

ST. JOHNS AIRPORT AUTHORITY

Regular Meeting

held in The Conference Center, Meeting Room B

4730 Casa Cola Way

St. Augustine, Florida

on Monday, December 13, 2021

from 4:00 p.m. to 5:38 p.m.

* * * * *

BOARD MEMBERS PRESENT:

- BRUCE MAGUIRE, Chairman
- SUZANNE GREEN
- JUSTIN MIRGEAUX
- REBA LUDLOW
- ROBERT OLSON

* * * * *

ALSO PRESENT:

- DOUGLAS N. BURNETT, Esquire, St. Johns Law Group,
104 Sea Grove Main Street, St. Augustine, FL, 32080,
Attorney for Airport Authority.
- EDWARD WUELLNER, A.A.E., Executive Director.

* * * * *

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1 P R O C E E D I N G S

2 CHAIRMAN MAGUIRE: Okay. Suzanne, would you
3 lead us in the pledge?

4 MS. GREEN: Sure.

5 (Pledge of Allegiance.)

6 CHAIRMAN MAGUIRE: All right. I assume
7 Justin's going to show up?

8 MS. GREEN: He said he's stuck in --

9 MR. WUELLNER: Yeah, he's stuck in traffic --

10 MS. GREEN: -- traffic.

11 MR. WUELLNER: -- and he just wanted to --

12 CHAIRMAN MAGUIRE: I am not surprised.

13 MS. GREEN: Yeah.

14 CHAIRMAN MAGUIRE: Not surprised.

15 MEETING MINUTES

16 CHAIRMAN MAGUIRE: Okay. All right. Meeting
17 minutes, anybody have any updates, changes,
18 modifications?

19 MR. OLSON: No. They were just very long. It
20 took a long time to read them.

21 MS. LUDLOW: You should look at the picture.

22 CHAIRMAN MAGUIRE: That means that it's quite
23 detailed, isn't it?

24 MR. OLSON: Yes.

25 CHAIRMAN MAGUIRE: All right. In that case,

1 no comments, they'll stand as submitted.

2 FINANCIAL REPORT ACCEPTANCE

3 CHAIRMAN MAGUIRE: Financial report
4 acceptance, any comments on that?

5 MS. LUDLOW: Yes. No. Yes. Well, at least I
6 said yes first. Dick always said, "Why do you
7 always say no first?"

8 No, no comment, but I just wanted to say that
9 Ed's been very generous with his time, and so some
10 of us are going to meet with the accountant so that
11 I can understand the things better. So I don't
12 have any comments.

13 CHAIRMAN MAGUIRE: Thank you, very much for
14 your non-comment. I like it.

15 Okay. They will stand -- financial report
16 will stand as presented.

17 AGENDA APPROVAL

18 CHAIRMAN MAGUIRE: Agenda approval. Any
19 changes? Yes, ma'am.

20 MS. LUDLOW: I have a question. I didn't
21 really understand our whole -- the agenda here.

22 So, is most of it just informational or are we
23 going to vote on any of these things like business
24 planning or are we going to vote -- have to vote on
25 anything today? Because we just got these at 12:00

1 on Friday. So, if we're going --

2 CHAIRMAN MAGUIRE: Well, on the business
3 planning --

4 MS. LUDLOW: -- to have to vote, we need to
5 change the agenda.

6 CHAIRMAN MAGUIRE: -- there will not be a lot
7 of discussion you will not understand on business
8 planning. That's going to be pretty simple.

9 MS. LUDLOW: Really?

10 CHAIRMAN MAGUIRE: You'll understand it
11 completely.

12 MS. LUDLOW: Oh, okay. Are -- are we voting
13 on anything today?

14 CHAIRMAN MAGUIRE: Probably will.

15 MS. LUDLOW: Well then, I have a -- I have an
16 exception to the agenda.

17 CHAIRMAN MAGUIRE: Okay. What's the
18 exception?

19 MS. LUDLOW: All right. Then I don't think
20 that the memorandum of understanding should carry
21 forward. I don't think the contract award should
22 carry forward.

23 This -- we got this at 12:00 Friday, and then
24 you send us 12 pages of one thing to look at from
25 Passero and -- and the bids and things like that

1 and we're supposed to vote on this today? That's
2 not right.

3 MR. WUELLNER: Yeah, you -- the only thing you
4 got Friday was the final version of the MOU.
5 Everything else was out early last week. You may
6 not have seen it. It was out on the 12/3 --

7 MS. LUDLOW: Well, it went from six pages to
8 twelve.

9 MR. WUELLNER: It was over -- it was over a
10 week ago or about a week ago you got it.

11 MS. LUDLOW: I have -- I have the old one
12 right here and I can tell you exactly what --

13 MR. WUELLNER: 12/3.

14 MS. LUDLOW: -- you know, was added to it. I
15 don't think we should vote on something that we get
16 on Friday at noon.

17 CHAIRMAN MAGUIRE: Point taken; however, do
18 you understand what's going to be discussed?

19 MS. LUDLOW: Do you understand when you
20 approve his lease plan when you haven't even been
21 down to the airport?

22 CHAIRMAN MAGUIRE: I'm talking -- I'm talking
23 about this particular issue you brought up. Do you
24 understand it even though you got it on Friday?

25 MS. LUDLOW: I understand it perfectly. I

1 have had two meetings with eight people.

2 CHAIRMAN MAGUIRE: Okay.

3 (Mr. Mirgeaux joins the meeting.)

4 MS. LUDLOW: Yeah. And every one of them will
5 stand up and say the same thing.

6 CHAIRMAN MAGUIRE: All right.

7 MS. LUDLOW: It isn't just me. I represent
8 the airport and I represent SAAPA, and I don't
9 appreciate being talked down to at all.

10 CHAIRMAN MAGUIRE: Who's talking down to you?

11 MS. LUDLOW: You.

12 CHAIRMAN MAGUIRE: No, that was a question.

13 MS. LUDLOW: You said it was a business, that
14 maybe I didn't understand business?

15 CHAIRMAN MAGUIRE: No, I did not. You can go
16 back and look at the record. I said it's a
17 business that you should understand with your
18 experience.

19 MS. LUDLOW: I do. I don't think we should
20 vote on something that we get on Friday.

21 CHAIRMAN MAGUIRE: Okay. We have a -- is that
22 a motion?

23 MS. LUDLOW: A motion -- well, let me think
24 how to say that because I didn't think we were
25 voting on anything. If we don't have to vote on

1 anything, I accept the agenda. If we're voting on
2 something, I don't accept the agenda.

3 CHAIRMAN MAGUIRE: Okay.

4 MS. LUDLOW: So what are we voting on?

5 CHAIRMAN MAGUIRE: Ed, she wants to know which
6 items we're voting on.

7 MR. BURNETT: If I -- if I may interject.

8 Perhaps, Ms. Ludlow, there are specific items
9 from the agenda, an item or a specific item, that
10 in connection with your motion, your motion may be
11 that you would remove all business items from the
12 agenda or remove and list the agenda items that you
13 would want to remove from the agenda that are
14 specifically listed under business items.

15 MS. LUDLOW: Well, that's --

16 MR. BURNETT: Because typically those would be
17 the -- any one of those items four items, the way
18 it's noticed, would be an item that could be voted
19 on by the Authority.

20 MS. LUDLOW: No. Officers and committees,
21 don't have to worry about that one.

22 Memorandum of -- of understanding, yeah, I
23 have a lot to say about that.

24 The contract award, I have to say I think
25 Passero does a fine job. And I went through every

1 one of them; I didn't see any minority or
2 women-owned companies like the FAA and FDOT
3 require, and so contract award, I have a lot to say
4 about it, but I guess I would -- I'd have to vote
5 on it.

6 Business planning with Passero, I didn't
7 understand how -- how our architect and building or
8 plan engineers did our business plan.

9 CHAIRMAN MAGUIRE: I think the majority of the
10 slides you're looking at are going to be a
11 discussion on developing a business plan. It will
12 be information provided.

13 MS. LUDLOW: I have no problem with that.

14 CHAIRMAN MAGUIRE: Okay.

15 MS. LUDLOW: All right. So what do I have a
16 problem with?

17 I have a problem -- I have a problem with
18 voting on Atlantic Aviation and -- and, Bruce, I
19 mean, you know this, they're getting a 15-year
20 right of refusal? We're holding property over
21 there for 15 years?

22 CHAIRMAN MAGUIRE: Okay. Is that -- that's
23 your discussion point. I want to make sure.
24 You're concerned -- you're -- which one are you
25 going to --

1 MS. LUDLOW: That's one.

2 CHAIRMAN MAGUIRE: -- want removed?

3 MS. LUDLOW: Oh, you're right. Okay. Hey,
4 Gunner.

5 I -- go forward with the business -- what is
6 that? I guess the only thing I have a major
7 problem with is -- is Atlantic's tying up -- we're
8 giving Atlantic property for 15 years and we're not
9 doing anything about it. So I have a problem with
10 that.

11 I think everybody should have looked over this
12 first right of refusal -- right of first refusal,
13 and I guarantee if you poll everybody at the table,
14 nobody did.

15 MR. OLSON: I looked at it. I have questions
16 about it and I'm going to ask them when it comes up
17 in the presentation.

18 In fact, actually there are several items here
19 that I didn't know whether I would feel ready to
20 vote on either of them, but I'm -- I want to ask
21 questions and get clarification.

22 MS. LUDLOW: But we have to approve the agenda
23 first.

24 MR. OLSON: Yeah, I don't -- well --

25 CHAIRMAN MAGUIRE: I think the issue is here

1 is, if you want to present your case, do you want
2 the item removed so you cannot present your case or
3 do you want it left on the agenda so you can
4 present your case? It's your call what you want to
5 make the motion on.

6 MS. LUDLOW: I know. I -- I'm just thinking,
7 you know, if I take it off, then what have I done?

8 Okay. Okay. It -- and, Bruce, it isn't right
9 that we get this information, a 12-page agenda
10 Friday at 12:00. It isn't right. It's not our
11 fault. We have a life.

12 Business planning, contract award. I -- I
13 wouldn't vote on the Atlantic. So that's what I
14 would take off.

15 CHAIRMAN MAGUIRE: You're making a motion to
16 take it off.

17 MS. LUDLOW: I'm taking off -- yes, I'm making
18 a motion to take that off until the board has time
19 to look at it and explore it.

20 CHAIRMAN MAGUIRE: Okay. We have a motion to
21 take that off. Do I have a second?

22 MR. OLSON: I'm not ready to second that. I'm
23 just thinking that if we take it off, that means we
24 can't discuss it?

25 CHAIRMAN MAGUIRE: That's correct.

1 MR. OLSON: I think it should be open for
2 discussion and questions.

3 MS. LUDLOW: But then we have to vote.

4 MR. MIRGEAUX: No, we don't.

5 MR. OLSON: No, we don't have to vote.

6 MS. LUDLOW: Oh.

7 MR. MIRGEAUX: You don't have to vote.

8 MS. LUDLOW: Thank you. Okay.

9 CHAIRMAN MAGUIRE: Do you want to change your
10 motion --

11 MS. LUDLOW: Leave -- leave it --

12 CHAIRMAN MAGUIRE: -- so it stays on --

13 MS. LUDLOW: Leave -- I want to change my
14 motion, and I --

15 CHAIRMAN MAGUIRE: -- for discussion only?

16 MS. LUDLOW: -- and discussion and I accept
17 the agenda as submitted.

18 CHAIRMAN MAGUIRE: So your motion -- make sure
19 it's in. Your motion is you want this item for
20 discussion only and not a vote.

21 MS. LUDLOW: Yes.

22 CHAIRMAN MAGUIRE: Can we do that, Doug?

23 MS. LUDLOW: Is that possible?

24 MR. BURNETT: You can certainly make it to
25 where it's a dis- -- the item is changed from being

1 a discussion -- excuse me, from a regular item to a
2 discussion-only item. That could be a motion.

3 CHAIRMAN MAGUIRE: Okay. Is that going to
4 affect the MOU if we do that?

5 MR. WUELLNER: I don't know that it materially
6 affects the MOU, per se. But I would point out
7 that it will also -- it would have potentially an
8 effect, depending on what the decision-making is
9 ultimately on the MOU, as to the two construction
10 contracts because it directly pertains to those.

11 CHAIRMAN MAGUIRE: Okay.

12 MR. WUELLNER: So if you're -- I would think
13 if you're wanting to defer this to a -- to a
14 different meeting, then perhaps all three go
15 together.

16 MR. MIRGEAUX: So then it's going to be --
17 we're stacking it, essentially. We're approving it
18 and then looking at contracts and --

19 MR. WUELLNER: But -- it's your call.

20 MS. LUDLOW: But it's major.

21 MS. GREEN: Is anything time sensitive with
22 this?

23 MR. MIRGEAUX: Right. When is --

24 MR. WUELLNER: There's a -- I don't --

25 MS. LUDLOW: No, that --

1 MR. WUELLNER: I don't recall off the top of
2 my head whether we had -- I can't imagine we don't
3 have plenty of time on the bid awards. Typically
4 they're being held for at least 90 days.

5 CHAIRMAN MAGUIRE: If we don't vote on it
6 today and we vote it in January --

7 MR. WUELLNER: Yeah.

8 CHAIRMAN MAGUIRE: -- is there a negative
9 impact?

10 MR. WUELLNER: Other than whatever time lost
11 eventually, which is not a big deal.

12 CHAIRMAN MAGUIRE: Okay.

13 MR. BURNETT: The --

14 CHAIRMAN MAGUIRE: All right. The motion is
15 on the table --

16 MR. BURNETT: The only -- and we haven't
17 gotten to the item itself. The only thing I would
18 offer to you is it's just a memorandum of
19 understanding --

20 MR. MIRGEAUX: Right.

21 MR. BURNETT: -- meaning it's nonbinding. It
22 doesn't commit the Authority or the board or
23 anything. It doesn't commit any property. It
24 doesn't change the existing underlying leases.

25 It just says we are potentially willing to

1 entertain this and this is loosely the terms by
2 which we would entertain it. But it is nonbinding.
3 And it says nonbinding as many ways as probably the
4 lawyers for Atlantic Aviation could put it in there
5 as well as me reading it and making sure that
6 language covered you for the exact same purpose.

7 CHAIRMAN MAGUIRE: And that's a valid point.
8 This is not a contract.

9 MR. BURNETT: I imagine by the time it comes
10 back to you, it's going to be somewhere in the
11 neighborhood of a 20-page long document --

12 MS. LUDLOW: However --

13 MR. BURNETT: -- between 10 and 20 pages.

14 MS. LUDLOW: -- this is tied directly to the
15 terminal road and the demolition of the -- of the
16 hangars.

17 Their right of refusal is directly tied to
18 when those hangars come down, we're going to lose
19 \$38,000 a year and they're going to use the tarmac
20 as parking. So it does have an effect. Well, you
21 know. You're a realtor.

22 CHAIRMAN MAGUIRE: What Doug is trying to say
23 is it's not a contract, it's not binding, it's more
24 directional; is that correct, Doug?

25 MR. BURNETT: That's correct. It's not

1 binding until we come back with whatever the final
2 agreement is for the Authority to review and
3 approve.

4 CHAIRMAN MAGUIRE: It's like a direction of
5 where to go from here to create something that's
6 final and binding --

7 MS. LUDLOW: Okay.

8 CHAIRMAN MAGUIRE: -- okay?

9 MS. LUDLOW: I'm good. Thank you.

10 CHAIRMAN MAGUIRE: Okay. All right. Is there
11 a second on her motion or did you withdraw it?

12 MS. LUDLOW: No, I did not withdraw it. I'd
13 like to have it for discussion only.

14 CHAIRMAN MAGUIRE: Okay. Is there a second on
15 that?

16 (None.)

17 CHAIRMAN MAGUIRE: Seeing none --

18 MS. LUDLOW: All right. That's fine.

19 CHAIRMAN MAGUIRE: Look at the rest of the
20 agenda. Anyone have a comment on the rest of the
21 agenda?

22 (None.)

23 MS. GREEN: No.

24 CHAIRMAN MAGUIRE: Okay. All in favor?

25 MS. GREEN: Aye.

1 MR. MIRGEAUX: Aye.

2 MR. OLSON: Aye.

3 CHAIRMAN MAGUIRE: Aye. All opposed?

4 MS. LUDLOW: (Indicates.)

5 CHAIRMAN MAGUIRE: One. Okay. Thank you,
6 very much.

7 STAFF REPORTS

8 CHAIRMAN MAGUIRE: Let's move into staff
9 reports.

10 MR. WUELLNER: Just a couple of items to just
11 call your attention to.

12 Terminal entrance road Phase I contract awards
13 are on today's agenda, at least at this point.
14 Design continues for the main part of that access.
15 And Taxiway Bravo design continues at this point.
16 We're targeting after the first of the year for
17 bidding of that job.

18 Do want to make you aware that we have
19 submitted two additional pre-apps to FAA for
20 additional funding. One is for fencing and gate
21 projects should additional FAA funds free up during
22 the next fiscal year. That would be eligible as
23 it's been submitted.

24 This is a -- really a resubmittal of a project
25 from about three years ago when supplemental funds

1 were sort of made available by FAA and we submitted
2 two projects, one of which was the airline apron
3 which was ultimately awarded. They gave us a grant
4 for that for about just under \$4 million, as I
5 recall, to do that in concrete.

6 This was a second project that did not get an
7 award at that time. It is also in the -- the
8 programming for FAA funds I think about two years
9 out otherwise. So if it doesn't free up sooner
10 than that, it would be in the queue for about two
11 years away.

12 Also, it's a second project which is a
13 threshold light re -- relocation. This is
14 threshold lights for both ends of Runway 13/31
15 where the lights are currently inboard, meaning
16 they're toward the center of the runway at both
17 ends.

18 FAA airport inspection folks by standards now
19 want these things on the outside so they become
20 outboard to the edge of the runway based on their
21 standards. This would allocate or potentially get
22 FAA dollars to participate in the relocation of
23 that.

24 It's a minor amount of money in the scheme of
25 FAA grant dollars. It's about \$45,000, I believe

1 of potential FAA. It could be appended to the
2 Taxiway B grant that comes up later this year,
3 since the origin of the request came out of the
4 airport's -- I'm sorry, the airport's compliance
5 office out of Atlanta. So it could very well just
6 get amended to the -- or appended to the grant once
7 it's received back in probably May or June or even
8 after in the next year.

9 MR. MIRGEAUX: I'm sorry. I was writing.
10 What exactly are they trying to relocate outboard
11 of the runway?

12 MR. WUELLNER: The green/red lights --

13 MR. MIRGEAUX: The lights.

14 MR. WUELLNER: -- you know, at -- at the end
15 of the runways or near the end of the usable
16 runway, because both of these ends have
17 displacements.

18 MR. MIRGEAUX: So the right side/left side
19 indicators, essentially?

20 MR. WUELLNER: The end of runway.

21 MR. MIRGEAUX: End of runway.

22 MR. WUELLNER: End of usable runway indicators
23 are currently inboard, meaning they are actually
24 in-pavement lights on the runway. They want those
25 to be outboard now, meaning out of the edge of the

1 runway themselves.

2 CHAIRMAN MAGUIRE: Is there a distance out
3 they have to be?

4 MR. WUELLNER: Yeah, it's -- the location
5 doesn't change, meaning it doesn't shorten or
6 lengthen the runway. It simply is a -- they're
7 new -- I say new -- it's their standard shows that
8 those need to be out -- outboard now, meaning out
9 from the edge of the runway instead of on the edge
10 inboard, which is what they currently are.

11 CHAIRMAN MAGUIRE: Did they say how far out?

12 MR. WUELLNER: Yeah, they're -- what's the
13 space now, is it 20?

14 MR. HARVEY: 10 feet apiece.

15 MR. WUELLNER: 10-foot spacing --

16 MR. HARVEY: Between each light, yes.

17 MR. WUELLNER: -- between on each light on
18 each side. We can keep one light common at each
19 location, but then it works outward.

20 CHAIRMAN MAGUIRE: Okay.

21 MR. WUELLNER: And that -- that single item we
22 can keep is in line with the runway edge lights.

23 MR. MIRGEAUX: Any other changes like approach
24 lighting or --

25 MR. WUELLNER: No, no changes at all. Those

1 are all fine.

2 CHAIRMAN MAGUIRE: Okay.

3 MR. WUELLNER: We don't get it, either, but...

4 But to be honest with you, we don't. It's
5 been that way for 50 years.

6 MR. MIRGEAUX: Yeah. They were always on the
7 end of the runway.

8 MR. WUELLNER: This is the first time --

9 MR. MIRGEAUX: I've never seen --

10 MR. WUELLNER: I don't, either.

11 CHAIRMAN MAGUIRE: Okay. Is that it?

12 MR. WUELLNER: Yeah. And we've got the
13 legislative update if Carol wants to --

14 CHAIRMAN MAGUIRE: Okay. Carol?

15 MS. SAVIAK: Good -- good afternoon. Can you
16 hear me, Janet?

17 MS. LUDLOW: No.

18 MS. SAVIAK: Okay. A little bit louder. All
19 right. Thank you. Well, good afternoon. Thank
20 you for the opportunity to provide a brief update.

21 At the state level, on the news this past
22 week, the -- Governor DeSantis released his
23 proposed Freedom First Budget, which is a
24 \$99.7 billion state budget. And included in that
25 is the FDOT state transportation work program, the

1 state aviation work program budgets.

2 The FDOT budget is \$10.4 billion. The state
3 transportation work program is \$9.3., and within
4 that, the state aviation work program is \$297
5 million.

6 Also, two things that we frequently mention to
7 you are the Visit Florida budget is proposed at
8 Governor DeSantis at \$50 million, and then he's
9 increasing the state job grant program through
10 Enterprise Florida, Department of Economic
11 Opportunity to a hundred million dollars this year
12 as an increase.

13 Please note that this is Governor DeSantis'
14 budget and the House and the Senate will both
15 prepare budgets, and they'll all hopefully converge
16 at the end of the session.

17 The legislative session interim committee
18 weeks ended on December 3rd and legislative session
19 begins this year in January. So it's January 11th,
20 is when session will start this year.

21 I've given you a little bit of an outline of
22 key legislative issues. Foremost of those would be
23 continued full funding of the aviation work program
24 for the state.

25 We're monitoring a few other issues out there,

1 but I've kind of given you an overview of those,
2 but those are items that you've seen pretty much
3 the last couple of meetings, so I won't go into
4 each of those. But we do look at those each week
5 and see how they're progressing, and a couple of
6 those bills have gone through the interim
7 committees, but full action will be taken during
8 session.

9 With that, not much on the federal front since
10 the last meeting. A few minor announcements,
11 but -- from FAA this month, but nothing directly
12 impactful to the board. So, thank you so much and
13 also I put the calendar for some of the events up.

14 CHAIRMAN MAGUIRE: Okay. A couple of
15 questions.

16 Have you heard this -- I don't know if it's a
17 rumor, that's the reason I'm asking you.
18 Governor DeSantis asked for \$8 million to transport
19 illegal immigrants out of state. Is that truism or
20 is that a rumor?

21 MS. SAVIAK: I would have to -- to look into
22 the exact amount for that. I do know that he had
23 an border -- Florida border announcement and was
24 also partnering with the State of Texas on border
25 and immigration issues. So I'll be happy to look

1 into that for you.

2 CHAIRMAN MAGUIRE: Just curiosity.

3 On the back side of your first page --

4 MS. SAVIAK: Uh-huh.

5 CHAIRMAN MAGUIRE: -- you have a -- top
6 paragraph, it's interesting. Legislative issues
7 being monitored, concealed weapon open carry in
8 airport terminals.

9 MS. SAVIAK: Yes.

10 CHAIRMAN MAGUIRE: Is that something that's
11 being thought of or is somebody actively pursuing?
12 What does it say?

13 MS. SAVIAK: There has been discussion in past
14 legislative sessions about the ability of
15 individuals to carry concealed weapons into airport
16 terminals, and interestingly enough, specifically
17 for people attending airport board meetings.

18 It's a very narrow bill for that, and people
19 can carry concealed weapons or pack them, so it's
20 something where there's all manner of regulations
21 relative to guns being transported into airline
22 terminals.

23 CHAIRMAN MAGUIRE: Okay. Any questions for
24 Carol?

25 (None.)

1 CHAIRMAN MAGUIRE: Thank you, very much.

2 Looking at this issue, though, what's -- what
3 do we expect in terms of fuel price increases, or
4 do we have any insight yet?

5 MR. WUELLNER: It's been fairly stable
6 recently --

7 CHAIRMAN MAGUIRE: Okay.

8 MR. WUELLNER: -- the wholesale.

9 CHAIRMAN MAGUIRE: Okay.

10 BUSINESS PARTNER UPDATES

11 CHAIRMAN MAGUIRE: Okay. Business partner
12 updates coming up next.

13 Henry Dean sent an e-mail. He's having minor
14 medical procedures and will not be able to attend.
15 Have a blessed Christmas for everybody.

16 Okay. Mr. Vinny Beyers.

17 MR. BEYERS: No comment.

18 CHAIRMAN MAGUIRE: No, comment?

19 Okay. Len Tucker, you have your name here
20 numerous times.

21 MR. TUCKER: Yeah.

22 CHAIRMAN MAGUIRE: If we had six or seven
23 spaces, you'd check off every one, wouldn't you?

24 MR. TUCKER: Well, I -- Len Tucker. I check
25 those off because that way, you'll call on me. I

1 usually say I don't have a comment.

2 CHAIRMAN MAGUIRE: That's correct.

3 MR. TUCKER: If I didn't check it off, you
4 wouldn't call on me.

5 CHAIRMAN MAGUIRE: That's correct.

6 MR. TUCKER: I found that out.

7 I really don't have much to report. We did
8 have our Christmas party on Saturday at the
9 clubhouse. Had about 80 attending in spite of the
10 fact that there was a torrential downpour, which
11 cut it from when we were expecting more like a
12 hundred to show up. So it turned out well and the
13 facility worked well and everything. You know, we
14 got some support from the airport as far as some
15 cones and things like that, but -- so it really
16 worked out very well.

17 I'd like to take this opportunity because
18 we've got transition to new officers, and my
19 replacement is going to be Mike Thompson, a
20 long-time member of SAAPA; has gotten back involved
21 and is going to be the new airport SAAPA liaison
22 here out. I'll back him up from time to time if he
23 can't make it because I do attend most of these
24 meetings anyway. But anyway, I'd like to introduce
25 Mike at this point in time. Mike, have you got

1 something you want to say?

2 MR. THOMPSON: Thank you, Len.

3 Well, I know Mr. Wuellner's glad to see me
4 back hanging around again. But I've been -- been
5 taking some away time from the airport. I ran into
6 health issues, and things have gotten back on an
7 even keel and I look forward to being involved with
8 y'all in the next year. Thanks, very much.

9 CHAIRMAN MAGUIRE: Thank you, very much.
10 Okay. Nate McKendrick.

11 (Not present.)

12 CHAIRMAN MAGUIRE: Okay. Not here?

13 Tammy Albin? I didn't see her. There she is.

14 MS. ALBIN: Tammy Albin for RVA air traffic
15 control tower.

16 The month of November, back up to pre-COVID
17 numbers, 11,900 operations for last month,
18 surpassing 2020's totals. So anything now is --
19 we're getting back to normal.

20 Right now as of today, we've got about 5,200
21 operations for the month of December, so we expect
22 it to be about another 10- to 12,000 operations.
23 That's it.

24 CHAIRMAN MAGUIRE: Okay. Questions for Tammy?

25 (None.)

1 CHAIRMAN MAGUIRE: Thank you, Tammy.

2 MS. ALBIN: Thank you.

3 CHAIRMAN MAGUIRE: Okay. Doug Burnett.

4 MR. BURNETT: Nothing to report. I might be
5 talking on the agenda, probably.

6 CY 2022 OFFICERS & COMMITTEES SELECTION

7 CHAIRMAN MAGUIRE: All right. Moving on to
8 the next item, the officer and committee
9 selections.

10 Before we get involved with this, I talked
11 with Ed after the last meeting, and this is really
12 sort of pointedly towards Robert down there. I
13 have long thought that we need a business plan and
14 you brought it up last time, which really inspired
15 me again. Thank you.

16 I want to make a committee for the business
17 plan and I'd like to ask you to head it up if you'd
18 be willing to do that, okay?

19 MR. OLSON: I'd be happy to --

20 CHAIRMAN MAGUIRE: So --

21 MR. OLSON: -- yes.

22 CHAIRMAN MAGUIRE: All right. That's the
23 reason all this information I assume is on here
24 about business planning --

25 MR. WUELLNER: Uh-huh.

1 CHAIRMAN MAGUIRE: -- so we can talk about it,
2 but then you can put together -- you know, you can
3 make a committee. You can't make it with any of
4 us, but if you can get some help putting together a
5 business plan, we would appreciate it.

6 MR. OLSON: Outside -- I guess I have a
7 question about that.

8 Part of the -- a good part of the business
9 planning work is I think very important for board
10 involvement of a workshop, an extended workshop
11 nature, because it is -- it is sort of ground
12 center on policy and vision and goals and outlook
13 for the airport, what we want our airport to be 10,
14 50 -- so if there is a outside input, I just want
15 to mention it. We really do need to have good
16 engagement from the board on such a process.

17 CHAIRMAN MAGUIRE: We will and we'll be
18 talking about that as we go through, because we're
19 going to have to have workshops because that's the
20 only time we can talk about it --

21 MR. OLSON: Yes.

22 CHAIRMAN MAGUIRE: -- okay?

23 MR. OLSON: Yes.

24 CHAIRMAN MAGUIRE: And we'll be looking for
25 Doug to give us some guidance on when and where.

1 So -- so you put together a plan on how you want to
2 move forward --

3 MR. OLSON: Okay.

4 CHAIRMAN MAGUIRE: -- and talk to him about
5 scheduling workshops or whatever and plug it into
6 the schedule.

7 MR. OLSON: Okay. And presumably bring the --
8 the plan back to the next board meeting, correct?

9 CHAIRMAN MAGUIRE: If you can move that fast,
10 okay?

11 MR. OLSON: Okay.

12 CHAIRMAN MAGUIRE: We picked a bad time to try
13 to everybody to get together --

14 MR. OLSON: Yeah.

15 CHAIRMAN MAGUIRE: -- for at least another
16 couple of weeks.

17 MR. OLSON: Right. Okay.

18 MS. LUDLOW: I have a question, please.

19 CHAIRMAN MAGUIRE: Yes, ma'am.

20 MS. LUDLOW: I know when he brought that up,
21 he didn't call it really a business plan, he called
22 it an audit committee. So there's a difference.

23 CHAIRMAN MAGUIRE: Well, he brought up both
24 things.

25 MS. LUDLOW: Okay. So you're going for the

1 business plan, not the audit committee.

2 CHAIRMAN MAGUIRE: Correct.

3 MS. LUDLOW: Okay. Are we going to have an
4 audit committee?

5 CHAIRMAN MAGUIRE: I have to look into that.
6 I'm not opposed to it, but I was focusing on
7 business plan. I did not focus on the audit
8 committee. I'm not ignoring it, I just put it
9 off --

10 MS. LUDLOW: Okay.

11 CHAIRMAN MAGUIRE: -- okay?

12 So having said that, in looking at these
13 committee selections, I'd like to take your name
14 off of primary economic and move it to alternate,
15 if that's okay, because you're going to be pretty
16 business with the business plan committee.

17 MR. OLSON: That's --

18 CHAIRMAN MAGUIRE: Or do you want both?

19 MR. OLSON: No, that's fine. I guess the only
20 thing is that we have typically the -- or in recent
21 years, the practice has been the economic
22 development person have EDC by their names.

23 I don't see -- I mean, the way I see economic
24 development connecting to us is perhaps beyond and
25 sometimes outside of EDC. So if it's the primary

1 contact with EDC, I'm not needing -- I don't see
2 that as a -- something that I would necessarily
3 want to --

4 CHAIRMAN MAGUIRE: Okay. So do you want to be
5 the primary or do you want to be the alternate?

6 MR. OLSON: To EDC -- to the EDC --

7 MR. WUELLNER: Yes.

8 MR. OLSON: -- I don't need -- I'll be the
9 secondary, your way --

10 CHAIRMAN MAGUIRE: Okay.

11 MR. OLSON: -- alternate.

12 CHAIRMAN MAGUIRE: Suzanne, is that okay with
13 you?

14 MS. GREEN: Yes, because I -- I'm involved in
15 it through my work as well. So I go no matter
16 what.

17 CHAIRMAN MAGUIRE: Okay.

18 MR. OLSON: Good.

19 CHAIRMAN MAGUIRE: Then I would like to remove
20 you off the EDC primary and make you an alternate.

21 MR. OLSON: Yes.

22 CHAIRMAN MAGUIRE: And then remove Suzanne's
23 alternate position, make her primary. And we're
24 going to add a new committee, business planning
25 committee, and you'll be the primary.

1 MR. OLSON: Okay.

2 CHAIRMAN MAGUIRE: Okay? Got that, Ed?

3 MR. WUELLNER: Uh-huh.

4 CHAIRMAN MAGUIRE: So now we can look at the
5 slate. Everybody has a job. Justin. Reba has
6 two. Suzanne has one. Robert has one. Okay? Or
7 two, really one and a half, all right? Do you want
8 to vote on a slate or do you want to vote on each
9 one individually?

10 MS. GREEN: I think since they're unopposed,
11 we ought to just vote on the slate.

12 CHAIRMAN MAGUIRE: Vote on the slate, okay?
13 Go ahead, Doug.

14 MR. BURNETT: One point, Mr. Chairman.

15 On EDC, I see where we've got a primary and an
16 alternate. It would appear that that issue was
17 worked out, but we do need an alternate on --

18 MS. GREEN: TPO?

19 MR. BURNETT: -- Aerospace and an alternate on
20 TPO.

21 MR. MIRGEAUX: I can fill in for both of them.
22 I mean, we've got primaries there, so...

23 If that's okay with everybody else.

24 CHAIRMAN MAGUIRE: That's good. Okay. Put
25 Justin down as alternate.

1 MR. BURNETT: He'll be alternate on
2 Aerospace Academy and alternate on TPO.

3 CHAIRMAN MAGUIRE: TPO.

4 MR. MIRGEAUX: A man of many hats.

5 CHAIRMAN MAGUIRE: All right. Did you get
6 that?

7 MS. GREEN: Uh-huh.

8 CHAIRMAN MAGUIRE: Okay. Let's vote on the
9 slate. All in favor?

10 MS. GREEN: I make a motion we vote on the
11 slate.

12 CHAIRMAN MAGUIRE: She made a motion. You're
13 right.

14 MR. MIRGEAUX: Second.

15 CHAIRMAN MAGUIRE: Second. All in favor?

16 MS. GREEN: Aye.

17 MR. MIRGEAUX: Aye.

18 MS. LUDLOW: Aye.

19 MR. OLSON: Aye.

20 CHAIRMAN MAGUIRE: Aye. Opposed.

21 (None.)

22 CHAIRMAN MAGUIRE: Okay. We have the slate.
23 Thank you, very much.

24 And, Robert, I'm looking forward to see how
25 you put this together --

1 MR. OLSON: Okay.

2 CHAIRMAN MAGUIRE: -- because I think a
3 business plan will answer a lot of questions as we
4 go forward, and it may provoke a lot of questions
5 as we go forward.

6 MEMORANDUM OF UNDERSTANDING - ATLANTIC AVIATION

7 CHAIRMAN MAGUIRE: All right. Now, the MOU
8 for Atlantic Aviation. Ed, do you want to start?

9 MR. WUELLNER: It's basically Doug's item.

10 CHAIRMAN MAGUIRE: Yeah.

11 MR. WUELLNER: It's actually Doug's item.

12 MR. BURNETT: Yeah, I'll speak to this and hit
13 the highlights.

14 Obviously you're all aware of the big issue of
15 the new access, and as part of that, it
16 necessitates impacting the FBO Atlantic Aviation
17 space. This sets the framework for accomplishing
18 that in an amicable way with Atlantic Aviation.

19 To go back to where we were earlier when we
20 were talking about this agenda item, it starts out
21 very clearly that this nonbinding memorandum of
22 understanding, and then it goes on in another
23 section and talks about the purpose of setting
24 forth the terms and conditions for a definitive
25 binding agreement to the lease agreement which the

1 parties will act in good faith to negotiate.

2 It goes on to says, though, "the terms herein
3 have no force and effect under law until they or
4 similar terms are memorialized in an agreement that
5 is duly approved and executed by the parties." So
6 we do have that part of it in -- in here.

7 The big issue is it's addressing the bulk
8 hangar and this leaning attached hangar, that those
9 two will come down, and the overall intent would be
10 that they become a vehicular parking lot and that
11 it would become part of Atlantic's leasehold.

12 Obviously it's part of the leasehold now
13 because it's the part -- or at least a portion of
14 it is the footprint of where those hangars are
15 located, and as part of this, it's contemplated
16 that they would be able to continue to use it.

17 One thing they put in here is that they would
18 like a first right of refusal, which Ms. Ludlow
19 brought up earlier, for other FBO-related sites.
20 So if you're going to in the Airport Layout Plan
21 make some of those sites available for FBO use,
22 they want first right of refusal to be able to use
23 it for FBO use.

24 And then they want the airport to -- and I
25 think this is kind of standard in lease amendment,

1 to say that the lease -- currently the tenant is in
2 good standing and the lease is in full force and
3 effect. It's essentially an estoppel.

4 Pretty common in amendments to leases where
5 both parties say, hey, we're both in compliance
6 with the lease at this stage, so that no one can
7 come back later and say, well, we made this
8 amendment, but you weren't really in compliance so
9 we'll terminate the whole deal.

10 And then one thing that's important in here,
11 it does acknowledge that they've reviewed the plans
12 for the Authority's terminal roadway project and so
13 they're acknowledging that -- that they're okay
14 with those plans.

15 That's generally what's in here. I would
16 anticipate again, like I said earlier, that we'd
17 come back to you with, you know, a
18 10-page/20-page-long document that puts all of this
19 to words in more detail.

20 There's obviously indemnity and the like that
21 they will want to have covered as far as the
22 airport tearing down the existing structures and
23 the paving that goes on and those kinds of things.
24 They obviously don't want to be on the hook for any
25 of that expense or any of that liability, and

1 that's natural and normal.

2 I think that pretty much sums it up.

3 Obviously this will be something that comes back to
4 you, whether it's a January or February meeting
5 type item, maybe that it comes back to you in
6 January and you review it and then further consider
7 it when it comes back to you for final in February.

8 CHAIRMAN MAGUIRE: Okay. My request is that,
9 to preclude any further limitations or anything, as
10 soon as you can get it to us, get it to us. If
11 you're going -- if it's going to drag out so we
12 only have a couple of days to look at it, postpone
13 it for a month and give us as much time as
14 possible, okay?

15 MR. BURNETT: Uh-huh.

16 CHAIRMAN MAGUIRE: Is that okay with you?

17 MS. LUDLOW: Yes. I'd like to say that this
18 is so intertwined with the road --

19 CHAIRMAN MAGUIRE: Uh-huh.

20 MS. LUDLOW: -- you know, because we're
21 paying -- when we tear down those hangars, that's
22 \$38,000 a year, which is like \$4 million for the
23 rest of the lease, 15 years. We're giving up
24 \$4 million when we tear down those hangars to pay
25 for the road. It's -- it's intertwined.

1 And so -- so, so far we've paid for the design
2 for the road's \$300,000. The terminal parking,
3 we've paid \$358,000. Later this year, we have a
4 million, nine ready to come out. And next year, we
5 have another million.

6 So, so far total construction is like three
7 million, six hundred. Then when we take and add
8 \$40,000 for demolition and our revenue loss for
9 15 years, then we're out like \$4 million. So we
10 could have 48 hangars and make \$4 million.

11 So, I don't know what I just agreed to, but I
12 want these numbers put out so -- because I don't
13 think everybody really realizes what this is
14 costing and what we're losing -- what we're losing.

15 MS. GREEN: I just have a question. How are
16 we losing \$4 million if we put hangars? Because
17 the rate of return on hangars is nothing near it.

18 MS. LUDLOW: No, no, no. The revenue loss
19 would be \$583,752. That's a revenue loss for just
20 the hangar.

21 But we've already spent like \$358,000 for the
22 terminal paving and things like that. And then
23 we -- and then he already has -- we don't have a
24 number of what the road costs. We just get, well,
25 this is 400 -- I mean, \$385,072, right? Then later

1 this year we have earmarked \$1,000,900.

2 We need to know better, Bruce. I mean, we
3 need to know what that road is costing and what
4 it's costing us in loss of revenue to tear down the
5 hangars. I'm sorry, you're a businessman.

6 MR. BURNETT: Mr. Chairman --

7 CHAIRMAN MAGUIRE: Go ahead.

8 MR. BURNETT: -- the only twist that I would
9 say, and I don't -- I agree with Ms. Ludlow's
10 numbers except for one particular piece of this,
11 and that is the Airport Authority's hangar that
12 it's responsible for, I believe it's reaching end
13 of useful life. And the challenge with that is
14 that the FBO's angled hangar is attached to it. So
15 it can't survive on its own when the airport has to
16 demo its hangar.

17 And so, there's been a window on this for a
18 while now, I believe, and there's only so much more
19 useful life. It's not a 15-year -- it may be
20 three, it may be five, but it's not the 15. And
21 that is part of the challenge.

22 I think part of the reason and -- that we get
23 cooperation with Atlantic Aviation is the
24 recognition of the fact that the leaning part that
25 they've attached to the airport's hangar can't

1 survive without the airport's hangar and it has to
2 come down.

3 MS. LUDLOW: The reason we get participation
4 from Atlantic is because we have a terminal
5 building that was not approved and so they sued so
6 now they got extra tarmac area. That's why we get
7 that participation.

8 MR. WUELLNER: What?

9 MS. LUDLOW: So we have our hangar that --
10 that you're saying our hangar is the \$38,000 one.
11 You're not saying what Atlantic -- you're saying
12 they're combined, right?

13 So Atlantic is losing transient parking place.
14 Absolutely. I mean, they are. They're -- now they
15 have a place for transients to come in and they can
16 put them in that hangar and -- and some of the
17 people are renting there full time. And so, now
18 you're taking away their transient hangar, also, in
19 addition to ours that we're getting \$38,916.84 a
20 year.

21 CHAIRMAN MAGUIRE: To make sure I understand
22 your objection, your objection is you don't want to
23 tear down the building at all?

24 MS. LUDLOW: Well, you know what? I -- I
25 would like for the building -- that's -- don't we

1 live by revenue --

2 CHAIRMAN MAGUIRE: Yes.

3 MS. LUDLOW: -- right?

4 Okay. We live by revenue. And so we're
5 taking out like \$4 million in revenue and -- and
6 then we're paying \$4 million for a road that we
7 don't need.

8 CHAIRMAN MAGUIRE: When you're talking about
9 lost or losing \$4 million in revenue --

10 MS. GREEN: Yeah, that's what I was asking.

11 CHAIRMAN MAGUIRE: -- yeah, I don't know where
12 that is.

13 MS. LUDLOW: \$4,081,252.

14 CHAIRMAN MAGUIRE: Okay.

15 MS. LUDLOW: Does this board know what this is
16 all costing? That's the thing. We're -- we're
17 losing revenue -- we're tearing down buildings,
18 we're losing revenue, and we're putting out another
19 \$4 million for a road. This doesn't make good
20 business sense.

21 CHAIRMAN MAGUIRE: I'm looking at more than
22 numbers. I'm looking at where I believe the
23 airport is going.

24 MS. LUDLOW: You're a businessman. You know
25 to look at numbers.

1 CHAIRMAN MAGUIRE: I always look at numbers,
2 but I also look at where I see the business going
3 or the operation going. Did you have a comment?

4 MR. OLSON: Yeah, I have a couple of questions
5 just for clarification.

6 The rent reduction, it says equal to
7 proportional square footage of the reduced lease
8 space. Does that just simply mean the square
9 footage that's going to be lost is being subtracted
10 from the -- from the rent?

11 MR. WUELLNER: Yes.

12 MR. BURNETT: Correct.

13 MR. OLSON: I was looking at proportional, so
14 I didn't understand that.

15 So that's the actual rent that we would
16 receive if we did not do the demolition and we're
17 re -- and we're subtracting that now. That's the
18 reduction, the actual amount.

19 MR. WUELLNER: Correct.

20 MS. LUDLOW: 15 years.

21 MR. BURNETT: Correct.

22 MR. OLSON: Okay. Thank you.

23 And then the other question, and I'm sure most
24 people in this room know this, but what is land
25 that is in the Airport Layout Plan that is planned

1 for FBO-related development?

2 I'm not -- I'm not sure when I -- you know, I
3 know the plan, but I don't know -- right now I'd
4 like to have a clarity on what is F -- what has
5 been designated for FBO and FBO-related development
6 in the airport plan?

7 MR. WUELLNER: There currently is no land
8 designated specifically for FBO.

9 MR. OLSON: So when it says parcels identified
10 in the airport plan for FBO and FBO-related
11 development, does that need to be in there?

12 MR. WUELLNER: If my memory's correct, the
13 precursor to that refers to future airport layout
14 plans, existing and future. We do not currently
15 have an additional site in the Airport Master Plan.

16 MR. OLSON: Well then, does that --

17 MR. WUELLNER: You do not --

18 MR. OLSON: -- right of first refusal the way
19 it's worded doesn't really mean anything and
20 probably shouldn't be in there.

21 MR. WUELLNER: That's -- that's --

22 MR. BURNETT: I would assume that they will
23 put language in their 10 -- in the 10- to
24 20-page-long document that we draft to come back
25 related to these issues, that they'll have language

1 in there that tightens up what specifically they're
2 referring to. I would anticipate that would
3 include --

4 MR. OLSON: So that was a -- that was an
5 Atlantic request to put this in the MOU?

6 MR. BURNETT: Yes, sir.

7 MR. OLSON: And they haven't clarified it yet
8 but we're waiting for clarification?

9 MR. BURNETT: Generally, you can understand
10 the language. I think that generally what they
11 want is if there's going to be any FBO development
12 at the airport, they want a right of first refusal
13 to take it.

14 And -- and I think there's already some
15 language in their FBO lease agreements because
16 previously there was talk of, okay, a second FBO,
17 well, if we're going to build a new FBO facility,
18 for example, on the east side of the property,
19 northeast side, and it was a new better facility,
20 that maybe they would move to the new better
21 facility, and -- and they wanted that opportunity.

22 So I think that's what drives that language
23 there, that they -- or even if there's expansion of
24 FBO facilities, they may just expand and take over
25 them.

1 MR. OLSON: If -- if our -- if the -- if
2 Atlantic Aviation wants to expand something, they
3 would have the right of first refusal to -- who
4 would be the other -- well, I'm trying -- I'm
5 trying to understand --

6 MS. LUDLOW: A second FBO.

7 CHAIRMAN MAGUIRE: Understand right of first
8 refusal doesn't mean they have the right to do it.
9 They can only do it if someone else comes in and
10 makes an offer that's justifiable and valid. Then
11 they have the right to usurp that offer.

12 MR. OLSON: Okay.

13 CHAIRMAN MAGUIRE: But they cannot arbitrarily
14 just say we're going to do it.

15 MR. OLSON: Right.

16 CHAIRMAN MAGUIRE: It does not give them
17 permission to do it.

18 MR. OLSON: Yeah, I -- okay. Yeah.

19 MR. BURNETT: And this is unlikely to happen,
20 but let's just say hypothetically the federal
21 government, the FAA gave the Authority a \$10- or
22 \$20 million grant to build new FBO facilities.
23 They would want a right of first refusal to be able
24 to go to those new facilities.

25 MR. OLSON: And -- and operate.

1 MR. BURNETT: Uh-huh.

2 MR. OLSON: But again, as you just said, our
3 Airport Layout Plan doesn't identify them now. It
4 doesn't identify a plan for FBO-related -- where
5 FBO-related development will occur. So I guess
6 that could go for anywhere.

7 MR. BURNETT: Correct. And I think that's one
8 of those things that when the final agreement comes
9 back, it will have an exhibit of some kind or
10 tighter language.

11 MR. OLSON: Okay.

12 MS. LUDLOW: But why should we really approve
13 something like that?

14 They're tying up the property for 15 years.
15 Nobody's going to come in and try to put another
16 FBO in when somebody already has first right of
17 refusal. I mean, because it's really theirs, you
18 know, until they want it for 15 years.

19 You're a realtor. Realtors won't touch a
20 first right of refusal. There's no way. Look at
21 our thousand acres we have over across the street.
22 We could be millionaires selling that, but we're
23 not -- I don't think it should be tied up. And I
24 know, Doug, you're saying it is not concrete yet.
25 I don't think it should be tied up for 15 years

1 first right of refusal. That's really a monopoly.

2 CHAIRMAN MAGUIRE: Okay.

3 MS. LUDLOW: You're cutting anybody else out
4 for 15 years whether they do anything or not.

5 MR. OLSON: There's -- there's a provision in
6 the actual FBO agreement now that gives certain --
7 gives certain rights in these areas, isn't it, to
8 the FBO?

9 MR. BURNETT: Correct.

10 MR. WUELLNER: Uh-huh.

11 MR. OLSON: So --

12 MR. BURNETT: I was trying to pull it up. For
13 whatever reason, I can't connect to my server. I
14 had it ready to go. But there is some language in
15 the current leases.

16 MR. OLSON: Yeah, in the -- yeah, in the
17 master, whatever, FBO.

18 Maybe it'd be better to negotiate this -- try
19 to negotiate this provision out of the agreement
20 for demolition? Is that possible? Just leave it
21 out.

22 MR. BURNETT: We can try and negotiate and
23 we'll see what they send us for language, I would
24 guess. But I think there already is language in
25 the lease that has reference to first right of

1 refusal language.

2 MR. OLSON: I don't know if it uses the --

3 MR. BURNETT: I know there is on Grumman's use
4 of the North 40. I know that's in there.

5 MR. OLSON: I don't think it uses term "right
6 of first refusal," but it is -- I believe there's
7 pro -- are provisions in there that essentially --

8 MR. WUELLNER: To relocate.

9 MR. OLSON: -- to do that.

10 MR. BURNETT: That's what it is.

11 MS. GREEN: It's a relocation.

12 MR. BURNETT: Yeah, it's a relocation.

13 CHAIRMAN MAGUIRE: Any other discussion?
14 Justin, anything?

15 MR. WUELLNER: I would say the difference
16 between the -- excuse me, the difference between
17 the two language topics are; one, the relocation
18 clause in the lease would be the obligation of the
19 Authority's to build facilities that are suitable
20 on the other side. The provisions in this simply
21 make the land available for their development of
22 it. Very different kinds of investment
23 potentially.

24 MS. LUDLOW: But you don't even know what land
25 is anywhere. Nothing --

1 MR. WUELLNER: At this moment.

2 MS. LUDLOW: -- is specified.

3 MR. WUELLNER: That's correct.

4 MS. LUDLOW: Could be taking prime land.

5 MR. WUELLNER: Well, FBOs typically do take
6 prime land.

7 MS. LUDLOW: Uh-huh.

8 CHAIRMAN MAGUIRE: Okay. Any more board
9 discussion?

10 MR. MIRGEAUX: I will note that,
11 interestingly, this area of the airport, these
12 buildings were identified in a planning meeting, a
13 second planning meeting we had for the current
14 master plan that's out for public consumption on
15 the website right now.

16 Both the maintenance shop hangar and the
17 aircraft storage hangar belonging to
18 Atlantic Aviation were identified in poor
19 condition. So we're talking about getting a
20 \$38,000-per-year break to tear down a building
21 that's in poor condition and give them a parking
22 lot that assumably is going to be in pristine
23 condition when it's brand new.

24 So maybe it isn't the best business decision.

25 I mean, I agree that there's safety issues with the

1 road, and there's certainly -- you know, I'd like
2 to see that improved, the access to the terminal
3 hangar.

4 But to tear down a poor condition building,
5 give back the tenant a brand new parking lot --
6 presumably it's not going to be an aircraft parking
7 lot, it's going to be a vehicle parking lot -- but,
8 you know, that's -- that's -- that's the best we
9 can do, is give them a \$38,000-per-year rent break.

10 MS. LUDLOW: For 15 years.

11 MR. MIRGEAUX: For 15 years.

12 We're kind of blocking our hands. We're tying
13 our hands or maybe tying the hands of future board
14 members.

15 I understand that it's part of their
16 leasehold, but we're giving them back part of their
17 leasehold, and it's -- presumably it's going to be
18 an improvement versus -- I'd be interested to learn
19 more about the issue, to see what it's being used
20 for now versus how we envision it to look after the
21 road construction is done.

22 CHAIRMAN MAGUIRE: Okay. Any other board
23 discussion?

24 (None.)

25 CHAIRMAN MAGUIRE: Okay. Going to public

1 comment. And, Len, you're first and the only one I
2 have. We'll -- you're up after him.

3 MS. LUDLOW: Bruce, would you remind the
4 audience that they need to fill out a form?

5 CHAIRMAN MAGUIRE: Say again.

6 MS. LUDLOW: Would you remind the audience
7 that they need to fill out a form?

8 CHAIRMAN MAGUIRE: Yeah.

9 MS. LUDLOW: Like some people are new here.

10 MR. TUCKER: Yeah, Len Tucker. Just a couple
11 of comments.

12 One, I'm very familiar with old buildings and
13 how they work. The building that I currently have
14 my business in is 32,000 square feet and it's 94
15 years old. I have buildings downtown. One's 130
16 years old and the other's 160 years old, and
17 they're working just fine.

18 So just because the building has some age on
19 it, I don't think is good reason to tear it down.
20 Might need to be refurbished, but I doubt seriously
21 it's going to cost anywhere near that amount of
22 money to do some refurbishment and spruce it up.
23 It is in poor condition and that's just basically
24 because basic maintenance hasn't been done on it.

25 Right of first refusal, I wouldn't touch that

1 with a ten-foot pole. You know, if there's
2 something already in the current lease, leave it
3 there and take this out.

4 Right of first refusal is nothing but an
5 option for them and no option for you. And
6 there's -- and what Reba said, I can second that;
7 there's no realtor in the world that will try to
8 list property that has a right of first refusal,
9 and it's a waste of time. They don't even bother.
10 So I think that's a nonstarter from the very
11 beginning.

12 Taking and obligating that land for a future
13 FBO for 15 years, you might as well just give it to
14 them. I mean, what kind of a deal is that? It's
15 tying their hands. And that's a huge huge benefit
16 that I don't know that you get the same thing for
17 it.

18 You're taking out per square footage something
19 that's supposed to be in poor condition. You're
20 assigning the same square footage value to it of
21 the stuff that they've already used on other stuff
22 that's in good condition. That doesn't make a lot
23 of sense just based on the facts. So, I mean, it
24 just -- the whole economy of the thing just looks
25 like it's really skewed.

1 Of course the road, you know I'm against the
2 road. It's a -- it's a \$4 million project that is
3 nothing more than just window dressing with nothing
4 else going on. Thank you.

5 CHAIRMAN MAGUIRE: Okay. Anyone else would
6 like to speak on this? Come forward.

7 And in the future, please come up and get a
8 piece of paper so we can get a good record. State
9 your name and three minutes.

10 MR. LIOTTA: Here's my filled-out piece of
11 paper, since I guess we didn't realize that they
12 weren't supposed to stay out there and be
13 collected. Here you go.

14 CHAIRMAN MAGUIRE: Thank you.

15 MR. LIOTTA: Hey. Matt Liotta.

16 I find it really interesting how quickly
17 things change. Seems like only last month that it
18 was before the board to do a resolution wanting to
19 kick Atlantic out and now we're ready to do a new
20 deal with a memorandum of understanding.

21 I don't think this makes sense, to look at
22 this purely on a revenue basis. At the end of the
23 day, this airport is here for the public's use and
24 its economic impact to the county and the larger
25 economy. It's much more important than the

1 airport's budget.

2 So if you only look at it as \$38,000 a year of
3 lost revenue, you're not paying attention to all of
4 the airplanes that no longer can stay at Atlantic,
5 that no longer support the economy from buying fuel
6 to doing missions.

7 Those people are important. And what are they
8 going to be replaced with? A parking lot that
9 won't have any cars in it because there's no
10 scheduled service for them to fly on. It doesn't
11 make a lot of sense.

12 And when it comes to land development, I do
13 think we should develop the land, and there's
14 plenty of commercial people that are ready and
15 willing to develop the land. I'm one of them. We
16 have -- one of my lawyers has sent over six e-mails
17 to Doug asking about land development with no
18 response.

19 So, let's get this land developed. Let's
20 build more space for airplanes so that the economy
21 can grow. That's what we're here for: Growing the
22 economy and supporting the citizens of
23 St. Johns County. Thank you.

24 CHAIRMAN MAGUIRE: Thank you. Okay. Anyone
25 else like to speak?

1 (None.)

2 CHAIRMAN MAGUIRE: Okay. Bring it back to the
3 board for further discussion and a motion either
4 way on the MOU. Does anyone have a motion?

5 (None.)

6 CHAIRMAN MAGUIRE: Okay. Let me ask. Is it
7 feasible, Doug, that we could make a motion and
8 give you some specific guidance to negotiate this
9 particular issue?

10 MR. BURNETT: Sure.

11 CHAIRMAN MAGUIRE: Okay. Going back to -- to
12 Robert's comment that we can -- if we already have
13 wording in the existing documents, to try to use
14 wording we're very comfortable with and used in
15 the -- in the past, there is -- there is a truism
16 that once something has a right of first refusal,
17 brokers tend to shy away from it as well as buyers
18 or tenants. So, a 15-year right of refusal may not
19 be the best way to handle it.

20 So, if someone would consider making a motion
21 that we -- we approve the MOU but give guidance to
22 Doug to somehow remove that 15-year im- --
23 reference of right of first -- first refusal and
24 word something else.

25 (No response.)

1 MR. OLSON: Would this motion indi- -- suggest
2 that there would be work done on this for further
3 clarity and maybe some of the areas of discussion,
4 or would it -- or if it were postponed, would we
5 simply see the same MOU come back?

6 I mean, I guess that's -- I mean, there's been
7 some good discussion or some discussion here
8 that --

9 CHAIRMAN MAGUIRE: If the board doesn't direct
10 him to, it would be coming back the way it is.

11 MR. OLSON: Yeah. Well, you know --

12 MR. BURNETT: Other --

13 MR. OLSON: -- I'm thinking if we're going to
14 make progress on this and I -- you know, I believe
15 that it's an important piece of the plan to have
16 this road and -- and we can't proceed with the road
17 project without this hangar going away, that
18 something -- there has to be some movement
19 between -- you know, before we see this again.
20 Either -- I just -- I guess I've expressed myself.

21 CHAIRMAN MAGUIRE: Yeah. Okay. We have a
22 motion and we have a second that's plain and
23 simple, to take what we have and move it forward
24 one month. Any direction, though, that somebody
25 wants to add to that, Justin?

1 MR. MIRGEAUX: The fuel flowage fee obligation
2 on the airport side, I don't even understand why
3 that's a part of this discussion. Like that's --
4 that's an interesting --

5 CHAIRMAN MAGUIRE: Which one?

6 MR. MIRGEAUX: The last bullet:
7 Acknowledgement that the fuel account is now
8 current.

9 When you look at the actual verbiage in the
10 MOU, it's -- it's referenced to the -- the fuel
11 farm lease for 2002. And, you know, it's curious
12 to me why we would put that in a construction
13 memorandum of understanding. It's --

14 MR. BURNETT: Gotcha. They made it specific
15 as to the fuel farm payment. You'll recall that
16 they had not calculated the dollar amount properly
17 and then paid the Authority \$700,000 of their
18 miscalculation and paid the full amount. It's
19 directly related to that.

20 It's pretty standard, though, that any
21 amendment would have estoppel-type language that
22 says both parties acknowledge that the lease is
23 current and no one's in breach of any of its
24 provisions. So you would still have that in the
25 more boilerplate fashion --

1 MR. MIRGEAUX: Well, what do we --

2 MR. BURNETT: -- in the -- in the ultimate
3 amendment one way or the other.

4 MR. MIRGEAUX: I understand. But what do we
5 gain as the Authority by binding ourselves to say
6 that, you know, we're -- that you guys -- when I
7 say "you guys" I mean Atlantic -- is in good
8 standing as with respect to that -- with respect to
9 that agreement? Like why make that part of this
10 agreement? What do we gain?

11 MR. BURNETT: Frankly, what they're asking is
12 it's not so much -- that's not a provision that the
13 Airport Authority is crafting and desiring to be in
14 here. They're asking for that to be in here
15 obviously to make sure that there's no claimed
16 breach of the lease on their part due to the fact
17 that they miscalculated the amounts that were owed
18 to the Authority --

19 MR. MIRGEAUX: Right.

20 MR. BURNETT: -- and were late in paying the
21 amounts. And so they wouldn't want the Authority
22 to then claim a default and a breach.

23 MR. MIRGEAUX: I mean, I'm not --

24 MR. BURNETT: And so this --

25 MR. MIRGEAUX: I'm not a legal expert. I

1 don't understand why you would put that in a
2 nonbinding MOU. I mean, it's not --

3 MR. BURNETT: It's one of the things they want
4 to make sure is covered in the amendment. So right
5 now it's in here to say --

6 MS. GREEN: It's a placeholder.

7 MR. BURNETT: -- you know, there's plenty of
8 things -- I usually have about -- on any amendment,
9 I have about one and a half to two pages of
10 boilerplate language that I put in there anyways
11 to -- to cover a number of different issues, and
12 estoppel would be one of them, and this is their
13 way of making sure that estoppel language goes into
14 the amendment.

15 CHAIRMAN MAGUIRE: I'm going to ask. This
16 sounds like an estoppel. Is it?

17 MR. BURNETT: Yeah, that's what they want.

18 They want essentially the lease to
19 acknowledge -- they want the airport to acknowledge
20 as part of the amendment and this is a reference to
21 it, of what the language -- obviously the ultimate
22 language to go in the amendment will have more
23 detail to it -- but they want to make sure it's
24 covered that they're not in breach of the lease so
25 we're not going to call on the breach.

1 Because the way our leases are written, it's
2 specific to the FBO, it says that you -- there's an
3 anti-waiver provision in there. So you're not
4 waiving a default. You could still claim a default
5 because of the anti-waiver provision that's in
6 there. I assume their legal counsel's looking at
7 it and saying let's button this up as part of the
8 amendment. It makes good sense.

9 MR. MIRGEAUX: I see how it makes good sense
10 for them. I'm --

11 MR. BURNETT: Yes.

12 MR. MIRGEAUX: -- just trying to figure out,
13 okay, on our side of the ledger, we gave something.
14 What do we get?

15 MR. BURNETT: I think the bigger -- I think
16 the thing from your staff's view on what you're
17 getting in exchange is the ability to put this
18 roadway where you want to put the roadway and
19 redesign the parking where some of it's within
20 their leasehold.

21 MR. MIRGEAUX: But, I mean, I'm assuming that
22 that's the whole point of whatever you want to call
23 it, rent forgiveness or, you know, adjusting the
24 future rent payments. That's -- that's what that
25 is, is the last bullet of --

1 MR. BURNETT: I -- I believe -- I could be
2 wrong, but I believe the hangars, for what they
3 rent them for, I would assume derives more rent.
4 It's a positive cash flow having those two hangar
5 facilities there. So they're giving up having the
6 hangar facilities there.

7 From our -- from our view, yeah, we're losing
8 whatever that is, \$3000, \$3200 a month in rent.
9 From their view, they're only paying \$3200 a month
10 for those facilities and they're renting them for
11 whatever cash positive number is there.

12 I mean, if it's -- you know, I don't know how
13 many aircraft -- how many aircraft do those hold?
14 And they're bigger aircraft, typically.

15 MR. MIRGEAUX: Right.

16 MR. BURNETT: So, you know, there's good
17 revenue there, I guess, from being able to house
18 those aircraft.

19 MS. LUDLOW: The thing is they -- they wrote
20 what they wanted to write for us to approve and
21 whether we approve it or not.

22 MR. BURNETT: I will tell you how this got
23 formulated was this is what we want to accomplish.
24 The lease -- because of the exhibits attached to
25 the lease, Ed, through the last lease iteration had

1 pretty good exhibits created to identify the
2 different spaces that are leased so that then they
3 could be pulled back out. And so, that's where
4 we're at.

5 Now we're obviously going to pull part of the
6 leasehold back out and that's where the adjustment
7 of rent comes from. The other pieces are, yeah,
8 this is what they're asking in return because they
9 would prefer to keep the two hangars.

10 CHAIRMAN MAGUIRE: This -- to me, this is
11 getting more involved than to a simple sentence.
12 If this is an estoppel or the equivalent of an
13 estoppel, we're not giving up anything at all.
14 We're not.

15 MS. LUDLOW: How do you figure that?

16 MR. BURNETT: You're more of giving up the --
17 on the issue of, yeah, they're getting a first
18 right of refusal and they're -- they're getting --

19 CHAIRMAN MAGUIRE: I'm not talking about first
20 right of refusal. I'm talking about the estoppel
21 issue.

22 They want to know that the fuel account is
23 current. That was his question. That was all.
24 Why is it in there? To me, it's an estoppel issue.

25 MR. MIRGEAUX: Maybe I need to word it

1 differently, then. If we're talking about the four
2 bulleted obligations that are part of the agenda
3 for this MOU --

4 CHAIRMAN MAGUIRE: Yes.

5 MR. MIRGEAUX: -- the last one being
6 acknowledgement that the fuel account is now
7 current, seems to be an unrelated issue, but
8 it's --

9 CHAIRMAN MAGUIRE: Seems to me it is related,
10 okay? It is related.

11 I just bought a building a couple of months
12 ago. I had to get an estoppel letter from every
13 tenant in that building, every single tenant. It's
14 required because you don't -- I don't want to buy a
15 piece of property and have a tenant come up to me
16 later and say, John Doe, the previous owner,
17 promised me that he would give me so and so and you
18 have to do that, okay?

19 That's the purpose -- the purpose of an
20 estoppel is to make sure there's nothing going
21 forward that's going to catch either party by
22 surprise. It's laid out right now. Am I wrong,
23 Doug?

24 MR. BURNETT: True. And it's -- that --
25 obviously this is more specific to the fuel issue

1 because it was a big issue, you know.

2 But as far as general estoppel language, I
3 think you would have it in every amendment. I
4 think most every amendment that we've done on -- on
5 leases would have it as a standard provision.

6 MR. MIRGEAUX: But your --

7 MR. BURNETT: Now, it may be very short --

8 MR. MIRGEAUX: -- your example, as I
9 understand it, was a change in ownership. So one
10 of the two parties between landlord and tenant is
11 changing, which as I understand makes sense why you
12 would want to do such a thing.

13 This is, you know, we're changing the property
14 itself that they're -- that they're leasing, that
15 they're renting.

16 CHAIRMAN MAGUIRE: So -- but you're saying
17 that you don't want the protection?

18 MR. MIRGEAUX: Well, what I'm saying is I -- I
19 mean, we -- the motion on the table now is to table
20 this for future discussion.

21 CHAIRMAN MAGUIRE: Right.

22 MR. MIRGEAUX: And that's, you know, the
23 motion I'm in favor of. When we talked about any
24 other discussion, that was something that I asked
25 to clarify on.

1 CHAIRMAN MAGUIRE: Yeah.

2 MR. MIRGEAUX: In addition to the right of
3 first refusal --

4 CHAIRMAN MAGUIRE: Okay.

5 MR. MIRGEAUX: -- and then also that fuel
6 flowage issue that --

7 CHAIRMAN MAGUIRE: And I understand. I --

8 MR. MIRGEAUX: -- appears unrelated and I
9 appreciate you clarifying.

10 CHAIRMAN MAGUIRE: Yeah.

11 Yeah, to me -- to me, having some
12 acknowledgment that everything is clean and there's
13 nothing outstanding is part of your basic contract.
14 Whether you're buying, selling, leasing, or
15 whatever, you want to make sure that the other
16 party doesn't do something that's going to be
17 adversarial after the fact. And I -- that's what I
18 see here, unless I see it wrong. Is that what you
19 see?

20 So I don't have a problem with acknowledging
21 that the account's current. That's just saying
22 everybody is in agreement on the status, okay?

23 Now, the right of first refusal, that's a
24 different issue. Do we want to give direction to
25 Doug and Ed to negotiate out or in some manner

1 modify that element? And that's what Bob is trying
2 to say --

3 MR. OLSON: I was --

4 CHAIRMAN MAGUIRE: -- if you just say defer
5 it, it's going to come back exactly the way it is
6 right now --

7 MS. GREEN: That's my concern, that we need --

8 CHAIRMAN MAGUIRE: -- okay? Exactly --

9 MS. GREEN: -- to do something now and give
10 them direction --

11 CHAIRMAN MAGUIRE: You'll see --

12 MS. GREEN: -- to come back with something
13 different.

14 CHAIRMAN MAGUIRE: You'll see this piece of
15 paper again next month --

16 MR. MIRGEAUX: Right.

17 CHAIRMAN MAGUIRE: -- okay? So if you want to
18 come -- if you want to defer it, give some
19 direction on what you want to see --

20 MR. MIRGEAUX: Yeah, I think that that's fair.

21 CHAIRMAN MAGUIRE: -- okay? Yeah.

22 And I have no problem with that. If you
23 want -- it's your motion, so do you want to give
24 directions to him that he --

25 MS. LUDLOW: Well, I would think that he knows

1 what we have discussed at the table and he would
2 write it accordingly --

3 CHAIRMAN MAGUIRE: No.

4 MS. LUDLOW: -- what --

5 CHAIRMAN MAGUIRE: You made the motion.

6 MS. LUDLOW: Okay.

7 CHAIRMAN MAGUIRE: You have to tell him what
8 the motion contains and we have to agree to it,
9 okay? So give him some guidance in your motion.

10 MR. BURNETT: Ms. Ludlow, if I might, and you
11 set me straight where I'm wrong.

12 I think the motion might be that we defer this
13 till next month. In the interim, that staff be
14 instructed to communicate with Atlantic Aviation to
15 get the specifics as to what they actually want for
16 a first right of refusal and the intent and see if
17 we can get that language fleshed out a little more
18 for you.

19 CHAIRMAN MAGUIRE: Okay. Can I make a
20 suggestion? That your motion be amended to reflect
21 his comments and add it to the motion going
22 forward?

23 MS. LUDLOW: All right. I will amend it to
24 reflect Doug's comments.

25 CHAIRMAN MAGUIRE: Okay.

1 MS. LUDLOW: But let me say one more thing.

2 CHAIRMAN MAGUIRE: Okay.

3 MS. LUDLOW: The reason this fuel account is
4 now current, I mean, that's what -- the reason they
5 want that is because buried in their contract, they
6 had that they got a -- a -- an increase of, I
7 forgot, say one-eighth percent of the fuel or
8 whatever every year, right?

9 Well, our people looked over that. I mean,
10 they missed it. It was in there somewhere, but our
11 people missed it until thank goodness Bob found it
12 and that came to the tune of -- that they had to
13 pay \$752,000.

14 So, now I know they want that to say now
15 they're current, but you just have to look at that
16 very closely; I mean, that they don't have
17 something else buried in there that it took us five
18 years to find this.

19 CHAIRMAN MAGUIRE: A valid point. A valid
20 point.

21 Okay. Okay. So we have a modification on the
22 amendment. As a second, do you agree with that?

23 MR. MIRGEAUX: I agree with it. Second.

24 CHAIRMAN MAGUIRE: Okay.

25 MR. MIRGEAUX: Second.

1 MR. BURNETT: The right of first refusal would
2 require them to pay market rent from whatever they
3 were exercising their first refusal upon, because
4 as a subdivision of the State of Florida or an
5 independent district of the State of Florida, the
6 Airport Authority is required to lease its
7 facilities at market --

8 CHAIRMAN MAGUIRE: Uh-huh.

9 MR. BURNETT: -- and to do appraisals to
10 support it.

11 So I think the issue and what we may find out
12 from them is their intent is limited solely to
13 FBO-type facilities like the relocation. They
14 already have a right to, as I recall, in their
15 lease documents not that it is extending beyond or
16 proposed to extend beyond the 2036 time frame. I
17 didn't understand the language to contemplate that.

18 For example, in year 2035, they could exercise
19 a right of first refusal, build a new structure and
20 be able to stay it in for another 10 or 20 years.

21 MS. LUDLOW: Yeah.

22 MR. BURNETT: I don't -- I didn't understand
23 the intent of this language to be anything along
24 those lines. The end date is still the 2036 date,
25 if that makes sense. But I'll make sure to find

1 out and we'll have those discussions with them to
2 see a what their true intent is.

3 CHAIRMAN MAGUIRE: Thank you. All right.
4 Now, is this where we're going next?

5 MR. WUELLNER: It would be.

6 CONTRACT AWARD - TERMINAL ACCESS - PHASE I

7 CHAIRMAN MAGUIRE: Okay. If you go to the
8 agenda, contract award terminal access Phase 1. Go
9 ahead, Ed.

10 MR. WUELLNER: Well, you had two bids opened
11 or two separate -- it would be two separate
12 contracts. They were bid separately. One for the
13 GA terminal parking lot work and the other for the
14 terminal hangar demolition. Without an MOU, I
15 mean --

16 MS. GREEN: Yeah.

17 MR. WUELLNER: -- I'm not sure you would
18 certainly not want to act on the bulk hangar
19 demolition --

20 CHAIRMAN MAGUIRE: Correct.

21 MR. WUELLNER: -- at least until that's
22 resolved.

23 It would be up to you whether you wish to
24 proceed with the mill and overlay and generalized
25 improvements in the front of the GA terminal at

1 this point. No reason you couldn't, but it would
2 be up to you. This work is not going to start till
3 likely in February or after, as it is.

4 CHAIRMAN MAGUIRE: Okay.

5 MS. GREEN: You said 90 days that we have a
6 window?

7 MR. WUELLNER: For the bid-related part of it.

8 CHAIRMAN MAGUIRE: So your recommendation is
9 to not vote on it.

10 MR. WUELLNER: Well, I thought -- I mean, I
11 think if you're --

12 CHAIRMAN MAGUIRE: Without the MOU.

13 MR. WUELLNER: Well, the MOU really only
14 affects the bulk hangar demolition --

15 CHAIRMAN MAGUIRE: Okay.

16 MR. WUELLNER: -- because it is the piece,
17 basically the demolition of the --

18 CHAIRMAN MAGUIRE: Right.

19 MR. WUELLNER: -- property covered in the MOU.
20 So -- but that's --

21 CHAIRMAN MAGUIRE: So your recommendation is
22 not to vote on the bulk hangar because of the
23 MOU --

24 MR. WUELLNER: Yeah. I think until you settle
25 the MOU, why would you award a contract to demolish

1 it if you don't know that you're going to --

2 CHAIRMAN MAGUIRE: Okay. Do you want us to
3 proceed on the terminal parking lot?

4 MR. WUELLNER: I think you have until the
5 January. I mean, I know you have the time to
6 approve it if you don't have a sense of urgency on
7 it.

8 CHAIRMAN MAGUIRE: Okay. Consensus of the
9 board, do we delay both of them until next month?

10 MR. WUELLNER: It's really up to you.

11 (Board indicates.)

12 CHAIRMAN MAGUIRE: We don't need to make a
13 motion on that. All right.

14 MS. LUDLOW: I concur.

15 BUSINESS PLANNING

16 CHAIRMAN MAGUIRE: Now, business planning.

17 Robert, pay attention. Ed and Doug, we'll --
18 I'm going to step out for just a minute, but go
19 ahead. That means that you control it while I'm
20 gone. Don't get carried away.

21 MR. MIRGEAUX: Don't get carried away.

22 CHAIRMAN MAGUIRE: I'll be right back.

23 (Chairman Maguire exits the room.)

24 MR. WUELLNER: Basically we asked, because
25 there was a component associated with the business

1 plan and the planning aspect as it tied directly to
2 the master planning effort, as sort of the natural
3 follow-on to the development plan, invited Andrew
4 to speak about that interaction between the Airport
5 Master Plan and the business plan as it's currently
6 covered in our contract with them.

7 The work will likely be beyond that scope,
8 will include other things. It may be a vehicle for
9 outside resources. It may just be being done
10 internally. That's decision-making that's probably
11 out in January or after, depending on how Bob sets
12 the schedule on it.

13 But this is informational only. It's just
14 designed to kind of inter -- kind of readdress or
15 restate some of the things that were related to the
16 master plan as they affected long-term planning and
17 the ultimately the business plan.

18 All yours.

19 MR. HOLESKO: Thank you, Ed. Can we go to the
20 slide, please?

21 So, as Ed mentioned, there -- there was a
22 multiyear FAA-funded Airport Master Plan underway.
23 The business planning elements of SWOT analysis,
24 economic development visioning, target markets and
25 marketing plans, those are not eligible items under

1 the traditional airport master plan.

2 So there was two -- two plans going on at one
3 time. One was very large from the F -- FAA
4 perspective.

5 (Chairman Maguire reenters the room.)

6 MR. HOLESKO: One was very small for business
7 planning.

8 I wanted to put the master plan goals up there
9 because there -- there have been just some
10 questions and comments about were there -- were
11 there some guiding goals for the traditional
12 Airport Master Plan and answer to that is yes, to
13 address, plan, and provide for airport safety,
14 airport capacity, air access and navigation, ground
15 access, compatibility within the local community,
16 compatibility within the regional airport system,
17 and that it is a financially feasible plan.

18 But if that is the -- the traditional Airport
19 Master Plan, it is not high-level visioning and
20 answering all the questions of why. These are --
21 these are very well thought, very stable and
22 reasonable goals for an airport master plan here in
23 St. Augustine or anywhere else in the state of
24 Florida or anywhere else in the United States.

25 But they are the guiding factors that are

1 written in many ways to give guidance to the
2 advisory committee and the Airport Authority on how
3 to create an airport master plan. Next slide.

4 The result, there's two things. The first,
5 it's very important to note that what's listed
6 inside the master plan and the Airport Layout Plan
7 are items and lists and footprints of what you can
8 do.

9 It isn't what you will do. It is a blueprint
10 on a set of drawings in a technical report so that
11 if a project comes up and there is -- there is an
12 aviation demand, there is a business demand,
13 there's a demand for land use and land development,
14 that you have a plan that you can accommodate it.

15 It's also -- when I was writing the word "can
16 do" and discussing that with Ed, I will tell you
17 it's also a we can do this in a good way, like the
18 old we can do it. It's a can-do approach.

19 The Airport Master Plan and Airport Layout
20 Plan that you have in terms of being a supporting
21 document for an airport vision, you can do things
22 within the Airport Master Plan and the layout plan
23 like looking out our window today and building
24 T-hangars, maintenance hangars, flight school
25 improvements, another conference center, a flight

1 academy, student housing, a hotel, and professional
2 services on U.S. 1. And that's just here in the
3 south GA, that if you want to do it, you can.

4 Other areas of the airport that absolutely
5 supporting the vision, whatever it may be, and I
6 don't mean that that's a generic statement, but
7 it's very flexible for what you might want to do or
8 what might come our way.

9 I think it's the first Airport Master Plan and
10 Airport Layout Plan that ever showed the airport
11 being connected in any way directly to I-95 on
12 Big Oak Road. That had never happened before.
13 There was no feasible way to ever show an
14 additional MRO development on the west side of
15 U.S. 1 and being able to cross U.S. 1.

16 On the east side of the runway, you have area
17 for MRO or other large-scale commercial development
18 on the east side of -- of the runway. You have
19 corporate hangar development on the east side of
20 the runway. Again, all of these things, you can do
21 it. It is a supporting document.

22 I want to talk about the schedule for a minute
23 because the master plan took a long time. It
24 absolutely did. There was long periods of time of
25 review. And I just reminded Ed of something that

1 again he had actually forgotten, too, that, you
2 know, it took -- took three years to create the
3 Airport Master Plan. And we would give regular
4 updates to the board, but they weren't lengthy
5 except for a few.

6 Over one year of the master planning process
7 the documents sat during agency review. For over
8 one year. And it could not proceed until the FAA
9 came back and said two specific components are
10 approved.

11 And I just wanted to share that with you
12 because there's -- I think there's some frustration
13 about the amount of time it took to create the
14 master plan. It's very frustrating for us, too, as
15 your consultant to sit back and not be able to work
16 on your master plan because the FAA has not come
17 back and given us two specific approvals that we
18 must have to have the project progress. Next,
19 please.

20 There is a vision and a SWOT that was created
21 right here in this room with a different group of
22 people than the Airport Master Plan advisory
23 committee. It's a different -- it was a different
24 group of people.

25 But we sat with them. Passero Associates did

1 not create the vision that day. We hired a
2 professional facilitator to come in and work with
3 the eight professionals that day, and they created
4 that vision. It was -- it was not us.

5 There is a SWOT summary. There was a
6 discussion on target markets. There are some
7 financial worksheets that we actually did create to
8 look at ROI and the development of the airport, and
9 we have done a visualization.

10 And I want -- I hope that I can come and share
11 that with you and hopefully with Mr. Olson before
12 next month or at your meeting next month because I
13 want you to see what we are -- what we are labeling
14 as Phase I. They weren't comprehensive to meet the
15 full needs of a business planning, which is why we
16 label it on Phase I. If we can go to the last
17 slide.

18 What we found during that SWOT analysis was --
19 and I will tell you what the vision was. The
20 vision of that group that day was to say that the
21 business plan and the economic development
22 potential of the airport is the sky's the limit.

23 I don't disagree with that as a 20,000-foot
24 elevation view of a vision for the airport, but it
25 didn't dis -- didn't address a vision, mission, and

1 goal for the airfield and the east corporate and
2 the main terminal and the south GA and the area
3 west of U.S. 1 because they are very different
4 functional areas of the airport. And we think
5 that's what is needed, not just something as
6 generic as the sky's the limit.

7 But that's what the facilitator and that's
8 what that group created that day. And that's part
9 of the reason that you haven't seen that yet,
10 because if we came to you and said, "Mr. Maguire,
11 the vision is the sky's the limit," you'd say,
12 "Andrew, what does that mean? Give me more
13 details. Put some meat on that bone." And that's
14 what you see on the screen right here. Literally
15 that's what comes next. But there is a framework
16 from the master planning and that Phase -- and that
17 Phase I work.

18 And then again there's got to be a marketing
19 strategy, an operational plan, strategic
20 partnerships, financial investment. We're not
21 under contract for any of that with you in any way.
22 We're not doing any of those things, that level of
23 implementation.

24 It was simply to do the first phase of the
25 SWOT analysis and to make sure that the master plan

1 could support whatever that vision was, and those
2 are the things we did for you.

3 So, as of today, whether I meet with Mr. Olson
4 now or before the next meeting or he or you want us
5 to come back and show you what we had from the
6 previous SWOT analysis, that's what we're ready to
7 do.

8 CHAIRMAN MAGUIRE: Okay. Questions?
9 Questions?

10 MS. LUDLOW: I do, of course.

11 So, what we're talking about, you -- you guys
12 will really --

13 CHAIRMAN MAGUIRE: Reba, talk into your
14 microphone.

15 MS. LUDLOW: Oh. You guys will really develop
16 what we think is best for the airport, right? Or
17 you'll tell us how to develop it and how to make
18 money and the best use of the land.

19 MR. HOLESKO: That is if -- if the -- if the
20 airport wants Passero to do that role. Some
21 airports choose us to do -- to identify those
22 roles. Sometimes we use a private facilitator.
23 Sometimes we use other consultants that -- and we
24 have not determined or recommended any of that to
25 you yet.

1 MS. LUDLOW: I see.

2 Well, you know, I don't know who -- I guess
3 this would come under business planning, then, for
4 Bob. Like our thousand acres over there on the
5 west side of U.S. 1, you know, and we could have it
6 as a business park and have ancillary aviation
7 companies and things like that. And property is
8 money, land is money. So I guess that would be in
9 the business plan of future what we would do with
10 our property.

11 MR. OLSON: Yes. And I -- as you know, we
12 have a grant proposal with Economic Development
13 Administration that does a lot of strategic
14 planning for aerospace-related activity.

15 MS. LUDLOW: Yes.

16 MR. OLSON: And so, that would tie nicely into
17 whatever else is done with business planning.

18 MS. LUDLOW: I just thinking about our
19 thousand acres over there.

20 MS. GREEN: Well, over the years with these
21 master plans that I've been involved in since 2000,
22 these are vision plans. They are business, but
23 it's a vision.

24 MS. LUDLOW: Right.

25 MS. GREEN: Remember we have gone for years

1 with a multimodal over there --

2 MS. LUDLOW: I know.

3 MS. GREEN: -- and we were doing the sabal
4 palms and, I mean, all kinds of things back and
5 forth. So, I mean, these are good groundworks for
6 us.

7 MS. LUDLOW: Uh-huh.

8 MS. GREEN: And I think what Passero's been
9 able to present to us gives us flexibility because
10 that's the vision that we -- that we want.

11 I don't -- I don't necessarily want to be tied
12 to a business plan --

13 MS. LUDLOW: Right.

14 MS. GREEN: -- but we need to think out of the
15 box, and that's what they've presented to us.

16 So --

17 MS. LUDLOW: I totally agree.

18 MS. GREEN: -- I think that gives us some
19 freedom.

20 CHAIRMAN MAGUIRE: And that's a good point,
21 that we don't want the business plan to tie our
22 hands --

23 MS. GREEN: No.

24 CHAIRMAN MAGUIRE: -- but we want the business
25 plan to give us guidance when we make our

1 decisions: Why, where, et cetera, okay?

2 MS. LUDLOW: Thank you.

3 CHAIRMAN MAGUIRE: Okay. Any other comments?

4 (None.)

5 CHAIRMAN MAGUIRE: Okay. Thank you, very
6 much.

7 MS. GREEN: Thank you.

8 CHAIRMAN MAGUIRE: And Robert will put
9 together his plan on how fast, when, where, what,
10 and coordinate with Doug and Ed, all right? And to
11 what level the business plan should go.

12 If you've ever created a business plan, a full
13 in-depth business plan is very complicated and it's
14 hard to create.

15 MR. OLSON: Yeah. Fortunately there's --
16 there's some current recently done business plans
17 at other airports that we can look at and learn
18 from, especially airports that are roughly the same
19 level of functioning as this one.

20 CHAIRMAN MAGUIRE: Okay.

21 MR. OLSON: So we have that option, too, to
22 look at those.

23 CHAIRMAN MAGUIRE: Any other comments --
24 anybody want to give a comment to Robert on what
25 you're thinking? Just do it and come back and tell

1 us.

2 MS. GREEN: Yep.

3 MR. MIRGEAUX: I think the -- just very
4 briefly, I think that the real value add to this
5 process is going top in that operating --
6 operationalizing piece. I think I just made up a
7 word.

8 Operational plan -- the operational planning
9 that's -- the vision of the master plan is great,
10 but prioritizing how and when things get done,
11 that's -- that's a real heavy lift, so I appreciate
12 you stepping in to do that. Thank you.

13 CHAIRMAN MAGUIRE: Okay. I'm going to open
14 this up as a combination of business planning
15 comment and public comment. We'll start off with
16 Len Tucker again.

17 PUBLIC COMMENT - GENERAL

18 MR. TUCKER: I have no comment.

19 CHAIRMAN MAGUIRE: No comment? Okay.

20 Mr. Liotta?

21 MS. LUDLOW: No.

22 MR. LIOTTA: Are you giving three minutes for
23 each or are you doing a combined --

24 CHAIRMAN MAGUIRE: Can you do it all? You're
25 pretty eloquent. Can you do it all in three

1 minutes?

2 MR. LIOTTA: No, I'd prefer not. So --

3 CHAIRMAN MAGUIRE: If you focus on business
4 planning and then focus on public comment, okay,
5 we'll give --

6 MR. LIOTTA: I will do very abbreviated since
7 these are being combined.

8 You know, I think business planning is super
9 important --

10 CHAIRMAN MAGUIRE: Remember to talk into the
11 microphone because she has to get it.

12 MR. LIOTTA: I think business planning is
13 super important. I look forward to Robert's work
14 on that.

15 I would ask the board to consider how to
16 actually get the public involved in that process.
17 We recently had a workshop meeting here and, you
18 know, reading some of the e-mails that I've gotten
19 through open records request was -- referred to the
20 workshop as a format that had heightened public
21 involvement, yet in this workshop, the board spoke
22 for two hours and we only got three minutes to say
23 anything to their two hours for the comment. That
24 actually seems like less time compared to the
25 amount of discussion that we have in a normal board

1 meeting.

2 So, hopefully in the business planning, you
3 could find a way to actually interact with the
4 community that you serve so that you better
5 understand how to serve it.

6 I think that what we've seen here is an
7 unprecedented change in aviation. When COVID
8 happened, scheduled aviation went to the lowest
9 that it's ever seen and general aviation has gone
10 to the highest that they've ever seen. And now
11 we're actually seeing that general aviation may be
12 completely different than it ever was. And you've
13 got to take that into account.

14 Everybody in every business is now starting to
15 ask questions: What's happening to office space?
16 How do we deal with remote employees? Everybody is
17 thinking about changes that have happened because
18 of the pandemic. You need to do the same. And
19 general aviation has been a huge change. So I'd
20 just like to see more public involvement in the
21 business planning.

22 As far as general comments, I am going to
23 repeat the same general comment that I've made at
24 multiple board meetings. I still have not seen the
25 board respond to Ed's e-mail about no jets in the

1 south GA area that was unlawful. We need
2 accountability and we need that to be rectified.

3 At a certain point, if the board doesn't do
4 that, it's malfeasance on the board's part. I
5 don't like to make allegations, but this is the
6 case.

7 And I've recently come to learn that also in
8 the south GA, Nimbus Aviation has regular
9 occurrences of Flexjet coming to their leasehold
10 and picking up one of their principals. I simply
11 asked to have NetJets pick me up at our leasehold
12 just as Joe Duke does at Nimbus, but I was denied
13 that by Ed in his e-mail. That's not right. Thank
14 you.

15 CHAIRMAN MAGUIRE: Thank you. Okay. Anyone
16 else?

17 MR. KREIS: Public comment?

18 CHAIRMAN MAGUIRE: Public? Come up on up.
19 Give your name. Did you -- oh, you just gave me
20 this, didn't you?

21 MR. KREIS: I did.

22 CHAIRMAN MAGUIRE: Okay.

23 MR. KREIS: I'm Bruce Kreis. I'm president of
24 the Pilots Association for the next few minutes.

25 As -- as we do, I've been president for about

1 two years and I've got some really good
2 relationships going here. We've had great
3 participation and communication with the airport.
4 So, I appreciate that and I just want to make sure
5 that's on the record.

6 As we do every December, we trick somebody --
7 I mean we select a new president, and I want to
8 introduce our new president for the year coming
9 forward. This is Jamie Topp.

10 MR. TOPP: How are y'all doing?

11 MR. KREIS: So you'll be seeing him in the
12 meetings and stuff and on the e-mails coming from
13 him instead of me. And if I could ask Cindy maybe
14 to replace me -- him with me for all the e-mails
15 communications and stuff. If you would do that,
16 that would be great.

17 Want to say anything, Jamie? He's got a very
18 long career in aviation, thousands and thousands of
19 hours as a pilot. I think he's going to be a
20 really good addition to SAAPA.

21 MR. TOPP: I look forward to it.

22 MR. KREIS: Thank you.

23 MS. GREEN: Thank you.

24 MS. LUDLOW: And thanks for your service.

25 CHAIRMAN MAGUIRE: Any other public comment?

1 (None.)

2 MEMBER COMMENTS AND REPORTS

3 CHAIRMAN MAGUIRE: Okay. Bring it back to the
4 board. Let's go down the list. We'll start off
5 with Reba at the end of the table.

6 MS. LUDLOW: I love being on that TPO, that
7 Transportation Planning Organization board. It is
8 so interesting and -- and the nicest people,
9 because they get people from every community, every
10 county -- I don't know how many. But you learn
11 something every time.

12 So I found out how much our sidewalks cost. I
13 found out that 23,000 cars pass the amphitheatre
14 every day, and they're trying to figure out how to
15 make it safer, whether to make the lanes narrower
16 and the bike path -- but make the lanes narrower,
17 which would cause you to slow down they think.

18 I'm just giving you an example of some of the
19 things that come up there. And then they're
20 talking about a roundabout at Old Quarry Road. So
21 St. Johns County is represented. So it's a really
22 really good asset for us.

23 CHAIRMAN MAGUIRE: Do you get the -- the
24 report that shows the budgeting for the different
25 transportation systems throughout the different

1 counties?

2 MS. LUDLOW: Yes. I think we just got that
3 the end of the year.

4 CHAIRMAN MAGUIRE: Okay.

5 MS. LUDLOW: Yes. You want me to -- I'm happy
6 to share these things because it helps us.

7 CHAIRMAN MAGUIRE: Yeah. Okay.

8 MS. LUDLOW: Thank you.

9 CHAIRMAN MAGUIRE: How about the
10 Aerospace Academy, any comment there?

11 MS. LUDLOW: We haven't had anything with the
12 Aerospace Academy yet --

13 CHAIRMAN MAGUIRE: Okay.

14 MS. LUDLOW: -- but looking forward to it.

15 CHAIRMAN MAGUIRE: Robert?

16 MR. OLSON: Yes, I missed the EDC breakfast,
17 but I believe we were well covered there. So --

18 MS. LUDLOW: I was there.

19 MS. GREEN: Reba was there.

20 MR. OLSON: Oh.

21 MS. GREEN: I had a certain judge --

22 MR. KREIS: Oh, okay. You were there.

23 MS. GREEN: -- that told me I had to be
24 somewhere else.

25 MR. OLSON: Oh, you were there. Okay. But

1 I -- the county has initiated a branding --
2 planning work on branding the county for how we --
3 how the county communicates about itself.

4 I don't know a lot about it, but I'm on the
5 focus group for business and economic development,
6 and that focus group is having its session on
7 Friday and I'll report back to this board how that
8 went.

9 CHAIRMAN MAGUIRE: There's a big concern among
10 the residents that the branding that you're talking
11 about does not relate to more tourist activity, but
12 leave it to -- to economic activity because we have
13 too many tourists -- I'm passing on what people
14 have been telling me -- we have too many tourists
15 in town already, but we do need more economic
16 activity.

17 MR. OLSON: Okay. So what you're hearing is
18 no more tuning up on the tourism? Is that what
19 you're hearing?

20 CHAIRMAN MAGUIRE: Well, you can only put so
21 many ants on the pin head.

22 MR. OLSON: Yeah.

23 CHAIRMAN MAGUIRE: We have too many already --

24 MR. OLSON: Okay.

25 CHAIRMAN MAGUIRE: -- okay? All right. So --

1 and that comes from people who are in the business
2 of tourism.

3 MR. OLSON: Well, that's one of the actual
4 three groups. So there is a branding one for
5 tourism, too.

6 CHAIRMAN MAGUIRE: Yes.

7 MR. OLSON: It sounds like they have a
8 challenge.

9 CHAIRMAN MAGUIRE: Yeah, because we don't --
10 we -- my opinion, we don't need to brand tourism;
11 we are well-known and well represented.

12 MR. OLSON: Only if they fly in for their
13 visit.

14 CHAIRMAN MAGUIRE: Well, into the airport --
15 this airport. Okay. Justin?

16 MR. MIRGEAUX: Nothing to update. I wish
17 everybody a happy holiday.

18 MS. LUDLOW: Thank you.

19 CHAIRMAN MAGUIRE: Suzanne?

20 MS. GREEN: Nothing, either, because of the
21 EDC, so that was taken care of.

22 CHAIRMAN MAGUIRE: Okay. I only have one
23 thing and I want to relate -- I wrote it down here
24 if I can find it.

25 I want to relate back to Mr. Liotta's comment

1 that physical age of a property is really
2 immaterial. And that goes with what Len Tucker
3 said. How old the building is don't really matter
4 in the business world for business people. It's
5 the economic ability of that building to provide
6 for whatever it is you want. It is the -- it's the
7 driving force to whether or not you keep a building
8 or you tear it down.

9 So I agree with you, Mr. Liotta, completely on
10 that regard. If it -- if you don't get the amount
11 of money that you should be getting out of that
12 building, it's time to tear it down. And that's
13 not related to anything we're talking about except
14 I wanted to mention I agree, okay?

15 I don't have anything else. Now, our next
16 meeting is?

17 MS. GREEN: January 10.

18 CHAIRMAN MAGUIRE: Let me find my piece of
19 paper.

20 MR. WUELLNER: January 10th.

21 MS. LUDLOW: January 10th.

22 CHAIRMAN MAGUIRE: January 10th, 4 p.m., okay?

23 MS. LUDLOW: Thank you.

24 CHAIRMAN MAGUIRE: Nothing? Adjourned.

25 (Meeting adjourned at 5:38 p.m.)

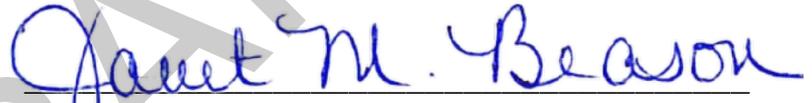
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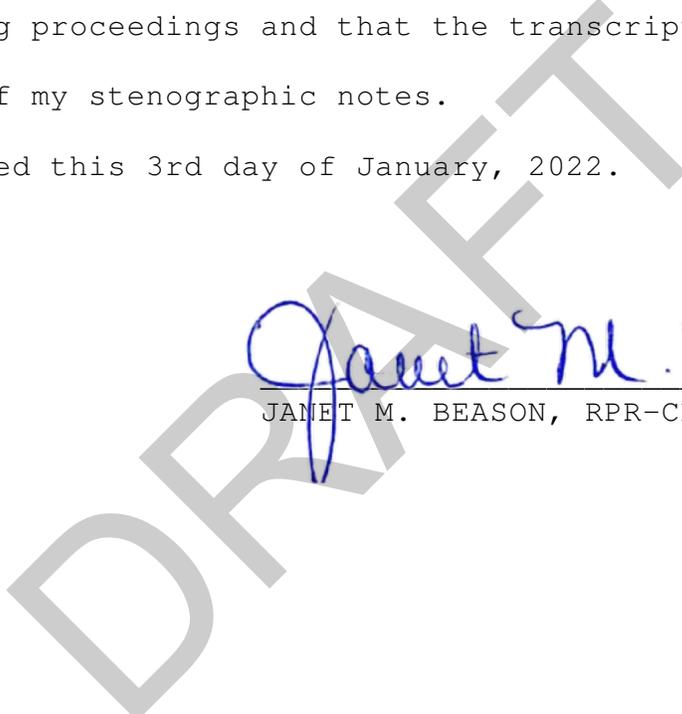
STATE OF FLORIDA)
COUNTY OF ST. JOHNS)

I, JANET M. BEASON, RPR-CP, 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 3rd day of January, 2022.



JANET M. BEASON, RPR-CP, RMR, CRR



<p>CHAIRMAN MAGUIRE: [233] MR. BEYERS: [1] 25/17 MR. BURNETT: [54] 8/7 8/16 12/24 14/13 14/16 14/21 15/9 15/13 15/25 28/4 33/14 33/19 34/1 35/12 38/15 40/6 40/8 43/12 43/21 44/22 45/6 45/9 46/19 47/1 47/7 48/9 48/12 48/22 49/3 49/10 49/12 56/10 57/9 58/12 59/14 60/2 60/11 60/20 60/24 61/3 61/7 61/17 62/11 62/15 63/1 63/16 63/22 64/16 65/24 66/7 69/10 72/1 72/9 72/22 MR. HARVEY: [2] 20/14 20/16 MR. HOLESKO: [3] 76/19 77/6 83/19 MR. KREIS: [6] 90/17 90/21 90/23 91/11 91/22 93/22 MR. LIOTTA: [6] 54/10 54/15 87/22 88/2 88/6 88/12 MR. MIRGEAUX: [49] 12/4 12/7 13/16 13/23 14/20 17/1 19/9 19/13 19/18 19/21 20/23 21/6 21/9 33/21 34/4 34/14 34/17 50/10 51/11 57/21 57/25 59/1 59/6 60/1 60/4 60/19 60/23 60/25 62/9 62/12 62/21 63/15 64/25 65/5 66/6 66/8 66/18 66/22 67/2 67/5 67/8 68/16 68/20 70/23 70/25 71/5 75/21 87/3 95/16 MR. 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GREEN: [38] 3/4 3/8 3/10 3/13 13/21 16/23 16/25 32/14 33/10 33/18 34/7 34/10 34/16 39/15 42/10 49/11 61/6 68/7 68/9 68/12 71/4 73/16 74/5 84/20 84/25 85/3 85/8 85/14 85/18 85/23 86/7 87/2 91/23 93/19 93/21 93/23 95/20 96/17 MS. LUDLOW: [112] MS. 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