

ST. JOHNS AIRPORT AUTHORITY

Regular Meeting

held in The Conference Center, Meeting Room B

4730 Casa Cola Way

St. Augustine, Florida

on Monday, March 27, 2023

from 4:00 p.m. to 6:51 p.m.

* * * * *

BOARD MEMBERS PRESENT:

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

* * * * *

ALSO PRESENT:

CHARLES T. DOUGLAS, Esquire, Douglas Law Firm,
100 Southpark Boulevard, Suite 414, St. Augustine, FL,
32086, General Counsel for Airport Authority.

CHAD S. ROBERTS, ESQUIRE, eDiscovery CoCounsel, pllc,
1633 Challen Avenue, Jacksonville, FL 32205-8511,
Aviation Counsel for Airport Authority.

KEVIN HARVEY, Interim Executive Director.

* * * * *

JANET M. BEASON, RPR, RMR, CRR
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1 P R O C E E D I N G S

2 CHAIRMAN OLSON: Calling to order the
3 March 27th meeting of the Airport Authority.

4 (Pledge of Allegiance.)

5 CHAIRMAN OLSON: Okay. We have new sound
6 devices today, which is probably some improvement
7 over our last ones on how to work them.

8 MEETING MINUTES

9 CHAIRMAN OLSON: Okay.

10 MS. LUDLOW: What about a counsel?

11 CHAIRMAN OLSON: Proceeding with meeting
12 minutes, we have the minutes of a number of past
13 meetings for comment. Any comments on those? And
14 I'll confess I have not had a chance to look at --
15 myself, at the March 13th meet -- minutes. They --
16 they just came in this morning.

17 So any comments on those minutes before we
18 declare them --

19 MS. LUDLOW: I -- I have --

20 CHAIRMAN OLSON: -- official?

21 MS. LUDLOW: I have -- I have looked over the
22 minutes and marked them and --

23 CHAIRMAN OLSON: You are not on. There --
24 wait. There.

25 MS. LUDLOW: I have read the minutes and

1 yellow-lined them and I found no discrepancies.

2 CHAIRMAN OLSON: You spent a lot of time with
3 all of those minutes.

4 MS. LUDLOW: Yes.

5 CHAIRMAN OLSON: Okay. We'll -- we'll
6 consider the minutes up through -- and through the
7 22nd of February official, and we'll hold off on
8 the March 13th minutes so that everyone can have a
9 chance to look at them.

10 FINANCIAL REPORT

11 CHAIRMAN OLSON: Financial reports, we have a
12 period of financial reporting. Mr. Treasurer, did
13 you want to speak to this?

14 MR. CLARKE: Sure. Okay. Everybody, can you
15 hear me? Am I coming through?

16 All right. I'll -- we've been waiting for the
17 audit -- audited financials to be completed, and
18 they were this -- this past couple of weeks. And
19 so, we have re -- based on back-dated entries that
20 go into the final fiscal year end of
21 September 30th, 2022, we had to bring forward
22 the -- the income statement and balance sheet. And
23 so we have a -- a year-to-date the first five
24 months.

25 We are in a -- our revenue and we're in

1 positive territory compared to our budget as a
2 \$36,000 positive variance. Our operating expenses
3 are over by about \$66,000, so we have a negative
4 variance of \$49,606.

5 The Authority is in very good financial shape
6 with a high -- our cash balance is positive over
7 \$5 million as of the end of February. So we're in
8 good financial shape there.

9 And I would encourage anyone in the audience,
10 if you have any questions about the finances, if
11 you take a look at them, you know, please don't
12 hesitate to call me personally or call the office
13 and -- if you have any other questions. So does
14 anyone have any questions now?

15 (None.)

16 MR. CLARKE: Okay. That's all I have.

17 CHAIRMAN OLSON: Thank you.

18 AGENDA APPROVAL

19 CHAIRMAN OLSON: Agenda, does the agenda look
20 okay, everyone? Any other additions to the agenda?

21 (None.)

22 CHAIRMAN OLSON: Seeing none, we'll proceed
23 with staff report.

24 STAFF REPORT

25 MR. HARVEY: Just a couple of items.

1 The airport committee scopes and application
2 form is currently on our NFRA website and it can be
3 found in a number of spaces now. By clicking on
4 the Airport Authority tab, you can go to Airport
5 Policy Documents. It's under there. It's also
6 under Contact Us, under that tab for the Media
7 Center. And as of today, it's also an added link
8 under the Airport Information tab under About NFRA.
9 So three different spots to find it on our website.

10 Just a quick update on Taxiway Bravo. They're
11 still finishing striping due to weather issues over
12 the past week or so, heavy winds, some rain and so
13 forth, but they're on it.

14 And the threshold light relocation is
15 substantially completed. Just got to put a couple
16 of plates out on the runway where they can get out
17 on it. But they're now outboard threshold lights
18 and they're up and running. And that's all I've
19 got.

20 CHAIRMAN OLSON: Okay. Thank you. And it
21 looks like we have -- already for the committees,
22 we have a half dozen applications that have come
23 in, which is good.

24 BUSINESS PARTNER UPDATES

25 CHAIRMAN OLSON: Okay. We'll proceed to

1 business partner updates. County commission,
2 Mr. Dean, welcome.

3 COMMISSIONER DEAN: This is the new spot?

4 CHAIRMAN OLSON: I'm not sure.

5 COMMISSIONER DEAN: My last time, I was over
6 there.

7 CHAIRMAN OLSON: I'm not sure. I guess it's
8 that way.

9 COMMISSIONER DEAN: This okay here?

10 CHAIRMAN OLSON: Yeah.

11 COMMISSIONER DEAN: Is this mic on? Hello?
12 Hello? It's not on, is it? Can somebody who knows
13 tech --

14 MR. HARVEY: We can hear you.

15 COMMISSIONER DEAN: -- technology turn it on?

16 MS. HOLLINGSWORTH: It's on.

17 COMMISSIONER DEAN: Oh, you can hear me? All
18 right.

19 Okay. Hey, how's everybody doing --

20 CHAIRMAN OLSON: Good.

21 MS. LUDLOW: Hey.

22 COMMISSIONER DEAN: -- on a Monday afternoon?

23 I want -- sort of I have a, as a county
24 commissioner at the county, kind of a red alert
25 this afternoon going on in Tallahassee.

1 And Tallahassee; i.e., the legislature, is an
2 interesting group to work with or not. They can
3 help us a lot, and they have and they continue to
4 help us with major transportation funding, major
5 beach renourishment funding. Most of their help
6 comes through the appropriations act, basically.

7 But they -- in my opinion, I'm just speaking
8 on behalf of myself, not the entire commission
9 today -- they have a bit of a history of preempting
10 local governments' activities and responsibilities
11 and regulations.

12 One of the biggest areas of preemption in the
13 past was the preemption of short-term rentals in
14 our county. And it's -- it has -- short-term
15 rentals have blossomed or bloomed or exploded to
16 just a tremendous number that is impacting local
17 residents, particularly in the Vilano Beach area
18 and an area on St. -- on an Anastasia Island along
19 what's called the road Atlantic View.

20 And it's a real problem for the county when
21 we're limited -- we're prevented from putting any
22 cap on the number of units. And so, I don't know
23 where it's going to stop because the more the --
24 the more short-term rentals that come, the more the
25 residents start getting the need to leave, which

1 opens up more short-term rentals and it's sort of a
2 downward spiral.

3 The latest interesting move is ongoing today
4 in Tallahassee with the passage of a bill in the
5 House and Senate that basically gives us, the
6 county Tourist Development Council and the county,
7 a haircut to the extent that it's a 5 percent -- I
8 was going to say grab, but I'm not going to say
9 grab -- I'm going to say it's -- the law would
10 provide that we -- that we provide or send
11 5 percent of our tourist development tax revenue to
12 Tallahassee to support the state Visit Florida
13 office because they're cutting back on the state
14 funds for the tourist Visit Florida office.

15 And we use that -- that TDC money, most of you
16 know, in a serious way. I mean, some of it, a good
17 portion of it goes to marketing. And we've been so
18 successful in drawing tourists to this county and
19 to St. Augustine, that two years ago, the TDC
20 revenue was \$14 million and last year it was
21 \$22 million. That's what we use for beach
22 renourishment. It's what we use for a number of
23 other beach services and a number of other cultural
24 events.

25 So, we are -- those of us involved in the

1 tourism, Tourist Development Council world, are
2 reaching out to our friends in the legislature and
3 asking them to reconsider that. So I welcome
4 anyone in the audience or anyone at the dais, if
5 you have any relationships with our delegation or
6 any other members, to reach out on our behalf as a
7 county and say that we -- we just strongly disagree
8 with that move. So that's my red alert for the
9 day.

10 I'll just touch on -- on the fact that with
11 speaking of beach renourishment, we are now aligned
12 this spring to go forward with our two major
13 federal projects, which include St. Augustine Beach
14 and Vilano Beach up to Serenata that Reba's so
15 familiar with.

16 Those were wiped out in Nicole and Ian and
17 actually a nor'easter before that. And so, under
18 our federal project agreement with the
19 Corps of Engineers, if you have a major impact,
20 basically destruction of a -- an engineered
21 project; i.e., a Corps project, then the Corps on
22 their own dime comes in and totally restores the
23 beach to its pre-storm condition.

24 So this summer the Army Corps of Engineers
25 will start a re -- beach renourishment on both

1 St. Augustine Beach, that three-mile stretch, and
2 also Vilano up to Serenata, that three-mile
3 stretch, which should be completed by the end of
4 the calendar year if not sooner all on their own
5 nickel. We, the county do not have to put funds
6 toward that under our agreement with the feds.

7 We also are working with FEMA, too, to do
8 another FEMA berm enhancement project, because of
9 course when we finished the one we did last year,
10 we had the two major storms, Ian and Nicole.

11 But FEMA is standing by and working with us to
12 actually come in and do a second berm enhancement
13 which would cover a good portion of the county.
14 Not all -- it's not all needed for the whole
15 stretch. But it would -- it would do some work at
16 Summer Haven and at Crescent Beach and the area
17 north of the Serenata Beach Club that did the
18 one-time restoration and it got wiped out, too. So
19 now they'll be eligible for FEMA, now that it's no
20 longer an improved project, because it was a
21 one-time project.

22 So that's kind of where we are. We're
23 starting -- we start our budget discussions in May.
24 For anyone who may be interested in the audience,
25 the county budget workshops commence mid May and we

1 now have -- the county has a \$1.5 billion budget.
2 So we take, the five of us take the budget
3 workshops very seriously and we really want to go
4 through the budget with a fine -- the proposed
5 budget with a fine-tooth comb.

6 So I just -- those are the things I wanted to
7 highlight today and I'll be happy to answer any
8 questions, Mr. Chairman.

9 CHAIRMAN OLSON: Questions for Mr. Dean? Yes.

10 MS. LUDLOW: It's not a question. I would --
11 can you hear me? It works.

12 I just wanted to say the people of Vilano
13 really appreciate our county commissioners. They
14 have stepped up and helped with that short-term
15 rentals. It's a nightmare for everyone, but we
16 have no complaints with our commissioners because
17 you guys have been right on top of it.

18 COMMISSIONER DEAN: Thank you.

19 CHAIRMAN OLSON: Yeah. Well, I guess a
20 question. Would the beach work be able to hap- --
21 happen through turtle season or do they have to
22 work around that?

23 COMMISSIONER DEAN: Yeah, they do -- the Corps
24 does what's called, and the FEMA project, a
25 workarround. I mean, we -- we'll have, you know,

1 observers and they'll put up the little red fence
2 and it -- I mean, yes, the answer is yes.

3 CHAIRMAN OLSON: Okay. Okay. Good. Other
4 questions?

5 (None.)

6 CHAIRMAN OLSON: Thank you. Appreciate the
7 updates.

8 COMMISSIONER DEAN: Okay.

9 MS. LUDLOW: Thanks, Henry.

10 CHAIRMAN OLSON: Okay. Mr. -- Mr. Beyers?

11 MR. BEYERS: No comment.

12 CHAIRMAN OLSON: No comment from Atlantic.
13 Mr. Riera or Mr. Topp for SAAPA?

14 (Not present.)

15 CHAIRMAN OLSON: No. No SAAPA input today.
16 Mr. McKendrick, Northrop Grumman?

17 MR. MCKENDRICK: Yes, I'm here and nothing to
18 add today. Thanks.

19 CHAIRMAN OLSON: Okay. Thank you. Okay. And
20 Mr. Pittman from the tower? Mr. Pittman?

21 (Not present.)

22 CHAIRMAN OLSON: I don't see him here.

23 BOARD COMMITTEE UPDATES

24 CHAIRMAN OLSON: Okay. So we'll proceed to
25 board committee updates. I don't believe any of

1 the committees have met at this point. Again,
2 we're starting to get applications for people to
3 populate that -- those committees.

4 AIR SERVICE DEVELOPMENT

5 CHAIRMAN OLSON: So we'll go to old business
6 items. Air service development update -- air
7 service update. That is -- Dennis, are you --
8 Mr. Clarke, are you or --

9 MR. ROBERTS: I can kick it off --

10 CHAIRMAN OLSON: Yeah, go ahead.

11 MR. ROBERTS: -- Mr. Chairman. Thank you, so
12 much.

13 First, preliminarily as a housekeeping item,
14 madam court reporter, the -- the draft agreements
15 have been on an iterative basis kind of going fast
16 and furious so it did not present an opportunity
17 for staff to get the most recent version.

18 So just for the record, I brought copies to
19 attach to the transcript that will be published.
20 The -- the versions, the most recent versions will
21 have my initials in the bottom right corner. So
22 there are two documents. This one should go first,
23 the one that says Draft, and this one should go
24 second. And I'll give those to you at the end.
25 Thanks, very much.

1 When we left most recently on this issue, the
2 two parties had different kinds of problems.
3 Avelo, the prospective air carrier, needs to start
4 selling tickets in a timely way. So they have a
5 need for that and it's -- it's real. They're
6 trying to catch the wave of seasonal traffic that's
7 most profitable for them.

8 Our issue is that we needed more time to work
9 through how would we deliver these services? What
10 would they look like? What risks would be
11 associated with them that we could evaluate? And
12 we just needed more time to work through the
13 details.

14 To address both of those parties' problems, we
15 changed the architecture of this arrangement a
16 little bit in the following way. We still have a
17 master services agreement that's been re -- I'll
18 just call it -- I'll just say it was substantially
19 tuned up, the master services agreement. And
20 that's this document here I'm going to call Draft.

21 To address the other problem, which is the two
22 parties' needs for ground services to be addressed,
23 we switched over to a format that's called a
24 memorandum of understanding.

25 To be clear, it is an agreement. It is a

1 contract. But a memorandum of understanding
2 typically is a more generalized agreement that --
3 that is -- is less specific and granular than a
4 typical contract, and it really describes the
5 parties' intents and desires to move forward to a
6 more specific arrangement at a later time. It's
7 not an agreement to make an agreement, but it's a
8 framework to operate under.

9 As we would imagine, I think the -- a fair
10 characterization is Avelo doesn't entirely care who
11 delivers the services, they need an assurance that
12 when the fire trucks come up with the spraying
13 water on the first day of service would be here,
14 that the terminal is alive, right, it's manned, and
15 the ramp is manned and those ground handling
16 services are going to be there.

17 So, what's proposed is a master service
18 agreement that's got all the lawyer talk in it, all
19 that stuff, and then a more broadly written
20 memorandum of understanding that is designed to
21 give the board the maximum flexibility in terms of
22 how to approach this issue. It's designed to give
23 the board the maximum flexibility between now and a
24 prospective start date as to how to craft those
25 services, right? So that's the architecture of it.

1 It addresses things in two ways in a
2 generalized sense. There is operational risk,
3 which is, you know, things bumping into each other
4 and breaking and things like that, and then there's
5 business risk. How do we put rails on the business
6 risk to make sure that we don't strap on a
7 commitment that may, in an unplanned way, cause us
8 to become distressed in terms of our ability to
9 sustain a level of service?

10 So operationally -- operational risk is
11 addressed first and foremost with a culture of
12 safety in the delivering organization's culture,
13 the culture of safety from the top down, plus a
14 really good insurance policy.

15 So we have a really good insurance policy for
16 things breaking and people getting hurt. And these
17 agreements are also being vetted by our risk
18 program manager, who is also vetting these
19 agreements to make sure that we don't inadvertently
20 do something that's going to breach coverage. So
21 that's operational risk, and I think that is pretty
22 well addressed.

23 Business risk, I'll -- I would rank as --
24 Mr. Clarke has been pencil-whipping the numbers
25 really vigorously to get a more granular assessment

1 of what these numbers are. If I had to rank your
2 offramps for if things really, really, really good
3 badly -- so let's prioritize things -- things go
4 really badly, the -- the least desirable option is
5 kind of the nuclear option of at some point you can
6 say with 30-day notice, 30 days' notice, we can't
7 do this anymore, right?

8 That would assume that you haven't been able
9 to work something out in the meantime. But at the
10 end of the day, either party that -- that was being
11 financially distressed by this arrangement can back
12 away and step back. Probably before that would
13 happen is the parties would start talking, but --
14 but at the end of the day, you've got that as
15 proposed.

16 What you really also have, though, are two
17 parties who are trying to get to the same outcome.
18 So circumstances are driving the parties together,
19 and when that dynamic exists, usually things get
20 worked out or adjusted or modified. So -- so
21 you've got that out.

22 In terms of the business delivery model, most
23 of our fixed costs are already on our books. So we
24 already have the terminal. We have the tow bars.
25 We've got the little baggage carts. We've got all

1 the -- all the toys and whistles that we need to
2 deliver these services. The additional component
3 is what people deliver those services and who signs
4 their paychecks.

5 We drafted the MOU to give you the most
6 flexibility in how to craft that. I think that it
7 will be -- it is -- it is going to be staff's
8 recommendation, I believe, that they are confident
9 that they can deliver this operationally.

10 So staff has some operational history with the
11 prior 121 carriers that have been through here.
12 The -- the carrier before the last one had a class
13 of aircraft, the Airbus that was the same
14 approximate class as the 737s that are proposed.

15 So it's I believe going to be staff's
16 recommendation to you to let them take a shot at
17 delivering this. And then the idea would be we --
18 we would perhaps -- if we set up a discrete
19 operating unit to where these operations could sort
20 of be independently tracked as a -- as an
21 independent business unit within the Authority, we
22 would -- we would get some operational experience
23 and have the ability to pivot and make an
24 adjustment later.

25 And so, really I think at the end of the day,

1 today is about have we put enough rails in place
2 for you to feel comfortable to lean out a little
3 and -- and make this commitment that someone will
4 be there when service starts?

5 The carrier is going to have a lot of skin in
6 the game and we would have a lot of skin in the
7 game and we would both be trying to get some
8 successful outcome that way.

9 So the FAA is okay with us not running this as
10 a profit center. They -- if you make a little
11 money, if you lose a little money, if you break
12 even, the FAA doesn't care that way, and the FAA
13 will recognize your judgment as to whether there
14 are larger public policy goals that might be served
15 by giving the opportunity for scheduled service to
16 start here. So that's -- that's the paperwork
17 that's here.

18 Here today from Dallas is Michael Lum of
19 Voltaire consulting service. And I can tell you
20 that he has been a tremendous resource working
21 behind the scenes for the interests of the
22 Authority in this process, and he came here to be
23 available to answer any questions that you have.

24 Mr. Lum's background is -- is a career of --
25 I'll just -- I hope I don't butcher it, but

1 basically putting airports and airlines together.
2 So that's what he does for a living and he's done
3 that for his -- for his career. So he's a good
4 wealth of knowledge for you to have any questions
5 that -- that he could answer. And then Kevin can
6 speak.

7 I think staff today is in a -- will be able to
8 answer on a more granular level today how they
9 anticipate executing this initial period of service
10 to get everybody's feet wet to where we get some
11 operational experience and then we can make some
12 adjustments. But I think Kevin's in a position
13 today to -- to have a more specifically developed
14 business plan of -- of how it's contemplated that
15 these services will be delivered.

16 And with that, let me just stop talking and
17 ask before I just give up and see if you have any
18 questions so far.

19 CHAIRMAN OLSON: Questions of the board?

20 I guess, since you've been working --
21 reworking the original -- or the earlier proposal,
22 I guess my question is, are the actual deal
23 points -- how are they -- I know you said you added
24 a lot more detail to that master services
25 agreement.

1 MR. ROBERTS: Yes, sir.

2 CHAIRMAN OLSON: Are the financial terms
3 different?

4 MR. ROBERTS: So, no, because there are no
5 financial terms.

6 CHAIRMAN OLSON: Right. Right. Okay.

7 MR. ROBERTS: So that's part's easy.

8 We -- we for this -- and I think Mr. Lum can
9 address this better, but there is substantial risk
10 that an airline undertakes when it tries to go into
11 a new market and set up service. It's a big risk.
12 It's like the restaurant business. The failure
13 rate is just frankly high. And we -- we know that;
14 we've had a history of experience with it. So
15 there's a high failure rate. It's a risk.

16 So, it is -- it is reasonable to say we'll put
17 some skin in the game and we will waive and -- and
18 propose to waive the economic things that we would
19 normally have like landing fees, ramp fees, all of
20 that kind of thing. And so, those are -- those
21 didn't change --

22 CHAIRMAN OLSON: Okay.

23 MR. ROBERTS: -- because the -- they were
24 zero.

25 CHAIRMAN OLSON: Yeah, okay. Got it.

1 Mr. Lum, did you want to input at this point
2 to help -- help us work through this?

3 MR. LUM: Did you want me to go through my
4 slides?

5 CHAIRMAN OLSON: Yes.

6 MR. LUM: Yes. I prepared a few slides. I
7 think there are, I don't know, 24 slides or so.
8 But the first slide, I -- what I'll -- just what
9 I'll do is I'll remind the airport of what the
10 economic impact of the airport is to the community.

11 So if we go to the next slide, the overall
12 economic impact of this airport in 2017 -- so these
13 numbers are a little bit dated, so the numbers are
14 going to be higher now -- but the overall economic
15 impact of the airport to this region was about
16 \$1.5 billion in 2017.

17 The Florida DOT has -- has -- is in the
18 process of releasing another updated economic
19 impact study, but in 2017, it was about
20 \$1.5 billion.

21 And one of the things I'll point out on the --
22 on the table there is the vis- -- visitors'
23 spending impact. So people flying into this
24 airport in 2017 generated about \$45 million worth
25 of economic impact to the region. And I can tell

1 you in 2017, we didn't have near the level of
2 service or seat capacity that Avelo is proposing.
3 So go to the next slides.

4 And what I want to talk about here is what the
5 demand is for air travel. So we call this our true
6 market size and we also refer to it as leakage.
7 Leakage is demand from our catchment area -- and
8 we've got several ZIP codes. All -- it was all --
9 it's all of St. Johns County plus five ZIP codes in
10 Duval County that we consider to be our catchment
11 area. So when I'm talking about the numbers and
12 demand, this is where the demand is coming from.
13 Next slide.

14 So, over all, our catchment area in the
15 year-end second quarter of 2019 generated nearly
16 4,700 passengers a day each way. So 4,700
17 passengers on the average day arriving in that
18 catchment area and 4,700 passengers on average
19 departing our catchment area.

20 And you can see we captured very little of the
21 traffic. As I said, there was very little air
22 service in -- in -- at St. Augustine in year-end
23 second quarter of 2019. But the overall demand was
24 about 4,700 passengers per day each way. And you
25 can see about 78 percent of that traffic was

1 leaking to Jacksonville and about 20 percent of the
2 traffic was leaking to Orlando. So that's what the
3 opportunity is.

4 MS. LIOTTA: Is that all 121 traffic?

5 MR. LUM: Yes. Yes, it's all 121 traffic.

6 There's no GA traffic or any sort of private
7 traffic. This is commercial air carrier traffic.

8 MS. LIOTTA: Okay. I've got another question.
9 On an earlier slide, you were talking about
10 economic impact. You referred to that was a 2017
11 Florida DOT study?

12 MR. LUM: Yeah.

13 MS. LIOTTA: Did that give any granularity at
14 all as to economic impact arising from specific
15 activities or did it just --

16 MR. LUM: It was --

17 MS. LIOTTA: -- one big bucket of economic
18 impact --

19 MR. LUM: -- the overall visitor impact. So
20 it was the money spent on car rentals, hotels, food
21 and beverage, anything somebody would spend money
22 on as a visitor in -- in the county.

23 MS. LIOTTA: But as far as fuel purchases and
24 other more aviation-related activity, was there any
25 breakdown or was it just one big number?

1 MR. LUM: No, it was one big number.

2 MS. LIOTTA: Just one big number --

3 MR. LUM: Yeah, it was --

4 MS. LIOTTA: -- okay.

5 MR. LUM: -- one big number.

6 So they -- they did a -- the study covered
7 every airport in Florida, I think 19 commercial
8 service airports in Florida, and it was just one
9 number for every airport. And you can probably
10 guess what the largest airport was as far as
11 economic impact.

12 CHAIRMAN OLSON: I had also a -- a question at
13 this point.

14 The catchment area and the calculated
15 passengers or customers from the catchment area,
16 would that be adjusted if the -- the current
17 carrier we're looking at is ultralow cost that
18 wants to very aggressively market within the
19 Jacksonville, full Jacksonville MSA. I've heard
20 they're talking about billboards and everything.

21 MR. LUM: Yeah.

22 CHAIRMAN OLSON: Would that in -- possibly
23 make those numbers larger?

24 MR. LUM: Yeah. What we would look at is
25 something called reverse leakage. So it would be

1 people in Jacksonville International Airport's
2 catchment area leaking to this airport. So it
3 would capture that and quantify that as well.

4 CHAIRMAN OLSON: Okay. Thank you.

5 MR. LUM: This is just a map showing each of
6 the airports and what the percentage of traffic
7 they -- they captured. The -- the colored areas
8 you see there are drive times from our airport, and
9 it starts in the center there. That little orange
10 area is about 30 minutes, then 60 minutes, and then
11 I believe 90 minutes in the green area. Next
12 slide.

13 This slide is really interesting. So what we
14 did is we ranked our markets in terms of passengers
15 per day each way that the catchment area generates.
16 So you can see the New York metro area. The three
17 airports in New York are generating about 467
18 passengers per day each way. Washington-Baltimore
19 is close to 300. Chicago is close to 230. Boston
20 is 152. And then the three airports that -- in
21 Miami, Fort Lauderdale, and West Palm Beach are
22 generating about 147 passengers per day each way.

23 MS. LIOTTA: So that's --

24 MR. LUM: And --

25 MS. LIOTTA: Sorry -- sorry to interrupt.

1 That's -- so I understand that, that's looking at
2 the existing 121 service who are the area airports
3 that would look at Jacksonville, Orlando --

4 MR. LUM: Right. Right.

5 MS. LIOTTA: -- maybe Daytona?

6 MR. LUM: Yeah, yeah.

7 Yeah, so it was -- the five airports we
8 included in the leakage study were Jacksonville,
9 Orlando, Sanford, Daytona Beach, St. Augustine.
10 And we didn't have anything at Gainesville, so we
11 threw that out. And this is year-end -- it's the
12 four quarters ending with second quarter of 2019,
13 so it's pre-COVID.

14 And then this is simply an eye chart
15 illustrating the number of passengers per day each
16 way captured at each of the five airports and by --
17 by the market. So it's passengers per day each way
18 and the average fare they paid. So you can see
19 someone, when they flew from Jacksonville to
20 New York, the average person was paying \$151. When
21 they flew from Orlando, it was \$139. Next.

22 And now I want to give you a little bit of an
23 update and tell you a little bit about who Avelo
24 is. Next slide. So Avelo serves 40 airports --
25 and this is all July of 2023 data, so it's future

1 data.

2 Avelo will serve 40 airports with flights on
3 106 routes in July of 2023. They serve or they
4 will serve five airports in Florida. It's going to
5 be Orlando, Tampa, Sarasota, Fort Myers, West Palm
6 Beach, and Fort Lauderdale. And they want to put
7 us on the map, as well.

8 So what they've proposed is to launch with
9 nine flights a week to three destinations:
10 Raleigh, Wilmington, which is the Philadelphia
11 metro area, and New Haven, Connecticut.

12 It would be three flights weekly to each
13 destination. The number of flights may vary by
14 season. They would operate the service -- probably
15 the Raleigh and the Wilmington service would
16 operate with 189-seat 737-800s and the New Haven
17 service would operate with 147-seat 737-700s.

18 So what I did, is I took a look at what the
19 fares were that they were publishing, and I took a
20 look at fares from Orlando to New Haven from
21 mid-July -- or actually this is next weekend.

22 So the fares ranged anywhere for this date
23 range between March 30th and April 5th anywhere
24 from -- from \$19 up to \$399. And the variant --
25 the fares vary just based on demand. So when

1 you're paying \$399 to fly from Orlando -- or from
2 New Haven to Orlando it's because demand is
3 extremely high on that date. But they're also
4 selling tickets for \$19.

5 MS. LUDLOW: No wonder.

6 MR. LUM: Next. So the other thing I wanted
7 to take a look at is I wanted to take a look at our
8 historical revenue as an airport.

9 So when Frontier operated here between June
10 and October of 2016 and May of -- in between May
11 and July of 2017, I wanted to take a look at what
12 our revenue as an airport per passenger was.

13 So we had two sources of revenue. We had
14 parking lot revenue and we had rental car revenue.
15 And on a per-passenger basis, on an enplaned
16 passenger basis, the airport was generating \$4.39
17 in terms of parking revenue and \$6.05 in terms of
18 rental car revenue.

19 So the airport collects money for people to
20 park here and we're also paid a commission by the
21 rental car companies when people rent cars at the
22 rental car counters in the terminal. So the total
23 revenue per passenger was \$10.44.

24 If we go to the next slide, what I've
25 illustrated is our total parking and rental car

1 revenue per flight based on what the load factor
2 would be. So the average number of seats on an
3 Avelo flight would about 175 seats. And at an
4 80 percent load factor, our parking revenue and our
5 rental car revenue would be about \$1,461, based on
6 the historical parking and rental car revenue we --
7 we collected when Frontier was here.

8 And if we look at that on a weekly basis then,
9 on a weekly basis, with nine flights a week, we
10 would generate about 13 -- a little bit over
11 \$13,000 in revenue for the airport with nine
12 flights at an 80 percent load factor on 175 seats.
13 And we won't go any further.

14 MS. LIOTTA: Does that assume uncapped
15 availability for parking and rental cars? Isn't
16 that a limited resource at the airport?

17 MR. LUM: Rental cars aren't necessarily
18 limited, but parking would be. So, yeah,
19 parking -- parking would be --

20 MS. LIOTTA: That's going to top out at some
21 point.

22 MR. LUM: It's going to top out at some point.
23 But you're not the only airport with that problem.
24 I've got several client airports that are building
25 new parking facilities.

1 MS. LIOTTA: Do we have -- I don't know this.
2 Do you -- did anyone ever happen to mention to you
3 how many spaces we have for rental car kiosks?

4 MR. LUM: No.

5 MS. LIOTTA: So that'll top out, too.

6 MR. LUM: Well -- well, it -- the rental car
7 companies have the ability to keep bringing cars
8 in. So as they -- as the -- as the fleet gets
9 depleted, they just bring more cars in.

10 MS. LIOTTA: I think we've all been to an
11 airport where they said, Sorry, we're out of cars.

12 MR. LUM: Well, that -- that's true, but --
13 that's true, but it's not as much of a problem as
14 it was right after we came out of COVID. And if
15 you reserve a car in enough time, and people who
16 book airline tickets typically do book a car at the
17 time they book their airplane ticket, it -- it's
18 there.

19 CHAIRMAN OLSON: Yeah.

20 MS. LIOTTA: Theoretically.

21 MR. LUM: Theoretically. Theoretically, yes.

22 But it's -- it would be up to admin- -- it's
23 up to administration and staff to communicate with
24 the car rental companies and communicate between
25 the airline and car rental companies what demand

1 looks like.

2 I -- one of my airports is the airport in
3 Vail, Colorado. And we all know in 2021 how people
4 were flocking to Colorado. Denver was out of cars,
5 but Vail's staff was on top of it and they -- they
6 never ran out of cars in Vail.

7 MS. LIOTTA: So there'll be more
8 administrative work to support as they --

9 MR. LUM: Potentially.

10 MS. LIOTTA: Yeah, there's -- yeah, there'll
11 be more phone calls to make. So that will be a
12 factor as well. There'll be underlying costs and
13 time will go up a little bit, too. Okay.

14 CHAIRMAN OLSON: Mr. -- oh, is this the -- are
15 we in the middle of your presentation or are you
16 ready for other questions?

17 MR. LUM: I'm ready for other questions.

18 CHAIRMAN OLSON: Okay. I -- I was -- I've
19 been looking of course at Avelo and being very
20 amazed at how rapidly they've expanded into all
21 these markets and been able to have all the
22 equipment and personnel, pilots and everything, to
23 do that. Are they actually expanding at a faster
24 pace than we saw Breeze expand? Or how --

25 MR. LUM: I think Breeze expanded at a faster

1 pace than Avelo did.

2 CHAIRMAN OLSON: Okay.

3 MR. LUM: Yeah.

4 CHAIRMAN OLSON: Okay. So --

5 MR. LUM: Avelo has been much more controlled,
6 I think, than Breeze has been. They -- Breeze --
7 Avelo doesn't have nearly as many airplanes as
8 Breeze has.

9 CHAIRMAN OLSON: Okay.

10 MR. LUM: And Avelo doesn't have a huge order
11 book the way that Breeze has a huge order book.

12 CHAIRMAN OLSON: And it appears -- does it
13 appear to you that this is -- that they're looking
14 to St. Augustine as the place to serve the entire
15 Northeast Florida region?

16 MR. LUM: This will be their airport. They're
17 not going to go to Jacksonville --

18 CHAIRMAN OLSON: Okay.

19 MR. LUM: -- the way Frontier did.

20 CHAIRMAN OLSON: And because we've had some
21 delay in acting on an agreement, are we still in
22 the running?

23 MR. LUM: You are still in the running.

24 CHAIRMAN OLSON: Okay.

25 MR. LUM: But the longer we stretch this out,

1 the longer it's going to be before they show up.

2 CHAIRMAN OLSON: What is their preferred start
3 date?

4 MR. LUM: June 15th.

5 CHAIRMAN OLSON: June 15th. Okay. Thank you.
6 Other questions for Mr. Lum at this point?

7 (None.)

8 CHAIRMAN OLSON: Okay. Thank you, so much --

9 MR. LUM: You're welcome.

10 CHAIRMAN OLSON: -- for your presentation.

11 Let's see. We have -- I know Mr. Clarke has
12 done some work. Did you want to share any of your
13 calculations? You've done a -- gone through an
14 impressive amount of numbers, Mr. Clarke.

15 MR. CLARKE: Ready for the numbers.

16 Thank you, Mr. Lum and Mr. Roberts, for your
17 comments. I -- when I first heard of this plan, it
18 was presented as a no-cost contract. And as a
19 lifelong accountant and skeptic, I had never heard
20 of such a thing, and so I decided to -- I better
21 drill into the numbers a little bit and find out,
22 you know, what it really cost, the real economic
23 out-of-pocket costs.

24 And so I put together -- this is a -- I have
25 to tell you that -- the audience this. This will

1 be in the minutes, so you're welcome to look at it
2 and ask -- call me, call me directly with any
3 questions.

4 But this is very preliminary, and I would like
5 to get the assumptions in order to update that from
6 Mr. Lum and update this study, because I asked for
7 the -- the accounting person in the Authority to
8 give me an extract of all the transactions
9 occurring in fiscal year 2022, and that's the last
10 known. I wanted to look at the last known airline
11 that -- that we had a contract with and that was
12 Elite Air. And all of their activity occurred
13 within the fiscal year, so it was a -- it was a
14 good baseline to have.

15 And so what I did is I probably started with
16 about 28,000 transactions and I was able to boil it
17 down to the -- the accounts that are defined in the
18 Authority's accounting records as specifically
19 related airline employees -- or airline operations,
20 and then also some -- some other type of accounts
21 that are directly -- would be directly affected
22 like insurance. I even looked at depreciation.

23 And by the way, the -- since 1994, I got a
24 list of the fixed assets that the Authority's
25 invested in -- in equipment and buildings and

1 technology. Collectively it's somewhere in the
2 near \$17 million. And that's historic cost; that's
3 not replacement cost. So we have a substantial
4 investment in -- in the air terminal and the
5 ability to serve air. So that is -- that's a good
6 thing and we -- you know, all the assets are in
7 place.

8 But what I wanted to do is find out when Elite
9 flew in here, the airport employees provided the
10 ground handling services, and -- and so, I needed
11 to find out how much we actually spent out of
12 pocket.

13 So what I did, I was able to drill into the
14 numbers -- and by the way, Elite over a period from
15 November, I think it was November 19th of 2021
16 through June 26th of 2022, they had 52 arrivals and
17 departures. So there were 104 ops and 1,528
18 enplanements. So it was an average -- if you take
19 the average 104 flights coming and going, it's an
20 average of 15 passengers per plane. That's why
21 it's important to get your assumption.

22 So if Avelo is going to bring more traffic in,
23 then, you know, we need to dial the -- the benefits
24 into the analysis.

25 MR. LUM: Elite didn't know how to market and

1 Avelo is a marketing machine.

2 MR. CLARKE: Well, we tried to do that on your
3 behalf, you'll see in a minute when I get to that
4 part of the -- the analysis, and we tried very
5 hard, by the way.

6 But anyway, the -- what I did is looking at
7 the personnel records, and we hired -- we had at
8 least four employees that were directly involved in
9 providing ground handling services and we had nine
10 law enforcement officers and five first responders.
11 And of course we paid them through our payroll
12 system.

13 And I -- I calculated, I estimated that we
14 spent about 30 -- \$36,396 for those -- for that
15 period of time. And that was -- that was
16 out-of-pocket marginal cost that would not have
17 occurred -- you know, my criteria was it would
18 not -- it would not occur unless we had the airline
19 contract.

20 We had other operations -- another account
21 called Airline Operations Other. We had things
22 like drug screening, fingerprinting, preemployment
23 screening, wheelchair rental, that sort of thing.
24 It's directly related -- I would presume that would
25 have been for TSA, another \$14,682.

1 Of course there's electric service. The
2 airport, Florida Power & Light provides our power.
3 There are 42 accounts and 42 metering points on --
4 on the property. And I hope I got the right one
5 because it said the terminal related, but the --
6 during that period of time that we served the
7 airport, we spent \$11,733 in electric.

8 We have -- as Mr. Roberts mentioned, we have
9 an insurance policy, multiple risk coverages,
10 including one that specifically addresses aviation
11 ground operations, and that endorsement on our
12 policy is 50 -- the annual cost is \$58,447. And I
13 presume we're still paying for that even though we
14 haven't had air service since June 26th.

15 And then we had some public relations charges.
16 A couple of curious charges in there were for
17 American Express gift cards and a \$3,000 pledge to
18 Flagler College Athletics. I think that was
19 probably misposted. And I don't know about the
20 gift cards. They've been -- we've been audited. I
21 don't know what they were for, but again, a deeper
22 dive into this would reveal, you know, what those
23 \$13,610 in American Express gift cards was -- why
24 that was necessary.

25 We had another -- other charges to another

1 account called Airport, and that was for \$30,800
2 for consulting services from Volaire -- Volaire.

3 And then there's another account, and this
4 one -- this is where these -- characterizing
5 expenses as necessary or discretionary, these are
6 clearly discretionary, because this is where we
7 spent \$100,323 on advertising, digital ads, the
8 Elite marketing -- and those are the titles, those
9 are the descriptions that are contained within the
10 accounting system so it was obviously directly
11 related to Elite Airways -- photos, billboards,
12 radio ads, that kind of thing.

13 So that was -- there was another charge in
14 there for two -- two accounting -- it wasn't all
15 advertising, but there were two consulting firms in
16 there for a -- \$60,000 of that was for consulting.

17 And I included Customs and Border Patrol, but
18 I'm thinking that that may -- we may exclude that
19 because we're going to incur those costs anyway.
20 So they may -- may not be directly related to -- to
21 the provision of air service, although, you know,
22 it's peripherally related but not -- it's not
23 caused by that.

24 The -- the benefits were a little harder to
25 quantify because we didn't capture the direct

1 benefits like the -- the parking revenue or the
2 rental car that's re -- this was related to the
3 enplanements or the deplanements of the passengers
4 coming in and out of this airport. So, you know,
5 that's a little tougher to quantify.

6 But the bottom line is if we -- you know, our
7 discretionary costs that came to -- well, you'll
8 see this in the analysis. We had somewhere over a
9 hundred thousand dollars worth of discretionary,
10 out-of-pocket, real cash costs that were spent to
11 pursue 1,528 passengers.

12 And I just want to make -- make sure -- I did
13 this for -- so that we would go into this with our
14 eyes wide open. I think we need very careful
15 planning when we undertake this venture. I would
16 hope that we can get an airline in or I hope we can
17 get three of them in there. In fact that would
18 probably make it very easy. It wouldn't -- the
19 numbers would work out very well.

20 So, you can ask me any questions now or I
21 invite you to, you know, review this. And again,
22 it's a very preliminary study. I would like to see
23 it carried forward by -- by another third party and
24 more closely documented.

25 Because I have -- coming to meetings before,

1 I -- you know, before I came onto the board, the
2 assumption was that, well, we know this works but
3 we've never seen the numbers on paper. So, you
4 know, we can't prove it unless we -- unless we
5 document it. And that's the take I have on this.

6 CHAIRMAN OLSON: Okay.

7 MR. CLARKE: Any questions?

8 MS. LIOTTA: I have a question.

9 So, rough numbers here, just looking at last
10 year, expenses of -- you know, income of 165 and
11 change and expenses of 1.2 million and change, so
12 looking at these and understanding there might be
13 some minor adjustments here and there, that
14 basically meant the airport lost a million dollars
15 on scheduled service.

16 MR. CLARKE: Well, if you include --

17 CHAIRMAN OLSON: Well no --

18 MR. CLARKE: -- depreciation, depreciation is
19 a --

20 MS. LIOTTA: Okay. That was a big number. I
21 was like, what is that?

22 MR. CLARKE: Well, yeah, depreciation is -- of
23 course, you know, the concept is as you -- as
24 assets sit in the sun and the -- the salt air,
25 they're going to disintegrate over a period of

1 time.

2 And so, if we don't build into -- if we're
3 charging for -- you know, let's say we're running
4 an Cessna 150, we have to charge for -- put -- to
5 put enough aside in an account because when the
6 engine gets -- needs overhaul, we better have
7 \$35,000 in the account or otherwise we're going to
8 have to come out of pocket in the future.

9 MS. LIOTTA: Is there a --

10 MR. CLARKE: So that's the idea of
11 depreciation.

12 MS. LIOTTA: Is there a capital account
13 anywhere for replacement of this kind of equipment
14 that's on the field?

15 MR. CLARKE: No, not -- not specifically.
16 It's the accumulated depreciation in the account --

17 MS. LUDLOW: How did this --

18 MS. LIOTTA: So there's no cash reserves for
19 maintenance and replacement of this kind of
20 equipment?

21 MR. CLARKE: Not specifically designated for
22 that to my -- to my knowledge, no. I haven't seen
23 one on the -- one the liabilities side.

24 CHAIRMAN OLSON: Oh, Mr. Clarke, yes, I
25 have -- first off, I want to say I think the

1 numbers you pulled together are a really good
2 framework for us monitoring how the costs will look
3 and proceed versus the revenues of any other
4 carrier that we are able to bring in here.

5 But I do want to just observe that the big
6 expenses that was just, you know, alluded to,
7 the -- this is -- depreciation, a lot of it is the
8 building, the terminal building valued at -- and
9 improvements to it of \$16 million.

10 Those -- that depreciation proceeds and
11 appears as a noncash de- -- depreciation on our
12 books regardless of whether we have a carrier --
13 whether we do this deal with Avelo or not.

14 MR. CLARKE: That's correct.

15 MS. LIOTTA: Right. Yeah, so --

16 CHAIRMAN OLSON: Plus, I believe a lot of the
17 insurance costs, which are significant, are
18 insurance costs that the airport carries as a
19 matter of risk management generally and a lot of
20 that can't be allocated to the cost of hosting
21 Avelo.

22 MR. CLARKE: Well, that's why I characterized
23 it as nondiscretionary --

24 CHAIRMAN OLSON: Right.

25 MR. CLARKE: -- and that it exactly --

1 CHAIRMAN OLSON: Since it was mentioned, I
2 just wanted to make sure --

3 MS. LIOTTA: Well, I think that the insurance
4 could be considered discretionary. If there was a
5 third party providing ground handling, there would
6 be no need for us to carry that insurance. So --

7 CHAIRMAN OLSON: Well, some of these insurance
8 I understand from Mr. Roberts is already in place,
9 that we've already had it.

10 MS. LIOTTA: It's -- it's -- yes. I think
11 it's just a -- it's not a good assumption to say it
12 always must be there. It would -- has to be there
13 if we're doing ground handling. I think the
14 Authority can always make the business decision
15 under the framework of the MOU to have a third
16 party do it.

17 CHAIRMAN OLSON: Yeah.

18 MS. LIOTTA: We'd be --

19 CHAIRMAN OLSON: Right.

20 MS. LIOTTA: -- trading expenses there --

21 CHAIRMAN OLSON: Right.

22 MS. LIOTTA: -- because you have to pay the
23 third party, but I just, you know, want to clarify
24 that I think that's -- it needs to be there for now
25 if the Authority's personnel is going to be doing

1 the services.

2 CHAIRMAN OLSON: I think the other way we
3 really need to look at costs are, we are -- it's --
4 what's proposed is a partnering, really,
5 arrangement.

6 As we've heard, both parties are -- are making
7 a front-end commitment for this to work. And
8 there's a sizeable commitment, as I understand it,
9 being -- that would be made by Avelo, a big
10 investment to enter this Northeast Florida market.
11 They apparently are doing it very well in other
12 markets. They have the resources.

13 And I guess the only other thing is after
14 hearing the presentations, that this is a very
15 different proposal from what we saw with -- with
16 Elite, which is a very different carrier, a
17 small -- very small --

18 MS. LIOTTA: Well, I agree it looks like a
19 different deal because Avelo is not asking for us
20 to pay their hundred thousand dollars in marketing.

21 And just to circle back, I did a quick
22 calculation. Taking out the depreciation expense,
23 the other deal, which we are acknowledging is not
24 the same as what we're looking at right now, was
25 about 297,000 in costs for 165,000 in revenue. So

1 that's about 132,000 under water.

2 So I think it's relevant to look at these
3 things and make sure --

4 CHAIRMAN OLSON: Yeah.

5 MS. LIOTTA: -- that we're entering into deals
6 where we're eyes wide open and we have some ability
7 to cap costs and it not to just escalate as the
8 services grow because that's simply not
9 sustainable.

10 CHAIRMAN OLSON: Yes.

11 MS. LIOTTA: And, you know, we need to make
12 sure that the airport's managed with fiscal
13 responsibility. So I think we need to understand
14 what we're getting into and have a way that puts
15 some caps on things, some fences around things.

16 What's our op- -- you said our budget last
17 year was -- this year is like 5 million? So six
18 figure losses year over year over year is not a
19 good thing when you've got a relatively small
20 operating budget. And I think the -- from what I
21 understood from Commissioner Dean, the Visitors
22 Bureau has a budget four times the size of this
23 airport.

24 CHAIRMAN OLSON: Okay. Other --

25 MS. LIOTTA: To put things in context.

1 MR. CLARKE: I would just like to make one --

2 CHAIRMAN OLSON: Okay.

3 MR. CLARKE: -- one suggestion. You mentioned
4 the framework, and remember this was based on
5 historic, you know, observation. And what I would
6 propose to do is to use this framework and, you
7 know, work with Mr. Lum and Mr. Harvey and get the
8 assumptions as to what resources is the Authority
9 going to spend to service, you know, this -- the
10 new carrier? And -- and so that we go in it with
11 our eyes wide open and we have somewhat of an idea.

12 Because I -- I don't think there -- there may
13 not have been a -- at least the meetings I came to,
14 I didn't see a plan for all the marketing that was
15 done on behalf of Elite. But as Ms. Liotta
16 mentioned, I don't think we're obligated to do that
17 at this point. So that's a substantial --

18 CHAIRMAN OLSON: Okay. Just to be clear,
19 Mr. Roberts, we're looking for a indication of a --
20 I guess in order to proceed, we need a green light
21 from this board to make a presentation back or
22 to --

23 MR. ROBERTS: Proposal.

24 CHAIRMAN OLSON: -- present this back to
25 Avelo, or where are we?

1 MR. ROBERTS: Yes, sir. And Mr. Harvey has --

2 MR. HARVEY: Mr. Chairman, if I may.

3 CHAIRMAN OLSON: Oh, yes. Sorry.

4 MR. HARVEY: Just a couple of anecdotes here.

5 I did discuss with Mr. Clarke some of his
6 findings earlier today. And just for an FYI,
7 Board Member Clarke, this is usually based on
8 enplanements only, not -- it's not -- don't divide
9 by inbound and outbound. Even though it's still
10 not a big number, they would only be outbound
11 numbers that you would figure into that.

12 He also under -- and agreed with me that some
13 of his numbers that he utilized were annualized
14 versus specific to the seven months only. So some
15 of those numbers were annualized or stuffed into a
16 smaller time frame window. But he -- he
17 acknowledged that there were things still to work
18 on and he wanted to be -- go back and be able to do
19 that.

20 Some of these costs I believe are one-time
21 costs that we've incurred. Some of these were
22 upgrades to the facility, to parking equipment and
23 so forth. And by the way, we didn't -- we didn't
24 receive any parking revenues at all during Elite
25 because our equipment was -- was still in the

1 process of being -- I won't to say rehabilitated --
2 it was new equipment that was damaged in -- by
3 prior storms.

4 So there are many factors that do not show up
5 in these numbers the way they're presented
6 currently. And Mr. Clarke understood some of those
7 items. And it's not that he was ignoring that,
8 it's just I think time was of the essence for him
9 to -- to get some information out to you. But I
10 just wanted to make -- make you aware of those.

11 CHAIRMAN OLSON: Good. Thank you. Other
12 comments?

13 MS. LIOTTA: I have a few questions when we
14 get to it. I think it was a reference that,
15 Mr. Harvey, you had a presentation or a description
16 as to what the plan would be for how we would
17 meet --

18 MR. HARVEY: Well --

19 MS. LIOTTA: -- the service --

20 MR. HARVEY: I wasn't prepared for one, but,
21 you know, our staff is well seasoned in providing
22 ground services for airlines.

23 We don't have a -- I don't believe a -- out of
24 our entire staff, only one person has not provided
25 some sort of ground services over the past year if

1 not past decades at this airport. So we are very
2 familiar with multiple years of training through
3 different airlines' forms of training, which we --
4 which is required training.

5 It doesn't excuse us from not following all
6 the rules and regulations that are put forth
7 through -- through FAA to be able to meet those
8 standards. Whether it be ground security
9 coordinators to handling baggage, ticket, gate,
10 whatever it may be, we've -- we've had a very
11 seasoned group.

12 And by the way, we don't have turnover in
13 our -- in our staff, and there's a lot of reasons
14 for that, which should be obvious. But that being
15 said, we are very well prepared to handle any type
16 of aircraft from the CRJ900s and 200s to 737s.

17 MS. LIOTTA: Okay. Well, my concern is less
18 about today because we're I think under the
19 proposal. My understanding is Avelo would be
20 looking to start with one route. It wouldn't be
21 all nine routes all at once --

22 MR. LUM: That's --

23 MS. LIOTTA: -- is my understanding. So
24 that -- that's a good place to start. My concern
25 more is planning for the future, we don't

1 necessarily know if we'll get those additional
2 routes --

3 MR. HARVEY: Right.

4 MS. LIOTTA: -- we don't know how fast they'll
5 be -- they'll be added. And, you know, I -- it
6 would be nice to see some planning from the
7 staffing side since we'd be obligated to provide
8 those services --

9 MR. HARVEY: Yes, ma'am.

10 MS. LIOTTA: -- what are the full-time
11 equivalents that it takes? What's the plan for
12 bringing in the extra people when they're needed?
13 What's going to be that extra cost? Just the
14 basic, you know, business plan outlines of --

15 MR. HARVEY: If --

16 MS. LIOTTA: -- this is what we're going to
17 need to do as this grows. These are --

18 MR. HARVEY: Absolutely.

19 MS. LIOTTA: -- the identified extra resources
20 we're going to need so that we can plan to get
21 them.

22 MR. HARVEY: If I may, I could address. Even
23 in the short term, we're looking at nine flights
24 immediately within the first month of operations.

25 MS. LIOTTA: They're going to have all three

1 routes open within a month?

2 MR. LUM: That's what --

3 MR. HARVEY: The plan --

4 MR. LUM: -- they were proposing, yes.

5 MR. HARVEY: Yes. Now, that being said,
6 that's nine flights over the course of a week.
7 It's not in a day. I think at most, it would be
8 two in one day like on Fridays and Mondays. So,
9 you know, staff time on that is still very limited
10 for most of the week.

11 Generally, I -- we -- there's a couple of
12 individuals that are there an hour and a half prior
13 to -- to arrival. The balance of the personnel
14 show up anywhere from half an hour to 45 minutes
15 prior to arrival just so that they get everything
16 staged and prepared for the aircraft to come in.
17 It's turned in 30 minutes, it's out, staff goes
18 back to their normal jobs. So it's --

19 MS. LIOTTA: What's the normal window on that?

20 MR. HARVEY: 30 to 40 minutes for --

21 MS. LIOTTA: No. I mean for people showing up
22 early, people staying afterwards, what's the
23 maximum -- I know everyone isn't there full time.

24 MR. HARVEY: The longest -- the longest time
25 would be probably two and a half hours, two and a

1 half to three hours if the -- if everything is on
2 time. And that's really your ticket and gate
3 agents. So everything else --

4 MS. LIOTTA: Isn't that essentially a
5 full-time FTE right there?

6 MR. HARVEY: Not when you're only really
7 dealing with one flight a day, maybe two.

8 And again, our staff, there's -- since
9 everybody's cross-trained and knows how to provide
10 the services, we don't have conflict, we haven't in
11 the past, of having personnel ready to go, ready to
12 work. And as things progress, we -- we obviously
13 hire to fill positions going forward.

14 MS. LIOTTA: That was going to be my next
15 question.

16 MR. HARVEY: Yes.

17 MS. LIOTTA: What's the breaking point? When
18 do you need to bring in new people?

19 MR. HARVEY: That's kind of the -- I think a
20 feel at that point of what the airline's going to
21 do, what their plans are. They tend to not add
22 something immediately. They start selling tickets
23 90 days out so you can prepare for those -- those
24 additional flights coming in.

25 MS. LIOTTA: How often do -- with delays, you

1 might have people just sitting in the terminal.
2 You can't really say, oh, it's only going to be
3 three hours for a --

4 MR. HARVEY: And that -- and that --

5 MS. LIOTTA: -- for a plane because things
6 happen. So --

7 MR. HARVEY: Yeah, right.

8 MS. LIOTTA: -- do you have any sense of
9 what's the real average amount of time that it's
10 going to take?

11 MR. HARVEY: I don't think you can give a real
12 average time on that. That being said, in the past
13 there have been some provisions that they pay for
14 overtime, but up to a certain amount of dollar
15 figure, the airlines have in the past.

16 MS. LIOTTA: Do we -- was any of that -- do we
17 have any data on past enplanements, like how often
18 overtime ended up getting paid related to the
19 airline -- airline service?

20 MR. HARVEY: No, of course I don't today,
21 but --

22 MS. LIOTTA: Okay. No data.

23 MR. HARVEY: Yeah, right. I wasn't prepared
24 for this today. I didn't know it was going to be.
25 It wasn't -- wasn't on my agenda, I'm sorry.

1 MR. CLARKE: I'll bring us up to date because
2 I made a log of the -- the -- what they call a SIDA
3 block that stands for the time the security area is
4 active until it goes cold, which is 15 minutes
5 after wheels up. And I can -- and it looks like --
6 I didn't make the calculation, unfortunately, but
7 the average time appears to be an hour and 45
8 minutes --

9 MR. HARVEY: There you go.

10 MR. CLARKE: -- over -- over that 54 -- 54
11 days that Elite operated on. So I'll update that
12 analysis because I haven't --

13 MR. HARVEY: Yes, sir. Thank you.

14 And if I may, a few of the folks that work
15 that are part time. They're not full-time
16 employees. So they're not there accumulating the
17 same benefits that full-time employees are getting.
18 So it reduces the cost in that regard.

19 That's not really going to be refected in
20 Mr. Clarke's numbers, I don't believe, so that's
21 not a completely clear picture of -- of how it's
22 done.

23 MR. CLARKE: We'll make -- fill that in.

24 MR. HARVEY: Yes, sir. Okay.

25 MS. LIOTTA: Another question or two.

1 MR. HARVEY: Yes, ma'am.

2 MS. LIOTTA: The -- since we're dealing --
3 since we're working with our on-site staff, do we
4 have a sense of making sure we're not breaking into
5 overtime based on timing of the aircraft; i.e. are
6 all the flights happening during business hours?

7 MR. LUM: Yes.

8 MR. HARVEY: Yes, it is during business hours.

9 MS. LIOTTA: Okay. Because we're also --

10 MR. HARVEY: Correct.

11 MS. LIOTTA: You know, the area is changing in
12 character a bit --

13 MR. HARVEY: Absolutely.

14 MS. LIOTTA: -- and these are 737s and they
15 are loud, so these are bigger planes than normally
16 come in and out of this airport. So I think there
17 needs to be some sensitivity to the kind of traffic
18 that's coming in and out of here perhaps later.

19 MR. HARVEY: Absolutely. But 737s today are
20 not like they used to be. So they're pretty darn
21 quiet. We've got other air -- aircraft on this
22 field that would be as loud or probably much louder
23 than the 737-700 or 800.

24 MS. LIOTTA: Well, the Albatross certainly is.

25 CHAIRMAN OLSON: Ms. Cash-Chapman, you had a

1 question --

2 MS. CASH-CHAPMAN: I just --

3 CHAIRMAN OLSON: -- or a comment.

4 MS. CASH-CHAPMAN: I guess I'm just trying to
5 understand better.

6 When we're waiving all of these fees, I
7 understand that they're taking the risk to be here,
8 but quite frankly, we're taking a risk to bring
9 them in as well.

10 Isn't there a way that we can negotiate
11 something -- I just -- it doesn't sit right with me
12 that we're waiving all of these fees and it's going
13 to get added back to our passengers that are going
14 to have to make up that difference or we're going
15 to have to make up that difference.

16 Is there a way that we can maybe limit that,
17 like we'll waive it for the first two years and see
18 if this works for us and then integrate it back in?
19 Because if this is their airport and they're going
20 to stick with us, that's a -- that's a long-term
21 thing that we need to think about, that we're going
22 to waive all of these fees forever for them. I'm
23 not quite on board there. I don't really
24 understand it.

25 MR. ROBERTS: Yes, ma'am. And -- and there

1 was a little give and take on that exact issue.

2 And so, right now the -- to just incorporate
3 Mr. Olson's question, is where we are in the
4 ping pong of this is, this would be -- you know,
5 when we left it, they said send us a proposal,
6 right? Send us a proposal. And what we'll attach
7 to today's transcript with the court reporter is
8 these two things would be our proposal.

9 And the memorandum of understanding by its
10 terms is capped at two years and it attempts to
11 strike a balance between Avelo thinking the
12 economics of this service may be very thin. We
13 don't want to get in there and build up some
14 traffic and then the Authority pulls the rug out
15 from underneath us thinking they're going to
16 monetize this and make a bunch of money on this and
17 change our economic model.

18 So they're asking for some front-end certainty
19 to get the customer behavior changed, the route
20 patterns established, and -- and that's the
21 balance.

22 So the balance right now is about a 24-month
23 commitment, or alternatively it's proposed to be a
24 number of enplanements --

25 MS. CASH-CHAPMAN: Uh-huh.

1 MR. ROBERTS: -- which -- and I forget the
2 number. I think it was 650 turns. So whatever
3 happens first.

4 MS. CASH-CHAPMAN: Okay.

5 MR. ROBERTS: We either do 650 aircraft turns.
6 If they don't make a healthy pace to get there and
7 it stretches out, it would time out at 24 months.

8 And as with any agreement, the parties as you
9 go hopefully are talking and building a
10 relationship and -- and understanding the dynamics
11 of things. So there's always an opportunity for
12 parties to mutually adjust things and -- but that
13 is our offramp that way.

14 We -- we told them -- we proposed to tell them
15 that we will make that terminal a live terminal for
16 24 months for them to use and not for them to have
17 to go purchase those ground services. That -- that
18 is the bargain and that is our -- and that is our
19 skin in the game.

20 MS. LIOTTA: I have -- I understand that. I
21 did look at, and I apologize I didn't print it out
22 so it may be an older version, but I think it was,
23 one of the contracts there was a schedule of fees
24 and it all said waive, waive, waive, and then it
25 said under two years, after two -- after whatever

1 amount of time, it would go back to the fee
2 schedule, but the fee schedule says all waived. So
3 it's a little ambiguous what happens after two
4 years.

5 MR. ROBERTS: So this -- these waive -- in the
6 master services agreement, these fees would be
7 waived for the duration of the master services
8 agreement, but they do not address ground handling.
9 The ground --

10 MS. LIOTTA: Or it -- or it said something
11 like max two planes and then the other fees apply,
12 but there's no fees --

13 MR. ROBERTS: I'm sorry. So I know what
14 you're talking about. That was for overnight.

15 Should -- should Avelo have a pattern where
16 their last flight of the day they want to come in,
17 deplane, and leave a plane crew overnight, it -- it
18 is an attractive proposition potentially for them
19 to have an inexpensive place to park a 737
20 overnight.

21 So, under this -- actually, this MOU -- one of
22 the agreements, the deal is we have the space to
23 hold two 737s overnight without impacting beyond
24 the terminal. So we've told them if you want to
25 park something overnight, you can do up to two.

1 Regular charges would apply beyond two if that's --

2 MS. LIOTTA: Do we -- do we have a regular
3 charge defined?

4 MR. ROBERTS: It would be in a tariff.

5 MR. HARVEY: We do not. We have not come
6 across this in the past, so that would be something
7 that'd have to be established.

8 MS. LIOTTA: And when it says overnight,
9 what -- what is the end of overnight? Like I'm
10 just --

11 MR. ROBERTS: So it's defined as a -- an
12 arrival on one calendar day and a departure on a
13 subsequent calendar date --

14 MS. LIOTTA: So --

15 MR. ROBERTS: -- of the same aircraft.

16 MS. LIOTTA: -- in a scenario where we're, you
17 know, very successful and we end up like having
18 some other provider come in and want to use the
19 terminal let's say 9 a.m. and a 737 is still parked
20 there, don't we need some limits around when they
21 have to move the plane?

22 MR. ROBERTS: So --

23 MS. LIOTTA: Because it's not --

24 MR. ROBERTS: Yes.

25 MS. LIOTTA: -- such a big terminal you can

1 just line them all up. There's --

2 MR. ROBERTS: Right. So one of the beauties
3 of not having one of those contracts of adhesion
4 with a ground service agreement is that we retain
5 management of the terminal environment.

6 So we have the discretion to say at the end of
7 the day, with collaboration with the airline, we
8 can -- we're going to have to align slots
9 potentially, right, just the way a big airport does
10 where there may be competing carriers jockeying for
11 that 10:00 arrival time. And we are going to be --
12 have to be the fair and impartial referee of
13 allocating those slots and -- and other resources,
14 like the square footage footprint of a 737, and we
15 may need to move them down the runway.

16 MR. HARVEY: And --

17 MS. LIOTTA: Okay. As long as you think that
18 the paper gives us flexibility to say we're going
19 to need you to work with us and adjust here and
20 there, okay.

21 MR. HARVEY: If I may, Board Member Liotta, we
22 do have a space over there, by the way, to -- to
23 overnight two 737s and still have gate access. So
24 there -- there is room to do that.

25 MR. ROBERTS: And, Mr. Harvey, I forgot to

1 speak to it, but I think it would be helpful to
2 describe also in terms of an asset that we have are
3 the certifications that we hold, like our 19 --
4 Part 139 --

5 MR. HARVEY: Yes.

6 MR. ROBERTS: -- certification and our -- our
7 TSA certification and -- and what kind of
8 investment that reflects.

9 MR. HARVEY: Well, the -- the investment with
10 TSA, of course their services are that there's no
11 charge for their services in the terminal and
12 that's -- that's something that's provided by us
13 being a federalized airport. So it just comes with
14 the territory, so to speak. So that's no cost to
15 you.

16 MR. ROBERTS: But we have a certified
17 security --

18 MR. HARVEY: We do. We have a -- an approved
19 airport security plan that's TSA approved and FAA
20 approved to meet all of the specifications and the
21 requirements that -- that they require.

22 They're -- they're extensive. I know that's
23 a -- it's just a safety and security issue for
24 having 121 operations or potential 121 operations
25 on the field.

1 MS. LIOTTA: Okay. I heard of the 139, and in
2 my experience of working with businesses, there's
3 always a cost for compliance.

4 MR. HARVEY: There's a cost -- I'm sorry?

5 MS. LIOTTA: There's always a cost for
6 compliance. When you need to do training of your
7 people, put in certain facilities to meet whatever
8 requirements, there -- there's costs involved.

9 MR. HARVEY: I agree. And I've always viewed
10 that as a -- an enhancement otherwise to the -- to
11 users and tenants of the airport.

12 MS. LIOTTA: Yeah, I'm not disagreeing with
13 it --

14 MR. HARVEY: Yeah.

15 MS. LIOTTA: -- but I just think we should be
16 open and honest about what this investment really
17 is and what the cost is to the airport.

18 MR. HARVEY: It's -- it's not a great cost,
19 though, for training and so forth. It's -- it
20 really isn't.

21 MS. LIOTTA: I just don't know because --

22 MR. HARVEY: I understand.

23 MS. LIOTTA: -- I never have seen it
24 identified. But when someone tells me things don't
25 cost anything --

1 MR. HARVEY: No, there's all --

2 MS. LIOTTA: -- as a business owner, I'm
3 always a little bit wary of that.

4 MR. HARVEY: You're right. Just staff --
5 staff time is always a cost, absolutely.

6 MR. ROBERTS: So, yes --

7 MS. LUDLOW: So --

8 MR. ROBERTS: I'm sorry, Ms. Ludlow.

9 MS. LUDLOW: No -- excuse me, no. I was going
10 to say, is there a seat tax or is there a way to
11 help recoup some of the cost?

12 MR. ROBERTS: Presently there is a -- we do
13 not as an airport charge a passenger embarkation
14 head-per-capita thing. So that -- as a practical
15 matter, that gets stacked onto their ticket cost
16 and goes into their economics. So we -- we do not
17 impose a per capita like a tax or a --

18 MR. LUM: It's called a passenger facility
19 charge.

20 MR. HARVEY: PFC charge, that's correct.

21 MS. LUDLOW: Okay. Thank you.

22 MS. LIOTTA: So, longer term -- and my
23 understanding also is the way that this is being
24 discussed, this is not going to be a blueprint for
25 every carrier that wants to be here. Because if we

1 had three or four of these, there's -- there's no
2 way we could carry --

3 MR. ROBERTS: Right.

4 MS. LIOTTA: -- two years for every operator
5 that wanted to be here.

6 MR. ROBERTS: So we -- we addressed that in
7 the MOU and we are really speaking to the FAA when
8 we did that. And what we're telling the FAA is,
9 what's different about them?

10 Well, what's different is it's risky to go
11 into a new market and start up and we recognize
12 that risk and we are going to treat them a little
13 different, right? So, FAA, we're just telling you
14 we're going to treat them a little different
15 because they're willing to take a risk to come here
16 and start this. And -- and that was part of the
17 preamble of the MOU.

18 So -- such that if a piggyback carrier were to
19 show up and knock on the door and ask for the same
20 arrangements, there would be a basis potentially
21 for some differentiation between the carrier that
22 might come later and want to sort of piggyback on
23 the infrastructure and -- and the skin in the game
24 and the investment we're making for this one single
25 carrier.

1 So, all these -- you know, at any other
2 airport, the training you just addressed, and it's
3 a -- of course it's a real cost, the
4 certifications, all of these things, we presently
5 don't have five carriers to spread it over, right?

6 MS. LIOTTA: Right.

7 MR. ROBERTS: And so -- so that's part of what
8 the FAA should recognize, is that's our
9 contribution, and we're saying it might not be
10 economically sustainable for a carrier to come in
11 and try to carry all that load on one new startup
12 operation, and -- and so, that's the -- the mutual
13 risk that the two parties are taking.

14 MS. LIOTTA: Two followup questions.

15 One, let's say this is all sup- -- very very
16 successful, everybody's happy and we reach the max
17 turns and they want to stay here. You know, the
18 startup -- the honeymoon period is over. We need
19 to start recouping our costs at least.

20 MR. ROBERTS: Let's talk.

21 MS. LIOTTA: Is there -- is it built in there
22 or is it just the MOU terminates and we have to
23 kind of keep an eye on that ahead of time?

24 MR. ROBERTS: It's like -- it's like anything
25 else, it's -- it's this is as far as we can go and

1 six months before we get there, we should start
2 talking.

3 MS. LIOTTA: Okay.

4 MR. LUM: Can I make a point, Mr. Chairman?
5 And this might get to your concern about the
6 depreciation and the maintenance on the facility.

7 Once we hit 10,000 passengers, the FAA will
8 write us a check for a million dollars as part of
9 the Airport Improvement Program. That's money
10 we're not getting today.

11 MS. LIOTTA: Isn't that in a calendar year or
12 a budget year? We're not --

13 MR. LUM: Yeah.

14 MS. LIOTTA: It's not a total-total.

15 MR. LUM: Right. Right. But I calculated we
16 would need about 72 flights to get to 10,000
17 passengers at an 80 percent load factor.

18 MS. LIOTTA: So 80 percent full flights, 72 of
19 those on a 737?

20 MR. LUM: On a one -- on an average of about
21 175. So there are two kinds of 737s they fly, so
22 it's an average of 175 seats.

23 MS. LIOTTA: Is there any data from them on
24 what their load usually is for new routes?

25 MR. LUM: Yeah, I -- I can pull that data,

1 yes. Yeah, that data's available through probably
2 January.

3 MR. ROBERTS: So about 10,000.

4 MR. LUM: Hauling people to Florida these days
5 is -- is not difficult. It's easy to get people on
6 airplanes to come to Florida.

7 MR. ROBERTS: To put a super fine point on
8 that is that we presently as a GA airport are in
9 the \$250,000 grant range. So the incremental
10 del- -- delta -- difference would be an additional
11 750 net -- net growth to our budget for the grant
12 assurance that Mr. Lum is describing.

13 MS. LIOTTA: My second question, and this is
14 really a little off -- off the main road, again
15 assuming -- we're only talking about this deal, but
16 assuming, planning purposes, we get a second
17 airline who sees that this is successful, they want
18 to open up something in the northeast for -- to
19 here as well.

20 Do we have any analysis of what might be a
21 fair charge for them so we're not necessarily stuck
22 in a three-year --

23 MR. ROBERTS: Two.

24 MS. LIOTTA: -- I'm sorry --

25 MR. ROBERTS: Yes.

1 MS. LIOTTA: -- feels like three years --
2 three-month process talking to another carrier and
3 maybe have some of that homework done?

4 MR. ROBERTS: What I'm really thinking is that
5 with -- with Mr. Clarke's pencil and -- and eraser
6 and spreadsheets, we're gonna -- we're gonna learn
7 what those numbers are. And I -- I'd be honest,
8 I -- I don't feel like I really have that
9 congealed.

10 MS. LIOTTA: Okay.

11 MR. ROBERTS: But imagine the operational
12 experience we will have had and that Mr. Clarke
13 will have tracked and -- and specifically
14 attributed to this business center. I think you
15 would have a very informed concept when that new
16 carrier arrived. We -- we will know what our nut
17 is, as they say.

18 MR. LUM: Can I make another point?

19 One of my other clients is the airport in
20 Punta Gorda, and Allegiant has a base at
21 Punta Gorda. During the winter, during the peak
22 season, Allegiant bases 14 airplanes in Punta Gorda
23 with a similar deal to what -- what we're proposing
24 here.

25 And that is a perpetual deal. So airlines --

1 any airline flying to Punta Gorda pays nothing.
2 But they've got 14 airplanes where the passenger's
3 going through the terminal generating revenue for
4 the airport, and it's an extremely profitable
5 proposition for the airport to not charge Allegiant
6 anything.

7 That airport I think is probably going to
8 board about 800,000 passengers this year, and the
9 revenue those passengers generate from the airport
10 for parking, rental cars, and concessions more than
11 pays for the cost of providing the service to the
12 airline.

13 MS. LIOTTA: Do you have a rough guesstimate
14 on size comparison between Punta Gorda and
15 St. Augustine size-wise for the airport?

16 MR. LUM: Size-wise for the airport?

17 MS. LIOTTA: Like how big, how much square
18 footage -- like literally how big is the airport?

19 MR. LUM: Oh, yeah, yeah. No --

20 MS. LIOTTA: I don't even know where we --

21 MR. LUM: No, no. So --

22 MS. LIOTTA: -- could put 14 planes.

23 MR. LUM: -- Punta Gorda started with two
24 airplanes like what -- what Avelo's proposing, and
25 they've expanded the terminal out as Allegiant has

1 grown. And they're about to go into another growth
2 phase so Allegiant can bring more airplanes to
3 Punta Gorda.

4 MS. LIOTTA: So it sounds like they have more
5 airside space available for this kind of work. I
6 think --

7 MR. LUM: Yeah, yeah.

8 MS. LIOTTA: -- we're a little more rate
9 limited --

10 MR. HARVEY: Yeah --

11 MR. LUM: -- than Punta Gorda would be.

12 MR. HARVEY: -- I don't mean for it to come
13 off wrong, but they kind of had an advantage after
14 a hurricane years ago. They were essentially wiped
15 clean and got a fresh start. So they were able to
16 plan for, you know, a different way of setting up
17 their airport.

18 MR. LUM: And I think in this -- in their most
19 recent expansion that was previously done, I think
20 they -- they moved a flight school somewhere else
21 so they could put more concrete on the ramp for
22 Allegiant.

23 CHAIRMAN OLSON: Okay.

24 MR. ROBERTS: No --

25 CHAIRMAN OLSON: Did you have one more thing

1 to add?

2 MR. ROBERTS: No, sir, I'm good.

3 CHAIRMAN OLSON: Okay. Any other board
4 discussion before we go to public comment at this
5 point?

6 (None.)

7 CHAIRMAN OLSON: Okay. We have one request
8 for public comment. Mr. Liotta.

9 MR. LIOTTA: Matt Liotta, 93 Lake Mist,
10 St. Johns.

11 It sounds like the board is actually looking
12 at two different things here, as -- as I understand
13 it: An agreement as to whether they want Avelo to
14 come here, and then separately, how they're going
15 to take care of the ground services for Avelo.

16 I just want to start out by saying that if
17 that is indeed the case, I support Avelo coming
18 here. The grounds service is a whole different
19 matter. I like that Mr. Clarke started on a
20 financial analysis. I think you should actually
21 have one, and it's kind of crazy that all this time
22 has been put on getting a carrier here and there
23 isn't one.

24 But I think one of the things that has come up
25 from the last board meeting on this topic is this

1 whole discussion about that residents of
2 St. Johns County want airline service here. And I
3 don't doubt that in the least, but I also think
4 that there's a difference between airline service
5 for tourists and airline service for residents.

6 Residents want to go somewhere, and generally
7 that's through the hub and spoke system of -- of
8 the national air service. And tourists, you know,
9 it's a matter of trying to find places where you
10 can get people here easier. And I think we're --
11 we're really with Avelo talking a lot about
12 tourists.

13 And, you know, Commissioner Dean talked about
14 the value of tourism here, so there's certainly
15 economic benefit to it. But I just want to say
16 that if we end up bringing lots of tourists here
17 via this airline service, that's not going to make
18 the residents happy because that doesn't really
19 save them from driving to Jacksonville to go to,
20 you know, the cities that aren't served by Avelo.
21 So I think it's worth understanding the distinction
22 between the -- the two.

23 I mean, when we talked about the routes that
24 Avelo is proposing, there was like a top 30 list of
25 routes there. Those weren't on there. So

1 apparently where people are going from here is not
2 to those places.

3 The other thing I want to say is that it
4 seemed like at the last board meeting there was two
5 opposing viewpoints. There was a viewpoint that it
6 doesn't cost the airport anything to have their
7 staff do two jobs, and then there was another
8 viewpoint that doing two jobs is worthy of the
9 extra compensation.

10 I've got to say I agree with Kevin. You know,
11 if you're doing two jobs, you should get paid for
12 it. And I think this idea of forcing the airport
13 staff to do two jobs and not get paid extra for it
14 doesn't make any sense to me. We should figure out
15 how much it costs and we should compensate them
16 appropriately for the work they do.

17 Finally, I'd like to talk about planning for
18 success. That was brought up a little bit. You
19 know, if we're going to have an airline and we want
20 them to be successful, what are you going to do
21 when they are successful? How do you have in place
22 plans to actually do that?

23 You know, there was -- you know, it's one
24 thing to have a plan and think it's good, but what
25 happens when things go faster than you planned?

1 There was this two-year thing versus 650
2 enplanements. What if they start bringing more
3 planes? Maybe the 650 number's a better way to go
4 than two years. That way if it's more successful,
5 right? Can you manage you make a plan to, you
6 know, invade Iraq and get Baghdad in 90 days and
7 then it turns out you're there in three days,
8 right? You've got to plan for success.

9 And then, you know, the last thing I'd say is
10 that there's a lot of freebies here. Even if you
11 don't provide free ground services, you're not
12 charging them a flowage fee, you're not charging
13 them anything for using this airport. Other air
14 carriers would like that same approach, and I think
15 that if you're doing it for one air carrier, you've
16 got to do it for all the air carriers. Thank you.

17 CHAIRMAN OLSON: Okay. Let's see. Again, the
18 action that we would be taking would be to --

19 MR. ROBERTS: Would be to permit Mr. Lum to
20 convey these two proposals to Avelo with the
21 confidence that the board has agreed to propose
22 these to Avelo as a term of service.

23 CHAIRMAN OLSON: Okay. Do we have a motion
24 for that?

25 MS. LIOTTA: Well, before we get into it, I

1 guess maybe I'd like to ask one question to -- to
2 Mr. Clarke. And I hate to put you on the spot, but
3 you're our financial expert.

4 Do you have a -- would you recommend this for
5 us, or would you -- or is there information you
6 don't have that you think you need?

7 MR. CLARKE: I think if Mr. Lum pro --
8 provides the information, the assumptions with
9 respect to the parking and the -- the rental car
10 royalties, if we could -- you know, I think we
11 could make it work. Just my -- off the top of my
12 head, it seems like it's feasible.

13 I would like to see the numbers conceptually.
14 I -- I like the idea, but I also like -- appreciate
15 Mr. Liotta's comment about maybe using the 650
16 threshold before we -- you know, because we -- if
17 we are successful, we can be damned with success
18 and not be able to keep up. That's -- that's a
19 large concern, too, is --

20 MS. LIOTTA: Yeah, I think --

21 MR. CLARKE: -- not -- not being prepared.

22 MS. LIOTTA: Yeah, it's -- the way it's
23 written, I think it terminates in two years or 650
24 turns, whichever happens first.

25 MR. CLARKE: Right.

1 MS. LIOTTA: But if those two -- I'm sorry,
2 650. If those turns happen faster than anyone
3 anticipated, we'll need to be aware of that and get
4 ahead of it.

5 MR. LUM: Right.

6 MR. CLARKE: I mean, I'm -- like I said, I'm
7 conceptually uncomfortable. I'll be more
8 comfortable once I see the numbers. You know, I
9 could -- I could turn this around I believe working
10 with Mr. Lum and Mr. Harvey, you know, in a couple
11 of days if that's -- you know, if that's
12 acceptable, and we can look at the numbers and see
13 what there -- see what 450-some flights a year,
14 what -- what kind of revenue that's going to
15 generate for parking.

16 I think the -- the other comment that
17 Mr. Roberts made is having a separate business line
18 makes perfect sense. We need to track these costs
19 very closely. And, you know, there's an old saying
20 in my profession, if you don't measure it, you
21 can't manage it. And so, we have to measure
22 everything. And so that just goes without saying.

23 But if that's okay, I'd be favorable to, you
24 know, accept it pending, you know, an updated
25 analysis and, you know, make sure we're comfortable

1 with that, if that's -- if you think that would
2 be --

3 MR. ROBERTS: Well, I think just in terms of
4 the logistics, I -- they may well have a
5 counterproposal, right? So, this -- this, we've
6 had an informal dialogue, but as of today's date,
7 Avelo has not had any commitment from the board to
8 rely upon, is how I think they would fairly state
9 it.

10 And so -- so what I think they're looking for
11 in the short term is, they want to start selling
12 tickets, do you have a proposal? And so, this
13 is -- I -- I would be surprised if they signed it
14 and sent it back. Maybe they will. Who knows?
15 But this is probably the first part of a dialogue
16 with them.

17 So in terms of the logistics, I think it would
18 be desirable to -- if the -- if the board were
19 comfortable with this concept, that -- the
20 concept's not going to change much. The deal --
21 the essential deal isn't going to change much.

22 We're certainly not going to write a check,
23 right? So we're -- we've gone as low as we can go,
24 right? So we're not going to write checks directly
25 to the carrier. So there's no -- there's no

1 monetary counterproposal on their part.

2 And so, the -- the notion of this structure
3 was, we have a period of time to develop these
4 answers ourselves as this process goes, but I
5 think -- my sense and Mr. Lum could probably speak
6 to it better -- is that there's a real timeliness
7 issue because for better or worse, the -- the first
8 time the board entertained this service proposal
9 was -- was kind of at the eleventh hour for them.

10 And so, there -- there is a sense of need for
11 some reciprocated commitment, I -- I think is a
12 fair way of what Avelo would be looking for.

13 Mr. -- Mr. Lum has got --

14 CHAIRMAN OLSON: Okay.

15 MR. ROBERTS: -- the pulse of Avelo better
16 than I do.

17 CHAIRMAN OLSON: Okay. Let's see. Well, I've
18 asked if there's someone that wants to make the
19 motion. I will make the motion.

20 MS. LUDLOW: I'd like to say one thing first.
21 It looks like we're trying to make a motion and
22 pass something that we don't have all the data. It
23 looks to me like we need more data coming in before
24 we pass and approve.

25 CHAIRMAN OLSON: Well, I mean, we have -- we

1 three -- three checks on there.

2 CHAIRMAN OLSON: I don't have --

3 MR. HAY: I handed it to Ms. Cindy --

4 CHAIRMAN OLSON: You're Mr. Hay?

5 MR. HAY: I am.

6 CHAIRMAN OLSON: Oh, you're down for executive
7 director position and public comment at the end,
8 but --

9 MR. HAY: There should have been one for
10 airline, too. If that's my mistake, then I'll sit
11 down.

12 CHAIRMAN OLSON: Okay. Go ahead. Come --
13 come forward, please.

14 MR. HAY: My name is Bill Hay. I'm a tenant
15 here on the airport.

16 I'm hearing, all of you are hearing something
17 that we heard in Washington just a few years ago.
18 You -- you're begging for motions from the floor.
19 I'm hearing flashbacks of, we've got to pass this
20 in order to know what's in it. We're hearing
21 people saying, we're not going to write checks, but
22 we're making commitments. Are commitments not
23 essentially checks of our loyalty or our ethics and
24 everything else that's involved with bringing an
25 airline here?

1 The facts are on here. Three out of ten stars
2 for Avelo on Pilots.com. Tripmaster, 3.3 out of 10
3 for Avelo. We're offering up our concrete to
4 someone who's going to take our money, get our free
5 giveaways, and probably not being here very long.

6 If you remember when the news broke that the
7 director was working on getting another airline
8 here, if you read down, First Coast News, News4Jax,
9 whatever 47 is, in the comments section, people
10 were saying, well, that's great, but they have
11 never go anywhere I want to go.

12 If you look at the cabbage that you were sold
13 over here in slides, Atlanta wasn't there, Dallas
14 wasn't there, Miami wasn't there, Chicago wasn't
15 there. People want to use the hubs. If they're
16 going to leave St. Augustine and go somewhere,
17 they're going to transfer planes in Atlanta or
18 Chicago or Dallas or Miami. We're selling them
19 seats to places they don't want to go. And he's
20 right, we're bringing tourists in because everybody
21 wants to come to St. Augustine, but we're on the
22 hook for that. We're giving away free services.

23 St. Augustine Airport needs to understand that
24 they are a general aviation airport. I don't know
25 who's going to get a bronze plaque on a terminal

1 somewhere that says, I was on the board when we
2 brought an airline here, because there's no reason
3 for an airline here.

4 135s would do better here. Something like
5 Vintage Props and Jets would do better here. Up
6 would do better here. Leave the 121s for Atlanta
7 and Miami and Orlando. I'm still going to drive to
8 Jacksonville.

9 90 percent of the people that live in
10 St. Augustine are going to drive to Jacksonville or
11 Orlando. They're not going to come here and worry
12 about parking problems. They're not going to come
13 here and worry about an airline that gets a three
14 out of ten even showing up with a plane.

15 Table the idea of an airline for a while. You
16 guys are a team of surgeons. You've got a patient
17 on the table. You've got lawsuits to deal with.
18 You've got hangars to build. You've got a whole
19 lot of other stuff to be concerned about. You've
20 got an executive director search going on. Other
21 than an airline. If this airline doesn't want to
22 wait, another one will come along. Thank you.

23 CHAIRMAN OLSON: Okay. Now, I mentioned
24 before I am ready to make the motion myself to
25 advance the proposal of this that's been worked out

1 by Mr. Roberts back to Avelo. So I make that
2 motion.

3 MS. LUDLOW: I second the motion.

4 CHAIRMAN OLSON: Okay. Motion made and
5 seconded by Ms. Ludlow. So calling for a voice
6 vote. Ms. Cash-Chapman, going alphabetically?

7 MS. CASH-CHAPMAN: My vote is no right now.

8 CHAIRMAN OLSON: Mr. Clarke?

9 MR. CLARKE: Nay.

10 CHAIRMAN OLSON: Ms. Liotta?

11 MS. LIOTTA: No.

12 CHAIRMAN OLSON: Ms. Ludlow?

13 MS. LUDLOW: I don't need to. We have enough.

14 CHAIRMAN OLSON: Well, we need to register how
15 we feel about this --

16 MS. LUDLOW: I --

17 CHAIRMAN OLSON: -- opportunity.

18 MS. LUDLOW: I seconded, so I said yes.

19 CHAIRMAN OLSON: Okay. I vote yes, also.

20 I feel that the vote -- a vote yes is a vote
21 to provide air services that are no long -- not now
22 available to our -- our local users of
23 transportation.

24 We are a transportation facility. We provide
25 air -- access to the air. And -- to have the

1 ability to -- an option to have access to the air
2 at very competitive prices without driving almost
3 to Georgia to -- to have those -- have that
4 transportation opportunity, I feel is very
5 important to our -- to our citizens and to the
6 region we serve. So I vote of course yes, also,
7 and so the motion is defeated.

8 MS. CASH-CHAPMAN: I do just want to say I'm
9 not against having an airline. I just don't know
10 if this particular airline and the routes are the
11 best for us right now.

12 So I just -- I don't want it to sound like I
13 voted against this, I'm anti-airline. I'm not by
14 any means. But when we do this, we need to do this
15 when it's right for us and when it's right for our
16 county.

17 And I think that taking into consideration the
18 public comments that have come forward is extremely
19 important because those are the people that put us
20 in these seats as well.

21 And so, I just -- I don't want it to sound
22 like we're all saying, absolutely no air services.
23 I think what we're saying is, this isn't right for
24 us just yet. And -- and there are plenty of
25 airlines out there and -- and we can revisit this

1 at another time. I just don't know that this is
2 right for us at this time.

3 (Ms. Ludlow exits the room.)

4 MS. LIOTTA: I think a couple of issues.

5 Again, I'm -- I don't really even necessarily
6 have a problem with Avelo per se or bringing
7 tourists in. I do think it's a very important
8 distinction that our community wants to be able to
9 go places and use this airport. And that's a
10 distinction I think that's been lost in a lot of
11 the conversations.

12 When I was campaigning, I did speak with a lot
13 of citizens who were very -- who brought up the
14 scheduled service. And they always said it in the
15 context of, I want to be able to go places without
16 having to drive to Jacksonville, or sometimes I
17 even have to drive to Orlando and I would like to
18 be able to use the -- my neighborhood airport
19 because I see you guys can get the scheduled
20 service in. Get it in here so I can use it as a
21 member of the community.

22 MS. CASH-CHAPMAN: Uh-huh.

23 MS. LIOTTA: And so I think it's a distinction
24 that with a very big difference with airlines that
25 are bringing in -- you know, coming from

1 Wilmington, Delaware, I don't -- that's -- that's
2 tourism-related, and that's not necessarily bad,
3 but it's -- I don't necessarily think that when our
4 constituents say we want scheduled service, what
5 exactly it is they are thinking of, what their
6 priorities are.

7 (Ms. Ludlow reenters the room.)

8 MS. LIOTTA: It's not -- it's painting with
9 too broad a brush to say all scheduled service is
10 the same as far as what the people of St. Augustine
11 want.

12 And, you know, my follow-up would be, I don't
13 think we have to vote no on this today. What
14 happened was both of those air -- both of those
15 agreements were presented as a package. They rose
16 and they fell together.

17 It doesn't have to be that way. If there's a
18 motion to give them the -- the first agreement
19 where they could come here and we waive the fees,
20 we can do that and I would support that.

21 But also, to put us in the situation where
22 we're providing two years or 650 turns of ground
23 service where we don't even fully understand the
24 cost, we don't fully understand the HR implications
25 that it may have, we don't have the contingency

1 planning of what happens if there's wild success
2 and we have to ramp this up and then if it is
3 successful, that's going to put on the radar of
4 other carriers, and then there is the -- the FAA
5 risk of them disagreeing that this is something
6 that can only be -- an agreement that can only be
7 given to Avelo. And in that situation, if it was
8 found to be something that we had to offer all --
9 all airlines, that would be a huge financial
10 burden.

11 So there is some risk there. I don't know to
12 what extent. But I think that that is also a risk
13 of offering a ground services subsidy. And that's
14 what it is, it's a subsidy. And some subsidies can
15 be fine to help an airline start up, but I don't
16 think we truly understand the metes and bounds of
17 that subsidy or what is in for our operation, why
18 I'm struggling really hard with it and can't quite
19 get there today.

20 And we can continue to look at it. I
21 understand there's timing issues. I would -- I
22 would encourage us as a group and staff to see if
23 we can get a little bit more information to try to
24 understand this and have some -- some more of a
25 real business plan kind of plan like this is --

1 this what the implications are in these scenarios
2 so that we'll know what it means if we have to
3 bring on more staff. What is the -- what is that
4 going to look like if we have to do it, so we can
5 know what we're getting into if we vote yes.

6 MR. CLARKE: Would you -- would you be an
7 advocate of signing one agreement, like the MOU
8 first and then --

9 MS. LIOTTA: Not the MOU, the other one.

10 MR. CLARKE: The other one?

11 MS. LIOTTA: The --

12 MR. CLARKE: Sign the other one first and
13 then --

14 MS. LIOTTA: Yeah, the ground services one I
15 think is the one that has a lot of unknowns in it
16 and it's I find --

17 MR. CLARKE: Personally I would like a little
18 bit more time to analyze the -- the new
19 assumptions. I'd be -- I would be in favor of
20 that, if -- if we can bifurcate those two
21 agreements. The other...

22 CHAIRMAN OLSON: Mr. Roberts, what's the
23 implication in the -- in exchanges or the
24 advancement of this opportunity with acting on one
25 of these without the other? Or do they really go

1 together and they really can't be separated?

2 MR. ROBERTS: So they can be separated
3 conceptually. For a lot of reasons, this would be
4 a beneficial thing. Avelo could sign this with no
5 risk or commitment to it, right? I don't know that
6 they would, but they could.

7 And -- and so, for a lot of reasons, that
8 would be a desirable thing, to get one off the
9 table. And -- and everything you could get off the
10 table and have everything that remains be more
11 focused would be great.

12 So, madam court reporter, this is -- what's
13 being discussed is the proposal that's styled
14 Airport Charges and Operating Agreement, Version --
15 March 27, 2023, Version 32, would be the -- the
16 proposal to make.

17 CHAIRMAN OLSON: And that's what you
18 characterized in your presentation as the master
19 services agreement.

20 MR. ROBERTS: Yes, sir.

21 CHAIRMAN OLSON: Okay.

22 MS. LIOTTA: Yeah, and I think that one, it
23 does have -- it's no -- no cost, no risk. So I
24 think that sends a good message.

25 And I believe we talked about getting some

1 additional information from Avelo about what their
2 volume is, especially on early flights, which
3 would -- could help us with the business planning
4 of how quickly might we need to assume our ramp-up.
5 We may need to ramp up ground service supports for
6 the MOU.

7 So I think we could take the opportunity to
8 get some more data both from our staff and from
9 Avelo to get our arms around this a little bit more
10 on the subsidy side.

11 CHAIRMAN OLSON: Is there a motion to act
12 separately on the master services agreement as
13 specifically referred to by Mr. Roberts?

14 MR. CLARKE: I'll make that motion.

15 MS. LIOTTA: I'll second.

16 CHAIRMAN OLSON: Motion made and seconded to
17 advance the master services agreement. I'm going
18 to take a voice vote again. Ms. Cash-Chapman?

19 MS. CASH-CHAPMAN: I vote yes.

20 CHAIRMAN OLSON: Mr. Clarke?

21 MR. CLARKE: Aye.

22 CHAIRMAN OLSON: Ms. Liotta?

23 MS. LIOTTA: Yes.

24 CHAIRMAN OLSON: Ms. Ludlow?

25 MS. LUDLOW: Aye.

1 CHAIRMAN OLSON: And I also vote yes on that.
2 Okay. That motion is carried.

3 What would we need to -- in order to be in
4 communication as we advance that to Avelo, we need
5 to be able to have -- say something else with it.

6 MR. ROBERTS: I would -- I would maybe solicit
7 from Mr. Lum what -- he would probably have the
8 better pulse of what Avelo's window of opportunity
9 is and how soon we would need to turn around a --
10 or not, the -- an agreement that addresses ground
11 handling services in some way.

12 Do you have a sense of how -- for the deal to
13 work this season, I'm going to call it this season,
14 how soon would we need to follow up with a revised
15 ground handling agreement?

16 MR. LUM: I don't think June 15th is -- they
17 don't have to start on June 15th. They could start
18 on July 15th, August 15th, September 15th.
19 Although, the further we get into the off season
20 and away from the peak season, it's -- it's going
21 to make their business case more difficult. But I
22 would suggest that I get together with Mr. Clarke
23 and work on the -- both the revenue analysis and
24 the cost analysis.

25 And, guys, I think what we're going to find

1 here is this is going to be a profit center for the
2 airport if it -- if we go through with it. It's
3 going to be a profit center for the airport.

4 And what I'll say about people in
5 St. Augustine using the service versus just
6 bringing tourists in, when Frontier was here, about
7 40 percent of the people on Frontier flights were
8 residents of this area. So it wasn't a hundred
9 percent inflow, it was about 60 percent inflow and
10 about 40 percent outflow.

11 So Frontier served from -- served -- served
12 some obscure destinations like Trenton, New Jersey.
13 And, you know, people that wanted to go to the
14 Philadelphia metro area went to Trenton, just like
15 they would go to Wilmington if they want to go to
16 Philadelphia.

17 We don't have any data for a place like
18 New Haven, Connecticut, but New Haven, Connecticut
19 where Avelo wants to fly, you know, serves a pretty
20 broad market area stretching from the New York City
21 suburbs in Connecticut up to the Boston suburbs.

22 CHAIRMAN OLSON: Okay. Just to add on to what
23 Mr. Lum just said, I ended up being -- with the
24 news of what is being proposed here, ended up in a
25 conversation last week with someone that was very

1 excited about the New Haven as an access into
2 New York City.

3 Apparently the trains run very frequently into
4 Manhattan from New Haven and it's a short train
5 ride, and they said well, that -- you know, that's
6 another -- that's a great way to get into the
7 New York area.

8 Also, aren't -- I believe the
9 Raleigh-Durham -- well, I know New Haven, other --
10 other Avelo flights go into some of these cities,
11 so --

12 MR. LUM: Yeah.

13 CHAIRMAN OLSON: -- there is for example, RDU,
14 there's an opportunity to use RDU I assume as a --
15 as a connection if it can work out, if you're not
16 destined to be in that area.

17 MR. LUM: They would be few and far between,
18 but the opportunity's there.

19 CHAIRMAN OLSON: Yeah. Okay. So, I believe
20 we're at the end of this item; is that correct? So
21 we can move on.

22 EXECUTIVE DIRECTOR POSITION

23 CHAIRMAN OLSON: Okay. Next item is executive
24 director position and we have -- Ms. Liotta, did
25 you want to mention anything about this?

1 MS. LIOTTA: Yes, we -- I think that I have
2 unfortunate news, which is that the offer -- that
3 Jerry Brienza declined the offer that was sent to
4 him by the board. And so, at this point, we need
5 to make a decision on what the next step is.

6 And as I see it, there are really two
7 high-level options, two paths to go down. One, a
8 whole new search, unknown how long that will take,
9 what that will cost. So, that -- that's a question
10 mark.

11 The -- I think the cost, based on what my
12 recollection is of prior board meetings, is about
13 \$40,000 and probably at least a couple of months.
14 I don't know how fast they can move, but I'm
15 assuming two-plus months.

16 The other option is for the board to make an
17 offer -- in my -- in my view, the second option is
18 for the board to make an offer to Sam Carver, who
19 was the close second on -- in consideration. And
20 we've done the work of putting together an offer,
21 so we could potentially make him the same offer and
22 get that out immediately.

23 MS. CASH-CHAPMAN: If I -- if I could just say
24 something.

25 So I spoke with -- sorry. I spoke with

1 Mr. Brienza and it became really clear to me when
2 we spoke that we as a board convinced him not to
3 take this job.

4 And I'm sure there was no malicious intent,
5 but according to him, it was based on individual
6 conversations that board members had with him as
7 well as the introduction of additional meetings and
8 committees that he felt he should be responsible
9 for doing -- or developing and reporting back to
10 us. He was left wondering when we would allow him
11 to do his job if we tied him up in meetings with us
12 so frequently.

13 I'm going to refrain from using the adjectives
14 that I was told other board members used to
15 describe us. The fact that numerous board members
16 called him repeatedly during the interview process
17 instead of utilizing the interview and follow-up
18 advantages that we had shows any candidate that we
19 as a board do not know how to go through an
20 interview process appropriately and borderline
21 abused the privilege of having his personal
22 information.

23 Additionally, a board member or some board
24 members mentioned, and I quote, a rich tenant on
25 the airport, stating that if you don't stay on his

1 good side, you won't last long here. And I am both
2 embarrassed and I am disgraced by this comment.
3 Insinuating that any person has a hold on this
4 airport or this board is wildly inappropriate and,
5 more importantly, inaccurate.

6 At this point, we have a current executive
7 director on administrative leave after years of
8 work here and we have a candidate that specifically
9 told us in his interview we are his dream location
10 and his dream job, turn us down.

11 Guys, this is an "us" problem, it's not a
12 "them" problem right now. I think that it is time
13 that we let the dust settle for a little bit. I
14 think that we need to wait at the very least a year
15 before we move forward with a new search.

16 At this point, if we move forward now, we risk
17 the candidate pool being very similar to what it
18 was just a few months ago. And quite frankly,
19 we're not very desirable right now.

20 In saying that, I think that the job of an
21 interim director is to keep the daily operations of
22 this airport running smoothly. I think that
23 Mr. Harvey has done and continues to do this.

24 It's no secret that he knows the airport
25 better than anyone else and the staff know and

1 trust him. It makes the most sense to keep him in
2 the interim role until the next executive director
3 is brought on board.

4 It doesn't make any sense to try to bring in a
5 new interim director because, number one,
6 Mr. Harvey is doing the job and he's doing it well;
7 and, number two, we'd still be relying on him to
8 train a new interim and then train a new executive
9 director in two years. That's a waste of our time
10 and our resources.

11 Bringing someone in will send a very clear
12 message to our staff that we don't think that
13 Mr. Harvey is capable of the job when evidence
14 proves otherwise. Breaking the trust any more than
15 we already have with the staff will leave us with a
16 weak morale at best and potentially without a staff
17 at all.

18 It's time that we put our personal feelings
19 aside and we focus on the greater good of this
20 airport. We need to focus on what we're doing well
21 and I think we have a lot of things that we're
22 doing well.

23 But I recommend that we keep Mr. Harvey on in
24 an interim executive director position with the
25 conditions of Mr. Brienza's offer, minus the

1 relocation payment, with the potential to have him
2 step into an assistant executive director position
3 upon the successful conclusion of the executive
4 director search.

5 CHAIRMAN OLSON: Okay. Thank you. Other
6 comments?

7 I have -- I have also -- not as detailed a
8 feedback as we just heard, but I also got -- talked
9 with Mr. Brienza after he had sent his letter
10 declining.

11 I had not talked to him since he was here
12 on-site and I was also very interested in knowing
13 why he had been enthusiastic, very enthusiastic
14 about the airport, about the community, about the
15 idea of coming and -- and taking this job, and why
16 the salary that -- that Ms. Liotta had worked out
17 with him was acceptable to him. It was not a
18 salary thing. And it appeared to me the same way
19 that it appeared to Ms. Cash-Chapman, that this was
20 a recruitment that we lost, and we lost it in the
21 site visits and the interaction with the board.

22 I had called him on the premise or the
23 possibility of being able to just press him, is
24 there anything -- anything we can do that might
25 turn this around, and after a conversation with

1 him, I realized that was not the case, that we were
2 just simply not for him and for the -- the theme of
3 the reasons that Ms. Cash-Chapman has just
4 expressed. So I also was going to urge that we not
5 immediately rekindle a search.

6 I think one of the other things that hurt
7 our -- us was in addition to the -- the feedback we
8 just heard, was that we were ill-advised by ADK on
9 the matter of a contract, that a contract was not a
10 common thing to engage a executive director of an
11 authority-directed airport. That is simply not the
12 case.

13 I think it hurt us and we should -- we should
14 not have been advised or told that information as a
15 guidance for us to go forward. It ended up in a
16 very brief at-will themed employment letter coupled
17 with the other concerns that our candidate picked
18 up.

19 So again, I -- I also believe that we need a
20 space of time before we remount a search. I think
21 we should in the long term look for someone of the
22 caliber that Mr. Brienza presented. I'm not sure
23 whether we need to wait a year, but I think we do
24 need to just have a break time and reflect on how
25 we have -- how we relate to our director and our

1 staff.

2 And -- and I guess my last input on that
3 matter is that I -- I think it would be really good
4 if we all went and individually sought out a -- it
5 could be a Florida airport -- there are 20 airports
6 in Florida that are -- where the airport operations
7 are overseen by an authority board, either
8 appointed or elected.

9 I would urge each of us to go and sit down
10 and -- and spend time visiting with either the
11 director or a member of one of those boards to just
12 ask about what is a successful way that a board
13 relates to its -- its director and get an idea of
14 how that works in other airports, because it's very
15 successful and -- and these airports are doing well
16 and these directors are there for a long time.

17 So anyway, that's my thought. Again, I urge
18 that we postpone any actions other than to go
19 forward with our interim director at this point.

20 MR. CLARKE: I have a question. I'm not
21 opposed to that, but I'd like to hear from Kevin.
22 I mean, if he -- if he's overwhelmed, then Kevin
23 needs help if he's going to remain as the interim
24 director. I'm guessing, but you tell us what your
25 needs are.

1 MR. HARVEY: I don't believe I ever commented
2 that I was overwhelmed, first of all.

3 MR. CLARKE: Well, I mean, your --

4 MR. HARVEY: All I commented on was that at
5 the present time, I was doing multiple -- two jobs
6 essentially.

7 MR. CLARKE: How long can you sustain that
8 level of activity wearing those two hats?

9 MR. HARVEY: In the last two weeks, I've
10 already divested myself of a few of my duties as
11 operations manager. In -- in the meantime, I've
12 done that.

13 I've -- I've assigned them to various staff
14 members to assist with some of those tasks that we
15 were doing daily so that I would not have to focus
16 daily and more frequent tasks that I would normally
17 do. That frees me up to -- to -- to deal with any
18 duties that come in as the director. I'm
19 continuing to look at ways of divesting myself of
20 more of those tasks.

21 I really think by adding at this point some
22 additional maintenance staff even, it allows me to
23 in-house promote, not necessarily position-wise but
24 experience-wise, and -- and take on more
25 responsibilities that will enhance them going

1 forward. There are capable people that can do that
2 job, and by having people that can help back them
3 up would assist in that -- in that action.

4 At this point, again, everything has been
5 moving along seamlessly over the past month
6 essentially. There's nothing that I think anyone
7 can point to that has -- that has fallen to the
8 wayside that has not been addressed and I see no
9 reason why that can't continue.

10 MR. CLARKE: I've got one more question.

11 If we pursue this Avelo matter, it's been
12 suggested we have a separate business unit. I'm
13 not sure if that should be a separate -- separately
14 incorporated or if it would just be simply a
15 division of the Authority. Any suggestions or
16 thoughts on that, Mr. Roberts?

17 MR. ROBERTS: So, on the list to run to ground
18 is -- is -- and I can't speak authoritatively yet
19 and I'm going to collaborate with Charlie about
20 it -- is whether a political entity as we are, a
21 political subdivision of the state, can be the
22 owner of, you know, like a discrete business entity
23 like an LLC, for example.

24 MR. CLARKE: Right.

25 MR. ROBERTS: And so, the -- the ramifications

1 of that we've already started working up that
2 formulation and -- but I don't have a definitive
3 answer for you as I sit here.

4 MR. CLARKE: That's good input. I mean, are
5 you -- would you be comfortable with that, Kevin, a
6 separate business unit that's dedicated to --

7 MR. HARVEY: If necessary.

8 MR. CLARKE: -- the air carrier?

9 MR. HARVEY: If proven to be needed.

10 MR. CLARKE: Okay.

11 CHAIRMAN OLSON: Okay. Other discussions
12 about the executive director position from the
13 board and then we have a request for public
14 comment?

15 MS. LIOTTA: Yeah. I disagree that hitting a
16 speed bump with Mr. Brienza, which it most
17 certainly was a speed bump, means that we should
18 just put down the idea of the search for some
19 unknown amount of time, and I think a year is
20 certainly too long.

21 You know, we've heard over and over again that
22 the staff is thin -- is thin, it's overworked,
23 their -- we need more help, especially at the
24 professional level at the administration, not less.
25 And I think we're doing ourselves a disservice and

1 possibly even creating safety issues in doing so.

2 You know, we -- we have no executive director
3 now. You know, we've got -- the backup would have
4 been Kevin. Now, you know, there's no clear backup
5 for Kevin.

6 On February 28th, the day that -- you know,
7 that Kevin was made interim direct, there was an
8 accident on the field. There's been another one
9 since then.

10 I think we need to have strong leadership and
11 some bench depth at this airport, and I don't want
12 to see us just, you know, have a -- have setback
13 and give up. I don't think that's the right
14 approach.

15 And it's not anything to detract from Kevin's
16 performance, not at all; I just think that for a
17 healthy administration of the airport, you need
18 more than one person trying to do everything. You
19 need an executive director and a strong XO, and we
20 don't really have that.

21 I appreciate that Kevin has had to delegate
22 some of his tasks. I can't see how he could have
23 avoided doing so. But I -- I don't think that's
24 the -- a long-term strategy. And maybe for the
25 time it takes to do a new -- new search, if there's

1 really no other alternative, but I'm not
2 comfortable with just putting it off for a year and
3 seeing how things work out. I think we have a need
4 today for leadership.

5 CHAIRMAN OLSON: Let me just -- oh, go ahead.

6 MS. CASH-CHAPMAN: I don't -- I don't think
7 that anyone's trying to give up necessarily on the
8 search. I think that postponing it so that we can
9 build ourselves up a little bit so that we're a
10 little bit more desirable would be important.

11 And I think that if Kevin feels like he needs
12 more help in there, I think that there's plenty of
13 opportunity within our current staff that he can
14 bring someone up to do some of that -- I'm looking
15 at people right now and thinking that they might be
16 up to the task -- in the interim and then we could
17 bring on some more grounds people to continue to
18 learn those roles as we move forward.

19 MS. LIOTTA: But we're talking about an
20 executive director role, not bringing in new
21 maintenance people.

22 MS. CASH-CHAPMAN: No, I under --

23 MS. LIOTTA: I don't think --

24 MS. CASH-CHAPMAN: I hear you.

25 MS. LIOTTA: -- that those are fungible.

1 MS. CASH-CHAPMAN: Right. I hear you and I
2 understand you.

3 MS. LIOTTA: And I don't think that -- that,
4 you know, one person having some unpleasant things
5 to say about us means that we're undesirable as an
6 airport.

7 MS. CASH-CHAPMAN: Right. And I hear that,
8 but I also don't think it's just that one candidate
9 that has some negative things to say about us. And
10 quite frankly, we haven't looked great in the press
11 lately.

12 And -- and part of my fear, too, is we go and
13 we offer it to our second candidate who now knows
14 that even this person who said it was his dream
15 job, dream location, doesn't want to work for us,
16 that speaks volumes as well.

17 I just think we have a lot going on right now.
18 You know --

19 MS. LIOTTA: Well, I mean, I think you're
20 right --

21 MS. CASH-CHAPMAN: -- we've got all of these
22 new things coming in. And if we can wait six
23 months, a year, however long it takes, let us build
24 what we have, let us see who else can come in into
25 the candidate pool, and then we move forward from

1 there.

2 MS. LIOTTA: Well, I -- I think you're right
3 in that, you know, there -- we're in -- we're in
4 a -- the airport is dealing with challenges and
5 that's not going to be for every candidate. But
6 there is also for the right candidate coming in at
7 a time where a lot of things are in flux is the
8 best opportunity for a leader to come in and make
9 changes.

10 There are studies that show that when an
11 organization is dealing under stress, that is the
12 time where it is the most open to making changes.
13 And so, I think for the -- and I -- you know, and
14 at one point Jerry told me "I'm not up for it."

15 I don't know exactly what he meant by that,
16 but it could -- you know, he -- he knew about the
17 litigation, he knew about some of these other
18 things. Maybe it was just he was looking for
19 something that would just be steady and
20 even-handed. I don't know. That's only
21 conjecture. But that's -- we do need someone who
22 can come in and give strong leadership.

23 And, you know, I -- we need to be transparent
24 about that. Not saying on one hand everything's
25 great, you know, there's no problems and then they

1 find out during a -- during an interview process
2 that in fact there are issues that the airport's
3 working with. I don't -- we should be transparent.

4 But I -- I think because of the -- that the
5 airport is dealing with challenges and
6 opportunities, that now is the time for strong
7 leadership, not a time to put it on the shelf and
8 say, well, let's -- let's wait for a year and see
9 what happens.

10 CHAIRMAN OLSON: I just want to respond to a
11 couple of things you've just mentioned, Ms. Liotta.

12 I mean, I completely agree we need to have a
13 director that can exercise strong leadership and be
14 the leader that our airport needs going forward and
15 doing all the things that we envision would be
16 great to happen at our airport.

17 I don't believe the approach to Mr. Brienza
18 really was attractive to anybody that wants to
19 exercise strong leadership. I -- again, I say that
20 we, both you and I and the rest of our board, were
21 ill-advised on the form of offer letter that -- and
22 the emphasis on at-will employment that doesn't
23 connect to anyone with the approach of being a
24 strong leader that's going to come and be a
25 change-maker. So I think we need to -- we really

1 do need to reflect on -- on that as part of how our
2 board has come off with a good candidate.

3 The other point I would like to respond on is
4 the need -- or the concerns about whether we're --
5 we're properly staffed. I think we need to now
6 look to our interim executive director to advise us
7 whenever -- maybe the next meeting, if that's the
8 case -- if we are understaffed in a certain area,
9 that we need to do some bolstering right away
10 during this period and -- and hear that.

11 And I believe in my individual conversations
12 with -- with Kevin, is that he has a really good
13 and strong handle on the administrative functions
14 and how they're going to be accomplished, and he
15 will be reporting that to us on a regular basis.

16 So I think we just need to have the space of
17 time, maybe not a complete year, before we mount
18 another effort and before we continue tinkering
19 with the executive folks that are here.

20 MS. LIOTTA: I'm struggling a bit here. Help
21 me out.

22 When you say we need to wait, wait until we're
23 more attractive, wait until the dust is settled.
24 None of those things can be planned around because
25 they're not measurable, so what -- when will we

1 know that we're there?

2 CHAIRMAN OLSON: Well --

3 MS. LIOTTA: When is dust settling? When is
4 we're more attractive? I'm -- I help run a
5 business and it's like we -- you need clearly
6 defined goals.

7 So I'm ready to start another -- I'm ready to
8 make an offer right now to Sam Parker, for example.
9 I'm also ready to do another search right now.
10 I'm -- would like to understand your viewpoint on
11 when in the future based on what goals would it
12 then be appropriate to -- to make another move?

13 CHAIRMAN OLSON: I was going to revisit -- I
14 was going to suggest we -- I was going to suggest
15 at least 90 days.

16 So I just believe that we have -- we -- it's
17 not something we should forget about and put on a
18 shelf for maybe a long period of time, but we just
19 need to reflect on why we lost this one and
20 understand that and think about the relationship
21 between board and staff and look at where -- how
22 it's working elsewhere. Whether that --

23 MS. LIOTTA: Well, I've got to say I disagree
24 because --

25 CHAIRMAN OLSON: Okay.

1 MS. LIOTTA: -- we've got -- we have one data
2 point. We have one person who turned us down.

3 I think we would be ill-served to say we have
4 to completely change all of our plans, all of our
5 goals because one process didn't go as planned.

6 I've had plenty of times where I've
7 interviewed people, wanted to hire them, gave them
8 an offer and, you know, they took another job
9 because they got a better offer or whatever -- what
10 have you.

11 You know, you don't always get the candidate
12 you want and unfortunately that's just the case.
13 It doesn't mean you stop trying to fill your
14 position if you've got a role to fill or you start
15 questioning yourself and it's like, you know, what
16 did -- why am I so horrible that people didn't want
17 to come work for me? Well, sometimes they just
18 don't. It doesn't mean that there's anything
19 fundamentally wrong here.

20 And we're not a cookie cutter with every other
21 airport. It's -- this airport's got opportunities
22 that other airports don't have, it's got some
23 challenges that other airports don't have, and I
24 think we need to be transparent about that. But
25 that -- I don't think that means that we shouldn't

1 be looking for an executive director.

2 MR. CLARKE: Has anybody spoken to Mr. Carver?

3 Do we know what his --

4 MS. LIOTTA: I spoke with him --

5 MR. CLARKE: -- feeling is?

6 MS. LIOTTA: -- and he's open to another
7 offer. He did let us know that he is in process
8 with other airports. He's, you know, considered --
9 he's potentially a finalist at another airport.

10 I don't know what that is or how far it is,
11 but that tells you if another airport's considering
12 him as a finalist, that reinforces to me the -- the
13 fact that, you know, taking him seriously as a
14 candidate was correct.

15 So, I -- my opinions of Mr. Carver haven't
16 changed. I don't know -- I think if we were to
17 offer him today if he would still be available, he
18 might turn it down just because of the timing
19 issues. But certainly he didn't have a bunch of
20 negative things to say about the interview process
21 or the airport or anything like that when I spoke
22 with him.

23 MR. CLARKE: I think it would be worthwhile
24 talking to him.

25 CHAIRMAN OLSON: I think we've taken up

1 Mr. Carver's time to the extent that we really
2 should. He -- he did not compare well with -- he
3 did not match up, in my view, well with the
4 priorities of this airport.

5 The -- he is not experienced in reporting and
6 working under an authority. He is embedded in a
7 county government structure. I believe it's the
8 airport manager, which I think is his title, is
9 slotted as a division head that reports to an
10 assistant county manager that reports to a county
11 commission.

12 He does not oversee the facilities that house
13 aircraft. And certainly they have very strong and
14 prolific activity from their FBOs. They have two
15 FBOs at Stuart. But all the T-hangar development
16 is being done by the FBOs. There -- there --
17 the -- he does not oversee any operation or
18 construction of those F -- those T-hangars, and
19 that's one of our top priorities.

20 He has done a good job on overseeing
21 improvement projects for the airport, the AIP
22 projects. He showed -- when I visited there, he
23 showed a new -- drove around the airport and showed
24 a new perimeter fence that had gone in.

25 But he does not have the set of experiences

1 and background and assert -- apparent assertiveness
2 and executive presence that other candidates I
3 believe would -- would show us.

4 ADK, who I mentioned a couple of times already
5 today, did say that if we -- we have never -- we
6 have never done a search for a director. The
7 candidates that we were dealing with were
8 candidates that experienced interest in the -- the
9 deputy position.

10 ADK says -- and I'm not sure whether they're
11 the firm we should use for another search if and
12 when we mount one, but ADK said if we -- if we had
13 advertised for a director, that we would have
14 gotten a good higher level caliber of candidates
15 that simply don't want to step down to be a deputy.

16 So, anyway, for all of those reasons, I just
17 think it would be a bad addition to what -- some of
18 the things we've been doing to actually shift now
19 and make an offer to Mr. Carver.

20 MS. LIOTTA: Okay. Well, I think I don't --
21 you know, that's understood. I do think it's fair
22 to point out that the -- the prior ADK search was
23 for an exec- -- for an assistant with the
24 understanding that person would be executive
25 director. The board thoroughly discussed that

1 previously about how -- when we did do the prior
2 search and ended up with the three candidates,
3 that, you know -- you know, Mr. Brienza came out of
4 that candidate pool --

5 CHAIRMAN OLSON: He -- he did.

6 MS. LIOTTA: -- you know. So, I mean, you
7 can't say that just because of the way it was
8 advertised we didn't get decent candidates. I
9 think at this point it's water under the bridge. I
10 don't think what we did previously was
11 unreasonable.

12 So, at this point, you know, if there's no
13 appetite to further consider Mr. Carver, so be it.
14 I think then that leads us to what do we do and
15 that is start a new search immediately or schedule
16 a new search. And at what -- at what time?
17 Because I don't like leaving things unknown and
18 undefined. I think that's --

19 CHAIRMAN OLSON: Do you think --

20 MS. LIOTTA: -- doing us a dis- -- the airport
21 a disservice to have those things unknown, so we
22 should make a decision on what we're -- what the
23 next step's going to be even if it's a decision to
24 make a decision at a later date.

25 CHAIRMAN OLSON: Is 90 days -- does that seem

1 reasonable, 90 days?

2 MS. LIOTTA: Personally, no. I want to get
3 started now, but I'm -- I'm one vote.

4 CHAIRMAN OLSON: Okay.

5 MS. CASH-CHAPMAN: I'm open to a 90-day. I
6 know I had originally said longer, but I -- I
7 understand that just because we start in 90 days,
8 doesn't mean that by 91 days, we have someone. I
9 understand that it takes time and that sort of
10 thing, and I think that 90 days is a good amount of
11 time for us to reevaluate and get the ball rolling.

12 CHAIRMAN OLSON: If we have a 90-day interim,
13 I would volunteer to hunt down other possibilities
14 that this board can look at as far as search firms.

15 MS. LIOTTA: So in 90 days, the next board
16 meeting 90 days from now have a couple of proposals
17 for other search firms?

18 CHAIRMAN OLSON: Yes, for this board to
19 consider.

20 MS. LIOTTA: So we'd delegate to you --

21 CHAIRMAN OLSON: Yes.

22 MS. LIOTTA: -- to come back with those?

23 CHAIRMAN OLSON: Yes.

24 MS. LIOTTA: Can you make it 60?

25 MR. CLARKE: I was going to say let's --

1 MS. LIOTTA: Horse trading here.

2 MR. CLARKE: -- let's make it a maximum of 90,
3 with between 60 and 90.

4 CHAIRMAN OLSON: Okay. And the -- the other
5 thing that we might want to just -- that is on my
6 mind is I'm not sure whether the \$10,000 fee for an
7 unsuccessful placement is -- needs to be also
8 negotiated with ADK. Especially in the light of
9 something that I mentioned a couple of times that
10 is an irritation to me, is --

11 MS. LIOTTA: Well, I think you're going to
12 find a hard -- you're going to have a hard time
13 arguing that that was the cause of anything going
14 awry. It seems like there was a series of things
15 that didn't go as well as --

16 CHAIRMAN OLSON: Okay. Well --

17 MS. LIOTTA: -- they could have. And they did
18 do the work. I mean, I -- I'm not sure it's worth
19 picking a fight over -- over that contract.

20 CHAIRMAN OLSON: That's just my feeling.

21 Okay. Well, we didn't take action, but we --
22 I mean, I guess we've talked this through, okay?
23 But I do have a couple of requests to -- for public
24 comment on executive director position. Mr. Hay.

25 MR. HAY: You know, I venture to say -- Bill

1 Hay once again. I'm sorry.

2 I venture to say that in a year, you're going
3 to be right here back here in the same position
4 again. But I'd like to say, who keeps track of the
5 money we spend on these search firms? Because I'm
6 sure it's probably \$50- or \$60,000 for the last
7 firm that you have said --

8 CHAIRMAN OLSON: No.

9 MR. HAY: -- was bad. If that's the wrong
10 figure, then I understand.

11 But when you fish in a pond and you get two
12 bites -- and that pond is a national search and you
13 get two bites and you go back the next day or the
14 day after and you fish in that same pond, you're
15 likely to get two bites.

16 The idea of only waiting 90 days for the dust
17 to settle, I mean, if you go on Aviators Hotline or
18 any of the places that post jobs, St. Augustine is
19 down like in the bottom 20 percent for people
20 wanting to come here and work because of the
21 infighting in the airport. You can read it online.
22 Now maybe it's not true, but it's still online.
23 It's for candidates to see.

24 If you were one of two people that got an
25 invitation to the prom by a guy and the first date

1 turned him down and that guy goes back to the
2 second date and says, hey, you know, I've
3 reconsidered, I'd really like for you to come on
4 board, I don't see that turning out real well. So
5 the idea of doing this all over again in 60 days,
6 you're going to get the same results.

7 If you don't wait about six months -- and then
8 don't go with these big firms and do nationwide
9 searches. Do like you suggested: Go around to
10 individual airports that mirror this airport and
11 find out who's unhappy and might want to take a
12 step up to come to St. Augustine. That saves a lot
13 of money, in my opinion.

14 CHAIRMAN OLSON: Okay. Thank you.
15 Mr. Liotta.

16 MR. LIOTTA: Matt Liotta again.

17 I think that people underestimate leadership
18 of this country. Oftentimes people look to big
19 businesses and who are the CEOs of these big
20 businesses when it's small businesses and startups
21 that are actually the economic engine of this
22 country. They create more jobs. They employ more
23 people than any other type of business, period, and
24 they don't have employment contracts.

25 There's plenty of people that don't have

1 employment contracts and there's a lot of really
2 good leaders out there without employment
3 contracts. I bet you if we surveyed people in the
4 room, very few if any have employment contracts.
5 It's not about employment contracts; it's about
6 having the right relationship between the people
7 and the vision.

8 And I think Michelle makes a really good point
9 about that that doesn't seem to line up. And I
10 think, you know, Jennifer makes a great point about
11 that leadership, and I think what you guys have
12 just done is ensured that Sam Carver's not going to
13 be your leader because he just has to read the
14 minutes from this meeting to decide that that's not
15 a good idea. So, I mean, this is not a great
16 approach.

17 I agree with Bill, don't do a search. Why not
18 just put up an application on your website? I bet
19 you there's some local people around here who would
20 apply. I know of local people here that have all
21 the qualifications and didn't even know that it
22 existed because the search form them didn't even
23 contact them; they just went to the same government
24 people who do government jobs. And there's plenty
25 of good leaders that are not from there.

1 And I also think that you guys should take
2 seriously what Michelle had to say about Kevin.
3 And you need to not do it here. You guys should
4 take the time to go meet personally with Kevin and
5 say, hey, Kevin, here's our situation. Let's talk
6 about this openly. What do you think? What are
7 you passionate about? What's your vision for the
8 airport? See how that fits.

9 Maybe there's compatibility there and you
10 already have your leader and you just don't know
11 it. Or maybe you guys talk and you find out that,
12 you know, no, that -- that's not. But you should
13 do it. Just take the time to have a conversation
14 and -- and not do it in public like this. It will
15 never work out if you do it like this.

16 CHAIRMAN OLSON: Okay. I believe those were
17 the only two -- oh, let's see. Yes, those were the
18 only two public comment requests. So, we're --
19 there's no -- no formal action on executive
20 director.

21 We do have Michelle is reporting back on --
22 were you going to -- is there formal action on what
23 you report back on?

24 MS. CASH-CHAPMAN: Well, I was originally
25 supposed to discuss Mr. Harvey's salary moving

1 forward in the interim --

2 CHAIRMAN OLSON: Right.

3 MS. CASH-CHAPMAN: -- and as I said before, I
4 think that he should be given the same conditions
5 that Mr. Brienza was offered, with the exception of
6 a relocation fee --

7 CHAIRMAN OLSON: Okay.

8 MS. CASH-CHAPMAN: -- until we get somebody
9 else in --

10 CHAIRMAN OLSON: Okay.

11 MS. CASH-CHAPMAN: -- that's going to be doing
12 the job.

13 CHAIRMAN OLSON: Okay. Does that -- does that
14 require formal action, the recommendation of
15 Ms. Cash-Chapman?

16 MR. DOUGLAS: Yes.

17 MS. LIOTTA: There's one detail maybe to take
18 into account. It's a minor detail, but it's worth
19 the board understanding.

20 The offer to Mr. Brienza had an \$800 a month
21 vehicle allowance. My understanding is that Kevin
22 has a vehicle already. So I'm, you know, just
23 pointing out that that needs to be --

24 MS. CASH-CHAPMAN: Do you need an \$800
25 allowance for your vehicle?

1 MR. HARVEY: No, I do not. The airport
2 provides me transportation.

3 MS. CASH-CHAPMAN: Great. All right. So
4 minus the relocation cost and the vehicle cost.

5 CHAIRMAN OLSON: Okay. And the housing,
6 right?

7 MS. CASH-CHAPMAN: Yeah, that wasn't in --

8 MS. LIOTTA: That wasn't in --

9 MS. LUDLOW: Wait --

10 CHAIRMAN OLSON: That's right.

11 MS. CASH-CHAPMAN: -- Mr. Brienza's --

12 MS. LUDLOW: -- wait, wait.

13 MR. HARVEY: I do need some work done.

14 MS. LUDLOW: I -- I'm sorry. What are we
15 doing?

16 MS. CASH-CHAPMAN: So we're moving forward
17 with -- I think we're going to reevaluate and come
18 back together in the next 60 to 90 days with a
19 search firm or however we want to move forward with
20 an executive director and we're going to keep
21 Mr. Harvey in the interim.

22 CHAIRMAN OLSON: This -- this --

23 MS. LUDLOW: But nothing is changing with
24 Mr. Harvey.

25 MS. CASH-CHAPMAN: Well, hopefully his pay

1 will change.

2 MS. LUDLOW: No, it's already changed.

3 MS. CASH-CHAPMAN: Well, it's currently for
4 what the current executive director salary is.

5 MS. LIOTTA: So the high-level summary, I
6 think that would mean a pay bump from around
7 \$176,000 a year to \$200-. And I -- I'm assuming
8 you mean that the -- for the motion to be for the
9 pay to go up to 200 base while he's interim
10 director --

11 MS. CASH-CHAPMAN: That's correct.

12 MS. LIOTTA: -- for that -- whatever that
13 duration is.

14 MS. CASH-CHAPMAN: Yes.

15 CHAIRMAN OLSON: So I guess, Michelle, you are
16 making the motion because you brought that back?

17 MS. CASH-CHAPMAN: Yes.

18 CHAIRMAN OLSON: Is there a second?

19 MS. LIOTTA: I'll second.

20 CHAIRMAN OLSON: Okay. Motion made and
21 seconded. All in favor? Let's see. Oh, go ahead.
22 I will call out -- do Michelle Cash-Chapman,
23 please.

24 MS. CASH-CHAPMAN: Aye.

25 CHAIRMAN OLSON: Okay. Mr. Clarke?

1 MR. CLARKE: Aye.

2 CHAIRMAN OLSON: Ms. Ludlow?

3 MS. LUDLOW: Nay.

4 CHAIRMAN OLSON: And Ms. Liotta?

5 MS. LIOTTA: Yes.

6 CHAIRMAN OLSON: And I vote yes. Okay. The
7 motion carried. So thank you. And we're moving on
8 now to --

9 MR. CLARKE: Can I say one thing? Were we
10 need to approve the applicants for the committees?

11 CHAIRMAN OLSON: We're in a -- as I understand
12 it, we're in the mode of receiving them. So that
13 we don't have all of them. Those are the ones that
14 came in right away. But the -- as I understand it,
15 we're waiting for more so that we can act on them
16 and populate the committees.

17 MR. CLARKE: Can't do it as they come in?

18 CHAIRMAN OLSON: I don't know. We've never --
19 we've never had standing committees before.

20 MS. LUDLOW: Maybe we should postpone some of
21 these things on the agenda so we can get out before
22 midnight --

23 CHAIRMAN OLSON: Yeah, we do have -- we do
24 have --

25 MS. LUDLOW: -- or too late.

1 CHAIRMAN OLSON: That's a good point. It's --
2 it's running long. We don't necessarily do our
3 best work in -- in the third hour.

4 MR. HARVEY: Mr. Chairman, if I may.

5 Your -- so far, your next agenda in two weeks
6 is on the light side. So that'll give you an
7 opportunity to get a few -- perhaps a few more
8 applicants in and you'll have more time to devote
9 to that.

10 CHAIRMAN OLSON: Right. We do have an update
11 on capital projects next. Yes?

12 MS. LIOTTA: Do we want to continue that to
13 the next meeting?

14 MS. LUDLOW: I --

15 MS. LIOTTA: Sorry.

16 MS. LUDLOW: I'm thinking --

17 MS. LIOTTA: There's --

18 MS. LUDLOW: You know, Andrew, he's got a
19 wonderful presentation. I mean, if you want to do
20 it --

21 MR. HOLESKO: I -- I would tell you -- I mean,
22 I know that you're already at two and a half hours
23 and --

24 MS. LUDLOW: Right.

25 MR. HOLESKO: -- we really want to have the

1 first detailed discussion and really share with you
2 project details and go through a lot of questions
3 and iterations back and forth.

4 And if you don't want to be rushed, we would
5 tell you we don't need to have this discussion
6 today. But it's -- it's not a 15-minute
7 discussion. It's really talking about variables
8 and capital improvement costs and -- and deciding
9 numbers of hangars and base bids. There's a lot in
10 it.

11 MR. HARVEY: And, Andrew, if I may, there's a
12 lot of good stuff in it that you're going to want
13 to --

14 MR. HOLESKO: Yeah.

15 CHAIRMAN OLSON: Yeah.

16 MS. LUDLOW: Right.

17 MR. HOLESKO: It's going to be one of the most
18 detailed CIP discussions we've ever had with the
19 board, so...

20 MR. CLARKE: Andrew, can I ask you a question?
21 Would that -- I went through your presentation --

22 MR. HOLESKO: Right.

23 MR. CLARKE: -- and I would really like to see
24 all of it, but do you think that would be a topic
25 for the master plan committee to participate in?

1 Because, I mean, if we're going to have -- based on
2 the applications here, we have a lot of technical
3 experience --

4 MR. HOLESKO: We will make that presentation
5 to anybody you want to make the presentation to.

6 MR. CLARKE: What I'm saying is it may be that
7 the committee could evaluate all the details,
8 the -- you know, the two hours' worth of details,
9 and then come back to the board with their
10 recommendations.

11 CHAIRMAN OLSON: But we need to -- we want to
12 hear it on the 10th, though, here, so...

13 But I would expect that there are issues that
14 will -- are going to come up that would be good for
15 the master plan committee to also deal with, so...

16 Okay. So --

17 MR. HOLESKO: There's also more projects
18 than -- than just these three. These are just the
19 first three pressing ones that we know we really
20 want to get some input from you.

21 CHAIRMAN OLSON: Yeah.

22 MR. HOLESKO: Because we know you want to
23 build T-hangars as fast as possible and we want you
24 to build T-hangars as fast as possible. That's a
25 big part of the next discussion.

1 CHAIRMAN OLSON: Okay. So we'll --

2 MR. HARVEY: If I may. Mr. Clarke, if you see
3 a couple of the applicants that are looking to join
4 the master plan committee, maybe at its
5 presentation we could make sure we invite them to
6 be at the next meeting so they're already ahead of
7 the game.

8 MR. CLARKE: Well, that's why I was suggesting
9 we may want to approve the applications as they
10 come in and so they're -- they can be identified
11 and maybe they can help recruit --

12 MR. HARVEY: So far, two of the -- the
13 applicants are members that show up regularly at
14 these meetings.

15 MR. CLARKE: Yes.

16 CHAIRMAN OLSON: Okay. So we'll re-slot it
17 for the 10th.

18 MR. HOLESKO: Got it.

19 CHAIRMAN OLSON: Okay.

20 MR. HOLESKO: Absolutely.

21 MS. CASH-CHAPMAN: Thank you.

22 CHAIRMAN OLSON: Good suggestion.

23 GENERAL COUNSEL SERVICE AGREEMENT ADDENDUM

24 CHAIRMAN OLSON: So we do have one item that
25 we can -- is general counsel service agreement. We

1 are -- we are finding that we are needing and
2 drawing upon counsel support more intensely than
3 what was anticipated at the beginning of the year.

4 It relates to our frequent pattern of meetings
5 and matters that have caused us to draw upon that
6 support more intensely. So we have a -- the board
7 has an adjustment proposal for the retainage for
8 the Roberts firm -- the --

9 MR. ROBERTS: I'm good.

10 MS. LUDLOW: The Douglas Firm.

11 CHAIRMAN OLSON: The Douglas Firm -- the
12 Douglas Firm, the other firm. And so, do we have
13 any discussion on that, other than making a motion
14 to make that adjustment?

15 MR. CLARKE: I have a question for
16 Mr. Douglas. Have you got an anticipated number of
17 hours, you know, per month for -- you know, for --

18 MS. LUDLOW: We should have something.

19 MR. CLARKE: -- your retainer? If you go
20 over, do you just bill us on the overage? Is
21 that --

22 MS. LIOTTA: Well, it's --

23 CHAIRMAN OLSON: Well, the retainer covers
24 specific --

25 MR. DOUGLAS: Yes, sir, that is optional, an

1 option, too. I mean, the one that was proposed was
2 certainly not the only option. And if that would
3 be the desire of the board, to -- to restructure it
4 in such a way that the -- the original retainer
5 would equate to a certain number of hours and
6 anything over that would just be billed, we can put
7 that together, too, yes, sir.

8 MR. CLARKE: I was just curious because, you
9 know, I don't have the agreement in front of me,
10 so...

11 CHAIRMAN OLSON: Okay.

12 MS. LUDLOW: Well, you guys -- I mean, I
13 worked for attorneys many years, so I know you guys
14 have your hourly rate, your hourly timetable. So
15 you have everything logged that you've used for our
16 time, right?

17 MR. DOUGLAS: Yes, ma'am.

18 MS. LUDLOW: So that would be a good thing for
19 us to see. We -- we looked that up for somebody
20 else one time.

21 CHAIRMAN OLSON: Okay. So, motion to make
22 that adjustment in the retainage agreement?

23 MS. LUDLOW: I think we should --

24 MS. LIOTTA: Are there any public -- requests
25 for public comment on that?

1 CHAIRMAN OLSON: There is. Thank you for --
2 Mr. Liotta.

3 MR. LIOTTA: You know, it's strange that I put
4 my two cents in, but I figured I'd go ahead and do
5 it one more time.

6 I support this because I know that the
7 Airport Authority is -- is going through a
8 transition and there was a lot of knowledge and
9 history lost that is having to be figured out again
10 by digging through documents and histories of
11 things and you guys are going to need this going
12 forward. So I think it's very important that --
13 that you have good sound legal advice and that they
14 have the time to develop a proper picture. Thank
15 you.

16 CHAIRMAN OLSON: Sure.

17 MS. LUDLOW: I think it would be good to have
18 a perusal of the hours and things that both law
19 firms have used for us. We should have something.

20 MS. LIOTTA: Well, my -- I think the current
21 agreement is a flat monthly bill, right?
22 There's -- except for litigation and some other
23 potential things that are outside the scope. But
24 there's no -- for the basic services of coming to
25 the meetings, ordinary --

1 MS. LUDLOW: So is that the same for
2 Mr. Roberts?

3 MS. LIOTTA: No.

4 MS. LUDLOW: Oh, why not?

5 CHAIRMAN OLSON: He's not general counsel.

6 MS. LIOTTA: That was in his proposal.

7 MR. ROBERTS: Mine's hourly and I can send you
8 a copy if you like of -- as I -- as I forward those
9 to the Authority, I'll send you a copy every month
10 if you like.

11 MS. LUDLOW: And yours are comparable, I
12 presume?

13 CHAIRMAN OLSON: Well --

14 MS. LIOTTA: Well, they're -- they're very
15 different. You know, Mr. Roberts is a very
16 traditional use as you go hourly rate. That will
17 probably go up and down as matters come in that
18 require his expertise.

19 The Douglas Firm is a -- with some exceptions
20 for like litigation matters, it's a -- it's a -- I
21 think it's a very attractive arrangement where it's
22 a bill that you know what it is every month and
23 there's no add-ons. And I think that's a reason --
24 I personally think it's a very reasonable number to
25 start with as -- and the adjusted number's also

1 very reasonable. So I would prefer to stay with
2 the form -- format that we have now.

3 I think we're more than likely to get a
4 benefit out of that than to switch to an hourly.
5 And, you know, we could of course ask for the data
6 to -- to bear that out. I think if we looked right
7 now, we'd see that, you know, we're getting a very
8 good deal right now even with the adjustment up.

9 MS. LUDLOW: So should Mr. Roberts renegotiate
10 and go on a --

11 CHAIRMAN OLSON: Well --

12 MS. LUDLOW: -- the other kind?

13 CHAIRMAN OLSON: -- it's a different -- again,
14 it's general counsel versus a specialized
15 counsel --

16 MS. LIOTTA: And also -- also, just to be
17 clear, the Douglas Firm was the only one out of all
18 of the firms that answered the RFPs who proposed
19 such a deal. It's unusual. So I don't think that
20 we could -- you know, we could or should expect
21 other providers, Mr. Roberts or anyone else, to
22 give a one -- one number a month. That's just --
23 that's unusual.

24 MS. CASH-CHAPMAN: We've already voted and
25 accepted --

1 MS. LIOTTA: Yeah.

2 MS. CASH-CHAPMAN: -- Mr. Roberts. I think
3 right now --

4 MS. LIOTTA: That's just --

5 MS. CASH-CHAPMAN: -- we should just focus
6 on --

7 MR. ROBERTS: If it helps, Ms. Ludlow, I
8 don't -- I don't sit up here on the clock, either.
9 So I know it looks rich having two suits sitting
10 here, right? But I need to know what my -- I just
11 want to know what my client's doing, right?

12 MS. LUDLOW: Yes.

13 MR. ROBERTS: So I like hanging out at your
14 meetings. I know it's not for everybody, but I do.
15 I really do.

16 I'm so optimistic for everyone here. I really
17 am. I just have to say that. I'm so optimistic of
18 this board. And -- and so, I'm like the kind of
19 Mr. Liotta folks who I'm here because I really want
20 to be here.

21 And -- and I -- I know this is an ethical
22 period for the Authority and it's tough. And, you
23 know, it's just like family, we hash it all out, we
24 turn the corner, and we're all going to be okay.

25 So -- so I don't bill when I'm just -- you

1 know, if I have a one-hour part of the agenda, but
2 otherwise, I don't think you're paying for two
3 hours to sit here and look at you.

4 MR. DOUGLAS: I would just echo what
5 Mr. Roberts said, too. We're -- want to be here.
6 We're honored for the opportunity to serve the
7 board. We want this to be a long-term
8 relationship.

9 And the only reason for the request was the
10 additional meetings and the committee meetings and
11 some of the other challenges and opportunities that
12 are in this moment of transition for the
13 Airport Authority so that the -- the conversation
14 aligns with the level of engagement. We're very
15 happy to serve.

16 CHAIRMAN OLSON: Okay. So, again, we need a
17 formal motion on that, on the adjustment to the
18 general counsel retainer.

19 MS. LIOTTA: I move to increase the base
20 compensation for the Douglas Firm to \$8,500 a
21 month.

22 CHAIRMAN OLSON: Okay.

23 MS. CASH-CHAPMAN: I second.

24 CHAIRMAN OLSON: Motion made and seconded.

25 Ms. Cash-Chapman, your vote?

1 MS. CASH-CHAPMAN: Yes.

2 CHAIRMAN OLSON: Mr. Clarke?

3 MR. CLARKE: Aye.

4 CHAIRMAN OLSON: Ms. Ludlow?

5 MS. LUDLOW: Aye.

6 CHAIRMAN OLSON: Ms. Liotta?

7 MS. LIOTTA: Yes.

8 CHAIRMAN OLSON: And I vote yes, also. Okay.

9 Motion carried.

10 PUBLIC COMMENT - GENERAL

11 CHAIRMAN OLSON: So we're now to public --
12 general public comment. We have three requests for
13 general public comment. We have Ms. Wuellner.

14 MS. WUELLNER: I'm fine, thank you.

15 CHAIRMAN OLSON: Okay. Ms. Wuellner.

16 Mr. Hay.

17 MR. HAY: I yield back my time.

18 CHAIRMAN OLSON: Oh, you -- okay. So you are
19 not making public comment. Mr. Liotta.

20 MR. LIOTTA: I'd like to be so bold as to
21 speak for the audience and say that we'd really
22 like you to find a way to make these meetings more
23 efficient. Really, really, really we'd like you to
24 find a way to do that.

25 And we're -- I'm certainly willing to give you

1 ideas of how to help. I -- I deal with boards and,
2 you know, meetings in general a lot, and there's --
3 there's definitely ways of making them more
4 efficient, and I think it would benefit everybody
5 in this room for the meetings to be more efficient.
6 I would also like to see the airport outside of
7 these meetings be more efficient in other ways.

8 As most of you know, at this point, you -- you
9 have an order from the FAA in regard to the Part 16
10 with Volato. You've got -- we've got to file a --
11 a report in 45 days. We haven't really done much
12 together in the last 15 of those 45 days. So, you
13 know, this stuff is timely.

14 And, you know, one of the things that -- that
15 has come from this that I think is -- is telling
16 that you guys need to really get ahold of right
17 away is, you know, at least one of your policies,
18 if not more, is like 30 years old and has not been
19 updated over the years to match the current FAA
20 guidelines and is -- is hopelessly out of date.
21 How many of your policies are like that?

22 You know, there -- there needs to be review,
23 because if you're not following the current FAA
24 guidance, then you have a problem with the FAA even
25 if it's because you just didn't bother to update

1 your -- your policies. So those policies have to
2 stay up to date with what is changing with the
3 rulemaking from the FAA and their guidance for
4 airport sponsors. Thank you.

5 CHAIRMAN OLSON: Okay. Thank you. And
6 Ms. Martin.

7 MS. LUDLOW: Welcome back from Guatemala.

8 CHAIRMAN OLSON: Oh, Guatemala.

9 MS. MARTIN: Thank you. It was an awesome
10 experience. I'll be glad to tell somebody about it
11 if they -- thank you.

12 I would like to apply for the safety committee
13 but I don't know how to do that. I mean -- and the
14 other committees, is there something on the website
15 that I missed where it says you're looking for
16 members or is it just --

17 MR. HARVEY: Yes.

18 MS. MARTIN: -- like word of mouth?

19 CHAIRMAN OLSON: No, there's a form -- there's
20 an announcement on the website and there's a
21 form --

22 MS. MARTIN: Oh, there's a form?

23 CHAIRMAN OLSON: -- and there were other
24 methods of announcing it, also. But staff here
25 can -- can get you the forms for all the

1 committees.

2 MS. MARTIN: Because I participated in that
3 FAA exercise, which to me was a big joke, and I
4 actually took photos, and I have a lot of comments
5 regarding that particular one.

6 Also we recently had a crash two days ago, and
7 what happened? I mean, somebody told me it landed
8 on the road or something. You know, of course we
9 have no local newspaper reporting anymore, but was
10 that crash something that needs to be --

11 CHAIRMAN OLSON: Staff will give you the
12 details. Kevin has all the details --

13 MS. MARTIN: Okay.

14 CHAIRMAN OLSON: -- so...

15 MS. MARTIN: Okay. That's it. I guess I'll
16 check the website, then. Thank you.

17 CHAIRMAN OLSON: Okay. Thank you.

18 MEMBER COMMENTS AND REPORTS

19 CHAIRMAN OLSON: And now we are at our final
20 step before adjournment, member comments and
21 reports.

22 Ms. Cash-Chapman, any additional comments or
23 reports to make?

24 MS. CASH-CHAPMAN: I will hold off until the
25 next meeting, but I am in the process of having

1 some really exciting meetings for some community
2 involvement that I'm really excited to bring up at
3 the next meeting.

4 CHAIRMAN OLSON: Okay. Mr. Clarke, anything
5 else?

6 MR. CLARKE: I would just like to, you know,
7 at the next meeting, let's make sure we expedite
8 the process of approving the people on the
9 committees and getting them up and running. Even
10 if we -- even if we don't have a full complement
11 of, you know, what we've approved, I would like to,
12 you know, see those committees start their work.

13 CHAIRMAN OLSON: Okay. Ms. Liotta?

14 MS. LIOTTA: Nothing.

15 CHAIRMAN OLSON: Okay. Ms. Ludlow?

16 MS. LUDLOW: TPO didn't have a meeting.

17 CHAIRMAN OLSON: TPO didn't have a meeting.
18 Okay. And I have nothing else, so we are
19 adjourned.

20 (Meeting adjourned at 6:51 p.m.)

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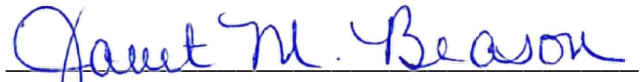
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REPORTER'S CERTIFICATE

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 7th day of April, 2023.



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

<p>CHAIRMAN OLSON: [192] COMMISSIONER DEAN: [10] 7/3 7/5 7/9 7/11 7/15 7/17 7/22 12/18 12/23 13/8 MR. BEYERS: [1] 13/11 MR. CLARKE: [56] 4/14 5/16 35/15 38/2 42/7 42/16 42/18 42/22 43/10 43/15 43/21 44/14 44/22 44/25 48/1 48/3 56/1 56/10 56/23 78/7 78/21 78/25 79/6 86/9 91/6 91/10 91/12 91/17 93/14 93/21 103/20 104/3 104/7 105/10 105/24 106/4 106/8 106/10 115/2 115/5 115/23 119/25 120/2 128/1 128/9 128/17 130/20 130/23 131/6 132/8 132/15 133/15 133/19 134/8 140/3 144/6 MR. DOUGLAS: [4] 125/16 133/25 134/17 139/4 MR. HARVEY: [59] 5/25 7/14 49/2 49/4 50/18 50/20 52/3 52/9 52/15 52/18 52/22 53/3 53/5 53/20 53/24 54/6 54/16 54/19 55/4 55/7 55/11 55/20 55/23 56/9 56/13 56/24 57/1 57/8 57/10 57/13 57/19 62/5 63/16 63/21 64/5 64/9 64/18 65/4 65/9 65/14 65/18 65/22 66/1 66/4 66/20 73/10 73/12 104/1 104/4 104/9 106/7 106/9 126/1 126/13 129/4 130/11 132/2 132/12 142/17 MR. HAY: [10] 82/20 82/23 82/25 83/3 83/5 83/9 83/14 120/25 121/9 140/17 MR. 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