

Minutes of the Meeting of the Governance Committee Meeting

Thursday, May 16, 2019

Pursuant to notice duly given and posted, the Governance Committee meeting of the Syracuse Regional Airport Authority was called to order on Thursday, May 16, 2019 at 12:06 p.m. in the Syracuse Regional Airport Authority Board Room located in the Syracuse Hancock International Airport by committee Chair, Mr. William Fisher.

Members Present:

Ms. Jo Anne Gagliano – (Ex-Officio)
Mr. William Fisher – (Chair)
Mr. Michael Lazar
Mr. Michael Quill
Mr. Damian Ulatowski

Members Absent:

Mr. Kenneth Kinsey

Also Present:

Mr. Jason Terreri
Mr. John Carni
Mr. Trent Amond
Ms. Joanne Clancy
Mr. R. John Clark

Roll Call

As noted, all Board members were present, except Mr. Kenneth Kinsey.

Mr. Bill Fisher, Chair

Chair Fisher started by welcoming everyone to the scheduled Governance Committee meeting at 12:06 p.m.

Reading and Approval of the Minutes

Having no objections or additions to the minutes from the February 21, 2019 Governance Committee meeting, a motion was made by Mr. Ulatowski and seconded by Ms. Gagliano and the minutes were unanimously approved.

The motion was approved: 5 ayes, 0 nays, 0 abstain

Executive Session

There was no Executive session held.

Old Business

None.

New Business

Finance Committee Analysis of Bank Proposals

CFO Trent Amond explained to the Governance Committee the need to continue discussion from the previous Finance Committee meeting regarding the action that the CFO/Authority may take after consideration of three proposals for intermediate term financing from banks. After review of initial proposals, we went back to all three banks to confirm both their taxable and tax exempt rates and to ensure that each had given the SRAA their best and final offers. The spreadsheet shared reflected the latest information. Based on these results, it was determined that M&T Bank should not be considered as they are almost a full point higher in rates with nothing to offset the rate difference. Between Raymond James and Key Bank, Key Bank is lower on both taxable and tax exempt rates and has also removed some of the requirements listed in their original proposal. Based on that comparison, the recommendation is to pursue discussions with Key Bank and keep Raymond James in the running until negotiations are complete. Both have requested a letter showing the tax exempt status of the project. Counsel R. John Clark advised that letter will be provided. Dr. Chin led a discussion regarding security and collateral liens, general fund and other topics. Executive Director Terreri notified the committee that the spreadsheet and information will go to the other Finance Committee members so that they are fully informed. Chair of the Finance Committee Chin and Chair Fisher along with those in attendance were all in agreement with the proposed plan.

ADA Complaint Response

Ms. Debi Marshall, HR Manager and ADA/Sec. 504 and Title VI Coordinator led a discussion regarding an ADA complaint made through her office that she had responded to in writing. The complainant, Mr. John Perrigo, a livery driver, not a permitted taxi driver, appealed that response. SRAA policy dictates that appealed responses be brought to the Governance Committee for review and an appeal decision.

Ground Transportation Officer, John Herne conducted an investigation into this complaint and reviewed the current established policies and procedures and found no basis for an ADA violation. Based on that investigation, Ms. Marshall drafted a response for the committee for review and consideration. The original complaint letter included various topics, but for the purposes of this response letter, only the ADA portion of the complaint will be reviewed and addressed.

After discussion, Chair Fisher agreed that the response with minor additions as determined by Executive Director Terreri, is appropriate and stated that Board policy for this type of matter requires that this appeal be brought to the Governance Committee of the Syracuse Regional Airport Authority for consideration and vote. The Governance Committee conducted a complete review at this meeting on Thursday, May 16, 2019 with Counsel and the Chief Executive Officer present to discuss the matter carefully. This

action by the board brings this matter to a close in full compliance of established policies and procedures.

Having no further discussion regarding the management response, a motion was made by Mr. Ulatowski and seconded by Mr. Quill to approve this response letter and was unanimously approved.

The resolution was adopted: 5 ayes, 0 nays, 0 abstain

Adjournment

Having no other topics brought to the committee, a motion was made by Mr. Lazar and seconded by Mr. Quill to adjourn the meeting.

The resolution was adopted: 5 ayes, 0 nays, 0 abstain

The meeting was adjourned at 12:26 p.m.