Minutes
January 17, 2019
Regular Meeting

A. ROLL CALL

Meeting was called to order by Chair Messer at 8:30 a.m. in the Council Chambers at City Hall.

Present were Chair Messer, Commissioner Brousseau, Commissioner Dustin, Vice Chair Lenhard and Commissioner Rideoutte.

Staff and Authority Counsel present were Mr. Rozansky, Mr. Owens, Ms. Terrill, Mr. Keith, Mr. Frost, Mr. Warriner, Ms. Jackson, Mr. Jefferson and Ms. Menard.

B. PLEDGE OF ALLEGIANCE

Chair Messer led the Pledge of Allegiance.

C. AGENDA

Mr. Rozansky stated that there were no changes to the agenda.

D. MINUTES

1. December 20, 2018 Regular Meeting

Vice Chair Lenhard moved approval of the December 20, 2018 Regular Meeting minutes. Commissioner Rideoutte seconded. Motion passed unanimously 5-0.

2. December 20, 2018 Special Meeting

Commissioner Rideoutte moved approval of the December 20, 2018 Special Meeting minutes. Commissioner Brousseau seconded. Motion passed unanimously 5-0.

E. PRESENTATIONS AND TIME CERTAIN ITEMS

There were no presentations or time certain items.

F. PUBLIC COMMENTS

There were no public comments.

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

1. Election of Chair

Mr. Rozansky stated that per the Authority's Bylaws, in January each year, the Board elects a Chair and Vice Chair. He said that the Chair is not eligible to serve more than two consecutive terms in that office. He pointed out that he and Mr. Owens reviewed the eligibility for the current Chair, and they interpreted

that the current Chair served a partial term in 2017, and that she as well as all other Board members are eligible to serve as Chair for 2019. Chair Messer reviewed the guidelines for nominations.

Commissioner Messer nominated herself for Chair for a period of one year, and she accepted the nomination to serve as Chair. There were no other nominations. Motion passed 5-0 to elect Commissioner Messer to be the Chair of the Board for a term of one year.

2. **Election of Vice Chair**

Chair Messer commented that the same guidelines will be used for nomination of Vice Chair. Chair Messer nominated Commissioner Lenhard to serve as Vice Chair. Commissioner Lenhard accepted the nomination. There were no other nominations. Motion passed 5-0 to elect Commissioner Lenhard to be the Vice Chair of the Board for a period of one year.

3. **Committee Appointments (Chair)**

Chair Messer commented that the current committee structure is working well, and she reappointed Commissioners to serve as follows:

Audit Committee:	Mr. Rideoutte, Chair Mr. Dustin, Member
Consultant Selection Committee:	Mr. Lenhard, Chair Mr. Rideoutte, Member
Legal Liaison:	Mr. Brousseau
Noise Compatibility Committee Liaison:	Ms. Messer

Chair Messer thanked her fellow Commissioners for serving on the respective committees.

4. **Authorize the Chair to Execute Resolution No. 2019-1, Resolution of City of Naples Airport Authority Delegating Certain Administrative and Operational Powers and Duties to the Executive Director; and Repealing Resolution 2018-1**

Ms. Terrill noted that in the Board packet, Commissioners received a red-lined comparison and detailed explanation of the proposed changes. She reviewed the recommendations to existing Resolution No. 2018-1 which included revised language for consistency and clarity regarding the Authority's leasing programs, miscellaneous agreements, public works projects and contracts for procurement of commodities and contractual services, aviation fuels, and investment options of Authority funds.

A question and answer period followed.

Commissioner Rideoutte moved Board approval for the Chair to execute Resolution No. 2019-1, Resolution of City of Naples Airport Authority Delegating Certain Administrative and Operational Powers and Duties to the Executive Director; and, repealing Resolution 2018-1. Commissioner Brousseau seconded. Motion passed unanimously 5-0.

5. **Approve Consultant Selection Committee Ranking of Firms to Provide Employee Benefits Broker Services and Authorize the Executive Director to Negotiate and Execute a Professional Services Agreement with the Top-Ranked Firm**

Mr. Owens announced that Commissioner Dustin would like to make a brief statement and disclosure before Item 5 is presented.

Commissioner Dustin read aloud the following statement:

"On January 17, 2019, the Board of Commissioners of the City of Naples Airport Authority will vote on a measure to approve the ranking of two firms, Baldwin Krystyn Sherman Partners and Gehring Group, to provide employee benefits broker services and authorize the Executive Director to negotiate and execute a professional services agreement with the top-ranked firm. As of January 17, 2019, my employer, Falls River Group, LLC, has an existing contractual relationship with Baldwin Krystyn Sherman Partners. Pursuant to Section 112.3143, Florida Statutes, I am abstaining from voting upon and participating in such measure. I am disclosing the nature of my conflicting interest as a public record by filing a Form 8B, Memorandum of Voting Conflict for County, Municipal, And Other Local Public Officers, with the person responsible for recording the minutes of the meeting who should incorporate the form in the minutes."

Ms. Terrill requested Board approval of the Consultant Selection Committee's recommended ranking of firms to provide employee benefits broker services and Board authorization for the Executive Director to negotiate and execute a Professional Services agreement with the top-ranked firm.

Ms. Terrill reported that staff published a Request for Qualifications on December 7, 2018. She stated that the current contract was negotiated in 2014 and it expires February 18, 2019. She said that the Consultant Selection Committee met on January 11, 2019 to interview the two qualified firms. The Committee ranked the firms as follows: 1) Baldwin Krystyn Sherman Partners and 2) Gehring Group.

Vice Chair Lenhard moved Board approval of the Consultant Selection Committee ranking of the firms to provide employee benefits broker services as follows: 1) Baldwin Krystyn Sherman Partners and 2) Gehring Group. Commissioner Rideoutte seconded. Motion passed 4-0 with Commissioner Dustin abstaining.

Chair Messer moved Board authorization for the Executive Director to negotiate and execute a Professional Services Agreement with the top-ranked firm of Baldwin Krystyn Sherman Partners. Vice Chair Lenhard seconded. Motion passed 4-0 with Commissioner Dustin abstaining.

6. **Authorize the Executive Director to Execute an Assignment and Assumption of City of Naples Airport Authority Leasehold Agreement from Tennyson Enterprises, Inc. to DFA404, LLC**

Ms. Jackson stated that on August 1, 1997, Tennyson Enterprises, Inc. entered into a 30-year land lease with the Authority and on December 28, 2018, they executed a Lease Term Buy Back and amended and restated Leasehold Agreement expiring on July 31, 2047. She said that Tennyson Enterprises is requesting the Authority's consent to assign the Leasehold Agreement to DFA404, LLC, a current condominium tenant.

Commissioner Rideoutte moved Board authorization for the Executive Director to execute an Assignment and Assumption of City of Naples Airport Authority Leasehold Agreement from Tennyson Enterprises, Inc., to DFA404, LLC. Commissioner Dustin seconded. Motion passed unanimously 5-0.

7. **Authorize the Executive Director to Execute a Consent to Sublease between Hartford Realty, LLC and Naples Air Center, Inc.**

Ms. Jackson stated that the term of the sublease is for five years. There was discussion regarding the necessity for the Board to vote on this item since Resolution 2019-1, voted on and passed earlier in the meeting, allows for the Executive Director to approve subleases not exceeding five years. Mr. Rozansky and Mr. Owens stated that since this item was on the agenda prior to the Resolution being in effect, the Board should vote on it.

Chair Messer moved Board authorization for the Executive Director to execute a Consent to Sublease between Hartford Realty, LLC and Naples Air Center, Inc. Commissioner Rideoutte seconded. Motion passed unanimously 5-0.

H. NEW BUSINESS

There was no new business.

I. OLD BUSINESS

1. **Noise Compatibility Committee (NCC) Update**

Chair Messer said that a summary of the October 25th NCC meeting was reported on at the November 15, 2018 Regular Meeting. She reported that a Request for Qualifications (RFQ) for noise consulting services responses were due on December 20, 2018, and the RFQ included on call services as well as assisting with the Part 150 Noise Study Update. She said that the Consultant Selection Committee will interview and rank the two responding firms, Harris Miller Miller & Hanson Inc. (HMMH) and Environmental Science Associates (ESA), at its meeting on January 31st and that the NCC has been encouraged to attend.

Chair Messer announced that the next regular meeting of the NCC is scheduled for 9 a.m. on Thursday, January 31st, in the Airport Office Building, 200 Aviation Drive North. She encouraged the public to attend.

J. LEADERSHIP TEAM REPORT

1. **Leadership Team Report**

In response to Commissioner Dustin's question regarding flag drop-off, Mr. Rozansky explained that as a service to the community, Authority staff conducts flag retirement ceremonies. He said that the public is able to drop flags off and when a number of them are collected, a flag retirement ceremony is scheduled.

K. FINANCIAL REPORTS

1. Financial Summary

Mr. Warriner provided a review of the financials and reported on actuals against budget for the month of December and for the first three months of the fiscal year.

Commissioner Dustin moved acceptance of the December Financial Summary. Commissioner Rideoutte seconded. Motion passed unanimously 5-0.

L. COUNSEL'S REPORT

1. Counsel's Report

Mr. Owens reported that there were no pending legal matters or material issues to discuss.

M. PUBLIC COMMENTS (5 minute limit)

There were no public comments.

N. CORRESPONDENCE/COMMISSIONER COMMENTS & REQUESTS/MEETINGS

Chair Messer provided a recap of City Council's Workshop meeting held on Monday, January 14th. She said that Mr. Rozansky and the ESA consultants, Doug DiCarlo and Mike Arnold, presented the Master Plan Update. She said Mr. DiCarlo shared a summary of customer and public input to date, and one of the common issues expressed during the outreach was feedback on noise over residential areas and concern that the Master Plan Study Update did not include a comprehensive noise study. She said Mr. DiCarlo explained that it is not common to incorporate a noise study and a master planning study together although sometimes they are done concurrently or sequentially. Chair Messer wanted to communicate for the benefit of the public that the Authority is embarking on the noise study but it is not part of the master plan update.

At the City Council Workshop Meeting, Chair Messer reported that a Council member commented that for the last couple of years, communications with citizens and tenants has been first class. She encouraged the NAA to continue these efforts as we continue the master plan update and noise study. She complimented Mr. Rozansky and his team for their efforts.

Commissioner Rideoutte said that Chair Messer's comments are refreshing and a welcome change from when he first joined the Board.

Lastly, Chair Messer encouraged the public to visit the Authority's newly reorganized website, www.flynaples.com. She stated that it is incredibly user friendly and easier to find information to help people stay informed. She thanked staff for their hard work in refining it. Mr. Rozansky appreciated the comments and stated that staff is still working on it and there will be further improvements in the future.

O. ADJOURN

With no further business, the meeting adjourned at 9:07 a.m.

Christopher A. Rozansky
Secretary

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

FORM 8B MEMORANDUM OF VOTING CONFLICT FOR COUNTY, MUNICIPAL, AND OTHER LOCAL PUBLIC OFFICERS

LAST NAME—FIRST NAME—MIDDLE NAME	NAME OF BOARD, COUNCIL, COMMISSION, AUTHORITY, OR COMMITTEE
Dustin, Kerry C.	Board of Commissioners of the City of Naples Airport Authority
MAILING ADDRESS 599 9th Street North, Suite 101, Naples, FL 34102	THE BOARD, COUNCIL, COMMISSION, AUTHORITY OR COMMITTEE ON WHICH I SERVE IS A UNIT OF: ☐ CITY ☐ COUNTY ☑ OTHER LOCAL AGENCY
CITY: Naples — COUNTY: Collier	NAME OF POLITICAL SUBDIVISION: City of Naples Airport Authority
DATE ON WHICH VOTE OCCURRED January 17, 2019	MY POSITION IS: ☐ ELECTIVE ☑ APPOINTIVE

WHO MUST FILE FORM 8B

This form is for use by any person serving at the county, city, or other local level of government on an appointed or elected board, council, commission, authority, or committee. It applies to members of advisory and non-advisory bodies who are presented with a voting conflict of interest under Section 112.3143, Florida Statutes.

Your responsibilities under the law when faced with voting on a measure in which you have a conflict of interest will vary greatly depending on whether you hold an elective or appointive position. For this reason, please pay close attention to the instructions on this form before completing and filing the form.

INSTRUCTIONS FOR COMPLIANCE WITH SECTION 112.3143, FLORIDA STATUTES

A person holding elective or appointive county, municipal, or other local public office MUST ABSTAIN from voting on a measure which would inure to his or her special private gain or loss. Each elected or appointed local officer also MUST ABSTAIN from knowingly voting on a measure which would inure to the special gain or loss of a principal (other than a government agency) by whom he or she is retained (including the parent, subsidiary, or sibling organization of a principal by which he or she is retained); to the special private gain or loss of a relative; or to the special private gain or loss of a business associate. Commissioners of community redevelopment agencies (CRAs) under Sec. 163.356 or 163.357, F.S., and officers of independent special tax districts elected on a one-acre, one-vote basis are not prohibited from voting in that capacity.

For purposes of this law, a "relative" includes only the officer's father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, and daughter-in-law. A "business associate" means any person or entity engaged in or carrying on a business enterprise with the officer as a partner, joint venturer, coowner of property, or corporate shareholder (where the shares of the corporation are not listed on any national or regional stock exchange).

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ELECTED OFFICERS:

In addition to abstaining from voting in the situations described above, you must disclose the conflict:

PRIOR TO THE VOTE BEING TAKEN by publicly stating to the assembly the nature of your interest in the measure on which you are abstaining from voting; *and*

WITHIN 15 DAYS AFTER THE VOTE OCCURS by completing and filing this form with the person responsible for recording the minutes of the meeting, who should incorporate the form in the minutes.

* * * * * * * * * * * * * * * * *

APPOINTED OFFICERS:

Although you must abstain from voting in the situations described above, you are not prohibited by Section 112.3143 from otherwise participating in these matters. However, you must disclose the nature of the conflict before making any attempt to influence the decision, whether orally or in writing and whether made by you or at your direction.

IF YOU INTEND TO MAKE ANY ATTEMPT TO INFLUENCE THE DECISION PRIOR TO THE MEETING AT WHICH THE VOTE WILL BE TAKEN:

- You must complete and file this form (before making any attempt to influence the decision) with the person responsible for recording the minutes of the meeting, who will incorporate the form in the minutes. (Continued on page 2)

APPOINTED OFFICERS (continued)

- A copy of the form must be provided immediately to the other members of the agency.
- The form must be read publicly at the next meeting after the form is filed.

IF YOU MAKE NO ATTEMPT TO INFLUENCE THE DECISION EXCEPT BY DISCUSSION AT THE MEETING:

- You must disclose orally the nature of your conflict in the measure before participating.
- You must complete the form and file it within 15 days after the vote occurs with the person responsible for recording the minutes of the meeting, who must incorporate the form in the minutes. A copy of the form must be provided immediately to the other members of the agency, and the form must be read publicly at the next meeting after the form is filed.

DISCLOSURE OF LOCAL OFFICER'S INTEREST

I, Kerry C. Dustin, hereby disclose that on January 17, 20 19 :

(a) A measure came or will come before my agency which (check one or more)

___ inured to my special private gain or loss;

___ inured to the special gain or loss of my business associate, _____ ;

___ inured to the special gain or loss of my relative, _____ ;

___ inured to the special gain or loss of my employer, Falls River Group, LLC, by whom I am retained; or

___ inured to the special gain or loss of _____, which is the parent subsidiary, or sibling organization or subsidiary of a principal which has retained me.

(b) The measure before my agency and the nature of my conflicting interest in the measure is as follows:

On January 17, 2019, the Board of Commissioners of the City of Naples Airport Authority will vote on a measure to approve the ranking of two firms, Baldwin Krystyn Sherman Partners and Gehring Group, to provide employee benefits broker services and authorize the Executive Director to negotiate and execute a professional services agreement with the top-ranked firm. As of January 17, 2019, my employer, Falls River Group, LLC, has an existing contractual relationship with Baldwin Krystyn Sherman Partners. Pursuant to Section 112.3143, Florida Statutes, I am abstaining from voting upon and participating in such measure. I am disclosing the nature of my conflicting interest as a public record by filing a Form 8B, Memorandum Of Voting Conflict For County, Municipal, And Other Local Public Officers, with the person responsible for recording the minutes of the meeting who should incorporate the form in the minutes.

If disclosure of specific information would violate confidentiality or privilege pursuant to law or rules governing attorneys, a public officer, who is also an attorney, may comply with the disclosure requirements of this section by disclosing the nature of the interest in such a way as to provide the public with notice of the conflict.

January 17, 2019
Date Filed

K.C. Dustin
Signature

NOTICE: UNDER PROVISIONS OF FLORIDA STATUTES §112.317, A FAILURE TO MAKE ANY REQUIRED DISCLOSURE CONSTITUTES GROUNDS FOR AND MAY BE PUNISHED BY ONE OR MORE OF THE FOLLOWING: IMPEACHMENT, REMOVAL OR SUSPENSION FROM OFFICE OR EMPLOYMENT, DEMOTION, REDUCTION IN SALARY, REPRIMAND, OR A CIVIL PENALTY NOT TO EXCEED $10,000.

CITY OF NAPLES AIRPORT AUTHORITY (NAA)
Board of Commissioners
Notice of Regular Meeting

FINAL AGENDA

City Hall Council Chambers
735 Eighth Street South
Naples, FL 34102

Thursday, January 17, 2019
8:30 a.m.

Commissioner Donna M. Messer – Chair and NCC Liaison
Commissioner Michael Lenhard – Vice Chair and Consultant Selection Committee Chair
Commissioner James Rideoutte – Audit Committee Chair, Consultant Selection Committee Member
Commissioner Ted Brousseau – Legal Liaison
Commissioner Kerry C. Dustin, Audit Committee Member
Executive Director: Christopher A. Rozansky
Authority Attorney: William L. Owens, Esq. of Bond, Schoeneck & King, PLLC

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.

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 of this Board 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 proceedings is made, which record includes the testimony and evidence upon which the appeal is to be heard.

Any person with a disability requiring auxiliary aids or services in order to participate in this proceeding 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.

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.

A. ROLL CALL

B. PLEDGE OF ALLEGIANCE

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

D. MINUTES

1. December 20, 2018 Regular Meeting
2. December 20, 2018 Special Meeting

E. PRESENTATIONS AND TIME CERTAIN ITEMS

F. PUBLIC COMMENTS ON GENERAL TOPICS NOT ON THE CURRENT AGENDA

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

1. Election of Chair
2. Election of Vice Chair
3. Committee Appointments (Chair)
4. Authorize the Chair to execute Resolution No. 2019-1, Resolution of City of Naples Airport Authority Delegating Certain Administrative and Operational Powers and Duties to the Executive Director; and Repealing Resolution 2018-1
5. Approve Consultant Selection Committee Ranking of Firms to Provide Employee Benefits Broker Services and Authorize the Executive Director to Negotiate and Execute a Professional Services Agreement with the Top-Ranked Firm
6. Authorize the Executive Director to Execute an Assignment and Assumption of City of Naples Airport Authority Leasehold Agreement from Tennyson Enterprises, Inc. to DFA404, LLC
7. Authorize the Executive Director to Execute a Consent to Sublease between Hartford Realty, LLC and Naples Air Center, Inc.

H. NEW BUSINESS

I. OLD BUSINESS

1. Noise Compatibility Committee Update

J. LEADERSHIP TEAM REPORT

1. Leadership 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