

MEETING MINUTES

PANAMA CITY – BAY COUNTY AIRPORT AND INDUSTRIAL DISTRICT

Opening:

The Board Meeting of the Panama City-Bay County Airport and Industrial District was called to order at 9:00 a.m., March 27, 2013 in the Airport Board Room by Chairman Pilcher.

The Invocation was given by Ms. Pamn Henderson.

The Pledge of Allegiance was led by Chairman Pilcher.

All Board Members were present except Ms. Dawn Moliterno.

Approval of Minutes:

The February 27, 2013 Board Meeting Minutes were approved as distributed.

Reports:

Mr. Wheat presented and reviewed both the activity report and the financial report to the Board.

Consent Agenda:

a. Approval of Spring Fertilization

This item provides for Board approval to contract for the application of fertilizer to approximately 500 acres of airport property.

Following Board discussion, Mr. Scott made a motion to approve contracting with Altha Agronomy for the purchase and application of 400 pounds per acre of homogeneous fertilizer to be applied to approximately 500 acres at the airport. Mr. Bruett seconded the motion. The vote was taken and the motion passed unanimously.

Business Items:**a. Ratification of Board Action**

This item provides for Board ratification of action taken at the Emergency Board Meeting held on March 13, 2013 wherein the Board voted unanimously to authorize the Board Chairman and the airport attorney to negotiate a contract with Mr. Parker McClellan for the position of Executive Director at the airport.

Following Board discussion, Mr. Mathis made a motion to approve the ratification of action taken by the Board regarding negotiating a contract with Mr. McClellan for the Executive Director's position. Mr. Scott seconded the motion. The vote was taken and the motion passed unanimously.

b. Executive Director Contract

This item provides for Board approval of an employee contract between the Panama City – Bay County Airport Authority and Industrial District (District) and Parker W. McClellan, Jr., (Employee) for the position of Executive Director at the Northwest Florida Beaches International Airport.

On March 13, 2013 the Board voted unanimously to have the Board Chairman work with legal counsel to negotiate a contract with Mr. McClellan for the Executive Director's position. Mr. Pilcher and the airport's legal counsel met with Mr. McClellan and were successful in negotiating terms for a new Employment Contract.

Following Board discussion, Mr. Scott made a motion to approve the Employment Contract between the District and Mr. McClellan and authorization for the Board Chairman to execute the document. Mr. Koehnemann seconded the motion. The vote was taken and the motion passed unanimously.

c. Moore Communications Group – Annual Review

This item provides for Board review of the work performed by Moore Communications Group and renewal of the Marketing and Communications Consultant Agreement.

In March 2011, the airport entered into an agreement with Moore Communications Group (MCG) for marketing and communications consulting services. The agreement provided for a three year term with reviews of their performance on an annual basis.

MCG has performed numerous tasks over the second term of their agreement ranging from the development of an annual communications plan, web site support, and by increasing media relations. Additionally, MCG will play a key role in the development of the airport's sponsorship with the 30A Songwriters Festival and the Seabreeze Jazz Festival for 2014. Staff feels that MCG has performed in an excellent manner and has continued to perform work in the best interest of the airport.

Based on their performance, staff recommends approval of the annual renewal with MCG for continuation of their agreement to provided marketing and communication services to the airport. Funding is available in the FY13 budget and will be programmed in the FY14 budget for support of this agreement.

Following Board discussion, Mr. Bruett made a motion to approve the annual renewal of the Professional Services Agreement for Marketing and Communications Services with Moore Communications Group, Inc. for year three of their agreement. Mr. Scott seconded the motion. The vote was taken and the motion passed unanimously.

d. Republic Parking System, Inc. Agreement – Three Year Term Extension

This item provides for Board approval of an amendment to the public parking agreement with Republic Parking System, Inc.

On May 15th, 2010 the airport entered into the first amendment to the management agreement with Republic Parking Systems, Inc. This amendment extended the term of the management agreement to May 23, 2013. Additionally, upon the expiration date of May 23, 2013, Republic Parking would have the option to renew the agreement for an additional three year period by mutual agreement of both parties. Such renewal would be subject to a written request for renewal to be provided by Republic Parking to the airport no later than 90 days prior to expiration of the current term.

On January 7, 2013 Republic Parking System, Inc. submitted a written request for the three year extension in accordance with Article 1 of the agreement. The services performed by Republic Parking in operating the airport's public parking lot have been excellent and there have been no issues that would warrant not extending this agreement. This extension would cover the period of May 23, 2013 through May 22, 2016.

In consideration of the proposed new borrowing to assist with financing the covered parking lot project, it will be necessary to amend sections 4.01 and 4.02 which deal with compensation paid to Republic Parking. To ensure the parking lot management agreement is a qualifying agreement to finance the parking improvements on a non-AMT basis, it will be necessary to revise the agreement to ensure that the incentive compensation does not exceed the fixed compensation.

To accomplish this, the amendment would increase the monthly management fee to \$2,500 for year one, \$2,550 for year two and \$2,601 for year three. Additionally, the maximum performance incentive bonus would be the calculated performance percentage times the total of the annual management fee. The total incentive bonus would not exceed the total amount of the monthly management fee. This change does not increase the amount paid to Republic Parking, but only modifies the basis of the compensation calculation.

Following Board discussion, Mr. Scott made a motion to approve the second amendment to the management agreement with Republic Parking Systems, Inc., approval to extend the agreement for a three year period beginning May 23, 2013 with the addition of a new three year renewal option, approval to modify the compensation calculations, and authorization for the Board Chairman or his designee to execute any required documents. Mr. Bruett seconded the motion. The vote was taken and the motion passed unanimously.

e. **Reimbursement Resolution**

This item provides for Board approval of a resolution allowing the District to reimburse itself for costs of the covered airport parking project that are incurred before a loan is in place.

Previously, the Board approved the construction of a covered parking area in the existing airport parking lot. The District will need to incur debt in order to fund a portion of the planning and construction of that parking area, and it is expected that the costs of the project will be reimbursed by and financed with the proceeds of that debt.

In light of this, staff is requesting Board approval of a resolution that will allow the District to be reimbursed from the proceeds of future financing for capital expenditures to be paid by the District for the purpose of acquiring, constructing and erecting the project, including but not limited to capital expenditures, costs of design and other costs associated with the issuance of debt. It is expected that the total amount of debt to be incurred by the District with respect to the project will not exceed \$700,000.

Following Board discussion, Mr. Bruett made a motion to approve the resolution allowing for reimbursement to the District from the proceeds of the future borrowing and authorization for the Board Chairman to execute the resolution. Mr. Scott seconded the motion. The vote was taken and the motion passed unanimously.

Other Business:

Stormwater Management System Augmentation Project Update: Mr. McClellan updated the Board regarding the status of this project. He stated that the project was on schedule and should be completed by the end of June.

Bay Aircraft Owners Hangar Door Update: Mr. McClellan updated the Board regarding the status of repair to the hangar door. He stated that significant progress had been made within the last 30 days, and they were waiting to receive certification from the cylinder manufacturer.

Deputy Executive Director RFP Update: Mr. McClellan updated the Board regarding the status of this RFP. He stated that the RFP had been issued with responses due back by April 9, 2013. He further stated that a selection committee would be meeting and bringing back a recommendation to the Board at the next Board meeting. The Board appointed Mr. Till Bruett to serve on the selection committee.

Ground Transportation Services Update: Mr. McClellan updated the Board regarding the status of the committee's last meeting. He advised that the evaluation committee had met with Sunshine Shuttle and were successful in negotiating savings to the customers while providing an increased level of service for ground transportation services.

Following Board discussion, Mr. Koehnemann made a motion to approve staff negotiating a contract with Sunshine Shuttle for ground transportation services located in the terminal at the airport and to bring back a contract for Board approval at the next Board meeting. Mr. Forehand seconded the motion. The vote was taken and the motion passed unanimously.

Public Comments:

There were no public comments.

Adjournment:

The meeting was adjourned at approximately 10:00 a.m.

Pamn Henderson, Dir. of Administration

John Pilcher, Chairman