

684212ED1	07/01/2017
684212EE9	07/01/2018
684212EF6	07/01/2019
684212EG4	07/01/2020
684212EH2	07/01/2025
684212EJ8	07/01/2031
684212EK5	07/01/2039
684212EL3	07/01/2010
684212EM1	07/01/2011
684212EN9	07/01/2012
684212EP4	07/01/2013
684212EQ2	07/01/2014
684212ER0	07/01/2015
684212ES8	07/01/2015
684212ET6	07/01/2016
684212EU3	07/01/2017
684212EV1	07/01/2018
684212EW9	07/01/2018
684212EX7	07/01/2019
684212EY5	07/01/2020
684212EZ2	07/01/2021
684212FA6	07/01/2024
684212FB4	07/01/2024
684212FC2	07/01/2028
684212FD0	07/01/2034
684212FE8	07/01/2034
684212FF5	07/01/2039

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COUNTY OF ORANGE, CALIFORNIA
AIRPORT REVENUE BONDS, SERIES 2009 A & B
ANNUAL REPORT
FOR
FISCAL YEAR ENDED JUNE 30, 2018

Dated: December 27, 2018

**COUNTY OF ORANGE, CALIFORNIA
AIRPORT REVENUE BONDS, SERIES 2009 A & B
ANNUAL REPORT
FOR FISCAL YEAR ENDED JUNE 30, 2018**

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INTRODUCTION SEC RULE 15C2-12 ANNUAL REPORT

The County of Orange (the "County") hereby provides its annual report for the fiscal year ended June 30, 2018 in connection with the following Bonds:

Bond Issue:

County of Orange, California, Airport Revenue Bonds, Series 2009, dated July 1, 2009 (the "Bonds").

Annual Report:

The County's "annual report" (as defined in the Continuing Disclosure Certificate (the "Disclosure Certificate") dated July 1, 2009 with respect to the Bonds) for the fiscal year ended June 30, 2018 consists of the audited financial statements of John Wayne Airport (the "Airport") for said fiscal year and updates to the following tables contained in the Official Statement relating to the Bonds: Tables 8, 9, 10 and 12 under "AIRPORT OPERATIONS", Tables 14 and 15 under "FINANCIAL FACTORS," and additional BOND RELATED ITEMS 3.A to 3.E.

Other Matters:

This annual report is provided solely for purposes of the Disclosure Certificate. The filing of this report does not constitute or imply any representation (i) that the information provided herein, or any portion thereof, is material to investors, (ii) regarding any other financial, operating or other information about the County or the Bonds, or (iii) that no changes, circumstances or events have occurred since the end of the fiscal year to which this report relates (other than as contained in this report), or since the date of the Official Statement, or that no other information exists, which may have a bearing on the Airport's or County's financial condition, the security for the Bonds, or an investor's decision to buy, sell, or hold the Bonds. The information contained in this report has been obtained from sources, which are believed to be reliable, but such information is not guaranteed as to accuracy or completeness. No statement in this annual report should be construed as a prediction or representation about future financial performance of the County.

Dated: December 27, 2018

COUNTY OF ORANGE

SECTION A

*Update to the charts and tables
contained in the Official Statement
relating to the Series 2009 Bonds*

TABLE 8
HISTORICAL PASSENGER ACTIVITY
MILLION ANNUAL PASSENGER (MAP) CAP

Fiscal Years	Total Passengers (1)	MAP Limit (2)
2009	8,552,590	10,300,000
2010	8,812,269	10,300,000
2011	8,611,054	10,550,000
2012	8,650,860	10,800,000
2013	9,124,172	10,800,000
2014	9,304,295	10,800,000
2015	9,608,873	10,800,000
2016	10,361,436	10,800,000
2017	10,373,714	10,800,000
2018	10,670,156	10,800,000

NOTES:

(1) Source: JWA Passenger files

(2) The most recent amendment to the Settlement Agreement was approved in 2014 and extended the term through December 31, 2030. The amendment allows the operational capacity at the Airport to remain at currently authorized 10.8 Million Annual Passengers (MAP) through December 31, 2020. The amendment also provides for an increase to 11.8 MAP through December 31, 2025 and to 12.2 MAP or 12.5 MAP through December 31, 2030, depending on the actual service level from 2021 to 2025.

TABLE 9
JOHN WAYNE AIRPORT
AIRLINE ENPLANEMENTS MARKET SHARE
Fiscal Years 2015-16 through 2017-18

Air Carrier	2015-16		2016-17		2017-18	
	Enplaned Passengers	%	Enplaned Passengers	%	Enplaned Passengers	%
Southwest	2,385,979	46.1%	2,221,567	42.9%	2,027,811	38.1%
American-US Airways (1)	848,073	16.4%	845,755	16.4%	855,832	16.0%
United	663,604	12.8%	719,481	13.9%	819,149	15.4%
Alaska	527,747	10.2%	486,821	9.4%	543,921	10.2%
Delta	383,690	7.4%	446,084	8.6%	512,269	9.6%
SkyWest-Commercial	111,582	2.2%	155,526	3.0%	221,352	4.2%
Frontier	106,125	2.1%	109,635	2.1%	111,489	2.1%
Compass (2)	15,661	0.3%	86,872	1.7%	94,189	1.8%
Horizon (3)	14,042	0.3%	42,686	0.8%	77,584	1.5%
WestJet	36,997	0.7%	37,148	0.7%	41,065	0.8%
Commuters	80,072	1.5%	27,186	0.5%	18,599	0.3%
Totals:	<u>5,173,572</u>	<u>100.0%</u>	<u>5,178,761</u>	<u>100.0%</u>	<u>5,323,260</u>	<u>100.0%</u>

NOTES:

- (1) Effective November 1, 2015, American Airlines completed its acquisition of US Airways and commenced operating as a single carrier at John Wayne Airport. American Airlines and US Airways passenger data were combined in the above presentation.
- (2) Compass Airlines commenced operations on May 1, 2016.
- (3) Horizon Air commenced operations on March 16, 2016.

TABLE 10
JOHN WAYNE AIRPORT
AIRLINE LANDED WEIGHT MARKET SHARE
Fiscal Years 2015-16 through 2017-18

Air Carrier	2015-16		2016-17		2017-18	
	Pounds	%	Pounds	%	Pounds	%
Southwest	2,793,760,000	47.3%	2,496,448,000	42.7%	2,166,693,200	36.9%
American-US Airways (1)	876,704,500	14.8%	853,392,200	14.6%	912,220,700	15.5%
United	752,763,000	12.7%	824,220,900	14.1%	852,013,200	14.5%
Alaska	540,788,600	9.2%	532,367,600	9.1%	596,900,800	10.2%
Delta	445,357,800	7.5%	507,775,500	8.7%	579,584,400	9.9%
SkyWest-Commercial	121,423,426	2.1%	194,014,145	3.3%	275,944,454	4.7%
Frontier	97,488,000	1.7%	100,143,054	1.7%	113,851,500	1.9%
Compass (2)	17,127,177	0.3%	97,397,765	1.7%	102,793,559	1.7%
FedEx	78,977,700	1.3%	78,362,400	1.3%	91,454,519	1.6%
UPS	44,310,000	0.8%	46,643,920	0.8%	78,309,600	1.3%
Horizon (3)	13,276,250	0.2%	44,707,000	0.8%	45,906,160	0.8%
WestJet	44,048,500	0.7%	43,349,000	0.7%	43,582,600	0.7%
Commuters	83,375,000	1.4%	29,286,000	0.5%	20,377,140	0.3%
Totals:	<u>5,909,399,953</u>	<u>100.0%</u>	<u>5,848,107,484</u>	<u>100.0%</u>	<u>5,879,631,832</u>	<u>100.0%</u>

NOTES:

- (1) Effective November 1, 2015, American Airlines completed its acquisition of US Airways and commenced operating as a single carrier at John Wayne Airport. American Airlines and US Airways passenger data were combined in the above presentation.
- (2) Compass Airlines commenced operations on May 1, 2016.
- (3) Horizon Air commenced operations on March 16, 2016.

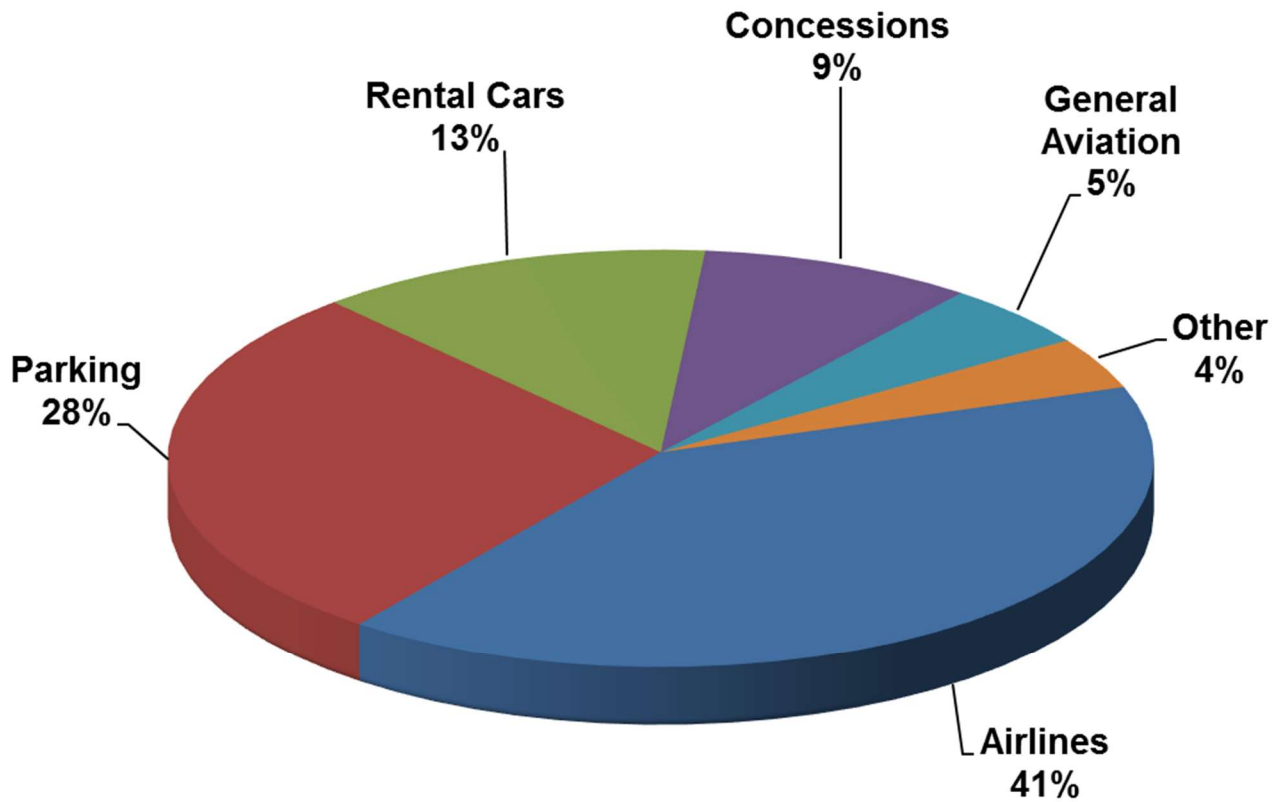
TABLE 12
JOHN WAYNE AIRPORT
SCHEDULED DEPARTURES
FISCAL YEARS 2014 to 2018

<u>Type of Aircraft</u>	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>
Class A (1)	28,820	29,505	29,413	30,386	30,908
Class E (2)	12,166	11,237	15,372	15,052	15,184
Total	<u>40,986</u>	<u>40,742</u>	<u>44,785</u>	<u>45,438</u>	<u>46,092</u>

NOTES:

- (1) The 2003 Amendment to the 1985 Settlement Agreement combined all regulated Class A and Class AA flights into a single class operating at maximum permitted Class A noise levels.
- (2) Class E includes both Class E and PE.

TABLE 14
JOHN WAYNE AIRPORT
REVENUE SOURCES
FISCAL YEAR 2018



- Airline revenues include payments received from commercial, commuter and cargo carriers.
- Concessions include food and beverage, gift and sundries, special services, advertising, golf course and lease rentals.
- Other includes ground transportation, ATM, WIFI, airline related services and other miscellaneous sources.

TABLE 15
COUNTY OF ORANGE
JOHN WAYNE AIRPORT ENTERPRISE FUND
STATEMENTS OF REVENUES AND EXPENSES
(Prepared on an accrual basis)
(In Thousands)

	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>
REVENUES:					
Airline Terminal Rent (1)	24,869	25,790	28,319	30,537	30,315
Airline Landing Fees	13,633	13,714	15,058	14,429	14,760
Airline Apron Fees	2,666	2,575	2,728	2,666	2,675
Utility & Janitorial Reimbursement	5,119	5,285	5,562	5,671	5,550
Parking	38,650	40,203	40,665	37,669	36,163
Rental Cars	14,056	14,705	15,913	15,933	16,847
Food & Beverage	7,506	7,822	6,442	6,771	6,723
Other Concessions	5,583	6,318	8,802	10,027	10,414
Aircraft Tiedown Fees	1,481	1,558	1,636	1,827	2,246
FBO Fees	2,655	2,726	2,819	3,387	4,683
Ramp Equipment Storage	999	955	969	963	933
Interest Revenue	618	645	1,842	1,291	2,752
Miscellaneous Revenue (2)	2,258	2,002	1,708	1,345	1,688
Total Operating Revenues	<u>120,093</u>	<u>124,298</u>	<u>132,463</u>	<u>132,516</u>	<u>135,749</u>
OPERATING EXPENSES					
Professional and Specialized Services	38,255	37,391	38,225	40,913	42,157
Salaries and Employee Benefits	18,746	19,142	19,711	19,497	20,320
Other Services and Supplies	27,706	26,024	24,896	28,479	28,261
Taxes and other fees (7)	-	-	-	166	151
Total Operating Expenses	<u>84,707</u>	<u>82,557</u>	<u>82,832</u>	<u>89,055</u>	<u>90,889</u>
NET REVENUES (3)	35,386	41,741	49,631	43,461	44,860
DEBT SERVICE:					
Series 2009 Revenue Bonds (5)	(6,510)	(6,510)	(6,512)	(6,506)	(6,243)
NET REVENUE AFTER DEBT SERVICE PAYMENTS	<u>\$ 28,876</u>	<u>\$ 35,231</u>	<u>\$ 43,119</u>	<u>\$ 36,955</u>	<u>\$ 38,617</u>
Coverage Calculation (6)	5.44	6.41	7.62	6.68	7.19

TABLE 15
COUNTY OF ORANGE
JOHN WAYNE AIRPORT ENTERPRISE FUND
STATEMENTS OF REVENUES AND EXPENSES (CONTINUED)
(In Thousands)

NOTES:

- (1) Airline Terminal Rent included airlines' share of post September 11, 2001 security costs.
- (2) Includes penalties & forfeitures, ground transportation fees, gate card fees, badge fees, safety classes, and commercial filming net of Reserve Retention required under the indenture.
- (3) Conforms to the Indenture definition, net of depreciation expense.
- (4) The Series 2003 Bonds were issued in May 2003 to refund \$65,250 of the Series 1993 Bonds. On July 1, 2013, the County redeemed all the of its outstanding Series 2003 Bonds.
- (5) The 2009 General Airport Revenue Bonds were issued in July 2009 to provide funding for the Airport Improvement Program. Series 2009 Bonds' debt service amounts for fiscal Years 2010 through 2012 were net of capitalized interest.
- (6) The Indenture requires that the Net Revenues for each Fiscal Year must be at least 125% of the Long-Term Debt Service Required for the Fiscal Year.
- (7) In Fiscal Year 2017, Taxes and other fees were reclassified to operating expenses in the financial statements.

**ITEM 3.A BOND RELATED ITEMS
JOHN WAYNE AIRPORT
PRINCIPAL AMOUNT OF EACH SERIES OF BONDS OUTSTANDING**

2009 A Bond Series Principal Amount Outstanding as of June 30, 2018 (1); (2)	\$ 57,500,000
2009 B Bond Series Principal Amount Outstanding as of June 30, 2018 (1); (2)	<u>\$ 96,950,000</u>
Total Principal Outstanding - All Series	<u><u>\$ 154,450,000</u></u>

NOTES:

- (1) Scheduled payments are made to the trustee during the fiscal year ending June 30. The trustee pays principal and interest to the bondholders on July 1 of the subsequent fiscal year.
- (2) On July 9, 2009, the Airport issued the Airport Revenue Bonds, Series 2009A and 2009B (2009 Bonds) in the aggregate principal amount of \$233,115,000 with an original issue net premium of \$287,000. The 2009 Bonds were issued to finance a portion of the Airport Improvement Program (AIP), fund the debt service requirement for the bonds, fund capitalized interest on a portion of the bonds and pay costs relating to the issuance of the bonds. The AIP consist of numerous direct improvements to the Airport facilities such as the construction of the new Terminal C, Parking Structure C and two new commuter hold rooms.

**ITEM 3.B
JOHN WAYNE AIRPORT
REVENUE BOND RESERVE ACCOUNTS
BALANCES AS OF JUNE 30, 2018**

Bond Series	Reserve Balance	Required Reserve
2009 A	\$ 4,485,075.19 Note 1	\$ 4,335,282.95 Note 2
2009 B	<u>\$ 6,607,425.71 Note 1</u>	<u>\$ 6,413,821.02 Note 2</u>
TOTAL	<u>\$ 11,092,500.90</u>	<u>\$ 10,749,103.97</u>

NOTES:

1. Bond reserve account balances for the Series 2009 A & B bonds represent total deposit balances and market value of short-term government securities held by the Trustee as of June 30, 2018 (per Trustee's statement).
2. The Series 2009 A & B bonds Average Annual Long Term Debt Service Requirement was calculated by the Trustee on May 29, 2018

ITEM 3.C

Capital Improvement Program

The Terminal C, Parking Structure C and other ancillary projects were completed and became fully operational in November 2011. The completion of Terminal C increased the total Thomas F. Riley Terminal square footage by roughly 280,000 square feet. Included in the project were two new commuter terminals, six new loading bridges/gates, new baggage handling system, South Remain-Over-Night aircraft parking apron, a Federal Inspection Services (FIS) area for processing international passengers and flights, additional security checkpoints, and dozens of new dining and shopping concessions. The Central Utility Plant (CUP) and Cogeneration Facility, opened in March 2011, currently provides approximately 95% of the Airport's power and chilled water needs to heat and cool the terminal complex and power the parking structures.

Other capital expenditures included the Common Use Passenger Processing System (CUPPS) in Terminals A, B and C. CUPPS allows passengers to use any self-serve kiosk to check-in and print boarding passes regardless of which airline they are flying. Airlines can utilize any gate at the terminal, providing them with flexibility and efficiency. A Parking Access Revenue Control System (PARCS) was installed at all Airport parking structures. The PARCS system gives the Airport the capability to track both parking usage and revenue, electronically.

The Airport began its multi-year \$118 million Terminal Improvements Project in January 2016. The project covers numerous safety, code compliance, comfort, convenience and aesthetic improvements to the Thomas F. Riley Terminal. These improvements not only extend the useful lives of the terminal components, but also enhance the existing facilities' aesthetics and infrastructure, allowing guests of the Airport and visitors to Orange County to experience a uniform level of quality throughout the Riley Terminal complex. Included as part of the Terminal enhancements are the new Nursing Mother's Lounge and a new Animal Relief Area located post-security near Gate 12; both were completed in 2017. The Terminal Improvements Project is progressing as scheduled and is expected to be completed by the early part of 2019.

The construction of the Paularino Gate Improvements Project began in August 2017 and was completed in late 2018. The work includes utility work, pavement replacement on the south side of Paularino Avenue between Airway Avenue and the perimeter road, and the replacement of the Paularino entry gate.

Other significant capital projects slated for the next three years include the Taxiway B Rehabilitation, Airport Operations Center, Airport Power Generation and Distribution Upgrades, Terminals A and B Air Handlers Replacement Airfield Lighting and Signage Improvements Project and Concession Development Infrastructure.

The capital costs are funded from Airport revenues and Federal Aviation Administration (FAA) Airport Improvement Program grants. As is the case with any substantial capital improvement program, the Airport anticipates encountering many challenges in balancing the current level of operation and high standards for customer service with the substantial construction activity.

ITEM 3.D

Status of Significant Legislative, Administrative, and Judicial Challenges to the Airport.

No significant legislative, administrative and judicial challenges to report.

ITEM 3.E

Material Information

No material information to report.

SECTION B

*John Wayne Airport Financial Statements For
Fiscal Year Ended June 30, 2018*