



Airport Authority Board of Directors

Special Meeting Draft Minutes

May 6, 2021

Via Teleconference: John Picard, Kevin Arnold, Peter Leonardi, Gerald Weiner, Vin Petrini, Rich Jacob, Robert Ellis, Matthew Hoey, Anthony Verderame, Dan Adams, Mark Sklarz, Serena Neal-Sanjuro, Joseph Ginnetti

Directors Absent: Karen O'Connell, David White

Others in Attendance: Sean Scanlon, Jorge Roberts, Jeremy Nielson, Felipe Suriel, Hugh Manke, Brett Simon, Eliot Jameson, Mark Zaretsky, Peter Kirsch, Suyash Raiborde, Andrew King, Maria von Shack, Rasmus Agerskov

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1. At approximately 8:00 PM, Chairman John Picard opened the meeting and entertained a motion to go into executive session under Conn. Gen. Statutes Section 1-200(6) and Section 1-210(b)(5). Peter Leonardi made the motion which was duly seconded by Dan Adams and unanimously adopted. Invitees for the Executive Session were Executive Director Sean Scanlon, Peter Kirsch, Suyash Raiborde, Hugh Manke, and Brett Simon. Executive Session ended at approximately 9:03 PM. Directors Robert Ellis and Joseph Ginnetti left the meeting during the Executive Session.

2. Reports and Action Items

After coming out of Executive Session, the Chairman entertained a motion to adopt a resolution to approve the Letter of Intent and Amendment No. 5 to the Airports Management Agreement, both of which were discussed in Executive Session. Peter Leonardi motioned to vote on the resolution which was seconded by Gerald Weiner.

The Chairman read the entire Resolution 524, a copy of which is attached hereto. The action portion of the resolution provides:

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Tweed New Haven Airport Authority (i) approves the Letter of Intent and Amendment No. 5 and authorizes the Chairman of the Authority's Board of Directors or the Executive Director



to execute said documents forthwith, and (ii) authorizes the Executive Director: 1) to approve a construction contract for terminal renovations of Avport's choice once the final cost and schedule in such contract have been finalized to the Executive Director's satisfaction; and 2) to finalize an airline use agreement with a new airline in substantially similar terms to agreements with other airlines but which provides recognition of any significant financial contribution that the new airline may make to the Airport.

A roll call vote was taken, and all 11 attendees voted in favor of the resolution. The chairman declared the motion adopted unanimously.

3. Chairman John Picard entertained a motion to adjourn the meeting. Peter Leonardi made the motion which was seconded by Dan Adams. The Chairman declared the motion adopted unanimously and the meeting was adjourned at 9:22 PM.

Respectfully submitted-

Felipe Suriel- Assistant Airport Manager



RESOLUTION #524

RESOLUTION FOR MAY 6th SPECIAL MEETING

WHEREAS, the Tweed New Haven Airport Authority (the "**Authority**") and Avports, LLC ("**Avports**") are parties to that certain Amendment and Restatement of Management Agreement for the Operation of Tweed-New Haven Airport Between Tweed-New Haven Airport Authority and Macquarie Aviation North America 2, Inc. d/b/a AvPORTS, dated July 1, 2004, which agreement was thereafter duly assigned to Avports, effective January 1, 2009, as amended by Amendment No. 1 dated as of March 19, 2014, Amendment No. 2 dated as of September 21, 2016, Amendment No. 3 dated as of January 1, 2018, and Amendment No. 4 dated as of May 17, 2019 (the "**O&M Agreement**");

WHEREAS, the Authority has been in discussions for several months with Avports about a project to upgrade the infrastructure of, and enhance commercial air service at, the Airport;

WHEREAS, the scope of the project includes (i) renovations of the current terminal at the Airport, and (ii) an Environmental Assessment ("**EA**") in connection with certain additional improvements contemplated by the master plan;

WHEREAS, Avports has determined that the renovation costs will total approximately \$4,000,000 and the EA costs will total approximately \$750,000;

WHEREAS, the Authority does not have capital funding to design, permit and construct the renovations or perform the EA;

WHEREAS, Avports has access to the necessary capital and is prepared to provide said funds to engage design professionals and a contractor chosen by Avports to complete the renovations;

WHEREAS, the terms of the terminal renovation project, including the financing therefor, are contained in a proposed Amendment No. 5 to the O&M Agreement ("**Amendment No. 5**");

WHEREAS, commencing six months from the execution of Amendment No. 5, the Authority will make monthly repayments to Avports, and the funds for the repayment will come from net Authority operating revenue, Passenger Facility Charges and any AIP funding from the FAA for certain terminal-related projects of the Authority, or the future payment obligations may be assumed by an affiliate of Avports as provided in Amendment No. 5;

WHEREAS, elements of the overall airport improvement project are to be discussed and agreed to by the Authority and Avports in the near future, and Avports requires that said discussions, which involve trade secrets, financial analyses and other proprietary information belonging to



Avports, must remain confidential to the extent allowed by law, and Avports requires a commitment from the Authority that the Authority will deal only with Avports for a limited period of time, and the Authority and Avports have agreed to a Letter of Intent that addresses Avport's needs for confidentiality and exclusivity, among other things (the "**Letter of Intent**");

WHEREAS, the Authority has reviewed its Procurement Policies and has determined that Amendment No. 5 and the Letter of Intent are in the best interests of the Authority and the general public and may be entered into as Negotiated Basis Contracts in compliance with the Authority's Procurement Policies;

WHEREAS, Avports is finalizing an agreement with a new airline that includes, inter alia, a commitment by Avports for renovation of the terminal, and the Authority needs to enter into a use and lease agreement with that new airline;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Tweed New Haven Airport Authority (i) approves the Letter of Intent and Amendment No. 5 and authorizes the Chairman of the Authority's Board of Directors or the Executive Director to execute said documents forthwith, and (ii) authorizes the Executive Director: 1) to approve a construction contract for terminal renovations of Avport's choice once the final cost and schedule in such contract have been finalized to the Executive Director's satisfaction; and 2) to finalize an airline use agreement with a new airline in substantially similar terms to agreements with other airlines but which provides recognition of any significant financial contribution that the new airline may make to the Airport.