



## **REGULAR MEETING OF THE BOARD OF DIRECTORS MINUTES**

**November 15, 2022 (12:00 p.m.)**

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

**Call to Order and Acknowledgement of Guests – Chair Wilson**

<b>Board Members Attendance</b>			
Darlene Wilson	P	Ashby Pate	P
David Germany	A	Bill Smith	A
Jennifer Egbe	P	Tommy Spina	P
Bobbie Knight	P	Earl Hilliard Jr.	P

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

### **Agenda Items**

#### **Approval of Minutes**

**Board of Directors Meeting held on October 18, 2022**

**MOTION:** Motion for approval was made by Director Pate, seconded by Director Knight. The meeting minutes were properly approved with no opposition.

#### **BA-22-11-2**

**Consider approving a P.O. to Allen Enterprises, Inc. for four (4) airfield regulators.**

Mr. Seoane, VP of Purchasing, provided the Board with an overview of the item.

Chair Wilson opened the floor for any questions or comments.

The floor closed for discussion.

**MOTION:** Motion for approval of item number BA-22-1-2 was made by Director Pate seconded by Director Knight. The item was properly approved with no opposition.



### **BA-22-11-3**

**Consider approving an order with International Cybernetics (Neubert Aero Corp) for a New Friction tester.**

Mr. Seoane provided the Board with an overview of the item.

Chair Wilson opened the floor for any questions or comments.

Director Spina questioned the length of time it would take for it to arrive, with Mr. Seoane reporting up to six (6) months.

The floor closed for discussion.

**MOTION:** Motion for approval of item number BA-22-11-3 was made by Director Pate seconded by Director Spina. The item was properly approved with no opposition.

### **BA-22-11-4**

**Consider approving an amendment of the existing contract with Weiser Security for staffing of personnel at the exit lanes.**

Mr. Seoane provided the Board with an overview of the item.

Chair Wilson opened the floor for any questions or comments.

The floor closed for discussion.

**MOTION:** Motion for approval of item number BA-22-11-4 was made by Director Knight seconded by Director Spina. The item was properly approved with no opposition.

### **BA-22-11-5**

**Consider approving a contract amendment for the Exit Lane Breach Control Systems project.**

Mr. Marcelo Lima, VP of Planning & Development, provided the Board with an overview of the item.

Chair Wilson opened the floor for any questions or comments.

Chair Wilson raised the question if Mr. Mathieu's authorization level should be increased and if the Board should reconsider what items should come before them for approval.



The floor closed for discussion.

**MOTION:** Motion for approval of item number BA-22-11-5 was made by Director Pate seconded by Director Knight. The item was properly approved with no opposition.

**BA-22-11-6**

**Consider approving Amendment 4 to the Jacobs Engineering Group, Inc. Master Services Agreement.**

Ms. Ingrid Hairston, VP of Properties & Business Development, provided the Board with an overview of the item.

Chair Wilson opened the floor for any questions or comments.

The floor closed for discussion.

**MOTION:** Motion for approval of item number BA-22-11-6 was made by Director Knight seconded by Director Pate. The item was properly approved with no opposition.

**BA-22-11-7**

**Receive an update on the East Side and West Side Fixed-Base Operator (FBO) Opportunities.**

The Board received an update from Ms. Hairston.

**BA-22-11-8**

**Consider approving an update to the Authority's current PTO Policy.**

Mr. Ronald F. Mathieu, President & CEO, provided the Board with an overview of the item.

Chair Wilson opened the floor for any questions or comments.

The floor closed for discussion.

**MOTION:** Motion for approval of item number BA-22-11-8 was made by Director Egbe seconded by Director Spina. The item was properly approved with no opposition.



**BA-22-11-9**

**Consider approving a contract extension for the Jones Group.**

Mr. Mathieu provided the Board with an overview of the item.

Chair Wilson opened the floor for any questions or comments.

The floor closed for discussion.

**MOTION:** Motion for approval of item number BA-22-11-9 was made by Director Knight seconded by Director Spina. The item was properly approved with no opposition.

**Supplemental Agenda Items**

**BA-22-11-10**

**Consider approving ratifying Darlene Wilson's execution of the Birmingham Airport Authority Qualified 401(a) Executive Pension Plan (the "Executive Pension Plan") as Board Chair on behalf of the Board; (b) ratify the engagement of The Segal Company (Eastern States), Inc. ("Segal") as the Executive Pension Plan's actuary and the Board Chair's prior execution of the Statement of Work with Segal; (c) ratify the Board Chair's selection of Argent Trust Company ("Argent") to serve as the trustee and investment manager for the new Executive Pension Plan and authorize the Board Chair (or her successor) to negotiate and execute the service agreement with Argent; (d) authorize the Board Chair (or her successor) and Maynard Cooper & Gale, P.C. to file a Form 5300 to request a determination letter from the Internal Revenue Service on the qualification of the Executive Pension Plan and exempt status of the trust; and (e) authorize the funding of the Executive Pension Plan in accordance with the requirements of the Executive Pension Plan and guidance from Segal related thereto.**

Chair Wilson opened the floor for any questions or comments.

The floor closed for discussion.

**MOTION:** Motion for approval of item number BA-22-11-10 was made by Director Pate seconded by Director Spina. The item was properly approved with no opposition.



**BA-22-11-11**

**Consider approving increasing the President & CEO's authorization level from \$50,000 to \$75,000 effectively immediately.**

Chair Wilson opened the floor for any questions or comments.

The floor closed for discussion.

**MOTION:** Motion for approval of item number BA-22-11-11 was made by Director Knight seconded by Director Spina. The item was properly approved with no opposition.

**CEO Report**

Mr. Mathieu updated the Board on key topics pertaining to the airport.

**Public Comments**

There were no public comments

**Executive Session**

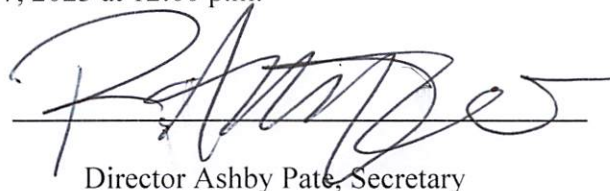
During a public meeting of the Board, where a quorum was present, Chair Wilson expressed the need for the Board to go into an attorney-client privileged Executive Session. Attorney David Smith offered an oral declaration that the Executive Session exception to Alabama's Open Meetings Act was applicable to the planned discussion. A motion was made by Director Knight, and seconded by Director Egbe, a roll call vote proceeded as follows:

Director Wilson	YES
Director Egbe	YES
Director Knight	YES
Director Spina	YES

By a majority consent of Board members present, Executive Session was held. The open meeting did not reconvene after Executive session ended.

**Adjournment**

**Date/ Time Next Board Meeting:** January 17, 2023 at 12:00 p.m.



Director Ashby Pate, Secretary