

**MINUTES OF THE SPECIAL CALLED MEETING OF THE
SANFORD AIRPORT AUTHORITY
APRIL 19, 2022**

PRESENT: Jennifer T. Dane, Chairman
Clyde H. Robertson, Jr., Secretary/Treasurer
Kenneth Bentley (arrived 11:06)
Benny Crosby
Tom Green
Chick Gregg, Sr. (appeared telephonically)
Frank S. Ioppolo, Jr.
William R. Miller
Stephen P. Smith
Brett Renton, Airport Counsel

STAFF PRESENT: Tom Nolan, President & CEO
George Speake, EVP & COO
Jason Watkins, EVP & CFO
Nicole Guillet, EVP Real Estate Dev. & Legal Affairs
Tommy Gentry, IT Director
Marc Gilotti, SAAPD Captain
Lori Hunt, Executive Assistant
Gino Martinez, Finance Manager
Danette Maybin, Human Resources Director
Al Nygren, Property Manager
Jeremy Owens, Senior Engineer
Julie Sawyer, Executive Assistant
Roberta Stanton, Procurement Agent
Jennifer Taylor, Director of Program Administration

OTHERS PRESENT: Angela Adams, OSI
Bob Begley, CE Avionics
Sonya Brauer, South East Ramp
Elizabeth Brown, OSI
Stephanie Griffin, OSI
Geoff Lane, Constant Aviation
Keith Robinson, OSI
Sandeep Singh, AVCON
Greg Smith, Million Air

The meeting convened at 11:02 a.m.

1. CALL TO ORDER, PLEDGE OF ALLEGIANCE
2. ADVERTISEMENT OF MONTHLY MEETING
3. COMMENTS FROM THE PUBLIC

None.

4. SUCCESSION PLANNING

A. Recommendation regarding Discretionary Merit Bonus re President

Chairman Dane updated the Board after the last meeting she and President Nolan have had the opportunity to have multiple meetings and conversations that have been very professional and productive. It was her intent and the Boards for Mr. Nolan to continue to serve out his time here as our President throughout the remainder of his contract which expires in August, he is willing to do that, he has done an excellent job. During this conversation we discussed his bonus for the year that would be due to him in August. Mr. Nolan has secured additional air service: , has been a change agent that we asked him to be, and conducted himself with professionalism. Her recommendation is referenced in the memo regarding how this yearly bonus would be paid to him over the course of the next four months.

Motion by Board Director Green, seconded by Board Director Crosby, to approve the motion as stated in Chairman Dane's recommendation: approve four monthly vehicle stipend payments in the amount of \$950.00 to begin on April 18, 2022, and that the Board will award Mr. Nolan the Discretionary Merit Bonus in the amount of \$31,200.00 payable as detailed and subject to the conditions detailed in the Memorandum. Vote was taken, none opposed. Motion passed.

Chairman Dane thanked the Board and thanked, Mr. Nolan for continuing to work here and his professionalism.

B. Discussion of Process for selection of Future SAA President/CEO

Chairman Dane explained the Board needs to pick a direction we want to move towards to secure our next President. Counsel assisted her with three different options for that process. The selection doesn't have to be made today if that is the Board's preference.

Discussion regarding using the prior search firm Grice Group, the Board determined they were not in favor of using Grice Group.

Board Director Green noted we went out a few years ago after collectively agreeing we needed an outside person to come in and affect change and he stands behind that decision it was the best thing for the Airport. But before we hire a consultant the job description needs to be updated regarding the skill set of what we really want and need the next five to ten years to lead the Airport versus something like an internal promotion.

Discussion regarding the cost of hiring a consultant \$70,000-\$80,000 typically 5-30% of salary, and Airports financial pressures.

Chairman Dane addressed one of the options is that we would do this internally, we have an HR Director, Tom wants to assist in that process of vetting candidates, and he seemed to have some ideas of advertising for the job, we wouldn't necessarily need an RFQ.

Discussion job description to reflect bringing confidence in, a team spirit back into the staff, re-energizing our relationships with our non-aviation partners our elected officials both the City and the County, and not only with Aviation and bringing a more deliberate approach to how we interact with our partners at OSI. We have an opportunity with Mr. Nolan serving through the end of August where if we choose to look at an internal candidate they could in effect, shadow work together in the transition over the next four months. This would be enormously beneficial you wouldn't otherwise have that with an outside firm. Discussion empower Danette Maybin, HR Director to look at internal candidates.

Discussion we are facing financial deficits, enormous change in the industry as a whole, we're looking at airline recruiting opportunities that change daily but at the moment seem to favor a low-cost destination like us. We don't want to lose that momentum, and don't want to educate somebody from the outside all over again.

Chairman Dane acknowledged Mr. Nolan because the opportunity that we have to look inside is a product of the work that he did assembling this team of excellent candidates inside to choose from, and felt we would be remiss in not acknowledging his work here for our Airport.

Board Director Bentley concurred he definitely didn't want to go outside and thanked Mr. Nolan as he assembled a Dream Team.

Board Director Green agreed we've got some great candidates and it's part of Mr. Nolan's leadership bringing people on we're so much stronger with additional candidates then we were a two years ago. It would be beneficial for the Board members to look over the job description and maybe have individual meetings with the internal candidates over the next month.

Chairman Dane stated it is not her intent to appoint an interim.

Discussion regarding AAAE qualification in the job description.

Board Director Smith made a motion to meet with our internal candidates and afford the Board an opportunity to meet with the internal candidates that would be interested.

Discussion regarding how many internal candidates we have.

Board Director Ioppolo seconded the motion and offered a friendly amendment to explore our internal options so we can have a conversation today, put it on the agenda for the next time so we can further address.

Board Director Ioppolo inquired if we have talked to individuals, we believe are going to be the candidates, has anyone else identified themselves internally and what direction do we take in the event we can't find a consensus from those internal candidates? We are looking for a process. What do we do if the process is to explore internal candidates and have a backup of how we go outside if we choose.

Board Director Ioppolo suggested having a general conversation with the candidates and if we feel comfortable after that conversation towards initiating a real process. Or we sit down with nine people and meet with each person and come back with recommendations or we may decide after talking to the internal candidates and thought we were in good shape but not so much.

Chairman Dane explained we need to charge Danette Maybin, HR Director with generating a list of internal candidates and then over the course of the next two weeks, Danette will coordinate meetings for all Board members with those internal candidates that have expressed their interest. At our May meeting we can have a further discussion as to whether or not we are prepared to make a decision that day or we want to go ahead at that point set up interviews for more formal interview process. She expressed concern because we aren't addressing the issue that we have a job description that needs to be revised.

Discussion which internal candidates would qualify based on the current job description, George Speake and Jason Watkins. If the AAAE is removed which Nicole Guillet does not have she would qualify for the position.

Board Director Ioppolo withdraw his friendly amendment. Counsel noted there was no action taken on the motion. Board Director Ioppolo withdrew his second, Board Director Smith withdrew his motion. Brett Renton stated the motion and the second are withdrawn, motion dies.

Board Director Crosby noted as a new member of the Board when we were called upon to vote on this, he had no information whatsoever. He felt he was being asked to vote in the dark about something that effects a man's carrier and his livelihood.

Chairman Dane stated because of the Sunshine Law the Board members can't call each other to discuss items before the Board, the information was provided in the packet for review. She encouraged Board Director Crosby to contact counsel or any of the Executive Team in the future with questions.

Board Director Crosby suggested that information be included in the new member Board Packet.

Chairman Dane explained we're going to go through the job description look at it together as a Board so we have a tighter position definition and then Danette will determine whoever the internal candidates may be and circulate that list to the Board to meet with the candidates.

Discussion regarding definition of AAAE, accredited American Association of Airport Executives you have write a paper and go through an oral and writing exam in order to earn those credentials. For some airports they make it a prerequisite and other's do not there have been various successful people in this business without it.

Board Director Ioppolo reviewed the current job description with the Board. The revisions to be addressed by Counsel and Danette:

Primary Responsibilities

Establishing appropriate and a culture harmonious relationship with our employees and with our contractor's, tenant's, stakeholder's and aviation partners. Or make it two part: culture within the airport organization and the other is a spirit of cooperation and partnership with our stakeholders. With a hospitable nature.

Specific Duties

Make it clear that these responsibilities can be delegated the CEO is delegating and managing the delegation.

Technical Perspective

Managing the OSI contract.

How our now structured executive staff and President relate?

Brett Renton clarified when the Board passed the policy as to the EVP's you made them dual reports both to the Board and to the President, the EVP level role report directly to the President, the President has hiring authority over all but in order to terminate would require some board review.

Making sure the policies are followed, general responsibilities talk about operating the Airport in conjunction with compliance with the Boards direction.

Administrative

It is the President's responsibility to ensure that the authority and its staff comply with all Board policies and directives.

Public Safety

President is responsible for ensuring competitive compensation and benefits for PD and ARFF.

Discussion regarding "facilitate ongoing training" what do we have as standards of measure to say that is taking place. Facilitate is one thing but to say okay there is training over there but do we have any follow up to that to say, "we have achieved this". Are we looking at other Airports and what their standards are in terms of public safety firefighting etc.

After further discussion it was determined a report would be presented to the Board at the next meeting detailing what is required of ARFF and PD in terms of training.

Facilitate ongoing training for all public safety personal including PD and FF to ensure the highest certification, higher state of readiness to certification.

George Speake addressed the comment about compensation, and understood why the Board addressed PD and FD but we were wrestling with all staff even before Covid and now Covid has come along and the whole country has done what it's done, he'd hate to highlight those two entities and not look at the staff in general in terms of compensation.

Administrative

Obligation on the President to ensure competitive compensation and benefits for employees on an annual basis.

Part 5 where it says responsible for selection promotion separation all employees add make and maintain salary and benefits to ensure industry standards.

Following the job description put together a set of performance standards for the CEO that feeds off the job description as well as any strategic planning the Board may do in the future, more in detail and establish key performance indicators and it can be levels of training.

5. CONSIDERATION AND APPROVAL TO PROCEED WITH AIRPORT FACILITIES REFUNDING REVENUE NOTE AND ENGAGE COUNSEL

Motion by Board Director Ioppolo, seconded by Board Director Bentley, to approve the motion as presented: 1. Approves the selection of Truist Bank to refinance the Authority's outstanding Revenue Note, Series 2018 with a 2022 Airport Facilities Refunding Revenue Note with a 2.82% interest rate and five-year call structure and authorizes Authority staff, along with the Authority's financing team, to prepare the foregoing transaction documentation for approval at the May 3, 2022 Board meeting; and 2. Authorizes the Chief Financial Officer to execute the Engagement letters for Bond Counsel, Bryant Miller Olive, PA and Authority Special Counsel, Shutts & Bowen LLP. Vote was taken, none opposed. Motion passed.

6. OTHER BUSINESS

7. NEXT MEETINGS REGULAR BOARD MEETING (MAY 3, 2022)
WORKSHOP LAND REDEVELOPMENT (MAY 5, 2022)

8. ADJOURNMENT

There being no further business, the meeting was adjourned at 12:36 p.m.

Submitted by:



Thomas Nolan, A.A.E.
President & CEO
/lh