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ST. JOHNS AIRPORT AUTHORITY

Regular Meeting

held in The Conference Center, Meeting Room B

4730 Casa Cola Way

St. Augustine, Florida

on Monday, December 11, 2023

from 4:00 p.m. to 6:02 p.m.

* * * * *

BOARD MEMBERS PRESENT:

- REBA LUDLOW, Treasurer
- ROBERT OLSON
- MICHELLE CASH-CHAPMAN
- DENNIS CLARKE, Chairman

BOARD MEMBERS ABSENT:

- JENNIFER LIOTTA

* * * * *

ALSO PRESENT:

- JEREMIAH R. BLOCKER, ESQUIRE, Douglas Law Firm,
100 Southpark Boulevard, Suite 414, St. Augustine,
Florida, 32086, General Counsel for Airport Authority.
- CHAD S. ROBERTS, ESQUIRE, The Roberts Firm, PLLC,
1633 Challen Avenue, Jacksonville, Florida, 32205,
Aviation Counsel for Airport Authority.
- JAIME TOPP, Interim Executive Director.

* * * * *

- JANET M. BEASON, FPR-C, RPR, RMR, CRR
St. Augustine Court Reporters
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1 P R O C E E D I N G S

2 CHAIRMAN CLARKE: All right. We'll call the
3 meeting to order and we'll begin with the Pledge of
4 Allegiance.

5 (Pledge of Allegiance.)

6 CHAIRMAN CLARKE: I want to thank everyone in
7 the audience for your attendance. We have a pretty
8 full agenda today. We will do our best to get
9 through it in a timely fashion.

10 MEETING MINUTES

11 CHAIRMAN CLARKE: Our first order of business
12 will be to approve the meeting minutes for the
13 November 6th, the regular meeting for November 6th,
14 2023.

15 MS. LUDLOW: I --

16 CHAIRMAN CLARKE: Any comments?

17 MS. LUDLOW: I make a motion we approve the
18 minutes because I read every line and yellow-lined
19 highlighted it.

20 CHAIRMAN CLARKE: Okay.

21 MS. CASH-CHAPMAN: I second.

22 CHAIRMAN CLARKE: There's a motion and a
23 second. Any other comments, Mr. Olson?

24 MR. OLSON: No.

25 (None.)

1 CHAIRMAN CLARKE: No comments? All in favor,
2 say aye, please.

3 MR. OLSON: Aye.

4 MS. LUDLOW: Aye.

5 MS. CASH-CHAPMAN: Aye.

6 CHAIRMAN CLARKE: Aye.

7 Although it's not on the agenda, we have
8 minutes from the workshop meeting, two workshop
9 meetings, one on September 22nd and one on
10 October 6th. Both workshops concerned the hiring
11 of the full-time executive director. Is -- have
12 you had a chance to review those minutes?

13 MR. OLSON: Did those come to us by e-mail
14 from the office? How'd they come?

15 MR. TOPP: I didn't send them out.

16 CHAIRMAN CLARKE: No, they're -- they're in
17 the package.

18 MR. OLSON: Oh. Well, I have not. If they're
19 in here, this was just delivered, so --

20 CHAIRMAN CLARKE: Okay. All right.

21 MR. TOPP: It was e-mailed on -- when did we
22 e-mail that, Friday, right? Yeah.

23 MR. OLSON: We got the meeting minutes. Oh,
24 were they also attached to the meeting -- the --
25 the last regular meeting minutes?

1 MR. TOPP: Are you sure they were in there,
2 Dennis?

3 CHAIRMAN CLARKE: I have them here.

4 MR. TOPP: Okay.

5 CHAIRMAN CLARKE: Well, no. You know what? I
6 brought them.

7 MR. TOPP: All right.

8 CHAIRMAN CLARKE: You had e-mailed them to me
9 and I brought them with me. Well, let's --
10 we'll --

11 MS. LUDLOW: I had the -- I've had the resume
12 workshops.

13 CHAIRMAN CLARKE: Okay.

14 MS. LUDLOW: Yeah, because Jennifer did them.

15 CHAIRMAN CLARKE: Yeah, I think they're here.
16 You want to defer that decision until --

17 MR. TOPP: Yeah.

18 CHAIRMAN CLARKE: -- the next meeting? Okay.
19 We'll defer that.

20 AGENDA APPROVAL

21 CHAIRMAN CLARKE: We have the agenda approval.

22 BUSINESS PARTNER UPDATES

23 CHAIRMAN CLARKE: The next item of business
24 will be the business partner updates, and Mr. --
25 Commissioner Dean is in attendance.

1 COMMISSIONER DEAN: That was quicker than I
2 thought. I'm glad, but I didn't -- I thought --
3 thought I'd have a few seconds to get my thoughts
4 together. I don't want to ramble.

5 MS. LUDLOW: Collect my thoughts.

6 COMMISSIONER DEAN: First of all,
7 Merry Christmas as we head into our whatever season
8 you choose, but it's right around the corner.

9 The first thing I just want to give you a
10 report on is advances we've made in our road
11 improvements and expansions because we just last
12 Tuesday when we met on December 5th, approved the
13 contract for what has been a real bugaboo for a
14 number of years, and that's a seven-tenths of a
15 mile gap on County Road 210 between U.S. 1 and 95.

16 And with all the growth that we've had in that
17 stretch -- and let me just say as an aside, that
18 project, the PUD, the big overall project, was
19 approved in 2006.

20 I hear from a lot of people about all this
21 growth we're having, and most of them are under the
22 impression that we just recently approved this
23 growth in the last five or six years. We've had
24 about six or seven major PUDs that were approved in
25 the early 2000s before the crash, and they are

1 still building out, including Twin Creeks, which is
2 the Beachwalk and several other surrounding
3 properties.

4 But we let the contract for that -- for
5 widening and improving that seven-tenths of a mile,
6 we let that contract last Tuesday. So I was pretty
7 happy about that because I've been kind of working
8 on that, as Jeremiah knows, for the last two years
9 or so and -- and it's in my district. I was glad
10 to see that. Hopefully it will be under
11 construction in January.

12 I -- also, I see there are a couple of items
13 on your agenda today that -- that are basically
14 a -- what I'd put under the heading of
15 economic development. And the county is extremely
16 committed to economic development generally, but in
17 particular, we are also very very interested in
18 being a partner any way we can with the
19 Airport Authority.

20 We are very excited about growth at the
21 airport, and I'll stand ready to assist in any way
22 I can. I'm not going to try to interfere any, but
23 I -- I will be there when asked and everything we
24 can do, what we can bring.

25 And of course most of you know our new county

1 administrator Joy Andrews, and she until -- before
2 she became the county administrator, one of her
3 overall assignments and responsibilities was
4 economic development and working with the Chamber
5 and working with groups to encourage new good clean
6 businesses. So she's all about economic
7 development.

8 MS. LUDLOW: Good.

9 COMMISSIONER DEAN: And I am, too. So I just
10 make that offer and I'll --

11 MR. TOPP: Thank you.

12 COMMISSIONER DEAN: -- work with Jaime,
13 whatever we can do to help. If you have any
14 questions, I just wanted to quickly cover today.

15 CHAIRMAN CLARKE: Any questions?

16 (None.)

17 MR. OLSON: Sounds good.

18 CHAIRMAN CLARKE: No questions?

19 MR. OLSON: Thank you.

20 MR. TOPP: No, we've been interacting so much
21 with Matt and a bunch of other people, so, yeah,
22 it's great.

23 CHAIRMAN CLARKE: Thank you, Commissioner it.

24 MS. LUDLOW: Thank you.

25 CHAIRMAN CLARKE: Mr. Beyers, Atlantic?

1 MR. BEYERS: Nothing to report.

2 CHAIRMAN CLARKE: Mr. Riera, SAAPA?

3 MR. RIERA: Just a brief comment.

4 Number one, has there been any progress made
5 on trying to determine the aeronautical use of the
6 any of the hangars, the existing hangars at the
7 airport?

8 And the other one is, has the board considered
9 the use of facilities for the upcoming unleaded
10 fuel, and even the use of MOGAS and the sale of
11 MOGAS for some of the people that may have that --
12 those kind of engines right now?

13 With the upcoming unleaded, there might be an
14 all -- an increase in the use of MOGAS because
15 other people may be switching to LSA and using
16 ROTAX engines, so it's something you might want to
17 consider.

18 Because it will take a while to really get the
19 tank farm and the pumps and all that. You cannot
20 reuse the existing ones; you have to get a new one
21 because of the lead contamination from that. Those
22 are the only two comments I have.

23 MR. TOPP: I've been -- I can speak to -- what
24 was the first one again?

25 MR. RIERA: The first one is the use -- the

1 aeronautical use of the existing hangars. Have
2 there been --

3 MR. TOPP: Yeah, we've started that
4 inspection.

5 MR. RIERA: Okay.

6 MR. TOPP: We're almost done with it.

7 As far as the different fuel systems, that's
8 all going to kind of happen in conjunction with
9 some other things that we have pending, and we've
10 got a facility that we've got -- well, anyway, yes,
11 we're -- I've been thinking about it. I don't
12 know --

13 MR. RIERA: Okay.

14 MR. TOPP: -- we'll be getting there.

15 MR. RIERA: It's going to take a while to get
16 there. We've got until 2030 to have unleaded fuel
17 all over the country. But we don't want to wait
18 till then; we would like to be proactive and I want
19 to make sure that, you know, we have that available
20 because that change is going to come before we know
21 it.

22 MR. TOPP: Yeah, especially the Jet A with --
23 you know, what is it called, SAFRA [sic]?

24 MR. RIERA: Yeah, I don't think the SAF, the
25 environmentally friendly fuel, whatever they call

1 it, I don't think that's going to be an issue. The
2 unleaded for the piston is going to be the one
3 that's going to be the biggest issue for us.

4 MR. TOPP: Yeah, okay.

5 MR. RIERA: That's the one we need to start
6 working on being proactive on it.

7 MS. LUDLOW: Yeah, we're still trying to get
8 the price of fuel on the tanks we have.

9 MR. TOPP: It's getting down. I just signed a
10 piece of paper today. It's going down
11 considerably.

12 MS. LUDLOW: But we need it on the sign.

13 MR. TOPP: On what?

14 MS. LUDLOW: By the pump. By self-serve --

15 MR. TOPP: Okay.

16 MS. LUDLOW: -- people pull up out there and
17 they have to get out of their plane and then they
18 see the price and they get back in their plane.

19 MR. TOPP: But it -- it's posted on the
20 ForeFlight.

21 MS. LUDLOW: That's not always accurate. Ask
22 Dr. Jeff. He just got fined bigtime.

23 MR. TOPP: All right. We do -- we do update
24 that immediately upon change, but that's okay.

25 MR. RIERA: That -- that's all I have.

1 MR. TOPP: Thank you.

2 CHAIRMAN CLARKE: Thank you, Jose.

3 Mr. McKendrick from Northrop?

4 (Not present.)

5 CHAIRMAN CLARKE: Mr. McKendrick is not here.

6 Mr. Pittman?

7 (Not present.)

8 CHAIRMAN CLARKE: Mr. Pittman is not here.

9 We've -- I've asked our executive director to add
10 another business partner. That would be our
11 current -- our new AOPA representative, and I don't
12 believe that -- it's Bruce --

13 MR. TOPP: No, he called me and said that
14 something came up and he couldn't get here, so...
15 But basically, he's the liaison for the aero --
16 aerospace safety network that AOPA has. So he'll
17 be giving us a report the next time. That's Bruce
18 Kreis --

19 MS. LUDLOW: And who is that?

20 CHAIRMAN CLARKE: Bruce Kreis.

21 MR. TOPP: Bruce Kreis, yeah.

22 CHAIRMAN CLARKE: Bruce Kreis. Okay. So, all
23 right. So that concludes our updates for business
24 partners.

25

1 AGENDA APPROVAL

2 MR. TOPP: Did we get the agenda approved,
3 too? No, not yet.

4 MS. LUDLOW: No, we just got to the workshop.

5 CHAIRMAN CLARKE: No, we went right to the
6 workshop. Sorry about that. I apologize for that
7 oversight. Are there any members who have any
8 suggestions about the agenda?

9 (None.)

10 MS. CASH-CHAPMAN: No, I think everything's
11 good.

12 IVENTURE PROPOSAL

13 CHAIRMAN CLARKE: All right. We're -- old
14 business items. I believe we heard about the
15 iVenture proposal, and just to make it clear, we --
16 we do have funds budgeted for --

17 MR. TOPP: That's correct.

18 CHAIRMAN CLARKE: -- the substantial amount of
19 the -- of the work, and if it's to go over, then
20 maybe Mr. Topp can explain --

21 MR. TOPP: May I -- go ahead. Can I --
22 Mr. Chairman, can I say something?

23 CHAIRMAN CLARKE: Yep.

24 MR. TOPP: I included the current portion of
25 what we're going to do. Matt's here to talk about

1 it if you have any questions for him, but
2 basically, it's the phone system and some of the
3 other stuff, the phone refresh.

4 The only thing that's really not total in this
5 one is the infrastructure, right?

6 MR. HARTLEY: Correct.

7 MR. TOPP: And that will be next. And
8 along -- along with the audit of our --

9 MR. HARTLEY: The audit's budgeted for, so we
10 have the dollars there. And the infrastructure, we
11 have a budget for. We're working backwards on the
12 priority items to make sure that it fits in the
13 budget and your plan of let's start a review for
14 redundancy and work backwards and split tenants and
15 the airport and business and --

16 MR. BLOCKER: Excuse me. Mr. --

17 MR. HARTLEY: - and so we're all within the
18 budget.

19 MR. BLOCKER: Mr. Chairman?

20 CHAIRMAN CLARKE: Yes, sir.

21 MR. BLOCKER: Could -- can we just have
22 Mr. Harley come up to the microphone --

23 CHAIRMAN CLARKE: Oh, sure.

24 MR. BLOCKER: -- and state his name and
25 address? Sorry, Matt.

1 MR. HARTLEY: No, no worries. Absolutely.

2 So I'm Matt Hartley with iVenture. We're a
3 tenant here on the airport. I'm also the IT vendor
4 for the airport.

5 And I just wanted to circle back on what we
6 proposed for the last meeting and the plans I
7 worked out with the executive director of here is
8 our quotes and the budget we have approved, so...

9 MR. TOPP: All right. So unless anybody has
10 any questions, it was part of our original budget.
11 I just -- Mr. Blocker recommended that I put it in
12 the -- in the paperwork just so that you have it if
13 you have any questions. But otherwise, I want
14 to -- unless there's any objections on the
15 budget --

16 MR. OLSON: I have a question. Why would it
17 take a hundred pages for you to describe it and do
18 we have to have read all 100 pages in order --

19 MR. TOPP: You have to --

20 MR. OLSON: -- to be qualified --

21 MR. TOPP: -- speak to our counsel about that.

22 MR. HARTLEY: Well, and I'm going to speak for
23 any part of it -- obviously you have yours, but
24 there's a lot to it.

25 All of the details and minutia are important

1 because we have staging and deployment and purchase
2 and security and there's a number -- we also have
3 our support agreement in there that we're asking
4 for renewal as well that we've been supporting the
5 airport for many years.

6 So, unfortunately there's a lot to what I do,
7 so I have to lay it all out there for you in the
8 detail. And if there's obviously concerns, I'm
9 happy to answer them. But it is lengthy and I
10 apologize.

11 MS. LUDLOW: I just turned to the money page
12 first.

13 MR. HARTLEY: A lot of people do that, but
14 I've got to put it in writing, you know, so
15 everything's out there. That's just the business
16 that I'm in, so...

17 MS. LUDLOW: Okay. But I know we have a
18 budget for that, so...

19 MR. HARTLEY: Yeah. Yep, we're still below
20 budget right now.

21 MS. LUDLOW: I'm happy to have somebody -- I'm
22 sorry, Mr. Chairman.

23 CHAIRMAN CLARKE: No, no. Please go ahead.

24 MS. LUDLOW: I'm happy to have someone that's
25 already familiar with us and with the setup,

1 instead of a new learning curve.

2 MR. HARTLEY: Thank you.

3 MR. TOPP: Great. Is there anything else we
4 need to do, Mr. Blocker? Does there have to be a
5 vote or anything since it's on the budget?

6 MR. BLOCKER: Huh-uh.

7 MR. HARTLEY: Fantastic, thank you.

8 MR. TOPP: Come see me tomorrow and we'll get
9 it all signed.

10 MR. HARTLEY: Yes, sir.

11 MR. TOPP: Thanks, please.

12 PHASE II ARCHAEOLOGICAL TESTING

13 CHAIRMAN CLARKE: Next item is proposal for
14 Phase II archaeological testing.

15 MR. TOPP: Yeah, and if we could -- what that
16 is is that I was looking through some records and
17 that was actually proposed back in May, and all
18 this is, and I just included it in there, it's 80
19 some-odd -- 86,000, is it? Something like that?

20 It's for the Phase II, the two archaeological
21 sites. I included it in the package, but this was
22 already approved before in the board. But I'm
23 going to go ahead and execute that this week, and I
24 just want to know if anybody had any changes or
25 thoughts on that. But it's pretty far along.

1 MR. OLSON: What's the schedule for it and
2 what are they -- what are you looking -- just refer
3 to the specific areas that are --

4 MR. TOPP: Sure.

5 MR. OLSON: -- to be studied?

6 MR. TOPP: You can -- you want to talk about
7 it? Or -- oh, Matt, there you go.

8 MR. SINGLETARY: Well, so this --

9 MR. TOPP: Well, introduce yourself, sir.

10 MR. SINGLETARY: Matt Singletary,
11 Passero Associates.

12 It ties back to the environmental permitting
13 we're doing over there on the east side related to
14 the undeveloped areas for potential hangar
15 development.

16 But -- yeah, this map here. So there was --
17 there's a couple of big areas of historical
18 significance they found when they did the first
19 phase of it, Phase I. Some Native American
20 artifacts. There's also a -- what is the structure
21 out there?

22 MR. ROBERTS: The old farm.

23 MR. SINGLETARY: The old farm basically, so --

24 MR. ROBERTS: The old dairy farm.

25 MR. SINGLETARY: So in order to get this

1 cleared for development from a cultural resources
2 historical significance standpoint, they have to do
3 the second phase of some archaeological digging to,
4 you know, see what else might be out there. But
5 that's --

6 MR. OLSON: Well, how long will it take and is
7 this -- does this include the area that is being --
8 the land that's being acquired for the realignment
9 of Hawkeye View?

10 MR. SINGLETARY: It does.

11 MR. OLSON: Okay.

12 MR. SINGLETARY: Yeah, so a lot of this is
13 on -- I don't know if you can see this map behind
14 you, but the peninsula out there that kind of
15 sticks out from the -- what we've been calling the
16 south -- the south development area, the 21 acres,
17 there -- some of it's on that, and then the little
18 piece of it is also in the area that would be the
19 new realignment of the roadway.

20 MR. OLSON: Okay. Do we need permission from
21 Gun Club to start digging and -- on their land?
22 Technically I guess it's their land.

23 MR. SINGLETARY: I mean, we've already done a
24 first phase of this, I mean, but we -- they -- we
25 have been in conversation with them.

1 MR. OLSON: Okay.

2 MR. SINGLETARY: I don't think there's any
3 real concern for that.

4 MR. OLSON: Okay. Thank you.

5 MR. SINGLETARY: Thank you.

6 MS. LUDLOW: Thank you, Matt.

7 MR. TOPP: Okay. Great. We'll move forward
8 on that. I'll get that to you, Matt, tomorrow.

9 MR. SINGLETARY: Sounds good.

10 MR. TOPP: Okay.

11 CHAIRMAN CLARKE: The next item is a search
12 proposal or is that part of the --

13 MR. TOPP: No, that's part of what we were
14 just talking about.

15 CHAIRMAN CLARKE: Part of the archaeological.
16 Okay.

17 MR. OLSON: Moving along.

18 JOYCE/COMPASS POINT PRESENTATION

19 CHAIRMAN CLARKE: Okay. Then our next item is
20 the letter of intent from the Joyce Development
21 Group, and known as Compass Point.

22 MR. JOYCE: Good afternoon, board. I'm John
23 Joyce, principal of Joyce Development Group.
24 Principal offices are at 4337 Pablo Oaks Court,
25 Suite 102, Jacksonville, Florida.

1 We have roughly 40 years' experience in
2 developing commercial and mixed use projects
3 throughout the state of Florida, and we have got
4 several here in the Jacksonville area you may be
5 familiar: Tapestry Park, Baymeadows Park in
6 principal.

7 Back in March, we engaged consultants and
8 began meeting with the executive team of the board
9 to review and understand the master development
10 plan the Authority had adopted and put forth for
11 the program going into the future.

12 And following that review, we determined that
13 there was an opportunity to present a development
14 program that would complement the overall vision of
15 the Authority and provide hospitality office and
16 restaurant opportunities for the airport as well as
17 surrounding trade area.

18 After several iterations, we've submitted a
19 plan for that which envisions at the entry, at the
20 primary entry into the airport design, a five-story
21 hotel with roughly 120 rooms. That would be
22 flagged by either a Marriott or a Hilton.

23 In addition to that, we're going to build a
24 first-class suburban office building of roughly
25 25,000 feet in two-story. And as a complement to

1 the restaurant and -- I mean a complement to the
2 hotel and office building, two restaurant pads are
3 envisioned to be up adjacent to the hotel facing
4 along Phillips Highway.

5 We studied the cost and the design of that
6 effort and submitted a proposal to the board in
7 which we would ground lease roughly 10 acres and
8 proceed with the development of those particular
9 features over a period of probably two years, maybe
10 a little longer, at which time that area would be
11 the primary entry point into the airport.

12 And we designed it in a way for the airport to
13 participate in this success of the project by
14 putting in what is known in the industry as
15 percentage red clauses. Those are threshold levels
16 of income that those individual properties
17 generate. And following -- you know, following
18 that threshold being met, then the
19 Airport Authority would participate in revenues off
20 those operations going forward.

21 There's no cap on that amount of money that
22 would be paid to the -- to the Authority, and --
23 and it's a pretty good way to adjust the program
24 going forward to take advantage of inflation and
25 other things that the board would normally have to

1 think, considering that this is going to be a
2 fairly long-term lease, at least 20 years, likely
3 to go longer via the success of the program and
4 that every step, as a partnership with the
5 Authority, the -- the board would participate in
6 those revenue streams.

7 So I'm here today to answer any further
8 questions you envision. The letter of intent is
9 fairly comprehensive. It's a -- it's a benchmark
10 to use to generate the lease that will come
11 afterwards, and -- and at that point, we've agreed
12 to begin commencement of rent with the first
13 month -- the first day of the first month following
14 the execution of the lease, even though we will be
15 probably nine months to a year before the
16 infrastructure improvements will be there from the
17 board's -- from the Authority and we can tie into
18 that as a development program going forward.

19 We would envision the hotel to start first and
20 the office building can simultaneous with that and
21 the restaurants will come along. They won't take
22 as long to develop, they'll probably want to wait
23 till the hotel and the office building are near
24 completion before they came online just because the
25 customers would be there rather than being built

1 and waiting for that to happen.

2 So, I'm here to answer any questions -- yes?

3 MR. TOPP: Can I say something? You see this
4 road here on the -- when he's talking to
5 infrastructure, correct me if I'm wrong, Andrew,
6 that's part of what we're going to talk about in
7 the -- my presentation today; that we've got the
8 funds already and they're going to kick in in July
9 of next year. So we should start planning whatever
10 we have to do in the background to get that
11 rolling.

12 MS. LUDLOW: You mean this or this?

13 MR. TOPP: That. That exactly.

14 MS. LUDLOW: I wish you could start with
15 the -- the plane up there first.

16 MR. JOYCE: I suspect that will be there at
17 least before the hotel opens.

18 MS. LUDLOW: Good. Okay.

19 MR. TOPP: You're talking about this?

20 MR. JOYCE: Yes.

21 MS. LUDLOW: Yeah, I just think that -- that's
22 just going to just set this airport --

23 MR. JOYCE: Oh, that's stellar. That's one
24 heck of an icon.

25 MR. TOPP: My only comment on that is we

1 probably should get some kind of a Grumman model
2 airplane instead of a Douglas.

3 CHAIRMAN CLARKE: Mr. Joyce, you --

4 MR. TOPP: Just saying.

5 MS. LUDLOW: Just saying.

6 CHAIRMAN CLARKE: Would you please -- I mean,
7 I read -- read your proposal. It's very well done.
8 I'm very much in favor of it. Just can you remind
9 the board of -- we discussed it at one meeting that
10 we had about financing the project. We -- just is
11 your group waiting for financing from a bank or --

12 MR. JOYCE: No, we're not waiting for
13 financing. We have a -- an excellent and cherished
14 relationship with a London-based land trust,
15 \$2 billion land trust, with a directive to put a
16 good amount of that money into Florida real estate,
17 which we've been looking at projects in
18 Jacksonville, projects in Daytona Beach. This
19 would be another one.

20 In addition to that, as a function of the
21 lease, we would give the board evidence of that
22 relationship so that the financial strength is
23 confirmed so that you're not entering into a
24 document that -- and then find out that we don't
25 have the cash.

1 CHAIRMAN CLARKE: So your commencement of
2 activities would begin rather quickly.

3 MR. JOYCE: As soon -- yeah, we probably will
4 be starting maybe before you do just in clearing
5 the site and getting things initially done that
6 need to be done. Grading, bringing in initial
7 utilities that will tie into the infrastructure
8 that will be provided.

9 But all of that is -- it's important to -- for
10 me to press that this is a relationship. This
11 is -- may be an arm's length document, but it is
12 going to be a relationship, because we need to
13 support each other in terms of developing this
14 property and to do the things in there that you
15 want done.

16 One of the things in the hotel we've decided
17 is we're going to add some conference room
18 facilities that would be available for the board's
19 use as needed. More importantly, we intend to take
20 the lobby and give it an old-fashioned review of
21 St. Augustine Airport's history. So we'll be
22 bringing in art, we'll be bringing in a compass,
23 we'll be bringing in all kinds of things to tie
24 into the airport and the theme of the airport so
25 that it's understood, you know, that there's a link

1 there. Same thing with regard to the lobby on
2 the -- on the office building, we would probably do
3 that as well.

4 And so, you know, again as we indicated, the
5 funds are there. We would put financing on the
6 project after it was completed. We would put a
7 permanent loan on the project. We would not need
8 construction financing. But typically we would put
9 money on -- finance it and then redeploy that money
10 into another project somewhere in the state.

11 MS. LUDLOW: So this is a \$34 million project.

12 MR. JOYCE: Yes. Yes, sir.

13 MR. OLSON: Oh, I've got a question for you.
14 Sort of a long preface to it, but the last time the
15 board discussed -- that I recall the board
16 discussed this, lucrative commercial frontage at
17 the airport along U.S. 1, there was a discussion
18 about the wisdom of going through a competitive
19 bidding process because of the frenzy of interest
20 now in commercial development of the U.S. 1
21 frontage.

22 So I guess -- and you present a very -- very
23 nice concept, but my question to you is, if the
24 board took a very brief timeout and went through a
25 competitive process, would you be interested in

1 having your proposal go through? I think, you
2 know, you would have a very good chance of --

3 MR. JOYCE: Well, I think that's a very --
4 it's a very valid offer, but the way we read it
5 was, you have a -- you posted the property, it's
6 available for transactions, leasing transactions,
7 and there's not a reference in there with regards
8 to proposals having to be put out for bid.

9 MR. OLSON: We don't have to do that, you're
10 correct. But there was a discussion that's -- it's
11 too bad Ms. Liotta is not here, she -- I don't want
12 to put words in her mouth, but she engaged in a
13 discussion and we talked about the wisdom of doing
14 that. And the airport has a minimum that we need
15 to -- minimum financial terms that we need to
16 adhere to --

17 MR. JOYCE: Correct.

18 MR. OLSON: -- fair market value, but it --
19 there is not a ceiling on that.

20 Obviously we want to work to the best interest
21 of the airport. We need to do deals that maximize
22 the financial advantage of the airport while having
23 at the same time quality development on the site.

24 So, I -- I'm waiting for -- I would hope that
25 you would be willing to -- if the board chose to go

1 through a competitive process for the award of this
2 land, it's public land, that you would be willing
3 to continue your proposal through that process --

4 MR. JOYCE: Well, it's --

5 MR. OLSON: -- but I believe you have a very
6 great chance of prevailing.

7 MR. JOYCE: Well, we feel like we've offered
8 already the highest rates that have been presented
9 the board for leasing ground at -- at the present
10 time, none of which include percentage red clauses
11 that could accelerate that.

12 MR. OLSON: We have -- we don't have any other
13 proposals from -- that I know of.

14 MS. LUDLOW: We've -- we've had this on the
15 table -- you approved this in the master plan. I
16 was sitting with you.

17 CHAIRMAN CLARKE: Okay. Is there --

18 MS. LUDLOW: Approved the --

19 MR. OLSON: I'm not sure --

20 MS. LUDLOW: -- hotels.

21 MR. OLSON: I'm not sure what you just said.

22 MS. LUDLOW: A motel. They've been working on
23 this since -- since we were on the master plan
24 board.

25 CHAIRMAN CLARKE: Let me ask Mr. Joyce a

1 question. How -- I understand that you were in
2 contact with the previous administration, the
3 previous executive director about this project?

4 MR. JOYCE: Yes.

5 CHAIRMAN CLARKE: And how long ago did -- was
6 that first contact with the --

7 MR. JOYCE: Back in March.

8 CHAIRMAN CLARKE: Of -- of what year?

9 MR. JOYCE: This year.

10 CHAIRMAN CLARKE: Oh, this year. Was that
11 your first -- the first time --

12 MR. JOYCE: It was -- it was -- we had the
13 consultants engaged, we kind of looked at it for a
14 while, then we went in for a meeting to see if our
15 thoughts and suggestions and vision were in
16 alignment with what the board and with the
17 Authority's long-term goals.

18 CHAIRMAN CLARKE: So I would suggest -- I
19 mean, to address Mr. Olson's comments, they're --
20 they're valid, but I think in that time, if there
21 were other parties interested in that parcel, they
22 would have stepped forward and offered a proposal.

23 I -- personally I don't think, you know, I'm
24 prepared to move forward, you know, with your
25 proposal with the Authority, you know, without

1 having to go through the process of another bid and
2 just --

3 MR. JOYCE: Let me --

4 CHAIRMAN CLARKE: -- go into that --

5 MR. JOYCE: Let me address that concept.

6 We've participated in authority bidding in -- in
7 the past throughout the state and we've made
8 proposals straight off that ended up going into
9 RFPs. It never worked out.

10 MR. OLSON: It never worked out for you?

11 MR. JOYCE: No. And I will -- and I will tell
12 you why, but I'm going to step on my box here and
13 shout a little bit.

14 We know what we're doing. We have a great
15 track record. We've made a very good offer,
16 believing in the -- in the theme of this area, what
17 can be done for the airport. I live in the area.
18 I want to take pride in that work.

19 But I have found that when you put it up for
20 RFPs, you sometimes get offers from folks who are
21 not quite qualified. They talk a good game and
22 they make a crazy offer, and then they kind of
23 implode.

24 So I think what you've got here is a excellent
25 proposal. It's valid on just about every count you

1 can talk to, and I'm not sure it's -- it has merit
2 to try to better the deal. Here's the deal. You
3 can approve it or you don't have to approve it, but
4 to add that codicil that you asked, I would not
5 participate in an RFP so...

6 MS. LUDLOW: Okay.

7 CHAIRMAN CLARKE: Okay.

8 MS. LUDLOW: I'm ready to vote, too.

9 MR. TOPP: Mr. Clarke, can I say something?

10 CHAIRMAN CLARKE: Yeah, please.

11 MR. TOPP: I think that, you know, basically
12 he sent a LOI. I think a letter of interest, to
13 your point, we haven't really seen a letter of
14 interest of anybody else to this point. Anyway, I
15 just wanted to point that out, that instead of
16 calling it -- go ahead. I'm going to --

17 CHAIRMAN CLARKE: Yes, Mr. Blocker.

18 MR. BLOCKER: Mr. Chair.

19 So, Mr. Chair, for the board, so this is
20 nonaviation land, so I think what we can do here
21 with the board's decision point is, you know, we
22 can -- the board is interested in exploring this
23 further. There's obviously some additional vetting
24 that we need to do. We need to, you know, clarify
25 a few things.

1 But if the board is interested, and to
2 Mr. Olson's point, we can check it, you know,
3 with -- because it's nonaviation land, that may
4 trigger some other things. But I think what the
5 board can do today is vote on whether to give
6 direction to Mr. Topp to enter into further
7 discussions and vetting and then we can kind of
8 report back to the board on what we're able to.

9 We have -- we have a letter of interest. We
10 have some terms that we can work on. I think one
11 of the things we do want to check on it's kind
12 of -- because it's nonaviation land, just make sure
13 that it doesn't trigger any type of competitive bid
14 requirement and we'll kind of go from -- go from
15 there.

16 CHAIRMAN CLARKE: Mr. Roberts?

17 MR. ROBERTS: Well, I was going to say, what
18 would probably be the most efficient, to cover both
19 of those bases, is I think the board could make the
20 finding of public use today, which allows the
21 notion to come into the house and -- and to be
22 talked about and developed in a formal way, with
23 the caveat that the legal department will need to
24 do a little bit of vetting on this issue of these
25 being nonaeronautical properties of the airport,

1 and if there are any special, as Mr. Blocker
2 described, if there are any special competitive bid
3 requirements that may apply to it. And that would
4 allow, if there aren't or if it turns out that
5 there are not, then it could continue and keep
6 going. If there are, we would come back to the
7 board with any additional developments.

8 MR. OLSON: Yeah, just to respond to your use
9 of the term requirements, I believe we all know
10 there probably are no requirements. I'm not sure,
11 but I believe our Authority has the power to not
12 take competitive proposals.

13 My concern is the policy of granting public
14 land on a no-bid basis and what that -- how that
15 does not reinforce transparency and accountability
16 as to how we award public assets like this
17 property.

18 MR. ROBERTS: Totally understood, and I think
19 it would allow for both -- for both concepts.

20 This policy notion that you described and
21 we're just -- we're just not ready yet to sign off
22 on what -- the premise you might have conceded,
23 we're not ready to concede yet, which is that there
24 may not be any requirement to do some kind of
25 competitive process. I think that's just --

1 MR. OLSON: Right. I understand there's no --
2 I mean, I'm pretty sure you'll come back with no
3 requirement. Maybe you will. But that isn't what
4 I'm thinking of.

5 MR. ROBERTS: I understand, yes.

6 MR. OLSON: It's the policy thing,
7 transparency and accountability as to how we're
8 granting --

9 MR. ROBERTS: Yes.

10 MR. OLSON: -- a public asset to an
11 individual.

12 MR. ROBERTS: Understood.

13 MR. OLSON: Okay.

14 CHAIRMAN CLARKE: Well, I don't think this is
15 an isolated instance in -- in authorities in
16 general. Am I correct, Mr. -- counsel?

17 MR. OLSON: I don't know.

18 MR. BLOCKER: No, sir. No, sir.

19 MR. TOPP: I have a --

20 MR. BLOCKER: It's -- it's -- but I think
21 it's --

22 MR. OLSON: Not as states -- I'm sorry I'm
23 interrupting you, but just to respond --

24 MR. BLOCKER: Please.

25 CHAIRMAN CLARKE: Please let our counsel

1 respond.

2 MR. OLSON: Okay.

3 MR. BLOCKER: Well, I think you do -- you do
4 see what's been described here. This is not
5 necessarily uncommon.

6 I think, to Mr. Olson's point, though, I think
7 we want to make sure that we're protecting the
8 airport's authority and the public land that's
9 here, so I think this would require some additional
10 vetting.

11 I think we have some great terms here and we
12 have some great things to work on, but as Mr. Joyce
13 himself has pointed out, there's some due diligence
14 that we have to do, and as part of that, I think
15 because this is nonaviation nonaeronautical land, I
16 would like to do some additional vetting on that.
17 I understand the public policy arguments as well,
18 so...

19 MR. JOYCE: And I would also emphasize that
20 the whole purpose of that is to make sure there are
21 no surprises.

22 MR. TOPP: Right.

23 MR. JOYCE: I hate surprises, good or bad. I
24 even hate a good surprise.

25 But it's important for the board, it's

1 important for me that everybody understands exactly
2 what the transaction's going to envision and what's
3 the responsibility of each party. If everyone says
4 we're ready, well then you've got a deal, you know,
5 and we go forward.

6 CHAIRMAN CLARKE: Mr. Topp?

7 MR. TOPP: The -- I guess what we can do is we
8 can look to Jacksonville International. They've
9 built hotels all around their airport. They're all
10 over. It's happening everywhere.

11 So I'm sure there's some case law there that
12 allows you -- you know, allows it, whether it's
13 with Compass Point folks or whoever, but we need it
14 and we need to move forward.

15 CHAIRMAN CLARKE: I would -- I would say just
16 generally, and we're always interested in
17 Economic Development, and a hotel and an airport go
18 together like a restaurant and an interstate; am I
19 not correct?

20 MR. JOYCE: Yeah.

21 CHAIRMAN CLARKE: So if we're to attract other
22 businesses here, having a hotel right adjacent to
23 the airport, it appears that it's part of the
24 airport --

25 MR. JOYCE: Yes.

1 CHAIRMAN CLARKE: -- that has to be a very
2 positive, you know, offering for future businesses.
3 I'm sorry, Ms. Ludlow, please.

4 MS. LUDLOW: So what would we vote on today,
5 just to go forward with the -- to research and go
6 forward with it?

7 MR. BLOCKER: Yes, ma'am. Through the Chair,
8 it would be just a vote just to move forward with
9 vetting and negotiations and then we'll report back
10 to the board. Mr. Topp will come back and report
11 to the board. But there's some additional, you
12 know, documents and information we need to get from
13 Mr. Joyce and he's willing to provide those, so --

14 MR. JOYCE: The -- the proposal is to approve
15 the proposal subject to the completion of the
16 vetting requirements and review processes and
17 confirmation that this is within the scope and the
18 desire of the board to move forward with.

19 MS. LUDLOW: Okay.

20 MR. ROBERTS: If -- I'm sorry.
21 Mr. Chairman --

22 CHAIRMAN CLARKE: Yes.

23 MR. ROBERTS: -- if I could just put some
24 precision on the language. So it would be a
25 finding by the board, pursuant to Section 8.2 of

1 our lease policy, that this proposal would have a
2 public use and would be the conceptual nature of
3 the proposal would be a public use worthy of
4 further consideration, to be precise.2.

5 CHAIRMAN CLARKE: Okay.

6 MR. OLSON: So does it -- does it -- the way
7 you framed it just now, Mr. Roberts, does that
8 include the intent to proceed into negotiations?

9 MR. ROBERTS: It -- it gives the option for
10 staff to begin work. I would put it that way.
11 Subject to staff continuing to keep the board
12 updated.

13 MR. OLSON: Okay. Thank you.

14 CHAIRMAN CLARKE: Okay. Ms. Cash-Chapman, you
15 haven't weighed in yet. Like to hear from you.

16 MS. CASH-CHAPMAN: I think overall things look
17 good. There are some little things, but I don't
18 think it's anything that can't be worked out should
19 we move forward with negotiations.

20 CHAIRMAN CLARKE: All right. I think we're --

21 MR. TOPP: Do you want to continue or finish
22 up with this or --

23 MR. JOYCE: It's more of a structure again as
24 a partnership with the board to move forward and
25 create an iconic entry, an iconic environment

1 that -- that will in my heart be very successful
2 and be -- and be pointed to as an example in future
3 environments of being able to help move forward.

4 One of the sites next to the -- the office
5 building is a future site, and we don't know if
6 that's a second office building. That could be
7 dependent upon some things. But it could also be
8 some small retail and offer goods and services
9 again to another area. It could be another
10 restaurant. We're just allowing for the
11 flexibility of the trade area to tell us and for
12 the people that are out here what they want.

13 MS. CASH-CHAPMAN: And just while you are
14 thinking about what that future use could be, I
15 don't want you to forget that there are a lot of
16 aviation industry that are not actual aviation use,
17 but there's a lot of industry businesses that could
18 also benefit from having some space across from us
19 as well.

20 MR. JOYCE: Oh, no, that's -- part of the
21 consultant influence was you probably are going to
22 need the second office building because of all the
23 businesses that are trying to get close to the
24 airport --

25 MS. CASH-CHAPMAN: Right.

1 MR. JOYCE: -- and --

2 MS. CASH-CHAPMAN: I just don't want our --
3 our industry to not have what they need --

4 MR. JOYCE: Not be addressed --

5 MS. CASH-CHAPMAN: -- across the street --

6 MR. JOYCE: -- or not be supported.

7 MS. CASH-CHAPMAN: -- so they don't have to go
8 across the country --

9 MR. JOYCE: No, no.

10 MS. CASH-CHAPMAN: -- to get certain things
11 done.

12 MR. JOYCE: This would -- an office would be a
13 really good thing to happen. I agree.

14 MS. CASH-CHAPMAN: Keep that in the back of
15 your head while you're planning.

16 MR. JOYCE: Yeah.

17 MR. TOPP: Did you want to go over this slide
18 at all or --

19 MR. JOYCE: I think they've all seen it. We
20 can answer any questions they have as we go through
21 the slides. I guess you could run real quick.

22 We've named the project Compass Point, which
23 is a reference term in aviation. And so, that will
24 be -- we actually will put a Compass Point on the
25 drive in some manner to give it -- to give it that

1 reality.

2 It is tied to performance on both parties for
3 the most part. The infrastructure requirements,
4 which are the ground and below, are being provided
5 by the Authority. We'll do everything on our
6 sites, tie into that infrastructure, do all of the
7 improvements on our property, and then do the
8 structural improvements as well. We'll build it to
9 code. We'll build it to the highest standards in
10 market. And we hope that, you know, it will be
11 easily identified in terms of its use.

12 CHAIRMAN CLARKE: Do you have brands competing
13 for the facility yet?

14 MR. JOYCE: I -- I would lean toward Marriott
15 to be the hotel flag. We have a very good
16 relationship with them and we like them. But
17 there's also Hilton and there's also Hyatt.

18 MR. OLSON: Who would be the operator? That's
19 the main thing.

20 MR. JOYCE: Well, part of -- one of our
21 components is we're the operator, too.

22 MR. OLSON: Okay. Okay. So which -- which
23 class of Marriott?

24 MR. JOYCE: Probably I would think a
25 SpringHill Suite, which is an extended stay, which

1 fits into the program here where people would --
2 could stay a couple of days up to a week or they
3 could have overnight, but they could spend -- they
4 could run it out.

5 MR. OLSON: That's a good product.

6 MR. JOYCE: Limited service. But in the
7 out -- right outside, they can walk to restaurants.
8 And then if they're visiting the office buildings,
9 they -- they just walk to the office building, you
10 know. So that all -- that all works well.

11 CHAIRMAN CLARKE: Okay. All right. Thank you
12 Mr. Joyce. We appreciate your -- your input and
13 presentation.

14 MR. JOYCE: Thank you.

15 CHAIRMAN CLARKE: And I guess we're looking
16 for a motion.

17 MR. ROBERTS: It would be a motion that the
18 proposal meets a public use as contemplated by
19 Section 8.2 of the lease policy manual that would
20 permit staff to begin work and analysis on the
21 proposal for further consideration by a vote.

22 CHAIRMAN CLARKE: Do I hear anyone --

23 MS. LUDLOW: I would like to make a motion on
24 what he said. I tried to -- to get it all, but --

25 CHAIRMAN CLARKE: I think the court reporter

1 may have the verbiage. Is there -- is there a
2 second?

3 MS. CASH-CHAPMAN: I'll second that. Do we do
4 public comment next or --

5 CHAIRMAN CLARKE: We have a motion and a
6 second. All in favor, signify by saying aye,
7 please. Aye.

8 MR. OLSON: We have to have public comment.

9 CHAIRMAN CLARKE: Oh, public comment. I'm
10 sorry. Do we have some public comment?

11 MR. BLOCKER: Mr. Joyce, if you could come
12 back for public comment.

13 CHAIRMAN CLARKE: Thank you, Mr. Joyce.
14 All right.

15 MS. LUDLOW: Yeah, I think we've been working
16 on this a long time back in --

17 CHAIRMAN CLARKE: Mr. Riera?

18 MR. RIERA: Jose Riera, 133 Paranza Trace, and
19 I'm also a SAAPA liaison.

20 Two questions. How this five-story building
21 would impact the crosswind runways. I'm sure there
22 will be a clearance on that. I just to make sure
23 that that isn't impacted for whatever reason.

24 And the second one is in the picture, it shows
25 a DC-3. How about using a Grumman Hawkeye?

1 MR. TOPP: That's what I said. That's exactly
2 what I said.

3 MR. RIERA: You know? I think they'd be more
4 than happy to probably donate the airplane --

5 MR. TOPP: Or even a Grumman Goose.

6 MR. RIERA: Or a Goose, absolutely.

7 CHAIRMAN CLARKE: Yeah.

8 MS. LUDLOW: But I love the concept.

9 MR. RIERA: Oh, absolutely, it's a beautiful
10 one. So those are my questions as far as the
11 public comments is concerned. Thank you.

12 CHAIRMAN CLARKE: Mr. Singletary, maybe you
13 can answer Mr. Riera's first question about the
14 height of the building versus the protected area
15 for runways? Has that been considered or
16 Mr. Holesko?

17 MR. ROBERTS: I can answer that, if you want.

18 CHAIRMAN CLARKE: Okay. Sure.

19 MR. ROBERTS: We have an Airport Layout Plan
20 that has all of those zones that are diagrammed out
21 geographically from our runways and approaches, and
22 there are industry standards and FAA standards for
23 the maximum height as a function of the distance
24 from the centerlines. So it will comply with
25 whatever those FAA-approved standards would be.

1 CHAIRMAN CLARKE: All right. Thank you for
2 clarifying that. Any other comments? Ms. Martin?

3 MS. MARTIN: Sacha Martin, 133 Coastal Hollow
4 Circle.

5 I just have a question. What kind of aircraft
6 are you planning? I think he was mentioning using
7 a Grumman Goose for that --

8 CHAIRMAN CLARKE: Hawkeye. Grumman Hawkeye.

9 MS. MARTIN: Hmm? Hawkeye.

10 CHAIRMAN CLARKE: A Grumman Hawkeye was
11 suggested.

12 MS. LUDLOW: Just a placeholder at the moment.
13 We really like the hotel and the two restaurants.
14 Good point, Sacha.

15 CHAIRMAN CLARKE: Ms. Kendall?

16 MS. KENDALL: Kim Kendall, 856 Eagle Point
17 drive. Also A former FAA air traffic controller at
18 Jacksonville center.

19 My only comment I would mention is about the
20 competitive bid. Just as a layman sitting back and
21 observing, I saw the same issue happen at Mosquito
22 Control board a couple of months ago. They wanted
23 more than -- they wanted multiple bids to come in
24 but they already had two people that had come
25 forward. And all of their information, just like

1 Mr. Joyce's information, is public record, which
2 really just -- I mean, if you're an opponent and
3 you come in and you get to see his entire, you
4 know, game plan, I find that highly unfair. If you
5 had -- he's been at this eight months. I just
6 would, you know, offer to take that into
7 consideration. So, thank you.

8 CHAIRMAN CLARKE: Thank you.

9 MR. TOPP: Well said.

10 CHAIRMAN CLARKE: Any other comments from the
11 public?

12 (None.)

13 CHAIRMAN CLARKE: Okay. We have a motion on
14 the table.

15 MS. LUDLOW: You have a second.

16 MR. TOPP: You had a vote.

17 CHAIRMAN CLARKE: It's been proposed and
18 seconded. All in a favor, signify by saying aye.

19 MS. LUDLOW: Aye.

20 MS. CASH-CHAPMAN: Aye.

21 CHAIRMAN CLARKE: Aye. Opposed?

22 (None.)

23 MR. OLSON: Well, my vote is not against the
24 development or the concept. I think it's been very
25 well thought out. The uses I think are idea for

1 the location and complement the airport. My -- my
2 vote is no because of what I've said. I believe we
3 can't -- we should not be granting public land on a
4 no-bid basis, and so, that's my vote.

5 CHAIRMAN CLARKE: Okay. Well, the motion
6 carries three to one.

7 TOM SOLANO HANGAR

8 CHAIRMAN CLARKE: Next order of business will
9 be Mr. Booth on behalf of Mr. Solana.

10 MR. BOOTH: Good afternoon. Ed Booth, Marks
11 Gray law firm, 1200 Riverplace Boulevard,
12 Jacksonville, Florida, 32207, attorney for Tom
13 Solano and 1Ballyduff Consulting.

14 Things are on track for the land lease that
15 will entitle Mr. Solano to build a hanger just to
16 the west of where we are right now. The fine
17 points that are being worked out with the engineers
18 and the surveyors and the architects are the exact
19 footprint of the building.

20 We're down to a couple of feet on the
21 boundaries to see what can be done there, but I'm
22 confident, and in speaking with Mr. Roberts, it
23 would appear that we may have a final proposal for
24 you for the January 8th meeting, and look forward
25 to bringing that to conclusion.

1 The hangar is going to cost quite a bit more
2 than we originally anticipated. My client's making
3 a substantial investment in the airport long term,
4 and I think it will be a real asset. Thank you.
5 I'm here --

6 MR. OLSON: How many --

7 MR. BOOTH: -- to answer any questions.

8 MR. OLSON: -- square feet does it look like
9 you're going to be able to do on the site now?

10 MR. BOOTH: I don't have that exact number.

11 MR. OLSON: Is it over ten?

12 MR. BOOTH: Over 10?

13 MR. OLSON: Over 10,000?

14 MR. BOOTH: Over 10,000? I don't believe so.

15 MR. OLSON: Oh, okay.

16 MS. LUDLOW: So, Ed, has -- has excessive --
17 has cost over what you first anticipated, is that
18 just because of the times right now?

19 MR. BOOTH: That's because of the supply
20 chain --

21 MS. LUDLOW: Right.

22 MR. BOOTH: -- and the cost of everything --

23 MS. LUDLOW: Right.

24 MR. BOOTH: -- spiraling upward. It's pretty
25 shocking when you're used to what things cost last

1 year to build. It's a whole different set of
2 numbers. Thank you.

3 MS. LUDLOW: Yeah, that's great. Thank you.

4 MR. ROBERTS: If I could just chime in,
5 Mr. Chairman.

6 CHAIRMAN CLARKE: Yes, sir.

7 MR. ROBERTS: We -- we have asked Mr. Solano
8 to maximize the footprint to the degree possible
9 and consistent with the setbacks on all of those
10 things.

11 And also, to -- to the degree that it's
12 consistent with his use, to foresee a day
13 potentially should he want to convey his leasehold
14 interest 10 years, 15 years from now, that it would
15 also be compatible with or consistent with a
16 commercial use of this hangar as well.

17 CHAIRMAN CLARKE: Okay.

18 MR. ROBERTS: Just in case of that
19 eventuality. So they're working with us on all
20 that.

21 CHAIRMAN CLARKE: Okay.

22 MS. LUDLOW: They better hurry up before it
23 goes up again.

24 CHAIRMAN CLARKE: Mr. Topp?

25 MR. TOPP: Yes, I met with Mr. Solano last

1 week and we talked about that little bit of
2 distance and the recommendation was for him to take
3 his plans over to the county to the permit
4 division, make sure that the permit folks are not
5 going to have an issue with it, and if they come
6 back and say, no, it's basically not a problem, and
7 I think what it's going to be is just fire
8 suppression is what they just want to make sure
9 that if there's a fire there, it doesn't affect
10 this building.

11 CHAIRMAN CLARKE: Okay.

12 MR. TOPP: So I think we're all excited about
13 it.

14 CHAIRMAN CLARKE: Okay. We'll look forward to
15 January 8th, then.

16 MR. BOOTH: Thank you, so much.

17 MS. LUDLOW: Thank you.

18 CHAIRMAN CLARKE: Thank you, Mr. Booth. Okay.
19 We have -- we're on to new business items.

20 FM 433/19-2-94-21 RESOLUTION

21 MR. TOPP: Yes, these will go pretty fast. If
22 you want me to speak to it.

23 CHAIRMAN CLARKE: Yeah, please.

24 MR. TOPP: Sure. First one is the
25 FM 433/19-2-94-21 is I have two resolutions here,

1 one for that and one for the next one. These are
2 things that we've talked about in the past.
3 They've already been approved.

4 This is this paving, curbing, and drainage
5 improvement for gate S-1. As you all know with the
6 fence program that we're getting rid of -- S-1 is
7 going to be there and 2-S is going away, correct?

8 And so we need the curbing and all that. And
9 it's all done, the grant's done and everything;
10 they just need the resolution signed so that I
11 can -- they can send me the grant and we can get
12 the money. So that's the first resolution that I
13 need Ms. Ludlow and the chairman to sign.

14 FM#438047-1 SGJ FUEL FARM

15 MR. TOPP: And the second one is a fuel
16 farm -- I'm sorry, yeah, the fuel farm needs to
17 sign a resolution. Y'all have approved this in the
18 past, but it's now coming up to the point --

19 MR. OLSON: Oh, it's this side.

20 MR. TOPP: -- what that's about is the tanks
21 being replaced at the fuel farm. So the same thing
22 there. By signing this resolution, we can proceed
23 and gets the tanks replaced.

24 MR. BLOCKER: And just -- just through the
25 Chair. We going to need a board approval on each

1 of these resolutions.

2 MR. TOPP: Really? Even though they've been
3 approved in the past? Sorry. Start with Number 1.

4 MR. BLOCKER: Because they're new resolutions.

5 MR. TOPP: So the first resolution is
6 Resolution 2023-07 for FM 433.

7 MR. OLSON: Mr. Chair, I move the adoption of
8 Resolution 2023-07.

9 CHAIRMAN CLARKE: Okay. We have a motion. Is
10 there a second?

11 MS. LUDLOW: I second.

12 CHAIRMAN CLARKE: Have a motion and a second.
13 Any comments from the public?

14 (None.)

15 CHAIRMAN CLARKE: Hearing none, we'll take a
16 vote on that. All in favor?

17 MR. OLSON: Aye.

18 MS. LUDLOW: Aye.

19 MS. CASH-CHAPMAN: Aye.

20 CHAIRMAN CLARKE: Aye. Carries unanimously.
21 And there's a second resolution.

22 MR. TOPP: The second one is 438047, has to do
23 with the fuel farm tanks. That's what that is.
24 It's in place. Mr. Kyle Kaufman is waiting for me
25 to send these resolutions in, so we need a motion

1 to approve this resolution, or this -- this --
2 yeah, the resolution.

3 CHAIRMAN CLARKE: Okay.

4 MR. TOPP: And it's Resolution 2023-08.

5 CHAIRMAN CLARKE: Okay. Thank you. See if I
6 can locate that here.

7 MR. TOPP: Do we have a motion?

8 MR. OLSON: I'm waiting to hear any other
9 one -- wanting to make a motion, if not, I move
10 adoption of Resolution 2023-08.

11 MS. LUDLOW: I second the motion.

12 CHAIRMAN CLARKE: Motion and a second. Is
13 there any comment from the public?

14 MR. RIERA: Yes, I have a comment.

15 CHAIRMAN CLARKE: Yes?

16 MR. RIERA: On replacing the tanks, Palatka
17 just went through an issue. They were replacing
18 tanks or some parts and it took them about three
19 months. And so I want to make sure that we are not
20 staying, you know, without fuel for about three
21 months.

22 MR. TOPP: No, we're not going to do anything
23 until they get here.

24 MR. RIERA: Okay. Good. Thank you.

25 CHAIRMAN CLARKE: Any other comments on the

1 Resolution 2023-08?

2 (None.)

3 CHAIRMAN CLARKE: Hearing none, we will vote
4 on that resolution. Do we have a -- all in favor?

5 MR. OLSON: Aye.

6 MS. LUDLOW: Aye.

7 MS. CASH-CHAPMAN: Aye.

8 CHAIRMAN CLARKE: Aye. So it carries
9 unanimously. All right. Next one.

10 ROAD CONNECTOR FROM US1

11 MR. TOPP: Next thing I have on here is the
12 road connector from U.S. 1 to the conference
13 center, and that's part of what we're -- we were
14 talking about earlier.

15 Just to make you aware of it, that the funds
16 will be available in July of 2024, and we have to
17 talk to the county about the intersection. There's
18 a lot of moving parts. So I don't think there's a
19 resolution -- or not a resolution, but a vote or
20 anything; I just want to make you aware that those
21 monies are there.

22 MR. OLSON: Now, is the first activity to
23 actually engineer the road construction? Is --

24 MR. TOPP: Yeah.

25 MR. OLSON: Bidding documents --

1 MR. TOPP: Right.

2 MR. OLSON: -- or engineering?

3 MR. TOPP: We'll be working on that.

4 MR. OLSON: And have we selected the engineers
5 for that at this point?

6 MR. TOPP: Well, we'll put that out, but right
7 now, Passero has done all the work on the drawing
8 of it and helping with the bid.

9 MR. OLSON: Okay.

10 MR. TOPP: Not with the bid, but with the
11 draft of the grant --

12 MR. OLSON: Yeah, okay.

13 MR. TOPP: -- and -- but, no, we have not gone
14 any further than that.

15 MR. OLSON: But that would be your next step.

16 MR. TOPP: Right.

17 MR. OLSON: And based on what you say here, do
18 you need to do that before the grant's available?

19 MR. TOPP: Right. Yeah, well, we need --

20 MR. OLSON: I mean, that would be an
21 allowable --

22 MR. TOPP: We need to start planning --

23 MR. OLSON: Selecting the engineering firm
24 would be the allowable -- would it be an allowable
25 activity prior to the grant award?

1 MR. TOPP: I'd have to look at the grant
2 again.

3 MR. OLSON: Okay.

4 MR. TOPP: I'll get back and let you know.
5 I'll send y'all an e-mail about that.

6 MR. OLSON: If you would, when you do the deal
7 with the engineering firm, Passero or whomever -- I
8 guess we have two others, also -- but I mean, if
9 Passero has done all of the grant work, of course
10 you probably want to talk to them, but please get a
11 schedule for the work for the engineering.

12 MR. TOPP: Absolutely.

13 MR. OLSON: And please, you know, let them
14 know that -- I mean, I don't believe the
15 construction of the T-hangars won't be able to be
16 bid until, what, March or April of this year, and
17 it just seems like it's taking a long time for the
18 engineering work on that.

19 MR. TOPP: We have --

20 MR. OLSON: I'm sure there are reasons. I
21 mean, we have the engineers in the room, they
22 probably have good reasons, but it seems to have
23 taken a long time.

24 MR. TOPP: That's a good point. We're
25 actually having a meeting, Matt, what was it, the

1 14th?

2 MR. SINGLETARY: This Thursday we're going to
3 have a --

4 MR. TOPP: Yeah, Thursday to go over the
5 60 percent of the -- Matt, can you explain what
6 that meeting's about, please?

7 MR. SINGLETARY: Yeah. I mean, it's just a
8 design review meeting to go over the plans where
9 we're at right now, which as Jaime just said
10 60 percent design.

11 MR. OLSON: When do you think at this point --

12 MR. SINGLETARY: You were right with what you
13 said. We're planning to bid in March --

14 MR. OLSON: Okay.

15 MR. SINGLETARY: -- open bids in March.

16 MR. OLSON: Okay. Thank you.

17 MR. SINGLETARY: Yep.

18 MR. TOPP: So I'll give you an update on the
19 road portion in the same manner.

20 MR. OLSON: Okay. Thank you.

21 CHAIRMAN CLARKE: Is that it for that item?

22 MR. TOPP: That's it. Next.

23 VOLATO REVIEW

24 CHAIRMAN CLARKE: The next item is the Volato
25 lease proposal. I believe Mr. Roberts will address

1 that.

2 MR. ROBERTS: So this proposal's in your
3 package. Just to step back procedurally, earlier
4 in the summer, the board made a determination that
5 establishing a second FBO on our east side
6 development area would satisfy a public use
7 requirement.

8 The staff and the proposer, Volato, have done
9 a lot of work to come up with a proposed
10 arrangement to do that development and build it.
11 And at the end of the day, though, it's for the
12 board to approve the final terms of that lease
13 agreement, which are before you today.

14 I wanted to not go through all the boilerplate
15 items that are typical in a lease and development
16 agreement such as that, but there are three that I
17 think, if I were a board member, I would want to
18 make sure that I understood, because they were some
19 of the ones that were most tailored to fit the
20 problems that we had and the things that we had to
21 work through with -- with our arrangements.

22 We're expecting I believe any day potentially
23 the -- would it be the St. Johns Water Management
24 District or the Army Corps of Engineers to -- to
25 give us feedback on our environmental mitigation

1 proposal that the Authority itself has been moving
2 along? So, to get this property from its current
3 state to an operational FBO, a lot of things have
4 to go along.

5 We've been front -- we, the Authority, have
6 been fronting some of those costs; specifically,
7 the permitting. We don't have final answers on the
8 scope and the extent of environmental mitigation
9 that's going to be required. So both parties have
10 some uncertainty that way.

11 And so we've crafted an agreement that
12 contemplates those uncertain advertise, a means to
13 adjust for them and to keep a framework of
14 development on track.

15 The essential terms of the lease are 30-year
16 lease, two five-year optional extensions on the
17 back end. This is -- this is a -- a somewhat risky
18 venture for this proposer. This property is
19 substantially encumbered with wetlands, and so
20 that's the great uncertainty, is the extent of that
21 mitigation that's going to be required to -- as a
22 condition to develop it. So the terms are 30 years
23 with two five-year extensions on the end.

24 One of the good things for us in this good
25 things for us in this lease is that it is subject

1 to a reappraisal every five years so that we are
2 always assured that we're getting market -- fair
3 market value at any given time, we're always in
4 phase with fair market value. And those appraisals
5 occur every five years. So that's a good term for
6 us.

7 The second of the large issues that remain
8 unresolved are the fuel farm and how we're going to
9 do that. Yes, sir?

10 MR. OLSON: What -- why is the fuel farm an
11 issue here?

12 MR. ROBERTS: All right. So, presently, the
13 existing FBO, Atlantic, has a -- I'll call it a
14 concession to operate that fuel farm.

15 My personal assessment of that arrangement is
16 that it does not foreclose other persons or
17 entities delivering fuel up to Atlantic's little
18 operated fuel farm, delivering their fuel up to
19 that fuel farm, having Atlantic accept it into the
20 fuel farm, and then at some subsequent point, that
21 that same fuel owner pulling their truck up and
22 having it dispensed back to them. So that's how I
23 read our arrangement with Atlantic.

24 We still need to work that out with Atlantic
25 to confirm the terms of that relationship because

1 it is not desirable to put a new fuel farm on this
2 marshland leasehold that's right by the
3 Tolomato River that would -- one, we'd rather have
4 hangar space; number two, we don't need more fuel
5 tanks. We have -- we have capacity to support two
6 FBOs with the fuel farm that the Airport Authority
7 owns. We don't need to build more tanks.

8 MR. OLSON: Didn't the Authority just get --
9 aren't we getting a grant right now for --

10 MR. ROBERTS: I think this goes --

11 MR. OLSON: -- additions to the fuel farm?

12 MR. TOPP: No -- you're talking about the
13 grant, Mr. Olson, we just talked about?

14 MR. OLSON: Yeah.

15 MR. TOPP: That's for the self-serve.

16 MR. OLSON: Okay. Okay. Thank you.

17 MR. ROBERTS: Yes. So -- so, we've accounted
18 for a couple of scenarios.

19 One is my preference, which is we work through
20 a new arrangement where Atlantic doesn't have to do
21 this necessarily with another fuel vendor on the
22 airport because to date there has not been one, and
23 so that's Plan A.

24 Plan B is for any reason if they need -- if
25 Volato would need to build its own dedicated fuel

1 facility, we would make a little pad immediately
2 adjacent to our existing fuel farm, and that's
3 Exhibit C to the leasehold agreement.

4 So worst case if we needed new tankage, new
5 facilities, we'll -- we'll put it there. We really
6 memorialized our goals for having that worked out.
7 So that's the fuel farm issue that's sort of how
8 that's playing out.

9 And then the third is how common benefit
10 improvements will be handled under the lease. So,
11 could I -- Jamie, could you just cursor through and
12 maybe go to where it shows kind of how landlocked
13 this is? So --

14 MR. TOPP: Next one?

15 MR. ROBERTS: Yes, sir. Maybe go -- keep
16 going. There you go. That's -- that's good about
17 right there.

18 So, it's not clear, but the very lightly
19 shaded blue where it says South Parcel, that's
20 where this parcel is, and we have the metes and
21 bounds for that parcel. And you can see how the
22 realigned roadway will come in. You can see
23 substantially how much wetland impacts that parcel.

24 So I'm going to use an example, is the water
25 main -- we've contemplated a water main that would

1 run along the entire eastern loop of the eastern
2 undeveloped site. That would provide enough
3 pressure for fire suppression for aircraft and
4 hangars, things like that. We could use some
5 additional infrastructure.

6 So one of things we contemplated is if Volato
7 says, or whoever their developing company is -- and
8 it probably be assigned to some developing company,
9 if their developing company says, we can't wait for
10 the Authority to build a new water line from
11 Gun Club Road, we're just going to do it, we're
12 just going to do it, but it's going to be our water
13 main when it's over and whoever develops the middle
14 parcel and whoever develops a north parcel some
15 day, they're just going to hook right up to it,
16 it's already going to be there for them, that long
17 run of water main would provide a common benefit to
18 the whole airport. They're just going to get to it
19 before we will.

20 So, if an occurrence -- if some item like that
21 lands in that bucket, which there's a provision for
22 it's identified, it's disclosed, the cost is -- all
23 has to be mutually agreed upon that it would be an
24 item designated for this consideration, let's just
25 say it's -- I'm making up numbers just so you know

1 the math. If it's \$750,000 and their lease payment
2 would be \$250,000 a year, they would get a credit,
3 a -- a setoff on their lease payment until that
4 \$750,000 is paid off.

5 Now, importantly, that \$750,000 improvement by
6 the terms of this agreement will never become a
7 debt that we owe them, it is not a loan, it's not
8 an advance. If they were to leave tomorrow, we
9 just get it.

10 The only way they can earn their consideration
11 for having advanced this money is to stay here and
12 pay their rents and be a tenant here. So as long
13 as they're here and their rents are due that they
14 can apply a credit for, that's the only way these
15 terms get backed off.

16 Some of these could occur off the site of the
17 parcel. Some of them could occur on the site for
18 the parcel. An example would be the -- the parcel
19 to the right that's now called the hush house
20 parcel. If we were to say reasonably, we need the
21 realigned Gun Club Road or Hawkeye View Lane,
22 rather, to continue and to make a little loop
23 around the back of this parcel to provide public
24 vehicular access to the hush house parcel to make
25 that developable, able to be developed, we would be

1 telling them we want a -- an easement across this
2 parcel that they're leasing and that could be a
3 setoff both from the rents, or if they needed to
4 build that road before we got to building that
5 road, they would get a similar kind of -- of rent.

6 MR. OLSON: The road is already aligned in the
7 master plan, right?

8 MR. ROBERTS: But it dead-ends on this parcel.

9 MR. OLSON: So that means it dead-ends, right?

10 MR. ROBERTS: As it stands now, it dead-ends,
11 which -- which would not bring value to the hush
12 house parcel.

13 MR. OLSON: I wonder why that wasn't
14 considered in the master plan.

15 MR. ROBERTS: I don't know why.

16 MR. OLSON: Okay.

17 MR. ROBERTS: But we can fix it, right? We
18 can fix it now and we can fix it by saying we want
19 your plans to contemplate that ability for the road
20 to extend across, right?

21 MR. OLSON: Okay.

22 MR. ROBERTS: So otherwise, we're going to
23 landlock the hush house parcel, vehicularly we'll
24 landlock it --

25 MR. OLSON: Okay.

1 MR. ROBERTS: -- so that will add value that
2 way.

3 So these -- and then the final bucket would be
4 something like without knowing the extent and the
5 requirements of what these environmental mitigation
6 obligations are going to be. And I'm just making
7 up a hypothetical.

8 We want every square inch of this parcel
9 developed, every square inch. Hangars, hangars,
10 hangars, that's what we want. In an abstract way,
11 the developer wants every bit developed because the
12 more hangars, the more revenue. The more utility
13 and the more value the lease has. So we have a
14 mutuality of interest that way.

15 If some of the -- the environmental mitigation
16 numbers come in to where if there's a case for
17 saying -- a rational commercial operator would say
18 I might leave these five acres undeveloped or these
19 ten acres undeveloped and get some mitigation
20 credit for that because I can't afford -- the cost
21 of finding some off-site mitigation credit may
22 offset the economic tipping point of what would
23 make sense for further development, we have the --
24 we have the option of -- of helping out that way as
25 well with these rent offset items. We don't know

1 that that would arise, but it -- but it could.

2 So I wanted everybody to understand how that
3 mechanism worked because that was crafted
4 specifically for this. And those are what I think
5 are the big items on a term sheet that I would want
6 you to know about specifically --

7 (Mr. Topp exits the room.)

8 MR. ROBERTS: -- or have any questions to get
9 answered.

10 A lot -- a lot of work into this to get -- to
11 get to a place where both parties can say they
12 could sign this, and it's staff recommendation that
13 we think it's there.

14 MS. LUDLOW: Well, at least they have a lease.

15 MR. ROBERTS: I'm sorry?

16 MS. LUDLOW: I mean, at least we can -- they
17 can start.

18 MR. ROBERTS: Yes.

19 CHAIRMAN CLARKE: I just had -- I guess, this
20 is more of a question for the engineers.

21 When we're planning the improvement to the
22 airport, did we contemplate the needs, individual
23 needs of individual tenants, or if we say we will
24 cover all developmental costs, then that sort of
25 back calculate into what may be required for

1 individual tenant, is that --

2 MR. ROBERTS: And I want Andrew to weigh in on
3 that, and then if Jaime was here, I was going to
4 back up for an excerpt from our airport
5 master plan. Can I interrupt you just for a
6 minute, Andrew?

7 On our -- on our master plan, we have
8 identified this area --

9 (Mr. Topp reenters the room.)

10 MR. ROBERTS: -- as an area where we were
11 marching along to develop. Where we would have --
12 there's probably a reason in the 75 years no one's
13 signed up to develop it right now because it didn't
14 have environmental permitting, it didn't have this
15 cultural heritage second phase review done that we
16 just authorized today. We've gotten everybody a
17 head start on that. Jamie, could you go to the
18 very top slide?

19 MR. TOPP: The first one?

20 MR. ROBERTS: Yes, sir. So -- second one.

21 So this is from our FAA-approved master plan
22 where we've set out what -- what is now a diagram.
23 And if you go -- go to the next slide, please. And
24 this is where the master plan contemplates, you
25 know, preparing this site to make it available for

1 someone to be able to come in and have it
2 economically feasible to develop.

3 And so, it -- it -- we have contemplated --
4 we've contemplated continuing on our path of
5 improving the site. It's just where does it hit
6 that tipping point where we can pass the baton to
7 the developer and say you finish up?

8 MR. OLSON: You are speaking to something I
9 think that we've been living with all year relative
10 to Part 16.

11 As -- as you know better than any of us, it's
12 been the position of this Authority that this site
13 is really not ready, has not been ready to be
14 offered for development yet because there is a lot
15 of work. But now we're offering it on an as-is,
16 where-is as-is basis.

17 MR. ROBERTS: Yes.

18 MR. OLSON: I don't know. Just, Mr. Chair,
19 we -- we -- for anyone that does not know, we just
20 got this lease e-mailed to us on Saturday.

21 MR. ROBERTS: Yes.

22 MR. OLSON: This is the first hard copy
23 I've -- we've -- I've been trying to go through it
24 initially with this cheap little notebook computer.
25 I don't believe -- for me, I don't believe on I

1 fully understand or have studied the lease enough
2 to have good -- even good questions for you right
3 now.

4 MR. ROBERTS: Okay.

5 MR. OLSON: I have made some notes.

6 MR. ROBERTS: All right.

7 MR. OLSON: I think there are a lot -- there
8 are several things that this board needs to discuss
9 as a board before we go forward, because it is
10 really an important lease.

11 MR. ROBERTS: Yes.

12 MR. OLSON: Many of the things in the lease
13 document make incredible sense. They're very
14 logical. They're things that we expect -- you
15 know, that would be expected to see.

16 So I don't know what we do today, because I
17 don't think we should be approving something as
18 significant as this having just received it on
19 Saturday. I had to decide how many exterior
20 holiday decorations I was going to put up on my
21 house on Sunday versus spend the day with this
22 agreement. It's 56 pages.

23 MR. ROBERTS: Yes.

24 MR. OLSON: I don't know where to start.

25 Other -- I mean, my initial question is,

1 shouldn't we be hearing from the Douglas firm on --
2 on a real estate deal? Because that's why we --
3 one of the reasons we hired Douglas, was for
4 general counsel.

5 We're hearing from -- and you seem to be
6 speaking very well to many of the things you've
7 talked about, but I'm just -- I don't even know why
8 we're not using the Douglas firm on real estate
9 right now.

10 CHAIRMAN CLARKE: Can you address that, Mr.--

11 MR. ROBERTS: Can I just --

12 CHAIRMAN CLARKE: Sure.

13 MR. ROBERTS: Can I just address one premise,
14 but I do -- but it's -- and it's an important
15 premise.

16 It -- we do not have a legal obligation to
17 change the nature of that parcel. We -- we really
18 don't -- I don't believe, personal opinion, is that
19 we don't even have a grant assurance obligation to
20 change the inherent nature of that parcel. Right
21 now, it's like a wildlife preserve. It's just raw.
22 It -- but it is available, were it to make any
23 economic sense, and this -- and this Volato was the
24 first to come forward.

25 MR. OLSON: Yeah.

1 MR. ROBERTS: But it is available. They could
2 do every -- they can -- we could have never done
3 the proposed environmental plan. We could have
4 never done the cultural assessment. We could have
5 never done those things. We could have just sat
6 and looked at it and it still would have been
7 available. If -- if a third party came along, the
8 FAA says we've got to develop it --

9 MR. OLSON: We're -- we were getting grants to
10 get it ready for development.

11 MR. ROBERTS: Yes.

12 MR. OLSON: And then we would stand to get
13 additional grants support to do that.

14 MR. ROBERTS: Yes.

15 MR. OLSON: So -- and I -- and I don't have --
16 I think the concept of having the public side of
17 the water service or the front lines out track
18 stuff be advanced by the developer against a credit
19 on the lease payments makes incredible sense as
20 long as it's tied to the engineer -- the
21 Authority's engineering and standards to serve the
22 entire area.

23 MR. ROBERTS: Yes, sir.

24 MR. OLSON: That's very logical.

25 MR. ROBERTS: Okay. I'm sorry, I didn't want

1 to cut us off, but I just -- I wanted to make the
2 Authority's position on our legal obligation to
3 develop this at all just clear on the record.
4 That's the only reason I wanted to that. And I
5 didn't -- Andrew, we cut you off, if you --

6 CHAIRMAN CLARKE: Can we hear from
7 Mr. Blocker?

8 MR. BLOCKER: Thank you, Mr. Chairman. And,
9 Mr. Olson, I appreciate you pointing out.

10 You know, obviously as board members, you want
11 to have -- you want to be able to review these
12 documents because they're important to move
13 forward. So certainly understand that.

14 Just so the board understands, Mr. Roberts and
15 I have worked together on these documents. We have
16 worked in concert. We talk probably more often
17 then we want to talk to each other to make sure
18 that we're in sync with this.

19 This was a little unique based on the
20 litigation that was involved in this, as y'all are
21 probably more -- more aware than you want to be. I
22 am happy to answer any of the real estate-specific
23 questions that you have on this. I want to make
24 sure that you have enough time to feel comfortable
25 with the questions you have that we can address

1 whatever questions you have.

2 MR. OLSON: I guess my question is procedural.
3 Why did we -- why did we not get this until it was
4 all right e-mailed to us Saturday afternoon? I
5 mean, you did allude to -- I mean, somewhere along
6 the way, I understood that there were negotiations
7 going on, but --

8 MR. ROBERTS: We made -- we literally worked
9 up until Friday night.

10 MR. OLSON: What were the issues that were the
11 tough ones to come -- and this is --

12 MR. ROBERTS: Primarily the things that I went
13 over. Those were -- those were the -- those were
14 the ones that needed a very -- those were the ones
15 that required the most calories, was working
16 through how are we going to get to a lease where we
17 can't say this is your fuel farm but we expect them
18 to sell fuel? So we -- we had to craft a mechanism
19 for that. How were we going to account for things
20 that might arise like these common benefit things?
21 So we accounted for that.

22 So it was a commitment to keep the lease
23 moving. This lease doesn't get approved but for
24 your approval. These are the checks and balances
25 that you have the oversight for that, so...

1 MR. OLSON: Mr. Chair, I don't want to hold up
2 progress on this, but I'm wondering whether we need
3 time to further study the lease that we just
4 received by e-mail on Saturday and maybe even -- I
5 mean, maybe even have a special meeting just to
6 focus on working through this. I don't know what
7 else --

8 CHAIRMAN CLARKE: Well, okay. Are there
9 any -- Ms. Cash-Chapman, do you have any questions
10 or comments on this?

11 MS. CASH-CHAPMAN: I don't. I mean, I think
12 that we've been working on this for so long and I
13 realize that we only just recently received the
14 full copy of it, but I also feel like we've been
15 kind of kept in the loop the whole time.

16 And I -- I feel like what we have in front of
17 us and the presentation that we were just given
18 kind of answered my questions and I feel confident
19 moving forward.

20 My concern waiting is that we don't meet
21 again -- I know you said a special meeting, but
22 things are going to get extremely busy for all of
23 us between now and the first of the year, and we
24 already have another special meeting that we need
25 to have for our executive director search. So I

1 just want to put that in your mind as well while
2 you're deciding whether or not you're comfortable
3 moving forward.

4 CHAIRMAN CLARKE: Ms. Ludlow?

5 MS. LUDLOW: I'm comfortable moving forward.
6 This is not -- this is not a surprise in any way.
7 We have worked on this for two years, at least. So
8 I'm definitely ready to move forward.

9 CHAIRMAN CLARKE: Likewise, I read through the
10 document and what I'm very comfortable with is one
11 article in here that construction approvals that
12 requires the tenant to provide detailed reports
13 periodically to the Authority for review.

14 I think that gives us plenty of opportunity to
15 weigh in on anything that may, you know, be
16 controversial or not fit within our master plan or
17 our Airport Layout Plan.

18 So also, it is -- Volato recently acquired
19 additional funding through an initial public
20 official. So they are a public company. So
21 they're moving forward with their plans. They've
22 also had meetings with our county
23 Economic Development folks and the -- help me here,
24 it's the state aerospace.

25 MR. ROBERTS: Aerospace Florida.

1 CHAIRMAN CLARKE: Aerospace Florida, with
2 assistance in funding this project. So I think
3 there are going to be a lot of eyes on this project
4 and a lot of opportunity for input, you know, from
5 other parties.

6 And I -- likewise, I agree with
7 Ms. Cash-Chapman and Ms. Ludlow. I feel very
8 comfortable moving forward at this point. I
9 understand Mr. Olson's concerns, but I think
10 there's going to be enough checkpoints along the
11 way that, you know, we will ensure that the best
12 use is made of this parcel.

13 MR. OLSON: The checkpoints could easily be
14 litigations, but, you know, I want to -- I've
15 been -- I want to not oppose this lease. I want to
16 support it and vote for it. But I'm not -- I don't
17 think we -- we've had enough time to -- there are a
18 number of things in this lease that I believe this
19 board needs to discuss and understand.

20 I mean, just one example is, Volato's only
21 committing in this lease to build 25,000 square
22 feet of hangar space. We don't even know if the
23 hangar space that they're -- I mean, 25,000, a
24 Citation V is 52 feet wingspan and 50 feet in
25 length. I don't know how many --

1 CHAIRMAN CLARKE: That's 2500.

2 MR. OLSON: 25 -- no, I'm saying 25,000
3 hangar. I don't know how many corporate aircraft
4 you can put in 25,000 square feet. I believe the
5 one going next door is 9,000 last time I -- I heard
6 it.

7 We need -- we desperately need commercial
8 hangar space. You don't need 23 acres to build
9 25,000 square feet of hangar space. You only need
10 a few acres for that.

11 I just -- is the -- this lease does not
12 discuss at all the HondaJet maintenance thing, but
13 yet that's what we hear is going to be a big part
14 of this. How much of the site is going to be given
15 over to the HondaJet maintenance operation versus
16 the construction of hangars for the -- to meet the
17 corporate demand?

18 CHAIRMAN CLARKE: Mr. -- Mr. Roberts, the
19 lease addresses an MRO facility. Can you --

20 MR. OLSON: Oh, sure it does. Yes, it does.

21 CHAIRMAN CLARKE: That's what -- maybe
22 Mr. Roberts --

23 MR. OLSON: The -- the commitment here is just
24 the minimum commitment, 20 -- 20,000 square foot
25 MRO facility and a 25 -- a minimum of -- they have

1 to build a minimum of 25,000 square feet of hangar
2 space. That's the required development.
3 Everything else is unknown. Every else in this
4 lease is unknown. And I understand this -- there's
5 a lot to this site that apparently Volato has not
6 fully investigated yet.

7 My thought after reading this is instead of
8 taking -- of striking a full agreement and spending
9 90 days, the next 90 days, which is in the
10 agreement, having their engineer study, why not
11 grant them a ROFR -- of while they're investigating
12 the site, they would have exclusive right to follow
13 up with an agreement, this -- we could start with
14 marking up this agreement, give them a ROFR.

15 Let them -- rather than having a long-term
16 land lease, which is the equivalent of land
17 ownership, it's got to be legally filed. A ROFR
18 giving them the -- they go and do their
19 investigation so they know what parts of the site
20 they can use, how much it's going to cost, and then
21 there can be more specif- -- specificity from all
22 of us going forward, the Authority and Volato.

23 MR. ROBERTS: So to -- let me just address
24 some of those concerns as best I can.

25 There must be mutual agreement on the final

1 site plan. So if we get a site plan that
2 underutilizes that parcel, we don't approve it.

3 MR. OLSON: It's going to be approved in ten
4 days.

5 MR. ROBERTS: When it's -- when it's
6 presented. After it's presented. And we're
7 already talking about -- after it's presented.

8 MR. OLSON: Presented to the Authority.

9 MR. ROBERTS: No, presented to the -- yes,
10 presented to the Authority.

11 MR. OLSON: So Mr. Topp's got ten days. We
12 don't have a meeting. Why would we not go -- why
13 would we avoid and everyone avoid going through a
14 legal, totally legal put to bed an agreement where
15 we have all these unknowns rather than give them a
16 ROFR, giving them the right -- the exclusive right
17 to be in line for this --

18 MR. ROBERTS: The short answer is we don't do
19 ROFRs anymore. We should have never done a ROFR
20 anywhere on this airport --

21 MR. OLSON: Okay.

22 MR. ROBERTS: -- okay? So no more ROFRs.

23 MR. OLSON: So you're not -- you're now
24 withholding -- you don't recommend -- we're not
25 going to do any more ROFRs.

1 MR. ROBERTS: We're not going to do any more
2 ROFRs.

3 CHAIRMAN CLARKE: The FAA is opposed to the
4 ROFRs, right?

5 MR. ROBERTS: So all these --

6 MR. OLSON: Ms. Ludlow found out for us. She
7 did all of that great investigation two years ago.

8 MS. LUDLOW: Well, we've gone through all of
9 the ROFR things we can imagine.

10 MR. ROBERTS: So there are -- there are --
11 this is also a document about a process of its own.

12 So there are stopgaps here where we have to --
13 we have to approve their site plan. And we've told
14 them in the language here we want maximum
15 utilization of this parcel. We're not -- we didn't
16 lease this so that someone could develop the front
17 five acres and leave the last --

18 MR. OLSON: Well --

19 MR. ROBERTS: -- 17.

20 MR. OLSON: -- I mean, it's not part of the
21 required development.

22 MR. ROBERTS: So here's -- so if you
23 understand when the two parties have the degree of
24 uncertainty at this point -- first of all, having a
25 site plan approval has been in every one of

1 these -- I've never had one that didn't have a site
2 plan approval provision. Every airport lease I've
3 ever done has a site plan --

4 MR. OLSON: Right. But this has more
5 fundamental impact on the whole thing because of
6 what you discussed.

7 MR. ROBERTS: It does.

8 MR. OLSON: And the funding of intract --
9 intract improvements including moving dirt around
10 or adding fill or whatever, that is a developer
11 cost.

12 Once that -- I -- you can easily defend and
13 see and support funding off-site infrastructure to
14 the site and that being a credit. But once you
15 start moving to funding, co-funding the developer's
16 improvement of their -- the site they now have a
17 40-year lease on --

18 MR. ROBERTS: It's all negotiable, that's
19 true.

20 MR. OLSON: -- that -- that is more than a --
21 a rent credit there is co-funding the developer's
22 cost to develop the site because of the language
23 that you included that's common, the as-is
24 where-is.

25 MR. ROBERTS: Right. So everything we've ever

1 done for this parcel, including all the preliminary
2 work we've already done, we've done environmental
3 assessment. In another -- in another context, if
4 we had done nothing, that could have been
5 potentially a developer cost. Do your own
6 environmental assessment. Do your own cultural
7 assessment.

8 MR. OLSON: So we did that. So that adds
9 value to the site.

10 MR. ROBERTS: Right.

11 MR. OLSON: It's information for the developer
12 so they know what they're getting into.

13 MR. ROBERTS: Right. The more we move
14 along -- the more we moved along that way, it -- it
15 came closer to the tipping balance where someone
16 was willing to come in and spend millions of
17 dollars to build.

18 MR. OLSON: But we didn't offer that to
19 Northrop Grumman when they were looking at it.

20 MR. ROBERTS: It was in our term sheet. It
21 was in the term --

22 MR. OLSON: Co-funding -- the Authority
23 co-funding the --

24 MR. ROBERTS: A common benefit term was part
25 of the term sheet.

1 MR. OLSON: The other -- I mean, I don't want
2 to -- my comments and questions right now are not
3 conclusive. I've only looked -- gone through this
4 thing on that device initially since Saturday
5 afternoon.

6 But the assignment language is strange. It --
7 it allows -- and it appears after reading this
8 assignment language, I'm assuming that was an
9 item -- I assume that was the item of the big
10 negotiations.

11 MS. LUDLOW: Mr. Olson, why don't you just say
12 you will always vote no for anything that says
13 Volato.

14 MR. OLSON: I think that's an unfair
15 statement. I really think that is --

16 MS. LUDLOW: You look at our record.

17 MR. OLSON: That is a very unfair statement.

18 MS. LUDLOW: I'm sorry. It isn't.

19 MR. OLSON: It's not as bad as you -- as some
20 of the --

21 CHAIRMAN CLARKE: Okay. Let's -- let's try
22 and keep this moving here. Mr. Blocker?

23 MR. BLOCKER: Mr. Chair, if I could.

24 Mr. Olson, I appreciate you pointing out the
25 ROFR. You know, generally with government

1 entities, there's a move away from that for the
2 reasons that Mr. Roberts said. I understand your
3 reasonable, you know, approach to that.

4 There are some guardrails built in here.
5 Whenever you have leases of this magnitude, there's
6 going to be some uncertainty, but we -- we did try
7 to ensure that there were guardrails there to make
8 sure that the interests of the Authority were
9 protected.

10 Again, I certainly understand your -- your
11 concerns. The policy decisions before the board,
12 y'all as a board have to make the decision whether
13 you want to move forward with this. From a legal
14 defensible viewpoint, based on the circumstances
15 and the facts that we had to work with, this is a
16 document we feel will protect the Airport Authority
17 going forward.

18 You mentioned litigation. That's always as --
19 as the Airport Authority has gone through.
20 Unfortunately that's a part of this as well. But I
21 think there are guardrails here to protect the
22 interests of the Airport Authority, and that's --
23 that's kind of where we are today.

24 Obviously this is a unique circumstance.
25 Y'all understand that. There are a lot of

1 constraints to this, and factors that had to be
2 prepared for, but this is the best effort that we
3 can put forward at this point based on its
4 negotiations not one-sided.

5 CHAIRMAN CLARKE: All right. Well, thank you,
6 Mr. Blocker. We have obviously some differing
7 opinions. Mr. Olson, if you'd like to offer your
8 recommendation in the form of a motion, we'll see
9 where it goes.

10 MR. OLSON: I believe we should continue to
11 discuss the lease.

12 CHAIRMAN CLARKE: Okay. That's one way of
13 putting it. Is there a second to that consensus?

14 (None.)

15 CHAIRMAN CLARKE: Hearing no second, would
16 anyone like to offer a motion to proceed?

17 MR. OLSON: I make that a motion to cut off
18 the vague -- or the discussion, because I --

19 MS. LUDLOW: I make a motion we accept the
20 contract, as we have worked on it for two and a
21 half years.

22 CHAIRMAN CLARKE: Is there a second?

23 MS. CASH-CHAPMAN: I'll second.

24 CHAIRMAN CLARKE: Are there any comments from
25 the public?

1 MR. GORMAN: Yes.

2 CHAIRMAN CLARKE: Okay. Mr. Gorman.

3 MR. GORMAN: Yes. Yeah, John Gorman,
4 795 Stokes Landing Road, just north of here.

5 If you're going to approve a site plan, it
6 seems critical that you actually do an in-depth
7 study of the mitigation.

8 The mitigation is not the 600-pound gorilla in
9 the room; it's the 900-pound gorilla in the room.
10 If you're going to do any type of a site or any
11 type of leases, you've got to be able to find out.
12 You could spend more in mitigation than you can in
13 construction.

14 In other words, I would defer to Andrew with
15 something like this where he's -- they did a
16 national job of using existing areas and getting
17 mitigation credits for that, rather than just
18 blanketing an amount of acreage for the purpose of
19 development.

20 So, to me, you've got to really think in depth
21 about what you're going to do about that before you
22 do a blanket blank sheet of paper here is your --
23 here is your acreage and this is for you to
24 develop. I mean, the cost is tremendous.

25 MR. TOPP: Can I --

1 MR. GORMAN: I mean, 12 years ago I saw
2 \$6 million scooted up -- you know.

3 MR. TOPP: Mr. Chairman?

4 CHAIRMAN CLARKE: Thank you, Mr. Gorman.
5 Mr. Topp?

6 MR. GORMAN: On mitigation.

7 MR. TOPP: I think that Mr. Andrew can shed
8 some light on that, Jack.

9 MR. GORMAN: Oh, I'm sure he can. But, I
10 mean, has that already been discussed as far as in
11 depth?

12 MR. TOPP: Yeah.

13 MR. GORMAN: And as far as the usage of a
14 usable area for mitigation credits and all of that?

15 MR. HOLESKO: Conceptually in the permit
16 application, yes. But not their specific site
17 plan, no.

18 MR. GORMAN: And has any of that been made
19 public?

20 MR. HOLESKO: Yes.

21 MR. GORMAN: And when was that?

22 MR. HOLESKO: Well, that's just -- it's been
23 shown on the screen as a project update, not -- not
24 the entire permit document.

25 MR. GORMAN: I just wanted to point out that.

1 I've seen tremendous --

2 CHAIRMAN CLARKE: All right.

3 MR. GORMAN: -- problems.

4 CHAIRMAN CLARKE: Thank you, Mr. Gorman. Any
5 other members of the public here to weigh in on the
6 issue?

7 (None.)

8 CHAIRMAN CLARKE: All right. Well, we have a
9 motion and a second on the table to vote in favor
10 of the land lease, the development use agreement
11 between the Airport Authority and Volato. We'll
12 take a vote.

13 MS. LUDLOW: Aye.

14 MS. CASH-CHAPMAN: Aye.

15 CHAIRMAN CLARKE: Aye. Three ayes.

16 MR. OLSON: I'm not ready to vote on this.

17 CHAIRMAN CLARKE: Okay. I don't believe you
18 can abstain. Is that correct, Mr. Blocker?

19 MR. BLOCKER: That's correct, Mr. Chair.

20 CHAIRMAN CLARKE: All right. So we'll assume
21 that's a nay and so the motion carries, three to
22 one.

23 YEAR-END FINANCIALS

24 CHAIRMAN CLARKE: All right. The next item,
25 our year-end financials. I confess I have not had

1 time to examine the financials. Has anyone else
2 here?

3 I would propose that we defer the review of
4 the year-end financials, which for the fiscal year
5 ending September 30th, 2023, be deferred to the
6 January 8th meeting.

7 MR. TOPP: Can I say something?

8 CHAIRMAN CLARKE: Mr. Topp?

9 MR. TOPP: That's not going to cause a problem
10 with the CPAs?

11 CHAIRMAN CLARKE: It will not?

12 MR. TOPP: We went over that this morning.

13 CHAIRMAN CLARKE: Okay. Does anyone have any
14 opinion on that? Any member? Mr. Olson.

15 MS. LUDLOW: I think -- I'm sorry. He
16 probably wanted you first.

17 MS. CASH-CHAPMAN: Oh, no, I think that's
18 great. Let's hold off until the January meeting so
19 we can dive into it.

20 CHAIRMAN CLARKE: We'll defer to the January
21 meeting.

22 MS. LUDLOW: We haven't had time to look at
23 it.

24 STAFF REPORT

25 CHAIRMAN CLARKE: Right. Staff report?

1 MR. TOPP: Well, we've -- thank you,
2 Mr. Chairman. The meeting with the county
3 Economic Development that just continues. As
4 Mr. Dean mentioned, we're doing that. And as
5 things develop, I'll bring it to the board for
6 everybody's comment, including all those that are
7 interested. Mr. Olson --

8 MR. OLSON: Mr. Topp, I'm supposed to be the
9 representative for the Economic Development. I
10 don't know --

11 MR. TOPP: Well, what we've had so far is
12 people interested in land across the way.

13 MR. OLSON: Well, just let me know when the
14 meetings are, because I think it's my obligation to
15 the board to sit in on those --

16 MR. TOPP: Okay.

17 MR. OLSON: -- and help report as other board
18 members have taken on assignments for the board.

19 MR. TOPP: Okay. No problem. We'll do that.
20 The TSA letter of investigation has been responded
21 to. That's taken care of.

22 The -- I'm going to skip over the part 130.
23 We had a Part 139 inspection. The -- the inspector
24 was very detailed. I'm waiting for his final
25 report. But the good news is that he didn't walk

1 away with our Part 139 license, which he could do
2 if he wanted to.

3 So basically it's little things like we have
4 to sprinkle some more of the white glass beads in
5 the white lines, and one of the wind socks is not
6 turning as quickly as it should. There are just
7 some, you know, little things.

8 And -- but he was pretty -- I mean, he checked
9 every single thing. I'll say that it was good that
10 the fire response was -- you have three minutes
11 from the center of the runway. They draw a line
12 through the center of the airport. And the fire
13 department, with the doors closed, they were able
14 to get out, get to the place, and be spraying foam
15 in one minute and 42 seconds. And they have three
16 minutes to do that. So anyway, we passed on that.

17 The T-hangar design meeting, Matt Singletary
18 already talked about that, and I will -- I've got a
19 note here and I'll get back to you-all with a memo
20 after that meeting and let you know the timing.

21 And then, the -- there's a point in here about
22 the stakeholders going -- you know, I talk to the
23 stakeholders at the airport quite often. What they
24 want -- I've sat down with Grumman, I've sat down
25 with Atlantic, I've sat down with several different

1 stakeholders. You know, what is it -- what's on
2 your wish list? And we've had one or two meetings
3 with Atlantic about that and we're waiting for
4 their final wish list. I don't know if we want to
5 address that at all, Mr. Roberts.

6 MR. ROBERTS: Well, it's speculative, but
7 it -- the -- I think it's good to keep the board
8 apprised just of what they're telling us. And --
9 and what they would like to do is grow. They would
10 like to grow out of the location where they are.

11 Options for them to grow would be some portion
12 of what's now the passenger terminal. Another
13 option is to develop that parcel that's on the east
14 side that's to the north that's designated for
15 future FBO development. And so they're just
16 expressing what they would like to do.

17 But -- but they are -- I think without
18 speaking on their behalf, I think it's a fair
19 characterization for them to say they -- they --
20 they need more resource here to grow and to service
21 more customers than they actually have.

22 MR. OLSON: Mr. Chairman, I want to speak to
23 that. This is a -- there -- I think we're at a
24 juncture where we have a real opportunity to do a
25 top-down negotiation with Atlantic.

1 MR. ROBERTS: Yes.

2 MR. OLSON: It's good to hear that they have
3 come forward in this way. There are a bunch of
4 things I think that Atlantic might want and
5 logically want, most likely an extension or a
6 renegotiation, an extension of their FBO agreement.

7 I think it's in the best interest of the
8 airport to make sure we have good FBO support that
9 is -- and including one that's such a short-timer,
10 they can't make sizeable capital investments.

11 So I think it's -- it's good. I think
12 everything should be brought in and we need to have
13 a strategy on our side of what would advantage the
14 airport of such a process and --

15 MR. TOPP: Yeah, one other. May I say
16 something towards that?

17 CHAIRMAN CLARKE: Yeah, please.

18 MR. TOPP: An excellent point is that one of
19 the things that were brought up when we talked to
20 them both times is exactly that, that we're going
21 to -- from the top down --

22 MR. OLSON: But I think this board needs to
23 discuss --

24 MR. TOPP: Yeah.

25 MR. OLSON: -- the negotiation positions that

1 we would take in such a -- a effort.

2 CHAIRMAN CLARKE: I think we should rely on
3 the advice of staff first, right, and then --

4 MR. OLSON: Well, I think it's a collaborative
5 thing between us and our staff and our counsel, but
6 I really think that fuel flowage fee, commercial
7 hangar development, a whole bunch of things, so --
8 would come into play.

9 MR. ROBERTS: Just to follow up on that a
10 little bit. For everyone, and I may sound like a
11 broken record on this, but all the work you did on
12 the master plan that's there in 2020, that is
13 our -- that's our default roadmap, and so don't
14 feel like we're adrift in terms of what our policy
15 is or what our goal and our vision is. It's all
16 memorialized there.

17 MR. OLSON: Well, the master plan is largely a
18 CIP. I mean, it's physical-oriented. Or are you
19 talking about the --

20 MR. ROBERTS: Master --

21 MR. OLSON: -- strategic business plan?

22 MR. ROBERTS: No, sir. The FAA-approved
23 master plan --

24 MR. OLSON: Okay.

25 MR. ROBERTS: -- that's -- there's some

1 physicality in terms of layout to it, but --

2 MR. OLSON: It's pretty much physical.

3 MR. ROBERTS: But it's also specific. That
4 was -- like if you are --

5 MR. TOPP: Sure.

6 MR. ROBERTS: If you go to the top slide
7 there, we have as a board -- look, subject -- you
8 can change it with a vote like that. You can
9 change it with a vote. But if you could go to
10 Slide Number 2, after a great deal of work and --
11 and development and input, these -- these were the
12 bullet items that were identified for our plan
13 on -- I'm sorry that it's up there.

14 So it talks about the existing FBO outgrowing
15 its facilities. Now again, this is a 2020
16 document. It talks about the existing FBO
17 outgrowing its resources and that the presumptive
18 plan is a new FBO site on the eastern side. But --
19 so, I just -- all I wanted to do is just tell the
20 board that you don't, you don't have to start from
21 scratch on what our position should be about it.

22 MR. OLSON: Okay.

23 MR. ROBERTS: That's all.

24 CHAIRMAN CLARKE: All right. Any other --

25 MR. TOPP: No, that's all I have. And thank

1 you, very much.

2 CHAIRMAN CLARKE: Okay. Mr. Blocker?

3 MR. BLOCKER: Yes, sir. Just a reminder,
4 ethics training, if anyone has any questions about
5 that, let me know. We have till December 31st to
6 get that completed.

7 We have the videos. If questions come up,
8 please route them to me. I appreciate the
9 questions we've already gotten. Those are
10 important for our next public disclosures that will
11 be made next year. So you'll have to certify that
12 actually did ethic -- ethics training. So I know
13 it's a little bit of tedious -- tedious work, but
14 hopefully during the holidays, you can take some
15 time to do through that. Just reach out to me with
16 any questions, and I'll send out a reminder.

17 MS. LUDLOW: I know we've had to do that every
18 year. So is that the same form? I don't remember
19 looking at --

20 MR. BLOCKER: It's just what we generate so we
21 can keep it on -- on -- just for our records. Just
22 if there's ever a question, if there's ever a
23 complaint made about Sunshine or whatever, we
24 can -- we can ensure that we were --

25 MS. LUDLOW: But where did the other one come

1 from, Vicky Oakes?

2 MR. BLOCKER: So I think -- I think Mrs. Oakes
3 sent out one -- are we -- we're talking about two
4 different things. You have -- there's a new public
5 dis- -- financial disclosure.

6 MS. LUDLOW: Bye, Allen. No, it's the ethics
7 thing we had to fill out at the end of every year,
8 and I think Vicky Oakes sent out. But it wasn't
9 anything like look at videos or anything.

10 MR. BLOCKER: I'm not familiar with that. The
11 statute requires a four-hour ethics training.

12 MS. LUDLOW: We never heard of that before.

13 MR. BLOCKER: Well, it's in the statute, so
14 we'll make sure going forward we have y'all
15 covered, so...

16 MS. LUDLOW: Okay.

17 CHAIRMAN CLARKE: Okay.

18 MR. BLOCKER: That's all I have, Mr. Chairman.

19 CHAIRMAN CLARKE: All right. Mr. Roberts,
20 Gun Club.

21 MR. ROBERTS: The Gun Club, a lot of bandwidth
22 was involved in trying to get closure on the Volato
23 agreement. We're pivoting now to all of that
24 bandwidth and resources to assisting Mr. Topp with
25 his negotiations with the Gun Club itself and to

1 put something in writing. We've had some meetings
2 with their lawyer, who is from an old -- an old
3 St. Augustine firm.

4 MR. BLOCKER: Frank Upchurch.

5 MR. ROBERTS: Yes the Upchurch firm. And so
6 the next milestone is for us to send them something
7 like a written proposal for what the deal would be.

8 None of us want to -- none of us are even
9 talking about a condemnation action or anything
10 like that. None of us really want that to be the
11 resolution mechanism, and neither side really
12 anticipates that that would be necessary.

13 So we -- we're far enough along to where
14 they're -- they're needing a formal written ask and
15 we're preparing that, and they're going to need
16 through their governance to have some votes to
17 approve it, and that's where we are in that if
18 there are any questions.

19 CHAIRMAN CLARKE: That -- Mr. Roberts, or --

20 MR. OLSON: Is it over price or what is it?
21 Is there an issue -- is there an issue in you
22 mentioned condemnation. I mean, why would we
23 even --

24 MR. ROBERTS: We wouldn't need that. I mean,
25 not if there's a willing --

1 MR. OLSON: So, it's -- there is a willing
2 seller and a willing buyer and a coming together on
3 price, is that right?

4 MR. ROBERTS: Well, there's been an appraisal
5 that I think the sides have agreed to as the
6 appraisal.

7 MR. OLSON: Okay. Okay.

8 MR. ROBERTS: So here's one of the wrinkles.
9 They shoot their clay pigeons out over our
10 peninsula.

11 We could improve our dollars out of pocket by
12 providing them some assurance that -- that they
13 would always be available to shoot their clay
14 pigeons out over our peninsula and we wouldn't wind
15 up with a Boy Scout camp out there or something out
16 there that would cause them not to be a Gun Club
17 anymore.

18 MR. OLSON: Okay.

19 MR. ROBERTS: So some of the wrinkles that
20 we're all having to work out through are finding
21 ways that we could give them some reassurance that
22 we could diminish our own property interests in the
23 tip of that peninsula as an offset to our purchase
24 price of the property that's the subject of the
25 actual fee simple purchase.

1 So those are really the -- those are all the
2 wrinkles and folds that are going through and why
3 we've been having to do lawyer work.

4 MR. BLOCKER: And just one point to add.

5 So their membership because it's a
6 member-driven organization, as you know, they would
7 have to approve this as well at their general
8 membership meetings. So there's some -- some
9 approvals they have to do as well. So we're kind
10 of working through that and trying to answer the
11 mail as best we can.

12 MR. OLSON: I guess the deadline we're working
13 toward is -- I mean, we need to have a land in our
14 hands by when? When do we need to have the land?
15 Oh, we don't have the construction grant till the
16 following fiscal year July 1.

17 MR. ROBERTS: For the road?

18 MR. OLSON: July 1, '25.

19 MR. ROBERTS: But I think we have purchase
20 monies coming for here.

21 MR. TOPP: Correct.

22 MR. OLSON: It's coming.

23 CHAIRMAN CLARKE: Yeah, there's two -- two --

24 MR. BLOCKER: So we have some time.

25 MR. OLSON: We have purchase money this year,

1 right?

2 CHAIRMAN CLARKE: I believe so.

3 MR. TOPP: Yes.

4 MR. OLSON: This current.

5 MR. TOPP: That's correct.

6 MR. ROBERTS: Which is the urgency to move
7 this along.

8 MR. OLSON: Because we need -- but we could
9 get an extension on it, but I mean, we don't want
10 to. Yeah. Okay.

11 CHAIRMAN CLARKE: Just a question. How are
12 they organized? Are they not-for-profit or private
13 or --

14 MR. BLOCKER: They're a not-for-profit.

15 CHAIRMAN CLARKE: Oh. Incorporated by the
16 state --

17 MR. OLSON: Probably a C6.

18 CHAIRMAN CLARKE: Okay.

19 MR. BLOCKER: Just a quick. There is a sense
20 of urgency for the funding, but we -- obviously
21 this project is fairly far out, but we're just kind
22 of working through just dealing with that, because
23 their approval process is not unsimilar to ours,
24 but they have a general membership meeting where,
25 you know, obviously some of these questions are

1 being forwarded by their members about the clay
2 pigeons. That's an important component for the
3 club, so...

4 CHAIRMAN CLARKE: All right. Part 16, I think
5 update.

6 MR. ROBERTS: Unless you hear from us again,
7 you -- you can consider the Part 16 over.

8 MR. OLSON: Especially what action was just
9 taken tonight.

10 MR. ROBERTS: So, it -- our strategy for the
11 Part 16 has never been a secret. It's been to go
12 forward with the process, right? So it's a process
13 review.

14 So we defended ourselves with the process and
15 the FAA took note of that and saw in the process
16 that we were committed to on going through. Volato
17 did not always like our process or all the
18 components of it, but it was the -- the wheels were
19 always turning.

20 A little over a month ago, the FAA issued an
21 order that said we think the original purpose of
22 this filing is now moot. The -- it's -- it started
23 with you guys were talking to each other and now
24 you're talking to each other and complaining about
25 what you're saying. We're not going to get into

1 that; we just want you to keep talking to each
2 other and see if you can keep your process going
3 along. So unless we hear from one party or another
4 by last Wednesday, we intend to issue an order of
5 dismissal.

6 And based on the progress we were making with
7 bringing a form of agreement together, with no
8 other condition or precondition, Volato elected not
9 to challenge the FAA's decision to presumptively
10 dismiss the claim. So it's not dismissed yet, but
11 it's procedurally most likely to be dismissed.

12 CHAIRMAN CLARKE: Thank you.

13 PUBLIC COMMENT - GENERAL

14 CHAIRMAN CLARKE: Now we'll hear from the
15 public. Any general comments?

16 (None.)

17 MEMBER COMMENTS AND REPORTS

18 CHAIRMAN CLARKE: No comments? Members.
19 Ms. Cash-Chapman.

20 MS. CASH-CHAPMAN: So as discussed in our last
21 meeting, we are continuing our search for an
22 executive director. I don't know if Jennifer has
23 provided dates yet or not.

24 So she has not, so what I would recommend us
25 doing is getting our dates for the next few weeks

1 to the office as soon as possible so that they can
2 determine a time for all of us to meet so that we
3 can go through the job description like we had
4 discussed in our last meeting.

5 MR. TOPP: Can I add a point on that?

6 Mr. Olson, at the last meeting you came over and
7 said something about the 11th, but I wasn't real
8 clear --

9 MR. OLSON: I think at that point we were
10 testing the week of the 11th and I think I came
11 over and said at this point, I don't have
12 anything -- any conflicts on that week.

13 MR. TOPP: Right. But the week of the 11th of
14 December? Is that the --

15 MR. OLSON: No, I thought that's what we were
16 testing. Which -- which --

17 MS. CASH-CHAPMAN: I think what we had
18 discussed in our last meeting is that by coming to
19 the meeting on the 11th, we would be prepared with
20 dates.

21 MR. OLSON: On January 11th.

22 MR. TOPP: Oh, January 11th.

23 MR. OLSON: Oh, today.

24 MS. CASH-CHAPMAN: No, we were supposed to
25 come today with dates.

1 MR. OLSON: Okay.

2 MS. CASH-CHAPMAN: But if you don't them,
3 Jennifer also is not here, so she can't -- and I
4 know she'll want to be here for that meeting as
5 well.

6 So if we could all just agree to get some
7 dates together between now and our next meeting, I
8 would love to have it done before that. If we
9 could just send some availability to the office so
10 that they can put it together and see when we can
11 all meet. I know that's not an easy task for you
12 guys, but we appreciate you doing that, seeing as
13 we can't --

14 MR. TOPP: I will be out of town.

15 MR. OLSON: Well, should we have a target week
16 that we're looking at?

17 MS. CASH-CHAPMAN: We can.

18 MR. OLSON: I mean --

19 MR. TOPP: The week of the 2nd or the --
20 obviously not the 1st.

21 MR. OLSON: Yeah, the week of the 2nd looks --
22 a lot of people don't have anything after New
23 Year's Day. I mean, it's --

24 MR. TOPP: Other than sleeping, right?

25 MR. OLSON: Yeah.

1 MS. LUDLOW: Yeah, I don't even want it close
2 to New Year's Day. And I don't want it early,
3 either.

4 CHAIRMAN CLARKE: Let's wait until the meeting
5 of the 8th and then there'll be plenty of time to
6 talk about it.

7 MR. OLSON: Well, we have to schedule it.

8 MS. CASH-CHAPMAN: Well, yeah, I think he was
9 saying if we could do it the week before the
10 meeting of the 8th, I think is what Mr. Olson was
11 getting at.

12 So if we're looking at somewhere between
13 January 2nd and January 5th -- and again, we don't
14 have to decide that right now, but if we could
15 start with that week and then maybe availability
16 for the following week as well, if we could get
17 those two weeks of our available time to the office
18 and hopefully we can --

19 MR. OLSON: And would the office send us a
20 reminder message if -- if we're not --

21 MR. TOPP: Sure.

22 MR. OLSON: -- all getting that promptly to
23 the office? The week of the 2nd -- the 2nd or the
24 5th and the week of the 8th.

25 MS. CASH-CHAPMAN: Yes.

1 CHAIRMAN CLARKE: We'll have to -- we'll have
2 to be mindful of the public notices --

3 MR. BLOCKER: Just to clarify, Mr. Chairman,
4 there is a public notice requirement. Also, just a
5 formality, just if it is a board scheduled
6 workshop, meaning the whole board is required to be
7 there for some type of attendance or -- then the
8 Chair actually should set that meeting, not
9 Mr. Topp, just to make sure we're all doing this.

10 So Mr. Topp can be a conduit. Y'all can give
11 your dates to Mr. Topp. Then the process would be
12 to give those to Mr. Chair to formally set that as
13 a board workshop.

14 Now, if individual members want to get
15 together for a workshop where it's publicly noticed
16 and it's open and there's a record, you can do
17 that. But if it's a board specific workshop,
18 probably the best way to get the dates to Mr. Topp,
19 then give them to Mr. Clarke so he can formally set
20 it as a -- as a board chair. Does that make sense?

21 CHAIRMAN CLARKE: Yeah. Perfect.

22 MR. TOPP: And I think the first meeting is
23 really to talk about the job description more than
24 anything, right?

25 MS. CASH-CHAPMAN: Right. Right.

1 CHAIRMAN CLARKE: Okay. All right. We'll
2 take care of that. So please get your dates to
3 Mr. Topp and he will give them to me.

4 MR. TOPP: To you, sir.

5 MS. CASH-CHAPMAN: The dates go to you. We
6 can't communicate with him.

7 MR. BLOCKER: Mr. Chair, please provide the
8 dates to Mr. Topp. You'll get with the chair who
9 will set the meeting.

10 MR. TOPP: All right. Got it. I understand
11 now.

12 CHAIRMAN CLARKE: We'll come out to the
13 airport and do it.

14 Okay. Ms. Ludlow, any general comments?

15 MS. LUDLOW: No. I have a TPO meeting
16 Thursday and I'll get back to you on that. But
17 we've had -- let's see, we had a fantastic tour for
18 the Aerospace Academy.

19 They just were beside themselves. They -- and
20 it was a good rainy day, so the tower wasn't busy.
21 They had such a good time. So we just had the
22 Aerospace Academy meeting last Monday or Wednesday
23 or Friday or something, and it was 8:00 in the
24 morning.

25 But I took Courtney with me -- Courtney with

1 me, and he was so excited, and he got those kids so
2 excited because they -- I knew that
3 St. Augustine High School had a drone-permitted
4 area, but it had fallen into disrepair or
5 something.

6 So Courtney was telling them how to get their
7 drone permit back and what they had to do to fly
8 drones in the area, and they were just so excited.
9 You know, it's really good. It really makes you
10 feel good when they do that.

11 MR. TOPP: Right.

12 MS. LUDLOW: That was it.

13 MR. TOPP: We need pilots.

14 CHAIRMAN CLARKE: Mr. Olson, any more
15 comments?

16 MR. OLSON: I just have one thing. I'm going
17 to draw attention to yesterday's St. Augustine
18 Record, and maybe our attorneys know why this was
19 published, but the Authority paid for one-third
20 page for an ad that says -- that announces -- lets
21 the public know that they need to come to a budget
22 adoption hearing or it's -- that is being held on
23 September 18th, 2023 at 5:01 p.m. So I think this
24 notice is a little bit late --

25 MS. LUDLOW: Yeah.

1 MR. OLSON: -- in the St. Augustine Record.

2 MR. TOPP: That is a notice that is required
3 to -- I'm sorry, go ahead.

4 MR. OLSON: I think it's required before the
5 hearing since, I mean, it's alerting the public
6 that that there will be a hearing.

7 The other thing is the way the budget is
8 displayed, they list \$16 million -- \$16.3 million
9 in revenues and then the Authority is listing it
10 will have expenditures of \$16.3 million. Part of
11 the revenues is \$4.9 million in reserves brought
12 forward. So if we expend the \$16.3 million, we
13 have no -- no funds left at all.

14 MS. LUDLOW: It's just an error, right?

15 MR. OLSON: I don't know. I mean, the -- I
16 got a call, Olson, what's going on here? This is
17 confusing.

18 MS. LUDLOW: I got the same call.

19 MR. OLSON: Oh, you did, from the same person?

20 MS. LUDLOW: Yeah.

21 MR. OLSON: How do you know he called me?
22 Well, anyway, what's up here? What's going on? I
23 mean, this looks like a legal requirement, but I
24 don't -- I think it's a little bit late, isn't it?

25 MR. BLOCKER: I agree. It seems like -- I

1 haven't seen that, so...

2 MR. OLSON: Here. Send it down to counsel.

3 It's a --

4 MR. ROBERTS: Is there a date for that?

5 MR. OLSON: Yeah, it's on the page. It was
6 yesterday, Sunday -- the Sunday --

7 MR. BLOCKER: Well, it appears like this is an
8 error, but we'll get with staff and --

9 MR. OLSON: It was also an expenditure. I
10 don't know what a third page in -- probably less
11 than a third page in the New York Times, but anyway
12 do we need to publish a correction? Because we
13 don't want the public to think we're going to be
14 penniless at the end of this year.

15 CHAIRMAN CLARKE: Well, thanks for that
16 observation. I have no further comments.

17 MS. LUDLOW: I make a motion we adjourn.

18 CHAIRMAN CLARKE: Motion has been made to
19 adjourn. Is there a second? We don't do that.

20 MR. OLSON: I think you just declare it.

21 CHAIRMAN CLARKE: We don't need -- Meeting is
22 adjourned.

23 (Meeting adjourned at 6:02 p.m.)

24

25

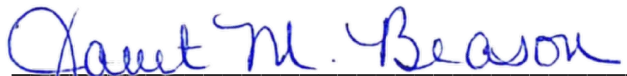
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REPORTER'S CERTIFICATE

STATE OF FLORIDA)
COUNTY OF ST. JOHNS)

I, JANET M. BEASON, FPR-C, RMR, CRR, certify that I was authorized to and did stenographically report the foregoing proceedings and that the transcript is a true record of my stenographic notes.

Dated this 4th day of January, 2024.



JANET M. BEASON, FPR-C, RMR, CRR

<p>CHAIRMAN CLARKE: [164] COMMISSIONER DEAN: [4] 6/1 6/6 8/9 8/12 MR. BEYERS: [1] 9/1 MR. BLOCKER: [32] 14/16 14/19 14/21 14/24 17/6 32/18 35/18 35/20 35/24 36/3 38/7 44/11 52/24 53/4 74/8 85/23 90/19 98/3 98/20 99/2 99/10 99/13 99/18 100/4 102/4 102/24 103/14 103/19 109/3 110/7 112/25 113/7 MR. BOOTH: [9] 48/10 49/7 49/10 49/12 49/14 49/19 49/22 49/24 51/16 MR. GORMAN: [10] 88/1 88/3 89/1 89/6 89/9 89/13 89/18 89/21 89/25 90/3 MR. HARTLEY: [10] 14/6 14/9 14/17 15/1 15/22 16/13 16/19 17/2 17/7 17/10 MR. HOLESKO: [3] 89/15 89/20 89/22 MR. JOYCE: [37] 20/22 24/16 24/20 24/23 25/12 26/3 27/12 28/3 28/17 29/4 29/7 30/4 30/7 30/9 30/12 31/3 31/5 31/11 36/19 36/23 37/20 37/25 38/14 39/23 40/20 41/1 41/4 41/6 41/9 41/12 41/16 41/19 42/14 42/20 42/24 43/6 43/14 MR. OLSON: [167] MR. RIERA: [15] 9/3 9/25 10/5 10/13 10/15 10/24 11/5 11/25 44/18 45/3 45/6 45/9 54/14 54/16 54/24 MR. ROBERTS: [87] 18/22 18/24 33/17 34/18 35/5 35/9 35/12 38/20 38/23 39/9 43/17 45/17 45/19 50/4 50/7 50/18 59/2 61/12 62/10 62/17 63/15 66/8 66/10 66/15 66/17 66/22 67/1 68/8 68/15 68/18 69/2 69/10 69/20 70/17 70/21 71/4 71/6 71/11 71/23 72/11 72/13 73/1 73/11 73/14 73/23 73/25 75/8 75/12 77/25 80/23 81/5 81/9 81/18 81/22 82/1 82/5 82/10 82/19 82/22 83/7 83/18</p>	<p>83/25 84/10 84/13 84/20 84/24 94/6 95/1 96/9 96/20 96/22 96/25 97/3 97/6 97/23 99/21 100/5 100/24 101/4 101/8 101/19 102/17 102/19 103/6 104/6 104/10 113/4 MR. SINGLETARY: [15] 18/8 18/10 18/23 18/25 19/10 19/12 19/23 20/2 20/5 20/9 58/2 58/7 58/12 58/15 58/17 MR. TOPP: [122] MS. CASH-CHAPMAN: [28] 3/21 4/5 13/10 39/16 40/13 40/25 41/2 41/5 41/7 41/10 41/14 44/3 47/20 53/19 55/7 76/11 87/23 90/14 91/17 105/20 106/17 106/24 107/2 107/17 108/8 108/25 109/25 110/5 MS. KENDALL: [1] 46/16 MS. LUDLOW: [74] 3/15 3/17 4/4 5/11 5/14 6/5 8/8 8/24 11/7 11/12 11/14 11/16 11/21 12/19 13/4 16/11 16/17 16/21 16/24 20/6 24/12 24/14 24/18 24/21 25/5 27/11 29/14 29/18 29/20 29/22 32/6 32/8 38/4 38/19 43/23 44/15 45/8 46/12 47/15 47/19 49/16 49/21 49/23 50/3 50/22 51/17 53/11 53/18 54/11 55/6 68/14 68/16 77/5 82/8 85/11 85/16 85/18 87/19 90/13 91/15 91/22 98/17 98/25 99/6 99/12 99/16 108/1 110/15 111/12 111/25 112/14 112/18 112/20 113/17 MS. MARTIN: [2] 46/3 46/9</p>	<p>'25 [1] 102/18 0 0570 [1] 1/25 07 [2] 53/6 53/8 08 [3] 54/4 54/10 55/1 1 10 [3] 22/7 49/12 50/14 10,000 [2] 49/13 49/14 100 [2] 1/17 15/18 102 [1] 20/25 105 [2] 2/15 2/16 11 [1] 1/6 113 [1] 2/17 114 [1] 2/18 11th [6] 106/7 106/10 106/13 106/19 106/21 106/22 12 [1] 89/1 120 [1] 21/21 1200 [1] 48/11 1260 [1] 1/24 13 [2] 2/5 2/8 130 [1] 92/22 133 [2] 44/18 46/3 139 [2] 92/23 93/1 14th [1] 58/1 15 [1] 50/14 16 [4] 70/10 104/4 104/7 104/11 1633 [1] 1/19 17 [2] 2/8 82/19 18th [1] 111/23 1Ballyduff [1] 48/13 1st [1] 107/20 2 2-S [1] 52/7 20 [2] 23/2 79/24 20,000 [1] 79/24 2000s [1] 6/25 2006 [1] 6/19 2020 [2] 96/12 97/15 2023 [4] 1/6 3/14 91/5 111/23 2024 [2] 55/16 114/10 2030 [1] 10/16 21 [4] 2/11 19/16 51/20 51/25 210 [1] 6/15 22nd [1] 4/9 23 [1] 79/8 25 [2] 79/2 79/25 25,000 [7] 21/25 78/21 78/23 79/2 79/4 79/9 80/1 2500 [1] 79/1 2nd [5] 107/19 107/21 108/13 108/23 108/23 3 30 [1] 60/22 30-year [1] 60/15</p>	<p>30th [1] 91/5 31st [1] 98/5 32084 [1] 1/24 32086 [1] 1/17 32205 [1] 1/19 32207 [1] 48/12 4 40 [1] 21/1 40-year [1] 83/17 414 [1] 1/17 42 [1] 93/15 433 [1] 53/6 433/19-2-94-21 [3] 2/11 51/20 51/25 4337 [1] 20/24 438047 [1] 53/22 438047-1 [2] 2/11 52/14 4730 [1] 1/4 48 [1] 2/9 4:00 [1] 1/7 4th [1] 114/10 5 50 [1] 78/24 51 [1] 2/11 52 [2] 2/11 78/24 55 [1] 2/12 56 [1] 71/22 58 [1] 2/12 5:01 [1] 111/23 5th [3] 6/12 108/13 108/24 6 60 percent [2] 58/5 58/10 600-pound [1] 88/8 6:02 [2] 1/7 113/23 6th [3] 3/13 3/13 4/10 7 75 [1] 69/12 795 [1] 88/4 8 8.2 [2] 38/25 43/19 80 [1] 17/18 825-0570 [1] 1/25 856 [1] 46/16 86,000 [1] 17/19 8:00 [1] 110/23 8th [6] 48/24 51/15 91/6 108/5 108/10 108/24 9 9,000 [1] 79/5 90 [3] 2/13 80/9 80/9 900-pound [1] 88/9 904 [1] 1/25 91 [1] 2/14 95 [1] 6/15</p>	<p>A ability [1] 66/19 able [9] 33/8 40/3 49/9 57/15 65/25 70/1 74/11 88/11 93/13 about [60] 6/20 6/24 7/7 7/20 8/6 10/11 13/6 13/8 13/14 13/25 15/21 18/6 20/14 24/6 24/19 25/10 27/18 28/13 30/3 31/25 33/22 40/14 44/25 45/13 46/19 51/1 51/12 52/2 52/20 54/18 54/20 55/14 55/17 57/5 58/6 62/12 62/13 63/16 68/6 72/7 81/7 82/11 88/21 88/21 93/18 93/21 94/3 96/19 97/14 97/16 97/21 98/4 98/23 99/3 100/9 104/1 104/24 106/7 108/6 109/23 ABSENT [1] 1/12 absolutely [4] 15/1 45/6 45/9 57/12 abstain [1] 90/18 abstract [1] 67/10 Academy [2] 110/18 110/22 accelerate [1] 29/11 accept [2] 61/19 87/19 access [1] 65/24 account [1] 75/19 accountability [2] 34/15 35/7 accounted [2] 62/17 75/21 accurate [1] 11/21 acquired [2] 19/8 77/18 acreage [2] 88/18 88/23 acres [7] 19/16 22/7 67/18 67/19 79/8 79/10 82/17 across [6] 40/18 41/5 41/8 66/1 66/20 92/12 action [2] 100/9 104/8 activities [1] 26/2 activity [2] 55/22 56/25 actual [2] 40/16 101/25 actually [8] 17/17 41/24 55/23 57/25 88/6 94/21 98/12 109/8 ad [1] 111/20 add [6] 12/9 26/17 32/4 67/1 102/4 106/5 adding [1] 83/10 addition [2] 21/23 25/20 additional [8] 32/23 34/7 36/9 36/16 38/11 64/5 73/13 77/19 additions [1] 62/11 address [9] 14/25</p>
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