

ARDMORE DEVELOPMENT AUTHORITY
BOARD OF TRUSTEES
MINUTES OF REGULAR MEETING
November 20, 2023, 4:00 P.M.

Ardmore Chamber of Commerce
410 West Main Street
Ardmore, OK 73401

TRUSTEES PRESENT: Dustin Caldwell, Scott Chapman, Jake Charnock, Dr. Craig Gerken, Patrick McGuire, Jeff Moen, T.J. Riley, Mike Whitson
EX-OFFICIOS TRUSTEES: Kevin Boatright
STAFF: Bill Murphy, Andrea Anderson, Marthanna Donald, Dan Luttrell
GUESTS:

Item 1: Call to order and roll call and declaration of quorum.

Jake Charnock called the meeting to order at 4:00 p.m.

Item 2: Confirmation of compliance with the Open Meeting Act.

Andrea Anderson informed Mr. Charnock that the agenda was placed and posted in a timely manner in a prominent public view.

Item 3: Consideration and possible action to approve the minutes of the October 16, 2023, Regular Meeting, the October 25, 2023, Special Meeting and the November 10, 2023, Special Meeting, and the approval or rejection of any amendments proposed or considered by the board at the meeting.

T.J. Riley motioned to approve the minutes of the October 16, 2023, Regular Meeting, the October 25, 2023, Special Meeting and the November 10, 2023, Special Meeting. Patrick McGuire seconded. Dustin Caldwell, Scott Chapman, Jake Charnock, Patrick McGuire, Jeff Moen, T.J. Riley, Mike Whitson voted aye. There were no nays or abstentions. The motion passed.

Item 4: Consideration and possible action to accept the October 2023 Financials.

Mike Whitson presented the October 2023 Financials. Following the presentation, Patrick McGuire motioned to accept the October 2023 Financials. Jeff Moen seconded. Dustin Caldwell, Scott Chapman, Jake Charnock, Patrick McGuire, Jeff Moen, T.J. Riley, Mike Whitson voted aye. There were no nays or abstentions. The motion passed.

*Dr. Craig Gerken arrived at 4:09 p.m.

Item 5: Consideration and possible action to appoint a Nominating Committee to appoint three (3) Trustees to each serve a three-year term beginning January 1, 2024, and officers to serve one (1) year terms beginning January 1, 2024, and the approval or rejection of any amendments proposed or considered by the board at the meeting.

Bill Murphy informed the board that Jake Charnock and Scott Chapman are both eligible for a second 3-year term beginning January 1, 2024, and that T.J. Riley is completing his second 3-year term at the end of December. Mr. Charnock and Mr. Chapman both expressed that they are willing to serve a second term. Mr. Charnock then explained that the Executive Committee consisting of himself, Mr. Chapman, and Mike Whitson would serve as the Nominating Committee to fill Mr. Riley's seat as well as to nominate officers. Scott Chapman made a motion to appoint himself, Jake Charnock, and Mike Whitson as the Nominating Committee to appoint three (3) Trustees to each serve a three-year term beginning January 1, 2024, and officers to serve one (1) year terms beginning January 1, 2024. T.J. Riley seconded. Dustin Caldwell, Scott Chapman, Jake Charnock, Dr. Craig Gerken, Patrick McGuire, Jeff Moen, T.J. Riley, and Mike Whitson voted aye. There were no nays or abstentions. The motion passed.

Item 6: Consideration and possible action to approve the 2024 Meeting Calendar as described in Attachment A, and the approval or rejection of any amendments proposed or considered by the board at the meeting.

Bill Murphy presented the 2024 Meeting Calendar to the trustees. Jeff Moen motioned to approve the 2024 Meeting Calendar as described in Attachment A. Mike Whitson seconded. Dustin Caldwell, Scott Chapman, Jake Charnock, Dr. Craig Gerken, Patrick McGuire, Jeff Moen, T.J. Riley, and Mike Whitson voted aye. There were no nays or abstentions. The motion passed.

Item 7: Consideration and possible action to approve a Professional Services Agreement with Gooden Group for strategic communications and media relations consultation and services for a rate of \$250/hour for professional services and crisis communications services at \$285/hour, and the approval or rejection of any amendments proposed or considered by the board at the meeting.

Bill Murphy explained that the ADA has worked with the Gooden Group in the past. He has now engaged them to help with communications during the wind down of operations of the Michelin plant. Following a brief discussion, Mike Whitson motioned

to approve a Professional Services Agreement with Gooden Group for strategic communications and media relations consultation and services for a rate of \$250/hour for professional services and crisis communications services at \$285/hour. Scott Chapman seconded. Dustin Caldwell, Scott Chapman, Jake Charnock, Dr. Craig Gerken, Patrick McGuire, Jeff Moen, T.J. Riley, and Mike Whitson voted aye. There were no nays or abstentions. The motion passed.

- Item 8: Consideration and possible action to accept a bid and enter into contract with Green Belt Turf Management LLC for the 2024 ADA Mowing Contract for an amount of \$222,222.00 and the approval or rejection of any amendments proposed or considered by the board at the meeting.

Dan Luttrell explained to the trustees that the current mowing contract expires on December 31, 2023. The new contract would be for one year with two one-year optional renewals. Mr. Luttrell also explained that the contract specifies FAA height objectives that must be met. The new contract also includes language that would deduct from the contract for any damages caused during mowing and maintenance. A total of four bids were received ranging from \$222,222.00 to \$535,000.00. After review of the four, Mr. Luttrell recommended acceptance of the bid from Green Belt Turf Management, LLC for \$222,222.00. T.J. Riley motioned to accept a bid and enter into contract with Green Belt Turf Management LLC for the 2024 ADA Mowing Contract for an amount of \$222,222.00. Mike Whitson seconded. Dustin Caldwell, Scott Chapman, Jake Charnock, Patrick McGuire, Jeff Moen, T.J. Riley, and Mike Whitson voted aye. Dr. Craig Gerken abstained. There were no nays. The motion passed.

- Item 9: Consideration and possible action to renew the contract with Pro-Tec Fire Service, LTD to provide professional services that include but are not limited to aircraft rescue and firefighting, mutual aid emergency response and security inspection of the Ardmore Municipal Airport and Ardmore Industrial Airpark for three (3) years beginning 2024 through 2026 for an amount of \$740,500 – Year 1, \$755,322 – Year 2 and \$770,589 – Year 3 and the approval or rejection of any amendments proposed or considered by the board at the meeting.

Bill Murphy explained that the contract is a 4.7% increase over the 2023 contract and includes 2% increases for 2025 and 2026. Mr. Murphy also explained that the new contract will be slightly over budget for the second half of FY2024 as only a 2% increase was included in the budget. Also included in the contract is the use of the department for mutual aid calls in the area surrounding the Airpark. Following a brief discussion, Jeff Moen motioned to renew the contract with Pro-Tec Fire Service, LTD to provide professional services that include but are not limited to aircraft rescue and firefighting, mutual aid emergency response and security inspection of the Ardmore Municipal Airport and Ardmore Industrial Airpark for three (3) years beginning 2024 through 2026 for an amount of \$740,500 – Year 1, \$755,322 – Year 2 and \$770,589 – Year 3. Dr. Craig Gerken seconded. Dustin Caldwell, Scott Chapman, Jake Charnock, Dr. Craig Gerken, Patrick McGuire, Jeff Moen, T.J. Riley, and Mike Whitson voted aye. There were no nays or abstentions. The motion passed.

- Item 10: Consideration and possible action to approve an MOU with the City of Ardmore and the ADA to allow the ADA utilization of the City's property insurance policy through OMAG to cover the ADA's property and reimburse the City for the amount of premium directly related to the ADA's specific pieces of property within the policy and the approval or rejection of any amendments proposed or considered by the board at the meeting.

Bill Murphy explained that Dan Luttrell has been working with the City of Ardmore and OMAG to verify that the ADA was eligible to use the City's property insurance. This would save the ADA approximately \$75,000.00 this year. Mr. Murphy then explained that the ADA would be required to pay the first quarter of coverage upfront. This item is also on the City Commission November 20, 2023, agenda for approval. Patrick McGuire motioned to approve an MOU with the City of Ardmore and the ADA to allow the ADA utilization of the City's property insurance policy through OMAG to cover the ADA's property and reimburse the City for the amount of premium directly related to the ADA's specific pieces of property within the policy. Scott Chapman seconded. Dustin Caldwell, Scott Chapman, Jake Charnock, Dr. Craig Gerken, Patrick McGuire, Jeff Moen, T.J. Riley, and Mike Whitson voted aye. There were no nays or abstentions. The motion passed.

- Item 11: Old Business:

None presented

- Item 12: Consideration and possible action to enter Executive Session for the purpose of:

- a. Conferring on matters pertaining to economic development, including the transfer of property, financing, or the creation of a proposal to entice a business to locate within their jurisdiction if public disclosure of the matter discussed would interfere with the development of products or services or if public disclosure would violate the confidentiality of the business under the provisions of 25 O.S. §307C (11).
- b. Discussing the employment, hiring, appointment, promotion, demotion, disciplining or resignation of any individual salaried public officer or employee 25 O.S. §307B (1). (President & CEO Performance Evaluation)

Patrick McGuire motioned to enter Executive Session. Scott Chapman seconded. Scott Chapman seconded. Dustin Caldwell, Scott Chapman, Jake Charnock, Dr. Craig Gerken, Patrick McGuire, Jeff Moen, T.J. Riley, and Mike Whitson voted aye. There were no nays or abstentions. The motion passed. Executive session began at 4:39 p.m.

Item 13: Consideration and possible action to reconvene into regular session.

Scott Chapman motioned to reconvene into regular session. Dr. Craig Gerken seconded. Dustin Caldwell, Scott Chapman, Jake Charnock, Dr. Craig Gerken, Patrick McGuire, Jeff Moen, T.J. Riley, and Mike Whitson voted aye. There were no nays or abstentions. The motion passed. Regular session reconvened at 5:35 p.m.

Item 14: Consideration and possible action to suspend the lease agreement with ATS for six months beginning August 2023 through January 2024, and the approval or rejection of any amendments proposed or considered by the board at the meeting.

Bill Murphy reminded the board that earlier in the year, the lease rate for ATS was decreased from \$1,000.00 per month along with a reduction in the square footage of the lease space. Due to ownership of the company being located in Poland, it has been difficult for money to be transferred out of the country in the midst of the Ukrainian war. The new motion would suspend the \$500.00 monthly lease payments through January 2024 for a total of \$3,000.00. Mr. Murphy did share that the U.S.-based ATS team is meeting with potential U.S. investors to help ease some of the financial issues. Patrick McGuire motioned to suspend the lease agreement with ATS for six months beginning August 2023 through January 2024. Mike Whitson seconded. Dustin Caldwell, Scott Chapman, Jake Charnock, Dr. Craig Gerken, Patrick McGuire, Jeff Moen, T.J. Riley, and Mike Whitson voted aye. There were no nays or abstentions. The motion passed.

Item 15: Consideration and possible action to approve an amendment to the December 19, 2022 Agreement for Sale and Purchase of Business Assets with WP Global, as amended on April 17, 2023 and on August 21, 2023, to extend the Due Diligence Period an additional 100 days and the approval or rejection of any amendments proposed or considered by the board at the meeting.

Bill Murphy explained that agreements have been reached with both EJ and a private property owner by WP Global that will impact the development. Both agreements should be executed and closed in the coming weeks. T.J. Riley then motioned to approve an amendment to the December 19, 2022 Agreement for Sale and Purchase of Business Assets with WP Global, as amended on April 17, 2023 and on August 21, 2023, to extend the Due Diligence Period an additional 100 days. Scott Chapman seconded. Dustin Caldwell, Scott Chapman, Jake Charnock, Dr. Craig Gerken, Patrick McGuire, Jeff Moen, T.J. Riley, and Mike Whitson voted aye. There were no nays or abstentions. The motion passed.

Item 16: Consideration and possible action to approve the first amendment to the ground sublease between and by the Ardmore Development Authority and Cowboy Holdco, LLC, and the approval or rejection of any amendments proposed or considered by the board at the meeting.

Bill Murphy explained that this amendment moves the lease site to the acreage nearest Taxiway E in the space previously leased by Skydweller Aero. Moving the lease to this location puts Cowboy Holdco in a better spot to maximize use of the south air cargo development projects. Mr. Murphy also pointed out that tract 3 is the wastewater lagoon and would be decommissioned and cleaned by the City of Ardmore at the completion of the new wastewater treatment plant before being released to Cowboy Holdco, LLC. Mike Whitson motioned to approve the first amendment to the ground sublease between and by the Ardmore Development Authority and Cowboy Holdco, LLC. Jeff Moen seconded. Scott Chapman seconded. Dustin Caldwell, Scott Chapman, Jake Charnock, Dr. Craig Gerken, Patrick McGuire, Jeff Moen, T.J. Riley, and Mike Whitson voted aye. There were no nays or abstentions. The motion passed.

Item 17: New Business: (As defined by the Oklahoma Open Meeting Act 25 O.S. § 311 A (9) as "matters not known about or about which could not have reasonable been foreseen prior to the time of positing of the agenda.")

None presented

*T.J. Riley left the meeting at 5:40 p.m.

Item 18: Staff Reports:

- a. President's Report- Bill Murphy provided an update on the creation of a local Michelin Transition Task Force and potential subcommittees.
- b. Airport and Industrial Parks- Dan Luttrell reported that traffic count at Ardmore Municipal Airport is down 15% due to the flight school no longer operating at the airport. He then informed the trustees that the Corporate Hangar would be complete sometime in mid-December. Phase II of Taxiway E is scheduled to begin on December 12 and will be a 12-month project. The construction of the new air cargo apron is scheduled to go out to bid in December. Finally, Mr. Luttrell reported that installation of the new waterline is at the midpoint of the overall project.
- c. Marketing- Andrea Anderson updated the board on recent trade show and marketing activities.

- d. Legislative- Bill Murphy updated the board on the ADA's participation in the recent Oklahoma Senate Select Committee on Economic Development meeting as well as the recent visit by U.S. Senator Markwayne Mullin. He also updated the trustees on the Rapid Community Response Program passed by the Oklahoma Development Finance Authority.

Item 16: Adjourn

With no further business to discuss, Dr. Craig Gerken motioned to adjourn. Patrick McGuire seconded. Dustin Caldwell, Scott Chapman, Jake Charnock, Dr. Craig Gerken, Patrick McGuire, Jeff Moen, and Mike Whitson voted aye. There were no nays or abstentions. The motion passed. The meeting adjourned at 5:49 p.m.

Respectfully Submitted:



William P. Murphy, Secretary