

TITUSVILLE – COCOA AIRPORT AUTHORITY

The Regular Meeting of the Titusville - Cocoa Airport Authority was held on February 18, 2021 at 8:30 a.m. at the Titusville - Cocoa Airport Authority Office at 355 Golden Knights Boulevard, Titusville, FL and Via Video Conference. The following members were present: Mr. Jerry Sansom, Chairman; Mr. John Craig, Vice Chairman; Mr. Al Elebash, Secretary; Mr. Donn Mount, Treasurer; Mr. Al Voss; Mr. Roger Molitor; Mr. Mark Grainger; Mr. Michael D. Powell, C.M., ACE, CEO; Mr. Adam Bird, Attorney.

Call to Order

Mr. Sansom called the meeting to order and determined that a quorum was present. Mr. Sansom asked Mr. Bird to swear in new board member, Mr. Mark Grainger. Following the swearing in, Mr. Grainger introduced himself and gave a brief history of his experience. Discussion continued.

Approval of the Agenda

Mr. Sansom asked if there were any proposed changes to the Agenda. Seeing none, Mr. Sansom called for a motion to approve the Agenda as presented. Mr. Craig made the motion. Mr. Elebash seconded. Mr. Sansom called the question. All voted aye. Motion passed.

Appearances – None**Presentations – None****Consent Agenda****Item A – Approval of the Titusville-Cocoa Airport Authority Minutes:**

1. December 17, 2020 – Regular Meeting

Old Business – None**New Business****Item A – Discussion and Selection of a New Treasurer to the Airport Authority Board of Directors**

Mr. Sansom opened the floor for nominations. Mr. Elebash made a motion to nominate Mr. Mount as Treasurer. Mr. Voss seconded. Mr. Sansom stated that there were no other nominations on the floor and called for a vote. There were no objections. The motion passed.

Item B – Discussion and Approval of a Ground Lease at Space Coast Regional Airport

Mr. Powell gave an overview of the item, stating that there were two gentleman that wished to build a roughly 15,000 square foot hangar at Space Coast Regional Airport near the hangar that was going to be torn down on the West side of the airport. Mr. Powell stated it would be a simple ground rate with an annual fiscal impact of \$19,148.98. Discussion continued.

Mr. Sansom called for a motion. Mr. Elebash made a motion to approve the lease. Mr. Molitor seconded. Mr. Sansom called the question. There were no objections. Motion passed.

Item C – Investigative Findings of TCAA Counsel – Complaint Submitted by TCAA Fire Chief Terry Wooldridge

Mr. Powell gave an overview of the item, stating that Mr. Bird conducted an investigation into Chief Wooldridge’s allegations and submitted his findings to the Board. Mr. Sansom turned the floor over to Mr. Bird.

Mr. Bird discussed the findings of his investigation, stating that he and Mr. Mount had spent an entire day interviewing employees. Mr. Bird explained that the complaint, or a portion thereof, was submitted to the board on the 14th of January via email. Mr. Bird noted that there was also a Board of Ethics complaint from Chief Wooldridge earlier, and there were excerpts of that complaint in the email that was sent on the 14th of January. Mr. Bird stated that there was a third email sent to the Board of County Commissioners, adding that in an effort to be thorough, he included all the emails. Mr. Bird stated that Mr. Sansom contacted him very quickly and directed him, on behalf of the Board, to conduct an investigation. Mr. Bird reiterated that he was counsel for the Board, so his job was to do the best that he could for the Board. Mr. Bird stated that the scope of his review largely focused around the legality of the allegations. Mr. Bird stated that the decision on whether management was doing its job was the Board’s decision. Discussion continued.

Mr. Bird stated that he did initial phone interviews with the key players, and then on February 9th interviewed additional staff along with Mr. Mount, making sure that everyone had the opportunity to speak honestly. Mr. Bird stated that he was clear with everyone that his representation was of the Authority Board and not of Staff. Mr. Bird stated that he felt everyone was honest with himself and Mr. Mount. Mr. Bird stated that he also reviewed the policy manual. Discussion continued.

Mr. Sansom asked Mr. Mount if he had anything to add. Mr. Mount stated that he felt that his representation of the Board during the interviews would help the employees feel more comfortable. Mr. Mount stated that he felt Mr. Bird’s letter addressed everything accurately to his recollection. Discussion continued amongst the Board.

Mr. Voss stated that he had made a list of things he was concerned about, and asked if the Board could discuss the list because he had to leave early. Mr. Voss briefly went over that list and concluded that he felt things had been lax, he was

concerned that the Board wasn't getting all of the information and he felt that things couldn't move forward with the current CEO. Mr. Voss also mentioned money that had been lost in a grant because paperwork wasn't filed properly. Mr. Sansom asked Mr. Voss to provide copies of the list to the Board, and stated that perhaps it could be scheduled as an agenda item at the next meeting. Discussion continued.

Mr. Sansom asked what the Board would like to do. Mr. Bird stated that there was no specific action recommended but he advised changing the format of meetings in the future, to include more financial reporting and information at a board level. Mr. Bird added that he felt revisions should be made to the policies for employees that feel like they couldn't go to the CEO or HR with a complaint, and that it would help to improve the things that led the Airport Authority down this path. Discussion continued.

Mr. Craig asked Mr. Bird which policy he used as a template for the investigation. Mr. Bird stated that there was no policy. Mr. Craig stated that the Board had asked for a whistleblower policy and it wasn't done. Mr. Craig asked Mr. Bird if he provided any guidance to Mr. Powell on what to do for the whistleblower. Mr. Bird stated that he told Mr. Powell that there could be no retaliation to the whistleblower, and stated that he also provided that information to Chief Wooldridge. Mr. Craig asked if this was one of the critical policies that would be brought to the Board. Mr. Bird stated that it was now, and should definitely be in the policy for clarity. Mr. Bird stated that Staff would also look at the County's policies regarding the matter. Discussion continued.

Mr. Mount asked Mr. Bird what guidance was needed to close this item out. Mr. Bird stated it would really depend on the Board of Ethics decision, which could have an impact. Discussion continued.

Mr. Sansom asked what the Board would like to do. Mr. Mount stated that he felt the genesis of the issue was the original 2019 action, but stuff had grown from that. Mr. Bird stated that in his opinion, and based on the interviews with the employees, the newer allegations were based on how things were handled, which boiled down to management issues rather than legal issues. Discussion continued.

Mr. Sansom recognized Brevard County Commissioner Rita Pritchett. Ms. Pritchett stated that she felt not being set up for a lawsuit didn't necessarily mean you couldn't get sued. Ms. Pritchett stated that she felt that there was definitely a management issue. Ms. Pritchett stated that she had great concerns that she had been told that the January Airport Authority meeting had been cancelled and that there was a Board consensus, but what she was now hearing from the Board was that there was no Board consensus. Ms. Pritchett stated that she was a proponent of Mr. Powell, but she wasn't sure if he was capable of doing this, and she wasn't sure if some of his staff was capable either. Ms. Pritchett stated that as an accountant, she cringed when she found out about the loss of the \$170,000 as a result of paperwork not being filed. Ms. Pritchett stated that she knew there were five upset

County Commissioners, and she felt that changes needed to be made. Ms. Pritchett told the Board it was their job to take care of the issue. Discussion continued.

Mr. Mount stated that he felt Mr. Powell needed to make a decision on the situation and asked him what he had decided to do. Mr. Powell then told the Board that he had contacted Mr. Sansom the previous day and submitted his sixty day notice of resignation. Mr. Powell stated that he had wanted to have another follow-up conversation with Mr. Sansom before sending the resignation to the Board. Mr. Powell stated that he was going to bring it up under the CEO report. Mr. Powell stated that he was made aware that the Airport Authority did not submit invoices for reimbursement on the design portion of the Airfield Lighting Project at Space Coast Regional Airport. Mr. Powell stated that once he found out, he did a write up on Ms. Campbell, and then he spoke with the FAA to see if there was anything possible that could be done, but after a long conversation the answer was no. Mr. Powell stated that Ms. Campbell had put in her resignation with a planned ninety day transition period, so the Airport Authority didn't get into a bind. Mr. Powell stated that he felt everything that happened was his responsibility, and understanding that a lot of money was left on the table it was ultimately his fault, which was why he submitted his resignation.

Mr. Craig stated that although Mr. Powell submitted his resignation to Mr. Sansom, the Board would have to accept it as a whole. Mr. Sansom stated that he didn't accept on behalf of the Board. Mr. Grainger asked if Ms. Campbell's resignation was accepted by Mr. Powell. Mr. Powell stated that it was. Discussion continued.

Mr. Sansom brought the discussion back to the issue at hand and asked the Board what they wanted to do regarding the allegations. Mr. Mount stated that there were three members that had not read the report yet. Mr. Craig stated the Board could postpone it to discuss at the next meeting. Mr. Mount asked Mr. Bird if there was any action that was time sensitive that needed to happen today. Mr. Bird stated that there wasn't. Discussion continued.

Mr. Sansom recommended that the Board agree to continue discussion on this item at the next Board meeting. Mr. Bird stated that he didn't want to leave any of the issues that were causing angst amongst employees, whether right or wrong, hanging for thirty days. Mr. Bird stated that there was one employee who came into the focal point of most of the discussions, particularly with Facilities employees, and he and Mr. Mount had a certain feeling that some personnel action needed to be taken to rectify that situation. Mr. Mount asked Mr. Powell if he was going to take action. Mr. Powell stated that the situation would be taken care of on the following day. Discussion continued.

Mr. Craig asked Mr. Bird if there was anything the Board needed to take action on with the policies and procedures right now to ensure that the process would be smoother, because he felt the process broke down and the investigation was delayed. Mr. Bird stated that without the policy in place it really wouldn't have mattered if there had been a procedure in place that stated it had to be done within a certain period of time, because it would have been impossible given of the breadth

of the complaint. Mr. Bird stated that it still would have taken the same amount of time. Discussion continued.

Mr. Sansom stated that he wanted to make it clear that he did not communicate with any of the other Board members in giving Mr. Bird the directive to investigate, because he felt very confident that his directive as Chairman would have been supported by the Board.

There was a brief recess of the meeting to take care of a technical issue.

Once the meeting reconvened, Mr. Craig made a motion to postpone the item to the March 18th meeting for discussion and possible action. Mr. Voss seconded. Discussion continued.

Mr. Elebash stated that he would like to make sure the minutes of the meetings were posted the next day moving forward, rather than to wait for a month to see them. Ms. Kimberly Paschke stated that it would be difficult to get them finished the next day after a meeting. Mr. Sansom asked if they could be typed by the middle of the following week. Ms. Paschke stated that she could do that. Mr. Sansom stated that it wasn't a motion, but a request from the Board.

Mr. Sansom called the question on the motion to postpone the discussion of the allegations to the next meeting. There were no objections. Motion passed.

Item D – Discussion by Mr. Aaron McDaniel of Recent Invoiced Costs by Michael Baker International and Contractors Regarding Current Projects

Mr. Sansom turned the floor over to Mr. McDaniel.

Mr. McDaniel presented Pay Request Number 3 in the amount of \$3,542.99 from Michael Baker International, which was for the Hangar 52 Demolition Project at Space Coast Regional Airport.

Mr. McDaniel presented Pay Request Number 3 in the amount of \$45,272.76 from Michael Baker International, which was for the design portion of the Runway 9-27 Rehabilitation Project at Space Coast Regional Airport.

Mr. McDaniel presented Pay Request Number 3-A in the amount of \$13,585.41 from Michael Baker International, which was for the VAC Apron (50/50) Project at Space Coast Regional Airport.

Mr. McDaniel presented Pay Request Number 3-B in the amount of \$6,771.21 from Michael Baker International, which was for the Taxi lane and Apron (80/20) Project at Space Coast Regional Airport.

Mr. McDaniel presented Pay Request Number 7 in the amount of \$106,967.12 and Pay Request Number 8 in the amount of \$147,082.50, both from V.A. Paving, Inc. and Pay Request Number 8 in the amount of \$14,902.90 from Michael Baker

International, which were for the South Apron & Runway 11/29 Rehabilitation Project at Merritt Island Airport.

Mr. Sansom called for a motion to approve the invoices. Mr. Mount made the motion. Mr. Craig seconded. Mr. Sansom called the question. There were no objections. Motion passed. Discussion continued.

Mr. Craig asked Mr. McDaniel if at one time he was helping to close out grants. Mr. McDaniel stated that he did help with close outs, but not reimbursements. Mr. McDaniel explained that he would create close out documents and would get them back to the Airport Authority. Mr. Craig asked if he could still do that under the current agreement. Mr. McDaniel said that he could. Discussion continued.

Mr. Voss left the meeting at 10:28 a.m.

Item E – Discussion by Mr. Rob Hambrecht of Recent Invoiced Costs by AVCON and Contractors Regarding Current Projects

Mr. Sansom turned the floor over to Mr. Hambrecht.

Mr. Hambrecht presented Pay Request Number 5 – Final in the amount of \$3,125.22 for AVCON, Inc., which was for the PAPI Replacement Project at Arthur Dunn Airpark.

Mr. Hambrecht presented Pay Request Number 5 – Final in the amount of \$2,429.20 for AVCON, Inc., which was for the PAPI Replacement Project at Merritt Island Airport.

Mr. Sansom called for a motion to approve the invoices. Mr. Craig made the motion. Mr. Mount seconded. Mr. Sansom called the question. There were no objections. Motion passed.

Information Section

CEO Report

Mr. Powell reported that Staff was still working with multiple groups on potential expansion and relocation, along with several projects. Mr. Powell stated that there were several conversations going on with Space Florida and the Space Coast EDC.

Mr. Powell reiterated his statement regarding his resignation. Mr. Molitor made a motion to accept Mr. Powell's resignation. Mr. Craig seconded. Discussion continued.

Mr. Bird explained that Mr. Powell's resignation was not at the request of the Board, but was voluntary, so Mr. Powell was required to provide not less than a sixty day notice. Mr. Bird explained that it wasn't specifically defined in the policy as to what that meant, but as a continued employee under his contract he would

be obligated to have the same fiduciary responsibility to the Airport Authority. Mr. Bird stated that he felt it wouldn't be an issue with Mr. Powell, and he felt he would do his job to the best of his ability to include working on the transition. Mr. Bird also explained that he would be entitled to his usual compensation, and at the end of the sixty days, his employment would terminate and he would be entitled to his benefits.

Mr. Craig stated that he felt it was important for the Board to know how the transition would play out, and whether they would be able to find and hire someone during that time, or whether they needed to start Mr. Powell working with someone internal to at least share the responsibilities so there would be some continuity. Mr. Sansom stated that the Board would need to decide on a process, and that this could all be a part of that process. Mr. Sansom stated his intent was to appoint Mr. Craig as the chair of a committee to begin the process and develop that procedure, as well as to implement it. Discussion continued.

Mr. Elebash stated that he couldn't imagine getting anyone else hired in sixty days, so he asked if Mr. Powell would be willing to extend past the sixty days if needed. Mr. Powell stated that he would be willing to do that. Discussion continued.

Mr. Craig stated that in regards to the candidate search and hire procedure, he would come forth with a recommendation, which would include discussing pay and benefits. Mr. Craig stated that it would be listed out with a timeline that would identify rules and regulations, and he felt that everyone had an idea on things that would need to be changed. Mr. Craig stated that part of that timeline would include a canvas throughout the state and southeast. Mr. Craig stated that the Board could call a virtual or special meeting at any time. Discussion continued.

Mr. Sansom called the question on the motion to accept Mr. Powell's resignation. All voted aye. Motion passed.

Mr. Craig asked Mr. Powell where things were with the hangar inspections and if it was still on track to be presented in March. Mr. Powell stated that it was going a bit slow, but Staff would try to have it finished. Mr. Powell stated that Staff would definitely present results in March, but it may not be one-hundred percent. Mr. Craig asked Mr. Powell if he could inspect a couple of the hangars himself, in order to get his perspective. Mr. Powell stated that he could. Discussion continued.

Attorney Report

Mr. Bird reported that the Airport Authority had an online auction which yielded \$975.

Mr. Bird reported that the trial date for the Welsh case had to be reset. Mr. Bird stated that there hadn't been much action on that. Discussion continued.

Mr. Bird concluded his report. Mr. Bird left the meeting at 10:55 a.m.

Check Register & Budget to Actual – Presented**Administration & Project Reports – Presented****Authority Members Report**

Mr. Molitor discussed meeting cancellations. Mr. Sansom explained why the January cancellation was handled the way it was, but stated that they would not use that process again.

Mr. Grainger stated that he was happy to serve on the Board, and he wanted to say that in his ten years as a tenant of the Airport Authority, his relationship with Mr. Powell had been phenomenal. Mr. Grainger stated that his gut was telling him that previous Board members had been lacking in holding the feet to the fire, and he would like to see the Board contribute more moving forward and that meetings should be carried out differently. Mr. Grainger stated that he appreciated all of Mr. Powell's help.

Mr. Craig stated that at a previous meeting it was asked about tenant insurance policies and asked Mr. Powell if he could please bring that information to the Board in March. Discussion continued.

Mr. Mount asked about the board email addresses through the Airport Authority and stated that there was a lot of spam coming through. Mr. Powell gave a brief explanation. Discussion continued.

Mr. Sansom stated that he enjoyed working with Mr. Powell. Discussion continued.

Public & Tenants Report

Mr. Don White from the EAA at Merritt Island Airport, presented a graph which gave statistics on the most recent Young Eagles event. Mr. White stated that two-thirds of the kids were first timers. Mr. White stated that the next Young Eagles event would be held on April 24th.

Adjournment

Mr. Sansom adjourned the meeting at 11:09 a.m.

JERRY SANSOM, CHAIRMAN

AL ELEBASH, SECRETARY