

Minutes

**MONROE COUNTY AIRPORT AUTHORITY – In Person
REGULAR MEETING
July 19, 2023**

Present:

**James G. Vazzana, Esq., Chairman
Hon. Stephen Brew
Hon. Howard Maffucci
John J. Perrone, Jr.
Susan Keith**

Excused Absence:

**Hank Stuart
R. Thomas Flynn, Vice Chairman**

Others Present:

Andrew Moore	Administrative Director
John Bringewatt, Esq.	Secretary
Donald L. Crumb, Jr. Esq.	Assistant Secretary
Robert Franklin	Treasurer
Maryanne Fedison	Assistant Treasurer
Steve Barz	Assistant Airport Director
Dave Haas	Sr. Management Analyst

Meeting was called to order by the Chairman @ 12:00 PM

Approval of the Minutes from May 17, 2023

The minutes were approved without changes. A motion to accept the minutes was moved by Member Maffucci and seconded by Member Brew. The motion passed unanimously 4-0.

Treasurers Report

Treasurer Robert Franklin reported that there are two (2) reports today to go before the Board. The statement for travel and business had ten (10) items totaling \$4,494.69. The statement for credit card usage for the period of May – June 2023 had eight (8) charges totaling \$3,752.49. Both were submitted within the required 10 days and with appropriate supporting documentation.

A motion to accept the report on travel and business was moved by Member Brew and seconded by Member Perrone. The motion passed unanimously 4-0.

A motion to accept the report on credit card usage was moved by Member Brew and seconded by Member Perrone. The motion passed unanimously 4-0.

Audit Committee Report

Member Perrone reported that Tom Niles from Stonebridge presented the results from SNORAC, LLC, which operates Enterprise Rent-a-Car. The primary objective of the audit included an evaluation of the internal controls over revenue. SNORAC's revenue numbers were acceptable and agreed with the airport's data.

Member Perrone also reported results of Stonebridge's audit of SSP America, Inc., which operates the Flight Deck Diner and the Sports Bar. All audits came back clean.

Lastly, Member Perrone reported the results of Stonebridge's audit of TDG Corp, dba Sirness Vending Services. Member Perrone noted the reduction in cash transaction. All audits came back acceptable.

No questions.

Recognition of R. Thomas Flynn, Vice Chairman of the Monroe County Airport Authority

APPROVE AND READOPT THE POLICIES AS REVISED AND UPDATED OF THE MONROE COUNTY AIRPORT AUTHORITY

Assistant Treasurer Fedison presented the Policies of the Monroe County Airport Authority and noted that the Audit Committee reviewed and approved the updated policies.

A Motion to accept the resolution was made by Member Perrone, seconded by Member Maffucci. The motion passed unanimously 5-0.

AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$2,000,000 FREDERICK DOUGLASS-GREATER ROCHESTER INTERNATIONAL AIRPORT REVENUE NOTES, SERIES 2018 (THE "NOTES") AND RELATED MATTERS INCLUDING AUTHORIZING EXECUTION OF A PURCHASE CONTRACT FOR THE NOTES WITH THE COUNTY OF MONROE

Administrative Director Moore presented the resolution to authorize to extend the Authority by five years with a \$2,000,000 bond. The bond is required to maintain the Authority under State Law. Director Moore recommended to the Board that the bond be used for General Aviation and General Maintenance improvements that the FAA does not typically fund.

No questions.

A motion to accept the resolution was made by Member Keith, seconded by Members Brew and Maffucci. The motion passed unanimously 5-0.

AUTHORIZE AMENDMENT TO THE CONTRACT WITH CAR RENTAL CONCESSIONS FOR THE MONROE COUNTY AIRPORT AUTHORITY AT THE FREDERICK DOUGLASS-GREATER ROCHESTER INTERNATIONAL AIRPORT

Administrative Director Moore presented the resolution to authorize the extension of the existing car rental agreement as the Airport administration and car rental management collect more information on electric vehicle charging at the facility.

A motion to accept the resolution was made by Member Maffucci, seconded by Member Keith. The motion passed unanimously 5-0.

Traffic Report

Dave Haas reported, year to date through June 2023, enplanements were at 637,845, 19.4% over YTD 2022. Enplanements continue to grow each month steadily. May enplanements were 119,395, increase of 15.1% (+15692) over May 2022 (103,703). June enplanements were 106,418, 6.0% over June 2022 (+5,891) 100,527

ROC is consistent with the other thruway airports traffic.

No questions or comments.

AUTHORIZE EXPENDITURE IN AN AMOUNT NOT TO EXCEED \$5,000 FOR HOSPITALITY AT THE 2023 ROCHESTER INTERNATIONAL AIRSHOW

A motion to accept the resolution was made by Member Perrone, seconded by Member Keith. The motion passed unanimously 5-0.

Director's Report

Director Moore provided the Authority Board with an update on plans for the 2023 Rochester International Airshow.

Director Moore provided an update to the Airport Terminal construction project. Individual projects are starting to go out to bid or out for RFQ, 9898799578999 with the goal of construction beginning in the fall of 2023.

Director Moore informed the Board that the Project Labor Agreement was unanimously passed by the County Legislature on July 11, 2023.

Director Moore updated the Board on the vacancy created with the resignation of Vice Chairman Flynn.

Other Business

Member Maffucci informed the Board of a recent positive Airport experience by an amateur golfer visiting Monroe County.

Executive Session

A motion to go into Executive Session was made by Member Perrone, seconded by Member Keith. The motion passed unanimously 5-0.

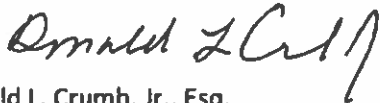
A motion to end Executive session was made by Member Keith, seconded by Member Maffucci. The motion passed unanimously, 4-0.

Meeting was adjourned @ 12:53 PM

A motion to adjourn the meeting was made by Member Keith and seconded by Member Brew. The motion passed unanimously 4-0.

The next Board Meeting is September 20, 2023.

Respectfully Submitted,



Donald L. Crumb, Jr., Esq.

Assistant Secretary

Dated: 9/14/2023

MONROE COUNTY AIRPORT AUTHORITY

RESOLUTION NO. 12 of 2023

**APPROVE AND READOPT THE POLICIES AS REVISED AND UPDATED OF THE
MONROE COUNTY AIRPORT AUTHORITY**

BE IT RESOLVED BY THE MEMBERS OF THE MONROE COUNTY AIRPORT AUTHORITY, as follows:

Section 1. Based upon the review and recommendation of the Audit Committee the Monroe County Airport Authority hereby readopts the policies, as revised and updated, as follows: Business and Travel Expense Policy; Code of Ethics Policy; Credit Card Policy; Disbursement Policy; Extension of Credit to Board Members and Executive Officers Policy; Fixed Asset Policy; Internal Controls and Financial Accountability Policy; Investment and Deposit Policy; Procurement Disclosure Policy, Procurement Policy; Tracking, Inventory, and Disposal of Assets and Acquisition of Real Property; Travel Policy; and Whistleblower Policy. (<https://rocairport.com/mcaa>)

Section 2. This resolution shall take effect immediately.

ADOPTION: Dated: July 19, 2023

Vote: 5-0

I, Donald L. Crumb, Jr., Esq., Assistant Secretary, Monroe County Airport Authority, do hereby certify that the within Resolution was duly adopted by the Monroe County Airport Authority at a General Meeting held July 19, 2023

Dated: July 19, 2023


Donald L. Crumb, Jr., Esq., Assistant Secretary

MONROE COUNTY AIRPORT AUTHORITY

RESOLUTION NO. 13 of 2023

AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$2,000,000 FREDERICK DOUGLASS-GREATER ROCHESTER INTERNATIONAL AIRPORT REVENUE NOTES, SERIES 2023 (THE "NOTES") AND RELATED MATTERS INCLUDING AUTHORIZING EXECUTION OF A PURCHASE CONTRACT FOR THE NOTES WITH THE COUNTY OF MONROE

Pursuant to the Monroe County Airport Authority Act, a special act of the Legislature of the State of New York (Title 31 of Article 8 of the Public Authorities Law of New York, as from time to time amended and supplemented, herein called the "Act"), the Monroe County Airport Authority (the "Authority") has been established as a body corporate and politic, constituting a public benefit corporation; and

Pursuant to the Act, the Authority is authorized to establish, construct, effectuate, operate, manage, maintain, renovate, improve, extend or repair any aviation facilities or related facilities; and

The Authority is also authorized under the Act to borrow money and issue its negotiable bonds to provide sufficient moneys for achieving its corporate purposes; and the Authority is also authorized under the Act to enter into any contracts and to execute all instruments necessary or convenient for the exercise of its corporate powers and the fulfillment of its corporate purposes; and

The County of Monroe, New York (the "County") has previously leased the Greater Rochester International Airport (the "Airport") to the Authority in order to provide for the continued operation, management and administration of the Airport by the County, all pursuant to a Lease and Operating Agreement, the form and substance of which was previously approved by the Authority on September 6, 1989 pursuant to Resolution No. 12 of 1989; and

WHEREAS, the Authority expects to issue not to exceed \$2,000,000 aggregate principal amount of its Greater Rochester International Airport Revenue Notes, Series 2023 (the "Notes") for the purposes of paying a portion of the cost of general aviation and airport infrastructure improvements (the "Project"), and paying certain expenses properly incident thereto and to the issuance of the Notes; and

Pursuant to Section 2759 of the Act, the Authority's Private and Public Bond Sale Guidelines and the written recommendations of the Authority's Financial Advisor and its Chairperson, the Authority has elected to authorize and direct certain Officers of the Authority to negotiate with the County as to the terms and conditions of the sale of the Notes to the County; and

The Authority has resolved to designate its Bond Counsel and Financial Advisor in connection with the Notes;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE MONROE COUNTY AIRPORT AUTHORITY, as follows:

- *The Chairperson, the Vice-Chairperson and the Treasurer of the Authority (each an "Authorized Representative") and the Secretary of the Authority are each authorized and directed to negotiate on behalf of the Authority with representatives of the County as to the terms and conditions for the sale of the Notes to each Authorized Representative is hereby authorized to execute, acknowledge and deliver a Purchase Contract, with such amendments, supplements, changes, insertions and omissions as may be approved by any such Authorized Representative. The Secretary of the Authority is hereby authorized to affix the seal of the Authority on such document and attest the same. The Notes shall be dated, shall be issued in an aggregate principal amount, shall bear interest and shall mature and be sold to the County (subject to the approval of the Comptroller of the State of New York) as shall be determined by an Authorized Representative. The execution of such document by an Authorized Representative shall be conclusive evidence of any approval or determination authorized or required by this Section.*
- *All covenants, stipulations, obligations and agreements of the Authority contained in this Resolution and the Purchase Contract shall be deemed to be the covenants, stipulations, obligations, and agreements of the Authority to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be binding upon the Authority and its successors from time to time and upon any board or body to which any powers or duties affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Authority or the members thereof by the provisions of this Resolution and the Purchase Contract shall be exercised or performed by the Authority or by such members, officers, board or body as may be required by law to exercise such powers and duties.*
- *No covenant, stipulation, obligation or agreement contained in this Resolution, or the Purchase Contract shall be deemed to be a covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Authority in his or her individual capacity and neither the members of the Authority nor any officer executing the Notes shall be liable personally on the Notes or be subject to any personal liability or accountability by reason of the issuance thereof.*
- *The Authorized Representatives of the Authority and, to the extent provided herein, the Secretary of the Authority, be, and each of them hereby is, authorized and directed to execute and deliver any such other documents, to do and cause to be done any such other acts and things and to make such other changes, omissions, insertions, revisions, supplements or amendments to the documents referred to in Sections 1 through 3 of this Resolution as they may determine*

- *necessary or proper for carrying out, giving effect to, and consummating the transactions contemplated by this Resolution and the Purchase Contract.*

In connection with the issuance of the Notes, the Authority hereby designates the following entities to serve in the positions so designated:

The law firm of Orrick, Herrington & Sutcliffe LLP New York, New York, shall serve as Bond Counsel to the Authority;

The firm of Capital Markets Advisors, LLC, New York, New York shall serve as Financial Advisor to the Authority;

Any Authorized Representative is hereby authorized to execute any and all agreements with each of the parties designated in this Section 5 or such other parties as may otherwise be necessary pursuant to the terms of this Resolution for the provision of services required in connection with the issuance of the Notes.

This resolution shall take effect immediately.


ADOPTION: Dated: July 19, 2023

Vote: 5-0

Certification

I, Donald L. Crumb, Jr., Esq., Assistant Secretary to the Monroe County Airport Authority, hereby certify that the attached Resolution No. 13 of 2023, entitled "AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$2,000,000 FREDERICK DOUGLASS-GREATER ROCHESTER INTERNATIONAL AIRPORT REVENUE NOTES, SERIES 2023 (THE "NOTES") AND RELATED MATTERS INCLUDING AUTHORIZING EXECUTION OF A PURCHASE CONTRACT FOR THE NOTES WITH THE COUNTY OF MONROE," adopted by the Monroe County Airport Authority on July 19, 2023 is a true and accurate copy.

Dated: July 19, 2023



Donald L. Crumb, Jr., Esq.
Assistant Secretary
Monroe County Airport Authority

**MONROE COUNTY AIRPORT AUTHORITY
RESOLUTION NO. 14 of 2023**

**AUTHORIZE AN AMENDMENT TO THE CONTRACT WITH CAR RENTAL
CONCESSIONS FOR THE MONROE COUNTY AIRPORT AUTHORITY AT THE
FREDERICK DOUGLASS-GREATER ROCHESTER INTERNATIONAL AIRPORT**

BE IT RESOLVED BY THE MEMBERS OF THE MONROE COUNTY AIRPORT AUTHORITY, as follows:

Section 1. The Monroe County Airport Authority authorizes the Administrative Director to execute an amendment of the current car rental concession agreements at The Frederick Douglass-Greater Rochester International Airport, pursuant to Resolution No. 19 of 2019, and as amended by Resolution No. 8 of 2022 with car rental concessionaires, SNORAC, LLC d/b/a Enterprise Rent-A-Car; SNORAC, LLC d/b/a National Car Rental; The Hertz Corporation; The Hertz Corporation d/b/a Dollar; Avis Rent A Car Systems LLC; Budget Rent A Car Systems, Inc. (collectively the "Car Rental Concessions")

Section 2. The amendment shall extend the current car rental concession agreements for an additional term commencing October 1, 2023 and ending September 30, 2024, so that the parties can explore the needs to improve and expand the availability of electronic vehicles for customers renting cars at The Frederick Douglass-Greater Rochester International Airport.

Section 3. All other terms of the car rental concession agreements shall remain in full force and effect.

Section 4. The records in the Office of the Monroe County Treasury indicate that none of the Car Rental Concessions or their principal officers owe any delinquent Monroe County real property taxes.

Section 5. This resolution shall take effect immediately.

ADOPTION: Dated: July 19, 2023

Vote: 5-0

I, Donald L. Crumb, Jr., Esq., Assistant Secretary, Monroe County Airport Authority, do hereby certify that the within Resolution was duly adopted by the Monroe County Airport Authority at a General Meeting held July 19, 2023.

Dated: July 19, 2023


Donald L. Crumb, Jr., Esq., Assistant Secretary

MONROE COUNTY AIRPORT AUTHORITY

RESOLUTION NO. 15 of 2023

AUTHORIZE EXPENDITURE IN AN AMOUNT NOT TO EXCEED \$5,000 FOR HOSPITALITY AT THE 2023 ROCHESTER INTERNATIONAL AIRSHOW FOR THE MONROE COUNTY AIRPORT AUTHORITY AT THE FREDERICK DOUGLASS-GREATER ROCHESTER INTERNATIONAL AIRPORT

BE IT RESOLVED BY THE MEMBERS OF THE MONROE COUNTY AIRPORT AUTHORITY, as follows:

Section 1. The Administrative Director of the Monroe County Airport Authority is hereby authorized to expend an amount not to exceed \$5,000 on behalf of the Monroe County Airport Authority for hospitality at the 2023 Rochester International Airshow.

Section 2. The resolution does not require a budget amendment; funding will come from unexpensed contractual services.


Section 3. This resolution shall take effect immediately.

ADOPTION: Date: July 19, 2023

Vote: 5-0

I, Donald L. Crumb, Jr., Esq., Assistant Secretary, Monroe County Airport Authority, do hereby certify that the within Resolution was duly adopted by the Monroe County Airport Authority at a General Meeting held July 19, 2023.

Dated: July 19, 2023


Donald L. Crumb, Jr., Esq., Assistant Secretary