

SYRACUSE REGIONAL AIRPORT AUTHORITY

SYRACUSE HANCOCK INTERNATIONAL AIRPORT
1 000 COL. EILEEN COLLINS BLVD.
SYRACUSE, NEW YORK 13212
P: 315.454.3263
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**Syracuse Regional Airport Authority
Regular Meeting Agenda
Friday, May 21, 2021
11:00 a.m. – 12:30 p.m.
Syracuse Hancock International Airport
Teams Conference Call
Join by phone 1-347-966-4080
Conference ID: 601 692 983 then hit pound #**

1. Roll Call (2 Minutes)
2. **Approval of Minutes from the April 23, 2021 Regular Board Meeting** (5 Minutes)
3. Directors Report (10 Minutes)
 - COVID Impact Update
4. Parking and Roadway Study Discussion (20 Minutes)
5. Executive Session (45 minutes)
6. New Business/Discussion (20 minutes)
 - Enabling Legislation Discussion
 - **Review the 2021/2022 Syracuse Regional Airport Authority Budget**
 - **Resolution Approving Executive Director's 2020 Annual Employee Evaluation**
 - **Resolution Authorizing Airport Facilities, Air Service and Strategic Opportunities Marketing Agreement for the Syracuse Hancock International Airport**
7. Committee Reports and other updates (5 Minutes)
 - Audit Committee
 - **HR Committee**
 - Finance Committee
 - Governance Committee
8. Adjournment

* **Bolded items = materials available**

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Minutes of the Regular Meeting of the Syracuse Regional SYR Airport Authority

Friday, April 23, 2021

Pursuant to notice duly given and posted, the regular board meeting of the Syracuse Regional SYR Airport Authority was called to order on Friday, April 23, 2021 at 11:15 a.m. via Teams Video/Audio Conferencing by Chair, Ms. JoAnne Gagliano.

Note: The Authorities Budget Office (ABO) has waived the in-person meeting requirement during this public health emergency. During this public health emergency, in the event board members are unable to meet in person, the Governor’s Executive Order 202.1 permits the board to consider the use of telephone conferencing, “to the extent necessary to permit any public body to meet and take such actions authorized by the law without permitting in public in-person access to meetings and authorizing such meetings to be held remotely by conference call or similar service, provided that the public has the ability to view or listen to such proceeding and that such meetings are recorded and later transcribed.”

Members Present/Video Conference:

Ms. Jo Anne Gagliano – Chair
Mr. William Fisher – Vice Chair
Dr. Donna DeSiato
Mr. Michael Frame
Mr. Kenneth Kinsey
Mr. Michael Lazar
Mr. William Meyer
Mr. Michael Quill
Mr. Robert Simpson

Members Absent:

Ms. Latoya Allen
Dr. Shiu-Kai Chin

Also Present/Telephone Conference:

Mr. H. Jason Terreri
Mr. John Carni
Ms. Robin Watkins
Mr. John Clark
Mr. Brian Dorman
Ms. Joanne Clancy

Ms. Linda Ryan
Mr. Al Overend
Ms. Jennifer Sweetland
Ms. Penny Perkins

Roll Call

As noted above, all board members were present except for Ms. Latoya Allen and Dr. Shiu-Kai Chin.

Chair Gagliano began by welcoming everyone to the scheduled meeting of the SRAA Board at 11:15 a.m.

Reading and Approval of the Minutes

Having no objections or additions to the minutes from the March 26, 2021 Regular Meeting of the Board, a motion was made by Mr. Fisher and seconded by Mr. Lazar and the minutes were unanimously approved.

Director's Report

Director Terreri reviewed his report with the board members.

- The Authority completed the General Airport Consultant (GAC) selection. This will be included as a Resolution for vote at today's meeting.
- The Cargo Market study was finalized. This will tie into the Master Plan as we look to develop cargo infrastructure.
- Finalized the curb to counter ADA accessibility plan. This was put in place to solve the issues for passengers who need assistance from the curb line to the ticket counter and to their gate. This new plan has been in place for a week and has been working well.
- The SRAA has implemented the landside operations program. Last year we mentioned that we would be growing our Airport Operations Division to actively increase their responsibilities for the landside component of the Airport.
- Hosted the Airline consultation meeting for PFC application. Comments from the Airlines are due next week. We will then move forward with our PFC application.

Upcoming items for next month.

- The SRAA will hold our FAA annual emergency table-top exercise on May 13th. This is being led by Al Overend, John Carni and the ARFF station. ARFF has a new fire Captain due to the retirement of Captain Terry Krom, the newly assigned Captain is John Lisi.
- Department budgets are due next week.
- The Thales landing system certification program and the 160-day closure of Runway 10-28 will begin next week. Community outreach with local towns and in social media has been conducted regarding the closure and the temporary flight pattern changes. Instrument Landing System (ILS) testing will be conducted via drone technology. This test of the ILS systems has been coordinated with the Tower and with the FAA in Washington and our SYR teams.
- An accessibility program update will be held next month.

Mr. Jason Mehl has been hired as the new Chief Commercial Officer and will begin on May 10th. Mr. Mehl previously worked as the Interim Finance Manger last year with the authority. He has a commercial background. He will oversee the commercial aspects of the airport, such as revenue generation and land development.

CFO Watkins explained that revenues are up for March. The passenger throughput has also increased since the travel restrictions have been lifted. Landing weights are down in March. Passenger flights increased to the highest levels in March but remain down by 52%. Cargo continues to offset commercial losses.

Operating expenses incurred for the implementation costs for Spectrum fiber lines and for the completed ERP System which has been in effect for one month. Aerial study costs were incurred during March. Financial summaries remain on same path as they have for the past few months. The SRAA has approved and signed off on the PRISSM funds. The cash position has remained unchanged since the previous month. There will be an impact in cash as the passenger activity starts to pick up. A meeting was held with the airlines on March 25, 2021 and the PFC applications are due on April 26, 2021.

Director Terreri explained the passenger traffic activity. The traffic number totals are approximately 50% of the 2019 numbers. SYR shows a diverse mix of carriers which continues to shift percentages for each with our enplanement reports. Early last year, the airline traffic was heavily weighted towards leisure traffic. Now as the airlines start their recovery, it is moving back to the network carriers which are a mix of business and leisure travel. Currently the airport is showing 40% business travel and 60% leisure. It has been confirmed that United will bring back the Denver flight next month. Mr. Fisher asked if we would provide media coverage informing the public when new service starts. Director Terreri reported that we have been doing interviews and current information is posted regularly on social media. Mr. Meyers asked if the SYR Airport is looking at expanding service. Director Terreri stated we are always looking at expanding, some of the current service is seasonal and is based upon demand. Indications are that besides the Denver service on United, SYR will be serving BOS on American Airlines and Myrtle Beach on Allegiant beginning in June along with increased service to DCA on American Airlines and to LGA with Delta Airlines.

Cargo continues to be a spotlight; the cargo numbers illustrate a 32% increase which is due to small packages. The cargo tonnage shows the trend of exports out of the Syracuse area are greater than the imports. This has to do with what is currently going on in the local economy. FedEx and UPS are doing very well and have up gauged their aircraft and have maximized airport parking. This furthers the idea that SYR airport needs to continue to look ahead so we do not constrain the growth of cargo.

Executive Session

Chair Gagliano invited a motion to go into executive session to discuss matters pertaining to public safety at the airport and the hiring of a particular persons or corporations.

Mr. Fisher made the motion and Mr. Lazar seconded the motion. Executive session began at 11:40 a.m. Executive session ended at 12:35 p.m. No action was taken.

New Business/Discussion

RESOLUTION TO ADOPT NEW AUDIT FIRM FOR THE SYRACUSE REGIONAL AIRPORT AUTHORITY

CFO Watkins spoke about the RFP for a new audit firm, there were three responses, a recommendation was made by the Audit Committee to approve moving forward with the new firm.

Having no further discussion regarding this resolution a motion was made by Mr. Fisher and seconded by Ms. Gagliano.

The resolution was adopted: 8 ayes, 0 nays, 0 abstain

Mr. Fisher stated that the HR Committee reviewed the next two new positions, and a motion was made in the HR Committee to recommend them to the SRAA Board for approval:

RESOLUTION CREATING THE POSITION OF AIRPORT DISPATCHER

Having no further discussion regarding this resolution a motion was made by Mr. Fisher and seconded by Mr. Lazar.

The resolution was adopted: 8 ayes, 0 nays, 0 abstain

RESOLUTION CREATING THE POSITION OF AIRPORT OPERATIONS COMPLIANCE MANAGER

Having no further discussion regarding this resolution a motion was made by Mr. Fisher and seconded by Mr. Lazar.

The resolution was adopted: 8 ayes, 0 nays, 0 abstain

RESOLUTION AUTHORIZING NEGOTIATION OF EXECUTION OF GAC AGREEMENTS

Director Terreri reminded the SRAA Board that we previously had 4 General Airport Consultant (GAC) contractors for the airport and that those contracts have expired. The airport went through a Request for Qualifications (RFQ) process and had several submissions. Through a collaborative scoring method and committee agreement which included board members, the committee is recommending to the board to enter into negotiation execution with six qualified GAC contractors.

Having no further discussion regarding this resolution a motion was made by Mr. Fisher and seconded by Mr. Quill.

The resolution was adopted: 8 ayes, 0 nays, 0 abstain

RESOLUTION DESIGNATING GENERAL COUNSEL AS CHIEF ETHICS OFFICER

Director Terreri stated that the airport had not formally identified a Chief Ethics Officer. SRAA General Counsel Clark stated that this should be included in the updates to the By-laws, and this is the next step to add this designation.

Having no further discussion regarding this resolution, a motion was made by Mr. Fisher and seconded by Ms. Gagliano.

The resolution was adopted: 8 ayes, 0 nays, 0 abstain

Committee Reports and Other Updates

- Audit Committee – Copy of minutes included in packet.
- HR Committee – Nothing new to report.
- Finance Committee – Copy of minutes included in packet.
- Governance Committee – Nothing new to report.

Mr. Fisher requested suggested an Ad hoc committee be established regarding the infrastructure for landside research.

Adjournment

A motion was made by Mr. Lazar and seconded by Mr. Fisher to adjourn the meeting. The meeting was adjourned at 12:45 p.m.

2021 / 2022 BUDGET



ENPLANEMENTS

2019	1,225,089
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2020	971,749
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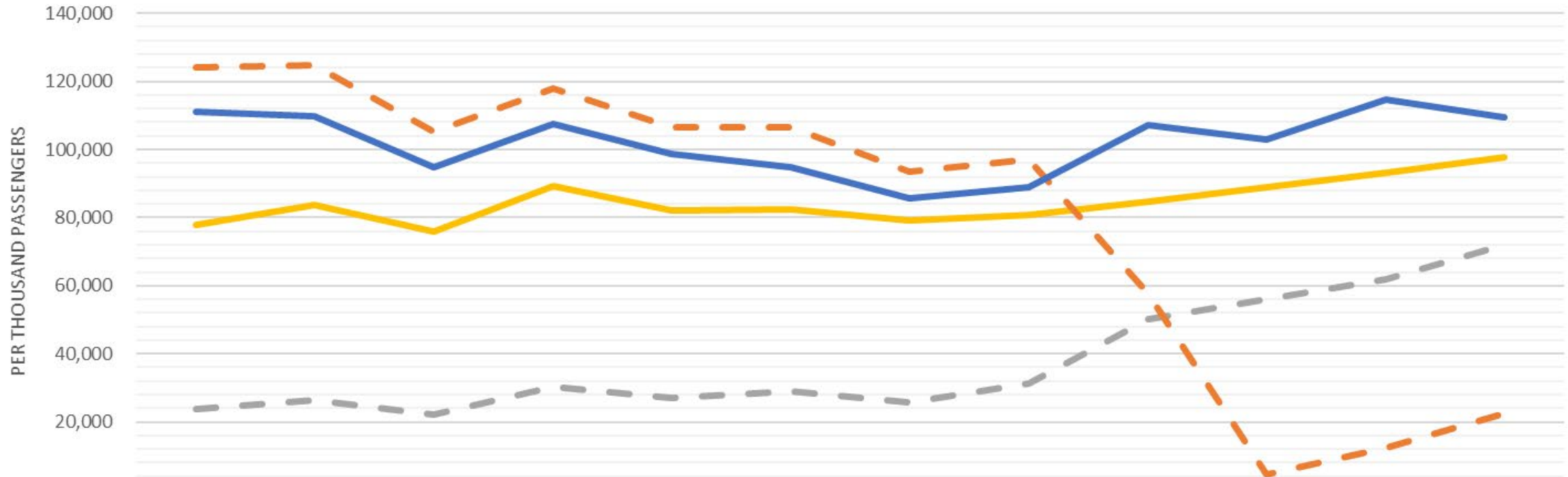
2021	455,600
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2022	1,015,840
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Fiscal 2022 Projection

- July-Dec 2021 activity based on Campbell Hill projections.
- Jan – June 2022 projected with a 5% growth month over month.
- Includes 10,209 additional enplanements from addition of DFW flight. These are non-billable enplanements.

ENPLANEMENT HISTORY



	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun
2022	77,752	83,781	75,980	89,188	82,145	82,518	79,131	80,693	84,677	88,860	93,252	97,863
2021	23,728	26,233	22,269	30,357	27,064	28,870	25,735	31,122	50,289	55,933	62,000	72,000
2020	123,947	124,608	105,130	117,855	106,346	106,613	93,383	96,958	57,699	4,442	12,397	22,371
2019	110,919	109,613	94,907	107,426	98,723	94,647	85,812	88,986	107,201	102,828	114,544	109,483

LANDING WEIGHTS

2019	1,805,582
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2020	1,616,278
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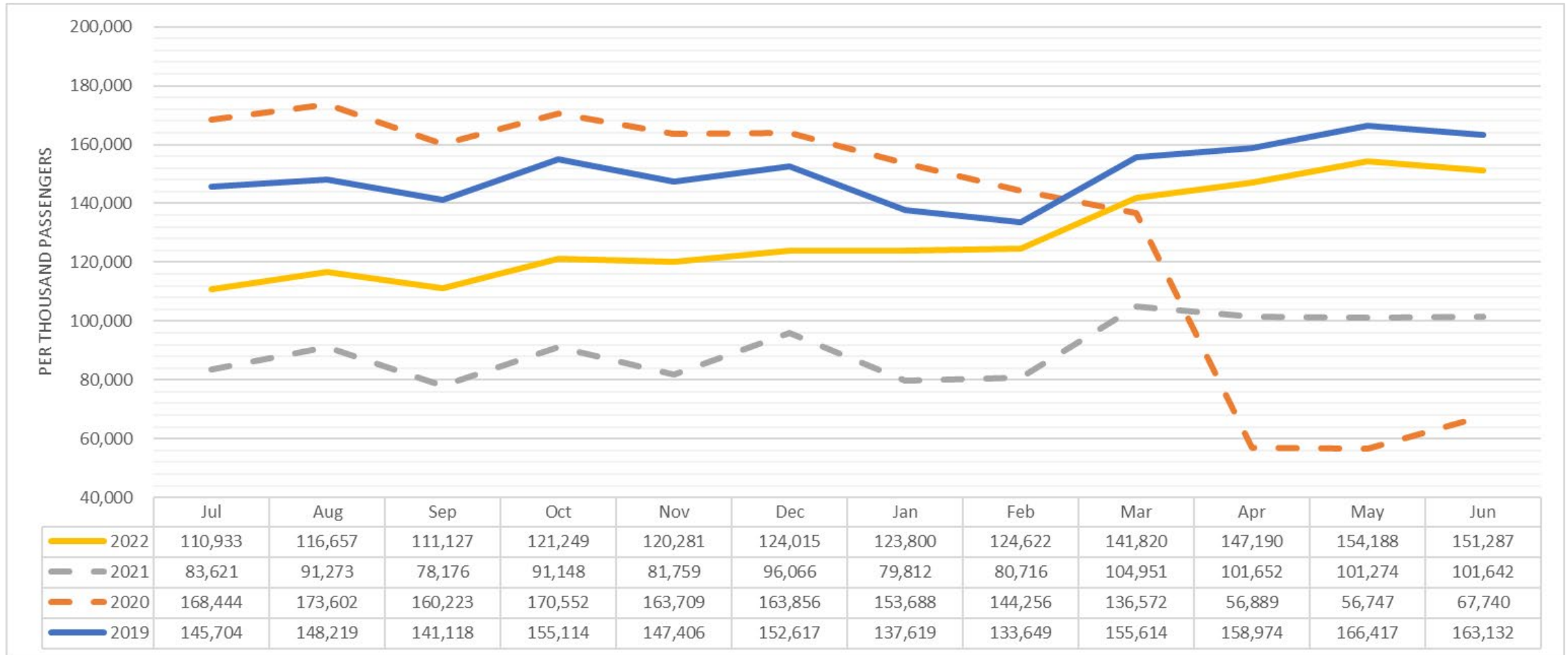
2021	1,101,241
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2022	1,547,170
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2022 Landing Weights

- Passenger landing weights based on Airline projections.
- No increases for Cargo activity.
- Includes 22,799K landing weight from addition of American DFW flight. This is non-billable weight.

LANDING WEIGHT HISTORY



REVENUE PROJECTIONS

	2021		2022
	Annualized		Budget
Landing & Parking Fees	\$5,745,323		\$7,508,460
Airline Terminal Fees	\$4,115,919		\$5,486,356
Concessions	\$658,580		\$2,112,349
Transportation	\$6,557,927		\$12,765,461
Land and Hangar Leases	\$1,821,348		\$1,803,956
Other Income	\$124,713		\$607,200
Total Income	\$19,023,811.		\$30,283,782.

- Landing fee of \$4.89 compared to \$4.99 in current year.
- Terminal fee at \$89,000, down from \$107,000 in current year.
- Airline Cost per Enplanement \$10.72
- Concession revenue increases due to enplanements, including DFW impact.
- Addition increases of \$300K in Food & Bev, Advertising and other concessions for new initiatives.
- Parking rate increase of \$1 per hour across all levels.
- Includes \$600K for TSA reimbursement for construction.

EXPENSES

	2021 Proj.	2022 Budget
Parking Garage	\$1,811,238	\$2,284,896
Information Technology	\$473,840	\$1,236,944
Finance	\$1,238,392	\$1,236,630
Personnel	\$556,337	\$539,439
Legal Affairs	\$269,646	\$632,075
Business Development	\$133,434	\$684,346
Marketing	\$633,379	\$960,316
Facilities/GIS	\$440,125	\$1,105,725
Executive Director	\$1,296,500	\$1,731,857
General Admin	\$1,157,265	\$596,088
Airport Security	\$2,949,863	\$3,219,423
ARFF	\$4,199,472	\$3,560,995
Airport Operations	\$1,688,143	\$1,322,815
Airfield	\$4,663,166	\$4,765,904
Terminal/Custodial	\$4,380,646	\$4,327,489
Trades	\$1,500,395	\$1,109,536
Depreciation Expense	\$1,140,522	\$1,003,942
Operating Expense	\$28,532,363.	\$30,318,419.

- Parking garage repairs \$1.1M
- Common Use platform \$397K, phone system \$208K for implementation costs.
- Snow removal at \$1.0M,
- Outside electrician included July – Sept. only.
- Travel included at reduced levels.
- Landrum & Brown, West Group costs included at \$120K.
- Does not include ancillary Triennial cost. Reviewing detail from past records
- No savings for de-icing recovery. This is an opportunity item.
- Includes a COL increase of 3%.
- Approved positions to be filled – Operations Deputy, Airport Planner, Airport Dispatcher and Risk Manager.

SUMMARY

	2021	2022
	Annualized	Budget
Total Income	\$19,023,811	\$30,283,782
Operating Expense	\$28,532,363	\$30,518,419
Operating Income/(Loss)	(\$9,508,552)	(\$234,638)
Interest Expense	(\$234,546)	(\$261,169)
Total Net Income/ (Deficit)	(\$9,743,098)	(\$495,807)

- Additional cost reduction opportunities are in review.
- Does not include any project costs that will occur in 2021/2022.
- Does not include any capital purchases.
- Any additional revenue beyond budgeted amounts will be earmarked for cash replenishment.

2021/2022 PROJECTS

Terminal Roadway Signage	\$450,000
Terminal Roadway Signage (paving)	\$350,000
South Arrivals Canopy	\$750,000
Surface parking lot paving for additional spaces	\$400,000
Air Service Fund	\$500,000
Communications Center	\$250,000
Admin Office Build out	\$375,000
Maintenance & Custodial Rehabilitation	\$1,200,000
Total	\$4,275,000

- Will be funded via Cares and CRRSA.



CAPITAL PLAN

- Data included for informational purposes only.
- Current year requests along with copy of prior plan included.
- Final 5 year capital plan will be reviewed in detail at June Board meeting. Proposing a special finance committee meeting to review in detail prior to Board meeting.

CAPITAL REQUESTS SUBMITTED – NOT REVIEWED

<u>Description</u>	<u>Qty</u>	<u>Dollar</u>	<u>Dept</u>	<u>Reason</u>
Snow Removal Equipment	2	\$100,000	Custodial	Current Snow Removal Machine is over 15 Years old. Bobcat not suitable for for removing snow.
Kiosk for Local Events - Presecurity	1-2	\$100,000	Business Dev	
Runway Sweeper/plow combo	2	\$1,070,000	Maintenance	Current sweeper units 25,20 yrs old
Pavement sweeper	1	\$75,000	Maintenance	
Skid Steer w/attachments	1	\$85,000	Maintenance	
Runway painter	1	\$150,000	Maintenance	Current runway painter 15yrs old
Airfield mower	1	\$120,000	Maintenance	Airfield mowers 17,14 yrs old
Solar message boards	2	\$20,000	Maintenance	Solar signs 13yrs old / problematic
Pickup truck w/plow	2	\$55,000	Maintenance	Several pickups in Maint. Are 15+ yrs old
Chevy pick-up	2	\$110,000	Operations	most of our trucks have well over 100,000 miles on them.
Battery Rescue Tool	1	\$30,000	ARFF	
Vehicle (SUV/Truck)	1	\$45,000		Current Year Truck is 2004
Battery Rescue Tool	1	\$30,000		Current combo rescue tool is past its useful life. This is a battery operated tool and the batteries will not hold a suffecant chgarge.
Floors thruout station	3	\$20,000		Floors in all hallways and some room are in dire need or fix or replace.
AV system upgrades	1	\$200,000		Board Room & John Walsh room - parts no longer available.
Cisco Switchs 15 in total	1	\$80,000		End of Life date 10/31/21
Potable Water Cabinets	4	\$62,000		Replace Water Cabinets at Gates 1,12,20
North concourse chiller tower Chem feed upgrad	2	\$10,000		Continued compliance with NY State Dept. of Health
Podium and Sound System	1	\$4,995		Currently renting for events
Complete redesign of the airport's website	1	\$ 30,000.00		
Total		\$2,196,995		

PRIOR YEAR CAPITAL PLAN

Department	Equipment Description	New / Replace	Useful Life	2021	2022	2023	2024	2025	Total
Airside Operations	Airside Cisco Switches	R	5 years	\$40	\$40				\$80
ARFF	Battery rescue tool	R	15 years +				\$26		\$26
ARFF	Ecologic Foam Test System	N	20 years +	\$36					\$36
ARFF	Personal Protective Equipment	R	10 Years			\$66			\$66
Maintenance	Runway painter	R	10yrs		\$110				\$110
Maintenance	Airfield mower	R	10yrs			\$120			\$120
Maintenance	Pickup truck w/plow	R	10yrs	\$55					\$55
Marketing	3-sided digital display	N	8-10 yrs		\$100				\$100
Maintenance	Bobcat Track Loader w/Attachment	R	10yrs		\$84				\$84
Maintenance	New Holland 4WD Cab Tractor	R	10yrs			\$174			\$174
Operations	Grassland Mower	R	10yrs				\$84		\$84
Maintenance	185 cfm Air Compressor	R	10yrs		\$20				\$20
Terminal	United Rental 19 Scissor Lift	R	10yrs			\$12			\$12
Information Tech	Switch Upgrade	R	5 years	\$25	\$27	\$61	\$61	\$32	\$206
Information Tech	Workstation Upgrades	R	5 years	\$20	\$20	\$20	\$20	\$20	\$100
Information Tech	Backup System Storage	R	5 years		\$53				\$53
Information Tech	Web Spam Filter	R	5 years				\$12		\$12
Admin	Space Reconfiguration	N	20 years +	\$150		\$300			\$450
	Total			\$326	\$454	\$753	\$203	\$52	\$1,788
	ACIP Local Funding Requirements			\$826	\$519	\$3,530	\$205	\$228	\$5,308
	Total Capital Requirements			\$1,152	\$973	\$4,283	\$408	\$280	\$7,096

RESOLUTION APPROVING EXECUTIVE DIRECTOR'S 2020 ANNUAL EMPLOYEE EVALUATION

WHEREAS, the Syracuse Regional Airport Authority (the "Authority") is a public benefit corporation, formed and operating pursuant to Chapter 463 of the Laws of New York 2011 (the "Enabling Act") and Article 8, Title 34 of the New York public Authorities Law, as amended; and

WHEREAS, Section 2799-fff (12) of the Enabling Act authorizes the Authority to appoint such officers, employees and agents as the Authority may require of the performance of its duties, and to fix and determine their qualifications, duties and compensation; and

WHEREAS, by Resolution No. 12 of 2019 the Authority approved and entered into a five (5) year employment agreement with H. Jason Terreri effective May 13, 2019 to fill the position of Executive Director of the Authority (the "Employment Agreement"); and

WHEREAS, the Employment Agreement provides that adjustments to base salary shall be based upon the annual performance evaluation conducted by the Human Resources Committee and shall be effective as of the first regular pay period in the month of June then following the annual performance evaluation; and

WHEREAS, during the second year of the Employment Agreement Mr. Terreri has successfully filled the position of Executive Director of the Authority and under the direction of the Board of the Authority, has successfully administered and advanced airport operations during this period which has included the disruption of the national and worldwide aviation systems due to the COVID 19 pandemic; ensured future operational continuity and planning by initiating a new FAA funded Airport Master Plan Update and submitting a new PFC application for equipment renewal and replacement; successfully guided the Authority through the annual

administrative portion of the FAA Part 139 audit and TSA security inspections; completed the transfer of employees from the City of Syracuse to Authority; joined and actively participated in the activities of a number of community and professional organizations, all of which have improved and enhanced the Authority and the Airports visibility and stature in the region; and

WHEREAS, the Human Resources subcommittee of the Board of the Authority has reviewed the Executive Directors Self-Assessment form and the HR Committee has reviewed the Employee Performance Evaluation forms prepared by its members and reviewed the results of such Employee Evaluation Forms and sought input from the Board regarding the Executive Directors performance evaluation for the period 2020-2021; and

WHEREAS, the Human Resources subcommittee has recommended to the Board that the Executive Directors Employee Performance Evaluation for the period 2020-2021 be approved and that his salary and annual performance bonus for the 2021-2022 period be set in accordance therewith.

NOW, THEREFORE, BE IT RESOLVED, after due deliberation having been had thereon, that the Executive Directors Employee Performance Evaluation for the 2020-2021 period is hereby approved and that his salary and annual performance bonus for the 2021-2022 period be set in accordance therewith; and

BE IT FURTHER RESOLVED, that such salary adjustment shall begin effective as of the first regular pay period in the month of June 2021, and that the annual performance bonus be paid at such time as the Executive Director shall elect.

Resolution Adopted Date: May __, 2021

Vote: Ayes ____ Nays: ____ Abstentions: ____.

Signed: _____
Secretary

RESOLUTION AUTHORIZING AIRPORT FACILITIES, AIR SERVICE AND STRATEGIC OPPORTUNITIES MARKETING AGREEMENT FOR SYRACUSE HANCOCK INTERNATIONAL AIRPORT

WHEREAS, the Syracuse Regional Airport Authority (the "Authority") is a public benefit corporation, formed and operating pursuant to Chapter 463 of the Laws of New York 2011 and Article 8, Title 34 of the New York Public Authorities Law, as amended (collectively the "Enabling Act"); and

WHEREAS, Section 2799-ggg (11) of the Enabling Act authorizes the Authority to enter into contracts, agreements and leases with the federal government, the state, the county, the city, any person or other public corporation and to execute all instruments necessary or convenient to accomplishing its corporate purposes which include the development, expansion, maintenance and operation of aviation facilities in Central New York in general and the Syracuse Hancock International Airport ("Airport") in particular; and

WHEREAS, in connection with its operation of the Airport, the Authority generates "airport revenue" the use of which is strictly regulated by the Federal Aviation Administration ("FAA"); and

WHEREAS, Authority management wishes to use a portion of Airport revenue to market the development and expansion of Airport facilities, air service and related strategic opportunities at the Airport; and

WHEREAS, CenterState Corporation for Economic Opportunity ("CenterState") is a New York not for profit corporation engaged in the business of providing access to economic development support, advocacy, visibility, business resources, and the promotion and marketing

of businesses in the central and upstate New York region across the United States, Canada, and the world; and

WHEREAS, Authority and CenterState management have prepared the attached proposed marketing Memorandum of Understanding (“MOU”) to govern the use of Airport revenue for the funding of marketing expenditures on behalf of the Airport in compliance with FAA requirements.

NOW, THEREFORE, after due deliberation having been had thereon, it is hereby RESOLVED, by the Board of the Syracuse Regional Airport Authority that the attached proposed marketing MOU between the Authority and CenterState is hereby approved, and it is further

RESOLVED, that the Executive Director is authorized to execute the MOU on behalf of the Authority, and it is further

RESOLVED, that the amounts to be funded for expenditure pursuant to the MOU is to be determined on an annual basis pursuant to and in connection with the Authority’s annual budget approval process.

Resolution Adopted Date: May __, 2021.

Vote: Ayes ____ Nays: ____ Abstentions: ____.

Signed: _____.
Secretary

MEMORANDUM OF UNDERSTANDING

THIS MEMORANDUM OF UNDERSTANDING (hereinafter “Agreement”) is entered into by and between the **SYRACUSE REGIONAL AIRPORT AUTHORITY**, (“SRAA” or “Authority”) a New York state public benefit corporation organized and existing under the laws of the State of New York and **CENTERSTATE COPORATION FOR ECONOMIC OPPORTUNITY**, (“CenterState”) a domestic not for profit corporation organized and existing under the laws of the State of New York.

RECITALS

WHEREAS, SRAA is the operator of the Syracuse Hancock International Airport (“Airport”) which is owned by the City of Syracuse, New York; and

WHEREAS, CenterState is engaged in the business of providing access to economic development support, advocacy, visibility, business resources, and the promotion and marketing of businesses in the central and upstate New York across the United States, Canada, and the world; and

WHEREAS SRAA has an interest in promoting public and industry awareness of the Airport facilities and services, as well as promoting air service and competition at the Airport in order to facilitate increased usage of Airport facilities; and

WHEREAS CenterState has significant marketing expertise and buying power and is willing to assist with the targeted promotion of the Airport in areas of strategic significance toward the goal of increasing Airport facilities usage.

NOW THEREFORE, in consideration of the mutual covenants and agreements set forth herein, the receipt and sufficiency of which is acknowledged, SRAA and CenterState agree as follows:

ARTICLE 1 Federal Requirements

1.1 FAA Revenue Regulations. As an initial and prevailing matter that supersedes all other terms of this Agreement, SRAA and CenterState hereby acknowledge that all expenditures of airport revenue by SRAA are subject to federal regulations, and the parties hereto agree to comply with 49 U.S.C. §47107 et seq., the FAA’s “Policy and Procedures Concerning the Use of Airport Revenue,” 64 Fed. Reg. 7696 (Feb. 16, 1999), FAA Order 5190.6B, and all applicable amendments, additions, and guidance in the performance of this Agreement.

1.2 Permissible Uses of Airport Revenue. Airport revenue may be used to promote public and industry awareness of the Airport’s facilities and services, as well as to promote new air service and competition at the Airport. Other permissible expenditures include cooperative advertising where the Airport advertises new services, and advertising of general or specific airline services at the Airport. The full name of the Airport must be prominently featured in all marketing and promotional material prepared and used by CenterState on the Authority’s behalf. Airport revenue may additionally be used for a reasonable share of promotional expenses, which may include marketing efforts, advertising, and related activities designed to increase travel using the

Airport, but must include specific information about the Airport. Airport revenue may also be used for promotional items (e.g., cups, tumblers, shirts, hats, etc.) bearing Airport logos distributed at aviation industry related events.

1.3 Impermissible Uses of Airport Revenue. No Airport revenue may be used to subsidize, whether directly or indirectly, air carrier operation. Additional impermissible activity includes destination and tourism marketing, general economic development, and marketing and promotional activities not directly and specifically related to the Airport.

ARTICLE 2

Authority Obligations

2.1 Airport Revenue Annual Contribution. The Authority agrees to annually determine an amount to contribute for use by CenterState for purposes of Airport out-of-market advertising, marketing and economic development support pursuant to the terms of this Agreement. The annual contribution will be determined on an annual basis and may vary significantly depending on the particular Authority budget for each fiscal year. The Authority shall notify CenterState of the annual amount prior to the beginning of each Authority fiscal year (July 1).

2.2 Airport Revenue Additional Contribution. In addition to the annual contribution determined by the Authority described in §2.1, at its option, it may also contribute additional revenues to support ongoing Airport promotion, introduce new promotional initiatives, and/or add target markets to the marketing strategy at any time, subject to Authority financial conditions.

2.3 Payment of Contribution Amounts. The Authority agrees to pay the annual and/or additional contribution amounts, at its option, in a lump sum or on a monthly basis of 1/12 of the annual or additional contribution amount. CenterState will invoice the Authority for the annual and/or additional contributions in a manner consistent with the Authority's choice in this regard.

2.4 Market Identification. The Authority agrees to chair a steering committee consisting of SRAA, CenterState, Visit Syracuse, the Mayor of the City of Syracuse and the Onondaga County Executive or their designees, and Oswego County Tourism (the "Air Service Development Committee" or "ASD Committee") in order to identify appropriate target markets for promotion of the Airport. Target markets will be those markets where: a) new air service, defined as service to an area which has not been served by the Airport within twenty-four (24) contiguous months, no part of which period occurred during calendar year 2019 ; b) underperforming markets defined as those markets which are performing significantly below prior projections as identified in discussions between SRAA and affected airline teams; and c) underserved markets, defined as those existing markets with a seat per passenger ratio of less than 1.0 as measured by load factors and other applicable metrics..

2.5 Content Review and Approval/Disapproval. To ensure the expenditure of any Airport revenues meet FAA requirements, the Authority will expeditiously review and approve or disapprove, any proposed advertising creative material or portions thereof that include Airport-specific content. The Authority must approve of all expenditures of Airport revenue under this Agreement. If approved the Authority will provide CenterState with Airport brands, logos and trademarks in a variety of formats, as well as currently existing photography and video of aircraft and the Airport. In the event that the Authority does not approve any particular creative material, CenterState shall revise the content to meet Authority approval, or remove all references to the Airport from the material and not use any Airport revenues for marketing of the non-approved materials.

2.6 Air Service Development Funding. The Authority agrees to continue to maintain the existing “air service development” line item within the Authority budget for promotion and marketing of the Airport. The Authority further agrees that any annual and/or additional contributions provided under this Agreement will be in addition to amounts specified in such line item, and that the annual allocations to air service development within the Authority budget will not be reduced as a result of annual or additional contributions made by the Authority hereunder, absent a financial need to do so. If at the end of a fiscal year there is a remaining balance of unexpended funds directly associated with the Airport’s contributions hereunder, said balance will carry forward and be a credit in favor of Authority’s annual and/or additional contributions hereunder for the following fiscal year.

ARTICLE 3 CenterState Obligations

3.1 Marketing/Promotion Services. CenterState agrees to develop a marketing strategy each December (including a media plan), that identifies a schedule and budget for each target market identified by the ASD Committee and agrees to submit such strategy including potential advertising methods to the Authority for approval. Potential advertising methods to be considered by CenterState shall include, but are not limited to, digital, print, broadcast, outdoor, event promotion, and product placement. CenterState will strategically place and manage advertising within the market of other airport systems, adjusting placements as necessary to optimize impact.

3.2 Content of Marketing Materials. CenterState agrees to create ad artwork that can be overlaid in each target market ad campaign, with unique messaging and promotion of the Airport. In compliance with FAA requirements, all such materials shall comply with the following:

1. The name of the Airport shall be prominently featured in the marketing and promotional material, and the Airport name and logo shall receive equivalent prominence in terms of size and placement of any other logo displayed in the material;
2. Any video material or carousel created shall prominently feature the Airport logo and name along with other approved imagery (e.g. aircraft, Airport terminal building, etc.);
3. The Airport logo and name must appear or be stated in all placements.

3.3 Reporting. CenterState agrees to meet with the Authority’s designee to provide performance updates and notify the Authority of marketing strategy status and adjustments on no less than a quarterly basis, or as reasonably requested by the Authority. Said performance updates will be written and include expenditures per quarter by target markets; supporting invoice and receipt documentation shall be made available upon request of the Authority.

ARTICLE 4 Indemnification

4.1 Indemnification. CenterState hereby agrees to defend, indemnify, release, and hold harmless the Authority, its members, agencies, boards, commissions, committees, officers, directors, employees, and agents and assigns or any of them (the “Indemnified Parties”) from and against any and all liability, claims,

penalties, fines, causes of action, suits, liens, losses, loss of use, damages, costs and expenses of any kind (including legal fees and litigation costs) which may be suffered by, accrued against, be charged to or be recoverable from the Indemnified Parties by reason of any improper use of Airport revenues not previously approved by the Authority. The provisions of this section shall survive the expiration or termination of this Agreement.

**ARTICLE 5
Assignment**

5.1 Assignment. Neither party may assign any rights hereunder without the express written consent of the other party hereto.

**ARTICLE 6
Termination**

6.1 Term and Termination. This Agreement shall have a one (1) year term which shall automatically renew on the anniversary date of its execution unless either party gives the other a written notice of non-renewal at least sixty (60) days prior to such anniversary date. This Agreement may be terminated by either party upon written notice provided no less than sixty (60) days in advance of such effective termination date. In the event of termination or non-renewal by either party, all funds of the other party held by the terminating or non-renewing party shall be returned to the other party as of the effective termination or non-renewal date.

**ARTICLE 7
Notices**

7.1 Notices. All notices to be given to either party by the other shall be delivered in person or via U.S. Mail to the addresses as designated below:

SRAA: Syracuse Regional Airport Authority
1000 Col. Eileen Collins Blvd.
Syracuse, New York 13212
Attention: Executive Director

With a copy to:

Syracuse Regional Airport Authority
1000 Col. Eileen Collins Blvd.
Syracuse, New York 13212
Attention: General Counsel

CENTERSTATE: **CENTERSTATE COPORATION FOR ECONOMIC
OPPORTUNITY**
115 West Fayette Street
Syracuse, New York 13202
Attention: President/Executive Director

With a copy to:

Attention:

Or to such other address as shall hereafter be directed in writing to either party by the other. The date on which such notice shall begin is the date of the mailing of such notice.

**ARTICLE 8
Miscellaneous**

8.1 Entire Agreement. This Agreement constitutes the entire agreement between the parties hereto with respect to the transactions contemplated hereby and supersedes all prior discussions, understandings, agreements and negotiations between the parties hereto. Only a written instrument duly executed by the parties hereto may modify this Agreement.

8.2 Jurisdiction and Venue. This Agreement shall be construed, performed and enforced in accordance with the laws of the State of New York without regard to its conflicts of laws principles. Any cause of action arising out of or involving this Agreement shall be brought in the state or federal courts sitting in the County of Onondaga, State of New York.

8.3 Authority. The undersigned warrant and represent that they are duly authorized by their respective entities to execute this document and bind their respective entities to the agreements and covenants set forth herein.

8.4 Invalidity. In the event that any provisions, portions, or applications of any provisions of this Agreement are held unenforceable or invalid by any court of competent jurisdiction, the validity and enforceability of the remaining provisions, or portions or applications thereof, shall not be affected.

8.5 Captions and Headings. The titles of the Articles in this Agreement are included only as a matter of convenience and for reference and in no manner define, limit, broaden, or describe the scope or intent of any of the provisions of this Agreement.

8.6 Force Majeure. Neither the Authority nor CenterState shall be deemed in violation of this MOU if either is prevented from performing any of its obligations hereunder by reasons of strikes, boycotts, labor disputes, embargos, shortages or materials, acts of God, acts of Public Enemy, acts of superior government authority, floods, riots, rebellions, acts of sabotage, or other circumstances over which the parties have no control. In any case where either party believes this Article applies, such party shall promptly give the other party written notice of Force Majeure preventing performance.

IN WITNESS WHEREOF, the undersigned have caused this Memorandum of Understanding to be executed this __ day of May 2021.

SIGNATURE PAGE FOLLOWS

SYRACUSE REGIONAL AIRPORT AUTHORITY

By: Jason Terreri
Its: Executive Director

**CENTERSTATE CORPORATION FOR ECONOMIC
OPPORTUNITY**

By: Robert Simpson
Its: President



Human Resources Committee Meeting Minutes

Friday, April 23, 2021

Pursuant to notice duly given and posted, the Human Resources Committee meeting of the Syracuse Regional Airport Authority was called to order on Friday, April 23, 2021 at 9:00 a.m. in the Syracuse Regional Airport Authority Board Room located in the Syracuse Hancock International Airport and Teams Virtual/Audio Conferencing by committee Chair, Mr. Michael Lazar.

Note: The Authorities Budget Office (ABO) has waived the in-person meeting requirement during this public health emergency. During this public health emergency, in the event board members are unable to meet in person, the Governor’s Executive Order 202.1 permits the board to consider the use of telephone conferencing, “to the extent necessary to permit any public body to meet and take such actions authorized by the law without permitting in public in-person access to meetings and authorizing such meetings to be held remotely by conference call or similar service, provided that the public has the ability to view or listen to such proceeding and that such meetings are recorded and later transcribed.”

The meeting was called to order at 9:00 a.m. by Chair Michael Lazar.

I. Roll Call

In attendance:

Chair Michael Lazar
Mr. William Fisher
Hon. Michael Quill
Ms. Jo Anne Gagliano
Dr. Shiu-Kai Chin
Mr. William Meyer

Absent:

Ms. Latoya Allen

Staff:

Mr. Jason Terreri
Ms. Debi Marshall
Ms. Joanne Clancy
Ms. Kristine Carson
Mr. John Clark
Mr. John Carni
Ms. Robin Watkins
Ms. Jennifer Sweetland
Mr. Matt Szejbka

II. Approval of Minutes from Previous Meetings

Mr. Lazar made a motion to accept the minutes from the previous meeting of October 15, 2020 with a second from Mr. Fisher, the motion carried unopposed.

III. Executive Session

Chair Lazar invited a motion to go into executive session to discuss matters pertaining to the employment history and job performance of a particular person. Mr. Lazar made the motion and Mr. Quill seconded the motion. The committee went into Executive Session at 9:03 a.m.

Executive Session ended at 10:06 a.m. No action was taken during Executive Session however, immediately thereafter and in open session, committee members informally agreed to recommend to the Board at the May 21, 2021 SRAA Regular Board meeting that the Board approve the Executive Directors 2020 Annual Employee Evaluation and set the Executive Directors 2021 base salary and annual performance bonus consistent with self-assessment and employee performance evaluation forms reviewed and considered by the committee.

IV. Old Business

Human Resources Goals for 2020/21. Ms. Marshall, HR Manager, led a discussion regarding fiscal year 2020/2021 goals of:

- Creating and managing a unified workforce and the initiative of transitioning remaining staff to the SRAA. This has been completed.
- Developing a succession plan for leadership positions within the organization. This was discussed in detail including a timeline for steps throughout the next fiscal year.
- Completing a Public Safety Study, which would be discussed at the full Board meeting.
- Investigating health care alternatives.

Health care alternative options are being looked at with brokers and is in the early stages of review. The SRAA is collecting data and no changes would go into effect until January 1, 2022. A meeting was held with union representatives to obtain their feedback on employee concerns regarding health insurance and that will be taken into consideration when discussing plan options with brokers. Ms. Marshall and Ms. Watkins will be meeting with OCEBA consultants in the coming weeks.

V. New Business

New positions:

A. Airport Operations Compliance Manager:

Ms. Marshall explained the need for an Airport Operations Compliance Manager. Director Terreri explained that this position would be filled by promoting an employee from Operations. Ms. Marshall asked if there were any questions and Chair Lazar asked that committee members vote for all positions at the end of the discussion.

B. Airport Dispatcher:

Ms. Marshall explained that this position would replace a position that is already on the Authority roster but currently vacant. Director Terreri explained that this position would oversee the dispatch radio to offer a better connection between fire, police and the SRAA.

A motion was made by Mr. Fisher and seconded by Mr. Lazar, to accept the new job titles and descriptions as written and make a recommendation at the SRAA Regular Board meeting on April 23, 2021. The motion was unanimous.

C. Management Confidential Designations:

Ms. Marshall advised that there is an official process through the NYS Public Employment Relations Board (PERB) to request positions be classified as Management Confidential. The Authority will begin to research the process and take steps to identify the positions and begin the application process.

D. Employee Handbook Updates

New Policies:

a. Telecommuting Program Policy

Ms. Marshall explained that she used the telecommuting model created by the Department of Labor that was made available to State agencies and adjusted it to the SRAA's needs. A discussion ensued regarding the supervisor's role in the approval process. The discussion made clear that this program is voluntary. The supervisor must approve the telecommuting schedule and may terminate any agreements as needed.

b. Maternity/Paternity Leave Policy

Ms. Marshall explained the specifics of this new policy including the financial responsibility of the SRAA and informed the Board that most employees would be covered as it would go hand in hand with the current Paid Family Leave Policy. The policy documentation will be brought to the unions for consideration. Mr. Fisher inquired about the budget impact and asked about a budget analysis being conducted. Ms. Watkins informed him that the impact would be minimal.

Updated Policies:

c. Vacation Policy

Ms. Marshall explained that we need a richer vacation policy to help with our recruiting and retention. A discussion ensued regarding the paid leave amount of time allotted to new hires, the time frames and amount of time that would be granted throughout their tenure. Mr. Lazar followed up with questions regarding what we currently offer as vacation. Ms. Marshall answered all his questions.

d. *Parking Policy*

Ms. Marshall advised the parking policy was being updated to identify the positions that should not be required to pay for parking due to the responsibilities of the position, including staff who need to travel frequently throughout the workday. Those positions would include Executive staff, Directors, Ground Transportation and Parking Manager, Airport Security Coordinator, and Asst. Airport Security Coordinator.

e. *Flexible Spending Account Policy*

Ms. Marshall explained that in compliance with IRS regulations, corrective actions have been added so that the SRAA can tax the value of unsubstantiated FSA claims from an employee's paycheck if they are unable to substantiate the claim through the proper procedures.

A motion was made by Mr. Fisher and seconded by Ms. Gagliano to ratify these updates to the employee handbook. The motion was unanimous.

VI. Adjournment

A motion to adjourn was made by Mr. Lazar and seconded by Mr. Fisher, the meeting adjourned at 11:02 a.m.