May 20, 2016

Mr. David Bean
Director of Research and Technical Activities
Governmental Accounting Standards Board
401 Merritt 7
Norwalk, CT 06856-5116

RE: Lease Exposure Draft (Project 3-24E)

Dear Mr. Bean:

The Memphis – Shelby County Airport Authority – Memphis International Airport (MEM or Airport) appreciates the opportunity to comment on the Governmental Accounting Standards Board (Board) above referenced Lease Exposure Draft (Exposure Draft or Proposed Standard). The Memphis – Shelby County Airport Authority is a body politic and corporate of the State of Tennessee, created in 1969 pursuant to the Metropolitan Airport Authority Act. We are a member of Airports Council International-North America (ACI-NA) which represents local, regional, and state governing bodies that own and operate commercial airports in the United States and Canada.

We support the Board’s objective to increase the usefulness of governments’ financial statements involving the accounting treatment of leases. However, we do not believe certain provisions of the Proposed Standard meet this objective, most significantly in the regards to the proposed lessor accounting model. We wish to share certain concerns and recommendations in this response letter to the Board.

**Exemption for Airline Use and Lease Agreements**

MEM operates under a lease agreement with the signatory airlines (Agreement) that includes residual rates for terminal rentals and airfield landing fees. Both terminal rates and landing fees are based on allowed cost recovery basis methodologies.

Paragraph 36 of the Exposure Draft contains two requirements for airline/airport agreements to be exempted from the general recognition and measurement provisions of the proposed statement. First, leases must have external laws, regulations, or legal rulings that establish the costs that may be recovered through lease payments. Second, such rulings significantly limit the ability of the lessor (airport) to set rates in excess of those costs. The Exposure Draft gives the example of the US Department of Transportation (DOT) regulating leases between airports and airlines. The DOT restrictions on rate setting do not generally apply to rates set by agreement.

Due to the unique nature of rate setting based on a cost recovery methodology, MEM requests the Board to clarify that all lease agreements between an airport and its airline tenants are exempt from the proposed lessor accounting rules by replacing the current language in Paragraph 36 with the following language:

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Memphis International Airport
General DeWitt Spain Airport
Charles W. Baker Airport
Owned and Operated by Memphis-Shelby County Airport Authority
For leases in which lease rates are re-established periodically based on the recovery of actual costs or the sharing of other revenues with lessee, the lessor should not apply the general recognition and measurement provisions of this Statement. For such leases, the lessor should recognize an inflow of resources (for example, revenue) based on the payment provisions of the contract.

Exemption for Non-Use Agreement Leases

We believe that lessor accounting for airport / tenant leases (non-airline leases) should be excluded from the scope of the proposed standard, as it will result in an overstatement of assets. This is particularly the case for US airports, including Memphis International Airport. Revenues from non-aviation leases such as concession and commercial development are shared with our signatory airlines. The proposed standard would require the recognition of a receivable from a concession contract despite the fact that a portion of those proceeds will be returned to another party (i.e., airlines). In addition, per DOT rules, revenues generated on an airport cannot be diverted for non-airport usages – these revenues are part of a closed loop system.

For these reasons, MEM proposes that the GASB provide an exemption from the general recognition and measurement provisions of this Statement for leases in which all or a portion of lease proceeds are used to reduce proceeds from another party per provisions of contractual arrangements with such parties.

Other Comments Regarding Proposed Lessor Accounting

Within the past year, both the Financial Accounting Standard Board (FASB) and the International Accounting Standards Board (IASB) have released new lease standards, a conclusion of multi-year projects. Both of these standard setting organizations, although initially considering lessor changes, made the decision to leave their current requirements for lessor accounting largely intact. The impetus for a review of lease accounting from the Securities and Exchange Commission and the financial community originated from a concern about the lack of recognition of long-term obligations. It did not originate from a concern about the lack of recognition of lessor receivables. We strongly urge the Board follow the lead of these organizations with respect to lessor accounting guidance.

In Paragraph B122 of the Exposure Draft, the Board states “The overall objective of financial reporting by state and local governments is to provide information to assist users (the citizenry, legislative and oversight bodies, and investors and creditors) in assessing the accountability of governments and in making economic, social, and political decisions”. We do not believe the proposed standard regarding a lessor’s recognition of future lease receivables meets these objectives.

As an airport that meets regularly with rating agencies, investors and other financial stakeholders, MEM has never received questions or inquiries regarding the summation of future lease receivables. This is in contrast to questions about pension liabilities and the underlying actuarial assumptions. Investors are primarily concerned about debt service coverage, unrestricted cash balances and operating statistics of the Airport. The Airport will be burdened with significant implementation and on-going costs, while providing little or no value to the users of our financial statements. Currently, MEM has approximately 300 agreements with airlines and other entities operating at the Airport.
As a lessor, we believe the current accounting treatment most accurately reflects the underlying business intentions and economics of the Airport. The recognition of a lease receivable in addition to the already recorded underlying physical asset would result in an overstatement of assets, and will result in balance sheets that are misleading.

Summary of Proposed Changes in the Exposure Draft

In conclusion, MEM supports and proposes the following:

- A revised exemption for airport/airline use and lease agreements to reflect actual airline ratemaking practices in the United States,
- An exemption for non-aviation leases to eliminate the overstatement of airport assets, recognizing airport revenues in the United States are part of a closed loop system, and
- Retaining current lessor accounting guidelines, consistent with the lead of the FASB and IASB.

Sincerely,

[Signature]
Forrest B. Artz
Vice President of Finance and Administration/CFO