

Minutes
21 January 2016
Regular Meeting

A. ROLL CALL

Meeting was called to order by Chairman Rideoutte at 8:30 a.m. in the Council Chambers at City Hall. Present were Commissioner Evans, Commissioner Stricklen, Vice Chairman Nocera, and Commissioner Messer.

Also present were Mr. Soliday, Mr. Owens, Ms. Dugan, Mr. Keith, Ms. Etelamaki, Mr. Frost, Mr. Jefferson, Ms. Smith, Ms. Frankl, and Ms. Menard.

B. PLEDGE OF ALLEGIANCE

C. AGENDA

There were three changes to the agenda. Mr. Soliday advised that the following items would be added: 1) E. Presentations and Time Certain Items, Item No. 2, Request for Extension of Lease – Matt Hagans, Naples Jet Center; 2) G. Action Items, Item No. 8, Declaration of an Urgent Matter – Tornado Event of January 17, 2016; and 3) H. New Business, Item 1. Legal Counsel Review.

D. MINUTES

1. 17 December 2015 Regular Meeting

Commissioner Stricklen moved approval of the 17 December 2015 Regular Meeting minutes. Commissioner Evans seconded. Motion passed 5-0.

E. PRESENTATIONS AND TIME CERTAIN ITEMS

1. Second Annual Disabled Veterans Banquet and Auction – Dr. Joseph Braden, Civil Air Patrol

Dr. Joseph Braden, Civil Air Patrol, announced that the Second Annual Disabled Veterans Banquet and Auction would be held on Saturday, February 6, at the Hertz Hangar to raise funds for disabled veterans, the Museum of Military Memorabilia, and the Naples Senior Squadron, Civil Air Patrol.

2. Request for Extension of Lease – Matt Hagans, Naples Jet Center

Mr. Matt Hagans provided an overview of the Naples Jet Center lease with the Authority. He advised that he would not be able to meet the lease provision to complete the construction of a hangar by February, 2016, and requested a one-year extension. There was Board, counsel and staff discussion regarding the lease and the challenges experienced by Mr. Hagans. There was Board consensus to extend the completion date to December 31, 2016. Staff will work with Mr. Owens and Mr. Hagans and present a lease modification for approval at the February Regular Meeting.

F. PUBLIC COMMENTS

Mr. Larry Schultz, 408 16th Avenue South, Naples, of Aqualane Shores, and Co-Founder of Naples Airport Watch, requested to defer his comments until Item M., Public Comments, on the agenda.

G. ACTION ITEMS (Public comments accepted for each item; 5 minute limit)

1. Election of Chairman

Chairman Rideoutte nominated Commissioner Messer for Chair. There were no other nominations. Motion passed 5-0 to elect Ms. Messer to be the Chair of the Board.

Chair Messer thanked the Board for their confidence in electing her to the Chair position. She looks forward to collaborating with the Board, airport staff, and all of the stakeholders in meeting the goals and objectives set forth along with maintaining the high standards of the airport.

2. Election of Vice Chairman

Chair Messer nominated Vice Chairman Nocera to continue serving as Vice Chairman. Vice Chairman Nocera accepted. Motion passed 5-0 to elect Mr. Nocera to be the Vice Chairman of the Board.

3. Committee Appointments (Chair)

Mr. Linneman, 980 Galleon Drive, Naples, publicly expressed his sincere hope that Chair Messer, who has been serving as the Noise Compatibility Committee liaison over the past year, be reappointed to that position.

Chair Messer appointed Commissioners to serve as follows:

Audit Committee:	Mr. Evans, Chair Mr. Rideoutte, Member
Consultant Selection Committee:	Mr. Stricklen, Chair Mr. Nocera, Member
Legal Liaison:	Mr. Nocera
Noise Compatibility Committee:	Ms. Messer
Air Service Liaison:	Mr. Rideoutte

4. Memorandum to Naples Airport Authority Commissioners of 18 December 2015

Mr. Soliday summarized Commissioner Stricklen's letter of 18 December 2015 with respect to the Air Service Incentive Program Participation Agreement between the Authority and Elite Airlines executed on 15 October 2015 by the Executive Director on behalf of the Authority. To comply with the concerns, Mr. Soliday provided staff's recommendations for the Board to consider the revised Delegation of Powers in the next Action Item which prohibits the Executive Director from entering into an agreement with an airline. There was Board discussion regarding the Executive Director's authority to revise the Airport Rules and Regulations and the Rates and Charges.

5. Resolution 2016-1, Delegation of Powers

Mr. Owens pointed out that every year at the January Regular meeting, it is incumbent upon the Board to review the Delegation of Powers Resolution and to consider amendments. He said that the amendment to the Delegation of Powers approved in December requiring Board approval of any commercial air service agreements was carried forward. The other change was to amend Article II(A)(6) to only require Authority Counsel signature on leases that have a term in excess of two years, consistent with the leases required to be executed by the Chairman under Article II(A)(2).

Commissioner Rideoutte moved approval of Resolution 2016-1, Delegation of Powers, as amended. Commissioner Evans seconded. Motion passed 5-0.

6. Board Approval of a Contract with Montgomery Retirement Plan Advisors to Provide Independent Advisor Consulting Services Regarding the Authority's 401(a) Defined Contribution Pension Plans and 457 Deferred Compensation Plan

Ms. Dugan requested Board approval of the Professional Services Agreement between IFP Advisors, Inc. and Montgomery Retirement Plan Advisors, Inc. and the Authority to provide independent advisory and consulting services regarding the Authority's 401(a) Defined Contribution Plans and 457(b) Deferred Compensation Plan. Ms. Dugan said that the Agreement was under the Executive Director's authority of purchasing but there were material changes to the standard Professional Services Agreement necessary to accommodate the requested services and Security Exchange Commission requirements. She stated that the Authority's forfeiture account would be used to offset the fees for the services.

The Board recommended that staff find out if Authority employees could participate in the Florida Retirement System.

Vice Chairman Nocera moved Board approval of the Professional Services Agreement for independent advisory and consulting services in the amount of \$16,500 per year as presented by Ms. Dugan. Commissioner Stricklen seconded. Motion passed 5-0.

7. Mill and Overlay of the North General Aviation (GA) Ramp

Kerry Keith requested Board authorization for the Executive Director to proceed with bidding and contracting for the rehabilitation of the North General Aviation Ramp. Mr. Keith displayed an aerial of the project area.

Commissioner Stricklen moved Board authorization for the Executive Director to proceed with the bidding and contracting for the rehabilitation of the North General Aviation Ramp. Vice Chairman Nocera seconded. Motion passed 5-0.

8. Declaration of an Urgent Matter – Tornado Event of January 17, 2016

Mr. Soliday requested Board ratification of the Executive Director's Declaration of an Urgent Matter in response to the tornado event on January 17, 2016. On behalf of the Commissioners, Chair Messer thanked staff for getting the airport back in operation after the event.

Commissioner Evans moved Board ratification of the Executive Director's Declaration of an Urgent Matter in response to the event of January 17, 2016 and moved to cancel the Declaration effective January 21, 2016. Commissioner Stricklen seconded. Motion passed 5-0.

H. NEW BUSINESS

1. Legal Counsel Review

Regarding Commissioner Evan's letter to the Commissioners pertaining to the contractual review of the legal counsel firm as set forth in the Bylaws, Commissioner Evans summarized the historical timeline of the legal counsel review and advised that while the individual legal counsel was reviewed in 2014, the decision to retain the firm was missed. There was Board and staff discussion regarding the process, the intent of previous annual reviews of Mr. McMackin, and options available to deal with the unintentional oversight. There was Board consensus to accept Chair Messer's suggestion to table this discussion until the June Regular Meeting, since Mr. Owens' performance review would be conducted in August and there is no Board meeting in July.

I. OLD BUSINESS

1. Noise Compatibility Committee Update

Chair Messer reported that the Noise Compatibility Committee will meet on Thursday, January 28th, in the Airport Office Building at 9 a.m. and provided a brief summary of the topics to be discussed. She encouraged the public to attend.

2. Air Service Update

Commissioner Rideoutte reported that Elite Airways is expected to receive DOT approval for certification of its RJ700 aircraft fleet and that marketing for ticket sales will begin once they receive certification. He also reported that TSA has installed all of the equipment at the Commercial Air Terminal and that staff is working with inspectors in finalizing the Airport Security Plan. Commissioner Rideoutte responded to questions.

3. Audit Committee Meeting Update

Mr. Soliday advised that Ms. Etelamaki will communicate with our auditor and members, Commissioner Evans and Commissioner Rideoutte, about setting an Audit Committee meeting date. Mr. Soliday advised that all Commissioners are welcome to attend and participate in the meeting.

4. Executive Director Search Update

Mr. Soliday reported that Ms. Frankl was in the audience and following the meeting, she will be meeting with individual Commissioners over the next two days to discuss Executive Director candidates. A Workshop Meeting was scheduled for February 1st to interview final candidates.

J. MANAGEMENT TEAM REPORT

1. Management Team Report

Mr. Soliday responded to Commissioner Rideoutte regarding the boat show event proceeds and to Commisisoner Evans regarding the record activities at the airport.

Vice Chairman Nocera moved approval of the Management Team Report. Commissioner Rideoutte seconded. The motion passed 5-0.

K. FINANCIAL REPORTS

1. Financial Summary

Ms. Etelamaki provided a summary of the financial results through the end of December 2015. A question and answer period followed.

Vice Chairman Nocera moved approval of the Financial Summary. Commissioner Evans seconded. The motion passed 5-0.

L. COUNSEL'S REPORT

1. Counsel's Report

Mr. Owens reported that there was no new litigation to report. On behalf of himself and his firm, he thanked the Board for the opportunity to continue to serve the Authority and requested the Board to feel free to reach out to him to discuss any issues.

M. PUBLIC COMMENTS (5 minute limit)

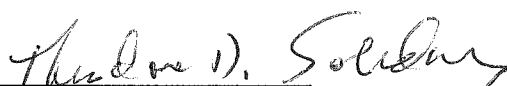
Mr. Larry Schultz, 408 16th Avenue South, Naples, representing the Naples Airport Watch, congratulated Chair Messer for her appointment to Chair. Because matters that come before the Board are difficult and will be looked at in retrospect, Mr. Schultz suggested that the Board request written legal opinions with Counsel before acting on decisions.

N. CORRESPONDENCE/COMMISSIONER COMMENTS & REQUESTS/MEETINGS

There were no correspondence/commissioner comments and requests/meetings.

O. ADJOURN

With no further business, the meeting adjourned at 10:42 a.m.


Theodore D. Soliday
Secretary

NOTE: Printed copies of all visual presentations and handouts are on file in the Executive Assistant's Office.

**BOARD OF COMMISSIONERS OF
CITY OF NAPLES AIRPORT AUTHORITY**

Chairman: James Rideoutte

Commissioners: John Nocera, Dick Evans, Donna Messer, Raymond Stricklen

Executive Director: Theodore D. Soliday

Authority Attorney: William L. Owens, Esq. of Bond, Schoeneck & King, PLLC

**NOTICE OF REGULAR MEETING
OF THE BOARD OF COMMISSIONERS OF
CITY OF NAPLES AIRPORT AUTHORITY
THURSDAY, JANUARY 21, 2016 8:30 A.M.
CITY HALL COUNCIL CHAMBERS
735 EIGHTH STREET SOUTH
NAPLES, FLORIDA**

NOTICE: Formal action may be taken on any item listed on the Agenda below, or added to the Agenda before or during the meeting, or discussed during the meeting without being added to the Agenda. Also, the sequence of items may be changed as the meeting progresses. Any person who decides to appeal a decision made by the Board of Commissioners with respect to any matter considered at this meeting (or hearing) will need a record of the proceeding and may need to ensure that a verbatim record of the proceeding is made, which record includes the testimony and evidence upon which the appeal is to be heard.

NOTICE: Any person with a disability requiring auxiliary aids or services for meetings at the City Council Chamber may call the City Clerk's Office at 213-1015, or for meetings at the Airport Office Building, the NAA Executive Assistant's Office at 643-0733, with requests at least two business days before the meeting.

SPEAKERS: Welcome. If you wish to address the Board of Commissioners regarding an item listed on the Agenda, please complete a Speaker Registration form (available at the rear of the room) and hand it to the Executive Assistant prior to consideration of that item. We ask that speakers limit comments to 5 minutes and that large groups name a spokesperson whenever possible. All written, audio-visual, and other materials distributed to the Board or staff during this meeting will become the property of NAA and will be a public record. Thank you for your interest and participation.

A. ROLL CALL

B. PLEDGE OF ALLEGIANCE

C. AGENDA (Add, delete or re-sequence items)

D. MINUTES

1. 17 December 2015 Regular Meeting

E. PRESENTATIONS AND TIME CERTAIN ITEMS

1. Second Annual Disabled Veterans Banquet and Auction – Dr. Joseph Braden, Civil Air Patrol
2. Request for Extension of Lease – Matt Hagans, Naples Jet Center

- F. **PUBLIC COMMENT** (Public comments accepted for items not otherwise listed on the Agenda; 5 minute limit)
- G. **ACTION ITEMS** (Public comments accepted for each item; 5 minute limit)
1. Election of Chairman
 2. Election of Vice Chairman
 3. Committee Appointments (Chairman)
 4. Memorandum to Naples Airport Authority Commissioners of 18 December 2015
 5. Resolution 2016-1, Delegation of Powers
 6. Board Approval of a Contract with Montgomery Retirement Plan Advisors to Provide Independent Advisor Consulting Services Regarding the Authority's 401(a) Defined Contribution Pension Plans and 457 Deferred Compensation Plan
 7. Mill and Overlay of the North General Aviation (GA) Ramp
 8. Declaration of an Urgent Matter – Tornado Event of January 17, 2016
- H. **NEW BUSINESS**
1. Legal Counsel Review
- I. **OLD BUSINESS**
1. Noise Compatibility Committee Update
 2. Air Service Update
 3. Audit Committee Meeting Update
 4. Executive Director Search Update
- J. **MANAGEMENT TEAM REPORT**
1. Management Team Report
- K. **FINANCIAL REPORTS**
1. Financial Summary
- L. **COUNSEL'S REPORT**
1. Counsel's Report
- M. **PUBLIC COMMENTS (5 minute limit)**
- N. **CORRESPONDENCE/COMMISSIONER COMMENTS & REQUESTS/MEETINGS**
- O. **ADJOURN**

Information on Action Items and other items which has been provided in advance of this meeting may be inspected at the office of the Executive Assistant, General Aviation Terminal Building, 2nd Floor, 160 Aviation Drive North. Minutes of this meeting will be prepared for Board approval, usually at the next Regular Meeting.
