal Year[1]

	Fiscal Year				
	2018	**2019**	**2020[2]**	**2021[2][3]**	**2022[2]**
Domestic					
Delta and affiliates					
Delta Air Lines	64.2%	64.6%	64.8%	60.9%	67.4%
Endeavor Air	2.3	3.5	4.6	9.3	5.1
Republic Airlines	-	-	0.2	1.5	0.2
SkyWest Airlines	1.5	2.2	1.9	-	-
GoJet Airlines	-	-	-	-	-
ExpressJet Airlines	2.0	0.4	-	-	-
Subtotal Delta	**70.0%**	**70.6**	**71.5%**	**71.8%**	**72.7%**
Southwest Airlines	9.7%	8.9%	8.3%	10.3%	8.0%
Other U.S.-flag airlines					
American Airlines[4]	3.0	3.0	3.2	3.5	3.3
Spirit Airlines	1.9	2.2	2.6	4.1	2.6
Frontier Airlines	1.0	1.0	1.3	1.7	2.0
United Airlines[4]	1.9	1.7	1.7	1.7	1.5
JetBlue Airways	0.5	0.7	0.7	0.6	0.5
Alaska Airlines	0.2	0.2	0.2	0.2	0.3
Other	-	-	-	-	-
Subtotal other U.S.-flag airlines	**8.6%**	**8.9%**	**9.7%**	**11.8%**	**10.2%**
Total Domestic	**88.3%**	**88.4%**	**89.6%**	**93.9%**	**90.9%**
International					
Delta and affiliates					
Delta Air Lines	9.3%	9.2%	8.2%	5.5%	7.5%
Endeavor Air	0.1	0.3	0.3	0.1	0.1
SkyWest Airlines	-	-	-	-	-
ExpressJet Airlines	0.2	-	-	-	-
Subtotal Delta	**9.6%**	**9.5%**	**8.5%**	**5.6%**	**7.6%**
Southwest Airlines	0.2	0.2	0.1	-	-
Foreign-flag airlines	1.9	1.9	1.9	0.5	1.5
Other U.S.-flag airlines	-	-	-	-	0.1
Total International	**11.7%**	**11.6%**	**10.4%**	**6.1%**	**9.1%**
Total	**100.0%**	**100.0%**	**100.0%**	**100.0%**	**100.0%**

(1) Totals may not add due to rounding.
(2) Historical patterns of passenger traffic at the Airport were disrupted by the COVID-19 pandemic beginning in February 2020. See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT" herein.
(3) Information for Fiscal Year 2021 was revised and reissued in March 2022.
(4) Includes regional affiliates.

Source: City of Atlanta, Department of Aviation.

For additional information regarding historical market share at the Airport by Airline, including information for Fiscal Year 2023, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Historical Airline Traffic - Airline Competition and Shares of Passengers" attached hereto.

Historical Aircraft Operations

The following table presents historical data on aircraft operations (landings and takeoffs) for Fiscal Years 2018 through 2022.

Historical Aircraft Operations by Fiscal Year [(1)]

Fiscal Year	Air Carrier	Air Taxi/ Commuter	General Aviation	Military	Total Operations	Percent Annual Change
2018	792,651	84,492	7,462	166	884,771	-0.5%
2019	809,387	84,223	7,495	178	901,283	1.9
2020[(2)]	648,284	69,268	5,524	241	723,317	-19.7
2021[(2)(3)]	569,345	42,842	3,903	265	616,355	-14.8
2022[(2)]	672,008	46,920	6,286	294	725,508	17.7

(1) Totals may not add due to rounding.
(2) Historical patterns of aircraft operations at the Airport were disrupted by the COVID-19 pandemic beginning in February 2020. See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT" herein.
(3) Information for Fiscal Year 2021 was revised and reissued in March of 2022.

Source: City of Atlanta, Department of Aviation.

For additional information regarding aircraft operations, including information for Fiscal Year 2023, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Aircraft Operations" attached hereto.

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Historical Air Cargo Activity

According to data compiled by Airports Council International-North America, in 2022 the Airport ranked as the 13th busiest cargo airport in the United States, measured in terms of total cargo weight enplaned and deplaned.

The following table presents historical air cargo and mail tonnage at the Airport for Fiscal Years 2018 through 2022.

Historical Air Cargo and Mail by Fiscal Year[(1)(2)]
(amounts in metric tons)

Fiscal Year	Cargo	Mail	Total	Percent Annual Change
2018	663,859	40,717	704,576	4.7%
2019	638,490	38,288	676,778	-3.9
2020[(3)]	561,364	31,770	593,134	-12.4
2021[(3)(4)]	638,396	47,688	686,084	15.7
2022[(3)]	693,277	36,769	730,046	6.4

(1) Totals may not add due to rounding.
(2) Including deplaned and enplaned amounts on all cargo and passenger airline aircraft.
(3) Historical patterns of air cargo traffic at the Airport were disrupted by the COVID-19 pandemic beginning in February 2020. See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT" herein.
(4) Information for Fiscal Year 2021 was revised and reissued in March 2022.

Source: City of Atlanta, Department of Aviation.

The following table presents historical air cargo and mail tonnage at the Airport for Fiscal Year 2023 (amounts in metric tons).

Fiscal Year	Cargo	Mail	Total[(1)]	Percent Change
2023[(2)(3)(4)]	582,937	29,333	612,270	-16.1%

(1) Totals may not add due to rounding.
(2) Including deplaned and enplaned amounts on all cargo and passenger airline aircraft.
(3) Historical patterns of air cargo traffic at the Airport were disrupted by the COVID-19 pandemic beginning in February 2020. See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT" herein.
(4) Fiscal Year 2023 data is preliminary and subject to change.

Source: City of Atlanta, Department of Aviation.

For additional information regarding air cargo traffic at the Airport, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Air Cargo" and "- Recent Changes in Passenger and Air Cargo Traffic" attached hereto.

The following table presents historical air cargo tonnage by airline at the Airport for Fiscal Years 2018 through 2022.

Historical Air Cargo (Enplaned and Deplaned) by Airline by Fiscal Year[(1)(2)]
(amounts in metric tons)

	Fiscal Year				
	2018	**2019**	**2020[(3)]**	**2021[(3)(4)]**	**2022[(3)]**
Domestic					
FedEx	109,859	113,839	120,756	119,217	123,810
UPS	51,852	43,109	57,689	68,107	66,838
Delta	54,410	47,085	28,752	39,422	52,471
DHL Express	2,017	9,663	21,020	25,409	26,119
Southwest	7,437	8,100	6,306	8,611	5,952
ABX	19,859	21	15,011	15,474	1,582
Other	5,639	18,287	5,398	3,524	1,546
Total Domestic	**251,073**	**240,104**	**254,932**	**279,764**	**278,316**
International					
Delta	99,118	93,105	47,717	60,518	72,550
Korean Air	26,134	25,095	21,644	39,364	42,065
Lufthansa	32,599	34,715	32,682	32,078	36,253
EVA Airways	22,341	18,890	20,668	25,665	33,641
Qatar Airways	30,126	26,633	27,192	29,837	28,949
China Airlines	25,738	23,275	22,137	27,594	26,760
Asiana	12,360	13,385	10,678	17,873	21,882
Magma Aviation	-	-	-	8,444	19,302
Cargolux	24,290	22,653	17,846	21,342	18,572
Turkish Airlines	10,852	12,048	14,560	16,017	17,962
KLM Royal Dutch Airlines	11,065	10,861	10,147	11,395	17,731
Virgin Atlantic Airways	9,298	10,045	6,143	863	16,232
Air France	12,407	11,946	9,356	11,345	15,956
British Airways	11,661	10,694	9,104	15,765	12,444
Challenge Airlines[(5)]	15,216	12,524	9,400	9,455	11,778
China Cargo Airlines	14,435	13,353	6,151	2,779	2,687
Cathay Pacific	28,432	23,729	15,466	-	2,386
AirBridgeCargo	11,117	7,492	8,275	6,203	-
CargoLogicAir	3,995	12,622	2,276	5,719	-
Emirates Sky Cargo	240	-	-	-	-
Other	11,362	15,321	14,990	16,376	17,813
Total International	**412,786**	**398,386**	**306,432**	**358,632**	**414,961**
Total	**663,859**	**638,490**	**561,364**	**638,396**	**693,277**

(1) Totals may not add due to rounding.
(2) Air cargo only (excluding mail).
(3) Historical patterns of air cargo traffic at the Airport were disrupted by the COVID-19 pandemic beginning in February 2020. See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT" herein.
(4) Information regarding enplaned passengers for Fiscal Year 2021 was revised and reissued in March 2022.
(5) CAL Cargo rebranded to Challenge Airlines in 2022.

Source: City of Atlanta, Department of Aviation.

For additional information regarding air cargo traffic at the Airport, including information for Fiscal Year 2023, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Air Cargo" and "- Recent Changes in Passenger and Air Cargo Traffic" attached hereto.

Historical Landed Weight

The following table presents historical aircraft landed weight for Fiscal Years 2018 through 2022.

Historical Aircraft Landed Weight by Fiscal Year[(1)]
(amounts in thousands of pounds)

Fiscal Year	Signatory Airlines	Non-Signatory Airlines	Total	Percent Annual Change
2018	59,992,000	149,000	60,141,000	0.2%
2019	61,735,000	219,000	61,954,000	3.0
2020[(2)]	51,874,000	280,000	52,154,000	-15.8
2021[(2)]	42,605,000	511,000	43,116,000	-17.3
2022[(2)]	54,537,000	603,000	55,140,000	27.9

(1) Totals may not add due to rounding.
(2) Historical patterns of passenger and air cargo traffic at the Airport were disrupted by the COVID-19 pandemic beginning in February 2020. See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT" herein.

Source: City of Atlanta, Department of Aviation.

Insurance

The City maintains various insurance policies, including, but not limited to, the following:

Aviation Liability. The City purchases Airport Owners and Operators Liability Insurance providing third party liability coverage for bodily injury and property damage arising from aviation operations at the Airport. Such policy renews annually on September 1st and provides up to $500 million in coverage limits with a deductible of $25,000/occurrence, not to exceed $500,000 annual aggregate. War and Allied Perils is included in the program with a limit of $100 million.

Property Liability. The property of the Department of Aviation is insured under a separate policy covering only assets belonging to the Department of Aviation. Such policy renews annually on November 1st. The program covers real and personal property, boiler and machinery, flood, business interruption and related loss prevention services. Limits and deductibles vary, but the most the policy will pay is $1 billion with most policy deductibles of $250,000 per occurrence and one times average daily value for time element claims. Windstorm and flood coverage is provided with a limit of $100 million. Terrorism coverage is included in the program with a limit of $1 billion. Airport property currently has a replacement value in excess of $3.7 billion.

Fine Arts. The Department of Aviation purchases a separate Fine Arts policy for its art collection with a total insured value of approximately $22 million. The rate has remained steady over the past five years, but the premium has increased due to the expansion of the collection.

Airport Site Pollution Liability. The Airport purchases liability coverage for pollution claims. The policy provides $10 million per occurrence with a $25 million aggregate and a $250,000 deductible.

Foreign and Domestic Travel. The City purchased both a foreign and domestic travel policy designed to enhance existing benefits as well as to fill gaps that arise as a result of travel outside of Atlanta. Coverage includes workers compensation, general liability, hired auto, limited City and personal property, and traveler's assistance service benefits.

Crime. The City purchases a crime policy which provides coverage for the dishonest acts of employees. The total limit is $1.0 million with a deductible of $150,000 per occurrence.

Cyber. The City purchased an enterprise-wide cyber policy in 2018. In 2019, the City purchased a separate cyber insurance policy for the Airport which is directly paid for by the Department of Aviation.

Excess Workers' Compensation. As required by the State of Georgia Workers' Compensation Code, the City maintains excess workers' compensation coverage. This policy has a retention of $5 million per claim.

Owner Controlled Insurance Program and Construction Program. The City maintains an Owner Controlled Insurance Program ("OCIP") for its capital improvement plan. Any construction project identified as an OCIP project is covered. Every contractor at every level must enroll in the program, unless otherwise excluded from coverage. The coverage provided under OCIP includes workers compensation, general liability, and an excess liability policy. In addition, the City maintains a policy for Owner's Protective Professional Indemnity ("OPPI") which provides coverage for professional liability related to professional services provided by engineers and architects. The current OPPI policy runs from April 1, 2022 through January 1, 2026. Finally, as a part of its comprehensive construction protection, the City has a policy for Builder's Risk. The Builder's Risk has a policy limit of $250 million per project. The City maintains Contractor's Pollution Liability for a term that runs from July 1, 2022 through July 1, 2027.

Vendors and Contractors. Vendors and contractors who wish to conduct business with the City are required to have minimal levels of coverage for general liability, automobile, and workers compensation. If the contract has unique characteristics, the City may place additional insurance requirements to transfer the risk exposure to the vendors and contractors.

Prior to the expiration of all policies, the City evaluates coverage and premium costs before determining whether to renew or replace the existing coverage. There is no guarantee that the same insurance coverages or policy limits will be available or obtained by the City in the future. The brokers and the staff at the Office of Enterprise Risk Management worked hard and diligently to ensure that the City obtains the best rates, terms and coverage as possible. The City has maintained a long-standing relationship with its aviation general liability carrier and its OCIP carrier and will leverage that relationship to the advantage of the City.

Environmental, Social & Governance

2022 ESG+P Report. The City has maintained a long-standing strategic focus on ESG criteria at the Airport. In July 2023, the City released its second Environmental, Social, Governance and Prosperity Report (the "2022 ESG+P Report"), which highlights the priorities, performance, risks, and opportunities at the Airport across the ESG+P criteria briefly summarized below. The 2022 ESG+P Report is available on the Department of Aviation's website.

Environmental. The 2022 ESG+P Report includes, among other things, a description of the sustainability management plan for the Airport and includes goals for the Airport, such as reducing energy consumption, moderating water use, reducing greenhouse gases, and decreasing waste to landfills at the Airport. In addition, the City has set a goal for the Airport to achieve net zero carbon emissions by 2050.

Social. For decades, the City's operation of the Airport has contributed to social connectedness, facilitating travel for personal and professional reasons. The social reach prioritizes passenger safety, health, and positive experiences. The 2022 ESG+P Report describes workforce development and operational safety and security at the Airport. It details the Department of Aviation's commitment to diversity, equity, and inclusion in all aspects of management and operations. The 2022 ESG+P Report also discusses passenger satisfaction and surrounding community outreach programs.

Governance. The City owns and operates the Airport via a stable and responsive governance structure. The Airport General Manager is a member of the Mayor's cabinet and is accountable to the public. The Airport is also regulated by the federal government and subject to applicable State law, which provides for transparency intended to foster confidence in government. Risk is investigated and mitigated based on data and facts, and crisis management and resilience are a focus of the City's and the Department of Aviation's leadership. The Department of Aviation integrates sustainability into every infrastructure and facilities project via comprehensive Planning and Development Sustainability Standards and utilizes asset and data management to maintain efficient operations.

Prosperity. The City added prosperity criteria to the ESG criteria because of the Airport's significant role in the regional and State economy. The prosperity section of the 2022 ESG+P Report documents the Airport's economic performance and development progress. It shares economic opportunities created by the Airport across all segments of the Atlanta community, including business diversity and living wages for employees at the Airport. Innovation is a key to the Airport's efficiency, service quality, and overall sustainability. The 2022 ESG+P Report highlights the initiatives and partnerships associated with its innovation focus.

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OUTSTANDING AIRPORT OBLIGATIONS

Senior Lien General Revenue Bonds

Outstanding Senior Lien General Revenue Bonds. The Senior Lien General Revenue Bonds Outstanding under the Bond Ordinance, all of which are special limited obligations of the City payable from and secured by a pledge of and Senior Lien on General Revenues are referred to herein as the "Outstanding Senior Lien General Revenue Bonds." The following table presents the original aggregate principal amount and the outstanding aggregate principal amount of the Outstanding Senior Lien General Revenue Bonds upon the issuance of the Series 2023 General Revenue Bonds and the refunding and redemption of the Refunded Bonds.

Outstanding Senior Lien General Revenue Bonds	Original Aggregate Principal Amount	Outstanding Aggregate Principal Amount
Airport General Revenue Refunding Bonds, Series 2014B (Non-AMT)[(1)]	$ 141,005,000	$ 6,940,000
Airport General Revenue Refunding Bonds, Series 2014C (AMT)[(1)]	181,875,000	8,820,000
Airport General Revenue Bonds, Series 2019A (Non-AMT)	47,150,000	44,750,000
Airport General Revenue Bonds, Series 2019B (AMT)	254,215,000	240,745,000
Airport General Revenue Refunding Bonds, Series 2019E (Non-AMT)	100,585,000	88,420,000
Airport General Revenue Refunding Bonds, Series 2020A (Non-AMT)	238,530,000	238,530,000
Airport General Revenue Refunding Bonds, Series 2020B (AMT)	126,070,000	126,070,000
Airport General Revenue Refunding Bonds, Series 2021A (Non-AMT)	44,305,000	41,030,000
Airport General Revenue Refunding Bonds, Series 2021B (Non-AMT	129,985,000	120,380,000
Airport General Revenue Refunding Bonds, Series 2021C (AMT)	161,580,000	149,490,000
Airport General Revenue Bonds, Series 2022A (Non-AMT)	177,560,000	175,305,000
Airport General Revenue Bonds, Series 2022B (AMT)	204,810,000	202,785,000
Airport General Revenue Bonds, Series 2023B-1 (Non-AMT) (Green Bonds)	206,565,000	206,565,000
Airport General Revenue Bonds, Series 2023B-2 (Non-AMT)	27,365,000	27,365,000
Airport General Revenue Bonds, Series 2023C (AMT)	30,080,000	30,080,000
Airport General Revenue Refunding Bonds, Series 2023F (Non-AMT)	88,500,000	88,500,000
Airport General Revenue Refunding Bonds, Series 2023G (AMT)	59,160,000	59,160,000
	$2,219,340,000	$1,854,935,000

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(1) A portion of the proceeds of the Series 2023 Refunding Bonds will be used primarily to refund and redeem the Refunded Bonds, which will include all of the outstanding Series 2014B Bonds and the Series 2014C Bonds except for the Series 2014B Bonds and the Series 2014C Bonds maturing on January 1, 2024. See "PLAN OF FINANCE" and "ESTIMATED SOURCES AND USES OF FUNDS" herein and "APPENDIX J - LIST OF REFUNDED BONDS" attached hereto.

Source: City of Atlanta, Department of Aviation.

Proposed Issuance of Additional Senior Lien General Revenue Bonds. The City currently contemplates the issuance of the following additional Senior Lien General Revenue Bonds, to be issued on a parity with the Outstanding Senior Lien General Revenue Bonds and the Series 2023 General Revenue Bonds.

Planned 2024-2029 General Revenue Bonds. The City currently contemplates the issuance of various series of Senior Lien General Revenue Bonds in the aggregate principal amount of approximately $4,669 million* through Fiscal Year 2029 (collectively, the "Planned 2024-2029 General Revenue Bonds"), for the purpose of, among other things, financing or refinancing certain costs of the Capital Plan to 2029. The City may alter the timing and amount of the Planned 2024-2029 General Revenue Bonds based on subsequent events and changes in conditions at the Airport or in the Capital Plan to 2029. See "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRPORT FACILITES AND CAPITAL PLAN - Capital Improvement Plan" attached hereto.

Other Additional Senior Lien General Revenue Bonds. In addition, the City may issue additional Senior Lien General Revenue Bonds issued on a parity with the Outstanding Senior Lien General Revenue Bonds, the Series 2023 General Revenue Bonds, and the Planned 2024-2029 General Revenue Bonds in connection with financing or refinancing opportunities that: (a) lower costs of borrowing and/or maximize savings in accordance with long term planning objectives, and/or (b) provide funding for projects approved by the City Council.

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* Preliminary; subject to change.

Hybrid PFC Bonds

Outstanding Hybrid PFC Bonds. The Hybrid PFC Bonds Outstanding under the Bond Ordinance, all of which are special limited obligations of the City payable from and secured by: (a) a pledge of and Senior Lien on the portion of Revenues constituting PFC Revenues; and (b) a pledge of and lien on General Revenues junior and subordinate in right of payment to the pledge of and lien on General Revenues securing the Outstanding Senior Lien General Revenue Bonds and the Series 2023 General Revenue Bonds, are referred to herein as the "Outstanding Hybrid PFC Bonds." The following table presents the original aggregate principal amount and the outstanding aggregate principal amount of the Outstanding Hybrid PFC Bonds upon the issuance of the Series 2023 New Money Hybrid PFC Bonds and prior to (a) the issuance of the Series 2023 Forward Delivery Hybrid PFC Refunding Bonds, when and if issued, and (b) the refunding of the hereinafter defined Series 2014A Hybrid PFC Bonds.

Outstanding Hybrid PFC Bonds	Original Aggregate Principal Amount	Outstanding Aggregate Principal Amount
Airport Passenger Facility Charge and Subordinate Lien General Revenue Refunding Bonds, Series 2014A (Non-AMT) (the "Series 2014A Hybrid PFC Bonds")[1]	$ 523,605,000	$ 523,605,000
Airport Passenger Facility Charge and Subordinate Lien General Revenue Bonds, Series 2019C (Non-AMT)	185,670,000	185,670,000
Airport Passenger Facility Charge and Subordinate Lien General Revenue Bonds, Series 2019D (AMT)	220,105,000	220,105,000
Airport Passenger Facility Charge and Subordinate Lien General Revenue Bonds, Series 2019F (Non-AMT)	154,435,000	27,720,000
Airport Passenger Facility Charge and Subordinate Lien General Revenue Bonds, Series 2022C (Non-AMT)	107,530,000	107,530,000
Airport Passenger Facility Charge and Subordinate Lien General Revenue Bonds, Series 2022D (AMT)	56,520,000	56,520,000
Airport Passenger Facility Charge and Subordinate Lien General Revenue Bonds, Series 2023D (Non-AMT) (Green Bonds)	38,960,000	38,960,000
Airport Passenger Facility Charge and Subordinate Lien General Revenue Bonds, Series 2023E (AMT) (Green Bonds)	256,225,000	256,225,000
	$1,543,050,000	$1,416,335,000

[1] A portion of the proceeds of the Series 2023 Forward Delivery Hybrid PFC Refunding Bonds, if and when issued, will be used primarily to refund and redeem all of the outstanding Series 2014A Hybrid PFC Bonds except for the Series 2014A Hybrid PFC Bonds maturing on January 1, 2024.

Source: City of Atlanta, Department of Aviation.

Proposed Issuance of Additional Hybrid PFC Bonds. The City currently contemplates the issuance of the following additional Hybrid PFC Bonds, to be issued on a parity with the Outstanding Hybrid PFC Bonds and the Series 2023 New Money Hybrid PFC Bonds.

Series 2023 Forward Delivery Hybrid PFC Refunding Bonds. Pursuant to separate Forward Delivery Bond Purchase Agreements entered into between the City and two institutional purchasers (each individually a "Purchaser"), the City agreed to issue and deliver to the related Purchaser its Airport Passenger Facility Charge and Subordinate Lien General Revenue Forward Delivery Refunding Bond, Series 2023FWD-A-1 (Non-AMT) and Airport Passenger Facility Charge and Subordinate Lien General Revenue Forward Delivery Refunding Bond, Series 2023FWD-A-2 (Non-AMT) (together, the "Series 2023 Forward Delivery Hybrid PFC Refunding Bonds") in the aggregate principal amount of $516,830,000, and the related Purchaser agreed to purchase the related subseries of the Series 2023 Forward Delivery Hybrid PFC Refunding Bonds (each, a "Forward Delivery Bond Purchase Agreement"). The proceeds of the Series 2023 Forward Delivery Hybrid PFC Refunding Bonds will be used primarily to refund and redeem all of the outstanding Series 2014A Hybrid PFC Bonds except for the Series 2014A Hybrid PFC Bonds maturing on January 1, 2024. Pursuant to each Forward Delivery Bond Purchase Agreement, a delayed delivery pre-closing with respect to the Series 2023 Forward Delivery Hybrid PFC Refunding Bonds occurred on July 6, 2022. Subject to certain termination rights of each Purchaser and compliance by the City and each Purchaser with certain conditions and the confirmation of certain facts and the delivery of certain certificates and opinions set forth in each of the Forward Delivery Bond Purchase Agreement (the "Settlement Conditions"), the City is obligated to issue the Series 2023 Forward Delivery Hybrid PFC Refunding Bonds, and each Purchaser is obligated to take delivery of and pay for the related series or subseries of Series 2023 Forward Delivery Hybrid PFC Refunding Bonds on October 3, 2023, or on such other date as may be mutually agreed upon by the City and each Purchaser (the "Settlement Date"). The failure to satisfy any of the Settlement Conditions may result in one both subseries of the Series 2023 Forward Delivery Hybrid PFC Refunding Bonds not being issued and delivered on the Settlement Date and could result in the City having to pay a breakage fee to the related Purchaser.

Planned 2024 Hybrid PFC Bonds. The City currently contemplates the issuance of one or more series of Hybrid PFC Bonds in 2024 in the approximate principal amount of $237 million* (the "Planned 2024 Hybrid PFC Bonds"), for the purpose of, among other things, financing or refinancing certain costs of the Capital Plan to 2029. The City may alter the timing and amount of the Planned 2024 Hybrid PFC Bonds based on subsequent events and changes in conditions at the Airport or in the Capital Plan to 2029. See "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRPORT FACILITES AND CAPITAL PLAN - Capital Improvement Plan" attached hereto.

Additional Hybrid PFC Bonds. In addition, the City may issue additional Hybrid PFC Bonds issued on a parity with the Outstanding Hybrid PFC Bonds, the Series 2023 New Money Hybrid PFC Bonds, and, when and if issued, the Series 2023 Forward Delivery Hybrid PFC Refunding Bonds and the Planned 2024 Hybrid PFC Bonds in connection with

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* Preliminary; subject to change.

financing or refinancing opportunities that: (a) lower costs of borrowing and/or maximize savings in accordance with long term planning objectives, and/or (b) provide funding for projects approved by the City Council.

Commercial Paper Notes

2022 Commercial Paper Notes. Pursuant to the Thirtieth Supplemental Bond Ordinance, the City authorized, among other things, the issuance of (a) Third Lien Airport General Revenue Commercial Paper Notes and (b) Second Lien Airport Passenger Facility Charge and Third Lien Airport General Revenue Commercial Paper Notes, in one or more Programs and one or more Series, in a maximum aggregate principal amount of not to exceed $2,000,000,000 (the "Capital Plan Encumbrance Authority") outstanding at any one time to facilitate anticipated capital project procurement and encumbrances and provide short-term interim financing or refinancing for a portion of the costs of the planning, engineering, design, acquisition and construction of a portion of the capital improvements derived from the Master Plan. The Thirtieth Supplemental Bond Ordinance also authorized the issuance of the Series M Notes, the Series N Notes, and the Series O Notes (all as defined herein) in an aggregate principal amount of not to exceed $950,000,000 outstanding at any time (collectively, the "2022 Commercial Paper Notes"), as the initial program under the Thirtieth Supplemental Bond Ordinance; which 2022 Commercial Paper Notes count towards the maximum principal limitation established by the Capital Plan Encumbrance Authority. The 2022 Commercial Paper Notes are Third Lien GARB Notes under the Bond Ordinance.

The payment of the principal of and interest on the Series M Notes, the Series N Notes, and the Series O Notes, when due, are supported by irrevocable, direct-pay letters of credit issued by Bank of America, N.A., PNC Bank, National Association, and JPMorgan Chase Bank, National Association, respectively (collectively, the "2022 Credit Facilities"). The 2022 Commercial Paper Notes mature on August 1, 2025 and each of the 2022 Credit Facilities are expected to be terminated on August 1, 2025.

The issuance of Commercial Paper Notes, other than the 2022 Commercial Paper Notes, up to the Capital Plan Encumbrance Authority requires additional City Council legislation and approval from the applicable letter of credit provider.

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Outstanding Third Lien GARB Notes. As of July 1, 2023, the following commercial paper notes are Outstanding under the Bond Ordinance, all of which are special limited obligations of the City payable from and secured by a pledge of and lien on General Revenues junior and subordinate in right of payment to the pledge of and lien on General Revenues securing the Outstanding Senior Lien General Revenue Bonds, the Series 2023 General Revenue Bonds, the Outstanding Hybrid PFC Bonds, and the Series 2023 New Money Hybrid PFC Bonds (the "Outstanding Third Lien GARB Notes"):

Outstanding Third Lien GARB Notes[(1)]	**Outstanding Principal Amount**
Third Lien Airport General Revenue Commercial Paper Notes, Series M 1 (Non-AMT) (the "Series M 1 Notes")	$ 300,000
Third Lien Airport General Revenue Commercial Paper Notes, Series M-2 (AMT) (the "Series M-2 Notes")	58,241,000
Third Lien Airport General Revenue Commercial Paper Notes, Series N-1 (Non-AMT) (the "Series N-1 Notes")	555,000
Third Lien Airport General Revenue Commercial Paper Notes, Series N-2 (AMT) (the "Series N-2 Notes")	143,447,000
Third Lien Airport General Revenue Commercial Paper Notes, Series O-1 (Non-AMT) (the "Series O-1 Notes")	-
Third Lien Airport General Revenue Commercial Paper Notes, Series O-2 (AMT) (the "Series O-2 Notes")	35,127,000
	$237,670,000

(1) The City intends to use a portion of the proceeds of the Series 2023 New Money General Revenue Bonds to pay and retire a portion of the Outstanding Third Lien GARB Notes (along with interim funding programs replaced by the Outstanding Third Lien GARB Notes) which have provided interim funding for certain of the projects included in the Capital Plan to 2029. See "ESTIMATED SOURCES AND USES OF FUNDS" herein.

Source: City of Atlanta, Department of Aviation.

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Outstanding Modified Hybrid PFC Notes. As of July 1, 2023, the following commercial paper notes are Outstanding under the Bond Ordinance, all of which are special limited obligations of the City payable from and secured by: (a) a pledge of and lien on PFC Revenues junior and subordinate in right of payment to the pledge of and lien on PFC Revenues securing the Outstanding Hybrid PFC Bonds; and (b) a pledge of and lien on General Revenues junior and subordinate in right of payment to the pledge of and lien on General Revenues securing the Outstanding Senior Lien General Revenue Bonds, the Series 2023 General Revenue Bonds, the Outstanding Hybrid PFC Bonds, the Series 2023 New Money Hybrid PFC Bonds, and, when and if issued, the Series 2023 Forward Delivery Hybrid PFC Refunding Bonds (the "Outstanding Modified Hybrid PFC Notes"):

Outstanding Modified Hybrid PFC Notes[1]	Outstanding Principal Amount
Second Lien Airport Passenger Facility Charge and Third Lien Airport General Revenue Commercial Paper Notes, Series M-3 (Non-AMT) (the "Series M-3 Notes")	$ -
Second Lien Airport Passenger Facility Charge and Third Lien Airport General Revenue Commercial Paper Notes, Series M-4 (AMT) (the "Series M-4 Notes")	-
Second Lien Airport Passenger Facility Charge and Third Lien Airport General Revenue Commercial Paper Notes, Series N-3 (Non-AMT) (the "Series N-3 Notes")	-
Second Lien Airport Passenger Facility Charge and Third Lien Airport General Revenue Commercial Paper Notes, Series N-4 (AMT) (the "Series N-4 Notes")	-
Second Lien Airport Passenger Facility Charge and Third Lien Airport General Revenue Commercial Paper Notes, Series O-3 (Non-AMT) (the "Series O-3 Notes")	-
Second Lien Airport Passenger Facility Charge and Third Lien Airport General Revenue Commercial Paper Notes, Series O-4 (AMT) (the "Series O-4 Notes")	-
	$ -

Source: City of Atlanta, Department of Aviation.

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The Series M-1 Notes, the Series M-2 Notes, the Series M-3 Notes, and the Series M-4 Notes are collectively hereinafter referred to as the "Series M Notes." The Series N-1 Notes, the Series N-2 Notes, the Series N-3 Notes, and the Series N-4 Notes are collectively hereinafter referred to as the "Series N Notes." The Series O-1 Notes, the Series O-2 Notes, the Series O-3 Notes, and the Series O-4 Notes are collectively hereinafter referred to as the "Series O Notes."

Outstanding Other Airport Obligations

Pursuant to the Bond Ordinance, the Other Airport Obligations do not have a lien on any category of Revenues. As of July 1, 2023, there were no Other Airport Obligations currently outstanding under the Bond Ordinance. The City does not presently anticipate issuing any Other Airport Obligations.

Hedge Agreements and Subordinate Hedge Agreements

As of July 1, 2023, there were no outstanding Hedge Agreements or Subordinate Hedge Agreements under the Bond Ordinance. The City does not presently anticipate entering into any Hedge Agreements or Subordinate Hedge Agreements. For additional information regarding Hedge Agreements and Subordinate Hedge Agreements, see "APPENDIX D - SUMMARY OF CERTAIN PROVISIONS OF THE BOND ORDINANCE" attached hereto.

Pension and OPEB Matters

The City is required to have actuarial estimates produced for its pension and other post-employment benefits ("OPEB") liabilities. Actuarial estimates are "forward-looking" information that reflect the judgment of the fiduciaries of the pension plans and are based upon a variety of assumptions, one or more of which may prove to be inaccurate or be changed in the future and will change with the future experience of the pension plans. For a summary of the City's pension and OPEB liabilities and the financial impact of such obligations on the Department of Aviation, see "APPENDIX B - DEPARTMENT OF AVIATION FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED JUNE 30, 2022 AND JUNE 30, 2021 - Notes to Financial Statements - (8) Pensions and Postemployment Benefits" attached hereto.

For additional information regarding significant accounting policies relating to such pension and OPEB liabilities, see "APPENDIX B - DEPARTMENT OF AVIATION FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED JUNE 30, 2022 AND JUNE 30, 2021 - Notes to Financial Statements - (1) Summary of Significant Accounting Policies - (j) Net Pension Liability," " - (k) Other Postemployment Liability," and " - (l) Deferred Inflows and Outflows" attached hereto. In addition, see the Department of Aviation's Annual Comprehensive Financial Report for the Fiscal Years Ended June 30, 2022 and 2021 (the "2022 Annual Comprehensive Financial Report"), which is available through the Electronic Municipal Market Access ("EMMA") website, a service of the Municipal Securities Rulemaking Board, for the management's discussion and analysis and the schedules of proportionate share of net pension liability and related ratios and contribution and proportionate share of total OPEB liability and related ratios and contribution relating to the City's pension and OPEB liabilities and the financial impact of such obligations on the Department of Aviation.

ESTIMATED PRINCIPAL AND INTEREST REQUIREMENTS

Outstanding Senior Lien General Revenue Bonds

The following table presents the estimated annual debt service obligations of the City on the Outstanding Senior Lien General Revenue Bonds, the Series 2023 General Revenue Bonds, and the total Outstanding Senior Lien General Revenue Bonds upon the issuance and delivery of the Series 2023 General Revenue Bonds and the refunding and redemption of the Refunded Bonds.

Fiscal Year Ending June 30	Outstanding Senior Lien General Revenue Bonds Debt Service(1)(2)(3)	Series 2023 New Money General Revenue Bonds							Series 2023 Refunding Bonds					Total Series 2023 General Revenue Bonds Debt Service(1)(2)	Total Outstanding Senior Lien General Revenue Bonds Debt Service(1)(2)(3)
		Series 2023B-1 Bonds(1)(2)		Series 2023B-2 Bonds(1)(2)		Series 2023C Bonds(1)(2)			Series 2023F Bonds(1)(2)		Series 2023G Bonds(1)(2)				
		Principal	Interest	Principal	Interest	Principal	Interest	Total Debt Service(1)(2)	Principal	Interest	Principal	Interest	Total Debt Service(1)(2)		
2024	$ 137,330,019	$ 2,625,000	$ 8,635,565	$ 370,000	$ 1,016,601	$ 380,000	$ 1,257,511	$ 14,284,677	-	$ 3,294,167	-	$ 2,202,067	$ 5,496,234	$ 19,780,910	$ 157,110,929
2025	142,368,925	3,270,000	10,197,000	460,000	1,197,369	475,000	1,485,000	17,084,369	$ 6,450,000	4,425,000	$ 8,795,000	2,958,000	22,628,000	39,712,369	182,081,294
2026	142,353,175	3,435,000	10,033,500	480,000	1,174,369	500,000	1,461,250	17,084,119	6,755,000	4,102,500	9,225,000	2,518,250	22,600,750	39,684,869	182,038,044
2027	142,319,925	3,610,000	9,861,750	505,000	1,150,369	525,000	1,436,250	17,088,369	7,085,000	3,764,750	9,670,000	2,057,000	22,576,750	39,665,119	181,985,044
2028	142,276,050	3,790,000	9,681,250	530,000	1,125,119	550,000	1,410,000	17,086,369	7,430,000	3,410,500	10,140,000	1,573,500	22,554,000	39,640,369	181,916,419
2029	142,241,050	3,980,000	9,491,750	555,000	1,098,619	580,000	1,382,500	17,087,869	7,785,000	3,039,000	10,635,000	1,066,500	22,525,500	39,613,369	181,854,419
2030	142,219,800	4,175,000	9,292,750	585,000	1,070,869	610,000	1,353,500	17,087,119	5,295,000	2,649,750	10,695,000	534,750	19,174,500	36,261,619	178,481,419
2031	75,629,300	4,385,000	9,084,000	615,000	1,041,619	640,000	1,323,000	17,088,619	15,155,000	2,385,000	-	-	17,540,000	34,628,619	110,257,919
2032	75,615,800	4,605,000	8,864,750	645,000	1,010,869	670,000	1,291,000	17,086,619	15,890,000	1,627,250	-	-	17,517,250	34,603,869	110,219,669
2033	75,626,800	4,835,000	8,634,500	675,000	978,619	705,000	1,257,500	17,085,619	16,655,000	832,750	-	-	17,487,750	34,573,369	110,200,169
2034	75,628,300	5,075,000	8,392,750	710,000	944,869	740,000	1,222,250	17,084,869	-	-	-	-	-	17,084,869	92,713,169
2035	75,613,550	5,330,000	8,139,000	745,000	909,369	775,000	1,185,250	17,083,619	-	-	-	-	-	17,083,619	92,697,169
2036	75,620,800	5,595,000	7,872,500	785,000	872,119	815,000	1,146,500	17,086,119	-	-	-	-	-	17,086,119	92,706,919
2037	75,619,200	5,875,000	7,592,750	825,000	832,869	855,000	1,105,750	17,086,369	-	-	-	-	-	17,086,369	92,705,569
2038	75,606,050	6,170,000	7,299,000	855,000	799,869	900,000	1,063,000	17,086,869	-	-	-	-	-	17,086,869	92,692,919
2039	75,609,450	6,480,000	6,990,500	890,000	765,669	945,000	1,018,000	17,089,169	-	-	-	-	-	17,089,169	92,698,619
2040	67,804,300	6,805,000	6,666,500	925,000	730,069	990,000	970,750	17,087,319	-	-	-	-	-	17,087,319	84,891,619
2041	67,797,850	7,145,000	6,326,250	965,000	693,069	1,040,000	921,250	17,090,569	-	-	-	-	-	17,090,569	84,888,419
2042	67,788,400	7,500,000	5,969,000	1,000,000	654,469	1,090,000	869,250	17,082,719	-	-	-	-	-	17,082,719	84,871,119
2043	43,151,550	7,875,000	5,594,000	1,045,000	613,219	1,145,000	814,750	17,086,969	-	-	-	-	-	17,086,969	60,238,519
2044	43,157,550	8,270,000	5,200,250	1,085,000	570,113	1,205,000	757,500	17,087,863	-	-	-	-	-	17,087,863	60,245,413
2045	43,160,050	8,685,000	4,786,750	1,130,000	524,000	1,265,000	697,250	17,088,000	-	-	-	-	-	17,088,000	60,248,050
2046	43,153,950	9,115,000	4,352,500	1,180,000	475,975	1,325,000	634,000	17,082,475	-	-	-	-	-	17,082,475	60,236,425
2047	43,151,250	9,570,000	3,896,750	1,230,000	425,825	1,395,000	567,750	17,085,325	-	-	-	-	-	17,085,325	60,236,575
2048	43,148,650	10,050,000	3,418,250	1,285,000	373,550	1,465,000	498,000	17,089,800	-	-	-	-	-	17,089,800	60,238,450
2049	43,159,100	10,555,000	2,915,750	1,335,000	318,938	1,535,000	424,750	17,084,438	-	-	-	-	-	17,084,438	60,243,538
2050	24,495,700	11,080,000	2,388,000	1,395,000	260,531	1,615,000	348,000	17,086,531	-	-	-	-	-	17,086,531	41,582,231
2051	24,487,400	11,635,000	1,834,000	1,455,000	199,500	1,695,000	267,250	17,085,750	-	-	-	-	-	17,085,750	41,573,150
2052	24,494,750	12,215,000	1,252,250	1,520,000	135,844	1,780,000	182,500	17,085,594	-	-	-	-	-	17,085,594	41,580,344
2053	-	12,830,000	641,500	1,585,000	69,344	1,870,000	93,500	17,089,344	-	-	-	-	-	17,089,344	17,089,344
Total	$2,250,628,694	$206,565,000	$195,305,065	$27,365,000	$22,033,627	$30,080,000	$28,444,761	$509,793,453	$88,500,000	$29,530,667	$59,160,000	$12,910,067	$190,100,734	$699,894,186	$2,950,522,879

(1) Amounts are rounded to the nearest dollar. Totals may not add due to rounding.
(2) Includes payments due on July 1 of each subsequent Fiscal Year.
(3) Includes debt service on the Series 2014B Bonds maturing on January 1, 2024 and the Series 2014C Bonds maturing on January 1, 2024. Excludes debt service obligations on the Refunded Bonds, the 2022 Commercial Paper Notes and, if and when issued, the Planned 2024-2029 General Revenue Bonds. See "OUTSTANDING AIRPORT OBLIGATIONS" herein and "APPENDIX J - LIST OF REFUNDED BONDS" attached hereto.

Source: Frasca & Associates, LLC.

Outstanding Hybrid PFC Bonds

The following table presents the estimated annual debt service obligations of the City on the Outstanding Hybrid PFC Bonds, the Series 2023 New Money Hybrid PFC Bonds, and the total Outstanding Hybrid PFC Bonds upon the issuance and delivery of the Series 2023 New Money Hybrid PFC Bonds.

Fiscal Year ending June 30	Outstanding Hybrid PFC Bonds Debt Service[1][2][3]	Series 2023 New Money Hybrid PFC Bonds				Total Series 2023 New Money Hybrid PFC Bonds Debt Service[1][2]	Total Hybrid PFC Bonds Debt Service[1][2][3]
		Series 2023D Bonds[1][2]		Series 2023E Bonds[1][2]			
		Principal	Interest	Principal	Interest		
2024	$ 86,419,615	-	$ 1,628,744	$ 11,500,000	$ 10,999,313	$ 24,128,058	$ 110,547,673
2025	86,426,615	-	1,948,000	-	12,580,325	14,528,325	100,954,940
2026	94,430,615	-	1,948,000	-	12,580,325	14,528,325	108,958,940
2027	99,887,490	-	1,948,000	-	12,580,325	14,528,325	114,415,815
2028	99,852,865	-	1,948,000	-	12,580,325	14,528,325	114,381,190
2029	99,263,740	-	1,948,000	-	12,580,325	14,528,325	113,792,065
2030	96,279,365	-	1,948,000	3,000,000	12,580,325	17,528,325	113,807,690
2031	96,198,865	-	1,948,000	8,725,000	12,430,325	23,103,325	119,302,190
2032	96,123,390	-	1,948,000	9,235,000	11,994,075	23,177,075	119,300,465
2033	97,369,870	-	1,948,000	8,445,000	11,532,325	21,925,325	119,295,195
2034	94,202,450	-	1,948,000	12,040,000	11,110,075	25,098,075	119,300,525
2035	94,201,100	-	1,948,000	9,620,000	10,508,075	22,076,075	116,277,175
2036	94,204,450	-	1,948,000	10,100,000	10,027,075	22,075,075	116,279,525
2037	94,154,050	-	1,948,000	10,655,000	9,522,075	22,125,075	116,279,125
2038	94,150,650	-	1,948,000	11,190,000	8,989,325	22,127,325	116,277,975
2039	94,149,750	-	1,948,000	11,750,000	8,429,825	22,127,825	116,277,575
2040	94,153,600	-	1,948,000	12,335,000	7,842,325	22,125,325	116,278,925
2041	24,999,000	-	1,948,000	40,820,000	7,225,575	49,993,575	74,992,575
2042	24,995,250	-	1,948,000	42,965,000	5,082,525	49,995,525	74,990,775
2043	-	-	1,948,000	45,215,000	2,826,863	49,989,863	49,989,863
2044	-	$38,960,000	1,948,000	8,630,000	453,075	49,991,075	49,991,075
Total	$1,661,462,730	$38,960,000	$40,588,744	$256,225,000	$204,454,801	$540,228,545	$2,201,691,275

(1) Amounts are rounded to the nearest dollar. Totals may not add due to rounding.
(2) Includes payments due on July 1 of each subsequent Fiscal Year.
(3) Includes debt service on the Series 2014A Hybrid PFC Bonds. Excludes the 2022 Commercial Paper Notes and, if and when issued, the Series 2023 Forward Delivery Hybrid PFC Refunding Bonds and the Planned 2024 Hybrid PFC Bonds. See "OUTSTANDING AIRPORT OBLIGATIONS" herein.

Source: Frasca & Associates, LLC.

INFORMATION CONCERNING GENERAL REVENUES AND PFC REVENUES

Certain Agreements Affecting General Revenues

Prior to October 1, 2017, General Revenues were determined in accordance with the formulas and procedures set forth in the various prior agreements between the City and the Airlines signatory to such agreements, as previously amended and extended (the "Prior Airline Agreements"), certain outside concession agreements related to the provision of rental car and parking services, certain concession agreements with concessionaires for operation of concessions within the CPTC, the TBI Common Use Facilities Agreement, lease agreements for the central terminal support area to provide facilities for aircraft maintenance, air cargo, in-flight food and beverage catering facilities and similar support functions, certain other agreements relating to cargo and maintenance facilities at the Airport, and other agreements relating to the commercial activities at the Airport. For a summary of the revenues derived from airline and non-airline sources under the Prior Airline Agreements, see "AIRPORT FINANCIAL INFORMATION - Historical Revenues and Expenses" herein.

Effective October 1, 2017, Airline rentals, fees, and charges were calculated in accordance with the procedures established under the Airport Use and Lease Agreement for calculating rentals, fees, and charges for the use and occupancy of facilities defining the two Airline cost centers, the Airfield Cost Center and the Terminal Cost Center. The Signatory Airlines collectively account for substantially all the landed weight and passengers at the Airport. See "SUMMARY OF CERTAIN PROVISIONS OF THE AIRPORT USE AND LEASE AGREEMENT AND THE RATE MAKING METHODOLOGY - Rates and Charges" and "- Revenue Sharing" herein.

General Revenues

Historical revenues at the Airport were disrupted by the COVID-19 pandemic beginning in February 2020 and certain revenues were further impacted by the relief provided by the City to the Airlines, concessionaires, and rental car companies. See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT" herein.

Airline Revenues. Airline revenues are comprised of landing fees, terminal rentals (net of credits) and reimbursed expenses paid to the City.

> Landing Fees. Under the terms of the Airport Use and Lease Agreement, Airlines pay landing fees which are calculated to recover all of the Debt Service and associated Coverage Requirements (as defined in the Airport Use and Lease Agreement) allocable to the Airfield Cost Center; the Amortization (as defined in the Airport Use and Lease Agreement) allocable to airfield capital improvement projects funded from the Renewal and Extension Fund, if any; and the Direct Operating Expenses (as such terms are defined in the Airport Use and Lease Agreement) allocable to the Airfield Cost Center.
>
> Terminal Rentals. Under the terms of the Airport Use and Lease Agreement, the Signatory Airlines pay terminal facilities rentals calculated to recover all of the Debt Service and associated Coverage Requirements allocable to the Terminal Cost Center, the Amortization allocable to the terminal capital improvement projects funded from the

Renewal and Extension Fund, if any; and the Direct Operating Expenses allocable to the Terminal Cost Center, along with certain Prior Tenant Specific Finish Costs.

Reimbursed Expenses. Under the Airport Use and Lease Agreement, effective October 1, 2017, all reimbursed expenses are captured in the Airfield Cost Center and Terminal Cost Center and recovered from the Airlines through landing fees or terminal rentals. Under the Prior Airline Agreements, which were effective prior to October 1, 2017, each Airline was responsible for certain charges associated with its leased premises and allocated Joint Leased Premises (as defined in the Prior Airline Agreements), as determined by joint lease formulas which allocated shared costs among signatory airlines under the Prior Airline Agreements. In addition to terminal rentals, fees, and charges paid to the City, the Airlines reimbursed the City for a portion of the costs incurred from maintaining certain police and fire services, 60% of AGTS operation and maintenance expenses and certain other maintenance costs associated with the operations and maintenance of the CPTC.

See "AIRPORT FINANCIAL INFORMATION" herein.

Non-Airline Revenues. Non-Airline Revenues are comprised of inside concession revenues, parking and ground transportation revenues, other revenues (including accrual to cash basis adjustments), and investment income. See "AIRPORT FINANCIAL INFORMATION" herein.

The Airport Use and Lease Agreement provides for an annual credit against Signatory Airline Terminal Rentals (as defined in the Airport Use and Lease Agreement). Such Airline credits are calculated as a percentage of Total Inside Concessions Revenues (as defined in the Airport Use and Lease Agreement) received by the City from food, beverage, retail, and other terminal concessions and services, and an enplaned passenger credit. Under the Airport Use and Lease Agreement, the portion of the Airline credit attributed to Inside Concessions Revenues (as defined in the Airport Use and Lease Agreement) was calculated using 70% through Fiscal Year 2021 and 50% in Fiscal Year 2022, and the enplaned passenger component of the Airline credit was calculated at $0.60 per enplaned passenger through Fiscal Year 2021 and $0.40 per enplaned passenger in Fiscal Year 2022. Under the same agreement, commencing Fiscal Year 2023 Inside Concessions Revenues (as defined in the Airport Use and Lease Agreement) will be calculated using 50% during the term of the agreement, and the per enplaned passenger credit will be calculated at $0.40 per enplaned passenger through Fiscal Year 2027, and terminated thereafter. For information regarding the calculation for the enplaned passenger component of the Airline credit after Fiscal Year 2022, see "SUMMARY OF CERTAIN PROVISIONS OF THE AIRPORT USE AND LEASE AGREEMENT AND THE RATE MAKING METHODOLOGY - Revenue Sharing" herein.

Passenger Facility Charges - PFC Revenues

Under the Aviation Safety and Capacity Expansion Act of 1990, Pub. L. 101-508, Title IX, Subtitle B, §§9110 and 9111, as amended from time to time (the "PFC Act"), the FAA may authorize public agencies controlling certain commercial service airports such as the Airport to impose a passenger facility charge of $1.00, $2.00, $3.00, $4.00 or $4.50 on each eligible passenger enplaned at such airport, subject to certain limitations. Public agencies wishing to impose and use these PFCs must apply to the FAA for such authority and meet certain requirements indicated in the legislation and regulations issued by the FAA. Regardless of the number of PFC applications which have been approved by the FAA, an airport can only collect a maximum of $4.50 from each eligible enplaning passenger per flight segment (up to four flight segments per round-trip). PFC applications are approved by the FAA to fund specific projects in specific total amounts that may be collected up until a certain deadline. PFC Revenues serve as an important source of funding for the Capital Plan to 2029 and to make debt service payments on the Outstanding Hybrid PFC Bonds, the Series 2023 New Money Hybrid PFC Bonds, and, when and if issued, the Series 2023 Forward Delivery Hybrid PFC Refunding Bonds and the Planned 2024 Hybrid PFC Bonds.

The purpose of the PFC program created pursuant to the PFC Act is to provide funding for improvements to the national airport system. The proceeds from PFCs must be used to finance eligible airport-related projects that (a) preserve or enhance safety, capacity or security of the national air transportation system, (b) reduce noise from an airport that is part of such system, or (c) furnish opportunities for enhanced competition between or among air carriers. "Eligible airport-related projects" include airport development or planning, terminal development, airport noise compatibility measures and planning and construction of gates and related areas (other than restaurants, rental car facilities, automobile parking or other concessions) for the movement of passengers and baggage.

The FAA Reauthorization Act of 2018 (H.R. 302, Pub. L. 115-254) (Reauthorization) (the "FAA Reauthorization Act") was signed on October 5, 2018. The FAA Reauthorization Act amends 49 U.S.C. §40117 (b)(4), among other provisions, by removing the AIP funds reasonability determination and the significant contribution requirement, which includes PFC 72-19 changes to the PFC levels above $3.00. In light of such legislation, FAA personnel should no longer apply these requirements in reviewing PFC applications.

As of June 6, 2023, the aggregate amount of PFC Revenues that the City was authorized by the FAA to collect was $7,785,761,593, all of which is approved to be used for approved projects (including amounts already expended). The City began collecting PFC Revenues in 1997 and, based on the Airport's most recent quarterly PFC Revenues report through March 31, 2023, the City had collected PFC Revenues totaling $4,402,281,162 (including interest earnings), of which $3,854,406,073 has been expended, $2,269,119,110 for project costs on a "pay-as-you-go" basis and $1,585,286,963 for principal, interest and other financing expenses.

On June 6, 2023, the FAA approved 23-23-C-00-ATL for $1,263,200,000 (the "Approved PFC Application"). The Approved PFC Application reflects ongoing and anticipated work to be performed on two new capital projects.

The Approved PFC Application: (a) reconciled final project costs and PFC funds required for completed projects; (b) updated estimated project costs and PFC funds required for ongoing and pending projects; and (c) updated project scopes, where required, to reflect actual work performed or anticipated to be performed. Pursuant to authority granted by the FAA under approved PFC applications, the Outstanding Hybrid PFC Bonds, the Series 2023 New Money Hybrid PFC Bonds, and, when and if issued, the Series 2023 Forward Delivery Hybrid PFC

Refunding Bonds and the Planned 2024 Hybrid PFC Bonds are payable from and secured by a Senior Lien on PFC Revenues. The Outstanding Hybrid PFC Bonds, the Series 2023 New Money Hybrid PFC Bonds, and, when and if issued, the Series 2023 Forward Delivery Hybrid PFC Refunding Bonds and the Planned 2024 Hybrid PFC Bonds are also secured by a Subordinate Lien on General Revenues. The amount of PFC Revenues collected will vary depending on the actual number of qualified passengers. See "CERTAIN FACTORS AFFECTING THE AIRPORT AND THE AIR TRANSPORTATION INDUSTRY AND OTHER CONSIDERATIONS - FAA Reauthorization and Federal Funding" herein.

SUMMARY OF CERTAIN PROVISIONS OF THE AIRPORT USE AND LEASE AGREEMENT AND THE RATE MAKING METHODOLOGY

The following provides a brief summary of certain provisions of the Airport Use and Lease Agreement. Such information and summary do not purport to be complete and are qualified in their entirety by express reference to the Airport Use and Lease Agreement, a copy of which is available from the City. Unless expressly defined herein, capitalized terms used in this section entitled "SUMMARY OF CERTAIN PROVISIONS OF THE AIRPORT USE AND LEASE AGREEMENT AND THE RATE MAKING METHODOLOGY" shall have the meanings assigned to such terms in the Airport Use and Lease Agreement, a copy of which is available from the City.

General

Prior to October 1, 2017, the City established rates and charges for the use and occupancy of airfield and terminal facilities at the Airport pursuant to the Prior Airline Agreements. In April 2016, the City and the Signatory Airlines agreed to the provisions of the Airport Use and Lease Agreement which, among other things, established new procedures for calculating rentals, fees, and charges for the use and occupancy of facilities defining the two Airline cost centers, the Airfield Cost Center and the Terminal Cost Center. Under the provisions of the Airport Use and Lease Agreement that became effective on October 1, 2017 (during Fiscal Year 2018), Airline rentals, fees, and charges are to be calculated to allow the City to recover operating and maintenance expenses and debt service plus coverage on General Revenue Bonds allocable to the Airfield Cost Center or the Terminal Cost Center. Coverage on debt service for General Revenue Bonds outstanding at July 1, 2016 is at 20%, as they may be refunded (as well as other General Revenue Bonds, the proceeds of which are to be used to fund the costs of the terminal modernization program and any subsequent refunding of General Revenue Bonds which were outstanding as of July 1, 2016). Coverage on debt service for the remaining portions of certain outstanding General Revenue Bonds, the Series 2023 New Money General Revenue Bonds, and future General Revenue Bonds, including a portion of the Planned 2024-2029 General Revenue Bonds, is at 30%. Coverage on debt service for the Series 2023 Refunding Bonds and a portion of the Planned 2024-2029 General Revenue Bonds issued to fund the costs of the terminal modernization program will be at 20%. Such coverage requirements do not apply to the Hybrid PFC Bonds.

The Airport Use and Lease Agreement departs from the Prior Airline Agreements in both form and, in some important respects, substance. Rather than having separate agreements governing use of the airfield and the CTPC, the Airport Use and Lease Agreement is now an integrated agreement covering both. The Airport Use and Lease Agreement contains thoroughly revised, industry standard, contemporary contractual provisions. All Signatory Airlines that are Passenger Carriers have executed substantially the same form of the Airport Use and Lease Agreement with the primary difference between individual agreements being the term of the particular Airport Use and Lease Agreement, as described below. Signatory Airlines that are Cargo Carriers have executed a similar form of agreement, but the agreement for Cargo Carriers is conditioned so that only the provisions affecting Cargo Carriers (e.g., the provisions pertaining to the airfield as well as the general legal requirements such as insurance, indemnification and environmental responsibilities) apply.

Under the provisions of the Airport Use and Lease Agreement, the City and the Signatory Airlines have agreed to the scope, costs, and funding of preapproved capital improvements whose costs are to be allocated to the Airfield Cost Center or Terminal Cost Center and recovered through Airline rentals, fees, and charges. The Airport Use and Lease Agreement also defines procedures under which MII Eligible Signatory Airlines may approve additional capital improvements whose costs are to be allocated to the Airfield Cost Center or the Terminal Cost Center. For Airfield projects, the cost of which is allocated to the Airfield Cost Center, MII is generally defined as MII Eligible Signatory Airlines accounting for 87% of landed weight, and for Terminal projects, the cost of which is allocated to the Terminal Cost Center, MII is generally defined as MII Eligible Signatory Airlines accounting for 87% of enplaned passengers. Under the terms of the Airport Use and Lease Agreement, a capital improvement project subject to MII consideration is deemed to be approved unless disapproved by MII Eligible Signatory Airlines. Substantially all projects to be funded with the proceeds of the Series 2023 New Money General Revenue Bonds whose costs are to be paid through Airline rentals, fees, and charges have been approved by the Signatory Airlines either through preapproval under the Airport Use and Lease Agreement, through separate MII approvals, or as Exempt Projects. None of the debt service requirements of the Series 2023 New Money Hybrid PFC Bonds and, when and if issued, the Series 2023 Forward Delivery Hybrid PFC Refunding Bonds and the Planned 2024 Hybrid PFC Bonds are to be included in the calculation of the Airline Rentals, fees, and charges.

Under the Airport Use and Lease Agreement, the City has agreed to provide the Signatory Airlines with an inside concession credit and a per passenger credit to reduce Airline payments during the transition from the generally lower payments required under the Prior Airline Agreements, provided that the City may reduce such credits as required to ensure that Net Revenues are adequate to provide at least 150% coverage on debt service on General Revenue Bonds. See "SUMMARY OF CERTAIN PROVISIONS OF THE AIRPORT USE AND LEASE AGREEMENT AND THE RATE MAKING METHODOLOGY - Revenue Sharing" herein.

The procedures for the annual adjustment of Airline rentals, fees, and charges established by the Airport Use and Lease Agreement are intended to ensure continued compliance with the rate covenant under the Bond Ordinance and generate Net Revenues adequate to fund ongoing facility renewal, replacement, upgrade, and other capital needs.

Provisions of the Airport Use and Lease Agreement governing the pre-approval of certain future capital projects included within the Approved Projects and other provisions governing capital improvement projects took effect retroactively on July 1, 2016. The remaining provisions of the Airport Use and Lease Agreement, including those governing the calculation of Airline rentals, fees, and charges, took effect on October 1, 2017. As of such date, the Prior Airline Agreements were terminated and deemed to be of no further force and effect, except with respect to certain payment obligations, prior approvals for certain capital projects, and certain other obligations intended to survive termination pursuant to the terms of such agreements, which survived until such obligations were satisfied.

See "CAPITAL PLAN TO 2029" herein and "APPENDIX E - SUMMARY OF CERTAIN PROVISIONS OF THE PRINCIPAL AIRPORT LEASES AND AGREEMENTS" attached hereto.

Term of Airport Use and Lease Agreement

Under the Airport Use and Lease Agreement an "MII Eligible Signatory Airline" is any Airline which makes a 20-year commitment to the City which can be extended for ten years by mutual consent of the City and such MII Eligible Signatory Airline. For air carriers that do not make a 20-year commitment to the City but wish to become Signatory Airlines, the Airport Use and Lease Agreement provides an optional five-year term. Air carriers signing on for five years enjoy the same rights and obligations as MII Eligible Signatory Airlines, with the exception of MII review rights. See "APPENDIX E - SUMMARY OF CERTAIN PROVISIONS OF THE PRINCIPAL AIRPORT LEASES AND AGREEMENTS" attached hereto. Air carriers that do not execute the Airport Use and Lease Agreement are deemed non-Signatory Airlines and must sign an Operating Agreement. Non-Signatory Airlines do not participate in revenue sharing. See "SUMMARY OF CERTAIN PROVISIONS OF THE AIRPORT USE AND LEASE AGREEMENT AND THE RATE MAKING METHODOLOGY - Revenue Sharing" herein.

The Airport Use and Lease Agreement has two term options: (a) for MII Eligible Signatory Airlines, the term extends until June 30, 2036, with an option to extend for an additional ten years to 2046 upon mutual consent of the parties; and (b) for all other Signatory Airlines, the initial term extended from July 1, 2016 to June 30, 2021, with three optional successive five-year renewal periods for a potential final termination on June 30, 2036. Such Signatory Airlines may also further extend for an additional two five-year periods should the MII Eligible Signatory Airlines extend to 2046. In 2021, all Signatory Airlines whose agreement term ended June 30, 2021 elected to extend that agreement through June 30, 2026. See "APPENDIX E - SUMMARY OF CERTAIN PROVISIONS OF THE PRINCIPAL AIRPORT LEASES AND AGREEMENTS" attached hereto.

Leased Premises and Use Rights

The City assigns space to each Signatory Airline through the issuance of a Premises Notice, the form of which is attached to the Airport Use and Lease Agreement. Space in the Premises Notice is assigned on an Exclusive Use basis (e.g., office space and passenger clubs) and a Preferential Use basis (e.g., Gates). The City retains exclusive control of Common Use Premises in the CPTC, except that the Airport Use and Lease Agreement provides for the assignment of Priority Use rights on some Common Use Gates in order to foster efficient hub operations. The Airport Use and Lease Agreement gives the City the right to build additional Common Use Gates any time capacity on Common Use Gates falls below a certain threshold ("City Common Use Gate Requirement"). The City Common Use Gate Requirement is triggered if the City has three or fewer Domestic Common Use Gates with average utilization over 300 departing seats/day. This threshold acts as an early warning system, signaling that the Domestic Common Use Gates are trending towards full utilization. This gives the City time to build additional Domestic Common Use Gates before reaching capacity on existing Common Use Gates. Under the Airport Use and Lease Agreement, the City was not allowed to invoke its right to build additional Common Use Gates until the earlier of the completion of the Concourse T-North Expansion Project or December 31, 2021. Upon completion of the Concourse T-North Expansion Project in December 2022, the City increased its Common Use Gates in the Domestic Terminal by three for a total of four Domestic Common Use Gates in the Domestic Terminal. Subsequently, the City and the MII Eligible Signatory Airlines agreed to utilize three Common Use Gates in the Domestic Terminal as swing gates for common use or preferential gates during construction of the Concourse D widening project to mitigate the impacts from construction on gate availability. Upon completion of the Concourse D widening project, which is expected to occur in the last quarter of 2029, the City expects to have a total of four Domestic Common Use Gates.

The Airport Use and Lease Agreement provides the City with enhanced tools to minimize under-utilization of Gates within the CPTC. Preferential Use Gate rights have been redefined to be consistent with current industry norms that protect the Signatory Airlines' flight schedules but give the City enhanced power to accommodate the needs of other carriers when a Signatory Airline has a Preferential Use Gate that is not being fully used. The City also has the right to "recapture" under-utilized Preferential Use Gates and assign them to other air carriers and to rescind Priority Use rights granted on Common Use Gates if certain minimum utilization standards are not met.

The Airport Use and Lease Agreement provides for the continued operation and maintenance of certain domestic facilities in the CPTC by the Atlanta Airlines Terminal Company ("AATC"), a corporation established by the air carriers operating at the Airport for that purpose, or another third-party service provider. The Airport Use and Lease Agreement also provides for the City to continue to use a third-party manager to operate and maintain most common-use terminal facilities, and operate and maintain MHJIT.

Rates and Charges

The Airport Use and Lease Agreement prescribes simplified cost recovery rate-setting methods that the City will use to calculate both Landing Fees and Terminal Rentals each year. See "INFORMATION CONCERNING GENERAL REVENUES AND PFC REVENUES - General Revenues" herein.

Landing Fees. There is a single Landing Fee rate to be paid by all Signatory Airlines for each Fiscal Year. The Landing Fees will be calculated to fully recover all of the Debt Service and associated Coverage Requirements allocable to the Airfield Cost Center; the Amortization allocable to airfield capital improvement projects funded from the Renewal and Extension Fund, if any; and the Direct Operating Expenses allocable to the Airfield Cost Center. The Landing Fee rate is expressed in dollars and cents per thousand pounds of FAA certified maximum gross landed weight for each aircraft scheduled to land at the Airport. The Landing Fee rate to be charged to non-Signatory Airlines will be at least 5% higher than the Signatory Airlines' Landing Fee rate.

Terminal Rentals. The Terminal Rental rates will be calculated to recover all of the Debt Service and associated Coverage Requirements allocable to the Terminal Cost Center; the Amortization allocable to terminal capital improvement projects funded from the Renewal and Extension Fund, if any; and the Direct Operating Expenses allocable to the Terminal Cost Center, along with certain specified Prior Tenant Finish Costs. AATC Charges and Common Use Facility Manager Costs are billed separately to the air carriers that use the CPTC. The Terminal Rental rates are expressed in dollars and cents per square foot of Exclusive Use and Preferential Use Space assigned to each Signatory Airline, with different rates for four distinct types of Rented Space to reflect their differing utility. The charges for the use of Domestic Common Use Facilities and International Terminal Common Use Charges (as described in Section 8.05 of the Airport Use and Lease Agreement) are based upon the levels of activity of the air carriers using these facilities.

Revenue Sharing

The Airport Use and Lease Agreement provides for four types of revenue sharing credits to be distributed among the Signatory Airlines on the basis of each Signatory Airline's relative share of Enplaned Passengers:

- The City will share 70% of its Inside Concessions Revenues in Fiscal Years 2018-2021 and 50% of its Inside Concessions Revenues for the remainder of the Term, as it may be extended. The inside concession credit is calculated as a percentage of revenues derived from food, beverage, retail, and other inside terminal concessions.

- The City will also provide a "Per-Passenger Credit" of $0.60 in Fiscal Years 2018-2021 and $0.40 in Fiscal Years 2022-2027, with no further Per Passenger Credits during the Term of the particular Airport Use and Lease Agreement or if such term is extended.

- In Fiscal Years 2028 and later, the City will share with the Signatory Airlines 50% of the balance in the Renewal and Extension Fund in excess of $150 million (after taking account of certain Core Airport Operations Projects).

- In Fiscal Years 2028 and later, the City will also share 100% of the unencumbered balance in the Renewal and Extension Subaccount, if any, that exceeds $400 million.

Total Inside Concession Credits and Per-Passenger Credits cannot exceed the sum of all actual Inside Concessions Revenues for any given Fiscal Year. The credits may also be reduced so as to ensure that Net Revenues are at least 150% of debt service on General Revenue Bonds. The City also reimburses the Signatory Airlines for a portion of operation and maintenance expenses attributable to inside concession facilities for which the City retains revenues. Additionally, the combination of the four revenue sharing elements above have a limitation of distribution to the Airlines to the aggregate of Inside Concessions Revenues and Outside Concessions Revenues for any given Fiscal Year.

Approved Projects

In May 2015, the City published the Master Plan. In May 2016, the City and the Signatory Airlines, as part of the Airport Use and Lease Agreement, mutually agreed to a $6.16 billion (in July 2014 dollars) 20-year plan of capital improvements consisting of a list of capital projects which list includes certain projects from the Master Plan (the "Approved Projects") through Fiscal Year 2035 and includes the following improvements:

- $1.28 billion in pre-approved airfield improvements funded, in whole or in part, by the Airlines:

    - New sixth runway; and
    - Airfield upgrades, renewal and replacement.

- $3.01 billion in pre-approved terminal improvements funded, in whole or in part, by the Airlines, including:

    - New Concourse G;
    - T-North Expansion;
    - International Terminal improvements;
    - Terminal Modernization Program;
    - Automated Guideway Transit System (Plane Train); and
    - CPTC upgrades, renewal and replacement.

- $1.87 billion in City-funded landside improvements exempt from Airline review including parking garages and air cargo projects.

In 2022, the City and the Signatory Airlines agreed in principle to a reprioritized capital plan, which resulted in MII approval from the MII Eligible Signatory Airlines of certain additional projects relating to the reprioritization of the list of Airline-funded projects to be included in the capital improvement program through Fiscal Year 2035. This process resulted in, among other things, (a) the addition of exempt projects through the notification process set forth in the Airport Use and Lease Agreement and (b) the removal, deferment and/or substantial reduction of certain of the above-referenced pre-approved airfield and terminal improvements, including, but not limited to, the contemplated new sixth runway (excluding land acquisition), new 9R end around taxiway and new Concourse G.

The Airport Use and Lease Agreement categorically exempts certain future projects from Airline review, including:

- City-funded projects not in an Airline rate base;
- Projects, not in excess of $5 million each, totaling up to $15 million per year (increasing to $20 million per year in 2025);
- Mandated or emergency projects; and
- Projects required to meet the City Common Use Gate Requirement.

MII approval is required for Airline-funded projects that are not pre-approved or exempt. Absent MII approval, when required, the City cannot proceed with a newly proposed project.

Projects that meet the exempt status stated above or have received MII approval since execution of the Airport Use and Lease Agreement (or for which MII approval is in process and expected) include:

- Construction of south aircraft deicing facility;
- Replacement of AGTS cars and other systems;
- Completion of various fire-life-safety projects;
- Construction of an Airport landside fire station;
- Expansion of the South Security Checkpoint;
- Expansion of the Concourse T Midpoint Vertical Transportation;
- Concourse T-North Modernization;
- Power Distribution Equipment Replacement - Concourse A & D;
- Domestic Terminal Interior Enhancements;
- CPTC Restroom Enhancements;
- Terminal North Ticketing Lobby Reconfiguration;
- Concourse E HVAC Replacement;
- CCTV Digital Upgrades;
- Ramp 6 North Domestic Gates;
- Concourse D Widening; and
- Delta Sky Club Concourse D.

The City continuously evaluates the addition of new projects and/or the reprioritization of certain projects, whose costs may be paid through Airline rentals, fees, and charges, and may require MII approval from the MII Eligible Signatory Airlines pursuant to the Airport Use and Lease Agreement. See "SUMMARY OF CERTAIN PROVISIONS OF THE AIRPORT USE AND LEASE AGREEMENT AND THE RATE MAKING METHODOLOGY - General" herein and "APPENDIX E - SUMMARY OF CERTAIN PROVISIONS OF THE PRINCIPAL AIRPORT LEASES AND AGREEMENTS" attached hereto.

Signatory Airlines' Other Right of Termination

A Signatory Airline may terminate its agreement with the City upon 30 days' written notice to City if the Signatory Airline is permanently deprived, for any reason beyond its control, of the rights, certificates, or authorizations necessary under applicable law to operate its air transportation business at the Airport.

IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT

General

The economic dislocation caused by the COVID-19 pandemic, combined with travel restrictions, public health concerns about the contagion, and social distancing requirements resulted in drastic and unprecedented reductions in passenger volumes and flights at the Airport and most other U.S. airports. The resultant restrictions had an adverse effect on airlines serving the Airport, Airport concessionaires, parking, ground transportation companies and rental car activity and, consequently, and continue to have an ongoing impact on the Airport. International travel restrictions, and the inconsistencies in restrictions from region to region continue to create uncertainty and a slower recovery in international travel. In May 2023, the U.S. Department of Health and Human Services declared an end to the federal government's COVID-19 public health emergency measures. Notwithstanding the foregoing, COVID-19 may continue to affect airline travel and the level and timing of recovery of traffic at the Airport. See "THE AIRPORT" and "AIRPORT FINANCIAL INFORMATION" herein and "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT" attached hereto.

Summary of Impact of the COVID-19 Pandemic on the Airport

General. The outbreak of COVID-19 and resultant restrictions had an adverse effect on airlines serving the Airport, Airport concessionaires and Revenues as more fully discussed herein. Historical patterns of passenger and cargo traffic at the Airport were drastically disrupted by the COVID-19 pandemic and there was a sharp contraction in activity at the Airport after the emergence of the COVID-19 pandemic in March 2020. The Airport has continued to recover from the pandemic. For certain information evidencing the recovery in service and demand at the Airport, including data on average daily activity at the Airport in calendar year 2023, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Recent Changes in Passenger and Air Cargo Traffic" attached hereto.

Enplaned Passenger Activity. Since the outbreak of the COVID-19 pandemic, April 2020 represented the low point in terms of enplaned passengers, which totaled 226,048 or 4.9% of April 2019 enplanements. The number of enplaned passengers decreased to 39.7 million in Fiscal Year 2020 (73% of Fiscal Year 2019) and to 24.9 million in Fiscal Year 2021 (46% of Fiscal Year 2019), before recovering to 49.7 million (91% of Fiscal Year 2019) in Fiscal Year 2023. By June 2023, during the peak summer travel season, the number of enplaned passengers at the Airport recovered to 95% of the June 2019 number of enplaned passengers. Notwithstanding the foregoing, COVID-19 may continue to affect airline travel and the level and timing of recovery of traffic at the Airport. For additional information regarding enplaned passengers at the Airport, see "THE AIRPORT - Historical Enplaned Passengers" herein and "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Historical Airline Traffic" and "- Recent Changes in Passenger and Air Cargo Traffic" attached hereto.

Air Cargo Activity. In contrast to the reduced passenger traffic in Fiscal Years 2020, 2021 and 2022, air cargo activity at the Airport generally increased, notwithstanding the pandemic's generally depressing effects on economic activity and trade, because of the need to transport medical supplies, an increased demand for package delivery as businesses and stores were closed to in-person shopping, and disruptions to global supply chains that caused more goods to be shipped internationally by air. For additional information regarding air cargo activity at the Airport, see "THE AIRPORT - Historical Air Cargo Activity" herein and "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Air Cargo" and "- Recent Changes in Passenger and Air Cargo Traffic" attached hereto.

Inside Concession Revenues; Parking and Ground Transportation. Retail, food and other service concessionaires located in terminal facilities at the Airport reported declines in sales, and many of the concession locations were temporarily closed as a result of the reduced passenger traffic. In addition, the reduction in air travel had an adverse effect on parking, ground transportation companies and rental car activity and, consequently, such related revenues for the Airport. For additional information regarding inside concession revenues and parking and ground transportation, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - FINANCIAL ANALYSIS - Inside Concession Revenues" and " - Parking and Ground Transportation Revenues" attached hereto.

Federal Aid Related to COVID-19

The United States government has taken legislative and regulatory actions and has implemented measures to mitigate the disruptive effects of the COVID-19 pandemic. Below is a summary of certain of the measures taken to address the impact of the COVID-19 pandemic on airports in the United States.

CARES Act. Reductions in air travel demand caused by the COVID-19 pandemic resulted in unprecedented airline industry losses. These losses were partially mitigated by federal aid provided under the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") enacted in March 2020. Under the CARES Act, $338.5 million was awarded to the Department of Aviation (the "CARES Grant Funds") of which $80.9 million, $114.8 million, $122.5 million, and $20.4 million were expended for Fiscal Years 2020, 2021, 2022, and 2023, respectively.

The City also received approximately $33.2 million of grants under provisions of the CARES Act that increased the federal match to 100% for capital grants under the Airports Improvement Program ("AIP").

For a summary of the allocation and utilization of the CARES Grant Funds, see "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT - Federal Aid Related to COVID-19 - *Allocation and Utilization by the City of the COVID-19 Relief Grants*" below.

CRRSA Act. On December 2020, the Coronavirus Response and Relief Supplemental Appropriations Act (the "CRRSA Act") was signed by the President of the United States and provided direct aid to prevent, prepare for and respond to the COVID-19 pandemic, including the provision of relief from rent and minimum annual guarantees ("MAGs") for eligible airport concessions. The Airport received $75.8 million and $11.5 million for operations and concessions, respectively (the "CRRSA Grant Funds"), all of which were expended in Fiscal Year 2023. For a summary of the allocation and utilization of the CRRSA Grant Funds, see "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT - Federal Aid Related to COVID-19 - *Allocation and Utilization by the City of the COVID-19 Relief Grants*" below.

ARP Act. Additional federal economic funding was provided through the American Rescue Plan Act (the "ARP Act") of which $324.2 million and $45.8 million were allocated to the Airport for operations and concessions, respectively (the "ARP Grant Funds") to mitigate the impact of the COVID-19 pandemic. During Fiscal Years 2022 and 2023, $50 million and $320 million were expended, respectively.

The City also received approximately $11.2 million of additional AIP grants under provisions of the ARP Act that extended the 100% federal match.

For a summary of the allocation and utilization of the ARP Grant Funds, see "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT - Federal Aid Related to COVID-19 - *Allocation and Utilization by the City of the COVID-19 Relief Grants*" below.

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Allocation and Utilization by the City of the COVID-19 Relief Grants. The City was awarded approximately $795.8 million in combined CARES Grant Funds, CRRSA Grant Funds, and ARP Grant Funds for the Airport (collectively, the "COVID-19 Relief Grants"). The following table presents a summary of the allocation and utilization of the COVID-19 Relief Grants.

Allocation and Utilization by the City of the COVID-19 Relief Grants
(amounts in thousands)

Awarded COVID-19 Relief Grants	**CARES Airport**	**CRRSA Airport**	**ARP Airport**	**Total Airport**	**CRRSA Concessions**	**ARP Concessions**	**Total Concessions**	**Total**
Grant Awarded	$338,535	$75,842	$324,153	$738,530	$11,460	$45,838	$57,298	$795,828
Total Allocation	$338,535	$75,842	$324,153	$738,530	$11,460	$45,838	$57,298	$795, 828
Utilization of COVID-19 Relief Grants[(1)]								
Fiscal Year 2020 Actual	$ 80,881	$ -	$ -	$ 80,881	$ -	$ -	$ -	$ 80,881
Fiscal Year 2021 Actual	114,805	-	-	114,805	-	-	-	114,805
Fiscal Year 2022 Actual	122,460		50,000	172,460				172,460
Fiscal Year 2023 Actual	20,389	75,842	274,153	370,384	11,460	45,838	57,298	427,682
Balance Remaining End of Fiscal Year 2023	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -

(1) As of June 30, 2023, the City had drawn all COVID-19 Relief Grants. During Fiscal Year 2020, Fiscal Year 2021, Fiscal Year 2022, and Fiscal Year 2023, $738.5 million of COVID-19 Relief Grants were drawn for reimbursement of: (a) certain debt service payments relating to General Revenue Bonds in the amount of approximately $340.9 million, (b) certain debt service payments relating to the Series 2006A/B Bonds in the amount of approximately $2.4 million, and (c) certain operating expenses in the amount of approximately $395.2 million. During Fiscal Year 2023, another $57.3 million was drawn to reduce the percentage rent obligation for concessionaires.

Source: City of Atlanta, Department of Aviation.

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Given the financial and operational variables related to the COVID-19 pandemic, the Department of Aviation took a conservative approach in its use of the COVID-19 Relief Grant Funds. The Department of Aviation focused its utilization of the COVID-19 Relief Grants on enhancing liquidity, satisfying debt service obligations on the Outstanding Senior Lien General Revenue Bonds, and meeting the applicable requirements under the Bond Ordinance. Such approach to utilization of the COVID-19 Relief Grants was intended to provide the Department of Aviation with flexibility if: (a) the severity or duration of the COVID-19 pandemic exceeded certain expectations and/or (b) there were changes in the projected financial results and additional funds were needed to meet the financial obligations and internal management metrics relating to the Airport.

Fiscal Year 2024 Budget

Approach to Development of the Fiscal Year 2024 Budget. The approach used by the Department of Aviation in developing the Fiscal Year 2024 Budget (as defined herein) is based on post-pandemic resumption of operations, focused on the Department's priorities and strategic objectives, and delivering a fiscally responsible and balanced annual budget.

The following table presents the historical enplaned passenger traffic for Fiscal Years 2019, 2020, 2021, and 2022, and budgeted enplaned passenger traffic for Fiscal Year 2023 and Fiscal Year 2024.

Historical and Budgeted Enplaned Passenger Traffic
(amounts in millions)

	Fiscal Year 2019	Fiscal Year 2020(1)	Fiscal Year 2021(1)	Fiscal Year 2022(1)	Fiscal Year 2023(1)(2)	Fiscal Year 2024 Budget(1)
Enplaned Passengers	54.5	39.7	24.9	44.9	49.7	55.9

(1) Historical patterns of passenger traffic at the Airport were disrupted by the COVID-19 pandemic beginning in February 2020. See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT" herein.
(2) Fiscal Year 2023 data is preliminary and subject to change.

Source: City of Atlanta, Department of Aviation.

For additional information regarding historical passenger enplanements at the Airport, including historical enplaned passengers, historical enplaned passengers by Airline, historical market share by Airline for Fiscal Years 2019, 2020, 2021, and 2022, see "THE AIRPORT - Historical Enplaned Passengers" and "- Airline Competition and Shares of Passengers" herein and "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Historical Airline Traffic" and "- Recent Changes in Passenger and Air Cargo Traffic" attached hereto. See "CERTAIN FACTORS AFFECTING THE AIRPORT AND THE AIR TRANSPORTATION INDUSTRY AND OTHER CONSIDERATIONS" herein and "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT" attached hereto.

Fiscal Year 2024 Budget; Revenues. The Fiscal Year 2024 Budget reflects the increases in both aeronautical and non-aeronautical revenues, due to anticipated post-pandemic increases in airlines operations and passenger traffic. Commercial revenues driven by passenger traffic such as parking, concessions, and rental cars are anticipated to increase. Landing fees and terminal rentals revenues will increase as airlines increase operations. The following table presents a summary of the revenue budgeted in the Fiscal Year 2024 Budget (in thousands).

	Fiscal Year 2024 Budget
Landing fees and terminal rents	$328,059
Airline credits	(94,430)
Parking, concessions and rental cars	350,908
Other revenue	111,538
Total revenue	$696,075

Source: City of Atlanta, Department of Aviation.

Fiscal Year 2024 Budget; Expenditures. The Fiscal Year 2024 Budget reflects approximately $403.9 million of expenditures and full costs for the operations, maintenance, safety and security of the Airport. The following table presents a summary of the expenses budgeted in the Fiscal Year 2024 Budget (in thousands).

	Fiscal Year 2024 Budget
Personnel	$140,552
Contract services	220,968
Other expenses	42,392
Total expenses	$403,912

Source: City of Atlanta, Department of Aviation.

Fiscal Year 2024 Budget; Outstanding Senior Lien General Revenue Bonds Debt Service Coverage Ratio. The Fiscal Year 2024 Budget does not propose to utilize the COVID-19 Relief Grants to enhance liquidity for Fiscal Year 2024 as well as the City's compliance with the applicable covenants of the Master Bond Ordinance. The net impact of budgeted revenues and expenses is anticipated to result in an estimated debt service coverage ratio on the Outstanding Senior Lien General Revenue Bonds of at least 125% for Fiscal Year 2024.

Fiscal Year 2024 Budget; Outstanding Hybrid Bond Debt Service Coverage Ratio. Based on an estimated 55.9 million enplanements for Fiscal Year 2024, the Department of Aviation estimated PFC Revenues for Fiscal Year 2024 to be approximately $203.6 million. Aggregate debt service on the Outstanding Hybrid Bonds for Fiscal Year 2024 is $86.4 million. Based on the foregoing estimates, the Department of Aviation is anticipating the estimated debt service coverage ratio on the Outstanding Hybrid Bonds for Fiscal Year 2024 will be at or above 120%.

For additional information regarding the Fiscal Year 2024 Budget, see "AIRPORT FINANCIAL INFORMATION - Fiscal Year 2024 Budget" herein.

Summary of Relief Provided by the City to the Airlines, Concessionaires and Rental Car Companies

The following is a brief summary of the relief provided by the City to the Airlines and concessionaires in Fiscal Year 2020, Fiscal Year 2021, Fiscal Year 2022, and Fiscal Year 2023.

Airlines. During Fiscal Year 2020, the City deferred all Landing Fees and Terminal Rental requirements normally billed to the Airlines for April, May and June of 2020. The deferral of such obligations, after a full reconciliation of all costs related to airline rate-based cost centers is completed, was billed to the Airlines over a five-month period beginning January 2021.

During Fiscal Year 2021, the City initially set Landing Fees equal to the Fiscal Year 2020 rate at $0.95 per 1,000 pounds of landed weight and subsequently decided during the course of Fiscal Year 2021 to waive Landing Fees in the fourth quarter of Fiscal Year 2021. The City reduced the Fiscal Year 2021 equalized terminal rental requirement by $35 million and reduced the international terminal rental requirement by an additional $35 million, and subsequently decided during the course of Fiscal Year 2021 to further reduce the equalized terminal rental requirement by $15 million. During Fiscal Year 2021, the City issued its Airport General Revenue Refunding Bonds, Series 2020A (Non-AMT) and Airport General Revenue Refunding Bonds, Series 2020B (AMT) (together, the "Series 2020 Bonds"), and "front-loaded" the savings from the Series 2020 Bonds, with most of the savings being taken in Fiscal Years 2021 through 2024. This has the effect of lowering the terminal rates during such Fiscal Years as substantially all of the debt service on the Series 2020 Bonds flows into the terminal rate base.

The Fiscal Year 2022 rates and charges provided the following relief: (a) eliminated all landing fees for Signatory Airlines in Fiscal Year 2022, which resulted in a credit of $61.4 million, (b) reduced the terminal rate base requirement to $136.2 million, which resulted in a credit of $41.7 million, and the Airport subsequently decided during the course of the Fiscal Year 2022 to further reduce the equalized terminal rental requirement by $25 million, and (c) reduced the terminal rents by $5.1 million to reflect the savings from the refunding all of the City's Airport General Revenue Bonds, Series 2012A (Non-AMT), Airport General Revenue Bonds, Series 2012B (Non-AMT), and Airport General Revenue Bonds, Series 2012C (AMT) in Fiscal Year 2022. The Fiscal Year 2023 rates and charges reduced the equalized terminal rent requirement by $51 million and the landing fee requirement by $45 million.

Concessionaires. In Fiscal Year 2020 and Fiscal Year 2021, the City passed several pieces of legislation to provide relief to Airport concessionaires. Such relief extends to Fiscal Year 2022 and beyond (the "Relief Period"). See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT - Summary of Relief Provided by the City to the Airlines, Concessionaires and Rental Car Companies - *Rental Car Companies*" herein for additional information regarding proposed additional relief for rental car companies. The major components of relief provided to concessionaires are:

(a) Suspension of the Minimum Annual Guarantee. The requirement to pay the MAG has been suspended through June 30, 2022. See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT - Summary of Impact of the COVID-19 Pandemic on the Airport" above. Once the Relief Period expires, concessionaires will be required to resume rental payments as outlined in the rental payment section of the original concession agreements, except that the MAG for the period from July 1, 2022 to June 30, 2023 will be equal to the previous twelve months' percentage rent obligation.

(b) Change to Percent of Gross Sales (Percentage Rent). The requirement to pay an agreed-upon percentage of gross sales by each concessionaire was modified. In Fiscal Year 2021, percentage rent was reduced for any month in which the number of enplanements decreased by 15% or more in comparison with the same month of the previous year. Such reduction in the percentage rent obligation of the concessionaires corresponded to the enplanement decreases at their respective concourses. This modification was effective through June 30, 2021. Effective from July 1, 2021 to June 30, 2022, the percentage rent obligation was reduced to 50% of the percentage rent except duty free stores and the foreign currency exchange concession were required to pay 35% of percentage rent as defined in each of the current concession agreements as outlined in the original or amended agreements (except the amendments directly related to or providing COVID-19 relief).

(c) Application of CRRSA Grant Funds and ARP Grant Funds. During the Relief Period, starting July 1, 2021, the percentage rent obligation as detailed above was further reduced by the concessionaires' allocated amount of CRRSA Grant Funds and ARP Grant Funds received by the Airport. Should the absorption occur during the Relief Period, the rent obligation will revert to 50% of the percentage rent obligation as outlined in the original concession agreements.

In Fiscal Year 2023, CRRSA and ARP Grant Funds were credited to the concessionaires in the amounts of $11.5 million and $45.8 million, respectively.

See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT - Federal Aid Related to COVID-19 - *Allocation and Utilization by the City of the COVID-19 Relief Grants*" herein.

(d) Other Relief Provided to Concessionaires. The requirement of each concessionaire to pay storage fees, marketing fees, and parking fees for approximately 400 current parking permit holders was suspended. Each of these fee requirements were reinstated on July 1, 2022, the beginning of Fiscal Year 2023.

(e) Lease Term Extension. The lease terms were initially extended up to 36 months from the respective expiration date of each agreement and were subsequently extended an additional 18 months.

Rental Car Companies. In Fiscal Year 2020, the requirement to pay an agreed-upon minimum rent by each rental car company was temporarily suspended beginning on March 1, 2020 through June 30, 2020. The City Council approved legislation in October 2020 that provided additional relief for rental car companies. The legislation continued to suspend the minimum rental payments for rental car companies from July 1, 2020 through June 30, 2021. In Fiscal Year 2022, each rental car company received rent relief in the amount equal to their respective allocation of the CRRSA Grant Funds.

Impact of COVID-19 on Airline Service

Beginning in March 2020, in response to the decline of travel demand, all passenger airlines reduced or suspended service at the Airport, with nearly all foreign flag carriers suspending passenger operations. As scheduled for June 2020, the number of seats in domestic service was 30.6% of the number in June 2019, and the number of seats in international service was 10.8% of the number in June 2019. Since June 2020, airline service has gradually been restored, but with international service still constrained by international travel restrictions. As quarantine, testing, and other travel restrictions have been relaxed, COVID-19 has become a less important factor affecting airline travel, and by early 2023 domestic airline travel at many U.S. airports had approached or exceeded pre-pandemic levels. For information regarding airline service at the Airport, see "THE AIRPORT" herein and "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT" attached hereto.

Impact of COVID-19 on Passenger Facility Charges (PFCs)

PFCs collected during Fiscal Year 2022 were $185.8 million, which was $95.6 million more than Fiscal Year 2021 collections of $90.2 million. In developing the Fiscal Year 2024 PFC projection, the Department of Aviation assumed a 4% increase in enplanements over Fiscal Year 2023 which results in an expected increase in PFC collections to approximately $203.6 million.

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Sources of Liquidity

As of March 31, 2023, the Department of Aviation had 805 days cash on hand (calculated based upon an unrestricted cash balance of $790.5 million and operating expenses of $358.2 million per the unaudited financial results for the first nine months of Fiscal Year 2023). The following table presents a summary of certain sources of liquidity available to the Department of Aviation as of March 31, 2023, June 30, 2022, June 30, 2021, and June 30, 2020.

Department of Aviation
Sources of Liquidity
(amounts in millions)

	As of June 30, 2020	**As of June 30, 2021**	**As of June 30, 2022**	**As of March 31, 2023**
Unrestricted				
Operating Account(1)	$840.6	$907.2	$753.7	$790.5
Restricted				
Debt Service Reserve Account:				
Outstanding Senior Lien General Revenue Bonds	173.9	149.6	167.4(2)	170.2
Outstanding Hybrid PFC Bonds	93.9	99.6	100.7(2)	103.1
Other Available Funds				
PFC Fund Balance	640.9(3)	561.3(3)	519.1(3)	497.7
Undrawn Available Interim Financing Capacity	592.1(4)	451.2(5)	494.9(5)	682.2
Undrawn COVID-19 Relief Grants(6)	257.6	600.1	427.7	240.0

(1) Includes Renewal and Extension and General Revenue Funds, and operating and renewal reserve.

(2) Amounts on deposit in the Debt Service Reserve Accounts for the Outstanding Senior Lien General Revenue Bonds and the Outstanding Hybrid PFC Bonds as of June 30, 2022 were revised to reflect the actual balances on deposit as reported by the Paying Agent.

(3) PFC Fund Balance reported as of June 30, 2022 and June 30, 2021 was revised to reflect audited financial results for Fiscal Years 2022 and Fiscal Year 2021.

(4) Reflects the aggregate principal amount of undrawn notes under previous commercial paper note and short-term note programs, all of which were retired by the City in Fiscal Year 2020.

(5) As of June 30, 2022, the 2019 Commercial Paper Notes were outstanding in the aggregate principal amount of $455.1 million with $494.9 million of capacity remaining available under the 2019 Commercial Paper Notes. For additional information regarding the outstanding principal amount of the 2019 Commercial Paper Notes, see "OUTSTANDING AIRPORT OBLIGATIONS - Commercial Paper Notes" herein.

(6) See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT - Federal Aid Related to COVID-19 - *Allocation and Utilization by the City of the COVID-19 Relief Grants*" herein.

Source: City of Atlanta, Department of Aviation.

AIRPORT FINANCIAL INFORMATION

General

The following is a presentation of historical revenues and expenses of the Department of Aviation on a cash basis (converted from accrual to cash basis) for the last five Fiscal Years. The cash basis statement of debt service coverage for the Outstanding Senior Lien General Revenue Bonds and the Outstanding Hybrid PFC Bonds for Fiscal Years 2018 through 2022 is presented under the caption "Historical Debt Service Coverage" below. The historical Airline landing fees, terminal rentals, and other charges paid by the passenger airlines serving the Airport and the total of all such Airline payments per enplaned passenger for Fiscal Years 2018 through Fiscal Year 2022 is presented under the caption "Historical Airline Payments" below. The revenues and expenses of the Department of Aviation for Fiscal Year 2022, Fiscal Year 2021, Fiscal Year 2019, respectively, are presented under the caption "Analysis of Airport Operations" below. All of the foregoing cash basis information should be read in conjunction with the accrual basis financial statements of the Department of Aviation. See "APPENDIX B - DEPARTMENT OF AVIATION FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED JUNE 30, 2022 AND JUNE 30, 2021" attached hereto.

Historical revenues at the Airport were disrupted by the COVID-19 pandemic beginning in February 2020 and certain revenues were further impacted by the relief provided by the City to the Airlines, concessionaires, and rental car companies. See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT" herein.

Historical Revenues and Expenses

Operating Revenues and Expenses (Cash Basis). Operating revenues of the Airport are generally categorized as Airline revenues or non-airline revenues. Airline revenues consist of payments received from Airlines for landing fees, terminal rentals, reimbursed expenses and other service-related revenues. Non-airline revenues are derived from terminal concessions (which include passenger terminal retail, food and beverage sales and services), automobile parking, rental cars, ground transportation, building rentals, ground rentals and certain other revenues. Expenses are comprised of salaries and wages, repairs and maintenance, utility costs, materials and supplies, professional services and other operating costs, and are presented in the following table within their functional activities.

The following tables present a summary of the operating revenues and expenses of the Department of Aviation on a cash basis (converted from accrual to cash basis) for the last five Fiscal Years. The revenue and expenses are presented by income and cost centers and reflect the Department of Aviation's unaudited accrual basis of maintaining its books during each such Fiscal Year and a post-audit single-line conversion to cash basis at the end of each such Fiscal Year. The conversion amounts are consistent with the requirements of the Master Bond Ordinance for the respective Fiscal Years. Because the audited financial statements of the Department of Aviation are presented on an accrual basis in compliance with GAAP where revenues are recognized when earned and expenses recognized when incurred, the terms and amounts in the following cash basis presentation may not agree with certain portions of the audited financial statements of the Department of Aviation.

Historical Revenue and Expenses
Cash Basis: Conversion from Accrual to Cash Basis[(1)(2)]
Fiscal Years Ended June 30
(Unaudited)
(amounts in thousands)

(continued on next page)

	2018	2019	2020[(3)]	2021[(3)]	2022[(3)]
Landing Fees					
Signatory	$ 34,138	$ 52,625	$ 37,866	$ 36,183	-[(4)]
Nonsignatory and Other	276	424	419	490	$ 181
Total Landing Fees	$ 34,414	$ 53,049	$ 38,285	$ 36,673	$ 181
CPTC Rentals					
Central Terminal Building and Apron	$180,304	$225,901	$176,148	$153,891	$111,163
Central Terminal Tenant Finishes	23,314	5,943	5,952	5,943	5,940
Airline Credits	(108,255)	(123,505)	(82,307)	(48,502)	(68,825)
Total CPTC Rentals	$ 95,363	$108,339	$ 99,793	$111,332	$ 48,278
CPTC Cost Recoveries[(5)]					
Operations Charge	$ 6,067	-	-	-	-
Automated Guideway Transit System	4,097	-	-	-	-
MHJIT O&M	105	-	-	-	-
Insurance Premium Reimbursement	540	-	-	-	-
Total CPTC Cost Recoveries	$ 10,809	-	-	-	-
Concession Revenues					
Terminal Concessions	$115,989	$121,060	$ 87,887	$ 28,539	$ 33,491
Communication Services and Other	1,325	1,326	1,315	1,300	1,309
Parking	147,609	147,410	107,378	65,807	148,382
Car Rentals	42,010	43,607	32,001	33,423	45,636
Ground Transportation	9,952	12,230	9,941	5,243	9,761
Total Concession Revenues	$316,885	$325,633	$238,522	$134,312	$238,579
Other Revenues					
Landside rentals	$ 8,475	$ 8,358	$ 7,094	$ 7,160	$ 6,805
Airside Rentals	41,008	43,173	40,925	42,117	55,261
Other Income	5,158	12,902	1,856	2,714	9,818
Total Other Revenues	$ 54,641	$ 64,433	$ 49,875	$ 51,992	$ 71,884
Non-Airline Cost Recoveries					
Sky Train and Rental Car Center	$ 7,382	$ 7,901	$ 7,443	$ 8,375	$ 9,253
Rental Car Center O&M	5,983	9,152	8,400	11,786	11,182
Total Non-Airline Cost Recoveries	$ 13,365	$ 17,053	$ 15,843	$ 20,161	$ 20,435
Revenues	$525,477	$568,507	$442,318	$354,470	$379,357
Accrual to Cash Basis Adjustment	8,332	33,763	(31,664)	23,409	4,190
Total Operating Revenues (Cash Basis)	$533,809	$602,270	$410,654	$377,879	$383,547

(1) Totals may not add due to rounding.
(2) Certain amounts previously reported may have been reclassified in order to be consistent with the current year presentation.
(3) Historical revenues and expenses at the Airport were disrupted by the COVID-19 pandemic beginning in February 2020. See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT" herein.
(4) The Fiscal Year 2022 rates and charges eliminated all landing fees for Signatory Airlines in Fiscal Year 2022. See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT - Summary of Relief Provided by the City to the Airlines, Concessionaires and Rental Car Companies - Airlines" herein.
(5) Effective October 1, 2017 (during Fiscal Year 2018), the Airport Use and Lease Agreement rates and charges include only landing fees and terminal rentals. Fiscal Year 2019 was the first full year under the Airport Use and Lease Agreement and the CPTC Cost Recoveries category was phased out beginning in Fiscal Year 2019.
(6) Includes amounts from construction in progress reconciliation as reported by the Department of Aviation.
(7) Adjustment for major maintenance expenditures reflects modifications presented in Material Event Notice dated November 21, 2014.
(8) The City was awarded $738.5 million of COVID-19 Relief Grants for the Airport. During Fiscal Years 2020 to 2022, the Department of Aviation utilized a total of $138.6 million of the COVID-19 Relief Grants to reimburse eligible operating expenses and $230.9 million to reimburse eligible General Revenue Bonds debt service. COVID-19 Relief Grants used for reimbursement of operating expenses are reflected as an adjustment to Net Revenues. The balance of the COVID-19 Relief Grants was utilized in Fiscal Year 2023. See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT - Federal Aid Related to COVID-19 - *Allocation and Utilization by the City of the COVID-19 Relief Grants*" herein.
(9) As reported in the financial records of the City. The above presentation includes investment earnings on the Operating Fund and the Renewal and Extension Fund only. Earnings exclude unrealized gains.

Historical Revenue and Expenses
Cash Basis: Conversion from Accrual to Cash Basis[(1)(2)]
Fiscal Years Ended June 30
(amounts in thousands)

(continued from previous page)

	2018	2019	2020[(3)]	2021[(3)]	2022[(3)]
Expenses					
Administration	$ 70,724	$ 87,843	$ 89,276	$ 95,685	$ 95,430
Operations & Security	31,366	35,339	38,173	32,929	34,430
AGTS Maintenance	22,002	22,193	21,808	22,216	22,203
Building Maintenance	6,321	6,010	7,538	9,508	6,979
Rental Car Center Operations	5,589	6,396	5,545	8,724	8,652
SkyTrain	6,902	7,552	6,580	8,568	9,432
Parking Operations	33,554	34,560	32,455	21,258	34,786
Airfield Maintenance	17,502	19,545	21,979	25,567	27,144
Fire Services	27,258	27,631	24,463	27,856	28,987
Police Services	18,654	23,415	24,833	24,028	24,993
Other City Departments	13,738	10,620	8,335	9,651	9,447
Nondepartmental	17,028	13,421	14,815	6,989	(20,403)
Planning & Development	32,868	21,664	27,404	25,642	26,785
Expenses	$303,506	$316,189	$323,202	$318,622	$308,865
Accrual to Cash Basis Adjustment	(21,784)	21,894	12,909	8,594	36,820
Total Operating Expenses (Cash Basis)[(6)]	$281,722	$338,083	$336,111	$327,216	$345,685
Adjustment:					
Expenditures (Planning and Development)[(7)]	$ 32,868	$ 21,664	$ 27,404	$ 25,642	$ 26,785
Expenses Paid from CARES Grant Funds[(8)]	-	-	34,836	10,561	93,237
Net Operating Revenues (Cash Basis)	$284,955	$285,851	$136,783	$ 86,866	$157,884
Investment Income[(9)]	$ 15,311	$ 17,189	$ 17,218	$ 9,386	9,501
Net Revenues	$300,266	$303,040	$154,001	$ 96,252	$167,385

(1) Totals may not add due to rounding.

(2) Certain amounts previously reported may have been reclassified in order to be consistent with the current year presentation.

(3) Historical revenues and expenses at the Airport were disrupted by the COVID-19 pandemic beginning in February 2020. See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT" herein.

(4) The Fiscal Year 2022 rates and charges eliminated all landing fees for Signatory Airlines in Fiscal Year 2022. See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT - Summary of Relief Provided by the City to the Airlines, Concessionaires and Rental Car Companies - Airlines" herein.

(5) Effective October 1, 2017 (during Fiscal Year 2018), the Airport Use and Lease Agreement rates and charges include only landing fees and terminal rentals. Fiscal Year 2019 was the first full year under the Airport Use and Lease Agreement and the CPTC Cost Recoveries category was phased out beginning in Fiscal Year 2019.

(6) Includes amounts from construction in progress reconciliation as reported by the Department of Aviation.

(7) Adjustment for major maintenance expenditures reflects modifications presented in Material Event Notice dated November 21, 2014.

(8) The City was awarded $738.5 million of COVID-19 Relief Grants for the Airport. During Fiscal Years 2020 to 2022, the Department of Aviation utilized a total of $138.6 million of the COVID-19 Relief Grants to reimburse eligible operating expenses and $230.9 million to reimburse eligible General Revenue Bonds debt service. COVID-19 Relief Grants used for reimbursement of operating expenses are reflected as an adjustment to Net Revenues. The balance of the COVID-19 Relief Grants was utilized in Fiscal Year 2023. See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT - Federal Aid Related to COVID-19 - *Allocation and Utilization by the City of the COVID-19 Relief Grants*" herein.

(9) As reported in the financial records of the City. The above presentation includes investment earnings on the Operating Fund and the Renewal and Extension Fund only. Earnings exclude unrealized gains.

Source: City of Atlanta, Department of Aviation.

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Historical Debt Service Coverage

Outstanding Senior Lien General Revenue Bonds. The following table presents, on a cash basis of accounting, the historical debt service coverage for the Outstanding Senior Lien General Revenue Bonds for Fiscal Years 2018 through 2022. The table sets forth for the Fiscal Years indicated: (a) total Revenues, (b) total Operating Expenses, (c) adjustment for major maintenance expenses, (d) Net Revenues available for debt service, (e) Debt Service Requirements on General Revenue Bonds, (f) the debt service on General Revenue Bonds paid from PFC Revenues, (g) the debt service on General Revenue Bonds paid from Net Revenues, and (h) the debt service coverage on General Revenue Bonds paid from Net Revenues, each computed as required under the Bond Ordinance.

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Historical Debt Service Coverage
General Revenue Bonds Cash Basis, Unaudited[1]
Fiscal Years Ended June 30
(dollars in thousands)

	2018	2019	2020[2]	2021[2]	2022[2][3]
Revenues:					
Operating Revenues - Receipts from Customers and Tenants	$533,809	$602,270	$410,654	$377,879	$383,547
Investment Income[4]	15,311	17,189	17,218	9,386	9,501
Total Revenues	$549,120	$619,459	$427,872	$387,265	$393,048[5]
Operating Expenses:					
Payments to Suppliers for Goods and Services	$184,925	$236,658	$232,581	$215,791	$230,379
Payments to or on behalf of Employees	96,797	101,425	103,530	111,425	115,306
Total Operating Expenses	$281,722	$338,083	$336,111	$327,216	$345,685
Adjustment: Major Maintenance Expenditures - Planning and Development[6]	$ 32,868	$ 21,664	$ 27,404	$ 25,642	$ 26,785
Adjustment: Expenses paid from CARES Grant Funds[7]	-	-	34,836	10,561	93,237
Net Revenues	$300,266	$303,040	$154,001	$ 96,252	$167,385
General Revenue Bond Debt Service Requirements	$167,964	$168,449	$171,957	$136,262	$ 91,535
General Revenue Bond Debt Service paid from PFC Revenues[8]	25,310	26,480	25,583	8,342	8,600
General Revenue Bond Debt Service paid from CARES Grant Funds[7]	-	-	46,045	101,890	82,935
General Revenue Bond Debt Service paid from Net Revenues	$142,654	$141,969	$100,329	$26,030	-
Debt Service Coverage on General Revenue Bonds paid from Net Revenues	2.10	2.13	1.53	3.70	N/A

(1) The information presented in this table is included as part of the unaudited statistical section in the 2022 Annual Comprehensive Financial Report, which is available through EMMA.

(2) Historical revenues and expenses at the Airport were disrupted by the COVID-19 pandemic beginning in February 2020. See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT" herein.

(3) In Fiscal Year 2022, COVID-19 Relief Grants were used to offset all debt service requirements, therefore no net revenues were used to pay debt service.

(4) As reported in the financial records of the Department of Aviation. For purposes of the calculation of the debt service coverage, the above presentation includes investment earnings on the Operating Fund and the Renewal and Extension Fund only. Earnings exclude unrealized gains and losses.

(5) Excludes $11.46 million of CRRSA Grant Funds, which were used to reduce the percentage rent obligation for concessionaires. See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT - Federal Aid Related to COVID-19 - *Allocation and Utilization by the City of the COVID-19 Relief Grants*" herein.

(6) Adjustment for major maintenance expenditures reflects modification presented in Material Event Notice dated November 21, 2014.

(7) The City was awarded $738.5 million of COVID-19 Relief Grants for the Airport. During Fiscal Years 2020 to 2022, the Department of Aviation utilized a total of $138.6 million of the COVID-19 Relief Grants to reimburse eligible operating expenses and $230.9 million to reimburse eligible General Revenue Bonds debt service. COVID-19 Relief Grants used for reimbursement of operating expenses are reflected as an adjustment to Net Revenues. The balance of the COVID-19 Relief Grants was utilized in Fiscal Year 2023. See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT - Federal Aid Related to COVID-19 - *Allocation and Utilization by the City of the COVID-19 Relief Grants*" herein.

(8) In Fiscal Years 2018 through 2022, PFC funds were applied to pay debt service on General Revenue Bonds for related debt on the 5th runway.

Source: City of Atlanta, Department of Aviation.

Outstanding Hybrid PFC Bonds. The following table presents the historical debt service coverage, presented on a cash basis of accounting, for the Outstanding Hybrid PFC Bonds for Fiscal Years 2018 through 2022, calculated pursuant to the requirements of the Master Bond Ordinance. The table sets forth for the Fiscal Years indicated (a) the PFC Revenues, (b) the Debt Service Requirements for Outstanding Hybrid PFC Bonds, (c) the Outstanding Hybrid PFC Bond debt service paid from General Revenues, (d) the Outstanding Hybrid PFC Bond debt service paid from PFC Revenues, and (e) the debt service coverage on Outstanding Hybrid PFC Bonds paid from PFC Revenues, each computed as required under the Bond Ordinance.

Historical Debt Service Coverage
Outstanding Hybrid PFC Bonds Cash Basis, Unaudited
Fiscal Years Ended June 30
(dollars in thousands)

	2018	2019	2020[1]	2021[1]	2022[1]
PFC Collections	$202,508	$208,895	$179,196	$82,609	$175,500
Investment Earnings[2][3]	14,033	13,849	16,701	14,248	14,880
PFC Revenues	$216,541	$222,744	$195,897	$96,857	$190,380
Debt Service Requirements for Outstanding Hybrid PFC Bonds[3][4]	$ 69,916	$ 69,918	$120,508[5]	$53,795	$ 78,792
Outstanding Hybrid PFC Bond Debt Service paid from General Revenues	-	-	-	-	-
Outstanding Hybrid PFC Bond Debt Service paid from PFC Revenues	$ 69,916	$69,918	$120,508[5]	$53,795	$ 78,792
Debt Service Coverage on Outstanding Hybrid PFC Bonds paid from PFC Revenues	3.10	3.19	1.63[5]	1.80	2.42

(1) Historical PFC revenues at the Airport were disrupted by the COVID-19 pandemic beginning in February 2020. See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT" herein.
(2) Fiscal Years 2018 through 2022 are reported earnings from the Department of Aviation audited financial statements. Earnings exclude unrealized gains and losses.
(3) Calculated per the requirements of the Bond Ordinance.
(4) Fiscal Year 2020 includes a $25 million prepayment of the debt service payments due in Fiscal Year 2021, which is excluded from Fiscal Year 2021 for purposes of calculating debt service coverage.
(5) Information for Fiscal Year 2020 was revised to include a debt service payment that was previously omitted.

Source: City of Atlanta, Department of Aviation.

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Historical Airline Payments

The following table presents historical Airline landing fees, terminal rentals, and other charges paid by the passenger airlines serving the Airport and summarizes the total of all such Airline payments per enplaned passenger for Fiscal Years 2018 through 2022. For additional information regarding historical Airline landing fees, terminal rentals, and other charges paid by the passenger airlines serving the Airport, see "INFORMATION CONCERNING GENERAL REVENUES AND PFC REVENUES - General Revenues" herein.

Historical Airline Payments per Enplaned Passenger Paid to the City
Accrual Basis, Unaudited[1]
Fiscal Years Ended June 30
(dollars and passengers in thousands except per passenger rates)

	2018	2019	2020[2]	2021[2]	2022[2][3]
Landing fees	$ 34,414	$ 53,049	$ 38,285	$ 36,673	$ 181[4]
Less: Landing fees paid by all-cargo and non-Signatory Airlines	(2,001)	(2,628)	(2,815)	(3,379)	(181)
Subtotal	$ 32,413	$ 50,421	$ 35,470	$ 33,294	$ -
CPTC rentals	$213,148	$231,844	$182,100	$159,834	$117,103
Less: Airline credits	(108,255)	(123,505)	(82,307)	(48,502)	(68,825)
Less: Non-aeronautical CPTC rentals	(10,798)	(5,493)	(2,928)	(2,295)	(1,564)
Subtotal	$ 94,095	$102,846	$ 96,865	$109,038	$ 46,714
CPTC cost recoveries[5]	$ 10,809	-	-	-	-
Total	$137,317	$153,267	$132,335	$142,332	$ 46,714
Enplaned passengers[6]	52,562	54,532	39,748	24,928	44,861
Airline payments per enplaned passenger	$2.61	$2.81	$3.33	$5.71	$1.04

(1) Certain amounts previously reported have been reclassified in order to be consistent with the current year presentation.
(2) Historical airline landing fees, terminal rentals, and other charges paid by the passenger airlines serving the Airport were disrupted by the COVID-19 pandemic beginning in February 2020. See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT" herein.
(3) During Fiscal Year 2022, airline rates and charges were lower due to COVID-19 relief grants being used to offset expenses normally paid from airline rates and charges.
(4) The Fiscal Year 2022 rates and charges eliminated all landing fees for Signatory Airlines in Fiscal Year 2022. See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT - Summary of Relief Provided by the City to the Airlines, Concessionaires and Rental Car Companies - Airlines" herein.
(5) Effective October 1, 2017 (during Fiscal Year 2018), the Airport Use and Lease Agreement rates and charges include only landing fees and terminal rentals. Fiscal Year 2019 was the first full year under the Airport Use and Lease Agreement and the CPTC Cost Recoveries category will be phased out going forward.
(6) Information regarding enplaned passengers for Fiscal Year 2021 was revised and reissued in March 2022.

Source: City of Atlanta, Department of Aviation.

In addition to the above payments, each Airline is responsible for maintaining its exclusive leased premises and for paying the pro-rata share of the costs of maintaining circulation and support space, as defined in the Airport Use and Lease Agreement or joint leased premises as defined in prior airline agreements. The CPTC is operated and maintained on behalf of the contracting airlines by AATC, a company established by the Airlines for that purpose. CPTC operating and maintenance expenses incurred by AATC are paid directly by the Airlines and are not recorded as expenses by the Department of Aviation.

The City contracts management, operation and maintenance of all common-use terminal facilities at the Airport to TBI pursuant to the TBI Common Use Facilities Agreement. Such common use facilities are primarily comprised of the international terminal complex and its 40 common use gates, and also include non-Delta domestic baggage claim, domestic common use ticket counters, and domestic common use gate. Under the TBI Common Use Facilities Agreement, TBI acts as the City's agent for the oversight and day-to-day management and operations of the common use facilities. TBI also collects user fees from the Airlines that utilize the common use facilities pursuant to a methodology based upon the recapture of the operating expenses of TBI and the collection of terminal rentals on behalf of the City. In addition to reimbursement of all reasonable direct operating expenses through user fees, TBI is paid a flat management fee of up to $1.7 million per year (a base rate of $1.4 million and 6% of the expenses of any additional projects, up to the max fee). The operating and maintenance expenses incurred by TBI, and its management fee, are not recorded as expenses by the Department of Aviation.

In Fiscal Year 2020, Airline payments per enplaned passenger to the City averaged $3.33, Airline payments per enplaned passenger to TBI averaged $0.68 and Airline payments per enplaned passenger to AATC averaged $2.04, for an all-in Airline payment per enplaned passenger of $6.05.

In Fiscal Year 2021, Airline payments per enplaned passenger to the City averaged $5.71, Airline payments per enplaned passenger to TBI averaged $0.81 and Airline payments per enplaned passenger to AATC averaged $3.73, for an all-in Airline payment per enplaned passenger of $10.25.

In Fiscal Year 2022, Airline payments per enplaned passenger to the City averaged $1.04, Airline payments per enplaned passenger to TBI averaged $0.49 and Airline payments per enplaned passenger to AATC averaged $2.16, for an all-in Airline payment per enplaned passenger of $3.69.

Analysis of Airport Operations

The following represents management of the Department of Aviation's discussion and analysis of results of operations at the Airport. The discussion presented below references financial information presented in the table entitled "Historical Revenue and Expenses" under "AIRPORT FINANCIAL INFORMATION - Historical Revenues and Expenses" herein. During Fiscal Years 2023, 2022, 2021, and 2020, the Department of Aviation used COVID-19 Relief Grant Funds of $256.6 million, $93.2 million, $10.6 million and $34.8 million for operating expenses, respectively. Any discussion in this section related to year-over-year performance of operating expenses excludes CARES Grant Funds used for reimbursement of operating expenses in order to ensure a meaningful comparison of operating expenses. CARES Grant Funds used for reimbursement of operating expenses are reflected as an adjustment to Net Revenues. Additionally, historical revenues at the Airport were disrupted by the COVID-19 pandemic beginning in February 2020 and certain revenues were further impacted by the relief provided by the City to the Airlines, concessionaires, and rental car companies. See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT" herein.

Operating Results for Fiscal Year 2022 versus Fiscal Year 2021 (Unaudited Cash Basis Converted from Accrual to Cash Basis). For Fiscal Year 2022, the Department of Aviation reported operating revenues of approximately $383.5 million compared to approximately $377.9 million for Fiscal Year 2021. The increase of approximately $5.6 million in operating revenues in Fiscal Year 2022 was the result of increased passenger traffic throughout the year as the demand for air travel increased and the Airport continued to recover from the COVID-19 pandemic.

Total operating expenses for Fiscal Year 2022 and Fiscal Year 2021 were approximately $345.7 million and $327.2 million, respectively. The approximately $18.5 million increase in operating expenses for the full Fiscal Year 2022 relates to increases in parking operations, operations and security, and maintenance expenses.

In addition to the operating results for Fiscal Year 2022, the Department of Aviation continues to report considerable cash reserves. As of June 30, 2022, the Department of Aviation held net unrestricted cash balances of $753.7 million as compared to $907.2 million as of June 30, 2021.

Operating Results for Fiscal Year 2022 versus Fiscal Year 2019 (Unaudited Cash Basis Converted from Accrual to Cash Basis). For Fiscal Year 2022, the Department of Aviation reported operating revenue of $383.5 million compared to $602.3 million for Fiscal Year 2019. The decrease of $218.7 million was a direct result of the impact of the COVID-19 pandemic on the operations of the Airport during Fiscal Year 2022. See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT" herein.

Total operating expenses for Fiscal Year 2022 and Fiscal Year 2019 equaled $345.7 million and $338.1 million, respectively. The $7.6 million increase in operating expenses relates to increases in general administrative and maintenance expenses.

Net operating revenue for Fiscal Year 2022 and Fiscal Year 2019 totaled $167.4 million and $303.0 million, respectively, a decrease of $135.6 million over this time frame.

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Unaudited Nine-Month Period Ended March 31, 2023. The Department of Aviation's total operating revenue for the nine-month period ended March 31, 2023 increased by $61.6 million or 20.9% compared to the nine-month period ended March 31, 2022. The increase is primarily due to increased passenger traffic as recovery continues from the COVID-19 pandemic.

	March Year to Date Fiscal Year 2023	March Year to Date Fiscal Year 2022	% Change
Operating revenue (in thousands):			
Landing fees	$ 21,212	$ 139[1]	15,118.1%[1]
Terminal rentals	64,173	57,638	11.3
Non-Airline revenues	271,094	237,091	14.3
Total operating revenues	$356,479	$294,868	20.9

[1] The Fiscal Year 2022 rates and charges eliminated all landing fees for Signatory Airlines in Fiscal Year 2022. See "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT - Summary of Relief Provided by the City to the Airlines, Concessionaires and Rental Car Companies - Airlines" herein.

The Department of Aviation's total operating expenses increased by $25.8 million or 11.6% for the nine-month period ended March 31, 2023 compared to the nine-month period ended March 31, 2022. Passenger growth and demand as recovery from the pandemic continues plus additional emphasis on security and customer service are driving increases in parking, airport operations, information technology and public safety expenses.

	March Year to Date Fiscal Year 2023	March Year to Date Fiscal Year 2022	% Change
Expenses (in thousands):			
Total operating expenses	$247,783	$221,993	11.6%

Fiscal Year 2024 Budget

On June 20, 2023, the City Council adopted the Mayor's proposed budget for Fiscal Year 2024, which includes certain information regarding the Department of Aviation (the "Fiscal Year 2024 Budget"). The Fiscal Year 2024 Budget will be available on the City's website.

Infrastructure Investment and Jobs Act

The federal Infrastructure Investment and Jobs Act of 2021, usually referred to as the Bipartisan Infrastructure Law (the "BIL") was approved by the United States Congress and signed by the President on November 15, 2021. The BIL provides approximately $20 billion in grants for airport infrastructure development over the five years 2022 through 2026.

Up to approximately $2.9 billion per year of the BIL funds is being awarded to primary airports as Airport Infrastructure Grants ("AIG"), allocated on the same basis as AIP entitlement grants. The City expects to be allocated approximately $92.5 million per year in AIG grants for the Airport. Such grants will be for the standard AIP federal match (up to 75% of costs for most projects) and may be used for approved projects meeting PFC eligibility criteria (except that the grants may not be used to pay debt service). The City intends to use $400.0 million of its AIG grants for certain of the projects in the Capital Plan to 2029.

An additional approximately $1.0 billion per year will be provided in grants under the Airport Terminal Program ("ATP") provisions of the BIL, with up to 55% going to large hub airports. The federal share is 80%. ATP grants are being awarded at the FAA's discretion following a competitive application process. PFC eligibility criteria apply and priorities for the ATP grants include replacing aging and inadequate facilities, increasing capacity, and facilitating airline competition. The City has applied for ATP grant funding for projects to add domestic gates at Ramp 6 North and upgrade terminal restrooms, all of which the City believes meet the ATP priorities. ATP grant funding of $230.0 million was assumed for the Capital Plan to 2029.

CAPITAL PLAN TO 2029

As part of the Airport Use and Lease Agreement, the City and the Signatory Airlines, agreed upon the Approved Projects, which constitute a $6.16 billion (in July 2014 dollars) capital improvement plan through Fiscal Year 2035, as well as a funding plan for the Approved Projects. For a description of the projects included in the Approved Projects and other Airline-funded projects, see "SUMMARY OF CERTAIN PROVISIONS OF THE AIRPORT USE AND LEASE AGREEMENT AND THE RATE MAKING METHODOLOGY - Approved Projects" herein.

The City developed the Capital Plan to 2029, an approximately $10.6 billion capital improvement plan at the Airport which the City expects to fund through Fiscal Year 2029. The Capital Plan to 2029 includes on-going and future projects in varying stages of execution, and the Airport has already received approval from the airlines, where required, for certain of these projects. The actual timing of construction or implementation of projects will depend on the achievement of forecast demand or other justification of need, and the receipt of required environmental and other regulatory approvals. The City intends to fund the Capital Plan to 2029, with a combination of the proceeds of Bonds, federal grants-in-aid, PFC Revenues, CFC Revenues, commercial paper notes, and other Airport funds.

The Capital Plan to 2029 is subject to frequent review and modification based on expected funding priorities of the Airport. The City will continue to actively assess and manage its capital needs and potential impacts of the COVID-19 pandemic to determine any necessary modifications to the Capital Plan to 2029 as necessary to accommodate evolving priorities with respect to demand-driven traffic activity, operational needs of the Airport, and other factors, which could result in increases or decreases to the costs of the Capital Plan to 2029, or extend or accelerate the timing to complete certain elements of the Capital Plan to 2029. Any revisions to the Capital Plan to 2029 will reflect a careful balancing by the City of imperatives related to accommodating evolving priorities with respect to demand-driven traffic activity, operational needs of the Airport, and sound financial management of the Department of Aviation's available revenues and debt capacity.

See "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRPORT FACILITIES AND CAPITAL PLAN - Capital Improvement Plan - Capital Plan to 2029" attached hereto.

REPORT OF THE AIRPORT CONSULTANT AND RATE COVENANT FORECAST

In connection with the proposed issuance of the Series 2023 Bonds, the City retained LeighFisher (the "Airport Consultant") to prepare the Report of the Airport Consultant attached hereto as APPENDIX A. The Report of the Airport Consultant provides, among other things, a summary of the funding plan for the Capital Plan to 2029, analyses of historical airline service and passenger traffic, analyses of historical Airport revenues and expenses, and financial forecasts demonstrating the sufficiency of Net General Revenues and PFC Revenues, as applicable, to pay the Debt Service Requirements of the General Revenue Bonds and Hybrid Bonds set forth in the Report of the Airport Consultant, including but not limited to the Series 2023 Bonds and, when and if issued, the Series 2023 Forward Delivery Hybrid PFC Refunding Bonds, the Planned 2024-2029 General Revenue Bonds and the Planned 2024 Hybrid PFC Bonds, while meeting the debt service coverage requirements of the rate covenant under the Bond Ordinance. The forecasts through Fiscal Year 2030 (the "Forecast Period") are based upon assumptions and estimates concerning future events and circumstances, as set forth in the Report of the Airport Consultant, which the City believes to be reasonable. The Report of the Airport Consultant is included herein in reliance upon the knowledge and experience of the Airport Consultant as airport consultants. **The Report of the Airport Consultant should be read in its entirety for an understanding of the assumptions and rationale underlying the financial forecasts.** See "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT" attached hereto.

See the tables entitled "Exhibit F - Application of PFC Revenues and Debt Service Coverage" and "Exhibit G - Application of General Revenues and Debt Service Coverage" in the Report of the Airport Consultant attached hereto as APPENDIX A for the forecast financial results of the Airport through the Forecast Period. The forecast indicates compliance with the rate covenant under the Bond Ordinance for each Fiscal Year of the Forecast Period.

CERTAIN FACTORS AFFECTING THE AIRPORT AND THE AIR TRANSPORTATION INDUSTRY AND OTHER CONSIDERATIONS

General

The information in this section describes certain factors affecting the Airport and the air transportation industry and other considerations which may impact the payment of or security for the Series 2023 Bonds and any other Bonds outstanding under the Bond Ordinance. The following discussion is not meant to be an exhaustive list of the factors affecting the Airport and the air transportation industry and other considerations which may impact the payment of or security for the Series 2023 Bonds and does not necessarily reflect the relative importance of the various factors and considerations.

In addition, there can be no assurance that other factors or considerations not discussed herein will not become relevant or material in the future. Investors are advised to consider the following factors along with all other information described in this Official Statement or incorporated by reference herein when evaluating the Series 2023 Bonds.

Public Health Concerns and COVID-19 Pandemic

Public health concerns and associated restrictions on travel periodically reduce airline travel demand to and from various parts of the world. Examples are Severe Acute Respiratory Syndrome (SARS) in 2002-2003, the H1N1 influenza virus in 2009, Middle East Respiratory Syndrome (MERS) in 2013, Ebola Virus Disease (EVD) in 2014-2016, and the Zika virus in 2016-2017. In all these historical examples, reductions in airline travel were geographically localized and fairly short-lived, with travel soon recovering to pre-health-scare trends.

By comparison, the COVID-19 pandemic has had far more serious and widespread effects on airline travel worldwide. In late 2019, the highly contagious novel coronavirus that causes the COVID-19 respiratory illness emerged, soon spreading through most of the world. COVID-19 was declared a global pandemic by the World Health Organization in March 2020.

In May 2023, the U.S. Department of Health and Human Services declared an end to the federal government's COVID-19 public health emergency measures. Nonetheless, until governments and public health authorities are able to contain the spread of the disease and its variants worldwide, COVID-19 will continue to affect some, particularly international, airline travel.

Questions also remain about how some determinants of air travel demand may not return to those existing pre-pandemic. Some observers expect that there will be permanent reductions in some business travel for in-person meetings as a result of the widespread adoption of videoconferencing during the pandemic. Many companies have reduced travel by their employees and thereby achieved cost savings that may become a permanent feature of their financial operations. Offsetting that effect, there may be an increase in travel by workers who relocated during the pandemic and work remotely, and who need regularly to visit a central office location. Remote working and travel for a combination of business and leisure purposes are also changing travel demand patterns.

For additional information regarding the COVID-19 pandemic, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Key Factors Affecting Future Airline Traffic - Public Health Concerns and COVID-19 Pandemic" attached hereto.

For a discussion of the impact of the COVID-19 pandemic on the operations of the Airport and the revenues and expenditures of the Department of Aviation, see "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT" herein.

Historical Socioeconomic Indicators

In general, the population and economy of an airport service region are the primary determinants of originating passenger numbers at an airport serving that region. Connecting passenger numbers are primarily determined by airline decisions to provide connecting service at an airport.

For information regarding historical socioeconomic indicators, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - ECONOMIC BASIS FOR AIRLINE TRAFFIC DEMAND - Historical Socioeconomic Indicators" attached hereto.

Economic Outlook for the U.S. and the Atlanta MSA

The economic outlook for the Atlanta MSA generally depends on the same factors as those for the nation. In the Atlanta MSA, the potential for increased economic activity is seen by economists as particularly high in trade, transportation, education, health care, and other services.

For additional information regarding the economic outlook for the U.S. and the Atlanta MSA, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - ECONOMIC BASIS FOR AIRLINE TRAFFIC DEMAND - Economic Outlook" attached hereto.

National Economic Conditions

Historically, airline passenger traffic nationwide has correlated closely with the state of the U.S. economy and levels of real disposable income. Recessions in the U.S. economy in 2001, 2008-2009, and 2020, and associated high unemployment, reduced discretionary income and airline travel demand.

The 2020 economic recession brought about by the COVID-19 pandemic and the related government actions to contain the spread of the disease were short-lived but caused the largest ever decrease in real GDP (31.2% in the second quarter of 2020), with an associated sharp increase in unemployment. The second quarter decrease was followed by strong GDP growth in the third and fourth quarters, with GDP in the fourth quarter of 2020 at close to the pre-pandemic level. Economic recovery continued in 2021 and 2022. GDP for 2021 increased 5.9% over 2020 and for 2022 increased 1.9% over 2021.

Future increases in domestic passenger traffic at the Airport will depend on the continuation of national economic growth.

For additional information regarding national economic conditions, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Key Factors Affecting Future Airline Traffic - National Economic Conditions" attached hereto.

International Economic and Geopolitical Conditions

International passenger traffic at U.S. airports is influenced by the globalization of business, international trade and tourism, international economics, trade balances, currency exchange rates, government policies, and geopolitical relationships. Concerns about hostilities, terrorist attacks, other perceived security risks, and associated travel restrictions also affect travel demand to and from particular international destinations from time to time.

Future increases in international passenger traffic at the Airport will partly depend on global economic growth, a stable and secure travel environment, and government policies that do not unreasonably restrict or deter travel.

Russia's invasion of Ukraine in February 2022 and the continuing war have caused catastrophic destruction, loss of life, and a humanitarian and refugee crisis in eastern Europe. The invasion prompted the United States, the European Union, and other nations to impose economic and financial sanctions that are causing economic disruption beyond Russia's and Ukraine's borders by contributing to increased energy and commodity prices, worsened inflation, disrupted international commerce, and slowed economic growth.

See "CERTAIN FACTORS AFFECTING THE AIRPORT AND THE AIR TRANSPORTATION INDUSTRY AND OTHER CONSIDERATIONS - Availability and Price of Aviation Fuel" below.

See also, "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Key Factors Affecting Future Airline Traffic - International Economic and Geopolitical Conditions " attached hereto.

Financial Health of the Airline Industry

The number of passengers using the Airport will depend partly on the profitability of the U.S. airline industry and the associated ability of the industry and individual airlines to make the necessary investments to provide service.

In response to the pandemic-induced losses, airlines took various actions to reduce costs and maintain liquidity, including reducing staffing, accelerating the retirement of older aircraft, and deferring the acquisition of new aircraft.

Recovering from the effects of the pandemic and regaining sustained industry profitability will depend on, among other factors, economic growth to support airline travel demand, stable fuel prices, and the ability of airlines to hire and retain enough qualified employees, particularly pilots and mechanics, and acquire enough aircraft to support increased flight operations.

For additional information regarding the financial health of the airline industry, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Key Factors Affecting Future Airline Traffic - Financial Health of the Airline Industry" attached hereto.

See also, "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT" herein. In addition, the economic condition of the airline industry is volatile, and in recent years the industry has undergone significant changes, including mergers, acquisitions, major restructuring, bankruptcies and closures. Airlines operating at the Airport have filed for bankruptcy protection in the past and may do so in the future. See "CERTAIN FACTORS AFFECTING THE AIRPORT AND THE AIR TRANSPORTATION INDUSTRY AND OTHER CONSIDERATIONS - Effect of Bankruptcy on Airport Use and Lease Agreement" below.

Airline Consolidation and Alliances

Consolidation of the U.S. airline industry resulted from the acquisition of Trans World by American (2001), the merger of US Airways and America West (2005), the merger of Delta and Northwest (2009), the merger of United and Continental (2010), the acquisition of AirTran by

Southwest (2011), the merger of American and US Airways (2013), and the acquisition of Virgin America by Alaska (2016).

In October 2022, JetBlue announced plans to acquire Spirit, which would create the nation's fifth largest airline by enplaned passenger numbers with a market share of approximately 9%. The acquisition is subject to approval by the U.S. Department of Transportation and Justice Department and will be scrutinized for its potential effects on competition and airfares. In March 2023, the Justice Department filed a civil antitrust lawsuit to block the acquisition on the grounds that it would eliminate competition, further consolidate the airline industry, increase fares, and harm the flying public. A trial is scheduled to begin in October 2023. JetBlue has stated that it intends to advocate for the acquisition and expects to close the transaction in the first half of 2024. In Fiscal Year 2023, Spirit and JetBlue together accounted for 3.7% of passengers enplaned at the Airport.

The City cannot predict what impact, if any, such consolidations will have on airline traffic at the Airport.

For additional information regarding airline consolidation and alliances, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Key Factors Affecting Future Airline Traffic - Airline Consolidation and Alliances" attached hereto.

Airline Service and Routes

The Airport accommodates travel demand to and from the Atlanta region and serves as a connecting hub. Ultimately, the number of origin and destination passengers at the Airport depends primarily on the intrinsic attractiveness of the Atlanta region as a business and leisure destination, the propensity of its residents to travel, and the airfares and service provided at the Airport. The number of connecting passengers, on the other hand, depends on the airline fares and service provided at the Airport.

For additional information regarding airline service and routes, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Key Factors Affecting Future Airline Traffic - Airline Service and Routes" attached hereto.

Delta's Role at the Airport

The Airport is Delta's busiest hub and its primary international connecting gateway airport. As a result, much of the connecting passenger traffic at the Airport results from the route networks and flight schedules of Delta, and to a lesser extent, Southwest, rather than the economy of the Atlanta region. If Delta were to reduce connecting service at the Airport, such service would not necessarily be replaced by other airlines, although reductions in service by any airline would create business opportunities for others. See "THE AIRPORT - Airport's Role - *Airport's Role in Delta's System*" herein and "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Key Factors Affecting Future Airline Traffic - Airline Service and Routes" attached hereto.

The share of passengers enplaned at the Airport on the flights of Delta (domestic and international, mainline and Delta Connection) increased slightly from 77.2% in Fiscal Year 2010 to 78.0% in Fiscal Year 2023. For additional information, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Historical Airline Traffic" attached hereto.

As such, any significant financial or operation difficulties incurred by Delta, or the elimination or reduction in the Airport's status as a connecting hub for Delta, could have a material adverse effect on Pledged Revenues. See "CERTAIN FACTORS AFFECTING THE AIRPORT AND THE AIR TRANSPORTATION INDUSTRY AND OTHER CONSIDERATIONS - Availability of Airline Financial and Operating Data" below.

Under its Airport Use and Lease Agreement, Delta has covenanted to maintain its headquarters in Atlanta and to work in good faith to renew or otherwise extend the lease for its World Headquarters campus located adjacent to the Airport. Effective January 2022, the City and Delta entered into a new long-term lease for the CTSA that provides for increased rental rates and the periodic appraisal and reassessment of nonaeronautical parcels at fair market value. See "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - FINANCIAL ANALYSIS - Other Revenues - Land and Building Rentals" attached hereto.

Availability of Airline Financial and Operating Data

Certain of the Airlines or their parent corporations, including Delta and Southwest, are subject to the information reporting requirements of the Exchange Act, and as such are required to file periodic reports, including financial and operational data electronically, with the SEC via EDGAR. Copies of the reports and other information filed on EDGAR can be obtained in electronic form on the SEC website at http://www.sec.gov/edgar.shtml. In addition, copies of SEC records not posted on the web (usually dated prior to 1996), can be obtained by contacting the Office of Freedom of Information Act/Public Access Operations (FOIA/PA Operations): (a) submit the online form on the SEC website, (b) send a fax to (202) 772-9337, or (c) submit a written request to U.S. Securities and Exchange Commission, Office of FOIA/PA Operations, 100 F Street N.E., Washington, D.C. 20549-2736. Such reports are also typically available at the websites of the individual airlines. In addition, each domestic airline is required to file periodic reports of financial and operating statistics with the U.S. Department of Transportation. These reports are available at the Department of Transportation, Bureau of Transportation Statistics website at https://www.bts.dot.gov/.

None of the City or the Underwriters undertake any responsibility for and make no representations as to the accuracy or completeness of the content of information available from the SEC or the U.S. Department of Transportation as discussed in the preceding paragraph, including updates of such information or links to other Internet sites accessed through the SEC's or the U.S. Department of Transportation's web sites.

Airline Competition and Airfares

Airline fares have an important effect on passenger demand, particularly for short trips for which automobile and other surface travel modes are potential alternatives, and for price-sensitive "discretionary" travel. The price elasticity of demand for airline travel increases in weak economic conditions when the disposable income of potential airline travelers is reduced. Airfares are influenced by airline capacity and yield management; passenger demand; airline market presence; labor, fuel, and other airline operating costs; taxes, fees, and other charges assessed by governmental and airport agencies; and competitive factors. Future passenger numbers, both nationwide and at the Airport, will depend partly on the level of airfares. See "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Key Factors Affecting Future Airline Traffic - Airline Competition and Airfares" attached hereto.

Availability and Price of Aviation Fuel

The price of aviation fuel is a critical and uncertain factor affecting airline operating economics. The historical fluctuation in aviation fuel prices was caused by the many factors influencing the global demand for and supply of oil.

As the pandemic drastically reduced the demand for aviation fuel in early 2020, the price of aviation fuel fell sharply, before rebounding in 2021 as pandemic restrictions were eased, economies recovered, and demand exceeded supply. The economic disruption and sanctions resulting from the Russian invasion and war on Ukraine exacerbated the worldwide imbalance of demand and supply and caused increased oil and aviation fuel prices, peaking in June 2022. Higher fuel prices have a negative effect on airline profitability as well as far-reaching implications for the global economy.

For additional information regarding the availability and price of aviation fuel, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Key Factors Affecting Future Airline Traffic - Availability and Price of Aviation Fuel" attached hereto.

Although fuel cost is of major importance to the airline industry, future prices and availability are uncertain and fluctuate based on numerous factors. These can include supply-and-demand expectations, geopolitical events, fuel inventory levels, monetary policies, and economic growth estimates. Historically, certain airlines have also employed fuel hedging as a practice to provide some protection against future fuel price increases. While fuel hedging has generally not been used by airlines in recent years, it remains as a potential option to mitigate fuel cost risk.

Aviation Safety and Security Concerns

Concerns about the safety of airline travel and the effectiveness of security precautions influence passenger travel behavior and airline travel demand.

During the pandemic, anxieties about the safety of flying and the inconveniences and delays associated with COVID-19 testing, mask mandates, and vaccination requirements led to both the avoidance of travel and the switching from air to surface modes of transportation for short trips. Quarantine requirements and other restrictions created additional impediments for international travelers.

For additional information regarding aviation safety and security concerns, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Key Factors Affecting Future Airline Traffic - Aviation Safety and Security Concerns" attached hereto.

Cyber Security

In the last few years, many city governments reported customer or data breaches and other fraudulent activities/attacks, which have heightened awareness of data security. The 2018 ransomware attack against the City, and the resulting impacts on the City's operations, were the catalyst that saw the implementation of an enhanced cyber security program at the City that continues to evolve to meet changing needs and threats relating to unauthorized access to data or breaches of confidential information due to criminal conduct, attacks by hackers, employee or insider malfeasance, phishing, viruses, malware or human error. Additionally, to enhance the City's security posture, the City works with a range of state and federal law enforcement agencies, including the U.S. Department of Homeland Security ("DHS") and the Federal Bureau of Investigation. For information regarding the City's enterprise-wide cyber insurance policy, see "THE AIRPORT - Insurance - *Cyber*" herein.

The City operates in the local government arena, which makes the City a target of cyber-attacks. Additionally, outside parties may attempt to fraudulently induce the City's employees, customers, business partners, service providers and other users of its services to disclose information in order to gain access to sensitive data and the City's systems. The City has devoted, and continues to devote, significant resources to security measures, processes and technologies to protect and secure the City's networks and systems.

However, the techniques used to obtain unauthorized access to, or to disable or degrade, electronic networks, computers, systems and solutions are rapidly evolving and have become increasingly complex and sophisticated. Such incidents are likely to continue and the City is unable to predict the direct or indirect impact of these future attacks and activities on the City.

Climate Change Concerns

There is now widespread acknowledgement of the urgent need for the nations of the world to transition from fossil fuels to cleaner energy sources that will allow the worst effects of global warming and climate change to be avoided. Much like the way that the pandemic appears to have changed some airline travel behavior and demand patterns, concerns about the contribution of airline travel to the emission of carbon dioxide and other greenhouse gases into the atmosphere may influence future airline travel demand.

For additional information regarding climate change concerns, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Key Factors Affecting Future Airline Traffic - Climate Change Concerns" attached hereto.

Capacity of the National Air Traffic Control System

Demands on the national air traffic control system have, in the past, caused delays and operational restrictions affecting airline schedules and passenger traffic. The FAA is gradually implementing its Next Generation Air Transportation System (NextGen) air traffic management programs to modernize and automate the guidance and communications equipment of the air traffic control system and enhance the use of airspace and runways through improved air navigation aids and procedures.

For additional information regarding the capacity of the national air traffic control system, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Key Factors Affecting Future Airline Traffic - Capacity of the National Air Traffic Control System" attached hereto.

Capacity of the Airport

In addition to any future constraints that may be imposed by the capacity of the national air traffic control and airport systems, future growth in airline traffic at the Airport is also dependent on the capacity of the Airport itself.

For additional information regarding the capacity of the national air traffic control system, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - Key Factors Affecting Future Airline Traffic - Capacity of the Airport" attached hereto.

Availability of Various Sources of Funding

The City is implementing a 20-year plan of capital improvements at the Airport being funded by a combination of the proceeds of Bonds, federal grants-in-aid, PFC Revenues, CFC Revenues, commercial paper notes, and other Airport funds. Capital improvements that the City expects to fund through Fiscal Year 2029, referred to herein as the Capital Plan to 2029, their estimated costs, and the funding plan are more fully described under "CAPITAL PLAN TO 2029" herein. No assurance can be given that these sources of funding will actually be available in the amounts or on the schedule assumed.

To the extent that any portion of the funding assumed in the funding plan is not available as anticipated and/or the City is not able to access the capital markets as currently contemplated, the City may be required to downsize the Capital Plan to 2029. In addition, the City may be required to seek the approval of the Signatory Airlines before it may issue additional indebtedness, including the Planned 2024-2029 General Revenue Bonds and the Planned 2024 Hybrid PFC Bonds, to pay certain costs associated with the Capital Plan to 2029 in order for the debt service on such indebtedness to be included in the calculation of Airline rates and charges. There is no assurance that the City will be able to obtain such approval as and to the extent required at such time. As an alternative to issuing additional debt, the Capital Plan to 2029 may be downsized.

Costs of Capital Plan to 2029 and Schedule

The estimated costs of, and the anticipated schedule for, the Capital Plan to 2029 are subject to a number of uncertainties. The ability of the City to complete the Capital Plan to 2029 may be adversely affected by various factors including, without limitation: design and engineering errors, changes to the scope of the elements of the Capital Plan to 2029, delays in contract awards, material and/or labor shortages, unforeseen site conditions, adverse weather conditions, contractor defaults, labor disputes, unanticipated levels of inflation, cost overruns, litigation, delays in permitting, and environmental issues. No assurance can be given that the Capital Plan to 2029 will not cost more than is currently estimated. Any schedule delays or cost increases could result in the need to issue additional indebtedness and may result in increased costs per enplaned passenger to the Airlines utilizing the Airport.

Construction of large projects at airports also involve the risk of disruption of ongoing operations and a resultant reluctance on the part of passengers and airlines to use the Airport. The City has taken steps to minimize the impact of construction at the Airport and does not believe that air traffic will be reduced.

Effect of Bankruptcy on Airport Use and Lease Agreement

Since 2001, several international and domestic airlines with operations at the Airport have filed for and have subsequently emerged from bankruptcy protection, including Continental, Delta, Frontier, Northwest, United, US Airways, and American in 2011.

The City's stream of payments from a debtor could be modified under the automatic stay provision of the U.S. Bankruptcy Code, because the debtor would not be required to make payments on unpaid and overdue fees for goods and services provided by the City prior to the date of filing for bankruptcy protection, including accrued rent and landing fees, absent an order of the Bankruptcy Court. However, the debtor would still be required to make payments to the City on an ongoing basis for any services or goods provided after the date of filing for bankruptcy protection. Under the U.S. Bankruptcy Code, (a) a debtor that is a lessee under an unexpired lease with the City for non-residential real property, such as a lease of terminal space or a hangar, is required to assume or reject such lease by the earlier of (i) 120 days of the bankruptcy filing, provided that the Bankruptcy Court may extend such time by 90 additional days, or (ii) the date of entry of a Bankruptcy Court order confirming a plan of reorganization, and (b) with respect to other executory contracts, prior to or at the confirmation of a plan of reorganization unless the Bankruptcy Court shortens the time. In the event of assumption of an executory contract or lease, the Airline would be required to cure any prior defaults (including payment of pre-petition amounts due) and to provide adequate assurance of future performance under the applicable agreement. Rejection damages, the amount of which in the case of a lease is limited to the amounts accrued but unpaid prior to filing for bankruptcy protection plus rent reserved under the agreement, without acceleration, for the greater of one year, or 15%, not to exceed three years, of the remaining term. Rejection damages for other executory contracts is dependent upon the terms of the contract. In either case, rejection damages give rise to an unsecured claim of the City for damages under the U.S. Bankruptcy Code. The amount ultimately received in the event of a rejection of a lease or other agreement could be considerably less than the maximum amount allowed under the U.S.

Bankruptcy Code. There is no assurance that the remaining Signatory Airlines would be financially able to absorb the additional costs resulting from the bankruptcy of any other Airline.

Finally, if an Airline files for bankruptcy relief in a foreign country, an authorized representative of the Airline may request the U.S. Bankruptcy Court recognize the foreign insolvency proceedings pursuant to Chapter 15 of the U.S. Bankruptcy Code. In such event, the authorized representative may request to extend certain protections of the U.S. Bankruptcy Code to Airline's assets located in the U.S., including its agreements with the City. Moreover, disposition of the Airline's assets may be subject to another country's bankruptcy laws

It is not possible to predict the impact on the City of any future bankruptcies, liquidations or major restructurings of airlines operating at the Airport.

Effect of Bankruptcy on Agreements with Concessionaires

Like the airline industry, there have been in the past and are likely to be in the future, bankruptcies of other tenants at the Airport.

As with airline bankruptcies, under the U.S. Bankruptcy Code, concessionaires are granted the protection of the automatic stay upon filing for bankruptcy protection but must pay expenses incurred in the ordinary course if they continue to operate at the Airport. Executory contracts and leases of non-residential real estate must be assumed or rejected within the time period set forth under the U.S. Bankruptcy Code and, if assumed, all defaults, including payment of unpaid pre-petition amounts, must be cured. If an executory contract or lease is rejected, then the City will have an unsecured claim for rejection damages substantially the same as described above. In light of the significant reduction in passengers using the Airport and patronizing the concessions operated at the Airport, other concessions operating at the Airport may file for bankruptcy protection. Whether or not a concessions agreement is assumed or rejected by a debtor in a bankruptcy proceeding, it is not possible to predict the subsequent level of utilization of the space occupied under such agreement.

It is not possible to predict the impact on the City of any future bankruptcies, liquidations or major restructurings of concessionaires operating at the Airport.

Enforceability of Remedies

For certain information regarding the enforceability of remedies and the effect of bankruptcy relating to the Series 2023 Bonds, see "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2023 BONDS - Remedies" herein.

Passenger Facility Charges

The City's authority to impose and use PFCs is subject to certain terms and conditions provided in the PFC Act, Part 158 of the Federal Aviation Regulations (14 CFR Part 158), as amended from time to time, and any other regulation issued with respect to the PFC Act (collectively, the "PFC Regulations") and each PFC authority. If the City fails to comply with these requirements, the FAA may take action to terminate or to reduce the City's authority to impose or to use PFCs. Some of the events that could cause the City to violate these provisions are not within the City's control. In addition, failure to comply with the provisions of the Airport Noise and Capacity Act of 1990, Pub. L. 101-508, Title IX, Subtitle D, §§ 9301 to 9309, as amended from time to time, may lead to termination of the City's authority to impose PFCs. There is no assurance that the PFC Act will not be repealed or amended or that the PFC Regulations or any PFC Authority will not be amended in a manner that would adversely affect the City's ability to collect and use PFC Revenues. The City is currently in compliance with all applicable provisions of the PFC Act and the PFC Regulations, in all material respects. See "INFORMATION CONCERNING GENERAL REVENUES AND PFC REVENUES - Passenger Facility Charges - PFC Revenues" herein.

FAA Reauthorization and Federal Funding

In October 2018, the most recent authorization and funding for the FAA was approved under the FAA Reauthorization Act, which reauthorized the FAA for five years through 2023, at a cost of $97 billion and represents the longest funding authorization period for FAA programs since 1982.

The AIP, which provides grants to airports for airport safety, capacity, security and environmental projects is funded at $3.35 billion in mandatory funding for all five years, which continues AIP funding at the same level since 2012, when Congress last passed a FAA reauthorization. Although the passenger facility charge cap of $4.50 per flight segment was not increased, the FAA Reauthorization Act included provisions to increase the flexibility of funds raised and reduce delays related to project approval. The AIP provides federal capital grants to support airport infrastructure through entitlement grants (determined by formulas based on passenger, cargo, and general aviation activity levels) and discretionary grants (allocated on the basis of specific set asides and the national priority ranking system). The City is unable to predict the level of AIP funding at this time. If there is a reduction in the amount of AIP grants awarded to the City for the Airport, it could: (a) increase by a corresponding amount the capital expenditures that the City would need to fund from other sources (including General Revenues, PFC Revenues, and proceeds of Senior Lien General Revenue Bonds, Hybrid PFC Bonds, Third Lien Airport General Revenue Commercial Paper Notes, and Second Lien Airport Passenger Facility Charge and Third Lien Airport General Revenue Commercial Paper Notes), (b) extend the timing to complete certain projects, or (c) reduce the scope of individual proposed projects or the overall program, or a combination of the foregoing.

Over the years, the authorization and funding for the FAA and various components of its operations have not been consistently approved on a long-term basis. In the past, Congress has enacted continuing resolutions which provided temporary funding for the FAA and its programs and the FAA endured a brief shutdown when a lapse in continuing authority terminated funding for non-essential operations. Failure of Congress to approve legislation reauthorizing the operating authority of the FAA, or adverse changes in the conditions placed on such authority, may have an adverse impact on Airport operations. There can be no assurance that Congress will enact and the President will sign a new comprehensive, long-term FAA reauthorization act when the FAA Reauthorization Act expires. Failure to adopt such legislation could have a material, adverse impact on U.S. aeronautical operations and the Airport, generally, as well as on the AIP grant program and other sources of federal funds.

Regulations and Restrictions Affecting the Airport

The operations of the Airport are affected by various contractual, statutory and regulatory restrictions and limitations, including, without limitation, the provisions of the Airport Use and Lease Agreements, the PFC Act and other extensive federal legislation and regulations applicable to all airports in the United States. The Airport is also required to implement enhanced security measures mandated by the FAA, the TSA and DHS.

It is not possible to predict whether future restrictions or limitations on Airport operations will be imposed, whether future legislation or regulations will affect anticipated federal funding or PFC collections for capital projects for the Airport, whether additional requirements will be funded by the federal government or require funding by the Airport or whether such restrictions or legislation or regulations would adversely affect Pledged Revenues or PFC Revenues.

State Legislation Affecting Ownership, Management, Operation or Control of Airport

In the past, legislation was introduced in the General Assembly, which sought to vest operations or operational oversight of the Airport in a newly created state authority. Such legislation failed to receive the requisite approval to become law, but State law makers may propose similar legislation or legislation otherwise related to the Airport, in future sessions of the General Assembly. For information regarding the provisions of the Master Bond Ordinance governing the transfer, ownership, management, operation or control of the Airport, see "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2023 BONDS - Provisions of the Bond Ordinance Governing the Transfer, Ownership, Management, Operation or Control of the Airport" herein.

LITIGATION AND OTHER MATTERS

Litigation

The City, like other similar bodies, is subject to a variety of suits and proceedings arising in the ordinary conduct of its affairs. The City, after reviewing the current status of all pending and threatened litigation with the City's Department of Law, believes that, while the outcome of litigation cannot be predicted, the final settlement of all lawsuits which have been filed and of any actions or claims pending or, to the knowledge of the City, threatened against the City or its officials in such capacity are adequately covered by insurance or sovereign immunity or will not have a material adverse effect upon the financial position or results of operations of the Airport.

There is no litigation now pending or, to the knowledge of the City, threatened against the City which restrains or enjoins the issuance or delivery of the Series 2023 Bonds or the use of the proceeds of the Series 2023 Bonds or which questions or contests the validity of the Series 2023 Bonds or the proceedings and authority under which they are to be issued, executed and delivered. Neither the creation, organization, nor existence of the City, nor the title of the present members or other officials of the City to their respective offices, is being currently contested or questioned to the knowledge of the City.

SEC Inquiry

On October 9, 2019, the SEC's Division of Enforcement issued a non-public letter to the City advising it of a preliminary "fact finding inquiry" into certain matters related to the Airport as part of an investigation to determine if there have been any violations of the federal securities laws, which letter included a subpoena for certain documents. On October 13, 2022, the City was notified by the SEC that the investigation was closed without any action.

FAA Matters

In 2019, the City received a notice from the FAA regarding Part 16 administrative proceedings involving the potential unlawful diversion of airport revenues relating to certain legal fees paid by the City, and a potential violation of Grant Assurance provisions. The City received an Order of Dismissal on April 7, 2022, indicating that the FAA Office of Airport Compliance and Management Analysis completed its investigation and found insufficient evidence to support the allegations. FAA Docket No. 16-19-10 has been dismissed and the proceeding has been terminated.

VALIDATION

The City received an order and final judgment by the Superior Court of Fulton County, Georgia on July 24, 2023, confirming and validating the Series 2023 Bonds and the security therefor. Under State law, if no appeal of the judgment of validation is timely filed, the judgment is final and forever conclusive against the City with respect to the validity of the Series 2023 Bonds and the security therefor.

TAX MATTERS

Opinion of Co-Bond Counsel - Series 2023 Bonds

In the opinion of Co-Bond Counsel, under current law, (a) interest, including accrued original issue discount ("OID"), on Series 2023B-1 Bonds, Series 2023B-2 Bonds, Series 2023D Bonds and Series 2023F Bonds (i) is not included in gross income for federal income tax purposes and (ii) is not an item of tax preference for purposes of the federal alternative minimum income tax; (b) interest on Series 2023C Bonds, Series 2023E Bonds and Series 2023G Bonds (i) is not included in gross income for federal income tax purposes, except when held by a "substantial user" of the Airport facilities or a "related person" within the meaning of Section 147(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and (ii) is an item of tax preference for purposes of the federal alternative minimum income tax; (c) interest on the Series 2023 Bonds is taken into account by applicable corporations (as defined in Section 59(k) of the Code) for the alternative minimum tax imposed on such corporations; and (d) interest on the Series 2023 Bonds is exempt from income taxation by the State of Georgia.

Co-Bond Counsel's opinion with respect to the Series 2023 Bonds will be given in reliance on certifications by representatives of the City and other parties as to certain facts relevant to both the opinion and requirements of the Code, and is subject to the condition that there is compliance subsequent to the issuance of the Series 2023 Bonds with all requirements of the Code that must be satisfied in order for interest thereon to remain excludable from gross income for federal income tax purposes. The City has covenanted to comply with provisions of the Code regarding, among other matters, the use, expenditure, and investment of the proceeds of the Series 2023 Bonds and the timely payment to the United States of any arbitrage rebate amounts with respect to the Series 2023 Bonds. Failure by the City to comply with such covenants could cause interest, including accrued OID, on the Series 2023 Bonds, to be included in gross income for federal income tax purposes retroactively to their date of issue.

Co-Bond Counsel's opinion represents a legal judgment based in part upon the representations and covenants referenced therein and a review of current law, but is not a guarantee of result or binding on the Internal Revenue Service (the "IRS") or the courts. Co-Bond Counsel assumes no duty to update or supplement the opinion to reflect any facts or circumstances that may thereafter come to Co-Bond Counsel's attention or to reflect any changes in law or the interpretation thereof that may thereafter occur or become effective.

Customary practice in the giving of legal opinions includes not detailing in the opinion all the assumptions, exclusions, conditions and limitations that are a part of the conclusions therein. See Statement on the Role of Customary Practice in the Preparation and Understanding of Third-Party Legal Opinions in The Business Lawyer, Volume 63, Page 1277 (2008) and Legal Opinion Principles in The Business Lawyer, Volume 53, Page 831 (1998). Purchasers of Series 2023 Bonds should seek advice or counsel concerning such matters as they deem prudent in connection with their purchase of Series 2023 Bonds, including with respect to the Co-Bond Counsel opinion.

Except as described in the immediately succeeding section "Alternative Minimum Tax," "Original Issue Premium," and "Original Issue Discount," no other opinion is expressed by Co-Bond Counsel regarding the tax consequences of the ownership of or receipt or accrual of interest on the Series 2023 Bonds.

Alternative Minimum Tax

Individuals - Co-Bond Counsel's opinion states that under current law interest on the Series 2023B-1 Bonds, Series 2023B-2 Bonds, Series 2023D Bonds and Series 2023F Bonds is not an item of preference and is not subject to the alternative minimum tax on individuals. Co-Bond Counsel's opinion also states that under current law interest on Series 2023C Bonds, Series 2023E Bonds and Series 2023G Bonds is an item of preference for purposes of the alternative minimum tax.

Applicable Corporations - Co-Bond Counsel's opinion also states that under current law interest on the Series 2023 Bonds is taken into account by applicable corporations (as defined in Section 59(k) of the Code) for the alternative minimum tax imposed on such corporations. Under current law, an "applicable corporation" generally is a corporation with average annual adjusted financial statement income for a 3-taxable-year period ending after December 31, 2021, that exceeds $1 billion.

Original Issue Premium

Series 2023 Bonds purchased, whether upon issuance or otherwise, for an amount (excluding any amount attributable to accrued interest) in excess of their principal amount will be treated for federal income tax purposes as having amortizable bond premium. A holder's basis in such Series 2023 Bond must be reduced by the amount of premium which accrues while such Series 2023 Bond is held by the holder. No deduction for such amount will be allowed, but it generally will offset interest on the Series 2023 Bonds while so held. Purchasers of such Series 2023 Bonds should consult their own tax advisors as to the calculation, accrual and treatment of amortizable bond premium and the state and local tax consequences of holding such Series 2023 Bonds.

Original Issue Discount

The initial public offering prices of the Series 2023B-2 Bonds with maturities of July 1, 2039 through July 1, 2053 (the "OID Bonds") are less than their stated principal amounts. In the opinion of Co-Bond Counsel, under existing law, the difference between the stated principal amounts and the initial offering price of each maturity of the OID Bonds to the public (excluding bond houses and brokers) at which a substantial amount of such maturity of the OID Bonds is sold will constitute OID. The offering prices relating to the yields set forth on the inside front cover of this Official Statement for the Series 2023 Bonds are expected to be the initial offering prices to the public at which a substantial amount of each maturity of Series 2023 Bonds are sold.

Under the Code, for purposes of determining a holder's adjusted basis in an OID Bond, OID will be treated as having accrued while the holder holds the OID Bond and will be added to the holder's basis. OID will accrue on a constant yield-to-maturity method based on regular compounding. The adjusted basis will be used to determine taxable gain or loss upon the sale or other disposition (including redemption or payment at maturity) of an OID Bond.

Prospective purchasers of OID Bonds should consult their own tax advisors as to the calculation of accrued OID, the accrual of OID in the cases of owners of the OID Bonds purchasing after the initial offering, and the state and local tax consequences of owning or disposing of OID Bonds.

Other Tax Matters

In addition to the matters addressed above, prospective purchasers of the Series 2023 Bonds should be aware that the ownership of tax-exempt obligations may result in collateral federal income tax consequences to certain taxpayers, including without limitation, financial institutions, property and casualty insurance companies, S corporations, foreign corporations subject to the branch profits tax, corporations subject to the environmental tax, recipients of Social Security or Railroad Retirement benefits, and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry tax-exempt obligations. Prospective purchasers of the Series 2023 Bonds should consult their tax advisors as to the applicability and impact of such consequences.

Current and future legislative proposals, if enacted into law, may cause interest on the Series 2023 Bonds to be subject, directly or indirectly, to federal income taxation by, for example, changing the current exclusion or deduction rules to limit the aggregate amount of interest on state and local government bonds that may be treated as tax exempt by certain individuals.

The IRS has a program to audit state and local government obligations to determine whether the interest thereon is includible in gross income for federal income tax purposes. If the IRS does audit the Series 2023 Bonds, under current IRS procedures, the IRS will treat the City as the taxpayer and the owners of the Series 2023 Bonds will have only limited rights, if any, to participate.

There are many events which could affect the value and liquidity or marketability of the Series 2023 Bonds after their issuance, including but not limited to public knowledge of an audit of the Series 2023 Bonds by the IRS, a general change in interest rates for comparable securities, a change in federal or state income tax rates, federal or state legislative or regulatory proposals affecting state and local government securities, and changes in judicial interpretation of existing law. In addition, certain tax considerations relevant to owners of Series 2023 Bonds who purchase Series 2023 Bonds after their issuance may be different from those relevant to purchasers upon issuance. Neither the opinion of Co-Bond Counsel nor this Official Statement purport to address the likelihood or effect of any such potential events or such other tax considerations and purchasers of the Series 2023 Bonds should consult their own tax advisors with respect to such matters.

Each prospective purchaser of the Series 2023 Bonds should consult his or her own tax advisor as to the status of interest on the Series 2023 Bonds, including accrued OID, under the tax laws of any state other than Georgia.

CONTINUING DISCLOSURE

In order to assist the Underwriters in complying with paragraph (b)(5) of the Rule, simultaneously with the issuance of the Series 2023 Bonds, the City will enter into the Continuing Disclosure Agreements for the benefit of the holders of the Series 2023 New Money Bonds and the Series 2023 Refunding Bonds, substantially in the forms attached hereto as "APPENDIX G-1 - FORM OF CONTINUING DISCLOSURE AGREEMENT RELATING TO THE SERIES 2023 NEW MONEY BONDS" and "APPENDIX G-2 - FORM OF CONTINUING DISCLOSURE AGREEMENT RELATING TO THE SERIES 2023 REFUNDING BONDS," respectively. The City, as an "obligated person" under the Rule, will undertake in the Continuing Disclosure Agreements to provide: (a) certain financial information and operating data relating to the Airport and the Series 2023 New Money Bonds and the Series 2023 Refunding Bonds, as applicable, in each year (the "Annual Report"); and (b) notice of the occurrence of certain enumerated events (each a "Listed Event Notice"). The Annual Report and each Listed Event Notice, if applicable, will be filed by DAC, on behalf of the City, on EMMA, a service of the Municipal Securities Rulemaking Board. The specific nature and timing of filing the Annual Report and each Listed Event Notice, and other details of the City's undertakings are more fully described in "APPENDIX G-1 - FORM OF CONTINUING DISCLOSURE AGREEMENT RELATING TO THE SERIES 2023 NEW MONEY BONDS" and "APPENDIX G-2 - FORM OF CONTINUING DISCLOSURE AGREEMENT RELATING TO THE SERIES 2023 REFUNDING BONDS" attached hereto.

The following disclosure is being provided by the City for the sole purpose of assisting the Underwriters in complying with the Rule: The City previously entered into continuing disclosure undertakings, as an "obligated person" under the Rule (the "Undertakings"). In the previous five-year period beginning on August 2, 2018 and ending on August 2, 2023 (the "Compliance Period"), the City has, on several instances during the Compliance Period, failed to comply with certain provisions of the Undertakings, including: (a) failing to file or timely file certain annual financial information and/or operating data; (b) failing to provide certain required financial information and/or operating data in its annual filings; and (c) failing to file or timely file certain notices.

CERTAIN LEGAL MATTERS

Certain legal matters incident to the authorization, issuance, validity, sale and delivery of the Series 2023 Bonds are subject to the approving opinion of Hunton Andrews Kurth LLP, Atlanta, Georgia and Serena Nowell, LLC, Fayetteville, Georgia, in their capacity as co-bond counsel ("Co-Bond Counsel") whose approving opinion (in substantially the form attached hereto as "APPENDIX F - FORM OF OPINION OF CO-BOND COUNSEL") will be delivered concurrently with the issuance of the Series 2023 Bonds.

The legal opinion of Co-Bond Counsel will speak only as of its date and subsequent distribution of it by recirculation of this Official Statement or otherwise will not create any implication that subsequent to the date of the legal opinion Co-Bond Counsel has affirmed its opinion.

The proposed text of the legal opinion of Co-Bond Counsel is attached hereto as "APPENDIX F - FORM OF OPINION OF CO-BOND COUNSEL." The actual legal opinion to be delivered may vary from the text of APPENDIX F, if necessary, to reflect facts and law on the date of delivery of the respective Series 2023 Bonds.

Certain legal matters in connection with the Series 2023 Bonds will be passed upon for the City by its Department of Law. Greenberg Traurig, LLP and Riddle & Schwartz, LLC, both of Atlanta, Georgia, have served as Co-Disclosure Counsel in connection with the Series 2023 Bonds. Certain legal matters will be passed upon for the Underwriters by Thompson Hine LLP and Tiber Hudson LLC, both of Atlanta, Georgia.

The legal opinions to be delivered concurrently with the delivery of the Series 2023 Bonds express the professional judgment of the attorneys rendering the opinions regarding the legal issues expressly addressed therein. By rendering a legal opinion, the attorneys providing such opinion do not become insurers or guarantors of the result indicated by that expression of professional judgment, of the transaction on which the opinion is rendered, or of the future performance of parties to the transaction. Nor does the rendering of an opinion guarantee the outcome of any legal dispute that may arise out of the transaction.

VERIFICATION OF CERTAIN CALCULATIONS

Terminus Analytics, LLC, as verification agent (the "Verification Agent"), will deliver to the City, on or before the issuance of the Series 2023 Refunding Bonds, its verification report indicating that it has verified, in accordance with attestation standards established by the American Institute of Certified Public Accountants, the arithmetical accuracy of the computation of the adequacy of the amounts to be deposited in the Escrow Fund to be held by the Escrow Agent to pay, at maturity or upon redemption prior to maturity, all principal of, and accrued interest for each maturity of the Refunded Bonds, as applicable and as provided in the Escrow Agreement.

The verification performed by the Verification Agent will be solely based upon assumptions and information provided to the Verification Agent by the Underwriters and the Financial Advisor (as defined herein) on behalf of the City. The Verification Agent has restricted its procedures to examining the arithmetical accuracy of certain computations and has not made any study or evaluation of the assumptions and information upon which the computations are based, and accordingly, has not expressed an opinion on the data used, the reasonableness of the assumptions or the achievability of the forecasted outcome.

FINANCIAL STATEMENTS

The basic financial statements of the Department of Aviation as of and for the year ended June 30, 2022 have been audited by Mauldin & Jenkins, LLC, the City's current independent auditors (the "Current Auditors"). The financial statements of the Department of Aviation as of and for the year ended June 30, 2021 were audited by KPMG LLP, the City's prior independent auditors. The report of the Current Auditors, together with the basic financial statements, and notes to the financial statements for Fiscal Year ended June 30, 2022 are attached hereto as "APPENDIX B - DEPARTMENT OF AVIATION FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED JUNE 30, 2022 AND JUNE 30, 2021." The Current Auditors have not been engaged to perform and have not performed, since the date of its report included herein, any procedures on the financial statements addressed in that report. The Current Auditors also have not been engaged to perform and have not performed any procedures relating to this Official Statement. See "APPENDIX B - DEPARTMENT OF AVIATION FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED JUNE 30, 2022 AND JUNE 30, 2021" attached hereto.

FINANCIAL ADVISOR

Frasca & Associates, LLC, Atlanta, Georgia, is serving as financial advisor to the City (the "Financial Advisor") in connection with the issuance of the Series 2023 Bonds. The Financial Advisor assisted in matters related to the planning, structuring and issuance of the Series 2023 Bonds and provided other advice. The Financial Advisor did not engage in any underwriting activities with respect to the issuance and sale of the Series 2023 Bonds.

RATINGS

Moody's Investors Service, Inc. ("Moody's"), Fitch Ratings ("Fitch") and Kroll Bond Rating Agency, LLC ("KBRA" and together with Moody's and Fitch, the "Rating Agencies") have assigned ratings of "Aa3," "AA-" and "AA+," respectively, to the Series 2023 General Revenue Bonds.

Moody's, Fitch and KBRA have assigned ratings of "Aa3," "AA-" and "AA+," respectively, to the Series 2023 New Money Hybrid PFC Bonds.

The ratings, including any related outlook with respect to potential changes in such ratings, reflect only the respective views of the Rating Agencies, and an explanation of the significance of such ratings may be obtained from the Rating Agencies furnishing the ratings. Generally, a rating agency bases its rating on the information and materials furnished to it and on investigations, studies, and assumptions of its own. There is no assurance that such ratings will remain unchanged for any given period of time or that they will not be revised downward or withdrawn entirely by the rating agency furnishing the same, if, in its judgment, circumstances so warrant. Any such downward revision or withdrawal of such ratings or other actions by the Rating Agencies or either of them, may have an adverse effect on the liquidity and/or market price of the affected Series 2023 Bonds. The City has not undertaken any responsibility to oppose any such revision, suspension or withdrawal.

UNDERWRITING

BofA Securities, Inc. (the "Representative"), on behalf of itself and the other underwriters listed on the front cover page of this Official Statement (collectively, the "Underwriters"), has agreed jointly and severally, pursuant to a Bond Purchase Agreement between the Representative and the City to purchase the Series 2023 New Money Bonds (the "Series 2023 New Money Bonds Purchase Agreement") at a price equal to $599,915,673.37 (representing the aggregate principal amount of the Series 2023 New Money Bonds of $559,195,000.00, plus net bond premium of $42,981,254.40, and less an underwriters' discount of $2,260,581.03). The Series 2023 New Money Bonds Purchase Agreement provides that the obligations of the Underwriters to accept delivery of the Series 2023 New Money Bonds are subject to various conditions of the Series 2023 New Money Bonds Purchase Agreement, but the Underwriters will be obligated to purchase all of the Series 2023 New Money Bonds, if any are purchased.

The Representative, on behalf of itself and the Underwriters, has agreed jointly and severally, pursuant to a Bond Purchase Agreement between the Representative and the City to purchase the Series 2023 Refunding Bonds (the "Series 2023 Refunding Bonds Purchase Agreement") at a price equal to $159,814,337.11 (representing the aggregate principal amount of the Series 2023 Refunding Bonds of $147,660,000.00, plus bond premium of $12,603,887.25, and less an underwriters' discount of $449,550.14). The Series 2023 Refunding Bonds Purchase Agreement provides that the obligations of the Underwriters to accept delivery of the Series 2023 Refunding Bonds are subject to various conditions of the Series 2023 Refunding Bonds Purchase Agreement, but the Underwriters will be obligated to purchase all of the Series 2023 Refunding Bonds, if any are purchased.

The Underwriters reserve the right to join with dealers and other underwriters in offering the Series 2023 Bonds to the public. The prices and other terms with respect to the offering and sale of the Series 2023 Bonds may be changed from time to time by the Underwriters after such Series 2023 Bonds are released for sale, and the Series 2023 Bonds may be offered and sold at prices other than the initial offering prices, including sales to dealers whom may sell the Series 2023 Bonds into investment accounts.

The following information has been provided by the Underwriters for inclusion in this Official Statement:

The Underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include sales and trading, commercial and investment banking, advisory, investment management, investment research, principal investment, hedging, market making, brokerage and other financial and non-financial activities and services. Under certain circumstances, the Underwriters and their affiliates may have certain creditor and/or other rights against the City and its affiliates in connection with such activities. In the various course of their various business activities, the Underwriters and their respective affiliates, officers, directors and employees may purchase, sell or hold a broad array of investments and actively trade securities, derivatives, loans, commodities, currencies, credit default swaps and other financial instruments for their own account and for the accounts of their customers, and such investment and trading activities may involve or relate to assets, securities and/or instruments of the City (directly, as collateral securing other obligations or otherwise) and/or persons and entities with relationships with the City. The Underwriters and their respective affiliates may also communicate independent investment recommendations, market color or trading ideas and/or publish or express independent research views in respect of such assets, securities or instruments and may at any time hold, or recommend to clients that they should acquire, long and/or short positions in such assets, securities and instruments.

Certain of the Underwriters have entered into distribution agreements with other broker dealers (that have not been designated by the City as underwriters with respect to the Series 2023 Bonds) for the distribution of the Series 2023 Bonds at the original issue prices set forth on the inside front cover page hereof. Such agreements generally provide that the Underwriters will share a portion of its underwriting compensation or selling concession with such broker-dealers.

DISCLOSURE OF MULTIPLE ROLES

The City intends to use a portion of the proceeds from the issuance of the Series 2023 New Money Bonds to repay all or a portion of the outstanding Series M Notes, the Series N Notes, and the Series O Notes.

The Representative is acting as an underwriter in connection with the offering of the Series 2023 Bonds and as the dealer in connection with the Series M Notes, and its affiliate, Bank of America, N.A. (collectively, the "Affiliates") also serves as the letter of credit provider for the Series M Notes. The Affiliates may receive a portion of the proceeds from the issuance of the Series 2023 New Money Bonds in connection with the repayment by the City of the outstanding amounts under the Series M Notes.

Conflicts of interest could arise by reason of the different capacities in which the Affiliates act in connection with the Series 2023 New Money Bonds and repayment of the Series M Notes.

FORWARD-LOOKING STATEMENTS

Any statements made in this Official Statement, including in the appendices attached hereto, involving estimates, projections, forecasts or matters of opinion, whether or not so expressly stated, are set forth as such and not as representations of fact, and no representation is made that any of the estimates, projections, forecasts or matters of opinion will be realized.

Use of the words "shall" or "will" in this Official Statement or in summaries of documents to describe future events or continuing obligations is not intended as a representation that such event or obligation will occur but only that the document contemplates or requires such event to occur or obligation to be fulfilled.

The statements contained in this Official Statement, including in the appendices attached hereto, that are not purely historical, are "forward-looking statements." Such statements generally are identifiable by the terminology used, such as "may," "will," "should," "expect," "project," "forecast," "intend," "plan," "anticipate," "believe," "estimate," "predict," "potential," "budget" or other similar words. Such forward-looking statements include but are not limited to certain statements contained in the information set forth under "ESTIMATED PRINCIPAL AND INTEREST REQUIREMENTS," "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT," "CAPITAL PLAN TO 2029" and "REPORT OF THE AIRPORT CONSULTANT AND RATE COVENANT FORECAST" herein and in "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT" attached hereto. Readers should not place undue reliance on forward-looking statements. All forward-looking statements included or incorporated by reference in this Official Statement are based on information available on the date hereof and the City assumes no obligation to update any such forward-looking statements. It is important to note that the actual results could differ materially from those in such forward-looking statements.

The forward-looking statements herein are necessarily based on various assumptions and estimates and are inherently subject to various risks and uncertainties, including, but not limited to, risks and uncertainties relating to the possible invalidity of the underlying assumptions and estimates and possible changes or developments in regional, domestic and international social, economic, political, business, industry, market, legal, legislative, judicial, and regulatory circumstances and conditions and actions taken or omitted to be taken by third parties, including customers, suppliers, business partners and competitors, and legislative, judicial and other governmental authorities and officials, the COVID-19 pandemic, the outbreak of any other disease or public health threat, other future global health concerns, and other events or circumstances beyond the control of the City. Assumptions related to the foregoing involve judgments with respect to, among other things, future economic, competitive, and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of the City. Any of such assumptions could be inaccurate and, therefore, there can be no assurance that the forward-looking statements included in this Official Statement, including in the appendices attached hereto, will prove to be accurate.

MISCELLANEOUS

The references, excerpts and summaries of all documents referred to herein do not purport to be complete statements of the provisions of such documents and reference is directed to all such documents for full and complete statements of all matters of fact relating to the Series 2023 Bonds, the security for and the source for repayment for the Series 2023 Bonds and the rights and obligations of the holders of the Series 2023 Bonds. Copies of such documents may be obtained as specified under "INTRODUCTION - Other Information" herein.

The appendices attached hereto, are integral parts of this Official Statement and should be read together with all other part of this Official Statement.

Any statements made in this Official Statement involving matters of opinion or of estimates, forecasts, or projections, whether or not so expressly stated, are set forth as such and not as representations of fact, and no representation is made that any of the estimates, forecasts or projections will be realized. Neither this Official Statement nor any statement which may have been made verbally or in writing is to be construed as a contract with the holders of the Series 2023 Bonds.

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AUTHORIZATION OF THE OFFICIAL STATEMENT

The execution and delivery of this Official Statement, and its distribution and use by the Underwriters in connection with the initial public offering, sale and distribution of the Series 2023 Bonds by the Underwriters, have been duly authorized and approved by the City.

CITY OF ATLANTA

By: *[/s/ Andre Dickens]*
Andre Dickens, Mayor

By: *[/s/ Mohamed Balla]*
Mohamed Balla, Chief Financial Officer

By: *[/s/ Balram Bheodari]*
Balram Bheodari, Airport General Manager

APPENDIX A

REPORT OF THE AIRPORT CONSULTANT

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Appendix A

REPORT OF THE AIRPORT CONSULTANT

on the proposed issuance of

CITY OF ATLANTA

AIRPORT GENERAL REVENUE BONDS
Series 2023B (Non-AMT) and Series 2023C (AMT)

AIRPORT PASSENGER FACILITY CHARGE AND
SUBORDINATE LIEN GENERAL REVENUE BONDS
Series 2023D (Non-AMT) and Series 2023E (AMT)

and

AIRPORT GENERAL REVENUE REFUNDING BONDS
Series 2023F (Non-AMT) and Series 2023G (AMT)

Prepared for

City of Atlanta, Georgia

Prepared by

LeighFisher
San Francisco, California

August 1, 2023

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LeighFisher

August 1, 2023

Mr. Mohamed Balla
Chief Financial Officer

Mr. Balram Bheodari
Aviation General Manager

City of Atlanta
Hartsfield-Jackson Atlanta International Airport
Atlanta, Georgia

Re: **Report of the Airport Consultant,**
City of Atlanta Airport Revenue Bonds

Dear Mr. Balla and Mr. Bheodari:

We are pleased to submit this Report of the Airport Consultant in connection with the proposed issuance by the City of Atlanta (the City) of various series of Airport Revenue Bonds (collectively, Bonds) to fund certain costs of capital improvements at Hartsfield-Jackson Atlanta International Airport (the Airport) and to refund outstanding Bonds, as follows:

- Approximately $276 million principal amount of Airport General Revenue Bonds, Series 2023B (Non-AMT) and Series 2023C (AMT) (together, the 2022BC Bonds).

- Approximately $305 million principal amount of Airport Passenger Facility Charge and Subordinate Lien General Revenue Bonds, Series 2023D (Non-AMT) and Series 2023E (AMT) (together, the 2023DE PFC Bonds).

- Approximately $152 million principal amount of Airport General Revenue Refunding Bonds, Series 2023F (Non-AMT) and Series 2023G (AMT) (together, the 2023FG Refunding Bonds).

This letter and the accompanying attachment and exhibits constitute our report. The report takes into account the proposed 2023BC Bonds, the proposed 2023DE PFC Bonds, the proposed 2023FG Refunding Bonds, additional General Revenue Bonds that the City plans to issue in the approximate principal amount of $4,669 million to fund capital improvements through 2029 (collectively, the planned 2024-2029 Bonds), and additional PFC Revenue Hybrid Bonds in the approximate principal amount of $237 million that the City plans to issue in 2024 to fund capital improvements (the planned 2024 PFC Bonds).

On the same date as the issuance of the proposed 2023FG Refunding Bonds, the City expects to deliver its $400 million principal amount of Airport Passenger Facility Charge and Subordinate Lien General Revenue Forward Delivery Refunding Bond, Series 2023FWD-A-1 (Non-AMT) and its approximate $117 million principal amount of Airport Passenger Facility Charge and Subordinate Lien General Revenue Refunding Bond, Series 2023FWD-A-2 (AMT) (together, the 2023A PFC Refunding Bonds). Debt service savings to be achieved by the issuance of the 2023A PFC Refunding Bonds and the proposed 2023FG Refunding Bonds are factored into the report. The City may issue other refunding obligations during the forecast period to achieve further debt service savings, but no such future issuances or savings were assumed for the report.

Capital Plan to 2029

The City is implementing a 20-year plan of capital improvements at the Airport being funded by a combination of the proceeds of Bonds, federal grants, revenues derived from a passenger facility charge paid by airline passengers (PFC Revenues), revenues derived from a customer facility charge paid by Airport rental car customers (CFC Revenues), commercial paper notes, amounts accumulated in the Renewal and Extension Fund, and other Airport funds.

Capital improvements that the City expects to fund through 2029, referred to in the report as the Capital Plan to 2029, their estimated costs, and the funding plan are described in the attachment and summarized in Exhibit A at the end of the report.

Bond Ordinance

The City issues Bonds under the terms of the restated and amended master bond ordinance (Master Bond Ordinance) authorizing the issuance of City of Atlanta Airport Revenue Bonds adopted in March 2000 and supplemental bond ordinances. The Thirty-Second Supplemental Bond Ordinance adopted in June 2023 provides for the issuance of the proposed 2023BC Bonds, 2023DE PFC Bonds, and 2023FG Refunding Bonds. The City's Master Bond Ordinance and all supplemental bond ordinances are collectively referred to in the report as the Bond Ordinance. Except as otherwise defined, capitalized terms in the report are used as defined in the Bond Ordinance or the Airline Agreement (discussed later). References in the report to the Bond Ordinance are summaries or paraphrases thereof. In all instances, the text of the Bond Ordinance shall control.

Rate Covenant

In Section 601 of the Bond Ordinance, the City undertakes to prescribe and collect rates, fees, and charges for the Airport services and facilities furnished by the City so as to ensure that, in each Fiscal Year, General Revenues will be sufficient to enable the City to pay all Operating Expenses and:

(1) Meet at least 120% of the Debt Service Requirements of all outstanding General Revenue Bonds (110% without regard to amounts in the General Revenue Enhancement Subaccount);

(2) Meet at least 100% of the Debt Service Requirements of any other outstanding Bonds payable from General Revenues;

(3) Make any required payments to the Debt Service Reserve Account and the Rebate Account;

(4) Meet any Other Airport Obligations or other contractual obligations;

(5) Accumulate an amount in the Renewal and Extension Fund adequate to meet the costs of major renewals, replacements, and improvements to the Airport; and

(6) Remedy any deficiencies in any of the funds and accounts established by the Bond Ordinance from prior Fiscal Years.

Such provisions of Section 601 of the Bond Ordinance concerning General Revenues are referred to collectively as the Rate Covenant. The City's Fiscal Year (FY) is the 12 months ending June 30.

The proposed 2023BC Bonds are to be secured by a senior lien on General Revenues on a parity with outstanding General Revenue Bonds. The proposed 2023DE PFC Bonds are to be secured by a senior lien on PFC Revenues on a parity with outstanding Hybrid PFC Bonds and a lien on General Revenues subordinate to that of outstanding General Revenue Bonds. (Such Hybrid PFC Bonds are referred to in the report as PFC Revenue Bonds or PFC Bonds.) As of July 1, 2023, approximately $1,604 million principal amount of General Revenue Bonds was outstanding and approximately $1,121 million principal amount of PFC Revenue Bonds was outstanding.

CFC Revenues are to be used to pay the Debt Service Requirements of outstanding and any future Bonds secured by CFC Revenues. Under the Bond Ordinance, CFC Revenues are defined as Released Revenues and are excluded from General Revenues.

In the remainder of the report, the term Revenues is sometimes used to mean General Revenues and the term Net Revenues is used to mean Net General Revenues, i.e., General Revenues less Operating Expenses. Under the Bond Ordinance, Operating Expenses include all necessary expenses of operating and maintaining Airport facilities, including facilities constructed with the proceeds of General Revenue Bonds and PFC Revenue Bonds.

Airline Agreement

Most of the passenger and cargo airlines serving the Airport operate under the terms of Airport Use and Lease Agreements, referred to in the report collectively as the Airline Agreement, by which the airlines pay rentals, fees, and charges to allow the City to recover operating and maintenance expenses and debt service plus coverage on General Revenue Bonds allocable to airline costs centers (Airfield and Terminal). Coverage is calculated at 20% for General Revenue Bonds outstanding at the effective date of the Airline Agreement (as well as certain subsequently issued General Revenue Bonds) and at 30% for other subsequently issued General Revenue Bonds. The Airline Agreement, which was entered into effective July 2016 (with provisions governing rentals, fees, and charges effective October 2017), extends to June 2036. In FY 2023, airlines signatory to the Airline Agreement, referred to as the Signatory Airlines, collectively accounted for approximately 99% of enplaned passengers and landed weight at the Airport.

Under the provisions of the Airline Agreement, the City and the Signatory Airlines have agreed to the scope, costs, and funding of preapproved capital improvements whose costs are to be allocated to the Airfield or Terminal cost centers and recovered through airline rentals, fees, and charges. The Airline Agreement also defines procedures under which a majority-in-interest (MII) of Signatory Airlines may approve additional capital improvements whose costs are to be allocated to the Airfield or Terminal cost centers. For Airfield projects, MII is generally defined as airlines accounting for 87% of landed weight, and for Terminal projects, MII is generally defined as airlines accounting for 87% of enplaned passengers. A capital improvement project subject to MII consideration is deemed to be approved unless an MII of eligible Signatory Airlines disapproves.

Substantially all projects to be funded with the proceeds of the proposed 2023BC Bonds whose costs are to be paid through airline rentals, fees, and charges have been approved by the Signatory Airlines either through preapproval under the Airline Agreement or through separate MII approvals. None of the debt service requirements of the proposed 2023DE PFC Bonds are to be included in the calculation of airline rentals, fees, and charges.

Scope of Report

The report was prepared to evaluate the ability of the City to generate sufficient Revenues and PFC Revenues from operation of the Airport to pay Operating Expenses and the Debt Service Requirements of outstanding Bonds, the proposed 2023BC Bonds, the proposed 2023DE PFC Bonds, the proposed 2023FG Refunding Bonds, the planned 2024-2029 Bonds, and the planned 2024 PFC Bonds while meeting the debt service coverage requirements of the Rate Covenant. The report covers a forecast period through FY 2030.

In preparing the report, we analyzed:

- Future airline traffic demand at the Airport, giving consideration to the demographic and economic characteristics of the region served, historical trends in airline traffic, the role of the Airport as the principal connecting hub for Delta Air Lines and a key airport for Southwest Airlines, the outlook for airline service, and other key factors that will affect future traffic

- Estimated sources and uses of funds for the Capital Plan to 2029 and associated annual Debt Service Requirements of General Revenue Bonds and PFC Revenue Bonds

- Historical and forecast PFC Revenues and the use of certain PFC Revenues to pay the annual Debt Service Requirements of PFC Revenue Bonds

- Historical relationships among revenues, expenses, and airline traffic at the Airport

- The facilities to be provided by projects in the Capital Plan to 2029

- Other operational considerations affecting Airport revenues and expenses

- The City's policies and contractual agreements relating to the use and occupancy of airfield, terminal, and other Airport facilities, including the calculation of airline rentals, fees, and charges under the Airline Agreement

- The City's policies and contractual agreements relating to the operation of other Airport services and concessions, including public parking, rental car concessions, and terminal concessions

We also identified key factors upon which the future financial results of the Airport may depend and formulated assumptions about those factors. On the basis of those assumptions, we assembled the financial forecasts presented in the exhibits at the end of the report. Estimates of project costs, financing assumptions, and debt service requirements were provided by the sources noted in the exhibits.

Any CFC Revenues available after the payment of the Debt Service Requirements of Bonds secured by CFC Revenues may be used to pay certain other costs associated with construction and operation of the consolidated rental car center and the automated people-mover (SkyTrain) that connects the rental car center with the domestic passenger terminal. In the report, rental car operations were considered insofar as they may affect the Net Revenues of the Airport, but the adequacy of CFC Revenues to meet the Debt Service Requirements of Bonds secured by CFC Revenues or to pay other costs was not analyzed.

Forecast Debt Service Coverage

As shown in Exhibit G at the end of the report and in the following tabulation, the General Revenues of the Airport are forecast to be sufficient to pay Operating Expenses and to meet the other funding requirements of the Bond Ordinance, including the annual Debt Service Requirements of outstanding General Revenue Bonds, the proposed 2023BC Bonds, the proposed 2023 FG Refunding Bonds, and the planned 2024-2029 Bonds. None of the Debt Service Requirements of PFC Revenue Hybrid Bonds are forecast to be paid from General Revenues.

The debt service coverage ratio for General Revenue Bonds, without considering any amounts in the General Revenue Enhancement Subaccount, is forecast to exceed the 120% requirement of the Rate Covenant in each year through FY 2030.

Fiscal Year	Net General Revenues [A] (in thousands)	General Revenue Bond Debt Service Requirements *(a)* [B] (in thousands)	Debt service coverage ratio [A/B]
2023	$437,723		
2024	293,759	$136,717	215%
2025	353,346	205,396	172
2026	440,724	255,426	173
2027	506,532	301,109	168
2028	602,181	356,113	169
2029	682,165	427,549	160
2030	747,934	487,797	153

(a) In FY 2023, Debt Service Requirements were paid entirely from COVID 19 relief grants. See Exhibit G.

Exhibit F at the end of the report and the following tabulation show the forecast debt service coverage ratio for outstanding PFC Revenue Hybrid Bonds, the proposed 2023DE PFC Bonds, and the planned 2024 PFC Bonds without considering any amounts in the PFC Revenue Enhancement Account.

Fiscal Year	PFC Revenues [A] (in thousands)	Bond Debt Service Requirements to be paid from PFC Revenues *(a)* [B] (in thousands)	Debt service coverage ratio [A/B]
2023	$199,193	$ 87,176	228%
2024	208,672	104,345	200
2025	211,761	112,275	189
2026	215,528	120,283	179
2027	219,885	125,741	175
2028	224,913	125,703	179
2029	229,935	125,112	184
2030	235,222	125,129	188

(a) In FY 2023, PFC Revenues were reduced because of COVID-19-related reductions in passenger numbers.

The forecasts presented in the report are based on information and assumptions that were provided by or reviewed with and agreed to by Airport management. The forecasts reflect Airport management's expected course of action during the forecast period and, in Airport management's judgment, present fairly the expected financial results of the Airport. Those key factors and assumptions that are significant to the forecasts are set forth in the attachment, "Background, Assumptions, and Rationale for the Financial Forecasts." The attachment should be read in its entirety for an understanding of the forecasts and the underlying assumptions.

In our opinion, the underlying assumptions provide a reasonable basis for the forecasts. However, any forecast is subject to uncertainties. Inevitably, some assumptions will not be realized and unanticipated events and circumstances may occur. Therefore, there will be differences between the forecast and actual results, and those differences may be material. Neither LeighFisher nor any person acting on our behalf makes any warranty, express or implied, with respect to the information, assumptions, forecasts, opinions, or conclusions disclosed in the report. We have no responsibility to update the report to reflect events and circumstances occurring after the date of the report.

*   *   *   *   *

We appreciate the opportunity to serve as the City's Airport Consultant on the proposed financing.

Respectfully submitted,

LeighFisher

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Attachment

BACKGROUND, ASSUMPTIONS, AND RATIONALE FOR THE FINANCIAL FORECASTS

REPORT OF THE AIRPORT CONSULTANT

on the proposed issuance of

CITY OF ATLANTA

AIRPORT GENERAL REVENUE BONDS
Series 2023B (Non-AMT) and Series 2023C (AMT)

AIRPORT PASSENGER FACILITY CHARGE AND SUBORDINATE LIEN GENERAL REVENUE BONDS
Series 2023D (Non-AMT) and Series 2023E (AMT)

and

AIRPORT GENERAL REVENUE REFUNDING BONDS
Series 2023F (Non-AMT) and Series 2023G (AMT)

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AIRPORT FACILITIES AND CAPITAL PLAN

AIRPORT FACILITIES

Hartsfield-Jackson Atlanta International Airport is located in Clayton and Fulton counties, Georgia, about 10 road miles south of downtown Atlanta. The Airport occupies approximately 4,750 acres and is surrounded by the cities of College Park, East Point, and Hapeville to the west and north and by the City of Atlanta and unincorporated areas of Clayton County to the east and south. Access to the Airport is provided via interstate highways I-85, I-285, and I-75, which bound the Airport site to the west, south, and east, respectively.

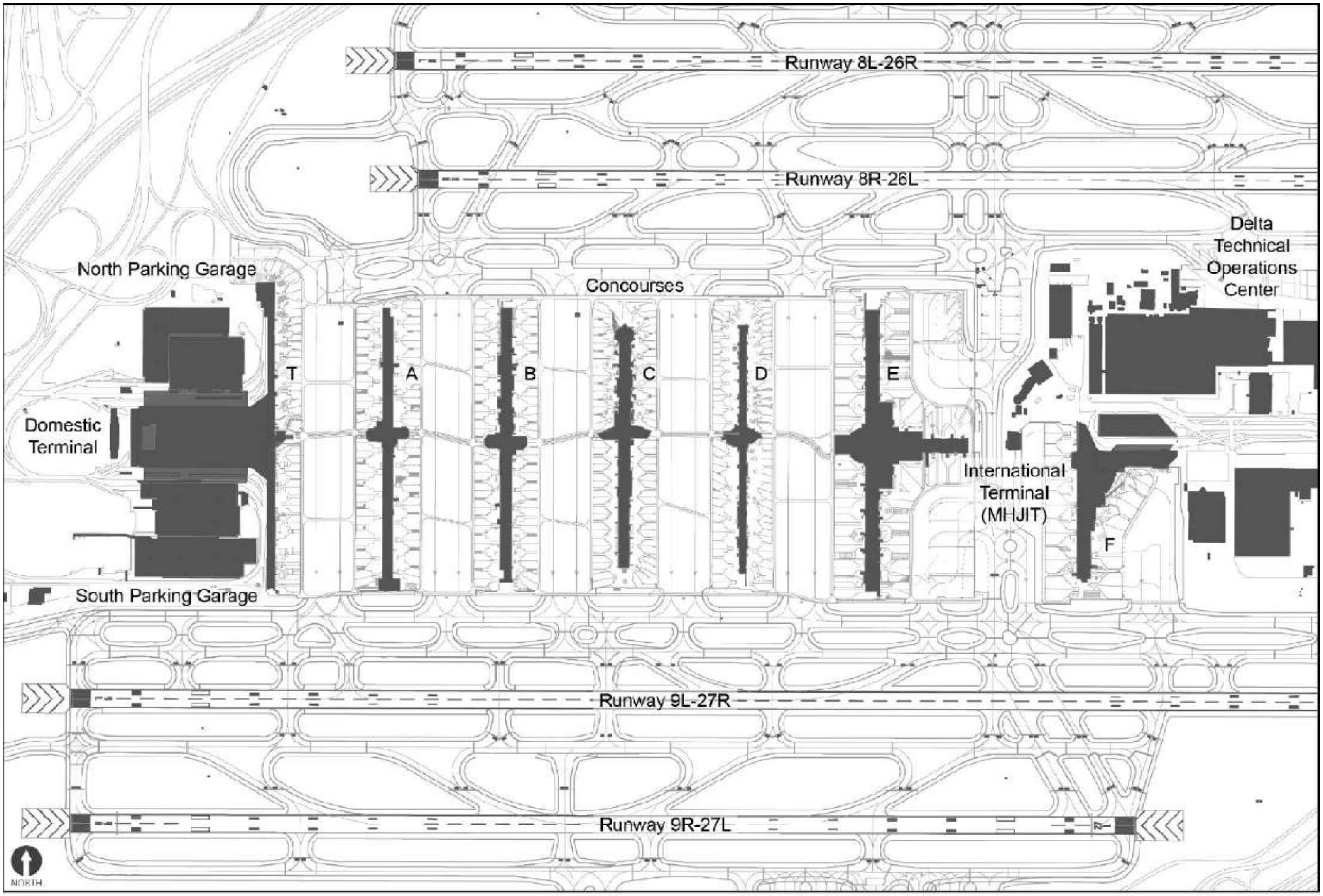
Airfield

The Airport has five parallel east-west runways, two immediately north of the passenger terminal complex (Runway 8L-26R, 9,000 feet long, and Runway 8R-26L, 10,000 feet long), two immediately south of the terminal complex (Runway 9L-27R, 12,390 feet long, and Runway 9R-27L, 9,000 feet long), and a fifth (Runway 10-28, 9,000 feet long) separated from Runway 9R-27L by 4,200 feet to the south. Of the two pairs of parallel runways immediately north and south of the terminal complex, the outboard runways (Runways 8L-26R and 9R-27L, separated by 6,450 feet) are used primarily for aircraft landings. The inboard runways (Runways 8R-26L and 9L-27R, separated by 4,400 feet) are used primarily for aircraft takeoffs. Runway 10-28, opened in 2006, is used primarily for aircraft landings. All runways are equipped with instrument landing systems, lighting systems, and other air navigation aids, permitting the Airport to operate in virtually all weather conditions. The separation between the runways permits the simultaneous use of three runways for aircraft landings in poor visibility.

Domestic Passenger Terminal

Figure 1 shows the layout of the central passenger terminal complex (CPTC). Opened in 1980, the CPTC originally consisted of a landside building (now the domestic terminal) and Concourses T-North, A, B, C, and D. The CPTC has been expanded with the addition of the international landside terminal and Concourses T-South, E, and F to encompass approximately 6.8 million square feet.

A 7,400-foot-long underground transportation mall accommodates an automated guideway transit system (AGTS), known as the Plane Train, and pedestrian walkways that connect all terminal buildings and concourses. The AGTS typically operates with 260-person-capacity, four-car trains at approximately two-minute intervals. The midfield location of the CPTC provides for the optimal movement of aircraft between the terminal gates and the runways and has been the model for the design of many other major world airports.



Source: City of Atlanta, Department of Aviation, June 2023.

Figure 1
CENTRAL PASSENGER TERMINAL COMPLEX
Hartsfield-Jackson Atlanta International Airport

The domestic landside terminal building contains approximately 1.3 million square feet of space housing passenger and baggage check-in, security screening, baggage claim, ground transportation, concessions, airline operations, Airport administration, and other services and functions. The building is generally symmetrical along its east-west axis, with Delta Air Lines occupying the south side of the building (the South Terminal) and the other domestic airlines occupying the north side (the North Terminal). Check-in, security screening, and other enplaning passenger functions are accommodated at the east end of the building; baggage claim and other deplaning passenger functions are accommodated at the west end.

A 250,000-square-foot, three-story atrium in the center of the building, opened in 1995, provides a large open space for waiting, circulation, concessions, and other passenger services. Upper levels of the atrium accommodate Airport administrative offices and a USO center. North and South Terminal Parkways provide vehicle access to 750-foot-long curbsides at the North and South Terminals. The Terminal Parkways are covered by canopies spanning their full 150-foot width that were completed in 2018. Pedestrian bridges beneath the canopies connect the terminal building to the adjacent parking garages.

The five domestic concourses together provide approximately 2.3 million square feet of space, are separated from one another by approximately 1,000 feet, and provide 156 aircraft parking positions (gates) equipped with loading bridges and configured for the current mix of aircraft operating at the Airport. The concourses provide passenger holdrooms, concessions, baggage handling facilities, airline operations space, and other services and functions.

Domestic gates are preferentially leased to airlines as shown in Table 1. Common use gates on Concourses D and T are managed for the City on a common-use basis by a TBI Airport Management joint venture (TBI).

International Passenger Terminal

The international terminal complex comprising Concourse E, Concourse F, and the Maynard H. Jackson Jr. International Terminal (MHJIT) provides approximately 3.2 million square feet of terminal space and 40 loading bridge-equipped gates, most capable of accommodating arrivals and departures by widebody aircraft in domestic or international service. TBI manages the international terminal for the City.

Concourse E, opened in 1994 with 24 gates and expanded in 2001 with 4 additional gates, provides approximately 1.8 million square feet of space. Concourse F, opened in 2012, provides approximately 1.1 million square feet of space and 12 gates. An additional gate at Concourse E, not equipped with a loading bridge, is used by buses serving remote aircraft parking positions. All gates at Concourses E and F are operated on a common-use basis. Delta has priority use rights to all 28 gates at Concourse E and

6 gates at Concourse F. These 34 gates are used primarily by Delta and its SkyTeam alliance partners. The remaining 6 gates at Concourse F are used primarily by foreign flag airlines not in the SkyTeam alliance.

A 220,000-square-foot federal inspection services (FIS) facility at Concourse E provides the capacity for U.S. Customs and Border Protection (CBP) to process approximately 3,600 arriving international passengers per hour through immigration and customs inspections. A second, 150,000-square-foot, FIS facility at Concourse F provides the capacity for CBP to process approximately 2,400 arriving international passengers per hour.

The MHJIT landside terminal building, opened in 2012, provides approximately 0.3 million square feet of space on five levels and accommodates ground transportation facilities, two-level curbside roadways, international passenger check-in facilities, and baggage claim facilities for precleared passengers, i.e., those arriving from Canada and other countries where they clear CBP inspections at their departure airport. Arriving international passengers proceed directly to ground transportation after clearing CBP inspections without having to recheck their baggage for reclaim, as was the case before MHJIT opened. Access to the terminal is from the east, via a second Airport entrance roadway. Shuttle buses transport passengers between the domestic and international terminal buildings.

Use of Gates

Table 1 summarizes the distribution of gates by concourse and airline and shows gate use in terms of the average daily number of departures and departing seats per gate in May 2023. The Airport's gates were intensively used, with an average gate use of 5.8 departures per day on the 150 gates in service at the five domestic concourses. Six domestic gates were out of service in May 2023 for the Concourse D widening project and Delta Sky Club construction. In July 2019, pre-pandemic, the average gate use was approximately 6.5 departures per gate per day, among the highest of any large airport in the nation. During early morning, late afternoon, and evening periods, most domestic gates were routinely occupied.

International departures are concentrated during two periods of the day, approximately three hours in the morning, mainly to Caribbean and Latin American destinations, and approximately four hours in the evening, mainly to European destinations. In May 2023, between approximately 9:00 a.m. and 11:00 a.m. and 4:00 p.m. and 7:00 p.m., most of the 40 loading bridge-equipped gates at the two international concourses were routinely in use.

Under the Airline Agreement, the Signatory Airlines have preferential-use or priority-use rights to the numbers of gates shown in Table 1. A Signatory Airline is required to accommodate the flights of another airline if such flights cannot be accommodated at that other airline's gates or at the City's common-use gates.

Table 1

DISTRIBUTION OF GATES AND USE BY AIRLINE

Hartsfield-Jackson Atlanta International Airport

May 2023

	Number of gates								Average daily departures		Average daily departing seats	
	Concourse									Per		Per
	T	A	B	C	D	E	F	Total	Number	gate	Number	gate
Preferentially leased *(a)*												
Delta Air Lines	8	29	32	16	29	--	--	114	664	5.8	106,089	931
Southwest Airlines	--	--	--	18	--	--	--	18	98	5.4	15,419	857
American Airlines	4	--	--	--	3	--	--	7	34	4.9	4,795	685
United Airlines	4	--	--	--	--	--	--	4	22	5.5	3,188	797
Frontier Airlines *(b)*	2	--	--	--	--	--	--	2	14	7.0	2,699	1,349
Spirit Airlines	--	--	--	--	2	--	--	2	18	8.8	3,173	1,587
Subtotal leased gates in service	18	29	32	34	34	--	--	147	849	5.8	135,365	921
Out of service	1	--	--	--	5	--	--	6				
Total leased gates	19	29	32	34	39	--	--	153				
Common use												
Domestic *(c)*	2	--	--	--	1	--	--	3	13	4.5	1,972	657
International												
Delta priority use *(d)*	--	--	--	--	--	28	6	34	141	4.2	28,245	831
Other *(e)*	--	--	--	--	--	1	6	7	24	3.5	4,900	700
Subtotal common use gates	2	--	--	--	1	29	12	44	179	4.1	35,117	798
Airport total	21	29	32	34	40	29	12	197	1,029		146,551	
Gates in service								191		5.4		893

Note: Columns may not add to totals shown because of rounding.

(a) Gates used for domestic and some international departures by leasing airlines and their regional affiliates.

(b) Frontier operated from gates at Concourse T while its leased gates at Concourse D were under construction.

(c) Concourse T gates were used by Alaska, JetBlue, and United and Concourse D gate was used by Alaska, Frontier, and Spirit. Frontier, JetBlue, and Spirit also operated from Delta's priority use gates at Concourse E.

(d) Gates used primarily by Delta and joint venture partner airlines for international and some domestic departures.

(e) Gates used primarily by foreign flag airlines. The gate at Concourse E is not equipped with a loading bridge and is used for buses serving remote aircraft parking positions.

Sources: Average daily departures and seats: Aerobahn SMS (surface management system) data, accessed May 2023.
Number of gates by airline and concourse: City of Atlanta, Department of Aviation records.

Ground Transportation

Ground access to the domestic terminal is provided from the west on I-85 via Terminal Parkway and Camp Creek Parkway and from the south on I-285 via Riverdale Road. Access to the international terminal and airline support, cargo, and other Airport facilities is provided from the east on I-75 via Maynard H. Jackson Jr. Boulevard. Loop Road, a divided four-lane roadway, provides circulation around the Airport perimeter. A system of nonlicensed vehicle roadways provides access and circulation within the secure air operations area.

The City provides approximately 34,000 public parking spaces on-Airport in multistory garages adjacent to the domestic and international landside buildings, in a multistory garage west of the Airport (ATL West garage opened in May 2021) served by an automated people mover system, and in surface lots and a garage served by shuttle buses. Private operators on Camp Creek Parkway and at other off-Airport sites provide approximately 13,000 additional public parking spaces. The City provides approximately 400 parking spaces on Airport for employees. Delta and other tenants provide approximately 14,000 additional employee spaces, mostly off Airport.

All companies providing rental car services at the Airport do so from a consolidated rental car center, west of I-85, which opened in 2009. The rental car center occupies an approximately 70-acre site and provides approximately 8,700 spaces for ready and return car parking and associated service, maintenance, and storage facilities for up to 3,900 vehicles. The rental car center is connected to the domestic terminal by an automated people-mover system known as the SkyTrain. The SkyTrain also serves the Georgia International Convention Center, the Gateway Center office and hotel complex, and the ATL West parking garage via an intermediate station. The SkyTrain operates with 100-passenger trains at headways of approximately two minutes during peak hours.

Other commercial ground transportation services include off-Airport parking shuttles, hotel and motel shuttles, taxicabs, ride-hailing services, limousines, intercity buses, and door-to-door shuttle vans. Commercial vehicles pick up passengers at a dedicated ground transportation center at the west end of the landside building. A staging area for taxicabs is provided west of the domestic terminal. Areas for pickups by ride-hailing services are provided in surface parking lots north and south of the domestic terminal.

The Metropolitan Atlanta Rapid Transit Authority (MARTA) provides rail transit service to the Airport from the other 37 stations on its 48-route-mile system. The Airport station, which is inside the domestic terminal building at the west end, opened in 1988 and is the terminus of MARTA's Red and Yellow lines. The travel time from the Airport to downtown Atlanta is about 16 minutes and the interval between trains is about 15 minutes on weekdays.

Air Cargo

Air cargo transported by passenger and all-cargo airlines serving the Airport is processed through 11 buildings totaling approximately 1.5 million square feet. Associated apron space provides parking positions for 28 widebody aircraft. A 490,000-square-foot complex of buildings is located north of the airfield and a 360,000-square-foot complex of buildings is located to the south, between Runways 9R-27L and 10-28. Delta operates cargo buildings occupying 525,000 square feet in the approximately 110-acre area east of the CPTC and south of Maynard H. Jackson Jr. Boulevard, referred to as the central terminal support area (CTSA). The U.S. Postal Service operates a 120,000-square-foot regional distribution center at the eastern boundary of the Airport.

Airline Support

The City leases Airport land and buildings to airlines and others for activities supporting airline operations. Delta's corporate headquarters, training, and operations facilities are located on approximately 85 acres at the north side of the Airport. Delta's principal operations and maintenance base, the Delta Technical Operations Center, occupies approximately 175 acres east of the CPTC and north of Maynard H. Jackson Jr. Boulevard. Flight kitchens, aircraft maintenance hangars, maintenance and storage facilities for ground support equipment (GSE), fuel storage tanks, and various other facilities supporting the operations of Delta and other airlines are also located on the Airport, many in the CTSA. Three fuel farms, one of which is operated by Delta, provide storage tanks for approximately 32 million gallons of jet fuel. Several companies provide into-plane fueling, ground handling, and other airline support services. Fixed base operator services supporting airline, corporate, and general aviation aircraft operations are provided by Signature Flight Support on the north side of the airfield.

Airport Utilities, Support, and Other Facilities

Extensive utility systems provide water supply, storm and sanitary sewer, electrical power, communications, and natural gas services at the Airport. Aircraft rescue and fire-fighting (ARFF) services are provided from five fire stations. The Airport also accommodates airfield maintenance buildings, a Federal Aviation Administration (FAA) Airport traffic control tower, air navigation aids and guidance systems, and various other support facilities. Hotels, an office building, and other non-aviation facilities are accommodated on the north side of the Airport on land not required for aviation uses. No military aviation activities are based at the Airport.

CAPITAL IMPROVEMENT PLAN

Capital Plan to 2029

In May 2015, the City published a master plan to guide the long-term development of the Airport. In May 2016, as part of the Airline Agreement, the City and the Signatory

Airlines adopted a 20-year plan of capital improvements, consistent with the master plan, and an agreed-upon funding plan. Only projects in the 20-year plan that the City expects to fund through FY 2029, referred to collectively as the Capital Plan to 2029, are discussed in the report. The City publicizes Airport capital improvements generally as ATLNext.

The projects in the Capital Plan to 2029 are summarized in the following sections. Some of the projects have been completed, some are under construction, and some have not yet been started. The estimated costs and sources of funding for the projects are summarized in Exhibit A.*

Airfield

Runway 9L End-Around Taxiway. A taxiway has been constructed around the west end of Runway 9L-27R to permit aircraft landing to the west on Runways 9R-27L and 10-28 to taxi to the terminal complex without needing to cross Runway 9L-27L, thereby increasing runway departure capacity. The taxiway became operational in November 2022. Taxiway construction resulted in the loss of Park-Ride parking spaces.

South Deicing Complex. An aircraft parking apron has been constructed at the south side of the airfield and facilities installed to provide additional capacity for the deicing of aircraft before takeoff. The complex, which became fully operational in March 2023, allows the simultaneous deicing of five Airplane Design Group (ADG) V widebody aircraft and provides facilities and utilities for the storage, dispensing, collection, and treatment of deicing fluids.

Airfield Safety Areas. Various projects have been or are being implemented to upgrade airfield safety, including grading nonstandard runway and navaid safety areas, modifying airfield signage, removing obstacles, improving perimeter security fencing, and upgrading airfield facilities to comply with FAA standards and requirements.

Airfield Renewal and Replacement. Various projects are being undertaken to repair and replace runway, taxiway, and apron pavement and shoulders; nonlicensed vehicle roads; lighting cables; and other airfield facilities.

ARFF Stations. ARFF station #40 has been demolished and replaced and ARFF station #35 is being renovated to meet current needs and standards.

Terminal

Terminal Modernization Program. The domestic terminal and Concourses T through C have been renovated and upgraded to provide the aesthetics and amenities

*All financial exhibits are presented at the end of the report.

expected of a major international airport and provide a uniform enhanced passenger experience throughout the terminal complex.

Airside components of the program included replacing holdroom windows and ceilings, replacing exterior facades, and renovating the AGTS pedestrian tunnel. Landside components included renovating curbside facades, vestibules, and doors; renovating the check-in and baggage claim lobbies; and installing larger clerestory windows. Tubular steel canopies spanning the 150-foot width of the North and South Terminal curbside roadways and extending the full 900-foot length of the terminal were constructed. Four new pedestrian bridges from the parking garages to the terminal building, with elevators and escalators providing access between the bridges and the terminal check-in lobbies eliminated the need for pedestrian crossings of the curbside roadways and increased roadway capacity. All elements of the program were completed in December 2021.

AGTS Turnback Relocation. The AGTS turnback tracks located beneath the domestic terminal building are being relocated by approximately 600 feet to the west to permit reduced train headways and increased capacity. The project is scheduled to be completed in mid-2024. To realize the additional capacity, an additional 14 cars will be acquired and modifications made to the train control and power supply systems.

Concourse T-North Extension. Concourse T has been extended to the north to provide four additional ADG III gates and approximately 75,000 square feet of new concourse space at the boarding and apron levels. New bypass taxiways, taxilanes, and aprons provide aircraft access to the gates. The concourse extension required the demolition and replacement of ARFF station #32, a Delta GSE maintenance building, and a Georgia Power electrical substation, also the realignment of North Terminal Parkway, the reconfiguration of the north parking exit plaza, and the loss of Economy parking spaces. As part of the project, the holdrooms for the existing nine gates at Concourse T-North have been renovated and upgraded to the standards being implemented at the other domestic concourses under the terminal modernization program. The concourse extension became operational in December 2022.

Concourse E Gate Conversion. Loading bridges and apron facilities at Concourse E will be reconfigured from ADG IV to ADG III to accommodate expected changes in the mix of aircraft using gates at the concourse.

Concourse D Widening. Concourse D, one of the five original concourses that opened in 1980 and is undersized, is being widened and renovated to bring it up to the space and amenity standards at the other concourses. The concourse is being widened from 60 feet to 99 feet and extended by approximately 288 feet to add approximately 100,000 square feet of space at the boarding level. The depth of the holdrooms will be increased from 20 feet to 35 feet and additional space provided for circulation, restrooms, and concessions. Apron and gate layouts will be modified to provide

34 gates, all configured to accommodate ADG III aircraft. The existing concourse provides 40 gates, 21 of which can accommodate ADG III aircraft. Concourse exteriors and interiors will be modernized to match the other concourses, and vertical circulation and utility systems will be replaced and upgraded. The concourse widening project will include the construction of an approximately 25,000 square feet of space for a Delta Sky Club above the boarding level. The project is being constructed in phases scheduled to be completed in 2026 through 2029.

Ramp 6 North Domestic Gates. To provide replacement domestic gate capacity during the widening of Concourse D, a new passenger holdroom building will be constructed at Ramp 6 northeast of Concourse E. The building will provide parking positions for three ADG III aircraft and approximately 30,000 square feet of space at two levels for holdrooms, restrooms, concessions, and operations. The building will be connected to Concourse E by a new elevated walkway. The project is scheduled to be completed by the end of 2024.

Emergency Power Generators. Up to 20 diesel -powered generators will be installed to provide full backup electrical power in the event of a main power outage.

Utility Plant and HVAC Replacement. The central utility plants and HVAC systems serving the domestic terminal and Concourses T and E are being replaced and upgraded.

Escalator and Elevator Replacement. Escalators, elevators, and moving sidewalks throughout the CPTC will be rehabilitated or replaced as their useful lives are reached.

Fire Life Safety Compliance. A program of upgrades will bring all public-accessible areas of the terminal complex into compliance with State of Georgia fire-life-safety code requirements. Facilities and systems being upgraded or replaced include exit doors and stairs, fire proofing of roofs, sprinklers, alarms, and smoke detection and control.

Terminal Renewal and Replacement. Terminal renewal and replacement projects include replacement of aircraft parking aprons, replacement of AGTS control switches, upgrading of emergency response and life safety systems, upgrades to WiFi systems, upgrading of power monitoring systems, replacement of signage, and replacement of deteriorated water and sewer infrastructure.

Loading Bridge Replacement. All passenger loading bridges at the five domestic concourses have been replaced or refurbished and associated electrical power and preconditioned air systems upgraded. The project was completed in July 2022.

South Security Checkpoint Expansion. The passenger security screening checkpoint at the domestic South Terminal has been enlarged by approximately 30,000 square feet to accommodate an expansion from four to nine lanes with additional queuing areas to provide needed additional capacity. The project, which was completed in November 2020, required the relocation of Delta offices, utility rooms, and other facilities.

Concourse T Midpoint Vertical Circulation. To provide needed additional capacity for passengers moving between the main level of the domestic terminal and the Concourse T AGTS station, an additional escalator and two elevators are being constructed at the concourse midpoint. The project involves expansion of the concourse building envelope, adding utilities capacity, and relocating egress fire stair. Existing escalators whose useful life has been exceeded are also being rebuilt. The project is scheduled to be completed by the end of 2023.

Terminal Restroom Enhancements. Restrooms throughout the CPTC will be upgraded, modernized, and enlarged where needed. The project is being implemented in phases through 2030.

North Terminal Check-in Lobby Reconfiguration. The passenger check-in lobby and counters at the domestic North Terminal will be reconfigured and outbound baggage handling systems replaced to modernize the area and increase efficiency. The project is scheduled to be completed in 2029.

Other Security Screening Projects. Other upgrades to security screening capabilities include a new consolidated facility for employee screening, replacement of explosives detection equipment, and installation of security screening smart lanes.

AGTS Car Replacement. Replacement of 49 cars for the Plane Train system will be required as the cars reach the end of their useful lives. The cars will be delivered in two tranches, in mid-2026 and mid-2028.

Airline-Specific Projects. Projects for Delta include a new SkyClub lounge at Concourse B. A project for United is part of the extension of Concourse T-North.

Landside

West Parking Garage. A six-level parking garage providing approximately 5,770 spaces was constructed west of the domestic terminal and opened in May 2021. The garage, referred to as the ATL West garage, is directly accessible from the domestic terminal via the SkyTrain, with an elevated pedestrian walkway providing access from the garage to the SkyTrain station at the Gateway Center. The garage provides parking capacity to offset losses of spaces from airfield and terminal development.

South Park-Ride Lot. A park-ride lot providing approximately 1,500 spaces was constructed at a 20-acre site south of the Airport off Sullivan Road and opened in June 2021. The lot, referred to as the ATL Select lot, provides parking capacity to offset losses of Park-Ride spaces from the construction of the Runway 9L end-around taxiway and other Airport development.

North and South Garage Life Extension. The north and south parking garage structures at the domestic terminal are being renovated to extend their useful lives. Additional escalators and elevators are being installed and wayfinding signage updated to facilitate access to the new pedestrian bridges constructed over the curbside roadways as part of the landside terminal modernization program.

South Parking Garages. A new multistory parking garage will be constructed at the site of the existing south Economy parking lot, southwest of the domestic terminal. The garage will provide approximately 6,500 spaces and be connected to the west end of the domestic terminal building by a pedestrian bridge. Pedestrian and vehicular connections will also be provided to the existing 6,900-space south garage, which is to be reconstructed in a later phase. The project includes approximately 1,200 surface spaces, new entrance and exit plazas, an office building for the parking manager, automated parking guidance systems, upgraded parking revenue control systems, and electric vehicle charging stations. The existing south garage will remain fully functional during reconstruction of the new garage. The new garage is scheduled for completion in 2026 and reconstruction of the existing garage is scheduled for completion in 2031.

Other Parking and Roadway Projects. Other projects include resurfacing of parking lots, installation of electric vehicle charging stations, renovation of the parking garage at the international terminal, and reconstruction of sections of Loop Road.

Commercial Vehicle Hold Lot. A hold lot and service building for taxis and other commercial vehicles was constructed at a six-acre site formerly occupied by rental car facilities west of the domestic terminal. The project was completed in September 2017.

West Curbsides and Plaza. Other ground transportation projects include the relocation, reconfiguration, and expansion of the commercial vehicle curbsides at the west end of the domestic terminal; creating a landscaped open public space at a plaza between the terminal and the SkyTrain station; replacing cladding and glazing at the west wall of the terminal; providing new areas for ride-hailing services; and upgrading ground transportation center offices. The projects are scheduled to be completed in phases through 2031.

Rental Car Center Renewal. Various projects are being undertaken to renew and replace garage drainage, pedestrian bridges, roadways, and roadway bridges.

South Cargo Site Preparation. Sites between Runways 9R-27L and 10-28 have been graded and aircraft aprons constructed to serve planned future air cargo Buildings 2A and 2B.

Sheraton Hotel Demolition. A Sheraton hotel west of the airport has been demolished to provide additional runway approach protection.

Other Buildings. The Airport's centralized command and control center (C4) building has been expanded and renovated and various other buildings renewed or replaced.

Other Airport Support. Other projects include upgrades to Airport administrative offices and environmental and sustainability initiatives.

Aircraft Noise Mitigation. As part of the City's ongoing noise mitigation program, apartments and other noise-sensitive properties near the Airport are being acoustically insulated to make them compatible with aircraft noise.

Distributed Antenna System. Equipment will be acquired and installed for an upgraded distributed antenna system to provide enhanced wireless communications service for the entire Airport campus.

Infrastructure Renewal. Facility assessments and various projects are being undertaken to renew and replace drainage, sewerage, information technology, power, telecommunications, and other infrastructure.

ECONOMIC BASIS FOR AIRLINE TRAFFIC DEMAND

AIRPORT SERVICE REGION

The Airport's primary service region is the 8,376-square-mile, 29-county Atlanta-Sandy Springs-Alpharetta Metropolitan Statistical Area (Atlanta MSA) shown on Figure 2. According to the Bureau of the Census, the 2022 population of the Atlanta MSA was 6,222,000, accounting for 57% of the State of Georgia's population and ranking the Atlanta MSA as the eighth largest in the nation. Approximately 58% of the Atlanta MSA population resided in the 1,200-square-mile area comprising the central counties of Clayton, Cobb, DeKalb, Fulton, and Gwinnett, a decrease from 64% in 2010. The 2022 population of the City of Atlanta, in DeKalb and Fulton counties, was 499,000, about 8% of the Atlanta MSA total. The Atlanta MSA is the dominant population center and economic engine in the combined primary and secondary service regions.

The Airport's secondary service region is defined by the location of (and airline service provided at) the nearest airports. This secondary region includes the remainder of the State of Georgia, as well as parts of Alabama, Tennessee, North Carolina, and South Carolina. As shown on Figure 2, the nearest commercial service airport with more than one million annual enplaned passengers is that serving Birmingham, Alabama, located 150 road miles from Atlanta. Birmingham is classified as a small air traffic hub by the FAA. The nearest airports classified as large or medium air traffic hubs are Charlotte, North Carolina; Nashville, Tennessee; and Jacksonville, Florida, all between 240 and 350 road miles from Atlanta.

HISTORICAL SOCIOECONOMIC INDICATORS

In general, the population and economy of an airport service region are the primary determinants of originating passenger numbers at an airport serving that region. Connecting passenger numbers are primarily determined by airline decisions to provide connecting service at an airport. The following sections describe the economic basis for originating passenger traffic at the Airport in terms of historical socioeconomic trends and the employment profile of the Atlanta MSA. Table 2 presents historical data on population, nonagricultural employment, per capita income, and per capita gross domestic product for the Atlanta MSA and the United States.

Population

The population of the Atlanta MSA increased an average of 1.4% per year between 2010 and 2019 and 1.1% per year between 2019 and 2022. The population of the nation as a whole increased an average of 0.7% per year and 0.5% per year over the same time periods.

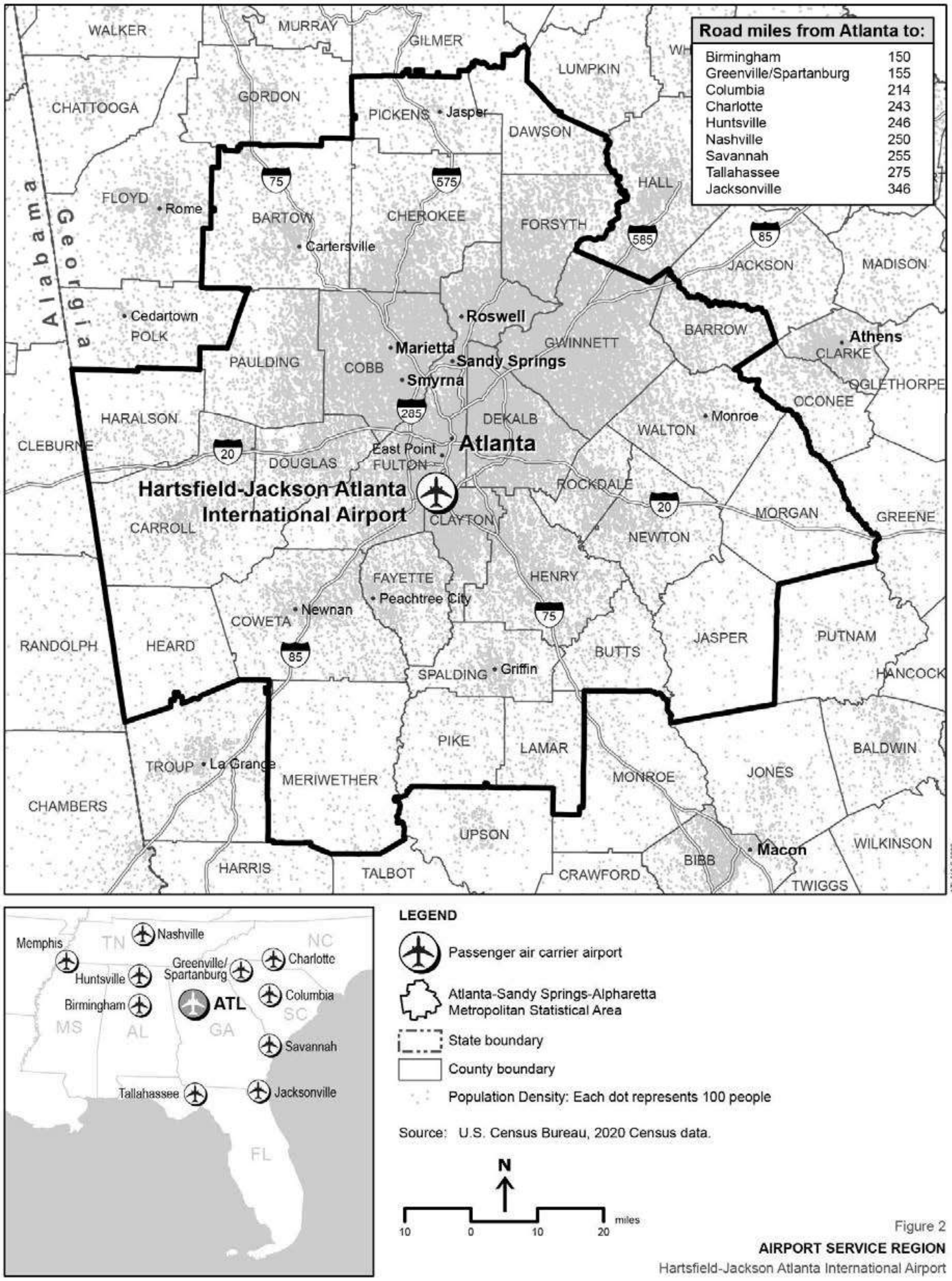


Figure 2
AIRPORT SERVICE REGION
Hartsfield-Jackson Atlanta International Airport

Table 2

HISTORICAL SOCIOECONOMIC DATA

Calendar years

	Population (thousands)		Nonagricultural employment (thousands)		Per capita personal income (2022 dollars)		Per capita gross domestic product *(a)*	
	Atlanta MSA	United States	Atlanta MSA	United States	Atlanta MSA	United States	Atlanta MSA	United States
2000	4,293	282,162	2,300	132,011	$57,812	$52,127	$78,900	$61,743
2005	4,771	295,517	2,345	134,034	57,953	53,748	80,922	66,118
2006	4,932	298,380	2,411	136,435	58,593	55,337	79,224	67,215
2007	5,066	301,231	2,460	137,981	58,011	56,293	77,437	67,821
2008	5,170	304,094	2,433	137,224	54,489	55,765	71,914	66,020
2009	5,241	306,772	2,297	131,296	52,351	53,686	69,373	64,380
2010	5,303	309,322	2,276	130,345	52,039	54,601	68,875	65,296
2011	5,366	311,557	2,312	131,914	53,569	55,616	68,199	65,143
2012	5,444	313,831	2,355	134,157	53,519	56,784	68,441	66,017
2013	5,511	315,994	2,415	136,363	53,003	56,278	69,589	66,962
2014	5,593	318,301	2,504	138,939	55,692	57,962	71,832	68,163
2015	5,686	320,635	2,584	141,824	58,212	60,163	75,514	70,110
2016	5,788	322,941	2,670	144,335	59,250	60,496	77,948	70,589
2017	5,872	324,986	2,735	146,607	60,852	61,547	79,105	71,555
2018	5,945	326,688	2,797	148,908	62,119	62,685	80,713	73,252
2019	6,020	328,240	2,864	150,904	64,242	64,390	83,396	74,565
2020	6,103	331,512	2,719	142,186	66,673	67,578	78,969	71,836
2021	6,143	332,032	2,842	146,285	68,278	69,248	83,303	75,839
2022	6,222	333,288	2,987	152,575	-	65,423	-	76,399
	Average annual percent increase (decrease)							
2000-2007	2.4%	0.9%	1.0%	0.6%	0.0%	1.1%	(0.3%)	1.4%
2007-2010	1.5	0.9	(2.6)	(1.9)	(3.6)	(1.0)	(3.8)	(1.3)
2010-2019	1.4	0.7	2.5	1.6	2.3	1.7	2.1	1.5
2019-2022	1.1	0.5	1.4	0.4	n.a	0.5	n.a.	0.8

n.a. = not available.

MSA = Metropolitan Statistical Area comprising the 29 counties shown on Figure 2 for all years.

Notes: Population numbers are estimated as of July 1 each year.
Calculated percentages may not match those shown because of rounding.
Per capita gross domestic product number for Atlanta MSA for 2000 is estimated.

(a) Per capita gross domestic product in 2022 dollars.

Sources: Population: U.S. Department of Commerce, Bureau of the Census website, www.census.gov, accessed May 2023.
Income and GDP: U.S. Department of Commerce, Bureau of Economic Analysis website, www.bea.gov, accessed May 2023.

Employment: U.S. Department of Labor, Bureau of Labor Statistics website, www.bls.gov, accessed May 2023.

As shown in Table 3, in 2022, the Atlanta MSA was the eighth most populous MSA in the nation. Between 2010 and 2022, the absolute increase in the population of the Atlanta MSA was the third largest among the nation's 20 most populous MSAs, after Dallas-Fort Worth-Arlington and Houston-The Woodlands-Sugar Land.

Table 3

POPULATION IN MOST POPULOUS U.S. METROPOLITAN STATISTICAL AREAS

Calendar years

	Population (thousands)			2010-2022	
Metropolitan Statistical Area	2000	2010	2022	Increase (decrease)	Percent increase (decrease)
New York-Newark-Jersey City	18,353	18,923	19,618	694	3.7%
Los Angeles-Long Beach-Anaheim	12,401	12,838	12,872	34	0.3
Chicago-Naperville-Elgin	9,118	9,471	9,442	(29)	(0.3)
Dallas-Fort Worth-Arlington	5,196	6,392	7,944	1,552	24.3
Houston-The Woodlands-Sugar Land	4,718	5,947	7,340	1,393	23.4
Washington-Arlington-Alexandria	4,822	5,678	6,374	695	12.2
Philadelphia-Camden-Wilmington	5,693	5,971	6,241	270	4.5
Atlanta-Sandy Springs-Alpharetta	**4,293**	**5,303**	**6,222**	**920**	**17.3**
Miami-Fort Lauderdale-West Palm Beach	5,027	5,583	6,139	556	10.0
Phoenix-Mesa-Scottsdale	3,279	4,204	5,016	811	19.3
Boston-Cambridge-Newton	4,402	4,566	4,901	334	7.3
Riverside-San Bernardino-Ontario	3,278	4,242	4,668	425	10.0
San Francisco-Oakland-Hayward	4,137	4,344	4,580	236	5.4
Detroit-Warren-Dearborn	4,458	4,292	4,346	54	1.3
Seattle-Tacoma-Bellevue	3,052	3,449	4,034	585	17.0
Minneapolis-St. Paul-Bloomington	2,982	3,340	3,694	354	10.6
Tampa-St. Petersburg-Clearwater	2,404	2,788	3,291	502	18.0
San Diego-Carlsbad	2,825	3,103	3,276	173	5.6
Denver-Aurora-Lakewood	2,194	2,555	2,986	431	16.9
Baltimore-Columbia-Towson	2,558	2,716	2,836	120	4.4

Notes: Population numbers are estimates as of July 1 of each year. Calculated percentages may not match those shown because of rounding.

Source: U.S. Department of Commerce, Bureau of the Census website, www.census.gov, accessed May 2023.

Nonagricultural Employment

As the Atlanta economy recovered from the 2008-2009 recession, between 2010 and 2019, Atlanta MSA employment increased at an average of 1.4% per year, compared with an average increase of 0.7% per year for the nation as a whole. Since 2019, employment has increased 1.4% per year for the Atlanta MSA, but only 0.4% for the nation.

Per Capita Income

Per capita income for the Atlanta MSA has been lower than the national average since the 2008-2009 recession. In 2007 (before the recession) per capita income in the Atlanta MSA was 103% of the national average. In 2021, it was 99% of the national average.

Per Capita Gross Domestic Product

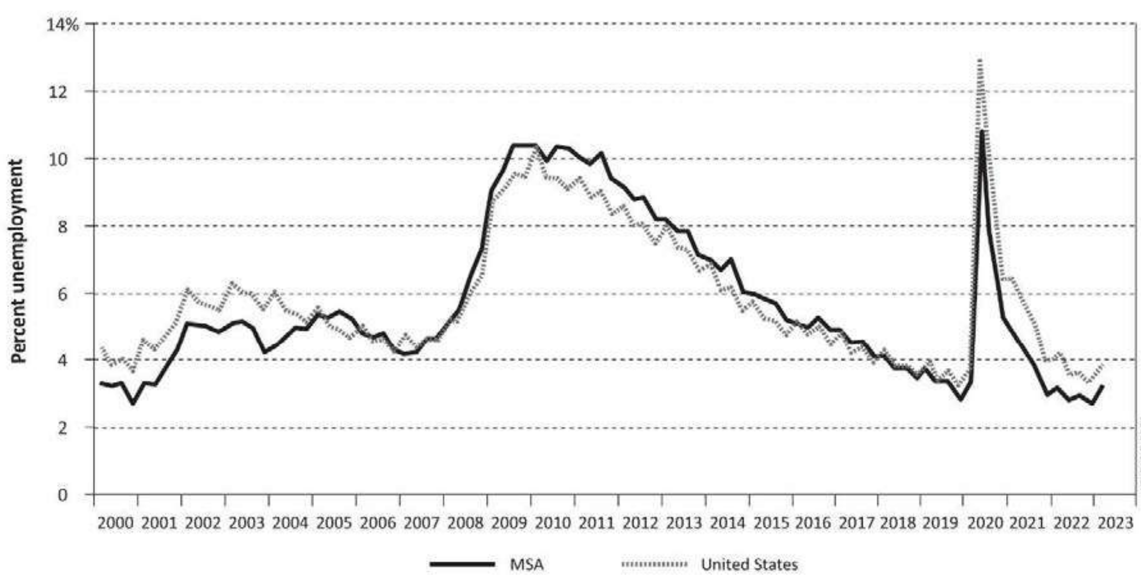
Real (inflation-adjusted) per capita gross domestic product (GDP) for the Atlanta MSA increased an average of 2.1% per year between 2010 and 2019, compared with an average increase of 1.5% per year for the nation. In 2021, per capita GDP for the Atlanta MSA was 110% of that for the nation.

Unemployment Rates

As shown on Figure 3, the unemployment rate for the Atlanta MSA exceeded the national rate from the beginning of the 2008-2009 recession through 2017, but has since been lower than the national rate. In 2022, the unemployment rate for the Atlanta MSA was 2.9%, compared with the national rate of 3.6%.

Figure 3

TRENDS IN UNEMPLOYMENT RATES



Note: Data are quarterly averages of monthly unemployment rate data, not seasonally adjusted.

Source: U.S. Department of Labor, Bureau of Labor Statistics, www.bls.gov, accessed May 2023.

ECONOMIC PROFILE BY INDUSTRY SECTOR

Table 4 presents data on the percentage distribution of nonagricultural employment by industry sector in the Atlanta MSA and the nation for 2022 and changes between 2007 (before the 2008-2009 economic recession), 2010 (after the recession), and 2022. The following subsections provide a summary of employment in each industry sector, discussed in descending order of Atlanta MSA employment shares.

Services

As in the United States as a whole, the services sector (professional, business, education, health, leisure, hospitality, and other services combined) accounts for the largest share of nonagricultural employment in the Atlanta MSA. The services sector accounted for higher overall growth than any other industry sector between 2010 and 2022, adding 389,700 jobs in the Atlanta MSA and accounting for 55% of the increase in Atlanta MSA employment. The services sector increased its Atlanta MSA share of nonagricultural employment from 43.1% in 2010 to 45.9% in 2022. Employment in the services sector increased between 2010 and 2022 at an average rate of 2.8% per year.

Professional and Business Services. Of the 389,700 services sector jobs added in the Atlanta MSA between 2010 and 2022, 187,500 were in the professional and business services sector. This increase in jobs was higher than in any other sector or subsector. Many of these jobs were in the professional, scientific, and technical services subsector and included jobs in such fields as architecture, engineering, computer science, software development, information technology, biosciences, and health technology that support key goods-producing and service-providing industries.

Education and Health Services. Between 2010 and 2022, the number of Atlanta MSA jobs in the education and health services subsector increased by 124,000. This increase in jobs is attributable mainly to the region's population growth. In 2022, educational services accounted for 68,500 jobs and healthcare and social assistance for 319,500 jobs.

According to the Metro Atlanta Chamber, in 2023, approximately 300,000 students are enrolled in 97 universities and colleges in the Atlanta MSA and nearby Athens, making the area a national center of higher education and research. Major universities and colleges in the area include Kennesaw State University, Georgia Institute of Technology, University of Georgia, Georgia State University, Emory University, Clark Atlanta University, Spelman College, and Morehouse College. Major health care employers in the Atlanta MSA include WellStar Health System, Children's Healthcare of Atlanta, Northside Hospital, Piedmont Healthcare, and Grady Health System.

Table 4

NONAGRICULTURAL EMPLOYMENT BY INDUSTRY SECTOR

Calendar years

Industry sector	Share of total 2022 Atlanta MSA	Share of total 2022 United States	Average annual percent increase (decrease) 2007-2010 Atlanta MSA	2007-2010 United States	2010-2022 Atlanta MSA	2010-2022 United States
Services						
Professional and business services	19.7%	14.8%	(1.1)%	(1.8)%	3.2%	2.5%
Education and health services	13.0	16.0	3.1	1.6	3.3	1.7
Leisure and hospitality	9.7	10.4	1.4	1.1	2.3	1.6
Other services	3.4	3.7	0.3	0.2	0.8	0.6
Subtotal services	45.9%	44.9%	(0.4)%	(0.5)%	2.8%	1.8%
Trade, transportation, and utilities	21.9	18.8	(3.7)%	(2.2)%	2.2%	1.3%
Government	11.2	14.5	0.0	(0.1)	0.1	(0.1)
Financial activities	6.6	5.9	1.0	0.7	2.4	1.4
Manufacturing	5.9	8.4	(0.0)	(0.3)	1.9	0.9
Mining, logging, and construction	4.7	5.5	(0.1)	0.3	3.4	2.5
Information	3.8	2.0	2.2	0.2	3.3	1.1
Total	100.0%	100.0%	(2.6)%	(1.7)%	2.3%	1.3%
Total Atlanta MSA employment	2,987,300					

Note: Percent shares may not add to 100.0% because of rounding.

Source: U.S. Department of Labor, Bureau of Labor Statistics website, www.bls.gov, accessed May 2023.

Leisure and Hospitality Services. Between 2010 and 2022, the number of Atlanta MSA jobs in leisure and hospitality services increased by 69,000.

According to the Atlanta Convention and Visitors Bureau, in 2019 (the most recent year for which data are available), the Atlanta MSA had over 100,000 hotel rooms and achieved an average hotel room occupancy of 74%. The bureau reported that, in 2019, approximately 57 million people visited Atlanta, generating approximately $16 billion in economic impact. Much of Atlanta's success in attracting conventions and meetings is attributable to the availability of frequent airline service between the Airport and many destinations.

The Georgia World Congress Center in downtown Atlanta provides 1.5 million square feet of exhibit space, making it one of the top five largest convention centers in the nation. The Georgia International Convention Center, located in the City of College Park at the Gateway Center immediately west of the Airport, provides 400,000 square feet of space for exhibits and meetings. The Gateway Center is served by a SkyTrain station, providing direct access to and from the domestic terminal. Other development at the Gateway Center includes the Gateway Center Arena, four hotels with another two under construction, dining options, and several office and commercial buildings.

Tourist attractions in Atlanta include the Georgia Aquarium, Zoo Atlanta, the World of Coca-Cola museum, the High Museum of Art, Atlantic Station, Six Flags over Georgia, the Martin Luther King, Jr. National Historical Park, Centennial Olympic Park, and Atlanta History Center.

Professional sports franchises in the Atlanta MSA include the Falcons (National Football League), Braves (Major League Baseball), Hawks (National Basketball Association), Dream (Women's National Basketball Association), and Atlanta United F.C. (Major League Soccer).

Trade, Transportation, and Utilities

The trade, transportation, and utilities sector accounts for a larger share of employment in the Atlanta MSA (21.9% in 2022) than in the nation (18.8% in 2022), reflecting Atlanta's importance as a logistics and distribution center. Trade and transportation are expected to continue to be key contributors to economic development in the Atlanta region. Atlanta is located at the intersection of interstate highways I-20, I-75, I-85, and major railroad lines, which have contributed to the establishment of Atlanta as a motor carrier hub and rail freight center. Atlanta's central location and transportation infrastructure have provided competitive advantages over other metropolitan areas in attracting businesses.

Passenger and cargo airline service at the Airport is central to the economy of the Atlanta region. The Airport is the busiest passenger airport in the United States and, as discussed in the later section "Airport's Role as a Connecting Hub," is the principal connecting hub for Delta Air Lines. According to data compiled by the City, the Airport is the largest employment center in the State, providing more than 63,000 airline, ground transportation, concessionaire, security, tenant, City, and other directly generated jobs.

Delta is the largest nongovernmental employer in the State of Georgia, with 31,800 employees in the Atlanta MSA. The scope and frequency of airline service provided by Delta and other airlines between the Airport and all regions of the nation and the world are cited as reasons for the decision of many companies to locate facilities to Atlanta. In addition to Delta, major companies headquartered in the Atlanta MSA are The Home Depot, United Parcel Service, Equifax, NCR, Newell Brands, Southern Company, and The Coca-Cola Company.

Between 2010 and 2022, the number of jobs in the trade, transportation, and utilities sector increased by 151,400, largely in trucking, courier services, logistics, and warehousing. In 2022, retail trade accounted for 301,500 jobs; wholesale trade for

159,500 jobs; transportation and warehousing for 182,900 jobs; and utilities for 10,600 jobs.

Government

As the capital of the State of Georgia, Atlanta is the center for governmental employment in the State, although the government sector accounted for a smaller share of employment in the Atlanta MSA (11.2% in 2022) than for the nation (14.5% in 2022). Between 2010 and 2022, the number of Atlanta MSA jobs in the government sector was essentially unchanged.

Atlanta is the headquarters of several federal agencies, including the sixth district of the Federal Reserve Bank system, FHLBank Atlanta (a part of the Federal Home Loan Bank System), and the Centers for Disease Control and Prevention.

Financial Activities

Atlanta is a banking and financial center for the Southeast. Financial sector employers include Bank of America, Intercontinental Exchange, Invesco, Primerica, State Farm, Truist Securities, U.S. Bank, and Wells Fargo. Most of the nation's major brokerage firms have a presence in the Atlanta MSA. Between 2010 and 2022, employment in the sector increased by 49,300 jobs.

Manufacturing

In 2022, the manufacturing sector accounted for 5.9% of nonagricultural employment in the Atlanta MSA, compared with 8.4% for the nation. Products manufactured in the Atlanta MSA include machinery, transportation equipment, paper products, textiles, and processed foods. Large manufacturing employers include Georgia Pacific, Lockheed Martin, and Newell Brands. Between 2010 and 2022, manufacturing employment in the Atlanta MSA increased with the addition of 35,700 jobs.

In December 2021, electric vehicle maker Rivian Automotive announced plans to develop its second U.S. manufacturing plant at a 2,000-acre site 55 miles east of the Airport, within the Atlanta MSA. Construction of the plant was scheduled to begin in 2022, but has been delayed pending the resolution of legal challenges brought by opponents. According to Rivian, the plant will have the capacity to produce up to 400,000 vehicles per year and will eventually provide 7,500 factory jobs.

The planned Rivian facility would be the second automobile assembly plant in Georgia, besides Kia Manufacturing, whose plant is in West Point, 75 miles southeast of the Airport, just outside the Atlanta MSA. The Kia plant has the capacity to produce 340,000 vehicles per year and provides 2,700 factory jobs as well as jobs at supplier firms in the region.

Construction

As the Atlanta MSA economy recovered following the 2008-2009 recession, between 2010 and 2022, construction sector employment increased by 45,700 jobs.

Information

Atlanta is home to the national and regional headquarters of information technology, news and entertainment media, communications, nonprofit, and other information companies, such as AT&T Mobility, Cox Enterprises, Cumulus Media, Equifax, and NCR. Atlanta is situated along two major fiber-optic corridors, and approximately 30 long-haul cables converge in the region.

Employment in the information sector increased by 36,700 jobs between 2010 and 2022. Most of the net job increase was accounted for by the data processing industry.

ECONOMIC OUTLOOK

Real GDP for the United States increased 2.3% in 2019, decreased 2.8% in 2020 during the COVID-19 pandemic, increased 5.9% in 2021 as the economy recovered, and increased 2.1% in 2022. The Congressional Budget Office forecasts real GDP growth of 0.3% in 2023, 1.8% in 2024, and an average of 2.4% per year thereafter through 2028.

Continued U.S. economic growth will depend on, among other factors, stable financial and credit markets, a stable value of the U.S. dollar versus other currencies, stable energy and other commodity prices, the ability of the federal government to reduce historically high fiscal deficits, inflation being reduced and then remaining within the range targeted by the Federal Reserve, growth in the economies of foreign trading partners, and stable trading relationships.

The economic outlook for the Atlanta MSA generally depends on the same factors as those for the nation. In the Atlanta MSA, the potential for increased economic activity is seen by economists as particularly high in trade, transportation, education, health care, and other services.

AIRLINE TRAFFIC ANALYSIS

AIRPORT ROLE

Rankings among U.S. Airports

Tables 5 through 8 present data on activity at the 30 busiest U.S. airports as ranked by various passenger metrics.

Table 5 lists airports ranked by numbers of enplaned passengers in 2022. The Airport was by far the busiest airport by this measure, with 46.8 million enplaned passengers, 11.4 million (32%) more than the second ranked, Dallas/Fort Worth.

Table 6 lists airports ranked by estimated numbers of originating passengers in 2022. By this measure, the Airport ranked sixth.

Table 7 lists the airports ranked by estimated numbers of connecting passengers in 2022. By this measure, the Airport was by far the busiest connecting hub airport in the nation, with 26.8 million connecting passengers, 7.0 million (35%) more than the second ranked, Dallas/Fort Worth. The Airport's role as a connecting hub for Delta and Southwest is discussed in the following section, "Airport's Role as a Connecting Hub."

Table 8 lists airports ranked by estimated numbers of enplaned international passengers in 2022. By this measure, the Airport ranked sixth.

Table 9 presents international departing seat capacity for the 20 busiest international gateway airports (on all airlines) by world region as scheduled for July 2023. By this measure, the Airport ranked seventh.

Table 10 lists the 30 busiest U.S. airports ranked by air cargo tonnage in 2022. By this measure, the Airport ranked thirteenth.

Table 5

ENPLANED PASSENGERS AT BUSIEST U.S. AIRPORTS

Calendar years

2022 Rank	City (airport)	Enplaned passengers (millions) 2000	2010	2019	2022	Percent increase (decrease) 2019-2022	Increase (decrease) 2019-2022 (millions)
1	**Atlanta**	**40.2**	**45.8**	**55.2**	**46.8**	**(15.3)%**	**(8.5)**
2	Dallas/Fort Worth	28.2	27.0	35.8	35.4	(1.2)	(0.4)
3	Denver	18.3	25.2	33.6	33.8	0.5	0.2
4	Chicago (O'Hare)	33.7	32.2	40.9	33.1	(19.1)	(7.8)
5	Los Angeles	32.1	28.9	43.0	32.5	(24.6)	(10.6)
6	New York (Kennedy)	16.1	22.9	31.2	27.0	(13.4)	(4.2)
7	Las Vegas	16.4	18.9	24.5	25.4	3.8	0.9
8	Orlando (International)	14.7	17.0	24.6	24.5	(0.4)	(0.1)
9	Miami	16.5	17.0	21.5	24.0	11.5	2.5
10	Charlotte	11.4	18.6	24.2	23.1	(4.5)	(1.1)
11	Seattle	13.8	15.4	25.0	22.2	(11.4)	(2.8)
12	Phoenix (Sky Harbor)	18.1	18.9	22.4	21.9	(2.6)	(0.6)
13	Newark	17.2	16.6	23.2	21.6	(7.0)	(1.6)
14	San Francisco	19.5	19.3	27.7	20.5	(26.3)	(7.3)
15	Houston (Bush)	16.3	19.5	21.9	19.8	(9.6)	(2.1)
16	Boston	13.6	13.6	20.7	17.4	(15.8)	(3.3)
17	Fort Lauderdale	7.8	10.8	18.0	15.4	(14.4)	(2.6)
18	Minneapolis-Saint Paul	16.8	15.5	19.2	15.2	(20.6)	(3.9)
19	New York (LaGuardia)	12.7	12.0	15.4	14.4	(6.7)	(1.0)
20	Detroit	17.2	15.6	18.1	13.8	(24.2)	(4.4)
21	Philadelphia	12.3	14.9	16.0	12.4	(22.4)	(3.6)
22	Salt Lake City	9.5	9.9	12.8	12.4	(3.6)	(0.5)
23	Washington DC (Reagan)	7.4	8.7	11.6	11.6	(0.4)	(0.0)
24	San Diego	7.9	8.4	12.6	11.2	(11.7)	(1.5)
25	Baltimore	9.6	10.8	13.3	11.1	(16.4)	(2.2)
26	Tampa	8.0	8.1	10.9	10.5	(3.6)	(0.4)
27	Austin	3.6	4.2	8.5	10.4	22.1	1.9
28	Washington DC (Dulles)	9.1	11.3	11.9	10.3	(13.8)	(1.6)
29	Nashville	4.5	4.4	8.9	9.8	10.0	0.9
30	Chicago (Midway)	7.1	8.5	10.1	9.6	(4.3)	(0.4)
	Total—top 30 airports					(10.0)%	

Notes: Airports shown are the top 30 U.S. airports ranked by number of passengers for 2022. Percentages were calculated using unrounded numbers.

Sources: U.S. DOT, Schedules T100 and 298C T1, except for Atlanta, Department of Aviation records.

Table 6

ORIGINATING PASSENGERS AT BUSIEST U.S. AIRPORTS

Calendar years

2022 Rank	City (airport)	Originating passengers (millions) 2000	2010	2019	2022	Percent increase (decrease) 2019-2022	Increase (decrease) 2019-2022 (millions)	Percent originating 2022
1	Los Angeles	24.0	22.2	35.4	27.5	(22.3)%	(7.9)	84.8%
2	Orlando (International)	13.8	16.0	23.2	22.8	(1.6)	(0.4)	93.3
3	New York (Kennedy)	12.9	18.1	26.8	21.7	(19.1)	(5.1)	80.2
4	Las Vegas	14.1	16.0	21.4	21.2	(0.6)	(0.1)	83.6
5	Chicago (O'Hare)	16.4	15.6	24.3	20.6	(15.3)	(3.7)	62.0
6	**Atlanta**	**15.9**	**14.6**	**21.7**	**20.0**	**(7.7)**	**(1.7)**	**42.8**
7	Denver	9.8	12.9	21.8	19.9	(9.0)	(2.0)	58.8
8	Newark	13.3	11.8	19.2	17.5	(8.8)	(1.7)	80.9
9	San Francisco	15.1	15.0	22.3	16.6	(25.3)	(5.6)	81.3
10	Boston	12.6	13.0	19.5	16.4	(15.9)	(3.1)	94.0
11	Miami	10.0	9.6	14.8	16.2	9.6	1.4	67.7
12	Phoenix (Sky Harbor)	11.2	10.9	15.2	15.8	3.6	0.5	72.1
13	Dallas/Fort Worth	11.5	11.0	16.3	15.6	(4.6)	(0.7)	44.1
14	Seattle	10.4	11.3	17.6	15.2	(13.7)	(2.4)	68.5
15	Fort Lauderdale	7.6	10.0	15.0	12.9	(13.6)	(2.0)	84.2
16	New York (LaGuardia)	11.8	11.1	14.0	12.6	(10.3)	(1.5)	87.5
17	Houston (Bush)	6.8	7.7	11.7	11.7	(0.3)	(0.0)	59.0
18	San Diego	7.6	8.0	11.9	10.7	(10.2)	(1.2)	95.8
19	Tampa	7.5	7.5	10.5	10.3	(2.3)	(0.2)	97.5
20	Minneapolis-Saint Paul	8.2	8.1	11.9	10.2	(14.6)	(1.7)	66.7
21	Philadelphia	7.8	8.8	11.1	9.6	(14.1)	(1.6)	76.9
22	Detroit	8.4	7.5	10.8	9.2	(14.2)	(1.5)	67.2
23	Washington DC (Reagan)	6.5	7.2	10.2	9.1	(10.9)	(1.1)	78.9
24	Austin	3.5	4.0	8.1	8.8	9.1	0.7	85.0
25	Nashville	3.6	3.7	7.6	8.2	8.2	0.6	83.7
26	Salt Lake City	5.0	5.0	7.9	8.0	1.7	0.1	64.7
27	Baltimore	8.2	8.3	9.8	7.8	(20.6)	(2.0)	70.2
28	Honolulu	8.6	7.0	8.9	7.7	(14.1)	(1.3)	86.0
29	Charlotte	3.0	4.9	7.7	7.4	(3.0)	(0.2)	32.2
30	Portland, Oregon	5.7	5.6	8.8	7.0	(20.9)	(1.8)	96.0
	Total—top 30 airports					(10.2)%		

Notes: Airports shown are the top 30 U.S. airports ranked by originating passengers for 2022.
Percentages were calculated using unrounded numbers.
Includes a small number of passengers on foreign-flag airlines making connections between international flights.

Sources: LeighFisher; U.S. DOT, Schedules T100 and 298C T1; U.S. DOT, *Air Passenger Origin-Destination Survey*, reconciled to Schedules T100 and 298C T1.

Table 7

CONNECTING PASSENGERS AT BUSIEST U.S. AIRPORTS

Calendar years

2022 Rank	City (airport)	Connecting passengers (millions) 2000	2010	2019	2022	Percent increase (decrease) 2019-2022	Increase (decrease) 2019-2022 (millions)	Percent connecting 2022
1	**Atlanta**	**24.3**	**31.2**	**33.5**	**26.8**	**(20.2%)**	**(6.8)**	**57.2%**
2	Dallas/Fort Worth	16.7	16.1	19.4	19.8	1.6	0.3	55.9
3	Charlotte	8.4	13.7	16.5	15.7	(5.2)	(0.9)	67.8
4	Denver	8.5	12.3	11.8	13.9	18.3	2.2	41.2
5	Chicago (O'Hare)	17.2	16.6	16.7	12.6	(24.6)	(4.1)	38.0
6	Houston (Bush)	9.6	11.8	10.2	8.1	(20.2)	(2.1)	41.0
7	Miami	6.4	7.4	6.7	7.7	15.7	1.0	32.3
8	Seattle	3.4	4.1	7.4	7.0	(5.9)	(0.4)	31.5
9	Phoenix (Sky Harbor)	6.9	8.0	7.2	6.1	(15.7)	(1.1)	27.9
10	New York (Kennedy)	3.2	4.8	4.4	5.3	21.3	0.9	19.8
11	Minneapolis-Saint Paul	8.6	7.4	7.3	5.1	(30.4)	(2.2)	33.3
12	Los Angeles	8.2	6.7	7.6	4.9	(35.0)	(2.7)	15.2
13	Detroit	8.8	8.1	7.4	4.5	(38.8)	(2.9)	32.8
14	Salt Lake City	4.6	4.9	5.0	4.4	(11.8)	(0.6)	35.3
15	Las Vegas	2.3	2.9	3.1	4.2	34.5	1.1	16.4
16	Newark	3.8	4.8	4.1	4.1	1.4	0.1	19.1
17	San Francisco	4.4	4.3	5.5	3.8	(30.3)	(1.7)	18.7
18	Chicago (Midway)	1.3	3.0	3.3	3.6	9.5	0.3	37.6
19	Washington DC (Dulles)	2.9	4.8	3.8	3.4	(11.3)	(0.4)	33.2
20	Baltimore	1.4	2.5	3.5	3.3	(4.5)	(0.2)	29.8
21	Philadelphia	4.5	6.2	4.9	2.9	(41.4)	(2.0)	23.1
22	Dallas (Love)	0.7	1.1	2.7	2.7	(1.3)	(0.0)	34.0
23	Houston (Hobby)	1.1	1.2	2.4	2.5	0.7	0.0	38.0
24	Washington DC (Reagan)	0.9	1.5	1.4	2.4	78.1	1.1	21.1
25	Fort Lauderdale	0.2	0.8	3.0	2.4	(18.5)	(0.6)	15.8
26	New York (LaGuardia)	0.8	0.9	1.4	1.8	31.1	0.4	12.5
27	Orlando (International)	0.9	1.0	1.4	1.6	19.6	0.3	6.7
28	Nashville	0.8	0.8	1.3	1.6	20.1	0.3	16.3
29	Austin	0.2	0.2	0.4	1.6	276.8	1.1	15.0
30	St. Louis	9.5	0.9	1.8	1.4	(20.5)	(0.4)	21.6
	Total—top 30 airports					(9.7%)		

Notes: Airports shown are the top 30 U.S. airports ranked by number of connecting passengers for 2022.
Percentages were calculated using unrounded numbers.
Excludes a small number of passengers on foreign-flag airlines making connections between international flights.

Sources: LeighFisher; U.S. DOT, *Air Passenger Origin-Destination Survey*, reconciled to Schedules T100 and 298C T1.

Table 8

INTERNATIONAL ENPLANED PASSENGERS AT BUSIEST U.S. AIRPORTS

Calendar years

2022 Rank	City (airport)	Enplaned international passengers (millions) 2000	2010	2019	2022	Percent increase (decrease) 2019-2022	Increase (decrease) 2019-2022 (millions)	Percent international 2022
1	New York (Kennedy)	9.0	11.4	17.0	13.0	(23.5)%	(4.0)	48.2%
2	Miami	8.0	8.4	10.7	9.8	(8.3)	(0.9)	41.0
3	Los Angeles (International)	8.2	7.7	12.6	8.0	(36.4)	(4.6)	24.6
4	Newark	4.4	5.7	7.1	6.1	(14.7)	(1.0)	28.2
5	Chicago (O'Hare)	5.0	5.2	6.9	5.6	(18.9)	(1.3)	16.8
6	**Atlanta**	**2.9**	**4.5**	**6.3**	**5.0**	**(21.2)**	**(1.3)**	**10.7**
7	San Francisco	4.0	4.2	7.3	4.8	(34.0)	(2.5)	23.7
8	Dallas/Fort Worth	2.4	2.5	4.6	4.7	1.7	0.1	13.3
9	Houston (Bush)	2.7	4.2	5.5	4.6	(15.4)	(0.8)	23.4
10	Washington DC (Dulles)	1.9	3.0	4.1	3.6	(13.8)	(0.6)	34.8
11	Fort Lauderdale	0.7	1.6	4.2	3.1	(26.7)	(1.1)	20.2
12	Boston	2.1	1.8	3.9	3.0	(24.9)	(1.0)	17.0
13	Orlando (International)	1.2	1.6	3.5	2.6	(23.8)	(0.8)	10.8
14	Seattle	1.1	1.4	2.8	2.1	(24.3)	(0.7)	9.5
15	Charlotte	0.5	1.3	1.8	1.7	(2.3)	(0.0)	7.5
16	Denver	0.6	1.0	1.6	1.6	4.6	0.1	4.8
17	Philadelphia	1.3	1.9	2.0	1.5	(22.8)	(0.5)	12.3
18	Las Vegas	0.5	1.1	1.8	1.3	(28.0)	(0.5)	5.0
19	Detroit	1.9	1.4	1.9	1.1	(42.3)	(0.8)	7.8
20	Minneapolis-St. Paul	1.4	1.1	1.6	1.1	(34.4)	(0.6)	7.0
21	Phoenix (Sky Harbor)	0.5	1.0	1.0	1.1	1.9	0.0	4.8
22	Honolulu	2.5	1.8	2.7	0.8	(70.8)	(1.9)	8.7
23	New York (LaGuardia)	0.7	0.5	1.1	0.7	(40.5)	(0.5)	4.6
24	Salt Lake City	0.1	0.2	0.5	0.6	5.5	0.0	4.5
25	Baltimore	0.3	0.2	0.6	0.5	(10.1)	(0.1)	4.5
26	Houston (Hobby)	0.0	0.0	0.4	0.5	6.6	0.0	7.1
27	Austin	0.0	0.0	0.3	0.4	71.9	0.2	4.3
28	Tampa	0.2	0.2	0.5	0.4	(23.9)	(0.1)	3.9
29	San Diego	0.1	0.1	0.5	0.4	(29.9)	(0.2)	3.3
30	Chicago (Midway)	0.0	0.0	0.4	0.3	(11.8)	(0.0)	3.6
	Total—top 30 airports					(22.0)%		

Notes:

Airports shown are the top 30 U.S. airports (excluding airports in Puerto Rico, the islands of the Pacific Trust, and the U.S. Virgin Islands) ranked by international passengers for 2022. Percentages were calculated using unrounded numbers.

Sources: U.S. DOT, Schedules T100 and 298C T1, except Atlanta, City of Atlanta, Dept. of Aviation records.

Table 9
INTERNATIONAL DEPARTING SEATS BY WORLD REGION DESTINATION
As scheduled for July 2023

		Average daily departing seats							
Rank	Gateway (airport)	Europe	Latin America	Caribbean	Canada	Asia	Africa and Mid-East	Oceania*(a)*	Total
1	New York (Kennedy)	27,927	8,147	14,004	1,318	4,778	7,333	223	63,730
2	Miami	10,171	11,278	26	4,790	8,008	2,173	3,396	39,842
3	Los Angeles	5,125	17,347	13,417	1,065	-	1,578	-	38,531
4	Newark	14,008	2,896	5,449	3,761	1,420	2,316	-	29,850
5	San Francisco	8,195	2,918	-	3,984	7,577	1,811	1,870	26,355
6	Chicago (O'Hare)	12,173	4,397	1,631	3,255	1,923	2,559	115	26,054
7	**Atlanta**	**7,610**	**6,564**	**5,150**	**1,966**	**980**	**1,842**	**-**	**24,112**
8	Houston (Intercontinental)	2,903	13,288	1,928	1,674	824	1,286	342	22,246
9	Dallas/Fort Worth	4,704	10,904	2,015	1,605	1,355	1,201	335	22,120
10	Washington, DC (Dulles)	10,148	2,243	955	1,309	875	3,682	-	19,213
11	Orlando (International)	2,883	4,642	7,489	2,053	-	263	-	17,330
12	Boston	9,521	832	2,683	1,875	668	1,146	-	16,725
13	Fort Lauderdale-Hollywood	294	5,834	8,048	1,274	-	-	-	15,450
14	Seattle-Tacoma	3,869	1,274	-	2,321	2,051	1,010	85	10,610
15	Charlotte	2,703	1,366	3,666	571	-	-	-	8,307
16	Philadelphia	3,684	867	2,279	896	-	357	-	8,083
17	Denver	2,316	2,904	59	1,908	257	-	-	7,444
18	Detroit	2,938	778	388	949	701	148	-	5,902
19	Honolulu	-	-	-	343	3,535	-	1,629	5,507
20	Las Vegas	1,295	1,246	-	2,480	169	-	-	5,191
	Top 20 gateways	132,468	99,725	69,188	39,397	35,122	28,704	7,996	412,600
	All other gateways	10,536	19,771	6,854	12,328	4,354	501	-	54,343
	Total all U.S. gateways	143,004	119,496	76,041	51,725	39,476	29,204	7,996	466,943

Note: Columns and rows may not add to totals shown because of rounding.

(a) Australia, New Zealand, and Pacific Ocean Islands.

Source: Airline Data Inc., online database, accessed May 2023.

Table 10

AIR CARGO AT BUSIEST U.S. AIRPORTS

Calendar years

Rank	City (airport)	Total cargo (metric tons in thousands)					Average annual percent increase (decrease)	
2022		2000	2010	2015	2019	2022	2015-2019	2019-2022
1	Memphis	2,489	3,916	4,291	4,323	4,043	0.2%	(2.2)%
2	Anchorage	1,804	2,543	2,631	2,745	3,463	1.1	8.0
3	Louisville	1,520	2,188	2,351	2,790	3,067	4.4	3.2
4	Miami	1,643	1,842	2,005	2,092	2,500	1.1	6.1
5	Los Angeles	2,039	1,696	1,939	2,092	2,490	1.9	6.0
6	Chicago (O'Hare)	1,469	1,377	1,593	1,758	2,236	2.5	8.3
7	Cincinnati	391	371	729	1,133	1,794	11.6	16.6
8	New York (Kennedy)	1,818	1,344	1,286	1,311	1,442	0.5	3.2
9	Indianapolis	1,165	1,013	1,085	917	1,252	(4.1)	10.9
10	Dallas/Fort Worth	905	645	670	893	819	7.5	(2.9)
11	Ontario, California	464	356	463	700	779	10.9	3.6
12	Newark	1,082	856	684	806	732	4.2	(3.1)
13	**Atlanta**	**894**	**659**	**626**	**640**	**689**	**0.6**	**2.5**
14	Oakland	685	511	511	587	580	3.5	(0.4)
15	Honolulu	441	441	464	545	569	4.1	1.4
16	Houston (Intercontinental)	368	423	430	513	542	4.5	1.8
17	Philadelphia	559	420	428	551	519	6.5	(2.0)
18	San Francisco	870	427	459	546	491	4.4	(3.5)
19	Rockford	220	n.a.	118	328	489	29.0	14.3
20	Seattle-Tacoma	457	283	333	454	456	8.1	0.2
21	Phoenix (Sky Harbor)	375	251	283	357	379	5.9	2.0
22	Fort Worth	n.a.	127	104	165	377	12.3	31.8
23	Portland, Oregon	282	190	216	288	333	7.4	5.0
24	Denver	472	252	248	305	328	5.3	2.5
25	Boston	475	260	275	325	306	4.3	(2.0)
26	Baltimore-Washington	236	102	117	227	257	18.1	4.2
27	Minneapolis-St. Paul	370	212	199	229	236	3.5	1.1
28	Orlando (International)	271	136	188	229	227	5.0	(0.2)
29	Washington, DC (Dulles)	384	332	262	273	226	1.1	(6.1)
30	Tampa	n.a.	88	92	212	220	23.2	1.3

Notes: Airports shown are the 30 busiest U.S. airports measured by total cargo tonnage (enplaned plus deplaned freight and mail) in calendar year 2022.
Calculated percentages may not match those shown because of rounding.

n.a.=not available.

Source: Airports Council International 2022 North American Airport Traffic Report (preliminary).

Airport's Role as a Connecting Hub

Table 11 presents data on domestic and international airline service (as measured by average daily numbers of departing seats) at the 30 busiest U.S. airports as scheduled for July 2023.

The combination of Atlanta's geographic location, the facilities provided at the Airport, and Delta's strategy of concentrating much of its service through Atlanta has resulted in the Airport becoming the busiest airline hub in the nation. The number of seats scheduled by Delta from the Airport in July 2023 is 16% higher than the number scheduled by American from Dallas/Fort Worth, the second busiest hub airport.

Airport's Role in Delta's System

Table 12 presents data on airline service (average daily scheduled aircraft departures and departing seats in domestic and international service) provided by Delta and its Delta Connection affiliates from selected U.S. airports.* Data are presented for the Airport and other primary airports in the Delta system, ranked by average daily departing seats as scheduled for July 2023. Dallas/Fort Worth, Cincinnati, and Memphis are also included, as these airports were connecting hubs for Delta until 2005, 2012, and 2013, respectively.

In April 2008, Delta and Northwest announced a merger that was completed in December 2009 with FAA's approval of a single operating certificate allowing operations to be fully integrated under the Delta name.

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*In discussions of historical airline service and passenger traffic by airline in the report, unless otherwise noted, data for merged airlines are accounted for with the surviving airline (i.e., America West Airlines, Trans World Airlines, and US Airways with American; Northwest Airlines with Delta; Continental Airlines with United; Midwest Airlines with Frontier Airlines; and AirTran Airways with Southwest). Also, except as noted otherwise for Delta and Delta Connection, data for affiliated regional airlines are accounted for with data for the mainline airline. Regional airlines operating at the Airport as code-sharing affiliates as of July 2023 were Endeavor Air (Delta Connection), Envoy Air (American Eagle), PSA Airlines (American Eagle), Republic Airways (American Eagle, Delta Connection, and United Express), and SkyWest Airlines (Delta Connection).

Table 11

AIRLINE SERVICE AT BUSIEST U.S. AIRPORTS

As scheduled for July 2023

City (airport)	Average daily departing seats: Domestic	International	Total	Busiest hubbing airline: Airline	Average daily departing seats	Airline share of airport total
Atlanta	**154,832**	**24,035**	**178,868**	**Delta**	**134,267**	**75.1%**
Dallas/Fort Worth	119,705	22,091	141,796	American	115,965	81.8
Denver	128,123	7,411	135,534	United	60,198	44.4
Los Angeles	91,701	39,865	131,566	Delta	24,055	18.3
Chicago (O'Hare)	100,825	26,042	126,867	United	59,142	46.6
New York (Kennedy)	45,429	63,776	109,205	Delta	32,034	29.3
Seattle-Tacoma	83,333	10,600	93,933	Alaska	48,863	52.0 *(a)*
Orlando (International)	76,496	17,522	94,018	Southwest	18,983	20.2 *(b)*
Las Vegas	88,756	5,191	93,947	Southwest	37,649	40.1
Charlotte	82,302	8,307	90,609	American	79,087	87.3
San Francisco	62,664	26,355	89,020	United	41,033	46.1
Newark	55,944	29,839	85,783	United	58,177	67.8
Miami	42,997	38,381	81,377	American	49,881	61.3
Houston (Intercontinental)	56,868	22,244	79,111	United	55,647	70.3
Phoenix (Sky Harbor)	70,468	3,616	74,083	American	28,991	39.1
Boston	53,579	16,725	70,304	Delta	18,501	26.3
Minneapolis-Saint Paul	57,541	5,008	62,549	Delta	43,624	69.7
New York (LaGuardia)	51,344	3,647	54,991	Delta	21,684	39.4
Fort Lauderdale-Hollywood	39,722	15,450	55,172	Spirit	15,941	28.9
Detroit	47,493	5,910	53,403	Delta	38,948	72.9
Philadelphia	43,055	7,950	51,005	American	31,971	62.7
Baltimore/Washington	44,370	3,650	48,020	Southwest	34,210	71.2
Salt Lake City	42,635	2,238	44,873	Delta	31,808	70.9
Washington, DC (Dulles)	25,869	19,213	45,082	United	28,770	63.8
San Diego	42,153	1,889	44,042	Southwest	16,131	36.6
Washington, DC (Reagan)	41,925	953	42,878	American	23,120	53.9
Chicago (Midway)	41,149	1,814	42,962	Southwest	38,411	89.4
Nashville	40,541	899	41,440	Southwest	21,601	52.1
Austin	39,047	2,247	41,294	Southwest	16,299	39.5
Tampa	35,431	3,143	38,574	Southwest	11,451	29.7

Notes: Airports shown are the 30 busiest airports as ranked by the number of scheduled departing seats in July 2023. Rows may not add to totals shown because of rounding.

(a) Delta's share of seats was 29.3%.

(b) Delta's share of seats was 23.6%.

Source: Airline Data Inc., online database, accessed May 2023.

Table 12

DELTA SERVICE AT ITS PRINCIPAL AIRPORTS

As scheduled for July of years shown

City (airport)	2000	2005	2010	2015	2019	2022	2023	Increase (decrease) 2000-2010	2010-2019	2019-2023
	Average daily departures									
Atlanta	**896**	**1,039**	**1,025**	**984**	**1,000**	**752**	**808**	**128**	**(25)**	**(192)**
Minneapolis-Saint Paul	549	598	496	418	413	297	314	(53)	(83)	(98)
Detroit	545	604	552	416	419	287	292	7	(132)	(127)
New York (Kennedy)	114	124	173	203	229	208	219	59	56	(10)
Salt Lake City	263	398	330	242	267	241	234	67	(63)	(33)
Los Angeles	75	64	79	157	157	137	148	5	78	(9)
Seattle-Tacoma	44	42	40	123	169	148	156	(4)	130	(14)
New York (LaGuardia)	121	135	148	245	235	230	219	27	87	(16)
Boston	119	118	69	73	112	131	138	(50)	43	27
Orlando (International)	157	139	51	50	54	53	57	(106)	3	3
Cincinnati	506	612	164	70	66	37	42	(342)	(98)	(24)
Dallas/Fort Worth	213	38	33	41	40	29	30	(180)	7	(10)
Memphis	269	245	230	20	19	15	18	(39)	(212)	(1)
	Average daily departing seats									
Atlanta	**121,999**	**132,061**	**118,629**	**133,471**	**143,383**	**119,556**	**134,267**	**(3,371)**	**24,754**	**(9,116)**
Minneapolis-Saint Paul	62,706	62,902	48,988	47,421	48,851	37,916	43,624	(13,718)	(137)	(5,228)
Detroit	60,700	59,724	48,779	43,887	47,171	34,984	38,948	(11,921)	(1,608)	(8,223)
New York (Kennedy)	13,329	15,465	23,149	27,974	32,865	29,462	32,034	9,819	9,716	(831)
Salt Lake City	28,671	32,102	28,401	26,438	31,800	30,925	31,808	(270)	3,399	8
Los Angeles	15,643	11,723	12,559	22,258	25,305	20,796	24,055	(3,085)	12,746	(1,250)
Seattle-Tacoma	8,886	7,582	7,385	16,155	23,898	20,551	22,167	(1,501)	16,513	(1,731)
New York (LaGuardia)	16,011	15,103	15,118	21,456	23,041	21,824	21,684	(893)	7,923	(1,357)
Boston	15,984	12,810	8,242	9,034	14,377	16,852	18,501	(7,742)	6,135	4,124
Orlando (International)	17,638	15,009	8,310	8,466	9,963	10,173	10,901	(9,328)	1,653	938
Cincinnati	46,158	46,385	12,366	6,304	6,784	4,434	5,301	(33,792)	(5,583)	(1,482)
Dallas/Fort Worth	23,720	5,119	3,561	4,337	4,729	4,014	4,454	(20,159)	1,168	(275)
Memphis	23,931	20,005	16,497	2,252	2,315	1,808	2,479	(7,434)	(14,182)	164

Note: Airports shown are the 10 busiest U.S. airports as ranked by departing seats on Delta and its Delta Connection affiliates for July 2023, plus Cincinnati, Dallas/Fort Worth, and Memphis, former hubs for Delta or Northwest. Departures and departing seats on Northwest are included.

Source: Airline Data Inc., online database, accessed May 2023.

Between 2008 and 2012, Delta added service at Atlanta and New York LaGuardia, while reducing service at Salt Lake City and the former Northwest hubs at Minneapolis-Saint Paul, Detroit, and Memphis. The Cincinnati hub, Delta's second busiest before the merger, was effectively closed in 2012. Between 2012 and 2019, Delta continued to increase service at Atlanta and added service at Seattle, Los Angeles, New York Kennedy, and Boston while closing the Memphis hub. As scheduled for July 2023, 21.6% of Delta's system-wide departing seats are on flights from the Airport.

The Airport is, by far, Delta's busiest hub. As shown in Table 12, the number of average daily departing seats scheduled from the Airport by Delta in July 2023 (134,267 seats) is close to the combined number of scheduled seats from the airline's next four largest hubs at Minneapolis-Saint Paul, Detroit, New York Kennedy, and Salt Lake City (146,414 seats).

The Airport is also Delta's primary international connecting gateway airport. The average number of daily departing international seats as scheduled from the Airport in July 2023 by Delta (37,303) is more than twice the number scheduled from New York Kennedy (17,147) and five times the number scheduled from Los Angeles (7,250).

Delta Aircraft Fleet. As of December 2022, Delta operated a mainline fleet of 902 passenger aircraft with an average capacity of 198 seats per aircraft. Delta also has capacity purchase agreements with regional airlines to provide Delta Connection service. As of December 2022, 352 aircraft, with an average capacity of 68 seats per aircraft, were operated in Delta Connection service.

The share of Delta's scheduled departing seats from the Airport provided by Delta Connection affiliates decreased from 25.8% in July 2010 to 5.0% in July 2023 as Delta replaced service using regional jet to many destinations with service using larger mainline aircraft.

SkyTeam and Other Commercial Alliances. Delta has enhanced its network and services through alliances, code-sharing and marketing agreements, and joint ventures with other airlines. In June 2000, Delta implemented an agreement with Air France that provided the foundation for the SkyTeam alliance. The alliance has subsequently been enlarged to include 19 airlines. The SkyTeam alliance provides for code-sharing, reciprocal frequent flyer programs, and coordinated cargo operations. As scheduled for July 2023, SkyTeam members Air France, KLM, Korean Air, and Virgin Atlantic provide service at the Airport.

In May 2008, the U.S. Department of Transportation (DOT) granted antitrust immunity to Delta, Air France, KLM, and other airlines, permitting them to coordinate transatlantic service, capacity, and airfares. In May 2009, Delta and the

Air France-KLM Group entered into a joint venture under which operations are coordinated and revenues and costs shared on most transatlantic routes. Delta has subsequently entered into joint ventures with Aeromexico, Korean Air, LATAM, and Virgin Atlantic covering airline service at the Airport. In November 2020, Delta and WestJet withdrew their application to create a U.S.-Canada transborder joint venture.

As shown in Table 13, Delta is scheduled to serve 37% more domestic destinations from its Atlanta hub than from its next busiest domestic hub, Minneapolis-Saint Paul, and 49% more international destinations from the Atlanta hub than from its next busiest international hub, New York Kennedy.

As shown in Table 14, the number of originating passengers at Atlanta in the 12 months ended June 30, 2022, was approximately double the number of enplaned passengers (originating and connecting) at each of Minneapolis-Saint-Paul, Detroit, and Salt Lake City, while the number of connecting passengers at Atlanta was 33% higher than the number of connecting passengers at all its other hubs combined.

Airport's Role in Southwest's System

In May 2011, Southwest closed on its acquisition of AirTran. The combined airline adopted Southwest's branding and service policies and was issued a single operating certificate by the FAA in March 2012. Full integration of Southwest and AirTran operations under the Southwest name was completed in December 2014.

Table 15 presents data on historical airline service provided by Southwest and AirTran at their principal airports, ranked by daily departing seats as scheduled for July 2023. Immediately before the merger, the Airport was, by far, the most important airport in AirTran's system and would have been the fourth busiest in a combined Southwest-AirTran system. Southwest has reduced its number of departing seats from the Airport by 35% since 2012, but Atlanta is still an important airport in Southwest's system, ranking 12th in systemwide departing seats as scheduled for July 2023.

In FY 2012, shortly after the merger, Southwest accounted for 13.0% of connecting passengers at the Airport but has since reduced its emphasis on connecting service through Atlanta, scheduling flights and setting fares to favor originating passengers. As a result, by FY 2022, the number of connecting passengers on Southwest had decreased by 2.9 million (-68.3%) and accounted for 5.1% of connecting passengers at the Airport. Over the ten years, the number of originating passengers decreased, by 614,000 (-2.1%), yet the share of enplaned passengers on Southwest originating their journeys in Atlanta increased from 40.7% to 63.0%. In January 2015, Southwest relinquished 10 gates at Concourse D and consolidated its operations at 18 gates at Concourse C.

As of December 2022, Southwest operated a fleet of 770 B-737 aircraft with an average capacity of 159 seats per aircraft.

Table 13

AIRPORTS SERVED FROM DELTA'S CONNECTING HUBS

As scheduled for July 2023

	Number of airports served nonstop						
	ATL	JFK	LAX	MSP	SEA	DTW	SLC
Domestic destinations *(a)*							
By airline group							
Delta	126	48	36	92	40	76	69
Other U.S.	46	53	73	35	80	24	18
Total domestic	128	56	73	99	80	76	69
International destinations *(b)*							
By airline group							
Delta	64	43	11	14	10	15	10
Other U.S.	9	49	19	3	8	2	-
Foreign flag	14	77	63	7	22	8	4
By destination world region (Delta only)							
Caribbean	20	11	-	1	-	1	-
Mexico and Central America	14	2	7	2	3	2	4
Europe	16	23	2	4	3	7	3
South America	6	2	-	-	-	-	-
Canada	2	2	-	5	1	2	3
Asia and Oceania	2	-	2	2	3	2	-
Africa	3	2	-	-	-	-	-
Middle East and India	1	1	-	-	-	-	-
Total Delta	64	43	11	14	10	14	10
Total international	70	111	73	17	28	18	12
Total all destinations	198	167	146	116	108	94	81

DTW=Detroit; JFK=New York (Kennedy), LAX=Los Angeles, MSP=Minneapolis-Saint Paul; SEA=Seattle; SLC=Salt Lake City.

(a) Some destinations are served by more than one airport. All destinations with an average of four or more flights per week are included.

(b) All destinations served with an average of one or more flights per week are included. Some destinations are served by more than one airline.

Source: Airline Data Inc., online database, accessed May 2023.

Table 14
DELTA ENPLANED PASSENGERS AT ITS PRINCIPAL AIRPORTS
For 12 months ended June 30, 2022; passengers in thousands

	Domestic		International		Originating		Connecting		
	Psgrs.	% of total	Psgrs.	% of total	Psgrs.	% of total	Psgrs.	% of total	Total
Atlanta	**40,759**	**90.9%**	**4,102**	**9.1%**	**18,762**	**41.8%**	**26,099**	**58.2%**	**44,861**
Minneapolis-Saint Paul	10,092	97.8	536	5.0	5,708	53.7	4,920	46.3	10,627
Detroit	9,439	96.8	609	6.1	5,549	55.2	4,499	44.8	10,048
Salt Lake City	8,656	95.9	377	4.2	4,597	50.9	4,435	49.1	9,033
New York (Kennedy)	4,766	90.1	1,983	29.4	5,220	77.3	1,529	22.7	6,749
Los Angeles	5,587	72.2	461	7.6	4,723	78.1	1,326	21.9	6,049
Seattle	4,633	95.2	418	8.3	3,112	61.6	1,939	38.4	5,051
New York (LaGuardia)	4,729	100.0	74	1.5	3,969	82.6	834	17.4	4,803
Boston	3,369	100.0	246	6.8	3,431	94.9	184	5.1	3,615
Orlando (International)	3,057	96.9	2	0.1	3,039	99.3	20	0.7	3,059

Note: Airports shown are the 10 busiest U.S. airports as ranked by departing seats on Delta and its Delta Connection affiliates for July 2023.

Sources: City of Atlanta, Department of Aviation records; U.S. DOT, Schedule T100 and *Air Passenger Origin-Destination Survey*, reconciled to Schedule T100.

Table 15

SOUTHWEST SERVICE AT ITS PRINCIPAL AIRPORTS

As scheduled for July of years shown

City (airport)	2000	2005	2010	2015	2019	2022	2023	Increase (decrease) 2000-2010	2010-2019	2019-2023
	Average daily departures									
Denver	--	4	132	181	214	246	269	132	82	70
Chicago (Midway)	125	194	226	261	228	203	249	101	2	9
Las Vegas	148	201	221	213	194	181	215	73	(28)	47
Baltimore/Washington	102	193	233	219	210	174	206	130	(22)	(0)
Dallas (Love)	122	103	118	158	188	172	192	(4)	70	11
Phoenix (Sky Harbor)	168	187	169	165	164	163	178	1	(5)	9
Houston (Hobby)	142	139	131	152	165	139	160	(11)	35	(10)
Nashville	80	80	76	90	117	121	136	(3)	41	19
Orlando (International)	59	120	169	123	117	103	119	111	(53)	2
St. Louis	79	59	87	89	115	103	114	8	28	(1)
Atlanta	**135**	**199**	**210**	**122**	**111**	**88**	**103**	**75**	**(98)**	**(7)**
	Average daily departing seats									
Denver	-	524	18,109	27,036	32,643	37,527	44,271	18,109	14,534	11,628
Chicago (Midway)	16,427	26,271	30,544	39,072	34,678	37,177	38,411	14,118	4,133	3,734
Las Vegas	19,927	27,333	30,195	31,519	29,288	34,104	37,649	10,268	(907)	8,361
Baltimore/Washington	13,930	25,712	30,968	32,183	31,841	30,103	34,210	17,038	873	2,369
Dallas (Love)	15,789	13,319	16,088	22,314	28,229	27,180	31,622	299	12,141	3,393
Phoenix (Sky Harbor)	22,669	25,575	23,063	24,312	24,941	26,130	26,937	394	1,878	1,996
Houston (Hobby)	18,598	18,368	17,754	21,689	24,814	22,429	24,584	(844)	7,059	(230)
Nashville	10,711	10,885	10,400	13,053	17,394	19,021	21,601	(312)	6,994	4,207
Orlando (International)	7,571	15,825	22,179	18,154	18,040	16,150	18,983	14,608	(4,139)	943
St. Louis	10,532	7,934	11,373	12,859	17,230	16,179	18,281	841	5,857	1,051
Atlanta	**14,747**	**23,815**	**25,819**	**17,439**	**16,678**	**13,766**	**16,585**	**11,072**	**(9,141)**	**(93)**

Note: Airports shown are the 10 busiest U.S. airports as ranked by departing seats on Southwest for July 2023, plus Atlanta. Departures and departing seats on AirTran are included.

Source: Airline Data Inc., online database, accessed May 2023.

HISTORICAL AIRLINE SERVICE

Domestic Airline Service

Table 16 presents historical data on domestic passenger airline service from the Airport by airline, as scheduled for July of the years shown. As scheduled for July 2023, 962 average daily departures are provided to 128 domestic destinations, including all major U.S. metropolitan regions and cities. All mainline U.S. airlines serve the Airport. As scheduled for July 2023, Delta mainline accounts for 71.1% of departing seats (versus 55.8% in 2010), Delta Connection for 3.8% (versus 19.4% in 2010), Southwest for 10.7% (versus 18.7% in 2010), and other airlines for 14.4% (versus 6.1% in 2010).

Domestic Airline Service by Destination

Table 17 presents data on airline service from Atlanta to the 24 destinations accounting for 1.0% or more of domestic originating passengers at the Airport in FY 2022. Also shown are the airlines providing nonstop service from the Airport to each destination. The top five destinations – New York, Miami, Washington, D.C., Los Angeles, and Chicago – accounted for 30.2% of domestic originating passengers at the Airport in FY 2022. As scheduled for July 2023, Delta and Southwest both provide daily nonstop service from the Airport to 19 of the 24 destinations (all but Boston, Detroit, Seattle-Tacoma, Minneapolis-Saint Paul, and Salt Lake City) compared with 20 of the 24 destinations in July 2019. Most of the largest destinations are served by two or more airports.

Table 16

DOMESTIC AIRLINE SERVICE BY AIRLINE

Hartsfield-Jackson Atlanta International Airport

As scheduled for July of years shown

	Destinations served nonstop *(a)*			Average daily departing seats			Average daily departures		
	2010	2019	2023	2010	2019	2023	2010	2019	2023
Delta and affiliates									
Delta	75	106	105	74,748	112,029	110,141	476	698	642
Delta Connection									
Endeavor *(b)*	24	39	24	2,129	8,330	4,022	33	123	54
SkyWest	5	22	10	339	3,595	1,706	5	72	22
Republic	--	2	2	--	272	87	--	4	1
ExpressJet *(c)*	87	--	--	20,511	--	--	361	--	--
Shuttle America	11	--	--	978	--	--	13	--	--
Comair	9	--	--	809	--	--	12	--	--
Compass	8	--	--	811	--	--	11	--	--
Mesaba	6	--	--	398	--	--	12	--	--
Subtotal, Delta Connection	95	54	31	25,975	12,197	5,816	446	199	78
Subtotal, Delta and affiliates	129	134	126	100,723	124,226	115,956	922	897	720
Southwest	49	32	35	25,033	16,351	16,585	204	109	104
Spirit	2	19	16	435	5,519	6,115	3	30	34
Frontier	1	9	20	396	2,019	5,883	3	10	30
American	7	9	8	4,891	6,137	4,505	44	48	32
United	6	6	6	2,058	2,902	3,728	33	29	25
JetBlue	--	4	3	-	1,339	1,328	--	9	10
Alaska	1	1	1	157	346	708	1	2	4
Southern Airways Express	--	--	1	-	--	23	--	--	3
Midwest	1	--	--	149	--	--	3	--	--
Other	3	1	--	64	41	--	8	5	--
Total domestic	134	139	128	133,906	158,880	154,832	1,109	1,141	962

Note: Columns may not add to totals shown because of rounding.

(a) Some destinations are served by more than one airport and some airports are served by more than airline. See Table 17 for multi-airport destinations. All destinations with an average of four or more flights per week are included.

(b) Operated as Pinnacle until August 2013.

(c) Operated as Atlantic Southeast until January 2012.

Source: Airline Data Inc., online database, accessed May 2023.

Table 17
DOMESTIC AIRLINE SERVICE BY DESTINATION
Hartsfield-Jackson Atlanta International Airport
As scheduled for July of years shown

Rank	Destination *Airport*	Air miles from Atlanta *(b)*	FY 2022 Originating passengers	FY 2022 Percent of originating passengers	July 2019 *(b)* Average daily departures	July 2019 *(b)* Average daily seats	July 2023 *(b)* Average daily departures	July 2023 *(b)* Average Daily Seats	Airlines providing nonstop service *(b)* July 2019	Airlines providing nonstop service *(b)* July 2023
1	New York									
	LaGuardia	760	680,978	4.0%	26	4,152	21	3,798	AA, DL, F9, WN	B6, DL, F9, WN
	Newark	744	535,489	3.1	19	2,470	16	2,390	DL, NK, UA	DL, NK, UA
	Kennedy	758	240,916	1.4	10	1,742	9	1,521	B6, DL	B6, DL
	White Plains	779	51,959	0.3	6	525	4	391	DL	DL
	Islip	795	32,603	0.2	1	107	--	--	F9	--
	Subtotal		1,541,945	9.0%	62	8,996	51	8,100		
2	Miami									
	Fort Lauderdale-Hollywood	582	609,310	3.6%	23	4,327	22	4,113	B6, DL, NK, WN	B6, DL, F9, NK, WN
	Miami	596	544,514	3.2	20	2,886	19	3,312	AA, WN	AA, DL, F9, NK, WN
	Palm Beach	546	150,764	0.9	2	2,214	12	2,201	DL, WN	DL, WN
	Subtotal		1,304,588	7.6%	59	9,428	52	9,626		
3	Washington, D.C.									
	Baltimore/Washington	575	371,753	2.2%	19	3,049	19	3,475	DL, NK, WN	DL, F9, NK, WN
	Reagan	546	362,872	2.1	19	2,994	19	2,789	AA, DL, WN	AA, DL, WN
	Dulles	533	138,138	0.8	13	1,616	10	1,431	DL, UA, WN	DL, UA, WN
	Subtotal		872,763	5.1%	51	7,660	49	7,704		
4	Los Angeles									
	Los Angeles	1,940	553,813	3.2%	20	3,824	15	3,130	AA, DL, NK, WN	AA, DL, NK, WN
	Ontario	1,894	78,206	0.5	2	274	4	728	DL	DL, F9
	Orange County	1,913	71,732	0.4	4	725	3	569	DL	DL
	Long Beach	1,933	11,388	0.1	--	--	--	--	--	--
	Burbank	1,941	10,950	0.1	2	192	--	--	DL	--
	Subtotal		726,089	4.3%	27	5,015	23	4,426		
5	Chicago									
	O'Hare	605	453,289	2.7%	24	2,987	17	2,846	AA, DL, NK, UA	AA, DL, NK, UA
	Midway	590	259,981	1.5	12	1,593	10	1,691	DL, WN	DL, F9, WN
	Subtotal		445,728	4.2%	36	4,580	28	4,537		

Table 17 *(page 2 of 3)*
DOMESTIC AIRLINE SERVICE BY DESTINATION
Hartsfield-Jackson Atlanta International Airport
As scheduled for July of years shown

			FY 2022		July 2019 *(b)*		July 2023 *(b)*		Airlines providing nonstop service *(b)*	
Rank	Destination *Airport*	Air miles from Atlanta *(b)*	Originating passengers	Percent of originating passengers	Average daily departures	Average daily seats	Average daily departures	Average daily seats	July 2019	July 2023
6	Dallas									
	Dallas/Fort Worth	716	449,091	2.6%	20	3,178	19	3,545	AA, DL, NK	AA, DL, F9, NK
	Love Field	721	217,609	1.3	9	1,326	10	1,552	DL, WN	DL, WN
	Subtotal		427,609	3.9%	27	4,505	29	5,097		
7	Las Vegas	1,742	523,568	3.1%	13	2,382	15	2,942	DL, F9, NK, WN	DL, F9, NK, WN
8	Orlando	403	502,946	2.9	26	4,687	25	4,999	B6, DL, F9, NK, WN	DL, F9, NK, WN
9	Houston									
	Intercontinental	687	289,138	1.7%	15	1,920	15	2,617	DL, NK, UA	DL, F9, NK, UA
	Hobby	695	206,097	1.2	12	1,547	9	1,452	DL, WN	DL, WN
	Subtotal		495,235	2.9%	27	3,468	24	4,069		
10	Denver	1,195	466,314	2.7%	20	3,297	19	3,221	DL, F9, NK, UA, WN	DL, F9, UA, WN
11	Boston									
	Boston	945	394,506	2.3%	18	3,217	14	2,521	B6, DL, NK, WN	B6, DL, NK
	Providence	902	60,393	0.4	3	429	3	490	DL	DL
	Manchester	950	7,041	0.0	1	147	--	--	DL	-
	Subtotal		461,940	2.7%	22	3,793	17	3,011		
12	Philadelphia	666	432,081	2.5%	19	2,757	16	2,792	AA, DL, NK, WN	AA, DL, F9, NK, WN
13	Tampa	408	361,298	2.1	21	3,606	18	3,436	DL, NK, WN	DL, F9, NK, WN
14	Detroit	595	352,443	2.1	14	2,567	14	2,757	DL, NK	DL, F9, NK
15	San Francisco									
	San Francisco	2,133	214,931	1.3%	11	2,124	10	1,942	DL, F9, UA	DL, F9, UA
	San Jose	2,109	49,146	0.3	3	488	2	441	DL	DL
	Oakland	2,130	36,157	0.2	2	297	0	28	DL, WN	WN
	Subtotal		300,234	1.8%	16	2,909	12	2,412		
16	Phoenix	1,584	263,393	1.5%	9	1,590	9	1,734	AA, DL, WN	AA, DL, F9, WN
17	Austin	811	220,609	1.3	12	2,091	12	2,143	DL, F9, NK, WN	DL, WN
18	Seattle-Tacoma	2,175	218,533	1.3	12	2,227	12	2,339	AS, DL	AS, DL
19	New Orleans	418	212,285	1.2	15	2,489	12	2,216	DL, NK, WN	DL, NK, WN
20	Cleveland	554	211,827	1.2	11	1,726	10	1,910	DL, NK, WN	DL, F9, NK, WN

Table 17 *(page 3 of 3)*
DOMESTIC AIRLINE SERVICE BY DESTINATION
Hartsfield-Jackson Atlanta International Airport
As scheduled for July of years shown

			FY 2022		July 2019 *(b)*		July 2023 *(b)*		Airlines providing nonstop service (b)	
Rank	Destination *Airport*	Air miles from Atlanta *(b)*	Originating passengers	Percent of originating passengers	Average daily departures	Average daily seats	Average daily departures	Average daily seats	July 2019	July 2023
21	Minneapolis-Saint Paul	906	208,850	1.2	12	2,286	11	2,013	DL, NK	DL, NK
22	Raleigh-Durham	356	173,137	1.0	14	2,320	13	2,347	DL, WN	DL, F9, WN
23	Salt Lake City	1,586	171,696	1.0	10	2,071	9	1,749	DL, F9	DL, F9
24	St. Louis	469	156,995	0.9	11	1,830	10	1,657	DL, WN	DL, WN
	Top 23 destinations		13,745,537	80.5%	674	108,330	605	108,039		
	Other destinations *(c)*		3,328,463	19.5	466	50,550	357	46,793		
	Total all destinations		17,074,000	100.0%	1,141	158,880	962	154,832		

Note: Columns may not add to totals shown because of rounding.

AA=American Airlines, AS=Alaska Airlines, B6=JetBlue Airways, DL=Delta Air Lines, F9=Frontier Airlines, NK=Spirit Airways, UA=United Airlines, WN=Southwest Airlines.

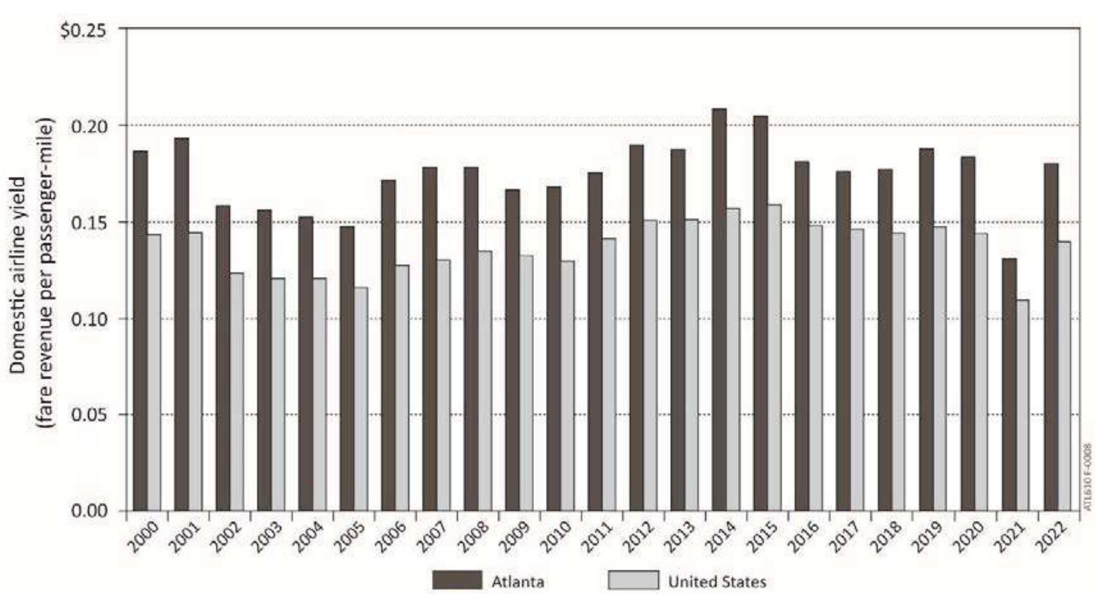
(a) U.S. DOT, *Air Passenger Origin-Destination Survey*, reconciled to Schedule T100. Originating passengers for the 12 months ended June 30, 2022.
(b) Airline Data Inc., online database, accessed May 2023.
(c) Destinations that individually accounted for less than 1.0% of originating passengers.

Domestic Originating Passengers and Airline Yields

Figure 4 shows the data on domestic yields for the Airport and the United States since 2000 for the 12 months ended June 30. Between 2010 and 2014, the average airline yield at the Airport increased 24.0%, more than the increase of 20.7% nationwide. Between 2014 and 2020 yields decreased at both the Airport (by 12.3%) and nationwide (by 8.8%) largely as reduced fuel prices allowed the airlines to operate profitably at lower airfares. Over the period, domestic originating passenger numbers at the Airport increased 6.8%, compared with an increase of 0.1% for the nation. Yields decreased in 2021 as the pandemic reduced travel demand, but were back to pre-pandemic levels in 2022.

The average domestic airline yield for the Airport has historically exceeded the national average. The relatively high average domestic yield at the Airport (approximately 26% higher than the national average since 2009) is attributable, in part, to the shorter average itinerary length of domestic airline flights from the Airport (approximately 23% shorter than the national average since 2009) and, in part, to the status of the Airport as a connecting hub, with Delta dominating service in many travel markets.

Figure 4
DOMESTIC AIRLINE YIELDS FOR AIRPORT AND UNITED STATES
Hartsfield-Jackson Atlanta International Airport and United States
12 months ended June 30



Notes: Yields for outbound originating domestic passengers.
Yields exclude taxes, fees, passenger facility charges, and charges for optional services.

Source: U.S. DOT, *Air Passenger Origin-Destination Survey*, reconciled to Schedules T100 and 298C T1.

Figure 5 shows trends in domestic airline yields at the Airport for Delta, Southwest, and other airlines. The figure illustrates how the "yield premium" historically enjoyed by Delta at the Airport has increased since 2009 as Southwest reduced service relative to that previously provided by AirTran and Delta provides the only nonstop service to more smaller cities.

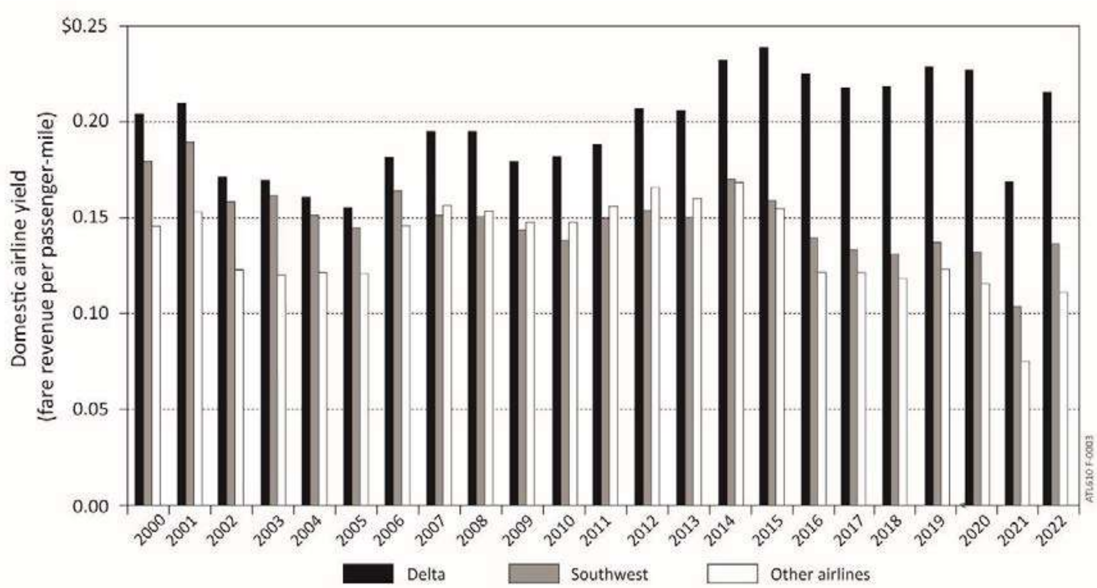
The average yields shown in Figures 4 and 5, as reported by the airlines to the U.S. DOT, exclude charges for optional services, such as checked baggage, preferred seating, in-flight meals, entertainment, and ticket changes. Such charges have become widespread in the airline industry since 2006. As a result, the average yields shown understate the amount actually paid by airline passengers for their travel. Optional service charges that were previously included in the ticket price are not all separately reported to the U.S. DOT. They have been estimated by industry analysts to amount to an effective average surcharge on domestic airfares of approximately 5% of ticket fare revenues, although the percentage varies widely by airline.

Figure 5

DOMESTIC AIRLINE YIELDS FOR AIRPORT BY AIRLINE

Hartsfield-Jackson Atlanta International Airport

12 months ended June 30



Notes: Yields for outbound originating domestic passengers.
Yields exclude taxes, fees, passenger facility charges, and ancillary charges.
Source: U.S. DOT, *Air Passenger Origin-Destination Survey*, reconciled to Schedules T100 and 298C T1.

International Airline Service

Table 18 provides historical data on nonstop international airline service at the Airport since 2010 to all regions of the world by both U.S.-flag airlines (mostly Delta) and foreign-flag airlines.* The average number of scheduled international departing seats at the Airport is scheduled to increase 17.1% between July 2010 and July 2023while the number of destinations served nonstop is scheduled to decrease from 83 to 70. These changes resulted from additional frequencies on existing routes, the use of larger aircraft, and service from new entrant airlines. The number of international departing seats decreased in 2020 with the onset of the pandemic, but is scheduled to be 1.8% higher than the July 2019 number in July 2023.

Table 19 presents data on scheduled passenger airline service from the Airport to international destinations. As scheduled for July 2023, 15 airlines (Delta, Frontier, Spirit, and 12 foreign-flag airlines) provide an average of 24,035 daily departing seats from the Airport on 115 daily departures to 70 international destination airports. Delta and its joint venture partners (Aeromexico, Air France, KLM, Korean Air, and Virgin Atlantic) provide service to all 70 destinations except Calgary and Vancouver (served by WestJet), Addis Ababa (served by Ethiopian), Doha (served by Qatar), and Istanbul (served by Turkish).

As scheduled for July 2023, airline service to Europe accounts for 32% of international seat capacity, followed by the Caribbean (21%), Mexico and Central America (20%), Canada (8%), South America (7%), Asia (4%), the Middle East (4%), and Africa (4%).

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*In data presented for airline service in the report, Puerto Rico and other U.S. Territories are accounted for as international destinations.

Table 18
INTERNATIONAL AIRLINE SERVICE
Hartsfield-Jackson Atlanta International Airport
As scheduled for July of years shown

	Number of airports served			Number of airlines			Average daily departing seats		
	2010	2019	2023	2010	2019	2023	2010	2019	2023
By airline flag									
U.S.	82	73	64	2	3	2	18,692	19,580	19,666
Foreign	6	13	14	6	11	12	1,839	4,041	4,369
By destination world region									
Europe	21	16	17	5	6	6	6,570	7,617	7,610
Caribbean	22	25	20	2	3	3	5,111	5,396	5,112
Mexico and Central America	17	19	14	2	3	3	3,842	4,766	4,736
Canada	4	4	4	2	3	3	1,054	1,987	1,966
South America	12	8	6	1	1	1	2,092	1,723	1,789
Asia	2	3	2	2	2	2	662	1,253	980
Middle East and India	2	2	3	1	2	3	511	460	992
Africa	3	2	4	1	1	2	689	419	850
By aircraft type									
Large jet (a)	77	72	67	7	13	14	18,979	22,397	23,441
Regional jet	11	10	5	2	3	2	1,552	1,225	595
Total all destinations	83	79	70	8	14	15	20,531	23,621	24,035

Note: Some airports are served by more than one airline or aircraft type. All destinations with an average of one or more flights per week are included.

(a) Aircraft with more than 100 seats.

Source: Airline Data Inc., online database, accessed May 2023.

Table 19
INTERNATIONAL AIRLINE SERVICE BY DESTINATION
Hartsfield-Jackson Atlanta International Airport
As scheduled for July of years shown

Destination	Airline	July 2010 Average daily Departures	July 2010 Average daily Seats	July 2019 Average daily Departures	July 2019 Average daily Seats	July 2023 Average daily Departures	July 2023 Average daily Seats
EUROPE							
Amsterdam, The Netherlands	Delta	2.0	484	3.0	877	3.0	903
	KLM	1.0	251	1.0	397	1.0	408
Athens, Greece	Delta	1.0	241	--	--	1.0	339
Barcelona, Spain	Delta	1.0	246	1.0	246	1.0	283
Brussels, Belgium	Delta	1.0	241	1.0	226	--	--
Copenhagen, Denmark	Delta	1.0	241	--	--	--	--
Dublin, Ireland	Delta	1.0	241	1.0	246	1.0	339
Dusseldorf, Germany	Delta	1.0	241	1.0	246	0.4	91
Edinburgh, Scotland	Delta	--	--	--	--	1.0	226
Frankfurt, Germany	Delta	1.0	268	1.0	211	1.0	223
	Lufthansa	1.0	260	1.0	255	1.0	255
London, England (Gatwick)	Delta	1.0	246	--	--	--	--
London, England (Heathrow)	British Airways	1.0	267	1.0	226	1.0	224
	Delta	1.0	246	2.0	527	2.0	476
	Virgin Atlantic	--	--	1.0	264	1.0	262
Madrid, Spain	Delta	1.0	246	1.0	246	1.0	216
Manchester, England	Delta	1.0	241	--	--	--	--
	Virgin Atlantic	--	--	1.0	437	1.0	264
Milan, Italy (Malpensa)	Delta	0.7	171	1.0	246	1.0	216
Moscow, Russia	Delta	0.7	171	--	--	--	--
Munich, Germany	Delta	1.0	246	1.0	211	1.0	238
Nice, France	Delta	--	--	--	--	1.0	238
Paris, France (de Gaulle)	Air France	1.0	400	2.0	897	2.6	781
	Delta	2.0	539	2.0	576	2.6	713
Prague, Czech Republic	Delta	0.5	132	--	--	--	--
Rome, Italy (Fiumicino)	Delta	1.0	298	2.0	586	2.0	564
Stuttgart, Germany	Delta	1.0	241	1.0	246	0.6	125
Venice, Italy	Delta	0.7	171	1.0	226	1.0	226
Zurich, Switzerland	Delta	1.0	241	1.0	226	--	--
Subtotal Europe		25.7	6,570	27.0	7,617	28.2	7,610

Table 19 *(page 2 of 5)*
INTERNATIONAL AIRLINE SERVICE BY DESTINATION
Hartsfield-Jackson Atlanta International Airport
As scheduled for July of years shown

		July 2010 Average daily		July 2019 Average daily		July 2023 Average daily	
Destination	Airline	Departures	Seats	Departures	Seats	Departures	Seats
MEXICO AND CENTRAL AMERICA							
Belize City, Belize	Delta	1.0	95	1.1	186	1.0	160
Cancun, Mexico	Delta	5.1	792	6.3	1,115	6.2	1,210
	Frontier	--	--	--	--	1.8	386
	Southwest	--	--	1.1	161	--	--
Cozumel, Mexico	Delta	1.0	98	0.1	20	--	--
Guadalajara, Mexico	Delta	2.0	231	1.0	160	1.0	180
Guanajuato, Mexico	Aeromexico	--	--	1.0	99	--	--
Guatemala City, Guatemala	Delta	1.0	183	2.0	398	1.0	199
	Frontier	--	--	--	--	0.3	60
Liberia, Costa Rica	Delta	1.3	235	1.1	222	1.2	209
	Frontier	--	--	--	--	0.3	55
Managua, Nicaragua	Delta	1.0	124	0.1	20	--	--
Mexico City	Delta	3.0	498	5.0	620	4.0	757
Monterrey, Mexico	Delta	2.0	150	2.0	220	1.0	157
Panama City, Panama	Delta	1.0	183	1.0	160	1.3	226
	Copa	--	--	--	--	0.6	92
Puerto Vallarta, Mexico	Delta	0.5	76	1.1	177	1.0	166
Querétaro, Mexico	Aeromexico	--	--	1.0	99	--	--
Roatan, Honduras	Delta	0.3	46	0.1	26	0.2	26
San Jose, Costa Rica	Delta	2.0	366	2.1	424	1.2	231
	Frontier	--	--	--	--	0.3	59
San Jose del Cabo, Mexico	Delta	0.7	122	1.1	183	1.2	210
San Pedro Sula, Honduras	Delta	1.0	160	1.0	180	1.0	132
San Salvador, El Salvador	Delta	1.0	183	1.0	180	1.0	166
	Frontier	--	--	--	--	0.3	54
Tegucigalpa, Honduras	Delta	1.0	124	0.9	116	--	--
Subtotal Mexico and Central America		26.2	3,842	30.4	4,766	25.7	4,736

Table 19 *(page 3 of 5)*
INTERNATIONAL AIRLINE SERVICE BY DESTINATION
Hartsfield-Jackson Atlanta International Airport
As scheduled for July of years shown

Destination	Airline	July 2010 Average daily Departures	July 2010 Average daily Seats	July 2019 Average daily Departures	July 2019 Average daily Seats	July 2023 Average daily Departures	July 2023 Average daily Seats
SOUTH AMERICA							
Bogota, Colombia	Delta	1.0	183	1.0	199	1.0	199
Brasilia, Brazil	Delta	0.6	112	--	--	--	--
Buenos Aires, Argentina (Pistarini)	Delta	1.0	241	1.0	293	1.0	238
Caracas, Venezuela	Delta	1.0	183	--	--	--	--
Cartagena, Colombia	Delta	--	--	0.1	21	--	--
Fortaleza, Brazil	Delta	0.3	47	--	--	--	--
Guayaquil, Ecuador	Delta	1.0	160	--	--	--	--
Lima, Peru	Delta	1.0	246	1.0	246	1.0	339
Manaus, Brazil	Delta	0.5	68	--	--	--	--
Quito, Ecuador	Delta	1.0	124	1.0	199	1.0	199
Rio de Janiero, Brazil	Delta	1.0	241	1.0	246	-	-
Santiago, Chile	Delta	1.0	241	1.0	226	1.0	306
Sao Paulo, Brazil	Delta	1.0	246	1.0	293	2.0	508
Subtotal South America		10.4	2,092	7.1	7,123	7.0	1,789
CARIBBEAN							
Antigua, West Indies	Delta	0.3	36	0.1	21	0.2	26
Aruba	Delta	1.3	217	1.1	225	1.0	180
	Southwest	0.2	22	--	--	--	--
Barbados	Delta	0.2	20	--	--	--	--
Bermuda	Delta	1.0	160	1.0	132	0.5	60
Bonaire, Netherlands Antilles	Delta	0.2	36	0.3	49	0.2	29
Curacao, Netherlands Antilles	Delta	0.2	26	--	--	--	--
Eleuthera, Bahamas	Delta	-	-	0.8	58	0.7	49
Freeport, Bahamas	Delta	0.6	47	0.3	21	--	--
George Town, Bahamas	Delta	0.3	13	1.0	80	0.7	53
Grand Cayman, Cayman Islands	Delta	1.3	183	1.1	201	1.0	160
Havana, Cuba	Delta	-	-	1.0	76	--	--
Kingston, Jamaica	Delta	1.0	154	1.0	160	1.0	160
Marsh Harbour, Bahamas	Delta	-	-	1.1	78	0.7	49
Montego Bay, Jamaica	Delta	4.0	726	3.3	649	3.2	598
	Frontier	-	-	--	--	0.9	166
	Southwest	1.0	137	--	--	--	--
Nassau, Bahamas	Bahamasair	0.0	4	0.1	8	--	--
	Delta	3.7	410	4.2	749	3.0	559
	Southwest	1.0	137	--	--	--	--

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Table 19 *(page 4 of 5)*
INTERNATIONAL AIRLINE SERVICE BY DESTINATION
Hartsfield-Jackson Atlanta International Airport
As scheduled for July of years shown

		July 2000 Average daily		July 2019 Average daily		July 2023 Average daily	
Destination	Airline	Departures	Seats	Departures	Seats	Departures	Seats
CARIBBEAN *(continued)*							
Port-au-Prince, Haiti	Delta	1.2	165	1.0	124	--	--
Providenciales, Turks and Caicos Islands	Delta	0.2	23	1.3	191	1.0	180
Puerto Plata, Dominican Republic	Delta	1.7	254	--	--	--	--
Punta Cana, Dominican Republic	Delta	--	--	3.2	549	3.0	540
	Frontier	--	--	--	--	0.6	108
	Southwest	--	--	1.1	166	--	--
San Juan, Puerto Rico	Delta	5.2	950	4.0	720	4.0	796
	Frontier	--	--	0.4	96	1.0	220
	Southwest	2.3	314	--	--	--	--
	Spirit	--	--	--	--	1.0	182
Santiago de los Caballeros, Dominican Republic	Delta	--	--	0.1	21	--	--
Santo Domingo, Dominican Republic	Delta	1.0	160	1.0	180	1.0	179
	Frontier	--	--	--	--	0.3	54
St. Croix, U.S. Virgin Islands	Delta	0.9	77	0.1	21	0.2	26
St. George, Grenada	Delta	--	--	0.1	21	--	--
St. Kitts, Leeward Islands	Delta	0.2	20	0.1	21	0.2	28
St. Lucia, West Indies (Hewanorra)	Delta	1.4	223	1.1	203	1.0	160
St. Maarten, Netherlands Antilles	Delta	1.0	139	0.9	180	1.0	199
St. Thomas, U.S. Virgin Islands	Delta	3.1	458	2.0	398	1.7	340
Subtotal Caribbean		34.2	5,111	32.9	5,396	29.0	5,112
CANADA							
Calgary, Canada	WestJet	--	--	1.0	162	1.4	243
Halifax, Canada	Delta	0.2	12	--	--	--	--
Montreal, Canada	Air Canada	--	--	--	--	2.0	152
	Delta	3.8	283	4.7	358	2.8	353
Toronto, Canada	Air Canada	4.5	273	4.9	370	3.8	292
	Delta	5.7	409	6.2	928	4.7	734
Vancouver, Canada	Delta	0.4	77	0.9	168	--	--
	WestJet	--	--	--	--	1.2	193
Subtotal Canada		14.6	1,054	17.7	1,987	16.0	1,966

Table 19 *(page 5 of 5)*

INTERNATIONAL AIRLINE SERVICE BY DESTINATION

Hartsfield-Jackson Atlanta International Airport

As scheduled for July of years shown

Destination	Airline	July 2010 Average daily		July 2019 Average daily		July 2023 Average daily	
		Departures	Seats	Departures	Seats	Departures	Seats
AFRICA							
Accra, Ghana	Delta	0.6	141	--	--	--	--
Addis Ababa, Ethiopia	Ethiopian	--	--	--	--	0.6	183
Cape Town, South Africa	Delta	--	--	--	--	0.5	138
Johannesburg, South Africa	Delta	1.2	323	1.0	291	1.0	306
Lagos, Nigeria	Delta	0.8	225	0.5	128	1.0	223
Subtotal Africa		2.6	689	1.5	419	3.0	850
ASIA							
Seoul, South Korea	Delta	--	--	1.0	306	1.0	306
	Korean Air	1.0	384	1.0	368	1.0	368
Shanghai, China (Pu Dong)	Delta	--	--	1.0	291	--	--
Tokyo, Japan (Narita)	Delta	1.0	278	1.0	288	--	--
Tokyo, Japan (Haneda)	Delta	--	--	-	--	1.0	306
Subtotal Africa		2.0	662	4.0	1,253	2.7	980
MIDDLE EAST AND INDIA							
Doha, Qatar	Qatar	--	--	1.0	283	1.0	351
Dubai, United Arab Emirates	Delta	1.0	277	--	--	--	--
Istanbul, Turkey	Turkish	--	--	0.7	177	1.0	302
Tel Aviv, Israel	Delta	0.9	234	--	--	1.0	339
Subtotal Middle East and India		1.9	511	1.7	460	3.0	992
Airport total		117.6	20,531	122.5	23,621	114.8	24,035

Notes: Columns may not add to totals shown because of rounding.
All destinations with an average of one or more flights per week in any of the years are shown.

Source: Airline Data Inc., online database, accessed May 2023.

HISTORICAL AIRLINE TRAFFIC

All annual historical and forecast activity data in the remainder of the report are reported for Fiscal Years ended June 30.

Enplaned Passengers

Table 20 presents historical data on originating and connecting passengers at the Airport. Table 21 presents historical data on originating and connecting passengers by airline group (Delta, Southwest, other U.S. airlines, and foreign flag airlines) Table 22 presents historical data on domestic and international enplaned passengers.

Between FY 2009, after the national economic recession and FY 2019, the number of enplaned passengers at the Airport increased 21.7% (average 2.0% per year), reaching a high of 54.5 million in FY 2019. The COVID-19 pandemic led to unprecedented reductions in airline travel at the Airport beginning in March 2020. The number of enplaned passengers decreased to 39.7 million in FY 2020 (73% of FY 2019) and to 24.9 million in FY 2021 (46% of FY 2019), before recovering to 49.7 million (91% of FY 2019) in FY 2023. Monthly trends since January 2020 are discussed in the later section "Recent Changes in Passenger and Air Cargo Traffic." Table 29 presents data on airline service and passenger numbers by month since January 2020.

Most of the increase in enplaned passenger numbers between FY 2009 and FY 2019 was attributable to originating passengers as the national and Atlanta economies grew, new entrant airlines began service, and airfares were reduced. Between FY 2015 and FY 2019, numbers of originating passengers at the Airport increased 36.8% (average 8.1% per year), while connecting passenger numbers were essentially unchanged.

Between FY 2009 and FY 2019, Delta's connecting passenger percentage was between 70% and 75%, while Southwest's connecting percentage gradually decreased from 63% to 38%. In FY 2019, connecting passengers accounted for 61% of passengers enplaned by all airlines at the Airport, a decrease from 69% in FY 2009.

International Passengers

The number of passengers enplaning on international flights at the Airport has increased as Atlanta's standing as an international city has grown and Delta and foreign flag airlines have increased service. Between FY 2009 and FY 2019, the number of international passengers increased 41.3% (average of 3.5% per year), compared with an increase in the number of domestic passengers of 19.5% (average of 1.8% per year). In FY 2019, international passengers accounted for 11.6% of all enplaned passengers. All international service was temporarily suspended in March 2020. In FY 2023, international enplaned passenger numbers at the Airport had recovered to 91% of FY 2019 numbers.

Table 20

HISTORICAL ORIGINATING AND CONNECTING PASSENGERS

Hartsfield-Jackson Atlanta International Airport

Fiscal Years ended June 30

Fiscal	Enplaned passengers			Annual percent increase (decrease)			Percent	Percent
Year	Originating	Connecting	Total	Originating	Connecting	Total	originating	connecting
2000	15,617,000	24,306,685	39,923,685				39.1%	60.9%
2001	15,503,000	24,558,110	40,061,110	(0.7)%	1.0%	0.3%	38.7	61.3
2002	13,350,000	23,413,021	36,763,021	(13.9)	(4.7)	(8.2)	36.3	63.7
2003	13,337,000	25,631,480	38,968,480	(0.1)	9.5	6.0	34.2	65.8
2004	13,903,000	27,323,263	41,226,263	4.2	6.6	5.8	33.7	66.3
2005	14,736,000	28,196,236	42,932,236	6.0	3.2	4.1	34.3	65.7
2006	15,140,000	27,135,486	42,275,486	2.7	(3.8)	(1.5)	35.8	64.2
2007	15,274,000	28,018,611	43,292,611	0.9	3.3	2.4	35.3	64.7
2008	15,485,000	29,802,174	45,287,174	1.4	6.4	4.6	34.2	65.8
2009	14,133,000	30,675,982	44,808,982	(8.7)	2.9	(1.1)	31.5	68.5
2010	14,183,000	31,192,298	45,375,298	0.4	1.7	1.3	31.3	68.7
2011	14,956,000	31,235,667	46,191,667	5.5	0.1	1.8	32.4	67.6
2012	15,002,000	32,145,315	47,147,315	0.3	2.9	2.1	31.8	68.2
2013	15,668,000	31,858,243	47,526,243	4.4	(0.9)	0.8	33.0	67.0
2014	15,014,000	32,304,755	47,318,755	(4.2)	1.4	(0.4)	31.7	68.3
2015	15,627,000	33,429,316	49,056,316	4.1	3.5	3.7	31.9	68.1
2016	17,412,000	34,395,127	51,807,127	11.4	2.9	5.6	33.6	66.4
2017	19,049,000	33,048,740	52,097,740	9.4	(3.9)	0.6	36.6	63.4
2018	20,044,000	32,518,196	52,562,196	5.2	(1.6)	0.9	38.1	61.9
2019	21,376,000	33,155,948	54,531,948	6.6	2.0	3.7	39.2	60.8
2020	15,881,000	23,866,596	39,747,596	(25.7)	(28.0)	(27.1)	40.0	60.0
2021	10,786,000	14,142,472	24,928,472	(32.1)	(40.7)	(37.3)	43.3	56.7
2022	18,762,000	26,098,920	44,860,920	73.9	84.5	80.0	41.8	58.2
Six months ended December 31								
2021	9,418,000	13,164,246	22,582,246				41.7%	58.3%
2022	10,690,000	13,821,003	24,511,003	13.5%	5.0%	8.5%	43.6	56.4

Sources: Enplaned passengers: City of Atlanta, Department of Aviation records.
Originating passengers: LeighFisher estimates based on U.S. DOT, *Air Passenger Origin-Destination Survey*, reconciled to Schedules T100 and 298C T1.

Table 21

ORIGINATING AND CONNECTING PASSENGERS BY AIRLINE GROUP

Hartsfield-Jackson Atlanta International Airport

Fiscal Years ended June 30

	2000	2005	2010	2015	2019	2021	2022
Originating passengers							
Delta	9,931,000	9,898,000	9,511,000	9,863,000	13,043,000	6,318,000	11,774,000
Southwest	1,688,000	2,221,000	2,622,000	2,561,000	3,072,000	1,658,000	2,259,000
Other U.S. flags	3,290,000	2,061,000	1,648,000	2,657,000	4,620,000	2,734,000	4,327,000
Foreign flags	708,000	556,000	402,000	546,000	641,000	76,000	40,000
Total	15,617,000	14,736,000	14,183,000	15,627,000	21,376,000	10,786,000	18,762,000
Connecting passengers							
Delta	22,059,468	24,231,545	25,497,653	30,535,655	30,651,507	12,970,781	24,243,554
Southwest	1,714,828	3,327,909	4,796,216	2,345,690	1,893,311	913,396	1,327,765
Other U.S. flags	285,240	458,129	818,543	363,410	207,368	199,218	273,284
Foreign flags	247,149	178,653	79,886	184,561	207,368	199,218	254,317
Total	24,306,685	28,196,236	31,192,298	33,429,316	33,155,948	14,142,472	26,098,920
Enplaned passengers							
Delta	31,990,468	34,129,545	35,008,653	40,398,655	43,694,507	19,288,781	36,017,554
Southwest	3,402,828	5,548,909	7,418,216	4,906,690	4,965,311	2,571,396	3,586,765
Other U.S. flags	3,575,240	2,519,129	2,466,543	3,020,410	4,827,368	2,933,218	4,600,284
Foreign flags	955,149	734,653	481,886	730,561	1,044,762	135,077	656,317
Total	39,923,685	42,932,236	45,375,298	49,056,316	54,531,948	24,928,472	44,860,920
Originating share of enplaned passengers							
Delta	31.0%	29.0%	27.2%	24.4%	29.9%	32.8%	32.7%
Southwest	49.6	40.0	35.3	52.2	61.9	64.5	63.0
Other U.S. flags	92.0	81.8	66.8	88.0	95.7	93.2	94.1
Foreign flags	74.1	75.7	83.4	74.7	61.4	56.3	61.3
Total	39.1%	34.3%	31.3%	31.9%	39.2%	43.3%	41.8%
Connecting share of enplaned passengers							
Delta	69.0%	71.0%	72.8%	75.6%	70.1%	67.2%	67.3%
Southwest	50.4	60.0	64.7	47.8	38.1	35.5	37.0
Other U.S. flags	8.0	18.2	33.2	12.0	4.3	6.8	5.9
Foreign flags	25.9	24.3	16.6	25.3	38.6	43.7	38.7
Total	60.9%	65.7%	68.7%	68.1%	60.8%	56.7%	58.2%

Note: Columns may not add to totals shown because of rounding.

Sources: City of Atlanta, Department of Aviation records, LeighFisher estimates based on U.S. DOT, *Air Passenger Origin-Destination Survey*, reconciled to Schedules T100 and 298C T1.

Table 22
HISTORICAL DOMESTIC AND INTERNATIONAL PASSENGERS
Hartsfield-Jackson Atlanta International Airport
Fiscal Years ended June 30

Fiscal	Enplaned passengers			Percent	Annual percent increase (decrease)		
Year	Domestic	International	Total	international	Domestic	International	Total
2000	37,139,424	2,784,261	39,923,685	7.0%			
2001	37,073,305	2,987,805	40,061,110	7.5	(0.2)%	7.3%	0.3%
2002	34,060,326	2,702,695	36,763,021	7.4	(8.1)	(9.5)	(8.2)
2003	36,188,960	2,779,520	38,968,480	7.1	6.2	2.8	6.0
2004	38,266,726	2,959,537	41,226,263	7.2	5.7	6.5	5.8
2005	39,666,840	3,265,396	42,932,236	7.6	3.7	10.3	4.1
2006	38,572,602	3,702,884	42,275,486	8.8	(2.8)	13.4	(1.5)
2007	39,022,194	4,270,417	43,292,611	9.9	1.2	15.3	2.4
2008	40,747,762	4,539,412	45,287,174	10.0	4.4	6.3	4.6
2009	40,344,232	4,464,750	44,808,982	10.0	(1.0)	(1.6)	(1.1)
2010	40,953,747	4,421,551	45,375,298	9.7	1.5	(1.0)	1.3
2011	41,442,852	4,748,815	46,191,667	10.3	1.2	7.4	1.8
2012	42,277,924	4,869,391	47,147,315	10.3	2.0	2.5	2.1
2013	42,565,430	4,960,813	47,526,243	10.4	0.7	1.9	0.8
2014	42,077,139	5,241,616	47,318,755	11.1	(1.1)	5.7	(0.4)
2015	43,630,709	5,425,607	49,056,316	11.1	3.7	3.5	3.7
2016	46,091,894	5,715,233	51,807,127	11.0	5.6	5.3	5.6
2017	46,226,593	5,871,147	52,097,740	11.3	0.3	2.7	0.6
2018	46,424,605	6,137,591	52,562,196	11.7	0.4	4.5	0.9
2019	48,225,191	6,306,757	54,531,948	11.6	3.9	2.8	3.7
2020	35,599,784	4,147,812	39,747,596	10.4	(26.2)	(34.2)	(27.1)
2021	23,407,815	1,520,657	24,928,472	6.1	(34.2)	(63.3)	(37.3)
2022	40,759,329	4,101,591	44,860,920	9.1	74.1	169.7	80.0
2023	43,948,206	5,743,734	49,691,940	11.6	7.8	40.0	10.8

Source: City of Atlanta, Department of Aviation records.

Airline Competition and Shares of Passengers

Tables 23 and 24 present data on the distribution of enplaned passengers at the Airport by airline for selected years between FY 2000 and FY 2023. Table 25 presents data on the shares of originating passengers by airline group for FY 2022 (the latest year for which data are available) and shows the distribution of originating passengers between residents and visitors.

As shown in Table 24, the share of passengers enplaned at the Airport on the flights of Delta (domestic and international, mainline and Delta Connection) increased from 77.2% in FY 2010 to 78.0% in FY 2023. Southwest accounted for most of this change, as its enplaned passenger share decreased from 16.3% in FY 2010 to 8.0% in FY 2023. The share for airlines other than Delta and Southwest increased from 6.5% in FY 2010 to 14.0% in FY 2023, largely due to increased service offerings by Spirit, Frontier, and JetBlue, and new entrant service by foreign-flag airlines Qatar, Turkish, Virgin Atlantic, and WestJet.

As shown in Table 21, between FY 2010 and FY 2022, Delta's share of total originating passengers decreased from 67.1% to 62.8%, Southwest's share decreased from 18.5% to 12.0%, and the combined share of the other airlines increased from 14.5% to 25.2%. As shown in Table 25, in FY 2022, Atlanta residents accounted for 54.4% of originating passengers and visitors for 45.6%.

AIR CARGO

According to data compiled by Airports Council International-North America, in 2022, the Airport ranked as the 13th busiest cargo airport in the United States, measured in terms of total cargo weight enplaned and deplaned. (See Table 10.) Table 26 presents historical air cargo tonnage at the Airport. Table 27 presents historical air cargo tonnage at the Airport by airline.

Between FY 2000 and FY 2014, cargo tonnage (including mail) at the Airport decreased 37%, with increases in some years more than offset by decreases in the aftermath of the September 2001 attacks, during the 2008-2009 recession, and as a result of the decisions of individual all-cargo operators to decrease service. The overall decrease was consistent with decreases at many other large U.S. airports and was attributable to post-September 2001 security restrictions on the carriage of freight and mail on passenger aircraft and the increased use of time-definite ground transportation modes as the relative operating economics of air and truck transportation changed.

Between FY 2014 and FY 2022 , cargo tonnage at the Airport increased 21%, with international cargo benefitting from the addition of freighter service by CAL Cargo, Magma Aviation, Qatar Airways, and Turkish Airlines. Much of the increase occurred in FY 2021 and FY 2022 as demand patterns changed during the pandemic. Cargo tonnage then decreased in FY 2023 as new determinants of demand emerged post pandemic. In FY 2023, international cargo tonnage accounted for 59% of the total and domestic for 41%. In FY 2023, cargo carried by Delta (in the bellies of passenger aircraft) and FedEx accounted for 18% and 17% of all cargo tonnage at the Airport, respectively, followed by UPS Cargo, 11%.

Data on cargo tonnage by month since January 2020 are provided in Table 29.

Table 23

HISTORICAL ENPLANED PASSENGERS BY AIRLINE

Hartsfield-Jackson Atlanta International Airport

Fiscal Years ended June 30

	2000	2005	2010	2015	2019	2023
Domestic						
Delta and affiliates						
Delta *(a)*	27,809,706	26,981,327	23,441,211	32,230,256	35,206,725	32,500,656
Endeavor *(b)*	--	--	913,968	221,979	1,913,052	1,015,209
SkyWest	--	--	159,760	88,180	1,174,946	712,135
Republic	--	--	--	--	9,197	30,206
ExpressJet *(c)*	2,455,220	3,908,358	6,109,736	3,282,259	221,447	--
GoJet	--	--	--	--	2	--
Chautauqua	--	--	--	27	--	--
Comair	--	--	315,171	--	--	--
Shuttle America	--	744,873	242,323	--	--	--
Mesaba	--	--	78,238	--	--	--
Subtotal Delta	30,264,926	31,634,558	31,260,407	35,822,701	38,525,369	34.258,206
Southwest	3,402,828	5,522,565	7,331,886	4,787,598	4,872,454	3,951,249
Other airlines		--				
Spirit	--	--	191,367	164,704	1,200,876	1,483,989
Frontier	101,553	127,908	171,754	379,076	565,059	1,441,932
American	1,788,519	1,232,082	1,335,594	1,464,480	1,637,645	1,343,819
United	1,378,338	998,047	691,726	707,931	923,906	974,889
JetBlue	--	-	-	-	391,795	332,740
Alaska	--	-	36,476	71,575	102,973	158,415
Other	203,260	151,680	5,350	11,768	5,114	2,967
Subtotal other airlines	3,471,670	2,509,717	2,361,454	3,020,410	4,827,368	5,738,751
Total domestic	37,139,424	39,666,840	40,953,747	43,630,709	48,225,191	43,948,206
International						
Delta and affiliates						
Delta	1,725,542	2,431,807	3,570,686	4,213,448	5,004,322	4,441,488
Endeavor *(b)*	--	--	4,487	17,787	142,062	67,941
ExpressJet *(c)*	--	60,195	171,820	344,649	22,754	--
SkyWest	--	--	466	70	--	--
Comair	--	2,985	787	--	--	--
Subtotal Delta	1,725,542	2,494,987	3,748,246	4,575,954	5,169,138	4,509,429
Southwest	--	26,344	86,330	119,092	92,857	2
Foreign-flag airlines	955,149	734,653	481,886	730,561	1,044,762	1,085,894
Other	103,570	9,412	105,089	--	--	148,409
Total international	2,784,261	3,265,396	4,421,551	5,425,607	6,306,757	5,743,734
Total	39,923,685	42,932,236	45,375,298	49,056,316	54,531,948	49,691,940

Note: Columns may not add to totals shown because of rounding.

(a) Includes Song (operated between 2003 and 2005).

(b) Includes Pinnacle (operated between 2007 and 2013).

(c) Includes Atlantic Southeast (operated between 2000 and 2011).

Source: City of Atlanta, Department of Aviation records.

Table 24

HISTORICAL AIRLINE SHARES OF ENPLANED PASSENGERS

Hartsfield-Jackson Atlanta International Airport

Fiscal Years ended June 30

	2000	2005	2010	2015	2019	2023
Domestic						
Delta and affiliates						
Delta *(a)*	69.7%	62.8%	51.7%	65.7%	64.6%	65.4%
Endeavor *(b)*	--	--	2.0	0.5	3.5	2.0
SkyWest	--	--	0.4	0.2	2.2	1.4
Republic	--	--	--	--	0.0	0.1
ExpressJet *(c)*	6.1	9.1	13.5	6.7	0.4	--
GoJet	--	--	--	--	0.0	--
Chautauqua	--	--	--	0.0	--	--
Shuttle America	--	--	0.7	--	--	--
Comair	--	1.7	0.5	--	--	--
Mesaba	--	--	0.2	--	--	--
Subtotal Delta	75.8%	73.7%	68.9%	73.0%	70.6%	68.9%
Southwest	8.5%	12.9%	16.2%	9.8%	8.9%	8.0%
Other airlines						
Spirit	--	--	0.3	0.8	2.2	3.0
Frontier	0.3	0.3	0.4	0.8	1.0	2.9
American	4.5	2.9	2.9	3.0	3.0	2.7
United	3.5	2.3	1.5	1.4	1.7	2.0
JetBlue	--	--	--	--	0.7	0.7
Alaska	--	--	0.1	0.1	0.2	0.3
Other	0.5	0.4	0.0	0.0	0.0	0.0
Subtotal other airlines	8.7%	5.8%	5.2%	6.2%	8.9%	11.5%
Total domestic	93.0%	92.4%	90.3%	88.9%	88.4%	88.4%
International						
Delta and affiliates						
Delta	4.3%	5.7%	7.9%	8.6%	9.2%	8.9%
Endeavor *(b)*	--	--	0.0	0.0	0.3	0.1
ExpressJet *(c)*	--	0.1	0.4	0.7	0.0	--
SkyWest	--	--	0.0	0.0	--	--
Comair	--	0.0	0.0	--	--	--
Subtotal Delta	4.3%	5.8%	8.3%	9.3%	9.5%	9.1%
Southwest	--	0.1%	0.2%	0.2%	0.2%	0.0%
Foreign-flag airlines	2.4%	1.7%	1.1%	1.5%	1.9%	2.2%
Other	0.3	0.0	0.2	--	--	0.3
Total international	7.0%	7.6%	9.7%	11.1%	11.6%	11.6%
Total	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%

Note: Columns may not add to totals shown because of rounding.

(a) Includes Song (operated between 2003 and 2005).

(b) Includes Pinnacle (operated between 2007 and 2013).

(c) Includes Atlantic Southeast (operated between 2000 and 2011).

Source: City of Atlanta, Department of Aviation records.

Table 25

ENPLANED PASSENGERS BY AIRLINE GROUP

Hartsfield-Jackson Atlanta International Airport

Fiscal Year 2022

	Enplaned passengers (in thousands)				Distribution by sector and type			
	Delta Air Lines	Southwest Airlines	All other airlines	All airlines	Delta Air Lines	Southwest Airlines	All other airlines	All airlines
By sector								
Domestic	32,609	3,587	4,563	40,759	90.5%	100.0%	86.8%	90.9%
International	3,408	-	693	4,102	9.5	0.0	13.2	9.1
Total	36,018	3,587	5,257	44,861	100.0%	100.0%	100.0%	100.0%
By type of passenger								
Originating-resident *(a)*	6,983	1,091	2,137	10,212	19.4%	30.4%	40.7%	22.8%
Originating-visitor *(b)*	4,791	1,168	2,592	8,550	13.3	32.6	49.3	19.1
Subtotal originating	11,774	2,259	4,729	18,762	32.7%	63.0%	90.0%	41.8%
Connecting	24,244	1,328	528	26,099	67.3	37.0	10.0	58.2
Total	36,018	3,587	5,257	44,861	100.0%	100.0%	100.0%	100.0%
Share of passengers								
Originating	62.8%	12.0%	25.2%	100.0%				
Connecting	92.9	5.1	2.0	100.0				
Total	80.3	8.0	11.7	100.0				

Notes: Rows and columns may not add to totals shown because of rounding.
Percentages were calculated using unrounded numbers.

(a) Originating-resident passengers are those whose flight itineraries began at the Airport.
(b) Originating-visitor passengers are those whose flight itineraries began at other airports.

Sources: City of Atlanta, Department of Aviation records, LeighFisher estimates based on U.S. DOT, *Air Passenger Origin-Destination Survey*, reconciled to Schedule T100.

Table 26

HISTORICAL AIR CARGO ACTIVITY

Hartsfield-Jackson Atlanta International Airport

Fiscal Years ended June 30

	Air cargo (metric tons)			All-cargo aircraft landed weight *(a)* (1,000-pound units)
Fiscal Year	Freight and express	Mail	Total	
2000	650,824	225,958	876,782	2,530,000
2001	623,744	202,567	826,311	2,027,000
2002	603,128	103,836	706,964	1,964,000
2003	658,675	90,288	748,963	2,149,000
2004	743,676	110,603	854,279	2,110,000
2005	733,327	80,473	813,800	2,427,000
2006	737,189	19,634	756,823	2,582,000
2007	726,574	4,134	730,708	2,851,000
2008	703,458	5,764	709,222	2,565,000
2009	565,250	6,005	571,255	2,182,000
2010	609,683	12,238	621,921	2,338,000
2011	649,262	19,928	669,190	2,452,000
2012	621,817	31,566	653,383	2,530,000
2013	592,104	44,918	637,022	2,318,000
2014	552,045	49,396	601,441	2,250,000
2015	576,326	48,001	624,327	2,336,000
2016	584,903	41,179	626,082	2,587,000
2017	631,730	41,480	673,210	2,622,000
2018	663,859	40,717	704,576	2,905,000
2019	638,490	38,288	676,778	3,008,000
2020	561,364	31,770	593,134	3,088,000
2021	638,396	47,688	686,084	3,231,000
2022	693,277	36,769	730,046	3,488,000
2023	582,937	29,333	612,270	3,181,000

Source: City of Atlanta, Department of Aviation records.

(a) Landed weight shown for years 2000 through 2008 is for the calendar year.

Table 27

AIR CARGO ENPLANED AND DEPLANED BY AIRLINE

Hartsfield-Jackson Atlanta International Airport

Fiscal Years ended June 30

(in metric tons; mail not included)

	2000	2005	2010	2015	2019	2023
Domestic						
FedEx	110,595	133,435	108,390	87,451	113,839	100,338
UPS	55,700	34,769	38,565	50,774	43,109	65,133
Delta	142,773	165,537	80,106	62,273	47,085	40,416
DHL Express	5,704	5,481	5,886	7,272	9,663	15,953
Southwest	72	485	-	8,326	8,100	5,532
ABX Air	21,583	18,515	25	7,352	21	8,697
Other	55,277	35,096	17,929	3,753	18,287	1,542
Total domestic	391,704	393,318	251,025	227,201	240,104	237,611
International						
Delta	98,133	116,393	128,652	105,661	93,105	64,234
Lufthansa	37,265	30,484	39,576	24,450	34,715	34,814
Qatar	--	--	--	16,556	26,633	27,854
Korean Air	16,322	40,383	50,354	33,729	25,095	26,418
EVA Airways	8,934	30,407	25,120	26,953	18,890	25,389
China Airlines	7,881	20,503	26,243	25,478	23,275	21,723
Turkish	--	--	--	--	12,048	18,312
Cargolux	--	--	14,019	19,126	22,653	18,126
Air France	16,926	23,472	5,313	11,875	11,946	14,540
Asiana	--	--	--	14,551	13,385	13,269
KLM	6,186	4,386	5,005	8,322	10,861	12,357
Cathay Pacific	--	--	22,564	25,520	23,729	11,492
Challenge	--	6,247	--	--	12,524	10,555
British Airways	10,850	26,440	24,966	6,646	10,694	10,302
Virgin Atlantic	--	--	--	7,064	10,045	9,886
DHL Express	--	--	--	--	--	9,618
Magma Aviation	--	--	--	--	--	8,931
China Cargo Airlines	--	--	--	--	13,353	1,962
AirBridgeCargo	--	--	--	--	7,492	-
CargoLogicAir	--	--	--	--	12,622	-
Polar Air Cargo	1,604	3,454	5,296	5,615	7,211	-
Emirates	--	--	--	14,429	--	-
Other	55,019	37,840	11,550	3,150	8,110	5,544
Total international	259,120	340,009	358,658	349,125	398,386	345,326
Total domestic and international	650,824	733,327	609,683	576,326	638,490	582,937
Average annual change		2.4%	(3.6)%	(1.1)%	2.6%	(2.2)%

Source: City of Atlanta, Department of Aviation records.

AIRCRAFT OPERATIONS

Table 28 presents historical data on aircraft operations (landings and takeoffs) at the Airport. In FY 2023, air carrier aircraft accounted for 95% of total operations, air taxi and commuter aircraft for 4%, and general aviation aircraft for 1%. Most general aviation operations are by business jet aircraft. Military aircraft account for a negligible percentage of aircraft operations at the Airport.

Table 28
HISTORICAL AIRCRAFT OPERATIONS
Hartsfield-Jackson Atlanta International Airport
Fiscal Years ended June 30

Fiscal Year	Air carrier	Air taxi/ commuter	General aviation	Military	Total operations
2000	686,490	206,061	27,092	3,926	923,569
2001	686,852	205,966	15,766	949	909,533
2002	648,630	211,467	16,467	1,742	878,306
2003	651,505	221,916	12,216	1,286	886,923
2004	683,462	257,804	11,840	1,361	954,467
2005	706,368	261,606	11,071	1,688	980,733
2006	654,463	289,955	10,054	1,987	956,459
2007	708,158	268,761	9,949	917	987,785
2008	748,467	237,631	11,972	1,058	999,128
2009	735,237	222,623	7,515	1,081	966,456
2010	717,424	237,899	7,342	1,141	963,806
2011	723,801	205,655	7,128	520	937,104
2012	739,175	184,940	7,045	394	931,554
2013	733,575	177,234	7,653	295	918,757
2014	719,974	160,437	7,373	230	888,014
2015	758,440	103,858	7,555	528	870,381
2016	798,398	91,128	7,612	345	897,483
2017	787,507	93,542	7,978	178	889,205
2018	792,651	84,492	7,462	166	884,771
2019	809,387	84,223	7,495	178	901,283
2020	648,284	69,268	5,524	241	723,317
2021	569,345	42,842	3,903	265	616,355
2022	672,008	46,920	6,286	294	725,508
2023	713,718	27,877	6,523	203	748,321
	Average annual percent increase (decrease)				
2000-2007	0.4%	3.9%	(13.3%)	(18.8%)	1.0%
2007-2010	0.4	(4.0)	(9.6)	7.6	(0.8)
2010-2019	1.3	(10.9)	0.2	(18.7)	(0.7)
2019-2023	(3.1)	(24.2)	(3.4)	3.3	(4.5)

Source: City of Atlanta, Department of Aviation records.

Since FY 2010, landed weight per operation has increased as the mix of aircraft in use at the Airport has changed. In FY 2023, approximately 99% of landed weight was accounted for by airlines signatory to the Airline Agreement.

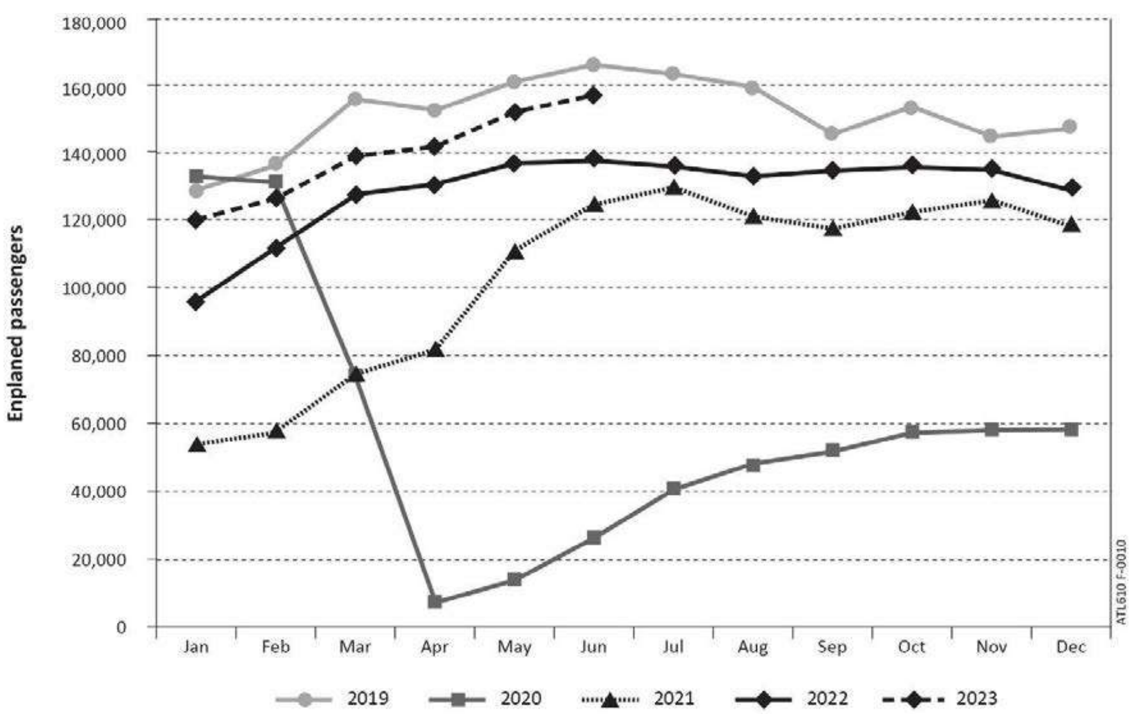
RECENT CHANGES IN PASSENGER AND AIR CARGO TRAFFIC

Historical patterns of passenger and cargo traffic at the Airport were disrupted by the COVID-19 pandemic beginning in February 2020.

Figure 6 shows the historical pattern of recovery in passenger traffic at the Airport since April 2020, when the number of enplaned passengers was only 5% of the pre-pandemic April 2019 number. By June 2023, the number had recovered to 95% of the June 2019 number.

Figure 6

AVERAGE DAILY ENPLANED PASSENGERS BY MONTH



Note: Passengers enplaned on domestic and international flights.

Source: City of Atlanta, Department of Aviation records.

Table 29 presents data on airline service, enplaned passengers, security screenings of passengers by the TSA, and air cargo tonnage at the Airport since January 2020 by month relative to the same month of 2019. Passenger throughput at the TSA passenger screening checkpoints correlates closely with originating passenger numbers. Data on average daily TSA throughput for June 2023, evidencing the Airport's strong recovery relative to Delta's other connecting hub airports (see Table 13), are as follows:

	ATL	JFK	LAX	MSP	DTW	SEA	SLC
June 2023	83,711	90,962	111,816	38,978	36,591	59,805	26,192
Percent of June 2019	105.2%	91.2%	88.1%	99.6%	96.6%	98.2%	104.7%

In contrast to the reduced passenger activity in 2020 through 2022, air cargo activity at the Airport increased, notwithstanding the pandemic's generally depressing effects on economic activity and trade, because of the need to transport medical supplies, increased demand for package delivery as businesses and stores were closed to in-person shopping, and disruptions to global supply chains caused more goods to be shipped internationally by air.

Table 29

AVERAGE DAILY FLIGHTS, SEATS, PASSENGERS, TSA THROUGHPUT, AND CARGO BY MONTH

Hartsfield-Jackson Atlanta International Airport

	Average daily 2020											
	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Domestic												
Departing flights (a)	1,040	1,033	882	303	266	364	589	701	672	690	733	739
Departing seats	140,945	141,131	118,954	39,072	33,881	47,808	78,964	97,388	93,669	96,789	101,337	99,043
Enplaned passengers	117,959	121,921	66,706	7,117	13,212	26,140	39,258	46,423	50,107	54,990	54,718	53,435
Load factor	83.7%	86.4%	56.1%	18.2%	39.0%	54.7%	49.7%	47.7%	53.5%	56.8%	54.0%	54.0%
International												
Departing flights (a)	105	104	76	8	7	11	25	30	30	35	45	58
Departing seats	20,169	19,819	14,261	1,678	1,753	2,564	5,206	6,650	6,580	7,726	9,735	12,024
Enplaned passengers	15,326	9,609	7,528	418	457	735	1,559	1,877	2,079	2,683	3,405	5,047
Load factor	76.0%	48.5%	52.8%	24.9%	26.1%	28.7%	29.9%	28.2%	31.6%	34.7%	35.0%	42.0%
Total												
Departing flights (a)	1,146	1,137	958	311	273	374	614	731	702	725	778	797
Departing seats	161,113	160,950	133,215	40,750	35,633	50,372	84,170	104,038	100,250	104,515	111,073	111,067
Enplaned passengers	133,285	131,530	74,234	7,535	13,670	26,875	40,817	48,300	52,186	57,673	58,122	58,482
Load factor	82.7%	81.7%	55.7%	18.5%	38.4%	53.4%	48.5%	46.4%	52.1%	55.2%	52.3%	52.7%
TSA throughput	60,900	62,622	33,485	3,241	7,234	15,553	22,638	23,310	25,550	28,426	29,191	30,318
Freight (metric tons)												
Domestic	661	1,079	647	600	632	699	734	674	744	763	716	896
International	778	879	880	654	657	695	625	720	805	966	951	913
Passenger	375	439	303	129	166	194	198	251	322	333	367	382
All-cargo	860	1,213	922	857	830	909	921	865	930	1,036	940	1,136
Passenger/all-cargo (b)	204	306	302	268	293	291	239	277	297	361	360	292
Total cargo	1,439	1,958	1,527	1,254	1,290	1,394	1,359	1,394	1,549	1,730	1,667	1,809

Table 29 *(page 2 of 8)*

AVERAGE DAILY FLIGHTS, SEATS, PASSENGERS, TSA THROUGHPUT, AND CARGO BY MONTH

Hartsfield-Jackson Atlanta International Airport

	2020 as a percent of 2019											
	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Domestic												
Departing flights (a)	103.2%	102.4%	80.9%	27.6%	23.9%	31.9%	51.9%	61.3%	63.4%	63.2%	70.2%	70.6%
Departing seats	101.4	100.6	79.4	26.0	22.0	30.6	50.6	62.0	62.9	62.7	68.5	68.8
Enplaned passengers	104.0	100.4	48.5	5.3	9.3	18.0	27.3	33.1	38.7	39.9	42.0	40.8
Load factor	102.5	99.8	61.0	20.2	42.3	58.9	53.9	53.3	61.4	63.7	61.4	59.4
International												
Departing flights (a)	95.3%	94.2%	64.8%	6.6%	6.3%	8.5%	20.5%	25.3%	29.6%	35.5%	47.6%	56.3%
Departing seats	100.0	99.3	66.5	7.7	7.9	10.8	22.1	28.7	33.3	40.8	54.2	62.1
Enplaned passengers	100.4	62.3	41.5	2.4	2.4	3.6	8.1	10.0	13.0	17.2	22.9	30.1
Load factor	100.4	62.7	62.4	30.6	29.9	32.9	36.6	34.7	39.1	42.2	42.2	48.5
Total												
Departing flights (a)	102.4%	101.6%	79.4%	25.7%	22.2%	29.7%	48.8%	57.9%	60.5%	60.9%	68.3%	69.3%
Departing seats	101.3	100.4	77.8	23.7	20.2	28.0	46.9	57.7	59.4	60.3	67.0	68.0
Enplaned passengers	103.5	96.1	47.6	4.9	8.5	16.2	25.0	30.3	35.8	37.6	40.1	39.6
Load factor	102.3	95.7	61.3	20.8	41.9	57.9	53.4	52.5	60.3	62.4	59.8	58.3
TSA throughput	104.5	98.8	47.7	4.6	9.4	19.5	29.3	32.2	37.1	40.6	43.4	43.2
Freight (metric tons)												
Domestic	86.6%	136.9%	85.9%	82.9%	84.3%	96.2%	117.1%	102.9%	117.1%	104.9%	103.1%	124.3%
International	82.4	78.7	73.3	62.8	67.3	64.1	71.5	76.8	82.2	98.6	101.5	114.8
Passenger	60.9%	66.1%	45.8%	21.8%	27.9%	30.6%	51.2%	65.1%	79.4%	78.7%	91.0%	98.7%
All-cargo	100.8	131.6	96.8	92.6	88.6	99.6	103.0	91.1	99.9	104.0	94.5	123.8
Passenger/all-cargo (b)	85.8	96.1	88.6	108.3	151.5	110.3	109.2	107.8	106.8	124.9	153.9	137.4
Total cargo	84.3%	102.8%	78.1%	71.1%	74.7%	77.0%	90.6%	87.5%	95.9%	101.3%	102.2%	119.3%

Table 29 *(page 3 of 8)*

AVERAGE DAILY FLIGHTS, SEATS, PASSENGERS, TSA THROUGHPUT, AND CARGO BY MONTH

Hartsfield-Jackson Atlanta International Airport

	Average daily 2021											
	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Domestic												
Departing flights (a)	715	702	830	850	873	914	918	868	897	897	887	838
Departing seats	96,225	94,890	113,173	116,809	122,189	131,400	134,440	128,894	133,191	131,888	135,477	125,135
Enplaned passengers	49,833	53,970	70,298	77,622	103,806	115,464	119,330	111,927	108,579	113,776	115,987	107,256
Load factor	51.8%	56.9%	62.1%	66.5%	85.0%	87.9%	88.8%	86.8%	81.5%	86.3%	85.6%	85.7%
International												
Departing flights (a)	64	65	66	66	68	71	75	76	78	72	74	79
Departing seats	13,223	13,466	13,737	13,814	14,077	14,979	15,654	15,921	16,452	15,006	15,095	15,905
Enplaned passengers	3,914	3,602	4,198	4,769	7,470	9,434	10,432	9,795	9,080	9,049	9,822	11,280
Load factor	29.6%	26.7%	30.6%	34.5%	53.1%	63.0%	66.6%	61.5%	55.2%	60.3%	65.1%	70.9%
Total												
Departing flights (a)	779	767	896	916	941	985	993	943	975	969	961	917
Departing seats	109,448	108,356	126,910	130,623	136,266	146,379	150,094	144,815	149,643	146,894	150,572	141,040
Enplaned passengers	53,747	57,572	74,496	82,391	111,276	124,899	129,762	121,723	117,660	122,825	125,809	118,536
Load factor	49.1%	53.1%	58.7%	63.1%	81.7%	85.3%	86.5%	84.1%	78.6%	83.6%	83.6%	84.0%
TSA throughput	27,017	28,742	36,526	45,058	55,289	62,876	66,793	58,630	57,909	61,430	64,084	61,510
Freight (metric tons)												
Domestic	747	731	795	831	751	813	754	774	796	782	790	910
International	831	1,158	1,343	1,244	1,180	1,076	1,100	1,057	1,134	1,148	985	1,055
Passenger	393	503	570	584	566	567	554	543	521	537	437	465
All-cargo	966	1,017	1,170	1,115	1,019	991	946	955	1,049	1,036	1,026	1,150
Passenger/all-cargo (b)	220	369	397	376	346	331	354	333	361	357	311	352
Total cargo	1,579	1,889	2,138	2,075	1,931	1,889	1,854	1,831	1,930	1,930	1,775	1,966

Table 29 *(page 4 of 8)*

AVERAGE DAILY FLIGHTS, SEATS, PASSENGERS, TSA THROUGHPUT, AND CARGO BY MONTH

Hartsfield-Jackson Atlanta International Airport

	2021 as a percent of 2019											
	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Domestic												
Departing flights (a)	70.9%	69.6%	76.2%	77.5%	78.4%	80.3%	80.9%	75.9%	84.6%	82.2%	85.0%	80.0%
Departing seats	69.2	67.6	75.5	77.7	79.5	84.1	86.2	82.1	89.5	85.4	91.6	86.9
Enplaned passengers	43.9	44.4	51.1	57.4	73.3	79.6	83.0	79.7	83.8	82.6	89.1	81.9
Load factor	63.4	65.7	67.6	73.9	92.2	94.7	96.2	97.1	93.6	96.7	97.3	94.3
International												
Departing flights (a)	57.7%	58.9%	56.0%	57.6%	58.3%	57.6%	60.6%	63.3%	76.9%	73.6%	78.0%	76.7%
Departing seats	65.6	67.5	64.1	63.8	63.3	63.0	66.3	68.8	83.2	79.3	84.1	82.1
Enplaned passengers	25.6	23.3	23.1	27.0	38.6	45.5	53.9	52.0	56.8	58.2	66.0	67.2
Load factor	39.1	34.6	36.1	42.4	60.9	72.3	81.3	75.6	68.3	73.3	78.5	81.9
Total												
Departing flights (a)	69.6%	68.5%	74.2%	75.6%	76.5%	78.1%	78.9%	74.7%	84.0%	81.5%	84.4%	79.7%
Departing seats	68.8	67.6	74.1	75.9	77.4	81.3	83.6	80.4	88.7	84.7	90.8	86.3
Enplaned passengers	41.8	42.1	47.8	53.9	69.1	75.3	79.5	76.4	80.8	80.1	86.7	80.3
Load factor	60.7	62.2	64.5	71.0	89.2	92.7	95.1	95.1	91.1	94.6	95.6	93.0
TSA throughput	46.4	45.3	52.1	64.4	71.8	79.0	86.5	81.1	84.1	87.7	95.3	87.6
Freight (metric tons)												
Domestic	97.9%	92.8%	105.6%	115.0%	100.1%	111.8%	120.4%	118.2%	125.4%	107.4%	113.7%	126.2%
International	88.1	103.7	111.8	119.4	120.8	99.3	125.9	112.7	115.7	117.1	105.1	132.6
Passenger	63.7%	75.7%	86.4%	98.9%	94.9%	89.3%	143.4%	140.7%	128.2%	126.8%	108.3%	120.1%
All-cargo	113.3	110.3	122.8	120.4	108.8	108.7	105.8	100.6	112.7	104.0	103.2	125.2
Passenger/all-cargo (b)	92.3	115.9	116.5	152.0	178.4	125.4	161.3	129.5	129.8	123.7	133.1	165.6
Total cargo	92.5%	99.2%	109.4%	117.6%	111.8%	104.3%	123.6%	115.0%	119.5%	113.0%	108.8%	129.6%

Table 29 *(page 5 of 8)*

AVERAGE DAILY FLIGHTS, SEATS, PASSENGERS, TSA THROUGHPUT, AND CARGO BY MONTH

Hartsfield-Jackson Atlanta International Airport

	Average daily 2022											
	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Domestic												
Departing flights (a)	795	813	854	865	883	870	879	877	875	877	882	836
Departing seats	121,419	124,522	129,860	128,701	131,535	130,333	134,178	133,487	135,143	135,147	138,349	129,484
Enplaned passengers	87,320	100,950	115,231	116,804	121,661	120,669	119,822	117,596	118,970	120,569	120,644	113,422
Load factor	71.9%	81.1%	88.7%	90.8%	92.5%	92.6%	89.3%	88.1%	88.0%	89.2%	87.2%	87.6%
International												
Departing flights (a)	80	80	81	84	87	95	92	92	87	84	84	90
Departing seats	16,435	16,402	16,691	17,402	18,215	19,552	19,005	18,925	18,007	17,603	17,037	17,966
Enplaned passengers	8,890	9,898	11,991	13,185	14,827	16,587	15,368	14,802	14,874	14,463	13,782	15,018
Load factor	54.1%	60.3%	71.8%	75.8%	81.4%	84.8%	80.9%	78.2%	82.6%	82.2%	80.9%	83.6%
Total												
Departing flights (a)	875	892	935	949	971	965	971	969	963	961	966	926
Departing seats	137,854	140,923	146,551	146,103	149,750	149,885	153,183	152,412	153,149	152,750	155,386	147,450
Enplaned passengers	96,210	110,848	127,223	129,990	136,488	137,256	135,190	132,398	133,845	135,032	134,427	128,440
Load factor	69.8%	78.7%	86.8%	89.0%	91.1%	91.6%	88.3%	86.9%	87.4%	88.4%	86.5%	87.1%
TSA throughput	47,176	54,441	62,908	67,537	73,788	72,772	69,523	64,228	68,474	69,294	68,346	66,614
Freight (metric tons)												
Domestic	667	738	791	719	687	738	649	704	691	650	678	739
International	959	1,140	1,421	1,224	1,172	1,093	1,037	958	1,016	1,012	952	893
Passenger	448	585	726	533	541	491	439	431	437	448	458	434
All-cargo	903	951	1,118	1,000	976	1,027	920	931	953	894	892	925
Passenger/all-cargo (b)	274	342	368	410	344	313	326	300	318	320	280	274
Total cargo	1,625	1,878	2,213	1,944	1,860	1,830	1,686	1,662	1,707	1,662	1,630	1,632

Table 29 *(page 6 of 8)*

AVERAGE DAILY FLIGHTS, SEATS, PASSENGERS, TSA THROUGHPUT, AND CARGO BY MONTH

Hartsfield-Jackson Atlanta International Airport

	2022 as a percent of 2019											
	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Domestic												
Departing flights (a)	78.8%	80.6%	78.4%	78.9%	79.4%	76.5%	77.4%	76.7%	82.6%	80.4%	84.5%	79.9%
Departing seats	87.4	88.8	86.7	85.6	85.5	83.4	86.1	85.0	90.8	87.5	93.5	89.9
Enplaned passengers	77.0	83.1	83.7	86.4	85.9	83.2	83.3	83.8	91.8	87.5	92.7	86.7
Load factor	88.1	93.7	96.6	100.9	100.4	99.7	96.8	98.5	101.1	100.0	99.1	96.4
International												
Departing flights (a)	72.6%	72.4%	69.2%	73.2%	74.6%	76.7%	75.1%	77.1%	85.7%	86.0%	88.3%	87.2%
Departing seats	81.5	82.2	77.9	80.3	81.9	82.3	80.5	81.7	91.0	93.1	94.9	92.7
Enplaned passengers	58.2	64.2	66.1	74.8	76.6	80.1	79.5	78.5	93.0	93.0	92.6	89.5
Load factor	71.4	78.0	84.9	93.1	93.5	97.3	98.7	96.1	102.2	99.9	97.6	96.6
Total												
Departing flights (a)	78.2%	79.8%	77.5%	78.3%	79.0%	76.5%	77.2%	76.7%	82.9%	80.9%	84.9%	80.5%
Departing seats	86.6	87.9	85.6	84.9	85.1	83.2	85.3	84.6	90.8	88.1	93.7	90.2
Enplaned passengers	74.7	81.0	81.7	85.0	84.7	82.8	82.9	83.1	91.9	88.1	92.7	87.0
Load factor	86.3	92.1	95.4	100.1	99.6	99.5	97.1	98.3	101.2	100.0	98.9	96.4
TSA throughput	80.9	85.9	89.7	96.6	95.8	91.4	90.0	88.8	99.5	99.0	101.6	94.9
Freight (metric tons)												
Domestic	87.3%	93.7%	105.1%	99.5%	91.6%	101.5%	103.6%	107.5%	108.9%	89.4%	97.6%	102.5%
International	101.5	102.1	118.4	117.6	120.1	100.9	118.7	102.2	103.7	103.2	101.6	112.2
Passenger	72.7%	88.0%	110.0%	90.3%	90.6%	77.3%	113.6%	111.7%	107.6%	105.7%	113.4%	112.2%
All-cargo	105.9	103.2	117.4	108.0	104.2	112.6	102.9	98.0	102.4	89.8	89.8	100.7
Passenger/all-cargo (b)	115.0	107.3	108.1	165.9	177.3	118.7	148.7	116.6	114.3	110.9	119.7	128.9
Total cargo	95.2%	98.6%	113.3%	110.2%	107.7%	101.1%	112.4%	104.3%	105.7%	97.3%	99.9%	107.6%

Table 29 *(page 7 of 8)*

AVERAGE DAILY FLIGHTS, SEATS, PASSENGERS, TSA THROUGHPUT, AND CARGO BY MONTH

Hartsfield-Jackson Atlanta International Airport

	Average daily 2023											
	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Domestic												
Departing flights (a)	854	860	905	907	923	942	-	-	-	-	-	-
Departing seats	131,238	134,146	141,884	142,679	148,490	151,536	-	-	-	-	-	-
Enplaned passengers	105,426	111,554	122,264	124,756	133,210	136,400	-	-	-	-	-	-
Load factor	80.3%	83.2%	86.2%	87.4%	89.7%	90.0%						
International												
Departing flights (a)	93	92	96	99	106	114	-	-	-	-	-	-
Departing seats	18,872	18,884	19,790	20,651	22,061	23,786	-	-	-	-	-	-
Enplaned passengers	13,839	14,247	16,047	16,551	18,831	20,972	-	-	-	-	-	-
Load factor	73.3%	75.4%	81.1%	80.1%	85.4%	88.2%						
Total												
Departing flights (a)	947	953	1,001	1,006	1,029	1,056	-	-	-	-	-	-
Departing seats	150,110	153,030	161,674	163,330	170,551	175,322	-	-	-	-	-	-
Enplaned passengers	119,265	125,801	138,312	141,307	152,041	157,372	-	-	-	-	-	-
Load factor	79.5%	82.2%	85.5%	86.5%	89.1%	89.8%						
TSA throughput	59,994	63,251	68,915	73,508	80,338	83,711	-	-	-	-	-	-
Freight (metric tons)												
Domestic	568	605	655	602	619	649	-	-	-	-	-	-
International	800	936	972	952	912	913	-	-	-	-	-	-
Passenger	383	455	470	456	429	441	-	-	-	-	-	-
All-cargo	718	811	865	794	810	838	-	-	-	-	-	-
Passenger/all-cargo (b)	267	276	291	304	292	282	-	-	-	-	-	-
Total cargo	1,368	1,541	1,627	1,554	1,531	1,562	-	-	-	-	-	-

Table 29 *(page 8 of 8)*

AVERAGE DAILY FLIGHTS, SEATS, PASSENGERS, TSA THROUGHPUT, AND CARGO BY MONTH

Hartsfield-Jackson Atlanta International Airport

	2023 as a percent of 2019											
	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Domestic												
Departing flights (a)	84.7%	85.3%	83.1%	82.7%	83.0%	82.8%						
Departing seats	94.4	95.6	94.7	94.9	96.6	97.0						
Enplaned passengers	92.9	91.9	88.8	92.2	94.0	94.0						
Load factor	98.4	96.1	93.8	97.2	97.4	97.0						
International												
Departing flights (a)	84.3%	83.7%	81.7%	86.4%	90.5%	92.0%						
Departing seats	93.6	94.6	92.3	95.3	99.2	100.1						
Enplaned passengers	90.7	92.3	88.4	93.9	97.2	101.2						
Load factor	96.8	97.6	95.8	98.5	98.0	101.2						
Total												
Departing flights (a)	84.7%	85.2%	82.9%	83.0%	83.7%	83.7%						
Departing seats	94.3	95.5	94.4	95.0	96.9	97.4						
Enplaned passengers	92.6	91.9	88.8	92.4	94.4	94.9						
Load factor	98.2	96.3	94.0	97.3	97.4	97.5						
TSA throughput	102.9	99.7	98.3	105.1	104.3	105.2						
Freight (metric tons)												
Domestic	74.4%	76.8%	86.9%	83.2%	82.4%	89.2%						
International	84.8	83.9	81.0	91.5	93.4	84.2						
Passenger	62.2%	68.4%	71.2%	77.3%	71.9%	69.5%						
All-cargo	84.2	88.0	90.9	85.7	86.5	91.9						
Passenger/all-cargo (b)	112.0	86.8	85.3	122.8	150.6	107.1						
Total cargo	80.1%	80.9%	83.3%	88.1%	88.6%	86.2%						

Note: TSA throughput numbers include passengers, employees, airline crew, and non-revenue passengers. TSA employees, air marshals, and known crew members who are SITA-badged at ATL are excluded.

Sources: Flights and seats flown: Aerobahn SMS (surface management system) data, accessed July 24, 2023.
Enplaned passengers and cargo tonnage: City of Atlanta, Department of Aviation records.
TSA throughput: Transportation Security Administration.

KEY FACTORS AFFECTING FUTURE AIRLINE TRAFFIC

In addition to the demographics and economy of the Atlanta region, as discussed earlier, key factors that will affect future airline traffic at the Airport in the long term include:

- National economic conditions
- International economic and geopolitical conditions
- Financial health of the airline industry
- Airline consolidation and alliances
- Airline service and routes
- Airline competition and airfares
- Availability and price of aviation fuel
- Aviation safety and security concerns
- Public health concerns and COVID-19 pandemic
- Climate change concerns
- Capacity of the national air traffic control system
- Capacity of the Airport

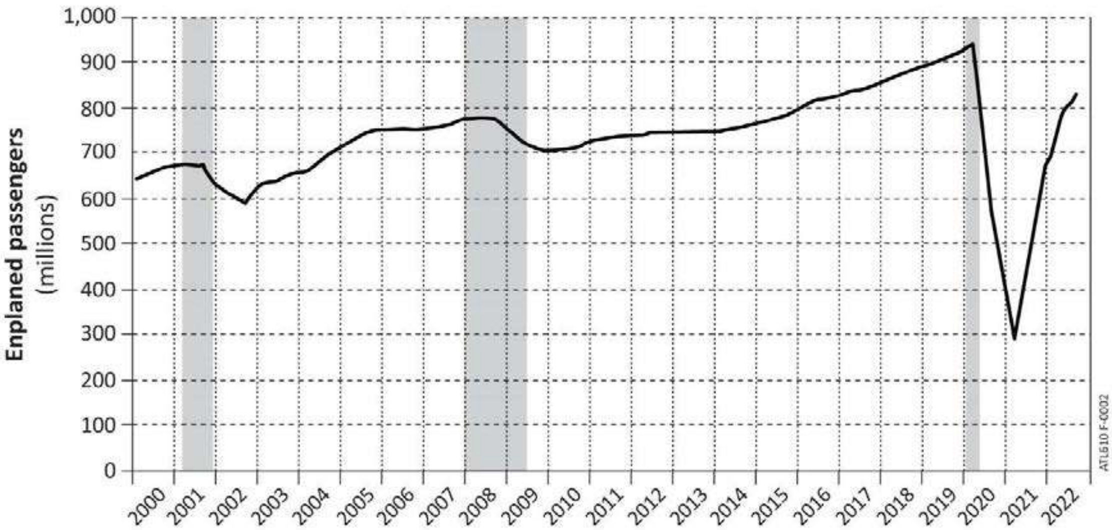
National Economic Conditions

Historically, airline passenger traffic nationwide has correlated closely with the state of the U.S. economy and levels of real disposable income. As illustrated on Figure 7, recessions in the U.S. economy in 2001, 2008-2009, and 2020, and associated high unemployment, reduced discretionary income and airline travel demand.

The 2020 economic recession brought about by the COVID-19 pandemic and the related government actions to contain the spread of the disease were short-lived but caused the largest ever decrease in real GDP (31.2% in the second quarter of 2020), with an associated sharp increase in unemployment. The second quarter decrease was followed by strong GDP growth in the third and fourth quarters, with GDP in the fourth quarter of 2020 at close to the pre-pandemic level. Economic recovery continued in 2021 and 2022. GDP for 2021 increased 5.9% over 2020 and for 2022 increased 1.9% over 2021.

Future increases in domestic passenger traffic at the Airport will depend on the continuation of national economic growth.

Figure 7
HISTORICAL ENPLANED PASSENGERS ON U.S. AIRLINES



Notes: Data shown are 12-month moving averages of enplaned passengers on scheduled and non-scheduled flights to domestic and international destinations for each calendar year. Shaded areas indicate months of economic recession.

Sources: U.S. DOT, Bureau of Transportation Statistics, T100 Market and Segment, www.rita.dot.gov, accessed March 2023; National Bureau of Economic Research, US Business Cycle Expansions and Contractions, www.nber.org.

International Economic and Geopolitical Conditions

International passenger traffic at U.S. airports is influenced by the globalization of business, international trade and tourism, international economics, trade balances, currency exchange rates, government policies, and geopolitical relationships. Concerns about hostilities, terrorist attacks, other perceived security risks, and associated travel restrictions also affect travel demand to and from particular international destinations from time to time.

Future increases in international passenger traffic at the Airport will partly depend on global economic growth, a stable and secure travel environment, and government policies that do not unreasonably restrict or deter travel.

Russia's invasion of Ukraine in February 2022 and the continuing war have caused catastrophic destruction, loss of life, and a humanitarian and refugee crisis in eastern Europe. The invasion prompted the United States, the European Union, and other nations to impose economic and financial sanctions that are causing economic disruption beyond Russia's and Ukraine's borders by contributing to increased energy and commodity prices, worsened inflation, disrupted international commerce, and slowed economic growth.

Financial Health of the Airline Industry

The number of passengers using the Airport will depend partly on the profitability of the U.S. airline industry and the associated ability of the industry and individual airlines to make the necessary investments to provide service. Figure 8 shows historical net income for U.S. airlines.

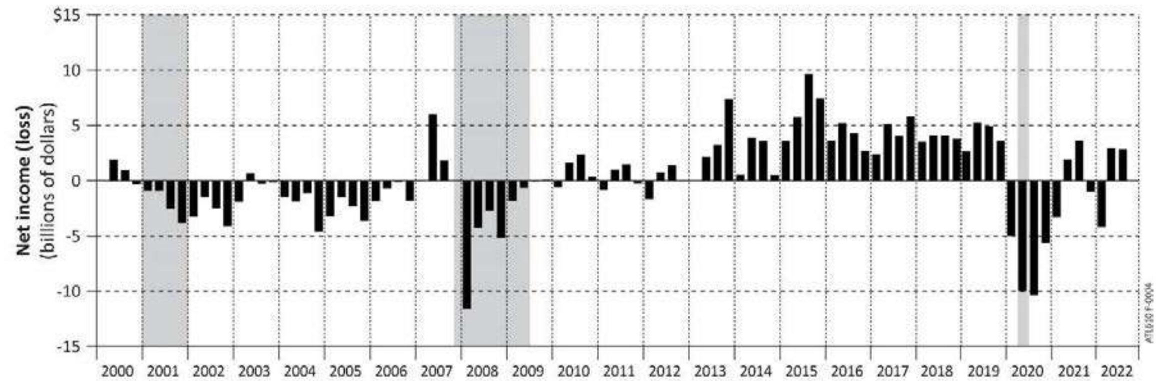
Largely as a result of the 2001 economic recession and the disruption of the airline industry following the September 2001 attacks, the industry experienced large financial losses between 2001 and 2006. During this period, Delta, Northwest, United, and US Airways filed for bankruptcy protection and restructured their operations.

In 2007, the U.S. passenger airline industry was profitable, but in 2008, as oil and aviation fuel prices increased to unprecedented levels and the U.S. economy contracted, the industry experienced large net losses. The industry responded by grounding less fuel-efficient aircraft, eliminating unprofitable routes and hubs, reducing seat capacity, and increasing airfares.

From 2010 to 2013, after recovery from the 2008-2009 recession, U.S. passenger airlines generally recorded positive net income, notwithstanding sustained high fuel prices, by controlling capacity and nonfuel expenses, increasing airfares, achieving high load factors, and increasing ancillary revenues. American filed for bankruptcy protection in 2011.

From 2014 to 2019, the U.S. passenger airline industry reported a succession of profitable years as fuel prices were low, demand was strong, and control of capacity allowed fares and ancillary charges to remain high, even as agreements between the major airlines and their unionized employees resulted in increased labor costs.

Figure 8
NET INCOME FOR U.S. AIRLINES



Notes: Includes scheduled service on U.S. carriers only. Shaded areas indicate quarters of economic recession. Data for the fourth quarter of 2005 and the first quarter of 2006 were adjusted to account for United bankruptcy claims which were settled for less than had been originally reported.

Source: U.S. DOT, Bureau of Transportation Statistics, Net Income, F41 Schedule P12, www.transtats.gov, accessed March 2023.

Beginning in 2020, reductions in air travel demand caused by the COVID-19 pandemic resulted in unprecedented airline industry losses. These losses were partially mitigated by federal aid provided under the Coronavirus Aid, Relief, and Economic Security (CARES) Act enacted in March 2020 and the American Rescue Plan Act of 2021 (ARPA) enacted in March 2021.

In response to the pandemic-induced losses, airlines took various actions to reduce costs and maintain liquidity, including reducing staffing, accelerating the retirement of older aircraft, and deferring the acquisition of new aircraft.

Recovering from the effects of the pandemic and regaining sustained industry profitability will depend on, among other factors, economic growth to support airline travel demand, stable fuel prices, and the ability of airlines to hire and retain enough qualified employees, particularly pilots and mechanics, and acquire enough aircraft to support increased flight operations.

Airline Consolidation and Alliances

Consolidation of the U.S. airline industry resulted from the acquisition of Trans World by American (2001), the merger of US Airways and America West (2005), the merger of Delta and Northwest (2009), the merger of United and Continental (2010), the acquisition of AirTran by Southwest (2011), the merger of American and US Airways (2013), and the acquisition of Virgin America by Alaska (2016).

In October 2022, JetBlue announced plans to acquire Spirit, which would create the nation's fifth largest airline by enplaned passenger numbers with a market share of approximately 9%. The acquisition is subject to approval by the U.S. DOT and Justice Department and will be scrutinized for its potential effects on competition and airfares. In March 2023, the Justice Department filed a civil antitrust lawsuit to block the acquisition on the grounds that it would eliminate competition, further consolidate the airline industry, increase fares, and harm the flying public. A trial is scheduled to begin in October 2023. JetBlue has stated that it intends to advocate for the acquisition and expects to close the transaction in the first half of 2024. In FY 2023, Spirit and JetBlue together accounted for 3.7% of passengers enplaned at the Airport.

Airline industry consolidation has resulted in four airlines (American, Delta, Southwest, and United) and their regional affiliates now accounting for approximately 75% of domestic seat-mile capacity. Consolidation contributed to pre-pandemic airline industry profitability; however, any resumption of financial losses could cause one or more U.S. airlines to seek bankruptcy protection or liquidate. The liquidation of any of the large network airlines could drastically affect airline service at certain connecting hub airports and change airline travel patterns nationwide.

Airline Service and Routes

The Airport accommodates travel demand to and from the Atlanta region and serves as a connecting hub. The number of origin and destination passengers at the Airport depends primarily on the intrinsic attractiveness of the Atlanta region as a business and leisure destination, the propensity of its residents to travel, and the airfares and service provided at the Airport. The number of connecting passengers, on the other hand, depends entirely on the airline fares and service provided at the Airport.

The large network airlines have developed hub-and-spoke systems that allow them to offer high-frequency service to many destinations. Because most connecting passengers have a choice of airlines and intermediate airports, connecting traffic at an airport depends primarily on the route networks and flight schedules of the airlines serving that airport and competing hub airports. Since 2003, as the U.S. airline industry has consolidated, airline service has been reduced at many former connecting hub airports, including those serving St. Louis (American, 2003-2005), Dallas-Fort Worth (Delta, 2005), Pittsburgh (US Airways, 2006-2008), Las Vegas (US Airways, 2007-2010), Cincinnati (Delta, 2009-2012), Memphis (Delta, 2011-2013), and Cleveland (United, 2014).

As discussed in earlier sections, the Airport serves as Delta's principal connecting hub as well as a secondary connecting airport for Southwest. As a result, much of the connecting passenger traffic at the Airport results from the route networks and flight schedules of Delta and, to a lesser extent, Southwest, rather than the economy of the Atlanta region. If Delta were to reduce connecting service at the Airport, such service would not necessarily be replaced by other airlines, although reductions in service by any airline would create business opportunities for others. Hypothetical reductions in passenger traffic as a result of reduced connecting airline service at the Airport are discussed in the later section "Stress Test Forecast."

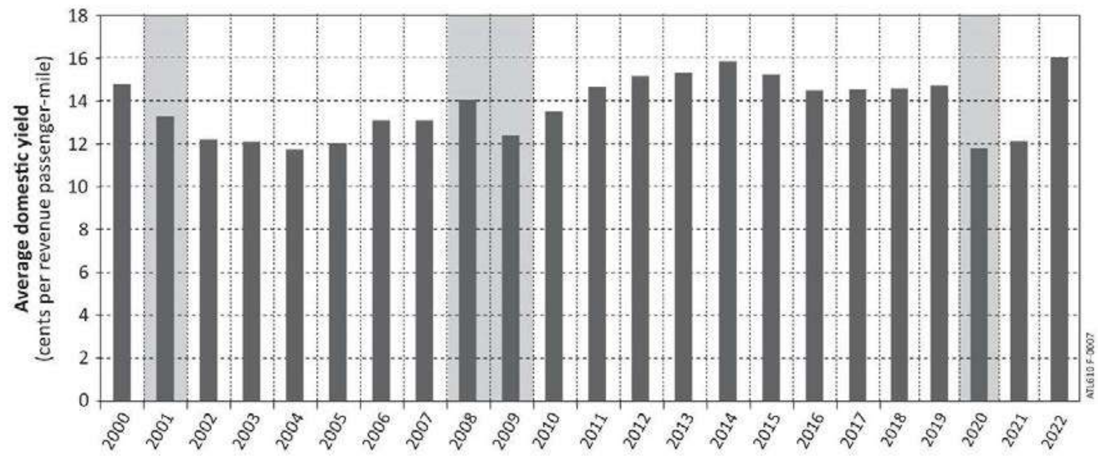
Airline Competition and Airfares

Airline fares have an important effect on passenger demand, particularly for short trips for which automobile and other surface travel modes are potential alternatives, and for price-sensitive "discretionary" travel. The price elasticity of demand for airline travel increases in weak economic conditions when the disposable income of potential airline travelers is reduced. Airfares are influenced by airline capacity and yield management; passenger demand; airline market presence; labor, fuel, and other airline operating costs; taxes, fees, and other charges assessed by governmental and airport agencies; and competitive factors. Future passenger numbers, both nationwide and at the Airport, will depend partly on the level of airfares.

Figure 9 shows the historical average domestic yield (airfare per passenger-mile) for U.S. airlines. After the 2008-2009 recession, the average yield increased through 2014 as airline travel demand strengthened, the airlines collectively reduced available seat capacity, and the airlines were able to sustain airfare increases. Between 2014 and 2016, the average yield was reduced as a result of airline competition, and, through 2019 was fairly stable. The average yield decreased in 2020 and 2021 as travel demand was depressed during the pandemic and was unchanged through 2022.

Beginning in 2006, ancillary charges were introduced by most airlines for optional services such as checked baggage, preferred seating, in-flight meals, and entertainment, thereby increasing the effective price of airline travel more than these yield figures indicate.

Figure 9
HISTORICAL AVERAGE DOMESTIC YIELD



Notes: Average yields shown are net of taxes, fees, and passenger facility charges and exclude fees charged by the airlines for optional services. Shaded areas indicate economic recession during all or part of year.

Source: U.S. DOT, *Air Passenger Origin-Destination Survey*, reconciled to Schedule T100.

Availability and Price of Aviation Fuel

The price of aviation fuel is a critical and uncertain factor affecting airline operating economics. Figure 10 shows the historical fluctuation in aviation fuel prices caused by the many factors influencing the global demand for and supply of oil.

Between early 2011 and mid-2014, aviation fuel prices were relatively stable, partly because of increased oil supply from U.S. domestic production made possible by the hydraulic fracturing of oil-bearing shale deposits and other advances in extraction technologies.

Beginning in mid-2014, an imbalance between worldwide demand and supply resulted in a precipitous decline in the price of oil and aviation fuel through the end of 2015. Fuel prices then increased, but the average price of aviation fuel at the end of 2019 was still approximately 30% below the price at mid-2014.

As the pandemic drastically reduced the demand for aviation fuel in early 2020, the price of aviation fuel fell sharply, before rebounding in 2021 as pandemic restrictions were eased, economies recovered, and demand exceeded supply. The economic disruption and sanctions resulting from the Russian invasion and war on Ukraine exacerbated the worldwide imbalance of demand and supply and caused increased oil and aviation fuel prices, peaking in June 2022. Higher fuel prices have a negative effect on airline profitability as well as far-reaching implications for the global economy.

Figure 10
AVIATION FUEL PRICES

Notes: Shaded areas indicate months of economic recession.
Source: U.S. DOT, Bureau of Transportation Statistics, Airline Fuel Cost and Consumption, F41 Schedule P12A, www.transtats.gov, accessed April 2023.

Aviation Safety and Security Concerns

Concerns about the safety of airline travel and the effectiveness of security precautions influence passenger travel behavior and airline travel demand.

Safety concerns in the aftermath of the September 2001 attacks were largely responsible for the steep decline in airline travel nationwide in 2002. Since 2001, government agencies, airlines, and airport operators have upgraded security measures to guard against changing threats and maintain confidence in the safety of airline travel. Measures have included strengthened aircraft cockpit doors, increased presence of armed federal air marshals, federalization of airport security functions under the TSA, and more intensive screening of passengers and baggage.

Following fatal crashes of B-737 MAX aircraft caused by the malfunction of the aircraft's automated flight control system, all B-737 MAX aircraft were grounded in March 2019. Among North American airlines, Air Canada, American, Southwest, United, and WestJet were affected. Delta does not operate B-737 MAX aircraft. In November 2020, following the approval of modifications to the flight control system software and pilot training, the FAA rescinded its order grounding the aircraft, allowing it gradually to be reintroduced into service.

During the pandemic, anxieties about the safety of flying and the inconveniences and delays associated with COVID-19 testing, mask mandates, and vaccination requirements led to both the avoidance of travel and the switching from air to surface modes of transportation for short trips. Quarantine requirements and other restrictions created additional impediments for international travelers.

Historically, airline travel demand has recovered after temporary decreases stemming from terrorist attacks or threats, hijackings, aircraft crashes, and other aviation safety concerns. Provided that precautions by government agencies, airlines, and airport operators serve to maintain confidence in the safety of commercial aviation without imposing unacceptable inconveniences for airline travelers, future demand for airline travel will depend primarily on economic, not safety or security, factors.

Public Health Concerns and COVID-19 Pandemic

Public health concerns and associated restrictions on travel periodically reduce airline travel demand to and from various parts of the world. Examples are Severe Acute Respiratory Syndrome (SARS) in 2002-2003, the H1N1 influenza virus in 2009, Middle East Respiratory Syndrome (MERS) in 2013, Ebola Virus Disease (EVD) in 2014-2016, and the Zika virus in 2016-2017. In all these historical examples, reductions in airline travel were geographically localized and short-lived, with travel soon recovering to pre-health-scare trends.

By comparison, the COVID-19 pandemic has had far more serious and widespread effects on airline travel worldwide. In late 2019, the highly contagious novel coronavirus that causes the COVID-19 respiratory illness emerged, soon spreading through most of the world. COVID-19 was declared a global pandemic by the World Health Organization in March 2020.

During the early months of the pandemic, governmental actions to slow the spread of the disease, including the mandated closure of businesses and offices, work-at-home requirements, prohibitions of public gatherings, quarantines, and travel restrictions contributed to a recession in the global economy and widespread job losses. The economic recession, combined with fears about contagion, resulted in a severe reduction in the demand for air travel, the grounding of much of the world's airline fleets, and cuts in airline service.

In December 2020, the first COVID-19 vaccines were administered in the United States and, following a peak of new reported COVID-19 cases at the end of 2020, the number of new cases fell as more people were vaccinated. The success of COVID-19 vaccines in preventing the transmission of the virus and reducing its effects resulted in a steady recovery in domestic air travel through the summer of 2021.

Notwithstanding the success of the vaccines, new variants of the COVID-19 virus emerged and resulted in new waves of cases in the fall and winter of 2021. These new cases contributed to cancelled travel bookings and reduced airline schedules, as well as delays in office openings and continued travel restrictions, particularly for corporate and international travel. These factors inhibited recovery in airline travel during the second half of 2021.

The availability and acceptance of vaccines and treatments have resulted in reduced hospitalizations and deaths and the pandemic has now largely been brought under control in the United States and other developed countries. As quarantine, testing, and other travel restrictions have been relaxed, COVID-19 has become a less important factor affecting airline travel, and by early 2023 domestic airline travel at many U.S. airports had approached or exceeded pre-pandemic levels.

In May 2023, the U.S. Department of Health and Human Services declared an end to the COVID-19 public health emergency. Nonetheless, until governments and public health authorities are able to contain the spread of the disease and its variants worldwide, COVID-19 will continue to affect some, particularly international, airline travel.

Questions also remain about how some determinants of air travel demand may not return to those existing pre-pandemic. Some observers expect that there will be permanent reductions in some business travel for in-person meetings as a result of the widespread adoption of videoconferencing during the pandemic. Many companies have reduced travel by their employees and thereby achieved cost savings that may become a permanent feature of their financial operations. Offsetting that effect, there may be an increase in travel by workers who relocated during the pandemic and work remotely, and who need regularly to visit a central office location. Remote working and travel for a combination of business and leisure purposes are also changing travel demand patterns.

Climate Change Concerns

There is now widespread acknowledgement of the urgent need for the nations of the world to transition from fossil fuels to cleaner energy sources that will allow the worst effects of global warming and climate change to be avoided.

Much like the way that the pandemic appears to have changed some airline travel behavior and demand patterns, concerns about the contribution of airline travel to the emission of carbon dioxide and other greenhouse gases into the atmosphere may influence future airline travel demand. For example, there may be increased societal pressures to avoid or reduce travel perceived as wasteful, particularly long-haul international travel; to favor or require the use of lower-emission travel modes, such as, train over airplane, for short trips; and for corporations to limit employee travel to “reduce their carbon footprint” and achieve environmental, social, and governance objectives.

Pre-pandemic, the aviation industry accounted for approximately 10% of anthropogenic greenhouse gas emissions from the U.S. transportation sector and 3% of total U.S. emissions. Alternatives to petroleum-derived jet fuel are unlikely to be economically available at large scale for the foreseeable future, so aviation's share of emissions will likely increase and attract more scrutiny. Consequently, it will be imperative for the industry to achieve efficiencies if growth in airline travel is to be sustained.

Achieving those efficiencies and mitigating emissions will require financial investments and changes to the operating economics of the aviation industry. Changes will likely include the early retirement and replacement of inefficient aircraft; the payment of carbon taxes and other regulatory charges designed to penalize or offset emissions; and the development of technologies and incentives to increase the supply and reduce the cost of sustainable aviation fuels derived from biomass and other renewable sources. In the longer term, investments will be required to develop new aircraft propulsion technologies using fuels such as hydrogen or electric power generated from renewable sources.

Increased direct governmental regulation of greenhouse gas emissions from aircraft is also possible. In 2020, the U.S. Environmental Protection Agency adopted emission standards that apply to new commercial aircraft and align with standards adopted by the International Civil Aviation Organization. More stringent emission standards may apply in the future.

Inevitably, some of the costs required to reduce greenhouse gas emissions and combat climate change will be passed on to passengers in the form of higher fares or surcharges, and thereby may inhibit airline travel demand.

Capacity of the National Air Traffic Control System

Demands on the national air traffic control system have, in the past, caused delays and operational restrictions affecting airline schedules and passenger traffic. The FAA is gradually implementing its Next Generation Air Transportation System (NextGen) air traffic management programs to modernize and automate the guidance and communications equipment of the air traffic control system and enhance the use of airspace and runways through improved air navigation aids and procedures. Since 2007, airline traffic delays have decreased because of reduced numbers of aircraft operations (down approximately 11% between 2007 and 2019) but, as airline travel increases in the future, flight delays and restrictions may be expected.

Capacity of the Airport

In addition to any future constraints that may be imposed by the capacity of the national air traffic control and airport systems, future growth in airline traffic at the Airport will depend on the capacity of the Airport itself.

Completion of the fifth runway at the Airport in 2006 greatly increased the capacity of the airfield to accommodate aircraft arrivals and departures, particularly in poor visibility. Operation of the fifth runway permits the simultaneous use of three runways for aircraft arrivals in all weather conditions. In a report on the capacity needs of the national airspace system released by the FAA in May 2007, the Airport was characterized as not needing additional capacity until after 2025. The airfield, terminal, and other facilities included in the City's capital improvement plan for the Airport are intended to ensure that Airport capacity will be available to accommodate forecast passenger demand.

AIRLINE TRAFFIC FORECASTS

Forecasts of airline traffic at the Airport through FY 2030, as presented in Exhibit P at the end of the report, were developed on the basis of socioeconomic indicators, trends in historical airline traffic, and key factors likely to affect future airline traffic, all as discussed in earlier sections. The forecast for the Airport included in the FAA's *Terminal Area Forecast* (TAF), issued in February 2023, was also reviewed.

Enplaned passenger numbers shown in Exhibit P for FY 2023 are actuals. The numbers of domestic and international passengers were both 91% of the FY 2019 numbers. Continued recovery in enplaned passengers was assumed for FY 2024 with the domestic passenger numbers recovering to 46.8 million, 97% of FY 2019, and the international passenger number recovering to 6.2 million, 101% of FY 2019.

Thereafter, it was assumed that airline traffic at the Airport will increase as a function of growth in the economy of the region and increased airline service. It was also assumed that airline service at the Airport will not be constrained by the availability of aviation fuel, the capacity of the air traffic control system or the Airport, charges for the use of aviation facilities, or government policies or actions that inhibit growth.

Base Passenger Forecast

For the base passenger forecast, presented in Exhibit P in the financial exhibit set at the end of the report, it was assumed that passenger numbers will increase gradually from FY 2024 on the basis of assumptions that:

- The U.S. economy will experience sustained growth in GDP averaging between 2.0% and 2.5% per year, generally consistent with rates projected by the Congressional Budget Office.

- The economy of the Airport service region will grow at approximately the same rate as the national economy.
- Airlines will add service to meet travel demand at the Airport and competition among airlines will ensure competitive airfares for flights from the Airport, notwithstanding higher aviation fuel costs and general price inflation.
- The airlines serving the Airport collectively will be able to hire and retain enough qualified employees, particularly pilots and mechanics, and acquire enough aircraft to support increased flight operations.
- Remaining international travel restrictions will be eased over time, notwithstanding temporary setbacks due to any public health concerns or other disruptions to international commerce.
- A generally stable international political environment and safety and security precautions will ensure airline traveler confidence in aviation without imposing unreasonable inconveniences.
- There will be no major disruption of airline service or airline travel behavior due to international hostilities, terrorist acts or threats, or government policies restricting or deterring air travel.
- The Airport will continue to be the principal connecting hub and U.S. international gateway in the Delta system and Delta and other airlines will be financially viable and able to provide and operate the seat capacity required to accommodate passenger demand.

Beginning in FY 2025, both domestic and international passenger numbers are forecast to increase approximately 1.9% per year, with the number of total enplaned passenger reaching 59.0 million, 108% of the FY 2019 number, by the end of the forecast period. (The FAA forecasts an average annual increase of 2.3% in enplaned passengers over generally the same period.)

Originating and connecting passenger numbers are forecast to increase at similar rates so that the originating percentage is approximately 43% throughout the forecast period.

Exhibit P presents historical and forecast enplaned passenger numbers under the base assumptions. Figure 11 presents the base case passenger forecasts graphically.

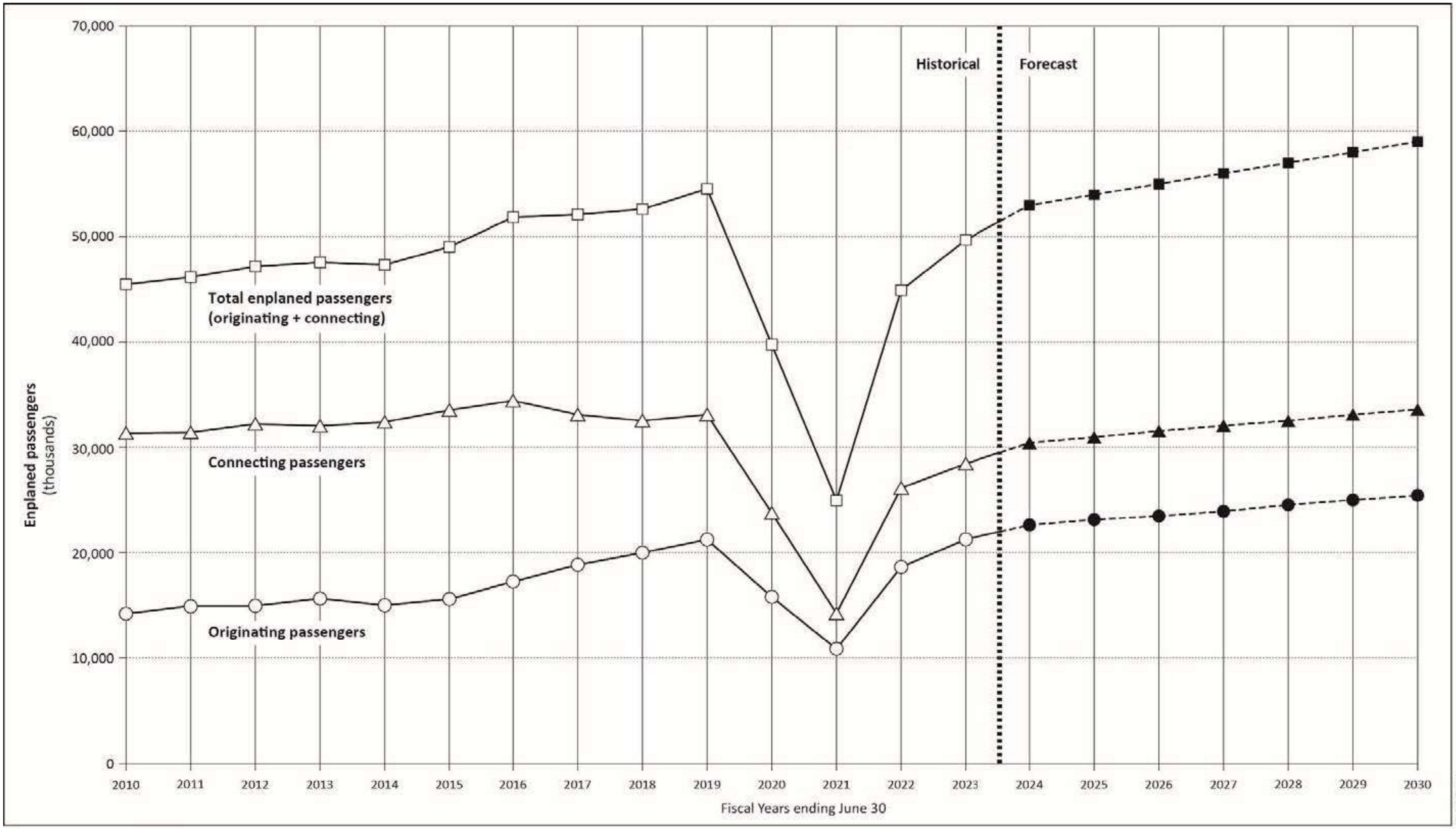
Stress Test Passenger Forecast

The stress test forecast was developed to provide the basis for testing the sensitivity of the Airport's financial results to a hypothetical reduction in passenger numbers, such as could occur under conditions of weak economic growth or recession, restricted seat capacity, high airfares, and reduced connecting airline service resulting from changed airline network strategies.

Relative to the base forecast, beginning in FY 2025, originating passenger numbers for the stress test are forecast to be 10% lower and connecting passenger numbers are forecast to be 25% lower, with overall numbers of enplaned passengers approximately 19% lower. The stress test forecasts are shown in Exhibit H-2 at the end of the report.

Landed Weight

Forecasts of landed weight are shown in Exhibit P and Exhibit E-1 at the end of the report. For both the base and stress test forecasts, aircraft landed weight is forecast to increase at approximately the same rate as enplaned passengers.



The forecasts presented in this figure were prepared using the information and assumptions described in the accompanying text. Inevitably, some of the assumptions will not be realized and unanticipated events and circumstances could occur. Therefore, the actual results will vary from those forecast, and the variations could be material.

Figure 11
AIRLINE PASSENGER FORECAST
Hartsfield-Jackson Atlanta International Airport

Note: The number of total enaplaned passengers for FY 2023 is actual, but the split between originating and connecting is estimated.
Sources: Historical: City of Atlanta, monthly activity reports, U.S. DOT, Air Passenger Origin-Destination Survey, reconciled to Schedules T100 and 298C T-1.
Base forecast: LeighFisher, July 2023.

FINANCIAL ANALYSIS

FRAMEWORK FOR THE AIRPORT'S FINANCIAL OPERATIONS

Hartsfield-Jackson Atlanta International Airport is owned by the City of Atlanta and operated by the City's Department of Aviation as a self-supporting enterprise fund of the City under the direction of the Aviation General Manager with a staff of approximately 1,350, including 690 public safety (fire, police, and security) employees. Certain accounting, budgeting, bond financing, treasury, and related functions are performed by the City's Department of Finance. Airport funds are held in separate City accounts.

Bond Ordinance

The financial operations of the Airport are governed, in large part, by the Bond Ordinance authorizing the issuance of Airport Revenue Bonds, which provides for Bonds to be secured by various categories of Airport Revenues, including General Revenues and PFC Revenues. Capitalized terms in the report are used as defined in the Bond Ordinance or the Airline Agreement.

In Section 601 of the Bond Ordinance, the City undertakes to prescribe and collect rates, fees, and charges for the Airport services and facilities furnished by the City so as to ensure that annual Net General Revenues (General Revenues less Operating Expenses) will be sufficient to enable the City to meet at least 120% of the Debt Service Requirements of all outstanding General Revenue Bonds and make any other payments required under the Bond Ordinance, as summarized in the letter at the beginning of the report. Such provisions of Section 601 concerning General Revenues are referred to collectively as the Rate Covenant.

The Bond Ordinance also prescribes the application of Airport Revenues to the funds and accounts established under the Bond Ordinance, as described in the later sections "Application of General Revenues" and "Application of PFC Revenues," and specifies conditions that must be met for the issuance of additional Bonds.

Airline Agreement

The Airline Agreement establishes procedures for calculating rentals, fees, and charges for the use and occupancy of the facilities defining the two Airline cost centers, Airfield and Terminal.*

Costs allocable to the Airfield and Terminal cost centers define the Airline Rate Base Requirement for such cost centers, to include (1) Operating Expenses, (2) General

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*The Airline Agreement uses the term Central Passenger Terminal Complex or CPTC to describe the Terminal cost center

Revenue Bond Debt Service, (3) coverage calculated at 20% on General Revenue Bond Debt Service for prior Bonds (i.e., Bonds outstanding at June 2016, the effective date of the Airline Agreement, as they may be refunded) and the portions of Bonds issued subsequently to fund the terminal modernization project, (4) coverage calculated at 30% on General Revenue Bond Debt Service for Bonds issued subsequently for other projects, and (5) amortization of any capital investments made from the Renewal and Extension Fund. The Airline Rate Base Requirement for the Airfield is recovered through landing fees as described in the later section "Airline Landing Fees" and the Airline Rate Base Requirement for the Terminal is recovered through space rentals as described in the later section "Airline Terminal Rentals."

Costs allocable to the City cost centers, in effect all costs not allocable to the Airfield or Terminal, are paid by the City from parking, rental car, terminal concession, and other nonairline revenues. As described in the later section, "Revenue Sharing," the Airline Agreement provides for the credit of certain terminal concession revenues and certain per-passenger amounts to reduce required terminal rentals, provided that the City may reduce such credits as required to ensure that Net Revenues are adequate to provide at least 150% coverage of General Revenue Bond Debt Service.

The procedures for the annual adjustment of airline rentals, fees, and charges established by the Airline Agreement are intended to ensure continued compliance with the Rate Covenant and generate Net Revenues adequate to fund ongoing facility renewal, replacement, upgrade, and other capital needs.

Federal COVID-19 Relief Grants

CARES Act Grants. In March 2020, in response to the disruptive effects of the COVID-19 pandemic on economic activity and airline travel, the federal Coronavirus Aid, Relief, and Economic Security Act (CARES Act) was enacted. Among relief provided by the CARES Act was aid to airport operators as grants to offset the loss of revenues. The CARES Act provided an aggregate of approximately $10 billion of grants to airports, allocated by formula. The City was awarded $338.5 million. CARES Act grants could be used for any purpose for which airport revenues may lawfully be used, including the payment of capital costs, debt service requirements, and operating expenses.

The City also received $33.2 million of grants under provisions of the CARES Act that increased the federal match to 100% for capital grants under the Airports Improvement Program (AIP).

CRRSA Act Grants. In December 2020, the federal Coronavirus Response and Relief Supplemental Appropriations Act of 2021 (CRRSA Act) was enacted to provide additional economic relief. The CRRSA Act provided for an aggregate of approximately $2.0 billion in funds for airport operators to prevent, prepare for, and respond to the pandemic, including the provision of relief from rent and minimum annual guarantee (MAG) payments to eligible airport concessionaires.

Approximately $1.75 billion of CRRSA Act grant funds was allocated by formula to primary commercial service airports. The City was allocated $75.8 million of CRRSA grants plus $11.5 million for concessionaire relief.

ARP Act Grants. The American Rescue Plan (ARP) Act, enacted in March 2021, provided additional economic assistance to airport operators to prevent, prepare for, and respond to the pandemic. ARP Act grants were awarded to primary commercial service airports in the aggregate amount of approximately $6.5 billion, allocated by formula. An additional $0.8 billion was available to provide relief from rent and MAG payments to eligible in-terminal concessionaires. The City was allocated ARP Act grants of $324.2 million plus $45.8 million for concessionaire relief.

The City also received $11.2 million of additional AIP grants under provisions of ARPA that extended the 100% federal match.

Use of COVID-19 Relief Grants. Federal grants provided under the CARES Act, CRRSA Act, and ARP Act are collectively referred to in the report as COVID-19 relief grants. The historical and forecast uses of COVID-19 relief grants by the City to pay operating expenses and bond debt service are shown in Exhibit E-2.

Of the total $738.5 million in grants received in FY 2020 through FY 2023, $453.7 million (61.4%) was used to pay debt service, pay or reimburse operating expenses, and increase credits allocable to the Airline Rate Base Requirements with the effect of reducing required Airline rentals, fees, and charges.

The use of the concessionaire relief grants to offset reduced concession revenues is shown in Exhibit E.

NON-BOND SOURCES OF FUNDS

Exhibit A presents the expected permanent sources of financing for the Capital Plan to 2029. Certain of the projects were or are being financed by interim funding sources, as described in the later section "Interim Financing." The following sections describe sources of funding other than General Revenue Bonds.

FAA and TSA Grants-in-Aid

The City is eligible to receive FAA grants-in-aid under the Airport Improvement Program for up to 75% of the costs of airfield and other approved projects (80% for aircraft noise compatibility projects). Some of these grants are received as "entitlement" grants, the annual amount of which is calculated on the basis of the number of enplaned passengers and landed weight of all-cargo aircraft at the Airport. Other, "discretionary," grants are awarded on the basis of the FAA's determination of the priorities for projects at the Airport and at other airports nationwide.

In FY 2013 through FY 2022, the City received an average of $9.5 million per year in AIP entitlement grants and $11.6 million per year in discretionary grants. In the funding plan shown in Exhibit A, AIP entitlement grants averaging $13.9 million per year and discretionary grants averaging $21.7 million per year were assumed in FY 2023 through FY 2029 for airfield and noise mitigation projects (total AIP grant funding of $249.4 million).

It was also assumed in the funding plan that the City will receive grant funding from the Transportation Security Administration (TSA) for explosives detection system (EDS) machines as shown in Exhibit A.

Bipartisan Infrastructure Law Grants

The federal Infrastructure Investment and Jobs Act of 2021, usually referred to as the Bipartisan Infrastructure Law (BIL), provides approximately $20 billion in grants for airport infrastructure development over the five years 2022 through 2026.

Up to approximately $2.9 billion per year of BIL funds is being awarded to primary airports as Airport Infrastructure Grants (AIG), allocated on the same basis as AIP entitlement grants. The City expects to be allocated approximately $92.5 million per year in AIG grants for the Airport. Such grants will be for the standard AIP federal match (up to 75% of costs for most projects) and may be used for approved projects meeting PFC eligibility criteria (except that the grants may not be used to pay debt service). The City intends to use $400.0 million of its AIG grants for projects in the Capital Plan to 2029, as shown in Exhibit A.

An additional approximately $1.0 billion per year is to be provided in grants under the Airport Terminal Program (ATP) provisions of BIL, with up to 55% going to large hub airports. The federal share is 80%. ATP grants are being awarded at FAA's discretion following a competitive application process. PFC eligibility criteria apply and priorities for the grants include replacing aging and inadequate facilities, increasing capacity, and facilitating airline competition. The City has applied for ATP grant funding for projects to add domestic gates at Ramp 6 North and upgrade terminal restrooms, which the City believes meet the ATP priorities. As shown in Exhibit A, ATP grant funding of $230.0 million was assumed for the Capital Plan to 2029.

PFC Revenues

The City has FAA approval to impose a passenger facility charge per eligible enplaned passenger at the Airport. The PFC was first imposed in 1997, at $3.00, and increased to $4.50 in 2001. Under FAA approvals through April 2022 (PFC Applications #1 through #22), the City is authorized to impose the PFC and use up to $6,523 million of PFC Revenues for approved projects (including amounts already expended). Through FY 2022, PFC Revenues, including investment earnings, totaled $4,258 million, of which $3,678 million had been expended, $2,170 million for project costs "pay-as-you-go" and $1,508 million for principal and interest on Bonds.

Exhibit A presents estimated amounts of PFC funding for the Capital Plan to 2029. Exhibit F presents historical and forecast sources and uses of PFC Revenues by year assuming continued imposition of a $4.50 PFC.

In June 2019, the City received approval from the FAA to amend PFC Application #18 to increase the amount of PFC collections and to use PFC Revenues to pay debt service on the 2019CD PFC Bonds for the terminal modernization program and the Concourse T-North extension project.

In June 2021, the City received approval from the FAA to increase the amount of PFC collections and to use PFC Revenues to pay debt service on the 2022CD PFC Bonds for the south deicing complex.

In March 2022, the City received approval from the FAA to increase the amount of PFC collections and to use PFC Revenues to pay debt service on the 2022CD PFC Bonds for the south security checkpoint expansion and Concourse T midpoint vertical circulation projects.

In June 2023, the City received approval from the FAA to increase the amount of PFC collections and to use PFC Revenues to pay certain of the costs of the Concourse D widening project, to pay debt service on the proposed 2023DE PFC Bonds and other planned PFC Revenue Bonds for the Concourse D widening project, and to pay certain of the costs of the Ramp 6 North domestic gates project.

Renewal and Extension Fund

Amounts accumulated in the Renewal and Extension Fund may be used to pay for capital improvements at the Airport. Renewal and Extension Fund moneys were assumed to be used for projects in the Capital Plan to 2029 as shown in Exhibit A.

Assumed funding from the Renewal and Extension Fund averages $85.8 million per year in FY 2023 through FY 2029, less than the average annual amounts forecast to be deposited into the fund, as shown in Exhibit G. Excess amounts would be used for other Airport purposes.

Customer Facility Charge Revenues

The City imposes a customer facility charge (CFC) of $5.00 per transaction-day on rental car customers at the Airport. The CFC has been in effect since October 2005, when the rate was set at $4.00. Effective January 2009, the CFC rate was increased to $4.50 and effective July 2010, the rate was increased to $5.00. CFC Revenues are defined as Released Revenues under the Bond Ordinance and do not secure General Airport Revenue Bonds. (CFC Revenues are in addition to the rental car privilege fees included in General Revenues as shown in Exhibit E).

The City funded $221.5 million of the costs of the rental car center with the proceeds of Bonds issued by the City of College Park in 2006 (the 2006AB CFC Bonds). The 2006AB CFC Bonds are secured by and payable entirely from CFC Revenues. The adequacy of CFC Revenues to meet the debt service requirements of the 2006AB CFC Bonds was not evaluated in the report.

In 2010, the City provided financing for completion costs of the rental car center with a $72.0 million loan from the Renewal and Extension Fund that is being repaid from CFC Revenues.

The costs of rental car center projects in the Capital Plan to 2029 were assumed to be paid from CFC Revenues as shown in Exhibit A.

Interim Financing

Exhibit A presents the expected permanent sources of funding for projects in the Capital Plan to 2029. Certain of the projects are being interim financed with the proceeds of commercial paper notes.

Under the provisions of the Thirtieth Supplemental Bond Ordinance adopted in May 2022, the City is authorized to issue up to $2.0 billion of commercial paper notes (CP Notes) secured by General Revenues or PFC Revenues subordinate to the liens securing General Revenue Bonds and PFC Revenue Bonds. Such authorization allows the City to encumber funds to enter into contracts for capital projects, payable from CP Notes, up to the $2.0 billion amount.

In August 2022, as part of the $2.0 billion authorization, the City authorized the issue of up to $950 million of CP Notes secured by irrevocable letters of credit issued by Bank of America, PNC Bank, and JPMorgan Chase Bank.

CP Notes have been issued to fund various projects in the Capital Plan to 2029. As of July 1, 2023, $237.7 million of CP Notes was outstanding. Of such outstanding amount, the City now intends to redeem $50.5 million with proceeds of the proposed 2023BC Bonds.

The City expects that it will continue to interim finance capital projects with the issuance of additional CP Notes that will be redeemed from time to time by the issuance of General Revenue Bonds or PFC Revenue Bonds.

AIRPORT REVENUE BONDS

Exhibit B presents the estimated sources and uses of funds for the proposed 2023BC Bonds, proposed 2023DE PFC Bonds, planned 2024-2029 Bonds, and planned 2024 PFC Bonds as provided by Frasca & Associates, LLC, the City's independent registered municipal advisor.

Only the proceeds from the sale of the proposed and planned Bonds were assumed as sources of funds for the Capital Plan to 2029. Investment earnings on amounts in the Construction Funds were not taken into account.

The assumed uses of Bond funds are to: (1) pay project costs (deposits to the Construction Funds, reimbursements to the Renewal and Extension Fund, and redemption of outstanding CP Notes); (2) repay accrued interest and letter of credit fees for CP Notes issued to pay Bond interest during construction; (3) make deposits to the Debt Service Reserve Account to meet Debt Service Reserve Requirements; and (4) pay underwriters' discount, financing, legal, and other issuance costs. No Bond interest was assumed to be capitalized from the proceeds of the proposed or planned Bonds.

All outstanding PFC Revenue Bonds were issued as Hybrid Bonds secured by a senior lien on PFC Revenues and a subordinate lien on General Revenues. As shown in Exhibits C and F, all debt service on PFC Revenue Bonds is forecast to be paid from PFC Revenues. Annual PFC Revenues not used to pay Bond debt service would be used for pay-as-you-go project costs. No additional PFC Revenue Bonds after the proposed 2023DE PFC Bonds and planned 2024 PFC Bonds were assumed to be issued to fund the Capital Plan to 2029.

DEBT SERVICE REQUIREMENTS

Exhibit C presents historical and forecast Bond Debt Service Requirements. The amounts shown for each Fiscal Year are those to be accumulated for deposit into the Sinking Fund during such Fiscal Year to pay debt service due on January 1 and the immediately following July 1.

Beginning in FY 2016, the City has used PFC Revenues to pay the debt service requirements of General Revenue Bonds issued to fund Runway 10-28. It was assumed for the forecasts that the City will continue such payments in the amounts shown. All debt service amounts shown in Exhibit C for General Revenue Bonds are net of payments from capitalized interest and PFC Revenues.

OPERATING EXPENSES

Exhibit D presents historical and forecast Operating Expenses. Historical data are from the annual reports of the Airport Revenue Fund as reconciled to the City's audited financial statements. Data for FY 2023 and FY 2024 are as budgeted. Operating Expenses exclude most terminal operating and maintenance expenses, which are paid directly to the terminal operator by the airlines, as discussed in the later section "Terminal Operation and Maintenance Expenses."

Operating Expenses were forecast, using budgeted FY 2024 expenses as the base, taking into account assumed increases in unit costs as a result of inflation, forecast numbers of enplaned passengers, planned facility development, and other assumptions about Airport operations. In particular, the following assumptions were adopted for the forecast period:

1. The unit costs of salaries, wages, fringe benefits, materials, services, and supplies will increase an average of 3.0% per year to account for inflation.
2. In addition to inflation-related increases, the costs of operating, maintaining, and administering airfield, terminal building, and other facilities for which the Department of Aviation is responsible will increase as a function of the forecast increases in passenger numbers as presented in Exhibit P.
3. Airport facilities to be developed in the Capital Plan to 2029 will not materially affect operating and maintenance expenses.

In its financial statements, the City records as operating expenses certain expenses associated with the planning, management, and administration of capital projects and other major maintenance expenditures that are paid from the Renewal and Extension Fund. In calculating Net Revenues for purposes of debt service coverage under the Bond Ordinance, such major maintenance expenditures are excluded. Exhibit D presents Operating Expenses both before and after major maintenance expenditures.

Operating and maintenance expenses for the SkyTrain serving the rental car center and the Gateway Center are shown in Exhibit D with the Operating Expenses of the Airport. Such SkyTrain expenses were assumed to be paid entirely from CFC Revenues and City of College Park contributions. Operating expenses for the rental car center itself were assumed to be paid by the rental car center tenants.

GENERAL REVENUES

Exhibit E presents historical and forecast General Revenues. Historical data are from the annual reports of the Airport Revenue Fund as reconciled to the City's audited financial statements. Data for FY 2023 are as estimated taking into account certain year-to-date actual and budgeted amounts. The distribution of Revenues by major category in FY 2019 (pre-pandemic) and FY 2022 was as shown in Table 30.

Individual components of Revenues shown in Exhibit E were forecast by taking into account historical results through FY 2022, estimated and budgeted amounts for FY 2023, allowances for price inflation at 3.0% per year, planned facility development, and the provisions of the Airline Agreement and various other leases and agreements between the City and Airport users and tenants.

Revenues from sources related to passenger numbers, such as concession and parking revenues, were forecast to change as a function of the forecasts shown in Exhibit P. The specific assumptions underlying individual components of Revenues are set forth in the following sections.

Table 30
SUMMARY OF REVENUES
Hartsfield-Jackson Atlanta International Airport
Fiscal Years ended June 30

	2019		2022 *(a)*	
	Revenues	Share	Revenues	Share
Airline revenues				
Landing fees	$ 53,049,000	9.3%	$ 181,000	0.0%
Terminal rentals (net of credits)	108,339,000	19.1	48,282,000	12.7
Subtotal airline revenues	$161,388,000	28.4%	$ 48,463,000	12.7%
Inside concession revenues	$122,340,000	21.5%	$ 34,771,000	9.1%
Parking and ground transportation	203,247,000	35.8	203,779,000	53.6
Other	81,532,000	14.3	93,194,000	24.5
Subtotal nonairline revenues	$407,119,000	71.6%	$331,744,000	87.3%
Total	$568,507,000	100.0%	$380,207,000	100.0%

(a) Airline revenues in FY 2022 were reduced by the application of COVID-19 relief grants to reduce the Airline Rate Base Requirements.

AIRLINE REVENUES

Airline rentals, fees, and charges as calculated in accordance with the terms of the Airline Agreement are summarized in the following sections.

Airline Rate Base Requirements

The Airline Rate Base Requirements for the Airline cost centers (Airfield and Terminal) for each Fiscal Year comprise (1) allocated Operating Expenses, (2) allocated Debt Service on General Revenue Bonds, (3) coverage on General Revenue Bond Debt Service, and (4) amortization of any capital investments made from the Renewal and Extension Fund.

Direct Operating Expenses (as incurred for the operation and maintenance of the Airport, including security, police, and fire services) are allocated to the Airline and City cost centers according to percentages reflecting the functions of each Airport operating department. Indirect Operating Expenses (for administration and overhead functions) are allocated 100% to the City cost centers. Allocations by cost center are shown in Exhibit D. (For information, Exhibit D presents Operating Expenses by sub-cost center within the Terminal (Domestic Terminal, International Terminal, and AGTS), although such sub-allocations are not taken into account in the calculation of Terminal rentals.)

Allocation percentages as agreed to by the City and the Signatory Airlines are shown for FY 2023. The allocation percentages, which are based on budgeted amounts for FY 2023, are subject to periodic review and adjustment to reflect changes in Airport operations. For purposes of the report, the FY 2023 percentages are assumed for all forecast years.

Debt Service on General Revenue Bonds is generally allocated to the Airline and City cost centers according to the costs of the projects funded with each series of Bonds, as summarized in Exhibit C.

Coverage of Debt Service on General Revenue Bonds is calculated at 20% for prior Bonds (i.e., Bonds outstanding at June 2016, as they may be refunded) and the portions of the Bonds subsequently issued to pay the costs of the terminal modernization program. Coverage is calculated at 30% for the remaining portions of the Bonds subsequently issued or to be issued.

COVID-19 relief grants allocable to the Airline costs centers, as shown in Exhibit E-2, serve to reduce the Airline Rate Base Requirements for the Airfield or Terminal and so reduce landing fees or terminal rentals.

Landing Fees

The landing fee rate (assessed per 1,000 pounds of maximum certificated gross aircraft landed weight) is calculated to fully recover Airfield costs by dividing the Airline Rate Base Requirement for the Airfield, less landing fees collected from nonsignatory airlines, by Signatory Airline landed weight.

The landing fee rate, as calculated using budgeted data, becomes effective as of the beginning of each Fiscal Year. The rate is subject to a mid-year adjustment if actual costs and landed weight vary materially from the budgeted amounts. Following the close of the Fiscal Year, the Landing Fee requirement is recalculated using actual costs and landed weight and a true-up credit or debit is issued to the Signatory Airlines.

In FY 2023, passenger airlines accounted for 94.5% of landed weight and all-cargo airlines accounted for 5.5%.

Terminal Rentals

Terminal rentals (assessed per square foot) are calculated to fully recover Terminal costs by dividing the Airline Rate Base Requirement for the Terminal by rented space. Different rental rates are calculated by category of space (holdroom, other upper level enclosed, lower level enclosed, and unenclosed) and equalized across all space in the domestic and international terminals.

As with the landing fees, terminal rentals are calculated using budgeted data, become effective as of the beginning of each Fiscal Year, are subject to a mid-year adjustment if actual costs and rented space vary materially from the budgeted amounts, and are subject to a year-end true-up.

Charges for the use of the international terminal, which is operated as a common use facility, are assessed, per passenger, separately for the various categories of arriving and departing passengers using the terminal (international, domestic, and precleared). These charges are derived from the calculated equalized Airport-wide terminal rental rates according to the space occupied by the various facilities used by arriving and departing passengers (check-in counters, departure concourses, CBP inspection facilities, and baggage claim facilities).

Charges for the use of common-use facilities in the domestic terminal are similarly calculated using the equalized Airport-wide terminal rental rates for the facilities and passengers accommodated (at gates, check-in counters, and baggage claim).

For purposes of the Exhibit E presentation, terminal rentals paid by nonairline tenants, are accounted for as airline revenues.

Revenue Sharing

Under the Airline Agreement, to reduce required airline payments during a transition from the generally lower payments required under the prior airline agreements, the City credits the Signatory Airlines with an inside concession credit and a per passenger credit.

The inside concession credit is calculated as a percentage of revenues derived from food, beverage, retail, and other inside terminal concessions. The rate was 70% in each year through FY 2021 and is 50% in each year thereafter.

The per passenger credit was calculated at $0.60 per enplaned passenger in each year through FY 2021, is calculated at $0.40 per enplaned passenger in FY 2022 through FY 2027, and is eliminated thereafter.

Beginning in FY 2028, the City is required to credit the Signatory Airlines with amounts to ensure that excessive unencumbered balances (generally defined as more than $150 million annually) are not accumulated in the Renewal and Extension Fund (R&E Fund credit). The City expects that expenditures from the Renewal and Extension Fund for needed projects will prevent such excessive balances and that no R&E Fund credits will be applied.

Inside concession credits, per passenger credits, and R&E Fund credits are subject to the limitation that they will not in aggregate exceed 100% of actual inside concession revenues. The credits may also be reduced so as to ensure that Net Revenues are at least 150% of Debt Service on General Revenue Bonds.

The City also reimburses the Signatory Airlines for certain O&M expenses attributable to inside concession facilities for which the City retains revenues.

Common-Use Terminal Management Expenses

The City contracts the management and operation of the international terminal and other common-use terminal facilities at the Airport to TBI. TBI recovers amounts equivalent to terminal rentals as calculated under the Airline Agreement, plus a management fee, from the airlines through per-passenger use charges, which are set quarterly. Amounts attributable to debt service costs are remitted to the City and included with Revenues in Exhibit E. Amounts attributable to operating and maintenance expenses are not included with Revenues in Exhibit E, but are shown separately in Exhibit E-1 as payments to the common-use terminal manager in the calculation of all-in airline payments per enplaned passenger. TBI's management fee is recorded with Operating Expenses in Exhibit D and with Revenues in Exhibit E.

Terminal Operation and Maintenance Expenses

Operation and maintenance of the terminal complex is performed by the Atlanta Airlines Terminal Company (AATC), a consortium formed by the Signatory Airlines for such purpose. In addition to the terminal rentals, fees, and charges they pay to the City, the airlines make payments to AATC for operating and maintenance expenses. Such payments are not recorded as Operating Expenses in Exhibit D or as Revenues in Exhibit E, but are shown separately in Exhibit E-1 as payments to the terminal operator in the calculation of all-in airline payments per enplaned passenger.

Airline Payments per Enplaned Passenger

Exhibit E-1 presents the calculation of airline landing fees, terminal rentals, and other charges paid by the passenger airlines serving the Airport and summarizes the total of all such airline payments per enplaned passenger.

Fuel System Fees

The City owns and operates two of the three fuel farms at the Airport, and Delta owns and operates the third. Only operating and maintenance expenses for the City's fuel farms are recorded as Operating Expenses in Exhibit D. Related revenues, as calculated to recover allocated expenses, are shown as fuel flowage fees in Exhibit E and totaled $9,932,000 in FY 2022.

INSIDE CONCESSION REVENUES

Facilities for concessions and passenger services are provided throughout the passenger terminal complex in approximately 326,000 square feet of space accommodating approximately 240 concession and service outlets (not counting kiosks and vending machines). Many concession outlets were closed during the pandemic, beginning in March 2020, but substantially all had reopened by June 2021.

Under most of the agreements covering inside terminal concessions and services, the City receives revenues calculated as the greater of a percentage of gross revenues or a minimum annual guarantee (MAG). Under most of the agreements, the City receives the percentage fee. Exceptions paying the MAG amount pre-pandemic included the duty free, advertising, and currency exchange concessions. The requirement to pay MAG amounts was suspended for all concessionaires from March 2020 through June 2022. In FY 2019, pre-pandemic, and in FY 2022 revenues received by the City (before distribution of the inside concession credit to the airlines) from concessions and services in the passenger terminal complex were as shown in Table 31. Such revenues in FY 2019 were equivalent to 20.0% of the $610.4 million in gross revenues generated from all inside terminal concessions and services.

Table 31
TERMINAL CONCESSION REVENUES
Hartsfield-Jackson Atlanta International Airport
Fiscal Years ended June 30

	2019		2022	
	Revenues	Share	Revenues	Share
Food and beverage	$55,845,000	45.2%	$17,315,000	49.3%
Retail merchandise	27,192,000	22.0	6,804,000	19.4
Duty free	14,000,000	11.3	2,061,000	5.9
Advertising	12,955,000	10.5	4,690,000	13.3
Other concessions and services	13,600,000	11.0	4,268,000	12.1
Total	$123,592,000	100.0%	$35,139,000	100.0%

Food and Beverage

Approximately 130 food and beverage outlets encompassing approximately 193,000 square feet are operated in the terminal complex, most by prime concessionaire joint ventures of national and local companies, among them Concessions International, Delaware North, HMS Host, Jackamont Hospitality, and Paradies Lagardere. Many individual food and beverage outlets are operated under subcontract, often by disadvantaged business enterprises. In FY 2019, gross revenues for food and beverage concessions totaled $364.3 million, equivalent to $6.68 per enplaned passenger. In FY 2022, gross revenues for food and beverage concessions totaled $287.3 million, equivalent to $6.40 per enplaned passenger.

Under the food and beverage concession agreements, most of which, under pandemic-related accommodations, extend to October 2026, the City receives from the prime concessionaires percentage fees, mostly between 14% and 16%, against MAG amounts calculated as the greater of the proposal amount or 85% of the prior year's percentage rent. In FY 2019, the City received $52,625,000 in food and beverage revenues, equivalent to 15.2% of gross revenues. In FY 2022, food and beverage revenues were $17,315,000, 31% of the FY 2019 amount. Per passenger food and beverage revenues were forecast to recover to pre-pandemic amounts and then increase with numbers of enplaned passengers and price inflation assuming an average percentage fee of 15.0%.

Retail Merchandise

Approximately 110 news, gift, and other retail merchandise concession outlets encompassing approximately 94,000 square feet are operated in the terminal complex, most by prime concessionaire joint ventures involving Airport Retail Management, Hudson Group, and Paradies Lagardere. Many individual outlets are operated under subcontracts, often by disadvantaged business enterprises. In

FY 2019, gross revenues for retail merchandise concessions totaled $164.2 million, equivalent to $3.01 per enplaned passenger. In FY 2022, gross revenues for retail merchandise concessions totaled $128.3 million, equivalent to $2.86 per enplaned passenger.

In 2008, the City entered into retail concession agreements for the landside terminal building and domestic concourses (each for seven years with three-year renewals at the City's option) with four prime concessionaire joint ventures. With exercise of the renewals, the term of the agreements extended to September 2018. In 2021, the City granted extensions to the agreements to July 2024 to aid the concessionaires in recovering from the loss of business during the pandemic.

Two prime retail concessionaire agreements for the international terminal and Concourses E and F, following pandemic-related extensions, now extend to October 2026.

Under the terms of the retail concession agreements, the City receives percentage fees, mostly calculated at between 14% and 19%, against MAG amounts calculated as the greater of the proposal amount or 85% of the prior year's percentage rent. In FY 2019, the City received $27,192,000 in retail rental revenues, equivalent to 16.6% of gross revenues. In FY 2022, retail revenues were $6,804,000, 25% of the FY 2019 amount. Per-passenger retail merchandise revenues were forecast to recover to pre-pandemic amounts and then increase with numbers of enplaned passengers and price inflation, assuming an average percentage fee of 16.0%.

Duty Free

Duty free shops are operated on Concourse E (9,500 square feet) and Concourse F (8,300 square feet) by the Dutyfree Americas Peachtree joint venture under an agreement that, following a pandemic-related extension, now extends to October 2026. In FY 2019, gross revenues for the duty free concession were $26.5 million, equivalent to $4.20 per international enplaned passenger. In FY 2022, gross revenues for the duty free concession were $16.8 million, equivalent to $4.10 per international enplaned passenger.

Under the agreement, the City receives rentals calculated as 35% of gross revenues against a MAG amount of the greater of $10,500,000 or 85% of the prior year's percentage fee. In FY 2019, the City received the MAG amount then in effect, $14,000,000, equivalent to 52.9% of gross revenues.

The MAG was waived in March 2020 through June 2022, and duty free revenues to the City were paid at the 35% rate. The combination of the MAG waiver and reduced international airline traffic resulted in duty free revenues in FY 2022 of $2,061,000, 15% of the FY 2019 amount.

Per passenger duty free revenues were forecast to recover to pre-pandemic amounts and then to increase with numbers of international enplaned passengers and price inflation, assuming a percentage fee of 35% of gross revenues.

Advertising

Advertising displays are provided throughout the terminal complex by Clear Channel under a concession agreement that, following a pandemic-related extension, now extends to June 2030. The agreement provides for the payment to the City of the greater of 65% of gross advertising revenues or a MAG of $12,600,000. Advertising revenues were forecast with numbers of enplaned passengers and inflation assuming a percentage fee of 65% of gross revenues.

Other Concessions and Services

Other concessions and passenger services from which the City derives revenues include spa and personal services, sleeping rooms, currency exchange, baggage carts, the CLEAR registered traveler security program, travel business services, automated teller machines, shoe shines, and Georgia Lottery outlets. The City also operates a 7,300-square-foot airline passenger lounge in the international terminal on a common-use basis through a third-party concessionaire.

In FY 2019, revenues received by the City under agreements for these various concessions and services totaled $13,600,000, equivalent to $0.25 per enplaned passenger. Such revenues were forecast to increase with numbers of enplaned passengers and inflation.

The concession agreement for currency exchange, which (with the exercise of a three-year renewal option) and following a pandemic-related extension, now extends to February 2027. The agreement provides for percentage fees of 9.0% for foreign currency exchange and 45.0% for other services.

The City has agreements with cellular telephone and wireless Internet providers that provide for the payment of fees for the use of City cellular and WiFi infrastructure. Such WiFi fees were $1,280,000 in FY 2019 and were forecast to increase with numbers of enplaned passengers and inflation. The City provides free wireless Internet access in the terminal complex.

PARKING AND GROUND TRANSPORTATION REVENUES

Public Parking

At the domestic terminal, the City provides public parking spaces at garages adjacent to the terminal building (Hourly and Daily parking), at Economy lots within walking distance of the terminal building, at the ATL West garage served by the SkyTrain, and at remote Park-Ride lots served by shuttle buses. Spaces are also provided at the garages for Gold Reserve membership parking accessible only to patrons holding City-issued transponders.

At the international terminal, public parking spaces are provided at a garage adjacent to the terminal (Hourly and Gold Reserve parking) and at a remote garage served by shuttle buses (Park-Ride parking).

Private operators that provide shuttle bus service to and from the Airport provide approximately 13,000 parking spaces off-Airport. Off-Airport parking rates are competitive with those charged at the City's Economy and Park-Ride lots.

The numbers of spaces and parking rates for each facility as of June 2023 were as shown in Table 32. Certain parking spaces were closed as demand was reduced during the pandemic, but all were reopened by July 2021, except for 3,732 Park-Ride spaces that were permanently closed for the construction of the Runway 19L end-around taxiway. The loss of the Park-Ride spaces was more than offset by the opening of the ATL West garage (5,772 spaces) in May 2021 and the new Park-Ride lot (branded as ATL Select, 1,505 spaces) in June 2021.

Pre-pandemic, parking rates were last increased effective August 2017, when the rate for Daily parking was increased from $16 to $19 per day, the rate for Economy parking was increased from $12 to $14 per day, and the rate for Park-Ride parking was increased from $9 to $10 per day. Rates were temporarily reduced during the pandemic and restored to the pre-pandemic rates shown in Table 32 effective July 2021.

On-Airport parking facilities and the shuttle buses that run between the parking lots and the terminals are operated for the City by a joint venture of SP Plus and Red Bridge under a parking management agreement that became effective in August 2022 and, with a one-year renewal at the City's option, extends to August 2028. Under the management agreement, all parking operating costs are reimbursed to the parking operator, which receives a fixed management fee, adjusted annually for inflation. Shuttle buses that run between the domestic and international terminals are operated under a separate management agreement with A-National Limousine (dba Airport Shuttle Group) that extends to June 2023. The City is in the process of selecting a successor operator.

Public parking represents the largest single source of nonairline revenues to City. In FY 2019, gross parking revenues totaled $147,410,000, equivalent to $6.90 per originating passenger. Operating expenses and management fees totaled $32,901,000, yielding net revenues of $114,509,000.

Table 32
PUBLIC PARKING FACILITIES AND RATES
Hartsfield-Jackson Atlanta International Airport
June 2023

	Spaces	Parking rates
Domestic Terminal		
Hourly parking garage	1,770	$3 per hour for first 2 hours $4 per hour for next 4 hours $36 per day
Daily parking garage	10,623	$3 per hour, $19 per day
Gold Reserve garage	1,420	$3 per hour, $34 per day
ATL West garage	5,772	$3 per hour, $16 per day
Economy lots	4,931	$3 per hour, $14 per day
ATL Select park-ride lot	1,505	$3 per hour Covered $14 per day Uncovered $10 per day
Other Park-Ride lots	3,958	$3 per hour, $10 per day
Subtotal domestic	29,979	
International Terminal		
Hourly parking garage	1,011	$3 per hour first 2 hours $4 per hour next 4 hours $36 per day
Gold Reserve garage	211	$3 per hour, $34 per day
Park-Ride garage	2,585	$3 per hour, $14 per day
Subtotal International	3,807	
Total	33,786	

With the reduction in travel and parking demand during the pandemic, as well as temporarily lowered parking rates, gross parking revenues were reduced in FY 2020 and FY 2021. As passenger numbers recovered and parking rates were restored to pre-pandemic amounts, revenues for FY 2022 were $148,382,000, 101% of the FY 2019 amount and equivalent to $6.13 per originating passenger. Operating expenses and management fees totaled $33,339,000, yielding net revenues of $115,043,000. During the first six months of FY 2023, July through December 2022, gross parking revenues were 107% of the revenues for the same six months of 2019.

Pre-pandemic, numbers of parking transactions had decreased relative to numbers of originating passengers. Between FY 2015 and FY 2019, the number of short-stay (Hourly) parking transactions increased 2.6%, while the number of originating passengers increased 36.8%, resulting in a 25.1% three-year decrease in the propensity to park as measured by parking transactions per originating passenger. Between FY 2015 and FY 2019, the number of long-stay (all other than Hourly) parking transactions increased 3.7%, resulting in an 24.2% decrease in the propensity to park as measured by parking transactions per originating passenger.

The decreased propensity to park pre-pandemic was the result of changed airport access travel choices attributable to a combination of changes in the relative cost and convenience of competing travel modes, limitations on the capacity of on-Airport facilities, and competition from off-Airport operators. Numbers of short-stay parking transactions were also reduced as mobile phones made arranging curbside pick-up easier.

The decrease in the propensity to park pre-pandemic coincided with the increase in the number of airport trips made by ride-hailing services such as Uber and Lyft (also referred to as transportation network companies or TNCs) as discussed in the later section "Other Ground Transportation."

As airport access travel choices changed during the pandemic in response to concerns about COVID-19 contagion, the propensity to park increased, but in the first half of FY 2023 was close to the propensity recorded in the first half FY 2019. For purposes of the forecasts, it was assumed that the propensity to park and the use of other modes of access will be similar to those occurring at the start of the pandemic. It was assumed that parking rates will be increased effective July 2025 to produce a 10% increase in parking revenue per originating passenger.

Rental Cars

All rental car companies at the Airport operate under agreements to occupy and operate from premises at the consolidated rental car center. Such agreements extend to June 2031 and provide for the payment of privilege fees calculated as 10% of gross receipts (subject to MAG amounts). The requirement to pay the MAG was suspended for FY 2020 and FY 2021.

During FY 2022, 12 rental car companies provided services at the Airport. Their shares of gross revenues were as shown in Table 33.

In FY 2019, rental car privilege fees received by the City totaled $43,607,000, equivalent to $2.04 per originating passenger and 10.3% of gross revenues.

Following the reduction in rental car business at airports nationwide, Hertz Global Holdings filed for Chapter 11 bankruptcy protection in May 2020. All three Hertz Global brands (Hertz, Dollar, and Thrifty) continue their operations at the Airport.

With the reduction in travel and demand for rental cars during the pandemic, rental car revenues to the City were reduced in FY 2020 and FY 2021, but in FY 2022 recovered to $45,636,000, 105% of the FY 2019 amount and $2.43 per originating passenger.

Table 33
RENTAL CAR GROSS REVENUES
Hartsfield-Jackson Atlanta International Airport
Fiscal Year ended June 30, 2022

Alamo/National *(a)*	$102,189,000
Avis *(c)*	95,880,000
Hertz *(b)*	93,940,000
Enterprise *(a)*	68,256,000
Thrifty *(b)*	32,521,000
Dollar *(b)*	27,119,000
Budget *(c)*	23,870.000
Sixt	22,374,000
Advantage	4,377.000
Payless *(c)*	3,811,000
Airport	1,923,000
Routes	628,000
Total	$476,888,000

(a) Subsidiary of Enterprise Holdings, Inc.
(b) Subsidiary of Hertz Global Holdings, Inc.
(c) Subsidiary of Avis Budget Group.

As passenger numbers recovered during FY 2022, so did rental car transactions and revenues. During the six months July through December 2022, rental car revenues were 122% of the revenues for the same six months of 2019.

As with parking, between FY 2015 and F 2019, numbers of rental car transactions decreased relative to numbers of originating passengers as airport access travel choices changed. Over the four years, the propensity to rent as measured by the number of rental car transaction-days per originating passenger decreased 14.5%.

The propensity to rent cars decreased during the pandemic, but in FY 2022 was again close to the propensity in FY 2019. Rental car revenues were relatively high largely because a shortage of cars caused rates to increase. In FY 2019, the average cost per rental-day was $52; in FY 2022 it was $78.

Rental car revenues were forecast to increase in proportion to originating passenger numbers, assuming rental rates return to approximately inflation-adjusted FY 2019 levels by FY 2024, and thereafter increase with price inflation.

The operating and maintenance expenses of the rental car center and the SkyTrain are included in Operating Expenses, as shown in Exhibit D.

As discussed in the earlier section "Customer Facility Charge Revenues," revenues are derived by the City from the imposition of a customer facility charge paid by all rental car customers at the Airport. It was assumed that the operating expenses of the SkyTrain system will be fully paid from CFC Revenues and contributions from the City of College Park, as shown in Exhibit E. It was assumed that the operating and maintenance expenses of the rental car center itself will be paid by the rental car companies, also as shown in Exhibit E.

Other Ground Transportation

The City derives revenues from taxicab, limousine, hotel and motel shuttle, off-Airport parking shuttle, and other commercial ground transportation services, mostly assessed as per trip charges. Effective January 2017, the City began collecting fees of $3.85 per pick-up from the transportation network companies operating at the Airport.

In FY 2019, commercial ground transportation revenues totaled $12,229,000, equivalent to $0.57 per originating passenger. Of the FY 2019 total, $10,283,000, 84%, was paid by TNCs. Ground transportation revenues were reduced in FY 2020 and FY 2021, then recovered in FY 2022 to $9,760,000, $0.52 per originating passenger and 80% of the FY 2019 amount. Of the FY 2022 amount, $8,551,000, 88%, was paid by TNCs.

Airport pick-up trips by TNCs have increased rapidly since reporting began in January 2017, averaging 7,640 trips per day in January-June 2019, a 62% increase from the average of 4,720 trips per day in January-June 2017. An average of 6,150 trips per day were recorded in January-June 2022. The increased use of TNCs for airport access has most obviously been at the expense of taxicabs, but has also contributed to decreased use of other access modes.

Commercial ground transportation revenues were forecast to change with forecast numbers of originating passengers, assuming some further increase in the share of trips accounted for by TNCs, but no increase in per trip fees.

OTHER REVENUES

Land and Building Rentals

The City derives revenues from the lease of approximately 900 acres of Airport land. Such leased land includes that occupied by Delta's corporate headquarters, Delta's Technical Operations Center, cargo and other facilities in the CTSA, and nonaeronautical tenants. In FY 2022, land rental revenues totaled $22,891,000.

Most Airport land leases provide for a standard lease rate per square foot per year, subject to a 3.0% annual increase and an adjustment to a fair market rental rate every five years.

Building rentals, which totaled $23,556,000 in FY 2022, consist of rentals for the fixed base operator's facilities and for cargo buildings in the north and south cargo complexes and the CTSA. Such building rentals have historically been based on the recovery of capital costs without provision for escalation. As leases expire, the City seeks to adjust building rentals to fair market rates.

Effective January 2022, the City and Delta entered into a new long-term lease for the CTSA that provides for increased rental rates and the periodic appraisal and reassessment of nonaeronautical parcels at fair market value. Increased Delta payments under the new CTSA lease are reflected in the forecasts shown in Exhibit E.

Of the $46,446,000 combined FY 2022 amount for land and building rentals, approximately 35% was paid by air cargo airlines and other entities handling air cargo.

Also included with land and building rentals are aircraft parking and other fees for use of the south cargo complex. In FY 2022, such fees totaled $7,074,000.

It was assumed that land and building rentals will increase in accordance with the provisions of the various leases and agreements.

Miscellaneous Revenues and Investment Income

Miscellaneous revenues, derived from various sales and recoveries of expenses, totaled $9,846,000 in FY 2022. Such revenues were mostly forecast to increase with inflation.

Investment income accounted for as Revenues in Exhibit E is derived from the investment of Department of Aviation operating funds and available balances in the Renewal and Extension Fund. In FY 2022, such investment income was $5,744,000 and is forecast to remain at approximately recent amounts. As noted in the earlier section "Customer Facility Charge Revenues," a $72.0 million loan was made from the Renewal and Extension Fund to fund completion costs of the rental car center. The loan is currently being amortized through 2030 at an interest rate of 7.0%, and it was assumed for the report that level annual payments of principal and interest of $7,960,000 will continue. Interest on the loan is included in investment income in Exhibit E ($3,757,000 in FY 2022 reducing to $2,017,000 in FY 2027).

APPLICATION OF GENERAL REVENUES

Exhibit G presents the historical and forecast application of General Revenues.

Under the Bond Ordinance, all Airport Revenues except PFC Revenues and Released Revenues are to be deposited into the Revenue Fund and allocated to the appropriate accounts therein, including the General Revenue Account. Amounts deposited into the General Revenue Account are to be applied or deposited into the funds, accounts, and subaccounts established under the Bond Ordinance, as follows:

Operating Expenses. Pay all expenses reasonably incurred to operate, maintain, and repair Airport facilities, including any facilities financed with PFC Revenue Bonds.

Sinking Fund. Make payments into the Interest and Principal Subaccounts of the Payments Account to meet all Debt Service Requirements of General Revenue Bonds.

Debt Service Reserve Account. Make any payments needed to meet the Debt Service Reserve Requirements of outstanding General Revenue Bonds. (No such payments were forecast to be required.)

Rebate Account. Make any payments due the U.S. government as arbitrage rebate payments. (No such payments were forecast to be required.)

Renewal and Extension Fund. Amounts remaining after all other funding requirements of the Bond Ordinance have been met are retained for other Airport purposes, including:

- Funding Airport capital improvements
- Funding operating and other reserve accounts
- Redeeming or purchasing Bonds prior to their maturities

General Revenue Enhancement Subaccount. Amounts may also be transferred from the Renewal and Extension Fund to the General Revenue Enhancement Subaccount. Any amounts on deposit in this subaccount are accounted for as General Revenues in computing the coverage by Net Revenues of Debt Service Requirements for General Revenue Bonds. (No such transfers to the subaccount were assumed.)

APPLICATION OF PFC REVENUES

Exhibit F presents the historical and forecast application of PFC Revenues.

PFC Revenue Fund. Under the Bond Ordinance, all PFC Revenues are deposited into the PFC Revenue Fund and used to pay the approved costs of PFC Facilities, either to pay project costs directly or to pay debt service on PFC Revenue Bonds. Under the Bond Ordinance, amounts remaining in the PFC Revenue Fund after the payment of project costs (together with any amounts in the PFC Revenue Bond Account of the Sinking Fund) must, at all times, be sufficient to cover all PFC Revenue Bond debt service payments to be made during the succeeding year.

PFC Revenue Enhancement Account. Amounts in the PFC Revenue Fund may also be transferred to the PFC Revenue Enhancement Account. Any amounts on deposit in this account are accounted for as PFC Revenues in computing the coverage by PFC Revenues of Debt Service Requirements for PFC Revenue Bonds. (No such deposits to the account were assumed.)

DEBT SERVICE COVERAGE

General Revenue Bonds

Exhibit G presents the calculation of debt service coverage for General Revenue Bonds as required under the Rate Covenant of the Bond Ordinance. The numerator in the calculation is Net Revenues (Revenues less Operating Expenses calculated to exclude major maintenance expenditures made from the Renewal and Extension Fund. See Exhibit D). Debt service coverage (Net Revenues divided by the Debt Service Requirements of General Revenue Bonds) is forecast to exceed the 120% requirement of the Rate Covenant.

General Revenues not required for the payment of Operating Expenses and debt service on General Revenue Bonds (i.e., amounts otherwise available for deposit to the Renewal and Extension Fund) are to be available for the payment of debt service on PFC Revenue Hybrid Bonds. (No such payments are forecast to be required.)

PFC Revenue Bonds

Exhibit F presents the calculation of forecast debt service coverage for PFC Revenue Bonds.

STRESS TEST FINANCIAL PROJECTIONS

Exhibit H-1 summarizes the forecast financial results as presented in Exhibits A through G and discussed in the preceding sections. Revenues and expenses were forecast assuming the base forecast of enplaned passengers presented in Exhibit P and discussed in the earlier section "Forecast Assumptions."

Exhibit H-2 summarizes projected financial results associated with the stress test forecast of enplaned passengers discussed in the earlier section “Stress Test Forecast”.

For the stress test financial projections, the Capital Plan to 2029 shown in Exhibit A was assumed to be implemented to the same schedule assumed for the base forecast, notwithstanding the reduced passenger traffic, and to be financed with the same sources of Bond proceeds and other funds.

The assumptions underlying the stress test financial projections are the same as those for the base financial forecasts, except (1) revenues related to passenger numbers, such as PFC Revenues, terminal concession revenues, parking revenues, and rental car revenues, are projected to be lower; and (2) terminal rental revenues are projected to be higher mainly because of reduced inside concession and per passenger credits. Operating Expenses are assumed to be the same for the base forecasts and stress test projections.

Under the stress test, General Revenue Bond debt service coverage ratios are projected to exceed the 120% requirement of the Rate Covenant, reduced annual PFC Revenues and balances in the PFC Revenue Fund are projected to be available for investment in future projects, and required airline payments per passenger are projected to increase relative to those for the base forecast.

Exhibit A

CAPITAL PLAN TO 2029

Hartsfield-Jackson Atlanta International Airport

For Fiscal Years ending June 30

(dollars in thousands)

Capital Plan to 2029	Project costs (a)	AIP, BIL, and TSA grants: Entitlement	AIP, BIL, and TSA grants: Discretion	CFC-tenant funds	Renewal and Extension Fund	PFC Revenues pay-as-you-go	PFC Revenue Hybrid Bonds: Prior	PFC Revenue Hybrid Bonds: 2023	PFC Revenue Hybrid Bonds: 2024	General Revenue Bonds: Prior	General Revenue Bonds: 2023	General Revenue Bonds: 2024	General Revenue Bonds: 2025	General Revenue Bonds: Future
Airfield														
Runway 9L end-around taxiway	$ 89,004	$ 19,553	$ 26,299	$ -	$ -	$ 26,363	$ -	$ -	$ -	$ 16,790	$ -	$ -	$ -	$ -
South deicing complex	160,891	-	-	-	-	-	130,751	-	-	30,139	-	-	-	-
Airfield safety areas	97,941	14,200	-	-	9,842	49,058	-	-	-	6,130	-	11,120	7,591	-
Runway 9L pavement replacement	35,433	16,789	-	-	-	18,644	-	-	-	-	-	-	-	-
Apron-taxiway pavement replacement	346,313	72,729	43,418	-	5,560	179,356	-	-	-	-	-	1,570	-	43,680
Airfield roadway replacement	29,007	-	-	-	-	15,011	-	-	-	-	-	-	-	13,995
Lighting-electrical replacement	88,941	-	-	-	10,349	52,315	-	-	-	-	-	-	-	26,278
ARFF Station #40 replacement	23,192	-	-	-	-	4,202	-	-	-	18,990	-	-	-	-
ARFF Station #35 reconstruction	25,269	10,000	-	-	-	-	-	-	-	-	-	-	15,269	-
Other airfield renewal 2016-2018	74,018	-	-	-	50,460	15,599	-	-	-	7,958	-	-	-	-
Other airfield renewal 2019-2021	101,681	19,094	25,458	-	17,852	19,094	-	-	-	20,184	-	-	-	-
Other airfield renewal 2022-2025	87,872	-	-	-	6,700	4,502	-	-	-	1,110	-	18,802	24,406	32,353
Other airfield renewal 2026-2029	39,211	-	-	-	7,188	-	-	-	-	-	-	-	-	32,023
Subtotal Airfield	$ 1,198,773	$ 152,364	$ 95,175	$ -	$ 107,951	$ 384,144	$ 130,751	$ -	$ -	$ 101,301	$ -	$ 31,492	$ 47,265	$ 148,329
Terminal														
Terminal airside modernization	$ 229,188	$ -	$ -	$ -	$ -	$ -	$ 18,478	$ -	$ -	$ 210,710	$ -	$ -	$ -	$ -
Terminal landside modernization	396,103	-	-	-	-	-	273,353	-	-	122,750	-	-	-	-
Terminal interior enhancements	43,831	-	-	-	-	-	-	-	-	-	-	43,831	-	-
AGTS turnback relocation and cars	372,661	-	-	-	-	297,047	-	-	-	-	-	-	75,614	-
AGTS controls and switches	171,053	-	-	-	-	84,500	-	-	-	-	-	-	52,474	34,079
AGTS car replacement	197,796	-	-	-	-	98,898	-	-	-	-	-	-	-	98,898
Baggage handling systems	288,394	-	-	-	201,293	-	-	-	-	-	-	26,501	-	60,599
Concourse T-North extension	377,551	-	-	-	18,767	2,569	172,992	-	-	135,709	11,649	35,865	-	-
Delta SkyClub expansion	291,393	-	-	-	-	-	-	-	-	23,465	-	-	189,519	78,409
Concession distribution facility	10,876	-	-	-	10,876	-	-	-	-	-	-	-	-	-
Concourse E gate conversion	15,612	-	-	-	-	-	-	-	-	-	-	5,204	10,408	-
Concourses T-A-B-C holdrooms	179,404	-	-	-	-	-	-	-	-	-	-	-	-	179,404
Concourse D widening	1,300,000	-	-	-	-	76,000	-	300,000	220,000	-	-	-	-	704,000
Ramp 6 North domestic gates	104,545	-	40,000	-	-	17,200	-	-	-	-	-	47,345	-	-
Emergency power generators	75,817	-	-	-	-	-	-	-	-	-	-	-	75,817	-
Utility plant and HVAC replacement	54,986	-	-	-	-	5,117	-	-	-	17,086	-	12,880	8,523	11,380
Power distribution equipment	134,707	15,000	-	-	-	-	-	-	-	-	5,804	-	-	113,903
Fire-life-safety code compliance	284,279	10,000	-	-	83,942	-	-	-	-	22,754	-	83,121	70,690	13,772
Terminal renewal 2016-2018	134,491	-	-	-	24,078	2,416	-	-	-	33,591	-	74,405	-	-
Terminal renewal 2019-2021	42,409	-	-	-	6,767	-	-	-	-	880	29,059	5,703	-	-
Terminal renewal 2022-2025	182,643	-	-	-	12,784	-	-	-	-	-	11,231	58,828	53,103	46,697
Terminal renewal 2026-2029	315,591	15,000	-	-	-	-	-	-	-	-	-	-	-	300,591

August 1, 2023

Exhibit A (page 2 of 2)

CAPITAL PLAN TO 2029

Hartsfield-Jackson Atlanta International Airport
For Fiscal Years ending June 30
(dollars in thousands)

	Project	AIP, BIL, and TSA grants		CFC-tenant	Renewal and	PFC Revenues	PFC Revenue Hybrid Bonds			General Revenue Bonds				
Capital Plan to 2029	costs (a)	Entitlement	Discretion	funds	Extension Fund	pay-as-you-go	Prior	2023	2024	Prior	2023	2024	2025	Future
Terminal (continued)														
Loading bridge replacement	194,834	-	-	-	-	187,468	-	-	-	-	-	-	-	7,366
Escalator-elevator replacement	132,637	-	-	-	-	-	-	-	-	-	-	5,027	-	127,610
South security checkpoint expansion	50,142	-	-	-	10,621	-	17,305	-	-	22,216	-	-	-	-
Concourse T midpoint vertical	64,523	-	-	-	-	-	50,581	-	-	3,582	10,360	-	-	-
Concourse E modernization	169,434	-	-	-	-	-	-	-	-	-	-	-	-	169,434
Concourse E systems-utilities	525,797	210,000	-	-	-	-	-	-	-	-	-	-	-	315,797
Restroom enhancements	334,882	-	190,000	-	-	-	-	-	-	-	-	19,772	21,325	103,785
North lobby reconfiguration	98,503	90,000	-	-	-	-	-	-	-	-	-	-	-	8,503
Employee security screening	16,676	-	-	-	2,379	-	-	-	-	11,766	-	2,531	-	-
Explosive detection machines	125,859	-	56,934	-	-	68,925	-	-	-	-	-	-	-	-
Other security screening	50,365	15,000	-	-	18,915	-	-	-	-	-	-	-	6,374	10,076
Water-sewer infrastructure	67,752	-	-	-	-	-	-	-	-	-	-	-	-	67,752
Subtotal Terminal	$ 7,034,736	$ 355,000	$ 286,934	$ -	$ 390,424	$ 840,139	$ 532,710	$ 300,000	$ 220,000	$ 604,510	$ 68,103	$ 421,013	$ 563,846	$ 2,452,057
Landside														
ATL West parking garage	$ 217,332	$ -	$ -	$ -	$ 217,332	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
ATL Select park-ride lot	24,952	-	-	-	24,952	-	-	-	-	-	-	-	-	-
Parking garages life extension	48,241	-	-	-	48,241	-	-	-	-	-	-	-	-	-
Parking garages reconstruction	840,162	-	-	-	136,395	-	-	-	-	-	200,000	225,000	-	278,767
International parking garage	10,790	-	-	-	10,790	-	-	-	-	-	-	-	-	-
Roadway reconstruction	60,495	-	-	-	60,495	-	-	-	-	-	-	-	-	-
Other parking and roadways	75,067	-	-	-	75,067	-	-	-	-	-	-	-	-	-
Commercial vehicle hold lot	41,854	-	-	-	41,854	-	-	-	-	-	-	-	-	-
TNC pick-up consolidation	12,394	-	-	-	12,394	-	-	-	-	-	-	-	-	-
West curbsides and plaza	80,447	-	-	-	80,447	-	-	-	-	-	-	-	-	-
RCC-SkyTrain renewal	72,480	-	-	72,480	-	-	-	-	-	-	-	-	-	-
South cargo site preparation	132,006	-	-	-	132,006	-	-	-	-	-	-	-	-	-
Other cargo buildings	98,862	-	-	-	98,862	-	-	-	-	-	-	-	-	-
Sheraton Hotel demolition	30,282	-	-	-	30,282	-	-	-	-	-	-	-	-	-
Administration complex	167,592	-	-	-	167,592	-	-	-	-	-	-	-	-	-
Maintenance complex	15,193	-	-	-	15,193	-	-	-	-	-	-	-	-	-
Other buildings	137,012	-	-	-	137,012	-	-	-	-	-	-	-	-	-
Aircraft noise mitigation	71,149	-	56,919	-	-	14,230	-	-	-	-	-	-	-	-
Sewer infrastructure renewal	29,660	-	-	-	21,613	-	-	-	-	-	-	-	-	8,046
Power-telecom infrastructure	217,182	-	-	159,256	55,410	-	-	-	-	-	-	-	2,515	-
Subtotal Landside	$ 2,383,150	$ -	$ 56,919	$ 231,736	$ 1,365,937	$ 14,230	$ -	$ -	$ -	$ -	$ 200,000	$ 225,000	$ 2,515	$ 286,813
Total Capital Plan	$ 10,616,659	$ 507,364	$ 439,028	$ 231,736	$ 1,864,312	$ 1,238,513	$ 663,461	$ 300,000	$ 220,000	$ 705,811	$ 268,103	$ 677,505	$ 613,627	$ 2,887,199

(a) Costs escalated from 2022 estimates to year of expenditure at 3.0% per year.
Source: City of Atlanta, Department of Aviation.

August 1, 2023

Exhibit B

SOURCES AND USES OF BOND FUNDS

Hartsfield-Jackson Atlanta International Airport

(dollars in thousands)

	General Revenue Bonds						PFC Revenue Hybrid Bonds					
	Prior Bonds	2023 Bonds	2024 Bonds	2025 Bonds	Future Bonds	Subtotal	Prior Bonds	2023 Bonds	2024 Bonds	Future Bonds	Subtotal	Total
Sources of Bond Funds												
Bond proceeds												
Principal amount of Bonds	$ 683,735	$ 276,350	$ 738,550	$ 688,979	$ 3,241,742	$ 5,629,356	$ 569,825	$ 305,000	$ 236,570	$ -	$ 1,111,395	$ 6,740,751
Original issue premium (discount)	94,676	14,138	-	-	-	108,814	105,924	15,120	-	-	121,044	229,858
Net proceeds	$ 778,411	$ 290,488	$ 738,550	$ 688,979	$ 3,241,742	$ 5,738,170	$ 675,749	$ 320,120	$ 236,570	$ -	$ 1,232,439	$ 6,970,609
Uses of Bond Funds												
Project costs	$ 711,956	$ 268,103	$ 677,505	$ 613,627	$ 2,887,199	$ 5,158,390	$ 650,361	$ 300,000	$ 220,000	$ -	$ 1,170,361	$ 6,328,752
Capitalized Interest Account	2,475	-	-	-	-	2,475	-	-	-	-	-	2,475
Interim financing costs	17,670	-	-	18,409	86,616	122,694	2,568	-	-	-	2,568	125,262
Debt Service Reserve (DSR) requirement												
DSR Account deposit	41,761	19,867	$ 53,658	$ 50,054	$ 235,509	$ 400,848	$ 19,067	$ 17,341	$ 14,200	$ -	$ 50,607	$ 451,455
Bond insurance premium	-	-	-	-	-	-	-	-	-	-	-	-
Subtotal DSR requirement	$ 41,761	$ 19,867	$ 53,658	$ 50,054	$ 235,509	$ 400,848	$ 19,067	$ 17,341	$ 14,200	$ -	$ 50,607	$ 451,455
Other issuance costs	4,549	2,518	7,387	6,890	32,417	53,762	3,753	2,779	2,370	-	8,903	$ 62,665
Total uses of Bond funds	$ 778,411	$ 290,488	$ 738,550	$ 688,979	$ 3,241,742	$ 5,738,170	$ 675,749	$ 320,120	$ 236,570	$ -	$ 1,232,439	$ 6,970,609
Key financing assumptions												
Bond interest rate		4.6%	6.0%	6.0%	6.0%			4.6%	6.0%			
Issuance date (beginning of FY)		2024	2025	2026				2024	2025			
Capitalized interest period (years)		-	-	-	-			-	-			
Interest-only period thereafter (years)		-	-	-	-			-	16			
Principal amortization period (years)		30	30	30	30			21	5			

Source for proposed 2023 Bonds and planned 2024 Bonds: Frasca & Associates, LLC, July 28, 2023, using assumptions noted.

Exhibit C

DEBT SERVICE REQUIREMENTS
Hartsfield-Jackson Atlanta International Airport
For Fiscal Years ending June 30
(dollars in thousands)

		Historical				Forecast							
		FY 2019	FY 2020	FY 2021	FY 2022	FY 2023	FY 2024	FY 2025	FY 2026	FY 2027	FY 2028	FY 2029	FY 2030
General Revenue Bonds													
Bonds for Pre-2000 Projects													
2011A Refunding Bonds (2000A RF)		$ 45,168	$ 40,178	$ 10,790	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
2011B Refunding Bonds (2000C)		75	2,038	-	-	-	-	-	-	-	-	-	-
Subtotal	[A]	$ 45,243	$ 42,216	$ 10,790	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Bonds for 2000-2015 Capital Plan													
2010A Bonds		$ 11,959	$ 4,424	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
2010C Refunding Bonds (2003 RF)		24,265	23,931	24,222	-	-	-	-	-	-	-	-	-
2011A Refunding Bonds (2000A NM)		343	345	2,632	-	-	-	-	-	-	-	-	-
2011B Refunding Bonds (2000B)		5,573	4,780	3,995	-	-	-	-	-	-	-	-	-
2012A Bonds		4,183	4,184	4,188	-	-	-	-	-	-	-	-	-
2012B Bonds		12,325	12,330	12,330	-	-	-	-	-	-	-	-	-
2012C Bonds		15,030	15,029	15,028	-	-	-	-	-	-	-	-	-
2014B Refunding Bonds (2004BG)		10,930	10,983	10,981	10,970	10,963	7,365	-	-	-	-	-	-
2014C Refunding Bonds (2004A)		12,119	12,114	12,102	12,091	12,081	9,797	-	-	-	-	-	-
2019E Refunding Bonds (2010A)		-	5,021	7,823	7,820	7,824	7,825	7,821	7,823	7,825	7,826	7,822	7,821
2020A Refunding Bonds (2010C)		-	-	4,728	6,472	10,111	14,446	23,929	23,932	23,930	23,931	23,931	23,931
2020B Refunding Bonds (2011B)		-	-	1,240	4,112	6,165	9,190	12,292	12,272	12,260	12,241	12,224	12,206
2021A Refunding Bonds (2012A)		-	-	-	3,015	3,266	3,261	3,259	3,258	3,263	3,260	3,257	3,256
2021B Refunding Bonds (2012B)		-	-	-	8,862	9,562	9,563	9,565	9,566	9,562	9,563	9,561	9,563
2021C Refunding Bonds (2012C)		-	-	-	10,929	11,820	11,818	11,819	11,823	11,818	11,819	11,816	11,818
Proposed 2023F Refunding Bonds (2014B)		-	-	-	-	-	2,971	9,851	9,833	9,829	9,818	9,809	7,288
Proposed 2023G Refunding Bonds (2014C)		-	-	-	-	-	2,255	12,029	12,024	12,006	11,991	11,977	11,508
Subtotal	[B]	$ 96,726	$ 93,141	$ 99,268	$ 64,271	$ 71,792	$ 78,491	$ 90,563	$ 90,530	$ 90,493	$ 90,449	$ 90,398	$ 87,391
Bonds for 2016-2035 Capital Plan													
2019A Bonds		$ -	$ 1,798	$ 2,547	$ 2,986	$ 2,981	$ 2,985	$ 2,986	$ 2,989	$ 2,991	$ 2,984	$ 2,991	$ 2,984
2019B Bonds		-	9,220	15,316	15,678	15,684	15,683	15,681	15,681	15,678	15,677	15,676	15,681
2022A Bonds		-	-	-	-	10,825	11,101	11,100	11,101	11,100	11,096	11,100	11,104
2022B Bonds		-	-	-	-	12,493	13,394	13,392	13,396	13,391	13,393	13,390	13,398
Proposed 2023B Bonds		-	-	-	-	-	13,323	15,941	15,937	15,939	15,936	15,937	15,941
Proposed 2023C Bonds		-	-	-	-	-	1,740	2,081	2,081	2,084	2,081	2,082	2,081
Planned 2024 Bonds		-	-	-	-	-	-	53,653	53,658	53,653	53,654	53,656	53,653
Planned 2025 Bonds		-	-	-	-	-	-	-	50,054	50,054	50,054	50,054	50,054
Planned 2026 Bonds		-	-	-	-	-	-	-	-	45,726	45,726	45,726	45,726
Planned 2027 Bonds		-	-	-	-	-	-	-	-	-	55,064	55,064	55,064
Planned 2028 Bonds		-	-	-	-	-	-	-	-	-	-	71,476	71,476
Planned 2029 Bonds		-	-	-	-	-	-	-	-	-	-	-	63,243
Subtotal	[C]	$ -	$ 11,019	$ 17,863	$ 18,665	$ 41,984	$ 58,226	$ 114,833	$ 164,896	$ 210,616	$ 265,665	$ 337,152	$ 400,406
Total General Revenue Bonds	[D=A+B+C]	$ 141,969	$ 146,375	$ 127,920	$ 82,935	$ 113,776	$ 136,717	$ 205,396	$ 255,426	$ 301,109	$ 356,113	$ 427,549	$ 487,797

August 1, 2023

Exhibit C (page 2 of 3)

DEBT SERVICE REQUIREMENTS
Hartsfield-Jackson Atlanta International Airport
For Fiscal Years ending June 30
(dollars in thousands)

		Historical				Forecast							
		FY 2019	FY 2020	FY 2021	FY 2022	FY 2023	FY 2024	FY 2025	FY 2026	FY 2027	FY 2028	FY 2029	FY 2030
PFC Revenue Hybrid Bonds													
Bonds for 2000-2015 Capital Plan													
2010B PFC Bonds		$ 44,127	$ 14,495	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
2014A PFC Refunding Bonds (2004C)		13,943	13,943	13,943	13,943	13,943	21,368	-	-	-	-	-	-
2014A PFC Refunding Bonds (2004J)		11,849	11,849	11,849	11,849	11,849	171	-	-	-	-	-	-
2019F PFC Refunding Bonds (2010B)		-	40,601	34,916	34,913	34,913	19,806	9,765	-	-	-	-	-
2023A PFC Refunding Bonds (2014A)		-	-	-	-	-	12,459	47,350	47,314	71,472	71,434	70,843	67,860
Subtotal	[E]	$ 69,918	$ 80,887	$ 60,707	$ 60,704	$ 60,704	$ 53,804	$ 57,115	$ 47,314	$ 71,472	$ 71,434	$ 70,843	$ 67,860
Bonds for 2016-2035 Capital Plan													
2019C PFC Bonds		$ -	$ 7,504	$ 9,284	$ 9,284	$ 9,284	$ 9,284	$ 9,284	$ 9,284	$ 9,284	$ 9,284	$ 9,284	$ 9,284
2019D PFC Bonds		-	7,117	8,804	8,804	8,804	8,804	8,804	8,804	8,804	8,804	8,804	8,804
2022C PFC Bonds		-	-	-	-	5,496	5,377	5,377	5,377	5,377	5,377	5,377	5,377
2022D PFC Bonds		-	-	-	-	2,889	2,826	2,826	20,636	1,936	1,936	1,936	1,936
Proposed 2023D PFC Bonds		-	-	-	-	-	1,674	2,002	2,002	2,002	2,002	2,002	2,002
Proposed 2023E PFC Bonds		-	-	-	-	-	22,577	12,673	12,673	12,673	12,673	12,673	15,673
Planned 2024 PFC Bonds		-	-	-	-	-	-	14,194	14,194	14,194	14,194	14,194	14,194
Subtotal	[F]	$ -	$ 14,621	$ 18,088	$ 18,088	$ 26,472	$ 50,541	$ 55,159	$ 72,969	$ 54,269	$ 54,269	$ 54,269	$ 57,269
Total PFC Revenue Hybrid Bonds	[G=E+F]	$ 69,918	$ 95,508	$ 78,795	$ 78,792	$ 87,176	$ 104,345	$ 112,275	$ 120,283	$ 125,741	$ 125,703	$ 125,112	$ 125,129
Less: Amount paid from PFC Revenues		(69,918)	(95,508)	(78,795)	(78,792)	(87,176)	(104,345)	(112,275)	(120,283)	(125,741)	(125,703)	(125,112)	(125,129)
PFC Revenue Hybrid Bond debt service paid from General Revenues	[H]	-	-	-	-	-	-	-	-	-	-	-	-
Total debt service paid from General Rever	[D+H]	$ 141,969	$ 146,375	$ 127,920	$ 82,935	$ 113,776	$ 136,717	$ 205,396	$ 255,426	$ 301,109	$ 356,113	$ 427,549	$ 487,797
Total General Revenue Bond and PFC Revenue Hybrid Bond Debt Service Requirements	[D+G]	$ 211,887	$ 241,883	$ 206,715	$ 161,727	$ 200,952	$ 241,061	$ 317,670	$ 375,710	$ 426,850	$ 481,817	$ 552,662	$ 612,926

Exhibit C (page 3 of 3)

DEBT SERVICE REQUIREMENTS
Hartsfield-Jackson Atlanta International Airport
For Fiscal Years ending June 30
(dollars in thousands)

	Historical				Forecast							
	FY 2019	FY 2020	FY 2021	FY 2022	FY 2023	FY 2024	FY 2025	FY 2026	FY 2027	FY 2028	FY 2029	FY 2030
Cost Center allocation of debt service												
paid from General Revenues												
Airfield	$ 6,602	$ 8,034	$ 19,565	$ 3,099	$ 6,723	$ 7,811	$ 11,097	$ 14,955	$ 19,184	$ 22,145	$ 23,743	$ 26,807
Domestic Terminal	54,247	62,413	62,292	47,934	70,902	79,145	114,073	148,163	177,463	216,095	248,269	294,321
International Terminal	65,456	61,492	36,000	24,772	27,748	28,415	36,031	37,465	48,245	52,941	79,188	77,915
AGTS	5,812	5,713	5,163	3,735	4,454	5,494	7,828	18,272	19,646	27,709	27,705	28,794
Tenant-specific	1,961	1,899	1,292	757	1,279	1,372	1,481	1,481	1,481	1,480	1,480	1,480
Subtotal Airline cost centers	$ 134,077	$ 139,551	$ 124,312	$ 80,296	$ 111,106	$ 122,238	$ 170,510	$ 220,337	$ 266,018	$ 320,370	$ 380,386	$ 429,317
Parking	3,159	2,495	2,067	2,066	2,067	13,843	33,973	33,972	33,974	33,970	45,390	56,713
Cargo	3,846	3,588	917	-	-	-	-	-	-	-	-	-
Fuel Farm	67	64	52	27	41	60	92	92	92	92	92	92
City Nonrevenue	820	676	572	546	561	576	820	1,025	1,025	1,681	1,681	1,675
Subtotal City cost centers	$ 7,892	$ 6,824	$ 3,608	$ 2,639	$ 2,670	$ 14,479	$ 34,885	$ 35,089	$ 35,091	$ 35,744	$ 47,163	$ 58,480
Total	$ 141,969	$ 146,375	$ 127,920	$ 82,935	$ 113,776	$ 136,717	$ 205,396	$ 255,426	$ 301,109	$ 356,113	$ 427,549	$ 487,797
Percentage distribution												
Airfield	4.6%	5.5%	15.3%	3.7%	5.9%	5.7%	5.4%	5.9%	6.4%	6.2%	5.6%	5.5%
Domestic Terminal	38.2%	42.6%	48.7%	57.8%	62.3%	57.9%	55.5%	58.0%	58.9%	60.7%	58.1%	60.3%
International Terminal	46.1%	42.0%	28.1%	29.9%	24.4%	20.8%	17.5%	14.7%	16.0%	14.9%	18.5%	16.0%
AGTS	4.1%	3.9%	4.0%	4.5%	3.9%	4.0%	3.8%	7.2%	6.5%	7.8%	6.5%	5.9%
Tenant-specific	1.4%	1.3%	1.0%	0.9%	1.1%	1.0%	0.7%	0.6%	0.5%	0.4%	0.3%	0.3%
Subtotal Airline cost centers	94.4%	95.3%	97.2%	96.8%	97.7%	89.4%	83.0%	86.3%	88.3%	90.0%	89.0%	88.0%
Parking	2.2%	1.7%	1.6%	2.5%	1.8%	10.1%	16.5%	13.3%	11.3%	9.5%	10.6%	11.6%
Cargo	2.7%	2.5%	0.7%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
Fuel Farm	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
City Nonrevenue	0.6%	0.5%	0.4%	0.7%	0.5%	0.4%	0.4%	0.4%	0.3%	0.5%	0.4%	0.3%
Subtotal City cost centers	5.6%	4.7%	2.8%	3.2%	2.3%	10.6%	17.0%	13.7%	11.7%	10.0%	11.0%	12.0%
Total	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%

Note: General Revenue Bond amounts are net of payments made or to be made from capitalized interest and PFC Revenues. See Exhibit F for payments from PFC Revenues.
Source for outstanding Bonds: City of Atlanta, Department of Finance.
Source for proposed 2023 Bonds and planned 2024 Bonds: Frasca & Associates, LLC, July 28, 2023, using assumptions noted in Exhibit B.

Exhibit D

OPERATING EXPENSES

Hartsfield-Jackson Atlanta International Airport
For Fiscal Years ending June 30
(dollars in thousands)

This exhibit is based on information from the sources indicated and assumptions provided by, or reviewed with and approved by, Airport management, as described in the accompanying text. Inevitably, some assumptions used to develop the forecasts will not be realized and unanticipated events and circumstances may occur. Therefore, there will be differences between the forecast and actual results, and those differences may be material.

	Historical (a)				Forecast							
	FY 2019	FY 2020	FY 2021	FY 2022	FY 2023	FY 2024	FY 2025	FY 2026	FY 2027	FY 2028	FY 2029	FY 2030
Expenses by type												
Personnel	$ 100,818	$ 101,182	$ 107,769	$ 80,675	$ 135,951	$ 143,785	$ 151,527	$ 158,376	$ 164,711	$ 171,299	$ 178,151	$ 185,277
Contract services	85,075	74,842	77,750	75,991	133,699	132,936	140,048	146,378	152,233	158,322	164,655	171,241
Utilities	6,687	5,691	5,679	5,384	6,481	5,209	5,460	5,706	5,935	6,172	6,419	6,676
Internal services	23,630	23,343	21,367	21,302	24,752	25,441	26,442	27,637	28,742	29,892	31,088	32,331
Materials and supplies	7,143	4,928	4,862	5,392	7,965	10,291	10,730	11,215	11,664	12,130	12,615	13,120
Rental car center (b)	14,024	13,063	17,290	18,084	20,350	17,730	18,716	19,562	20,344	21,158	22,004	22,884
Parking operations	32,901	30,858	19,536	33,339	41,194	43,556	45,298	47,110	48,994	50,954	52,992	55,112
Other	24,247	41,890	38,727	41,913	20,351	24,965	25,695	26,856	27,930	29,048	30,210	31,418
Total	$ 294,525	$ 295,798	$ 292,980	$ 282,080	$ 390,744	$ 403,912	$ 423,914	$ 442,839	$ 460,553	$ 478,975	$ 498,134	$ 518,059
Expenses by department												
Administration	$ 46,569	$ 40,983	$ 43,972	$ 44,202	$ 65,757	$ 84,428	$ 87,886	$ 91,859	$ 95,533	$ 99,355	$ 103,329	$ 107,462
Operations	18,658	26,226	17,939	20,604	24,916	26,041	27,489	28,732	29,881	31,076	32,319	33,612
Security	26,300	12,831	13,450	28,536	37,163	40,128	42,250	44,160	45,926	47,763	49,674	51,661
AGTS maintenance	21,265	21,946	22,207	10,744	24,131	24,234	25,514	26,668	27,734	28,844	29,997	31,197
Building maintenance	6,184	4,964	9,450	6,996	12,807	11,764	12,355	12,913	13,430	13,967	14,526	15,107
Rental car center (b)	14,024	13,063	17,290	18,084	20,350	17,730	18,716	19,562	20,344	21,158	22,004	22,884
Parking operations	32,901	30,858	19,536	33,339	41,194	43,556	45,298	47,110	48,994	50,954	52,992	55,112
Ground transportation operations	14,115	14,723	15,615	15,197	18,277	18,905	19,941	20,842	21,676	22,543	23,444	24,382
Airfield maintenance	22,680	22,762	28,049	27,797	38,811	37,930	40,011	41,819	43,492	45,232	47,041	48,923
Fire services	27,518	24,514	27,033	28,807	32,820	35,330	37,294	38,980	40,539	42,160	43,847	45,601
Police services	19,865	20,036	18,878	19,935	26,315	25,632	27,056	28,279	29,410	30,586	31,810	33,082
Fuel farm operations	7,028	4,789	5,047	6,707	7,593	7,507	7,924	8,282	8,614	8,958	9,316	9,689
Liability-property insurance	3,576	4,396	7,157	8,770	11,320	2,832	2,979	3,114	3,239	3,368	3,503	3,643
Other City departments	15,392	13,192	8,241	9,259	15,726	14,333	14,883	15,555	16,178	16,825	17,498	18,198
Nondepartmental	18,451	40,517	39,115	3,104	13,564	13,564	14,318	14,965	15,564	16,186	16,834	17,507
Subtotal before major maintenance	$ 294,525	$ 295,798	$ 292,980	$ 282,080	$ 390,744	$ 403,912	$ 423,914	$ 442,839	$ 460,553	$ 478,975	$ 498,134	$ 518,059
Major maintenance expenditures (c)	21,664	27,404	25,642	26,785	28,135	29,553	31,196	32,606	33,910	35,267	36,678	38,145
Subtotal before adjustments	$ 316,189	$ 323,202	$ 318,622	$ 308,865	$ 418,879	$ 433,465	$ 455,110	$ 475,445	$ 494,463	$ 514,242	$ 534,811	$ 556,204
Accrual-to-cash-basis adjustment	21,894	12,909	8,594	36,820	-	-	-	-	-	-	-	-
Operating expenses (per financial statements)	$ 338,083	$ 336,111	$ 327,216	$ 345,685	$ 418,879	$ 433,465	$ 455,110	$ 475,445	$ 494,463	$ 514,242	$ 534,811	$ 556,204
Less: Major maintenance expenditures (c)	(21,664)	(27,404)	(25,642)	(26,785)	(28,135)	(29,553)	(31,196)	(32,606)	(33,910)	(35,267)	(36,678)	(38,145)
Operating Expenses (before major maintenance expenditures)	$ 316,419	$ 308,707	$ 301,574	$ 318,900	$ 390,744	$ 403,912	$ 423,914	$ 442,839	$ 460,553	$ 478,975	$ 498,134	$ 518,059
Annual percent change	27.2%	-2.4%	-2.3%	5.7%	22.5%	3.4%	5.0%	4.5%	4.0%	4.0%	4.0%	4.0%

August 1, 2023

Exhibit D (page 2 of 2)

OPERATING EXPENSES
Hartsfield-Jackson Atlanta International Airport
For Fiscal Years ending June 30
(dollars in thousands)

	Historical (a)				Forecast							
	FY 2019	FY 2020	FY 2021	FY 2022	FY 2023	FY 2024	FY 2025	FY 2026	FY 2027	FY 2028	FY 2029	FY 2030
Expenses by cost center												
Airfield	$ 40,079	$ 36,914	$ 41,898	$ 45,361	$ 59,451	$ 60,428	$ 63,737	$ 66,618	$ 69,283	$ 72,054	$ 74,936	$ 77,933
Domestic Terminal	39,244	35,255	37,452	44,849	58,043	55,520	58,530	61,175	63,622	66,167	68,814	71,567
International Terminal	13,180	11,872	12,434	14,486	18,869	17,720	18,680	19,524	20,305	21,117	21,962	22,840
AGTS	21,621	22,377	22,537	11,359	24,911	24,638	25,940	27,113	28,197	29,325	30,498	31,718
Subtotal Airline cost centers	$ 114,124	$ 106,418	$ 114,320	$ 116,055	$ 161,275	$ 158,306	$ 166,887	$ 174,430	$ 181,407	$ 188,664	$ 196,210	$ 204,059
Parking	$ 37,329	$ 34,770	$ 22,841	$ 37,379	$ 46,138	$ 48,228	$ 50,227	$ 52,261	$ 54,352	$ 56,526	$ 58,787	$ 61,138
Ground Transportation	16,009	16,387	17,314	17,357	20,918	21,175	22,336	23,345	24,279	25,250	26,260	27,311
Rental Car Center	16,966	15,725	19,941	20,811	23,731	20,736	21,887	22,876	23,791	24,743	25,732	26,762
Cargo	3,572	3,676	6,374	5,179	6,776	7,017	7,404	7,738	8,048	8,370	8,704	9,053
Fuel Farm	9,424	6,819	6,541	8,453	9,627	9,698	10,236	10,699	11,127	11,572	12,035	12,516
Other City Revenue	7,699	5,167	4,051	6,450	8,426	8,446	8,903	9,305	9,677	10,064	10,467	10,886
City Nonrevenue	92,150	109,285	101,597	70,395	113,854	130,306	136,035	142,184	147,871	153,786	159,937	166,335
Subtotal City cost centers	$ 183,150	$ 191,829	$ 178,660	$ 166,025	$ 229,469	$ 245,606	$ 257,027	$ 268,409	$ 279,145	$ 290,311	$ 301,924	$ 314,000
Total	$ 297,274	$ 298,247	$ 292,980	$ 282,080	$ 390,744	$ 403,912	$ 423,914	$ 442,839	$ 460,553	$ 478,975	$ 498,134	$ 518,059
Distribution of expenses by cost center												
Airfield	13.5%	12.4%	14.3%	16.1%	15.2%	15.0%	15.0%	15.0%	15.0%	15.0%	15.0%	15.0%
Domestic Terminal	13.2%	11.8%	12.8%	15.9%	14.9%	13.7%	13.8%	13.8%	13.8%	13.8%	13.8%	13.8%
International Terminal	4.4%	4.0%	4.2%	5.1%	4.8%	4.4%	4.4%	4.4%	4.4%	4.4%	4.4%	4.4%
AGTS	7.3%	7.5%	7.7%	4.0%	6.4%	6.1%	6.1%	6.1%	6.1%	6.1%	6.1%	6.1%
Subtotal Airline cost centers	38.4%	35.7%	39.0%	41.1%	41.3%	39.2%	39.4%	39.4%	39.4%	39.4%	39.4%	39.4%
Parking	12.6%	11.7%	7.8%	13.3%	11.8%	11.9%	11.8%	11.8%	11.8%	11.8%	11.8%	11.8%
Ground Transportation	5.4%	5.5%	5.9%	6.2%	5.4%	5.2%	5.3%	5.3%	5.3%	5.3%	5.3%	5.3%
Rental Car Center	5.7%	5.3%	6.8%	7.4%	6.1%	5.1%	5.2%	5.2%	5.2%	5.2%	5.2%	5.2%
Cargo	1.2%	1.2%	2.2%	1.8%	1.7%	1.7%	1.7%	1.7%	1.7%	1.7%	1.7%	1.7%
Fuel Farm	3.2%	2.3%	2.2%	3.0%	2.5%	2.4%	2.4%	2.4%	2.4%	2.4%	2.4%	2.4%
Other City Revenue	2.6%	1.7%	1.4%	2.3%	2.2%	2.1%	2.1%	2.1%	2.1%	2.1%	2.1%	2.1%
City Nonrevenue	31.0%	36.6%	34.7%	25.0%	29.1%	32.3%	32.1%	32.1%	32.1%	32.1%	32.1%	32.1%
Subtotal City cost centers	61.6%	64.3%	61.0%	58.9%	58.7%	60.8%	60.6%	60.6%	60.6%	60.6%	60.6%	60.6%
Total	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%

(a) Source: City of Atlanta, Airport Revenue Fund reports.
(b) Expenses for rental car center and SkyTrain. See Exhibit E for offsetting revenues.
(c) Certain major maintenance expenditures paid from the Renewal and Extension Fund, which are recorded by the City as operating expenses in its financial statements.

Exhibit E

GENERAL REVENUES

Hartsfield-Jackson Atlanta International Airport

For Fiscal Years ending June 30

(dollars and passengers in thousands except per passenger rates)

This exhibit is based on information from the sources indicated and assumptions provided by, or reviewed with and approved by, Airport management, as described in the accompanying text. Inevitably, some assumptions used to develop the forecasts will not be realized and unanticipated events and circumstances may occur. Therefore, there will be differences between the forecast and actual results, and those differences may be material.

		Historical (a)				Forecast							
Base Passenger Forecast		FY 2019	FY 2020	FY 2021	FY 2022	FY 2023	FY 2024	FY 2025	FY 2026	FY 2027	FY 2028	FY 2029	FY 2030
Landing fees													
Signatory Airlines		$ 52,625	$ 37,866	$ 36,183	$ -	$ 39,400	$ 72,701	$ 78,416	$ 86,250	$ 96,401	$ 100,923	$ 105,854	$ 115,872
Nonsignatory airlines		425	419	490	181	429	743	787	850	933	959	989	1,064
Subtotal		$ 53,049	$ 38,285	$ 36,673	$ 181	$ 39,829	$ 73,444	$ 79,203	$ 87,099	$ 97,334	$ 101,882	$ 106,842	$ 116,935
Terminal rentals and charges													
Domestic Terminal		$ 104,676	$ 87,391	$ 86,309	$ 87,481	$ 67,382	$ 154,799	$ 205,889	$ 256,974	$ 300,084	$ 355,442	$ 399,917	$ 459,585
International Terminal		92,391	64,405	33,315	8,270	18,630	52,491	62,860	65,576	80,379	87,304	122,280	121,637
AGTS		28,834	24,352	34,266	15,413	3,480	31,631	35,461	50,211	53,081	64,692	65,860	68,527
Tenant-specific		5,943	5,952	5,943	5,943	9,029	8,821	7,104	7,104	7,104	7,104	7,104	7,104
Subtotal		$ 231,844	$ 182,100	$ 159,834	$ 117,107	$ 98,521	$ 247,743	$ 311,314	$ 379,866	$ 440,648	$ 514,542	$ 595,162	$ 656,854
Less: Inside concession credit		(83,891)	(52,859)	(27,692)	(43,610)	(54,766)	(60,718)	(63,686)	(66,751)	(69,987)	(73,358)	(76,868)	(80,524)
Less: Per passenger revenue credit		(33,489)	(23,291)	(16,568)	(19,060)	(19,877)	(21,200)	(21,600)	(22,000)	(22,400)	-	-	-
Less: R&E Fund credit		-	-	-	-	-	-	-	-	-	-	-	-
Less: AATC expense reimbursement (b)		(6,126)	(6,157)	(4,242)	(6,155)	(6,935)	(7,143)	(7,357)	(7,578)	(7,805)	(8,039)	(8,281)	(8,529)
Subtotal credits and reimbursement		$ (123,505)	$ (82,307)	$ (48,502)	$ (68,825)	$ (81,578)	$ (89,061)	$ (92,643)	$ (96,328)	$(100,192)	$ (81,397)	$ (85,149)	$ (89,053)
Subtotal terminal rentals and charges		$ 108,339	$ 99,793	$ 111,332	$ 48,282	$ 16,944	$ 158,682	$ 218,670	$ 283,537	$ 340,456	$ 433,145	$ 510,013	$ 567,801
Subtotal airline revenues (c)		$ 161,388	$ 138,078	$ 148,005	$ 48,463	$ 56,773	$ 232,127	$ 297,873	$ 370,637	$ 437,790	$ 535,027	$ 616,855	$ 684,736
Annual percent change		14.8%	-14.4%	7.2%	-67.3%	17.1%	308.9%	28.3%	24.4%	18.1%	22.2%	15.3%	11.0%
Inside concessions													
Food and beverage		$ 55,845	$ 42,960	$ 15,375	$ 17,315	$ 55,158	$ 60,595	$ 63,590	$ 66,711	$ 69,962	$ 73,347	$ 76,873	$ 80,544
Retail merchandise		27,192	19,386	6,399	6,804	24,335	27,775	29,148	30,579	32,069	33,621	35,237	36,920
Duty free		14,000	7,375	1,289	2,061	10,052	11,157	11,696	12,219	12,822	13,450	14,105	14,786
Advertising		12,955	12,239	3,468	4,690	10,336	11,355	11,916	12,501	13,110	13,744	14,405	15,093
Services		13,600	8,529	2,701	4,268	9,652	10,553	11,021	11,491	12,011	12,553	13,117	13,705
Adjustment (d)		(1,253)	(1,322)	586	(368)	-	-	-	-	-	-	-	-
Subtotal	[A]	$ 122,340	$ 89,167	$ 29,819	$ 34,771	$ 109,532	$ 121,436	$ 127,372	$ 133,501	$ 139,974	$ 146,716	$ 153,737	$ 161,048
Annual percent change		4.3%	-27.1%	-66.6%	16.6%	215.0%	10.9%	4.9%	4.8%	4.8%	4.8%	4.8%	4.8%
Enplaned passengers	[B]	54,532	39,748	24,928	44,861	49,692	53,000	54,000	55,000	56,000	57,000	58,000	59,000
Revenue per enplaned	[A/B]	$2.24	$2.24	$1.20	$0.78	$2.20	$2.29	$2.36	$2.43	$2.50	$2.57	$2.65	$2.73

Exhibit E (page 2 of 2)

GENERAL REVENUES

Hartsfield-Jackson Atlanta International Airport
For Fiscal Years ending June 30
(dollars and passengers in thousands)

		Historical (a)				Forecast							
Base Passenger Forecast		FY 2019	FY 2020	FY 2021	FY 2022	FY 2023	FY 2024	FY 2025	FY 2026	FY 2027	FY 2028	FY 2029	FY 2030
Parking and ground transportation													
Public parking		$ 147,410	$ 107,378	$ 65,807	$ 148,382	$ 166,817	$ 177,931	$ 181,387	$ 203,242	$ 207,397	$ 211,552	$ 215,707	$ 219,862
Rental car privilege fees		43,607	32,001	33,423	45,636	51,838	45,518	46,600	48,892	51,387	53,987	56,698	59,522
Other ground transportation		12,229	9,940	5,243	9,760	11,528	12,836	13,085	13,329	13,601	13,873	14,145	14,417
Subtotal	[C]	$ 203,247	$ 149,319	$ 104,473	$ 203,779	$ 230,183	$ 236,284	$ 241,071	$ 265,463	$ 272,385	$ 279,412	$ 286,550	$ 293,801
Annual percent change		1.8%	-26.5%	-30.0%	95.1%	13.0%	2.7%	2.0%	10.1%	2.6%	2.6%	2.6%	2.5%
Originating passengers	[D]	21,376	15,881	10,786	18,762	21,230	22,640	23,080	23,510	23,990	24,470	24,950	25,430
Revenue per originating	[C/D]	$9.51	$9.40	$9.69	$10.86	$10.84	$10.44	$10.45	$11.29	$11.35	$11.42	$11.48	$11.55
Other													
Land and building rentals		$ 42,294	$ 40,291	$ 41,952	$ 53,521	$ 69,079	$ 58,067	$ 59,571	$ 61,155	$ 62,786	$ 64,467	$ 66,198	$ 67,981
Fuel flowage fees		9,237	7,728	7,325	9,392	9,768	10,159	10,565	10,987	11,427	11,884	12,359	12,854
Rental car center reimbursements (e)		17,053	15,843	20,161	20,435	23,210	19,861	20,965	21,913	22,789	23,701	24,649	25,635
COVID-19 concessionaire relief grants		-	-	-	-	57,298	-	-	-				
Miscellaneous revenues		12,947	1,891	2,735	9,846	9,961	10,081	10,206	10,335	10,470	10,610	10,756	10,907
Subtotal		$ 81,532	$ 65,753	$ 72,173	$ 93,194	$ 169,316	$ 98,167	$ 101,307	$ 104,390	$ 107,472	$ 110,662	$ 113,962	$ 117,376
Subtotal nonairline revenues		$ 407,119	$ 304,239	$ 206,465	$ 331,744	$ 509,031	$ 455,887	$ 469,751	$ 503,354	$ 519,830	$ 536,790	$ 554,249	$ 572,225
Annual percent change		5.8%	-25.3%	-32.1%	60.7%	53.4%	-10.4%	3.0%	7.2%	3.3%	3.3%	3.3%	3.2%
Subtotal operating revenues		$ 568,507	$ 442,317	$ 354,470	$ 380,207	$ 565,804	$ 688,013	$ 767,624	$ 873,990	$ 957,620	$ 1,071,817	$ 1,171,104	$ 1,256,961
Investment income		17,188	17,218	9,387	9,501	9,766	9,657	9,636	9,573	9,465	9,339	9,196	9,032
Subtotal revenues before adjustments		$ 585,695	$ 459,536	$ 363,857	$ 389,709	$ 575,569	$ 697,671	$ 777,260	$ 883,564	$ 967,085	$ 1,081,156	$ 1,180,299	$ 1,265,994
Accrual-to-cash-basis adjustment		33,764	(31,664)	23,408	3,340	-	-	-	-	-	-	-	-
Total General Revenues		$ 619,459	$ 427,872	$ 387,265	$ 393,049	$ 575,569	$ 697,671	$ 777,260	$ 883,564	$ 967,085	$ 1,081,156	$ 1,180,299	$ 1,265,994

(a) Source: City of Atlanta, Airport Revenue Fund reports.
(b) Reimbursement of AATC O&M expenses attributable to inside concession facilities for which the City retains revenues.
(c) Includes nonairline terminal rentals.
(d) Adjustment to reconcile historical concession revenues as reported in detailed concession reports and in Airport Revenue Fund reports.
(e) Payments made from CFC Revenues, by rental car center tenants, and by the City of College Park. See Exhibit D for related expenses.

Note: Airline payments in FY 2020 through FY 2023 were reduced by the application of COVID-19 relief grants to offset Airline Rate Base Requirements. See Exhibit E-2.

Exhibit E-1

CALCULATION OF AIRLINE PAYMENTS

Hartsfield-Jackson Atlanta International Airport

For Fiscal Years ending June 30

(dollars and passengers in thousands except per passenger and landing fee rates)

This exhibit is based on information from the sources indicated and assumptions provided by, or reviewed with and approved by, Airport management, as described in the accompanying text. Inevitably, some assumptions used to develop the forecasts will not be realized and unanticipated events and circumstances may occur. Therefore, there will be differences between the forecast and actual results, and those differences may be material.

		Historical (a)				Forecast							
Base Passenger Forecast		FY 2019	FY 2020	FY 2021	FY 2022	FY 2023	FY 2024	FY 2025	FY 2026	FY 2027	FY 2028	FY 2029	FY 2030
Landing fees													
Signatory Airlines		$ 52,625	$ 37,866	$ 36,183	$ -	$ 39,400	$ 72,701	$ 78,416	$ 86,250	$ 96,401	$ 100,923	$ 105,854	$ 115,872
Nonsignatory airlines		425	419	490	181	429	743	787	850	933	959	989	1,064
Subtotal		$ 53,049	$ 38,285	$ 36,673	$ 181	$ 39,829	$ 73,444	$ 79,203	$ 87,099	$ 97,334	$ 101,882	$ 106,842	$ 116,935
Total	[A]	$ 53,049	$ 38,285	$ 36,673	$ 181	$ 39,829	$ 73,444	$ 79,203	$ 87,099	$ 97,334	$ 101,882	$ 106,842	$ 116,935
Landed weight (millions of pounds)	[B]	61,954	52,154	43,116	55,140	58,136	61,851	63,015	64,168	65,335	66,504	67,673	68,844
Effective rate per 1,000 pounds	[A/B]	$0.86	$0.73	$0.85	$0.00	$0.69	$1.19	$1.26	$1.36	$1.49	$1.53	$1.58	$1.70
Terminal rentals and charges													
Domestic Terminal		$ 104,676	$ 87,391	$ 86,309	$ 87,481	$ 67,382	$ 154,799	$ 205,889	$ 256,974	$ 300,084	$ 355,442	$ 399,917	$ 459,585
International Terminal		92,391	64,405	33,315	8,270	18,630	52,491	62,860	65,576	80,379	87,304	122,280	121,637
AGTS		28,834	24,352	34,266	15,413	3,480	31,631	35,461	50,211	53,081	64,692	65,860	68,527
Tenant-specific		5,943	5,952	5,943	5,943	9,029	8,821	7,104	7,104	7,104	7,104	7,104	7,104
Subtotal		$ 231,844	$ 182,100	$ 159,834	$ 117,107	$ 98,521	$ 247,743	$ 311,314	$ 379,866	$ 440,648	$ 514,542	$ 595,162	$ 656,854
Total		$ 231,844	$ 182,100	$ 159,834	$ 117,107	$ 98,521	$ 247,743	$ 311,314	$ 379,866	$ 440,648	$ 514,542	$ 595,162	$ 656,854
Total landing fees and terminal rentals		$ 284,893	$ 220,385	$ 196,507	$ 117,288	$ 138,350	$ 321,187	$ 390,517	$ 466,965	$ 537,982	$ 616,424	$ 702,004	$ 773,789
Less: Cargo airline landing fees		(2,406)	(2,669)	(3,258)	-	(2,198)	(3,871)	(4,165)	(4,572)	(5,101)	(5,332)	(5,586)	(6,111)
Less: Nonairline terminal rentals		(5,493)	(2,928)	(2,295)	(1,566)	(2,243)	(6,012)	(7,647)	(9,361)	(10,880)	(12,727)	(14,743)	(16,285)
Less: Inside concession credit		(83,891)	(52,859)	(27,692)	(43,610)	(54,766)	(60,718)	(63,686)	(66,751)	(69,987)	(73,358)	(76,868)	(80,524)
Less: Per passenger revenue credit		(33,489)	(23,291)	(16,568)	(19,060)	(19,877)	(21,200)	(21,600)	(22,000)	(22,400)	-	-	-
Less: R&E Fund credit		-	-	-	-	-	-	-	-	-	-	-	-
Less: AATC expense reimbursement (b)		(6,126)	(6,157)	(4,242)	(6,155)	(6,935)	(7,143)	(7,357)	(7,578)	(7,805)	(8,039)	(8,281)	(8,529)
Net passenger airline payments		$ 153,489	$ 132,481	$ 142,453	$ 46,898	$ 52,332	$ 222,244	$ 286,062	$ 356,704	$ 421,809	$ 516,967	$ 596,526	$ 662,341

Exhibit E-1 (page 2 of 2)

CALCULATION OF AIRLINE PAYMENTS
Hartsfield-Jackson Atlanta International Airport
For Fiscal Years ending June 30
(dollars and passengers in thousands)

	Historical (a)				Forecast							
Base Passenger Forecast	FY 2019	FY 2020	FY 2021	FY 2022	FY 2023	FY 2024	FY 2025	FY 2026	FY 2027	FY 2028	FY 2029	FY 2030
Net passenger airline payments	$ 153,489	$ 132,481	$ 142,453	$ 46,898	$ 52,332	$ 222,244	$ 286,062	$ 356,704	$ 421,809	$ 516,967	$ 596,526	$ 662,341
Enplaned passengers	54,532	39,748	24,928	44,861	49,692	53,000	54,000	55,000	56,000	57,000	58,000	59,000
Airline payments to City per enplaned passenger	**$2.81**	**$3.33**	**$5.71**	**$1.05**	**$1.05**	**$4.19**	**$5.30**	**$6.49**	**$7.53**	**$9.07**	**$10.28**	**$11.23**
Discounted to 2022 dollars at 3.0% per year	$3.08	$3.54	$5.89	$1.05	$1.02	$3.95	$4.85	$5.76	$6.50	$7.60	$8.36	$8.86
All-in passenger airline payments												
Payments to City (c)	$ 153,489	$ 132,481	$ 142,453	$ 46,898	$ 52,332	$ 222,244	$ 286,062	$ 356,704	$ 421,809	$ 516,967	$ 596,526	$ 662,341
Payments to common-use terminal manager (d)	29,297	26,224	18,910	26,926	26,861	28,855	30,462	31,839	33,113	34,437	35,815	37,247
Payments to terminal operator (e)	96,884	80,960	80,777	98,000	101,000	105,040	109,242	113,611	118,156	122,882	127,797	132,909
Total passenger airline payments	$ 279,670	$ 239,665	$ 242,141	$ 171,823	$ 180,192	$ 356,139	$ 425,765	$ 502,155	$ 573,078	$ 674,287	$ 760,138	$ 832,497
Enplaned passengers	54,532	39,748	24,928	44,861	49,692	53,000	54,000	55,000	56,000	57,000	58,000	59,000
All-in airline payments per enplaned passenger	$5.13	$6.03	$9.71	$3.83	$3.63	$6.72	$7.88	$9.13	$10.23	$11.83	$13.11	$14.11
Discounted to 2022 dollars at 3.0% per year	$5.60	$6.40	$10.00	$3.83	$3.52	$6.33	$7.22	$8.11	$8.83	$9.91	$10.66	$11.14
Memo: Payments to TBI and AATC per passenger	$2.31	$2.70	$4.00	$2.78	$2.57	$2.53	$2.59	$2.64	$2.70	$2.76	$2.82	$2.88

(a) Source: City of Atlanta, Airport Revenue Fund reports.
(b) Reimbursement of AATC O&M expenses attributable to inside concession facilities for which the City retains revenues.
(c) Includes management fee for common-use terminal manager.
(d) Payments to common-use terminal manager except management fee.
(e) Payments to AATC terminal operations and maintenance consortium.

Note: Airline payments in FY 2020 through FY 2023 were reduced by the application of COVID-19 relief grants to offset Airline Rate Base Requirements. See Exhibit E-2.

Exhibit E-2

SOURCES AND USES OF COVID-19 RELIEF GRANTS

Hartsfield-Jackson Atlanta International Airport

For Fiscal Years ending June 30

(dollars in thousands)

This exhibit is based on information from the sources indicated and assumptions provided by, or reviewed with and approved by, Airport management, as described in the accompanying text. Inevitably, some assumptions used to develop the forecasts will not be realized and unanticipated events and circumstances may occur. Therefore, there will be differences between the forecast and actual results, and those differences may be material.

	Historical (a)				Forecast		
	FY 2019	FY 2020	FY 2021	FY 2022	FY 2023	FY 2024	Total
Grant Sources							
CARES Act (b)		$ 338,535					$ 338,535
CRRSA Act (c)			75,842				75,842
ARP Act (d)			324,153				324,153
Total sources	$ -	$ 338,535	$ 399,996	$ -	$ -	$ -	$ 738,531
Beginning balance	$ -	$ 338,535	$ 657,650	$ 542,845	$ 366,673	$ -	
Payment of Operating Expenses							
Allocable to Airline cost centers	$ -	$ 7,276	$ -	$ 43,237	$ 58,584	$ -	$ 109,096
Allocable to City cost centers	-	27,560	10,561	50,000	194,313	-	282,435
Subtotal operating grants	$ -	$ 34,836	$ 10,561	$ 93,237	$ 252,897	$ -	$ 391,531
Payment of General Revenue Bond Debt Service							
Allocable to Airline cost centers	$ -	$ 46,045	$ 101,890	$ 82,935	$ 113,776	$ -	$ 344,646
Allocable to City cost centers	-	-	-	-	-	-	-
Subtotal General Revenue Bond debt service grants	$ -	$ 46,045	$ 101,890	$ 82,935	$ 113,776	$ -	$ 344,646
Payment of CFC Revenue Bond Debt Service							
Allocable to Airline cost centers	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Allocable to City cost centers	-	-	2,354	-	-	-	2,354
Subtotal CFC Revenue Bond debt service grants	$ -	$ -	$ 2,354	$ -	$ -	$ -	$ 2,354
Total uses	$ -	$ 80,881	$ 114,805	$ 176,172	$ 366,673	$ -	$ 738,531
Ending balance	$ -	$ 257,654	$ 542,845	$ 366,673	$ -	$ -	

(a) Source: City of Atlanta, Airport Revenue Fund reports.
(b) Allocated amounts as published by FAA April 15, 2020.
(c) Allocated amounts as published by FAA February 24, 2021, updated August 17, 2021.
(d) Allocated amount as published by FAA June 22, 2021.

Note: Grants to offset reductions in concession revenues resulting from the waiver of MAGs and other relief to concessionaires are shown as revenues in Exhibit E.

Exhibit F

APPLICATION OF PFC REVENUES AND DEBT SERVICE COVERAGE

Hartsfield-Jackson Atlanta International Airport
For Fiscal Years ending June 30
(dollars and passengers in thousands)

This exhibit is based on information from the sources indicated and assumptions provided by, or reviewed with and approved by, Airport management, as described in the accompanying text. Inevitably, some assumptions used to develop the forecasts will not be realized and unanticipated events and circumstances may occur. Therefore, there will be differences between the forecast and actual results, and those differences may be material.

	Historical (a)				Forecast							
Base Passenger Forecast	FY 2019	FY 2020	FY 2021	FY 2022	FY 2023	FY 2024	FY 2025	FY 2026	FY 2027	FY 2028	FY 2029	FY 2030
Calculation of PFC Revenues												
Enplaned passengers	54,532	39,748	24,928	44,861	49,692	53,000	54,000	55,000	56,000	57,000	58,000	59,000
Percent PFC-eligible	87.3%	102.7%	75.5%	89.1%	87.5%	87.5%	87.5%	87.5%	87.5%	87.5%	87.5%	87.5%
Net PFC collection per eligible passenger (b)	$4.39	$4.39	$4.39	$4.39	$4.39	$4.39	$4.39	$4.39	$4.39	$4.39	$4.39	$4.39
PFC collections	$ 208,895	$ 179,196	$ 82,609	$ 175,500	$ 190,879	$ 203,586	$ 207,428	$ 211,269	$ 215,110	$ 218,951	$ 222,793	$ 226,634
Investment earnings (c)	13,849	16,701	14,248	14,880	8,314	5,086	4,333	4,259	4,775	5,962	7,142	8,588
Total PFC Revenues	$ 222,744	$ 195,896	$ 96,857	$ 190,380	$ 199,193	$ 208,672	$ 211,761	$ 215,528	$ 219,885	$ 224,913	$ 229,935	$ 235,222
Annual change	3.5%	-12.1%	-50.6%	96.6%	4.6%	4.8%	1.5%	1.8%	2.0%	2.3%	2.2%	2.3%
Pay-as-you-go expenditures												
Airfield	$ 16,170	$ 44,889	$ 19,244	$ 61,899	$ 98,964	$ 87,940	$ 22,547	$ 1,876	$ 181	$ -	$ -	$ -
Domestic Terminal	38,916	56,937	41,440	26,590	19,174	32,379	32,573	19,112	4,956	129	420	5,308
International Terminal	1,074	-	-	581	7,978	29,442	9,703	1,723	-	-	-	-
AGTS	6,701	16,377	56,124	61,442	91,768	94,649	40,392	44,313	31,340	7,854	13,497	1,022
City Nonrevenue	-	(2,726)	-	(526)	-	-	-	-	-	-	-	-
Subtotal pay-as-you go expenditures	$ 62,861	$ 115,477	$ 116,808	$ 149,986	$ 217,884	$ 244,410	$ 105,215	$ 67,024	$ 36,477	$ 7,983	$ 13,917	$ 6,330
General Revenue Bond debt service	26,480	25,582	8,342	8,600	2,907	21,324	31,924	31,908	31,896	31,878	31,863	31,490
Adjustments (d)	(13,148)	2,198	3,059	-	-	-	-	-	-	-	-	-
PFC Revenue Hybrid Bond debt service												
Airfield	$ 9,042	$ 9,715	$ 9,728	$ 9,728	$ 14,936	$ 23,430	$ 21,257	$ 21,182	$ 29,016	$ 29,004	$ 28,812	$ 27,845
Domestic Terminal	-	14,019	17,343	17,343	20,520	44,701	49,320	67,130	48,429	48,429	48,429	51,429
International Terminal	49,682	59,493	41,443	41,440	41,440	30,364	27,580	18,831	28,446	28,431	28,196	27,009
Rental Car Center	6,015	6,015	6,015	6,015	6,015	3,147	11,631	11,622	17,556	17,547	17,401	16,669
City Nonrevenue	5,179	6,266	4,266	4,266	4,266	2,702	2,487	1,519	2,294	2,293	2,274	2,178
Subtotal debt service	$ 69,918	$ 95,508	$ 78,795	$ 78,792	$ 87,176	$ 104,345	$ 112,275	$ 120,283	$ 125,741	$ 125,703	$ 125,112	$ 125,129
Less: Amount paid from General Revenues	-	-	-	-	-	-	-	-	-	-	-	-
Debt service paid from PFC Revenues	$ 69,918	$ 95,508	$ 78,795	$ 78,792	$ 87,176	$ 104,345	$ 112,275	$ 120,283	$ 125,741	$ 125,703	$ 125,112	$ 125,129
Total expenditures	$ 146,111	$ 238,765	$ 207,004	$ 237,378	$ 307,967	$ 370,078	$ 249,414	$ 219,215	$ 194,113	$ 165,564	$ 170,892	$ 162,950
Net PFC Revenues over (under) expenditures	$ 76,633	$ (42,869)	$ (110,147)	$ (46,998)	$ (108,774)	$ (161,406)	$ (37,654)	$ (3,687)	$ 25,772	$ 59,349	$ 59,042	$ 72,272
PFC Revenue Fund ending balance	$ 724,493	$ 656,624	$ 571,477	$ 524,480	$ 415,706	$ 254,300	$ 216,646	$ 212,959	$ 238,730	$ 298,080	$ 357,122	$ 429,394
Coverage of PFC Revenue Hybrid Bond debt service by PFC Revenues	**319%**	**205%**	**123%**	**242%**	**228%**	**200%**	**189%**	**179%**	**175%**	**179%**	**184%**	**188%**

Exhibit F (page 2 of 2)

APPLICATION OF PFC REVENUES AND DEBT SERVICE COVERAGE
Hartsfield-Jackson Atlanta International Airport
For Fiscal Years ending June 30
(dollars in thousands)

	Historical (a)				Forecast							
Base Passenger Forecast	FY 2019	FY 2020	FY 2021	FY 2022	FY 2023	FY 2024	FY 2025	FY 2026	FY 2027	FY 2028	FY 2029	FY 2030
Percentage distribution of PFC Hybrid Revenue Bond debt service												
Airfield	12.9%	10.2%	12.3%	12.3%	17.1%	22.5%	18.9%	17.6%	23.1%	23.1%	23.0%	22.3%
Domestic Terminal	0.0%	14.7%	22.0%	22.0%	23.5%	42.8%	43.9%	55.8%	38.5%	38.5%	38.7%	41.1%
International Terminal	71.1%	62.3%	52.6%	52.6%	47.5%	29.1%	24.6%	15.7%	22.6%	22.6%	22.5%	21.6%
Rental Car Center	8.6%	6.3%	7.6%	7.6%	6.9%	3.0%	10.4%	9.7%	14.0%	14.0%	13.9%	13.3%
City Nonrevenue	7.4%	6.6%	5.4%	5.4%	4.9%	2.6%	2.2%	1.3%	1.8%	1.8%	1.8%	1.7%
	16.0%	12.9%	13.0%	13.0%	11.8%	5.6%	12.6%	10.9%	15.8%	15.8%	15.7%	15.1%
Total	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%
PFC Bond debt service paid from PFC Revenues	$ 69,918	$ 95,508	$ 78,795	$ 78,792	$ 87,176	$ 104,345	$ 112,275	$ 120,283	$ 125,741	$ 125,703	$ 125,112	$ 125,129
Plus: General Revenue Bond debt service and financing costs paid from PFC Revenues	26,480	25,582	8,342	8,600	2,907	21,324	31,924	31,908	31,896	31,878	31,863	31,490
Subtotal	$ 96,398	$ 121,090	$ 87,137	$ 87,392	$ 90,083	$ 125,668	$ 144,199	$ 152,191	$ 157,636	$ 157,581	$ 156,975	$ 156,620
Coverage of PFC Revenue Hybrid and General Revenue Bond debt service by PFC Revenues	231%	162%	111%	218%	221%	166%	147%	142%	139%	143%	146%	150%

(a) Source: City of Atlanta, Department of Aviation, PFC Revenue Fund reports.
(b) PFC of $4.50 net of airline collection fee of $0.11.
(c) Assuming forecast investment earnings rate of 2.0% per year.
(d) Accounting and other adjustments to reconcile calculated and recorded PFC Fund ending balances.

August 1, 2023

Exhibit G

APPLICATION OF GENERAL REVENUES AND DEBT SERVICE COVERAGE

Hartsfield-Jackson Atlanta International Airport

For Fiscal Years ending June 30

(dollars in thousands)

This exhibit is based on information from the sources indicated and assumptions provided by, or reviewed with and approved by, Airport management, as described in the accompanying text. Inevitably, some assumptions used to develop the forecasts will not be realized and unanticipated events and circumstances may occur. Therefore, there will be differences between the forecast and actual results, and those differences may be material.

		Historical (a)				Forecast							
Base Passenger Forecast		FY 2019	FY 2020	FY 2021	FY 2022	FY 2023	FY 2024	FY 2025	FY 2026	FY 2027	FY 2028	FY 2029	FY 2030
General Revenues (b)		$ 619,459	$ 427,872	$ 387,265	$ 393,049	$ 575,569	$ 697,671	$ 777,260	$ 883,564	$ 967,085	$ 1,081,156	$ 1,180,299	$ 1,265,994
Less: Operating Expenses (c)		(316,419)	(308,707)	(301,574)	(318,900)	(390,744)	(403,912)	(423,914)	(442,839)	(460,553)	(478,975)	(498,134)	(518,059)
Net Revenues before operating grants		$ 303,040	$ 119,165	$ 85,691	$ 74,149	$ 184,826	$ 293,759	$ 353,346	$ 440,724	$ 506,532	$ 602,181	$ 682,165	$ 747,934
Plus: COVID-19 relief operating grants (d)		-	34,836	10,561	93,237	252,897	-	-	-	-	-	-	-
Net Revenues	[A]	$ 303,040	$ 154,001	$ 96,252	$ 167,385	$ 437,723	$ 293,759	$ 353,346	$ 440,724	$ 506,532	$ 602,181	$ 682,165	$ 747,934
General Revenue Bond Debt Service Requirements (e)		$ 141,969	$ 146,375	$ 127,920	$ 82,935	$ 113,776	$ 136,717	$ 205,396	$ 255,426	$ 301,109	$ 356,113	$ 427,549	$ 487,797
Less: COVID-19 relief debt service grants (d)		-	(46,045)	(101,890)	(82,935)	(113,776)	-	-	-	-	-	-	-
Debt Service Requirements net of grants	[B]	$ 141,969	$ 100,330	$ 26,030	$ -	$ -	$ 136,717	$ 205,396	$ 255,426	$ 301,109	$ 356,113	$ 427,549	$ 487,797
PFC Revenue Hybrid Bond Debt Service Requirements paid from General Revenues (e)	[C]	-	-	-	-	-	-	-	-	-	-	-	-
Total Debt Service Requirements paid from General Revenues	[D=B+C]	$ 141,969	$ 100,330	$ 26,030	$ -	$ -	$ 136,717	$ 205,396	$ 255,426	$ 301,109	$ 356,113	$ 427,549	$ 487,797
Deposit to Renewal and Extension Fund	**[A-D]**	**$ 161,071**	**$ 53,671**	**$ 70,222**	**$ 167,385**	**$ 437,723**	**$ 157,042**	**$ 147,951**	**$ 185,298**	**$ 205,423**	**$ 246,068**	**$ 254,616**	**$ 260,138**
General Revenue Bond debt service coverage	[A/B]	213%	153%	370%	n.m.	n.m.	215%	172%	173%	168%	169%	160%	153%
Coverage of all Debt Service Requirements paid from General Revenues	**[A/D]**	**213%**	**153%**	**370%**	n.m.	n.m.	**215%**	**172%**	**173%**	**168%**	**169%**	**160%**	**153%**

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(a) Source: City of Atlanta, Airport Revenue Fund reports.

(b) See Exhibit E.

(c) See Exhibit D. Expenses exclude major maintenance expenditures made from the Renewal and Extension Fund.

(d) See Exhibit E-2.

(e) See Exhibit C. Amounts are net of payments made or to be made from capitalized interest and PFC Revenues. See Exhibit F for payments from PFC Revenues.

n.m. = not meaningful

Exhibit H-1

SUMMARY OF FORECAST FINANCIAL RESULTS: BASE PASSENGER FORECAST

Hartsfield-Jackson Atlanta International Airport

For Fiscal Years ending June 30

(dollars and passengers in thousands)

This exhibit is based on information from the sources indicated and assumptions provided by, or reviewed with and approved by, Airport management, as described in the accompanying text. Inevitably, some assumptions used to develop the forecasts will not be realized and unanticipated events and circumstances may occur. Therefore, there will be differences between the forecast and actual results, and those differences may be material.

		Historical				Forecast							
Base Passenger Forecast		FY 2019	FY 2020	FY 2021	FY 2022	FY 2023	FY 2024	FY 2025	FY 2026	FY 2027	FY 2028	FY 2029	FY 2030
General Revenue Bond Debt Service Requirement	[A]	$ 141,969	$ 146,375	$ 127,920	$ 82,935	$ 113,776	$ 136,717	$ 205,396	$ 255,426	$ 301,109	$ 356,113	$ 427,549	$ 487,797
Less: COVID-19 relief debt service grants		-	(46,045)	(101,890)	(82,935)	(113,776)	-	-	-	-	-	-	-
PFC Revenue Hybrid Bonds Debt Service Requirements paid from General Revenues	[B]	-	-	-	-	-	-	-	-	-	-	-	-
Operating Expenses	[C]	316,419	308,707	301,574	318,900	390,744	403,912	423,914	442,839	460,553	478,975	498,134	518,059
Less: COVID-19 relief operating grants		-	(34,836)	(10,561)	(93,237)	(252,897)	-	-	-	-	-	-	-
Total requirements	[D]	$ 458,388	$ 374,201	$ 317,043	$ 225,664	$ 137,846	$ 540,629	$ 629,309	$ 698,265	$ 761,662	$ 835,088	$ 925,683	$ 1,005,856
Passenger airline landing fees	[E]	$ 50,643	$ 35,616	$ 33,415	$ 181	$ 37,631	$ 69,573	$ 75,038	$ 82,528	$ 92,233	$ 96,550	$ 101,256	$ 110,825
Passenger airline terminal payments	[F]	102,845	96,865	109,038	46,717	14,700	152,671	211,023	274,177	329,576	420,417	495,270	551,516
Nonairline terminal rentals		5,493	2,928	2,295	1,566	2,243	6,012	7,647	9,361	10,880	12,727	14,743	16,285
Cargo airline landing fees	[G]	2,406	2,669	3,258	-	2,198	3,871	4,165	4,572	5,101	5,332	5,586	6,111
Inside concession revenues		122,340	89,167	29,819	34,771	109,532	121,436	127,372	133,501	139,974	146,716	153,737	161,048
Parking and ground transportation revenues		203,247	149,319	104,473	203,779	230,183	236,284	241,071	265,463	272,385	279,412	286,550	293,801
Other revenues		81,532	65,753	72,173	93,194	169,316	98,167	101,307	104,390	107,472	110,662	113,962	117,376
Investment income		17,188	17,218	9,387	9,501	9,766	9,657	9,636	9,573	9,465	9,339	9,196	9,032
Accrual-to-cash and reconciliation adjustments		33,764	(31,664)	23,408	3,340	-	-	-	-	-	-	-	-
General Revenues	[H]	$ 619,459	$ 427,872	$ 387,265	$ 393,049	$ 575,569	$ 697,671	$ 777,260	$ 883,564	$ 967,085	$ 1,081,156	$ 1,180,299	$ 1,265,994
Net Revenues	[I=H-C]	$ 303,040	$ 154,001	$ 96,252	$ 167,385	$ 437,723	$ 293,759	$ 353,346	$ 440,724	$ 506,532	$ 602,181	$ 682,165	$ 747,934
Enplaned passengers	[J]	54,532	39,748	24,928	44,861	49,692	53,000	54,000	55,000	56,000	57,000	58,000	59,000
Originating passengers		21,376	15,881	10,786	18,762	21,230	22,640	23,080	23,510	23,990	24,470	24,950	25,430
Landed weight (millions of pounds)	[K]	61,954	52,154	43,116	55,140	58,136	61,851	63,015	64,168	65,335	66,504	67,673	68,844
Airline payments to City per enplaned passenger	**[(E+F)/J]**	**$2.81**	**$3.33**	**$5.71**	**$1.05**	**$1.05**	**$4.19**	**$5.30**	**$6.49**	**$7.53**	**$9.07**	**$10.28**	**$11.23**
Application to Renewal and Extension Fund	[I-A]	$ 161,071	$ 53,671	$ 70,222	$ 167,385	$ 437,723	$ 157,042	$ 147,951	$ 185,298	$ 205,423	$ 246,068	$ 254,616	$ 260,138
General Revenue Bond debt service coverage	**[I/A]**	**213%**	**153%**	**370%**	n.m.	n.m.	**215%**	**172%**	**173%**	**168%**	**169%**	**160%**	**153%**
Coverage on all Debt Service Requirements paid from General Revenues	[I/(A+B)]	213%	153%	370%	n.m.	n.m.	215%	172%	173%	168%	169%	160%	153%
PFC Revenues	[L]	$ 222,744	$ 195,896	$ 96,857	$ 190,380	$ 199,193	$ 208,672	$ 211,761	$ 215,528	$ 219,885	$ 224,913	$ 229,935	$ 235,222
PFC Revenue Hybrid Bond Debt Service Requirements paid from PFC Revenues	[M]	$ 69,918	$ 95,508	$ 78,795	$ 78,792	$ 87,176	$ 104,345	$ 112,275	$ 120,283	$ 125,741	$ 125,703	$ 125,112	$ 125,129
Percent of PFC Revenue Hybrid Bond Debt Service Requirements paid from PFC Revenues		100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
PFC Revenue Hybrid Bond debt service coverage	**[L/M]**	**319%**	**205%**	**123%**	**242%**	**228%**	**200%**	**189%**	**179%**	**175%**	**179%**	**184%**	**188%**
PFC Revenue Fund ending balance		$ 724,493	$ 656,624	$ 571,477	$ 524,480	$ 415,706	$ 254,300	$ 216,646	$ 212,959	$ 238,730	$ 298,080	$ 357,122	$ 429,394

Sources: See preceding exhibits and accompanying text. n.m. = not meaningful

August 1, 2023

Exhibit H-2

SUMMARY OF PROJECTED FINANCIAL RESULTS: STRESS TEST PROJECTION

Hartsfield-Jackson Atlanta International Airport

For Fiscal Years ending June 30

(dollars and passengers in thousands)

This exhibit is based on information from the sources indicated and assumptions provided by, or reviewed with and approved by, Airport management, as described in the accompanying text. Inevitably, some assumptions used to develop the forecasts will not be realized and unanticipated events and circumstances may occur. Therefore, there will be differences between the forecast and actual results, and those differences may be material.

		Historical				Projected							
Stress Test Projection		FY 2019	FY 2020	FY 2021	FY 2022	FY 2023	FY 2024	FY 2025	FY 2026	FY 2027	FY 2028	FY 2029	FY 2030
General Revenue Bond Debt Service Requirement	[A]	$ 141,969	$ 146,375	$ 127,920	$ 82,935	$ 113,776	$ 136,717	$ 205,396	$ 255,426	$ 301,109	$ 356,113	$ 427,549	$ 487,797
Less: COVID-19 relief debt service grants		-	(46,045)	(101,890)	(82,935)	(113,776)	-	-	-	-	-	-	-
PFC Revenue Hybrid Bonds Debt Service Requirements paid from General Revenues	[B]	-	-	-	-	-	-	-	-	-	-	-	-
Operating Expenses	[C]	316,419	308,707	301,574	318,900	390,744	403,912	423,914	442,839	460,553	478,975	498,134	518,059
Less: COVID-19 relief operating grants		-	(34,836)	(10,561)	(93,237)	(252,897)	-	-	-	-	-	-	-
Total requirements	[D]	$ 458,388	$ 374,201	$ 317,043	$ 225,664	$ 137,846	$ 540,629	$ 629,309	$ 698,265	$ 761,662	$ 835,088	$ 925,683	$ 1,005,856
Passenger airline landing fees	[E]	$ 50,643	$ 35,616	$ 33,415	$ 181	$ 37,631	$ 69,331	$ 74,158	$ 81,582	$ 91,201	$ 95,494	$ 100,172	$ 109,664
Passenger airline terminal payments	[F]	102,845	96,865	109,038	46,717	14,700	157,733	226,600	290,104	345,861	433,071	508,303	564,940
Nonairline terminal rentals		5,493	2,928	2,295	1,566	2,243	6,012	7,647	9,361	10,880	12,727	14,743	16,285
Cargo airline landing fees	[G]	2,406	2,669	3,258	-	2,198	4,114	5,045	5,517	6,133	6,388	6,670	7,272
Inside concession revenues		122,340	89,167	29,819	34,771	109,532	113,951	104,219	109,647	115,404	121,408	127,670	134,200
Parking and ground transportation revenues		203,247	149,319	104,473	203,779	230,183	221,576	217,164	238,936	245,712	252,588	259,570	266,661
Other revenues		81,532	65,753	72,173	93,194	169,316	98,167	101,307	104,390	107,472	110,662	113,962	117,376
Investment income		17,188	17,218	9,387	9,501	9,766	9,657	9,636	9,573	9,465	9,339	9,196	9,032
Accrual-to-cash and reconciliation adjustments		33,764	(31,664)	23,408	3,340	-	-	-	-	-	-	-	-
General Revenues	[H]	$ 619,459	$ 427,872	$ 387,265	$ 393,049	$ 575,569	$ 680,540	$ 745,776	$ 849,110	$ 932,127	$ 1,041,678	$ 1,140,286	$ 1,225,430
Net Revenues	[I=H-C]	$ 303,040	$ 154,001	$ 96,252	$ 167,385	$ 437,723	$ 276,628	$ 321,862	$ 406,271	$ 471,574	$ 562,703	$ 642,153	$ 707,370
Enplaned passengers	[J]	54,532	39,748	24,928	44,861	49,692	49,700	44,000	45,000	46,000	47,000	48,000	49,000
Originating passengers		21,376	15,881	10,786	18,762	21,230	21,230	20,790	21,160	21,640	22,120	22,600	23,080
Landed weight (millions of pounds)	[K]	61,954	52,154	43,116	55,140	58,136	58,205	52,019	53,169	54,336	55,505	56,674	57,844
Airline payments to City per enplaned passenger	**[(E+F)/J]**	**$2.81**	**$3.33**	**$5.71**	**$1.05**	**$1.05**	**$4.57**	**$6.84**	**$8.26**	**$9.50**	**$11.25**	**$12.68**	**$13.77**
Application to Renewal and Extension Fund	[I-A]	$ 161,071	$ 53,671	$ 70,222	$ 167,385	$ 437,723	$ 139,912	$ 116,467	$ 150,845	$ 170,465	$ 206,590	$ 214,603	$ 219,574
General Revenue Bond debt service coverage	**[I/A]**	**213%**	**153%**	**370%**	n.m.	n.m.	**202%**	**157%**	**159%**	**157%**	**158%**	**150%**	**145%**
Coverage on all Debt Service Requirements paid from General Revenues	[I/(A+B)]	213%	153%	370%	n.m.	n.m.	202%	157%	159%	157%	158%	150%	145%
PFC Revenues	[L]	$ 222,744	$ 195,896	$ 96,857	$ 190,380	$ 199,193	$ 195,737	$ 172,300	$ 175,262	$ 178,798	$ 182,987	$ 187,153	$ 191,567
PFC Revenue Hybrid Bond Debt Service Requirements paid from PFC Revenues	[M]	$ 69,918	$ 95,508	$ 78,795	$ 78,792	$ 87,176	$ 104,345	$ 112,275	$ 120,283	$ 125,741	$ 125,703	$ 125,112	$ 125,129
Percent of PFC Revenue Hybrid Bond Debt Service Requirements paid from PFC Revenues		100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
PFC Revenue Hybrid Bond debt service coverage	**[L/M]**	**319%**	**205%**	**123%**	**242%**	**228%**	**188%**	**153%**	**146%**	**142%**	**146%**	**150%**	**153%**
PFC Revenue Fund ending balance		$ 724,493	$ 656,624	$ 571,477	$ 524,480	$ 415,706	$ 241,365	$ 164,250	$ 120,298	$ 104,982	$ 122,405	$ 138,665	$ 167,282

Sources: See preceding exhibits and accompanying text.

n.m. = not meaningful

August 1, 2023

Exhibit P

ENPLANED PASSENGERS AND LANDED WEIGHT
Hartsfield-Jackson Atlanta International Airport
For Fiscal Years ending June 30
(passengers in thousands)

The forecasts presented in this table were prepared on the basis of various assumptions, some of which will inevitably not be realized. Therefore, the actual results will vary from those forecast, and the variations could be material.

Base Passenger Forecast	Historical (a)					Forecast						
	FY 2019	FY 2020	FY 2021	FY 2022	FY 2023	FY 2024	FY 2025	FY 2026	FY 2027	FY 2028	FY 2029	FY 2030
Enplaned passengers												
Domestic	48,225	35,600	23,408	40,759	43,948	46,810	47,700	48,610	49,490	50,370	51,250	52,130
International	6,307	4,148	1,521	4,102	5,744	6,190	6,300	6,390	6,510	6,630	6,750	6,870
Total	54,532	39,748	24,928	44,861	49,692	53,000	54,000	55,000	56,000	57,000	58,000	59,000
Annual percent change	3.7%	-27.1%	-37.3%	80.0%	10.8%	6.7%	1.9%	1.9%	1.8%	1.8%	1.8%	1.7%
Percent of FY 2019	100.0%	72.9%	45.7%	82.3%	91.1%	97.2%	99.0%	100.9%	102.7%	104.5%	106.4%	108.2%
Percent international	11.6%	10.4%	6.1%	9.1%	11.6%	11.7%	11.7%	11.6%	11.6%	11.6%	11.6%	11.6%
Originating passengers												
Domestic	19,230	14,421	10,159	17,074	18,760	19,980	20,370	20,750	21,170	21,590	22,010	22,430
International	2,146	1,460	627	1,688	2,470	2,660	2,710	2,760	2,820	2,880	2,940	3,000
Subtotal	21,376	15,881	10,786	18,762	21,230	22,640	23,080	23,510	23,990	24,470	24,950	25,430
Annual percent change	6.6%	-25.7%	-32.1%	73.9%	13.2%	6.6%	1.9%	1.9%	2.0%	2.0%	2.0%	1.9%
Percent originating	39.2%	40.0%	43.3%	41.8%	42.7%	42.7%	42.7%	42.7%	42.8%	42.9%	43.0%	43.1%
Connecting passengers												
Domestic	28,995	21,179	13,249	23,685	25,188	26,830	27,330	27,860	28,320	28,780	29,240	29,700
International	4,161	2,688	894	2,414	3,274	3,530	3,590	3,630	3,690	3,750	3,810	3,870
Subtotal	33,156	23,867	14,142	26,099	28,462	30,360	30,920	31,490	32,010	32,530	33,050	33,570
Annual percent change	2.0%	-28.0%	-40.7%	84.5%	9.1%	6.7%	1.8%	1.8%	1.7%	1.6%	1.6%	1.6%
Percent connecting	60.8%	60.0%	56.7%	58.2%	57.3%	57.3%	57.3%	57.3%	57.2%	57.1%	57.0%	56.9%
Landed weight (millions of pounds)												
Passenger airlines	59,245	49,061	39,885	51,668	54,955	58,617	59,728	60,827	61,938	63,050	64,161	65,273
All-cargo airlines	2,709	3,093	3,231	3,473	3,181	3,234	3,287	3,342	3,397	3,454	3,512	3,571
Total	61,954	52,154	43,116	55,140	58,136	61,851	63,015	64,168	65,335	66,504	67,673	68,844
Annual percent change	3.5%	-15.8%	-17.3%	27.9%	5.4%	6.4%	1.9%	1.8%	1.8%	1.8%	1.8%	1.7%

(a) Source: City of Atlanta, monthly activity reports.

APPENDIX B

DEPARTMENT OF AVIATION FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED JUNE 30, 2022 AND JUNE 30, 2021

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INDEPENDENT AUDITOR'S REPORT

To the Honorable Mayor and Members
Of the City Council of the
City of Atlanta, Georgia

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of the Department of Aviation (the "Department"), a major proprietary fund of the City of Atlanta, Georgia, as of and for the year ended June 30, 2022 and June 30, 2021, and the related notes to the financial statements, which collectively comprise the Department's basic financial statements as listed in the table of contents.

In our opinion, based on our audit, the financial statements referred to above present fairly, in all material respects, the respective financial position of the Department as of June 30, 2022 and June 30, 2021, and the respective changes in financial position and cash flows thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

The financial statements of the Department of Aviation as of June 30, 2021, were audited by other auditors whose report dated December 17, 2021, expressed an unmodified opinion on those statements.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS) and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States (*Government Auditing Standards*). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Department and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Department's ability to continue as a going concern for twelve months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS and *Government Auditing Standards* will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS and *Government Auditing Standards*, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectives of the Department's internal control. Accordingly, no such opinion is expressed.

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.

- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Department's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Emphasis of Matter

As discussed in Note 1, the financial statements present only the Department of Aviation, a major proprietary fund of the City of Atlanta, and do not purport to, and do not present fairly the financial position of the City of Atlanta, Georgia, as of June 30, 2022 and June 30, 2021, the changes in its financial position, or, where applicable, its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

As described in Notes 1 and 7 to the financial statements, as of July 1, 2021, the Department of Aviation adopted new accounting guidance, GASB Statement No. 87, Leases. Our opinions are not modified with respect to this matter.

Required Supplementary Information

Management has omitted the Management's Discussion and Analysis, the Schedule of Proportionate Share of Net Pension Liability and Related Ratios and Contributions, and the Schedule of Proportionate Share of Total OPEB Liability and Related Ratios that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing 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. Our opinion on the basic financial statements is not affected by this missing information.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated December 22, 2022, 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, and grant agreements and other matters. The purpose of that report is solely 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 effectiveness of the Department's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Department's internal control over financial reporting and compliance.

Mauldin & Jenkins, LLC

Atlanta, Georgia
December 22, 2022

BASIC FINANCIAL STATEMENTS

These basic financial statements summarize the financial position and operating results of the Department of Aviation.

(In thousands)

Assets	2022	2021
Current assets:		
Cash and cash equivalents	$ 64	$ 13
Restricted cash and cash equivalents	560,111	589,115
Equity in cash management pool	753,648	907,187
Accounts receivable, net of allowance for doubtful accounts of $7,236 in 2022 and $8,037 in 2021	7,286	14,029
Lease receivable	4,360	3,713
Restricted other assets	55,563	29,017
Prepaid expenses	2,205	1,426
Materials and supplies	13,991	13,124
Total current assets	1,397,228	1,557,624
Noncurrent assets:		
Lease receivable	40,345	40,990
Restricted cash and cash equivalents	491,421	—
Restricted investments	631,743	672,959
Capital assets:		
Land	584,230	584,230
Land purchased for noise abatement	277,776	277,776
Runways, taxiways, and other land improvements	3,608,862	3,583,712
Terminal, maintenance buildings, and other structures	5,219,551	5,091,310
Other property and equipment	527,446	512,201
Construction in process	1,081,124	741,487
Less accumulated depreciation	(4,334,252)	(4,042,671)
Total capital assets, net	6,964,737	6,748,045
Total noncurrent assets	8,128,246	7,461,994
Total assets	9,525,474	9,019,618
Deferred outflows of resources:		
Pension and other postemployment benefit related deferred outflows	60,216	50,963
Accumulated deferred amount of debt refundings	2,767	28,739
Total assets and deferred outflows of resources	$ 9,588,457	$ 9,099,320

(Continued)

(In thousands)

Liabilities and Net Position	2022	2021
Current liabilities:		
Accounts payable	$ 27,450	$ 29,289
Accrued expenses	48,463	44,390
Current portion of unearned revenue	3,779	3,779
Claims payable	—	800
Current maturities of long-term debt	38,780	33,950
Accrued interest payable	31,444	37,148
Current portion of other postemployment benefit liability	4,131	4,548
Current portion of other liabilities	1,173	658
	155,220	154,562
Current liabilities payable from restricted assets:		
Current maturities of long-term debt	41,230	39,190
Current portion of financed purchased obligation	519	488
Accrued interest payable	27,792	28,813
Accounts payable	64,931	65,311
Contract retention	26,241	11,713
Commercial paper notes	455,025	498,814
Current liabilities payable from restricted assets	615,738	644,329
Total current liabilities	770,958	798,891
Long-term liabilities:		
Long-term debt, less current maturities	3,274,026	2,794,098
Financed purchase obligation, less current portion	6,605	7,124
Unearned revenue	17,691	21,470
Contract retention	8,274	3,766
Claims Payable	800	—
Accrued workers' compensation, health, and dental claims	4,700	2,724
Net pension liability	79,812	160,617
Other postemployment benefit liability	95,809	99,995
Total long-term liabilities	3,487,717	3,089,794
Total liabilities	4,258,675	3,888,685
Deferred inflows of resources:		
Deferred inflows - leases	43,082	44,703
Pension and other postemployment benefit related deferred inflows	119,366	62,137
Total liabilities and deferred inflows of resources	$ 4,421,123	$ 3,995,525
Net position:		
Net investment in capital assets	$ 3,798,439	$ 3,626,842
Restricted for:		
Capital projects	520,793	542,513
Debt service	425,332	404,275
Unrestricted	422,770	530,165
Total net position	$ 5,167,334	$ 5,103,795

See accompanying notes to financial statements.

(In thousands)

	2022	2021
Operating revenue:		
Parking, car rental, and other concessions	$ 238,579	$ 134,312
Terminal, maintenance buildings, and other rentals	109,369	159,344
Landing fees	181	36,673
Other	31,228	24,141
Total operating revenue	379,357	354,470
Operating expenses:		
Salaries and employee benefits	81,971	105,262
Repairs, maintenance, and other contractual services	165,422	150,092
General services	23,132	22,773
Utilities	7,854	8,141
Materials and supplies	6,359	3,694
Other	24,127	28,660
Depreciation and amortization expenses	291,581	285,808
Total operating expenses	600,446	604,430
Operating loss	(221,089)	(249,960)
Nonoperating revenue (expenses):		
Investment loss, net	(18,920)	11,676
Passenger facility charges	185,769	90,153
Customer facility charges, net	16,360	7,307
Non-capital grants	183,920	114,805
Interest on long-term debt	(91,153)	(94,455)
Other revenue (expenses), net	(24,528)	(14,127)
Non-operating revenue, net	251,448	115,359
Income (loss) before contributions and transfers	30,359	(134,601)
Capital contributions	33,180	44,956
Transfers (out) to the City	—	(4,339)
Change in net position	63,539	(93,984)
Net position, beginning of the year	5,103,795	5,197,779
Net position, end of the year	$ 5,167,334	$ 5,103,795

See accompanying notes to financial statements.

(In thousands)

	2022	2021
Cash flows from operating activities:		
Receipts from customers and tenants	$ 383,547	$ 377,879
Payments to suppliers for goods and services	(230,379)	(215,791)
Payments to employees for services	(115,306)	(111,425)
Net cash provided by operating activities	37,862	50,663
Cash flows from investing activities:		
Interest and dividends on investments	25,981	22,775
Purchases of restricted investments	(392,265)	(496,436)
Sales and redemptions of restricted investments	404,300	574,592
Change in pooled investment fund	137,819	(68,234)
Net cash provided by investing activities	175,835	32,697
Cash flows from capital and related financing activities:		
Grants received	29,137	48,238
Principal repayments of short-term and long-term obligations and leases	(715,466)	(617,347)
Proceeds from short-term and long-term obligations	1,218,726	602,744
Acquisition, construction, and improvement of capital assets	(489,999)	(397,361)
Passenger and customer facility charges	191,687	89,145
Interest and other fees paid on bonds	(157,774)	(146,206)
Net cash provided by (used in) capital and related financing activities	76,311	(420,787)
Cash flows from non-capital and related financing activities		
Non-capital grants	172,460	114,805
Net cash provided by non-capital and related financing activities	172,460	114,805
Increase (decrease) in cash and cash equivalents	462,468	(222,622)
Cash and cash equivalents:		
Beginning of year	589,128	811,750
End of year	$ 1,051,596	$ 589,128

(Continued)

(In thousands)

	2022	2021
Reconciliation of operating loss to net cash provided by operating activities		
Operating loss	$ (221,089)	$ (249,960)
Adjustments to reconcile operating loss to net cash provided by operating activities:		
Depreciation and amortization	291,581	285,808
Changes in assets and liabilities:		
Accounts receivable, net of allowances	6,743	7,932
Leases - GASB 87, Net	(1,623)	—
Prepaid expenses	(779)	273
Materials and supplies	(867)	(1,234)
Accounts payable and accrued expenses	2,616	21,033
Unearned revenue	(3,779)	(3,779)
Net pension liability and related deferred items	(26,604)	2,778
Other postemployment benefit liability and related deferred items	(8,337)	(12,188)
Net cash provided by operating activities	$ 37,862	$ 50,663
Schedule of noncash capital and related financing activity:		
Acquisition of capital assets with accounts payable	64,931	65,312
Amortization of bond discount and premium, net	37,364	31,777
Accrued contract retention	34,515	15,479

See accompanying notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies
2. Deposits and Investments
3. Accounts Receivable
4. Restricted Assets
5. Capital Assets
6. Short-Term and Long-Term Obligations
7. Leased Facilities
8. Pension and Postemployment Benefit Plans
9. Risk Management
10. Commitments and Contingencies
11. Impact of COVID-19 Pandemic
12. Subsequent Events

(1) Summary of Significant Accounting Policies

The accounting policies of the Department conform to accounting principles generally accepted in the United States of America as applied to governmental units. The Governmental Accounting Standards Board (GASB) is the standard-setting body for establishing governmental accounting and financial reporting principles. The Department's most significant accounting policies are described herein.

(a) Reporting Entity

The Department of Aviation (the Department) of the City of Atlanta, Georgia (the City) operates Hartsfield-Jackson Atlanta International Airport (the Airport). The accompanying financial statements include only the financial activities of the Department. The Department is an integral part of the City's financial reporting entity, and its results are included in the Annual Report of the City as a major enterprise fund. The latest available City Annual Report is as of and for the year ended June 30, 2022; that Annual Report should be read in conjunction with these financial statements.

(b) Basis of Accounting

The financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Grants and contract revenues, which are received or receivable from external sources, are recognized as revenues to the extent of related expenses or satisfaction of eligibility requirements.

(c) Cash Equivalents

The Department considers all highly liquid securities with an original maturity of three months or less to be cash equivalents. At June 30, 2022 and 2021, cash and cash equivalents included the following (in thousands):

	2022	2021
Unrestricted cash and cash equivalents	$ 64	13
Restricted cash and cash equivalents	1,051,531	589,115
Total cash and cash equivalents	$ 1,051,595	589,128

(d) Investments

Investments are reported at fair value and include any accrued interest. The City maintains a cash management pool in which the Department participates. Investment income of this pooled fund is allocated to each participating fund based on that fund's recorded equity in the pooled fund. Construction, sinking, and special charges funds of the Department are held as restricted assets and are not included in this pooled fund.

(e) Materials and Supplies

Materials and supplies are stated at the lower of average cost or market.

(f) Restricted Assets

Restricted assets represent the current and noncurrent amounts, classified based on maturity, that are required to be maintained pursuant to City ordinances relating to bonded indebtedness (construction, renewal and extension, passenger facility charges, customer facility charges, and sinking funds) – (note 4), and funds received for specific purposes pursuant to U.S. government grants (related primarily to noise abatement programs and funding of debt service).

(g) Capital Assets

Capital assets, which include runways, taxiways, terminals, maintenance buildings, other land improvements, and property and equipment, are generally defined as assets with an individual cost in excess of $5,000 and a useful life in excess of one year. Such assets are recorded at historical cost at the time of acquisition or at acquisition value if donated. Major outlays for capital assets and improvements and all expenses incurred in support of construction are capitalized as projects are constructed. The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend assets' lives are not capitalized.

Depreciation of capital assets is provided on the straight-line method over the following estimated useful lives:

Classification	Range of lives
Runways, taxiways, and other land improvements	10-35 years
Terminal, maintenance buildings, and other structures	10-35 years
Other property and equipment	2-20 years

The Department purchases certain residential parcels of land that are considered to be within the area designated as "noise-impacted" surrounding the Airport. The costs of acquisition and relocation of residents in this area are eligible under the Federal Aviation Administration (FAA) Noise Abatement Grant Program for reimbursement. The FAA funds approximately 75% to 80% of these costs, and the Department funds the remaining amount.

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 the noise levels associated with the operation of the Airport. All costs associated with acquiring these parcels of land are recorded under the caption "Land purchased for noise abatement" on the Department's Statements of Net Position.

(h) Compensated Absences

Department employees can accrue a maximum of 25 to 45 days of annual leave, depending upon their length of service. Vested or accumulated vacation leave, including related benefits, is recorded as an expense and liability as the benefits accrue to employees.

Employees can accrue unlimited amounts of sick leave. Sick leave can be taken only due to personal illness or, in certain cases, illness of family members. Sick leave is not intended to be paid out except under special circumstances where the City Council has given approval and the necessary funds are available. Consequently, the Department does not record an accrued liability for the accumulated sick leave.

(i) Bond Discounts and Premiums

Bond discounts and premiums are deferred and amortized over the term of the bonds using the bonds outstanding method, which approximates the effective interest method. Bond discounts and premiums are presented as a reduction or addition to the face amount of bonds payable.

(j) Net Pension Liability

For purposes of measuring net pension liability, deferred outflows of resources and deferred inflows of resources related to pensions and pension expense, information about the fiduciary net position of the City of Atlanta Pension Plans (Pension Plans), and additions to/deductions from the Pension Plans' fiduciary net position have been determined on the same basis as they are reported by the Pension Plans. For this purpose, benefit payments (including refunds of employee contributions) are recognized when due and payable in accordance with the benefit terms. Additional information regarding the net pension liability can be found in note 8 in the Notes to Financial Statements.

(k) Other Postemployment Liability

For purposes of measuring other postemployment liability (OPEB), deferred outflows of resources and deferred inflows of resources related to OPEB and OPEB expense have been determined on the same basis as they are reported by the OPEB Plan. For this purpose, benefit payments (including refunds of employee contributions) are recognized when due and payable in accordance with the benefit terms. Additional information regarding the other postemployment liability can be found in note 8 in the Notes to Financial Statements.

(l) Deferred Inflows and Outflows

Deferred inflows of resources represent an acquisition of net assets by the Department that applies to future periods, and will not be recognized as an inflow of resources (revenue) until then. Deferred inflows include pension and other postemployment benefit related deferred inflows. The pension and other postemployment benefit related deferred inflows at June 30, 2022 and 2021 were $119.4 million and $62.1 million, respectively.

Deferred outflows of resources represent a consumption of net assets by the Department that applies to future periods, and will not be recognized as an outflow of resources (expense) until then. Deferred outflows include the unamortized amounts for losses on the refunding of bond debt, pension, and other postemployment benefit related deferred outflows. Total accumulated deferred amount of debt refunding at June 30, 2022 and 2021 was $2.8 million and $28.7 million, respectively. Total pension and other postemployment benefit related deferred outflows at June 30, 2022 and 2021 were $60.2 million and $51.0 million, respectively.

(m) Capital and Non-Capital Grants

Grants received for the acquisition or construction of capital assets are recorded as nonoperating revenues (capital contributions) when earned. Grants are earned when costs relating to such capital assets and to cover other related Airport activities, which are reimbursable under the terms of the grants, have been incurred. During the years ended June 30, 2022 and 2021, the Department recorded $33.2 million and $45.0 million, respectively, in federal and state grants that are reimbursable. The Airport also recorded a total of $183.9 million in revenue from the CARES Act, ARP Act, and CRRSA Act as of result of the COVID-19 pandemic as of June 30, 2022. The Department is still pending the receipt of $11 million from the CRRSA Act grant for concessions. Additionally, the Department received and and recorded $114.8 million from CARES Act as of June 30, 2021.

(n) Transfers

The Department transfers funds to the City to cover its pro-rata share of costs when certain projects are implemented by the City in which the Department is a direct beneficiary. During the year ended June 30, 2022, there were no transfers recorded. In fiscal year 2021, $4.3 million in transfers were recorded. The transfer that occurred during fiscal year 2021 was related to the Department's portion of the City's Oracle ERP software upgrade costs.

(o) Net Position

Net position is classified and displayed in three components, as applicable:

Net investment in capital assets – Consists of capital assets including capital assets, net of accumulated depreciation and reduced by the outstanding balances of any bonds, notes, or other borrowings that are attributable to the acquisition, construction, or improvement of those assets. If there are significant unspent related debt proceeds at year-end, the portion of the debt attributable to the unspent proceeds is excluded from the calculation of invested in capital assets, net of related debt.

Restricted – Consists of assets with constraints placed on the use either by (1) external groups, such as creditors, grantors, contributors, or laws or regulations of other governments; or (2) law through constitutional provisions or enabling legislation. When an expense is incurred for purposes for which there are both restricted and unrestricted assets available, it is the Department's policy to apply those expenses to restricted assets, to the extent such are available, and then to unrestricted assets.

Unrestricted – All other assets that constitute the components of net position that do not meet the definition of "restricted" or "net investment in capital assets."

(p) Classification of Revenue and Expenses

Operating revenue and expenses consist of those revenues and expenses that result from the ongoing principal operations of the Department. Operating revenue is principally derived from agreements relating to the use of Airport facilities. Landing fees are determined on the basis of the gross weight of aircraft landing at the Airport. Revenue from "terminal, maintenance buildings, and other rentals" is derived from the leasing of various Airport facilities to air carriers and other tenants. Concession revenue is earned through various agreements providing for the operation of concessions at the Airport, such as parking lots, car rental agencies, newsstands, restaurants, etc. Nonoperating revenue and expenses consist of those revenues and expenses that are related to financing and investing types of activities and result from nonexchange transactions or ancillary activities. Amounts collected as advance payment of capital projects are classified as unearned revenue and recognized as revenue over the life of the project. There was $21.4 million and $25.2 million of unearned revenue at June 30, 2022 and 2021, respectively.

Passenger Facility Charges

On February 26, 1997, in accordance with Section 158.29 of the Federal Aviation Regulations (Title-14, Code of Federal Regulations, Part 158), the FAA approved the City's application to impose a Passenger Facility Charge (PFC) at the Airport and to use PFC revenue either now or in the future. Between July 1997 and March 2001, the PFC was $3.00; effective April 2001, the PFC was increased to $4.50. The Department recorded $185.8 million and $90.2 million in passenger facility charges for the years ended June 30, 2022 and 2021, respectively.

Customer Facility Charges

The Installment Purchase Agreement entered into by the City with the City of College Park for the purchase of a Rental Car Center (RCC) on June 1, 2006 obligates the City to make debt service payments through 2031, totaling $443.1 million, on the Series 2006A and Series 2006B Bonds issued by the City of College Park. In relation to the agreement, the City adopted an ordinance effective October 1, 2005, imposing a Customer Facility Charge (CFC) at the Airport to fund the purchase. The CFC of $5.00 is a charge on each Airport car rental transaction day applicable to both On-Airport Operators and Off-Airport Operators. The Department recorded $30.4 million and $21.0 million in customer facility charges for the years ended June 30, 2022 and 2021, respectively. Operating expenses during fiscal years 2022 and 2021 of approximately $14.0 million and $13.7 million, respectively, are netted against the CFC revenue and result in net CFC income of $16.4 million for 2022 and $7.3 million for 2021.

(q) Economic Concentration

Delta Air Lines and the Airport-owned parking facilities accounted for approximately 6.2% and 39.1% of total operating revenue, respectively, for the year ended June 30, 2022. Delta Air Lines and the Airport-owned parking facilities accounted for approximately 23.5% and 18.6% of total operating revenue, respectively, for the year ended June 30, 2021.

(r) General Services Costs

The Department is one of a number of departments and/or funds maintained by the City. A portion of general services costs (such as procurement, accounting, budgeting, and personnel administration) are allocated to the Department for services provided by other City departments and/or funds. Such costs are allocated to the Department based on a methodology employed by an independent study. Of the Department's recorded $23.1 million and $22.8 million in general services costs for the years ended June 30, 2022 and 2021, respectively, the allocated expense amount for the year ended June 30, 2022 was $10.9 million, compared to $12.5 million for the year ended June 30, 2021.

(s) New Accounting Standards

During fiscal year 2022, the Department adopted GASB Statement No. 87 *Leases.* The objective of this Statement is to better meet the information needs of financial statement users by improving accounting and financial reporting for leases by governments. This statement increases the usefulness of governments' financial statements by requiring recognition of certain lease assets and liabilities for leases that previously were classified as operating leases and recognized as inflows of resources or outflows of resources based on the payment provisions of the contract. It establishes a single model for lease accounting based on the foundational principle that leases are financings of the right to use an underlying asset. Under this statement, a lessee is required to recognize a lease liability and an intangible right-to-use lease asset, and a lessor is required to recognize a lease receivable and a deferred inflow of resources, thereby enhancing the relevance and consistency of information about governments' leasing activities.

(t) Recently Issued Accounting Standards

In May 2020, the GASB issued Statement No. 96, *Subscription - Based Information Technology Arrangements* (SBITAs). The objective of this Statement is to improve financial reporting by establishing a definition for SBITAs and providing uniform guidance for accounting and financial reporting for SBITAs transactions. This statement is effective for reporting periods beginning after June 15, 2022.

The impact of this pronouncement on the Department's financial statements is currently being evaluated and has not yet been fully determined.

In April 2022, the GASB issued Statement No. 99, *Omnibus.* The objectives of this Statement are to improve the consistency of authoritative literature by addressing (1) practice issues that have been identified during implementation and application of certain GASB Statements and (2) accounting and financial reporting for financial guarantees.

The requirements related to leases, PPPs, and SBITAs are effective for fiscal years beginning after June 15, 2022.

The requirements related to financial guarantees and the classification and reporting of derivative instruments within the scope of Statement 53 are effective for fiscal years beginning after June 15, 2023.

In June 2022, the GASB issued Statement No. 100, *Accounting Changes and Error Corrections - An Amendment of GASB Statement No. 62.* The objective of this Statement is to enhance accounting and financial reporting requirements for accounting changes and error corrections to provide more understandable, reliable, relevant, consistent, and comparable information for making decisions or assessing accountability. This statement is effective in fiscal years beginning after June 15, 2023.

In June 2022, the GASB issued Statement No. 101, *Compensated Absences*. The objective of this Statement is to better meet the information needs of financial statement users by updating the recognition and measurement guidance for compensated absences. That objective is achieved by aligning the recognition and measurement guidance under a unified model and by amending certain previously required disclosures. This statement is effective in fiscal years beginning after December 15, 2023.

(u) Use of Estimates

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

(2) Deposits and Investments

Cash and cash equivalents and investments as of June 30, 2022 and 2021 are classified in the accompanying financial statements as follows (in thousands):

	2022	2021
Unrestricted		
Cash and cash equivalents	$ 64	13
Equity in cash management pool	753,648	907,187
Restricted		
Cash and cash equivalents	1,051,531	589,115
Investments	631,743	672,959
Total deposits and investments	$ 2,436,987	2,169,274

(a) Pooled Cash Held in City Treasury

The City maintains a cash pool that is available for use by all funds. The Department's investment in this pool is displayed in the accompanying financial statements as "Equity in cash management pool" and is measured at the net asset value (NAV) per share.

As of June 30, 2022 and 2021, the Department had approximately $753.6 million and $907.2 million, respectively, within the City's cash management pool. At June 30, 2022 and 2021, the composition of the equity in cash management pool portfolio consisted mainly of investments in Georgia Local Government Investment Pool (Georgia Fund 1), United States government securities, Municipal Securities, and Negotiated Investment Deposit Agreements.

(b) Investments Authorized by the Georgia State Code Section 36-83-4 and the City of Atlanta Investment Policy

The City has adopted an investment policy (the Policy) to minimize the inherent risks associated with deposits and investments. The primary objective of the Policy is to invest funds to provide for the maximum safety of principal.

Identified below are the investment types that are authorized for the City by the Policy. The Policy also identifies certain provisions of the Official Code of Georgia (OCGA) that address interest rate risk, credit risk, and concentration of credit risk. The Policy governs all governmental and business-type activities for the City, but does not govern the City of Atlanta Pension Plans.

The City's investments are limited to U.S. government guaranteed securities and U.S. government agency securities, which includes issues of the Federal Farm Credit Bank (FFCB), Federal Home Loan Bank System (FHLBS), Federal Home Loan Mortgage Corporation (FHLMC), and Federal National Mortgage Association (FNMA).

The City may invest in fully collateralized repurchase agreements provided the City has on file a signed Master Repurchase Agreement, approved by the City Attorney, detailing eligible collateral, collateralization ratios, standards for collateral custody and control, collateral valuation, and conditions for agreement termination. It also requires the securities being purchased by the City to be assigned to the City, be held in the City's name, and be deposited at the time the investment is made with the City or with a third party selected and approved by the City; and is placed through a primary government securities dealer, as defined by the Federal Reserve, or a financial institution doing business in the state of Georgia, and is rated no less than A or its equivalent by two nationally recognized rating services.

Under the Policy, the City's investment portfolio, in aggregate, is to be diversified to limit its exposure to interest rate, credit, and concentration risks by observing the above limitations.

(c) Investment in Local Government Investment Pool

The Department is a voluntary participant in Georgia Fund 1 that is managed by the State of Georgia's Office of Treasury and Fiscal Services. As of June 30, 2022 and 2021, the Department's cash equivalent deposits in the Georgia Fund 1 are approximately $60.6 million and $74.9 million, respectively. The total amount recorded by all public agencies in Georgia Fund 1 at June 30, 2022 and 2021, was approximately $27.9 billion and $23.4 billion, respectively.

(d) Fair Value Measurement

GASB No. 72, *Fair Value Measurement and Application*, enhances comparability of governmental financial statements by requiring fair value measurement for certain assets and liabilities using a consistent definition and accepted valuation techniques. The standard establishes a hierarchy of inputs used to measure fair value that prioritizes the inputs into three categories – Level 1, Level 2, and Level 3 inputs – considering the relative reliability of the inputs. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

- Level 1 inputs are quoted (unadjusted) prices in active markets for identical financial assets or liabilities that the Department has the ability to access at the measurement date;
- Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the financial asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the financial asset or liability.

The level in the fair value hierarchy within which a fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The categorization of investments within the hierarchy is based upon the pricing transparency of the instrument and should not be perceived as the particular investment risk.

The following tables present the financial assets carried at fair value by level within the valuation hierarchy, as well as, the assets measured at the net asset value (NAV) per share (or its equivalent) as of June 30, 2022 and 2021, (in thousands):

	2022			
	Level 1	Level 2	Level 3	Total
Debt securities:				
U.S. treasury securities	$ 83,319	—	—	83,319
U.S. agency securities	—	398,471	—	398,471
State and municipal bonds	—	127,163	—	127,163
Total debt securities	83,319	525,634	—	608,953
Other securities:				
Repurchase agreements (Repos)	—	22,790	—	22,790
Total other securities	—	22,790	—	22,790
Total investments by fair value level	$ 83,319	548,424	—	631,743
Investments measured at NAV:				
Equity in cash management pool				$ 753,648
Total investments measured at the NAV				753,648
Total investments				$ 1,385,391

	2021			
	Level 1	Level 2	Level 3	Total
Debt securities:				
U.S. treasury securities	$ 94,384	—	—	94,384
U.S. agency securities	—	377,194	—	377,194
State and municipal bonds	—	178,591	—	178,591
Total debt securities	94,384	555,785	—	650,169
Other securities				
Repurchase agreements (Repos)	—	22,790	—	22,790
Total other securities	—	22,790	—	22,790
Total investments by fair value level	$ 94,384	578,575	—	672,959
Investments measured at NAV:				
Equity in cash management pool				$ 907,187
Total investments measured at the NAV				907,187
Total investments				$ 1,580,146

Debt securities classified in Level 1 are valued using prices quoted in active markets for those securities. The debt and other securities classified in Level 2 are valued using the following approaches:

- Debt securities are subject to pricing by an alternative pricing source due to lack of information by the primary vendor.
- Repurchase agreements (repos) were valued using a matrix pricing technique. Matrix pricing is used to value securities based on the securities' relationship to benchmark quoted prices for identical securities in markets that are not active.

There are no investments classified in Level 3.

The equity in cash management pool represents the Department's participation in the City's internal cash pool which is measured at the net asset value (NAV) per share.

(e) Investment Risk Disclosures

Interest Rate Risk

Interest rate risk is the risk that changes in market rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment the greater the sensitivity of its fair value to changes in market interest rates. Additionally, the fair values of the investments may be highly sensitive to interest rate fluctuations. By policy, the City establishes maximum maturity dates by investment type in order to limit interest rate risk. The City manages its exposure to interest rate risk by purchasing a combination of shorter-term and longer-term investments, and by timing cash flows from maturities so that a portion is maturing, or coming close to maturing, evenly over time as necessary to provide the cash flow and liquidity needs for operations.

Credit Risk

Credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. This risk is measured by the assignment of a rating by a nationally recognized statistical rating organization. The City's investment policy does specify a minimum bond rating for investments.

As of June 30, 2022, the Department had the following investments with the corresponding credit ratings and maturities (in thousands):

		Maturity					
Type of investment	**Credit rating**	**Under 30 Days**	**31-180 Days**	**181-365 Days**	**1-5 Years**	**Over 5 years**	**Carrying value**
State and municipal bonds	Aaa-Baa2	$ 2,025	44,496	8,900	58,870	12,872	127,163
U.S. agency securities	Aaa/ AA+	—	79,851	25,048	293,572	—	398,471
U.S. treasury securities	Exempt	—	71,047	12,272	—	—	83,319
Equity in cash management pool	N/A	753,648	—	—	—	—	753,648
Repurchase Agreements (Repos)	*	—	—	—	—	22,790	22,790
Grand total		$755,673	195,394	46,220	352,442	35,662	1,385,391

*All Repurchase Agreements (Repos) are fully collateralized by U.S. Government Obligations or Agency securities.

As of June 30, 2021, the Department had the following investments with the corresponding credit ratings and maturities (in thousands):

		Maturity					
Type of investment	**Credit rating**	**Under 30 Days**	**31-180 Days**	**181-365 Days**	**1-5 Years**	**Over 5 years**	**Carrying value**
State and municipal bonds	Aaa-Baa2	$ 5,690	14,568	34,371	99,726	24,235	178,591
U.S. agency securities	Aaa/ AA+	—	20,725	13,917	342,553	—	377,194
U.S. treasury securities	Exempt	15,015	12,354	55,891	11,123	—	94,384
Equity in cash management pool	N/A	907,187	—	—	—	—	907,187
Repurchase Agreements (Repos)	*	—	—	—	—	22,790	22,790
Grand total		$927,892	47,647	104,179	453,402	47,025	1,580,146

*All Repurchase Agreements (Repos) are fully collateralized by U.S. Government Obligations or Agency securities.

Custodial Credit Risk

Custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, the City will not be able to recover its deposits or will not be able to recover collateral securities that are in the possession of an outside party.

Custodial credit risk for investments is the risk that in the event of the failure of the counterparty, the City will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. There was no counterparty risk to the City as of June 30, 2022 and 2021.

Through the Georgia Secure Deposit Program, public deposits held with covered depositories participating in the program in excess of FDIC insurance limits are protected through a combination of collateral pledged by the bank and the contingent liability provisions of the program that require participating banks to jointly cover all deposits not protected by FDIC insurance and the sale of pledged collateral in the event of a loss. The Depository agrees that, as long as the State Treasurer of the State of Georgia or any Public Body has Public Funds on deposit with the Depository, the Depository shall maintain at all times Pledged Securities with an aggregate Fair Value equal to at least the Required Collateral determined by the State Treasurer. The City requires that the fair value of collateralized pledged securities must be at least 102% for repurchase agreements.

Concentration Credit Risk

The City’s investment policy contains no limitations on the amount that can be invested in any one issuer beyond that stipulated by the OCGA. At June 30, 2022 and 2021, there were no investments in any one issuer, related to the Department, that were over 5% (excluding all U.S. government securities) of total investments.

(3) Accounts Receivable

Net accounts receivable as of June 30, 2022 and 2021 are due from Airport tenants, concessionaires, and other customers. There are no receivables expected to take longer than one year to collect, except where a specific agreement exists between a tenant and the Airport.

(4) Restricted Assets

Restricted assets at June 30, 2022 and 2021 are summarized as follows (in thousands):

	2022	2021
Renewal and Extension Fund:		
Cash and cash equivalents	$ 14,876	14,847
Other assets	11,831	7,787
Passenger Facility Charge Fund:		
Cash and cash equivalents	56,778	66,637
Other assets	28,322	18,579
Investments	462,368	494,678
Customer Facility Charge Fund:		
Cash and cash equivalents	21,460	20,685
Other assets	2,590	1,892
Construction Fund:		
Cash and cash equivalents	702,460	260,953
Other assets	11,460	—
Sinking Funds:		
Cash and cash equivalents	255,958	225,993
Other assets	1,359	759
Investments	169,375	178,281
Total	$ 1,738,837	1,291,091

The following table is a summary of carrying amount of restricted assets as shown on the accompanying statements of net position at June 30, 2022 and 2021 (in thousands):

	2022	2021
Cash and cash equivalents	$ 1,051,531	589,115
Other assets	55,563	29,017
Investments	631,743	672,959
Total	$ 1,738,837	1,291,091

(5) Capital Assets

Summaries of capital asset activity and changes in accumulated depreciation for the years ended June 30, 2022 and 2021 are as follows (in thousands):

	Balance at June 30, 2021	Additions	Deletions and retirements	Transfers to additions	Balance at June 30, 2022
Capital assets not being depreciated:					
Land	862,006	—	—	—	862,006
Construction in progress	741,487	507,037	—	(167,400)	1,081,124
Total capital assets not being depreciated	1,603,493	507,037	—	(167,400)	1,943,130
Capital assets being depreciated:					
Runways, taxiways, and other land improvements	3,583,712	—	—	25,150	3,608,862
Terminal, maintenance buildings, and other structures	5,091,310	—	—	128,241	5,219,551
Other property and equipment	512,201	1,236	—	14,009	527,446
Total capital assets being depreciated	9,187,223	1,236	—	167,400	9,355,859
Less accumulated depreciation for:					
Runways, taxiways, and other land improvements	(1,854,553)	(103,999)	—	—	(1,958,552)
Terminal, maintenance buildings, and other structures	(1,868,392)	(144,303)	—	—	(2,012,695)
Other property and equipment	(319,726)	(43,279)	—	—	(363,005)
Total accumulated depreciation	(4,042,671)	(291,581)	—	—	(4,334,252)
Net capital assets	$ 6,748,045	216,692	—	—	6,964,737

	Balance at June 30, 2020	Additions	Deletions and retirements	Transfers to additions	Balance at June 30, 2021
Capital assets not being depreciated					
Land	$ 862,006	—	—	—	862,006
Construction in progress	793,389	356,586	—	(408,488)	741,487
Total capital assets not being depreciated	1,655,395	356,586	—	(408,488)	1,603,493
Capital assets being depreciated:					
Runways, taxiways, and other land improvements	3,572,479	—	—	11,233	3,583,712
Terminal, maintenance buildings, and other structures	4,708,993	—	—	382,317	5,091,310
Other property and equipment	488,835	9,142	(714)	14,938	512,201
Total capital assets being depreciated	8,770,307	9,142	(714)	408,488	9,187,223
Less accumulated depreciation for:					
Runways, taxiways, and other land improvements	(1,755,118)	(99,435)	—	—	(1,854,553)
Terminal, maintenance buildings, and other structures	(1,724,935)	(144,071)	614	—	(1,868,392)
Other property and equipment	(277,457)	(42,302)	33	—	(319,726)
Total accumulated depreciation	(3,757,510)	(285,808)	647	—	(4,042,671)
Net capital assets	$ 6,668,192	79,920	(67)	—	6,748,045

(6) Short-Term and Long-Term Obligations

The City has issued various bonds to finance its extensive Airport capital improvement projects. The net revenues, as defined in the 2000 Airport Master Bond Ordinance as supplemented and amended, generated by operating activities are pledged as security for the bonds. Interest is payable semi-annually in January and July.

The City has issued commercial paper, classified as short-term debt, to provide interim financing for long-term projects that will ultimately be funded with general airport revenue bonds, passenger facility charges, or City dollars through its renewal and extension fund.

The City has entered into a finance purchase agreement with NORESCO-SG, LLC for the acquisition, installation, and purchase financing of certain equipment and property. This financed purchase agreement is classified as a finance purchase obligation. Long-term debt at June 30, 2022 and 2021 consists of the following (in thousands):

	2022	2021
General Revenue Bonds:		
Airport General Revenue Refunding Bonds, Series 2012A, combination serial at 2.00% – 5.00% and term, at 4.00% – 5.00% through 2042	$ —	$ 54,660

		2022	2021
Airport General Revenue Refunding Bonds, Series 2012B, combination serial at 3.00% – 5.00% and term, at 5.00% through 2042		—	160,285
Airport General Revenue Refunding Bonds, Series 2012C, combination serial at 4.00% – 5.00% and term, at 5.00% through 2042		—	195,395
Airport General Revenue and Refunding Bonds, Series 2014B at 3.00% – 5.00% due serially through 2033		112,200	118,495
Airport General Revenue and Refunding Bonds Series 2014C at 2.00% – 5.00% due serially through 2030		79,700	87,705
Airport General Revenue Bond- Non-AMT Series 2019A at 4.00% – 5.00% and term, at 5.00% due serially through 2049		46,385	47,150
Airport General Revenue Bond - AMT Series 2019B at 4.00% – 5.00% and term, at 5.00% due serially through 2049		249,945	254,215
Airport General Revenue Bond - AMT Series 2019E at 4.00% – 5.00% due serially through 2039		95,435	98,695
Airport General Revenue Refunding Bonds - Non-AMT Series 2020A at 4.00% - 5% due serially through 2030		238,530	238,530
Airport General Revenue Refunding Bonds - AMT Series 2020B at 4% - 5% due serially through 2030		126,070	126,070
Airport General Revenue Refunding Bonds - Non-AMT Series 2021A at 4.00% - 5.00% due serially through 2042		44,305	—
Airport General Revenue Refunding Bonds - Non-AMT Series 2021B at 4.00% - 5.00% due serially through 2042		129,985	—
Airport General Revenue Refunding Bonds- AMT Series 2021C at 4.00% - 5.00% due serially through 2042		161,580	—
Airport General Revenue Bonds - Non-AMT Series 2022A at 4.00% - 5.00% due serially through 2052		177,560	—
Airport General Revenue Bonds -AMT Series 2022B at 4.00% - 5.00% due serially through 2052		204,810	—
Total general revenue bonds		1,666,505	1,381,200
Passenger Facility Charge (PFC) Subordinate Revenue Bonds:			
PFC and Subordinate Lien General Revenue Refunding Bonds, Series 2014A, at 4.00% – 5.00%, due serially through 2034	$	523,605	523,605
PFC and Subordinate Lien General Revenue Bonds, Non-AMT, Series 2019C, at 5.00%, due serially through 2040		185,670	185,670
PFC and Subordinate Lien General Revenue Bonds AMT, Series 2019D, at 4.00%, due serially through 2040		220,105	220,105

	2022	2021
PFC and Subordinate Lien General Revenue Refunding Bonds, Series 2019F, at 5.00%, due serially through 2025	90,060	119,025
PFC Hybrid Bonds-Non-AMT, Series 2022A, at 5.00%, due serially through 2042	107,530	—
PFC Hybrid Bonds-AMT, Series 2022B, at 5.00%, due serially through 2036	56,520	—
Total PFC and subordinate revenue bonds	1,183,490	1,048,405
Customer Facility Charge (CFC) Bonds:		
City of College Park Taxable Revenue Bonds, (Hartsfield- Jackson Atlanta International Airport Consolidated Rental Car Facility Project, Rental Car Facility Project), Series 2006A at 5.758% – 5.965% (Conduit Debt)	112,640	122,000
City of College Park Revenue Bonds, (Hartsfield-Jackson Atlanta International Airport Automated People Mover System Maintenance Facility Project), Series 2006B at 4.00% – 4.50% (Conduit Debt)	10,820	11,685
Total Customer Facilities Charge (CFC) Bonds	123,460	133,685
Total long-term debt	2,973,455	2,563,290
Unaccreted bond discounts	(68)	(80)
Unamortized bond premiums	380,649	304,028
Less current maturities	(80,010)	(73,140)
Total long-term debt	$ 3,274,026	2,794,098

Changes in long-term debt are as follows (in thousands):

	Balance at June 30, 2021	Additions	Retirements	Balance at June 30, 2022	Due within one year
Revenue, PFC, and CFC Bonds	$ 2,563,290	882,290	(472,125)	2,973,455	80,010
Plus issuance discount and premium, net	303,948	137,372	(60,739)	380,581	—
Total bonded debt	$ 2,867,238	1,019,662	(532,864)	3,354,036	80,010

	Balance at June 30, 2020	Additions	Retirements	Balance at June 30, 2021	Due within one year
Revenue, PFC, and CFC Bonds	$ 2,815,580	364,600	(616,890)	2,563,290	73,140
Plus issuance discount and premium, net	244,466	97,231	(37,749)	303,948	—
Total bonded debt	$ 3,060,046	461,831	(654,639)	2,867,238	73,140

On June 21, 2006, the City of College Park, Georgia issued $211.9 million in Taxable Revenue Bonds (Hartsfield-Jackson Atlanta International Airport Consolidated Rental Car Facility Project), Series 2006A for the purpose of acquiring, constructing, and installing a consolidated rental car facility. In addition, College Park issued $22.0 million in Revenue Bonds (Hartsfield-Jackson Atlanta International Airport Automated People Mover System Maintenance Facility Project), Series 2006B for the purpose of acquiring, constructing, and installing a maintenance facility for an automated people mover. The City (the Purchaser) pursuant to the terms of an Installment Purchase Agreement dated June 1, 2006 (the Agreement) with the City of College Park (the Issuer) obligates the Purchaser to make installment payments to the Issuer to cover the principal, premium and interest of the Series 2006A/B Bonds. The City has adopted an Ordinance imposing a customer facility charge (CFC) effective October 1, 2005. The CFC revenues have been pledged to secure the payments due under the Agreement. At June 30, 2022 and 2021, the balance of outstanding conduit debt totaled $123.5 million and $133.7 million, respectively.

The annual debt service requirements at June 30, 2022 are as follows (in thousands):

	Principal	Interest	Total debt service
Year:			
2023	$ 80,010	103,306	183,316
2024	97,380	137,798	235,178
2025	124,615	133,213	257,828
2026	144,080	127,020	271,100
2027	184,225	119,466	303,691
2028-2032	846,470	398,062	1,244,532
2033-2037	517,620	353,355	870,975
2038-2042	599,745	157,186	756,931
2043-2047	201,445	59,201	260,646
2047-2049	67,740	5,552	73,292
Total	$ 2,973,455	1,609,738	4,583,193

On October 6th, 2021, the Department of Aviation issued $44,305,000 in the aggregate principal amount for the Airport General Revenue Refunding Bonds, Series 2021A (Non-AMT), $129,985,000 in the aggregate principal amount for the Airport General Revenue Refunding Bonds, Series 2021B (Non-AMT), and $161,585,000 in the aggregate principal amount for the Airport General Revenue Refunding

Bonds, Series 2021C (AMT). The Series 2021 Refunding Bonds were issued for the purpose of providing funds to among other things: (a) refund and redeem all of the outstanding principal amount of the Refunded Bonds; and (b) pay certain costs of issuance with respect to the Series 2021 Refunding Bonds. By issuing the Series 2021 bonds, the city obtained an estimated economic gain of approximately $125.5 million and obtained a net present value of savings of approximately $118.0 million.

Changes in bond anticipation and commercial paper notes are as follows (in thousands):

	Balance at June 30, 2021	Additions	Retirements	Balance at June 30, 2022	Due within one year
Commercial paper notes	$ 498,814	199,064	(242,853)	455,025	455,025
Total notes	$ 498,814	199,064	(242,853)	455,025	455,025

	Balance at June 30, 2020	Additions	Retirements	Balance at June 30, 2021	Due within one year
Commercial paper notes	$ 357,902	140,912	—	498,814	498,814
Total notes	$ 357,902	140,912	—	498,814	498,814

All of the bond ordinances require the maintenance of sinking funds to provide for debt service on the related bonds. The Airport Master Bond Ordinance also requires the Department to maintain a ratio of Net Airport Revenue to Aggregate Debt Service, as defined, of at least 120%.

On October 27, 2017, the Department entered into a finance purchase agreement with NORESCO-SG, LLC, for the acquisition, installation, and purchase financing of certain equipment and other property. This agreement is classified as a finance purchase obligation for accounting purposes.

The annual payment requirements as of June 30, 2022 are as follows (in thousands):

		Principal	Interest	Total debt service
Year:				
2023	$	519	168	687
2024		551	156	707
2025		585	143	728
2026		621	129	750
2027		657	141	798
2028-2032		3,893	320	4,213
2033-2037		298	7	305
Total	$	7,124	1,064	8,188

	Balance at June 30, 2021	Additions	Payments	Balance at June 30, 2022	Due within one year
Finance purchase obligation	$ 7,612	$ —	$ 488	$ 7,124	$ 519
Total obligation	$ 7.612	$ —	$ 488	$ 7,124	$ 519

	Balance at June 30, 2020	Additions	Payments	Balance at June 30, 2021	Due within one year
Finance purchase obligation	$ 8,069	$ —	$ 457	$ 7,612	$ 488
Total obligation	$ 8,069	$ —	$ 457	$ 7,612	$ 488

(7) Leases

The Department leases terminal space, aircraft maintenance and overhaul facilities, cargo facilities, hangars, and other structures to air carriers and other tenants at the Airport under various operating leases, a majority of which terminate no later than 2035.

Certain leases are comprised of fixed and variable rental payments, and all are generally designed to allow the Department to meet its debt service requirements and recover certain operating and maintenance costs. Rental receipts related to the terminal are based on the cost to operate the facilities. In addition, concession lease agreement revenues are based on the greater of an aggregated percentage of gross receipts or a Minimum Annual Guarantee (MAG). However, concessions lease revenue reported for Fiscal year 2022, represents percentage rents only. Due to COVID-19, concessionaires were only required to pay percentage rents based on their gross revenues.

The AULA provides for the payment of rentals, fees, and charges for airline use and occupancy airfield and terminal facilities to allow the City to recover all operating and maintenance expenses, bond debt service, and coverage on bond debt service allocable to the airfield and terminal cost centers.

The Airport, as a lessor, recognizes a lease receivable and a deferred inflow of resources at the commencement of the lease term, with certain exceptions for leases of assets held as investment, certain regulated leases, short-term leases and leases that transfer ownership of the underlying asset. The lease receivable is measured at the present value of the lease payments expected to be received during the lease term. The deferred inflow of resources is measured at the value of the lease receivable in addition to any payments received at or before the commencement of the lease term that relate to future periods.

Non-Regulated Leases

For these leases, the Airport is reporting lease receivables of $44.7 million for fiscal years 2022 and 2021. Deferred inflow of resources for fiscal year 2022 was $43.1 million, decreasing from $44.7 million in fiscal year 2021. The Airport is reporting lease interest revenue of $2.5 million for the year ended June 30, 2022.

These leases did not have an implicit rate of return; therefore, the Airport used the published Daily U.S. Treasury rates plus the Applicable Federal Rate to discount the lessor revenues to the net present value. The minimum future lease receipts for the next five fiscal years and then each five-year increments are illustrated below.

At June 30, 2022, minimum future rentals and fees to be received under non-cancelable leases or concession agreements for each fiscal year are as follows (in thousands):

Commercial Real Estate	Principal	Interest	Total
2023	$ 524	$ 384	$ 908
2024	384	369	753
2025	412	353	766
2026	442	337	778
2027	460	319	779
2028-2032	2,542	1,308	3,849
2033-2037	2,740	786	3,526
2038-2042	2,113	261	2,374
2043-2047	446	19	465
Total	$ 10,063	$ 4,136	$ 14,198

Concession	Principal	Interest	Total
2023	$ 167	1	$ 168
Total	$ 167	1	$ 168

Government	Principal	Interest	Total
2023	$ 1,266	186	1,452
2024	1,321	158	1,480
2025	1,379	130	1,509
2026	1,439	99	1,538
2027	793	76	868
2028-2032	2,761	121	2,882
Total	$ 8,959	769	$ 9,729

Rental Car Center	Principal	Interest	Total
2023	$ 2,404	966	3,369
2024	2,502	868	3,369
2025	2,604	766	3,369
2026	2,710	660	3,369
2027	2,820	549	3,369
2028-2032	12,477	1,001	13,478
Total	$ 25,516	4,809	$ 30,325

Excluded - Short-Term leases

In accordance with GASB No. 87, the Department does not recognize a lease receivable and a deferred inflow of resources for short-term leases. Short-term leases are certain leases that have a maximum possible term under the lease contract of 12 months (or less), including any options to extend, regardless of their probability of being exercised.

Regulated Leases

In accordance with GASB No. 87, the Department does not recognize a lease receivable and deferred inflow of resources for regulated leases. Regulated leases are certain leases that are subject to external laws, regulations, or legal rulings, such as requirements from the U. S. Department of Transportation and the Federal Aviation Administration.

The AULA provides for the payment of rentals, fees, and charges for airline use and occupancy airfield and terminal facilities to allow the City to recover all operating and maintenance expenses, bond debt service, and coverage on bond debt service allocable to the airfield and terminal cost centers. The total regulated building rented space for the reporting period was 7,548 million square footage with Delta Air Lines renting 5,586 million square foot or 74%, and TBI renting 787 thousand square foot or 10.4%. The total regulated land rented space for the reporting period was 20,322 million square footage, with Delta Air Lines renting 16,654 million or 82%, and Federal Express Corporation renting 1,230 million or 6%. There were no other rental percentages greater than 5%. All future payments for regulated leases are based on the fiscal year's annual budget and/or annual appraisals. As a result, the future payments of these rentals are determined on an annual basis.

(8) Pensions and Postemployment Benefits

Pension Plans

The City maintains the following separately administered pension plans:

Plan type	Plan name
Agent multiple-employer, defined benefit	The General Employees' Pension Plan
Single employer, defined benefit	Firefighters' Pension Plan
Single employer, defined benefit	Police Officers' Pension Plan
Single employer, defined contribution	General Employees' Defined Contribution Plan

Plans Administration

In December 2017, the City adopted legislation to combine the management of it's three separate define benefit pension plans and create one board of trustees to be known as the City of Atlanta Defined Benefit Pension Plan Investment Board (the Board) in order to improve administrative efficiency, governance and investment returns. The City consolidated and set minimum requirements for the Investment Board of Trustees of the three Pension Plans in order to optimize investment returns, establish national leadership in pension management best practices, and increase the City revenues available for compensation of active employees.

The Plans are administered, as one multiple-employer, defined-benefit plan and two single employer, defined benefit plans, by the Board which includes the Chair who is an appointee of the Mayor, the Mayor or a designee serving as Vice Chair of the Investment Board, three city council members appointed by the Mayor, two city council members appointed by the President of the Atlanta City Council, one member appointed by the Atlanta Board of Education (School System), one member appointed by the Mayor who is a participant in any of the three Plans, the City's Chief Financial Officer, the Human Resources Commissioner, and four members elected by active and retired participants as follows: one from the City of Atlanta General Employees' Pension Fund, one from the Atlanta Public Schools General Employees Pension Fund, one from the Firefighters' Pension Fund, and one from the Police Officers' Pension Fund. Each pension law modification must be adopted by at least two-thirds vote of the City Council and be approved by the Mayor.

A stand-alone audited financial report is issued for each of the three defined benefit plans and can be obtained at the below address. The defined contribution plan does not have separately issued financial statements.

City of Atlanta
68 Mitchell Street, S.W.
Suite 1600
Atlanta, Georgia 30303

The valuation date for the three defined benefit plans was July 1, 2020 and July 1, 2019, with results rolled forward to the measurement date of June 30, 2021 and June 30, 2020. The Department is presenting the net pension liability as of June 30, 2021 for fiscal year 2022 financial statements and as of June 30, 2020 for the fiscal year 2021 financial statements.

General Employees’ Pension Plan

Plan Description

The General Employees’ Pension Plan (GEPP) is an agent multiple-employer defined benefit plan and was established by a 1924 Act of the State of Georgia Legislature to provide retirement benefits for full-time permanent employees of the City, excluding sworn personnel of the Police and Fire Departments, and the employees of the Atlanta Board of Education (the School System) who are not covered under the Teachers Retirement System of Georgia. Until 1983, the Georgia Legislature established all requirements and policies of the Plan. By a constitutional amendment, effective July 1983, control over all aspects of the Plan transferred to the City under the principle of Home Rule. The types of benefits offered by the Plan are retirement, disability, and pre-retirement death benefits. Classified employees and certain non-classified employees pay grade 18 and below not covered by either the Firefighters’ or Police Officers’ Pension Plans and hired after September 1, 2005 are required to become members of the GEPP.

(a) Contribution Requirements of the GEPP

Under the Georgia Legislature principle of Home Rule and the Atlanta Code of Ordinances, Section 6, the Board has the authority to administer the Plan including establishing and amending contribution requirements. The funding methods and determination of benefits payable were established by the Atlanta Code of Ordinances, Part 1, Section 6 legislative acts creating the Plan, as amended, and in general, provide that funds are to be accumulated from employee contributions for defined benefits, City contributions, and income from the investment of accumulated funds.

Beginning on November 1, 2011, employees participating in the Plan and hired before September 1, 2011, or after January 1, 1984, had an increase of 5% in their mandatory contributions into the Plan fund in which they participate. The contribution is such that the new contribution is 12% of salary (without a designated beneficiary) or 13% of salary (with a designated beneficiary).

Employees hired on or after September 1, 2011 who are below pay grade 19 or its equivalent are required to participate in a hybrid defined-benefit plan with a mandatory defined-contribution component. The defined-benefit portion of this plan includes a mandatory 8% employee contribution and 1% multiplier.

The defined contribution element is governed and accounted for separately, and includes a mandatory employee contribution of 3.75% of salary which is matched 100% by the City. Additionally, these employees may voluntarily contribute up to an additional 4.25% of salary, which is also matched 100% by the City. Employees vest in the amount of the City’s contribution at a rate of 20% per year and become fully vested in the City’s contribution after 5 years of participation.

Beginning in fiscal year 2012, there is a cap on the maximum amount of the City’s contribution to the Plan measured as a percentage of payroll. The City’s annual contribution to the Plan may not exceed 35% of payroll of the participants in the City’s three defined-benefit pension plans. In the event that this 35% cap is reached, the City will fund any overage for the first 12-month period from its reserves. During that period, the City’s management must agree on an alternative method to reduce the overage. If no alternative is reached, beginning in the second 12-month period, the City and the participants will equally split the cost of the overage, subject only to a provision that employee contributions may not increase more than 5%. Contribution requirements may be amended by the Board under the authority of the City ordinance, but the employer contribution requirement is subject to State minimums.

The following table provides the Department's contributions used in the determination of the Department's proportionate share of collective pension amounts reported (dollars in thousands).

Plan	Proportionate share of contributions	Allocation percentage of proportionate share of collective pension amount
General employees:		
2021	$ 5,410	11.22 %
2022	5,806	11.22

(b) Description of GEPP Benefit Terms

In June 2011, the City Council approved changes for the City's General Employees' defined benefit plan, effective on September 1, 2011 for new hires, and November 1, 2011 for existing employees.

Prior to the change approved in June 2011, the GEPP provided monthly retirement benefits that initially represent 3% for each year of credited service times the participants' final average three-year earnings (limited to 80% of the average). Retirement benefits were adjusted annually based on the change in the consumer price index, limited to 3% per year. Upon the death of a vested participant who has beneficiary coverage, his or her eligible beneficiary(ies) would be entitled to three fourths of the amount the deceased participant was receiving or would have been entitled to receive.The retirement age increased to age 62 for participants in the GEPP. Early Retirement Age is changed from any age (as long as vested) with penalty to age 52 for hires after September 1, 2011. Upon retirement, these participants will receive an annually calculated cost of living increase to their pension benefit that may not exceed 1% and is based upon the consumer price index. Sick and vacation leave are no longer applied to retirement benefits for employees hired after September 1, 2011. Below are the terms the Plan has established to receive benefits:

Normal Pension

Hired before July 1, 2010:

Age 60 after completing five years of service

Monthly benefit is 2.5% of average monthly salary for each year of credited service.

Hired between July 1, 2010 and October 31, 2011:
Age 60 after completing 15 years of service
Monthly benefit is 2.0% of average monthly salary for each year of credited service.

Hired after October 31, 2011:
Age 62 after completing 15 years of service
Monthly benefit is 1.0% of average monthly salary for each year of credited service.
This amount cannot be less than $12 per month for each year of service, capped at 80% of average monthly salary.

The average monthly salary for employees hired before November 1, 2011, is the average of the highest consecutive 36 months of salary. For those employees hired after October 31, 2011, the average monthly salary is the average of the highest consecutive 120 months of salary.

Early Pension

Hired before July 1, 2010:
10 years of credited service

Hired between July 1, 2010 and October 31, 2011:
15 years of credited service

Hired after October 31, 2011:
Age 52 and 15 years credited service

The monthly benefit for employees hired before November 1, 2011 is reduced by one half of 1% per month for the first 60 months and by one quarter of 1% per month for the remaining months by which age at retirement is less than 60. More favorable early retirement adjustments may apply to participants in prior plans. Unreduced early retirement is available with 30 years of credited service. For employees hired after October 31, 2011, the monthly benefit amount is reduced by one half of 1% per month before age 62.

Disability

Service requirement:

Five years of credited service for non job-related disability. None for job related disability.

Normal pension based on service accrued and final average salary at disability, payable immediately; cannot be less than 50% of average monthly salary. This amount is payable until attainment of normal retirement age at which time the benefit is recalculated to include years while disabled as years of service.

Firefighters' and Police Officers' Plan

Plan Description

The City of Atlanta, Georgia Firefighters' (FPP) and Police Officers' (PPP) Pension Plans are single-employer defined benefit plans and were established by a 1924 Act of the State of Georgia Legislature to provide retirement benefits for full-time sworn firefighters and police officers of the City of Atlanta Fire Rescue Department and the Police Department. Until 1983, the Georgia Legislature established all requirements and policies of the FPP and PPP. By a constitutional amendment, effective July 1983, control over all aspects was transferred to the City under the principle of Home Rule. The types of benefits offered by the FPP and PPP are retirement, disability, and pre-retirement death benefits. Participants should refer to the Atlanta, Georgia, Code of Ordinances, Section 6 (Plan agreement) for more complete information. Under the principle of Home Rule and the Atlanta Code of Ordinances, Section 6, the Board has the authority to establish and amend benefit terms and contributions.

(a) Contribution Requirements to the FPP and PPP

Under the Georgia Legislature principle of Home Rule and the Atlanta Code of Ordinances, Section 6, the Board has the authority to administer the FPP and PPP including establishing and amending contribution requirements. The funding methods and determination of benefits payable were established by the Atlanta Code of Ordinances, Section 6 legislative acts creating the Plans, as amended, and in general, provide that funds are to be accumulated from employee contributions, City contributions, and income from the investment of accumulated funds.

Sworn personnel employed by the Fire Department and Police Department are required to contribute to the FPP and PPP. Employees must contribute either 8% of base pay, if hired after August 31, 2011, 12% of base pay if hired before September 1, 2011 without an eligible beneficiary, or 13% of base pay if hired before September 1, 2011 with an eligible beneficiary. Contribution requirements may be amended by the Board under the authority of the City ordinance, but the employer contribution requirement is subject to state minimums.

On November 1, 2011, the sworn personnel of the Fire Rescue Department and Police Department participating in the FPP and PPP and hired before September 1, 2011, or after January 1, 1984, had an increase of 5% in their mandatory contributions into the FPP and PPP. The contribution is such that the new contribution is 12% of salary (without a designated beneficiary) or 13% of salary (with a designated beneficiary). Where an Actuarial Valuation anticipates that the City's actuarially determined contribution for the next fiscal year will exceed 35% of the total payroll, contributions may be increased, by no more than 5% of compensation, in order to fund the overage.

Employees hired on or after September 1, 2011 who are sworn members of the Fire Rescue Department and Police Department are required to participate in a hybrid defined-benefit plan with a mandatory defined-contribution component. The defined-benefit portion of this plan will include a mandatory 8% employee contribution, and a 1% multiplier. The retirement age increased to age 57 for participants in the FPP and PPP. Early Retirement Age is changed from any age (as long as vested) with penalty to age 47 for hires after September 1, 2011. Upon retirement, these participants will receive an annually calculated cost of living increase to their pension benefit that may not exceed 1% and is based upon the Consumer Price Index. Sick and vacation leave are no longer applied to retirement benefits for hires after September 1, 2011.

The following table provides the Department's contributions used in the determination of the Department's proportionate share of collective pension amounts reported (dollars in thousands).

Plan		Proportionate share of contributions	Allocation percentage of proportionate share of collective pension amount
Firefighters			
2021	$	3,594	23.00 %
2022		6,354	23.00
Police officers			
2021	$	1,726	8.00 %
2022		3,320	8.00

(b) Description of the Benefit Terms for FPP and PPP

In June 2011, the City Council approved changes to the benefits for the City's FPP and PPP, effective on September 1, 2011 for new hires, and November 1, 2011 for existing employees. Currently sworn personnel employed by the Fire Rescue Department and Police Department are required to contribute to the FPP and PPP.

Prior to the change approved in June 2011, the FPP and PPP provided monthly retirement benefits that initially represent 3% for each year of credited service times the participants' final average three-year earnings (limited to 80% of the average). Retirement benefits were adjusted annually based on the change in the consumer price index, limited to 3% per year. Upon the death of a vested participant who has beneficiary coverage, his or her eligible beneficiary(ies) would be entitled to three fourths of the amount the deceased participant was receiving or would have been entitled to receive. Below are the terms the FPP and PPP has established to receive benefits:

Normal retirement age:

Age 65 with at least five years of service
Age 57 with at least 15 years of service
Age 55 with at least 15 years of service (hired before September 1, 2011)
Age 55 with at least 10 years of service (hired before July 1, 2010)
Any age with at least 30 years of service

For early retirement there is an adjustment of the retirement benefit being reduced by 0.5% for each month by which the participant's early retirement age precedes normal retirement age (for employees hired after August 31, 2011). The retirement benefit is reduced by 0.5% for each of the first 60 months and by 0.25% for each additional month by which the participant's early retirement age precedes the normal retirement age (for employees hired before September 1, 2011).

Early retirement age:

Any age with at least 10 years of creditable service (15 years of creditable service for participants hired after June 30, 2010)

Minimum age 47 with at least 15 years of creditable service for participants hired after August 31, 2011

For participants who incur a catastrophic injury in the line of duty, the basic pension formula is 100% of the top salary for the grade and position occupied by the participant at the time of disability.

For a service-connected disability for participants hired before 1986, the basic pension formula is the greater of 70% of the top salary for the employee's grade and position occupied by the participant at the time of disability or basic pension formula, offset by worker's compensation payments such that the combination of payments does not exceed 100% of the participant's salary at the time of disability.

For participants hired on or after January 1, 1986, the basic pension formula is the greater of 50% of average monthly earnings at the time of disability or basic pension formula, offset by worker's compensation payments such that the combination of payments does not exceed 75% of the participant's salary at the time of disability (payable until the earlier of recovery from disability or Normal Retirement Age).

Pre-retirement death benefit:

75% of the basic pension formula (payable to the eligible beneficiary upon death not in the line-of-duty)

100% of base pay offset by worker's comp or other payments (payable to the eligible beneficiary for first two years after death in the line-of-duty)

75% of the larger of the basic pension formula or 70% of top salary for the employee's grade (payable to the eligible beneficiary beginning two years after death in the line-of-duty)

75% of the basic pension formula (payable to the eligible beneficiary beginning two years after death in the line-of-duty if the employee was covered by the 1986 amendment)

The Plans' Investments

The investments for the Plans are made within the Public Retirement Systems Investment Authority Law of the Georgia Code (O.C.G.A. 47-20-80). The Board has been granted the authority by City Ordinance to establish and amend the Plan's investment policy. The Board is responsible for making all decisions with regard to the administration of the Plans, including the management of Plan assets, establishing the investment policy and carrying out the policy on behalf of the Plans.

The Plans' investments are managed by various investment managers under contract with the Board who have discretionary authority over the assets managed by them and within the Plan's investment guidelines as established by the Board. The investments are held in trust by the Plans' custodian in the Plans' name. These assets are held exclusively for the purpose of providing benefits to members of the Plans and their beneficiaries.

State of Georgia Code and City statutes authorize the Plans to invest in U.S. government obligations, U.S. government agency obligations, State of Georgia obligations, obligations of a corporation of the U.S. government, the Georgia Fund 1 (a government investment pool maintained by the State of Georgia), and alternative investments. The Plans invest in repurchase agreements only when they are collateralized by U.S. government or agency obligations. The Plans are also authorized to invest in collateralized mortgage obligations (CMOs) to maximize yields. These securities are based on cash flows from interest payments on underlying mortgages. CMOs are sensitive to prepayment by mortgagees, which may result from a decline in interest rates. For example, if interest rates decline and mortgagees refinance their mortgages, thereby prepaying the mortgages underlying these securities, the cash flows from interest payments are reduced and the value of these securities declines. Likewise, if mortgagees pay on mortgages longer than anticipated, the cash flows are greater and the return on the initial investment would be higher than anticipated.

In the development of the current asset allocation plan, the Board reviews the long-term performance and risk characteristics of various asset classes, balancing the risks and rewards of market behavior, and reviewing state legislation regarding investments options. There were no changes to the investment policy in fiscal year 2020. The policy may be amended by the Board with a majority vote of its members.

The long-term expected rate of return on pension plan investments was determined using a building-block method in which best-estimate ranges of expected future real rates of return (expected returns, net of pension plan investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and by adding expected inflation.

Estimates of real rates of return for each major asset class included in the Plan's target asset allocation as of June 30, 2022 and 2021 are summarized in the following tables:

General employees'

Asset class	Target allocation	Long-term expected real rate of return
Domestic equity	42 %	6.55 %
International equity	28	7.84
Fixed income	25	0.40
Real estate	3	3.65
Alternative investments	2	10.55
	100 %	

Firefighters' and Police Officers'

Asset class	Target allocation	Long-term expected real rate of return
Broad equity market	— %	— %
Domestic large-cap equity	19	6.91
Domestic mid-cap equity	12	8.91
Domestic small-cap equity	12	5.01
International equity	27	3.31
Fixed income	25	0.81
Alternative investments	5	7.51
	100 %	

For the years ended June 30, 2022 and 2021, the annual money-weighted rate of return for General Employees’, Firefighters’ and Police Officers’ Pension Plan investments, net of pension plan investment expense, was 11.75%, 14.72%, and 13.45% and 31.35%, 33.28%, and 33.34%, respectively. The money-weighted rate of return expresses investment performance, net of investment expense, adjusted for the changing amounts actually invested.

Net Pension Liability

The total net pension liability as of June 30, 2022 and 2021 was measured as of June 30, 2021 and 2020, respectively. The measurement was based on the July 1, 2019 actuarial valuation rolled forward to June 30, 2020 and the July 1, 2018 actuarial valuation rolled forward to June 30, 2019, respectively, using standard roll-forward techniques. The net pension liability at June 30, 2022 and 2021 is as follows (dollars in thousands):

	2022		
	General employees'	**Firefighters'**	**Police officers'**
Total pension liability	$ 1,993,306	1,061,316	1,667,650
Plan fiduciary net position	1,672,138	928,729	1,501,624
Net pension liability	$ 321,168	132,587	166,026
Plan fiduciary net position as a percentage of the total pension liability	83.89 %	87.51 %	90.04 %

	2021		
	General employees'	**Firefighters'**	**Police officers'**
Total pension liability	$ 1,920,062	990,698	1,524,959
Plan fiduciary net position	1,317,795	716,418	1,150,481
Net pension liability	$ 602,267	274,280	374,478
Plan fiduciary net position as a percentage of the total pension liability	68.63 %	72.31 %	75.44 %

The net pension liability of the General Employees', Firefighters' and Police Officers' Plans is allocated among the City's general government, the Department of Aviation, the Department of Watershed Management, and Other Non-major Enterprise Funds.

The Department's proportionate share of the net pension liability at June 30, 2021 and 2022 is as follows (dollars in thousands):

Plan	Department's proportion of the net pension liability	Department's proportionate share of the net pension liability
General employees'		
2021	11.22 %	$ 67,574
2022	11.22	36,035
Firefighters'		
2021	23.00 %	$ 63,084
2022	23.00	30,495
Police officers'		
2021	8.00 %	$ 29,959
2022	8.00	13,282

Changes in Net Pension Liability

The changes in net pension liability for the years ended June 30, 2022 and 2021 are as follows (dollars in thousands):

General Employees'

	Increase (decrease)		
	Total pension liability	Plan net position	Net pension liability
Balances at June 30, 2021	$ 1,920,062	1,317,795	602,267
Changes for the year:			
Service cost	25,027	—	25,027
Interest expense	136,257	—	136,257
Difference between expected and actual investment earnings	(5,880)	—	(5,880)
Contributions – employer	—	48,764	(48,764)
Contributions – employee	—	19,133	(19,133)
Net investment income	—	419,843	(419,843)
Benefit payments and refunds	(131,361)	(131,361)	—
Administrative expenses	—	(2,091)	2,091
Other	—	55	(55)
Net changes	73,244	354,343	(281,099)
Balances at June 30, 2022	$ 1,993,306	1,672,138	321,168

	Increase (decrease)		
	Total pension liability	Plan net position	Net pension liability
Balances at June 30, 2020	$ 1,895,114	1,333,862	561,252
Changes for the year:			
Service cost	24,972	—	24,972
Interest expense	134,473	—	134,473
Difference between expected and actual investment earnings	(3,944)	—	(3,944)
Contributions – employer	—	48,219	(48,219)
Contributions – employee	—	19,599	(19,599)
Net investment income	—	47,653	(47,653)
Benefit payments and refunds	(130,553)	(130,553)	—
Administrative expenses	—	(1,252)	1,252
Other	—	267	(267)
Net changes	24,948	(16,067)	41,015
Balances at June 30, 2021	$ 1,920,062	1,317,795	602,267

Firefighters’

	Increase (decrease)		
	Total pension liability	Plan net position	Net pension liability
Balances at June 30, 2021	$ 990,698	716,418	274,280
Changes for the year:			
Service cost	14,237	—	14,237
Interest expense	65,646	—	65,646
Demographic experience	(8,972)	—	(8,972)
Contributions – employer	—	24,628	(24,628)
Contributions – employee	—	6,247	(6,247)
Net investment income	—	235,652	(235,652)
Other income	—	—	—
Benefit payments and refunds	(53,035)	(53,035)	—
Administrative expenses	—	(1,181)	1,181
Net changes	70,619	212,311	(141,692)
Balances at June 30, 2022	$ 1,061,317	928,729	132,588

	Increase (decrease)		
	Total pension liability	Plan net position	Net pension liability
Balances at June 30, 2020	$ 971,323	727,344	243,979
Changes for the year:			
Service cost	11,779	—	11,779
Interest expense	70,940	—	70,940
Demographic experience	(11,664)	—	(11,664)
Assumption changes	(8,569)	—	(8,569)
Contributions – employer	—	15,626	(15,626)
Contributions – employee	—	6,130	(6,130)
Net investment income	—	19,489	(19,489)
Benefit payments and refunds	(51,680)	(51,680)	—
Administrative expenses	—	(539)	539
Net changes	19,375	(10,926)	30,301
Balances at June 30, 2021	$ 990,698	716,418	274,280

Police Officers'

	Increase (decrease)		
	Total pension liability	Plan net position	Net pension liability
Balances at June 30, 2021	$ 1,524,959	1,150,481	374,478
Changes for the year:			
Service cost	26,974	—	26,974
Interest expense	101,316	—	101,316
Demographic experience	(1,358)	—	(1,358)
Contributions – employer	—	35,709	(35,709)
Contributions – employee	—	12,354	(12,354)
Net investment income	—	381,105	(381,105)
Other	—	—	—
Benefit payments and refunds	(76,643)	(76,643)	—
Administrative expenses	—	(1,382)	1,382
Net changes	142,690	351,143	(208,453)
Balances at June 30, 2022	$ 1,667,649	1,501,624	166,025

	Increase (decrease)		
	Total pension liability	Plan net position	Net pension liability
Balances at June 30, 2020	$ 1,472,276	1,163,143	309,133
Changes for the year:			
Service cost	21,287	—	21,287
Interest expense	108,027	—	108,027
Demographic experiences	(3,318)	—	(3,318)
Assumption changes	—	—	—
Contributions – employer	—	21,571	(21,571)
Contributions – employee	—	12,141	(12,141)
Net investment income	—	27,714	(27,714)
Benefit payments and refunds	(73,313)	(73,313)	—
Administrative expenses	—	(815)	815
Net changes	52,683	(12,662)	65,345
Balances at June 30, 2021	$ 1,524,959	1,150,481	374,478

Discount Rate

The discount rates used to measure the total pension liability for the Plans are as indicated below. The projection of cash flows used to determine the discount rate assumed that plan member contributions will be made at the actuarial determined contributions rates from employers and employees. Based on those assumptions, the pension plans' fiduciary net position was projected to be available to make all projected future benefit payments of current plan members. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the total pension liability. Following are the discount rates as of June 30, 2022 and 2021:

June 30, 2022:

General employees'	Firefighters'	Police officers'
7.00%	6.71%	6.69%

June 30, 2021:

General employees'	Firefighters'	Police officers'
7.25%	7.41%	7.41%

Sensitivity of the Net Pension Liability to Changes in the Discount Rate

The following presents the net pension liability of the Plans, calculated using the discount rates for each Plan as of June 30, 2022 and 2021, respectively, as well as what the Plan net pension liability would be if it were calculated using a discount rate that is 1-percentage point lower or 1-percentage point higher than the current rate (dollars in thousands):

	2022		
	1% Decrease 6.00%	**Current discount rate 7.00%**	**1% Increase 8.00%**
General Employees'	$ 535,248	321,168	140,465
Department's Proportionate Share	60,055	36,035	15,760
	1% Decrease 5.71%	**Current discount rate 6.71%**	**1% Increase 7.71%**
Firefighters'	$ 276,550	132,587	15,441
Department's Proportionate Share	63,607	30,495	3,551
	1% Decrease 5.69%	**Current discount rate 6.69%**	**1% Increase 7.69%**
Police Officers'	$ 403,911	166,025	26,445
Department's Proportionate Share	32,313	13,283	2,116

		2021		
		1% Decrease 6.25%	Current discount rate 7.25%	1% Increase 8.25%
General Employees'	$	806,409	602,267	429,592
Department's Proportionate Share		90,479	67,574	48,200

		1% Decrease 6.41%	Current discount rate 7.41%	1% Increase 8.41%
Firefighters'	$	404,035	274,280	168,243
Department's Proportionate Share		92,928	63,084	38,696
Police Officers'	$	584,512	374,478	204,121
Department's Proportionate Share		46,761	29,958	16,330

Actuarial Assumptions

The actuarially determined contribution rates are calculated as of June 30, one year prior to the end of the fiscal year in which contributions are reported. The following actuarial methods and assumptions were used to determine the contribution rate for 2022 and 2021 are as follows:

	General employees'	Firefighters'	Police officers'
Valuation date:			
2022	July 1, 2020	July 1, 2020	July 1, 2020
2021	July 1, 2019	July 1, 2019	July 1, 2019
Actuarial cost method	Entry age	Entry age normal	Entry age normal
Amortization method	Level percentage, closed	Level percentage, closed	Level percentage, closed
Remaining amortization period	21 years	21 years	21 years
Asset valuation method	Market value	Market value	Market value
Inflation rate			
2022	2.25 %	2.25 %	2.25 %
2021	2.25	2.25	2.25
Salary increases			
2022	3.00	3.00 - 10.00	3.00 - 10.00
2021	3.00	3.00 - 10.00	3.00 - 10.00
Investment rate of return			
2022	7.00	6.71	6.69
2021	7.25	7.41	7.41

For the General Employees' Plan, the pre-retirement mortality assumption was based on the approximate RP-2012 Blue Collar Employee Table, loaded by 15% for males and females. The post-retirement mortality assumption for healthy annuitants was based on the approximate RP-2012 Blue Collar Healthy Annuitant Table, loaded by 15% for males and females. The mortality assumption for disabled retirees was based on the approximate RP-2012 Disabled Retiree Table, loaded by 15% for males and females.

For the Firefighters' and Police Officers' Pension Plans the mortality assumption was changed from the RP-2000 Blue Collar Mortality Table, with full generational improvements in mortality using Scale AA to the PUB-2010 Public Safety Mortality Table with generational mortality projects using Scale MP-2020.

Pension Expense and Deferred Outflows and Deferred Inflows of Resources Related to Pensions

For the years ended June 30, 2022 and 2021, the City recognized approximately ($61.4) million and approximately $89.8 million in pension expense, respectively. The Department's proportionate share of pension expense was ($7.3) million and $12.8 million related to the Plans, respectively.

Deferred outflows of resources were related to demographic gains/losses, assumption changes, differences between projected and actual investment earnings, and contributions made after the measurement date. They are amortized over the average of the expected remaining service life of active and inactive members, which is approximately five years, with the exception of contributions made after the measurement date which are recognized in the subsequent fiscal year. The first year of amortization is recognized as pension expense with the remaining years shown as a deferred outflow of resources.

Deferred inflows of resources were related to assumption changes, change between projected and actual experience in the total pension liability, demographic gains/losses, and the net difference between projected and actual pension investment earnings.

See the following table for deferred outflows and inflows of resources related to the pension plans for the Department (in thousands):

	2022		2021	
	Deferred outflows	Deferred inflows	Deferred outflows	Deferred inflows
General Employees':				
Contributions subsequent to the measurement date	$ 5,806	—	5,471	—
Assumption changes	4,140	—	—	2,662
Net difference between projected and actual experience in total pension	—	835	—	—
Changes in proportion and differences between employer's contribution and proportionate share of contributions	—	758	—	1,137
Net difference between projected and actual pension investment earnings	—	26,189	2,258	1,926
Firefighters':				
Contributions subsequent to the measurement date	6,354	—	5,664	—
Demographic gain/loss	2,469	9,187	3,310	9,207
Assumption changes	12,910	982	3,960	1,312
Net difference between projected and actual pension investment earnings	—	29,103	5,575	—
Police Officers':				
Contributions subsequent to the measurement date	3,320	—	2,857	—
Demographic gain/loss	1,106	3,822	1,575	4,933
Assumption changes	7,186	642	1,620	868
Net difference between projected and actual pension investment earnings	—	16,456	3,062	—
Total	$ 43,291	87,974	35,352	22,045

Contributions subsequent to the measurement date for each of the pension plans total $15,480 as of June 30, 2022 and will be recognized in pension expense during the year ended June 30, 2022. The remaining amount of deferred outflows and deferred inflows of resources related to pensions that will be recognized in pension expense by the Department during the next five years ended June 30, and thereafter are as follows (in thousands):

		Net deferred outflows/ inflows
General Employees':		
2023	$	(6,034)
2024		(5,211)
2025		(5,067)
2026		(7,330)
	$	(23,642)
Firefighters':		
2023	$	(5,491)
2024		(4,707)
2025		(6,022)
2026		(7,727)
2027		530
Thereafter		(476)
	$	(23,893)
Police Officers':		
2023	$	(3,140)
2024		(2,881)
2025		(3,117)
2026		(3,991)
2027		509
Thereafter		(8)
	$	(12,628)
Total	$	(60,163)

Defined Contribution Plan

Atlanta, Georgia Code of Ordinances Section 6-2(c) sets forth the City's General Employees' Defined Contribution Plan. The Plan provides funds at retirement for employees of the City and in the event of death, provides funds for their beneficiaries, through an arrangement by which contributions are made to the Plan by employees and the City. The current contribution of the City is 6% of employee payroll. Employees also make a mandatory pretax contribution of 6%

plus have the option to contribute amounts up to the amount legally limited for retirement contributions.

Each employee directs how the funds in their retirement account shall be invested. The employee may direct lump sum distributions from their retirement account upon separation from the City, death, disability (pursuant to the City's disability retirement provisions), or retirement.

City of Atlanta has a contract with Prudential for managing the 401(a) Defined Contribution Plan, 457(b) and 457 Roth Deferred Compensation Plans (collectively, the "Contribution Plans"). Under the current contract, Prudential uses an Accumulation Net Unit Value (NUV) pricing of investments instead of the Net Asset Value (NAV). Both are units of value used to determine the daily worth of participant accounts. NAV is the measure of value for shares of a mutual fund, while NUV is the measure of value for units of a Separate Account.

All modifications to the Contribution Plan, including contribution requirements, must receive the recommendations and advice from the offices of the Chief Financial Officer and the City Attorney, respectively. Each pension law modification must be adopted by at least two-thirds vote of the City Council and be approved by the Mayor.

All new employees, hired after July 1, 2001, who previously would have been enrolled in the General Employees' Defined Benefit Plan, were enrolled in the General Employees' Defined Contribution Plan.

During 2002, persons employed prior to July 1, 2001 were given the option to transfer to the General Employees' Defined Contribution Plan.

Effective September 1, 2005, classified employees and certain non-classified employees pay grade 18 and below then enrolled in the General Employees' Defined Contribution Plan had the one-time option of transferring to the General Employees' Pension Plan. Classified employees and certain non-classified employees pay grade 18 and below, not covered by either the Police Officers' or Firefighters' Pension Plans, hired after September 1, 2005 are required to become members of the General Employees' Pension Plan.

Amendments to Defined Contribution Plan

Employees hired on or after September 1, 2011, who are either sworn members of the Police Department or the Fire Rescue Department, or who are below payroll grade 19, or its equivalent, are required to participate in the mandatory defined contribution component that will include a mandatory employee contribution of 3.75% of salary and be matched 100% by the City. Additionally, these employees may voluntarily contribute up to an additional 4.25% of salary, which will also be matched 100% by the City. Employees vest in the amount of the City's contributions at a rate of 20% per year and become fully vested in the City's contributions after five years of participation.

As of June 30, 2022, there were 1,814 participants in the General Employees' Defined Contribution Plan. The covered payroll for employees in the Plan was $124.4 million. Employer contributions for the year ended June 30, 2022 were $15.3 million and employee contributions were $13.9 million or 23.5% of covered payroll.

As of June 30, 2021, there were 1,682 participants in the General Employees' Defined Contribution Plan. The covered payroll for employees in the Plan was $122.0 million. Employer contributions for the year ended June 30, 2021 were $14.4 million and employee contributions were $13.5 million or 22.8% of covered payroll.

The General Employees' Defined Contribution Plan uses the accrual basis of accounting. Investments are reported at fair value, based on quoted market prices and there were no nongovernmental individual investments exceeding 5% of the net position of the Plan.

Other Postemployment Benefit Plan

Plan Description

The City of Atlanta Retiree Healthcare Plan (Plan) is a single-employer defined benefit healthcare plan which provides Other Postemployment Benefits (OPEB) to eligible retirees, dependents and their beneficiaries. The Plan was established by legislative acts and functions in accordance with existing City laws. The Plan provides members upon eligible retirement, with lifetime healthcare, prescription drug, dental, and life insurance benefits. Separate financial statements are not prepared for the OPEB Plan.

Funding Policy

The City is not required by law or contractual agreement to provide funding for OPEB other than the pay-as-you-go amounts necessary to provide current benefits to retirees, eligible dependents, and beneficiaries. For the fiscal years ended June 30, 2022 and 2021, the City made $44.0 million and $47.3 million, respectively,"pay-as-you-go" benefit payments on behalf of the Plan. Retiree contributions vary based on the plan elected, dependent coverage and Medicare eligibility. Eligible retirees receiving benefits contributed $16.4 million and $15.9 million in fiscal years 2022 and 2021, respectively, through their required contributions.

For the fiscal years ended June 30, 2022 and 2021, the Department made $5.1 million and $5.7 million, respectively, "pay-as-you-go" payments on behalf of the Plan.

Description of Benefit Terms

Early Retirement:

General Employees

Any age with 10 years of creditable service (if hired prior to July 1, 2010)
Any age with 15 years of creditable service (if hired prior to September 1, 2011)
Age 52 with 15 years of creditable service (if hired after August 31, 2011)

Police Officers and Firefighters

Any age with 10 years of creditable service (if hired prior to July 1, 2010)
Any age with 15 years of creditable service (if hired prior to September 1, 2011)
Age 47 with 15 years of creditable service (if hired after August 31, 2011)

Normal Retirement:

General Employees

Age 65 regardless of service (all employees)
Age 60 with 5 years of service (if hired prior to July 1, 2010)
Age 60 with 10 years of service (if hired prior to September 1, 2011)
Age 62 with 10 years of service (if hired prior to August 31, 2011)

Police Officers and Firefighters

Any age with 30 years of service (only if covered by the 2005 Amendment)
Age 55 with 5 years of service (if hired prior to July 1, 2010)
Age 55 with 10 years of service (if hired prior to July 1, 2011)
Age 57 with 10 years of service (if hired after June 30, 2011)
Age 65 with 5 years of service (all employees)

Benefit Types:

Benefits:	Medical, prescription drug, dental, and life insurance.
Duration of coverage:	Lifetime.
Dependent Benefits:	Medical, prescription drug, dental, and life insurance.
Dependent Coverage:	Lifetime.

OPEB Liability

The total OPEB liability as of June 30, 2022 and 2021 was measured as of June 30, 2021 and 2020, respectively. The measurement was based on the July 1, 2019 actuarial valuation rolled forward to June 30, 2021 and the July 1, 2019 actuarial valuation rolled forward to June 30, 2020, respectively, using standard roll-forward techniques. The City's OPEB liability at June 30, 2022 and 2021 is as follows (dollars in thousands):

	2022	2021
Total OPEB liability	$ 884,364	$ 888,700
Plan fiduciary net position	—	—
OPEB liability	$ 884,364	$ 888,700

The total OPEB liability is allocated among the City's general government, the Department of Aviation, the Department of Watershed Management and Other Non-major Enterprise Funds.

The Department's proportionate share of the total OPEB liability at June 30, 2022 and 2021 are as follows (dollars in thousands):

Plan Year	Department's proportion of the total OPEB liability	Department's proportionate share of the total OPEB liability
2021	11.48 %	$ 104,543
2022	11.32	$ 99,939

Changes in Total OPEB Liability

The changes in total OPEB liability as of June 30, 2022 and 2021 are as follows (dollars in thousands):

	Increase (decrease) Total OPEB liability
Balances at June 30, 2021	$ 888,700
Changes for the year:	
Service cost	30,018
Interest growth	19,820
Difference between expected and actual experience	28,505
Changes in assumptions	(38,660)
Benefit payments	(44,020)
Net changes	(4,337)
Balances at June 30, 2022	$ 884,363

		Increase (decrease)
		Total OPEB liability
Balances at June 30, 2020	$	992,098
Changes for the year:		
Service cost		21,113
Interest growth		34,641
Difference between expected and actual experience		(25,587)
Changes in assumptions		(86,222)
Change in benefits		—
Benefit payments		(47,343)
Net changes		(103,398)
Balances at June 30, 2021	$	888,700

Discount Rate

The discount rate used to measure the total OPEB liability was 2.21% and 3.50% for fiscal year 2022 and 2021, respectively. The discount rate is based on a rate of return based on an index rate for 20-year, tax-exempt general obligation municipal bonds with an average rating of AA/Aa or higher.

Sensitivity of the Total OPEB Liability to Changes in the Discount Rate

The following presents the total OPEB liability calculated using the discount rate as of June 30, 2022 and 2021, as well as what the total OPEB liability would be if it were calculated using a discount rate that is 1-percentage point lower or 1-percentage point higher than the current rate (dollars in thousands):

		2022		
		1% Decrease 1.16%	Current discount rate 2.16%	1% Increase 3.16%
Total OPEB Liability	$	1,026,794	884,364	770,362
Department's Proportionate Share		115,906	99,939	87,142

		2021		
		1% Decrease 2.50%	Current discount rate 3.50%	1% Increase 4.50%
Total OPEB Liability	$	1,031,958	888,700	773,893
Department's Proportionate Share		121,290	104,543	91,109

Sensitivity of the Total OPEB Liability to Changes in the Healthcare Trend

The following presents the total OPEB liability calculated using the current healthcare cost trend rate as of June 30, 2022 and 2021, as well as what the total OPEB liability would be if it were calculated using a healthcare cost trend rate that is 1-percentage point lower or 1-percentage point higher than the current rate (dollars in thousands):

	2022		
	1% Decrease in trend rate	**Current trend rate**	**1% Increase in trend rate**
Total OPEB Liability	$ 865,427	884,364	1,149,306
Department's Proportionate Share	86,359	99,939	117,133

	2021		
	1% Decrease in trend rate	**Current trend rate**	**1% Increase in trend rate**
Total OPEB Liability	$ 865,427	888,701	1,149,306
Department's Proportionate Share	91,184	104,543	121,335

Actuarial Assumptions

The following actuarial methods and assumptions were used to determine the total OPEB liability for 2021 are as follows:

	2022	**2021**
Valuation date	June 30, 2020	June 30, 2019
Measurement date	June 30, 2021	June 30, 2020
Reporting date	June 30, 2022	June 30, 2021
Inflation rate	2.25%	2.25%
Salary increases for firefighters and police	4.00%	4.00%
Salary increases for general employees	3.50%	3.50%
Discount rate	2.16%	2.21%

The mortality rates were based on the RP2000 Combined Healthy Mortality Table for males and females with generational projection using Scale AA. Healthcare costs and trend rates were 16% graded down to 6.75% for medical, (1.9)% graded up to 4.50% for Medicare Advantage, and 16% graded down to 3.00% for dental.

OPEB Expense and Deferred Outflows and Deferred Inflows of Resources Related to OPEB

For the year ended June 30, 2022 and 2021, the City recognized an OPEB benefit of $31.4 million and $13.8 million, respectively. The Department's proportionate share of OPEB benefit was $2.6 million and $0.4 million, respectively.

Deferred outflows of resources were related to differences between expected and actual experience. The difference between expected and actual experience is amortized over five years. The first year of amortization is recognized as OPEB expense with the remaining years shown as a deferred outflow of resources.

See the following table for deferred outflows and inflows of resources related to the OPEB plan for the Department (dollars in thousands):

	2022		2021	
	Deferred outflows	Deferred inflows	Deferred outflows	Deferred inflows
Net difference between expected and actual experience	$ 7,377	2,990	8,169	3,790
Changes of assumptions	1,366	21,572	1,903	31,876
Changes in proportionate share	2,920	6,829	5,539	4,427
Contributions subsequent to measurement date	5,262	—	—	—
Total	$ 16,925	31,391	15,611	40,093

Contributions subsequent to the measurement date of $5,262 as of June 30, 2022 will be recognized in pension expense during the year end June 30, 2023.

The deferred outflows and deferred inflows of resources related to OPEB that will be recognized in OPEB expense by the Department during the next five years ended June 30, are as follows (dollars in thousands):

		Net deferred outflows/inflows
2023	$	(9,866)
2024		(2,893)
2025		(2,893)
2026		(3,102)
2026		(2,190)
	$	(19,728)

Deferred Compensation Plan

The City has adopted a deferred compensation plan in accordance with the 1997 revision of Section 457 of the Internal Revenue Code. The plan, available to all Department employees, allows an employee to voluntarily defer up to 25% of his/her gross compensation, not to exceed certain limits per year. Each participant selects one of three insurance providers to administer the investments of the deferred funds. All administrative costs of the plan are deducted from the participants' accounts. The plan assets are held in custodial accounts for the exclusive benefit of the plan participants and their beneficiaries, and are therefore, not included in the City's nor the Department's financial statements.

(9) Risk Management

(a) General

The City purchases a variety of insurance policies, including but not limited to all risks property and specific liability policies. The City also purchases distinct and separate insurance policies for the Airport, including but not limited to property, Airport owner's and operator's liability, and environmental liability. The policy limits are established in order to maximize potential recovery via insurance in the event of loss. Policy limits may range up to $1 billion based on exposure to loss, and policies are subject to a range of deductibles.

The City also administers an Owner Controlled Insurance Program (OCIP) that provides insurance coverage for enrolled contractors for certain construction projects at the Airport. These policies include but are not limited to builder's risk, general liability, workers' compensation, and pollution liability.

Insurance requirements are established with contractors and consultants that do business with the City based on the scope of services and nature of the project(s). Contractors and consultants are generally required to maintain certain types of insurance coverage including but not limited to general liability, automobile liability, workers' compensation, and professional liability.

The City maintains an enterprise wide cyber insurance policy and a separate $5 million cyber insurance policy and a $15 million excess cyber insurance coverage for the Department of Aviation which remained in effect from March 1, 2022, through March 1, 2023.

The City is self-insured for workers’ compensation, parts of the medical and dental plan, and general claims liabilities. The City pays for such claims as they become due. These claims liabilities are accounted for in the City's general fund and the applicable enterprise funds. Claims generated by governmental funds expected to be paid subsequent to one year are recorded only in the City’s government-wide financial statements.

(b) Workers’ Compensation

The City’s workers’ compensation liability is calculated by an outside actuary. Liabilities are reported as part of accrued expenses when it is probable a loss has occurred and the amount can be reasonably estimated including amounts for claims incurred but not yet reported. The calculation of the present value of future workers’ compensation liabilities, as calculated by the outside actuary, is based on a discount rate of 3.5% for both 2022 and 2021.

The City has an annual excess insurance policy with a $5 million per occurrence retention with no annual aggregate coverage.

Changes in the balances of the liabilities for workers' compensation attributable to the Department during 2022, 2021, and 2020 were as follows (in thousands):

	Beginning of year	Current year claims and changes in estimates	Claim payments	End of year
Workers' compensation:				
2022	$ 2,401	2,088	(895)	3,594
2021	1,903	969	(471)	2,401
2020	2,471	(403)	(165)	1,903

(c) Health and Dental Insurance

The City’s Health plan under Anthem Point of Service and its dental (Anthem PPO High/Low option) are fully insured. The Kaiser HMO, Aetna Dental DHMO and UHC vision plan are fully insured. The City’s health and dental liability is calculated by an outside actuary firm. Liabilities are reported when it is probable that a loss has occurred and the amount of the loss can be reasonably estimated. Liabilities include an amount for claims that have been incurred but not reported.

The City participates in the State Subsequent Injury Trust Fund, a public entity managed by the State of Georgia. The pool is designed to provide insurance coverage for employees who are hired with previous medical conditions. Historically, premiums have not been significant.

(10) Commitments and Contingencies

(a) Commitments

The Department has several significant construction projects budgeted. As of June 30, 2022 and 2021, the Department was contractually obligated to expenditures of approximately $990.3 million and $927.2 million, respectively, related to these projects.

(b) Grants from Other Governmental Units

Federal governmental grants represent an important source of supplementary funding, primarily for the Airport's noise abatement program. Amounts received or receivable from grantor agencies are subject to audit and adjustment by such agencies, principally the federal government. Any disallowed claims, including amounts already collected, may constitute a liability of the Department. The amount, if any, of expenditures that may be disallowed by the grantor cannot be determined at this time although the Department expects such amounts, if any, to be immaterial.

(c) Litigation

The Department is subject to various lawsuits and proceedings arising in the ordinary conduct of its affairs and has been named as defendant in several lawsuits claiming personal and property damages. The City has also been named as a defendant in various lawsuits concerning alleged noise disturbance at the Airport. The City is working with most of the property owners to settle these claims through its noise abatement program, which consists of insulating homes and purchasing aviation easements. The nature of the Department's operations and the matters currently being alleged are such that similar suits may be filed in the future. In the opinion of the City Attorney, the outcome of these matters will not have a material adverse effect on the Department's financial position.

(d) Environmental Obligation

In an Assignment, Assumption and Release Agreement and Claim Resolution Agreement dated February 25, 2011, the City entered into settlement agreements with Northwest Airlines and the Georgia Environmental Protection Division (EPD) to settle all claims in exchange for transfer and assumption of environmental obligations at the Leased Space formerly between Northwest Airlines and the Georgia EPD. As of June 30, 2022 and 2021, a restricted current asset and accrued expense is recorded for approximately $5.1 million, as a result of this settlement.

(e) Compliance with Finance Related Legal and Contractual Provisions

In 2019, the City received notice from the Securities and Exchange Commission that it is investigating the expenditure and use of Airport revenue and local taxes on aviation fuel, grant compliance, and the preparation and transmission of the Airport's Annual Comprehensive Financial Report. The City has received a subpoena and continues to cooperate with the investigation, but is unable to predict the ultimate resolution.

(11) Impact of COVID-19 Pandemic

Historical patterns of passenger and cargo traffic at the Airport were disrupted by the COVID-19 pandemic beginning in February 2020. Since then, work-at-home requirements, mandated closures of offices and businesses, and other restrictions imposed to contain the pandemic caused unprecedented reductions in airline travel at the Airport and nearly all other U.S. airports. In April 2020, enplaned passengers was only 5% of the pre-pandemic April 2019 number. By December 2020, the number had recovered to 40% of the December 2019 number, and by July 2021 during the peak summer travel season, had recovered 80% of the July 2019 number.

Reductions in air travel demand caused by the COVID-19 pandemic resulted in unprecedented airline industry losses. These losses were partially mitigated by federal aid provided under the Coronavirus Aid, Relief, and Economic Security (CARES) Act enacted in March 2020. Under the CARES Act, $338.5 million was awarded to the Department of which $142.8 million, $114.8 million and $80.9 million was expended for fiscal years, 2022, 2021 and fiscal year 2020, respectively.

On December 2020, the Coronavirus Response and Relief Supplemental Appropriations Act (the "CRRSA Act") was signed by the president and provided direct aid to prevent, prepare for and respond to the COVID-19 pandemic, including the provision of relief from rent and minimum annual guarantees ("MAGs") for eligible airport concessions. The Airport received $75.8 million and $11.5 million being awarded to the Department for operations and concessions, respectively. At the end of fiscal year 2022 $11.5M was requested and pending receipt.

Additional federal economic funding was provided through the American Rescue Plan Act (ARPA) of which $324.2 million and $45.8 million was allocated to the Airport for operations and concessions, respectively to mitigate the impact of the COVID-19 pandemic. During FY2022, $50M was expended.

(12) Subsequent Events

The Department has evaluated subsequent events from the statement of net position date through December 22, 2022, the date at which the financial statements were available to be issued, and determined the following matter requiring disclosure.

On July 6, 2022, the City entered into forward delivery agreements for an Airport Passenger Facility Charge and Subordinate Lien General Revenue Forward Delivery Refunding Bond, Series 2023FWD-A-1 (Non-AMT) (the "Series 2023FWD-A-1 Bond") and its Airport Passenger Facility Charge and Subordinate Lien General Revenue Forward Delivery Refunding Bond, Series 2023FWD-A-2 (Non-AMT) (the "Series 2023FWD-A-2 Bond" to execute a direct purchase on or about October 3, 2023. These will refund outstanding bonds for savings.

On July 19, 2022 a portion of the 2022 Bond Issuance paid off the 2019 Commercial Program of $326M, leaving a remaining balance of $128,960,000.

On August 1, 2022, the City executed a Letter of Credit Agreement with Bank of America N.A., PNC Bank N.A and J.P. Morgan in the aggregate principal amount of $950,000,000. Subsequently, $128,960,000 of the 2019 Commercial Program was refinanced to the new Commercial Program.

APPENDIX C

DEFINITIONS OF CERTAIN TERMS

In addition to terms defined elsewhere in this Official Statement, the following defined terms are used throughout this Official Statement with the meanings below.

Terms Defined in the Master Bond Ordinance

"Accreted Value" means, with respect to each Compound Interest Bond, the principal amount of such Compound Interest Bond, plus, on the date of calculation, the interest accrued thereon to such date compounded at the interest rate thereof on each compounding date contained in such Compound Interest Bond, and, with respect to any calculation on a date other than a compounding date, the Accreted Value means the Accreted Value as of the preceding compounding date plus interest on such amount from such compounding date to the date of calculation at a rate equal to the interest rate on such Compound Interest Bond.

"Additional Bonds" means Bonds issued pursuant to the Master Bond Ordinance. The term "Additional Bonds" includes Senior Lien Bonds, Subordinate Lien Bonds and Hybrid Bonds.

"*Additional Interest*" means, for any period during which any Pledged Bonds are owned by a Credit Issuer pursuant to a Credit Facility or Credit Facility Agreement, the amount of interest accrued on such Pledged Bonds at the Pledged Bond Rate less the amount of interest which would have accrued during such period on an equal principal amount of Bonds at the Bond Rate.

"Annual Budget" means the annual budget of the City relating to the Airport (which shall specify all costs, obligations, and expenses properly allocable to the Airport), as amended or supplemented in accordance with established procedures of the City, adopted or in effect for a particular Fiscal Year.

"Balloon Bonds" means any series of Bonds 25% or more of the original principal amount of which (i) is due in any 12-month period or (ii) may, at the option of the Bondholders, be required to be redeemed, prepaid, purchased directly or indirectly by the City, or otherwise paid in any 12-month period; provided that, in calculating the principal amount of such Bonds due or required to be redeemed, prepaid, purchased, or otherwise paid in any 12-month period, such principal amount shall be reduced to the extent that all or any portion of such amount is required to be redeemed or amortized prior to such 12-month period.

"Balloon Date" means any Principal Maturity Date or Put Date for Balloon Bonds in a Balloon Year.

"Balloon Year" means any 12-month period in which more than 25% of the original principal amount of related Balloon Bonds mature or are subject to mandatory redemption or could, at the option of the Bondholders, be required to be redeemed, prepaid, purchased directly or indirectly by the City, or otherwise paid.

"Bond Counsel" means any firm of nationally recognized bond counsel experience in matters relating to tax-exempt financing retained by the City.

"Bond Register" means the registration books maintained and to be maintained by the Bond Registrar.

"Bond Registrar" means any bank or trust company designated as such by the City in the Master Bond Ordinance with respect to any of the Bonds. Such Bond Registrar shall perform the duties required of the Bond Registrar in the Master Bond Ordinance.

"*Bondholders*" or "*holder*" means the registered owner of one or more Bonds.

"Bonds" means any revenue bonds authorized by and authenticated and delivered pursuant to the Master Bond Ordinance, including any Additional Bonds.

"CFC Revenues" means the CFC collections to be received by the City pursuant to Ordinance No. 04-O-2116 adopted by the City on December 6, 2004, as supplemented by Ordinance 05-O-1510 adopted by the City on September 19, 2005.

"Code" means the Internal Revenue Code of 1986, as amended, and any applicable regulations thereunder.

"Commercial Paper Notes" means Balloon Bonds of the City in the form of notes with a maturity of not more than 270 days from the date of issuance and which are issued and reissued from time to time pursuant to a commercial paper program established by the City pursuant to a Supplemental Ordinance.

"Compound Interest Bonds" means Bonds that bear interest which is calculated based on periodic compounding, payable only at maturity or earlier redemption.

"Construction Fund" means the City of Atlanta Airport Construction Fund established in the Master Bond Ordinance.

"Contracts" means all Credit Facility Agreements, including any related Reimbursement Obligations, all agreements with respect to Reserve Account Credit Facilities, including any related Reimbursement Obligations, all Qualified Hedge Agreements, and any agreement made pursuant to the provisions of the Master Bond Ordinance governing Released Revenues.

"Credit Facility" means any letter of credit, insurance policy, guaranty, surety bond, standby bond purchase agreement, line of credit, revolving credit agreement, or similar obligation, arrangement, or instrument issued by a bank, insurance company, or other financial institution that is used by the City to perform one or more of the following tasks: (i) enhancing the City's credit by assuring owners of any of the Bonds that principal of and interest on such Bonds will be paid promptly when due; (ii) providing liquidity for the owners of Bonds through undertaking to cause Bonds to be bought from the owners thereof when submitted pursuant to an arrangement prescribed by a Supplemental Bond Ordinance; or (iii) remarketing any Bonds so submitted to the Credit Issuer (whether or not the same Credit Issuer is remarketing the Bonds). The term "Credit Facility" shall not include a Reserve Account Credit Facility.

"Credit Facility Agreement" means an agreement between the City and a Credit Issuer pursuant to which the Credit Issuer issues a Credit Facility and may include a related

Reimbursement Obligation. The term "Credit Facility Agreement" shall not include an agreement with respect to a Reserve Account Credit Facility.

"Credit Issuer" means any issuer of a Credit Facility then in effect for all or part of the Bonds. The term "Credit Issuer" shall not include any Reserve Account Credit Facility Provider. Whenever in the Master Bond Ordinance the consent of the Credit Issuer is required, such consent shall only be required from the Credit Issuer whose Credit Facility is issued with respect to the Bonds for which the consent is required.

"Debt Service Requirement" means the total principal and interest coming due, whether at maturity or upon mandatory redemption, in any specified period, provided:

(i) If any Bonds Outstanding or proposed to be issued shall bear interest at a Variable Rate, including Hedged Bonds if the interest thereon calculated as set forth below is expected to vary and Bonds secured by a Credit Facility if the interest thereon calculated as set forth below is expected to vary, the interest coming due in any specified future period shall be determined as if the Variable Rate in effect at all times during such future period equaled, at the option of the City, either (a) the average of the actual Variable Rates which were in effect (weighted according to the length of the period during which each such Variable Rate was in effect) for the most recent 12-month period immediately preceding the date of calculation for which such information is available (or shorter period if such information is not available for a 12-month period), or (b) the current average annual fixed rate of interest on securities of similar quality having a similar maturity date as certified by a Financial Advisor.

(ii) If any Compound Interest Bonds are Outstanding or proposed to be issued, the total principal and interest coming due in any specified period shall be determined in accordance with the Supplemental Bond Ordinance of the City authorizing such Compound Interest Bonds.

(iii) With respect to any Bonds secured by a Credit Facility, the Debt Service Requirement therefor shall include (a) any commission or commitment fee obligations with respect to such Credit Facility, (b) the outstanding amount of any Reimbursement Obligation and interest thereon, (c) any Additional Interest owed on Pledged Bonds, and (d) any remarketing agent fees; provided if (x) the Credit Facility requires the Credit Issuer to make all interest payments on the Bonds, (y) the Reimbursement Obligation provides for payments by the City or the Credit Issuer based on levels of, or changes or differences in, interest rates, currency exchange rates, or stock or other indices, and (z) the Credit Issuer, upon the execution of the Credit Facility Agreement, would qualify as a Qualified Hedge Provider if the Credit Facility Agreement were to be construed as a Hedge Agreement and the related Bonds as Hedged Bonds, then interest on such Bonds shall be calculated by adding (1) the amount of interest payable on such Bonds pursuant to their terms and (2) the amount of payments for interest to be made by the City under the Credit Facility Agreement, and subtracting (3) the amounts payable by the Credit Issuer to the City or as interest on such Bonds as specified in the Credit Facility Agreement; but only to the extent the Credit Issuer is not in default under the Credit Facility and if such default has occurred and is continuing, interest on such Bonds shall be calculated as if there were no Credit Facility.

(iv) With respect to any Hedged Bonds, the interest on such Hedged Bonds during any Hedge Period and for so long as the provider of the related Hedge Agreement has not defaulted on its payment obligations thereunder shall be calculated by adding (a) the amount of interest payable by the City on such Hedged Bonds pursuant to their terms and (b) the amount of Hedge Payments payable by the City under the related Hedge Agreement and subtracting (c) the amount of Hedge Receipts payable by the provider of the related Hedge Agreement at the rate specified in the related Hedge Agreement; provided, however, that to the extent that the provider of any Hedge Agreement is in default thereunder, the amount of interest payable by the City on the related Hedged Bonds shall be the interest calculated as if such Hedge Agreement had not been executed. In determining the amount of Hedge Payments or Hedge Receipts that are not fixed throughout the Hedge Period (i.e., which are variable), payable or receivable for any future period, such Hedge Payments or Hedge Receipts for any period of calculation (the "Determination Period") shall be computed by assuming that the variables comprising the calculation *(e.g.,* indices) applicable to the Determination Period are equal to the average of the actual variables which were in effect (weighted according to the length of the period during which each such variable was in effect) for the most recent 12-month period immediately preceding the date of calculation for which such information is available (or shorter period if such information is not available for a 12-month period).

(v) For the purpose of calculating the Debt Service Requirement on Balloon Bonds (a) which are subject to a Commitment or (b) which do not have a Balloon Year commencing within 12 months from the date of calculation, such bonds shall be assumed to be amortized in substantially equal annual amounts to be paid for principal and interest over an assumed amortization period of 20 years at an assumed interest rate (which shall be the interest rate certified by a Financial Advisor to be the interest rate at which the City could reasonably expect to borrow the same amount by issuing Bonds with the same priority of lien as such Balloon Bonds and with a 20-year term); provided, however, that if the maturity of such bonds (taking into account the term of any Commitment) is in excess of 20 years from the date of issuance, then such Bonds shall be assumed to be amortized in substantially equal annual amounts to be paid for principal and interest over an assumed amortization period of years equal to the number of years from the date of issuance of such Bonds to maturity (including the

Commitment) and at the interest rate applicable to such Bonds. For the purpose of calculating the Debt Service Requirement on Balloon Bonds (x) which are not subject to a Commitment and (y) which have a Balloon Year commencing within 12 months from the date of calculation, the principal payable on such Bonds during the Balloon Year shall be calculated as if paid on the Balloon Date.

(vi) The principal of and interest on Bonds, amounts for interest under a Credit Facility and Hedge Payments shall be excluded from the determination of Debt Service Requirement to the extent that the same were or are expected to be paid with amounts on deposit on the date of calculation (or Bond proceeds to be deposited on the date of issuance of proposed Bonds) in a fund under the Master Bond Ordinance.

(vii) For all calculations, annual or semiannual Bond payments due in a Fiscal Year, including any amounts due on the first day of such Fiscal Year, shall be included as part of the Debt Service Requirement of the immediately preceding Fiscal Year if it is expected that deposits for such payments will be made during such immediately preceding Fiscal Year to funds established under the Bond Ordinance.

(viii) For the purpose of calculating the Debt Service Requirement of Balloon Bonds which are issued in the form of Commercial Paper Notes the interest rate assumed in such calculation shall be the rate quoted as The Bond Buyer 25 Revenue Bond Index for the last week of the month immediately preceding the date of calculation, as published in The Bond Buyer, or if that index is no longer published, another similar index selected by the City, or if the City fails to select a replacement index, that interest rate certified by a Financial Advisor to be the interest rate at which the City could reasonably expect to borrow the same amount by issuing Bonds with the same priority of lien as such Commercial Paper Notes with the same term.

"Debt Service Reserve Account" means the Debt Service Reserve Account within the Sinking Fund established in the Master Bond Ordinance.

"Debt Service Reserve Requirement" means an amount determined from time to time by the City as a reasonable reserve for the payment of principal of and interest on the Bonds for which a subaccount in the Debt Service Reserve Account is created or added to pursuant to a Supplemental Bond Ordinance.

"Department of Aviation" means the department of the City responsible for operating the Airport.

"Event of Default" means any of the events defined as such in Article VII of the Master Bond Ordinance. See also, Appendix D, under the caption "Events of Default and Remedies."

"FAA" means the Federal Aviation Administration.

"Financial Advisor" means an investment banking or financial advisory firm, commercial bank, or any other Person who or which is retained by the City for the purpose of passing on questions relating to the availability and terms of specified types of Bonds and is actively engaged in and, in the good faith opinion of the City, has a favorable reputation for skill and experience in underwriting or providing financial advisory services in respect of similar types of securities.

"Fiscal Year" means the 12-month period used by the City for its general accounting purposes, as such period may be changed from time to time. The Fiscal Year as of the adoption of the Fifteenth Supplemental Bond Ordinance is the 12-month period ending on June 30 of each year.

"Forecast Period" means a period of two consecutive Fiscal Years commencing with the first full Fiscal Year beginning after the later of (i) the date on which any proposed series of Additional Bonds is to be issued or (ii) the date on which a substantial portion of the Project(s) to be financed with the proceeds of any proposed series of Additional Bonds is, in the judgment of the Airport Manager after consultation with the program manager for the Project(s), expected to be placed in continuous service, commercial operation or beneficial use.

"General Revenue Account" means the General Revenue Account within the Revenue Fund established in the Master Bond Ordinance.

"General Revenue Bonds" means Bonds secured by a Senior Lien on General Revenues.

"General Revenue Enhancement Subaccount" means the General Revenue Enhancement Subaccount within the General Revenue Account established in the Master Bond Ordinance.

"General Revenue Facilities" means the Airport, including PFC Facilities, but not including Special Purpose Facilities and Released Revenue Facilities.

"General Revenues" means all Revenues other than PFC Revenues, Special Purpose Revenues and Released Revenues.

"*Government Loans*" means loans to the City by the government of the United States or the State, or by any department, authority, or agency of either, for the purpose of acquiring, constructing, reconstructing, improving, bettering, or extending any part of the Airport.

"Hedge Agreement" means, without limitation, (i) any contract known as or referred to or which performs the function of an interest rate swap agreement, currency swap agreement, forward payment conversion agreement, or futures contract; (ii) any contract providing for payments based on levels of, or changes or differences in, interest rates, currency exchange rates, or stock or other indices; (iii) any contract to exchange cash flows or payments or series of payments; (iv) any type of contract called, or designed to perform the function of, interest rate floors, collars, or caps, options, puts, or calls, to hedge or minimize any type of financial risk, including, without limitation, payment, currency, rate, or other financial risk; and (v) any other type of contract or arrangement that the City determines is to be used, or is intended to be used, to manage or reduce the cost of any Bonds, to convert any element of any Bonds from one form to another, to maximize or increase investment return, to minimize investment return risk, or to protect against any type of financial risk or uncertainty.

"Hedged Bonds" means any Bonds for which the City shall have entered into a Qualified Hedge Agreement.

"*Hedge Payments*" means amounts payable by the City pursuant to any Hedge Agreement, other than termination payments, fees, expenses, and indemnity payments.

"*Hedge Payments Subaccount*" means the Hedge Payments Subaccount within the Payments Account established in the Master Bond Ordinance.

"*Hedge Period*" means the period during which a Hedge Agreement is in effect.

"*Hedge Receipts*" means amounts payable by any provider of a Hedge Agreement pursuant to such Hedge Agreement, other than termination payments, fees, expenses, and indemnity payments.

"Hybrid Bonds" means Bonds which are not Subordinate Lien Bonds and either (i) have no Senior Lien on any Revenues, (ii) have no lien on any Revenues, or (iii) have a Senior Lien on some Revenues in addition to a Subordinate Lien on some Revenues.

"Identified Revenue Account" means the Identified Revenue Account within the Revenue Fund established in the Master Bond Ordinance.

"Identified Revenue Bonds" means Bonds secured by a lien on one or more categories of Identified Revenues.

"Identified Revenues" means particular categories of General Revenues which have been identified in accordance with the Master Bond Ordinance.

"Investment Earnings" means all interest received on and profits derived from investments made with Revenues or any other moneys in the funds and accounts established under the Master Bond Ordinance.

"Maximum Annual Debt Service Requirement" means the largest aggregate Debt Service Requirement of Bonds secured by the applicable category of Revenues during any Sinking Fund Year beginning after the date of calculation.

"Net Revenues" means, for each category of Revenues, Revenues net of related Operating Expenses; provided for General Revenues, amounts in the General Revenue Enhancement Subaccount shall be taken into account as General Revenues, and for PFC Revenues, amounts in the PFC Revenue Enhancement Subaccount shall be taken into account as PFC Revenues.

"Net General Revenues" means General Revenues, including amounts in the General Revenue Enhancement Subaccount, net of related Operating Expenses.

"Noise Act" means the Airport Noise and Capacity Act of 1990, Pub. L. 101- 508, Title IX, Subtitle D, §§ 9301 to 9309, as amended from time to time.

"Operating and Maintenance Reserve Account" means the Operating and Maintenance Reserve Account within the Renewal and Extension Fund established in the Master Bond Ordinance.

"Operating Expenses" means all expenses reasonably incurred in connection with the operation, maintenance, repair, ordinary replacement and ordinary reconstruction of the Airport, including without limitation salaries, wages, the costs of materials, services and supplies, rentals of leased property, if any, management fees, utility costs, the cost of audits, Paying Agent's and Bond Registrar's fees, payment of premiums for insurance required by the Master Bond Ordinance and other insurance which the City deems prudent to carry on the Airport and its operations and personnel, and, generally, all expenses, exclusive of depreciation or amortization, which are properly allocable to operation and maintenance; however, only such expenses as are reasonably necessary or desirable for the proper operation and maintenance of the Airport shall be included. "Operating Expenses" also includes the City's obligation under any contract with any other political subdivision or public agency or authority of one or more political subdivisions pursuant to which the City undertakes to make payments measured by the expenses of operating and maintaining any facility which constitutes part of the Airport and which is owned and operated in part by the City and in part by others. "Operating Expenses" does not include any payments on Bonds, Contracts (including continuing commissions or commitment fees, remarketing agent fees, Additional Interest or amounts equivalent to principal on related Bonds) or Other Airport Obligations. "Operating Expenses" are to be calculated on a cash basis rather than on an accrual basis. To the extent Operating Expenses are allocable to particular related facilities, a lien on the portion of the Revenues related thereto shall not provide a claim on such Revenues ahead of the use thereof for payment of such allocable Operating Expenses.

"Other Airport Obligations" means obligations of any kind, including but not limited to, Government Loans, revenue bonds, capital leases, Hedge Agreements which are not Qualified Hedge Agreements, installment purchase agreements, or notes (but excluding Bonds and Contracts) incurred or issued by the City to finance or refinance the costs of acquiring, constructing, reconstructing, improving, bettering, or extending any part of the Airport or any other cost relating to the Airport, which do not have a lien on any category of Revenues, except as otherwise provided in the Master Bond Ordinance.

"Outstanding" means, when used in reference to the Bonds, all Bonds that have been duly authenticated and delivered under the Master Bond Ordinance, with the exception of (a) Bonds in lieu of which other Bonds have been issued to replace lost, mutilated, stolen, or destroyed obligations, (b) Bonds surrendered by the owners in exchange for other Bonds and (c) Bonds for the payment of which provision has been made in accordance with the defeasance provisions of the Master Bond Ordinance. In determining the principal amount of Compound Interest Bonds Outstanding under the Master Bond Ordinance, the Accreted Value of such Compound Interest Bonds at the time of determination shall be used.

"Payments Account" means the Payments Account within the Sinking Fund established in the Master Bond Ordinance.

"PFC Act" means the Aviation Safety and Capacity Expansion Act of 1990, Pub. L. 101-508, Title IX, Subtitle B, §§ 9110 and 9111, as amended from time to time.

"PFC Enabling Acts" means the Aviation Investment and Reform Act for the 21st Century (P.L. 106-181) and the PFC Act.

"PFC Facilities" means facilities for the construction and implementation of which the Airport has received approval to expend PFC Revenues under the PFC Act, including facilities financed with PFC Revenue Bonds and Released PFC Bonds.

"PFC Regulations" means Part 158 of the Federal Aviation Regulations (14 CFR Part 158), as amended from time to time, and any other regulation issued with respect to the PFC Act.

"PFC Revenue Bonds" means the Bonds secured by a Senior Lien on PFC Revenues.

"PFC Revenue Enhancement Account" means the PFC Revenue Enhancement Account within the PFC Revenue Fund established in the Master Bond Ordinance.

"PFC Revenue Fund" means the PFC Revenue Fund established in the Master Bond Ordinance.

"PFC Revenues" means all income and revenue received by or required to remitted to the City from the passenger facility charges imposed by the City pursuant to the PFC Act, the PFC Regulations and the City Ordinance adopted on February 26, 1997, including any interest earned after such charges have been remitted to the City as provided in the PFC Regulations, all of which may be pledged pursuant to the PFC Act and the PFC Regulations § 158.13; provided, the term "PFC Revenues" also includes any interest or other gain in any of the accounts or subaccounts created in the Master Bond Ordinance or in any Supplemental Ordinance resulting from any investments and reinvestments of the PFC Revenues.

"Pledged Bond" means any Bond purchased and held by a Credit Issuer pursuant to a Credit Facility Agreement. A Bond shall be deemed a Pledged Bond only for the actual period during which such Bond is owned by a Credit Issuer pursuant to a Credit Facility Agreement.

"Pledged Revenues" means all Revenues and all moneys paid or required to be paid into, and all moneys and securities on deposit from time to time in, the funds and accounts specified in Section 402 of the Master Bond Ordinance, but excluding (i) amounts in the Revenue Fund required to be used to pay Operating Expenses and (ii) any amounts required in the Master Bond Ordinance to be set aside pending, or used for, rebate to the United States government pursuant to Section 148(f) of the Code, including, but not limited to, amounts in the Rebate Account.

"Principal Maturity Date" means each date on which principal is to become due on any Bonds, by maturity or mandatory sinking fund redemption, as established in the Supplemental Bond Ordinance for such Bonds.

"Principal Subaccount" means the Principal Subaccount within the Payments Account established in the Master Bond Ordinance.

"Put Date" means any date on which a Bondholder may elect to have Balloon Bonds redeemed, prepaid, purchased directly or indirectly by the City, or otherwise paid.

"Qualified Hedge Agreements" means any Hedge Agreement with a Qualified Hedge Provider.

"Qualified Hedge Provider" means any entity whose senior unsecured long term obligations, financial program rating, counterparty rating, or claims paying ability, or whose payment obligations under the related Hedge Agreement are absolutely and unconditionally guaranteed by an entity whose senior unsecured long term obligations, financial program rating, counterparty rating, or claims paying ability, are rated either (i) at least as high as the third highest Rating category of each Rating Agency, but, if there is no Credit Facility with respect to the related Hedged Bonds, in no event lower than any Rating on the related Hedged Bonds at the time of execution of the Hedge Agreement or (ii) in any such lower Rating categories in which each Rating Agency indicates in writing to the City will not, by itself result in a reduction or withdrawal of its Rating on the related Hedged Bonds that is in effect prior to entering into the Hedge Agreement. An entity's status as a "Qualified Hedge Provider' is determined only at the time the City enters into a Hedge Agreement with such entity and cannot be redetermined with respect to that Hedge Agreement.

"Rating" means a rating in one of the categories by a Rating Agency, disregarding pluses, minuses, and numerical gradations.

"Rating Agency" means Fitch and Moody's or any successors thereto and any other nationally recognized credit rating agency then maintaining a rating on any Bonds at the request of the City. If at any time a particular Rating Agency does not have a rating outstanding with respect to the relevant Bonds, then a reference to Rating Agency or Rating Agencies shall not include such Rating Agency.

"Rebate Account" means the Rebate Account within the Construction Fund established in the Master Bond Ordinance.

"Reimbursement Obligation" means the obligation of the City to directly reimburse any Credit Issuer for amounts paid under a Credit Facility or any Reserve Account Credit Facility Provider for amounts paid under a Reserve Account Credit Facility, whether or not such obligation to so reimburse is evidenced by a promissory note or other similar instrument. The term Reimbursement Obligation includes obligations pursuant to a Credit Facility Agreement either to make payments for interest based on levels of, or changes or differences in, interest rates, currency exchange rates, or stock other indices, return for the Credit Issuer's fixed obligations under the Credit Facility or to make fixed payments for interest in return for Credit Issuer's payments based on such variables.

"*Released PFC Account*" means the Released PFC Account within the PFC Revenue Fund established in the Master Bond Ordinance.

"*Released PFC Bonds*" means Bonds secured by a Senior Lien on amounts released from PFC Revenues pursuant to the Master Bond Ordinance.

"*Released PFC Revenues*" means Released Revenues which would be PFC Revenues but for action taken under the Master Bond Ordinance.

"*Released Revenue Account*" means the Released Revenue Account within the Revenue Fund established in the Master Bond Ordinance.

"Released Revenue Bonds" means Bonds secured by a Senior Lien on one or more categories of Released Revenues.

"*Released Revenue Facilities*" means the portion of the Airport with respect to which Released Revenues arise or from which they are generated, other than PFC Facilities.

"Released Revenues" means particular categories of Revenues which would otherwise be General Revenues or PFC Revenues but have been identified in accordance with the Master Bond Ordinance and therefore do not constitute a part of General Revenues or PFC Revenues, until the City has acted to include such categories of Revenues within General Revenues of PFC Revenues again.

"Renewal and Extension Fund" means the City of Atlanta Airport Renewal and Extension Fund established in the Master Bond Ordinance.

"Reserve Account Credit Facility" means any letter of credit, insurance policy, line of credit, surety bond, or similar obligation, arrangement or instrument issued by a bank, insurance company or other financial institution, together with any substitute or replacement therefor, if any, and related Reimbursement Obligation, if any, complying with the provisions of the Master Bond Ordinance, thereby fulfilling all or a portion of a Debt Service Reserve Requirement.

"Reserve Account Credit Facility Provider" means any provider of a Reserve Account Credit Facility.

"Revenue Bond Law of Georgia" means Article 3 of Chapter 82 of Title 36 of the Official Code of Georgia Annotated, as amended.

"Revenue Fund" means the City of Atlanta Airport Revenue Fund established in the Master Bond Ordinance.

"Revenues" means (i) all revenues, income, receipts and money derived from the ownership and operation of the Airport, including without limitation all rentals, charges, landing fees, use charges and concession revenue received by or on behalf of the City, Investment Earnings and all other income received from, and gain from, securities and other investments and amounts earned on amounts deposited in funds and accounts under the Master Bond Ordinance or otherwise maintained with respect to the Airport, and (ii) all gifts, grants, reimbursements or payments received from governmental units or public agencies for the benefit of the Airport which are (y) not restricted by law or the payor to application for a particular purpose other than payment of certain Bonds or Contracts and (z) otherwise lawfully available for payment of Bonds or Contracts; provided "Revenues" include PFC Revenues. The term "Revenues" does not include proceeds of insurance so long as such proceeds are paid to a party separate from the City in respect of a liability or are to be used to repair or replace portions of the Airport. "Revenues" are to be calculated on a cash basis rather than an accrual basis.

"Senior Lien" means a lien on one or more categories of Revenues that entitles the Beneficiaries of such lien to have a claim on such Revenues prior to any other Person and ahead of the use of such Revenues for any purpose other than payment of Operating Expenses; provided on or more series of Bonds, Contracts and related Beneficiaries may have parity Senior Liens on the same categories of Revenues pursuant to the terms of the Master Bond Ordinance.

"Senior Lien Bonds" means General Revenue Bonds, PFC Revenue Bonds and Released Revenue Bonds but not Identified Revenue Bonds or Subordinate Lien Bonds, provided "Senior Lien Bonds" also includes Additional Senior Lien Bonds issued in compliance with the Master Bond Ordinance and obligations secured by a Senior Lien pursuant to the Master Bond Ordinance. A Hybrid Bond may be a Senior Lien Bond if it has a Senior Lien on a category of Revenues but then will only be a Senior Lien Bond as to such category.

The term *"series"* means all Bonds which (i) are issued on the same date, (ii) have the same tax status (tax-exempt or taxable under the federal income tax and subject or not to the alternative minimum income tax), and (iii) have the same lien status and priority with respect to each category of Revenues on which any such Bonds have a lien; as well as all Bonds delivered in lieu of or in substitution for such Bonds pursuant to provisions of the Master Bond Ordinance with respect to exchange, transfer and replacement (for mutilation, loss, theft or destruction) of Bonds.

"Sinking Fund" means the City of Atlanta Airport Sinking Fund established in the Master Bond Ordinance.

"Sinking Fund Year" means the twelve month period ending on July 1 of each year.

"Special Purpose Facilities" means facilities which (i) will not result, upon completion, in a material reduction in Net General Revenues, (ii) will not be of such a type or design that the subsequent closing thereof (with the functions thereof not provided by a substitute facility) will materially impair the general operations of the Airport and (iii) the City has designated, either in the Master Bond Ordinance or in a Supplemental Ordinance, as "Special Purpose Facilities;" provided (a) such facilities, if owned or operated by the City, cease to be Special Purpose Facilities (and become General Revenue Facilities) when there are no longer any Outstanding Special Purpose Revenue Bonds related thereto and, (b) clauses (i) and (ii) shall not apply to the consolidated rental car facility described in the First Supplemental Bond Ordinance as a part of the Series 2000 Project. For purposes of this definition, "material reduction" means Net General Revenues for the first complete Fiscal Year following completion of such facilities will be either (1) more than 10% below Net General Revenues during the preceding Fiscal Year or (2) less than the amount required by Section 601 of the Master Bond Ordinance.

"Special Purpose Revenue Bonds" means Bonds secured by a Senior Lien on Special Purpose Revenues.

"Special Purpose Revenues" means Revenues arising from or generated by one or more Special Purpose Facilities (as defined in the Master Bond Ordinance); provided if the consolidated rental car facility described in the First Supplemental Bond Ordinance is designated as a Special Purpose Facility, the related Special Purpose Revenues shall not include any privilege fee or similar charge assessed by the City or the Airport for rental car concessions.

"Subordinate Lien" means a lien on one or more categories of Revenues which is not a Senior Lien.

"Subordinate Lien Bonds" means Bonds which only have a Subordinate Lien and obligations secured by a Subordinate Lien pursuant to the Master Bond Ordinance.

"Third Lien GARB Notes" means the Commercial Paper Notes which are secured by a third lien on General Revenues of the Airport.

"Variable Rate" means a rate of interest applicable to Bonds, other than a fixed rate of interest which applies to a particular maturity of Bonds so long as that maturity of Bonds remains Outstanding.

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APPENDIX D

SUMMARY OF CERTAIN PROVISIONS OF THE BOND ORDINANCE

The following is a brief summary of certain provisions of the Master Bond Ordinance, as amended and supplemented by the various supplemental bond ordinances thereto. This summary does not purport to be comprehensive or definitive and is qualified in its entirety by express reference to the Master Bond Ordinance in its entirety for a complete recital of the detailed provisions thereof. Also set forth below in this Appendix D, under the caption "Proposed Amendment to Master Bond Ordinance," is a proposed amendment.

Master Bond Ordinance

With limited exceptions applicable to the Master Bond Ordinance, the Master Bond Ordinance governs all terms and provisions with respect to the outstanding Senior Lien General Revenue Bonds, outstanding Senior Lien PFC Revenue Bonds, the Series 2023 Bonds (when and if issued), and any Additional Bonds issued after the adoption of the Master Bond Ordinance.

Airport

The Master Bond Ordinance defines the "Airport" as the William B. Hartsfield Atlanta International Airport and all related improvements and facilities now in existence and as hereafter acquired, added, extended, improved and equipped and shall include (i) any additional airport or airports hereafter constructed or acquired by the City, (ii) any property or facilities purchased with funds of, or revenues derived from, William B. Hartsfield Atlanta International Airport or such additional airport or airports, and (iii) any other property or facilities allocated by the City to the Department of Aviation; less any portion thereof sold or otherwise disposed of pursuant to the provisions of the Master Bond Ordinance relating to restrictions on sale, lease, or encumbrance of the Airport and exceptions thereto. The Airport has subsequently been renamed the "Hartsfield-Jackson Atlanta International Airport."

Pledged Revenues

The Master Bond Ordinance provides that all Pledged Revenues shall be pledged to the prompt payment of the principal of, premium, if any, and interest on the Bonds, obligations treated as Senior Lien Bonds or Subordinate Lien Bonds and the City's obligations under the Contracts; provided:

(1) General Revenues shall secure only (A) General Revenue Bonds, (B) Subordinate Lien Bonds which have a lien on General Revenues, (C) Hybrid Bonds which have a lien on General Revenues, and (D) any Contracts with respect to such Bonds;

(2) PFC Revenues shall secure only (A) PFC Revenue Bonds, (B) Subordinate Lien Bonds which have a lien on PFC Revenues, (C) Hybrid Bonds which have a lien on PFC Revenues, and (D) any Contracts with respect to such Bonds;

(3) Special Purpose Revenues shall secure only (A) the related Special Purpose Revenue Bonds, (B) Subordinate Lien Bonds which have a lien on any Special Purpose

Revenues, (C) Hybrid Bonds which have a lien on any Special Purpose Revenues, and (D) any Contracts with respect to such Bonds;

(4) Released Revenues shall secure only (A) the related Released Revenue Bonds, (B) Subordinate Lien Bonds which have a lien on any Released Revenues, (C) Hybrid Bonds which have a lien on any Released Revenues, (D) any Contracts with respect to such Bonds and (E) separate agreements pursuant to the Master Bond Ordinance;

(5) Identified Revenues, subject to use with other General Revenues under (1) above, shall secure only (A) the related Identified Revenue Bonds, (B) Hybrid Bonds which have a lien on any Identified Revenues, and (C) any Contracts with respect to such Bonds; and

(6) A Contract may have a Senior Lien or a Subordinate Lien on a related category of Revenues, or no lien at all on Revenues, but (A) no Contract shall have a lien on Revenues that is senior to the lien on the category of Revenues securing the Bonds related to the Contract, and (B) the lien of the Contract shall be on a parity with the lien of the related Bonds only to the extent that the payment of principal of, premium, if any, and interest on such Bonds is made through such Contract as evidenced by Reimbursement Obligations or to the extent that the obligation is made pursuant to a Qualified Hedge Agreement; provided other amounts due on a Contract may be secured by a lien ranking immediately thereafter with the effect set forth in the Master Bond Ordinance.

Other Airport Obligations (other than obligations treated as Senior Lien Bonds or Subordinate Lien Bonds) are not secured by a lien on any category of Revenues and Hybrid Bonds described in clause (ii) of the definition thereof will not have a lien on any category of Revenues, but such obligations, prior to an Event of Default, may be paid from Revenues as described in the Master Bond Ordinance.

Funds Created and Flow of Funds

The Master Bond Ordinance creates and requires the City to maintain the following funds:

(1) the Revenue Fund and therein the following four accounts:

(A) General Revenue Account, and therein, the General Revenue Enhancement Subaccount;

(B) Special Purpose Revenue Account;

(C) Released Revenue Account; and

(D) Identified Revenue Account;

(2) the PFC Revenue Fund and therein the following two accounts:

(A) PFC Revenue Enhancement Account; and

(B) Released PFC Account;

(3) the Sinking Fund and therein the following two accounts:

(A) Payments Account, and therein, (i) the Interest Subaccounts for each series of Bonds, (ii) the Hedge Payments Subaccounts for each series of Bonds, (iii) the Contract Payments Subaccounts for each series of Bonds, and (iv) the Principal Subaccounts for each series of Bonds;

(B) Debt Service Reserve Account with a subaccount for each series of Bonds which has a Debt Service Reserve Requirement (with each Supplemental Bond Ordinance with respect to any Additional Bonds specifying whether such Additional Bonds are to be secured or not secured by an associated subaccount of the Debt Service Reserve Account);

(4) the Renewal and Extension Fund; and

(5) the Construction Fund and therein the following two accounts:

(A) Capitalized Interest Account; and

(B) Rebate Account.

Revenue Fund and PFC Revenue Fund

The Master Bond Ordinance requires the City to deposit and continue to deposit all Revenues, other than PFC Revenues and Released PFC Revenues, in the Revenue Fund from time to time as and when received. All PFC Revenues and Released PFC Revenues must be deposited in the PFC Revenue Fund from time to time as and when received, with Released PFC Revenues deposited into the Released PFC Account. The amounts deposited in the Revenue Fund shall be immediately allocated to the account within the Revenue Fund designated therefor: General Revenues other than Identified Revenues will be immediately allocated to the General Revenue Account (other than the General Revenue Enhancement Subaccount); Special Purpose Revenues to the Special Purpose Revenue Account; Released Revenues to the Released Revenue Account; and Identified Revenues to the Identified Revenue Account.

Under the terms of the Master Bond Ordinance, moneys in the Revenue Fund and in the PFC Revenue Fund are to be applied by the City from time to time to the following purposes and, prior to the occurrence and continuation of an Event of Default under the Master Bond Ordinance, in the order of priority determined by the City in its sole discretion: (i) to pay Operating Expenses, (ii) to deposit into the Sinking Fund the amounts required for debt service on Bonds and certain related Contracts, (iii) to deposit into the Debt Service Reserve Account any required amounts, (iv) to deposit into the Rebate Account the amounts required to make provision for arbitrage rebate payments to the United States government, (v) to pay to any party to a Contract the amounts due thereon, including Additional Interest, continuing commission or commitment fees, remarketing agent fees and repayment of amounts equivalent to principal on related Bonds, (vi) to pay any amounts required to be paid with respect to any Other Airport Obligations, (vii) for transfer to the Renewal and Extension Fund, (viii) to deposit into the Operating and Maintenance Reserve Account within the Renewal and Extension Fund amounts required by the Master Bond Ordinance (as described in (D) below), and (ix) for any other lawful purpose related to the Airport; provided the following strictures shall be applicable for purposes of such use of funds; provided that, the Master Bond Ordinance provides certain strictures applicable for purposes of such use of funds, including, without limitation: (A) amounts from each account in the Revenue Fund are only to be used for Operating Expenses, Bonds, Contracts, Other Airport Obligations and other purposes related to the category of Revenues allocated thereto; (B) any amounts to be withdrawn from the General Revenue Account for the purposes described in (i) through (v) above shall be drawn first from the General Revenue Enhancement Subaccount; (C) any amounts to be withdrawn from the PFC Revenue Fund for payments on related Bonds and Contracts shall be drawn first from the PFC Revenue Enhancement Account; and (D) the City shall, as of the first day of each Fiscal Year, have on deposit in the Operating and Maintenance Reserve Account to be established within the Renewal and Extension Fund, one quarter (¼) of the budgeted Operating Expenses for such Fiscal Year, as determined upon the adoption of the Annual Budget for the Airport. To the extent amounts on deposit into the Operating and Maintenance Reserve Account are in excess of the required reserve amount set forth in the immediately preceding sentence, the City may transfer such excess to the Renewal and Extension Fund. In the event of any withdrawal from the Operating and Maintenance Reserve Account, other than such withdrawal as is permitted pursuant to the immediately preceding sentence, the City shall deposit monthly into the Operating and Maintenance Reserve Account an amount equal to one-twelfth ($^1/_{12}$) of the aggregate amount of such withdrawal until the balance in the Operating and Maintenance Reserve Account is at least equal to the required reserve amount.

Sinking Fund

The Master Bond Ordinance requires the City to deposit sufficient moneys in periodic installments from the Revenue Fund into subaccounts of the Payments Account related to a particular series of Bonds for the purpose of paying the Bonds as they become due and payable and for the purpose of making payments under Contracts relating to a particular series of Bonds.

No payments may be made to a subaccount of the Sinking Fund related to Subordinate Lien Bonds or Hybrid Bonds, unless all required payments have been made to subaccounts related to Bonds, or Contracts related to Bonds, which have a lien on a category of Revenues ahead of or on a parity with such Subordinate Lien Bonds or Hybrid Bonds, and no payments may be made with respect to any Other Airport Obligations unless all required payments have been made to each subaccount with respect to Bonds and on all Contracts; provided that if required by the terms thereof, all obligations treated as Senior Lien Bonds or Subordinate Lien Bonds pursuant to the Master Bond Ordinance shall be paid with the other Senior Lien Bonds or Subordinate Lien Bonds.

If at any time the amounts in any subaccount of the Sinking Fund to be funded by General Revenues are less than the amounts required by the Master Bond Ordinance, and there are not on deposit in the Renewal and Extension Fund available moneys to cure such deficiency, then the City shall withdraw from subaccounts related to Subordinate Lien Bonds and Hybrid Bonds (taking such amounts first from subaccounts relating to Subordinate Lien Bonds, *pro rata,* and second from amounts subaccount relating to Hybrid Bonds, *pro rata)* and deposit in such subaccount of the Sinking Fund, as the case may be, the amount necessary (or all the moneys in such funds and accounts, if less than the amount required) to make up such deficiency; provided that no such amounts shall be withdrawn from subaccounts relating to Special Purpose Revenue Bonds.

Debt Service Reserve Account

The Debt Service Reserve Requirement for the outstanding Senior Lien PFC Revenue Bonds and for any series of Bonds issued pursuant to the Master Bond Ordinance as Additional Bonds with a Subordinate Lien on General Revenues, shall be the aggregate sum, determined for all Outstanding Bonds with the same lien status and priority, equal to the Maximum Annual Debt Service Requirement with the calculation being made as if all of the Outstanding Bonds which have a Debt Service Reserve Requirement were a single series for purposes of the definitions of "Debt Service Reserve Requirement" and "Maximum Annual Debt Service Requirement."

The Debt Service Reserve Requirement for the outstanding Senior Lien General Revenue Bonds and for any series of Bonds issued pursuant to the Master Bond Ordinance as Additional Bonds with a Senior Lien on General Revenues, shall be the aggregate sum, determined for all Outstanding Bonds with the same lien status and priority, equal to the Maximum Annual Debt Service Requirement with the calculation being made as if all of the Outstanding Bonds which have a Debt Service Reserve Requirement were a single series for purposes of the definitions of "Debt Service Reserve Requirement" and "Maximum Annual Debt Service Requirement." The subaccount in the Debt Service Reserve Account securing the outstanding Senior Lien General Revenue Bonds will not secure the Outstanding PFC Revenue Hybrid Bonds.

Any increases in the amount of the Debt Service Reserve Requirement resulting from the issuance of the Series 2023 Bonds and any other Additional Bonds which also are secured by an existing subaccount of the Debt Service Reserve Account must be funded immediately upon the issuance of any such Additional Bonds, either with funds or through a Reserve Account Credit Facility, or a combination thereof. The balance of each subaccount of the Debt Service Reserve Account must be maintained in an amount equal to the Debt Service Reserve Requirement for the related Bonds (or such lesser amount that is required to be accumulated in such subaccount of the Debt Service Reserve Account upon the failure of the City to provide a substitute Reserve Account Credit Facility in certain events). The City may elect to satisfy in whole or in part the Debt Service Reserve Requirement for any Bonds by means of a Reserve Account Credit Facility, subject to restrictions provided in the Master Bond Ordinance. The City may at any time review the status of any subaccount of the Debt Service Reserve Account. If there is a deficiency, the remedies provided for in the Master Bond Ordinance shall be followed. If there is an excess amount over the Debt Service Reserve Requirement, the terms of the Master Bond Ordinance relating to the application of excess moneys shall be followed.

Renewal and Extension Fund

Under the terms of the Master Bond Ordinance, amounts held in the Renewal and Extension Fund must be used first to prevent default in the payment of interest on or principal of any General Revenue Bonds when due and then will be applied by the City from time to time, as and when the City shall determine, to the following purposes and, prior to the occurrence and continuation of an Event of Default, in the order of priority determined by the City in its sole discretion: (i) for the purposes for which moneys held in the Revenue Fund may be applied as described under the subheading "Funds Created and Flow of Funds - Revenue Fund and PFC Revenue Fund" herein, (ii) to pay any amounts which may then be due and owing under any Hedge Agreement (including termination payments, fees, expenses, and indemnity payments), (iii) to pay any governmental charges and assessments against the Airport or any part thereof which may then be due and owing, (iv) to make acquisitions, betterments, extensions, repairs, or replacements or other capital improvements (including the purchase of equipment) to the Airport deemed necessary by the City (including payments under contracts with vendors, suppliers, and contractors for the foregoing purposes), (v) to acquire Senior Lien Bonds (other than Special Purpose Revenue Bonds) by redemption or by purchase in the open market at a price not exceeding the callable prices, as provided and in accordance with the terms and conditions of the Master Bond Ordinance prior to their respective maturities, and (vi) to transfer to the General Revenue Enhancement Subaccount. Notwithstanding the preceding sentence, any PFC Revenues or Released PFC Revenues in the Renewal and Extension Fund may only be used for PFC Revenue Bonds, Released Revenue Bonds secured by Released PFC Revenues, related Contracts, Costs of PFC Facilities or transfer to the PFC Revenue Enhancement Subaccount.

Rate Covenant

General. The City has covenanted and agreed at all times to prescribe, fix, maintain, and collect rates, fees, and other charges for the services and facilities furnished by the Airport fully sufficient at all times to: (i) provide for 100% of the Operating Expenses and for the accumulation in the Revenue Fund of a reasonable reserve therefor, and (ii) produce Net Revenues in each Fiscal Year, that: (A) equal at least 120% (and 110% without regard to amounts in the General Revenue Enhancement Subaccount) of the Debt Service Requirement on all related Bonds then Outstanding for the Sinking Fund Year ending on the next January 1 and at least 100% of the Debt Service Requirement on all other Bonds payable from related Revenues then Outstanding for the year of computation, (B) enable the City to make all required payments, if any, into the Debt Service Reserve Account and the Rebate Account and on any Contracts or Other Airport Obligations, (C) enable the City to accumulate an amount to be held in the Renewal and Extension Fund, which in the judgment of the City is adequate to meet the costs of major renewals, replacements, repairs, additions, betterments, and improvements to the Airport, necessary to keep the same in good operating condition or as is required by any governmental agency having jurisdiction over the Airport, and (D) remedy all deficiencies in required payments into any of the funds and accounts mentioned in the Master Bond Ordinance from prior Fiscal Years. The City has covenanted and agreed at all times while any Bonds are outstanding and unpaid to prescribe, fix, maintain, and collect PFC Revenues which will equal at least 100%, without regard to amounts in the PFC Revenue Enhancement Subaccount, of the Debt Service Requirement on all related Bonds then Outstanding for the Sinking Fund Year ending on the next January 1 and at least 100% of the Debt Service Requirement on all other

Bonds payable from related Revenues then Outstanding for the year of computation. For purposes of (i), (ii)(A) and (B) each category of Net Revenues shall be compared to the required payments with respect to, or for accounts related to, related Operating Expenses, Bonds, Contracts and Other Airport Obligations and if Bonds have more than one Senior Lien, then the requirements of (ii)(A) must be met at the percentage mandated for each category of Revenues on which such Bonds have a Senior Lien

The rates, fees, and other charges shall be classified in a reasonable manner to cover users of the services and facilities furnished by the Airport so that, as nearly as practicable, such rates, fees, and other charges shall be uniform in application to all users falling within any reasonable class.

The City's ability to prescribe, fix, maintain and collect certain rates, fees and other charges may be limited by various contractual obligations to third parties including specifically its agreements with Signatory Airlines. See "INFORMATION CONCERNING GENERAL REVENUES AND PFC REVENUES" in the Official Statement.

Provisions Applicable to Hybrid Bonds. For the purposes of the Master Bond Ordinance, in determining the Debt Service Requirement on Hybrid Bonds with a Senior Lien on PFC Revenues and a Subordinate Lien on General Revenues (i) if the debt service on such Hybrid Bonds for the relevant period was paid from, or for future periods is expected to be paid from, General Revenues, such debt service will be taken into account in determining the Debt Service Requirement of General Revenue Bonds only and will not be taken into account in determining the Debt Service Requirement of PFC Revenue Bonds, notwithstanding the lien of such Hybrid Bonds on PFC Revenues; and (ii) if the debt service on such Hybrid Bonds for the relevant period was paid from, or for future periods is expected to be paid from, PFC Revenues (for this purpose, including amounts in the PFC Revenue Enhancement Subaccount), such debt service will be taken into account in determining the Debt Service Requirement of PFC Revenue Bonds only and will not be taken into account in determining the debt service requirement of General Revenue Bonds, notwithstanding the lien of such Hybrid Bonds on General Revenues.

Additional Senior Lien Bonds

Upon satisfaction of certain conditions, the Master Bond Ordinance permits the City to issue Additional Bonds without express limit as to principal amount to finance capital improvements to or expansions of the Airport (or to refinance obligations issued for such purposes), which will be equally and ratably secured as to the lien on General Revenues on a parity basis with the Senior Lien General Revenue Bonds. The Master Bond Ordinance allows refunding Bonds issued to refund Senior Lien Bonds to constitute parity bonds if the City obtains a report from an Independent Certified Public Accountant, demonstrating that the refunding will reduce the total debt service payments on Outstanding Senior Lien Bonds, including payments on related Contracts, which are parity secured with the Bonds to be refunded, all on a present value basis and if the requirements of paragraphs (2), (5), (6) and (7) below are met.

The Master Bond Ordinance also allows Additional Senior Lien Bonds to be issued on a parity with the Outstanding Senior Lien Bonds upon satisfaction of the following conditions:

(1) There shall have been procured and filed with the City either:

(a) a report by an Independent Certified Public Accountant to the effect that the historical related Net Revenues (for General Revenues, without consideration of (i) amounts in the General Revenue Enhancement Subaccount or (ii) gifts or grants or expenditures of such gifts or grants) for each of the two most recent audited Fiscal Years, were equal to at least 120% (for PFC Revenue Bonds the percentage specified in the Supplemental Bond Ordinance with respect to the Outstanding PFC Revenue Bonds) of the Maximum Annual Debt Service Requirement on all related Senior Lien Bonds which will be Outstanding immediately after the issuance of the proposed Additional Bonds and secured on a parity therewith and, for Additional General Revenue Bonds, or

(b) a report by an Airport Consultant to the effect that in each Fiscal Year of the Forecast Period the forecasted related Net Revenues (for General Revenues, without consideration of (i) any amounts in the General Revenue Enhancement Subaccount or (ii) gifts or grants or expenditures of such gifts or grants) are expected to equal at least 130% (for PFC Revenue Bonds the percentage specified in the Supplemental Bond Ordinance with respect to the Outstanding PFC Revenue Bonds) of the Maximum Annual Debt Service Requirement on all related Senior Lien Bonds which will be Outstanding immediately after the issuance of the proposed Additional Bonds and secured on a parity therewith.

The report by the Independent Certified Public Accountant described in paragraph (a) above may contain pro forma adjustments to historical related Net Revenues equal to 100% of the increased annual amount attributable to any revision in the schedule of rates, fees, and charges for the services and facilities furnished by the Airport, imposed prior to the date of delivery of the proposed Additional Bonds and not fully reflected in the historical related Net Revenues actually received during such historical period used.

(2) The City shall have received, at or before issuance of the Additional Bonds, a report from an Independent Certified Public Accountant to the effect that the payments required to be made into each account or subaccount of the Sinking Fund have been made and the balance in each account or subaccount of the Sinking Fund is not less than the balance required by the Master Bond Ordinance as of the date of issuance of the proposed Additional Bonds.

(3) The Supplemental Bond Ordinance authorizing the proposed Additional Bonds must require (i) that the amount to be accumulated and maintained in the subaccount of the Debt Service Reserve Account for Senior Lien Bonds which are to be secured on a parity with such Additional Bonds, if any, be increased to not less than 100% of the Debt Service Reserve Requirement computed on a basis which includes all Senior Lien Bonds which will be Outstanding and secured on a parity with the Additional Bonds immediately after the issuance of the proposed Additional Bonds and (ii) that the amount of such increase be deposited in such subaccount on or before the date and at least as fast as the rate specified in the Master Bond Ordinance.

(4) The Supplemental Bond Ordinance authorizing the proposed Additional Bonds must require the proceeds of such proposed Additional Bonds to be used solely to make capital improvements to the Airport, to fund interest on the proposed Additional Bonds, to refund other obligations issued for such purposes (whether or not such refunding Bonds satisfy the requirements of the Master Bond Ordinance relating to the issuance of refunding Bonds), and to pay expenses incidental thereto and to the issuance of the proposed Additional Bonds.

(5) If any Additional Bonds would bear interest at a Variable Rate, the Supplemental Bond Ordinance under which such Additional Bonds are issued shall provide a maximum rate of interest per annum which such Additional Bonds may bear.

(6) The Airport Manager and the Chief Finance Officer shall have certified, by written certificate dated as of the date of issuance of the Additional Bonds, that the City is in compliance with all requirements of the Master Bond Ordinance.

(7) The City shall have received an opinion of Bond Counsel, dated as of the date of issuance of the Additional Bonds, to the effect that the Supplemental Bond Ordinance and any related Supplemental Ordinance authorizing the issuance of Additional Bonds have been duly adopted by the City.

If the Additional Senior Lien Bonds are to have Senior Liens on more than one category of Revenues, the requirements of paragraph (1) above must be met with respect to each category of Revenues.

Additional PFC Revenue Bonds

No PFC Revenue Bonds having a Senior Lien on the PFC Revenues may be issued, unless such PFC Revenue Bonds are issued as Hybrid Bonds having, in addition to a Senior Lien on PFC Revenues, a Subordinate Lien on General Revenues in compliance with the terms of the Seventh Supplemental Bond Ordinance. The City has expressly reserved the right to issue additional PFC Revenue Bonds having a Subordinate Lien on PFC Revenues in accordance with the provisions of the Master Bond Ordinance without complying with the terms of the Seventh Supplemental Bond Ordinance.

All Hybrid Bonds having a Senior Lien on PFC Revenues shall comply with the provisions of the Master Bond Ordinance as summarized above in paragraphs (2) through (7) under the heading “Additional Senior Lien Bonds” above, as well as the following additional conditions:

(1) there shall have been procured and filed with the City a report by an Independent Certified Public Accountant to the effect that historical Net Revenues consisting of PFC Revenues for each of the two most recent audited Fiscal Years were equal to at least 120% of the Maximum Annual Debt Service Requirement of all Hybrid Bonds having a Senior Lien on PFC Revenues (excluding, for this purpose, the Debt Service Requirement of all Hybrid Bonds having a Senior Lien on PFC Revenues to the extent such Debt Service Requirement was actually paid from General Revenues for each such Fiscal Year, as shown in such report) which will be Outstanding immediately after the issuance of the proposed Additional Bonds and secured on a parity therewith; or

(2) there shall have been procured and filed with the City a report by an Airport Consultant to the effect that in each Fiscal Year of the Forecast Period forecasted PFC Revenues are expected to equal at least 130% of the Maximum Annual Debt Service Requirement of all Hybrid Bonds having a Senior Lien on PFC Revenues (excluding, for this purpose, the Debt Service Requirement of all Hybrid Bonds having a Senior Lien on PFC Revenues to the extent the Debt Service Requirement of such Hybrid Bonds is expected to be paid from General Revenues for each year of the Forecast Period, as shown on in such report) which will be Outstanding immediately after the issuance of the proposed Additional Bonds and secured on a parity therewith.

In computing PFC Revenues, the City may take into account pro forma adjustments to historical PFC Revenues equal to 100% of the increased PFC Revenues attributable to any increase in the passenger facility charge imposed prior to the date of delivery of the proposed Additional Bonds and not fully reflected in the historical PFC Revenues actually received during such historical period used. Such pro forma adjustments, if any, shall be based upon a report of an Airport Consultant as to the amount of PFC Revenues which would have been received during such period had the increased passenger facility charge been in effect throughout such period.

If PFC Revenue Bonds, issued as Hybrid Bonds having, in addition to a Senior Lien on PFC Revenues, a Subordinate Lien on General Revenues, are being issued solely for purposes of refunding Hybrid Bonds, then, if the City obtains a report from an Independent Certified Public Accountant demonstrating that the refunding will reduce the total debt service payments on Outstanding Hybrid Bonds having, in addition to a Senior Lien on PFC Revenues, a Subordinate Lien on General Revenues, including payments on related Contracts which are parity secured with the Hybrid Bonds to be refunded, all on a present value basis, the requirements set forth in this subheading above and paragraph (1) under the subheading "- Additional Subordinate Lien PFC Revenue Bonds -" below, are deemed satisfied.

Additional Subordinate Lien PFC Revenue Bonds

Additional Subordinate Lien Bonds may be issued ranking as to lien on the General Revenues on a parity with the Senior Lien PFC Revenue Bonds in accordance with the Master Bond Ordinance (as described under the heading "Additional Subordinate Lien Bonds" herein), but only if the following additional conditions are met:

(1) There shall have been procured and filed with the City either:

(a) a report by an Independent Certified Public Accountant to the effect that historical Net General Revenues (for this purpose, without consideration of (i) amounts in the General Revenue Enhancement Subaccount, or (ii) gifts or grants or expenditures of such gifts or grants) for each of the two most recent audited Fiscal Years, were equal to at least 120% of the Maximum Annual Debt Service Requirement of all related Senior Lien Bonds which will be Outstanding immediately after the issuance of the proposed Additional Bonds and all outstanding Subordinate Lien Bonds which will be Outstanding immediately after the issuance of the proposed Additional Bonds and secured on a parity therewith (excluding, for this purpose, the Debt Service Requirement of all Hybrid Bonds having a Subordinate Lien on General Revenues to the extent the Debt Service Requirement of such Subordinate Lien Bonds was actually paid from the PFC Revenues for each such Fiscal Year, as shown in such report); or

(b) a report by an Airport Consultant to the effect that in each Fiscal Year of the Forecast Period the forecasted Net General Revenues (without consideration of (i) any amounts in the General Revenue Enhancement Subaccount, or (ii) gifts or grants or expenditures of such gifts or grants) are expected to equal at least 130% of the Maximum Annual Debt Service Requirement of all Senior Lien Bonds which will be Outstanding immediately after the issuance of the proposed Additional Bonds and all outstanding Subordinate Lien Bonds which will be Outstanding immediately after the issuance of the proposed Additional Bonds and secured on a parity therewith (excluding, for this purpose, the Debt Service Requirement of all Hybrid Bonds having a Subordinate Lien on General Revenues to the extent the Debt Service Requirement of such Hybrid Bonds is expected to be paid from PFC Revenues for each year of the Forecast Period, as shown in such report).

The report by the Independent Certified Public Accountant that is required by (1)(a) above may contain pro forma adjustments to historical Net General Revenues equal to 100% of the increased annual amount attributable to any revision in the schedule of rates, fees, and charges for the services and facilities furnished by the Airport, imposed prior to the date of delivery of the proposed Additional Bonds and not fully reflected in the historical Net General Revenues actually received during such historical period used. Such pro forma adjustments, if any, shall be based upon a report of an Airport Consultant as to the amount of General Revenues which would have been received during such period had the new rate schedule been in effect throughout such period.

Additional Subordinate Lien Bonds

The Master Bond Ordinance also allows the City to issue Bonds on a Subordinate Lien basis pursuant to a Supplemental Bond Ordinance, payable from (unless such Bonds are Identified Revenue Bonds or to be secured by PFC Revenues or Released PFC Revenues) moneys which would otherwise be deposited in the Renewal and Extension Fund, and the Bonds so issued shall constitute Subordinate Lien Bonds, upon satisfaction of the following conditions:

(1) The Supplemental Bond Ordinance authorizing the Subordinate Lien Bonds shall provide that such Subordinate Lien Bonds shall be junior and subordinate in lien and right of payment (i) directly, to any Outstanding Senior Lien Bonds or Senior Lien Bonds issued in the future which have a Senior Lien on a category of Revenues as to which such proposed Additional Bonds have a Subordinate Lien, and (ii) indirectly (as a result of the requirements of the Master Bond Ordinance, to withdraw certain amounts at certain times from subaccounts related to Subordinate Lien Bonds), to any other Outstanding Senior Lien Bonds or Senior Lien Bonds issued in the future.

(2) The Supplemental Bond Ordinance authorizing the Subordinate Lien Bonds shall, (unless such Bonds are Identified Revenue Bonds or to be secured by PFC Revenues or Released PFC Revenues) establish funds and accounts for the moneys which would otherwise be

deposited in the Renewal and Extension Fund, to be used to pay debt service on the Subordinate Lien Bonds, to pay Hedge Payments under related Hedge Agreements, and to provide reserves therefor. If Subordinate Lien Bonds are to be secured by PFC Revenues, Released PFC Revenues or Identified Revenues, the Supplemental Bond Ordinance shall establish funds and accounts for the moneys securing such Bonds, to be used to pay debt service on such Bonds, to pay Hedge Payments under related Hedge Agreements, and to provide reserves therefor.

(3) The requirements for Additional General Revenue Bonds described in paragraphs (4), (5), (6) and (7) under the heading "Additional Senior Lien Bonds" herein are met with respect to such Subordinate Lien Bonds.

The Master Bond Ordinance permits the accession of Subordinate Lien Bonds and related Contracts to the status of complete parity with any Senior Lien Bonds and related Contracts with a lien on the same category of Revenues if, as of the date of accession, the conditions described in paragraphs (1)(a), (5) and (6) under the heading "Additional Senior Lien Bonds" herein are satisfied, on a basis that includes all Outstanding Senior Lien Bonds with a lien on the same category of Revenues and such Subordinate Lien Bonds, and if on the date of accession the other conditions set forth in the Master Bond Ordinance are satisfied.

Released Revenues

A separable category or portion of revenues, income, receipts and money relating to a definable service, facility or program of the Airport may, upon meeting the conditions set forth in the Master Bond Ordinance, be withdrawn from General Revenues or PFC Revenues including for PFC Revenues, amounts authorized to be charged and actually charged in excess of a particular amount and thereafter treated as Released Revenues for all purposes including the security for Released Revenue Bonds. The Master Bond Ordinance requires the City to obtain a report of an Independent Certified Public Accountant to the effect that historical Net General Revenues or Net PFC Revenues, excluding the category of Revenues proposed to become Released Revenues and without consideration of any amounts in the General Revenue Enhancement Subaccount or the PFC Revenue Enhancement Account, for each of the two most recent audited Fiscal Years prior to the date of such report were equal to at least 150% of the Maximum Annual Debt Service Requirement on all General Revenue Bonds or PFC Revenue Bonds, respectively, which will be Outstanding after the category of Revenues becomes Released Revenues. For purposes of this paragraph, "Debt Service Requirement" of PFC Revenue Bonds shall be computed in accordance with the provisions of the Bond Ordinance described under "Rate Covenant - Provisions Applicable to Hybrid Bonds" herein.

Special Purpose Revenue Bonds

The Master Bond Ordinance permits the issuance of Special Purpose Airport Revenue Bonds to finance Special Purpose Facilities. The City may designate facilities at the Airport as "Special Purpose Facilities." "Special Purpose Facilities" are defined in the Master Bond Ordinance as facilities which (i) will not result, upon completion, in a "material reduction" in Net General Revenues and (ii) will not be of such a type or design that the subsequent closing thereof (with the functions thereof not provided by a substitute facility) will materially impair the general operations of the Airport; provided, however, the foregoing test shall not be applicable to the consolidated car rental facility described in the Airport's Capital Improvement Plan if so designated by the City. If a facility meets the foregoing test and is designated as a "Special Purpose Facility," the revenues arising therefrom or generated thereby will not be General Revenues for the period during which any Special Purpose Revenue Bonds related thereto are Outstanding; provided if the consolidated car rental facility is so designated and financed with Special Purpose Revenue Bonds, the related Special Purpose Revenues shall not include any privilege fee or similar charge assessed by the City or the Airport for rental car concessions. For purposes of this paragraph, "material reduction" means Net General Revenues for the first complete Fiscal Year following completion of such Special Purpose Facilities will be either (1) more than 10% below Net General Revenues during the preceding Fiscal Year or (2) less than the amount required by the Master Bond Ordinance.

Special Purpose Airport Revenue Bonds are secured solely by Revenues generated by Special Purpose Facilities and are not secured by a lien on General Revenues or PFC Revenues, and Bonds secured by General Revenues or PFC Revenues are not secured by such Special Purpose Revenues.

Maintenance, Insurance, and Sale or Transfer of the Airport; Annual Budget; Tax Covenants

The City has covenanted in the Master Bond Ordinance to (i) maintain the Airport in good repair and in sound operating condition, (ii) carry adequate public liability, fidelity, and property insurance or self-insurance, such as is maintained by similar airports, and (iii) adopt an annual budget for the Airport for each Fiscal Year in compliance with the rate covenant described above.

Pursuant to the Master Bond Ordinance and except as otherwise expressly permitted in the Master Bond Ordinance, the City has irrevocably covenanted, bound, and obligated itself not to sell, lease, encumber, or in any manner dispose of the Airport as a whole or in part until all of the Bonds and all interest thereon shall have been paid in full or provision for payment has been made in accordance with the provisions of the Master Bond Ordinance relating to defeasance. The City is further prohibited from, directly or indirectly, transferring the ownership, management, operation or control of the Airport, except in the instance of a change in the City's form of government which is subject to the assent of a majority of qualified voters.

The City has reserved the right to sell, lease, or otherwise dispose of any of the property comprising a part of the Airport in the following manner, if any one of the following conditions exists, in the opinion of the Airport Manager: (i) such property is not necessary for the operation of the Airport; (ii) such property is not useful in the operation of the Airport; (iii) such property is not profitable in the operation of the Airport; or (iv) the disposition of such property will be advantageous to the Airport and will not adversely affect the security for the Bondholders. All proceeds of any such sale or disposition received by the City shall be deposited in the Revenue Fund unless the City directs amounts be deposited in the Renewal and Extension Fund or the City is required to deliver such amounts to another Person.

The City has reserved the right to sell any portion of the Airport to any political subdivision or authority or agency of one or more political subdivisions of the State, provided that there shall be first filed with the Airport Manager, in form and substance satisfactory to the Airport Manager: (i) an opinion of Bond Counsel to the effect that such sale will not adversely affect the extent to which interest on any Tax-Exempt Bonds is excluded from gross income for federal income tax purposes; and (ii) an opinion of an Airport Consultant expressing the view that such sale will not result in a diminution of Net Revenues to the extent that in any future Fiscal Year such Net Revenues will be less than 130% of the annual Debt Service Requirement on all Bonds secured by any category of Revenues to be Outstanding after such sale. In reaching this conclusion, the Airport Consultant shall take into consideration such factors as the Airport Consultant may deem significant, including (i) anticipated diminution of Revenues, (ii) anticipated increase or decrease in Operating Expenses attributable to the sale, and (iii) reduction in the annual Debt Service Requirement attributable to the application of the sale proceeds to the provision for payment of Bonds theretofore Outstanding. All proceeds of any such sale or disposition received by the City shall be deposited in the Revenue Fund unless the City directs amounts be deposited in the Renewal and Extension Fund or the City is required to deliver such amounts to another Person.

The City has reserved the right to transfer the Airport as a whole to any political subdivision or authority or agency of one or more political subdivisions of the State provided (i) such entity has provided evidence reasonably satisfactory to the City that the successor entity has comparable airport operations and management experience both in size and scope as the Airport and (ii) such entity has been formed under the authority of a duly adopted and ratified local government reorganization act which consolidates the governmental and corporate powers of the City with a county as provided in Article IX, Section III, Paragraph II of the 1983 Constitution of the State of Georgia, as the same may be hereafter amended. Such consolidated government may assume or be delegated the legal authority to own and operate the Airport, or any portion thereof, on behalf of the public, provided that it undertakes in writing, filed with the Attesting Officer, the City's obligations under the Bond Ordinance, and there shall be first filed with the Attesting Officer: (i) an opinion of Bond Counsel to the effect that such transfer will not adversely affect the extent to which interest on any Tax-Exempt Bonds is excluded from gross income for federal income tax purposes; and (ii) an opinion of an Airport Consultant expressing the view that such transfer will not result in any diminution of Net Revenues to the extent that in any future Fiscal Year the Net Revenues will be less than 120% of the average annual Debt Service Requirement on all Senior Lien Bonds to be Outstanding after such transfer with a lien on any category of Revenues, in the then current and each succeeding Fiscal Year. In reaching this conclusion, the Airport Consultant shall take into consideration such factors as the Airport Consultant may deem significant, including any rate revision to be imposed by the transferee political subdivision, authority, or agency.

Notwithstanding any other provision of the Master Bond Ordinance described in the preceding paragraphs, the City may sell, lease or otherwise transfer any portion of the Airport which is (i) not a part of Hartsfield-Jackson Atlanta International Airport, and (ii) not used for any airport or aviation purpose, and all Revenues and receipts associated with such portion of the Airport and its transfer shall be released from the lien hereof and the City may use or deliver such amounts without restriction under the Master Bond Ordinance.

The City has also covenanted in the Master Bond Ordinance to take all actions to assure the tax-exempt status of interest on tax-exempt Bonds and to refrain from taking any action which would adversely affect such status.

Events of Default and Remedies

The Master Bond Ordinance defines an "Event of Default" to mean, among other things, (i) failure to pay debt service or redemption price on Senior Lien Bonds when due, (ii) failure to perform any obligation with respect to any subaccount in the Debt Service Reserve Account relating to Senior Lien Bonds, which remains unremedied for more than 30 days, (iii) certain events of insolvency affecting the City, (iv) the appointment of a receiver of the Airport or the funds held under the Master Bond Ordinance, (v) failure to perform any other covenant contained in the Master Bond Ordinance for 90 days (or 180 days if such default cannot be cured in 90 days and if corrective action is instituted and diligently pursued) after notice from the owners of (or a Credit Issuer securing) at least 25% in aggregate principal amount of Senior Lien Bonds, (vi) an Event of Default under any Supplemental Bond Ordinance relating to Senior Lien Bonds, (vii) failure by any Credit Issuer to pay the purchase price of Senior Lien Bonds, (viii) delivery of notice that an "Event of Default" has occurred under any agreement relating to a credit facility supporting Senior Lien Bonds, and (ix) delivery of notice that an "Event of Default" has occurred under a hedge agreement relating to Senior Lien Bonds; provided if the Event of Default relates solely to Bonds related to a particular category of Revenues and no other event has occurred which could become an Event of Default with respect to any other Bonds then Outstanding, such Event of Default shall be deemed to apply solely to the related Bonds and Contracts and the provisions of the Master Bond Ordinance shall otherwise remain in full force and effect with respect to all other Bonds and related Contracts; and provided further, that if there is a failure to pay the principal of, or redemption price, or any installment of interest on any Senior Lien Bond not secured by an associated subaccount of the Debt Service Reserve Account, at maturity, or otherwise when due and payable, then such event shall not be deemed an Event of Default unless and until (A) only Senior Lien Bonds not secured by an associated subaccount of the Debt Service Reserve Account are Outstanding, or (B) there is an Event of Default with respect ot Senior Lien Bonds which are secured by an associated subaccount of the Debt Service Reserve Account.

Upon the happening and continuance of any Event of Default (except for events described in clauses (vii), (viii) and (ix) above), the Master Bond Ordinance allows the owners of more than 50% in aggregate principal amount of outstanding Senior Lien Bonds affected thereby or a Credit Issuer securing more than 50% in aggregate principal amount of outstanding Senior Lien Bonds affected thereby to accelerate such Bonds affected thereby. If the City cures the Event of Default, the Master Bond Ordinance allows the owners of more than 50% in aggregate principal amount of outstanding Senior Lien Bonds to waive the acceleration, subject to the consent of each Credit Issuer securing Senior Lien Bonds.

The Master Bond Ordinance provides that, upon the occurrence and continuation of an Event of Default, the City or a receiver appointed for the purpose must apply all Pledged Revenues as follows and in the following order of priority: (i) first, to the payment of the reasonable and proper charges, expenses, and liabilities of the receiver and any paying agent and bond registrar under the Master Bond Ordinance (with such amounts payable, if related to a particular series and therefore to a particular category of Revenues, first from such category), (ii) second, to the payment of all reasonable and necessary expenses of operation and maintenance of the Airport and major renewals and replacements to the Airport, and (iii) third, to the payment of debt service on Senior Lien Bonds and amounts (other than termination, indemnity, and expense payments) due under hedge agreements relating to Senior Lien Bonds.

Defeasance

The Master Bond Ordinance provides that any Bonds for the payment or redemption of which sufficient moneys or sufficient direct obligations of, or obligations fully guaranteed by, the United States of America have been deposited with the Paying Agent or the depository of the Sinking Fund (whether upon or prior to the maturity or the redemption date of such bonds) will be deemed to be paid and no longer Outstanding under the Master Bond Ordinance.

If all Bonds and obligations secured by a lien on a category of Revenues have been paid or provision for payment thereof made as set forth in the preceding paragraph, at the option of the City the terms and provisions of the Master Bond Ordinance relating solely to such category of Revenues may be determined as void and of no further force or effect; provided the other terms and provisions of the Master Bond Ordinance shall remain in effect until the election of the City after payment or provision for payment of all Bonds and obligations secured by a lien created pursuant to the Master Bond Ordinance on any Revenues.

Supplemental Ordinances

The Master Bond Ordinance permits the City to adopt supplemental ordinances modifying, amending, or supplementing the Master Bond Ordinance, without the consent of or notice to the owners of any of the Bonds for certain purposes including to modify any of the provisions of the Master Bond Ordinance in any respect (other than a modification of the type described below requiring the unanimous consent of the owners of Bonds); provided that for (i) any outstanding Bonds which are assigned a Rating and which are not secured by a Credit Facility providing for the payment of the full amount of principal and interest to be paid thereon, each Rating Agency rating such Bonds shall have notified the City that such modification will not cause the then applicable rating on any such Bonds to be reduced or withdrawn, and (ii) any Outstanding Bonds which are secured by Credit Facilities providing for the payment of the full amount of the principal and interest to be paid thereon, each Credit Issuer shall have consented in writing to such modification.

The Master Bond Ordinance also provides that, with the consent of the owners of not less than a majority in aggregate principal amount of the Outstanding Bonds of each class (senior and subordinate), voting separately by class, the City may adopt a supplemental ordinance for the purpose of adding any provisions to or changing in any manner or eliminating any of the provisions of the Master Bond Ordinance provided that no supplemental ordinance (a) extend the maturity date or due date of any mandatory sinking fund redemption with respect to any Bond Outstanding under the Bond Ordinance; (b) reduce or extend the time for payment of principal of, redemption premium, or interest on any Bond Outstanding under the Bond Ordinance; (c) reduce any premium payable upon the redemption of any Bond under the Bond Ordinance or advance the date upon which any Bond may first be called for redemption prior to its stated maturity date; (d) give to any Bond or Bonds (or related Contracts) a preference over any other Bond or Bonds (or related Contracts) not already permitted by the Bond Ordinance; (e) permit the creation of any lien or any other encumbrance on the Pledged Revenues having a lien equal to or prior to the lien created under the Bond Ordinance for the Senior Lien Bonds; (f) reduce the percentage of owners of either class of Bonds required to approve any such Supplemental Ordinance; or (g) deprive the owners of the Bonds of the right to payment of the Bonds or from the Pledged Revenues, without, in each case, the consent of the owners of all the Bonds then Outstanding of the category of Bonds affected thereby.

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APPENDIX E

SUMMARY OF CERTAIN PROVISIONS OF THE PRINCIPAL AIRPORT LEASES AND AGREEMENTS

Prior to October 1, 2017, the City established rates and charges for the use and occupancy of Airfield and Terminal facilities at the Airport pursuant to the Prior Airline Agreements. In April 2016, the City and the Signatory Airlines agreed to the provisions of the Airport Use and Lease Agreement which established new procedures for calculating rentals, fees, and charges for the use and occupancy of facilities defining the two Airline cost centers, the Airfield Cost Center and the Terminal Cost Center.

Effective October 1, 2017 (during Fiscal Year 2018), Airline rentals, fees, and charges are calculated under the provisions of the Airport Use and Lease Agreement to allow the City to recover operating and maintenance expenses and debt service plus coverage on General Revenue Bonds allocable to the Airfield Cost Center or the Terminal Cost Center. Provisions of the Airport Use and Lease Agreement governing the pre-approval of certain future capital projects included within the Approved Projects and other provisions governing capital improvement projects took effect retroactively on July 1, 2016. The Airport Use and Lease Agreement superseded and replaced all outstanding airline agreements for the airfield and the CPTC. Airlines that enter into an Airport Use and Lease Agreement are referred to as "Signatory Airlines." In total, the Airport is served by a mix of 19 domestic and international passenger carriers, all of whom are Signatory Airlines operating under an Airport Use and Lease Agreement.

THE AIRPORT USE AND LEASE AGREEMENT

In addition to the information pertaining to the Airport Use and Lease Agreement set forth elsewhere in the Official Statement, there is set forth below a brief summary of certain provisions of the Airport Use and Lease Agreement. Such information and summary do not purport to be complete and are qualified in their entirety by express reference to the Airport Use and Lease Agreement, copies of which are available from the City. Capitalized terms used in this summary and not otherwise defined in the Official Statement have the meaning given to such terms in the Airport Use and Lease Agreement.

Lease Term

The Airport Use and Lease Agreement has two term options: (1) for MII Eligible Signatory Airlines, the term extends until June 30, 2036, with an option to extend for an additional ten years to 2046 upon mutual consent of the parties; and (2) for all other Signatory Airlines, the initial term extended from July 1, 2016 to June 30, 2021, with three optional successive 5-year renewal periods for a potential final termination on June 30, 2036. Such Signatory Airlines may also further extend for an additional two five-year periods should the MII Eligible Signatory Airlines extend to 2046. In 2021, all Signatory Airlines whose agreement term ended June 30, 2021 elected to extend that agreement through June 30, 2026. The underlying Airport Use and Lease Agreements for both of the term options are identical in all aspects except the granting of MII rights.

Leased Premises and Gate Use Rights

The City assigns space to each Signatory Airline through the issuance of a Premises Notice, the form of which is attached to the Airport Use and Lease Agreement. Space in the Premises Notice is assigned on an Exclusive Use basis (e.g., office space and passenger clubs) and a Preferential Use basis (e.g., gates). The City retains exclusive control of Common Use Premises in the CPTC, except that the Airport Use and Lease Agreement provides for the assignment of Priority Use rights on some Common Use Gates in the International Terminal in order to foster efficient hub operations.

The City has leased certain Preferential Use Space, or otherwise granted rights of use to each Signatory Airline for its use, and leased the public circulation and building support space for its non-exclusive use in common with the other Signatory Airlines. The CPTC is maintained and operated on behalf of the Signatory Airlines by the Atlanta Airlines Terminal Company ("AATC"), a limited liability company, established by a consortium of airlines operating at the Airport, for that purpose.

The Airport Use and Lease Agreement provides the City with enhanced tools to minimize under-utilization of Gates within the CPTC. Preferential Use Gate rights have been redefined to be consistent with current industry norms that protect the Signatory Airlines' flight schedules. The City monitors gate utilization on a rolling 12-month basis to ensure that each Signatory Airline is meeting the City's required average minimum of 600 departing seats per gate per day. In addition, the Airport Use and Lease Agreement gives the City enhanced power to accommodate the needs of other airlines when a Signatory Airline has a Preferential Use Gate that is meeting the minimum but has additional capacity available. The City also has the right to recapture under-utilized Preferential Use Gates and assign them to other airlines and to rescind Priority Use rights granted on Common Use Gates under certain circumstances.

Rate Structure; Terminal Rent and Landing Fee Charges

Under the Airport Use and Lease Agreement, the terminal rental rate and landing fee is based on a cost recovery mechanism. Signatory Airlines pay their share of costs allocated to the Airfield Cost Center and the Terminal Cost Center through the Airline Rate Base Requirements, which is calculated each Fiscal Year. The Airline Rate Base Requirements for the Airline cost centers (Airfield Cost Center and Terminal Cost Center) for each Fiscal Year comprise (1) allocated Operating Expenses, (2) allocated Debt Service on General Revenue Bonds, (3) coverage on Debt Service for General Revenue Bonds, and (4) amortization of any capital investments made from the Renewal and Extension Fund. Direct Operating Expenses (as incurred for the operation and maintenance of the Airport, including security, police, and fire services) are allocated to the Airline and City cost centers according to percentages reflecting the functions of each Airport operating department. Indirect Operating Expenses (for administration and overhead functions) are allocated 100% to the City cost centers.

Terminal Rentals (assessed per square foot per annum) are calculated to recover Terminal costs by dividing the Airline Rate Base Requirement for the Terminal by Rented Space. Different rental rates are calculated by category of space (airline holdroom, other upper level enclosed, lower level enclosed, and unenclosed) and equalized across all space in the domestic and international terminals. Terminal rentals are subject to a mid-year adjustment if actual costs and rented space vary materially from the budgeted amounts, and are subject to a year-end true-up.

In addition to standard Airline Rate Base Requirement terminal rentals, Signatory Airlines also pay a percentage rent of ten percent of gross revenues derived from sales of premium alcohol and food to its passengers within its airline lounge spaces.

Landing Fees are calculated to recover Airfield costs by dividing the Airline Rate Base Requirement for the Airfield, less total landing fees collected from non-Signatory Airlines, by Signatory Airline landed weight. The Landing Fee, as calculated using budgeted data, becomes effective as of the beginning of each Fiscal Year. The Landing Fee is subject to a mid-year adjustment if actual costs and landed weight vary materially from the budgeted amounts. Following the close of each Fiscal Year, the Landing Fee requirement is recalculated using actual costs and a true-up credit or debit is issued to the Signatory Airlines.

In response to the COVID-19 pandemic the City provided immediate relief to all Signatory Airlines. For a brief summary of the relief provided and/or currently contemplated to be provided by the City to the Signatory Airlines, see "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT - Summary of Relief Provided by the City to the Airlines, Concessionaires and Rental Car Companies - *Airlines*" in the Official Statement.

Revenue Share and Airline Credits

The Airport Use and Lease Agreement provides for the following three guaranteed credits and one conditional credit as the combined mechanism for revenue sharing: (1) an inside concession credit, (2) a per-passenger credit, (3) an O&M reimbursement, and (4) an Excess Renewal and Extension Fund credit.

The inside concession credit is calculated as a percentage of revenues derived from food, beverage, retail, and other inside terminal concessions. The rate is 70% in each year through Fiscal Year 2021 and 50% in each year thereafter. Under the Prior Airline Agreements, a 50% credit of Inside Concession Revenues was provided.

The per passenger credit is to be calculated at \$0.60 per enplaned passenger in each Fiscal Year through Fiscal Year 2021, calculated at \$0.40 per enplaned passenger in Fiscal Year 2022 through Fiscal Year 2027, and terminated thereafter.

The City also reimburses the Signatory Airlines for a portion of O&M expenses attributable to inside concession facilities for which the City retains revenues.

Lastly, the Excess Renewal and Extension Fund credit is potentially provided to the Signatory Airlines in the last eight years of the term. The Excess Renewal and Extension Fund credit prevents the Airport from accumulating excess cash, and provides that on the condition that the Renewal and Extension Fund balance exceeds \$150,000,000, after consideration of pending core Airport projects, in any Fiscal Year beginning in Fiscal Year 2028 through the end of the term, 50% of that excess over \$150,000,000 will be distributed among the Signatory Airlines on a per-passenger basis.

Such inside concession credits and per passenger credits are subject to the limitation that they will not, in aggregate, exceed 100% of inside concession revenues. The credits may also be reduced so as to ensure that Net Revenues are at least 150% of Debt Service on General Revenue Bonds.

The Capital Plan

Implementation of a Negative MII. The Airport Use and Lease Agreements reduce the administrative burden on the City with the exercise by MII Eligible Signatory Airlines of their MII rights by no longer requiring the City to obtain affirmative approval for the associated task requiring MII approval. As an example, in the past, a project requiring an MII approval to move forward would be disapproved unless the City obtained the positive approval of the requisite number of MII Eligible Signatory Airlines to move forward. For Airfield projects, the cost of which is allocated to the Airfield Cost Center, MII is generally defined as MII Eligible Signatory Airlines accounting for 87% of landed weight, and for Terminal projects, the cost of which is allocated to the Terminal Cost Center, MII is generally defined as MII Eligible Signatory Airlines accounting for 87% of enplaned passengers. Under the Airport Use and Lease Agreements, a project requiring MII approval to move forward is approved, so long as the requisite number of MII Eligible Signatory Airlines do not timely disapprove. In the first scenario, MII Eligible Signatory Airline inaction fully prevents the project from advancing whereas in the second scenario MII Eligible Signatory Airline inaction has no effect on the project advancing.

Preapproved Projects. Under the Airport Use and Lease Agreements, the airlines have preemptively approved and agreed to fund a collection of certain capital improvements in the amount of approximately $3,612,095 (in 2015 dollars) which relates to the specific airline rate base component of the $6.16 billion (in July 2014 dollars) of the Approved Projects. While the majority of these projects can be initiated by the City at will, some projects do require the occurrence of a particular mutually-agreed-upon trigger prior to beginning. In no event, however, is further approval required from the MII Eligible Signatory Airlines to proceed.

No Future Approvals. Unlike former CPTC agreements, the Airport Use and Lease Agreements provide that once a project is approved by the appropriate approval methodology for the particular project, it is not subject to further approvals by the MII Eligible Signatory Airlines except in the following circumstance. If at 90% design completion of the project, the portion of the capital costs that will be part of the Airline Rate Base Requirement (1) are not within 5% of the original estimate for that portion of the capital costs, or (2) total project costs are not within 10% of the original total project cost estimate, and cannot be corrected to within those thresholds, the project will be subject to an MII procedure.

Domestic Common Use Gate Requirement. In order to accomplish the goals of (1) promoting additional incremental growth opportunities for current Signatory Airlines; and (2) ensuring flexibility and availability for new entrants of any size, the City Common Use Gate Requirement will be triggered if the City has three or fewer Domestic Common Use Gates with average utilization over 300 departing seats/day. This threshold acts as an early warning system, signaling that the Domestic Common Use Gates are trending towards full utilization. This gives the City time to build additional Domestic Common Use Gates before reaching capacity on existing Common Use Gates. Under the Airport Use and Lease Agreement, the City was not allowed to invoke its right to build additional Common Use Gates until the earlier of the completion of the Concourse T-North Expansion Project or December 31, 2021. Upon completion of the Concourse T-North Expansion Project in December 2022, the City increased its Common Use Gates in the Domestic Terminal by three for a total of four Domestic Common Use Gates in the Domestic Terminal. Subsequently, the City and the MII Eligible Signatory Airlines agreed to utilize three Common Use Gates in the Domestic Terminal as swing gates for common use or preferential gates during construction of the Concourse D widening project to mitigate the impacts from construction to gate availability. Upon completion of the Concourse D widening project, which is expected to occur in the last quarter of 2029, the City expects to have a total of four Domestic Common Use Gates.

Assignment and Transfer

Signatory Airlines may not assign or otherwise alienate or hypothecate its leased premises or enter into use agreements without the consent of the Airport General Manager, provided, however, that a Signatory Airline may assign or transfer its Airport Use and Lease Agreement without such consent to any entity controlling, controlled by or under common control with Airline or any successors-in-interest of such Signatory Airline. Additionally, such consent is deemed to be granted by the Airport General Manager where an Airline submits a request that is not acted upon by the City within 60 days from the date of the request. Signatory Airlines may, however, enter into handling agreements with other airlines without the Airport General Manager's or the City's consent. No sublease or other arrangement releases a Signatory Airline from its obligations, duties or responsibilities under its Airport Use and Lease Agreement.

Indemnity

Each Signatory Airline has agreed that, except where caused by the negligence or willful misconduct of the City's or its officers, agents, officials and employees, the City and those officers, agents, officials and employees will be free from any and claims, liability, expenses, losses, costs, fines and damages and causes of action of every kind and character, whether or not meritorious, against or from City by reason of bodily injuries to or deaths of any persons or damage to any property arising from Airline's use and occupation of its premises or the Airport or otherwise arising from Airline's operations, acts or omissions under the Airport Use and Lease Agreement. Each Signatory Airline has also agreed to indemnify and hold harmless the City, its elected officials and its officers, agents and employees, from any and all losses, expenses, demands and claims, and that such indemnification shall not be limited to the limits or terms of the liability insurance, required by the Airport Use and Lease Agreement.

Insurance

Each Signatory Airline is required to maintain in force during the term comprehensive commercial general liability insurance covering in an amount of at least $25 million for contractual liability, property damage, premises operations, personal injury, advertising injury, fire legal liability, medical expense, independent contractor/ consultants/ subcontractor/ consultants, products-completed operations, and terrorism coverage (at $1 million per occurrence). The certificate of insurance must also provide that the City be listed as a primary and non-contributing additional insured and a must include a waiver of subrogation in favor of the City.

The City, in an effort to avoid the costs of overlapping insurance, may purchase liability insurance to cover possible liability with respect to Concession Support Space since this space will not be under the exclusive control of the City or any individual Signatory Airline. The cost of this insurance, if purchased by the City, will be reasonably allocated to the appropriate Cost Centers.

The City is required to obtain a "special risk" policy of property insurance covering reasonably foreseeable risks, insuring the buildings, systems, equipment and other improvements included in the CPTC and the airfield, and all additions, extensions, alterations and modifications thereto, financed by City, in an amount equal to 100% of the full replacement value. The cost of this insurance policy is allocated to the appropriate Cost Center(s).

The City is also responsible for providing airport owners and operators liability insurance covering the AGTS in accordance with commercially reasonable coverage terms and amounts. The cost of this insurance will be allocated to the CPTC Cost Center.

Damage and Destruction

In the event of damage to or destruction of the premises leased to the Signatory Airlines by fire, weather or other casualty or otherwise, and provided that such damage or destruction was not caused by the negligent or wrongful conduct of a Signatory Airline, the City (or Signatory Airline if the City allows in its sole discretion) is required with all reasonable diligence and dispatch repair or rebuild the said premises so as to restore them, as nearly as possible, to the condition which existed immediately prior to the damage or destruction. The cost of such repair or rebuilding, whether repaired or rebuilt by the City or Signatory Airline, will be paid for with available insurance proceeds actually received by the City. If such insurance proceeds exceed the total cost of repair or rebuilding, the excess proceeds will be credited against the Terminal Airline Rate Base Requirement. Unless the damage or destruction is due to the willful misconduct of the City or its employees, officers, agents or contractors, the affected Signatory Airline will continue to pay all rentals and the City will provide alternate facilities on the Airport so that said Signatory Airline can continue to operate.

If the entire CPTC is so substantially damaged or destroyed that the City determines that rebuilding is not prudent or practicable, it may elect not to rebuild. In such event, the Signatory Airlines will, to the extent of any shortage in the proceeds of the property insurance policy maintained by the Signatory Airline, share in any excess insurance proceeds to compensate for the unamortized value of its improvements.

Condemnation

In the event that the premises or any portion thereof are condemned or otherwise taken for public or quasi-public use under the power of eminent domain or any similar power, the following shall apply:

A. <u>Entire premises Taken:</u> If the premises are taken in their entirety, the Airport Use and Lease Agreement terminates as of the date of such taking, all rentals and charges payable by the Signatory Airlines abate as of such date, and the condemnation award is to be distributed as provided in Section C below.

B. Portion of premises Taken: If only a portion of the premises is taken, the Airport Use and Lease Agreement terminates as to such portion as of the date of such taking, all rentals and charges payable by the affected Signatory Airline related to such portion of the premises abate as of such date and the condemnation award is to be distributed as provided in Section C below, except that if the remainder of the premises as reduced by the taking is thus rendered unsuitable or insufficient for use by the affected Signatory Airline to conduct its operation, the Airport Use and Lease Agreement shall be terminated in its entirety as of the date of such taking, all rentals payable by the affected Signatory Airline abate as of such date, and the condemnation award is to be distributed as provided in Section C below.

C. Distribution of Award: The condemnation award shall be distributed between the City and the affected Signatory Airlines as specifically provided by the court, but if no distribution is made by the court the following shall apply:

(1) reasonable fees and expenses incurred by the parties in collecting the award are paid first;

(2) the affected Signatory Airline is then paid the unamortized value of its improvements and installations not financed by City which were taken or rendered unusable pursuant to Section A or B, above;

(3) if there is a partial taking and it is necessary to incur expenses or costs to restore the remaining premises so that they may be used by the affected Signatory Airline to conduct its air operation, there expenses and costs will be paid next; and

(4) the remaining balance is paid to the City.

D. The affected Signatory Airline is entitled to participate fully in any condemnation proceedings affecting the related portion of the premises, and the City cannot consent to any taking of any portion of the premises or enter into any voluntary settlement with the condemning authority without the written consent of the affected Signatory Airline.

Minimum Fire and Police Protection

The City is required under the Airport Use and Lease Agreement to provide, or cause to be provided, a level of fire and police protection including emergency medical services for the Airport which will be determined from time to time by the City in consultation with the Signatory Airlines. In no event, however, will the level of such protection be less than the minimum requirements of pertinent Federal Aviation Regulations, TSA regulations or such that in the judgment of the City the traveling public and others require to be protected.

Signatory Airline Events of Default; City Remedies

Defaults by Signatory Airline. Each of the following constitutes an event of default by a Signatory Airline under an Airport Use and Lease Agreement, during which:

A. failure of such Signatory Airline to pay rentals and charges, or to remit PFCs due, within 15 days after written notice of nonpayment;

B. failure of such Signatory Airline to keep, perform or observe any other term, covenant, or condition of the Airport Use and Lease Agreement after 30 days written notice; or

C. failure by such Signatory Airline to provide and keep in force insurance coverage in accordance with the Airport Use and Lease Agreement; or

D. the appointment of a trustee, custodian, or receiver of all or a substantial portion of such Signatory Airline's assets; or

E. the divestiture of such Signatory Airline's estate herein by operation of law, by dissolution, or by liquidation (not including a merger or sale of assets); or

F. the abandonment by such Signatory Airline of the premises, or its conduct of business at the Airport (suspension of operations for a period of 60 days is considered abandonment in the absence of a force majeure event).

City Remedies. Upon the occurrence of an event of default by Airline enumerated above and after any applicable notice and cure periods, the City may exercise a number of remedies under the Airport Use and Lease Agreements, including the following:

A. The City may exercise any remedy provided by law or in equity, including but not limited to the remedies hereinafter specified. The various rights and remedies herein contained shall not be considered as exclusive of any other right or remedy but shall be construed as cumulative and shall be in addition to every other remedy now or hereafter existing at law, in equity or by statute. In addition to any damages or payments specified herein, City shall be entitled to reimbursement from the affected Signatory Airline for any costs of the City related to any default by such Signatory Airline under the related Airport Use and Lease Agreement.

B. The City may cancel the related Airport Use and Lease Agreement, effective upon the date specified in the notice of cancellation. Upon such date, the affected Signatory Airline shall be deemed to have no further rights under the Airport Use and Lease Agreements and the City shall have the right to take immediate possession of the premises.

City Events of Default; Signatory Airline Remedies

Each of the following events shall constitute an event of default by the City:

A. failure of the City to keep, perform or observe any other term, covenant, or condition of the Airport Use and Lease Agreement after 30 days written notice from a Signatory Airline; or

B. the City closes the Airport to flying in general or to the flights of an Airline for reasons other than weather, acts of God, safety or security requirements or other reasons beyond its control, and fails to reopen the Airport to such flying or flights for a period in excess of 30 days, provided that the reasons for closing the Airport were not caused or contributed to by a Signatory Airline; or

C. the City wrongfully deprives a Signatory Airline of its right to occupy and use the premises in accordance with the terms of the Airport Use and Lease Agreement for a period in excess of 10 days.

After the occurrence of an event of default by the City and after any applicable notice and cure periods, a Signatory Airline has the right to terminate the related Airport Use and Lease Agreement upon 60 days' written notice to the City, in which event all rentals and charges payable by such Signatory Airline under the related Airport Use and Lease Agreement abate, and such Signatory Airline shall have the right to remove any equipment, systems, fixtures or other installations or improvements. Such Signatory Airline shall also have all rights and remedies available to such Signatory Airline at law, in equity or by statute.

Force Majeure

Neither the City nor a Signatory Airline will be deemed to be in breach of such Airport Use and Lease Agreement by reason of failure to perform any of its obligations thereunder if, while and to the extent that such failure is due to strikes, boycotts, labor disputes, embargoes, shortages of materials, acts of God, acts of the public enemy, acts of superior governmental authority, weather conditions, floods, riots, rebellion, sabotage or any other circumstances for which it is not responsible and which are not within its control.

Signatory Airline's Right of Termination

A Signatory Airline may terminate the Airport Use and Lease Agreement upon 30 days' written notice to the City if such Signatory Airline is permanently deprived, for any reason beyond its control, of the rights, certificates, or authorizations necessary under applicable law to operate its air transportation business at the Airport. In the event of such termination, the rentals and charges payable by such Signatory Airline under the related Airport Use and Lease Agreement abate.

Special Covenants

Under its Airport Use and Lease Agreement, Delta Air Lines, Inc. ("Delta") has covenanted to maintain its headquarters in Atlanta and to work in good faith to renew or otherwise extend the lease for its World Headquarters campus located adjacent to the Airport.

Under the Airport Use and Lease Agreement, the City has covenanted that it does not currently plan to and will not own or operate any other commercial service airport other than the Airport, and will not include any other airports of any type, as a part of any City airport system, and no Airport revenues may be used by the City to pay costs or expenses at any other airports unless such is allowed by applicable law and also is approved by MII Eligible Signatory Airlines.

Master Bond Ordinance

Under the Airport Use and Lease Agreement, in the event of any conflict between the terms of the Master Bond Ordinance and the Airport Use and Lease Agreement, the terms of the Master Bond Ordinance will control.

Miscellaneous

The City may not lease any premises within the CPTC to any airline on terms which are more favorable than the terms of the Airport Use and Lease Agreement. No qualified airline can be denied access to becoming a Signatory Airline in the future.

The preceding summary does not purport to be complete and is qualified in its entirety by express references to the Airport Use and Lease Agreements, copies of which are available from the City.

THE TBI COMMON USE FACILITIES AGREEMENT

The City recently executed a new contract with TBI ATL Operations, JV ("TBI") for the management of the Airport's domestic and international common use facilities (the "TBI Common Use Facilities Agreement"). The international common use facilities are public facilities available for use by any Airline for international arrivals and departures and are comprised of the Federal Inspection Service area, and associated aircraft gates and terminal facilities. The domestic common use facilities are public facilities available for all Airlines and consist of ticket counters, baggage make-up, baggage claim, domestic gate, and related facilities.

Under the TBI Common Use Facilities Agreement, TBI receives as compensation its direct costs and expenses of providing the services plus a management fee in the amount of up to $1,700,000 per year. The TBI Common Use Facilities Agreement is terminable by either party upon 90 days prior written notice and expires in 2025, with renewals through 2029.

The City charges TBI directly for the portion of the terminal Airline Rate Base Requirement allocated to the space occupied by the various common use facilities used by arriving and departing passengers (check-in counters, departure concourses, Federal Inspection Service area, and baggage claim facilities). TBI remits those payments to the City, and invoices Airlines using the common use facilities for user charges. The user charges are calculated to recover all costs related to the operation for those facilities, inclusive of the TBI's invoices from the City for the allocated terminal rentals as well as the TBI management fees, and are assessed on per passenger basis.

THE CONCESSIONAIRE AGREEMENTS

CPTC Inside Concession Agreements

The concessions program inside the CPTC includes all food and beverage, retail, services, and advertising. In 2012 the concessions program went through a major restructuring with new leases that began in conjunction with the opening of the new Concourse F International Terminal and covered locations in the new International terminal and each of the concourses.

These leases included 125 food and beverage locations, 27 retail locations on concourses E and F, three duty free locations, eight other service locations, a common use lounge and eight foreign currency exchange locations. These leases were entered into in 2012 with varying terms and expiration dates between 2022 and 2025. As part of the City's response to the COVID-19 pandemic, legislation was passed in August of 2020 extending these leases by thirty-six months effective July 1, 2020. The retail lease agreements that were awarded in 2007, which included all the retail located in the domestic terminal and concourses T, A, B, C and D, expired and were operating in holdover status prior to the COVID-19 pandemic. The Airport and the City were working on the details of issuing the necessary procurement to finalize the next iteration of the retail concession program for these particular locations; however, due to the economic impact of the COVID-19 pandemic, the City issued legislation in August 2020 extending the lease term an additional thirty months. In June 2021, the City extended all inside concessions leases an additional 18 months to further mitigate the financial impacts of the COVID-19 pandemic.

Over the next few years, the City will issue multiple phases of solicitations for all concessions locations in the Airport. The first phase has been finalized and resulted in a contract effective on September 16, 2022, for approximately 6,000 square feet of space on Concourse T of the Airport. The second phase solicitation for approximately 20,000 square feet of space on Concourses B, C, E and F is currently underway and is being managed by the City's Department of Procurement.

The concessions program is structured with multiple prime operators having direct lease agreements with the City. Most large prime agreements have multiple sub tenants. This provides both national brands and local operators an opportunity to operate as prime concessionaires or subtenants in over 354 concession locations throughout the Airport. Most rental obligations are based on the greater of the minimum annual guarantee or a percentage of gross sales revenues. The minimum annual guarantee for each agreement is established at the beginning of the agreement with escalations built in based on actual rent paid in the prior year. Concessionaires also pay 0.5% of their gross receipts into a marketing fund that promotes the concessions program through advertising, experiential marketing and social media. This is managed by the City's marketing department.

In response to the COVID-19 pandemic, and in addition to the lease extensions described above, the City provided other relief to concessionaires. For a brief summary of the relief provided to concessionaires, see "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT - Summary of Relief Provided by the City to the Airlines, Concessionaires and Rental Car Companies - *Concessionaires*" in the Official Statement.

CPTC Outside Concession Agreements

The City has entered into Consolidated Rental Car Facility Lease Agreements for auto rental concessions outside of the CPTC. Thirteen rental car companies have leases to operate in the Consolidated Rental Car Center that opened in December 2009. The rental car facility Lease Agreements provide for rental payments to the City of the greater of the Minimum Annual

Guarantee or ten percent of gross receipts. The Minimum Annual Guarantee for each agreement was established at the beginning of the agreement with escalations built in based on prior year rent paid. In addition to the rent obligations, the rental car concessionaires pay building/space rental for their allocated spaces and a pro-rata share of the utilities and facility operating and maintenance costs for the Rental Car Center, including transportation to/from the Airport on the train system. The cost of the construction of the facility and approved O&M costs are offset by Customer Facility Charges collected from rental car customers. The City's current rental car concession agreements began in December 2009 and will not expire until June 2031.

In response to the COVID-19 pandemic, the City provided relief to rental car concessionaires and is contemplating providing additional relief to rental car concessionaires. For a brief summary of the relief provided to rental car concessionaires, see "IMPACT OF THE COVID-19 PANDEMIC ON THE AIRPORT - Summary of Relief Provided by the City to the Airlines, Concessionaires and Rental Car Companies - *Rental Car Companies*" in the Official Statement.

OTHER AIRPORT AGREEMENTS

The Delta CTSA Lease

The City had entered into a lease with Delta dated December 1, 1989 and expiring March 31, 2020, for certain space in the Central Terminal Support Area ("CTSA") for cargo, equipment storage, catering and other uses directly related to and essential to servicing aircraft, transferring cargo or functionally related and subordinate to the Airport premises (the "Delta CTSA Lease"). Under the Delta CTSA Lease, Delta also leased space for a technical operations center for the servicing of aircraft or enabling aircraft to take-off or land at the premises.

The Delta CTSA Lease provided for an initial basic rental and further provided that the City and Delta use their best efforts to agree on an adjusted rental for the period beginning July 21, 2010 and to agree on another adjusted rental for a second period beginning February 1, 2015. The City and Delta mutually agreed to an Adjusted Rental rate that was effective July 1, 2010 and continued this Adjusted Rental rate during the second period through the Delta CTSA Lease's expiration date of March 31, 2020. Due to its size and complexity, the Delta CTSA Lease was extended through December 31, 2021 to allow the City and Delta to negotiate a completely new long-term lease. The new lease was executed by all parties on December 30, 2021, and went into effect with new rates on January 1, 2022. The new lease modernizes the agreement and provides for an updated rate structure, including the appraisal and reassessment of non-aeronautical parcels at fair market value. The updated rate structure represents a 400% increase in rental revenue for the facility. It expires December 31, 2052, with two ten-year extensions thereafter.

The preceding summary does not purport to be complete and is qualified in its entirety by express references to the Delta CTSA Lease, copies of which are available from the City.

Other Leases

The City has other building leases consisting of three major types: aircraft base-maintenance overhaul facilities, cargo facilities and office building leases (including Delta's general headquarters). The City currently has aircraft base-maintenance leases with Delta and

Southwest Airlines. The City has leases for cargo facilities with WFS, Swissport, Lufthansa, and Alliance Ground as well as leases for small package express facilities with FedEx, UPS, DHL, and Delta.

The City has entered into various other agreements consisting primarily of land leases and building leases, with air carriers and others engaged in Airport-related businesses. Land leases include hotels, employee parking lots, freight facilities, an air mail facility leased by the United States Postal Service, and land used for remote aircraft parking and storage areas. The building leases include office buildings, portions of which are used by tenants for Airport-related activities and catering kitchens.

Currently, there are three different arrangements for Airline fueling services at the Airport: (1) Delta operates one fuel system under a new lease agreement that was approved by the City Council and fully executed in December 2021; (2) the Atlecon Fuel Corporation ("Atlecon") operates another system under a use and operation agreement between the City and Atlecon, in effect since 1994, which expired on September 21, 2010; and (3) Louis Berger manages the remaining fuel system at the Airport under a fuel storage and operation agreement entered into by the City and the operator in 2019. The City is in the final approval processes to transition the Atlecon and Louis Berger fuel farms to a consortium made up of the major airlines operating at ATL. The consortium will assume all capital, maintenance, and compliance responsibilities for the fuel farms.

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APPENDIX F

FORM OF OPINION OF CO-BOND COUNSEL

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Set forth below is the proposed opinion of Co-Bond Counsel. This opinion is preliminary and subject to change prior to the issuance and delivery of the Series 2023 New Money Bonds.

August __, 2023

$________________
City of Atlanta
Airport General Revenue Bonds
Series 2023B-1 (Non-AMT) (Green Bonds)

$________________
City of Atlanta
Airport General Revenue Bonds
Series 2023B-2 (Non-AMT)

$________________
City of Atlanta
Airport General Revenue Bonds
Series 2023C (AMT)

$________________
City of Atlanta
Airport Passenger Facility Charge
and Subordinate Lien General Revenue Bonds
Series 2023D (Non-AMT) (Green Bonds)

$________________
City of Atlanta
Airport Passenger Facility Charge
and Subordinate Lien General Revenue Bonds
Series 2023E (AMT) (Green Bonds)

City of Atlanta
Atlanta, Georgia

Ladies and Gentlemen:

As Co-Bond Counsel to the City of Atlanta (the "**City**"), we have examined the applicable law and certified copies of certain documents and proceedings, including without limitation a certified copy of the validation proceeding in the Superior Court of Fulton County, Georgia, relating to the issuance and sale by the City of its $____________ in original aggregate principal amount of Airport General Revenue Bonds, Series 2023B-1 (Non-AMT) (Green Bonds) (the "**Series 2023B-1 Green Bonds**"), its $____________ in original aggregate principal amount of Airport General Revenue Bonds, Series 2023B-2 (Non-AMT) (the "**Series 2023B-2 Bonds**"), its $____________ in original aggregate principal amount of Airport General Revenue Bonds, Series 2023C (AMT) (the "**Series 2023C Bonds**"), its $____________ in original aggregate principal amount of Airport Passenger Facility Charge and Subordinate Lien General Revenue Bonds, Series 2023D (Non-AMT) (Green Bonds) (the "**Series 2023D Green Bonds**"), and its $____________ in original aggregate principal amount of Airport Passenger Facility Charge and Subordinate Lien General Revenue Bonds, Series 2023E (AMT) (Green Bonds) (the

"**Series 2023E Green Bonds,**" and together with the Series 2023B-1 Green Bonds, the Series 2023B-2 Bonds, the Series 2023C Bonds and the Series 2023D Green Bonds, the "**Series 2023 New Money Bonds**"). Capitalized terms used but not defined herein have the respective meanings ascribed thereto in the Bond Ordinance as hereinafter defined.

The Series 2023 New Money Bonds are being issued to (a) finance or refinance the costs of the "**2023 Project**" (as defined in the Bond Ordinance), which includes but is not limited to financing or refinancing a portion of the costs of the planning, engineering, design, acquisition, construction, and installation of various terminal, concourse, and other improvements throughout the Hartsfield-Jackson Atlanta International Airport (the "**Airport**") that are a part of the City's Airport Capital Improvement Plan, (b) fund all or a portion of the increase in the Debt Service Reserve Requirement resulting from the issuance of the Series 2023 New Money Bonds, and (c) pay certain costs of issuance with respect to the Series 2023 New Money Bonds. The Series 2023 New Money Bonds are authorized by that certain Amended and Restated Master Bond Ordinance (Ordinance No. 99-O-1896) adopted on March 20, 2000 (the "**Master Bond Ordinance**"), as thereafter supplemented and amended, including by that certain Thirty-Second Supplemental Bond Ordinance (Ordinance No. 23-O-1296) adopted on June 20, 2023 and approved by the Mayor of the City on June 29, 2023 (the "**Thirty-Second Supplemental Bond Ordinance**"), and the Series 2023 Supplemental Pricing Ordinance (Ordinance No. 23-O-____) adopted on ________, 2023 and approved by the Mayor on ___________, 2023 (the Master Bond Ordinance, as so amended, the "**Bond Ordinance**").

Contemporaneously with the sale of the Series 2023 New Money Bonds, the City sold its $____________ in original aggregate principal amount of Airport General Revenue Refunding Bonds, Series 2023F (Non-AMT) (the "**Series 2023F Bonds**") and its $____________ in original aggregate principal amount of Airport General Revenue Refunding Bonds, Series 2023G (AMT) (the **"Series 2023G Bonds"** and, together with the Series 2023F Bonds, the "**Series 2023F/G Refunding Bonds**"), which are expected to be issued in October 2023.

The Series 2023B-1 Green Bonds, the Series 2023B-2 Bonds, and the Series 2023C Bonds (collectively, the "**Series 2023B-1/B-2/C Bonds**") are being issued (i) as Senior Lien General Revenue Bonds under the Bond Ordinance and, as such, are limited obligations of the City payable solely from, and secured by, a Senior Lien on General Revenues of the Airport, and (ii) on a parity with currently outstanding Senior Lien General Revenue Bonds. Additional Bonds secured on a parity with the Series 2023B-1/B-2/C Bonds, including the Series 2023F/G Refunding Bonds, may be issued on the terms and conditions as provided in the Bond Ordinance. Reference is made to the forms of the Series 2023B-1/B-2/C Bonds for information concerning their details, including their payment and redemption provisions, their purpose, and the proceedings pursuant to which they are issued. The Series 2023D Green Bonds and the Series 2023E Green Bonds (together, the "**Series 2023D/E Green Bonds**") are being issued (i) as Hybrid PFC Bonds under the Bond Ordinance and, as such, are limited obligations of the City payable solely from, and secured by, (1) a Senior Lien on PFC Revenues of the Airport and (2) a Subordinate Lien on General Revenues of the Airport subordinate to the Lien on General Revenues securing Senior Lien General Revenue Bonds and (ii) on a parity with currently outstanding Hybrid PFC Bonds with a Senior Lien on PFC Revenues and a Subordinate Lien on General Revenues. Additional Bonds secured on a parity with the Series 2023D/E Green Bonds, including the City's $400,000,000 in original principal amount of Airport Passenger Facility Charge and Subordinate Lien General Revenue Forward Delivery Refunding Bond, Series 2023FWD-A-1 (Non-AMT) and its $116,830,000 in original principal amount of Airport Passenger Facility Charge and Subordinate Lien General Revenue Forward Delivery Refunding Bond, Series 2023FWD-A-2 (Non-AMT), may be issued on the terms and conditions as provided in the Bond Ordinance. Reference is made to the forms of the Series 2023D/E Green Bonds for information concerning their details, including their payment and redemption provisions, their purpose, and the proceedings pursuant to which they are issued.

Without undertaking to verify the same by independent investigation, we have relied on certifications by representatives of the City and other parties as to certain facts relevant to both our opinion and requirements of the Internal Revenue Code of 1986, as amended (the "**Code**"). The City has covenanted to comply with the current provisions of the Code and regulations regarding, among other matters, the use, expenditure, and investment of the proceeds of the Series 2023 New Money Bonds and the Series 2023F/G Refunding Bonds and the timely payment to the United States of any arbitrage rebate amounts with respect to the Series 2023 New Money Bonds and the Series 2023F/G Refunding Bonds, all as set forth in the proceedings and documents relating to the issuance of the Series 2023 New Money Bonds and the Series 2023F/G Refunding Bonds (the "**Covenants**").

Based on the foregoing, in accordance with customary legal opinion practice, and assuming the due authorization, execution and delivery by the parties, other than the City, to the relevant agreements, we are of the opinion that:

(1) The Bond Ordinance has been duly adopted, is in full force and effect, and is valid and enforceable against the City in accordance with its terms.

(2) The Series 2023 New Money Bonds have been duly authorized and issued in accordance with the Constitution and statutes of the State of Georgia and the Bond Ordinance and constitute valid and binding limited obligations of the City, and (i) with respect to the Series 2023B-1/B-2/C Bonds, are each payable solely from and secured by a Senior Lien on General Revenues of the Airport on a parity with currently outstanding Senior Lien General Revenue Bonds, and (ii) with respect to the Series 2023D/E Green Bonds, are each payable solely from and secured by (1) a Senior Lien on PFC Revenues of the Airport and (2) a Subordinate Lien on General Revenues of the Airport subordinate to the Lien on General Revenues securing Senior Lien General Revenue Bonds, on a parity with those currently outstanding Hybrid PFC Bonds that have a Senior Lien on PFC Revenues and a Subordinate Lien on General Revenues. The Series 2023 New Money Bonds and the premium (if any) and interest thereon do not constitute a pledge of the faith and credit of the State of Georgia or any political subdivision thereof, including without limitation, the City. No other opinion is given herein on the lien status of any Series 2023 New Money Bonds.

(3) The City has covenanted to prescribe, fix, maintain and collect rates, fees, and other charges for the services and facilities of the Airport such that the Net Revenues in each Fiscal Year of the Airport will provide (i) General Revenues at least sufficient to pay the principal of, premium (if any) and interest on, all Senior Lien General Revenue Bonds, as set forth in the Bond Ordinance, and (ii) PFC Revenues at least sufficient to pay the principal of, premium (if any) and interest on, all PFC Revenue Bonds, as set forth in the Bond Ordinance.

(4) The rights of the holders of the Series 2023 New Money Bonds and the enforceability of such rights, including enforcement of the obligations of the City under the Bond Ordinance, may be limited or otherwise affected by (a) bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance, and other laws affecting the rights of creditors generally, and (b) principles of equity, whether considered at law or in equity.

(5) Under current law, (a) interest, [including accrued original issue discount ("OID")] on the Series 2023B-1 Green Bonds, the SeriesB-2 Bonds and Series 2023D Green Bonds (i) is not included in gross income for federal income tax purposes, and (ii) is not an item of tax preference for purposes of the federal alternative minimum income tax, (b) interest on the Series 2023C Bonds and Series 2023E Green Bonds [including accrued OID] (i) is not included in gross income for federal income tax purposes, except when held by a "substantial user" of the Airport facilities or a "related person" within the meaning of Section 147(a) of the Code, and (ii) is an item of tax preference for purposes of the federal alternative minimum income tax and (c) interest on the Series 2023 New Money Bonds is taken into account in determining adjusted financial statement income of "applicable corporations" (as defined in Section 59(k) of the Code) for the alternative minimum tax imposed on such corporations. The opinion in this paragraph (5) is subject to the condition that there is compliance subsequent to the issuance of the Series 2023 New Money Bonds with all requirements of the Code that must be satisfied in order that interest thereon, [including accrued OID], not be included in gross income for federal income tax purposes. In the case of each of the _______ Bonds in ____ (the "OID Bonds"), the difference between the stated principal amount and the initial public offering price of the OID Bonds to the public (excluding bond houses and brokers) at which a substantial amount of such maturities of OID Bonds is sold will constitute OID; OID will accrue for federal income tax purposes on a constant-yield-to-maturity method based on regular compounding; and a holder's basis in such a Bond will be increased by the amount of OID treated for federal income tax purposes as having accrued on the Bond while the holder holds the Bond. Failure by the City to comply with the Covenants, among other things, could cause interest on the Series 2023 New Money Bonds, [including accrued OID,] to be included in gross income for federal income tax purposes retroactively to their date of issue. We express no opinion regarding other federal tax consequences of the ownership of or receipt or accrual of interest on the Series 2023 New Money Bonds.

(6) Under current law, interest on the Series 2023 New Money Bonds is exempt from income taxation by the State of Georgia.

Our services as Co-Bond Counsel have been limited to delivering the foregoing opinion based on our review of such proceedings and documents as we deem necessary to approve the validity of the Series 2023 New Money Bonds and the tax-exempt status of the interest thereon. We express no opinion herein as to the financial resources of the City or the Airport, the City's or the Airport's ability to provide for the payments required on the Series 2023 New Money Bonds, or the accuracy or completeness of any information, including the City's Preliminary Official Statement, dated ____________, 2023, and its Official Statement, dated ______________, 2023 that may have been relied upon by anyone in making the decision to purchase Series 2023 New Money Bonds.

Very truly yours,

Set forth below is the proposed opinion of Co-Bond Counsel. This opinion is preliminary and subject to change prior to the issuance and delivery of the Series 2023F/G Refunding Bonds.

October __, 2023

$_______________	$_______________
City of Atlanta	City of Atlanta
Airport General Revenue Refunding Bonds	Airport General Revenue Refunding Bonds
Series 2023F (Non-AMT)	Series 2023G (AMT)

City of Atlanta
Atlanta, Georgia

Ladies and Gentlemen:

As Co-Bond Counsel to the City of Atlanta (the "**City**"), we have examined the applicable law and certified copies of certain documents and proceedings, including without limitation a certified copy of the validation proceeding in the Superior Court of Fulton County, Georgia, relating to the issuance and sale by the City of its $________________ in original aggregate principal amount of Airport General Revenue Refunding Bonds, Series 2023F (Non-AMT) (the "**Series 2023F Bonds**") and its $________________in original aggregate principal amount of Airport General Revenue Refunding Bonds, Series 2023G (AMT) (the "**Series 2023G Bonds**" and, together with the Series 2023F Bonds, the "**Series 2023F/G Refunding Bonds**"). Capitalized terms used but not defined herein have the respective meanings ascribed thereto in the Bond Ordinance as hereinafter defined.

The Series 2023F/G Refunding Bonds are being issued to (a) refund and redeem all or a portion of the City's outstanding Airport General Revenue Refunding Bonds, Series 2014B (Non-AMT) and Airport General Revenue Refunding Bonds, Series 2014C (AMT) (together, the "**Refunded Bonds**") and (b) pay certain costs of issuance with respect to the Series 2023F/G Refunding Bonds. The Series 2023F/G Refunding Bonds are authorized by that certain Amended and Restated Master Bond Ordinance (Ordinance No. 99-O-1896) adopted on March 20, 2000 (the "**Master Bond Ordinance**"), as thereafter supplemented and amended, including by that certain Thirty-Second Supplemental Bond Ordinance (Ordinance No. 23-O-1296) adopted by the Atlanta City Council on June 20, 2023 and approved by the Mayor of the City on June 29, 2023 (the "**Thirty-Second Supplemental Bond Ordinance**"), and the Series 2023 Supplemental Pricing Ordinance (Ordinance No. 23-O-____) adopted by the Atlanta City Council on _____________, 2023, and approved by the Mayor on ________, 2023 (the Master Bond Ordinance, as so amended, the "**Bond Ordinance**").

Contemporaneously with the sale of the Series 2023F/G Refunding Bonds, the City sold, and the City has previously issued, its $____________ in original aggregate principal amount of Airport General Revenue Bonds, Series 2023B-1 (Non-AMT) (Green Bonds) (the "**Series 2023B-1 Green Bonds"),** its $____________ in original aggregate principal amount of Airport General Revenue Bonds, Series 2023B-2 (Non-AMT) (the "**Series 2023B-2 Bonds")**, its $____________ in original aggregate principal amount of Airport General Revenue Bonds Series 2023C (AMT) (the "**Series 2023C Bonds"),** its $____________ in original aggregate principal amount of Airport Passenger Facility Charge and Subordinate Lien General Revenue Bonds, Series 2023D (Non-AMT) (Green Bonds) (the "**Series 2023D Green Bonds")**, and its $____________ in original aggregate principal amount of Airport Passenger Facility Charge and Subordinate Lien General Revenue Bonds, Series 2023E (AMT) (Green Bonds) (the "**Series 2023E Green Bonds**" and together with Series 2023B-1 Green Bonds, the Series 2023B-2 Bonds, the Series 2023C Bonds, and the Series 2023D Green Bonds, the **"Series 2023 New Money Bonds"**).

The Series 2023F/G Refunding Bonds are being issued (i) as Senior Lien General Revenue Bonds under the Bond Ordinance and, as such, are limited obligations of the City payable solely from, and secured by, a Senior Lien on General Revenues of the Airport, and (ii) on a parity with currently outstanding Senior Lien General Revenue Bonds, including the Series 2023B-1 Green Bonds, Series 2023B-2 Bonds and Series 2023C Bonds. Additional Bonds secured on a parity with the Series 2023F/G Refunding Bonds may be issued on the terms and conditions as provided in the Bond Ordinance. Reference is made to the forms of the Series 2023F/G Refunding Bonds for information concerning their details, including their payment and redemption provisions, their purpose, and the proceedings pursuant to which they are issued.

To effect the refunding of the Refunded Bonds, proceeds of the Series 2023F/G Refunding Bonds, together with funds provided by the City, will be used to purchase [____________________] to be deposited with U.S. Bank Trust Company, National Association, as escrow agent (the **"Escrow Agent"**), pursuant to an Escrow Deposit Agreement, dated October __, 2023 (the **"Escrow Deposit Agreement"**), between the City and the Escrow Agent, in an amount sufficient, with earnings thereon, to pay the principal of and accrued interest on the Refunded Bonds as they become due and payable on the redemption dates, all as specified in the Escrow Deposit Agreement. We reference computations provided by Terminus Analytics, LLC, the mathematical accuracy of which has been verified by them, relating to the sufficiency of the investments in the Escrow Fund established under the Escrow Deposit Agreement to pay when due, the amounts due on the Refunded Bonds.

Without undertaking to verify the same by independent investigation, we have relied on certifications by representatives of the City and other parties as to certain facts relevant to both our opinion and requirements of the Internal Revenue Code of 1986, as amended (the "**Code**"). The City has covenanted to comply with the current provisions of the Code and regulations regarding, among other matters, the use, expenditure, and investment of the proceeds of the Series 2023F/G Refunding Bonds and the Series 2023 New Money Bonds and the timely payment to the United States of any arbitrage rebate amounts with respect to the Series 2023F/G

Refunding Bonds and the Series 2023 New Money Bonds, all as set forth in the proceedings and documents relating to the issuance of the Series 2023F/G Refunding Bonds and the Series 2023 New Money Bonds (the "**Covenants**").

Based on the foregoing, in accordance with customary legal opinion practice, and assuming the due authorization, execution and delivery by the parties, other than the City, to the relevant agreements, we are of the opinion that:

(1) The Bond Ordinance has been duly adopted, is in full force and effect, and is valid and enforceable against the City in accordance with its terms.

(2) The Series 2023F/G Refunding Bonds have been duly authorized and issued in accordance with the Constitution and statutes of the State of Georgia and the Bond Ordinance and constitute valid and binding limited obligations of the City, and are each payable solely from and secured by a Senior Lien on General Revenues of the Airport on a parity with currently outstanding Senior Lien General Revenue Bonds. The Series 2023F/G Refunding Bonds and the premium (if any) and interest thereon do not constitute a pledge of the faith and credit of the State of Georgia or any political subdivision thereof, including without limitation, the City. No other opinion is given herein on the lien status of any Series 2023F/G Refunding Bonds.

(3) The Escrow Deposit Agreement has been duly authorized, executed and delivered by the City and constitutes a valid and binding obligation of the City enforceable against the City in accordance with its terms.

(4) The City has covenanted to prescribe, fix, maintain and collect rates, fees, and other charges for the services and facilities of the Airport such that the Net Revenues in each Fiscal Year of the Airport will provide General Revenues at least sufficient to pay the principal of, premium (if any) and interest on, all Senior Lien General Revenue Bonds, as set forth in the Bond Ordinance.

(5) The rights of the holders of the Series 2023F/G Refunding Bonds and the enforceability of such rights, including enforcement of the obligations of the City under the Bond Ordinance, may be limited or otherwise affected by (a) bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance, and other laws affecting the rights of creditors generally, and (b) principles of equity, whether considered at law or in equity.

(6) Under current law, (a) interest, [including accrued original issue discount ("OID")] on the Series 2023F Bonds (i) is not included in gross income for federal income tax purposes, and (ii) is not an item of tax preference for purposes of the federal alternative minimum income tax, (b) interest on the Series 2023G Bonds [, including accrued OID] (i) is not included in gross income for federal income tax purposes, except when held by a "substantial user" of the Airport facilities or a "related person" within the meaning of Section 147(a) of the Code, and (ii) is an item of tax preference for purposes of the federal alternative minimum income tax and (c) interest on the Series 2023F/G Refunding Bonds is taken into account in determining adjusted financial statement income of "applicable corporations" (as defined in

Section 59(k) of the Code) for the alternative minimum tax imposed on such corporations. The opinion in this paragraph (6) is subject to the condition that there is compliance subsequent to the issuance of the Series 2023F/G Refunding Bonds with all requirements of the Code that must be satisfied in order that interest thereon, [including accrued OID], not be included in gross income for federal income tax purposes. [In the case of each of the Series 2023F/G Refunding Bonds maturing in [_____] (the "OID Bonds"), the difference between the stated principal amount and the initial public offering price of the OID Bonds to the public (excluding bond houses and brokers) at which a substantial amount of such maturities of OID Bonds is sold will constitute OID; OID will accrue for federal income tax purposes on a constant-yield-to-maturity method based on regular compounding; and a holder's basis in such a Bond will be increased by the amount of OID treated for federal income tax purposes as having accrued on the Bond while the holder holds the Bond.] Failure by the City to comply with the Covenants, among other things, could cause interest on the Series 2023F/G Refunding Bonds, [including accrued OID], to be included in gross income for federal income tax purposes retroactively to their date of issue. We express no opinion regarding other federal tax consequences of the ownership of or receipt or accrual of interest on the Series 2023F/G Refunding Bonds.

(7) Under current law, interest on the Series 2023F/G Refunding Bonds is exempt from income taxation by the State of Georgia.

Our services as Co-Bond Counsel have been limited to delivering the foregoing opinion based on our review of such proceedings and documents as we deem necessary to approve the validity of the Series 2023F/G Refunding Bonds and the tax-exempt status of the interest thereon. We express no opinion herein as to the financial resources of the City or the Airport, the City's or the Airport's ability to provide for the payments required on the Series 2023F/G Refunding Bonds, or the accuracy or completeness of any information, including the City's Preliminary Official Statement, dated _____________, 2023, and its Official Statement, dated _____________, 2023 that may have been relied upon by anyone in making the decision to purchase Series 2023F/G Refunding Bonds.

Very truly yours,

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APPENDIX G-1

FORM OF CONTINUING DISCLOSURE AGREEMENT RELATING TO THE SERIES 2023 NEW MONEY BONDS

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CONTINUING DISCLOSURE AGREEMENT

by and between

CITY OF ATLANTA

and

DIGITAL ASSURANCE CERTIFICATION, L.L.C.

relating to:

$206,565,000
CITY OF ATLANTA
AIRPORT GENERAL REVENUE BONDS,
SERIES 2023B-1 (NON-AMT) (GREEN BONDS)

$27,365,000
CITY OF ATLANTA
AIRPORT GENERAL REVENUE BONDS,
SERIES 2023B-2 (NON-AMT)

$30,080,000
CITY OF ATLANTA
AIRPORT GENERAL REVENUE BONDS,
SERIES 2023C (AMT)

$38,960,000
CITY OF ATLANTA
AIRPORT PASSENGER FACILITY CHARGE
AND SUBORDINATE LIEN GENERAL REVENUE BONDS,
SERIES 2023D (NON-AMT) (GREEN BONDS)

and

$256,225,000
CITY OF ATLANTA
AIRPORT PASSENGER FACILITY CHARGE
AND SUBORDINATE LIEN GENERAL REVENUE BONDS,
SERIES 2023E (AMT) (GREEN BONDS)

Dated August 31, 2023

This **CONTINUING DISCLOSURE AGREEMENT** (this "Disclosure Agreement") dated August 31, 2023, is executed and delivered by the **CITY OF ATLANTA**, a municipal corporation duly organized and existing under the laws of the State of Georgia (the "City") and **DIGITAL ASSURANCE CERTIFICATION, L.L.C.**, a limited liability company duly organized and existing under the laws of the State of Florida, and any successor dissemination agent serving hereunder pursuant to Section 11 hereof (the "Dissemination Agent" or "DAC").

RECITALS:

A. Contemporaneously with the execution and delivery of this Disclosure Agreement, the City issued and delivered those certain: (a) $206,565,000 in aggregate principal amount of its Airport General Revenue Bonds, Series 2023B-1 (Non-AMT) (Green Bonds) (the "Series 2023B-1 Bonds"); (b) $27,365,000 in aggregate principal amount of its Airport General Revenue Bonds, Series 2023B-2 (Non-AMT) (the "Series 2023B-2 Bonds" and together with the Series 2023B-1 Bonds, the "Series 2023B Bonds"); (c) $30,080,000 in aggregate principal amount of its Airport General Revenue Bonds, Series 2023C (AMT) (the "Series 2023C Bonds" and together with the Series 2023B Bonds, the "Series 2023 New Money GARB Bonds"); (d) $38,960,000 in aggregate principal amount of its Airport Passenger Facility Charge and Subordinate Lien General Revenue Bonds, Series 2023D (Non-AMT) (Green Bonds) (the "Series 2023D Bonds"); and (e) $256,225,000 in aggregate principal amount of its Airport Passenger Facility Charge and Subordinate Lien General Revenue Bonds, Series 2023E (AMT) (Green Bonds) (the "Series 2023E Bonds" and together with the Series 2023D Bonds, the "Series 2023 New Money Hybrid PFC Bonds"), pursuant to, among other things, that certain Restated and Amended Master Bond Ordinance adopted by the City Council of the City (the "City Council") on March 20, 2000, as previously amended and supplemented (the "Master Bond Ordinance"), particularly as supplemented by that certain Thirty-Second Supplemental Bond Ordinance adopted by the City Council on June 20, 2023 and approved by the Mayor of the City (the "Mayor") on June 29, 2023, as supplemented by that certain Series 2023 Supplemental Pricing Ordinance adopted by the City Council and approved by the Mayor on August 16, 2023 (together, the "Thirty-Second Supplemental Bond Ordinance" and together with the Master Bond Ordinance, the "Bond Ordinance"). The Series 2023 New Money GARB Bonds and the Series 2023 New Money Hybrid PFC Bonds are collectively hereinafter referred to as the "Series 2023 New Money Bonds."

B. The Series 2023 New Money GARB Bonds are special limited obligations of the City payable from and secured by a pledge of and Senior Lien on General Revenues on a parity with the Outstanding Senior Lien General Revenue Bonds and any other Additional Bonds issued on a parity with such Outstanding Senior Lien General Revenue Bonds under the Bond Ordinance, including, when and if issued, the Planned 2024-2029 General Revenue Bonds. The Series 2023 New Money GARB Bonds will not be secured by PFC Revenues, Special Purpose Revenues or Released Revenues, any of which may be pledged to secure other bonds and obligations under the Bond Ordinance.

C. The Series 2023 New Money Hybrid PFC Bonds are special limited obligations of the City payable from and secured by: (a) a pledge of and Senior Lien on the portion of Revenues constituting PFC Revenues on a parity with the Outstanding Hybrid PFC Bonds and any other Additional Bonds issued on a parity with such Outstanding Hybrid PFC Bonds under the Bond Ordinance, including when and if issued the Series 2023 Forward Delivery Hybrid PFC Refunding

Bonds and the Planned 2024 Hybrid PFC Bonds; and (b) a pledge of and Subordinate Lien on General Revenues, on a parity with the Outstanding Hybrid PFC Bonds, which is junior and subordinate in right of payment to the pledge of and lien on General Revenues securing: (i) the Outstanding Senior Lien General Revenue Bonds and (ii) any other Additional Bonds issued on a parity with such Outstanding Senior Lien General Revenue Bonds under the Bond Ordinance, including the Series 2023 General Revenue Bonds and, when and if issued, the Planned 2024-2029 General Revenue Bonds. The Series 2023 New Money Hybrid PFC Bonds will not be secured by Special Purpose Revenues or Released Revenues, any of which may be pledged to secure other bonds and obligations under the Bond Ordinance.

D. The proceeds of the Series 2023 New Money Bonds will be used for the purpose of providing funds to, among other things: (a) finance or refinance the costs of the planning, engineering, design, acquisition, equipping and construction of all or a portion of the 2023 Project, which constitutes a portion of the Capital Plan to 2029; (b) fund deposits to the applicable subaccounts of the Debt Service Reserve Accounts to meet the respective Debt Service Reserve Requirements related to the Series 2023 General Revenue Bonds and the Series 2023 New Money Hybrid PFC Bonds; and (c) pay certain costs of issuance with respect to the Series 2023 New Money Bonds.

E. The City has authorized the preparation and distribution of the Preliminary Official Statement dated August 2, 2023, with respect to the Series 2023 New Money Bonds (the "Preliminary Official Statement") and, on or before the date of the Preliminary Official Statement, the City deemed that the Preliminary Official Statement was final within the meaning of the Rule (as defined herein).

F. Upon the initial sale of the Series 2023 New Money Bonds to the Participating Underwriter (as defined herein), the City authorized the preparation and distribution of the Official Statement dated August 16, 2023, with respect to the Series 2023 New Money Bonds (the "Official Statement").

G. As a condition precedent to the initial purchase of the Series 2023 New Money Bonds by the Participating Underwriter in accordance with the terms of the Bond Purchase Agreement dated August 16, 2023, by and between the Participating Underwriter and the City, and in compliance with the Participating Underwriter's obligations under the Rule, the City has agreed to undertake for the benefit of the holders of the Series 2023 New Money Bonds, to provide certain annual financial information and notice of the occurrence of certain events as set forth herein and in the continuing disclosure undertakings of the City.

NOW THEREFORE, in consideration of the purchase of the Series 2023 New Money Bonds by the Participating Underwriter and the mutual promises and agreements made herein, the receipt and sufficiency of which consideration is hereby mutually acknowledged, the City and the Dissemination Agent do hereby certify and agree as follows:

Section 1. Incorporation of Recitals. The above recitals are true and correct and are incorporated into and made a part hereof.

Section 2. Definitions.

(a) For the purposes of this Disclosure Agreement, all capitalized terms used, but not otherwise defined herein shall have the meanings ascribed thereto in the Bond Ordinance and the Official Statement, as applicable.

(b) In addition to the terms defined elsewhere herein, the following terms shall have the following meanings for the purposes of this Disclosure Agreement:

"Actual Knowledge" as used herein, and for the purposes hereof, a party shall be deemed to have "actual knowledge" of the occurrence of any event only if and to the extent the individual or individuals employed by such party and directly responsible for the administration of this Disclosure Agreement on behalf of such party have actual knowledge of or receive written notice of the occurrence of such event.

"Annual Filing" means any annual report provided by the City, pursuant to and as described in Sections 4 and 6 hereof.

"Annual Filing Date" means the date by which the Annual Filing is to be filed with the MSRB, which is not later than January 31st of each year commencing with January 31, 2024. If January 31st falls on a day that is not a Business Day, the Annual Filing will be due on the first Business Day thereafter.

"Annual Financial Information" means annual financial information as such term is used in paragraph (f)(9) of the Rule and specified in Section 6(a) hereof.

"Beneficial Owner" means any beneficial owner of the Series 2023 New Money Bonds. Beneficial ownership is to be determined consistent with the definition thereof contained in Rule 13d-3 of the SEC, or, in the event such provisions do not adequately address the situation at hand (in the opinion of nationally recognized bond counsel), beneficial ownership is to be determined based upon ownership for federal income tax purposes.

"Business Day" means a day other than: (a) Saturday or a Sunday, (b) a day on which banks are authorized or required by law to close, or (c) a day on which the City is authorized or required to be closed.

"Department Audited Financial Statements" means the financial statements (if any) of the Department of Aviation for the prior Fiscal Year, certified by an independent auditor and prepared in accordance with generally accepted auditing standards and Government Auditing Principles issued by the Comptroller General of the United States.

"Department of Aviation" means the Department of Aviation of the City.

"Disclosure Representative" means the Chief Financial Officer of the City or his or her designee, or such other person as the City shall designate in writing to the Dissemination Agent from time to time as the person responsible for providing Information to the Dissemination Agent.

"EMMA" means the Electronic Municipal Market Access system, a service of the MSRB, or any successor thereto.

"Filing" means, as applicable, any Annual Filing, Notice Event Filing, Voluntary Filing or any other notice or report made public under this Disclosure Agreement.

"Fiscal Year" means the fiscal year of the City, which currently is the twelve-month period beginning July 1 and ending on June 30 of the following year or any such other twelve-month period designated by the City, from time to time, to be its fiscal year.

"Information" means the Annual Financial Information, the Department Audited Financial Statements (if any), the Notice Event Filings, and the Voluntary Filings.

"MSRB" means the Municipal Securities Rulemaking Board established pursuant to Section 15B(b)(1) of the Securities Exchange Act of 1934, as amended.

"Notice Event" means an event listed in Sections 5(a) and 5(b) hereof.

"Notice Event Filing" shall have the meaning specified in Section 5(c) hereof.

"Obligated Person" means the City and any person who is either generally or through an enterprise, fund, or account of such person committed by contract or other arrangement to support payment of all, or part of the obligations on the Series 2023 New Money Bonds (other than providers of municipal bond insurance, letters of credit, or other liquidity facilities). The City confirms that as of the date hereof it is an Obligated Person with respect to the Series 2023 New Money Bonds.

"Participating Underwriter" means, collectively, the original purchasers of the Series 2023 New Money Bonds required to comply with the Rule in connection with the offering of the Series 2023 New Money Bonds.

"Repository" means each entity authorized and approved by the SEC from time to time to act as a repository for purposes of complying with the Rule. The repositories currently approved by the SEC as of the date hereof may be found by visiting the SEC's website at http://www.sec.gov/info/municipal/nrmsir.htm. As of the date hereof, the only Repository recognized by the SEC for such purpose is the MSRB, which currently accepts continuing disclosure filings through the EMMA website at http://emma.msrb.org.

"Rule" means Rule 15c2-12 of the SEC promulgated pursuant to the Securities Exchange Act of 1934 in effect as of the date hereof.

"SEC" means the United States Securities and Exchange Commission.

"Third-Party Beneficiary" shall have the meaning specified in Section 3(b) hereof.

"Unaudited Financial Statements" means the financial statements (if any) of the Department of Aviation for the prior Fiscal Year which have not been certified by an independent auditor.

"Voluntary Filing" means the information provided to the Dissemination Agent by the City pursuant to Section 8 hereof.

Section 3. Scope of this Disclosure Agreement.

(a) The City has agreed to enter into this Disclosure Agreement and undertake the disclosure obligations hereunder, at the request of the Participating Underwriter and as a condition precedent to the Participating Underwriter's original purchase of the Series 2023 New Money Bonds, in order to assist the Participating Underwriter with compliance with the Rule. The disclosure obligations of the City under this Disclosure Agreement relate solely to the Series 2023 New Money Bonds. Such disclosure obligations are not applicable to any other securities issued or to be issued by the City, nor to any other securities issued by or on behalf of the City.

(b) Neither this Disclosure Agreement, nor the performance by the City or the Dissemination Agent of their respective obligations hereunder, shall create any third-party beneficiary rights, shall be directly enforceable by any third-party, or shall constitute a basis for a claim by any person except as expressly provided herein and except as required by law, including, without limitation, the Rule; provided, however, the Participating Underwriter and each Beneficial Owner are hereby made third-party beneficiaries hereof (collectively, and each respectively, a "Third-Party Beneficiary") and shall have the right to enforce the obligations of the parties hereunder pursuant to Section 9 hereof.

(c) This Disclosure Agreement shall terminate upon: (i) the defeasance, redemption or payment in full of all Series 2023 New Money Bonds, in accordance with the Bond Ordinance, as amended, or (ii) the delivery of an opinion of counsel expert in federal securities laws retained by the City to the effect that continuing disclosure is no longer required under the Rule as to the Series 2023 New Money Bonds.

Section 4. Annual Filings.

(a) The City shall provide, annually, an electronic copy of the Annual Filing to the Dissemination Agent on or before the Annual Filing Date. Promptly upon receipt of an electronic copy of the Annual Filing, the Dissemination Agent shall provide the Annual Filing to the Repository, in an electronic format as prescribed by the MSRB. The Annual Filing may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 6 hereof.

(b) If on the second (2^{nd}) Business Day prior to the Annual Filing Date, the Dissemination Agent has not received a copy of the Annual Filing, the Dissemination Agent shall contact the Disclosure Representative by telephone and in writing (which may be by email) to remind the City of its undertaking to provide the Annual Filing pursuant to Section 4(a) hereof. Upon such reminder, the Disclosure Representative shall either (i) provide the Dissemination Agent with an electronic copy of the Annual Filing no later than 6:00 p.m. on the Annual Filing Date (or if such Annual Filing Date is not a Business Day, then the first Business Day thereafter), or (ii) instruct the Dissemination Agent in writing as to the status of the Annual Filing within the time required under this Disclosure Agreement, and state the date by which the Annual Filing for such year is expected to be provided. If the Dissemination Agent has not received either (i) the

Annual Filing by 6:00 p.m. on the Annual Filing Date, or (ii) notice from the City that it intends to deliver the Annual Filing to the Dissemination Agent by 11:59 p.m. on the Annual Filing Date, the City hereby irrevocably directs the Dissemination Agent, and the Dissemination Agent agrees, to immediately send a Notice Event Filing to the Repository the following Business Day in substantially the form attached hereto as "Exhibit A" without reference to the anticipated filing date for the Annual Filing.

(c) If the Department Audited Financial Statements are not available prior to the Annual Filing Date, the City shall provide the Unaudited Financial Statements and when the Department Audited Financial Statements are available, provide in a timely manner an electronic copy to the Dissemination Agent for filing with the Repository.

(d) The Dissemination Agent shall:

(i) upon receipt and no later than the Annual Filing Date, promptly file each Annual Filing received under Section 4(a) hereof with the Repository in an electronic format as prescribed by the MSRB;

(ii) upon receipt and no later than the Annual Filing Date, promptly file each Department Audited Financial Statement or Unaudited Financial Statement received under Sections 4(a) and 4(c) hereof with the Repository in an electronic format as prescribed by the MSRB;

(iii) provide the City evidence of the filings of each of the above when made, which shall be made by means of the DAC system, for so long as DAC is the Dissemination Agent under this Disclosure Agreement.

(e) The City may adjust the Annual Filing Date upon change of its Fiscal Year by providing written notice of such change and the new Annual Filing Date to the Dissemination Agent and the Repository, provided that the period between the existing Annual Filing Date and new Annual Filing Date shall not exceed one year.

(f) Each Annual Filing shall contain the information set forth in Section 6 hereof.

Section 5. Reporting of Notice Events.

(a) The City or the Dissemination Agent shall file a Notice Event Filing with the Repository, in the appropriate format required by the MSRB and in a timely manner not in excess of ten (10) Business Days after it has actual knowledge of the occurrence of any of the following Notice Events with respect to the Series 2023 New Money Bonds:

(i) Principal and interest payment delinquencies;

(ii) Non-payment related defaults, if material;

(iii) Unscheduled draws on debt service reserves reflecting financial difficulties;

(iv) Unscheduled draws on credit enhancements reflecting financial difficulties;

(v) Substitution of credit or liquidity providers or their failure to perform;

(vi) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Series 2023 New Money Bonds, or other material events affecting the tax status of the Series 2023 New Money Bonds;

(vii) Modifications to rights of holders, if material;

(viii) Bond calls, if material, and tender offers;

(ix) Defeasances;

(x) Release, substitution or sale of property securing repayment of the Series 2023 New Money Bonds, if material;

(xi) Rating changes;

(xii) Bankruptcy, insolvency, receivership or similar event of the Obligated Person. Such an event is considered to occur when there is an appointment of a receiver, fiscal agent or similar officer for an Obligated Person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Obligated Person, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Obligated Person;

(xiii) The consummation of a merger, consolidation, or acquisition involving an Obligated Person or the sale of all or substantially all of the assets of an Obligated Person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;

(xiv) Appointment of a successor or additional trustee or the change of name of a trustee, if material;

(xv) Incurrence of a financial obligation of the obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the obligated person, any of which affect security holders, if material; or

(xvi) Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the obligated person, any of which reflect financial difficulties.

For purposes of clauses (xv) and (xvi) of this Section 5(a), the term “financial obligation” shall have the meaning set forth in paragraph (f)(11) of the Rule.

(b) In accordance with the Rule, the City or the Dissemination Agent shall file a Notice Event Filing with the Repository, in the appropriate format required by the MSRB and in a timely manner, after the occurrence of a failure of the City to provide the Annual Filing on or before the Annual Filing Date.

(c) The City shall promptly notify the Dissemination Agent in writing upon having Actual Knowledge of the occurrence of a Notice Event; provided, however, to the extent any such Notice Event has been previously and properly disclosed by or on behalf of the City, the City shall not be required to provide additional notice of such Notice Event in accordance with this subsection. Such notice shall instruct the Dissemination Agent to report the occurrence pursuant to Section 5(e) hereof. Such notice shall be accompanied with the text of the disclosure that the City desires to make (each a "Notice Event Filing"), the written authorization of the City for the Dissemination Agent to disseminate such information, and the date on which the City desires the Dissemination Agent to disseminate the information.

The Dissemination Agent is under no obligation to notify the City or the Disclosure Representative of an event that may constitute a Notice Event. In the event the Dissemination Agent so notifies the Disclosure Representative, the Disclosure Representative will instruct the Dissemination Agent that (i) a Notice Event has not occurred and no filing is to be made, or (ii) a Notice Event has occurred and provide the Dissemination Agent with the Notice Event Filing and the date the Dissemination Agent should file the Notice Event Filing.

(d) The Dissemination Agent shall upon receipt, and no later than the required filing date, promptly file each Notice Event Filing received under Sections 5(a) and 5(b) hereof, with the Repository in an electronic format as prescribed by the MSRB.

Section 6. <u>Content of Annual Filings</u>.

(a) Each Annual Filing shall contain the following annual financial information, consisting of, to the extent not included in the Department Audited Financial Statements and to the extent all such information continues to be available and/or prepared by the City and/or its consultants, updates of the following information set forth in the Official Statement:

(i) the chart entitled "Airlines Serving the Airport" under the heading "THE AIRPORT — Airlines Serving the Airport;"

(ii) the chart entitled "Historical Enplaned Passengers by Fiscal Year" under the heading "THE AIRPORT — Historical Enplaned Passengers;"

(iii) the chart entitled "Historical Enplaned Passengers by Airline by Fiscal Year" under the heading "THE AIRPORT — Airline Competition and Shares of Passengers;"

(iv) the chart entitled "Historical Market Share by Airline by Fiscal Year" under the heading "THE AIRPORT — Airline Competition and Shares of Passengers;"

(v) the chart entitled "Historical Aircraft Operations by Fiscal Year" under the heading "THE AIRPORT — Historical Aircraft Operations;"

(vi) the chart entitled "Historical Air Cargo and Mail by Fiscal Year" under the heading "THE AIRPORT — Historical Air Cargo Activity;"

(vii) the chart entitled "Historical Air Cargo (Enplaned and Deplaned) by Airline by Fiscal Year" under the heading "THE AIRPORT — Historical Air Cargo Activity;"

(viii) the chart entitled "Historical Aircraft Landed Weight by Fiscal Year" under the heading "THE AIRPORT — Historical Landed Weight;"

(ix) the chart entitled "Historical Revenue and Expenses Cash Basis: Conversion from Accrual to Cash Basis" under the heading "AIRPORT FINANCIAL INFORMATION — Historical Revenues and Expenses;"

(x) the chart entitled "Historical Debt Service Coverage General Revenue Bonds Cash Basis, Unaudited" under the heading "AIRPORT FINANCIAL INFORMATION — Historical Debt Service Coverage;"

(xi) the chart entitled "Historical Debt Service Coverage Outstanding Hybrid PFC Bonds Cash Basis, Unaudited" under the heading "AIRPORT FINANCIAL INFORMATION — Historical Debt Service Coverage;" and

(xii) the chart entitled "Historical Airline Payments per Enplaned Passenger Paid to the City Accrual Basis, Unaudited" under the heading "AIRPORT FINANCIAL INFORMATION — Historical Airline Payments."

To the extent the City determines that any of the foregoing charts include information that is no longer available and/or prepared by the City and/or its consultants, a statement to that effect in its first Annual Filing after it has made such a determination will satisfy the undertaking. In addition, the City reserves the right to modify from time to time the specific types of information provided or the format of the presentation of such information, to the extent necessary or appropriate in the judgment of the City.

(b) If available at the time of such filing, the Department Audited Financial Statements for the prior Fiscal Year. If the Department Audited Financial Statements are not available by the time the Annual Filing is required to be filed pursuant to Section 4(a) hereof, the Annual Filing shall contain Unaudited Financial Statements of the Department prepared in accordance with generally accepted accounting principles, as in effect from time to time, and the Department Audited Financial Statements shall be filed in the same manner as the Annual Filing when they become available. The Department Audited Financial Statements (if any) will be provided pursuant to Section 4(c) hereof.

Any or all of the items listed above may be included by specific reference to documents previously filed with the Repository or the SEC, including, but not limited to, official statements of debt issues with respect to which the City is an Obligated Person, the City's Annual Comprehensive Financial Report, and the Department of Aviation's Annual Comprehensive

Financial Report. If the document incorporated by reference is a final official statement, it must be available from the Repository. The City will clearly identify each such document so incorporated by reference.

Section 7. Responsibility for Content of Reports and Notices.

(a) The City shall be solely responsible for the content of each Filing (or any portion thereof) provided to the Dissemination Agent pursuant to this Disclosure Agreement.

(b) Each Filing distributed by the Dissemination Agent pursuant to Section 4 or 5 hereof shall be in a form suitable for distributing publicly and shall contain the CUSIP numbers of the Series 2023 New Money Bonds and such other identifying information prescribed by the MSRB from time to time. Each Notice Event Filing shall be in substantially the form set forth in Exhibit "A" attached hereto. If an item of information contained in any Filing pursuant to this Disclosure Agreement would be misleading without additional information, the City shall include such additional information as a part of such Filing as may be necessary in order that the Filing will not be misleading in light of the circumstances under which it is made.

(c) Any report, notice or other filing to be made public pursuant to this Disclosure Agreement may consist of a single document or separate documents composing a package and may incorporate by reference other clearly identified documents or specified portions thereof previously filed with the Repository or the SEC; provided that any final official statement incorporated by reference must be available from the Repository.

(d) Notwithstanding any provision herein to the contrary, nothing in this Disclosure Agreement shall be construed to require the City or the Dissemination Agent to interpret or provide an opinion concerning information made public pursuant to this Disclosure Agreement.

(e) Notwithstanding any provision herein to the contrary, the City shall not make public, or direct the Dissemination Agent to make public, information which is not permitted to be publicly disclosed under any applicable data confidentiality or privacy law or other legal requirement.

Section 8. Voluntary Filings.

(a) The City may instruct the Dissemination Agent to file information with the Repository, from time to time (a "Voluntary Filing").

(b) Nothing in this Disclosure Agreement shall be deemed to prevent the City from disseminating any other information through the Dissemination Agent using the means of dissemination set forth in this Disclosure Agreement or including any other information in any Filing, in addition to that required by this Disclosure Agreement. If the City chooses to include any information in any Filing in addition to that which is specifically required by this Disclosure Agreement, the City shall have no obligation under this Disclosure Agreement to update such information or include it in any future Annual Filing, Annual Financial Statement, Voluntary Filing or Notice Event Filing.

(c) Notwithstanding the foregoing provisions of this Section 8, the City is under no obligation to provide any Voluntary Filing.

(d) The Dissemination Agent shall upon receipt promptly file each Voluntary Filing received with the Repository in an electronic format as prescribed by the MSRB.

Section 9. Defaults; Remedies.

(a) A party shall be in default of its obligations hereunder if it fails or refuses to carry out or perform its obligations hereunder for a period of five Business Days following notice of default given in writing to such party by any other party hereto or by any Third-Party Beneficiary hereof, unless such default is cured within such five Business Day notice period. An extension of such five Business Day cure period may be granted for good cause (in the reasonable judgment of the party granting the extension) by written notice from the party who gave the default notice.

(b) If a default occurs and continues beyond the cure period specified above, any nondefaulting party or any Third-Party Beneficiary may seek specific performance of the defaulting party's obligations hereunder as the sole and exclusive remedy available upon any such default, excepting, however, that the party seeking such specific performance may recover from the defaulting party any reasonable attorneys' fees and expenses incurred in the course of enforcing this Disclosure Agreement as a consequence of such default. Each of the parties hereby acknowledges that monetary damages will not be an adequate remedy at law for any default hereunder, and therefore agrees that the exclusive remedy of specific performance shall be available in proceedings to enforce this Disclosure Agreement.

(c) Notwithstanding any provision of this Disclosure Agreement or the Bond Ordinance to the contrary, no default under this Disclosure Agreement shall constitute a default or event of default under the Bond Ordinance.

Section 10. Amendment or Modification.

(a) This Disclosure Agreement shall not be amended or modified except as provided in this Section. No modification, amendment, alteration or termination of all or any part of this Disclosure Agreement shall be construed to be, or operate as, altering or amending in any way the provisions of the Bond Ordinance.

(b) Notwithstanding any other provision of this Disclosure Agreement, the City may amend this Disclosure Agreement and any provision of this Disclosure Agreement may be waived, if: (i) such amendment or waiver is made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature, or status of the obligor on the Series 2023 New Money Bonds, or type of business conducted by such obligor; (ii) such amendment or waiver does not materially impair the interests of the Beneficial Owners of the Series 2023 New Money Bonds, as determined either by an unqualified opinion of counsel expert in federal securities laws retained by the City or by the approving vote a majority of the Beneficial Owners of the Series 2023 New Money Bonds outstanding at the time of such amendment or waiver; and (iii) such amendment or waiver is supported by an opinion of counsel expert in federal securities laws retained by the City, to the effect that such amendment or waiver would not, in and of itself, cause the undertakings herein to violate the Rule if such amendment or waiver had been effective on the date hereof but taking into account any subsequent change in or official interpretation of the Rule, as well as any change in circumstances.

(c) If any provision of Section 6 hereof is amended or waived, the first Annual Filing containing any amended, or omitting any waived, operating data or financial information shall explain, in narrative form, the reasons for the amendment or waiver and the impact of the change in the type of operating data or financial information being provided.

(d) If the provisions of this Disclosure Agreement specifying the accounting principles to be followed in preparing the City's financial statements are amended or waived, the Annual Filing for the year in which the change is made shall present a comparison between the financial statements or information prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles. The comparison shall include a qualitative discussion of the differences in the accounting principles and the impact of the change in the accounting principles on the presentation of the financial information, in order to provide information to the Beneficial Owners of the Series 2023 New Money Bonds to enable them to evaluate the ability of the City to meet its obligations. To the extent reasonably feasible, the comparison shall also be quantitative. The City will file a notice of the change in the accounting principles with the Repository on or before the effective date of any such amendment or waiver.

(e) Notwithstanding the foregoing, the Dissemination Agent shall not be obligated to agree to any amendment expanding its duties or obligations hereunder without its consent thereto.

(f) The City shall prepare or cause to be prepared a notice of any such amendment or modification and shall direct the Dissemination Agent to make such notice public in accordance with Section 8 hereof.

Section 11. Agency Relationship.

(a) The Dissemination Agent agrees to perform such duties, but only such duties, as are specifically set forth in this Disclosure Agreement, and no implied duties or obligations of any kind shall be read into this Disclosure Agreement with respect to the Dissemination Agent. The Dissemination Agent may conclusively rely, as to the truth, accuracy and completeness of the statements set forth therein, upon all notices, reports, certificates or other materials furnished to the Dissemination Agent pursuant to this Disclosure Agreement, and in the case of notices and reports required to be furnished to the Dissemination Agent pursuant to this Disclosure Agreement, the Dissemination Agent shall have no duty whatsoever to examine the same to determine whether they conform to the requirements of this Disclosure Agreement.

(b) The Dissemination Agent shall not be liable for any error of judgment made in good faith by a responsible officer or officers of the Dissemination Agent unless it shall be proven that the Dissemination Agent engaged in negligent conduct or willful misconduct in ascertaining the pertinent facts related thereto.

(c) The Dissemination Agent shall perform its rights and duties under this Disclosure Agreement using the same standard of care as a prudent person would exercise under the circumstances, and the Dissemination Agent shall not be liable for any action taken or failure to act in good faith under this Disclosure Agreement unless it shall be proven that the Dissemination Agent was negligent or engaged in willful misconduct.

(d) The Dissemination Agent may perform any of its duties hereunder by or through attorneys or agents selected by it with reasonable care, and shall be entitled to the advice of counsel concerning all matters arising hereunder, and may in all cases pay such reasonable compensation as it may deem proper to all such attorneys and agents. The Dissemination Agent shall be responsible for the acts or negligence of any such attorneys, agents or counsel.

(e) The Dissemination Agent shall not be deemed to be acting in any fiduciary capacity for the City, the holders of the Series 2023 New Money Bonds or any other party.

(f) None of the provisions of this Disclosure Agreement or any notice or other document delivered in connection herewith shall require the Dissemination Agent to advance, expend or risk its own funds or otherwise incur financial liability in the performance of any of the Dissemination Agent's duties or rights under this Disclosure Agreement.

(g) Except as expressly provided herein, the Dissemination Agent shall not be required to monitor the compliance of the City with the provisions of this Disclosure Agreement or to exercise any remedy, institute a suit or take any action of any kind without indemnification satisfactory to the Dissemination Agent.

(h) The Dissemination Agent may resign at any time by giving at least ninety (90) days' prior written notice thereof to the City. The Dissemination Agent may be removed for good cause at any time by written notice to the Dissemination Agent from the City, provided that such removal shall not become effective until a successor dissemination agent has been appointed by the City under this Disclosure Agreement.

(i) In the event the Dissemination Agent shall resign, be removed or become incapable of acting, or if a vacancy shall occur in the office of the Dissemination Agent for any reason, the City shall promptly appoint a successor. Notwithstanding any provision to the contrary in this Disclosure Agreement or elsewhere, the City may appoint itself to serve as Dissemination Agent hereunder.

(j) Any company or other legal entity into which the Dissemination Agent may be merged or converted or with which it may be consolidated or any company resulting from any merger, conversion or consolidation to which the Dissemination Agent may be a party or any company to whom the Dissemination Agent may sell or transfer all or substantially all of its agency business shall be the successor dissemination agent hereunder without the execution or filing of any paper or the performance of any further act and shall be authorized to perform all rights and duties imposed upon the Dissemination Agent by this Disclosure Agreement, anything herein to the contrary notwithstanding.

Section 12. Miscellaneous.

(a) Each of the parties hereto represents and warrants to each other party that it has (i) duly authorized the execution and delivery of this Disclosure Agreement by the officers of such party whose signatures appear on the execution pages hereto, (ii) that it has all requisite power and authority to execute, deliver and perform this Disclosure Agreement under applicable law and any resolutions, ordinances, or other actions of such party now in effect, (iii) that the execution and delivery of this Disclosure Agreement, and performance of the terms hereof, does not and will not violate any law, regulation, ruling, decision, order, indenture, decree, agreement or instrument by which such party or its property or assets is bound, and (iv) such party is not aware of any litigation or proceeding pending, or, to the best of such party's knowledge, threatened, contesting or questioning its existence, or its power and authority to enter into this Disclosure Agreement, or its due authorization, execution and delivery of this Disclosure Agreement, or otherwise contesting or questioning the issuance of the Series 2023 New Money Bonds.

(b) This Disclosure Agreement shall be governed by and interpreted in accordance with the laws of the State of Georgia and applicable federal law.

(c) This Disclosure Agreement may be executed in one or more counterparts, each and all of which shall constitute one and the same instrument.

Section 13. Identifying Information. All documents provided to the Repository pursuant to this Disclosure Agreement shall be accompanied by identifying information as prescribed by the MSRB.

Section 14. Severability. In case any part of this Disclosure Agreement is held to be illegal or invalid, such illegality or invalidity shall not affect the remainder or any other section of this Disclosure Agreement. This Disclosure Agreement shall be construed or enforced as if such illegal or invalid portion were not contained therein, nor shall such illegality or invalidity of any application of this Disclosure Agreement affect any legal and valid application.

Section 15. Electronic Signatures. The parties agree that the electronic or digital signature of a party to this Disclosure Agreement and any and all other documents and certificates related hereto, including an emailed PDF of a digitized image of the actual signature page or by other electronic means provided that such other means utilize electronic signature software that has the capability to audit or authenticate the signatures, and such electronic pages shall constitute an original signature and shall be of the same legal effect, validity or enforceability as a manually executed, physically delivered or paper-based signature, as the case may be, and it is further acknowledged by the parties that such electronic signatures are expressly permitted under the Uniform Electronic Transactions Act (O.C.G.A. Section 10-12-1, et seq.).

[SIGNATURE PAGES TO FOLLOW]

SIGNATURE PAGE TO
CONTINUING DISCLOSURE AGREEMENT
CITY OF ATLANTA AIRPORT GENERAL REVENUE BONDS, SERIES 2023B-1 (NON-AMT) (GREEN BONDS), CITY OF ATLANTA AIRPORT GENERAL REVENUE BONDS, SERIES 2023B-2 (NON-AMT), CITY OF ATLANTA AIRPORT GENERAL REVENUE BONDS, SERIES 2023C (AMT), CITY OF ATLANTA AIRPORT PASSENGER FACILITY CHARGE AND SUBORDINATE LIEN GENERAL REVENUE BONDS, SERIES 2023D (NON-AMT) (GREEN BONDS), AND CITY OF ATLANTA AIRPORT PASSENGER FACILITY CHARGE AND SUBORDINATE LIEN GENERAL REVENUE BONDS, SERIES 2023E (AMT) (GREEN BONDS)

IN WITNESS WHEREOF, the City and the Dissemination Agent have each caused this Disclosure Agreement to be executed, on the date first written above, by their respective duly authorized officers.

CITY OF ATLANTA, a municipal corporation duly organized and existing under the laws of the State of Georgia

By:____
Andre Dickens, Mayor

[SIGNATURES CONTINUED ON FOLLOWING PAGE]

**SIGNATURE PAGE TO
CONTINUING DISCLOSURE AGREEMENT
CITY OF ATLANTA AIRPORT GENERAL REVENUE BONDS, SERIES 2023B-1 (NON-AMT) (GREEN BONDS), CITY OF ATLANTA AIRPORT GENERAL REVENUE BONDS, SERIES 2023B-2 (NON-AMT), CITY OF ATLANTA AIRPORT GENERAL REVENUE BONDS, SERIES 2023C (AMT), CITY OF ATLANTA AIRPORT PASSENGER FACILITY CHARGE AND SUBORDINATE LIEN GENERAL REVENUE BONDS, SERIES 2023D (NON-AMT) (GREEN BONDS), AND CITY OF ATLANTA AIRPORT PASSENGER FACILITY CHARGE AND SUBORDINATE LIEN GENERAL REVENUE BONDS, SERIES 2023E (AMT) (GREEN BONDS)**

IN WITNESS WHEREOF, the City and the Dissemination Agent have each caused this Disclosure Agreement to be executed, on the date first written above, by their respective duly authorized officers.

DIGITAL ASSURANCE CERTIFICATION, L.L.C.,
as Dissemination Agent

By:____
Name:______________________________________
Title:_______________________________________

EXHIBIT A

NOTICE TO REPOSITORY OF THE OCCURRENCE OF
[INSERT THE NOTICE EVENT]

Relating to

$206,565,000
CITY OF ATLANTA
AIRPORT GENERAL REVENUE BONDS,
SERIES 2023B-1 (NON-AMT) (GREEN BONDS)

$27,365,000
CITY OF ATLANTA
AIRPORT GENERAL REVENUE BONDS,
SERIES 2023B-2 (NON-AMT)

$30,080,000
CITY OF ATLANTA
AIRPORT GENERAL REVENUE BONDS,
SERIES 2023C (AMT)

$38,960,000
CITY OF ATLANTA
AIRPORT PASSENGER FACILITY CHARGE
AND SUBORDINATE LIEN GENERAL REVENUE BONDS,
SERIES 2023D (NON-AMT) (GREEN BONDS)

and

$256,225,000
CITY OF ATLANTA
AIRPORT PASSENGER FACILITY CHARGE
AND SUBORDINATE LIEN GENERAL REVENUE BONDS,
SERIES 2023E (AMT) (GREEN BONDS)

Originally Issued on August 31, 2023

[CUSIP NUMBERS**]**

Notice is hereby given by the City of Atlanta (the "City"), as obligated person with respect to the above-referenced bonds issued by the City, under the Securities and Exchange Commission's Rule 15c2-12, that **[**INSERT THE NOTICE EVENT**]** has occurred. **[**DESCRIBE NOTICE EVENT AND MATERIAL CIRCUMSTANCES RELATED THERETO**]**.

This Notice is based on the best information available to the City at the time of dissemination hereof and is not guaranteed by the City as to the accuracy or completeness of such information. The City will disseminate additional information concerning **[**NOTICE EVENT**]**, as and when such information becomes available to the City, to the extent that the dissemination of such information would be consistent with the requirements of Rule 15c2-12 and the City's obligation under that certain Continuing Disclosure Agreement dated August 31, 2023. **[**Any questions regarding this notice should be directed in writing only to the City. However, the City will not provide additional information or answer questions concerning [**NOTICE EVENT**] except in future written notices, if any, disseminated by the City in the same manner and to the same recipients as this Notice**]**.

DISCLAIMER: All information contained in this Notice has been obtained by the City from sources believed to be reliable as of the date hereof. Due to the possibility of human or mechanical error as well as other factors, however, such information is not guaranteed as to the accuracy, timeliness or completeness. Under no circumstances shall the City have any liability to any person or entity for (a) any loss, damage, cost, liability or expense in whole or in part caused by, resulting from or relating to this Notice, including, without limitation, any error (negligent or otherwise) or other circumstances involved in procuring, collecting, compiling, interpreting, analyzing, editing, transcribing, transmitting, communicating or delivering any information contained in this Notice, or (b) any direct, indirect, special, consequential or incidental damages whatsoever related thereto.

Dated: ______________________

CITY OF ATLANTA

By:____
Name:______________________________________
Title: ______________________________________

APPENDIX G-2

FORM OF CONTINUING DISCLOSURE AGREEMENT RELATING TO THE SERIES 2023 REFUNDING BONDS

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CONTINUING DISCLOSURE AGREEMENT

by and between

CITY OF ATLANTA

and

DIGITAL ASSURANCE CERTIFICATION, L.L.C.

relating to:

$88,500,000
CITY OF ATLANTA
AIRPORT GENERAL REVENUE REFUNDING BONDS,
SERIES 2023F (NON-AMT)

and
$59,160,000
CITY OF ATLANTA
AIRPORT GENERAL REVENUE REFUNDING BONDS,
SERIES 2023G (AMT)

Dated October 3, 2023

This **CONTINUING DISCLOSURE AGREEMENT** (this "Disclosure Agreement") dated October 3, 2023, is executed and delivered by the **CITY OF ATLANTA**, a municipal corporation duly organized and existing under the laws of the State of Georgia (the "City") and **DIGITAL ASSURANCE CERTIFICATION, L.L.C.**, a limited liability company duly organized and existing under the laws of the State of Florida, and any successor dissemination agent serving hereunder pursuant to Section 11 hereof (the "Dissemination Agent" or "DAC").

RECITALS:

A. Contemporaneously with the execution and delivery of this Disclosure Agreement, the City issued and delivered those certain: (a) $88,500,000 in aggregate principal amount of its Airport General Revenue Refunding Bonds, Series 2023F (Non-AMT) (the "Series 2023F Bonds"); and (b) $59,160,000 in aggregate principal amount of its Airport General Revenue Refunding Bonds, Series 2023G (AMT) (the "Series 2023G Refunding Bonds" and together with the Series 2023F Bonds, the "Series 2023 Refunding Bonds"), pursuant to, among other things, that certain Restated and Amended Master Bond Ordinance adopted by the City Council of the City (the "City Council") on March 20, 2000, as previously amended and supplemented (the "Master Bond Ordinance"), particularly as supplemented by that certain Thirty-Second Supplemental Bond Ordinance adopted by the City Council on June 20, 2023 and approved by the Mayor of the City (the "Mayor") on June 29, 2023, as supplemented by that certain Series 2023 Supplemental Pricing Ordinance adopted by the City Council and approved by the Mayor on August 16, 2023 (together, the "Thirty-Second Supplemental Bond Ordinance" and together with the Master Bond Ordinance, the "Bond Ordinance").

B. The Series 2023 Refunding Bonds are special limited obligations of the City payable from and secured by a pledge of and Senior Lien on General Revenues on a parity with the Outstanding Senior Lien General Revenue Bonds and any other Additional Bonds issued on a parity with such Outstanding Senior Lien General Revenue Bonds under the Bond Ordinance, including, when and if issued, the Planned 2024-2029 General Revenue Bonds. The Series 2023 Refunding Bonds will not be secured by PFC Revenues, Special Purpose Revenues or Released Revenues, any of which may be pledged to secure other bonds and obligations under the Bond Ordinance.

C. The proceeds of the Series 2023 Refunding Bonds, together with certain additional funds made available by the City in connection with the refunding of the Refunded Bonds, will be used for the purpose of providing funds to, among other things: (a) refund and redeem the Refunded Bonds; and (b) pay certain costs of issuance with respect to the Series 2023 Refunding Bonds.

D. The City has authorized the preparation and distribution of the Preliminary Official Statement dated August 2, 2023, with respect to the Series 2023 Refunding Bonds (the "Preliminary Official Statement") and, on or before the date of the Preliminary Official Statement, the City deemed that the Preliminary Official Statement was final within the meaning of the Rule (as defined herein).

E. Upon the initial sale of the Series 2023 Refunding Bonds to the Participating Underwriter (as defined herein), the City authorized the preparation and distribution of the Official

Statement dated August 16, 2023, with respect to the Series 2023 Refunding Bonds (the "Official Statement").

F. As a condition precedent to the initial purchase of the Series 2023 Refunding Bonds by the Participating Underwriter in accordance with the terms of the Bond Purchase Agreement dated August 16, 2023, by and between the Participating Underwriter and the City, and in compliance with the Participating Underwriter's obligations under the Rule, the City has agreed to undertake for the benefit of the holders of the Series 2023 Refunding Bonds, to provide certain annual financial information and notice of the occurrence of certain events as set forth herein and in the continuing disclosure undertakings of the City.

NOW THEREFORE, in consideration of the purchase of the Series 2023 Refunding Bonds by the Participating Underwriter and the mutual promises and agreements made herein, the receipt and sufficiency of which consideration is hereby mutually acknowledged, the City and the Dissemination Agent do hereby certify and agree as follows:

Section 1. Incorporation of Recitals. The above recitals are true and correct and are incorporated into and made a part hereof.

Section 2. Definitions.

(a) For the purposes of this Disclosure Agreement, all capitalized terms used, but not otherwise defined herein shall have the meanings ascribed thereto in the Bond Ordinance and the Official Statement, as applicable.

(b) In addition to the terms defined elsewhere herein, the following terms shall have the following meanings for the purposes of this Disclosure Agreement:

"Actual Knowledge" as used herein, and for the purposes hereof, a party shall be deemed to have "actual knowledge" of the occurrence of any event only if and to the extent the individual or individuals employed by such party and directly responsible for the administration of this Disclosure Agreement on behalf of such party have actual knowledge of or receive written notice of the occurrence of such event.

"Annual Filing" means any annual report provided by the City, pursuant to and as described in Sections 4 and 6 hereof.

"Annual Filing Date" means the date by which the Annual Filing is to be filed with the MSRB, which is not later than January 31st of each year commencing with January 31, 2024. If January 31st falls on a day that is not a Business Day, the Annual Filing will be due on the first Business Day thereafter.

"Annual Financial Information" means annual financial information as such term is used in paragraph (f)(9) of the Rule and specified in Section 6(a) hereof.

"Beneficial Owner" means any beneficial owner of the Series 2023 Refunding Bonds. Beneficial ownership is to be determined consistent with the definition thereof contained in Rule 13d-3 of the SEC, or, in the event such provisions do not adequately address the situation at hand (in the opinion of nationally recognized bond counsel), beneficial ownership is to be determined based upon ownership for federal income tax purposes.

"Business Day" means a day other than: (a) Saturday or a Sunday, (b) a day on which banks are authorized or required by law to close, or (c) a day on which the City is authorized or required to be closed.

"Department Audited Financial Statements" means the financial statements (if any) of the Department of Aviation for the prior Fiscal Year, certified by an independent auditor and prepared in accordance with generally accepted auditing standards and Government Auditing Principles issued by the Comptroller General of the United States.

"Department of Aviation" means the Department of Aviation of the City.

"Disclosure Representative" means the Chief Financial Officer of the City or his or her designee, or such other person as the City shall designate in writing to the Dissemination Agent from time to time as the person responsible for providing Information to the Dissemination Agent.

"EMMA" means the Electronic Municipal Market Access system, a service of the MSRB, or any successor thereto.

"Filing" means, as applicable, any Annual Filing, Notice Event Filing, Voluntary Filing or any other notice or report made public under this Disclosure Agreement.

"Fiscal Year" means the fiscal year of the City, which currently is the twelve-month period beginning July 1 and ending on June 30 of the following year or any such other twelve-month period designated by the City, from time to time, to be its fiscal year.

"Information" means the Annual Financial Information, the Department Audited Financial Statements (if any), the Notice Event Filings, and the Voluntary Filings.

"MSRB" means the Municipal Securities Rulemaking Board established pursuant to Section 15B(b)(1) of the Securities Exchange Act of 1934, as amended.

"Notice Event" means an event listed in Sections 5(a) and 5(b) hereof.

"Notice Event Filing" shall have the meaning specified in Section 5(c) hereof.

"Obligated Person" means the City and any person who is either generally or through an enterprise, fund, or account of such person committed by contract or other arrangement to support payment of all, or part of the obligations on the Series 2023 Refunding Bonds (other than providers of municipal bond insurance, letters of credit, or other liquidity facilities). The City confirms that as of the date hereof it is an Obligated Person with respect to the Series 2023 Refunding Bonds.

"Participating Underwriter" means, collectively, the original purchasers of the Series 2023 Refunding Bonds required to comply with the Rule in connection with the offering of the Series 2023 Refunding Bonds.

"Repository" means each entity authorized and approved by the SEC from time to time to act as a repository for purposes of complying with the Rule. The repositories currently approved by the SEC as of the date hereof may be found by visiting the SEC's website at http://www.sec.gov/info/municipal/nrmsir.htm. As of the date hereof, the only Repository recognized by the SEC for such purpose is the MSRB, which currently accepts continuing disclosure filings through the EMMA website at http://emma.msrb.org.

"Rule" means Rule 15c2-12 of the SEC promulgated pursuant to the Securities Exchange Act of 1934 in effect as of the date hereof.

"SEC" means the United States Securities and Exchange Commission.

"Third-Party Beneficiary" shall have the meaning specified in Section 3(b) hereof.

"Unaudited Financial Statements" means the financial statements (if any) of the Department of Aviation for the prior Fiscal Year which have not been certified by an independent auditor.

"Voluntary Filing" means the information provided to the Dissemination Agent by the City pursuant to Section 8 hereof.

Section 3. Scope of this Disclosure Agreement.

(a) The City has agreed to enter into this Disclosure Agreement and undertake the disclosure obligations hereunder, at the request of the Participating Underwriter and as a condition precedent to the Participating Underwriter's original purchase of the Series 2023 Refunding Bonds, in order to assist the Participating Underwriter with compliance with the Rule. The disclosure obligations of the City under this Disclosure Agreement relate solely to the Series 2023 Refunding Bonds. Such disclosure obligations are not applicable to any other securities issued or to be issued by the City, nor to any other securities issued by or on behalf of the City.

(b) Neither this Disclosure Agreement, nor the performance by the City or the Dissemination Agent of their respective obligations hereunder, shall create any third-party beneficiary rights, shall be directly enforceable by any third-party, or shall constitute a basis for a claim by any person except as expressly provided herein and except as required by law, including, without limitation, the Rule; provided, however, the Participating Underwriter and each Beneficial Owner are hereby made third-party beneficiaries hereof (collectively, and each respectively, a "Third-Party Beneficiary") and shall have the right to enforce the obligations of the parties hereunder pursuant to Section 9 hereof.

(c) This Disclosure Agreement shall terminate upon: (i) the defeasance, redemption or payment in full of all Series 2023 Refunding Bonds, in accordance with the Bond Ordinance, as amended, or (ii) the delivery of an opinion of counsel expert in federal securities laws retained by the City to the effect that continuing disclosure is no longer required under the Rule as to the Series 2023 Refunding Bonds.

Section 4. Annual Filings.

(a) The City shall provide, annually, an electronic copy of the Annual Filing to the Dissemination Agent on or before the Annual Filing Date. Promptly upon receipt of an electronic copy of the Annual Filing, the Dissemination Agent shall provide the Annual Filing to the Repository, in an electronic format as prescribed by the MSRB. The Annual Filing may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 6 hereof.

(b) If on the second (2nd) Business Day prior to the Annual Filing Date, the Dissemination Agent has not received a copy of the Annual Filing, the Dissemination Agent shall contact the Disclosure Representative by telephone and in writing (which may be by email) to remind the City of its undertaking to provide the Annual Filing pursuant to Section 4(a) hereof. Upon such reminder, the Disclosure Representative shall either (i) provide the Dissemination Agent with an electronic copy of the Annual Filing no later than 6:00 p.m. on the Annual Filing Date (or if such Annual Filing Date is not a Business Day, then the first Business Day thereafter), or (ii) instruct the Dissemination Agent in writing as to the status of the Annual Filing within the time required under this Disclosure Agreement, and state the date by which the Annual Filing for such year is expected to be provided. If the Dissemination Agent has not received either (i) the Annual Filing by 6:00 p.m. on the Annual Filing Date, or (ii) notice from the City that it intends to deliver the Annual Filing to the Dissemination Agent by 11:59 p.m. on the Annual Filing Date, the City hereby irrevocably directs the Dissemination Agent, and the Dissemination Agent agrees, to immediately send a Notice Event Filing to the Repository the following Business Day in substantially the form attached hereto as "Exhibit A" without reference to the anticipated filing date for the Annual Filing.

(c) If the Department Audited Financial Statements are not available prior to the Annual Filing Date, the City shall provide the Unaudited Financial Statements and when the Department Audited Financial Statements are available, provide in a timely manner an electronic copy to the Dissemination Agent for filing with the Repository.

(d) The Dissemination Agent shall:

(i) upon receipt and no later than the Annual Filing Date, promptly file each Annual Filing received under Section 4(a) hereof with the Repository in an electronic format as prescribed by the MSRB;

(ii) upon receipt and no later than the Annual Filing Date, promptly file each Department Audited Financial Statement or Unaudited Financial Statement received under Sections 4(a) and 4(c) hereof with the Repository in an electronic format as prescribed by the MSRB;

(iii) provide the City evidence of the filings of each of the above when made, which shall be made by means of the DAC system, for so long as DAC is the Dissemination Agent under this Disclosure Agreement.

(e) The City may adjust the Annual Filing Date upon change of its Fiscal Year by providing written notice of such change and the new Annual Filing Date to the Dissemination

Agent and the Repository, provided that the period between the existing Annual Filing Date and new Annual Filing Date shall not exceed one year.

(f) Each Annual Filing shall contain the information set forth in Section 6 hereof.

Section 5. Reporting of Notice Events.

(a) The City or the Dissemination Agent shall file a Notice Event Filing with the Repository, in the appropriate format required by the MSRB and in a timely manner not in excess of ten (10) Business Days after it has actual knowledge of the occurrence of any of the following Notice Events with respect to the Series 2023 Refunding Bonds:

(i) Principal and interest payment delinquencies;

(ii) Non-payment related defaults, if material;

(iii) Unscheduled draws on debt service reserves reflecting financial difficulties;

(iv) Unscheduled draws on credit enhancements reflecting financial difficulties;

(v) Substitution of credit or liquidity providers or their failure to perform;

(vi) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Series 2023 Refunding Bonds, or other material events affecting the tax status of the Series 2023 Refunding Bonds;

(vii) Modifications to rights of holders, if material;

(viii) Bond calls, if material, and tender offers;

(ix) Defeasances;

(x) Release, substitution or sale of property securing repayment of the Series 2023 Refunding Bonds, if material;

(xi) Rating changes;

(xii) Bankruptcy, insolvency, receivership or similar event of the Obligated Person. Such an event is considered to occur when there is an appointment of a receiver, fiscal agent or similar officer for an Obligated Person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Obligated Person, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Obligated Person;

(xiii) The consummation of a merger, consolidation, or acquisition involving an Obligated Person or the sale of all or substantially all of the assets of an Obligated Person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;

(xiv) Appointment of a successor or additional trustee or the change of name of a trustee, if material;

(xv) Incurrence of a financial obligation of the obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the obligated person, any of which affect security holders, if material; or

(xvi) Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the obligated person, any of which reflect financial difficulties.

For purposes of clauses (xv) and (xvi) of this Section 5(a), the term "financial obligation" shall have the meaning set forth in paragraph (f)(11) of the Rule.

(b) In accordance with the Rule, the City or the Dissemination Agent shall file a Notice Event Filing with the Repository, in the appropriate format required by the MSRB and in a timely manner, after the occurrence of a failure of the City to provide the Annual Filing on or before the Annual Filing Date.

(c) The City shall promptly notify the Dissemination Agent in writing upon having Actual Knowledge of the occurrence of a Notice Event; provided, however, to the extent any such Notice Event has been previously and properly disclosed by or on behalf of the City, the City shall not be required to provide additional notice of such Notice Event in accordance with this subsection. Such notice shall instruct the Dissemination Agent to report the occurrence pursuant to Section 5(e) hereof. Such notice shall be accompanied with the text of the disclosure that the City desires to make (each a "Notice Event Filing"), the written authorization of the City for the Dissemination Agent to disseminate such information, and the date on which the City desires the Dissemination Agent to disseminate the information.

The Dissemination Agent is under no obligation to notify the City or the Disclosure Representative of an event that may constitute a Notice Event. In the event the Dissemination Agent so notifies the Disclosure Representative, the Disclosure Representative will instruct the Dissemination Agent that (i) a Notice Event has not occurred and no filing is to be made, or (ii) a Notice Event has occurred and provide the Dissemination Agent with the Notice Event Filing and the date the Dissemination Agent should file the Notice Event Filing.

(d) The Dissemination Agent shall upon receipt, and no later than the required filing date, promptly file each Notice Event Filing received under Sections 5(a) and 5(b) hereof, with the Repository in an electronic format as prescribed by the MSRB.

Section 6. Content of Annual Filings.

(a) Each Annual Filing shall contain the following annual financial information, consisting of, to the extent not included in the Department Audited Financial Statements and to the extent all such information continues to be available and/or prepared by the City and/or its consultants, updates of the following information set forth in the Official Statement:

(i) the chart entitled "Airlines Serving the Airport" under the heading "THE AIRPORT — Airlines Serving the Airport;"

(ii) the chart entitled "Historical Enplaned Passengers by Fiscal Year" under the heading "THE AIRPORT — Historical Enplaned Passengers;"

(iii) the chart entitled "Historical Enplaned Passengers by Airline by Fiscal Year" under the heading "THE AIRPORT — Airline Competition and Shares of Passengers;"

(iv) the chart entitled "Historical Market Share by Airline by Fiscal Year" under the heading "THE AIRPORT — Airline Competition and Shares of Passengers;"

(v) the chart entitled "Historical Aircraft Operations by Fiscal Year" under the heading "THE AIRPORT — Historical Aircraft Operations;"

(vi) the chart entitled "Historical Air Cargo and Mail by Fiscal Year" under the heading "THE AIRPORT — Historical Air Cargo Activity;"

(vii) the chart entitled "Historical Air Cargo (Enplaned and Deplaned) by Airline by Fiscal Year" under the heading "THE AIRPORT — Historical Air Cargo Activity;"

(viii) the chart entitled "Historical Aircraft Landed Weight by Fiscal Year" under the heading "THE AIRPORT — Historical Landed Weight;"

(ix) the chart entitled "Historical Revenue and Expenses Cash Basis: Conversion from Accrual to Cash Basis" under the heading "AIRPORT FINANCIAL INFORMATION — Historical Revenues and Expenses;"

(x) the chart entitled "Historical Debt Service Coverage General Revenue Bonds Cash Basis, Unaudited" under the heading "AIRPORT FINANCIAL INFORMATION — Historical Debt Service Coverage;" and

(xi) the chart entitled "Historical Airline Payments per Enplaned Passenger Paid to the City Accrual Basis, Unaudited" under the heading "AIRPORT FINANCIAL INFORMATION — Historical Airline Payments."

To the extent the City determines that any of the foregoing charts include information that is no longer available and/or prepared by the City and/or its consultants, a statement to that effect in its first Annual Filing after it has made such a determination will satisfy the undertaking. In addition, the City reserves the right to modify from time to time the specific types of information provided or the format of the presentation of such information, to the extent necessary or appropriate in the judgment of the City.

(b) If available at the time of such filing, the Department Audited Financial Statements for the prior Fiscal Year. If the Department Audited Financial Statements are not available by the time the Annual Filing is required to be filed pursuant to Section 4(a) hereof, the Annual Filing shall contain Unaudited Financial Statements of the Department prepared in accordance with generally accepted accounting principles, as in effect from time to time, and the Department Audited Financial Statements shall be filed in the same manner as the Annual Filing when they become available. The Department Audited Financial Statements (if any) will be provided pursuant to Section 4(c) hereof.

Any or all of the items listed above may be included by specific reference to documents previously filed with the Repository or the SEC, including, but not limited to, official statements of debt issues with respect to which the City is an Obligated Person, the City's Annual Comprehensive Financial Report and the Department of Aviation's Annual Comprehensive Financial Report. If the document incorporated by reference is a final official statement, it must be available from the Repository. The City will clearly identify each such document so incorporated by reference.

Section 7. Responsibility for Content of Reports and Notices.

(a) The City shall be solely responsible for the content of each Filing (or any portion thereof) provided to the Dissemination Agent pursuant to this Disclosure Agreement.

(b) Each Filing distributed by the Dissemination Agent pursuant to Section 4 or 5 hereof shall be in a form suitable for distributing publicly and shall contain the CUSIP numbers of the Series 2023 Refunding Bonds and such other identifying information prescribed by the MSRB from time to time. Each Notice Event Filing shall be in substantially the form set forth in Exhibit "A" attached hereto. If an item of information contained in any Filing pursuant to this Disclosure Agreement would be misleading without additional information, the City shall include such additional information as a part of such Filing as may be necessary in order that the Filing will not be misleading in light of the circumstances under which it is made.

(c) Any report, notice or other filing to be made public pursuant to this Disclosure Agreement may consist of a single document or separate documents composing a package and may incorporate by reference other clearly identified documents or specified portions thereof previously filed with the Repository or the SEC; provided that any final official statement incorporated by reference must be available from the Repository.

(d) Notwithstanding any provision herein to the contrary, nothing in this Disclosure Agreement shall be construed to require the City or the Dissemination Agent to interpret or provide an opinion concerning information made public pursuant to this Disclosure Agreement.

(e) Notwithstanding any provision herein to the contrary, the City shall not make public, or direct the Dissemination Agent to make public, information which is not permitted to be publicly disclosed under any applicable data confidentiality or privacy law or other legal requirement.

Section 8. <u>Voluntary Filings</u>.

(a) The City may instruct the Dissemination Agent to file information with the Repository, from time to time (a "Voluntary Filing").

(b) Nothing in this Disclosure Agreement shall be deemed to prevent the City from disseminating any other information through the Dissemination Agent using the means of dissemination set forth in this Disclosure Agreement or including any other information in any Filing, in addition to that required by this Disclosure Agreement. If the City chooses to include any information in any Filing in addition to that which is specifically required by this Disclosure Agreement, the City shall have no obligation under this Disclosure Agreement to update such information or include it in any future Annual Filing, Annual Financial Statement, Voluntary Filing or Notice Event Filing.

(c) Notwithstanding the foregoing provisions of this Section 8, the City is under no obligation to provide any Voluntary Filing.

(d) The Dissemination Agent shall upon receipt promptly file each Voluntary Filing received with the Repository in an electronic format as prescribed by the MSRB.

Section 9. <u>Defaults; Remedies</u>.

(a) A party shall be in default of its obligations hereunder if it fails or refuses to carry out or perform its obligations hereunder for a period of five Business Days following notice of default given in writing to such party by any other party hereto or by any Third Party Beneficiary hereof, unless such default is cured within such five Business Day notice period. An extension of such five Business Day cure period may be granted for good cause (in the reasonable judgment of the party granting the extension) by written notice from the party who gave the default notice.

(b) If a default occurs and continues beyond the cure period specified above, any nondefaulting party or any Third-Party Beneficiary may seek specific performance of the defaulting party's obligations hereunder as the sole and exclusive remedy available upon any such default, excepting, however, that the party seeking such specific performance may recover from the defaulting party any reasonable attorneys' fees and expenses incurred in the course of enforcing this Disclosure Agreement as a consequence of such default. Each of the parties hereby acknowledges that monetary damages will not be an adequate remedy at law for any default hereunder, and therefore agrees that the exclusive remedy of specific performance shall be available in proceedings to enforce this Disclosure Agreement.

(c) Notwithstanding any provision of this Disclosure Agreement or the Bond Ordinance to the contrary, no default under this Disclosure Agreement shall constitute a default or event of default under the Bond Ordinance.

Section 10. Amendment or Modification.

(a) This Disclosure Agreement shall not be amended or modified except as provided in this Section. No modification, amendment, alteration or termination of all or any part of this Disclosure Agreement shall be construed to be, or operate as, altering or amending in any way the provisions of the Bond Ordinance.

(b) Notwithstanding any other provision of this Disclosure Agreement, the City may amend this Disclosure Agreement and any provision of this Disclosure Agreement may be waived, if: (i) such amendment or waiver is made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature, or status of the obligor on the Series 2023 Refunding Bonds, or type of business conducted by such obligor; (ii) such amendment or waiver does not materially impair the interests of the Beneficial Owners of the Series 2023 Refunding Bonds, as determined either by an unqualified opinion of counsel expert in federal securities laws retained by the City or by the approving vote a majority of the Beneficial Owners of the Series 2023 Refunding Bonds outstanding at the time of such amendment or waiver; and (iii) such amendment or waiver is supported by an opinion of counsel expert in federal securities laws retained by the City, to the effect that such amendment or waiver would not, in and of itself, cause the undertakings herein to violate the Rule if such amendment or waiver had been effective on the date hereof but taking into account any subsequent change in or official interpretation of the Rule, as well as any change in circumstances.

(c) If any provision of Section 6 hereof is amended or waived, the first Annual Filing containing any amended, or omitting any waived, operating data or financial information shall explain, in narrative form, the reasons for the amendment or waiver and the impact of the change in the type of operating data or financial information being provided.

(d) If the provisions of this Disclosure Agreement specifying the accounting principles to be followed in preparing the City's financial statements are amended or waived, the Annual Filing for the year in which the change is made shall present a comparison between the financial statements or information prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles. The comparison shall include a qualitative discussion of the differences in the accounting principles and the impact of the change in the accounting principles on the presentation of the financial information, in order to provide information to the Beneficial Owners of the Series 2023 Refunding Bonds to enable them to evaluate the ability of the City to meet its obligations. To the extent reasonably feasible, the comparison shall also be quantitative. The City will file a notice of the change in the accounting principles with the Repository on or before the effective date of any such amendment or waiver.

(e) Notwithstanding the foregoing, the Dissemination Agent shall not be obligated to agree to any amendment expanding its duties or obligations hereunder without its consent thereto.

(f) The City shall prepare or cause to be prepared a notice of any such amendment or modification and shall direct the Dissemination Agent to make such notice public in accordance with Section 8 hereof.

Section 11. Agency Relationship.

(a) The Dissemination Agent agrees to perform such duties, but only such duties, as are specifically set forth in this Disclosure Agreement, and no implied duties or obligations of any kind shall be read into this Disclosure Agreement with respect to the Dissemination Agent. The Dissemination Agent may conclusively rely, as to the truth, accuracy and completeness of the statements set forth therein, upon all notices, reports, certificates or other materials furnished to the Dissemination Agent pursuant to this Disclosure Agreement, and in the case of notices and reports required to be furnished to the Dissemination Agent pursuant to this Disclosure Agreement, the Dissemination Agent shall have no duty whatsoever to examine the same to determine whether they conform to the requirements of this Disclosure Agreement.

(b) The Dissemination Agent shall not be liable for any error of judgment made in good faith by a responsible officer or officers of the Dissemination Agent unless it shall be proven that the Dissemination Agent engaged in negligent conduct or willful misconduct in ascertaining the pertinent facts related thereto.

(c) The Dissemination Agent shall perform its rights and duties under this Disclosure Agreement using the same standard of care as a prudent person would exercise under the circumstances, and the Dissemination Agent shall not be liable for any action taken or failure to act in good faith under this Disclosure Agreement unless it shall be proven that the Dissemination Agent was negligent or engaged in willful misconduct.

(d) The Dissemination Agent may perform any of its duties hereunder by or through attorneys or agents selected by it with reasonable care, and shall be entitled to the advice of counsel concerning all matters arising hereunder, and may in all cases pay such reasonable compensation as it may deem proper to all such attorneys and agents. The Dissemination Agent shall be responsible for the acts or negligence of any such attorneys, agents or counsel.

(e) The Dissemination Agent shall not be deemed to be acting in any fiduciary capacity for the City, the holders of the Series 2023 Refunding Bonds or any other party.

(f) None of the provisions of this Disclosure Agreement or any notice or other document delivered in connection herewith shall require the Dissemination Agent to advance, expend or risk its own funds or otherwise incur financial liability in the performance of any of the Dissemination Agent's duties or rights under this Disclosure Agreement.

(g) Except as expressly provided herein, the Dissemination Agent shall not be required to monitor the compliance of the City with the provisions of this Disclosure Agreement or to exercise any remedy, institute a suit or take any action of any kind without indemnification satisfactory to the Dissemination Agent.

(h) The Dissemination Agent may resign at any time by giving at least ninety (90) days' prior written notice thereof to the City. The Dissemination Agent may be removed for good cause at any time by written notice to the Dissemination Agent from the City, provided that such removal shall not become effective until a successor dissemination agent has been appointed by the City under this Disclosure Agreement.

(i) In the event the Dissemination Agent shall resign, be removed or become incapable of acting, or if a vacancy shall occur in the office of the Dissemination Agent for any reason, the City shall promptly appoint a successor. Notwithstanding any provision to the contrary in this Disclosure Agreement or elsewhere, the City may appoint itself to serve as Dissemination Agent hereunder.

(j) Any company or other legal entity into which the Dissemination Agent may be merged or converted or with which it may be consolidated or any company resulting from any merger, conversion or consolidation to which the Dissemination Agent may be a party or any company to whom the Dissemination Agent may sell or transfer all or substantially all of its agency business shall be the successor dissemination agent hereunder without the execution or filing of any paper or the performance of any further act and shall be authorized to perform all rights and duties imposed upon the Dissemination Agent by this Disclosure Agreement, anything herein to the contrary notwithstanding.

Section 12. Miscellaneous.

(a) Each of the parties hereto represents and warrants to each other party that it has (i) duly authorized the execution and delivery of this Disclosure Agreement by the officers of such party whose signatures appear on the execution pages hereto, (ii) that it has all requisite power and authority to execute, deliver and perform this Disclosure Agreement under applicable law and any resolutions, ordinances, or other actions of such party now in effect, (iii) that the execution and delivery of this Disclosure Agreement, and performance of the terms hereof, does not and will not violate any law, regulation, ruling, decision, order, indenture, decree, agreement or instrument by which such party or its property or assets is bound, and (iv) such party is not aware of any litigation or proceeding pending, or, to the best of such party's knowledge, threatened, contesting or questioning its existence, or its power and authority to enter into this Disclosure Agreement, or its due authorization, execution and delivery of this Disclosure Agreement, or otherwise contesting or questioning the issuance of the Series 2023 Refunding Bonds.

(b) This Disclosure Agreement shall be governed by and interpreted in accordance with the laws of the State of Georgia and applicable federal law.

(c) This Disclosure Agreement may be executed in one or more counterparts, each and all of which shall constitute one and the same instrument.

Section 13. Identifying Information. All documents provided to the Repository pursuant to this Disclosure Agreement shall be accompanied by identifying information as prescribed by the MSRB.

Section 14. Severability. In case any part of this Disclosure Agreement is held to be illegal or invalid, such illegality or invalidity shall not affect the remainder or any other section of this Disclosure Agreement. This Disclosure Agreement shall be construed or enforced as if such illegal or invalid portion were not contained therein, nor shall such illegality or invalidity of any application of this Disclosure Agreement affect any legal and valid application.

Section 15. Electronic Signatures. The parties agree that the electronic or digital signature of a party to this Disclosure Agreement and any and all other documents and certificates related hereto, including an emailed PDF of a digitized image of the actual signature page or by other electronic means provided that such other means utilize electronic signature software that has the capability to audit or authenticate the signatures, and such electronic pages shall constitute an original signature and shall be of the same legal effect, validity or enforceability as a manually executed, physically delivered or paper-based signature, as the case may be, and it is further acknowledged by the parties that such electronic signatures are expressly permitted under the Uniform Electronic Transactions Act (O.C.G.A. Section 10-12-1, et seq.).

[SIGNATURE PAGES TO FOLLOW]

IN WITNESS WHEREOF, the City and the Dissemination Agent have each caused this Disclosure Agreement to be executed, on the date first written above, by their respective duly authorized officers.

CITY OF ATLANTA, a municipal corporation duly organized and existing under the laws of the State of Georgia

By:____
Andre Dickens, Mayor

[SIGNATURES CONTINUED ON FOLLOWING PAGE]

SIGNATURE PAGE TO
CONTINUING DISCLOSURE AGREEMENT
CITY OF ATLANTA AIRPORT GENERAL REVENUE REFUNDING BONDS, SERIES 2023F (NON-AMT) and
CITY OF ATLANTA AIRPORT GENERAL REVENUE REFUNDING BONDS, SERIES 2023G (AMT)

IN WITNESS WHEREOF, the City and the Dissemination Agent have each caused this Disclosure Agreement to be executed, on the date first written above, by their respective duly authorized officers.

DIGITAL ASSURANCE CERTIFICATION, L.L.C.,
as Dissemination Agent

By:______________________________
Name:____________________________
Title:_____________________________

EXHIBIT A

NOTICE TO REPOSITORY OF THE OCCURRENCE OF [INSERT THE NOTICE EVENT]

Relating to

**$88,500,000
CITY OF ATLANTA
AIRPORT GENERAL REVENUE REFUNDING BONDS,
SERIES 2023F (NON-AMT)**

**and
$59,160,000
CITY OF ATLANTA
AIRPORT GENERAL REVENUE REFUNDING BONDS,
Series 2023G (AMT)**

Originally Issued on October 3, 2023

[CUSIP NUMBERS**)]**

Notice is hereby given by the City of Atlanta (the "City"), as obligated person with respect to the above-referenced bonds issued by the City, under the Securities and Exchange Commission's Rule 15c2-12, that **[**INSERT THE NOTICE EVENT**]** has occurred. **[**DESCRIBE NOTICE EVENT AND MATERIAL CIRCUMSTANCES RELATED THERETO**]**.

This Notice is based on the best information available to the City at the time of dissemination hereof and is not guaranteed by the City as to the accuracy or completeness of such information. The City will disseminate additional information concerning **[**NOTICE EVENT**]**, as and when such information becomes available to the City, to the extent that the dissemination of such information would be consistent with the requirements of Rule 15c2-12 and the City's obligation under that certain Continuing Disclosure Agreement dated October 3, 2023. **[**Any questions regarding this notice should be directed in writing only to the City. However, the City will not provide additional information or answer questions concerning [**NOTICE EVENT**] except in future written notices, if any, disseminated by the City in the same manner and to the same recipients as this Notice**]**.

DISCLAIMER: All information contained in this Notice has been obtained by the City from sources believed to be reliable as of the date hereof. Due to the possibility of human or mechanical error as well as other factors, however, such information is not guaranteed as to the accuracy, timeliness or completeness. Under no circumstances shall the City have any liability to any person or entity for (a) any loss, damage, cost, liability or expense in whole or in part caused by, resulting from or relating to this Notice, including, without limitation, any error (negligent or otherwise) or other circumstances involved in procuring, collecting, compiling, interpreting, analyzing, editing, transcribing, transmitting, communicating or delivering any information contained in this Notice, or (b) any direct, indirect, special, consequential or incidental damages whatsoever related thereto.

Dated: ______________________

CITY OF ATLANTA

By:____
Name:_______________________________________
Title: _______________________________________

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APPENDIX H

DTC AND THE BOOK-ENTRY ONLY SYSTEM

General

The information in this section concerning DTC and DTC's book-entry system has been obtained from DTC and neither the City nor the Underwriters make any representation or warranty or take any responsibility for the accuracy or completeness of such information.

DTC will act as securities depository for the Series 2023 Bonds. The Series 2023 Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Series 2023 Bond certificate will be issued for each maturity of each series of the Series 2023 Bonds as set forth on the inside front cover of this Official Statement, each in the aggregate principal amount of such maturity and will be deposited with DTC. If, however, the aggregate principal amount of any maturity of Series 2023 Bonds exceeds $500 million, one certificate will be issued with respect to each $500 million of principal amount, and an additional certificate will be issued with respect to any remaining principal amount of such series of the Series 2023 Bonds.

DTC is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Exchange Act. DTC holds and provides asset servicing for U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants" and, together with the Direct Participants, the "Participants"). The DTC Rules applicable to its Participants are on file with the SEC. More information about DTC can be found at www.dtcc.com.

Purchases of Series 2023 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2023 Bonds on DTC's records. The ownership interest of each actual purchaser of each Series 2023 Bond ("Beneficial Owner") is in turn to be recorded on the Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Series 2023 Bonds are to be accomplished by entries made on the books of Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Series 2023 Bonds, except in the event that use of the book-entry system for the Series 2023 Bonds is discontinued.

To facilitate subsequent transfers, all Series 2023 Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of the Series 2023 Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners; DTC's records reflect only the identity of the Direct Participants to whose accounts such Series 2023 Bonds are credited, which may or may not be the Beneficial Owners. The Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Series 2023 Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Bond Ordinance. For example, Beneficial Owners may wish to ascertain that the nominee holding the Series 2023 Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the Bond Registrar and request that copies of the notices be provided directly to them.

Redemption notices will be sent to DTC. If less than all of the Series 2023 Bonds within a series or maturity of a series are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such series or maturity to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Series 2023 Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the City as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Series 2023 Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal, premium, if any, and interest payments on the Series 2023 Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the City or the Paying Agent on the payment date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Paying Agent, or the City, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal, premium, if any, and interest on the Series 2023 Bonds, as applicable, to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the City or the Paying Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Participants.

DTC may discontinue providing its services as securities depository with respect to the Series 2023 Bonds at any time by giving reasonable notice to the City or Paying Agent. Under such circumstances, in the event that a successor securities depository is not obtained, Series 2023 Bond certificates are required to be printed and delivered.

The City may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Series 2023 Bond certificates will be printed and delivered to DTC.

Disclaimer

Neither the City nor any Fiduciary shall have any responsibility or obligation to the DTC participants, beneficial owners or other nominees of such beneficial owners for (a) sending transaction statements; (b) maintaining, supervising or reviewing, or the accuracy of, any records maintained by DTC or any DTC participant, indirect participant or other nominees of such beneficial owners; (c) payment or the timeliness of payment by DTC to any DTC participant, indirect participant or by any DTC participant, indirect participant or other nominees of beneficial owners to any beneficial owner of any amount due in respect of the principal or the redemption price of or interest on Series 2023 Bonds; (d) delivery or timely delivery by DTC to any DTC participant or indirect participant, or by any DTC participant, indirect participant or other nominees of beneficial owners to any beneficial owners of any notice (including notice of redemption) or other communication which is required or permitted under the terms of the Master Bond Ordinance, as supplemented herein to be given to holders of Series 2023 Bonds; (d) the selection of the beneficial owners to receive payment in the event of any partial redemption of Series 2023 Bonds; or (e) any action taken by DTC or its nominee as the holder of the Series 2023 Bonds.

APPENDIX I

SECOND PARTY OPINION

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Second Party Opinion

Issuer:	**City of Atlanta**
Issue Description:	Airport General Revenue Bonds, Series 2023B-1 (Non-AMT) (Green Bonds) Airport Passenger Facility Charge and Subordinate Lien General Revenue Bonds, Series 2023D (Non-AMT) (Green Bonds) Airport Passenger Facility Charge and Subordinate Lien General Revenue Bonds, Series 2023E (AMT) (Green Bonds)
Project:	ATL Green Bond Projects
Green Standard:	ICMA Green Bond Principles
Green Category:	Green Buildings
Keywords:	Green buildings, LEED Silver and Gold, Parksmart, electrification, electric vehicle infrastructure, net zero aligned, Hartsfield-Jackson Atlanta International Airport, Georgia, airport
Par:	$496,510,000*
Evaluation Date:	July 27, 2023

*Preliminary, subject to change

GREEN BONDS DESIGNATION

Kestrel, an Approved Verifier accredited by the Climate Bonds Initiative, conducted an independent external review of the Airport General Revenue Bonds, Series 2023B-1 (Non-AMT) (Green Bonds), Airport Passenger Facility Charge and Subordinate Lien General Revenue Bonds, Series 2023D (Non-AMT) (Green Bonds), and Airport Passenger Facility Charge and Subordinate Lien General Revenue Bonds, Series 2023E (AMT) (Green Bonds) (collectively, "Series 2023 Green Bonds") to evaluate conformance with the Green Bond Principles (June 2021 with June 2022 Appendix 1) established by the International Capital Market Association. Our team for this engagement included analysts with backgrounds in environmental science and social science.

This Second Party Opinion reflects our review of the uses and allocation of proceeds, oversight, and conformance of the Series 2023 Green Bonds with the Green Bond Principles. In our opinion, the Series 2023 Green Bonds are impactful, net zero aligned, conform with the four core components of the Green Bond Principles, and qualify for Green Bonds designation.

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ABOUT THE ISSUER

The City of Atlanta, the capital and most populous city in the state of Georgia, is at the center of the eighth largest metropolitan area in the United States, the Atlanta-Sandy Springs-Alpharetta metropolitan statistical area. The Hartsfield-Jackson Atlanta International Airport (the "Airport" or "ATL"), owned by the City of Atlanta (the "City") and operated by the City of Atlanta Department of Aviation ("Department of Aviation" or "Department"), is the busiest airport in the world, serving approximately 100 million passengers annually.[1] The Airport generates significant economic activity in the region and directly supports more than 63,000 jobs.[2] The Airport terminal complex comprises seven concourses and 197 gates connected by the underground Plane Train.[3] The Airport also provides an international shuttle connector, ground transportation, a rental car center, the ATL SkyTrain, and access to public transportation through the Metropolitan Atlanta Rapid Transit Authority ("MARTA").

The Department of Aviation has established robust commitments to decarbonization and environmental sustainability of the Airport. ATL joined the Airport Council International ("ACI") Airport Carbon Accreditation Program to validate Scope 1 and Scope 2 emissions inventories and continues to conduct greenhouse gas inventories regularly. In February 2022, the Department released a carbon policy which commits ATL to achieving 100% clean and/or renewable energy by 2035 (in line with the City's commitments) and to meeting the net zero by 2050 goal set by ACI. In partnership with Georgia Power, ATL implements energy conservation measures and renewable energy projects, and evaluates energy baselines to identify opportunities to improve energy efficiency of facilities. All ATL non-structural infrastructure projects must meet the minimum certification level in either the Envision or SITES rating systems,[4] and all new buildings must achieve LEED Silver certification at minimum. ATL was the first airport to earn a LEED Platinum Communities rating (2019).

Additionally, ATL:

- Implements aircraft noise mitigation measures in certain structures at the airport and nearby jurisdictions, including through the Noise Insulation Program which involves installation of acoustically rated windows, doors and other improvements at nearby residences.
- Sets water conservation, waste reduction, and material procurement goals. ATL's major capital projects have averaged a 43% reduction in designed water use, a 27% reduction in designed energy consumption, and 95% diversion of construction and demolition from landfills.
- Produces an average of 103,000 kWh of renewable energy per year through on-site solar power.

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1 ATL served 93.7 million passengers in 2022.

2 "About ATL," Hartsfield-Jackson Atlanta International Airport, accessed July 14, 2023, https://www.atl.com/about-atl/.

3 "ATL Fact Sheet," Hartsfield-Jackson Atlanta International Airport, accessed July 14, 2023, https://www.atl.com/about-atl/atl-factsheet/.

4 Managed by the Institute for Sustainable Infrastructure ("ISI"), Envision provides a comprehensive approach to building and maintaining sustainable, resilient, and equitable infrastructure. ISI was established by the American Public Works Association, the American Society of Civil Engineers, and the American Council of Engineering Companies. Infrastructure projects may receive an Envision Rating based on credits received in five categories: Quality of Life, Leadership, Resource Allocation, Natural World, and Climate and Resilience. The Sustainable SITES Initiative (SITES) is owned and administered by Green Business Certification Inc. SITES is a comprehensive framework for designing and developing resilient landscapes, streetscapes, and other outdoor spaces.

ALIGNMENT TO GREEN STANDARDS[5]

Use of Proceeds

The Series 2023 Green Bonds will finance and reimburse expansion, construction and renovation projects (collectively, the "ATL Green Bond Projects" or "Projects") at Hartsfield-Jackson Atlanta International Airport. The bond-financed activities meet robust green building standards, advance long-term sustainability goals, and are eligible projects as defined by the Green Bond Principles in the project category of *Green Buildings*.

The Green Bond Principles

The ATL Green Bond Projects include expansion of Concourse D, construction of a new multilevel parking structure, and construction of Fire Station #32 South as outlined in Table 1 and described in more detail as follows. All projects are designed to minimize energy use compared to ASHRAE 90.1-2010 baselines and water use compared to LEED baselines.

Table 1. ATL Green Bond Budgets

Project Name	Green Bond Proceeds ($)	Total Project Budget ($)
Concourse D Widening Project	300,000,000	1,300,000,000
South Domestic Terminal Parking Deck Project	200,000,000	514,000,000
Fire Station #32 (South) Project	11,648,943	25,685,955

<u>Concourse D Widening Project: In Progress</u>

The Series 2023 Green Bonds partially finance the expansion of Concourse D, including widening from 60 feet to approximately 99 feet, extending the overall length to 288 feet, and modifying ramps and gate layouts. With the expansion, Concourse D will have approximately 34 gates, a 25,000-square-foot area for a Delta Sky Club, and a 100,000-square-foot space for additional boarding areas, concession areas, restrooms and other public areas. The widening of Concourse D is designed to accommodate an all-Group III aircraft configuration,[6] to enhance airport capacity and circulation, and to meet LEED Silver green building standards.

Concourse D widening is a multiphase project expected to be fully complete by summer 2029. Initial construction and pre-fabrication of Concourse D in a modular staging area is expected to begin in December 2023.[7] Pre-fabricated components will be transported across airfield runways to Concourse D and attached to the existing building. Then, portions of the existing building will be demolished and reconstructed.

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[5] Green Bonds are any type of bond instrument where the proceeds will be exclusively applied to finance or refinance eligible Green Projects which are aligned with the four core components of ICMA Green Bond Principles.

[6] The Federal Aviation Administration classifies aircraft into six groups based on size, wherein Group I aircraft are the smallest and Group XI aircraft are the largest. Many major airlines, including Delta Air Lines, are retiring smaller aircraft fleets and replacing these fleets with larger Group III aircraft.

[7] A pre-fabrication area will be used to minimize gate downtime and on-site upheaval throughout project development.

The entire Concourse D widening project is designed to achieve LEED Silver certification and incorporates the following sustainable design elements:

- Power infrastructure at all gates to support electric charging of ground support equipment
- Advanced energy metering and water metering
- Efficient heating and cooling systems
- Efficient, insulated wall panels
- Low emissivity glass
- Low flow water fixtures
- Fully electrified gates
- Low carbon concrete supply

Energy and water use modeling has been conducted and the project is expected to result in approximately 15% energy cost savings compared to ASHRAE 90.1-2013, estimated 40% reduction in water use, at least 5% reduction in embodied carbon,[8] and at least 90% diversion of construction and demolition waste.

<u>South Domestic Terminal Parking Deck Project: In Progress</u>
The Series 2023 Green Bonds also finance the first phase of the South Domestic Terminal Parking Deck, a multilevel parking structure that will provide parking for approximately 6,500 vehicles and will include a two-story 10,000-square-foot office building. The parking deck will offer 163 electric vehicle ("EV") charging stations with an additional 730 spaces designed to be EV-ready. The Airport is targeting LEED Silver certification for the office building component and Parksmart certification for the parking structure component. Parksmart is a certification scheme for the design, construction, and management of sustainable and environmentally resilient parking garages. Sustainable features of the project include:

- Low-carbon concrete supply
- Wayfinding systems and traffic flow strategies to minimize vehicle idle time
- LED lighting in the parking structure
- Energy efficiency and fully electric building systems, including heat pumps and heat pump water heaters
- Optimized filtration and ventilation for improved air quality
- Sustainable construction waste management

<u>Fire Station #32 (South) Project: Complete</u>
A portion of the Series 2023 Green Bonds reimburse development and construction costs of Fire Station #32 on the South Terminal Parkway, a building designed to achieve LEED Gold certification. The firehouse is approximately 7,000 square feet, has four apparatus bays, a structure to house a generator and fuel tank, office space, several different types of common areas, and an upstairs dormitory. Project development incorporated noise reduction in design, including concrete roofing. The project is complete and has been in operation since 2022.[9]

[8] Embodied carbon refers to the total carbon emissions released during the lifecycle of building materials, including manufacturing, transport, construction, and disposal.
[9] The Airport has purchased Renewable Energy Credits to offset the first five years of energy use at the fire station.

Net Zero Alignment

Bonds are net zero aligned if bond-financed activities advance goals to reach net zero greenhouse gas emissions by 2050. The ATL Green Bond Projects incorporate many features to reduce energy demands and associated greenhouse gas emissions, which is aligned with the transition to a low-carbon economy. Bond-financed projects directly advance the Airport's goal to reach zero carbon emissions by 2050 and support citywide goals to address climate change.[10]

Process for Project Evaluation and Selection

The Projects were identified in the 20-year airport master plan, ATLNext, and the Capital Plan to 2029. These planning documents outline expansion and improvement projects to accommodate anticipated growth in passenger and air traffic volume. In addition, the Projects advance the Department of Aviation's and the City's sustainability and greenhouse gas emission reduction goals.

Sustainable project designs align with ATL's carbon policy and citywide net zero and clean energy goals. Designs exceed minimum green building and sustainable infrastructure certification requirements established in the Planning and Development Sustainability Standards of the Department of Aviation.[11] Early in the design process, project teams used a project life-cycle analysis tool called Autocase to consider financial, environmental, and social aspects of projects and use databases such as Mindful Materials and UL Spot to identify and use responsibly produced materials.

Management of Proceeds

Green Bond proceeds will solely be used to finance and reimburse the Department of Aviation for the Projects, fund a deposit to a debt service reserve account, and pay costs of issuance. Prior to spending, a portion of proceeds will be held in a distinct account and may be held in temporary investments such as money market funds backed by US Treasuries. The Capital Finance Team, within the City's Department of Finance, is responsible for overseeing allocation of proceeds to eligible green activities. It is expected that proceeds will be spent within five years of issuance.

Reporting

The Department of Aviation provides comprehensive reporting in an annual Environmental, Social, Governance + Prosperity Report ("ESG+P Report") available at atl.com/community/sustainability. Reported metrics include greenhouse gas emissions by scope and location (e.g., vehicles, buildings, purchased electricity), progress toward all-electric buildings, and status of a wide range of sustainability and resilience initiatives. In connection with the Bonds, the Department expects to include updates on financed activities within the ESG+P Report. Reports are expected to include updates on the allocation of proceeds, project construction status, and performance metrics of buildings such as energy efficiency and water savings above baselines.

The City of Atlanta will submit continuing financial disclosures to the Municipal Securities Rulemaking Board ("MSRB") as long as the Series 2023 Green Bonds are outstanding, as well as reports in the event of material developments. This reporting will be done annually on the Electronic Municipal Market Access ("EMMA") system operated by the MSRB.

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[10] "Clean Energy Atlanta," City of Atlanta Mayor's Office of Resilience, accessed July 14, 2023, https://www.100atl.com/cleanenergyatlanta.

[11] LEED Silver is the minimum construction standard for new buildings. Infrastructure projects use Envision sustainable infrastructure standards.

ALIGNMENT WITH UN SDGs

The Series 2023 Green Bonds support and advance the vision of the United Nations Sustainable Development Goals (“UN SDGs”), including:

Affordable and Clean Energy (Target 7.3)
Improved energy efficient designs and incorporation of LEED Silver and Gold certification in projects

Industry, Innovation and Infrastructure (Target 9.4)
Sustainable infrastructure for regional access and incorporated energy efficiency that will minimize greenhouse gas emissions

Full text of the Targets for Goals 7 and 9 is available in Appendix A, with additional information available on the United Nations website: un.org/sustainabledevelopment

CONCLUSION

Based on our independent external review, the Series 2023 Green Bonds are impactful, net zero aligned, conform, in all material respects, with the Green Bond Principles (June 2021 with June 2022 Appendix 1) and are in complete alignment with the *Green Buildings* eligible project category. Financing for projects that meet robust green building and sustainable infrastructure standards advance climate action goals of the Department of Aviation.

About

Kestrel provides ESG Impact Data and verification services designed to bring greater transparency and insight to fixed income, helping to set the market standard for sustainable finance.

We are a team of environmental and social scientists, engineers, and finance professionals with deep, nuanced understandings of how state and local governments finance and deliver public projects. We understand the complex activities and infrastructure financed with municipal bonds and provide meaningful, material insights on their ESG characteristics with our innovative data offering.

We are also a leading provider of external reviews for green, social and sustainability bond transactions in US public finance, consistently garnering over 60% of the market share by par and by number of reviews. We are qualified to evaluate corporate and municipal bonds in all asset classes worldwide for conformance with international green and social bond standards.

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- Joanne Ferrigan - VP, QA & Risk Management

Disclaimer

This Opinion aims to explain how and why the discussed financing meets the ICMA Green Bond Principles based on the information that was provided by the Airport or made publicly available by the Airport and relied upon by Kestrel only during the time of this engagement (June – August 2023), and only for purposes of providing this Opinion.

We have relied on information obtained from sources believed to be reliable, and assumed the information to be accurate and complete. However, Kestrel can make no warranty, express or implied, nor can we guarantee the accuracy, comprehensive nature, merchantability, or fitness for a particular purpose of the information we were provided or obtained.

By providing this Opinion, Kestrel is neither addressing nor certifying the credit risk, liquidity risk, market value risk or price volatility of the projects financed by the Green Bonds. It was beyond Kestrel's scope of work to review for regulatory compliance, and no surveys or site visits were conducted by us. Furthermore, we are not responsible for surveillance, monitoring, or implementation of the project, or use of proceeds.

The Opinion delivered by Kestrel is for informational purposes only, is current as of the date of issuance, and does not address financial performance of the Green Bonds or the effectiveness of allocation of its proceeds. This Opinion does not make any assessment of the creditworthiness of the Airport, nor its ability to pay principal and interest when due. This Opinion does not address the suitability of a Bond as an investment, and contains no offer, solicitation, endorsement of the Bonds nor any recommendation to buy, sell or hold the Bonds. Kestrel accepts no liability for direct, indirect, special, punitive, consequential or any other damages (including lost profits), for any consequences when third parties use this Opinion either to make investment decisions or to undertake any other business transactions.

This Opinion may not be altered without the written consent of Kestrel. Kestrel reserves the right to revoke or withdraw this Opinion at any time. Kestrel certifies that there is no affiliation, involvement, financial or non-financial interest in the Airport or the projects discussed. We are 100% independent. Language in the offering disclosure supersedes any language included in this Second Party Opinion.

Use of the United Nations Sustainable Development Goal (SDG) logo and icons does not imply United Nations endorsement of the products, services, or bond-financed activities. The logo and icons are not being used for promotion or financial gain. Rather, use of the logo and icons is primarily illustrative, to communicate SDG-related activities.

Appendix A.
UN SDG TARGET DEFINITIONS

Target 7.3
By 2030, double the global rate of improvement in energy efficiency

Target 9.4
By 2030, upgrade infrastructure and retrofit industries to make them sustainable, with increased resource-use efficiency and greater adoption of clean and environmentally sound technologies and industrial processes, with all countries taking action in accordance with their respective capabilities

APPENDIX J

LIST OF REFUNDED BONDS

The following table presents information regarding the Refunded Bonds, which is contingent upon, and will not be finalized until, the issuance and delivery of the Series 2023 Refunding Bonds. The Refunded Bonds will be refunded at a redemption price equal to 100% of the principal amount thereof, together with accrued interest to the redemption date, and will not be subject to partial redemption.

Bonds	Maturity (January 1)	Interest Rate	Par Amount to be Refunded	Redemption Date (January 1)	Initial CUSIP Number†
2014B	01/01/25	5.000%	$ 7,290,000.00	01/01/24	04780MTD1
2014B	01/01/26	5.000	7,645,000.00	01/01/24	04780MTE9
2014B	01/01/27	5.000	8,030,000.00	01/01/24	04780MTF6
2014B	01/01/28	5.000	8,430,000.00	01/01/24	04780MTG4
2014B	01/01/29	5.000	8,850,000.00	01/01/24	04780MTH2
2014B	01/01/30	5.000	6,350,000.00	01/01/24	04780MTJ8
2014B	01/01/31	5.000	16,515,000.00	01/01/24	04780MTK5
2014B	01/01/32	5.000	17,340,000.00	01/01/24	04780MTL3
2014B	01/01/33	5.000	18,200,000.00	01/01/24	04780MTM1
2014C	01/01/25	5.000%	$ 9,260,000.00	01/01/24	04780MTY5
2014C	01/01/26	5.000	9,730,000.00	01/01/24	04780MTZ2
2014C	01/01/27	5.000	10,210,000.00	01/01/24	04780MUA5
2014C	01/01/28	5.000	10,720,000.00	01/01/24	04780MUB3
2014C	01/01/29	5.000	11,255,000.00	01/01/24	04780MUC1
2014C	01/01/30	4.125	11,300,000.00	01/01/24	04780MUD9

† Initial CUSIP® numbers have been assigned to the Refunded Bonds by an organization not affiliated with the City or the Financial Advisor and are included for the convenience of the owners of the Refunded Bonds only at the time of original issuance of the Refunded Bonds. CUSIP® is a registered trademark of the American Bankers Association. Neither the City, the Financial Advisor nor the Underwriters or their agents or counsel is responsible for the selection, use or accuracy of the CUSIP® numbers nor is any representation made as to their correctness with respect to the Refunded Bonds as included herein or at any time in the future. The CUSIP® number for a specific maturity is subject to being changed after the issuance of the Refunded Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part or as a result of the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of certain maturities of the Refunded Bonds.

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CITY OF ATLANTA • Airport General Revenue Bonds, Series 2023B-1, Series 2023B-2, Series 2023C,
Passenger Facility Charge and Subordinate Lien General Revenue Bonds, Series 2023D and Series 2023E and General Revenue Refunding Bonds, Series 2023F and Series 2023G

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