

**MINUTES OF THE REGULAR MEETING OF THE  
SANFORD AIRPORT AUTHORITY  
JANUARY 10, 2023  
8:30 A.M.**

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**PRESENT:** Jennifer T. Dane, Chairman  
Clyde H. Robertson, Jr., Vice Chairman  
Kenneth Bentley, Secretary/Treasurer  
Tom Green  
Chick Gregg, Sr.  
Frank S. Ioppolo, Jr.  
William R. Miller  
Stephen P. Smith  
Brett Renton, Airport Counsel  
Mayor Art Woodruff, City Liaison

**ABSENT:** Benny Crosby  
Commissioner Jay Zembower, County Liaison

**STAFF PRESENT:** Nicole Guillet, President & CEO  
George Speake, Executive Vice President & COO  
Jason Watkins, Executive Vice President & CFO  
Tom Fuehrer, SAAPD Chief  
Steve Fussell, VP Strategic Initiatives  
Marc Gilotti, SAAPD Captain  
Gerard Hilaire, IT Field Technician  
Lori Hunt, Executive Assistant  
Gino Martinez, Finance Manager  
Danette Maybin, Human Resources Director  
Christopher Metro, Procurement & Finance Analyst  
Al Nygren, Property Manager  
Jeremy Owens, VP Engineering and Maintenance  
Lauren Rowe, Communications Director  
Roberta Stanton, Procurement Manager  
Jennifer Taylor, Director of Program Administration

**OTHERS PRESENT:** Oscar Anderson, Southern Group  
Angela Adams, OSI  
Bryan Allen, Mark Construction  
Natalie Anderson, OSI  
Elizabeth Brown, OSI  
Stacy Entwistle, OSI  
Tracy Garcia, Orlando Economic Partnership  
Lisa Harris, South East Ramp  
Kiley Kanai, Mark Construction  
Dave Logan, OSI  
Rae Lovenbury, South East Ramp

**Genean McKinnon  
Les Miller, Blue Skies Development  
Jeremy Morton, CPH  
Robin Nielen, Blue Skies Development  
Paul Partyka, NAI Realvest  
Todd Payne, OSI  
Doug Saunders, C&S  
Matt Shelton, McKee Construction  
Sandeep Singh, AVCON  
Kaley Slattery, Southern Group  
Gregg Smith, Million Air  
Scott Sturgill  
Tom Tommerlin, City of Sanford  
Robert Utsey, ZHA  
Raul Veizaga, OSI**

1. CALL TO ORDER, PLEDGE OF ALLEGIANCE
2. ADVERTISEMENT OF MONTHLY MEETING

Copies attached.

3. APPROVAL OF MINUTES OF THE REGULAR MEETING HELD  
DECEMBER 6, 2022

Motion by Board Director Smith, seconded by Board Director Bentley, to approve the Minutes of the Regular meeting held December 6, 2022. Vote was taken, none opposed. Motion passed unanimously.

4. LIAISON REPORTS

- A. City of Sanford

Mayor Woodruff reported that the Dr. Martin Luther King Jr. celebrations planned for the weekend of January 13<sup>th</sup> include Oratorical Contest & Scholarship Fund; Commemorative Banquet; Interfaith Service; Parade & Festival. Mayor Woodruff updated the Board that the City of Sanford is still negotiating with the Police and Fire Departments regarding their contracts, the last offer was rejected. At the last City Commission meeting the process of goal setting began.

- B. Seminole County

Commissioner Zembower not in attendance.

5. COMMENTS FROM THE PUBLIC

None.

## 6. CONSENT AGENDA

- A. Consider approval of professional services Task Order 6 in the amount of \$93,551.26 with C&S Engineers, Inc. to provide the Terminal Apron Rehabilitation Design.
- B. Consider authorization of Seminole County Public Schools Invitation for Bid/Contract #20210067B-CB-Roof Repair and Maintenance Services with Advanced Roofing Inc. and RMS Orlando, Inc.
- C. Consider approval of Lease #2023-002 for Aircraft Service International Group dba Menzies Aviation, Inc., Building #317 located at 1690 Hangar Road Sanford, FL 32773.

Chairman Dane informed the Board that Consent Agenda item A was being pulled and moved to Discussion Agenda.

Motion by Board Director Smith, seconded by Board Director Ioppolo, to approve Consent Agenda items B & C. Vote taken, none opposed. Motion passed unanimously.

## 7. PRESIDENT'S REPORT

President Guillet referenced her power point presentation, incorporated herein, and requested EVP George Speake to present updates on the following topics:

- Wildlife Assessment: Draft report reviewed by staff, FAA Submittal Jan/Feb;
- IT redundancy loop: Commerce Park 95% Complete (Feb/Mar – Weather Dependent);
- Cell phone lot lighting: Awaiting Close-Out Package;
- Stormwater Master Plan Update: Draft SJRWMD Files Received, Scheduling Pre-App;
- Airfield Electrical Upgrades: 90% Complete, Last Fixtures arrived 1/8, January Completion;
- SAA Maintenance Facility Replacement: See Discussion Agenda A; and
- ARFF Station Generator and install generator in Building #37 Generator: December 23 Install (est.).

OSI Contract: Jennifer Taylor reviewed the OSI Contract Score Card distributed in the Board's packets and incorporated herein by reference:

### **KEY ITEMS**

#### **2.3.5 Agreements Regarding Use of Non-Aeronautical Facilities**

- SSP agreements expire 2/28/2023. SAA received a draft copy of the new agreement, but is it missing key business terms. SAA returned its review of the first draft.

#### **12.1.1 Performance Reporting**

- OSI has purchased air service quality (ASQ) reporting. OSI started QTR surveys in October. Should see the first results later this month or February.

### 2.3.6 Routine Maintenance, Repairs and Landscaping

#### • Delinquent Items

- Elevator 8 replacement (Terminal A-freight). Out of service since 1/22.
- Elevator 9 (passenger elevator). Elevator shaft has a hydraulic leak. This was not part of the original contract. Part was ordered 9/22. Schindler scheduled to start repair 1/16/2023.
- Parking garage preventative maintenance plan (SAA received 1/3/2023 under review).
- Over 100 variable air volumes (VAV's) aren't fully functional. To date six have been replaced. OSI ordered roughly 50 more for Terminal B. OSI is anticipating resolution over a year period. Still awaiting plan for Terminal A.
- FIS roof report.
- Hurricane roof report.

Board Director Ioppolo referenced Delinquent items presented and inquired why OSI wasn't put in default. President Guillet stated she wasn't aware of a specific clause in the contract that says "reports have to be submitted to us in a certain time" however she felt we are reaching a point where we aren't able to ensure compliance with the contract without those reports.

Board Director Ioppolo noted we have a recurring issue and that is things don't seem to get done when they are due, and he's certainly of the opinion he's tired of having it delinquent.

Discussion ensued regarding the last two FIS roof reports. President Guillet explained that is difficult to ensure compliance with the contract without sufficient information. It is not clear why SAA can't get the information from OSI. It's public information related to a public building.

Board Director Ioppolo inquired if we are still hearing from OSI that they don't have to provide it because it's not public? President Guillet responded that in some instances, that is the case.

Elizabeth Brown, OSI President explained OSI doesn't have concerns about providing the roof reports it's just been sitting on her desk and she hasn't sent it.

Board Director Ioppolo explained to Ms. Brown the report needs to get sent because otherwise the next thing is the Attorney General opinion which makes clear OSI is subject to Sunshine Law; he doesn't want to wait and he's tired of hearing it.

Discussion ensued regarding the freight elevator. Elizabeth explained it was not reported that the shaft for Elevator A had a chip in it and that was going to prevent the elevator from operating; it should have been included in the original assessment Schindler did and wasn't provided to OSI. It wasn't until all the work was complete that they were advised, in the middle of December that the elevator should not be operated without the shaft being replaced; then a new shaft had to be ordered which is to be delivered next week and then installed.

Discussion ensued whether this fell under the maintenance agreement. Elizabeth explained it's repair, and it should have absolutely been included by Schindler in the original assessment although it was not.

Board Director Miller explained in his experience maintenance means cleaning greasing; maintenance agreements also are the identification of additional problems which include repair it cannot be separated from the maintenance agreement.

Elizabeth noted the maintenance agreement does identify major repairs that have to happen and that's what was expected, what didn't happen in Schindler's identification of the changes and upgrade of this particular elevator was the chip in the shaft.

Chairman Dane expressed her frustration and noted the elevator item rolls over every month, and there is never a specific timeline or expectation that is articulated to her as to when the Authority can expect things to be done. And it's every month she gets a red sheet with a few red lines, the notes on here are from a year ago, that's unacceptable. She stated she's fine if we don't talk about it at the Board level and if Ms. Brown and President Guillet wanted to work it out behind the scenes that's fine, but she expected a timeline by March.

### **2.3.6 Routine Maintenance, Repairs and Landscaping, cont'd**

#### **• Items in progress**

- Elevator 9 replacement (terminal A passenger)(currently working on) estimated completion by end of January.
- SAA received the report that Lerch Bates Inc. performed. It includes 5/11 (45%) of the elevators and 6/6 (100%) of the escalators. The report recommended modernization of two escalators to start immediately (CBP and Terminal A). These items have a six to eight-month procurement timeline and construction could take up to 48 weeks.
- Parking garage partial one-year repairs will start third week of January. Contract was executed 9/6/2022.
- Sky lounge/smoking deck windscreen project. Gomez has applied for permitting.

Jennifer Taylor referenced the Lerch Bates report which staff received, out of the 11 elevators only 5 were on it, and one was Elevator Eight which is the inoperable freight elevator that was not included in that report.

Discussion ensued OSI had delayed sending the report from their independent contractor to the management team because they knew elevators were missing on the report and asked to have those included in the report and when the revision is received OSI will send the revised report to SAA management team. The Board expressed its frustration and requested the revised report be presented in the next couple of weeks.

Jennifer Taylor referenced parking garage partial repairs, and noted the garage was closed January 9<sup>th</sup> and repairs will start this week. The Sky Lounge Smoking Deck project is underway, Gomez has applied for the permit.

### **MISCELLANEOUS ITEMS**

Items requested from OSI on January 3, 2023:

- Updated Preventative maintenance plan for all Terminal Roofs.
- Lost and found policy and procedure.
- Parking garage remediation and prioritization of most urgent matters from report dated March 2022.
- ARPA concession grant (Rent baseline).

President Guillet informed the Board staff has asked for some of these verbally & via emails. A formal request via email was issued on January 3<sup>rd</sup>.

Paul Partyka, NAI Realvest updated the Board on Development: The Commerce Park is at 100% occupancy, two vacancies were filled in December at substantially higher rates; 3-4 renewals are in the works with possible expansions; and a comparative analysis has been conducted. Mr. Partyka informed the Board that President Guillet is speaking at the Private Business Association of Seminole County on January 11<sup>th</sup>.

President Guillet added SAA has partnered with Seminole County to conduct a hotel feasibility study around the Airport and that is due to be completed this month and will be shared with the Board. A hotel developer that SAA staff has been working with is very interested in the results of that study. Staff is working with Constant Aviation on a new lease and an amendment to an existing lease anticipated to be presented to the Board in February. The Blue Skies Development lease associated with the approved LOI anticipate presentation to the Board in March. The 417 connector it is tracking along the schedule previously presented and expected to hold additional meetings later this year. Discussion ensued regarding how it is proceeding in light of the fact that some of the principal supporters are no longer in leadership position. President Guillet explained Commissioner Herr has been appointed to replace Commissioner Constantine as the County's representative on CFX. She met with Commissioner Herr and had her out to the Airport for a tour. Commissioner Herr has indicated that she is supportive of that project and realizes the importance of the project for the Airport and Seminole County. Commissioner

Zembower has expressed that the County overall supports the project and it expects to be called upon for fiscal support. The Board expressed the importance of the 417 connector it's huge for the Airport, region and Seminole County.

Orlando Sanford International Inc.: Elizabeth Brown updated the Board as follows:

- December 2022 Passengers: 17% above 2021; remains below 2019 by 15%, total passengers 2,799,821; she expects that the Airport will continue to track below 2019 because of the pilot shortage.
- Passenger performance is up 4% against SAA's prior fiscal year; with YTD tracking 13% under 2019/20.
- Air Traffic Movements: load factors are strong despite fewer aircraft moving; tracking 2021 by 4% and below by 20% for 2019; not seeing as many movements by Allegiant; this is also a result of TUI departing SFB in 2020 for another airport.
- Rolling Twelve Months: January performed well at 36%; the rest of the year was quite challenging it was tracking below; the beginning of 2023 forecast is showing below 2022 levels due to Allegiant Airlines taking on a new fleet resulting in a shortage of crew and the inability of them to operate at a full schedule as they did in 2022.
- Industry: Southwest Airlines holiday debacle resulted in the cancellation of 1000's of flights; Congress cleared Boeing Max/7 & 10 for certification which Allegiant is planning to purchase.
- Air Service/Commercial/Marketing: expiring SSP contract on December 31, 2022, has been extended to February 28, 2023, to give SSP time to complete its new terminal locations commitment; Hudson Duty Free contract set to expire March of 2023, will be adjusted to become co-terminus with the Hudson News and Gift contract which terminates in October 2023; OSI will be issuing an RFP for a new vending machine contract in Q1 2023; and car rental contracts expiring in May 2023 will be reviewed with SAA to determine action. OSI joined SAA and the wider airport community in volunteering together with Sleep in Heavenly Peace to build 40 beds for families on an extensive waiting list; SFB participated in Downtown Sanford's annual Christmas parade; sponsored the City of Sanford Jingle Jam; passengers were treated to live music as well as Santa, Buzz the SFBee and his Bee Keeper who walked throughout the terminal greeting families and handing out coloring books and candy canes. New Air Services – Provo, Utah and London, Ontario.
- Marketing: SFB made a six-month media buy with FOX 35 – that promotes the airport to thousands of Central Florida residents by providing live footage of the airport every morning news 5:00 a.m. – 10 a.m. and evening news 6:00 p.m.; Spectrum News visited SFB to report on the airport's recovery post pandemic the segment was played on Spectrum News 13 and on the Spectrum news website.

- Terminal Advertising: Orlando North has started working on negotiations and locations for the upcoming 2023 ad buy; a major attraction has expressed interest in promoting at SFB for their resort and parks; Dezerland Park's Board has approved advertising at SFB for 2023, potentially installing a display with an iconic movie vehicle.
- Social Media: played an important role in informing passengers on airport travel tips throughout the holiday season; parking updates were sent out three (3) times per day to inform passengers where to park; social media following and engagements continue in a consistent upward trend.

Discussion ensued regarding charter carrier from Spain World2Fly. Todd Payne indicated that OSI is waiting for confirmation of schedule.

Discussion ensued regarding the Canadian carriers and potential for expansion. Elizabeth Brown explained they are continuing to expand, and that OSI is hoping to see one of them base an aircraft at SFB next winter. OSI expected them this year but due to aircraft damage they weren't able to get that aircraft in place. Todd Payne has worked to garner some support from Visit Orlando and some of the other entities have supported that based aircraft, which will result in an additional 14 flights a week from at least 6-7 new destinations in Canada.

Elizabeth Brown noted Allegiant is entering into a joint venture with Viva Aerobus and every expectation is that we will see a benefit of that 2023, we just need to see the security level for Mexico raised to Category One. Mexico was always at Category One and 18 months ago it was downgraded to Category Two. Mexico has been working with the FAA regarding its aviation security to get that raised back to Category One.

Lauren Rowe, Communications Director SAA showed: a video of FOX News 35 live coverage; a Florida Trend magazine article featuring a quote from CFO Jason Watkins; an Orlando Business Journal article regarding Burrell Group including SFB in their portfolio; Orlando Business Journal featuring Nicole Guillet as a 2023 Game Changer; and a News Channel 13 news story featured SFB that is part of its new investigative effort.

#### Chief Financial Officer Report

EVP & CFO Jason Watkins presented the December financial report including:

- Finance/Admin Update: Q1 Investment Income - \$99,068 (vs. \$6,250 PFY); PFC Application 5 development to begin; Financial Audit – A. FY2021-2022, Year-End audit begins 1/30/23, B. New Lease Accounting Standard required, GASB 87, C. Financial Auditor RFP to be issued late spring for subsequent engagements.
- Current & Pending Solicitations – new: Microsoft Dynamics Implementation Consultant RFQ late January/early February.

## MISCELLANEOUS – OTHER

President Guillet updated the Board regarding:

- A. Investment Policy Update
- B. Lake Jesup Cell Tower
- C. Legislative Priorities
  - 1. Local Bill – removing the current 50-year limitation on leases and other agreements.
  - 2. Appropriation Request - \$1.2M for stormwater pond construction to mitigate flooding.
  - 3. Pursue a partnership effort – between the Airport, City of Sanford, and Seminole County to secure state funding for hurricane relief and hazard mitigation.
  - 4. Monitoring Item – ensure legislation affecting commercial airport policy and procedures is not expanded. (previously introduced during the 2019 session HB Bill 915)

### 8. COUNSEL’S REPORT

Brett Renton updated the Board regarding GOAA; City of Sanford approved the joinder in the Burrell lease and Employment Manual.

### 9. CHAIRMAN’S REPORT

Chairman Dane reminded the Board of the March 24<sup>th</sup> Joint Board meeting.

### 10. DISCUSSION AGENDA

- A. Consider Contract Award of Top Ranked Firm for Request for Proposal #2022-013 RFP - Airport Maintenance Facility – Design Build.

EVP & COO George Speake updated the Board regarding the replacement of the existing maintenance facility. A RFP was issued and nine firms responded. A ranking process narrowed that down to five firms. A technical evaluation committee sat down and evaluated the proposals and ranked them, developing the ranking that was presented in the Agenda Memo. Mark Construction was ranked highest followed by McKee, Gomez, Sauer, and Oelrich. Mark Construction was the lowest responsive bid and staff is recommending that Mark Construction be awarded the project.

Discussion ensued regarding how the project cost exceeds the established budget.

President Guillet explained that the proposed agreement was drafted by Shutts & Bowen. Bryan Allen, Mark Construction informed the Board the contract is based on a design build project, Mark Construction evaluated the design as a cost based on design, therefore if the design changes there could be changes

along the way. They don't foresee any changes because it's a very detailed-out program. He felt the market has settled down and he didn't foresee any increases in materials and if so, they would have to take an account of how it affects the project and if it can be assumed.

EVP & COO George Speake stated a lot of time was spent reviewing the 30% plans that were presented to the bidders and he didn't see anything changing. If there is anything changing it would be a downgrade in materials versus upgrading or revising. This is a new building which includes the basics; therefore, he didn't foresee any design changes.

Discussion ensued regarding the project manager. George Speake noted Jeremy Owens as the engineer would serve as project manager and Jennifer Taylor will be in charge of change orders.

Discussion ensued regarding design changes and the location of the new building. The new building will be built in the current laydown area which allows the new structure to be built while the maintenance department remains operational. When that's done the old building will be torn down and become the laydown area. The proposed building is a pre-engineered metal-built, 4' beam wall, with a monolithic slab. Discussion ensued regarding what percentage of the contract is new equipment going in the building, Mr. Owens stated that the vehicle lifts and the air compressor will be reused, and most everything else is new.

Board Director Ioppolo noted the maintenance building is in such disrepair, he is thrilled and delighted that we are finally doing this, he appreciates our maintenance staff for surviving and doing what they have.

Motion by Board Director Ioppolo, seconded by Board Director Smith to: (1) accept the Technical Evaluation Committee's ranking and approve the contract award recommendation to Mark Construction Company for the Airport Maintenance Facility Design-Build Project in the amount of \$3,563,448; (2) Authorize the President to execute the appropriate contract; (3) Amend the FY 2022-2023 Capital Budget by \$563,448 to be funded equally by FDOT grant funding and the Authority's unrestricted cash reserves; (4) and authorize the CFO to submit a corresponding budget amendment to the Sanford City Commission. Vote taken, none opposed. Motion passed unanimously.

## B. OSI 2023 Capital Plan

Elizabeth Brown, President OSI explained that the presentation OSI 2023 Capital Plan reflects some changes that wouldn't have been seen in the last copy sent out to SAA Management team, these changes are in response to the questions in the memo from President Guillet.

Angela Adams, CFO TBIUS explained the agenda for the presentation would be an overview of the OSI Capital Expenditure planning process; recap of

Capex that was previously presented to the Board at the SAA/OSI Board to Board meeting on March 24, 2022; and a review of 2022 YTD Capex and Review of 2023 Capex Budget.

Ms. Angela Adams stated this is a fluid process it isn't fixed similar to a public entity who have to follow fund accounting and restrictive use of funds, so should the need arise, they can make changes throughout the year. From a planning process a long-term business plan was developed with their parent company and it is used by the management team as a guide. Throughout the year the operations team will compile a list of proposed capex projects as needs are identified via their day-to-day operations as well as in consultation with the SAA. As part of the annual budgeting process each department head prepares an actual capital budget request form and submits it to senior management. Adjustments are made to those requests and that is based on prioritization and projected cash flows for the coming year which will fluctuate from year to year based on projected operations. The draft capital budget is shared with SAA management for questions and comments as required per the O&M agreement. OSI finalizes the annual capital budget for the following year and has it approved in November. Approved capex budgets are distributed to department heads once approved. The status of capital projects compared to budget is reviewed quarterly with the department heads as well as SAA management and modifications are made as needed.

Elizabeth Brown noted the quarterly reviews are new in the last year, as OSI hadn't been asked to do that before.

President Guillet referenced the presentation and noted she thought it was originally indicated that the budgets are distributed to departments November/December. She asked for a copy of those, she and Elizabeth had a discussion about that and are of different minds as to whether or not SAA needs to see those. President Guillet stated SAA would like to see them to ensure that we know that money is being spent appropriately in the Terminal. Although OSI collects the revenue on behalf of the Authority the Board is the fiduciary of the collected funds. She feels it is important to see those budgets to confirm the money is being spent at an appropriate level to ensure that the contract is being upheld appropriately and also to make sure that the money is being spent in a way that is consistent with our obligations, including grant assurances and anything else. As of the Board meeting, SAA still has not gotten copies of those.

Board Director Green requested a historical review of the last five years in terms of what was budgeted and actually spent. He suggested a yearly walk-thru be done visually to walk through and see what was done and what's in the coming year so the Board has a reference point to next year and have an understanding what was supposed to get done and we can have a discussion about that.

Elizabeth Brown noted they are interested in the Board's comments although obviously OSI has not ever presented a capital plan to this board before and they are certainly interested in what the Board is looking for.

Elizabeth Brown explained when there are delays to projects for whatever reason, supply chain, cash flow, any number of things, those projects don't get cancelled. They get carried over and they are still completed in a later year. OSI has a little more fluidity to bring it into the following year and continue that project and it does not have an impact to the following years capex budget because that is developed separately.

Discussion ensued regarding the contractual conditions related to certain expenditures during the last 10 years of the contract. OSI has the ability to recapture remaining value related to SAA's obligations so, if these projects are being delayed it is expected that the time period would be pushed back. Angela Adams referenced slides that are a recap of what was presented at the Board-to-Board meeting. The 2022 budget capex was reviewed with SAA management in November.

President Guillet informed the Board that she and Ms. Brown had a long conversation about what the long-term business plan means and its significance. She expressed her concern that OSI indicates it is not set in stone and doesn't reflect everything, however, they are using it as a benchmark for the budgeting. She wanted the Board to understand the significance of this.

Elizabeth explained Vinci representatives are coming here the end of January and OSI will be reworking the Strategic Plan that has been shared with SAA on two occasions in the past. OSI will be prepared to share that again with any adjustments. Part of that relooking at the Strategic Plan is to address the passenger numbers OSI thought would be reached by the end of 2038. That number is unlikely because of the 2.5-3 years of Covid in the middle of it and that impacts everything in the business plan. That Strategic Plan will look at capital investments, labor, and opex investments.

Discussion ensued regarding the lack of reference to the FIS facility and computers. Ms. Brown explained OSI had a disagreement on the FIS and she suggested to President Guillet that because we now have a new general counsel it would be a good idea for our general counsel to get together with SAA's general counsel and have a discussion about the FIS to see if we can have a better understanding.

Board Director Ioppolo inquired if that meeting could happen this week? Ms. Brown explained that would be up to Brett Renton & Natalie Anderson. Board Director Ioppolo recognized that Ms. Anderson is new to the situation but explained this has been going on for a while and he didn't want to come to another meeting to find out there's another conversation that has to be had. He thought it's pretty clear under the contract and requested they have the

conversation and if we don't agree then we have a mechanism to deal with that and it's called "default". Put them under default. Board Director Ioppolo stated he's tired of waiting for these conversations that never seem to happen, if we are convinced that we have the appropriate interpretation of the contract put them in default, it starts the clock and lets get on with it.

Board Director Robertson inquired how much OSI grossed last year? Ms. Brown replied they haven't closed their past projections. Ms. Brown stated she preferred to have that conversation with President Guillet. She explained their Board Chairman will be here at the end of the month. VINCI made a commitment to Chairman Dane and to President Guillet to have transparency discussing OSI's position, and we're prepared to do that at the end of this month, and after that meeting Chairman Dane and President Guillet will be in a better position to answer that for you.

Board Director Smith inquired is the \$1,983M moved from 2022 over to 2023 and was included in the total Budget for 2023 is \$2,529M? Ms. Adams replied the \$1.9M isn't included in the \$2.52M.

Chairman Dane noted Consent Agenda Item A was pulled from Consent and she requested Elizabeth Brown summarize her email from Monday January the 9<sup>th</sup> at 9 p.m.

A. [ pulled from Discussion] Consider approval of professional services Task Order 6 in the amount of \$93,551.26 with C&S Engineers, Inc. to provide the Terminal Apron Rehabilitation Design.

Elizabeth Brown explained when OSI reviewed the Board memo regarding this item on the ramp, they realized that there was quite a bit of information there and they had some questions; some which were highlighted by their general counsel Natalie Anderson. OSI thought it would be a good idea to take this off the table and have a discussion about the language of the contract that deals with the ramp repairs specifically and maintenance. OSI wants to ensure that it has adequate funds for the repair and maintenance that we need to do on a regular basis in addition to a greater understanding of what this ramp project is going to look like what kind of grant funding it is.

President Guillet noted she doesn't have a problem with having a discussion but she wanted the Board to know that SAA has been coordinating with OSI on this since last summer. SAA & OSI did the pavement testing together. President Guillet explained that the project is scheduled for construction in 2024 we are happy to pursue grant opportunities. The reason we took the lead on this was because if there are grant opportunities available SAA's execution of the design contract would allow that to be reimbursed. If OSI wants to take the lead as the contract contemplates, it wouldn't be a reimbursable expense, that's why we went that way. She added that she doesn't want this project to linger.

Discussion ensued regarding this not becoming one of those Capital Projects that gets pushed and pushed. It's something that needs to get done. There are specific provisions in the contract that talk about OSI's obligations with respect to ramp repair and that is specifically called out and will there be pushback. President Guillet requested knowing OSI's position on the ramp project prior to the February 7<sup>th</sup> Board meeting.

11. OTHER BUSINESS

12. NEXT MEETING REGULAR MEETING (FEBRUARY 7, 2023)

13. ADJOURNMENT

There being no further business, the meeting was adjourned at 10:50 a.m.

Respectfully submitted,

  
Nicole Guillet, Esq., AICP  
President & CEO  
/lh