



MINUTES

Board of Directors Meeting JAA Administration Bldg. 3rd FL Ed Austin Board Room November 25, 2019

Chair of the Board Russ Thomas called the November 25, 2019 Jacksonville Aviation Authority Board of Directors meeting to order at 8:30am. The following board members were present at the call to order:

Mr. Russ Thomas, Chair
Mr. Pat Kilbane, Vice Chair
Mr. Ray Alfred, Treasurer
Mr. Jay Demetree, Member
(Mr. Frank Mackesy, Member and Mrs. Michelle Barnett, Member attended via phone; Mrs. Giselle Carson, Secretary was absent)

Also present at the call to order were:

Mr. Mark VanLoh, Chief Executive Officer (CEO)
Mrs. Debra Braga, Chief Legal Officer (CLO)
Mr. Richard Rossi, Chief Financial Officer (CFO)
Mr. Tony Cugno, Chief Operating Officer (COO)
Councilwoman Randy DeFoor, Council Liaison to JAA
Mrs. Melissa Marcha-Lee, Senior Executive Assistant/Recording Secretary

A listing of all attendees is on file in the office of the Recording Secretary

Welcome, Announcements, Pledge

Chair Thomas welcomed everyone, announced that a voting quorum was present and advised that board members Frank Mackesy and Michelle Barnett were attending via telephone. He further welcomed Dr. Johnny Gaffney, Mayor's Boards and Commissions Liaison, and asked if he had any comments – Dr. Gaffney advised he had none. Chair Thomas then called upon Mr. Kilbane to lead the group in reciting the Pledge of Allegiance.

Special Presentation

Chair Thomas and CEO VanLoh called immediate past chair Jay Demetree to the front of the room and presented him with a gift from the board and staff – a runway light mounted on a plaque with wording thanking him for his service and guidance as Chair of the JAA Board during the 2018-2019 term. Mr. Demetree thanked everyone for the very unique, aviation-related gift that he will treasure, and said it was his pleasure to work with such a fine group of individuals.

Chief Executive Officer Report

Chair Thomas called upon Mr. Mark VanLoh to present his CEO report – he discussed the following items via a powerpoint recap:

- (1) JAA's Veteran's Day celebrations (for all employees, and for Cecil Airport tenants)
- (2) Completed maintenance/warehouse facility
- (3) Concourse B
- (4) UPS lease
- (5) ASQ survey results

Mr. VanLoh advised that this concluded his CEO report.

Old Business

Chair Thomas asked the board if there was any old business to be discussed, hearing none he moved to the next agenda item.

Public Comment

Chair Thomas advised that no speaker cards had been submitted, and moved to the next item on the agenda.

New Business - Presentation

Chair Thomas called upon Ms. Sarah Greene of the City of Jacksonville's Public Affairs Office, who gave a presentation on the upcoming 2020 census and its importance to everyone. As leaders in the community, she asked the board's help in getting the word out about the census. Chair Thomas thanked Ms. Greene for the presentation.

New Business - Submissions

BD2019-11-01

***Richard Rossi, Chief
Financial Officer***

Resolution to Reimburse Jacksonville Aviation Authority from Proceeds of Tax-exempt Obligations

Chair Thomas called upon Mr. Rossi to present the submission, and upon motion made by Mr. Kilbane and seconded by Mr. Demetree, the four board members present voted unanimously to approve Submission BD2019-11-01, Resolution to Reimburse Jacksonville Aviation Authority from Proceeds of Tax-exempt Obligations.

New Business – Submissions (con't.)

BD2019-11-02

**Richard Rossi, Chief
Financial Officer**

***Resolution to Withdraw as Participating Agency from Self-insurance
Program Administered by the City of Jacksonville***

Chair Thomas called upon Mr. Rossi to present the submission, and upon motion made by Mr. Demetree and seconded by Mr. Alfred, the four board members present voted unanimously to approve Submission BD2019-11-02, Resolution to Withdraw as Participating Agency from Self-insurance Program Administered by the City of Jacksonville.

BD2019-11-03

**Debra Braga, Chief
Legal Officer**

Delegation of Authority

Chair Thomas called upon Mrs. Braga to present the submission, and upon motion made by Mr. Alfred and seconded by Mr. Demetree, the four board members present voted unanimously to approve Submission BD2019-11-03, Delegation of Authority.

BD2019-11-04

**Ashley Shorter, Planning and
Grants Administrator**

***Accept Joint Participation Agreement for the Design & Construction
of Hangar 1005 at Cecil Airport***

Chair Thomas called upon Mrs. Shorter to present the submission, and upon motion made by Mr. Demetree and seconded by Mr. Kilbane, the four board members present voted unanimously to approve Submission BD2019-11-04, Accept Joint Participation Agreement for the Design & Construction of Hangar 1005 at Cecil Airport.

BD2019-11-05

**Derek Powder, Senior Manager
Engineering & Construction**

***Budget Transfer for Taxiways H & R Rehabilitation Project at
Jacksonville International Airport***

Chair Thomas called upon Mr. Powder to present the submission, and upon motion made by Mr. Kilbane and seconded by Mr. Alfred, the four board members present voted unanimously to approve Submission BD2019-11-05, Budget Transfer for Taxiways H & R Rehabilitation Project at Jacksonville International Airport.

Approval of Minutes

Chair Thomas called for approval of the minutes from both the September 30, 2019 Nominating Committee and the September 30, 2019 Board of Directors meetings and upon motion made by Mr. Demetree and seconded by Mr. Alfred, the four board members present voted unanimously to approve both sets of minutes.

Updates/Other Reports

Financial Update

***Richard Rossi/Chief
Financial Officer***

Chair Thomas called upon Mr. Rossi to present the financial report for the one month ended October 31, 2019, and he answered questions about the report (Mr. Rossi had previously provided the board with the unaudited financial report for the twelve months ended September 30, 2019, together with his written summary in memo form). Hearing no further comments or questions about the October 31st financial report, Chair Thomas moved on.

City Council Update

***Councilwoman Randy DeFoor/
City Council Liaison***

Chair Thomas called upon Mrs. DeFoor for her comments. She advised that our company status is phenomenal, further advising that the board is engaged and asks very good questions – questions that constituents want asked. She is glad to be working with JAA as our council liaison.

Chair Committee/Miscellaneous Appointments

Chair Thomas acknowledged and thanked those board members who agreed to serve on a JAA committee or as a JAA rep with an organization, and made the following appointments:

Finance and Audit Committee

Ray Alfred, Chair (as Board Treasurer)
Giselle Carson
Jay Demetree

Nominating Committee

Jay Demetree, Chair (as Immediate Past Board Chair)
Pat Kilbane
Michelle Barnett

JAA Representative on the North Florida Transportation Planning Organization (TPO) Board of Directors

Pat Kilbane

CEO Performance Review

Chair Thomas called upon Mrs. Braga to conduct the review, which had been tabled at the September 2019 meeting so that more detailed information regarding peer salary and bonus structure could be obtained for the discussion; Mrs. Braga was asked to gather that information.

Mrs. Braga advised that at Mr. VanLoh's current salary of \$265,000, he is slightly below midpoint of the range on the JAA salary structure, further advising that the peer salary in Orlando is lower, much higher in Tampa, lower in Miami, and higher in Nashville and Raleigh. She reminded the board that Mr. VanLoh scored 4.54 out of 5 in the board's recent review of his performance.

Chair Thomas then opened the discussion of a new salary and/or bonus. A few of the board members proposed both a bonus and a salary increase because of the wonderful job that was done in 2019 – Mr. Mackesy agreed that a salary increase is warranted but he is not comfortable with also giving a bonus, instead proposing a higher salary increase instead. Discussion ensued, and Chair Thomas then called for a motion - upon motion made by Mr. Demetree and seconded by Mr. Kilbane, the four board members in attendance voted to provide a 15% bonus in the amount of \$39,750, and to increase Mr. VanLoh's salary to \$305,000 (retroactive to his contract date of December 3rd).

Chair Thomas thanked Mrs. Braga for her work done, and thanked the board for participating in what was a very thorough CEO review process and further, thanked Mr. VanLoh for what has been accomplished. Mr. VanLoh thanked the board for the faith and confidence placed in him, and the JAA staff, and advised that there are still great things to be done.

Board Communication

Chair Thomas advised that the next bi-monthly board meeting will be on Monday, January 27, 2020 at 8:30am at the JAA administration building – he wished everyone a wonderful and happy holiday season. He then advised that the board and public are invited to take a tour of the new JAA warehouse maintenance facility – transportation being provided there and back.

Adjournment

There being no further business to come before the Board of Directors, Chair Thomas adjourned the meeting at 9:45am.