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**10-O -2092**

(Do Not Write Above This Line)

**10-O-**

**AN ORDINANCE**

**BY COUNCILMEMBER** _____

**SERIES 2010C SUPPLEMENTAL BOND ORDINANCE**

**AN ORDINANCE SUPPLEMENTING AND AMENDING THAT CERTAIN THIRTEENTH SUPPLEMENTAL BOND ORDINANCE OF THE CITY OF ATLANTA ADOPTED ON JULY 6, 2009, TO, AMONG OTHER THINGS, REDESIGNATE THE NAME AND SET FORTH THE TERMS OF THE AIRPORT GENERAL REVENUE REFUNDING BONDS, SERIES 2010C, INCLUDING THE AGGREGATE PRINCIPAL AMOUNT, INTEREST RATES, MATURITY AMOUNTS, MATURITY DATES, REDEMPTION PROVISIONS AND DEBT SERVICE RESERVE REQUIREMENT WITH RESPECT THERETO; RATIFY CERTAIN PRIOR**

ADOPTED BY

DEC 16 2010

COUNCIL

- ☐ CONSENT REFER
- ☐ REGULAR REPORT REFER
- ☐ ADVERTISE & REFER
- ☐ 1st ADOPT 2nd READ & REFER
- ☑ PERSONAL PAPER REFER

Date Referred 11/15/2010

Referred To: Fin/Exec

Date Referred

Refferred To:

Date Referred

Referred To:

First Reading

Committee _____

Date _____

Chair _____

Referred To _____

| Committee | Committee |
|---|---|
| Finance/Executive | |
| Date 12/1/10 | Date |
| Chair | Chair |
| Action Fav, Adv, Hold (see rev. side) | Action Fav, Adv, Hold (see rev. side) |
| Other Forward w/ recommendation | Other |
| Members | Members |
| Refer To | Refer To |

| Committee | Committee |
|---|---|
| Date | Date |
| Chair | Chair |
| Action Fav, Adv, Hold (see rev. side) | Action Fav, Adv, Hold (see rev. side) |
| Other | Other |
| Members | Members |
| Refer To | Refer To |

FINAL COUNCIL ACTION

☐ 2nd ☐ 1st & 2nd Readings ☐ 3rd

☐ Consent ☐ V Vote ☐ RC Vote

CERTIFIED

CERTIFIED

DEC 16 2010

ATLANTA CITY COUNCIL PRESIDENT

CERTIFIED

DEC 16 2010

Rhonda Dauphin Johnson

MUNICIPAL CLERK

MAYOR'S ACTION

APPROVED

DEC 1 010

MAYOR

CITY COUNCIL
ATLANTA, GEORGIA

10-O-2092

**AN ORDINANCE BY COUNCIL MEMBER C.T. MARTIN**
**AS SUBSTITUTED BY FULL COUNCIL**
**SERIES 2010C SUPPLEMENTAL BOND ORDINANCE**

**AN ORDINANCE SUPPLEMENTING AND AMENDING THAT CERTAIN THIRTEENTH SUPPLEMENTAL BOND ORDINANCE OF THE CITY OF ATLANTA ADOPTED ON JULY 6, 2009, TO, AMONG OTHER THINGS, REDESIGNATE THE NAME AND SET FORTH THE TERMS OF THE AIRPORT GENERAL REVENUE REFUNDING BONDS, SERIES 2010C, INCLUDING THE AGGREGATE PRINCIPAL AMOUNT, INTEREST RATES, MATURITY AMOUNTS, MATURITY DATES, REDEMPTION PROVISIONS AND DEBT SERVICE RESERVE REQUIREMENT WITH RESPECT THERETO; RATIFY CERTAIN PRIOR ACTIONS OF THE CITY COUNCIL AND CERTAIN OFFICERS AND AGENTS OF THE CITY WITH RESPECT TO THE ISSUANCE AND SALE OF THE SERIES 2010C BONDS; APPROVE THE FORM AND AUTHORIZING THE EXECUTION OF A BOND PURCHASE AGREEMENT AND CERTAIN OTHER AGREEMENTS IN CONNECTION WITH SAID SERIES 2010C BONDS; AUTHORIZE AND APPROVE THE PREPARATION, USE AND DISTRIBUTION OF A FINAL OFFICIAL STATEMENT IN CONNECTION WITH THE OFFER AND SALE OF SAID SERIES 2010C BONDS; APPROVE THE APPLICATION OF THE PROCEEDS OF THE SERIES 2010C BONDS; DESIGNATE THE INITIAL BOND REGISTRAR AND PAYING AGENT; RATIFY AND APPROVE THE APPOINTMENT OF BOND COUNSEL; SET FORTH THE TERMS AND COVENANTS ASSOCIATED WITH A MUNICIPAL BOND INSURANCE POLICY RELATED TO A PORTION OF SAID SERIES 2010C BONDS; PROVIDE AN EFFECTIVE DATE; AND FOR OTHER RELATED PURPOSES.**

**WHEREAS**, certain capitalized terms used in this Series 2010C Supplemental Bond Ordinance (this "Confirming Ordinance") shall have the meaning given to them in the herein below described Original Ordinance; and

**WHEREAS**, the City of Atlanta (the "City") adopted that certain Thirteenth Supplemental Bond Ordinance (No. 09-O-1100) on July 6, 2009 (the "Original Ordinance"), authorizing, among other things, the issuance and sale of its Airport General Revenue Refunding Bonds, Series 2009A (the "Series 2009A Bonds") in one or more subseries, for the purpose of, among other things, (a) refunding and redeeming all or a portion of the outstanding principal amount of the Series 2003RF-B Bonds and the Series 2003RF-C Bonds (collectively, the "Refunded Bonds"), (b) paying or reimbursing the City for all or a portion of the Termination Payments, (c) paying redemption premiums, if any, and accrued interest with respect to the Refunded Bonds, (d) funding a reasonably required debt service reserve, and (e) paying certain costs of issuance with respect to the Series 2009A Bonds; and

**WHEREAS**, the City desires to redesignate the Series 2009A Bonds as the "Airport General Revenue Refunding Bonds, Series 2010C" (the "Series 2010C Bonds") as a result of the timing of the issuance of said Series 2010C Bonds; and

**WHEREAS**, the City desires to ratify the preparation, use and distribution of a final preliminary official statement dated December 1, 2010 regarding the Series 2010C Bonds in the form of **Exhibit A** attached hereto (the "Preliminary Official Statement") previously authorized and approved in the Original Ordinance and approve the preparation and delivery to the Underwriters of the hereinafter defined Official Statement with respect to the Series 2010C Bonds; and

**WHEREAS**, the Series 2010C Bonds are proposed to be sold pursuant to a Bond Purchase Agreement dated on or about December 16, 2010 (the "Bond Purchase Agreement"), between the City and Citigroup Global Markets Inc., as representative of itself and the other hereinafter defined Underwriters, a form of which was previously approved in the Original Ordinance, and the City desires to ratify and confirm the approval of the Bond Purchase Agreement, a revised form of which is attached as **Exhibit B** hereto, including the final aggregate principal amount of, the interest rates on and the redemption provisions relating to the Series 2010C Bonds as provided in Section 2 hereof, which amounts and terms (including the maximum annual principal and interest payment) are within the parameters approved by the Original Ordinance; and

**WHEREAS**, the City desires to appoint U.S. Bank National Association as the initial Bond Registrar and Paying Agent in respect of the Series 2010 Bonds; and

**WHEREAS**, the Original Ordinance provides that the City shall, after the Series 2010C Bonds have actually been sold, adopt the Confirming Ordinance which, among other things, will specify the interest rate or rates per annum which the Series 2010C Bonds shall bear, the principal amount of Series 2010C Bonds to mature in each year, the maturities of the Series 2010C Bonds, if any, which shall be designated as term bonds subject to mandatory redemption, and the optional redemption provisions applicable to the Series 2010C Bonds, will provide for the execution and delivery of the Bond Purchase Agreement, will provide for the specific application of proceeds of the Series 2010C Bonds and will identify the Underwriters.

**WHEREAS**, the City has determined that it is in its best interest to cause Assured Guaranty Municipal Corp. (formerly known as Financial Security Assurance Inc.), a New York stock insurance company, or any successor thereto or assignee thereof (the "Insurer"), to provide its municipal bond insurance policy guaranteeing the scheduled payment of principal and interest on a portion of the Series 2010C Bonds (the "Insurance Policy"), as further described herein.

**NOW, THEREFORE,** the City Council of the City of Atlanta, Georgia hereby ordains as follows:

**Section 1. Ratification of Prior Actions**. All actions heretofore taken by the City Council and the officers and agents of the City directed toward the issuance and sale of the Series 2010C Bonds be and the same are hereby ratified, approved, and confirmed in all respects.

**Section 2. Redesignation of Series 2010C Bonds; Series 2010C Bond Details.**

(a) Notwithstanding anything contained in the Original Ordinance to the contrary, the Airport General Revenue Refunding Bonds, Series 2009A approved in the Original Ordinance are hereby redesignated as the "Airport General Revenue Refunding Bonds, Series 2010C" (referred to herein as the Series 2010C Bonds) as a result of the timing of the actual issuance of said Series 2010C Bonds. All references in the Original Ordinance to the Series 2009A Bonds (including, without limitation, references to subaccounts established in respect thereof) or to the Airport General Revenue Refunding Bonds, Series 2009A shall be interpreted as and shall, for all purposes be deemed, references to or redesignated as the Series 2010C Bonds or to the Airport General Revenue Refunding Bonds, Series 2010C, as the case may be.

(b) The Series 2010C Bonds shall be issued in the original aggregate principal amount of $524,045,000 and shall bear interest at the rates per annum set forth below, payable on July 1, 2011, and semiannually thereafter on each January 1 and July 1 of each year and shall mature on January 1, in the years and in the principal amounts as follows, unless earlier called for redemption:

| Maturity (January 1) | Principal Amount | Interest Rate |
|---|---|---|
| 2012 | $17,350,000 | 2.000% |
| 2013 | 12,990,000 | 4.000 |
| 2013 | 4,870,000 | 3.000 |
| 2014 | 7,180,000 | 4.000 |
| 2014 | 11,325,000 | 3.000 |
| 2015 | 19,000,000 | 5.000 |
| 2015 | 300,000 | 4.000 |
| 2016 | 16,920,000 | 5.000 |
| 2016 | 3,350,000 | 4.000 |
| 2017 | 20,450,000 | 5.000 |
| 2017 | 840,000 | 4.000 |
| 2018 | 21,975,000 | 5.000 |
| 2018 | 400,000 | 4.000 |
| 2019 | 22,295,000 | 5.000 |
| 2019 | 1,215,000 | 4.000 |
| 2020 | 14,910,000 | 5.250 |
| 2020 | 2,310,000 | 4.250 |
| 2020 | 7,500,000 | 5.000 |
| 2021 | 14,025,000 | 5.500 |
| 2021 | 1,920,000 | 4.500 |
| 2021 | 10,100,000 | 5.250 |
| 2022 | 27,530,000 | 5.750 |
| 2023 | 24,860,000 | 5.750 |
| 2023 | 4,290,000 | 5.375 |
| 2024 | 30,890,000 | 5.875 |
| 2025 | 32,610,000 | 5.000 |

(c) The $92,640,000 principal amount Series 2010C Bonds bearing interest at 5.250%, $75,000,000 principal amount Series 2010C Bonds bearing interest at 6.000% and

$25,000,000 principal amount Series 2010C Bonds bearing interest at 5.250% that mature on January 1, 2030 are term bonds.

(d) The scheduled payment of principal and interest on the $25,000,000 principal amount Series 2010C Bonds that mature on January 1, 2030 is guaranteed by the Insurance Policy and such Series 2010C Bonds are collectively referred to herein as the "Insured 2010C Bonds."

**Section 3. Optional and Mandatory Redemption of Series 2010C Bonds.**

(a) The Series 2010C Bonds maturing on and after January 1, 2022 are subject to optional redemption prior to maturity at the option of the City on or after January 1, 2021, in whole or in part at any time, at a redemption price of 100% of the principal amount being redeemed, plus accrued interest to the redemption date.

(b) The Series 2010C Bonds maturing on January 1, 2030 are subject to mandatory redemption prior to maturity by application of payments from the Sinking Fund, in accordance with the Bond Ordinance, in authorized denominations of $5,000 and integral multiples thereof on January 1 in each of the years and in the principal amounts set forth below, at a redemption price equal to the principal amount redeemed plus accrued interest to the date fixed for redemption:

**$92,640,000 - 5.250%**
**Series 2010C Bonds Maturing January 1, 2030**

| Redemption Dates (January 1) | Principal Amount |
|---|---|
| 2026 | $16,635,000 |
| 2027 | 17,530,000 |
| 2028 | 18,480,000 |
| 2029 | 19,475,000 |
| 2030* | 20,520,000 |

*Maturity

**$75,000,000 - 6.000%**
**Series 2010C Bonds Maturing January 1, 2030**

| Redemption Dates (January 1) | Principal Amount |
|---|---|
| 2026 | $13,255,000 |
| 2027 | 14,075,000 |
| 2028 | 14,945,000 |
| 2029 | 15,870,000 |
| 2030* | 16,855,000 |

*Maturity

**$25,000,000 - 5.250%**
**Series 2010C Bonds Maturing January 1, 2030**

| Redemption Dates (January 1) | Principal Amount |
|---|---|
| 2026 | $4,490,000 |
| 2027 | 4,730,000 |
| 2028 | 4,985,000 |
| 2029 | 5,255,000 |
| 2030* | 5,540,000 |

*Maturity

**Section 4. Application of Proceeds of Series 2010C Bonds.** From the proceeds derived from the sale of the Series 2010C Bonds, the following payments shall be made, simultaneously with the issuance and delivery of the Series 2010C Bonds, to the extent and in the manner herein set forth below:

(a) The sum of $44,104,725.00 shall be deposited into the Series 2010C Subaccount of the Debt Service Reserve Account.

(b) The sum of $4,222,996.45 shall be used to pay the cost of issuance, including underwriter's discount and the premium due on the Insurance Policy with respect to the Insured 2010C Bonds.

(c) The sum of $18,370,000.00 shall be used to reimburse the City for the Termination Payments.

(d) The sum of $472,604,000.00 (together with other legally available funds in the amount of $5,337,032.33) shall be deposited with U.S. Bank National Association, as paying agent for the Refunded Bonds, to be used to redeem the then outstanding Refunded Bonds on or before January 27, 2011.

**Section 5. Designation of Bond Registrar and Paying Agent.**

The City hereby ratifies, confirms and approves the designation of U.S. Bank National Association as the initial Bond Registrar and Paying Agent in respect of the Series 2010 Bonds. The appointment contained in this Section 5 shall, for all purposes of the Series 2010C Bonds, amend, replace and supersede the appointment contained in Section 5.05 of the Original Ordinance.

**Section 6. Designation of Bond Counsel.**

The City hereby ratifies, confirms and approves the designation of Greenberg Traurig, LLP as Bond Counsel in connection with the issuance and sale of the Series 2010C Bonds.

**Section 7. Official Statement.** The use and distribution of the Preliminary Official Statement in the form of **Exhibit A** attached hereto is hereby authorized, ratified, confirmed, and approved in all respects. The execution and delivery by the Chief Officer, the City Finance Officer and the Airport Manager of a final official statement with respect to the Series 2010C Bonds in the form of the Preliminary Official Statement with such changes, modifications, insertions and deletions thereto as the Chief Officer, the City Finance Officer or the Airport Manager, in his or her discretion, may approve (the "Official Statement") shall be and is hereby authorized, confirmed and approved in all respects. The execution of the Official Statement by the Chief Officer, the City Finance Officer and the Airport Manager shall constitute conclusive evidence of the Chief Officer's confirmation, approval, and delivery thereof on behalf of the City.

**Section 8. Sale of Series 2010C Bonds.** The City shall sell the Series 2010C Bonds to the Underwriters for the price of $536,798,301.88. The Chief Officer and the City Finance Officer are hereby authorized to execute and deliver, on behalf of the City, the Bond Purchase Agreement providing for the sale of the Series 2010C Bonds in the form of **Exhibit B** attached hereto. The execution and delivery of the Bond Purchase Agreement by the Chief Officer or the City Finance Officer shall constitute conclusive evidence of the ratification, confirmation, and approval by the City of the terms and conditions of the Bond Purchase Agreement and the corporate seal of the City shall be affixed to the Bond Purchase Agreement and attested by the Attesting Officer, if required.

**Section 9. Bond Insurer Provisions.** The provisions of this Section 9 shall govern and control the Insured 2010C Bonds, notwithstanding anything to the contrary in the Original Ordinance or in this Confirming Ordinance.

(a) The prior written consent of the Insurer shall be a condition precedent to the deposit of any credit instrument provided in lieu of a cash deposit into the Debt Service Reserve Fund for the series of Bonds of which the Insured 2010C Bonds are a part. Notwithstanding anything to the contrary set forth in the Bond Ordinance, amounts on deposit in the Debt Service Reserve Fund shall be applied solely to the payment of debt service due on Bonds.

(b) The Insurer shall be deemed to be the sole holder of the Insured 2010C Bonds for the purpose of exercising any voting right or privilege or giving any consent or direction or taking any other action that the holders of the Insured 2010C Bonds are entitled to take pursuant to the section or article of the Bond Ordinance pertaining to defaults and remedies. Mandamus is available as a remedy to the Insurer in such capacity.

(c) The maturity of Insured 2010C Bonds shall not be accelerated without the consent of the Insurer. In the event the maturity of the Series 2010C Bonds is accelerated, the Insurer may elect, in its sole discretion, to pay accelerated principal and interest accrued, on such principal to the date of acceleration (to the extent unpaid by the City) and the Paying Agent shall

be required to accept such amounts. Upon payment of such accelerated principal and interest accrued to the acceleration date as provided above, the Insurer's obligations under the Insurance Policy with respect to such Bonds shall be fully discharged.

(d) No grace period for a covenant default shall exceed 30 days or be extended for more than 60 days, without the prior written consent of the Insurer. No grace period shall be permitted for payment defaults.

(e) The Insurer is hereby deemed a third party beneficiary to the Bond Ordinance.

(f) Any Insured 2010C Bonds purchased by or on behalf of the City shall be immediately cancelled unless the Insurer consents otherwise.

(g) Any amendment, supplement, modification to, or waiver of, the Bond Ordinance or any other transaction document, including any underlying security agreement (each a "Related Document"), that requires the consent of Bondholders or adversely affects the rights and interests of the Insurer shall be subject to the prior written consent of the Insurer.

(h) Unless the Insurer otherwise directs, upon the occurrence and continuance of an Event of Default or an event which with notice or lapse of time would constitute an Event of Default, amounts on deposit in the Construction Fund shall not be disbursed, but shall instead be applied to the payment of debt service or redemption price of the Bonds.

(i) The rights granted to the Insurer under the Bond Ordinance or any other Related Document to request, consent to or direct any action are rights granted to the Insurer in consideration of its issuance of the Insurance Policy. Any exercise by the Insurer of such rights is merely an exercise of the Insurer's contractual rights and shall not be construed or deemed to be taken for the benefit, or on behalf, of the Bondholders and such action does not evidence any position of the Insurer, affirmative or negative, as to whether the consent of the Bondholders or any other person is required in addition to the consent of the Insurer.

(j) Only (1) cash, (2) non-callable direct obligations of the United States of America ("Treasuries"), (3) evidences of ownership of proportionate interests in future interest and principal payments on Treasuries held by a bank or trust company as custodian, under which the owner of the investment is the real party in interest and has the right to proceed directly and individually against the obligor and the underlying Treasuries are not available to any person claiming through the custodian or to whom the custodian may be obligated, (4) subject to the prior written consent of the Insurer, pre-refunded municipal obligations rated "AAA" and "Aaa" by S&P and Moody's, respectively, or (5) subject to the prior written consent of the Insurer, securities eligible for "AAA" defeasance under then existing criteria of S&P or any combination thereof, shall be used to effect defeasance of the Insured 2010C Bonds unless the Insurer otherwise approves. To accomplish defeasance in connection with an advance refunding of Insured 2010C Bonds, the City shall cause to be delivered (i) a report of an independent firm of nationally recognized certified public accountants or such other accountant as shall be acceptable to the Insurer ("Accountant") verifying the sufficiency of the escrow established to pay the Insured 2010C Bonds in full on the maturity or redemption date ("Verification"), (ii) an Escrow Deposit Agreement (which shall be acceptable in form and substance to the Insurer), (iii) an

opinion of nationally recognized bond counsel to the effect that the Insured 2010C Bonds are no longer "Outstanding" under the Bond Ordinance and (iv) a certificate of discharge of the Paying Agent with respect to the Insured 2010C Bonds; each Verification and defeasance opinion shall be acceptable in form and substance, and addressed, to the City, Paying Agent and Insurer. The Insurer shall be provided with final drafts of the above-referenced documentation not less than five business days prior to the funding of the escrow. Insured 2010C Bonds shall be deemed "Outstanding" under the Bond Ordinance unless and until they are in fact paid and retired or the above criteria are met.

(k) Amounts paid by the Insurer under the Insurance Policy shall not be deemed paid for purposes of the Bond Ordinance and the Insured 2010C Bonds relating to such payments shall remain Outstanding and continue to be due and owing until paid by the City in accordance with the Bond Ordinance. The Bond Ordinance shall not be discharged unless all amounts due or to become due to the Insurer have been paid in full or duly provided for.

(l) Each of the City and Paying Agent covenant and agree to take such action (including, as applicable, filing of UCC financing statements and continuations thereof) as is necessary from time to time to preserve the priority of the pledge of the General Revenues under applicable law.

(m) Claims Upon the Insurance Policy and Payments by and to the Insurer.

If, on the third Business Day prior to the related scheduled interest payment date or principal payment date ("Payment Date") there is not on deposit with the Paying Agent, after making all transfers and deposits required under the Bond Ordinance, moneys sufficient to pay the principal of and interest on the Bonds due on such Payment Date, the Paying Agent shall give notice to the Insurer and to its designated agent (if any) (the "Insurer's Fiscal Agent") by telephone or telecopy of the amount of such deficiency by 12:00 noon, New York City time, on such Business Day. If, on the second Business Day prior to the related Payment Date, there continues to be a deficiency in the amount available to pay the principal of and interest on the Insured 2010C Bonds due on such Payment Date, the Paying Agent shall make a claim under the Insurance Policy and give notice to the Insurer and the Insurer's Fiscal Agent (if any) by telephone of the amount of such deficiency, and the allocation of such deficiency between the amount required to pay interest on the Insured 2010C Bonds and the amount required to pay principal of the Insured 2010C Bonds, confirmed in writing to the Insurer and the Insurer's Fiscal Agent by 12:00 noon, New York City time, on such second Business Day by filling in the form of Notice of Claim and Certificate delivered with the Insurance Policy.

The Paying Agent shall designate any portion of payment of principal on Insured 2010C Bonds paid by the Insurer, whether by virtue of mandatory sinking fund redemption, maturity or other advancement of maturity, on its books as a reduction in the principal amount of Insured 2010C Bonds registered to the then current Bondholder, whether DTC or its nominee or otherwise, and shall issue a replacement Insured 2010C Bond to the Insurer, registered in the name of Assured Guaranty Municipal Corp. (formerly known as Financial Security Assurance Inc.), in a principal amount equal to the amount of principal so paid (without regard to authorized denominations); provided that the Paying Agent's failure to so designate any payment or issue

any replacement Insured 2010C Bond shall have no effect on the amount of principal or interest payable by the City on any Insured 2010C Bond or the subrogation rights of the Insurer.

The Paying Agent shall keep a complete and accurate record of all funds deposited by the Insurer into the Policy Payments Account (defined below) and the allocation of such funds to payment of interest on and principal of any Insured 2010C Bond. The Insurer shall have the right to inspect such records at reasonable times upon reasonable notice to the Paying Agent.

Upon payment of a claim under the Insurance Policy, the Paying Agent shall establish a separate special purpose trust account for the benefit of Bondholders referred to herein as the "Policy Payments Account" and over which the Paying Agent shall have exclusive control and sole right of withdrawal. The Paying Agent shall receive any amount paid under the Insurance Policy in trust on behalf of Bondholders and shall deposit any such amount in the Policy Payments Account and distribute such amount only for purposes of making the payments for which a claim was made. Such amounts shall be disbursed by the Paying Agent to Bondholders in the same manner as principal and interest payments are to be made with respect to the Bonds under the sections hereof regarding payment of Insured 2010C Bonds. It shall not be necessary for such payments to be made by checks or wire transfers separate from the check or wire transfer used to pay debt service with other funds available to make such payments. Notwithstanding anything herein to the contrary, the City agrees to pay to the Insurer (i) a sum equal to the total of all amounts paid by the Insurer under the Insurance Policy (the "Insurer Advances"); and (ii) interest on such Insurer Advances from the date paid by the Insurer until payment thereof in full, payable to the Insurer at the Late Payment Rate per annum (collectively, the "Insurer Reimbursement Amounts"). "Late Payment Rate" means the lesser of (a) the greater of (i) the per annum rate of interest, publicly announced from time to time by JPMorgan Chase Bank at its principal office in the City of New York, as its prime or base lending rate (any change in such rate of interest to be effective on the date such change is announced by JPMorgan Chase Bank) plus 3%, and (ii) the then applicable highest rate of interest on the Insured 2010C Bonds and (b) the maximum rate permissible under applicable usury or similar laws limiting interest rates. The Late Payment Rate shall be computed on the basis of the actual number of days elapsed over a year of 360 days. The City hereby covenants and agrees that the Insurer Reimbursement Amounts are secured by a lien on and pledge of the General Revenues and payable from such General Revenues on a parity with debt service due on the Series 2010C Bonds.

Funds held in the Policy Payments Account shall not be invested by the Paying Agent and may not be applied to satisfy any costs, expenses or liabilities of the Paying Agent. Any funds remaining in the Policy Payments Account following a bond payment date shall promptly be remitted to the Insurer.

(o) The Insurer shall, to the extent it makes any payment of principal of or interest on the Insured 2010C Bonds, become subrogated to the rights of the recipients of such payments in accordance with the terms of the Insurance Policy. Each obligation of the City to the Insurer under the Related Documents shall survive discharge or termination of such Related Documents.

(p) The City shall pay or reimburse the Insurer any and all charges, fees, costs and expenses that the Insurer may reasonably pay or incur in connection with (i) the administration,

enforcement, defense or preservation of any rights or security in any Related Document; (ii) the pursuit of any remedies under the Bond Ordinance or any other Related Document or otherwise afforded by law or equity, (iii) any amendment, waiver or other action with respect to, or related to, the Bond Ordinance or any other Related Document whether or not executed or completed, or (iv) any litigation or other dispute in connection with the Bond Ordinance or any other Related Document or the transactions contemplated thereby, other than costs resulting from the failure of the Insurer to honor its obligations under the Insurance Policy. The Insurer reserves the right to charge a reasonable fee as a condition to executing any amendment, waiver or consent proposed in respect of the Bond Ordinance or any other Related Document.

(q) After payment of reasonable expenses of the Paying Agent, the application of funds realized upon default shall be applied to the payment of expenses of the City or rebate only after the payment of past due and current debt service on the Bonds and amounts required to restore the Debt Service Reserve Fund to the Debt Service Reserve Requirement.

(r) The Insurer shall be entitled to pay principal or interest on the Insured 2010C Bonds that shall become Due for Payment but shall be unpaid by reason of Nonpayment by the City (as such terms are defined in the Insurance Policy) and any amounts due on the Insured 2010C Bonds as a result of acceleration of the maturity thereof in accordance with the Bond Ordinance, whether or not the Insurer has received a Notice of Nonpayment (as such terms are defined in the Insurance Policy) or a claim upon the Insurance Policy.

(s) The notice address of the Insurer is: Assured Guaranty Municipal Corp. (formerly known as Financial Security Assurance Inc.), 31 West 52nd Street, New York, New York 10019, Attention: Managing Director – Surveillance, Re: Policy No. 213047, Telephone: (212) 826 0100; Telecopier: (212) 339 3556. In each case in which notice or other communication refers to an Event of Default, then a copy of such notice or other communication shall also be sent to the attention of the General Counsel and shall be marked to indicate "URGENT MATERIAL ENCLOSED."

(t) The Insurer shall be provided with the following information by the City or the Paying Agent, as the case may be:

(i) Annual audited financial statements within 150 days after the end of the City's Fiscal Year (together with a certification of the City that it is not aware of any default or Event of Default under the Bond Ordinance), and the City's annual budget within 30 days after the approval thereof together with such other information, data or reports as the Insurer shall reasonably request from time to time;

(ii) Notice of any draw upon the Debt Service Reserve Fund within two Business Days after knowledge thereof other than (i) withdrawals of amounts in excess of the Debt Service Reserve Requirement and (ii) withdrawals in connection with a refunding of Insured 2010C Bonds;

(iii) Notice of any default known to the Paying Agent or the City within five Business Days after knowledge thereof;

(iv) Prior notice of the advance refunding or redemption of any of the Insured 2010C Bonds, including the principal amount, maturities and CUSIP numbers thereof;

(v) Notice of the resignation or removal of the Paying Agent and Bond Registrar and the appointment of, and acceptance of duties by, any successor thereto;

(vi) Notice of the commencement of any proceeding by or against the City commenced under the United States Bankruptcy Code or any other applicable bankruptcy, insolvency, receivership, rehabilitation or similar law (an "Insolvency Proceeding");

(vii) Notice of the making of any claim in connection with any Insolvency Proceeding seeking the avoidance as a preferential transfer of any payment of principal of, or interest on, the Bonds;

(viii) A full original transcript of all proceedings relating to the execution of any amendment, supplement, or waiver to the Related Documents;

(ix) All reports, notices and correspondence to be delivered to Bondholders under the terms of the Related Documents; and

(x) To the extent that the City has entered into a continuing disclosure agreement, covenant or undertaking with respect to the Series 2010C Bonds, all information furnished pursuant to such agreements shall also be provided to the Insurer, simultaneously with the furnishing of such information.

(u) The Insurer shall have the right to receive such additional information as it may reasonably request.

(v) The City will permit the Insurer to discuss the affairs, finances and accounts of the City or any information the Insurer may reasonably request regarding the security for the Bonds with appropriate officers of the City and will use commercially reasonable efforts to enable the Insurer to have access to the facilities, books and records of the City on any business day upon reasonable prior notice.

(w) The City shall notify the Insurer of any failure of the City to provide notices, certificates and other information under the transaction documents.

(x) Notwithstanding satisfaction of the other conditions to the issuance of Additional Bonds set forth in the Bond Ordinance, no such issuance may occur (1) if an Event of Default (or any event which, once all notice or grace periods have passed, would constitute an Event of Default) exists unless such default shall be cured upon such issuance and (2) unless the Debt Service Reserve Fund is fully funded at the Debt Service Reserve Requirement (including the proposed issue) upon the issuance of such Additional Bonds, in either case unless otherwise permitted by the Insurer.

(y) In determining whether any amendment, consent, waiver or other action to be taken, or any failure to take action, under the Bond Ordinance would adversely affect the security for

the Series 2010C Bonds or the rights of the Bondholders, the City shall consider the effect of any such amendment, consent, waiver, action or inaction as if there were no Insurance Policy.

(z) No contract shall be entered into or any action taken by which the rights of the Insurer or security for or sources of payment of the Series 2010C Bonds may be impaired or prejudiced in any material respect except upon obtaining the prior written consent of the Insurer.

(aa) So long as any Insured 2010C Bonds remain Outstanding or any amounts are owed to the Insurer by the City, the City not shall enter into any interest rate exchange agreement, cap, collar, floor, ceiling, or other agreement or instrument involving reciprocal payment obligations between the City and a counterparty based on interest rates applied to a notional amount of principal entered into by or on behalf of the City and payable from or secured in whole or in part by the General Revenues (an "Interest Rate Exchange Agreement"), without the prior written consent of the Insurer, unless: (i) the Interest Rate Exchange Agreement is entered into to manage interest costs related to, or a hedge against (A) assets then held, or (B) debt then outstanding, or (C) debt reasonably expected to be issued within the next twelve (12) months, and (ii) the Interest Rate Exchange Agreement does not contain any leverage element or multiplier component greater than 1.0x unless there is a matching hedge arrangement which effectively off-sets the exposure from any such element or component. Unless otherwise consented to in writing by the Insurer, any termination payments to be made by or on behalf of the City to a swap provider must be subordinate in priority and security to the priority and security of the payment of debt service on the Insured Bonds with respect to the General Revenues. The City shall not designate an early termination of any Interest Rate Exchange Agreement unless it demonstrates to the satisfaction of the Insurer prior such designation that the payment of any resulting termination or settlement amount that is to be payable by the City that such payment will not cause the City to be in default under the Bond Ordinance, including but not limited to, any monetary obligations thereunder. All counterparties to any Interest Rate Exchange Agreement (or their credit support providers) must have a rating of at least "A-" and "A3" by S&P and Moody's, respectively. If the counterparty or credit support provider's rating falls below "A-" or "A3" by either S&P or Moody's, respectively, the counterparty or credit support provider shall execute a credit support annex to the Interest Rate Exchange Agreement with the City as the secured party and otherwise in accordance with industry standards for municipal swaps. If the counterparty or the credit support provider's long term unsecured rating falls below "Baa3" or "BBB-" by either Moody's or S&P, respectively, a replacement counterparty or credit support provider meeting the above rating standards shall be required.

(bb) Notwithstanding any provision to the contrary in the Bond Ordinance, the City shall use actual amortization on all Bonds and Parity Debt then Outstanding to determine annual principal and interest requirements for purposes of the Bond Ordinance, disregarding any provision in the Bond Ordinance allowing for assumed, hypothetical or deemed amortization.

(cc) The subsidy payments received by the City as a consequence of any Parity Bonds being Recovery Zone Economic Development Bonds or Build America Bonds under the American Recovery and Reinvestment Act of 2009, or any similar subsidy of debt service (collectively, "Federal Subsidy") shall not constitute an offset to debt service for purposes of the Bond Ordinance (including for purposes of determining "Debt Service Requirements" as such term is used in the Bond Ordinance) and (ii) the City's obligation to pay principal and interest on

the Insured 2010C Bonds is not net of the Federal Subsidy so that if such Federal Subsidy is suspended, reduced or terminated, the City shall remain obligated for the full amount of principal and interest on the Insured 2010C Bonds.

**Section 10. Continuance and Effect of Original Ordinance**. The City hereby confirms the existence and applicability of the Original Ordinance and ratifies, restates, and reaffirms its representations, warranties, covenants, and agreements and all of the applicable terms, conditions, and provisions as set forth in the Original Ordinance, as supplemented and amended by this Confirming Ordinance. Except where otherwise expressly indicated in this Confirming Ordinance, the provisions of the Original Ordinance are to be read as part of this Confirming Ordinance as though copied verbatim herein, and provisions of this Confirming Ordinance shall be read as additions to, and not as substitutes for or modifications of (except as otherwise specifically provided herein), the provisions of the Original Ordinance. Except as expressly amended, modified, or supplemented by this Confirming Ordinance, all of the terms, conditions, and provisions of the Original Ordinance shall remain in full force and effect. In executing and delivering this Confirming Ordinance, the City shall be entitled to all powers, privileges, and immunities afforded to the City and shall be subject to all the duties, responsibilities, and obligations of the City under the Original Ordinance.

**Section 11. Effective Date**. This Confirming Ordinance shall take effect immediately upon its adoption and approval.

**Section 12. Repealing Clause**. Any and all ordinances and resolutions, or parts of ordinances or resolutions, if any, in conflict or inconsistent with this Confirming Ordinance are hereby repealed insofar as there is conflict or inconsistency.

**Section 13.** **Bond Ordinance Constitutes a Contract**. This Confirming Ordinance supplements and amends a contract with the Bondholders binding the City, and therefore it is proper and appropriate for the Chief Officer to execute the same on behalf of the City and for the Attesting Officer to attest the same.

**CITY OF ATLANTA**

(SEAL)

By: _____
Mayor

Attest:

_____
Municipal Clerk

Approved As To Form:

_____
City Attorney

**A true copy,**
**Municipal Clerk**

**ADOPTED** by the Atlanta City Council **DEC 16, 2010**
**APPROVED** by Mayor Kasim Reed **DEC 16, 2010**

# EXHIBIT A

## FORM OF PRELIMINARY OFFICIAL STATEMENT

This Preliminary Official Statement and any information contained herein are subject to completion and amendment. Under no circumstances may this Preliminary Official Statement constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Series 2010C Bonds in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

PRELIMINARY OFFICIAL STATEMENT DATED DECEMBER 1, 2010

**NEW ISSUE**
**(BOOK-ENTRY ONLY)**

**RATINGS**
**Moody's: ___**
**Fitch: ___**
**See "RATINGS" herein**

*In the opinion of Bond Counsel, under existing law and subject to the conditions described herein, interest on the Series 2010C Bonds (a) will not be included in gross income for federal income tax purposes and will be exempt from State of Georgia income taxation; and (b) will not be an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations; provided, however, that interest on the Series 2010C Bonds will be taken into account in determining adjusted current earnings for purposes of computing the alternative minimum tax imposed on certain corporations. See "TAX MATTERS" herein. See the proposed form of the approving opinion of Bond Counsel in Appendix F hereto.*

# CITY OF ATLANTA
# $504,915,000*
# AIRPORT GENERAL REVENUE REFUNDING BONDS, SERIES 2010C

**Dated: Date of Delivery** **Due: January 1, as shown on inside cover**

This Official Statement relates to the issuance by the City of Atlanta (the "City") of $504,915,000* in aggregate principal amount of its Airport General Revenue Refunding Bonds, Series 2010C (the "Series 2010C Bonds"). Interest on the Series 2010C Bonds is payable semiannually on January 1 and July 1 of each year, commencing July 1, 2011. Principal on the Series 2010C Bonds is payable on January 1 of each year, commencing January 1, 2012. The Series 2010C Bonds will bear interest at the rates set forth on the inside cover of this Official Statement. All capitalized terms used herein and not otherwise defined herein are used with the meanings assigned thereto in "APPENDIX B - DEFINITIONS OF CERTAIN TERMS" attached hereto.

The City has authorized the issuance of the Series 2010C Bonds pursuant to the Restated and Amended Master Bond Ordinance adopted by the Council of the City on March 20, 2000, as previously amended and supplemented (the "Master Bond Ordinance"), particularly as amended and supplemented by that certain Thirteenth Supplemental Bond Ordinance adopted by the City Council on July 6, 2009 and approved by the Mayor on July 7, 2009, and that certain Series 2010C Supplemental Bond Ordinance expected to be adopted by the City Council and approved by the Mayor on December 15, 2010 (collectively, the "Thirteenth Supplemental Bond Ordinance"). The Master Bond Ordinance, as amended and supplemented, particularly as amended and supplemented by the Thirteenth Supplemental Bond Ordinance is hereinafter referred to as the "Bond Ordinance." The Series 2010C Bonds are being issued to provide funds to: (a) refund and redeem all of the outstanding principal amount of the City's Variable Rate Airport General Revenue Refunding Bonds, Series 2003RF-B and the City's Variable Rate Airport General Revenue Refunding Bonds, Series 2003RF-C (together, the "Series 2003RF-B/C Bonds"), (b) reimburse the City for all of the Termination Payments (as defined herein), (c) pay redemption premiums, if any, and accrued interest with respect to Series 2003RF-B/C Bonds, (d) fund the increase in the Debt Service Reserve Requirement for Senior Lien General Revenue Bonds (as defined herein) resulting from the issuance of the Series 2010C Bonds, and (e) pay certain costs of issuance with respect to the Series 2010C Bonds, all as further described under "PLAN OF REFUNDING" herein.

The City also expects to issue not to exceed $720,000,000 in aggregate principal amount of its Airport General Revenue Bonds in one or more series in 2011 to provide funds to, among other things, pay a portion of the costs of the Capital Improvement Plan (as defined herein) and repay all or a portion of the then outstanding drawings under the Series 2010A/B Commercial Paper Program (as defined herein).

Under and pursuant to the Bond Ordinance, the Series 2010C Bonds are limited obligations of the City payable solely from and secured by a pledge of and senior lien on the General Revenues of the Airport on a parity with the Outstanding Senior Lien General Revenue Bonds (as defined herein) and any other Additional Bonds issued on parity with such Bonds under the Bond Ordinance. **Funds pledged to secure the Series 2010C Bonds do not include PFC Revenues, Released Revenues or Special Purpose Revenues.** See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2010C BONDS - Pledge of General Revenues" herein.

The City is considering the purchase of municipal bond insurance. If all or a portion of the Series 2010C Bonds are sold on an insured basis, reference to the insurance policy will appear in the final Official Statement and on the insured Series 2010C Bonds and any additional representations, undertakings or warranties by the City related to any such municipal bond insurance policy will be incorporated in the relevant financing and closing documents.

The Series 2010C Bonds are subject to optional and mandatory redemption prior to maturity as further described herein. See "SERIES 2010C BONDS - Redemption Provisions" herein.

**THE SERIES 2010C BONDS SHALL NOT BE DEEMED TO CONSTITUTE A DEBT OF THE CITY NOR A PLEDGE OF THE FAITH AND CREDIT OF THE CITY. THE SERIES 2010C BONDS SHALL NOT BE PAYABLE FROM OR BE A CHARGE UPON ANY FUNDS OTHER THAN THE REVENUES AND AMOUNTS PLEDGED TO THE PAYMENT THEREOF, NOR SHALL THE CITY BE SUBJECT TO ANY PECUNIARY LIABILITY THEREON. NO OWNER OR OWNERS OF THE SERIES 2010C BONDS SHALL EVER HAVE THE RIGHT TO COMPEL ANY EXERCISE OF THE TAXING POWER OF THE CITY TO PAY THE SERIES 2010C BONDS OR THE INTEREST THEREON, NOR TO ENFORCE PAYMENT OF THE SERIES 2010C BONDS AGAINST ANY PROPERTY OF THE CITY, EXCEPT FOR PLEDGED REVENUES; NOR SHALL THE SERIES 2010C 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 2010C BONDS AND ANY OTHER FUNDS PLEDGED TO SECURE THE PAYMENT OF THE SERIES 2010C BONDS IN THE MANNER SET FORTH IN THE THIRTEENTH SUPPLEMENTAL BOND ORDINANCE.**

This cover page contains limited information for quick reference only. It is not a summary of the matters relating to the Series 2010C Bonds. Potential investors must read the entire Official Statement (including the cover page and all Appendices attached hereto) to obtain information essential to the making of an informed investment decision.

*The Series 2010C 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 Greenberg Traurig, LLP, Atlanta, Georgia, in its capacity as Bond Counsel. Certain legal matters will be passed upon for the City by the City's Department of Law. Certain legal matters will be passed upon for the City by Greenberg Traurig, LLP and Riddle & Schwartz, LLC, each of Atlanta, Georgia, Co-Disclosure Counsel. Certain legal matters will be passed upon for the Underwriters by Schiff Hardin LLP of Atlanta, Georgia. Frasca & Associates, L.L.C., Atlanta, Georgia is serving as Financial Advisor to the Department of Aviation. First Southwest Company, Dallas, Texas and DOBBS, RAM & Company, Atlanta, Georgia are serving as Co-Financial Advisors to the City. The Series 2010C Bonds will be delivered through the book-entry system of DTC in New York, New York on or about December 23, 2010.*

**Citi** **Loop Capital Markets**

**Barclays Capital** **Blaylock Robert Van LLC** **Cabrera Capital Markets LLC**

**Rice Financial Products Company** **SunTrust Robinson Humphrey**

December ___, 2010

* Preliminary, subject to change.

## MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES, PRICES OR YIELDS AND CUSIPS†

**$504,915,000***
**CITY OF ATLANTA**
**AIRPORT GENERAL REVENUE REFUNDING BONDS, SERIES 2010C**

| Maturity (January 1)* | Principal Amount* | Interest Rate | Price | Yield | Initial CUSIP No.† |
|---|---|---|---|---|---|
| 2012 | $16,325,000 | % | % | % | |
| 2013 | 17,160,000 | | | | |
| 2014 | 18,040,000 | | | | |
| 2015 | 18,965,000 | | | | |
| 2016 | 19,940,000 | | | | |
| 2017 | 20,960,000 | | | | |
| 2018 | 22,035,000 | | | | |
| 2019 | 23,165,000 | | | | |
| 2020 | 24,355,000 | | | | |
| 2021 | 25,605,000 | | | | |
| 2022 | 26,915,000 | | | | |
| 2023 | 28,295,000 | | | | |
| 2024 | 29,745,000 | | | | |
| 2025 | 31,275,000 | | | | |

**$182,135,000* ____% Term Bond, Due January 1, 2030,* Yield ____%, Initial CUSIP No.† _____**

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* Preliminary, subject to change.

† CUSIP numbers have been assigned by an organization not affiliated with the City and are included for the convenience of the holders of the Series 2010C Bonds. The City is not responsible for the selection or uses of these CUSIP numbers, nor is any representation made as to their accuracy on the Series 2010C Bonds, or as indicated above.

# CITY OF ATLANTA
# ELECTED OFFICIALS

**Mayor**
Kasim Reed

**Council**
Ceasar C. Mitchell, *President*

Carla Smith, *District 1*
Kwanza Hall, *District 2*
Ivory Lee Young, Jr., *District 3*
Cleta Winslow, *District 4*
Natalyn Mosby Archibong, *District 5*
Alex Wan, *District 6*
Howard Shook, *District 7*
Yolanda Adrean, *District 8*
Felicia A. Moore, *District 9*
Clarence Terrell (C.T.) Martin, *District 10*
Keisha Lance Bottoms, *District 11*
Joyce M. Sheperd, *District 12*
Michael Julian Bond, *Post 1, At-Large*
Aaron Watson, *Post 2, At-Large*
H. Lamar Willis, *Post 3, At-Large*

**FINANCE/EXECUTIVE COMMITTEE OF THE COUNCIL**

Yolanda Adrean, *Chair*
Clarence Terrell (C.T.) Martin
Felicia Moore
Howard Shook
Alex Wan
Aaron Watson
H. Lamar Willis

**TRANSPORTATION COMMITTEE OF THE COUNCIL**

Clarence Terrell (C.T.) Martin, *Chair*
Natalyn Mosby Archibong
Michael Julian Bond
Keisha Lance Bottoms
Felicia Moore
Carla Smith
H. Lamar Willis

**APPOINTED OFFICIALS**

Peter T. Aman, Chief Operating Officer
Candace L. Byrd, Esquire, Chief of Staff
Joya C. De Foor, CTP, Chief Financial Officer
Cathy D. Hampton, Esquire, City Attorney
Louis E. Miller, Aviation General Manager

**CONSULTANTS TO THE CITY**

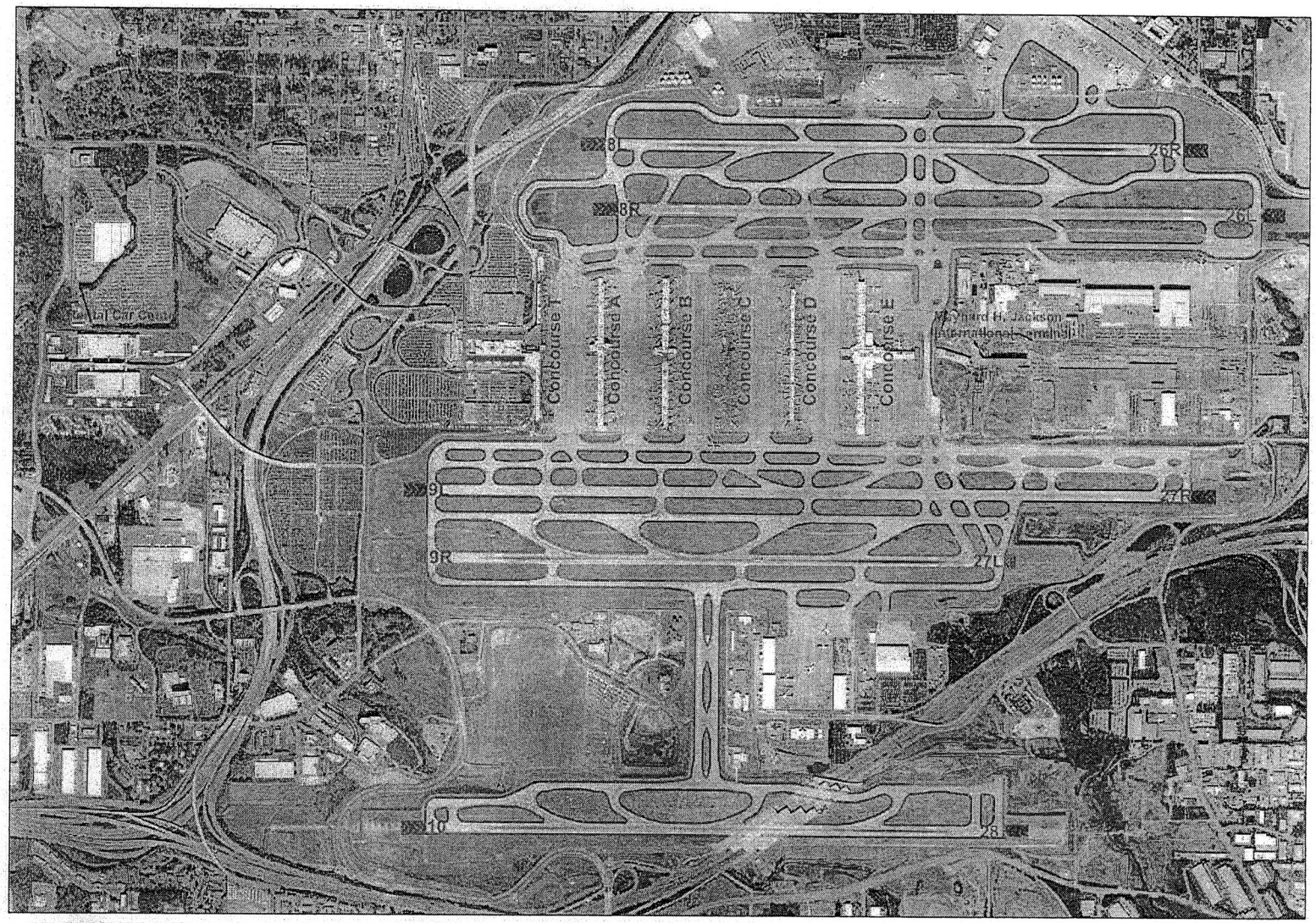
**Airport Consultant**
LeighFisher
Burlingame, California

**Bond Counsel**
Greenberg Traurig, LLP
Atlanta, Georgia

**Co-Disclosure Counsel**
Greenberg Traurig, LLP
Atlanta, Georgia
Riddle & Schwartz, LLC
Atlanta, Georgia

**Financial Advisor to the Department of Aviation**
Frasca & Associates, L.L.C.
Atlanta, Georgia

**Co-Financial Advisors to the City**
First Southwest Company
Dallas, Texas
DOBBS, RAM & Company
Atlanta, Georgia




Hartsfield-Jackson
Atlanta International Airport

N

This Official Statement does not constitute a contract between the City or the Underwriters and any one or more owners of the Series 2010C Bonds, nor does it constitute an offer to sell or the solicitation of an offer to buy the Series 2010C Bonds in any jurisdiction to any person to whom it is unlawful to make such an offer in such jurisdiction.

No dealer, salesman 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 2010C 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 shall, under any circumstances, create the implication that there has been no change in the matters described herein since the date hereof. The information contained in this Official Statement, including in the appendices, has been obtained from representatives of the City, the Airport Consultant 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 to investors 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.

THIS PRELIMINARY OFFICIAL STATEMENT IS IN A FORM DEEMED FINAL BY THE CITY FOR PURPOSES OF RULE 15c2-12 ISSUED UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, EXCEPT FOR CERTAIN INFORMATION PERMITTED TO BE OMITTED PURSUANT TO RULE 15c2-12(b)(1).

IN CONNECTION WITH THE OFFERING OF THE SERIES 2010C BONDS, THE UNDERWRITERS MAY OVERALLOT OR EFFECT TRANSACTIONS THAT STABILIZE OR MAINTAIN THE MARKET PRICE OF THE SERIES 2010C BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

THE SERIES 2010C BONDS HAVE NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION 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 2010C BONDS IN ACCORDANCE WITH APPLICABLE PROVISIONS OF THE SECURITIES LAWS OF THE STATES, IF ANY, IN WHICH THE SERIES 2010C 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 2010C BONDS OR THE ACCURACY OR COMPLETENESS OF THIS OFFICIAL STATEMENT. ANY REPRESENTATION TO THE CONTRARY MAY BE A CRIMINAL OFFENSE.

## Cautionary Statements Regarding Forward-Looking Statements in this Official Statement

Certain statements included or incorporated by reference in this Official Statement constitute "forward-looking statements." Such statements are generally identifiable by the terminology used such as "expects," "forecasts," "projects," "intends," "anticipates," "estimates," or similar words.

THE ACHIEVEMENT OF CERTAIN RESULTS OR OTHER EXPECTATIONS CONTAINED IN SUCH FORWARD-LOOKING STATEMENTS INVOLVES KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS WHICH MAY CAUSE ACTUAL RESULTS, PERFORMANCE OR ACHIEVEMENTS DESCRIBED TO BE MATERIALLY DIFFERENT FROM ANY FUTURE RESULTS, PERFORMANCE OR ACHIEVEMENTS EXPRESSED OR IMPLIED BY SUCH FORWARD-LOOKING STATEMENTS. NEITHER THE CITY NOR THE AIRPORT PLAN TO ISSUE ANY UPDATES OR REVISIONS TO THOSE FORWARD-LOOKING STATEMENTS IF OR WHEN CHANGES TO THEIR EXPECTATIONS, OR EVENTS, CONDITIONS OR CIRCUMSTANCES ON WHICH SUCH STATEMENTS ARE BASED, OCCUR.

In making an investment decision, investors must rely on their own examination of the City and the Airport, and the terms of the offering, including the merits and risks involved. The Series 2010C Bonds have not been recommended by any federal or state securities commission or regulatory authority. Furthermore, other than as expressly provided in certificates to be delivered to the Underwriters in connection with the closing, the City has not confirmed the accuracy or determined the adequacy of this Official Statement. Any representation to the contrary may be a criminal offense.

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THE OFFICE OF MUNICIPAL CLERK

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# OFFICIAL STATEMENT

*relating to*

# CITY OF ATLANTA
# $504,915,000*
# AIRPORT GENERAL REVENUE REFUNDING BONDS, SERIES 2010C

## 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 its $504,915,000* in aggregate principal amount of Airport General Revenue Refunding Bonds, Series 2010C (the "Series 2010C Bonds"). All capitalized terms used herein and not otherwise defined herein are used with the meanings assigned thereto in "APPENDIX B - 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 cover page and the Appendices hereto, and the documents summarized or described herein. A full review should be made of the entire Official Statement and of the documents summarized or described herein if necessary. The offering of the Series 2010C Bonds to potential investors is made only by means of the entire Official Statement, including the Appendices hereto. No person is authorized to detach this Introduction from the Official Statement or to otherwise use it without the entire Official Statement including the Appendices hereto.*

The Series 2010C Bonds are being issued pursuant to: (a) that certain Restated and Amended Master Bond Ordinance No. 99-O-1896, adopted by the Council of the City (the "City Council") on March 20, 2000, as previously amended and supplemented (the "Master Bond Ordinance"), (b) that certain Thirteenth Supplemental Bond Ordinance adopted by the City Council on July 6, 2009 and approved by the Mayor on July 7, 2009, as supplemented and amended by that certain Series 2010C Supplemental Bond Ordinance expected to be adopted by the City Council and approved by the Mayor on December 15, 2010 (collectively, the "Thirteenth Supplemental Bond Ordinance"), (c) the Constitution and laws of the State of Georgia (the "State"), including the Revenue Bond Law of Georgia, as amended, O.C.G.A. § 36-82-60 et seq., and (d) the Charter of the City (1996 GA. Laws, p. 4469). The Master Bond Ordinance as supplemented and amended, particularly as supplemented in respect of the Series 2010C Bonds by the Thirteenth Supplemental Bond Ordinance is hereinafter referred to as the "Bond Ordinance."

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* Preliminary, subject to change.

The City also expects to issue not to exceed $720,000,000 in aggregate principal amount of its Airport General Revenue Bonds in one or more series (the "2011 New Money Bonds") in 2011 to provide funds to, among other things, pay a portion of the costs of the Capital Improvement Plan (as defined herein) and repay all or a portion of the then outstanding drawings under the Series 2010A/B Commercial Paper Program (as defined herein).

**Purpose of Series 2010C Bonds**

The Series 2010C Bonds are being issued to provide funds to: (a) refund and redeem all of the outstanding principal amount of the City's Variable Rate Airport General Revenue Refunding Bonds, Series 2003RF-B and the City's Variable Rate Airport General Revenue Refunding Bonds, Series 2003RF-C (together, the "Series 2003RF-B/C Bonds"), (b) reimburse the City for all of the Termination Payments (as defined herein), (c) pay redemption premiums, if any, and accrued interest with respect to Series 2003RF-B/C Bonds, (d) fund the increase in the Debt Service Reserve Requirement for Senior Lien General Revenue Bonds (as defined herein) resulting from the issuance of the Series 2010C Bonds and (e) pay certain costs of issuance with respect to the Series 2010C Bonds, all as further described under "PLAN OF REFUNDING" herein.

**Description of the Series 2010C Bonds**

The Series 2010C Bonds will be dated the dates of their issuance and delivery, will be in the form of fully registered bonds, without coupons, in denominations of $5,000 or any integral multiple thereof, and will bear interest from the dated dates thereof, at the rates set forth on the inside cover of this Official Statement, with interest on such Series 2010C Bonds payable semiannually on January 1 and July 1 of each year, commencing on July 1, 2011. Principal on the Series 2010C Bonds is payable on January 1 of each year, commencing January 1, 2012. U.S. Bank, National Association, is serving as bond registrar and paying agent (the "Bond Registrar" or "Paying Agent") in respect of the Series 2010C Bonds. So long as DTC or its nominee is the registered owner of the Series 2010C Bonds, the Paying Agent will make payments of the principal or redemption price of and interest on the Series 2010C Bonds to DTC in accordance with the Thirteenth Supplemental Bond Ordinance and the Paying Agent will have no obligation to make payments to any actual purchaser of the Series 2010C Bonds (each a "Beneficial Owner").

**Security for the Series 2010C Bonds**

The Series 2010C Bonds are being issued 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 pledge of and senior lien on the General Revenues of the Hartsfield-Jackson Atlanta International Airport (the "Airport") on a parity with the Outstanding Senior Lien General Revenue Bonds (as defined herein). See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2010C BONDS - Pledge of General Revenues" herein.

The City has previously issued various series of Senior Lien General Revenue Bonds secured by and pursuant to the Bond Ordinance (as defined herein), $1,721,497,000 aggregate principal amount of which were outstanding as of December 1, 2010, including the outstanding

Series 2003RF-B/C Bonds and $104,343,000 currently drawn on the Series 2010A/B Commercial Paper Program (collectively, the "Outstanding Senior Lien General Revenue Bonds"). The City has also previously issued various series of PFC Revenue Bonds secured by and pursuant to the Bond Ordinance, $965,290,000 aggregate principal amount of which were outstanding as of December 1, 2010 (collectively, the "Outstanding PFC Revenue Hybrid Bonds"). The Series 2010C Bonds will be secured under the Bond Ordinance on a parity with the Outstanding Senior Lien General Revenue Bonds as to the pledge of, lien on and source of payment from General Revenues. Subject to certain conditions as set forth in the Bond Ordinance, Additional Bonds may be issued under the Bond Ordinance on a parity with the Series 2010C Bonds, the Outstanding Senior Lien General Revenue Bonds, the Outstanding PFC Revenue Hybrid Bonds and/or the Subordinate Lien General Revenue Bonds, in addition to other notes, commercial paper and/or other obligations. See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2010C BONDS - Additional Bonds" herein. The Outstanding Senior Lien General Revenue Bonds, the Series 2010C Bonds and any Additional Bonds hereafter issued on a parity with the Outstanding Senior Lien General Revenue Bonds are collectively referred to as the "Senior Lien General Revenue Bonds."

**THE SERIES 2010C BONDS SHALL NOT BE DEEMED TO CONSTITUTE A DEBT OF THE CITY NOR A PLEDGE OF THE FAITH AND CREDIT OF THE CITY. THE SERIES 2010C BONDS SHALL NOT BE PAYABLE FROM OR BE A CHARGE UPON ANY FUNDS OTHER THAN THE REVENUES AND AMOUNTS PLEDGED TO THE PAYMENT THEREOF, NOR SHALL THE CITY BE SUBJECT TO ANY PECUNIARY LIABILITY THEREON. NO OWNER OR OWNERS OF THE SERIES 2010C BONDS SHALL EVER HAVE THE RIGHT TO COMPEL ANY EXERCISE OF THE TAXING POWER OF THE CITY TO PAY THE SERIES 2010C BONDS OR THE INTEREST THEREON, NOR TO ENFORCE PAYMENT OF THE SERIES 2010C BONDS AGAINST ANY PROPERTY OF THE CITY, EXCEPT FOR PLEDGED REVENUES; NOR SHALL THE SERIES 2010C 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 2010C BONDS AND ANY OTHER FUNDS PLEDGED TO SECURE THE PAYMENT OF THE SERIES 2010C BONDS IN THE MANNER SET FORTH IN THE THIRTEENTH SUPPLEMENTAL BOND ORDINANCE.**

**The City and Airport Service Region**

The City is the seat of government for the State and Fulton County. The City currently has a land area of approximately 134 square miles, approximately 94.8% of which is located in Fulton County and 5.2% of which is located in DeKalb County.

The primary service region of the Airport is the 8,376-square-mile, 28-county Atlanta-Sandy Springs-Marietta Metropolitan Statistical Area (the "Atlanta MSA") with an estimated total population of approximately 5.5 million according to the U.S. Department of Commerce, Bureau of the Census. Of the 361 metropolitan statistical areas designated by the U.S. Department of Commerce, Bureau of the Census, the Atlanta MSA is the nation's ninth largest Metropolitan Statistical Area as of July 1, 2009.

Over the years, the growth of the City has favorably affected the development of the Airport and vice versa. In particular, the increased population of the Atlanta MSA has contributed to the growth of origination and destination traffic at the Airport. For a description of certain demographics and economic trends in the Atlanta MSA, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRPORT SERVICE REGION and - ECONOMIC BASIS FOR AIRLINE TRAFFIC" attached hereto.

**The Airport and Facilities**

The Airport 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"), 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 Airports Council International, in 2009 the Airport was the busiest passenger airport in the United States with approximately 88.0 million total passengers (enplaned plus deplaned). The central passenger terminal complex of the Airport (the "CPTC") consists of a landside building, five domestic concourses and a 28-gate international concourse. A 5,800-foot-long underground transportation mall accommodates an automated guideway transit system and pedestrian walkways that connect the landside building with the concourses. The combination of Atlanta's geographic location, the facilities provided at the Airport and Delta Air Lines, Inc.'s ("Delta") and AirTran Airways, Inc.'s ("AirTran") strategies of concentrating much of their service through Atlanta has resulted in the Airport becoming the busiest and most important airline hub in the nation. For additional information concerning the Airport and the facilities at the Airport, see "THE AIRPORT" herein and "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT" attached hereto.

As of July 2010, AirTran and Delta, together with its Delta Connection affiliates, accounted for 93.5% of scheduled departing seats at the Airport. In September 2010, Southwest Airlines announced a proposal to acquire AirTran for $1.4 billion in cash and stock. The combined airline would be called Southwest, adopt Southwest's branding and service policies, and be the largest U.S. airline as measured by domestic passengers carried. See "THE AIRPORT - Airlines Serving the Airport" herein and "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT" attached hereto.

**Report of the Airport Consultant**

LeighFisher (the "Airport Consultant") has prepared its report dated October 21, 2010, (the "Report of the Airport Consultant") in connection with the issuance of the Series 2010A/B Bonds (as defined herein) and the Series 2010C Bonds, which report is attached hereto as "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT." The Report of the Airport Consultant provides information with respect to the Airport, historical and forecast aviation activity, the Capital Improvement Plan and financial and other factors that may affect the payment of the debt service requirements on indebtedness related to the Airport, including the Series 2010C Bonds. The Report of the Airport Consultant also presents forecasts of financial results for the Airport through Fiscal Year 2015, including the forecast sufficiency of General Revenues to pay debt service on the Series 2010C Bonds, the Series 2010A Bonds (as defined herein) and the 2011 New Money Bonds, and compliance with the applicable Additional Bonds

test of the Bond Ordinance with regard to the issuance of the Series 2010C Bonds. For additional information on historical and forecast Revenues of the Airport, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT." The Report of the Airport Consultant has not been revised to reflect events and changes in circumstances since the date thereof. As of such date, it was anticipated that the Series 2010C Bonds would be issued in 2011. Accordingly, they are referred to in the Report of the Airport Consultant as the proposed "2011A Refunding Bonds."

**Continuing Disclosure**

In order to provide continuing disclosure with respect to the Series 2010C Bonds in accordance with Rule 15c2-12 promulgated by the Securities and Exchange Commission (the "SEC") and as in effect on the date hereof (the "Rule"), simultaneously with the issuance of the Series 2010C Bonds the City will execute a Continuing Disclosure Agreement by and between the City and Digital Assurance Certification, L.L.C. ("DAC") in order to assist the Underwriters in complying with the Rule (the "Disclosure Agreement") and under which the City has designated DAC as initial disclosure dissemination agent. The annual report and notices of material events (as described in the Disclosure Agreement) will be filed by DAC, on behalf of the City, with the centralized information repository developed and operated by the Municipal Securities Rulemaking Board (the "MSRB") through the Electronic Municipal Market Access system ("EMMA"), in an electronic format prescribed by the MSRB. See "CONTINUING DISCLOSURE" herein and "APPENDIX G - FORM OF CONTINUING DISCLOSURE AGREEMENT" attached hereto.

**Other Information**

This Official Statement and the Appendices attached hereto contain brief descriptions of, among other matters, the City, the Airport, the Series 2010C Bonds, and the security and sources of payment for the Series 2010C Bonds. Such descriptions and information do not purport to be comprehensive or definitive. The summaries of various constitutional provisions, statutes, the Bond Ordinance, the Report of the Airport Consultant, the Airport Use Agreements (as defined herein), the CPTC Leases (as defined herein), the Disclosure 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 2010C Bonds are qualified in their entirety to the form thereof included in the Bond Ordinance. Copies of the Bond Ordinance, the Report of the Airport Consultant, the Airport Use Agreements, the CPTC Leases, the Disclosure Agreement and other relevant documents and information are available, upon written request and payment of a charge for copying, mailing and handling, from Chief Financial Officer, Department of Finance, 68 Mitchell Street, S.W., Suite 1100, South Tower, Atlanta, Georgia 30303, telephone (404) 330-6454.

## PLAN OF REFUNDING

The Series 2010C Bonds are being issued under the Bond Ordinance in order to: (a) refund and redeem all of the outstanding principal amount of the Series 2003RF-B/C Bonds, (b) reimburse the City for all of the $18,470,000 paid to the swap counterparties to terminate the

swap agreements related to the Series 2003RF-B/C Bonds which swap agreements were terminated effective as of July 6, 2009 in anticipation of the issuance of the Series 2010C Bonds (the "Termination Payments"), (c) pay redemption premiums, if any, and accrued interest with respect to the Series 2003RF-B/C Bonds, (d) fund the increase in the Debt Service Reserve Requirement for the Senior Lien General Revenue Bonds resulting from the issuance of the Series 2010C Bonds and (e) pay certain costs of issuance with respect to the Series 2010C Bonds.

To effect the refunding and redemption of the Series 2003RF-B/C Bonds, a portion of the proceeds of the Series 2010C Bonds will be deposited with U.S. Bank, National Association, as paying agent for the Series 2003RF-B/C Bonds (in such capacity, the "Refunded Bonds Paying Agent") for payment of the principal of and interest on the Series 2003RF-B/C Bonds on a redemption date determined by the City (which shall be a date consistent with the requirements of the Bond Ordinance). By virtue of the deposit with and application of such funds by the Refunded Bonds Paying Agent, the Series 2003RF-B/C Bonds will be deemed, as of the date of delivery of the Series 2010C Bonds, paid and no longer outstanding under the Bond Ordinance.

## THE SERIES 2010C BONDS

### Description

The Series 2010C 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, commencing on July 1, 2011. Principal on the Series 2010C Bonds is payable on January 1 of each year, commencing January 1, 2012. The Series 2010C Bonds are subject to redemption as set forth below, and will mature on the dates and in the amounts set forth on the inside cover of this Official Statement. The principal of and interest on the Series 2010C Bonds will be payable upon the presentation and surrender of the Series 2010C Bonds at the principal corporate trust office of the Paying Agent.

The Series 2010C Bonds are issuable only as fully registered bonds, without coupons, in denominations of $5,000 or any integral multiple thereof. Purchases of beneficial ownership interests in the Series 2010C Bonds will be made in book-entry only form, and purchasers will not receive physical delivery of bond certificates representing the beneficial ownership interests in the Series 2010C Bonds so purchased. If the book-entry system is discontinued, the Series 2010C Bonds will be delivered as described in the Thirteenth Supplemental Bond Ordinance and Beneficial Owners will become the registered owners of the Series 2010C Bonds. See "BOOK-ENTRY ONLY SYSTEM" herein.

### Redemption Provisions

*Optional Redemption*. The Series 2010C Bonds maturing on and after January 1, 20__ are subject to optional redemption prior to maturity at the option of the City on or after January 1, ____, in whole or in part at any time, at a redemption price of 100% of the principal amount being redeemed, plus accrued interest to the redemption date.

*Mandatory Redemption*. The Series 2010C Bonds maturing on January 1, 2030* are subject to mandatory redemption prior to maturity by application of payments from the Sinking Fund, in accordance with the Bond Ordinance in authorized denominations of $5,000 and integral multiples thereof on January 1 in each of the years and in the principal amounts set forth below, at a redemption price equal to the principal amount redeemed plus accrued interest to the date fixed for redemption:

**Series 2010C Bonds maturing January 1, 2030***

| Redemption Dates (January 1)* | Principal Amount* |
|---|---|
| | $ |
| † | |

† Maturity.

**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 2010C 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 2010C Bonds are held in a book-entry only system of registration, notice of redemption will be sent to Cede & Co. See "BOOK-ENTRY ONLY SYSTEM" herein. All such Series 2010C 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 2010C Bonds on such date, and interest on the Series 2010C Bonds or portions of Series 2010C Bonds so called for redemption shall cease to accrue, such Series 2010C Bonds or portions of Series 2010C Bonds shall cease to be entitled to any lien, benefit, or security under the Bond Ordinance, and the owners of such Series 2010C Bonds or portions of Series 2010C 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 2010C 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 2010C Bonds, the securities depository, any relevant remarketing

* Preliminary, subject to change.

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 2010C Bonds. Except as specifically provided otherwise in the Bond Ordinance, an agent will hold the Series 2010C 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 2010C Bonds are in the book-entry system of registration, the Bond Ordinance provides special provisions relating to the Series 2010C Bonds that override certain other provisions of the Bond Ordinance. See "BOOK-ENTRY ONLY SYSTEM" herein.

The City shall cause the Bond Register for the registration and for the transfer of the Series 2010C Bonds as provided in the Bond Ordinance to be kept by the Bond Registrar. The Series 2010C 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 2010C Bonds payable to bearer whenever to do so would not result in any adverse federal tax consequences. The Series 2010C 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 2010C Bond or Series 2010C 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.

The Series 2010C Bonds may be exchanged at the principal corporate trust office of the Bond Registrar for a like aggregate principal amount of Series 2010C 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 2010C Bonds which the Bondholder making the exchange is entitled to receive.

The Bond Registrar shall not be required to transfer or exchange any Series 2010C Bond after notice calling such Series 2010C 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 2010C Bond, the owner of the Series 2010C 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 2010C Bonds surrendered for exchange or transfer of registration shall be cancelled and destroyed by the Bond Registrar in accordance with the Bond Ordinance.

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## BOOK-ENTRY ONLY SYSTEM

The information in this section concerning The Depository Trust Company, New York, New York ("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 2010C Bonds. The Series 2010C 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 2010C Bond certificate will be issued for each maturity of the Series 2010C Bond as set forth in the inside 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 issue 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 issue.

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 Securities Exchange Act of 1934. 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"). The DTC Rules applicable to its Participants are on file with the SEC. More information about DTC can be found at www.dtcc.com and www.dtc.org.

Purchases of Series 2010C Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2010C Bonds on DTC's records. The ownership interest of each Beneficial Owner is in turn to be recorded on the Direct and Indirect 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 Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Series 2010C Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf

of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Series 2010C Bonds, except in the event that use of the book-entry system for the Series 2010C Bonds is discontinued.

To facilitate subsequent transfers, all Series 2010C 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 2010C 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 2010C Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect 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 2010C Bonds, such as redemptions, tenders, defaults, and proposed amendments to the security documents. For example, Beneficial Owners may wish to ascertain that the nominee holding the Series 2010C 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 registrar and request that copies of the notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Series 2010C 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 2010C Bonds unless authorized by a Direct Participant in accordance with DTC's 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 2010C 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 2010C 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 nor its nominee, 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 2010C

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 and/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 Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Series 2010C Bonds at any time by giving reasonable notice to City or Paying Agent. Under such circumstances, in the event that a successor depository is not obtained, Series 2010C Bonds 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 2010C Bond certificates will be printed and delivered to DTC.

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## ESTIMATED SOURCES AND USES OF FUNDS

The proceeds of the Series 2010C Bonds and the estimated uses of such funds are shown below:

| | |
|---|---|
| **SOURCES OF FUNDS:** | |
| Par Amount | |
| Net Original Issue Premium/(Original Issue Discount) | |
| **TOTAL SOURCES OF FUNDS** | |
| **USES OF FUNDS:** | |
| Deposit with Refunded Bonds Paying Agent for the Series 2003 RF-B/C Bonds | |
| Reimbursement to the City for Termination Payments | |
| Deposit to Series 2010C Subaccount of the Debt Service Reserve Subaccount | |
| Cost of Issuance[1] | |
| **TOTAL USES OF FUNDS** | |

[1] Includes Underwriters' discount, legal and accounting fees, financial advisor and consultant fees, rating agency fees, printing costs, bond insurance premium, if any, validation court costs, and other fees and costs.

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## SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2010C BONDS

### Pledge of General Revenues

The Series 2010C Bonds are being issued as General Revenue Bonds under the Master Bond Ordinance and are payable from and secured by a Senior Lien on the portion of Revenues of the Airport constituting General Revenues. 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 PASSENGER FACILITY CHARGES," "THE AIRPORT" and "AIRPORT FINANCIAL INFORMATION - Analysis of Airport Operations" herein, "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT" and "APPENDIX D - SUMMARY OF CERTAIN PROVISIONS OF THE PRINCIPAL AIRPORT LEASES AND AGREEMENTS" attached hereto. For a detailed description of the application of General Revenues as required by the Bond Ordinance, see "APPENDIX C - 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 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 each series of Bonds which has a Debt Service Reserve Requirement.

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*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 this 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 C - SUMMARY OF CERTAIN PROVISIONS OF THE BOND ORDINANCE" attached hereto.

The primary source of General Revenues are the landing fees and terminal rentals paid by the airlines pursuant to the Airport Use Agreements and the CPTC Leases. The term of the Airport Use Agreements and the CPTC Leases were scheduled to expire on September 20, 2010, however, the City has entered into the hereinafter described Extended and Amended Airline Agreements with Delta, AirTran and Atlantic Southeast Airlines ("Atlantic Southeast") which extend the term of and revise certain provisions contained in the Airport Use Agreements and the CPTC Leases with such airlines and the City intends to enter into amendments to the Airport Use Agreements and the CPTC Leases with most of the other airlines serving the Airport which will have substantially similar provisions to those in the Extended and Amended Airline Agreements and the hereinafter described October 2010 Amendments. See "INFORMATION CONCERNING GENERAL REVENUES AND PASSENGER FACILITY CHARGES - Certain Agreements Affecting General Revenues" herein. For a summary of the key provisions of the Proposed Amended Airline Agreements (as defined herein) and the forecasted impact of the provisions thereof, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE AGREEMENTS" attached hereto.

**The Series 2010C 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 2010C Bonds. In addition, the Bond Ordinance permits, under certain circumstances, the issuance of Additional Bonds secured on a parity with the Series 2010C Bonds as to the lien on General Revenues. See "APPENDIX C - SUMMARY OF CERTAIN PROVISIONS OF THE BOND ORDINANCE" herein.

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**Debt Service Reserve Account**

A separate subaccount has been established in the Debt Service Reserve Account for the Series 2010C Bonds and the Outstanding Senior Lien General Revenue Bonds. The Debt Service Reserve Requirement for the Series 2010C Bonds, 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, is the aggregate sum of, for each series of Bonds so secured, the lesser of (i) 125 percent of the average annual Debt Service Requirement, (ii) the Maximum Annual Debt Service Requirement and (iii) 10 percent of the original issue price. The subaccount(s) in the Debt Service Reserve Account securing the Outstanding Senior Lien General Revenue Bonds and the Series 2010C Bonds will not secure the Outstanding PFC Revenue Hybrid Bonds. See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2010C BONDS - Proposed Amendments to the Master Bond Ordinance" herein for a description of the proposed amendment to the definition of the Debt Service Reserve Requirement for General Revenue Bonds, which amendment will not become effective as to each class of Bonds Outstanding until the City's receipt of the requisite consent thereto of either all of the Credit Issuers for such class of Bonds Outstanding or the Bondholders of more than 50 percent of the principal amount of such class of Bonds Outstanding.

As a result of ratings downgrades experienced by a Reserve Account Credit Facility Provider securing Outstanding Senior Lien General Revenue Bonds, the City has experienced shortfalls in the amount required to be maintained in the Debt Service Reserve Account relating to the Senior Lien General Revenue Bonds. In order to meet the Debt Service Reserve Requirement established under the Bond Ordinance for the Senior Lien General Revenue Bonds, the City has made numerous monthly cash deposits into the Debt Service Reserve Account for the Outstanding Senior Lien General Revenue Bonds. Notwithstanding the fact that the City has been cash funding the resultant shortfalls in the Debt Service Reserve Requirement for the Outstanding Senior Lien General Revenue Bonds, the City continues to have the legal right to draw on the Reserve Account Credit Facilities currently on deposit in the Debt Service Reserve Account for the Outstanding Senior Lien General Revenue Bonds. See "AIRPORT FINANCIAL INFORMATION - Funding of the Debt Service Reserve Requirement" herein.

The Debt Service Reserve Requirement for the Senior Lien General Revenue Bonds will be satisfied by a Reserve Account Credit Facility and cash deposits to the Debt Service Reserve Account for the Senior Lien General Revenue Bonds as described under the caption "AIRPORT FINANCIAL INFORMATION – Funding of the Debt Service Requirement" herein and from the proceeds of the Series 2010C Bonds on the date of delivery thereof. As a result of these deposits, the City is currently in compliance with the Bond Ordinance provisions related to the Debt Service Reserve Requirement for the Outstanding Senior Lien General Revenue Bonds.

*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. Any such 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 is a common reserve account for General Revenue Bonds, including the Outstanding Senior Lien General Revenue Bonds and the Series 2010C Bonds. Amounts on deposit in the various subaccounts in the Debt Service Reserve Account related to the Senior Lien General Revenue Bonds secure only such Bonds (including the Series 2010C Bonds and the Outstanding Senior Lien General Revenue Bonds).

For additional details concerning the status of the Debt Service Reserve Account related to the Outstanding Senior Lien General Revenue Bonds and the use of Reserve Account Credit Facilities to satisfy the applicable Debt Service Reserve Requirement, see "AIRPORT FINANCIAL INFORMATION - Funding of the Debt Service Reserve Requirements" herein and "APPENDIX C - 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 at least 120% (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, which Bonds include the Outstanding Senior Lien General Revenue Bonds and the Series 2010C Bonds, (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 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, which Bonds include the Outstanding PFC Revenue Hybrid Bonds.

In addition to the foregoing, the Proposed Amendments (as defined herein) contained in the Thirteenth Supplemental Bond Ordinance include a covenant by the City to have on deposit in an Operating and Maintenance Reserve Account to be 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, which amendment will not become effective as to each class of Bonds Outstanding upon the City's receipt of the requisite consent thereto of either all of the Credit Issuers for such class of Bonds Outstanding or the Bondholders of more than 50 percent of the principal amount of such class of Bonds Outstanding. 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.

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. See "INFORMATION CONCERNING GENERAL REVENUES AND PASSENGER FACILITY CHARGES" herein and "APPENDIX D - SUMMARY OF CERTAIN PROVISIONS OF THE PRINCIPAL AIRPORT LEASES AND AGREEMENTS" attached hereto.

**Additional 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 Series 2010C Bonds and the Outstanding Senior Lien General Revenue Bonds. The issuance by the City of any such Additional Bonds secured by a Senior Lien on General Revenues may dilute the security for such Series 2010C Bonds. For a description of the requirements and conditions for the issuance of any such Additional Bonds, see "APPENDIX C - SUMMARY OF CERTAIN PROVISIONS OF THE BOND ORDINANCE" attached hereto. See "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT" attached hereto for a presentation of the forecasts which demonstrate compliance with the debt service coverage requirements under the Bond Ordinance for the issuance of the Series 2010C Bonds.

The Bond Ordinance also permits the City to issue Hybrid Bonds if, to the extent such Bonds will have a Senior Lien on a category of Revenues, the additional bonds test with respect to Senior Lien Bonds of such category of Revenues (the "Senior Lien Additional Bonds Requirements") is met, and to the extent such Bonds will have a Subordinate Lien on a category of Revenues, the additional bonds test with respect to Subordinate Lien Bonds of such category of Revenues (the "Subordinate Lien Additional Bonds Requirements") is met. For a description of the requirements and conditions for the issuance of additional Hybrid Bonds, Additional Bonds with a Subordinate Lien on General Revenues, and the accession of Subordinate Lien General Revenue Bonds and related Hedge Agreements to the status of complete parity with any Senior Lien General Revenue Bonds and related Hedge Agreements, among others, see "APPENDIX C - SUMMARY OF CERTAIN PROVISIONS OF THE BOND ORDINANCE" attached hereto.

In addition, the Bond Ordinance permits the issuance of Special Purpose Airport Revenue Bonds to finance Special Purpose Facilities. As of December 1, 2010, there were no Special Purpose Airport Revenue Bonds of the City outstanding. 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 rental car 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 $216,345,000 in outstanding City of College Park (Georgia) Taxable Revenue Bonds (Hartsfield-Jackson Atlanta International Airport Consolidated Rental Car Facility Project), Series 2006A and City of College Park (Georgia) Revenue Bonds (Hartsfield-Jackson Atlanta International Airport Automated People Mover System Maintenance Facility Project), Series 2006B (collectively, the "Rental Car Center Bonds") 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"). For a more detailed summary of certain provisions of the Bond Ordinance relating to Special Purpose Revenues and Released Revenues, see "APPENDIX C - SUMMARY OF CERTAIN PROVISIONS OF THE BOND ORDINANCE" attached hereto.

**Proposed Amendments to the Master Bond Ordinance**

The Thirteenth Supplemental Bond Ordinance and the Fourteenth Supplemental Bond Ordinance adopted by the City Council on July 6, 2009 and approved by the Mayor on July 7, 2009, as supplemented and amended by that certain Amended and Restated Fourteenth Supplemental Bond Ordinance adopted by the City Council on October 4, 2010 and approved by the Mayor on October 4, 2010 (the "Fourteenth Supplemental Bond Ordinance") provide for certain amendments to the Master Bond Ordinance (the "Proposed Amendments"), including among other things: (a) amendment to definition of "Fiscal Year;" (b) amendment to add a

definition for "Commercial Paper Notes" and "Operating and Maintenance Reserve Account;" (c) amendment to simplify the calculation of the Debt Service Requirement for Balloon Bonds from an approach based on the weighted average of the various commercial paper maturities to an approach based on The Bond Buyer 25 Revenue Bond Index; (d) amendment to clarify the City's authority to enter into Qualified Hedge Agreements on a parity with the lien of the related Bonds; (e) amendment to provide for periodic review of the status of the Debt Service Reserve Account; (f) amendment to add a provision allowing for periodic reviews of balance in the Debt Service Reserve Account and providing direction for any excess therein to be transferred to the related Interest Account; (g) amendment to require the City to maintain an operating and maintenance reserve account; (h) modification of the definition of "Debt Service Reserve Requirement" for all Senior Lien General Revenue Bonds to permit the calculation thereof based upon aggregate debt service requirement for all such Outstanding Bonds with the same lien status and priority, not by tax series; and (i) amendments to strengthen the requirements which must be met prior to a voluntary sale, transfer or other disposition of the Airport.

The amendments set forth in (a) through (f) above are hereinafter referred to as the "Technical Amendments." In accordance with the terms of the Thirteenth Supplemental Bond Ordinance, the Technical Amendments will become immediately effective, as to all Bonds, upon the issuance and delivery of the Series 2010C Bonds.

The amendments set forth in (g) through (i) above are hereinafter referred to as the "Consent Amendments." The Consent Amendments require the consent of the holders of the owners of not less than a majority in aggregate principal amount of the affected Outstanding Bonds or the consent of all of the affected Credit Issuer prior to becoming effective. In accordance with the terms of the Thirteenth Supplemental Bond Ordinance, the Consent Amendments will not become effective as to a class of Bonds Outstanding until the City's receipt of the requisite consent thereto of either all of the Credit Issuers for such class of Bonds Outstanding or the Bondholders of more than 50 percent of the principal amount of such class of Bonds Outstanding. Prior to the issuance and delivery of the Series 2010C Bonds, the City will have received the consent of the Bondholders to the Consent Amendments of approximately 10.3% of the principal amount of the Outstanding Senior Lien General Revenue Bonds.

The Proposed Amendment contained in the Fourteenth Supplemental Bond Ordinance relating to PFC Revenue Bonds, namely, the amendment to the calculation of the Debt Service Reserve Requirement in respect of PFC Revenue Bonds, will not become effective as to each class of Bonds Outstanding until the City's receipt of the requisite consent thereto of either all of the Credit Issuers for such class of Bonds Outstanding or the Bondholders of more than 50 percent of the principal amount of such class of Bonds Outstanding. As of December 1, 2010, the City has received the consent of the Bondholders to the Proposed Amendment contained in the Fourteenth Supplemental Bond Ordinance of approximately 42.5% of the principal amount of the Outstanding PFC Revenue Hybrid Bonds.

By purchasing the Series 2010C Bonds, the purchasers will be deemed to have consented to the Proposed Amendments contained in the Thirteenth Supplemental Bond Ordinance. See "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2010C BONDS,"

"APPENDIX B - DEFINITIONS OF CERTAIN TERMS" and "APPENDIX C - SUMMARY OF CERTAIN PROVISIONS OF THE BOND ORDINANCE" attached hereto.

**Limited Obligations**

**THE SERIES 2010C BONDS SHALL NOT BE DEEMED TO CONSTITUTE A DEBT OF THE CITY NOR A PLEDGE OF THE FAITH AND CREDIT OF THE CITY. THE SERIES 2010C BONDS SHALL NOT BE PAYABLE FROM OR BE A CHARGE UPON ANY FUNDS OTHER THAN THE REVENUES AND AMOUNTS PLEDGED TO THE PAYMENT THEREOF, NOR SHALL THE CITY BE SUBJECT TO ANY PECUNIARY LIABILITY THEREON. NO OWNER OR OWNERS OF THE SERIES 2010C BONDS SHALL EVER HAVE THE RIGHT TO COMPEL ANY EXERCISE OF THE TAXING POWER OF THE CITY TO PAY THE SERIES 2010C BONDS OR THE INTEREST THEREON, NOR TO ENFORCE PAYMENT OF THE SERIES 2010C BONDS AGAINST ANY PROPERTY OF THE CITY, EXCEPT FOR PLEDGED REVENUES; NOR SHALL THE SERIES 2010C 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 2010C BONDS AND ANY OTHER FUNDS PLEDGED TO SECURE THE PAYMENT OF THE SERIES 2010C BONDS IN THE MANNER SET FORTH IN THE THIRTEENTH SUPPLEMENTAL BOND ORDINANCE.**

## OUTSTANDING BONDS AND OTHER OBLIGATIONS OF THE AIRPORT

**Outstanding Senior Lien General Revenue Bonds**

The Series 2010C Bonds will be equally and ratably secured by a Senior Lien on and pledge of General Revenues on a parity with the Outstanding Senior Lien General Revenue Bonds and any other Additional Bonds issued on parity therewith under the Bond Ordinance. The Outstanding Senior Lien General Revenue Bonds are comprised of: (a) the $177,990,000 original aggregate principal amount of Airport General Revenue Bonds, Series 2010A (the "Series 2010A Bonds"), (b) the Airport General Revenue Commercial Paper Notes Series 2005A-1 (AMT) and Series 2005A-2 (Non-AMT) originally authorized in the aggregate principal amount of up to $350,000,000 which were reissued and re-designated pursuant to that certain Ninth Supplemental Bond Ordinance No. 05-O-1717 adopted by the City Council on July 5, 2005 as the same has been amended and restated by that certain Amended and Restated Ninth Supplemental Bond adopted by the City Council on July 6, 2010 (the "Ninth Supplemental Bond Ordinance") as the Airport General Revenue Commercial Paper Notes, Series A-1 and the Airport General Revenue Commercial Paper Notes, Series A-2 and authorized in the aggregate principal amount of up to $175,000,000 and the Airport General Revenue Commercial Paper Notes, Series B-1 and the Airport General Revenue Commercial Paper Notes, Series B-2 and authorized in the aggregate principal amount of up to $175,000,000 (collectively, the "Series 2010A/B Commercial Paper Program"), (c) the $32,290,000 original aggregate principal amount of Airport General Revenue Bonds, Series 2004F (AMT) and $96,175,000 original aggregate principal amount of Airport General Revenue Bonds, Series 2004G (Non-AMT) (collectively, the "Series 2004F/G Bonds"), (d) the $164,165,000 original aggregate principal amount of the

Airport General Revenue Bonds, Series 2004A (AMT) and $58,655,000 original aggregate principal amount of the Airport General Revenue Bonds, Series 2004B (Non-AMT) (the "Series 2004A/B Bonds"), (e) the $86,055,000 original aggregate principal amount of the Airport General Revenue Refunding Bonds, Series 2003RF-A, the $490,170,000 original aggregate principal amount of the Series 2003RF-B/C Bonds (all of which will be redeemed with the proceeds of the Series 2010C Bonds) and $118,270,000 original aggregate principal amount of the Airport General Revenue Refunding Bonds, Series 2003RF-D and (f) the $711,880,000 original aggregate principal amount of the Airport General Revenue and Refunding Bonds, Series 2000A (Non-AMT) (the "Series 2000A Bonds"), $96,400,000 original aggregate principal amount of the Airport General Revenue Refunding Bonds, Series 2000C (Forward AMT) (the "Series 2000C Bonds") and $201,955,000 original aggregate principal amount of the Airport General Revenue Bonds, Series 2000B (AMT) (the "Series 2000B Bonds," and together with the Series 2000A Bonds and the Series 2000C Bonds, the "Series 2000 Bonds"). Prior to the issuance and delivery of the Series 2010C Bonds, the Outstanding Senior Lien General Revenue Bonds were outstanding in the approximate principal amount of $1,721,497,000, including $104,343,000 currently drawn on the Series 2010A/B Commercial Paper Program.

**Outstanding PFC Revenue Hybrid Bonds**

The Series 2010C Bonds and the Outstanding Senior Lien General Revenue Bonds will be senior as to lien on and pledge of General Revenues to the Outstanding PFC Revenue Hybrid Bonds which are comprised of: (a) the $293,070,000 original aggregate principal amount of Airport Passenger Facility Charge and Subordinate Lien General Revenue Bonds, Series 2004C (Non-AMT); (b) the $146,550,000 original aggregate principal amount of Airport Passenger Facility Charge and Subordinate Lien General Revenue Bonds (Auction Rate Securities), Series 2004E (Non-AMT) (the "Series 2004E PFC Revenue Hybrid Bonds"); (c) the $235,860,000 original aggregate principal amount of Airport Passenger Facility Charge and Subordinate Lien General Revenue Bonds, Series 2004J and (d) the $409,810,000 original aggregate principal amount of Airport Passenger Facility Charge and Subordinate Lien General Revenue Bonds, Series 2010B (the "Series 2010B PFC Revenue Hybrid Bonds"). As of December 1, 2010, the Outstanding PFC Revenue Hybrid Bonds were outstanding in the approximate principal amount of $965,290,000.

The Airport Passenger Facility Charge and Subordinate Lien General Revenue Commercial Paper Notes, Series 2005B-1 and 2005B-2 authorized in the aggregate principal amount of up to $200,000,000 were recently re-designated as the Series C-1 Notes and the Series C-2 Notes pursuant to the Ninth Supplemental Bond Ordinance and are currently unenhanced and therefore unavailable to be drawn upon.

**Outstanding Other Airport Obligations**

Other Airport Obligations do not have a lien on any category of Revenues of the Airport. As of December 1, 2010, there are no Other Airport Obligations currently outstanding under the Bond Ordinance.

## Hedge Agreements

As of the date of this Official Statement, there are no outstanding Hedge Agreements under the Bond Ordinance.

Under the Bond Ordinance, the City may enter into Hedge Agreements with one or more counterparties; such Hedge Agreements, if executed, will not alter the City's obligation to pay the principal of and interest on the related Hedged Bonds or any other Bonds. Net payments made to the City by the counterparties under any such Hedge Agreements will be deposited in the Payments Account under the Bond Ordinance established for such Hedged Bonds. The payments under such Hedge Agreements may not match the interest payments on the related Hedged Bonds. Under certain limited circumstances, principally being a default under a Hedge Agreements by the City or by a counterparty, or significant rating reductions by either party, the transactions under the Hedge Agreements may be terminated in part or in whole prior to their relevant stated expirations. Payments in respect of Hedge Agreements are on a parity with the lien of the related Bonds pursuant to the Bond Ordinance as further described in "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2010C BONDS - Proposed Amendments to the Master Bond Ordinance" herein. Following a termination of a Hedge Agreements, either the City or the counterparty may owe a termination payment to the other, depending upon market conditions and the events that caused the related Hedge Agreement to be terminated. Under certain market conditions, the City could owe termination payments to the counterparties under a Hedge Agreement and such payments could be material to the City. The City is authorized to make any such termination payments only from amounts on deposit in the Renewal and Extension Fund.

## Subordinate Hedge Agreements

As of the date of this Official Statement, there are no outstanding Subordinate Hedge Agreements under the Bond Ordinance.

## Issuance of Additional Obligations

In addition to the Series 2010C Bonds, the City may issue Additional Bonds on a parity with the Senior Lien General Revenue Bonds, the Outstanding PFC Revenue Hybrid Bonds and/or the Subordinate Lien General Revenue Bonds, in addition to other notes, commercial paper and/or other obligations. Such Additional Bonds may be secured, in whole or in part, by a Senior Lien on General Revenues, a Senior Lien on PFC Revenues, a Subordinate Lien on General Revenues, a Subordinate Lien on PFC Revenues, or a combination of the foregoing as and to the extent provided under the Bond Ordinance. In particular, the City anticipates the issuance of the 2011 New Money Bonds in 2011 and will also consider any refunding opportunities relating to any of the Outstanding Bonds. Other than as referenced above, the City has made no definitive plans to issue General Revenue Bonds, PFC Revenue Bonds, Hybrid Bonds, commercial paper notes or Other Airport Obligations to fund any elements of the Capital Improvement Plan. For more information regarding the assumed future series of General Revenue Bonds, Hybrid Bonds and/or commercial paper notes to be issued to fund elements of the Capital Improvement Plan, see "PLAN OF REFUNDING" herein, and "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRPORT REVENUE

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BONDS and - CAPITAL IMPROVEMENT PLAN" attached hereto. See, "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2010C BONDS - Additional Bonds" and "APPENDIX C - SUMMARY OF CERTAIN PROVISIONS OF THE BOND ORDINANCE" attached hereto for further details on the requirements relating to the issuance of additional Bonds, notes and other obligations.

## INFORMATION CONCERNING GENERAL REVENUES AND PASSENGER FACILITY CHARGES

### Certain Agreements Affecting General Revenues

General Revenues are determined in accordance with the formulas and procedures set forth in the following leases and agreements:

(a) agreements relating to the use of the airfield, including the establishment of landing fees, by the hereinafter described Signatory Airlines (the "Airport Use Agreements");

(b) agreements similar to the Airport Use Agreements relating to the use of the airfield by the airlines which are not Signatory Airlines (the "Airport Use License Agreements"). Because the Airport Use Agreements and the Airport Use License Agreements provide for the payment of the same landing fee, where indicated, data provided herein for the Airport Use License Agreements and their respective obligated airlines are combined with data for the Airport Use Agreements and the Signatory Airlines;

(c) leases of space for airline travel related purposes in the CPTC (the "CPTC Leases");

(d) certain outside concession agreements related to the provision of rental car and parking services;

(e) certain concession agreements with multiple principal concessionaires for operation of concessions within the CPTC;

(f) an agreement with TBI Airport Management, Inc. ("TBI") to manage and operate the existing international facilities;

(g) lease agreements for the central terminal support area to provide exclusive space for jet maintenance, air cargo, in flight food and beverage catering facilities and similar support facilities;

(h) certain other agreements relating to cargo and maintenance facilities at the Airport; and

(i) other agreements relating to the commercial activities at the Airport.

For an analysis of the revenues derived from airline and non-airline sources, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - FINANCIAL ANALYSIS" attached hereto.

In December 2009, the City and Delta executed an amendment to Delta's Airport Use Agreement and CPTC Lease under which most of the provisions of these agreements relating to the calculation and payment of rentals, fees, and charges were extended to September 20, 2017. The City executed amendments with substantially the same provisions with AirTran in August 2010 and Atlantic Southeast in September 2010 (such amended agreements are hereinafter referred to as the "Extended and Amended Airline Agreements"). In October 2010, the City executed agreements with Delta, AirTran and Atlantic Southeast to further amend the Extended and Amended Airline Agreements to provide for, among other things, (a) the payment by Delta, AirTran, Atlantic Southeast and the other Signatory Airlines of supplemental terminal rentals in amounts of $12 million in Fiscal Year 2013, $8 million in Fiscal Year 2014, $5 million in Fiscal Year 2015, and $5 million in Fiscal Year 2016 and (b) the payment by the City of certain contractual payments to the Signatory Airlines in Fiscal Year 2015 and Fiscal Year 2016, to the extent certain conditions have been met, in an amount not to exceed $30 million (the "October 2010 Amendments").

The terms of the Airport Use Agreements and CPTC Leases with the Signatory Airlines, other than Delta, AirTran and Atlantic Southeast, were scheduled to expire on September 20, 2010, however, the terms of occupancy and use under such agreements currently remain in effect on a month to month basis until extension agreements similar to the Extended and Amended Airline Agreements are executed by such other Signatory Airlines. The City is in discussions with the other Signatory Airlines regarding extensions of, and amendments to, the Airport Use Agreements and CPTC Leases pursuant to which they currently operate and the City expects to enter into amended and extended agreements with such Signatory Airlines having substantially similar provisions to those contained in the Extended and Amended Airline Agreements and the October 2010 Amendments. Such amended agreements, as and when executed, along with the Extended and Amended Airline Agreements as amended by the October 2010 Amendments, are referred to collectively in this Official Statement as the "Proposed Amended Airline Agreements" and the airlines signatory to such agreements are referred to as the "Signatory Airlines." The following airlines are or are expected to become Signatory Airlines: AirTran, American Airlines, Inc. ("American"), Atlantic Southeast, Continental Airlines, Inc. ("Continental"), Delta, Federal Express Corporation ("FedEx") (Airport Use Agreement only), Korean Air (Airport Use Agreement only), UPS Airlines ("UPS") (Airport Use Agreement only), United Airlines, Inc. ("United") and US Airways Group, Inc. ("US Airways"). These ten airlines and their affiliates collectively accounted for approximately 99% of all passengers enplaned at the Airport in Fiscal Year 2010. See "THE AIRPORT - Airlines Serving the Airport - *AirTran Airways, Inc.*" herein for a discussion of the recently announced proposed acquisition of AirTran by Southwest Airlines; "CERTAIN FACTORS AFFECTING THE AIR TRANSPORTATION INDUSTRY AND THE AIRPORT - Airline Consolidation and Alliances" herein for a discussion of approved merger of United and Continental; and "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TERMINAL RENTALS AND CHARGES" for a summary of the key provisions of the Proposed Amended Airline Agreements and the forecasted impact of the provisions thereof.

Until September 2010, the airlines that accounted for most of enplaned passengers and landed weight at the Airport operated under the terms of Airport Use Agreements and CPTC Leases that established procedures for calculating rentals, fees, and charges for airline use and occupancy of Airport facilities. Pursuant to the Extended and Amended Airline Agreements, this continues to be the case for Delta, AirTran and Atlantic Southeast until September 2017. Under the Proposed Amended Airline Agreements that the City expects to enter into with Signatory Airlines, the provisions of the Airport Use Agreements and CPTC Leases concerning the calculation of rentals, fees, and charges are expected to be extended to September 20, 2017. Currently, the rental fees, and other charges assessed to the remaining Signatory Airlines are calculated in the same manner as in the Extended and Amended Airline Agreements on a month to month basis.

Under provisions of the Extended and Amended Airline Agreements as well as the Proposed Amended Airline Agreements governing the use of the airfield, the Signatory Airlines pay landing fees calculated to recover certain airfield costs. Such costs include certain airfield operating and maintenance expenses and amounts to recover the amortized capital costs (plus 20% coverage) of approved airfield improvements financed with the proceeds of General Revenue Bonds. The few airlines and air carriers not signatories to the Proposed Amended Airline Agreements operate under the provisions of Airport Use License Agreements that provide substantially the same rights as provided under the Extended and Amended Airline Agreements (other than participation in Majority-in-Interest (MII) votes) and provide for the payment of landing fees at the Signatory Airline rate. The Airport Use License Agreements have a term of five years and may be terminated by the City or the airline with 30 days advance notice.

Under provisions of the Extended and Amended Airline Agreements as well as the Proposed Amended Airline Agreements governing the lease and occupancy of the CPTC, the Signatory Airlines pay rentals and other charges calculated to recover certain CPTC costs. Such costs include certain CPTC operating and maintenance expenses and amounts to recover the amortized capital costs (plus 20% coverage) of approved terminal improvements financed with the proceeds of General Revenue Bonds. The Signatory Airlines either have also agreed, or will agree, through the provisions of the Proposed Amended Airline Agreements, to make supplemental terminal rental payments. For a discussion of how terminal rentals and use charges are calculated, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - Airline Terminal Rentals, Fees, and Charges" attached hereto.

The City expects the Extended and Amended Airline Agreements, as modified by the October 2010 Amendments and the Proposed Amended Airline Agreements, or the rates and charges which it would establish in the event of a failure to reach agreement on the terms of the Proposed Amended Airline Agreements, will generate Revenues which will be sufficient to cover the debt service payments in respect of all Bonds, including the Series 2010C Bonds.

**General Revenues**

General Revenues are derived primarily from landing fees, terminal rentals and charges and reimbursed operating expenses paid by the airlines, parking fees and rental car concession revenues, inside concession revenues and land and buildings rentals. For Fiscal Year 2010,

General Revenues of $414,897,000 (including investment income) were distributed by major category as follows:

*Airline Revenues*. For Fiscal Year 2010, airline revenues were distributed as follows as a percentage of total General Revenues: landing fees 15.1% ($62,603,000), terminal rentals (net of credits) 17.7% ($73,353,000) and reimbursed expenses paid to the City of 5.2% ($21,370,000). Under the terms of the Extended and Amended Airlines Agreements and the Proposed Amended Airline Agreements, the Signatory Airlines pay landing fees per 1,000 pounds of maximum certificated gross aircraft landed weight. The landing fees payable are the sum of a basic landing fee and landing fees for successive airfield improvement programs. Airlines that operate under Airport Use License Agreements also pay landing fees at the Signatory Airline rate. In Fiscal Year 2010, airline payments to the City per enplaned passenger averaged $3.40; the airlines paid an additional $0.53 to TBI and an additional $1.02 to the Atlanta Airlines Terminal Corporation ("AATC"), for a combined average airline payment of $4.95 per enplaned passenger.

*Landing Fees*. A basic landing fee of $0.16 per 1,000 pounds of landed weight is assessed. The fee is subject to change only by mutual agreement between the City and the Signatory Airlines and has been set at the current rate since 1967. The basic landing fee does not fully recover direct airfield operating and maintenance expenses. In Fiscal Year 2010, basic and airfield improvement program landing fees constituted 15.1% ($62,603,000) of total General Revenues collected, approximately 99% of which was paid at the Signatory Airline rate.

*Terminal Rentals*. Under the terms of the Extended and Amended Airline Agreements and the Proposed Amended Airline Agreements, the Signatory Airlines pay terminal facilities rentals, on a modified commercial compensatory basis, to allow the City to recover the amortized capital costs, plus 20% coverage, of facilities financed with General Revenue Bonds. Generally, 100% of the capital costs of terminal facilities and 50% of the capital costs of the automated guideway transit system (AGTS) are recoverable. Amortization is calculated from cost factors assuming level principal plus interest payments over the term of the Bonds used to finance the facility, typically 30 years. In Fiscal Year 2010, terminal rentals, including equivalent common-use charges (net of credits) constituted 17.7% ($73,353,000) of total General Revenues collected.

*Reimbursed Expenses*. Each airline is responsible for maintaining its exclusive and preferential leased premises and for paying its pro rata share of the costs of maintaining joint leased premises, as determined by joint lease formula. In addition to terminal rentals, fees, and charges paid to the City, the airlines reimburse 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. In Fiscal Year 2010, reimbursed expenses constituted 5.2% ($21,370,000) of total General Revenues collected.

*Non-Airline Revenues*. For Fiscal Year 2010, non-airline revenues were distributed as follows as a percentage of total General Revenues: inside concession revenues 18.2% ($75,636,000), parking and ground transportation revenues 29.8% ($123,818,000) and other revenues (including accrual to cash basis adjustments) 14.0% ($58,117,000).

The Extended and Amended Airline Agreements and the Proposed Amended Airline Agreements provide for an annual credit against Signatory Airline terminal rentals of a portion of the revenues received by the City from food, beverage, retail, and other terminal concessions and services. Such inside concession credit is calculated as 50% of concession revenues after adjustments to account for certain AGTS costs and for certain capital and operating and maintenance expenses associated with concession space. In Fiscal Year 2010, the inside concession credit totaled $31,569,000.

**Passenger Facility Charges - PFC Revenues**

Under the PFC Enabling Acts, the FAA may authorize public agencies controlling certain commercial service airports (those with regularly scheduled service and enplaning 2,500 or more passengers annually) to impose a passenger facility charge of $1.00, $2.00, $3.00, $4.00 or $4.50 on each eligible passenger enplaned at any commercial service airport controlled by the public agency, 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. PFC applications are approved by the FAA to fund specific projects in specific total amounts that may be collected up until a certain deadline. While PFC Revenues are not expected to serve as a source of repayment or security for the Series 2010C Bonds, PFC Revenues serve as an important source of funding for the Airport's Capital Improvement Plan and its ability to make debt service payments on the Outstanding PFC Revenue Hybrid Bonds. See "CERTAIN FACTORS AFFECTING THE AIR TRANSPORTATION INDUSTRY AND THE AIRPORT" herein.

The purpose of the PFC is to develop additional capital funding sources to provide for the expansion and improvements of 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.

As of the date of this Official Statement, the aggregate amount of PFC Revenues that the City is authorized by the FAA to collect is $3,825,176,234, all of which is approved for use. The City began collecting PFC Revenues in July 1997 and based on the Airport's most recent quarterly PFC Revenues report through September 2010, the City had collected PFC Revenues totaling $2,066,539,831 (including interest earnings), of which $1,672,563,783 has been expended, $1,150,010,134 for project costs on a "pay-as-you-go" basis and $522,533,649 for principal, interest and other financing expenses on approved project costs. Pursuant to authority granted by the FAA under approved PFC applications, the Outstanding PFC Revenue Hybrid Bonds are payable from and secured by a Senior Lien on PFC Revenues. The Outstanding PFC Revenue Hybrid Bonds are also secured by a Subordinate Lien on General Revenues. The amount of actual PFC Revenues collected, and the rate of collection, will vary depending on the

actual number of qualified passenger enplanements at the Airport, and will not necessarily correlate in any way to the debt service requirements of the Outstanding PFC Revenue Hybrid Bonds.

## THE CITY

### General

The City is the seat of government for the State and Fulton County. The City, incorporated in 1847, is located in the north central part of the State, which is the highest growth area in the State and has been one of the highest growth areas of the United States for the past three decades. The City currently has a land area of approximately 134 square miles, approximately 94.8% of which is located in Fulton County and 5.2% of which is located in DeKalb County. The City constitutes approximately 23.8% of the land area of Fulton County and 2.6% of the land area of DeKalb County. The City is the core of the ninth largest Metropolitan Statistical Area as of July 1, 2009 (containing approximately 5.5 million residents) in the United States, and as of such date, had a population of 540,921, according to the United States Census Bureau.

### City Administration and Officials

Under the City's 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 Council districts. Twelve members of the Council are elected by district, and three members of the Council are elected at-large. The three at-large members of the 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 of the City establishes the office of the President of the Council. The President of the Council is elected from the City at-large for a term of four years. The President of the Council presides at meetings, but is not a member of the Council, and votes only in the case of a tie vote of the Council. Under the City's Charter, the President of the 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 City's Charter, the Mayor is elected from the City at-large for a term of four years. The City's 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 City's Charter grants the Mayor the power to veto any ordinance or resolution adopted by the Council, which veto may be overridden only upon the vote of two-thirds of the total membership of the Council. The City's 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 Council.

# 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 Airports Council International, in 2009 the Airport was the busiest passenger airport in the United States with approximately 88.0 million total passengers (enplaned plus deplaned). In 2009, the Airport ranked fifth, after Los Angeles, New York Kennedy, Las Vegas, and Orlando in terms of number of originating passengers and was, by far, the busiest connecting hub airport in the nation based on the number of connecting passengers at the Airport. The combination of Atlanta's geographic location, the facilities provided at the Airport, and Delta's and AirTran's strategies of concentrating much of their service through Atlanta has resulted in the Airport becoming the busiest and most important airline hub in the nation.

The CPTC consists of a landside building, five domestic concourses and an international concourse accommodating 199 gates. A 5,800-foot-long underground transportation mall accommodates an automated guideway transit system and pedestrian walkways that connect the landside building with the concourses.

## Description

*Airport Facilities*. The CPTC is comprised of a landside terminal building, five domestic concourses with 171 gates and a 28-gate international concourse. The CPTC also provides public parking for approximately 30,000 automobiles in multistory adjacent garages and surface lots, an automated guideway transit system and pedestrian walkways for moving people between the concourses and the terminal building. The Metropolitan Atlanta Rapid Transit Authority (MARTA) provides rail transit service between the City (and suburban communities) and the Airport, with a dedicated Airport station located in the west end of the landside building. The travel time from the Airport to downtown Atlanta is about 16 minutes and the interval between trains is about 12 minutes on weekdays.

The Airport has five parallel east-west runways interconnected by a system of taxiways. 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. One of the runways is 10,000 feet long, three of the runways are 9,000 feet long and the fifth runway is 11,889 feet long. The configuration of the runways permits the simultaneous use of three runways for aircraft landings in poor visibility.

Three fuel farms, one of which is operated by Delta, provide storage tanks for approximately 28 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 Mercury Air Center on the north side of the airfield.

Extensive utility systems provide water supply, storm and sanitary sewer, electrical power, communications, and natural gas services. Aircraft rescue and fire fighting services are provided from five fire stations.

For additional information concerning airport facilities, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRPORT FACILITIES AND SERVICES" attached hereto.

*Cargo Facilities*. Air cargo transported by the passenger and all-cargo airlines is processed through 11 buildings totaling approximately 1,560,000 square feet. Associated apron space provides parking positions for approximately 30 aircraft. A 490,000-square-foot complex of buildings is located north of the airfield, and a 360,000-square-foot south complex of buildings is located between Runway 9R-27L and Runway 10-28. Delta operates cargo buildings occupying 525,000 square feet in the approximately 110-acre area east of the CPTC and south of Aviation 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. A 40,000-square-foot perishables facility and a 25,000 square-foot equine facility are adjacent to the north cargo complex.

**Management**

Direct supervision of Airport operations is exercised by the Department of Aviation. The management of the Airport is directed by the Aviation General Manager, with a staff of approximately 1,014, including 232 fire and 168 police department employees. The Department of Aviation is responsible for (a) managing, operating and developing the Airport and any other airfields which 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 equipment, air traffic control and operating standards at the Airport. Airport police and fire protection is provided by the City through the Atlanta Police Department and the Atlanta Fire Department.

The City's Department of Finance is responsible for overseeing the issuance of revenue bonds for the Airport and performs certain accounting, budgeting, bond financing, treasury, and related functions related to Airport activities. The City Council Transportation Committee, consisting of seven City Council members, makes policy and legislative recommendations to the full City Council regarding Airport operations.

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

*Peter T. Aman* serves as the Chief Operating Officer of the City. Mr. Aman was confirmed as Chief Operating Officer by the City Council in January 2010. Since then, he has led the executive management of the municipal operating departments including the Department of Aviation, Corrections, Procurement, Information Technology, Office of Enterprise Assets Management, Aviation, Fire, Police, Human Resources, Parks, Recreation and Cultural Affairs, Planning and Community Development, Public Works, Watershed Management, Office of

Contract Compliance, Emergency Management Services and the external operating agencies. Prior to coming to the City, Mr. Aman was a partner in the Atlanta office of Bain & Company. After joining the firm in 1988 he practiced in Bain & Company's Boston and San Francisco offices before helping found Bain & Company's Atlanta office in 1996. Mr. Aman was a leader in Bain & Company's Media practice as well as its Industrial Goods and Services practice. Mr. Aman has served on the boards of The Atlanta Committee for Progress, The Atlanta Police Foundation, The Metro Atlanta Chamber of Commerce, and The Galloway School, among others. Mr. Aman also led Bain & Company's largest pro-bono project, a three-year effort to assist the Mayor and City Council of Atlanta design and complete an urban turn-around.

Mr. Aman is a graduate of Duke University, where he received a Bachelor of Arts in Public Policy, with honors. He earned an MBA, with distinction, from the Wharton School of Business at the University of Pennsylvania.

*Joya C. De Foor, CTP* is the Chief Financial Officer for the City, with direct accountability for the financial condition of the City. Ms. De Foor joined the City as its Chief Financial Officer in August 2010. In this role, she advises the Mayor and City Council on a variety of issues, including municipal financing, budgeting, treasury activities, accounting, financial policies, and pension reform. Previously, Ms. De Foor served as the Treasurer for the City of Los Angeles and was the City Treasurer & Revenue Officer for the City of Long Beach, California. Before joining the City of Long Beach, Ms. De Foor worked in a variety of professional capacities for the Los Angeles County Metropolitan Transportation Authority (MTA) including Assistant Treasurer, then Treasurer. Prior to the MTA, Ms. De Foor was affiliated with Deloitte in its Management Consulting Group in Los Angeles, Coldwell Banker, EGS Metro Corporation as Assistant Controller and Panhandle Eastern (now Duke Energy Corporation) as Project Manager in Kansas City and California.

Ms. De Foor earned a BBA in Accounting from the University of Notre Dame, an MBA from the University of Southern California, and pursued legal studies at Concord Law School. While there she passed the California Baby Bar. She is a Certified Treasury Professional, a Certified Government Financial Manager and formerly was a State Treasurer's appointee to the California Debt & Investment Advisory Commission's Investment Advisory Committee. In 2009, Treasury & Risk named Ms. De Foor to its list of the 100 Most Influential People In Finance. While in Los Angeles, she led the team that was selected as the Grand Prize winner of Association for Financial Professional's 2009 Pinnacle Award and Treasury Today's Adam Smith Award. She also currently holds trustee or committee positions with the Association for Financial Professionals and the Long Beach Museum of Art. She previously was a member of the Government Finance Officers Association of the United States and Canada's Executive Board.

*Stefan Jaskulak, CTP* is the Deputy Chief Financial Officer of the City, with operational responsibility for Treasury, Controller, Risk Management, Revenue, Budget and Grants. Previously, Mr. Jaskulak was the Director of Cash Management for the City of Los Angeles overseeing that city's cash functions, bank relationships and finalizing a large scale banking conversion project, receiving the AFP Pinnacle Grand Prize Award and Pinnacle Strategy Award, the Alexander Hamilton Award and the Adam Smith Award. Prior to joining the City of Los Angeles, he was Assistant Treasurer/First Vice President of Corporate Finance at IndyMac

Bank overseeing treasury operations, structured finance and treasury systems as well as the corporate bank branches. His experience spans the public and private sectors in the United States in addition to consulting in Europe with over 20 years in the finance profession. He earned his CCM in 1999 and teaches the CTP preparation course at Brandman University and is a frequent speaker at finance conferences on both sides of the Atlantic.

*Louis E. Miller* is the Aviation General Manager. With more than 32 years of airport management experience, Mr. Miller has a reputation for providing high-quality facilities and services while maintaining a low cost structure. Mr. Miller, who assumed the position of general manager for the Airport in September 2010, also has a proven track record for effectively responding to changing economic and security conditions. Mr. Miller is the former executive director and CEO of Tampa International Airport (TPA), where he served from 1996 until spring 2010. In that role, he also oversaw three general aviation facilities – Peter O. Knight, Plant City and Tampa Executive – and more than $1.3 billion in capital improvements. A community-oriented professional, Mr. Miller served on several boards in Tampa, including the Greater Tampa Chamber of Commerce and the Policy Committee of the Tampa Hillsborough Economic Development Corporation. He was chairman in 1994 of the North American region of Airports Council International (ACI) and currently serves as treasurer of ACI worldwide.

He started his career as an internal auditor for Salt Lake City Corporation and subsequently became a partner in a public accounting firm. Subsequently, Mr. Miller served for five years as deputy director of airports for the Salt Lake City Airport Authority and was responsible for finance and administration of the Airport Authority. He was promoted to executive director and served for 14 years as CEO.

A native of Salt Lake City, Mr. Miller was inducted into the Utah Travel Council's Tourism Hall of Fame, received the 1993 Freedom of Enterprise Award from the Utah Association of Certified Public Accountants and was presented with the 1994 Service to the Industry Award from the Utah Chapter of the Associated General Contractors of America. Mr. Miller's other honors include: 2009 Patriot Award from the Florida Committee for Employer Support of the Guard and Reserve, 2007 Gonzmart Family Ambassador Award for community service and hospitality, Southwest Airlines' 2006 Good Neighbor Award, 2006 Good Government Award from the Hillsborough County Board of County Commissioners, 2005 Spirit Award from the Hillsborough County Affirmative Action Council and 2003 Outstanding Public Administrator Award from the American Society for Public Administration.

Miller was educated at the University of Utah and is an accounting graduate of Stevens-Henager Business College in Salt Lake City. A licensed CPA, he also spent four years in the United States Army, earning the rank of Sergeant E-5.

*Robert W. Kennedy* is serving as the Interim Deputy Aviation General Manager. Mr. Kennedy has more than 30 years experience in the aviation industry. He took on the position of Assistant General Manager for Operations, Maintenance and Security for the Department of Aviation in September, 2006 and has also served as director of marketing, public relations and Intergovernmental Affairs. Mr. Kennedy also previously served as the Route Development Manager for the Department of Aviation. As Route Development Manager, he was involved in numerous discussions and negotiations with many of the world's major air

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carriers, and he successfully developed several new airline services to Atlanta, including the first direct all-cargo service to Southeast Asia, the Netherlands and Latin America. In addition, he worked with federal agencies in acquiring a U.S. Fish & Wildlife port designation, the approval of Cold Treatment for fruits and vegetables for Atlanta and USDA-VS Equine Importation designation.

*Milton M. Castillo, CPA* is the Assistant Aviation General Manager, Chief Financial Officer. He is responsible for all accounting, finance and treasury operations. He has approximately 20 years of experience in accounting and finance, including audit, budgeting and forecasting, capital markets, corporate and investment finance, mergers and acquisitions, Securities and Exchange Commission reporting and strategic planning. Most recently, Castillo was Vice President of Finance and Chief Financial Officer at Concessions International. He was responsible for all accounting and financial operations at the airport concessions company, which had $100 million in annual sales. He started his career at Arthur Anderson & Company in 1990.

Mr. Castillo is a graduate of Emory University and has been licensed as a certified public accountant in Georgia since 1992. He is a member of the Georgia Society of Certified Public Accountants and the American Institute of Certified Public Accountants.

Mr. Castillo recently announced his resignation, effective early 2011, to accept a position as the Senior Vice President for Business Affairs and Chief Financial Officer at the University of Arizona.

*Arnaldo Ruiz* is the Assistant Aviation General Manager of Commercial Development. Mr. Ruiz is responsible for maximizing non-airline revenue as well as the Airport's strategic direction for Customer Service, Properties Management, Marketing and Business Development. Mr. Ruiz oversees the Airport's concessions, cargo development and parking business units. He also has a lead role in lease negotiations with airlines and tenants, as well as acquisition and development of land areas outside of Airport property lines. Mr. Ruiz's industry experience includes 22 years with Delta Air Lines, Inc. in such areas as Reservations Sales, International Corporate Sales, New Business Development and Alliance Marketing. He is an MBA graduate of Georgia State University with a BSIM from the Georgia Institute of Technology.

*Jim Drinkard, P.E.* is the Assistant General Manager of Planning & Development. Mr. Drinkard has more than 30 years of airport planning and engineering experience and began his career as a design engineer working on the original midfield design for the Airport in 1977. He returned to the Department of Aviation in 2000 as a consultant planning manager prior to his current appointment as assistant general manager. Mr. Drinkard also served as co-director of Planning for the Department of Aviation with primary focus on the $6 billion capital improvement program.

Previously, he served as consultant project manager for several major projects at Orlando International Airport, including the major new fourth parallel runway, North Crossfield taxiway bridge and South Terminal complex infrastructure development. He also served as a consultant project manager for major airfield and landside development projects at Cincinnati/Northern Kentucky International Airport, Houston Intercontinental Airport, Raleigh-Durham International

Airport, Charleston International Airport, Baton Rouge Metropolitan Airport, Huntsville International Airport, Savannah International Airport and Philadelphia International Airports.

Mr. Drinkard has been actively involved in the Airports Council International – North America Technical Committee, Consulting Engineers Council of Georgia, and the American Society of Civil Engineers. Mr. Drinkard holds a Bachelors of Civil Engineering degree from the Georgia Institute of Technology.

*Arthur L. Bacon* is the Treasurer for the Department of Aviation. Mr. Bacon coordinates and supervises the debt service, cash management and collection functions. Prior to assuming his current position, Mr. Bacon served as Director of Finance for the Department of Aviation. While in that position he coordinated and supervised the accounts payable, accounts receivable and financial analysis functions. In addition, he also previously served as Senior Financial Analyst in the City of Atlanta, Department of Finance, Enterprise Fund Division. While in that position he supervised the work of financial analysts and accountants for the Airport Section of the Enterprise Fund Division. Earlier in his career, Mr. Bacon was a Cost and Properties Accountant for General Motors Central Foundry Division in Saginaw, Michigan. He received a Bachelor of Science degree in Accounting from Morris Brown College in 1976. He received a Master's degree in Business Administration from Atlanta University in 1980.

*Stephen R. Caldwell* is the Director of Financial Analysis, Budgeting and Risk Management. He is responsible for forecasting the revenues and expenses of the Department of Aviation and applying those forecasts to the budget. He is also responsible for conducting financial analysis and justification for many of the projects as well as applying long-range financial planning in support of the strategic initiatives of the Department of Aviation. Mr. Caldwell brings over seven years of experience in public and private finance, as well as twelve years of experience in the United States Marine Corps. He earned both a Bachelor of Arts in Economics in 1997 and a Masters of Business Administration in 2003 from Vanderbilt University.

**Capital Improvement Plan**

The City has developed a plan of capital improvements at the Airport to be constructed or implemented through approximately 2014 (the "Capital Improvement Plan"). A key element of the Capital Improvement Plan is the Maynard H. Jackson, Jr. International Terminal (MHJIT). The Maynard H. Jackson, Jr. International Terminal is expected to provide approximately 1.2 million square feet of terminal space on five levels and 12 aircraft parking positions (gates) capable of accommodating wide body aircraft in international or domestic service, supplementing the 28 widebody aircraft gates at the existing international Concourse E. As of September 2010 the MHJIT project was 67% complete and on budget; substantial completion of the MHJIT project is currently forecasted in April 2012. The total cost of the MHJIT project is $1.5 billion, inclusive of enabling, roadway and parking projects and, as of July 2010, $1.1 billion of that amount has been committed to purchase orders and contracts. MHJIT has been funded with a combination of prior Bonds, pay as you go PFC Revenues, Airport funds, and grants, as well as draws under the Series 2010A/B Commercial Paper Program which provided interim funding. No additional issuance of Bonds is forecasted to be required to fund the MHJIT project.

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Other future projects in the Capital Improvement Plan total approximately $1.4 billion. These projects include $268 million for airfield projects, $835 million for terminal projects, and $341 million for Airport support and infrastructure projects. Certain of these projects in the Capital Improvement Plan are preliminary and still require MII approval from the Signatory Airlines. The Capital Improvement Plan is being funded through a combination of the proceeds of General Revenue Bonds, Hybrid Bonds, federal grants-in-aid, PFC Revenues, CFC Revenues, commercial paper notes, and other Airport funds.

The actual timing of construction or implementation of projects in the Capital Improvement Plan will depend on the achievement of forecast demand or other justification of need, the receipt of required environmental and other regulatory approvals, and, as required by the provisions of the Extended and Amended Airline Agreements and the Proposed Amended Airline Agreements and Majority-in-Interest approval of projects not already approved whose costs are to be recovered through airline rentals, fees, and charges. The City may elect to defer, or to change the funding plan for, certain of the projects.

For a more complete description of the projects included within the Capital Improvement Plan, their estimated costs, and the City's funding plan, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - CAPITAL IMPROVEMENT PLAN" attached hereto.

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## Airlines Serving the Airport

The Airport is served by nearly all of the principal U.S. mainline airlines. As of July 2010, the airlines serving the Airport provided an average of 1,309 daily aircraft departures to more than 48 domestic destination airports, including all major U.S. cities. International service was provided to 102 destination airports in Europe, Mexico and Central America, South America, the Caribbean, Canada, Africa, Asia, the Middle East and India. Alaska Airlines, which is not shown in the table below, commenced service at the Airport in October 2009. Following is a table of the passenger airlines providing scheduled domestic and international service at the Airport as of July 2010.

**Airlines Serving the Airport**
**(as of July 2010)**

| Major/National Airlines | Regional Airlines | Foreign Flag Airlines | Cargo Airlines* |
|---|---|---|---|
| AirTran Airways[(1)(2)] | Air Wisconsin | Air Canada Jazz | Air Transport International |
| Alaska Airlines | American Eagle | Air France[(3)] | Capital Cargo International[(5)] |
| American Airlines[(1)] | Atlantic Southeast[(1)(2)(3)(4)] | British Airways | Cargolux |
| Continental Airlines[(1)] | Chautauqua Airlines | KLM Royal Dutch Airlines[(3)] | Cathay Pacific Airways |
| Delta Air Lines[(1)(2)(3)] | Comair[(2)(3)(4)] | Korean Air[(3)] | China Airlines |
| Frontier Airlines | Compass Airlines[(3)(4)] | Lufthansa German Airlines | DHL |
| Midwest Airlines[(1)] | ExpressJet Airlines | | EVA Airways |
| Spirit Airlines | Mesa Airlines | | FedEx |
| United Airlines[(1)] | Mesaba Airlines[(3)(4)] | | Global Supply Systems |
| US Airways[(1)] | Pacific Wings[(6)] | | Great Wall Airlines |
| | Pinnacle Airlines[(2)(3)(4)] | | Korean Air |
| | Republic Airlines | | Lufthansa German Airlines |
| | Shuttle America[(3)(4)] | | Martinair Holland |
| | SkyWest Airlines[(3)(4)] | | Southern Air[(7)] |
| | | | UPS |

(1) Airlines signatory to the central passenger terminal complex (CPTC) leases.
(2) U.S.-flag airlines providing international service.
(3) Flights marketed under SkyTeam Alliance.
(4) Airlines operating as an affiliate of Delta Air Lines.
(5) Provides service for British Airways.
(6) Flights marketed as Georgia Skies.
(7) Provides service for British Airways and Korean Air.
* Airlines listed operate regular all-cargo service at the Airport. Some airlines listed operate contract service on behalf of other airlines. Other cargo airlines not listed in this table operate ad hoc charter service at the Airport.

Source: City of Atlanta, Department of Aviation.

For additional information concerning the airlines serving the Airport, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - HISTORICAL AIRLINE TRAFFIC" attached hereto.

*Delta Air Lines, Inc.* The Airport is, by far, Delta's largest hub. In July 2010, 1,029 average daily aircraft departures were scheduled from the Airport by Delta and its Delta

Connection affiliates. As of July 2010, Delta Connection affiliates included Atlantic Southeast, Chautauqua Airlines, Comair, Compass Airlines, Mesaba Airlines, Pinnacle Airlines, Shuttle America and SkyWest Airlines. The number of average daily departing seats scheduled from the Airport by Delta and its Delta Connection affiliates (118,265 seats) exceeded the combined number of scheduled seats from Delta's next two largest hubs in Minneapolis-St. Paul and Detroit (98,841 seats). The average number of daily departing international seats from the Airport by Delta and its Delta Connection affiliates (17,400) was about 73% more than the total scheduled from New York Kennedy (10,050) and more than double that scheduled from both Detroit (4,990) and Minneapolis-Saint Paul (4,190). The magnitude of Delta's international operations from the Airport relative to other hub airports reflects the Airport's role in Delta's system as its primary international connecting gateway.

In October 2008, Delta and Northwest Airlines merged and in December 2009, received regulatory approval to integrate their operations fully and operate under a single operating certificate.

In July 2010, 38.2% of Delta's system wide seats were scheduled on flights to or from the Airport, an increase from approximately 29.9% from July 2000. This increase in concentration at the Airport is partially attributable to Delta's January 2005 closure of its Dallas/Fort Worth hub, and its reductions in service at its Cincinnati hub, as well as at Orlando and Boston. Scheduled numbers of departing seats on Delta from the former Northwest Airlines hubs in Detroit, Memphis, and Minneapolis-Saint Paul were 17.9% lower in July 2009 than in July 2000. As of July 2010, Delta, together with its Delta Connection affiliates, accounted for 76.7% of scheduled departing seats at the Airport.

***Delta Response to High Fuel Prices and Recession.*** High fuel prices precipitated a profitability crisis in the U.S. airline industry in the summer of 2008. The crisis caused most U.S. airlines, including Delta, to reduce domestic capacity in the second half of 2008. Combined, Delta-Northwest domestic seat-mile capacity was decreased 7.3% in the third quarter of 2008 and 10.7% in the fourth quarter of 2008. Concurrently, Delta-Northwest international seat-mile capacity was increased 13.0% in the third quarter of 2008 and 8.5% in the fourth quarter of 2008 as new international routes were added, many of them from the Airport.

Notwithstanding the substantial decrease in fuel prices during the second half of 2008, in December 2008, Delta announced its intention to reduce both domestic and international capacity in 2009 on account of increased fuel prices, the global economic recession, decreased passenger demand and reduced yields. For 2009, Delta's consolidated seat-mile capacity was reduced 8.0% compared with 2008 capacity, a combination of a 13.9% reduction in international seat-mile capacity and a 4.0% reduction in domestic seat-mile capacity.

***Delta Capacity Guidance.*** Capacity guidance provided by Delta in July 2010 indicated up to a 1.5% increase in system wide seat-mile capacity in calendar year 2010 compared with 2009 capacity and up to a 3.0% increase in 2011 compared with 2010 capacity. According to schedules published by Official Airline Guides, Inc., for the full year 2010, Delta's seat capacity (domestic and international) at the Airport will increase 4.3% compared with 2009 capacity. The schedules also indicate a 28.5% reduction in seat capacity at the airline's Cincinnati hub in 2010 compared with 2009. Delta's seat capacity at its Cincinnati hub in the fourth quarter of 2010 is

scheduled to be approximately 25% of its seat capacity in the fourth quarter of 2004, the airline's all-time peak quarter at Cincinnati.

**All of the information concerning Delta set forth herein under "THE AIRPORT" has been taken from "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT" attached hereto which is based upon publicly available information as described in the Report of the Airport Consultant. By including such information in this Official Statement, neither the City nor the Airport Consultant assumes any responsibility or makes any representation or warranty, express or implied, as to the accuracy, truthfulness or completeness of such information or any failure by Delta to disclose events which may have occurred or may affect the significance or accuracy of any such information but which are unknown to the City or the Airport Consultant. Delta has not participated in the preparation of this Official Statement and makes no representation as to the accuracy or completeness of the information contained herein.**

*AirTran Airways, Inc*. The Airport is, by far, the most important airport in AirTran's system, accounting for approximately the same number of daily seats as the next five airports combined, and accounting for most of AirTran's system wide connecting activity. AirTran's Atlanta hub operation ranks as the 15th busiest in the nation in terms of scheduled departing seats. In recent years, AirTran has also increased its market share and, as of July 2010, accounted for 16.8% of scheduled departing seats at the Airport.

According to data reported by AirTran to the U.S. Department of Transportation ("U.S. DOT"), about 90% of AirTran's 2009 system wide connecting passengers connected at the Airport. In July 2010, about 56% of AirTran's system-wide seats were scheduled on flights to or from the Airport, a decrease from about 91% in July 2000. Notably, between July 2000 and July 2009, AirTran's system wide seat capacity almost tripled. In addition to expanding service at its Atlanta hub, AirTran has diversified its system by increasing service at the airports serving Orlando, Baltimore/Washington, and Milwaukee. The low-cost structure of AirTran and its success in building a strong market share in Atlanta contributed to it being one of the few profitable U.S. airlines in 2002 through 2007.

In September 2010, Southwest Airlines announced a proposal to acquire AirTran for $1.4 billion in cash and stock. It is reported that the combined airline would be called Southwest, adopt Southwest Airlines' branding and service policies and be the largest U.S. airline as measured by domestic passengers carried. As of September 2010, AirTran and Southwest Airlines together, operated a fleet of 685 aircraft. According to schedules published by Official Airline Guides, Inc., for the full year 2010, the Airport would account for approximately 4.9% of departing seat capacity in a combined Southwest-AirTran system, a higher share than any airport other than Las Vegas, Chicago Midway and Baltimore. The proposed acquisition has been approved by the boards of directors of both companies, but requires the approval of AirTran stockholders, receipt of certain regulatory clearances, and the fulfillment of customary closing conditions. Full integration of operations is expected to take up to two years.

**For additional information concerning AirTran as well as the proposed acquisition of AirTran by Southwest Airlines, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRPORT ROLE" attached hereto.**

*AirTran Response to High Fuel Prices and Recession*. AirTran's cost structure is among the lowest in the industry and, as such, the financial performance of the airline is particularly sensitive to fluctuations in the price of fuel. In 2007, a profitable year for the airline, AirTran reported its fuel expense to be 37.1% of total operating expenses. In the third quarter of 2008, as fuel prices peaked, its fuel expense percentage increased to 49.8%, and the airline reported a loss. In 2009, as fuel prices decreased, the airline's fuel expense percentage decreased to 31.4%, and AirTran again reported a profit.

In July 2008, AirTran announced plans to reduce capacity. Capacity reductions were achieved through reductions in fleet size and decreased aircraft utilization. AirTran disposed of eight of its B-737 aircraft in 2008, sold two of four B-737 aircraft scheduled to be delivered in 2009, and plans to add no aircraft in 2010. Additionally, AirTran has deferred deliveries of 37 aircrafts originally scheduled to be delivered through 2012. The combination of aircraft sales and deferred deliveries removed 47 aircraft from the airline's original 2008-2012 fleet plan. AirTran began increasing capacity in the fourth quarter of 2009, with seat-mile capacity increasing 8.1% compared with capacity in the fourth quarter of 2008. AirTran continued to increase capacity in 2010; seat-mile capacity was 5.4% higher in the first 6 months of 2010 than in the first 6 months of 2009.

As part of its near-term strategy, AirTran has decreased capacity from Atlanta and has increased capacity elsewhere, particularly from Milwaukee and on point-to-point routes from secondary airports to leisure destinations, particularly in Florida. AirTran's share of departing seat capacity from the Airport decreased from 21% in July 2008 to 17% in July 2010. Capacity reductions at the Airport have been achieved primarily through the reduction of service frequencies and the use of smaller B-717 aircraft. Notwithstanding a 20.4% reduction in scheduled departing seats from the Airport in July 2010 compared with July 2008, the number of airports AirTran served nonstop from the Airport increased from 54 airports in July 2008 to 60 airports in July 2010.

***AirTran Capacity Guidance.*** AirTran added new service from the Airport to Cancun, Mexico in February 2009, its first international scheduled service since discontinuing service to Freeport, Bahamas in 2007. In December 2009, AirTran added service from the Airport to Aruba and Nassau, Bahamas and in February 2010, added service to Montego Bay, Jamaica. New service from the Airport to Punta Cana, Dominican Republic is scheduled to begin in February 2011. AirTran cited the flexibility of its B-737 fleet as the reason it has been able to add service to new markets in Mexico, Central America, and the Caribbean as demand returns.

Capacity guidance provided by AirTran in July 2010 indicated that it intends to increase its system wide seat-mile capacity will be reduced by approximately 1% in the third quarter of 2010 and between 1% and 2% in 2011. According to schedules published by Official Airline Guides, Inc., for the second half of 2010, AirTran's seat capacity (domestic and international) at the Airport will decrease 8.1% compared with capacity in the same period in 2009. Also, for the second half of 2010, AirTran's seat capacity is scheduled to increase 2.6% from Orlando, 9.8% from Baltimore, and 34.2% from Milwaukee.

**All of the information concerning AirTran set forth under "THE AIRPORT" has been taken from "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT"**

**attached hereto which is based upon publicly available information as described in the Report of the Airport Consultant. By including such information in this Official Statement, neither the City nor the Airport Consultant assumes any responsibility or makes any representation or warranty, express or implied, as to the accuracy, truthfulness or completeness of such information or any failure by AirTran to disclose events which may have occurred or may affect the significance or accuracy of any such information but which are unknown to the City or the Airport Consultant. AirTran has not participated in the preparation of this Official Statement and makes no representation as to the accuracy or completeness of the information contained herein.**

*SEC Filings and Reports*. Delta and AirTran file annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and certain other reports and information with the SEC. Copies of the reports and other information filed with the SEC can be obtained in electronic form on the SEC website at http://www.sec.gov/edgar.shtml. In addition, copies of SEC records can be obtained using the following methods to contact the Office of Investor Education and Advocacy: (a) submit the online form on the SEC website, (b) send an email to publicinfo@sec.gov, (c) send a fax to (202) 772-9295, or (d) submit a written request to U.S. Securities and Exchange Commission, Office of Investor Education and Advocacy, 100 F Street N.E., Washington, D.C. 20549-0213.

*Historical Passenger Activity*. According to Airports Council International, in 2009, the Airport was the busiest passenger airport in the world with approximately 88.0 million total passengers (enplaned plus deplaned).

Between 1990 and 1991, the number of enplaned passengers at the Airport decreased 20.5% as a result of economic recession and the demise of Eastern Air Lines, which had operated its principal connecting hub at the Airport. Between 1991 and 2000, the number of enplaned passengers at the Airport increased steadily. The increase from 18.9 million passengers in 1991 to 40.2 million passengers in 2000 represents an average increase of 8.7% per year. For this same period, the number of enplaned passengers in the United States as a whole increased an average of 4.4% per year. The percentage of total U.S. passengers enplaned at the Airport increased from 4.1% in 1991 to 5.5% in 2000. In 2000, the mainline airlines (generally those airlines operating aircraft with 100 seats or more) accounted for 93.3% of enplaned passengers at the Airport, and regional affiliate airlines (generally those airlines operating aircraft with fewer than 100 seats) accounted for 6.7%.

During the last four months of 2001, the number of passengers enplaned at the Airport was 17.1% lower than the number enplaned in the same period of 2000 as a result of the decline in airline travel following the September 11, 2001 terrorist attacks and drastically reduced airline service. By November 2001, Delta and other major airlines had reduced their system wide seat capacity by as much as 20%. Short-haul airline travel was particularly affected, as travelers switched from air to surface transportation modes.

With the return of passenger confidence in the security of airline travel, the end of the 2001 national economic recession, and the widespread availability of low fares, traffic gradually increased during 2002. In 2003, traffic increases were limited by a combination of weak economic conditions, passenger anxieties about the security of airline travel stemming from the

invasion and occupation of Iraq and terrorist attacks and threats around the world, and publicity about severe acute respiratory syndrome (SARS). In 2004, the number of enplaned passengers at the Airport increased 5.4% as economic conditions improved, security concerns receded, and discount airfares were widely available. The Airport's enplaned passenger total in 2004 exceeded the total in 2000.

Strong growth in passenger traffic at the Airport continued through September 2005, as Delta eliminated its Dallas/Fort Worth hub and increased service from Atlanta under its transformation plan. However, following Delta's September 2005 Chapter 11 bankruptcy filing and reductions in service under its restructuring plan, the number of passengers at the Airport decreased at the end of 2005. However, for 2005 as a whole, the number of enplaned passengers at the Airport increased 2.8% over the number enplaned in 2004. In 2006, the number of enplaned passengers decreased 1.2%, combining a 3.0% reduction in the number of domestic passengers with a 20.9% increase in the number of international passengers. As Delta restructured in bankruptcy, the number of passengers at the Airport increased in 2007 as a result of strong demand, increased passenger load factors, and the transfer of some connecting passenger traffic from Delta's Cincinnati hub to the Airport.

Between 2007 and 2009, the number of enplaned passengers at the Airport increased 0.6% overall, the result of a 7.4% increase in the number of connecting passengers offsetting a 12.3% decrease in the number of originating passengers. In the first 6 months of 2010 relative to the first 6 months of 2009, the number of enplaned passengers increased 1.2%.

For additional information concerning enplaned passengers, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - HISTORICAL AIRLINE TRAFFIC" attached hereto.

**Airport Traffic Activity**

The tables below set forth historical domestic and international enplaned passenger activity at the Airport for calendar year 2006 and Fiscal Years 2007 through 2010 by passenger and by airlines serving the Airport. For additional information concerning enplaned passenger activity at the Airport, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS" attached hereto.

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## Historical Enplaned Passengers[(1)(2)]

| Fiscal Year[(2)] | Domestic Enplanements | Annual Change | International Enplanements | Annual Change | Total Enplanements | Annual Change |
|---|---|---|---|---|---|---|
| 2006 | 38,463,582 | - | 4,060,639 | - | 42,524,221 | - |
| 2007 | 39,022,194 | - | 4,270,417 | - | 43,292,611 | - |
| 2008 | 40,747,762 | 4.4% | 4,539,412 | 6.3% | 45,287,174 | 4.6% |
| 2009 | 40,344,232 | -1.0% | 4,464,750 | -1.6% | 44,808,982 | -1.1% |
| 2010 | 40,953,747 | 1.5% | 4,421,551 | -1.0% | 45,375,298 | 1.3% |

(1) Totals may not add due to rounding.

(2) The information presented in this table for 2006 is based on a 12 month period beginning January 1 and ending December 31. The information presented in this table for 2007 through 2010 is based on 12 month periods beginning July 1 and ending June 30 which coincide with the City's Fiscal Year for those years. For purposes of continuing disclosure from and after Fiscal Year 2007, the information in this table will be presented on a Fiscal Year basis only.

Source: City of Atlanta, Department of Aviation.

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## Historical Enplaned Passengers by Airline[1]

| | Fiscal Year[2] | | | | |
|---|---|---|---|---|---|
| | 2006 | 2007 | 2008 | 2009 | 2010 |
| **Domestic Service** | | | | | |
| Delta and affiliates | | | | | |
| Delta | 22,352,467 | 21,989,316 | 21,483,778 | 21,751,868 | 23,381,110 |
| Northwest[3][4] | 472,893 | 447,028 | 391,820 | 263,204 | 60,101 |
| Atlantic Southeast | 4,978,430 | 4,804,122 | 5,688,170 | 5,672,932 | 6,109,736 |
| Chautauqua[6] | - | 41,499 | - | - | - |
| Comair | 445,133 | 351,609 | 333,650 | 325,689 | 242,323 |
| Freedom | 230,043 | 466,825 | 228,105 | 3,837 | - |
| Mesaba | - | - | - | - | 78,238 |
| Pinnacle | - | - | 177,682 | 769,592 | 913,968 |
| Shuttle America | - | 237,583 | 473,384 | 551,417 | 315,171 |
| SkyWest | - | 185,353 | 345,973 | 338,088 | 159,760 |
| **Subtotal Delta** | **28,478,966** | **28,523,335** | **29,122,562** | **29,676,627** | **31,260,407** |
| AirTran[3] | 7,229,156 | 7,659,184 | 8,631,726 | 8,206,452 | 7,331,886 |
| Alaska | - | - | - | - | 36,476 |
| American[3] | 976,277 | 940,454 | 985,871 | 809,555 | 743,499 |
| US Airways[3][5] | 541,333 | 447,778 | 617,596 | 538,440 | 592,095 |
| Continental | 549,088 | 540,951 | 524,517 | 440,982 | 381,050 |
| United[3] | 450,624 | 449,486 | 425,940 | 347,951 | 310,676 |
| Spirit | 41,453 | 115,575 | 191,367 | 123,057 | 120,554 |
| Frontier | 112,835 | 133,620 | 156,634 | 127,008 | 120,509 |
| Midwest[3] | 64,434 | 71,861 | 65,371 | 47,795 | 51,245 |
| America West | 218,554 | 128,274 | | - | - |
| Independence | 723 | | | - | - |
| Trans World | | | | - | - |
| Other | 19,416 | 11,676 | 26,178 | 26,365 | 5,350 |
| Subtotal | 9,984,616 | 10,498,859 | 11,625,200 | 10,667,605 | 9,693,334 |
| **Total Domestic** | **38,463,582** | **39,022,194** | **40,747,762** | **40,344,232** | **40,953,747** |
| **International Service** | | | | | |
| Delta and affiliates | | | | | |
| Delta | 3,204,963 | 3,365,010 | 3,579,664 | 3,605,387 | 3,445,531 |
| Atlantic Southeast | 153,110 | 265,091 | 295,628 | 71,030 | 171,820 |
| Comair | 2,329 | 2,329 | - | - | 787 |
| Northwest | - | - | - | 172,275 | 125,155 |
| Pinnacle | - | - | 3,623 | 25,195 | 4,487 |
| SkyWest | - | 1,633 | 10,779 | 7,372 | 466 |
| Subtotal Delta | 3,360,402 | 3,634,063 | 3,889,694 | 3,881,259 | 3,748,246 |
| AirTran | 29,005 | 26,314 | 4,704 | 12,393 | 86,330 |
| Foreign-flag airlines | 583,133 | 517,175 | 546,460 | 468,806 | 481,886 |
| Other | 88,099 | 92,865 | 98,554 | 102,292 | 105,089 |
| **Total International** | **4,060,639** | **4,270,417** | **4,539,412** | **4,464,750** | **4,421,551** |
| **Total** | **42,524,221** | **43,292,611** | **45,287,174** | **44,808,982** | **45,375,298** |

(1) Totals may not add due to rounding.

(2) The information presented in this table for 2006 is based on a 12 month period beginning January 1 and ending December 31. The information presented in this table for 2007 through 2010 is based on 12 month periods beginning July 1 and ending June 30 which coincide with the City's Fiscal Year for those years. For purposes of continuing disclosure from and after Fiscal Year 2007, the information in this table will be presented on a Fiscal Year basis only.

(3) Includes regional affiliates.

(4) Effective October 8, 2008, Northwest Airlines began operation as an affiliate of Delta.

(5) Effective September 2005, America West began operation as part of US Airways.

(6) Enplaned passenger figures for this airline of 29,281 included in figure for American Airlines.

Source: City of Atlanta, Department of Aviation.

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For additional information concerning international enplaned passengers, airline aircraft departures, airline competition, passenger airline service, passenger origins and destinations, originating passengers and airfares, aircraft operations and aircraft landed weight, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS " attached hereto.

*Airport Operations*. The following table presents historical data on aircraft operations (landings and takeoffs) for calendar year 2006 and Fiscal Years 2007 through 2010. The approximate distribution of operations in 2009 was air carrier, 74%; air taxi and commuter, 25%; and general aviation, 1%. Most general aviation operations are by business jet aircraft. Military operations account for a negligible percentage of total aircraft operations at the Airport. For additional information concerning aircraft operations, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS" attached hereto.

**Historical Aircraft Operations[(1)(2)]**

| Fiscal Year[(2)] | Air Carrier | Air Taxi/ Commuter | General Aviation | Military | Total Operations | Annual Change |
|---|---|---|---|---|---|---|
| 2006 | 673,734 | 291,762 | 9,417 | 1,534 | 976,447 | - |
| 2007 | 708,158 | 268,761 | 9,949 | 917 | 987,785 | 1.2% |
| 2008 | 748,467 | 237,631 | 11,972 | 1,058 | 999,128 | 1.1% |
| 2009 | 735,237 | 222,623 | 7,515 | 1,081 | 966,456 | -3.3% |
| 2010 | 717,424 | 237,899 | 7,342 | 1,141 | 963,806 | -0.3% |

(1) Totals may not add due to rounding.

(2) The information presented in this table for 2006 is based on a 12 month period beginning January 1 and ending December 31. The information presented in this table for 2007 through 2010 is based on 12 month periods beginning July 1 and ending June 30 which coincide with the City's Fiscal Year for those years. For purposes of continuing disclosure from and after Fiscal Year 2007, the information in this table will be presented on a Fiscal Year basis only.

Source: City of Atlanta, Department of Aviation.

*Airline Market Shares*. The following table presents historical domestic and international enplaned and originating passenger market share data for calendar year 2006 and Fiscal Years 2007 through 2010. The combined share of passengers enplaned on the flights of Delta and its Delta Connection affiliates (domestic and international) decreased from a high of 82.4% in 1997 to a low of 72.0% in 2007; the share increased slightly to 72.7% in 2008. Including Northwest Airlines, Delta's share of enplaned passengers in 2009 was 76.3%. The increased share of passengers enplaned by AirTran accounted for most of the change in airline market shares since the mid-1990s. In 2009, AirTran enplaned 17.2% of Airport passengers and the market share of the spoke and foreign-flag airlines (other than Northwest Airlines) decreased from 11.0% in 1998 to 6.4% in 2009. For additional information concerning airline market share, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS" attached hereto.

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## Historical Market Share by Airline[1]

| | Fiscal Year[2] | | | | |
|---|---|---|---|---|---|
| | 2006 | 2007 | 2008 | 2009 | 2010 |
| **Domestic Service** | | | | | |
| Delta and affiliates | | | | | |
| Delta | 52.6% | 50.8% | 47.4% | 48.54% | 50.1% |
| Northwest[3][4] | 1.1 | 1.0 | 0.9 | 0.59 | 0.1 |
| Atlantic Southeast | 11.7 | 11.1 | 12.6 | 12.66 | 13.9 |
| Chautauqua | 0.0 | 0.1 | 0.0 | 0.0 | 0.0 |
| Comair | 1.0 | 0.8 | 0.7 | 0.73 | 0.5 |
| Freedom | 0.5 | 1.1 | 0.5 | 0.01 | 0.0 |
| Mesaba | 0.0 | 0.0 | 0.0 | 0.0 | 0.2 |
| Pinnacle | 0.0 | 0.0 | 0.4 | 1.72 | 2.0 |
| Shuttle America | 0.0 | 0.5 | 1.0 | 1.23 | 0.7 |
| SkyWest | 0.0 | 0.4 | 0.8 | 0.75 | 0.4 |
| Subtotal Delta | 66.9% | 65.8% | 64.3% | 66.23% | 67.9% |
| AirTran[3] | 17.0% | 17.7% | 19.1% | 18.31% | 16.6% |
| American[3] | 2.3 | 2.2 | 2.2 | 1.81 | 1.7 |
| US Airways[3][5] | 1.3 | 1.0 | 1.4 | 1.20 | 1.3 |
| Continental[3] | 1.3 | 1.2 | 1.2 | 0.98 | 0.9 |
| United[3] | 1.1 | 1.0 | 0.9 | 0.78 | 0.7 |
| Spirit | 0.1 | 0.3 | 0.4 | 0.27 | 0.3 |
| Frontier | 0.3 | 0.3 | 0.3 | 0.28 | 0.3 |
| Midwest[3] | 0.2 | 0.2 | 0.1 | 0.11 | 0.1 |
| America West | 0.3 | 0.0 | 0.0 | 0.0 | 0.0 |
| Independence | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 |
| Trans World | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 |
| Other | 0.0 | 0.0 | 0.1 | 0.06 | 0.1 |
| Subtotal | 23.5% | 23.9% | 25.7% | 23.81% | 22.0% |
| **Total Domestic** | **90.5%** | **89.7%** | **90.0%** | **90.04%** | **89.9%** |
| **International Service** | | | | | |
| Delta and affiliates | | | | | |
| Delta | 7.5% | 7.8% | 7.9% | 8.05% | 7.9% |
| Atlantic Southeast | 0.4 | 0.6 | 0.7 | 0.16 | 0.4 |
| Comair | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 |
| Northwest | 0.0 | 0.0 | 0.0 | 0.38 | 0.3 |
| Pinnacle | 0.0 | 0.0 | 0.0 | 0.06 | 0.0 |
| Shuttle America | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 |
| SkyWest | 0.0 | 0.0 | 0.0 | 0.02 | 0.0 |
| Subtotal Delta | 7.9% | 8.4 | 8.6% | 8.66% | 8.6% |
| AirTran | 0.1% | 0.1% | 0.0% | 0.03% | 0.2% |
| Foreign-flag airlines | 1.4 | 1.2 | 1.2 | 1.05 | 1.1 |
| Other | 0.2 | 0.2 | 0.2 | 0.23 | 0.2 |
| **Total International** | **9.5%** | **9.9%** | **10.0%** | **9.96%** | **10.1%** |
| Total | 100.0% | 100.0% | 100.0% | 100.00% | 100.0% |

(1) Totals may not add due to rounding.

(2) The information presented in this table for 2006 is based on a 12 month period beginning January 1 and ending December 31. The information presented in this table for 2007 through 2010 is based on 12 month periods beginning July 1 and ending June 30 which coincide with the City's Fiscal Years for those years. For purposes of continuing disclosure from and after Fiscal Year 2007, the information in this table will be presented on a Fiscal Year basis only.

(3) Includes Song from 2003-2005.

(4) Includes regional affiliates.

(5) Effective October 8, 2008, Northwest Airlines began operation as an affiliate of Delta.

(6) Effective September 2005, America West began operation as part of US Airways.

Source: City of Atlanta, Department of Aviation.

*Cargo Activity*. According to data compiled by Airports Council International-North America, in 2009, the Airport ranked as the 11th busiest cargo airport in the United States, measured in terms of total cargo weight enplaned and deplaned. For additional information concerning the air cargo facilities at the Airport and the airlines providing all-cargo service, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS - AIRPORT FACILITIES AND SERVICES, and - HISTORICAL AIRLINE TRAFFIC" attached hereto.

The following tables present historical data on air cargo activity at the Airport for calendar year 2006 and Fiscal Years 2007 through 2010. Between 2000 and 2002, cargo weight (including mail) decreased 15.5% in the aftermath of the September 2001 attacks. Between 2002 and 2004, cargo weight fluctuated from year-to-year, largely as a result of the decisions of individual all-cargo operators to increase or decrease service at the Airport. Between 2007 and 2009, cargo weight decreased 21.8% as a result of the recession and the decision by some cargo operators to suspend service. For additional information concerning cargo activity at the Airport, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - AIRLINE TRAFFIC ANALYSIS" attached hereto.

**Historical Air Cargo and Mail[(1)(2)(3)]**
**(amounts in metric tons)**

| Fiscal Year[(3)] | Cargo | Mail | Total | Annual Change |
|---|---|---|---|---|
| 2006 | 738,180 | 8,322 | 746,502 | - |
| 2007 | 726,573 | 4,134 | 730,707 | - |
| 2008 | 703,458 | 5,764 | 709,222 | -2.9% |
| 2009 | 565,250 | 6,005 | 571,255 | -19.45 |
| 2010 | 609,683 | 12,238 | 621,921 | 8.9 |

(1) Totals may not add due to rounding.
(2) Including deplaned and enplaned amounts on all cargo and passenger airline aircraft.
(3) The information presented in this table for 2006 is based on a 12 month period beginning January 1 and ending December 31. The information presented in this table for 2007 through 2010 is based on 12 month periods beginning July 1 and ending June 30 which coincide with the City's Fiscal Years for those years. For purposes of continuing disclosure from and after Fiscal Year 2007, the information in this table will be presented on a Fiscal Year basis only.

Source: City of Atlanta, Department of Aviation.

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**Historical Air Cargo (Enplaned & Deplaned) by Airline[(1)(2)(3)]**
**(amounts in thousands of pounds)**

| | Fiscal Year[(3)] | | | | |
|---|---|---|---|---|---|
| | **2006** | **2007** | **2008** | **2009** | **2010** |
| **Domestic** | | | | | |
| FedEx | 130,498 | 132,165 | 128,671 | 106,872 | 108,390 |
| Delta Air Lines | 129,274 | 113,924 | 100,669 | 84,574 | 80,106 |
| United Parcel | 39,521 | 39,567 | 38,840 | 36,619 | 38,565 |
| ABX Air | 18,704 | 20,498 | 17,869 | 8,350 | 25 |
| Air Transport | 12,366 | 11,853 | 10,428 | 8,785 | 8,249 |
| Comair | 118 | 35 | 25 | - | 3 |
| Airborne | - | - | - | - | - |
| Other | 15,793 | 12,957 | 9,438 | 13,183 | 15,687 |
| **Total Domestic** | **346,271** | **330,999** | **305,940** | **258,383** | **251,025** |
| **International** | | | | | |
| Delta Air Lines | 119,936 | 114,265 | 117,086 | 113,027 | 128,652 |
| Korean Air | 43,668 | 45,987 | 49,205 | 42,058 | - |
| Lufthansa German | 36,189 | 37,259 | 34,151 | 27,291 | 39,576 |
| EVA Airways | 33,613 | 33,104 | 30,509 | 17,892 | 25,120 |
| British Airways | 30,036 | 26,041 | 28,279 | 27,190 | 24,966 |
| Cathay Pacific | 13,439 | 14,684 | 22,428 | 19,623 | 22,564 |
| China Airlines | 20,014 | 20,310 | 21,751 | 13,270 | 26,243 |
| Polar Air Cargo | 18,332 | 17,867 | 16,284 | 0 | 4,875 |
| Air France | 21,023 | 16,333 | 15,501 | 9,451 | 5,313 |
| Atlas Air | 6,324 | 15,197 | 12,841 | 350 | 1,024 |
| Japan Airlines | 20,660 | 22,298 | 10,371 | - | - |
| Other | 28,676 | 32,230 | 39,112 | 36,715 | 80,325 |
| **Total International** | **391,909** | **395,575** | **397,518** | **306,867** | **358,658** |
| **Total** | **738,180** | **726,574** | **703,458** | **565,250** | **609,683** |

(1) Totals may not add due to rounding.
(2) Air cargo only (excluding mail).
(3) The information presented in this table for 2006 is based on a 12 month period beginning January 1 and ending December 31. The information presented in this table for 2007 through 2010 is based on 12 month periods beginning July 1 and ending June 30 which coincide with the City's Fiscal Year for those years. For purposes of continuing disclosure from and after Fiscal Year 2007, the information in this table will be presented on a Fiscal Year basis only.

Source: City of Atlanta, Department of Aviation.

*Landed Weight*. The following table presents historical aircraft landed weight which generally correlates closely with airline aircraft departures. Since 2000, the ratio of landed weight per departure has decreased as the number of regional jet aircraft operations has increased. In 2009, more than 99% of landed weight was accounted for by the Signatory Airlines and airlines signatory to the Airport Use License Agreements.

**Historical Aircraft Landed Weight[1][2]**
**(amounts in thousands of pounds)**

| Fiscal Year[2] | Signatory Airlines | Non-Signatory Airlines | Total | Annual Change |
|---|---|---|---|---|
| 2006 | 57,542,000 | 279,000 | 57,821,000 | - |
| 2007 | 57,144,000 | 288,000 | 57,432,000 | - |
| 2008 | 59,956,000 | 211,000 | 60,167,000 | 4.8 |
| 2009 | 57,739,000 | 195,000 | 57,934,000 | -3.7 |
| 2010 | 56,642,223 | 275,207 | 56,917,430 | -0.2 |

(1) Totals may not add due to rounding.

(2) The information presented in this table for 2006 is based on a 12 month period beginning January 1 and ending December 31. The information presented in this table for 2007 through 2010 is based on 12 month periods beginning July 1 and ending June 30 which coincide with the City's Fiscal Year for those years. For purposes of continuing disclosure from and after Fiscal Year 2007, the information in this table will be presented on a Fiscal Year basis only.

Source: City of Atlanta, Department of Aviation.

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## Debt Service Requirements

The following table sets forth for each Fiscal Year ending June 30 the total principal and interest payment requirements with respect to the Outstanding Senior Lien General Revenue Bonds, the Series 2010C Bonds and total Debt Service Requirements on all Outstanding Senior Lien General Revenue Bonds, including the Series 2010C Bonds.

| Fiscal Year Ending June 30 | Senior Lien General Revenue Bonds | | | | | | Total Debt Service Requirement on Outstanding Senior Lien General Revenue Bonds[2][3] |
|---|---|---|---|---|---|---|---|
| | Outstanding Senior Lien General Revenue Bonds[2][3] | | | Series 2010C Bonds[2] | | | |
| | Principal | Interest[1][4] | Total Debt Service | Principal | Interest[1][4] | Total Debt Service | |
| 2011 | $ 43,095,000 | $ 60,721,129 | $ 103,816,129 | | | | |
| 2012 | 45,495,000 | 50,236,232 | 95,731,232 | | | | |
| 2013 | 48,035,000 | 55,204,573 | 103,239,573 | | | | |
| 2014 | 53,805,000 | 52,344,319 | 106,149,319 | | | | |
| 2015 | 51,615,000 | 49,438,443 | 101,053,443 | | | | |
| 2016 | 54,440,000 | 46,529,144 | 100,969,144 | | | | |
| 2017 | 57,450,000 | 43,446,228 | 100,896,228 | | | | |
| 2018 | 60,605,000 | 40,306,125 | 100,911,125 | | | | |
| 2019 | 63,750,000 | 36,986,981 | 100,736,981 | | | | |
| 2020 | 62,205,000 | 33,508,469 | 95,713,469 | | | | |
| 2021 | 65,670,000 | 30,017,638 | 95,687,638 | | | | |
| 2022 | 35,110,000 | 27,318,222 | 62,428,222 | | | | |
| 2023 | 36,990,000 | 25,399,606 | 62,389,606 | | | | |
| 2024 | 38,965,000 | 23,379,356 | 62,344,356 | | | | |
| 2025 | 41,045,000 | 21,250,853 | 62,295,853 | | | | |
| 2026 | 43,235,000 | 19,014,331 | 62,249,331 | | | | |
| 2027 | 45,530,000 | 16,664,928 | 62,194,928 | | | | |
| 2028 | 47,945,000 | 14,193,903 | 62,138,903 | | | | |
| 2029 | 50,990,000 | 11,579,481 | 62,569,481 | | | | |
| 2030 | 50,335,000 | 8,887,188 | 59,222,188 | | | | |
| 2031 | 24,595,000 | 6,908,769 | 31,503,769 | | | | |
| 2032 | 25,870,000 | 5,604,653 | 31,474,653 | | | | |
| 2033 | 27,220,000 | 4,232,684 | 31,452,684 | | | | |
| 2034 | 8,650,000 | 3,313,850 | 11,963,850 | | | | |
| 2035 | 9,090,000 | 2,872,097 | 11,962,097 | | | | |
| 2036 | 9,550,000 | 2,407,000 | 11,957,000 | | | | |
| 2037 | 10,045,000 | 1,917,125 | 11,962,125 | | | | |
| 2038 | 10,555,000 | 1,402,125 | 11,957,125 | | | | |
| 2039 | 11,095,000 | 860,875 | 11,955,875 | | | | |
| 2040 | 11,670,000 | 291,750 | 11,961,750 | | | | |
| Total | $1,144,650,000 | $696,238,077 | $1,840,888,077 | | | | |

(1) Includes interest payments due on July 1 of each subsequent Fiscal Year.

(2) Amounts are rounded to the nearest dollar.

(3) Since the Series 2003RF-B/C Bonds are to be refunded with the proceeds of the Series 2010C Bonds, the figures in the Outstanding Senior Lien General Revenue Bonds and the Total Debt Service Requirement on Outstanding Senior Lien General Revenue Bonds columns exclude $472,504,000 in outstanding principal amount of the Series 2003RF-B/C Bonds and $104,353,000 in principal amount currently drawn under the Series 2010A/B Commercial Paper Program and only include interest on the Series 2003RF-B/C Bonds calculated assuming a 2.50% interest rate on the Series 2003RF-B/C Bonds for the first 7 months of Fiscal Year 2011, except with respect to the City of Atlanta Variable Rate Airport General Revenue Refunding Bonds, Series 2003RF-B-1 which is assumed to accrue interest at 6.25% during such period.

(4) Net of capitalized interest and net of PFC Revenues used to offset debt service (principal and interest) on the portion of the Series 2000 Bonds, the Series 2004A/B Bonds and the Series 2004F/G Bonds used to fund a portion of the costs of the Capital Improvement Plan in Fiscal Year 2011 and Fiscal Year 2012. Net of capitalized interest for the Series 2010A Bonds in Fiscal Years 2011 and 2012. See "AIRPORT FINANCIAL INFORMATION - Historical Debt Service Coverage" herein.

Source: City of Atlanta, Department of Finance.

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## Historical Financial Results

The following is a presentation of historical revenues, expenses and debt service coverage of the Department of Aviation on a cash basis for the last five Fiscal Years. Fiscal Year 2006 is a six month period commencing January 1, 2006 and ending June 30, 2006. The information for Fiscal Years 2007 through 2010 is based on 12 month periods beginning July 1 and ending June 30. The information presented under this caption should be read in conjunction with the financial statements of the Department of Aviation. See "APPENDIX E - AUDITED FINANCIAL STATEMENTS OF THE CITY OF ATLANTA, GEORGIA DEPARTMENT OF AVIATION FOR THE FISCAL YEARS ENDED JUNE 30, 2009 AND JUNE 30, 2008" attached hereto.

*Operating Revenue 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, car rentals, 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.

The following table reflects a summary of the operating revenues and expenses of the Department of Aviation on a 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 and each of the audited Statements of Cash Flows for the respective Fiscal Years. Because the audited financial statements of the Department of Aviation are presented on an accrual basis in compliance with Generally Accepted Accounting Principles (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.

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**Historical Revenue and Expenses**
**Cash Basis: Conversion from Accrual to Cash Basis[1][2]**
**(amounts in thousands)**

| | Fiscal Year 2006 | Fiscal Year 2007 | Fiscal Year 2008 | Fiscal Year 2009 | Fiscal Year 2010[2] |
|---|---|---|---|---|---|
| **Landing Fees** | | | | | |
| Signatory | $13,495 | $46,957 | $54,744 | $60,655 | $62,189 |
| Nonsignatory & Other | 151 | 389 | 353 | 301 | 414 |
| | $13,646 | $47,346 | $55,097 | $60,956 | $62,603 |
| **CPTC Rentals** | | | | | |
| Central Terminal Building & Apron | $10,095 | $26,854 | $29,638 | $21,846 | $22,524 |
| Central Terminal Tenant Finishes | 17,772 | 35,984 | 41,590 | 46,934 | 50,829 |
| | $27,867 | $62,838 | $71,228 | $68,780 | $73,352 |
| **CPTC Cost Recoveries** | | | | | |
| Operations Charge | $4,073 | $9,102 | $12,155 | $13,643 | $12,013 |
| Automated Gateway Transit System | 2,618 | 6,142 | 6,528 | 6,708 | 8,260 |
| Insurance Premium | | | | | |
| Reimbursement | 593 | 1,519 | 1,558 | 1,278 | 1,097 |
| | $7,284 | $16,763 | $20,241 | $21,629 | $21,370 |
| **Concession Revenues** | | | | | |
| Terminal Concessions | $24,250 | $60,957 | $64,430 | $71,069 | $71,961 |
| Communication Services & Other | 530 | 3,334 | 3,394 | 3,675 | 3,675 |
| Parking | 41,217 | 105,807 | 105,653 | 98,016 | 95,577 |
| Car Rentals | 14,230 | 31,966 | 32,165 | 29,758 | 26,665 |
| Ground Transportation | 574 | 959 | 1,054 | 886 | 1,576 |
| | $80,801 | $203,022 | $206,695 | $203,404 | $199,454 |
| **Other Revenues** | | | | | |
| Other Building Revenues | $ 5,854 | $ 8,567 | $12,436 | $12,295 | $14,735 |
| Ground Rentals | 6,854 | 13,062 | 14,362 | 18,307 | 17,407 |
| Other Income | 4,914 | 4,850 | 6,145 | 4,165 | 5,721 |
| | $17,622 | $26,479 | $32,943 | $34,767 | $37,863 |
| **Non-Airline Cost Recoveries** | | | | | |
| Sky Train & Rental Car Center | | | | | $4,099 |
| Rental Car Center O&M | | | | | 2,058 |
| | | | | | $6,157 |
| **Revenues[3]** | $147,221 | $356,447 | $386,203 | $389,536 | $400,799 |
| **Accrual to Cash Basis Adjustment[4]** | ($2,181) | ($33,108) | ($4,190) | $1,961 | 4,437 |
| **Total Operating Revenues (Cash Basis)[5]** | $145,040 | $323,339 | $382,013 | $391,497 | $405,236 |

(1) Fiscal Year 2006 is a six month period commencing January 1, 2006 and ending June 30, 2006; Fiscal Years 2007 through 2010 are twelve month periods ending June 30.
(2) Fiscal Year 2010 numbers are unaudited.
(3) Fiscal Year 2006 through 2010 figures were prepared on an unaudited accrual basis.
(4) Conversion to cash basis for Master Bond Ordinance purposes.
(5) Additions from CIP Reconciliation as reported in the audited financial statements of the Department of Aviation .
(6) As reported in the financial records of the City. The City previously only included investment earnings on the Operating Fund; however, as permitted under the Master Bond Ordinance, the above presentation now includes investment earnings on both the Operating Fund and the Renewal and Extension Fund for purposes of the calculation of the debt service coverage.

Source: City of Atlanta, Department of Aviation.

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**Historical Revenue and Expenses**
**Cash Basis: Conversion from Accrual to Cash Basis[1]**
**(amounts in thousands)**
**(CONTINUED FROM PREVIOUS PAGE)**

| | Fiscal Year 2006 | Fiscal Year 2007 | Fiscal Year 2008 | Fiscal Year 2009 | Fiscal Year 2010[2] |
|---|---|---|---|---|---|
| **Expenses** | | | | | |
| Administration | $7,325 | $29,545 | $37,742 | $30,779 | $45,194 |
| Operations & Security | 3,532 | 11,024 | 22,567 | 24,123 | 21,010 |
| AGTS Maintenance | 4,373 | 10,626 | 10,781 | 11,620 | 12,453 |
| Building Maintenance | 2,592 | 4,531 | 6,354 | 8,257 | 5,860 |
| Rental Car Center Operations | | | | 2,491 | |
| SkyTrain & Rental Car Center | | | | 1,937 | |
| Parking Operations | 227 | 22,278 | 20,920 | 21,125 | 21,359 |
| Airfield Maintenance | 4,776 | 12,585 | 14,306 | 19,486 | 15,971 |
| Fire Services | 8,913 | 21,288 | 22,162 | 22,951 | 21,135 |
| Police Services | 5,890 | 15,935 | 16,403 | 15,620 | 15,749 |
| Other City Departments | 3,885 | 3,395 | 4,633 | 1,339 | 7,363 |
| Nondepartmental | 21,013 | 15,658 | 20,758 | 15,854 | 26,226 |
| Planning & Development | 11,078 | 8,993 | 5,067 | 7,409 | 16,780 |
| **Expenses[3]** | $73,605 | $155,862 | $181,693 | $178,563 | $213,528 |
| **Accrual to Cash Basis Adjustment[4]** | $748 | ($22,422) | ($15,419) | ($5,159) | ($9,009) |
| **Total Operating Expenses (Cash Basis)[5]** | $74,353 | $133,440 | $166,274 | $173,404 | $204,519 |
| **Net Operating Revenues (Cash Basis)** | $70,687 | $189,899 | $215,739 | $218,093 | $200,717 |
| **Investment Income[6]** | $7,561 | $15,825 | $23,855 | $13,227 | $9,661 |
| **Net Revenues** | $78,248 | $205,724 | $239,594 | $231,320 | $210,378 |

(1) Fiscal Year 2006 is a six month period commencing January 1, 2006 and ending June 30, 2006; Fiscal Years 2007 through 2010 are twelve month periods ending June 30.
(2) Fiscal Year 2010 numbers are unaudited.
(3) Fiscal Year 2006 through 2010 figures were prepared on an unaudited accrual basis.
(4) Conversion to cash basis for Master Bond Ordinance purposes.
(5) Additions from CIP Reconciliation as reported in the audited financial statements of the Department of Aviation.
(6) As reported in the financial records of the City. The City previously only included investment earnings on the Operating Fund; however, as permitted under the Master Bond Ordinance, the above presentation now includes investment earnings on both the Operating Fund and the Renewal and Extension Fund for purposes of the calculation of the debt service coverage. Earnings exclude unrealized gains.

Source: City of Atlanta, Department of Aviation.

The Department of Aviation has maintained careful management of operating expenses and oversight of revenue generating agreements to ensure a steady stream of revenues. Total operating revenues (on a cash basis) increased significantly from $323.3 million in Fiscal Year 2007 to $405.2 million in Fiscal Year 2010. This increase is attributable to increased landing fees generated from the cost recovery charges for Runway 10/28 (which opened in June 2006); increased terminal concessions revenues due to new stores and restaurants as well as increased passenger activity; and an increase in revenues attributable to the opening of the Rental Car Center and SkyTrain.

Total operating expenses (on a cash basis) were $204.5 million in Fiscal Year 2010 compared to $133.4 million in Fiscal Year 2007, a $71.1 million increase. The major contributors to this change are the addition of expenses related to new projects now in operation (including Runway 10/28, the Rental Car Center and SkyTrain); the reclassification of certain

capital program related expenditures to operating expenses; and increased personnel expenses, including higher salaries and benefits.

Fiscal Year 2010 net operating revenues were $200.7 million which was over $10.82 million more than the $189.9 million generated in Fiscal Year 2007. During the last five Fiscal Years ended June 30, 2010, the Airport consistently generated positive cash flow in excess of debt service coverage requirements. The audited cash basis statement of debt service coverage is presented under the caption "Historical Debt Service Coverage" below.

**Historical Debt Service Coverage**

*Outstanding Senior Lien General Revenue Bonds*. The following table presents the historical debt service coverage for the Outstanding Senior Lien General Revenue Bonds for Fiscal Years 2006 through 2010. The amounts are presented on a cash basis of accounting as reported in the Statement of Cash Flows included in the applicable audited financial statements from Fiscal Years 2006 through 2009. The table sets forth for the Fiscal Years indicated (1) Total Revenues, (2) Total Operating Expenses (3) Net Revenues Available for Debt Service, (4) General Revenue Bond Debt Service Requirements, (5) the General Revenue Bond Debt Service paid from PFC Revenues, (6) the General Revenue Bond Debt Service paid from Net Revenues, and (7) the debt service coverage on General Bond Revenue Debt Service paid from Net Revenues, each computed as required under the Bond Ordinance. See "REPORT OF THE AIRPORT CONSULTANT AND RATE COVENANT FORECAST" herein and "APPENDIX A – REPORT OF THE AIRPORT CONSULTANT – Debt Service Coverage" attached hereto for forecasted debt service coverage through Fiscal Year 2015 for Debt Service on General Revenue Bonds paid from Net Revenues.

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**Historical Debt Service Coverage**
**General Revenue Bonds Cash Basis[1][2]**
**(amounts in thousands)**

| | Fiscal Year 2006[3] | Fiscal Year 2007 | Fiscal Year 2008[4] | Fiscal Year 2009[4] | Fiscal Year 2010[1][2][4] |
|---|---|---|---|---|---|
| Revenues: | | | | | |
| Receipts from Customers & Tenants | $145,040 | $323,339 | $382,013 | $391,497 | $405,236 |
| Investment Income (Operating Fund and Renewal and Extension Fund[5] | 7,561 | 15,825 | 23,855 | 13,227 | 9,661 |
| Total Revenues | $152,601 | $339,164 | $405,868 | $404,724 | $414,897 |
| Operating Expenses: | | | | | |
| Payments to Suppliers for Goods & Services | 30,700 | 55,400 | 89,728 | 86,850 | 126,068 |
| Payments to or on Behalf of Employees | 32,575 | 69,047 | 76,546 | 86,554 | 78,451 |
| Other Payments | - | - | - | - | |
| Additions from CIP Reconciliations | 11,078 | 8,993 | - | - | |
| Total Operating Expenses | $74,353 | $133,440 | $166,274 | $173,404 | $204,519 |
| Net Revenues | $78,248 | $205,724 | $239,594 | $231,320 | $210,378 |
| General Revenue Bond Debt Service Requirements | $24,061 | $92,487 | $114,312 | $152,181 | $145,835 |
| General Revenue Bond Debt Service paid from PFC Revenues[6] | - | - | - | $23,100 | $19,000 |
| General Revenue Bond Debt paid from Net Revenues | $24,061 | $92,487 | $114,312 | $129,081 | $126,835 |
| Debt Service Coverage on General Revenue Bond Debt Service paid from Net Revenues | 3.25 | 2.22 | 2.10 | 1.79 | 1.66 |

(1) Fiscal Year 2006 is a six month period commencing January 1, 2006 and ending June 30, 2006; Fiscal Years 2007 through 2010 are twelve month periods ending June 30.

(2) Fiscal Year 2006 through 2009 numbers are audited, except for Investment Income (Operating Fund and Renewal and Extension Fund. Fiscal Year 2010 numbers are unaudited.

(3) Fiscal Year 2006 debt service coverage is not meaningful given that it was a six month period and did not include the principal payments made on January 1, 2006, all of which was reflected in Fiscal Year 2005.

(4) Fiscal Years 2008 and 2009 have the CIP reconciliation adjustment included in the "Payments to Suppliers for Goods & Services," "Payments to or on behalf of Employee," "Other Payments" rather than as one line item as in previous years.

(5) As reported in the financial records of the City. The City previously only included investment earnings on the Operating Fund; however, as permitted under the Master Bond Ordinance, the above presentation now includes investment earnings on both the Operating Fund and the Renewal and Extension Fund for purposes of calculation of the debt service coverage.

(6) In Fiscal Years 2007 and 2008, $6.0 million and $16.0 million of PFC Revenues respectively were used to fund General Revenue Bond Debt Service; however, these amounts are not deducted from the Debt Service Requirements for General Revenue Bonds. In Fiscal Year 2009 and 2010, $23.1 million and $19.0, respectively, of PFC Revenues were used to fund interest in lieu of capitalized interest funds.

Source: City of Atlanta, Department of Aviation.

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*Outstanding PFC Revenue Hybrid Bonds*. The following table depicts the historical debt service coverage for the Outstanding PFC Revenue Hybrid Bonds for Fiscal Years 2006 through 2010 pursuant to the requirements of the Master Bond Ordinance. The amounts are presented on a cash basis of accounting as reported in the Statement of Cash Flows included in the applicable audited financial statements from Fiscal Years 2006 through 2009. The table sets forth for the Fiscal Years indicated (1) the PFC Revenues, (2) the Debt Service Requirements for Outstanding PFC Hybrid Revenue Bonds, (3) the Hybrid Bond Debt Service paid from General Revenues, (4) the Hybrid Bond Debt Service paid from PFC Revenues, and (5) the debt service coverage on Hybrid Bonds paid from PFC Revenues, each computed as required under the Bond Ordinance. See "REPORT OF THE AIRPORT CONSULTANT AND RATE COVENANT FORECAST" herein and "APPENDIX A – REPORT OF THE AIRPORT CONSULTANT – Debt Service Coverage" attached hereto for forecasted debt service coverage through Fiscal Year 2015 for Debt Service on PFC Revenue Bonds paid from PFC Revenues.

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**Historical Debt Service Coverage**
**Outstanding PFC Revenue Hybrid Bonds Cash Basis, Audited[1][2]**
**(amounts in thousands)**

| | Fiscal Year 2006[3] | Fiscal Year 2007 | Fiscal Year 2008 | Fiscal Year 2009 | Fiscal Year 2010[2] |
|---|---|---|---|---|---|
| PFC Collections | $82,541 | $155,265 | $180,089 | $166,714 | $165,765 |
| Investment Earnings[4] | 5,594 | 26,049 | 22,202 | 12,145 | 10,432 |
| PFC Revenues | $88,135 | $181,314 | $202,291 | $178,859 | $176,197 |
| Debt Service Requirements for Outstanding PFC Revenue Hybrid Bonds[5] | $21,717 | $56,108 | $55,715 | $32,159 | $31,634 |
| Outstanding PFC Revenue Hybrid Bond Debt Service paid from General Revenues | - | - | - | - | - |
| Outstanding PFC Revenue Hybrid Bond Debt Service paid from PFC Revenues | $21,717 | $56,108 | $55,715 | $32,159 | $31,634 |
| Debt Service Coverage on Outstanding PFC Revenue Hybrid Bonds paid from PFC Revenues | 4.06 | 3.23 | 3.63 | 5.56 | 5.57 |

(1) Fiscal Year 2006 is a six month period commencing January 1, 2006 and ending June 30, 2006; Fiscal Years 2007 through 2010 are twelve month periods ending June 30.
(2) Fiscal Year 2010 numbers are unaudited.
(3) Fiscal Years 2006 through 2010 are reported earnings from the City's audited financial statements. Earnings exclude unrealized gains.
(4) Fiscal Year 2006 debt service coverage is not meaningful given that it was a six month period and did not include the principal payments made on January 1, 2006, all of which was reflected in Fiscal Year 2005.
(5) Calculated per the requirements of the Bond Ordinance.

Source: City of Atlanta, Department of Aviation.

As illustrated in the table above, the Airport consistently generated positive cash flow in excess of debt service coverage requirements during the five Fiscal Years ended June 30, 2010. Debt service coverage exceeded 3.2x for each Fiscal Year during that period, reaching a high of 5.57x in Fiscal Year 2010.

## Historical Airline Payments

The following table below 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 Year 2006 through Fiscal Year 2010. For information concerning forecast airline landing fees, terminal rentals, and other charges paid by the passenger airlines serving the Airport, see "APPENDIX A – REPORT OF THE AIRPORT CONSULTANT – AIRLINE REVENUES" attached hereto.

**Historical Airline Payments per Enplaned Passenger Paid to the City**
**Accrual Basis, Unaudited[1][2]**
**(dollar and passengers in thousands except per passenger rates)**

| | Fiscal Year 2006[3] | Fiscal Year 2007 | Fiscal Year 2008 | Fiscal Year 2009 | Fiscal Year 2010[2] |
|---|---|---|---|---|---|
| Landing Fees | $13,646 | $47,345 | $ 55,098 | $ 60,956 | $ 62,603 |
| CPTC Rentals[4] | 40,691 | 88,038 | 100,599 | 100,302 | 104,922 |
| CPTC Cost Recoveries[4] | 7,284 | 16,763 | 20,240 | 21,628 | 21,370 |
| Less: Concession Credit & Non-Signatory Landing Fees | (12,824) | (26,834) | (31,980) | (33,840) | (34,250) |
| Total Passenger Airline Payments | $48,797 | $125,312 | $143,957 | $149,046 | $154,645 |
| Enplaned Passengers | 21,080 | 43,293 | 45,287 | 44,797 | 45,363 |
| Airline Payments per Enplaned Passenger | $2.31 | $2.89 | $3.40 | $3.33 | $3.40 |

(1) Fiscal Year 2006 is a six month period commencing January 1, 2006 and ending June 30, 2006; Fiscal Years 2007 through 2010 are twelve month periods ending June 30.
(2) Fiscal Year 2010 numbers are unaudited.
(3) Fiscal Year 2006 is a six month period and includes airline payments and enplanement figures for that period only.
(4) Central Passenger Terminal Complex (CPTC).

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 joint leased premises. The CPTC is operated and maintained on behalf of the contracting airlines by AATC, a corporation established by the airlines for that purpose. CPTC operating and maintenance expenses incurred by AATC are paid directly by the airlines and are not recoded as expenses by the Department of Aviation.

The City contracts management, operation and maintenance of common-use terminal facilities at the Airport to TBI. The City recovers TBI equivalent terminal rentals and operations charges according to CPTC Lease methodologies. TBI also pays all other operating and maintenance expenses associated with the common-use facilities. TBI recovers all such terminal rentals, operations charges and expenses, plus a management fee, from the airlines through per passenger use charges, which are set quarterly. 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 2010, airline payments per enplaned passenger to the City averaged $3.40, airline payments per enplaned passenger to TBI averaged $0.53 and airline payments per enplaned passenger to AATC averaged $1.02, for a combined average airline payment per enplaned passenger of $4.95 in Fiscal Year 2010.

## Analysis of Airport Operations

The following represents management of the Department of Aviation's discussion and analysis of results of operations at the Airport. For a discussion of the Department of Aviation's financial performance in Fiscal Year 2009, see "Management's Discussion and Analysis" in "APPENDIX E - AUDITED FINANCIAL STATEMENTS OF THE CITY OF ATLANTA, GEORGIA DEPARTMENT OF AVIATION FOR THE FISCAL YEARS ENDED JUNE 30, 2009 AND JUNE 30, 2008."

*The Economy of Fiscal Year 2010 and its Effects on the Airport*. As the U.S. economy slowly recovered from the recession, both consumer confidence and personal disposable income remained low throughout Fiscal Year 2010. These economic conditions presented unique challenges to the Airport as decreases in both consumer confidence and disposable income diminished the demand for air travel in the market as a whole. Compounding this effect was the tendency for passengers to consume less at the Airport's concession outlets than had been observed in previous years.

The impact of the economic downturn on passenger traffic at the Airport, however, was not as severe as the rest of the industry. Whereas North American passenger traffic declined by 5.2% in calendar year 2009, the Airport experienced a modest increase of 1.3% for Fiscal Year 2010. Notably, in the first eight months of 2010 relative to the first eight months of 2009, the number of enplaned passengers at the Airport increased by 0.4%. This modest increase was primarily due to the fact that 68% of passengers that use the Airport are connecting from one flight to another and during periods of declining travel demand, airlines tend to shed point-to-point service in favor of consolidating traffic and routing passengers through their hubs. As Delta and AirTran reduced point-to-point capacity in other markets, the air travel demand in those markets was accommodated across their respective hubs in Atlanta. Any decline in Atlanta origin and destination demand was essentially off-set by more robust connecting activity associated with airline network optimization.

Nevertheless, the Department of Aviation was proactive during Fiscal Year 2010 in confronting the effects of the recession and the resulting decline in traffic. Particular emphasis was placed on maintaining robust cash reserves while minimizing operating expenses. As of June 30, 2010, the Department of Aviation held net unrestricted cash balances of $454.2 million on an unaudited basis. Based upon these balances, the Department of Aviation can cover 776 days of its current operating expenses with its unrestricted cash balance.

*Fiscal Year 2010 versus Fiscal Year 2009 Results*. Despite the economic difficulties experienced throughout Fiscal Year 2010, the Department of Aviation was able to maintain comparable financial performance relative to Fiscal Year 2009. Total operating revenues (on a cash basis) increased to $405.2 million in Fiscal Year 2010 versus $391.5 million in Fiscal Year 2009, an improvement of $13.7 million, or 3.5%. This was mainly attributable to modest passenger traffic increases, new concessions initiatives and new lease revenues related to the opening of the Rental Car Center and Skytrain. Total operating expenses (on a cash basis) increased by $31.1 million, or 17.9%, primarily due to a $9.4 million write-off of previously classified capital projects, the addition of $5.7 million in costs associated with a full year of operations for the Rental Car Center and Skytrain, and an increase of $3.9 million in indirect costs and employee salaries and benefits. An additional $8.1 million increase is the result of a credit to legal expenses that were previously incurred in Fiscal Year 2009 but did not happen until Fiscal Year 2010. The result was that net operating revenues were $200.7 million in Fiscal Year 2010, $17.4 million (or -8.0%) less than in Fiscal Year 2009 ($218.1 million).

*Fiscal Year 2011 Operating Budget*. Management of the Department of Aviation developed the Fiscal Year 2011 operating budget after considering a number of factors including recent years' operating revenue and expense trends and uncertainty around the level of passenger traffic at the Airport. In combination with initiatives to increase revenues, the City implemented

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measures to reduce operating expenses in Fiscal Year 2011. In July 2010, the Department of Aviation reduced its workforce with the elimination of 67 positions and 62 vacant positions, saving approximately $3.9 million in budgeted expenses. In addition, approximately $7.5 million of reductions in contractual services and other non-personnel expenses are budgeted.

The Fiscal Year 2011 operating budget estimates revenues of $406.4 million, $5.6 million (or 1.4%) higher than the unaudited accrual revenues for Fiscal Year 2010. The Department of Aviation anticipates that airline revenues will increase due to higher passenger traffic activity combined with parking rate increases and increased capital cost recoveries from airline and non-airline tenants. The Fiscal Year 2011 operating budget estimates expenses of $224.4 million, approximately $10.9 million higher than the unaudited accrual expenses for Fiscal Year 2010. The increase in Fiscal Year 2011 expenses is primarily due to a full year of Rental Car Center expenses (which facility opened in December 2009) budgeted at $8.8 million, $4.7 million in AGTS one-time maintenance costs and $1.7 million in additional annual recurring operating expenses related to AGTS. Additionally, reporting format change rather than an increase in core operating expenses is responsible for a significant portion of the budgeted increase versus Fiscal Year 2010. Commencing in Fiscal Year 2011, the City will now record as operating expenses $19.5 million of costs to be incurred by TBI to manage common-use facilities at Concourse D and E. Such common use manager expenses (and offsetting revenues) were previously excluded. Excluding this reporting change, year over year operating expenses are expected to decrease by $8.5 million. Fiscal Year 2011 net operating revenues, ($182 million) plus estimated investment income ($9 million) are projected at $191 million.

**Funding of the Debt Service Reserve Requirement**

*Senior Lien General Revenue Bonds*. Since 2000, the City has satisfied the Debt Service Reserve Requirement for the Outstanding Senior Lien General Revenue Bonds with a combination of two Reserve Account Credit Facilities issued by Financial Guaranty Insurance Company ("FGIC"), a Reserve Account Credit Facility issued by Financial Security Assurance, Inc. ("FSA") and cash deposited in the various subaccounts of the Debt Service Reserve Account securing the Senior Lien General Revenue Bonds, as permitted under the Bond Ordinance.

In February 2008, as a result of the downgrade in the ratings of FGIC below the minimum rating required for eligible Reserve Account Credit Facilities under the Bond Ordinance, the City was required to either secure a substitute Reserve Account Credit Facility for the two impacted facilities then in place or to commence equal monthly deposits to the Debt Service Reserve Account securing the Senior Lien General Revenue Bonds over a twenty-four month period to satisfy the related Debt Service Reserve Requirement. Beginning on May 1, 2008, the City began making monthly transfers of $6,069,803 from the Airport's operating fund to the Debt Service Reserve Account securing the Senior Lien General Revenue Bonds. Six monthly transfers were made through October 1, 2008, totaling $36,418,818 (a portion of these funds subsequently were used as part of the defeasance of the 1977 Ordinance Bonds). During this time period, the City funded the Debt Service Reserve Requirement for amounts then outstanding under the Series 2010A/B Commercial Paper Program with proceeds of the Series 2010A/B Commercial Paper Program.

On September 30, 2008, a reinsurance transaction closed whereby MBIA Insurance Corporation ("MBIA") provided a credit wrap of FGIC's insured municipal bond portfolio. On October 27, 2008, Standard & Poor's Financial Services LLC assigned a rating to the reinsurance transaction which resulted in the two Reserve Account Credit Facilities issued by FGIC securing the Senior Lien General Revenue Bonds being once again eligible to satisfy the applicable Debt Service Reserve Requirement. The City discontinued the 1/24th monthly cash funding of the related Debt Service Reserve Account at that time, but kept the prior cash deposits, plus interest earnings thereon, in the Debt Service Reserve Account.

On June 5, 2009, as a result of a rating downgrade of National Public Finance Guarantee ("NPFG," formerly MBIA of Illinois, the municipal bond insurance component of MBIA), the two Reserve Account Credit Facilities issued by FGIC once again failed to meet the minimum rating for eligible Reserve Account Credit Facilities under the Bond Ordinance. As a result, on September 1, 2009, the City began making monthly payments of $4,440,145 to the Debt Service Reserve Account to fund the Debt Service Reserve Requirement for the Outstanding Senior Lien General Revenue Bonds. As of December 1, 2010, fifteen monthly transfers were made through and including December 1, 2010, totaling $66,602,175. During this time period, the City funded the Debt Service Reserve Requirement for amounts then outstanding under the Series 2010A/B Commercial Paper Program with proceeds of the Series 2010A/B Commercial Paper Program, and, since July 15, 2010, the City funded the Debt Service Reserve Requirement for amounts then outstanding under Series 2010A/B Commercial Paper Program with proceeds of the Series 2010A/B Commercial Paper Program. As a result of these deposits, the City is currently in compliance with the Bond Ordinance provisions related to the Debt Service Reserve Requirement for the Outstanding Senior Lien General Revenue Bonds.

Upon the issuance of the Series 2010C Bonds, the Debt Service Reserve Requirement for the Outstanding Senior Lien General Revenue Bonds will be fully satisfied and the City will be no longer be required to make further monthly payments to the Debt Service Reserve Account. The Debt Service Reserve Requirement for the Outstanding Senior Lien General Revenue Bonds upon the issuance of the Series 2010C Bonds is estimated to be $152,171,107,* excluding the requirement with respect to the amounts then outstanding under the Series 2010A/B Commercial Paper Program. The status of the Debt Service Reserve Account with respect to the Outstanding Senior Lien General Revenue Bonds, including the amounts and the values of Reserve Account Credit Facilities deposited in the various subaccounts of the Debt Service Reserve Account securing the Senior Lien General Revenue Bonds upon the issuance of the Series 2010C Bonds, excluding the amounts securing the Series 2010A/B Commercial Paper Program, is set forth in the table below.

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* Preliminary, subject to change.

| Source | Value Credited to the Debt Service Reserve Requirement[1] |
|---|---|
| Reserve Account Credit Facility – FSA[2] | $ 13,279,587 |
| Cash on Deposit in Debt Service Reserve Account as of December 1, 2010 | 103,752,364 |
| Proceeds of the Series 2010A Bonds on Deposit in the Debt Service Reserve Account | 18,514,776 |
| Proceeds of the Series 2010C Bonds to be Deposited | 41,164,000* |
| Total | 176,710,727* |

* Preliminary, subject to change.

(1) Excludes the amounts for the Series 2010A/B Commercial Paper Program.

(2) The value credited to the Reserve Account Credit Facility issued by FSA (now Assured Guaranty Municipal) is the lesser of the stated amount and the Debt Service Reserve Requirement associated with the Series 2004A/B Bonds.

Source: City of Atlanta Department of Aviation

Notwithstanding the fact that the City has been cash funding the resultant shortfalls in the Debt Service Reserve Requirement for the Outstanding Senior Lien General Revenue Bonds, the City continues to have the legal right to draw on the Reserve Account Credit Facilities currently on deposit in the Debt Service Reserve Account for the Outstanding Senior Lien General Revenue Bonds.

For additional information on the Debt Service Reserve Requirement associated with the Senior Lien General Revenue Bonds and the administration of the Debt Service Reserve Account related thereto, see "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2010C BONDS - Debt Service Reserve Account" herein.

## Debt Management Measures

As the municipal and capital markets experienced severe disruptions in the last few years due to insurer and bank downgrades, failed auctions, and the global credit crisis, the City has taken, or is planning to take, the following actions to simplify its debt structure, reduce its variable rate and swap exposure, and retire bonds early.

*Defeasance of 1977 Ordinance Bonds*. In August 2009, the City used operating funds and related debt service reserve monies to defease all of the then outstanding bonds issued under the City's airport bond ordinance adopted May 18, 1977, as previously supplemented and amended (the "1977 Ordinance Bonds"). Prior to their defeasance, the 1977 Ordinance Bonds had a claim to payment from certain General Revenues prior to other Bonds. With the defeasance of the 1977 Ordinance Bonds, the Outstanding Senior Lien General Revenue Bonds are the only presently Outstanding Bonds secured by a Senior Lien on the General Revenues.

*Retirement of Auction Rate Securities*. In February and March of 2008, the City used $364,125,000 of unexpended proceeds from construction funds and available PFC Revenues to retire all of the $51,625,000 original aggregate principal amount of its Airport General Revenue Bonds, Series 2004I (Auction Rate Securities) (Non AMT) (the "Series 2004I Bonds") and $348,250,000 original aggregate principal amount of its Airport Passenger Facility Charge and Subordinate Lien General Revenue Bonds, Series 2004K (Auction Rate Securities) (AMT) (the "Series 2004K Bonds"). Upon the early retirement of the Series 2004I Bonds and the Series 2004K Bonds, the only remaining auction rate securities were $28.5 million in Airport Passenger Facility Charge and Subordinate Lien General Revenue Bonds (Auction Rate Securities), Series 2004D (AMT) (the "Series 2004D PFC Revenue Hybrid Bonds") and $53.35 million in Series 2004E PFC Revenue Hybrid Bonds outstanding. Since that time, the City has elected to use various TSA and AIP grants to expedite the retirement of the Series 2004D PFC Revenue Hybrid Bonds and the Series 2004E PFC Revenue Hybrid Bonds. As of October 1, 2010, the Series 2004D PFC Revenue Hybrid Bonds have been fully retired and only $26.55 million of principal on the Series 2004E PFC Revenue Hybrid Bonds remain. The City expects to retire the remaining principal amount of the Series 2004E PFC Revenue Hybrid Bonds before the end of Fiscal Year 2012 with AIP grants and other available funds.

*Retirement of Outstanding Interest Rate Swap Agreements*. At the beginning of the Fiscal Year 2009, the Airport was a party to four outstanding interest rate swap agreements. By the end of December 2009, the City had exercised its termination rights and terminated all four of the outstanding interest rate swaps. On July 6, 2009, the City terminated two interest rate swap agreements entered related to the Series 2003RF-B/C Bonds for a combined notional amount of $490.17 million and made a termination payment in the amount of $18,470,000 from the Renewal and Extension Fund to the respective counterparties. See "PLAN OF REFUNDING" for additional information relating to the refunding of the Series 2003RF-B/C Bonds. On December 23, 2009, the City terminated two forward starting interest rate swap agreements related to a portion of the Series 2000A Bonds and the Series 2000B Bonds for a combined notional amount of $455.9 million and made a termination payment in the amount of $39,960,000 from the Renewal and Extension Fund to the respective counterparties. As a result of these actions, the City has eliminated all of its swap and counterparty exposure. Moreover, the terminations were a key step in the City's plans to issue long term fixed rate bonds to refund the Series 2003RF-B/C Bonds.

**Pension and OPEB Matters**

The City has unfunded actuarial accrued liabilities of $675.0 million as of January 1, 2010 for the Police Officers' Pension Fund and the Firefighters' Pension Fund (on a combined basis) and $600.6 million as of July 1, 2009 (the date of the last available valuation) for the General Employees' Pension Fund. The City's General Employees Pension Fund covers employees of the City working in the Department of Aviation. For the Fiscal Years ended June 30, 2010 and June 30, 2009, the annual required contribution ("ARC") necessary to cover the City's unfunded pension obligations was determined by an actuarial firm engaged by the City to be $18.2 million and $17.8 million, respectively.

As of June 30, 2008 (the date of the last available valuation), the total unfunded actuarial accrued liability for the other post-employment benefits ("OPEB") of the City was determined to

be $1.09 billion. For the Fiscal Years ended June 30, 2010 and June 30, 2009, the ARC necessary to cover normal cost each year and to amortize the OPEB unfunded actuarial accrued liability over 30 years was determined by an actuarial firm engaged by the City to be $80.4 million and $77.3 million, respectively. For the Fiscal Years ended June 30, 2010 and June 30, 2009, the City paid $33.6 million and $29.2 million, respectively, of the respective ARC. For the Fiscal Years ended June 30, 2010 and June 30, 2009, the portion of the ARC allocable to the Department of Aviation was determined to be $11.7 million and $11.2 million, respectively, of which $4.0 million and $1.6 million was paid in each such years, respectively.

The table below sets forth the annual OPEB cost, the percentage of the annual OPEB cost paid and the net OPEB obligation allocable to the Department of Aviation for the Fiscal Years ended June 30, 2010 and June 30, 2009:

| Fiscal Year Ended | Annual OPEB Cost | Percentage of Annual OPEB Cost Paid | Net OPEB Obligation |
|---|---|---|---|
| June 30, 2010 | $11,269,000 | 35.25% | $24,426,000 |
| June 30, 2009 | $10,978,000 | 14.27% | $17,129,000 |

The City, as plan sponsor of the pension funds, is obligated to make the remainder of the contributions necessary to provide funding for the payment of pension benefits, less any active employee participant contributions. The City shares responsibility with its active employees and retirees to provide the necessary payments to maintain OPEB coverage. For further historical information relating to these matters, see Note 8 and certain required supplementary information concerning pension and OPEB matters included as a part of "APPENDIX E - AUDITED FINANCIAL STATEMENTS OF THE CITY OF ATLANTA, GEORGIA DEPARTMENT OF AVIATION FOR THE FISCAL YEARS ENDED JUNE 30, 2009 AND JUNE 30, 2008" attached hereto.

## REPORT OF THE AIRPORT CONSULTANT AND RATE COVENANT FORECAST

In connection with the issuance of the Series 2010A Bonds, the Series 2010B PFC Hybrid Bonds (together with the Series 2010A Bonds, the "Series 2010A/B Bonds") and the proposed issuance of the Series 2010C Bonds, the Airport Consultant prepared the Report of the Airport Consultant which is attached hereto as "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT." The Report of the Airport Consultant provides information with respect to the Airport, the Capital Improvement Plan and financial factors relating to the Airport and the Series 2010A/B Bonds, the forecasts of financial results for the Airport through Fiscal Year 2015, including the forecast sufficiency of General Revenues to pay debt service on the Series 2010A Bonds, the Series 2010C Bonds and the 2011 New Money Bonds, the forecast sufficiency of PFC Revenues to pay debt service on the Series 2010B PFC Revenue Hybrid Bonds, and compliance with the applicable Additional Bonds test of the Bond Ordinance with regard to the issuance of the Series 2010A/B Bonds and the Series 2010C Bonds.

The Airport Consultant has assembled financial forecasts of General Revenues and PFC Revenues available for debt service through Fiscal Year 2015 based upon assumptions and

estimates concerning future events and circumstances which the City and the Department of Aviation believe to be reasonable. Sources of Revenues and forecast debt service coverage ratios are contained in the Report of the Airport Consultant. The inclusion herein of the Report of the Airport Consultant is qualified by the cautionary statements contained under "REPORT OF THE AIRPORT CONSULTANT" herein. The Report of the Airport Consultant has not been revised to reflect events and changes in circumstances since the date thereof. As of such date, it was anticipated that the Series 2010C Bonds would be issued in 2011. Accordingly, they are referred to in the Report of the Airport Consultant as the proposed "2011A Refunding Bonds."

The following table, which has been extracted from the Report of the Airport Consultant, shows forecast Net General Revenues available for debt service, Debt Service Requirements for General Revenue Bonds, including the Series 2010A Bonds, Series 2010C Bonds and the 2011 New Money Bonds and debt service coverage on such Bonds.

**Forecasted Debt Service Coverage – Senior Lien General Revenue Bonds**

**(amounts in thousands) [1]**

| Fiscal Year | Net Revenues | Debt Service Requirements for General Revenue Bonds | Debt Service Coverage |
|---|---|---|---|
| 2011 | $197,213 | $ 101,929 | 193% |
| 2012 | 210,387 | 128,840 | 163 |
| 2013 | 252,919 | 165,485 | 153 |
| 2014 | 300,754 | 200,940 | 150 |
| 2015 | 293,766 | 195,844 | 150 |

(1) The Report of the Airport Consultant has not been revised to reflect the final terms of the Series 2010A/B Bonds.

Source: APPENDIX A - REPORT OF THE AIRPORT CONSULTANT

The Report of the Airport Consultant should be read in its entirety for a discussion of historical and forecast financial results of the Airport, and the assumptions and rationale underlying the forecasts. As noted in the Report of the Airport Consultant, any forecast is subject to uncertainties. Some of the assumptions used to develop the forecasts (including those with respect to the terms of the Extended and Amended Airline Agreements) will not be realized, and unanticipated events and circumstances may occur. Therefore, there will be differences between forecast and actual results, and those differences may be material. See "CERTAIN FACTORS AFFECTING THE AIR TRANSPORTATION INDUSTRY AND THE AIRPORT - Assumptions in the Report of the Airport Consultant

The Report of the Airport Consultant has been included herein in reliance upon the knowledge and experience of the Airport Consultant as airport consultants.

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# CERTAIN FACTORS AFFECTING THE AIR TRANSPORTATION INDUSTRY AND THE AIRPORT

## General

The purchase and ownership of the Series 2010C Bonds involve investment risk. The factors set forth below, among others, may affect the security for the Series 2010C Bonds. The information below does not purport to be a comprehensive or exhaustive discussion of risks or other considerations which may be relevant to an investment in the Series 2010C Bonds and Bonds outstanding under the Bond Ordinance and the prospects for issuance of the Series 2010C Bonds which, when and if issued, will serve as source of repayment for the Series 2010C Bonds. In addition, the order in which the following information is presented is not intended to reflect the relative importance of any such considerations. There can be no assurance that other risks or considerations not discussed herein will not become material in the future.

For a more complete discussion of key factors affecting the air transportation industry, in general, and airline traffic at the Airport in particular, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT" attached hereto, including, without limitation, the subsection therein captioned "Key Factors Affecting Future Airline Traffic."

## Financial Condition of the Airline Industry

The numbers of passengers at the Airport, and thereby, the ability of the Airport to generate Revenues, will depend partly on the profitability of the U.S. airline industry and the associated ability of the industry and individual airlines, particularly Delta and AirTran, to make the necessary investments to continue providing service. The economic condition of the industry is volatile, and the aviation industry has undergone significant changes, including mergers, acquisitions, bankruptcies and closures in recent years. Further, the aviation industry is sensitive to a variety of factors, including (a) the cost and availability of labor, fuel, aircraft and insurance, (b) general economic conditions, (c) international trade, (d) currency values, (e) competitive considerations, including the effects of airline ticket pricing, (vi) traffic and airport capacity constraints, (f) governmental regulation, including security regulations and taxes imposed on airlines and passengers, and maintenance and environmental requirements, (g) passenger demand for air travel, and (h) disruption caused by airline accidents, criminal incidents and acts of war or terrorism, such as the events of September 11, 2001. The aviation industry is also vulnerable to strikes and other union activities.

In 2006 and 2007, the U.S. passenger airline industry as a whole was profitable, but in 2008, as oil and aviation fuel prices increased to unprecedented levels, the industry confronted a profitability crisis. The industry responded by grounding older, less fuel-efficient aircraft, adopting fuel-saving operating practices, hedging fuel requirements, reducing scheduled seat capacity, eliminating unprofitable routes, laying off employees, reducing employee compensation, reducing other non-fuel expenses, increasing airfares, and imposing ancillary fees and charges. The U.S. passenger airlines collectively reduced domestic capacity (as measured by available seat-miles) by approximately 10% in 2008 and by a further 7% in 2009.

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Overcapacity in the industry, the ability of consumers to compare airfares and book flights easily via the Internet, and other competitive factors combined to reduce airfares between 2000 and 2005. During that period, the average domestic yield for U.S. airlines decreased from 14.9 cents to 12.7 cents per passenger-mile. In 2006 through 2008, as airlines reduced capacity and were able to sustain fare increases, the average domestic yield increased to 14.7 cents per passenger-mile. In 2009, yields again decreased, but in the first half of 2010, as travel demand increased and seat capacity was reduced, yields increased.

Most U.S. airlines have limited cash reserves and continuing losses could force some of them to seek bankruptcy protection or liquidate. As discussed, Delta previously filed for, but has since emerged from bankruptcy protection. In March and April 2008, Aloha (for the second time), ATA (also for the second time), and Skybus Airlines, along with other small airlines, declared bankruptcy and ceased operations. In April 2008, Frontier Airlines filed for Chapter 11 protection but continued to operate. Frontier emerged from bankruptcy in October 2009 following its acquisition by Republic Airways Holdings. In October 2009, American announced that it was closing its St. Louis hub.

The success of Delta's announced strategy for profitable operations in the face of high fuel prices and reduced travel demand depends partly on the cost and revenue benefits to be obtained from its merger with Northwest Airlines. The success of AirTran's announced strategy depends partly on the effectiveness of its plans to contain capacity growth by deferring new aircraft orders, to reduce non-fuel expenses, and to diversify its network by expanding service to cities other than Atlanta. AirTran competes with Delta on all of its routes from the Airport.

In the first half of 2010, the U.S. airline industry regained profitability as a result of reducing capacity, increasing airfares, recording high load factors, and increasing ancillary revenues. Sustained industry profitability will depend on economic growth to support travel demand and continued capacity control. Any resumption of financial losses could cause U.S. airlines to seek bankruptcy protection or liquidate. The liquidation of one or more of the large network airlines could drastically affect airline service at many connecting hub airports, present business opportunities for the remaining airlines and change airline travel patterns throughout the U.S. aviation system.

For further information regarding the financial condition and effect on operations of the airlines, potential investors should refer to the statements and reports filed periodically by the airlines with the SEC. See also "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT" attached hereto, including, without limitation, the subsection therein captioned "Financial Health of the Airline Industry."

**General Factors Affecting Airline Activity and Air Carrier Revenues**

Numerous factors affect air traffic generally and air traffic at the Airport specifically, and therefore may have a material impact on airline and Airport revenues. Demand for air travel is influenced by factors such as population, levels of disposable income, the nature, level and concentrations of industrial and commercial activity in the service area and the price of air travel. The price of air travel is, in turn, affected by the number of airlines serving a particular airport and a particular destination, the financial condition, cost structure and hubbing strategies of the

airlines serving an airport, the willingness of competing airlines to enter into an airport market, the cost of operating at an airport, the price of fuel and any operating constraints (due to capacity, environmental concerns or other related factors) limiting the frequency or timing of airport traffic within the national system or at a particular airport. Although the City has developed contingency plans that make assumptions as to the factors described above and suggest a prudent response to such events, the City may anticipate but can never predict the occurrence of any particular event or trend that could adversely impact airline activity and/or General Revenues.

The military conflict in Iraq and Afghanistan, combined with accompanying heightened threat of terrorist activity, and the costs of fuel may cause a reduction in air travel and place additional negative pressure on the airline industry. The September 11, 2001, terrorist attacks, hostilities in Afghanistan, Iraq and elsewhere, the general economic downturn in the U.S. economy, increased fuel costs and other factors have had a significant adverse impact on the air transportation industry. As a result, the air transportation industry has sustained substantial losses which have led to industry-wide layoffs and a reduction in the number of flights offered by major airlines. Several airlines, including Delta, filed for protection under the U.S. Bankruptcy Code in the early part of the industry's downturn. Many airlines have had their credit ratings downgraded by national credit rating agencies. Potential investors are urged to review the airlines' financial information on file with the SEC and the U.S. DOT. For a more complete discussion of key factors affecting the air transportation industry, in general, and airline traffic at the Airport in particular, see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT" attached hereto, including, without limitation, the subsection therein captioned "Key Factors Affecting Future Airline Traffic."

**Airline Consolidation and Alliances**

In response to competitive pressures, the U.S. airline industry has consolidated. In April 2001, American completed an acquisition of failing Trans World Airlines. In August 2001, merger plans for United and US Airways were proposed but rejected by the U.S. DOT because of concerns about reduced airline competition. In September 2005, US Airways and America West merged. In November 2006, the new US Airways proposed a merger with Delta while the latter was in bankruptcy but Delta's management and creditors rejected the hostile merger proposal. As previously discussed, in December 2009, Delta and Northwest Airlines completed their merger. In October 2009, Republic Airways Holdings completed the purchase of Frontier and Midwest airlines. Frontier and Midwest airlines plan to merge their operations in November 2010.

In May 2010, United and Continental announced their intention to merge, thereby creating the largest airline in the world, as measured by domestic and international seat-miles. In August 2010, the U.S. Department of Justice completed its antitrust review and approved the merger. The merger was recently approved by the stockholders of both companies. In September 2010, Southwest Airlines announced a proposal to acquire AirTran, thereby creating the largest U.S. domestic airline, as measured by passengers enplaned. The merger is subject to approval by the U.S. Department of Justice and AirTran's shareholders. See "THE AIRPORT - Airlines Serving the Airport - *AirTran Airways, Inc.*" herein and "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT" attached hereto. Various

other airline merger combinations have been rumored. Any such further airline consolidation could change airline service patterns, particularly at the connecting hub airports of the merging airlines.

Alliances, joint ventures, and other marketing arrangements provide airlines with many of the advantages of mergers and all of the large U.S. network airlines are members of such alliances with foreign-flag airlines. Alliances typically involve marketing, code-sharing, and scheduling arrangements to facilitate the transfer of passengers between the airlines. Joint ventures involve even closer cooperation and the sharing of costs and revenues on certain routes. In September 2004, Continental joined the Delta-led SkyTeam alliance but left the alliance to join United in the Star Alliance in October 2009.

**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. Anxieties about the safety of flying and the inconveniences and delays associated with security screening procedures lead to both the avoidance of travel and the switching from air to surface modes of transportation for short trips. Safety concerns in the aftermath of the terrorist attacks in September 2001 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. These measures include strengthened aircraft cockpit doors, changed flight crew procedures, increased presence of armed sky marshals, federalization of airport security functions under the Transportation Security Administration (TSA), more effective dissemination of information about threats, more intensive screening of passengers and baggage, and deployment of new screening technologies.

Public health and safety concerns have also affected air travel demand from time to time. In 2003, concerns about the spread of severe acute respiratory syndrome (SARS) led public health agencies to issue advisories against nonessential travel to certain regions of the world. In 2009, concerns about the spread of influenza caused by the H1N1 virus reduced certain international travel, particularly to and from Mexico and Asia. In April 2010, airspace and airports in much of Europe were closed for 6 days because of the threat to flight safety of the ash cloud from the eruption of A volcano in Iceland.

Historically, airline travel demand has recovered after temporary decreases stemming from terrorist attacks or threats, hijackings, aircraft crashes, public health and safety concerns, and international hostilities. 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, it can be expected that future demand for airline travel at the Airport will depend primarily on economic, not safety or security, factors.

The Airport is in material compliance with all current federal, State and local security requirements.

The City cannot predict the likelihood of future terrorist attacks, whether involving the airline industry or not, or the effect on the air transportation system if there are more terrorist attacks or continued, increased or new hostilities. Similarly, the City cannot predict the duration or extent of the reduction in air travel or the extent of the impact on General Revenues or the financial condition of the Airport or any of the airlines operating at the Airport as a result of the significant events described above, including the potential that these events may cause any of the airlines to seek bankruptcy protection.

**Effect of Bankruptcy on Airport Use Agreements**

When a Signatory Airline seeks protection under the bankruptcy laws, such airline or its bankruptcy trustee must determine whether to assume or reject its agreements with the City (a) within 60 days or later, if ordered by the court, with respect to its Airport Use Agreement or other leases of real property, or (b) prior to the confirmation of a plan of reorganization with respect to any other agreement. In the event of assumption, the airline would be required to cure any prior defaults and to provide adequate assurance of future performance under the applicable Airport Use Agreement or other agreements. Rejection of an Airport Use Agreement or other agreement or executory contract would give rise to an unsecured claim of the City for damages, the amount of which in the case of an Airport Use Agreement or other agreement is limited by the U.S. Bankruptcy Code generally to the amounts accrued but unpaid prior to bankruptcy plus the greater of (i) one year of rent or (ii) 15% of the total remaining lease payments, not to exceed three years. However, the amount ultimately received in the event of a rejection of an Airport Use Agreement or other agreement could be considerably less than the maximum amounts 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 Signatory Airline.

Additionally, during the pendency of a bankruptcy proceeding, a debtor airline may not, absent a court order, make any payments to the City on account of goods and services provided prior to the bankruptcy. Thus, the City's stream of payments from a debtor airline would be interrupted to the extent of pre-petition goods and services, including accrued rent and landing fees. Although there can be no guarantee as to what an airline entity in bankruptcy will or will not do, it is expected that the impact of any such interruption on the Airport, while adverse, would be of a relatively short duration.

**Airline Service and Routes**

The Airport serves both as a gateway to the Atlanta region and as a connecting hub. The number of originating and destination passengers depends on the intrinsic attractiveness of the Atlanta region as a business and leisure destination and the propensity of its residents to travel. The number of connecting passengers, on the other hand, depends on the airline service provided at the Airport and at other airports.

Most mainline airlines have developed hub and spoke systems that allow them to offer high-frequency service in many city-pair markets. Because most connecting passengers have a choice of airlines and intermediate airports, connecting traffic at an airport depends on the route networks and flight schedules of the airlines serving that airport and competing hub airports.

As discussed under "THE AIRPORT - Airlines Serving the Airport" herein, the Airport is the most important connecting hub in both Delta's and AirTran's systems; the majority of passengers at the Airport are connecting between flights. As a result, much of the passenger traffic at the Airport results from the route networks and flight schedules of Delta and AirTran rather than the economy of the Airport service region. If either of these airlines were to reduce connecting service at the Airport, such service would not necessarily be replaced by other airlines. See APPENDIX A - REPORT OF THE AIRPORT CONSULTANT" attached hereto for a discussion of the potential effects on passenger traffic of a drastic reduction in connecting airline service at the Airport.

**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 Transport 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. After September 2001, and again in 2008 and 2009, air traffic delays decreased as a result of reduced numbers of aircraft operations, but, as air travel demand increases in the future, flight delays and restrictions should 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 provision of increased capacity at the Airport itself.

Completion of the fifth runway at the Airport in May 2006 greatly increased the capacity of the airfield to accommodate aircraft arrivals and departures, particularly in poor visibility. As discussed under the caption "THE AIRPORT - Capital Improvement Plan" herein, 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 new Maynard H. Jackson, Jr. International Terminal and planned additions to terminal, ground access, and other facilities are also intended to ensure that Airport capacity will be available to meet forecast passenger demand. The Maynard Holbrook Jackson, Jr. International Terminal will provide a new eastern front door to the Airport for local international travelers. The facility will provide 12 new international capable wide-body gates connected to the existing 28 international capable gates on Concourse E. The combined gate capacity will allow the airport to grow from nine million annual international passengers to 13 million annual international passengers. The design includes an additional Customs and Border Protection passenger processing facility and baggage claim area. The Maynard Holbrook Jackson, Jr. International Terminal will include ticketing check-in capacity for the 40 gate complex. The additional Customs and Border Protection facility, baggage claim area and ticketing area will provide capacity relief to those areas in the existing west terminal and Concourse E, as well as, to the inbound roadway system servicing the existing west terminal.

## Availability of Various Sources of Funding

The funding plan for the Capital Improvement Plan as described herein and in the Report of the Airport Consultant assumes that various federal grants will be received in amounts and at times necessary to pay a portion of the costs of the Capital Improvement Plan. In addition, the funding plan assumes, among other things, certain amounts of PFC Revenues will be available to pay a portion of the costs of the Capital Improvement Plan on a pay as you go basis. The City's ability to finance the Capital Improvement Plan also depends upon the orderly function of the capital markets which, since September 2008, have experienced substantial disruptions and negatively impacted the timing and ability of issuers of municipal debt, such as the City, to access short and long term funding. 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 in respect of its planned issuance of commercial paper notes, General Revenue Bonds or Hybrid Bonds as currently contemplated, the City may be required to downsize its Capital Improvement Plan. In addition, the City will be required to seek the approval of the Signatory Airlines before it may issue additional indebtedness to pay certain costs associated with the Capital Improvement Plan 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 Improvement Plan may be downsized. See "THE AIRPORT - Capital Improvement Plan" herein and see "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT - CAPITAL IMPROVEMENT PLAN" attached hereto.

## Costs of Capital Improvement Program and Schedule

The estimated costs of, and the projected schedule for, the Capital Improvement Plan are subject to a number of uncertainties. The ability of the City to complete the Capital Improvement Plan may be adversely affected by various factors including, without limitation: design and engineering errors, changes to the scope of the elements of the Capital Improvement Plan, delays in contract awards, material and/or labor shortages, unforeseen site conditions, adverse weather conditions, contractor defaults, labor disputes, unanticipated levels of inflation, litigation, delays in permitting, and environmental issues. No assurance can be given that the Capital Improvement Plan 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. However, the MHJIT project, which is a key element of the Capital Improvement Plan, is on budget and is scheduled to open in April 2012.

Construction of large projects at airports also involves 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.

## Passenger Facility Charges

The City's authority to impose and use PFCs is subject to certain terms and conditions provided in the PFC Enabling Acts, 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 Noise Act may lead to termination of the City's authority to impose PFCs. There is no assurance that the PFC Enabling Acts 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.

## Insurance

*Airport 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. This 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 & 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. This policy renews annually on October 16 of each year. The program covers but is not limited to 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 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 of $2,614,963,682 (valued as of October 1, 2010).

*Airport Site Pollution Liability*. The Airport purchases liability coverage for pollution claims. A new carrier was selected in 2009 for a three year term covering the period from September 27, 2009 through September 27, 2012. The policy provides $10 million per occurrence with a $25 million aggregate and a $250,000 deductible. The premium was significantly reduced by approximately 65% as this is a claim-made policy. Enhancements included $2 million in mold coverage, $10 Million for Business Interruption and $10 Million for non-owned disposal sites.

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. In 2009, the City enjoyed a 22% premium reduction on the Airport owner's policy and a 9% premium savings on Airport property policy. In 2010, the City was able to secure a 12.7% reduction on the cost of the Airport owner's policy and is anticipating an estimated 12.5-13% reduction on the Airport property policy.

## Availability of Airline Financial and Operating Data

Certain of the airlines or their parent corporations, including Delta and AirTran, are subject to the information reporting requirements of the Securities Exchange Act of 1934 (the "Exchange Act"), and as such are required to file periodic reports, including financial and operational data, with the SEC. All such reports and statements may be inspected in the Public Reference Room of the SEC at Room 1024, Judiciary Plaza, 450 Fifth Street, NW, Washington, DC 20549, and at the SEC's regional offices at the Northwestern Atrium Center, 500 West Madison Street, Suite 1400, Chicago, IL 60661-2511 and 233 Broadway, New York, NY 10279. Copies of these reports and statements also may be obtained from the Public Reference Section of the Commission at 450 Fifth Street, NW, Washington, DC 20549, at prescribed rates. The SEC maintains a website at http://www.sec.gov containing reports, proxy and information statements and other information regarding registrants that file electronically with the SEC. In addition, each domestic airline is required to file periodic reports of financial and operating statistics with the U.S. DOT. These reports may be inspected at the following location: Department of Transportation, Research and Special Programs Administration, Office of Airlines Statistics at Room 4125, 400 7th Street, SW, Washington, DC 20590, and copies of the reports may be obtained from the U.S. DOT at prescribed rates.

***None of the City, including the Department of Aviation, 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. DOT as discussed in the preceding paragraph, including updates of such information or links to other Internet sites accessed through the SEC's web site.***

## Assumptions in the Report of the Airport Consultant

The Report of the Airport Consultant included as APPENDIX A attached hereto incorporates numerous assumptions regarding the future utilization and financial results of the Airport, the terms of the Proposed Amended Airline Agreements and other matters. The Report of the Airport Consultant should be read in its entirety for an understanding of all of the assumptions used to prepare the forecasts made therein. No assurances can be given that the assumptions on which the forecasts in the Report of the Airport Consultant is based will materialize. Inevitably, some assumptions used to develop the forecasts will not be realized and unanticipated events and circumstances will occur. Therefore, actual results achieved during the forecast period will vary from those set forth in Report of the Airport Consultant and the variations may be material. The Report of the Airport Consultant has not been revised to reflect events and changes in circumstances since the date thereof. As of such date, it was anticipated that the Series 2010C Bonds would be issued in 2011. Accordingly, they are referred to in the Report of the Airport Consultant as the proposed "2011A Refunding Bonds." Further, the forecast period covered by the Report of the Airport Consultant does not cover the entire period through maturity of the Series 2010C Bonds. See "REPORT OF THE AIRPORT CONSULTANT AND RATE COVENANT FORECAST" herein and "APPENDIX A - REPORT OF THE AIRPORT CONSULTANT" attached hereto.

## 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 System.

There is no litigation now pending or, to the knowledge of the City, threatened against the City or the Airport which restrains or enjoins the issuance or delivery of the Series 2010C Bonds or the use of the proceeds of the Series 2010C Bonds or which questions or contests the validity of the Series 2010C 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 or the Airport, 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.

## VALIDATION

The City received an order and final judgment by the Superior Court of Fulton County, Georgia on November 30, 2009, confirming and validating the Series 2010C Bonds and the security therefor. Under State law, the judgment of validation is final and conclusive with respect to the validity of the Series 2010C Bonds and the security therefore and is not subject to collateral attack from other parties.

## TAX MATTERS

### Opinion of Bond Counsel

In the opinion of Bond Counsel, under existing law, interest on the Series 2010C Bonds (a) will not be included in gross income for federal income tax purposes, (b) will not be an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations; provided, however, that interest on the Series 2010C Bonds will be taken into account in determining adjusted current earnings for purposes of computing the alternative minimum tax imposed on certain corporations, and (c) will be exempt from State of Georgia income taxation.

Bond Counsel's opinion with respect to the Series 2010C Bonds will be given in reliance on certifications by representatives of the City as to certain facts relevant to both the opinion and requirements of the Code. 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 2010C Bonds and the timely payment to the United States of any arbitrage rebate amounts with respect to the Series 2010C Bonds. Failure by the City to comply with such covenants could cause interest on the Series 2010C Bonds to be included in gross income for federal income tax purposes retroactively to their date of issue.

Except as described above, Bond Counsel will express no opinion regarding the federal income tax consequences resulting from the ownership of, receipt of interest on, or disposition of the Series 2010C Bonds. Prospective purchasers of the Series 2010C Bonds should be aware that the ownership of the Series 2010C Bonds may result in other collateral federal tax consequences, including, without limitation, (a) the denial of a deduction for interest on indebtedness incurred or continued to purchase or carry the Series 2010C Bonds or, in the case of a financial institution, that portion of an owner's interest expense allocable to interest on the Series 2010C Bonds; (b) the reduction of the loss reserve deduction for property and casualty insurance companies by 15% of certain items, including interest on the Series 2010C Bonds; (c) the inclusion of interest on the Series 2010C Bonds in the earnings of certain foreign corporations doing business in the United States for purposes of the branch profits tax; (d) the inclusion of interest on the Series 2010C Bonds in passive investment income subject to federal income taxation of certain Subchapter S corporations with Subchapter C earnings and profits at the close of the taxable year; and (e) the inclusion of interest on the Series 2010C Bonds in the determination of the taxability of certain Social Security and Railroad Retirement benefits to certain recipients of such benefits.

Bond Counsel will express no opinion regarding federal tax consequences arising with respect to the Series 2010C Bonds other than the excludability from gross income of the interest thereon. The nature and extent of the other tax consequences described above will depend on the particular tax status and situation of each owner of the Series 2010C Bonds. Prospective purchasers of the Series 2010C Bonds should consult their own tax advisors as to the impact of these other tax consequences.

From time to time, there are legislative proposals pending in Congress that, if enacted into law, could alter or amend one or more of the federal tax matters described above including, without limitation, the excludability from gross income of interest on the Series 2010C Bonds, adversely affect the market price or marketability of the Series 2010C Bonds, or otherwise prevent the holders from realizing the full current benefit of the status of the interest thereon. It cannot be predicted whether or in what form any such proposal may be enacted, or whether, if enacted, any such proposal would apply to the Series 2010C Bonds.

**Original Issue Discount and Original Issue Premium**

Certain of the Series 2010C Bonds as indicated on the inside cover of this Official Statement ("Discount Bonds") were offered and sold to the public at an original issue discount ("OID"). OID is the excess of the stated redemption price at maturity (the principal amount) over the "issue price" of a Discount Bond. The issue price of a Discount Bond is the initial offering price to the public (other than to bond houses, brokers or similar persons acting in the capacity of underwriters or wholesalers) at which a substantial amount of the Discount Bonds of the same maturity is sold pursuant to that offering. For federal income tax purposes, OID accrues to the owner of a Discount Bond over the period to maturity based on the constant yield method, compounded semiannually (or over a shorter permitted compounding interval selected by the owner). The portion of OID that accrues during the period of ownership of a Discount Bond (i) is interest excludable from the owner's gross income for federal income tax purposes to the same extent, and subject to the same considerations discussed above, as other interest on the Series 2010C Bonds, and (ii) is added to the owner's tax basis for purposes of determining gain or loss on the maturity, redemption, prior sale or other disposition of that Discount Bond. A

purchaser of a Discount Bond in the initial public offering at the price for that Discount Bond stated on the cover of this Official Statement who holds that Discount Bond to maturity will realize no gain or loss upon the retirement of that Discount Bond.

Certain of the Series 2010C Bonds as indicated on the inside cover of this Official Statement ("Premium Bonds"), were offered and sold to the public at a price in excess of their stated redemption price (the principal amount) at maturity. That excess constitutes bond premium. For federal income tax purposes, bond premium is amortized over the period to maturity of a Premium Bond, based on the yield to maturity of that Premium Bond (or, in the case of a Premium Bond callable prior to its stated maturity, the amortization period and yield may be required to be determined on the basis of an earlier call date that results in the lowest yield on that Premium Bond), compounded semiannually (or over a shorter permitted corresponding interval selected by the owner). No portion of that bond premium is deductible by the owner of a Premium Bond. For purposes of determining the owner's gain or loss on the sale, redemption (including redemption at maturity) or other disposition of a Premium Bond, the owner's tax basis in the Premium Bond is reduced by the amount of bond premium that accrues during the period of ownership. As a result, an owner may realize taxable gain for federal income tax purposes from the sale or other disposition of a Premium Bond for an amount equal to or less than the amount paid by the owner for that Premium Bond. A purchaser of a Premium Bond in the initial public offering at the price for that Premium Bond stated on the cover of this Official Statement who holds that Premium Bond to maturity (or, in the case of a callable Premium Bond, to its earlier call date that results in the lowest yield on that Premium Bond) will realize no gain or loss upon the retirement of that Premium Bond.

Owners of Discount and Premium Bonds should consult their own tax advisers as to the determination for federal income tax purposes of the amount of OID or bond premium properly accruable in any period with respect to the Discount or Premium Bonds and as to other federal tax consequences and the treatment of OID and bond premium for purposes of state and local taxes on, or based on, income.

## CONTINUING DISCLOSURE

In order to provide continuing disclosure with respect to the Series 2010C Bonds in accordance with the Rule promulgated by the SEC and as in effect on the date hereof, the City has executed the Disclosure Agreement with DAC for the benefit of the Beneficial Owners, under which the City designated DAC as its initial disclosure dissemination agent.

The City will agree and undertake, for the benefit of the Beneficial Owners, to provide certain financial information and operating data relating to the Airport and the Series 2010C Bonds in each year (the "Annual Report") and to provide notices of the occurrence of certain enumerated events, if material, pursuant to the Disclosure Agreement. The Annual Report and audited financial statements will be filed annually by DAC, on behalf of the City, with EMMA"), in an electronic format prescribed by the MSRB. The notices of material events will also be filed by DAC, on behalf of the City, with EMMA. The specific nature of the information to be contained in the Annual Report and the notices of material events is described in "APPENDIX G - FORM OF CONTINUING DISCLOSURE AGREEMENT" attached hereto.

These undertakings have been made in order to assist the Underwriters in complying with the Rule, and such undertaking shall only apply so long as the Series 2010C Bonds remain outstanding; provided, however, that the undertaking shall terminate upon the termination of the continuing disclosure requirements of the Rule by legislative, judicial or administrative action and may be amended as provided in the Disclosure Agreement.

There have been several instances in the previous five years in which the City has failed to comply in all material respects with previous undertakings entered into pursuant to the Rule.

## LEGAL MATTERS

Certain legal matters incident to the authorization, issuance, validity, sale and delivery of the Series 2010C Bonds are subject to the approving opinion of Greenberg Traurig, LLP as Bond Counsel, whose approving opinion (in substantially the form attached hereto as APPENDIX F) will be delivered concurrently with the issuance of the Series 2010C Bonds. Bond Counsel has not undertaken to verify and therefore expresses no opinion as to the accuracy, completeness or sufficiency of any of the information or statements contained in this Official Statement or any exhibits, schedules or appendices hereto, except that Bond Counsel will state to the City and the Underwriters at closing that such firm has reviewed the statements in the sections herein entitled "PLAN OF REFUNDING," "THE SERIES 2010C BONDS," "SECURITY AND SOURCES OF PAYMENT FOR THE SERIES 2010C BONDS," "VALIDATION" and "TAX MATTERS" herein and "APPENDIX B - DEFINITIONS OF CERTAIN TERMS" and "APPENDIX C - SUMMARY OF CERTAIN PROVISIONS OF THE BOND ORDINANCE" attached hereto and believe that such statements or information fairly and accurately summarize the portions of the documents or the matters of law purported to be summarized therein.

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

The proposed text of the legal opinion of Bond Counsel is attached hereto as "APPENDIX F - FORM OF OPINION OF 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 2010C Bonds.

Certain legal matters will be passed upon for the City by the City's Department of Law. Greenberg Traurig, LLP and Riddle & Schwartz, LLC, each of Atlanta, Georgia, are serving as Co-Disclosure Counsel. Certain legal matters will be passed on for the Underwriters by Schiff Hardin LLP, Atlanta, Georgia.

The legal opinions to be delivered concurrently with the delivery of the Series 2010C 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.

## FINANCIAL STATEMENTS

The basic financial statements of the Department of Aviation as of June 30, 2009 and for the fiscal period then ended have been audited by Banks, Finley, White & Co., independent auditors. See "APPENDIX E - AUDITED FINANCIAL STATEMENTS OF THE CITY OF ATLANTA, GEORGIA DEPARTMENT OF AVIATION FOR THE FISCAL YEARS ENDED JUNE 30, 2009 AND JUNE 30, 2008" attached hereto.

## FINANCIAL ADVISORS

Frasca & Associates, L.L.C., Atlanta, Georgia ("Frasca") is serving as financial advisor to the Department of Aviation and First Southwest Company, Dallas, Texas and DOBBS, RAM & Company, Atlanta, Georgia are serving as co-financial advisors to the City in connection with the issuance of the Series 2010C Bonds (and together with Frasca are collectively hereinafter referred to as the "Financial Advisors"). The Financial Advisors assisted in matters related to the planning, structuring and issuance of the Series 2010C Bonds and provided other advice. The Financial Advisors did not engage in any underwriting activities with respect to the issuance and sale of the Series 2010C Bonds.

## RATINGS

Moody's Investors Service, Inc. ("Moody's") and Fitch Inc. ("Fitch" together with Moody's, the "Rating Agencies") have assigned ratings of "____" and "____," respectively, to the Series 2010C Bonds. The City has elected not to request a rating from Standard & Poor's Financial Services LLC, a division of The McGraw-Hill Companies, Inc. ("S&P") in connection with the issuance of the Series 2010C Bonds due solely to unresolved contract negotiations between the City's Law Department and S&P related to legal issues contained in the S&P ratings application. If municipal bond insurance is obtained by the City, the Series 2010C Bonds insured thereby will be assigned ratings by the Rating Agencies with the understanding that such rating will be based upon the municipal bond insurance policy on such insured Series 2010C Bonds.

Such ratings express only the views of the Rating Agencies. An explanation of the significance of such ratings may be obtained from the Rating Agencies furnishing the same. 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 either or all of 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 either of them, may have an adverse effect on the liquidity and market price of the affected Series 2010C Bonds. The City undertakes no responsibility to oppose any such revision or withdrawal.

## UNDERWRITING

Citigroup Global Markets Inc. (the "Representative"), on behalf of itself and the other underwriters listed in the front cover page of this Official Statement (collectively, the "Underwriters") have agreed jointly and severally, pursuant to a Bond Purchase Agreement between the Representative and the City (the "Bond Purchase Agreement") to purchase the Series 2010C Bonds at a price equal to $_____ (representing the principal amount of the Series 2010C Bonds of $_____minus an underwriting discount of $_____and plus an original issue premium of $_____). The Bond Purchase Agreement provides that the obligations of the Underwriters to accept delivery of the Series 2010C Bonds are subject to various conditions of the Bond Purchase Agreement, but the Underwriters will be obligated to purchase all of the Series 2010C Bonds, if any are purchased. The Underwriters reserve the right to join with dealers and other underwriters in offering the Series 2010C Bonds to the public.

The prices and other terms with respect to the offering and sale of the Series 2010C Bonds may be changed from time to time by the Underwriters after such Series 2010C Bonds are released for sale, and the Series 2010C Bonds may be offered and sold at prices other than the initial offering prices, including sales to dealers whom may sell the Series 2010C Bonds into investment accounts.

Citigroup Inc., the parent company of the Representative, and Morgan Stanley have entered into a retail brokerage joint venture. As part of the joint venture the Representative will distribute municipal securities to retail investors through the financial advisor network of a new broker-dealer, Morgan Stanley Smith Barney LLC. This distribution arrangement became effective on June 1, 2009. As part of this arrangement, the Representative will compensate Morgan Stanley Smith Barney LLC for its selling efforts in connection with its allocations of the Series 2010C Bonds.

Loop Capital Markets LLC, one of the underwriters of the Series 2010C Bonds, has entered into an agreement (the "Distribution Agreement") with UBS Financial Services Inc. for the retail distribution of certain municipal securities offerings at the original issue prices. Pursuant to the Distribution Agreement, Loop Capital Markets LLC will share a portion of its underwriting compensation with respect to the Series 2010C Bonds with UBS Financial Services Inc.

## FORWARD LOOKING STATEMENTS

Any statements made in this Official Statement, including in the appendices, involving estimates, 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, 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, that are not purely historical, are forward-looking statements. Readers should not place undue reliance on forward-looking statements. All forward looking statements included 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 risks and uncertainties relating to the possible invalidity of the underlying assumptions and estimates and possible changes or developments in social, economic, business, industry, market, legal 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. 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, 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 2010C Bonds, the security for and the source for repayment for the Series 2010C Bonds and the rights and obligations of the holders of the Series 2010C Bonds. See "INTRODUCTION - Other Information" herein for information relating to certain documents which may be obtained upon request to the City.

The information in this Official Statement has been compiled from official and other sources deemed by the City to be reliable, and, while not guaranteed as to completeness or accuracy, is believed by the City to be correct as of the date of this Official Statement.

Any statements made in this Official Statement involving estimates 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 or matters of opinion will be realized. Neither this Official Statement nor any statement which may have been made orally or in writing is to be construed as a contract with the owners of the Series 2010C Bonds.

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## CERTIFICATION

The execution and delivery of this Official Statement, and its distribution and use by the Underwriters, have been duly authorized and approved by the City.

**CITY OF ATLANTA**

By:_____
Kasim Reed, Mayor

By:_____
Joya C. De Foor, Chief Financial Officer

By:_____
Louis E. Miller, Aviation General Manager

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RCS# 770
12/16/10
10:25 AM

Atlanta City Council

REGULAR SESSION

10-O-2092

REDESIGNATE AIRPORT GENERAL REVENUE
REFUNDING BOND SERIES 2010c
ADOPT ON SUB

| | |
|---|---|
| YEAS: | 12 |
| NAYS: | 0 |
| ABSTENTIONS: | 1 |
| NOT VOTING: | 1 |
| EXCUSED: | 0 |
| ABSENT | 2 |

| | | | |
|---|---|---|---|
| Y Smith | Y Archibong | Y Moore | B Bond |
| B Hall | Y Wan | Y Martin | Y Watson |
| A Young | Y Shook | Y Bottoms | Y Willis |
| Y Winslow | Y Adrean | Y Sheperd | NV Mitchell |

10-O-2092