

Global Logistics At Cecil Commerce Center

EXHIBIT 3.1.1

Cecil Field Master Plan Community Outreach Meeting- Part 1

When: October 16th, 2007 at 7:00 p.m.

Topic: Cecil Field Master Plan Where: Cecil Field Conference Center

In attendance: Council President Daniel Davis, Council Member Ray Holt, Council Vice President Ronnie Fussell, John Clark, Executive Director/CEO Jacksonville Aviation Authority (JAA), Michael Stewart, JAA, Paul Crawford, Jacksonville Economic Development Commission (JEDC), Bob Simpson, JAA, consultants for the design team, Clay County Commissioner Doug Conkey, Sarah Balme, Executive Assistant for City Council President and over 200 members of the community.

Meeting convened: 7:00 p.m.

- Michael Stewart spoke first. The purpose of the meeting is to get input from the community about the Cecil area. Over \$100 million has been put into the area and it is prime for development. JAA has engaged a national design firm-Ware Malcomb who has engaged on their team Rink Design Partnership, Inc. to come up with a detailed site plan. He introduced Jim McCollum-member of the Board of Directors of the Jacksonville Aviation Authority (JAA), John Clark, Executive Director/CEO JAA and staff members of the JAA and the Jacksonville Economic Development Commission (JEDC). He informed the attendees there was not a lot to report on the commercial space port but there will be a public meeting facilitated by the Federal Aviation Authority (FAA) on November 13, 2007 at the Cecil Conference Center and encouraged everyone to attend. They are waiting to hear back from the FAA on paperwork in process. Space Florida will be holding their quarterly board meeting in Jacksonville on October 30, 2007 at the Hyatt Hotel downtown.
- Paul Crawford with the JEDC came to the podium next. The JEDC master development plan is to the west and north of the runway strips and the property north of Normandy Boulevard. The JEDC wants to tie into the JAXPort activity and the goal is to build an economic base on the Westside. There is 1,500 acres set aside for a "mega site" which will be used for large job creation entities. They are working with the JAA on the south and north sides to meet the economic mission as well as the Chamber of Commerce to

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bring in companies. JEDC is also working with the Florida Department of Transportation (FDOT) on access issues.

- Bob Simpson with the JAA spoke next. He thanked everyone for coming and stated he wants to hear from the community. He went over Cecil Field's history from 1994 to the present time. Mr. Simpson also referred back to the \$100 million that has already been spent and explained that about \$55 million has been spent on the airport and infrastructure since 1999.
- Jay Todisco, Ware Malcomb design firm spokesperson was the next presenter and explained that Ware Malcolm, has experience with these types of projects. The first two steps in the process are project discovery (coming to the area and familiarizing themselves with the area) and community outreach (speaking to individual groups about what they think is best for the market). He then opened the floor to the public for questions and suggestions from the community members present.

Following is a list of questions and answers from this part of the meeting:

1. Can the federal government claim eminent domain over the property and how much will the government pay back to the City? Yes they can claim eminent domain in cases of natural emergencies and they can take back the property for national purposes. It's a long process but it is possible.
2. What about ground transportation issues for people commuting to this area for work? The need has been identified and there is a position for it on the Master Plan.
3. In regards to the growth issue with Craig Airport, will they be encouraging people to move out to the Cecil area? Jacksonville is privileged to have a 4 airport system. Cecil will be used for manufacturing, repairing and overhaul of planes only. The JAA and the JED are doing a traffic study on the entire region.
4. Is there a formula used to attract training and education facilities? They will do a feasibility study to identify those markets for aviation and non-aviation. FCCJ is doing a lot more with aviation teaching also.
5. Will the golf course stay opened? That is an undefined answer.
6. How will the area handle the over abundance of electric usage? That is part of the plan for review.
7. Is there going to be a process for hazardous waste site clean up? They are working very hard to fix this. The EPA, DEP and others meet every quarter to discuss this. It will be considered and will not re-use contaminated sites.

Global Logistics At Cecil Commerce Center

8. Will there be an area set aside for a bigger convention center like Orlando? Those are usually more urban based but they will look into it in the market analysis.
9. Will the Cecil name be kept? Yes, they are working on that now.
10. Will Collins Road be extended into the Commerce Center? They are currently looking at the road structures.
11. Will they be looking at other successes? They will carve out an area for retail and restaurants and the market tells us how to move forward.
12. Will the biggest market impact be on the airport side? Cecil will not become a commercial airport. Cecil will be kept "MPO" with some government uses.
13. Where are the dollars coming from and is there money now for all of this? It's mostly coming from commercial real estate development. They anticipate several \$100 million to go into Cecil and the money is based on the airport's ability to pay it back.
14. Why can't the City help keep the rent down in the area? No real answer.
15. Any confirmed commitments? Bridgestone/Firestone is currently under construction and there are several other companies interested and there is a selection process they must go through.
16. What is the future for retirees in the Cecil Pines area? Cannot answer that for now but Council President Davis stepped in to say he will be providing input for that topic when the time comes.
17. Where will the people live that come to the Commerce Center for all of these jobs? No answer.
18. Is there another hospital planned for the area? No answer.
19. In the future, will there be height limits for the buildings? FAA has regulations for heights around airports.
20. Will there be an employment office available for all of these new jobs coming to the area? A website is being constructed now regarding this but they do not think there will be an actual office.
21. A spokesperson with the Argyle Civic Association stood up to suggest that a solar panel manufacture company come here as well as a traffic signal manufacturer.
22. Will the road system be addressed because the traffic needs another way to go south. Yes, they are addressing this.
23. Will there be a town center out here? Yes, there are areas allotted for this.
24. What other national businesses have come to the other projects this architectural firm has created? Once the site is designed, it is turned over to the developers to make those decisions and John Clark also clarified this question is better suited for developers when this question was asked again and again by the same person.
25. Please consider the town center to be indoors.

Global Logistics At Cecil Commerce Center

26. Are there areas set aside for conservation? Yes, there are conservation areas in place.
27. Will there be addition Fire and Rescue and JSO placed out in this area? Yes.
28. Will there be any code regulations written requiring companies to “go green”? Corporate America is now forcing things to go green and the market is finally ready for this change? There will be that consideration but no written requirements are in plan.
29. Please do not put St. Augustine grass in. It uses tons of water.
30. Is keeping the noise level down important? Yes but please understand that there will always be noise associated with airports. A huge part of the economic impact of Cecil involves the airport. In the long term plans, technology is helping make airplanes quieter.
31. There was a rumor that Wal Mart would be putting a global distribution center out here. Is that true? This information cannot be disclosed at this time but there are a few regional distribution companies looking at the northern part of Cecil.
32. Is the 800 acre mall site along Brannan Field Rd still in the works? The intention is to find the right place for a retail area-not sure of the size.
33. How is Clay County involved with the roadway issues? They are aggressively working to make sure the Brannan-Field widening does happen.
34. How long will the community outreach survey take? Just a few months.
35. Is Whitehouse part of Cecil? No, it is still owned by the Navy and operated by NAS Jax.

After the above series of question from the attendees, John Clark, JAA Executive Director/CEO spoke again. He reassured everyone that they will continue to share all aspects of this project with the community. He stated the airport can co-exist with the commerce center. He also reiterated the fact that this development will take years and years to be completed.

Councilman Ray Holt provided closing comments for the meeting. He asked how many people live within 5 miles of the commerce center and about 97% of the people in the audience raised their hands. (There were over 200 people in attendance.) He also gave out his cell phone number in case anybody had any questions.

Meeting adjourned: 8:30pm

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EXHIBIT 3.1.2

Cecil Field Master Plan Community Outreach Meeting – Part 2

When: December 13th, 2007 at 7:00 p.m.

Topic: Cecil Field Master Plan Where: Cecil Field Conference Center

In attendance: Council President Daniel Davis, Council Member Ray Holt, John Clark, Executive Director/CEO Jacksonville Aviation Authority (JAA), Paul Crawford-Jacksonville Economic Development Commission(JEDC), Bob Simpson- JAA, consultants for the design team, Clay County Commissioner Doug Conkey, Sarah Balme, Executive Assistant to City Council President and 95 members of the community.

Meeting convened: 7:02 p.m.

The purpose of the meeting was to finish what was started two months ago at the first Cecil Field Master Plan Meeting Community Outreach meeting held October 16, 2007. JAA came back with more details.

- Bob Simpson spoke first. He provided a PowerPoint presentation. The slides included the following:

- A tutorial on the JAA airport system. The goal is to prepare Jacksonville for the future in regards to population increase in the state of Florida, higher traffic coming in and out of Jacksonville and to compete with the growing global economy.
- A history of Cecil Field from 1944-present. Since 1999, JAA has spent \$50,000,000.00 in upgrades to the infrastructure to move ahead. It also included the Cecil Field planning history.
- The breakdown of current property ownership for Cecil. Cecil Field covers 17,225 acres of land. He placed that amount of land over downtown Jacksonville, which ended up covering not only downtown, but all the way to NAS, down to San Marco and north of downtown. This point was to say that it has taken this long to develop all of those areas, so Cecil will be a plan in the works for years to come due to its size.
- Target industries such as aviation, aerospace, warehousing, distribution, commercial, residential and mixed land use.

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- We must optimize land use and ensure impacts are all fully evaluated. These impacts include noise, wetlands, topography, impact on surrounding areas, etc.
- They must have all of the answers to attract developers to the area such as site plans, pricing, technical information, transportation; rail and road, timelines, cost estimates, etc.
- From an aviation perspective, Cecil is in a great spot in regards to noise: planes will always gear toward a western heading until altitude is reached.
- Site Plans, Service Plans and Marketing Plans first drafts are complete.
- The first draft of the financial plan is underway.
- There is an area already set aside for conservation.
- In Phase 1 shows between 103rd Street and Normandy Boulevard there is a big need for warehousing and distribution due to the JAXPort activities. Near the Outer beltway-Brannen Field Chaffee corridor, there is retail and commercial use and on-going interest in this site.
- Phase 2 will consists mostly of retail, residential, warehousing and aviation. There is a regional transportation hub in the works with JTA in the New World Avenue, 103rd Street, Normandy Boulevard area.
- In Phase 3 shows Cecil Pines is still there and the lease is good for another 12 years. There is no reason for Cecil Pines to move out any time soon. There are also more aviation needs, mixed use and a potential shopping center.
- Phase 4 will consist of a new runway to the east needed for simultaneous arrivals and departures in low visibility conditions. There will be more warehousing and distribution. Since there is no airport in Clay County, this phase is the perfect opportunity to have airport facilities located near the northern part of Clay County.

Paul Crawford with the Jacksonville Economic Development Commission (JEDC) spoke next.

- He said the JEDC is working JAA to make sure the land that both JAA and the City own integrate well.
- He mentioned concerns with the transportation network. They do not want to overload the roads. There must be a variety of options for businesses in regards to transportation.

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- There are also concerns with Cecil Pines. The City holds the lease and he wants that lease to continue so there is a concise future for the residents at Cecil Pines.

- Council President Daniel Davis spoke next.

- He announced the implementation of a Cecil Field Advisory Committee to help communicate with the neighborhoods. The committee will include: (1) appointment by the Council President, (1) appointment by CM Holt for District 11, (1) appointment by CP Davis for District 12, a Cecil Field rep, a Chamber of Commerce rep, a JEDC rep, a City of Jacksonville rep, an FDOT rep, a JAA rep, a Navy rep, a Federal Aviation Administration rep, (3) SWCPAC reps, Westside business owners, other Westside representation, an FCCJ rep, an MPO rep and appointments from various neighborhoods.
- The goal of this committee is to keep everyone informed and involved in the process.
- The first meeting is scheduled for January 28th, 2008 in the Cecil Field Conference Center.

- CM Holt then opened the floor for questions from the members of the community.

Q: Will this Master Plan affect the extension of the roads?

A: MPO will play a huge part in that process.

Q: Is all this additional planning due to Bridgestone/Firestone?

A: Not necessarily. Plans are needed to go to the market and to make responsible decisions financially.

Q: Will all of this information be posted to the website?

A: JAA will post all of this information to their website before the 1st advisory meeting in January.

Q: When is the Navy coming in to clean up the contaminated sites?

A: They are in the process of being remediated now. The more serious plumes have been dug out.

Q: How long will the clean up take?

Global Logistics At Cecil Commerce Center

A: It is the total responsibility of the Department of Defense to clean up what has been caused in the area. Each site has a different timeline and some could take 5 years and some could take 50 years. There are volumes of information on this at the Webb Library on 103rd Street.

Q: What is the possibility of an annex of a hospital going in out in the Cecil area?

A: The commercial/retail/mixed use areas would be perfect for this. St. Vincent's does have an administration hearing soon and an annex may go in at the junction of Blanding Boulevard and Brannan-Field/Chaffee Road. They should have an answer to that by summertime.

Q: Will all of these new roads going in be tolled? Our taxpayer dollars have gone to 9A and areas on other sides of town so will the taxpayer's dollars be used for these roads over here too?

A: No real answer.

A concern was brought up about the area very south of Cecil Field. A lot of new homes are being built and there is a noise concern. The reassurance was made that JAA will study that area. The suggestion was brought up to have another forum to discuss operations of the airport. Council President Davis then made the comment that JEDC, JAA and all other parties have made it clear from the get-go that Cecil Field is, in fact, an airport and there will be airplanes flying in and out so there may, at times, be noise but we should all respect the fact of how honest they have been about this.

Meeting adjourned: 8:00 pm

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Global Logistics At Cecil Commerce Center

EXHIBIT 3.1.3

Cecil Field Airport Advisory Committee Meeting

When: January 28, 2008 at 7:00p.m. Where: Cecil Field Conference Center

Attendance representing the respective organizations listed:

Aircraft Owners and Pilots Assoc.: Paul Matykewicz

Bent Creek Neighborhood: Andy Nemeth

Better Westside Project: Michael Griffin, Russ Stalvey, Bruce Stutsman, Esq.

Cecil Pines Neighborhood: Byran Beinkampen

Clay County: Commissioner Doug Conkey

City of Jacksonville Planning Department: Lurise Bannister

FAA/FCT Cecil Tower: Richard Clark

FCCJ Aviation Center: JB Renninger

FCCJ West Campus: Paul McMamara

FDOT, District Two: Gene Lampp

Fox Meadow Neighborhood: Raymond Richard

Jacksonville Economic Development Commission (JEDC): Ed Randolph

Metropolitan Planning Organization (MPO): Denise Bunnewith

Oakleaf Plantation: Holly Parrish

Southwest Citizens Planning Advisory Council (SWCPAC): Ralph Malphurs,
Chuck Mann and Opal Burgstiner

Westside Business Leaders Association: Leonard Kraft, Joachim ("JK") Graffe

Westside Council of the Jacksonville Regional Chamber of Commerce: Al Allen

Westside Civic Association: Jeanne Baskin and Ric Dill

Others in attendance: Argyle Today reporter: Jim Kelly, Dana B. Kenyon

Company representative: Rusty White and interested neighbors Joan Hill, Bruce Hill and Bruce Brugstiner

Invited/unable to attend: City Council President Daniel Davis (District 12), Councilman Ray Holt (District 11), Councilman Michael Corrigan (District 14), Cecil Field tenant representative Matt Eaton, Cecil Field Tennant representative Lt. Col. James Lord, USN, FACSFAC JAX representative Ron McNeal, FBO representatives Chuck Lawson and Steve Schneider, Adams Lake neighborhood representative Lynn Griffin, Argyle Area Civic Association representative David Hodges, Restoration Advisory Board representative Richard Darby, JAA Internal Affairs representative Alan Todoroff

Staff: Jacksonville Aviation Authority Bob Simpson and Rusty Chandler, Hipps Group, Inc. Community Outreach Consultant Alberta Hipps

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Bob Simpson, Senior Director for Cecil Field welcomed everyone and introduced Rusty Chandler, Cecil Field Airport Manager. Mr. Simpson explained that this meeting was in follow up to the two recent community meetings held in October and December of 2007 to review the master planning strategies for Cecil Field. He asked Alberta Hipps to speak to the group for their input on the date/time/location for future meetings. Ms. Hipps took suggestions and will poll the membership for the best time for the next meeting. It was decided that the next meeting date will be Monday April 28th at the same location, Cecil Conference Center.

Bob Simpson then provided a power point presentation that outlined the Jacksonville Aviation Authority airport system, explaining the focus of each. The history of Cecil Field, review of operations statistics and financial information of the support the JAA has put in place for the much needed infrastructure which was in bad condition when JAA took possession of the old Cecil Field Naval Station property in 1999.

He reviewed the need to have a Master Site Development Plan and study information shared in earlier community meetings. He related that currently there are 2,610 local employees working at Cecil with an average wage of \$36,000/year. According to a recent economic study the economic output annually is 265.8 million dollars locally and regionally 533.7 million impact. The study stated that the expansion of employees and financial impact is continuing into the future in a very positive direction. Mr. Simpson emphasized the importance of the attendee's participation as the JAA and JEDC move forward for the planning for the development of Cecil.

Operations statistics were reviewed and although there was a slight dip in the 2006 number, the trend continues to rise. Operations include the navy training flights which are scheduled to continue for carrier landing and other training needs. In future meeting the capital improvement projects for the JAA aspect of development will be reviewed by the Committee. Attendees were invited to contact either Mr. Simpson or Mr. Chandler to arrange a tour of Cecil.

Mr. Simpson stated the need for the development of an economically viable, executable and fully coordinated site development plan had become increasingly evident as potential tenants had approached JAA about what is available, the infrastructure in place and specific site issues. The Master Site Development Plan

Global Logistics At Cecil Commerce Center

was begun in 2007, will continue with elements that include: Airport Master Plan, Master Stormwater Plan, Master Development Plan for Aviation and Non-Aviation uses, Marketing and Economic Development Plan and Financial Plan.

He then reviewed projects including the expansion of Flight Star activity with a Fed Ex contract, FCCJ coating facility- a partnership for funding with JAA/FCCJ, Boeing's plans to assemble a new cargo aircraft with the potential of at least 350 new jobs, the on-going exploration for the Spaceport activity for a horizontal launch. He reported that the environmental assessment phase for this project is complete and has now entered the licensing phase. The length of the runway (10,000 feet) and the fact that Cecil is a non-commercial airport had interested the Florida Space Authority to see if a private company, similar to the one that is beginning operation in New Mexico, would be interested in Cecil Field for a spaceport. A question was raised about if the runway would have to be extended. The answer is no. It was emphasized again that the three types of uses are all horizontal take offs using aircraft and the return will probably be by a glide path without much engine noise. The committee will be kept informed as this project proceeds for space tourism in the future.

Mr. Simpson stated in looking at the master plan analysis a strong demand for warehousing/industrial uses is in the chain of business activity at airports. The person who assembles the "loads" for transport needs warehousing/industrial facilities in order for the logistics of the distribution/transportation to work.

He reviewed the draft master plan and explained the various phases for warehousing/industrial use, retail center, mixed use housing along the Brannen Field Chaffee (BFC) Corridor at 103rd Street and BFC. The possible locations for the expansion of projects mentioned earlier along the hanger/flight line.

Mr. Simpson emphasized that the Cecil Pines housing has a lease that is good until at least 2010 and there are no plans to interrupt that lease agreement.

After the master plan is completed, the City of Jacksonville will decide what will be done. Mr. Simpson reviewed the ownership of the various parcels between JAA, City of Jacksonville-including the recreation area, FCCJ and JEA. The land set aside for conservation was also reviewed.

Questions were asked regarding infrastructure, roadway issues on Normandy and Chaffee and the outer beltway. Denise Bunnewith from the MPO noted that there is a website from FDOT in place that speaks to the outer beltway and the partnerships that are being formed to meet the identified needs. She also stated

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the 2035 long range plan is being put together to address these issues which have multiple funding challenges. Discussion was held on the railroad that was in place and the possible need for the future.

The following questions were asked:

- 1) How often will the committee meet and will recommendations from this committee be sought? The answer is once a quarter and yes recommendation will be sought from the committee for their input.
- 2) What happened to the previous Base Reuse Plan? That plan was primarily a parcelization plan. It did not provide the detail needed for site development therefore the master plan currently underway was needed to be able to get more specific information, i.e drainage/stormwater needs that showed up when the Bridgestone/Firestone site was being readied for development and such issues were discovered
- 3) What is the connection between JAA and JEDC and how in the political environment can this relationship work? Bob Simpson meets with the JEDC staff on a regular basis. Plans are shared in a cooperative manner. The Mayor is also involved. The representative from JEDC stated the on-going cooperation for future planning for both the North and Southside of Normandy is vital to the City as a whole and with the JAXport activity
- 4) Where are the results of the consultants that were at the community meetings? This work is being completed and will be put in a thick book. The committee will be kept informed of their findings and plan development
- 5) How are infrastructure improvements approved? The process of approval for the aviation property through the FAA and FDOT was explained.
- 6) Can the committee have a list of the membership, tenants at the base and the power point presentation? Yes these will be provided

Compliments were given about the meeting and the valuable information shared. The next meeting date of Monday April 28th was noted.

The meeting was adjourned at 8:45pm

Hipps Group, Inc. Community Outreach Consultant