BOSFUEL CORPORATION

April 24, 2017

VIA UPS AND E-MAIL

Digital Assurance Certification, LLC 390 North Orange Avenue Suite 1750 Orlando, FL 32801 Attention: Ms. Jenny Emami (JennyE@DACBond.com)

Re: \$106,595,00 Special Facilities Revenue Bonds BOSFUEL

Project) Series 2007

Dear Ms. Emami:

Pursuant to requirements of the Continuing Disclosure Undertaking dated June 1, 2007 and the Agreement for Appointment of Dissemination Agent dated July 12, 2007 entered into in connection with the above-referenced financing, enclosed on behalf of BOSFUEL Corporation are copies of its Annual Financial Information and Audited Financial Statements for the year ending 2016. As Dissemination Agent, you are directed to disseminate this information in accordance with the Continuing Disclosure Agreement.

Please direct to my attention written confirmation that you have completed dissemination in accordance with the Continuing Disclosure Agreement.

Sincerely,

Olivia Datoc

Enclosures

cc: Mr. Tim Massimiano, Chairperson, BOSFUEL Corporation

(via email- <u>Tim.Massimiano@jetblue.com</u> w/enc's.)

Mr. Mark Norris, Swissport (via email -Mark.Norris@swissport.com w/enc's.)

Ms. Maxi Lyons (via email- Mlyons@shermanhoward.com w/enc's.)

National Public Finance Guarantee (w/enc 's.)

U.S. Bank National Association (w/enc's.)

Executive Director, Massachusetts Port Authority (w/enc 's.)

Chief Legal Counsel, Massachusetts Port Authority (w/enc 's.)

BOSFUEL CORPORATION

2016 ANNUAL FINANCIAL INFORMATION AND AUDITED FINANCIAL INFORMATION

Pursuant to the requirements of the Company Continuing Disclosure Undertaking dated as of June 1, 2007 (the "Disclosure Undertaking"), BOSFUEL Corporation (the "Company") hereby submits its 2016 Annual Report. Capitalized terms shall have the meaning set forth in the Disclosure Undertaking. The Disclosure Undertaking was executed in connection with the issuance of \$106,595,000 Special Facilities Revenue Bonds (BOSFUEL Project).

- 1. Attached as Exhibit B are the Company's final Audited Financial Statements for the year ending 2016.
- 2. Attached as Exhibit A is the information for the year ending 2016 similar to the information contained in the Final Official Statement in (i) the table under the caption "BOSFUEL CORPORATION-Purpose and Contracting Airlines" and (ii) the table titled "Historical Gallonage of Contracting Airlines and Other Aircraft Operators" under the caption "BOSFUEL CORPORATION-The Interline Agreement."
- 3. JetBlue is the only Contracting Airline that had fuel usage that constituted more than twenty percent (20%) of the Gallonage (as defined in the Interline Agreement) during 2016. JetBlue's most recent annual Audited Financial Statements for 2016 have been filed by JetBlue with the Commission and are incorporated in this reference.
- 4. The list of "Airlines" on Exhibit C is a list of the Contracting Airlines party to the Interline Agreement as of December 31, 2016.

BOSFUEL CORPORATION

EXHIBIT A

BOSFUEL CORPORATION MEMBER FUEL CONSUMPTION

December 31, 2016

Member Airlines		<u>Gallons</u>		<u>%</u>	
Aer Lingus		9,120,374		2.13%	
Air Canada		2,603,443		0.61%	
Air France		5,767,762		1.35%	
Alaska		8,184,279		1.91%	
ALITALIA S.A.I.		3,523,070		0.82%	
American - US Airways		52,594,365		12.28%	
British Airways		21,477,592		5.01%	
Cathay Pacific Airways		8,736,704		2.04%	
Delta		47,847,345		11.17%	
EL AL AIRLINES		2,453,434		0.57%	
Emirates		21,295,826		4.97%	
Federal Express		5,091,485		1.19%	
Hainan Air		11,361,481		2.65%	
Icelandair		4,375,191		1.02%	
Japan Air		8,383,650		1.96%	
JetBlue		97,179,813		22.69%	
Lufthansa		15,747,238		3.68%	
QATAR		5,838,882		1.36%	Joined April 2016
SATA International		2,858,455		0.67%	
Sky Regional		1,056,570		0.25%	
Southwest Air		21,289,531		4.97%	
Spirit Air		6,949,106		1.62%	
Swiss Int'l		6,154,185		1.44%	
TAP Portugal		1,778,704		0.42%	Joined June 2016
Turkish Airlines		5,233,153		1.22%	
United		34,863,184		8.14%	
UPS		1,491,462		0.35%	
Virgin America		9,291,307		2.17%	
Virgin Atlantic		4,798,384		1.12%	
West Jet		1,002,820		0.23%	Joined March 2016
Sub - Total Member Airlines		428,348,795		100%	
General Aviation Gallons		4,659,593			
Other Gallons		21,065,614			
Sub - Total Non - Member Airlines		25,725,207	•		
2016 Total Gallonage		454,074,002			
2016 ACTUAL COSTS: (Cash Basis)		Before Credits		After Credits	Member Gallons (Actual)
2016 M&O Cost - without T&P					Ganons (Actual)
		514.148.429		S10.171.164	
2016 T&P Cost		\$14,148,429 \$11,623,156		\$10,171,164 \$11,623,156	
				: ' '	428,348,795
	\$	\$11,623,156	\$	\$11,623,156	428,348,79
2015 TOTAL M&O w/ T&P Cost Per Gallon - M&O Only	\$ \$	\$11,623,156 \$25,771,585	\$	\$11,623,156 \$21,794,320	428,348,79
2015 TOTAL M&O w/ T&P Cost Per Gallon - M&O Only Cost Per Gallon - T&P Only		\$11,623,156 \$25,771,585 0.0330		\$11,623,156 \$21,794,320 0.0237	428,348,79
Cost Per Gallon - M&O only Cost Per Gallon - T&P Only Cost Per Gallon - T&P Only	\$	\$11,623,156 \$25,771,585 0.0330 0.0271 0.0602	\$	\$11,623,156 \$21,794,320 0.0237 0.0271	428,348,79
Cost Per Gallon - M&O Only Cost Per Gallon - T&P Only Cost Per Gallon - T&P Only Cost Per Gallon - M&O and T&P Combined 2016 Debt Service Payments Paid	\$ \$ \$	\$11,623,156 \$25,771,585 0.0330 0.0271 0.0602 6,914,250	\$	\$11,623,156 \$21,794,320 0.0237 0.0271	428,348,79
Cost Per Gallon - M&O Only Cost Per Gallon - T&P Only Cost Per Gallon - T&P Only Cost Per Gallon - M&O and T&P Combined 2016 Debt Service Payments Paid	\$	\$11,623,156 \$25,771,585 0.0330 0.0271 0.0602	\$	\$11,623,156 \$21,794,320 0.0237 0.0271	428,348,79
Cost Per Gallon - M&O Only Cost Per Gallon - T&P Only Cost Per Gallon - M&O and T&P Combined 2016 Debt Service Payments Paid Cost Per Gallon (Member)	\$ \$ \$	\$11,623,156 \$25,771,585 0.0330 0.0271 0.0602 6,914,250 0.0161	\$	\$11,623,156 \$21,794,320 0.0237 0.0271 0.0509	
Cost Per Gallon - M&O Only Cost Per Gallon - T&P Only Cost Per Gallon - M&O and T&P Combined 2016 Debt Service Payments Paid Cost Per Gallon (Member)	\$ \$ \$	\$11,623,156 \$25,771,585 0.0330 0.0271 0.0602 6,914,250	\$	\$11,623,156 \$21,794,320 0.0237 0.0271	Member
Cost Per Gallon - M&O only Cost Per Gallon - T&P Only Cost Per Gallon - M&O and T&P Combined 2016 Debt Service Payments Paid Cost Per Gallon (Member) 2017 BUDGETED Costs COSTS: (Cash Basis)	\$ \$ \$	\$11,623,156 \$25,771,585 0.0330 0.0271 0.0602 6,914,250 0.0161	\$	\$11,623,156 \$21,794,320 0.0237 0.0271 0.0509	
2015 TOTAL M&O w/ T&P Cost Per Gallon - M&O Only Cost Per Gallon - T&P Only Cost Per Gallon - M&O and T&P Combined 2016 Debt Service Payments Paid Cost Per Gallon (Member)	\$ \$ \$	\$11,623,156 \$25,771,585 0.0330 0.0271 0.0602 6,914,250 0.0161 Before Credits	\$	\$11,623,156 \$21,794,320 0.0237 0.0271 0.0509 After Credits	Member
Cost Per Gallon - M&O Only Cost Per Gallon - T&P Only Cost Per Gallon - M&O and T&P Combined 2016 Debt Service Payments Paid Cost Per Gallon (Member) 2017 BUDGETED Costs COSTS: (Cash Basis) 2017 M&O Cost - without T&P 2017 T&P Cost	\$ \$ \$	\$11,623,156 \$25,771,585 0.0330 0.0271 0.0602 6,914,250 0.0161 Before Credits \$14,022,949	\$	\$11,623,156 \$21,794,320 0.0237 0.0271 0.0509 After Credits \$10,407,826	Member Gallons (Estimate)
Cost Per Gallon - M&O Only Cost Per Gallon - T&P Only Cost Per Gallon - T&P Only Cost Per Gallon - M&O and T&P Combined 2016 Debt Service Payments Paid Cost Per Gallon (Member) 2017 BUDGETED Costs COSTS: (Cash Basis) 2017 M&O Cost - without T&P 2017 T&P Cost 2016 TOTAL M&O w/ T&P	\$ \$ \$	\$11,622,156 \$25,771,585 0.0330 0.0271 0.0602 6,914,250 0.0161 Before Credits \$14,022,949 \$12,874,365 \$26,897,314	\$	\$11,623,156 \$21,794,320 0.0237 0.0271 0.0509 After Credits \$10,407,826 \$12,874,365 \$23,282,191	Member Gallons (Estimate)
Cost Per Gallon - M&O Only Cost Per Gallon - T&P Only Cost Per Gallon - T&P Only Cost Per Gallon - M&O and T&P Combined 2016 Debt Service Payments Paid Cost Per Gallon (Member) 2017 BUDGETED Costs COSTS: (Cash Basis) 2017 M&O Cost - without T&P 2017 T&P Cost 2016 TOTAL M&O w/ T&P Cost Per Gallon - M&O Only	\$ \$ \$	\$11,623,156 \$25,771,585 0.0330 0.0271 0.0602 6,914,250 0.0161 Before Credits \$14,022,949 \$12,874,365 \$26,897,314 0.0324	\$ \$	\$11,623,156 \$21,794,320 0.0237 0.0271 0.0509 After Credits \$10,407,826 \$12,874,365 \$23,282,191 0.0240	Member Gallons (Estimate)
Cost Per Gallon - M&O Only Cost Per Gallon - T&P Only Cost Per Gallon - T&P Only Cost Per Gallon - M&O and T&P Combined 2016 Debt Service Payments Paid Cost Per Gallon (Member) 2017 BUDGETED Costs COSTS: (Cash Basis) 2017 M&O Cost - without T&P 2017 T&P Cost 2016 TOTAL M&O w/ T&P Cost Per Gallon - M&O Only Cost Per Gallon - T&P Only	\$ \$ \$ \$	\$11,622,156 \$25,771,585 0.0330 0.0271 0.0602 6,914,250 0.0161 Before Credits \$14,022,949 \$12,874,365 \$26,897,314 0.0324 0.0297	\$ \$	\$11,623,156 \$21,794,320 0.0237 0.0271 0.0509 After Credits \$10,407,826 \$12,874,365 \$23,282,191 0.0240 0.0297	Member Gallons (Estimate)
Cost Per Gallon - M&O Only Cost Per Gallon - T&P Only Cost Per Gallon - M&O and T&P Combined 2016 Debt Service Payments Paid Cost Per Gallon (Member) 2017 BUDGETED Costs COSTS: (Cash Basis) 2017 M&O Cost - without T&P	\$ \$ \$	\$11,623,156 \$25,771,585 0.0330 0.0271 0.0602 6,914,250 0.0161 Before Credits \$14,022,949 \$12,874,365 \$26,897,314 0.0324	\$ \$	\$11,623,156 \$21,794,320 0.0237 0.0271 0.0509 After Credits \$10,407,826 \$12,874,365 \$23,282,191 0.0240	Member
Cost Per Gallon - M&O Only Cost Per Gallon - T&P Only Cost Per Gallon - M&O and T&P Combined 2016 Debt Service Payments Paid Cost Per Gallon (Member) 2017 BUDGETED Costs COSTS: (Cash Basis) 2017 M&O Cost - without T&P 2017 T&P Cost 2016 TOTAL M&O w/ T&P Cost Per Gallon - M&O Only Cost Per Gallon - T&P Only Cost Per Gallon - M&O and T&P Combined 2017 Debt Service Payments Due	\$ \$ \$ \$ \$ \$ \$ \$ \$	\$11,623,156 \$25,771,585 0.0330 0.0271 0.0602 6,914,250 0.0161 Before Credits \$14,022,949 \$12,874,365 \$26,897,314 0.0324 0.0297 0.0621 6,916,250	\$ \$	\$11,623,156 \$21,794,320 0.0237 0.0271 0.0509 After Credits \$10,407,826 \$12,874,365 \$23,282,191 0.0240 0.0297	Member Gallons (Estimate)
Cost Per Gallon - M&O Only Cost Per Gallon - T&P Only Cost Per Gallon - M&O and T&P Combined 2016 Debt Service Payments Paid Cost Per Gallon (Member) 2017 BUDGETED Costs COSTS: (Cash Basis) 2017 M&O Cost - without T&P 2017 T&P Cost 2016 TOTAL M&O w/ T&P Cost Per Gallon - M&O Only Cost Per Gallon - T&P Only Cost Per Gallon - T&P Only Cost Per Gallon - M&O and T&P Combined	\$ \$ \$ \$ \$	\$11,622,156 \$25,771,585 0.0330 0.0271 0.0602 6,914,250 0.0161 Before Credits \$14,022,949 \$12,874,365 \$26,897,314 0.0324 0.0297 0.0621	\$ \$	\$11,623,156 \$21,794,320 0.0237 0.0271 0.0509 After Credits \$10,407,826 \$12,874,365 \$23,282,191 0.0240 0.0297	Member Gallons (Estimate)

Financial Statements and Independent Auditor's Report

December 31, 2016 and 2015



<u>Index</u>

	<u>Page</u>
Independent Auditor's Report	2
Financial Statement	
Balance Sheets	3
Statements of Income	4
Statements of Members' Equity	5
Statements of Cash Flows	6
Notes to Financial Statements	7



Independent Auditor's Report

To the Board of Directors and Members Bosfuel Corporation

We have audited the accompanying financial statements of Bosfuel Corporation, which comprise the balance sheets as of December 31, 2016 and 2015, and the related statements of income, members' equity and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Bosfuel Corporation as of December 31, 2016 and 2015, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

CohnReynick LLF
Tysons, Virginia
April 11, 2017

Balance Sheets December 31, 2016 and 2015

<u>Assets</u>

	2016	2015
Current assets Cash and cash equivalents Accounts receivable	\$ 7,038,209	\$ 6,351,576
Billed member airlines	2,371,463	2,100,358
Unbilled member airlines	1,855,534	2,067,422
Billed nonmembers	180,393	181,246
Unbilled nonmembers	290,363	241,500
Billed other services (Mogas/diesel)	363,496	293,411
Unbilled other services (Mogas/diesel)	388,497	256,367
Insurance recovery receivable	-	346,000
Prepaid expenses	151,443	179,162
Inventory	175,399	122,714
Total current assets	12,814,797	12,139,756
Property and equipment, net	4,167,508	3,107,416
Long-term assets		
Prepaid rent expenses, project shortfall	1,557,172	1,624,875
Debt service reserve fund	6,917,244	6,917,244
Unbilled receivable, deferred rent	2,990,791	2,931,489
	\$ 28,447,512	\$ 26,720,780
Liabilities and Members' Equity		
Current Liabilities		
Accounts payable and accrued expenses	\$ 2,008,257	\$ 2,108,801
Current portion of notes payable members	690,417	889,434
Advance billings	294,821	4,350
Due members from nonmember		
accounts receivable and other	448,147	756,620
Total current liabilities	3,441,642	3,759,205
Long-term liabilities		
Notes payable members	4,846,437	3,722,528
Due to members special assessments	2,387,540	2,163,895
Member and nonmember deposits	12,620,662	12,837,814
Deferred nonmember revenue and other income	461,707	481,781
Accrued rent expenses, deferred rent	2,990,791	2,931,489
Deferred tax liability	198,000	79,000
Total Liabilities	26,946,779	25,975,712
Members' equity		
Members' contribution	397,500	397,500
Retained earnings	1,103,233	347,568
Total members' equity	1,500,733	745,068
	\$ 28,447,512	\$ 26,720,780

See Notes to Financial Statements.

Statements of Income Years Ended December 31, 2016 and 2015

	2016	2015
Revenue		•
Member revenue	\$ 21,725,241	\$ 22,126,376
Nonmember revenue	3,740,407	2,668,575
Sales of diesel/unleaded fuel	3,085,807	3,785,675
Total revenues	28,551,455	28,580,626
Operating expenses		
Maintenance and operating costs	3,115,699	3,176,004
Facility lease costs	8,908,178	8,921,724
Costs of fuel sold	2,949,256	3,643,365
Terminal and pipeline expenses	11,722,613	10,583,940
Outside services	300,276	289,323
General and administrative expenses	621,899	1,542,272
Total operating expenses	27,617,921	28,156,628
Income from operations	933,534	423,998
Other income (expense)		
New member fees	150,000	100,000
Interest income	713	626
Interest expense	(191,582)	(141,567)
Income before income tax expense	892,665	383,057
Income tax expense	137,000	76,800
Net income	\$ 755,665	\$ 306,257

Statements of Members' Equity Years Ended December 31, 2016 and 2015

			ccumulated Earnings	Total Members Equity		
Balance, January 1, 2015	\$ 397,500		\$	41,311	\$	438,811
Net income				306,257		306,257
Balance, December 31, 2015	397,500			347,568		745,068
Net income				755,665		755,665
Balance, December 31, 2016	\$	397,500	\$	1,103,233	\$	1,500,733

Statements of Cash Flows Years Ended December 31, 2016 and 2015

	2016			2015	
Cash flows from operating activities Net income Adjustments to reconcile net income	\$	755,665	\$	306,257	
to net cash provided by operating activities Depreciation Prepaid and deferred rent adjustments Deferred income taxes		439,667 47,629 119,000		228,963 47,629 72,000	
Change in: Accounts receivable Insurance recovery receivable Prepaid expenses Inventory Accounts payable and accrued expenses Advance billings Due members from nonmember		(309,442) 346,000 27,719 (52,685) (100,544) 290,471		(731,667) (96,000) 28,488 149,936 691,658 (300)	
accounts receivable and other		(308,473)		168,821	
Net cash provided by operating activities		1,255,007		865,785	
Cash used in investing activities Purchase of property and equipment		(1,499,759)		(544,506)	
Cash flows from financing activities Proceeds from member assessments and notes payable members Payments on member notes Increase in member and nonmember deposits		2,037,971 (889,434) (217,152)		1,396,334 (857,296) (377,886)	
Net cash provided by financing activities		931,385		161,152	
Net increase in cash and cash equivalents		686,633		482,431	
Cash and cash equivalents, beginning of year		6,351,576		5,869,145	
Cash and cash equivalents, end of year	\$	7,038,209	\$	6,351,576	
Supplemental disclosures of cash flow information Cash paid during the year for: Interest expense	\$	132,652	\$	128,486	
Income taxes	\$	-	\$	4,800	

See Notes to Financial Statements.

Notes to Financial Statements December 31, 2016 and 2015

Note 1 - Summary of significant accounting policies

Organization and business

Bosfuel Corporation (the "Company") is a non-stock membership corporation incorporated in the State of Delaware on April 4, 1997. The Company was formed by a consortium of airlines to operate and maintain an aviation fuel distribution system at Logan International Airport.

Pursuant to a cost-sharing agreement (the "Interline Agreement"), the members agree, among other things, to restrictions concerning the sale or transfer of membership interests and to be liable for expenses, fees, indebtedness, claims and any other such liabilities that may arise in the ordinary course of business on a pro-rata basis, as defined therein.

Pursuant to an agreement, Swissport Fueling, Inc. ("Swissport") manages the administration and maintenance of the facilities. On behalf of the Company, Swissport bills the members actual costs incurred in operating the fuel distribution facility plus a management fee.

Cash and cash equivalents

Cash and cash equivalents include cash, bank demand deposit accounts and overnight repurchase agreements. As of December 31, 2016, the Company has an overnight repurchase agreement with a commercial bank in the amount of approximately \$7,101,000, which is not federally insured. The repurchase agreement is secured by FHLMC mortgage-backed securities. The Company has an additional amount of \$137,000 in an operating account with a commercial bank that exceeds the FDIC limit as of December 31, 2016. Cash and cash equivalents includes \$5,216,684 and \$3,878,632 at December 31, 2016 and 2015, respectively, that represent proceeds from member notes and assessments that are designated for planned capital projects.

Accounts receivable

The Company does not record an allowance for doubtful accounts, as any bad debts are reimbursed by the members when they occur. Billed receivables are considered past due in accordance with the terms of the Interline and Nonmember Agreements. Management writes off accounts receivable once all attempts to collect the receivable have been completed and management determines it is uncollectible. The Company requires deposits from its members and from some nonmember airlines, which generally reduces credit exposure. The Company did not incur any bad debt expense for the years ended December 31, 2016 and 2015.

Property and equipment

Property and equipment is stated at cost. Depreciation is provided on a straight-line basis over the estimated useful lives of the related assets. Leasehold improvements are amortized over the useful life of the asset or the life of the lease, whichever is shorter. Expenditures for maintenance and repairs are charged to operations as incurred. Major betterments are capitalized. Depreciation begins on construction in progress when assets are placed in service.

The estimated useful lives of property and equipment are as follows:

Vehicles5 yearsMachinery and equipment3 - 7 yearsLeasehold improvements10 years

Revenue recognition

Revenue are recognized on the accrual method. Member billings for reimbursement of expenses represent charges for costs incurred in maintaining and operating the fuel distribution system,

Notes to Financial Statements December 31, 2016 and 2015

reduced by nonmember system use fees. Nonmember airlines are charged for the use of the fueling facilities at a designated rate per gallon. Member airlines will be charged for the use of the facilities after application of revenue received from nonmember airlines by allocating 10% of costs evenly among the members and 90% upon the ratio that each member airline's gallonage bears to total gallonage of all member airlines. The Company recognizes revenue from billings of facility rent in the same accounting year as the related lease expense.

Use of estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results may differ from those estimates.

Income taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

Tax years prior to 2013 are no longer subject to examination by the IRS or the Commonwealth of Massachusetts.

Inventories

Inventories consist of diesel fuel and unleaded gasoline and are stated at the lower of cost or market determined by the first-in, first-out method.

New accounting pronouncements

In February 2016, the FASB issued ASU 2016-02, "Leases ("Topic 842")." This update requires an entity to recognize lease assets and lease liabilities on the balance sheet and to disclose key information about the entity's leasing arrangements. ASU 2016-02 is effective for annual reporting periods, and interim periods therein, beginning after December 15, 2018, with early application permitted. A modified retrospective approach is required. The Company is currently evaluating the impact of the adoption of ASU 2016-02 on the Company's financial statements.

Reclassification

Certain amounts in the 2015 financial statements have been reclassified to conform to the 2016 presentation. There was no effect on previously reported net income.

Subsequent events

The Company has evaluated events and transactions for potential disclosure through April 11, 2017, the date the financial statements were issued.

Notes to Financial Statements December 31, 2016 and 2015

Note 2 - Property and equipment

Property and equipment at December 31, 2016 and 2015 consist of the following:

	 2016	 2015
Machinery and equipment Leasehold improvements Vehicles	\$ 699,483 3,271,321 154,930	\$ 613,736 1,643,160 121,955
Accumulated depreciation and amortization	4,125,734 (1,223,827)	2,378,851 (784,160)
Construction in progress	2,901,907 1,265,601	1,594,691 1,512,725
	\$ 4,167,508	\$ 3,107,416

Depreciation expense amounted to \$439,667 and \$228,963 for the years ended December 31, 2016 and 2015, respectively. Interest capitalized amounted to \$26,112 and \$46,716 in 2016 and 2015, respectively.

Note 3 - Related party transactions

Accounts payable and accrued expenses includes \$236,353 and \$57,042 as of December 31, 2016 and 2015, respectively, due to Swissport for disbursements made on behalf of the Company, including a \$50,000 reimbursement relating to a payment made to the EPA.

Balances due to the Company from Swissport were \$139,824 and \$129,024 as of December 31, 2016 and 2015, respectively, for fuel sales from the Company to Swissport.

During 2016 and 2015, the Company incurred expenses of \$2,074,203 and \$1,991,391, respectively, relating to Swissport maintenance and operations costs.

Note 4 - Lease obligations

The Company has an operating lease agreement with the Massachusetts Port Authority ("Massport") that covers the majority of the Company's operating facilities. The lease began in May 1997 and continues through October 2039. The cost of the facilities was financed by Massport via the issuance of tax-exempt bonds. The Company has unconditionally guaranteed the payment to the Trustee of all amounts required for payment on the bonds and has granted to the Trustee and Massport a security interest in the Interline Agreement and substantially all assets of the Company. The debt service on the bonds is charged to the Company and included in facility lease expense along with additional rent due to Massport. The Company is also responsible to pay PILOT ("Payment in Lieu of Taxes") fees to Massport.

Notes to Financial Statements December 31, 2016 and 2015

Future minimum lease payments, including the PILOT at current rates, are as follows:

	Future minimum payments						
Year ending	Debt		Additional				
December 31,	 service		rent		PILOT		Total
2017	\$ 6,915,500	\$	1,543,445	\$	325,981	\$	8,784,926
2018	6,917,000		1,558,879		325,981		8,801,860
2019	6,917,250		1,574,468		325,981		8,817,699
2020	6,916,000		1,590,213		325,981		8,832,194
2021	6,913,000		1,606,115		325,981		8,845,096
Thereafter	 112,507,250		31,334,690		5,812,246		149,654,186
							_
Total	\$ 147,086,000	\$	39,207,810	\$	7,442,151	\$	193,735,961

Accrued rent expense, deferred rent in the accompanying balance sheets is the result of recognizing the expense for the additional rent on a straight-line basis over the entire lease term.

In 2010, the bond trustee requested the Company to create a debt service reserve fund to be held by the trustee in lieu of an insurance bond. The debt service reserve fund amounted to \$6,917,244 at December 31, 2016 and 2015. The debt reserve fund is invested in a money market mutual fund which holds U.S. Treasury securities and repurchase agreements collateralized by such obligations. Related member deposits were \$6,989,764 and \$7,146,594 at December 31, 2016 and 2015, respectively.

During 2007, Massport issued bonds with a face amount of \$106,595,000. The proceeds of these bonds were used to repay outstanding bonds, pay for issuance costs, and establish a project fund to make improvements to the facility and cover certain environmental remediation costs. Actual costs in excess of the project fund (the "Project Shortfall") were the obligation of the Company under the lease agreement. During 2008, it was determined that the project fund was not sufficient to meet the required expenditures. Project shortfall expenditures are recognized over the remaining lease term as rent expense. The unrecognized balance is reported as Prepaid rent expenses, project shortfall on the balance sheets.

Rent expense amounted to \$8,908,178 and \$8,921,724 for 2016 and 2015, respectively.

The Company leases 405,000 barrels of jet fuel storage capacity at a third party terminal located near the airport. The majority of fuel delivered to the airport is delivered via pipeline from this facility. The lease agreement continues through May 2019. Amounts are charged on a rate per gallon basis which is adjusted according to monthly volumes. Per gallon rates are adjusted annually for changes in the consumer price index. Terminal and pipeline expenses amounted to \$11,722,613 and \$10,583,940 for 2016 and 2015, respectively. Such expenses are directly charged to the member or nonmember airline based on the gallons disbursed from the Company's fueling facility.

Note 5 - Income taxes

Income tax expense represents deferred income taxes of \$119,000 state income taxes of \$18,000 for the year ended December 31, 2016 and deferred income taxes of \$72,000 and federal and state income taxes of \$4,800 for the year ended December 31, 2015.

Notes to Financial Statements December 31, 2016 and 2015

At December 31, 2016 and 2015, the components of the Company's deferred tax assets and deferred tax liabilities are as follows:

	2016		2015	
Deferred tax assets Net operating loss carryforward Deferred revenue	\$	80,000 69,000	\$	98,000 72,000
Total deferred tax assets		149,000		170,000
Deferred tax liability Property and equipment Prepaid rent expense		113,000 234,000		5,000 244,000
Net deferred tax liability	\$	198,000	\$	79,000

The Company has a net operating loss carryforward of approximately \$533,000 that will expire beginning in 2030 for federal income tax purposes.

Note 6 - Notes payable members and due to members

The Company has notes payable to members that were issued based on an agreed upon assessment of the members. On December 31, 2011, the Company issued notes with a face value of \$1,043,213. The 2011 notes are amortized monthly, bear interest at 3.64% per annum and were paid in full in 2016. On December 31, 2014, the Company issued notes with a face value of \$5,029,302. The 2014 notes are amortized monthly, bear interest at 3.71% per annum and are due December 1, 2021. On December 31, 2015, the Company issued notes with a face value of \$1,814,357. The notes bear interest at 3.4% and are due December 31, 2025.

Future principal payments scheduled are as follows:

Year ending December 31,		
0047	•	000 447
2017	\$	690,417
2018		716,504
2019		743,543
2020		771,602
2021		800,400
Thereafter		1,814,388
Total	\$	5,536,854

Due to members special assessment of \$2,387,540 at December 31, 2016 consists of amounts raised from members for capital projects and facility improvements, which the Company expects to convert into member notes in 2017.

Interest expense on the notes payable members was \$191,582 and \$141,567 for the years ended December 31, 2016 and 2015, respectively.

Notes to Financial Statements December 31, 2016 and 2015

Note 7 - Insurance recoveries

The Company incurred expenses of \$1,458,426 in 2013 and 2014 due to repairs that were necessary because of a fire at its facility in September 2013. No such expenses were incurred in 2015 or 2016. The 2014 expenses were offset by insurance recoveries accrued in 2014 and 2015 totaling \$1,246,000. All recoveries have been collected as of December 31, 2016.

On February 23, 2015, in accordance with the Fuel System legal obligations, the Company was requested to indemnify Massport from all costs relating to certain litigation. The Company had not been named a party to this litigation which was settled in 2016 with no further obligation to the Company. In 2015, the Company reimbursed Massport \$150,000 for legal costs incurred and accrued an additional \$200,000 for Massport legal costs which where paid in 2016. In 2016, the Company received an insurance recovery of \$326,640 for the legal fees paid by the Company to Massport.

Note 8 - Concentration of revenue

During 2016, Jetblue Airways, American Airlines and Delta Airlines accounted for approximately \$5,334,000, \$2,956,000 and \$2,685,000 of the Company's revenue, respectively.



EXHIBIT C

BOSFUEL CORPORATION MEMBERS December 31, 2016

1	Aer Lingus
2	Air Canada
3	Air France
4	Alaska
5	ALITALIA S.A.I.
6	American
7	British Airways
8	Cathay Pacific Airways
9	Delta
LO	EL AL AIRLINES
l1	Emirates
L2	Federal Express
L3	Hainan Air
L4	Icelandair
L5	Japan Air
L 6	JetBlue
L7	Lufthansa
L8	Qatar
L9	SATA International
20	Sky Regional
21	Southwest Air
22	Spirit Air
23	Swiss Int'l
24	TAP Portugal
25	Turkish Airlines
26	United
27	UPS
28	Virgin America
29	Virgin Atlantic

West Jet

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