



MINUTES

**Birmingham Airport Authority
Board of Directors Meeting
November 16, 2021 (2:00 p.m.)**

The Birmingham Airport Authority Board of Directors met in regular session in the Event Room, located within the Birmingham Shuttlesworth International Airport.

Members Present: Chair Darlene Wilson
Director Jennifer Egbe
Director Christopher Johnson
Director Bobbie Knight
Director Bill Smith

Members Absent: Vice- Chairman Germany
Director Ashby Pate

Present Via Zoom: Earl Hillard Jr., by proxy in the ex officio capacity of Mayor Woodfin

Others Present: Attorney David Smith, Maynard Cooper & Gale Law Firm

Start of Meeting: 2:03 p.m.

Approval of Minutes: Board of Directors Meeting held on October 19, 2021

Action Taken: A motion to approve was made by Director Johnson, seconded by Director Smith, and approved by a unanimous vote

AGENDA ITEMS:

BA-21-11-2 Request approval of a contract with Weiser Security pertaining to the Exit lanes at Concourse C – Ed Seoane

Action Taken: The Board voted unanimously to approve. The motion to approve was made by Director Smith, seconded by Director Knight.

BA-21-11-3 Request approval of a contract with JBT for the maintenance of the Baggage Handling System and the Passenger Boarding Bridges. - Ed Seoane

Action Taken: The Board voted unanimously to approve. The motion to approve was made by Director Knight, seconded by Director Smith.

BA-21-11-4 Request approval of a Lease Management Software contract with Civix. – Ingrid Hairston

Action Taken: The Board voted unanimously to approve. The motion to approve was made by Director Smith, seconded by Director Johnson.

BA-21-11-5 Request approval of a contract with Kemp Management Solutions for project management services for terminal restroom renovations. – Matthew Nelson (Presentation from Devin Ferguson – Kemp Management Solutions)

Action Taken: The Board voted unanimously to approve. The motion to approve was made by Director Knight, seconded by Director Smith.

BA-21-11-6 Request approval of a contract with Summit Waterproofing Inc. for replacement of the upper roadway expansion joints. – Ed Seoane

Action Taken: The Board voted unanimously to approve. The motion to approve was made by Director Smith, seconded by Director Johnson.

BA-21-11-7 The Board received an update regarding the terminal seating project. – Ronald F. Mathieu & Marcelo Lima

CEO Report

Mr. Mathieu highlighted the following items:

- Airport Rescue Grant
- Update on the ARFF Station
- Quarter #3 Customer Satisfaction Survey
- Meeting between BAA & KKR
- Magic City Classic Business Summit
- Upcoming Airline Meeting
- Out of the Office Vacation

Public Comments

The Board received comments from Mr. Harry Giddens, President of the Neighborhood Advisory Committee, regarding trash pick-up and violence in the areas surrounding the airport. Mr. Giddens praised Mr. Nelson and his staff for their efforts.

Executive Session

During a public meeting of the Board, where a quorum was present, Chair Wilson announced that “I will now entertain a motion to go into Executive Session.” A motion was made and seconded for the Board to go into Executive Session. Chair Wilson stated “We will now have a declaration from our attorney as to the correctness of going into Executive Session under Alabama law.” Legal counsel David Smith confirmed that permissible reasons existed and include: Personnel matters: Attorney-client communications and Matters of strategy and preliminary negotiations in upcoming business. The Assistant Secretary called the names of those Board members who were present. By roll call vote, which was unanimous in favor of going into executive session, the Chair determined that a majority has approved going into Executive Session.

Following Executive Session, Chair Wilson reconvened the public meeting. Director Smith made a motion to add the following item to the agenda: to approve the drafting and implementation of a qualified pension plan for three current executives, and no others, in accordance with the terms of the Term Sheet that is before the Board members present here today; To correct an error in recruiting materials provided by the BAA to these three executives and in exchange for a written release and confirmation of complete resolution of such errors and representations; to engage Maynard Cooper to prepare the plan documents and subsequently advise the Board on the lawful administration of this qualified plan; and in connection with the drafting and implementation process to authorize Chair Wilson, or her successor, to make administrative decisions with Maynard Cooper that may be necessary in the course of the creation of the plan, subject at all times to conformity with the Term Sheet in all material respects.

Chair Wilson received a second from Director Johnson. After a brief discussion of the motion, it was passed unanimously. Thereafter, upon motion to adjourn, second and vote, the meeting was adjourned.

Adjournment: 3:15 p.m.



Date/ Time Next Board Meeting: January 18, 2022, at 2:00 p.m.

A handwritten signature in black ink, appearing to read "C. Smith", is written over a solid horizontal line.

Cathryn Smith, Assistant Secretary