CITY OF PORTLAND, MAINE

Schedule of Expenditures of Passenger
Facility Charges

For the Year Ended June 30, 2016
INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE AND ON INTERNAL CONTROL OVER COMPLIANCE REQUIRED BY THE PASSENGER FACILITY CHARGE AUDIT GUIDE FOR PUBLIC AGENCIES, ISSUED BY THE FEDERAL AVIATION ADMINISTRATION

City Council
City of Portland, Maine

Report on Compliance

We have audited the City of Portland, Maine’s compliance with the types of compliance requirements described in the Passenger Facility Charge Audit Guide for Public Agencies, issued by the Federal Aviation Administration (Guide), for its passenger facility charge program for the year ended June 30, 2016.

Management’s Responsibility

Management is responsible for compliance with the requirements of laws, regulations and contracts, applicable to its passenger facility charge program.

Auditor’s Responsibility

Our responsibility is to express an opinion on compliance for the City of Portland, Maine’s passenger facility charge program based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in Government Auditing Standards, issued by the Comptroller General of the United States; and the Passenger Facility Charge Audit Guide for Public Agencies. Those standards and the Passenger Facility Charge Audit Guide for Public Agencies require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on the passenger facility charge program occurred. An audit includes examining, on a test basis, evidence about the City of Portland, Maine’s compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance on the passenger facility charge program. However, our audit does not provide a legal determination of the City of Portland, Maine’s compliance.

Opinion on Passenger Facility Charge Program

In our opinion, the City of Portland, Maine complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on the passenger facility charge program for the year ended June 30, 2016.
INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL OVER COMPLIANCE REQUIRED BY THE
PASSENGER FACILITY CHARGE AUDIT GUIDE FOR PUBLIC AGENCIES, ISSUED BY THE FEDERAL
AVIATION ADMINISTRATION, CONTINUED

Report on Internal Control over Compliance

Management of the City of Portland, Maine is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered the City of Portland, Maine's internal control over compliance with the types of requirements that could have a direct and material effect on the passenger facility charge program to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for the passenger facility charge program and to test and report on internal control over compliance in accordance with the Guide, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of the City of Portland, Maine's internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of the passenger facility charges program on a timely basis. A material weakness in internal control over compliance is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of the passenger facility charges program will not be prevented, or detected and corrected on a timely basis. A significant deficiency in internal control over compliance is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of the passenger facility charge program that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of the internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Guide. Accordingly, this report is not suitable for any other purpose.
INDEPENDENT AUDITOR’S REPORT ON INTERNAL CONTROL OVER COMPLIANCE REQUIRED BY THE 
PASSENGER FACILITY CHARGE AUDIT GUIDE FOR PUBLIC AGENCIES, ISSUED BY THE FEDERAL 
AVIATION ADMINISTRATION, CONTINUED

Report on Schedule of Expenditures of Passenger Facility Charges Required by the Guide

We have audited the financial statements of the governmental activities, the business-type activities, 
the aggregate discretely presented component unit, each major fund, and the aggregate remaining fund 
information of the City of Portland, Maine as of and for the year ended June 30, 2016, and the related 
notes to the financial statements, which collectively comprise the City of Portland, Maine’s basic 
financial statements. We issued our report thereon dated February 6, 2017, which contained 
unmodified opinions on those financial statements. Our audit was conducted for the purpose of 
forming opinions on the financial statements that collectively comprise the basic financial statements. 
The accompanying schedule of expenditures of passenger facility charges is presented for purposes of 
additional analysis as specified in the Guide, and is not a required part of the financial statements. Such 
information is the responsibility of management and was derived from and relates directly to the 
underlying accounting and other records used to prepare the basic financial statements. The 
information has been subjected to the auditing procedures applied in the audit of the financial 
statements and certain additional procedures, including comparing and reconciling such information 
directly to the underlying accounting and other records used to prepare the basic financial statements 
or to the basic financial statements themselves, and other additional procedures in accordance with 
auditing standards generally accepted in the United States of America. In our opinion, the schedule of 
expenditures of passenger facility charges is fairly stated in all material respects in relation to the basic 
financial statements as a whole.

[Signature]

February 6, 2017
South Portland, Maine
## CITY OF PORTLAND, MAINE
### SCHEDULE OF EXPENDITURES OF PASSENGER FACILITY CHARGES
**For the Year and Each Quarter Within the Year Ended June 30, 2016**

<table>
<thead>
<tr>
<th>Memorandum Only</th>
<th>Approved Amounts Imposed and Use</th>
<th>Memorandum Only</th>
<th>Cumulative Totals June 30, 2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>02-03-C-00-PWM</td>
<td>$18,945,754</td>
<td>$18,307,785</td>
<td>-</td>
</tr>
<tr>
<td>02-03-C-01-PWM</td>
<td>Expenditures:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(amended)</td>
<td>Passenger facility charge revenue</td>
<td>$18,945,754</td>
<td>$18,307,785</td>
</tr>
<tr>
<td>02-03-C-03-PWM</td>
<td>Expenditures:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(amended)</td>
<td>Passenger boarding bridge</td>
<td>1,575,433</td>
<td>1,524,470</td>
</tr>
<tr>
<td>acquisition</td>
<td>Terminal canopy completion</td>
<td>2,317,153</td>
<td>2,242,671</td>
</tr>
<tr>
<td>baggage claim expansion and improvements</td>
<td>8,446,307</td>
<td>8,166,295</td>
<td>-</td>
</tr>
<tr>
<td>Passenger boarding bridge</td>
<td>regional jet modifications</td>
<td>186,128</td>
<td>180,065</td>
</tr>
<tr>
<td>Runway 11/29 upgrade and relocation</td>
<td>1,545,899</td>
<td>1,480,483</td>
<td>-</td>
</tr>
<tr>
<td>Taxiway improvements</td>
<td>176,359</td>
<td>170,264</td>
<td>-</td>
</tr>
<tr>
<td>Terminal roadway system expansion</td>
<td>2,876,979</td>
<td>2,784,031</td>
<td>-</td>
</tr>
<tr>
<td>Snow removal equipment acquisition</td>
<td>1,755,041</td>
<td>1,694,352</td>
<td>-</td>
</tr>
<tr>
<td>PFC application costs and program administration</td>
<td>66,455</td>
<td>65,144</td>
<td>-</td>
</tr>
<tr>
<td>Total expenditures</td>
<td>$18,945,754</td>
<td>$18,307,785</td>
<td>-</td>
</tr>
<tr>
<td>10-05-C-00-PWM</td>
<td>Passenger facility charge revenue</td>
<td>$132,206,104</td>
<td>15,987,590</td>
</tr>
<tr>
<td>Expenditures:</td>
<td>Terminal building expansion</td>
<td>120,717,387</td>
<td>13,897,217</td>
</tr>
<tr>
<td>Passenger boarding bridges</td>
<td>3,279,957</td>
<td>367,463</td>
<td>39,283</td>
</tr>
<tr>
<td>Roadway realignment project</td>
<td>8,208,760</td>
<td>975,876</td>
<td>104,320</td>
</tr>
<tr>
<td>Total expenditures</td>
<td>$132,206,104</td>
<td>15,240,556</td>
<td>1,630,006</td>
</tr>
</tbody>
</table>
INDEPENDENT AUDITOR’S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON
COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED
IN ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS

City Council
City of Portland, Maine

We have audited, in accordance with the auditing standards generally accepted in the United States of
America and the standards applicable to financial audits contained in Government Auditing Standards
issued by the Comptroller General of the United States, the financial statements of the governmental
activities, the business-type activities, the aggregate discretely presented component unit, each major
fund and the aggregate remaining fund information of the City of Portland, Maine as of and for the year
ended June 30, 2016, and the related notes to the financial statements, which collectively comprise the
City of Portland, Maine’s basic financial statements and have issued our report thereon dated February
6, 2017.

Internal Control over Financial Reporting

In planning and performing our audit of the financial statements, we considered the City of Portland,
Maine’s internal control over financial reporting (internal control) to determine the audit procedures
that are appropriate in the circumstances for the purpose of expressing our opinions on the financial
statements, but not for the purpose of expressing an opinion on the effectiveness of the City of
Portland, Maine’s internal control. Accordingly, we do not express an opinion on the effectiveness of
the City of Portland, Maine’s internal control.

A deficiency in internal control exists when the design or operation of a control does not allow
management or employees, in the normal course of performing their assigned functions, to prevent, or
detect and correct misstatements on a timely basis. A material weakness is a deficiency, or a
combination of deficiencies, in internal control such that there is a reasonable possibility that a material
misstatement of the City’s financial statements will not be prevented, or detected and corrected on a
timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control
that is less severe than a material weakness, yet important enough to merit attention by those charged
with governance.

Our consideration of the internal control was for the limited purpose described in the first paragraph of
this section and was not designed to identify all deficiencies in internal control that might be material
weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any
deficiencies in internal control that we consider to be material weaknesses. However, material
weaknesses may exist that have not been identified.
INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS, CONTINUED

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the City of Portland, Maine’s financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under Government Auditing Standards.

We noted certain matters that are opportunities for strengthening internal controls and operating efficiency that we have reported to the management of the City of Portland, Maine in a separate letter dated February 6, 2017.

Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity’s internal control or on compliance. This report is an integral part of an audit performed in accordance with Government Auditing Standards in considering the entity’s internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

[Signature]

February 6, 2017
South Portland, Maine
Findings and Questioned Costs for Expenditures of Passenger Facility Charge Program

NONE
Findings Required to be Reported Under *Government Auditing Standards*

NONE
Status of Prior Year Audit Findings

NONE