GREENVILLE-SPARTANBURG AIRPORT COMMISSION

MINUTES

March 25, 2019

The Greenville-Spartanburg Airport Commission met on March 25, 2019 at 9:00 a.m. in the Greenville-Spartanburg District Office Board Room located at 500 Aviation Parkway Greer, South Carolina 29651. The public and media were given proper notice of this meeting, under applicable law. This was a regular, non-emergency meeting.

MEMBERS PRESENT: Minor Shaw, Hank Ramella, Bill Barnet, Leland Burch, Valerie Miller, and Doug Smith (via conference call until 9:41am)

MEMBERS NOT PRESENT:

STAFF AND LEGAL COUNSEL PRESENT: David Edwards, President/CEO; Kevin Howell, Senior Vice President/COO; Basil Dosunmu, Senior Vice President-Administration and Finance/CFO; Scott Carr, Vice President Commercial Business and Communications (Environs Area Administrator); Ashley Bruton, Director Human Resources; Bobby Welborn, Police Chief; Dane Slaughter, Director of Facilities; Jeff Clifton, Capital Project Manager; Dudley Brown, Public Relations Manager; Betty O. Temple, WBD; Stefanie Hyder, Executive Assistant/Recording Secretary

GUESTS PRESENT: Zach Nelson, McFarland Johnson; Payne Thomas, Metromont Corporation; Steve Babcock, Metromont Corporation; Eric Reichard, Rodgers Builders; Dan Stoddard, Prime Engineering, Inc.

CALL TO ORDER: Chair Minor Shaw called the meeting to order at 9:05 a.m.

CONSENT AGENDA: A motion was made, seconded, and unanimous vote received to approve the Consent Agenda as follows:

A. The Greenville-Spartanburg Airport Commission January 3, 2019 Regular Meeting Minutes.

PRESENTATIONS:

A. Proposed Terminal Building Children's Play Area Update

Mr. Scott Carr, Vice President Commercial Business and Marketing, provided an informational update of District Staff's efforts to date for construction of a children's play area in one of the alcoves in the terminal building.

Mr. Carr reviewed the programmatic goals which include improving the family travel experience, providing children a safe, fun area to play, and communicating the story of a local Upstate company known as Plus-Plus USA.

The proposed play area would be located in the alcove on the Concourse A side of the Grand Hall. This area is approximately 449 square feet in size.

Plus-Plus USA has been nationally recognized. Key design features would be themed around aviation and would include a GSP-like entrance with the feeling of the airport experience. Mr. Carr shared different renditions of the space.

The Commission inquired about maintenance, cleanliness, liability and appropriate signage, as well as discussions with other organizations to which Mr. Carr responded. The Commission further inquired about the history of Plus-Plus USA.

Staff will continue to refine layouts and move forward.

B. Community Engagement and Sponsorship Program Update

In response to the Commission's request, Mr. Scott Carr, Vice President Commercial Business and Communications, provided an update on GSP's community engagement and sponsorship programs for FY2019/2020.

In the last six months of 2018, District Staff was involved in over 110 community events. In an effort to maximize the available advertising and marketing budget, and determine the highest and best use of funds, Mr. Carr's staff prioritized each opportunity against available funding. Staff's refocus is on filling newly added airline seats. Mr. Carr shared the forecasted airline operations and seat capacity outlook for 2019.

GSP will continue pop-up events in partnership with Bon Secours Wellness Arena and Greenville Drive, as well as sports advertising and marketing sponsorships and university involvement. Additionally, the District will continue the sponsorship and advertising program at Bon Secours Wellness Arena. The District will continue to support local Chambers of Commerce as well as core sponsorship events in the Greer, Greenville and Spartanburg communities.

The Commission inquired more about participation in the community and the selection of involvement in the higher education institutions to which both Mr. Carr and Mr. Edwards responded.

C. Terminal Capacity – Current Challenges and Planning for the Future

Mr. Kevin Howell, Senior Vice President/COO, presented to the Commission current growth challenges inside the terminal resulting from enplanements outpacing forecasts, airlines up gauging equipment, additional frequencies, and new service announcements.

Mr. Howell reviewed the Master Plan enplanement forecast. While the FAA is conservative on growth projections at approximately 1.5%, the current annual growth

rate (CAGR) for air service is projected at 3.15%. The blended average (Terminal Area Forecast (TAF), Max TAF, and Air Service) is 2.46%. GSP is currently tracking three years ahead of forecast.

While the RS&H study in 2010 indicated that the Terminal Improvement Program (TIP) renovations (2012-2017) would satisfy this airport to about 1.5M enplanements, based on GSP's historical average of 4.5% growth, GSP is likely to reach +1.5M enplanement in the mid 2020's, not 2030 as forecasted; therefore, planning needs to begin in FY20.

Mr. Howell also discussed the existing challenges with gate utilization and the peak hour morning push. He mentioned that the TIP addressed several functional areas, but that no new gates were added during the project.

In the 2010 TAP study, the recommended Phase 2 terminal elements for 1.5M - 2M enplanements include additional gates and hold rooms, passenger security checkpoint and baggage security, international facilities, additional concessions, curb length, and additional public areas. Mr. Howell showed a rendition of the preferred terminal concept.

Mr. Howell proposed the following terminal planning project timeline: FY20 - Planning and Programming, FY21-22 - Potential Design Phase, and FY23 – Potential Construction Start.

The Commission asked about the impact of the I-85 construction on GSP passenger growth to which Mr. Edwards responded. The Commission then asked when the last leakage study was conducted to which Mr. Edwards responded that while a standalone leakage update was conducted in 2012, the numbers from that study are updated twice a year. The Commission indicated an interest in seeing those leakage numbers at a future Commission meeting. The Commission further inquired about a customer service questionnaire. Lastly, the Commission asked for clarification on the timeline of the planning project to which Mr. Edwards responded.

OLD BUSINESS:

A. Discounted Commuter Parking Program at GSP

Mr. Edwards, President/CEO, discussed an old business item by request of Chair Minor Shaw.

At a prior Commission meeting, a representative from a pilot's group and flight crew group presented to the Commission their desire for the District to reinstate a discounted commuter parking program at GSP. After exchange of information and discussion, Staff's recommendation continues to be no action to change the current policy of not providing any type of a discount to that commuter group. While it is not believed that there is a specific action that the Commission needs to take regarding this item, it is the

general consensus of the Commission that there will be no action to change the current policy and this decision will be communicated to this commuter group.

The Commission formally reaffirmed Staff's position. Mr. Edwards noted that he and Madam Chair will communicate a response back to the representative of this commuter group.

NEW BUSINESS:

A. Roadway Conveyance Request – Hendrix Road

Mr. Scott Carr, Vice President Commercial Business and Communications, presented to the Commission, a roadway conveyance request for Hendrix Road.

District Staff has been working with City of Greer, Spartanburg County and SCDOT. Hendrix Road is classified as a local road by the SCDOT. The road is partially located within the City of Greer, wholly within Spartanburg County, and solely surrounded by Airport District property.

Hendrix Road is currently barricaded off and not in use, and at one time it connected Victor Hill Road with Brookshire Road. The road is approximately 1.27 miles in length. Mr. Carr referenced a road map that was included in the Commission package.

Neither the City of Greer nor Spartanburg County have clear records as to the roadway ownership. The conveyance request is being made to allow the Airport District to formally assume all maintenance responsibility of Hendrix Road.

The Commission asked about future removal of the road to which Mr. Carr responded.

There was a motion to authorize the President/CEO of the Greenville-Spartanburg Airport District to take necessary action with the City of Greer and Spartanburg County as applicable to formally convey Hendrix Road to the Airport District. The motion was seconded and unanimously approved.

B. Roadway Conveyance Request – Stevens Road

Mr. Scott Carr, Vice President Commercial Business and Communications, presented to the Commission, a roadway conveyance request for Stevens Road.

Stevens Road is classified as a local road by the SCDOT. It is also part of the state highway secondary road system. The road is wholly located within Spartanburg County and surrounded by Airport District property.

Stevens Road connects Brockman-McClimon Road with GSP Drive. It is approximately 0.86 miles in length. Mr. Carr referenced a road map that was included in the Commission package.

The Airport District has been maintaining Stevens Road for an unknown amount of time. Neither SCDOT nor Spartanburg County have clear records as to the roadway's ownership. This conveyance request is being made to allow the Airport District to formally assume all maintenance responsibilities of Stevens Road.

There was a motion to authorize the President/CEO of the Greenville-Spartanburg Airport District to take necessary action with SCDOT and Spartanburg County as applicable to formally convey Stevens Road to the Airport District. The motion was seconded and unanimously approved.

The Commission inquired about the loss of trees in that area to which Mr. Edwards responded.

C. Approval of Final Rankings for Structural Pre-Cast Design Build Provider

Mr. Kevin Howell, Senior Vice President/COO, presented the final rankings for the structural pre-cast design builder.

The design of the third parking garage and Consolidated Rental Car Facility (CONRAC) at Greenville-Spartanburg International Airport is currently underway. The District made the decision to utilize a pre-cast concrete structure for this project and decided on a design-build approach.

Staff prepared a Request for Qualifications (RFQ) and a Request for Proposals (RFP) for structural pre-cast concrete design build services. Two (2) Submittals of Qualifications (SOQs) were received from local companies to include Metromont, Inc. and Tindall Corporation. Mr. Howell referenced a bid tab included that was included in the Commission package.

Staff's recommended final ranking for architectural/engineering services was:

- 1. Metromont, Inc.
- 2. Tindall Corporation

The Commission commented on the proposals and noted the differences.

There was a motion to (1) approve the final rankings for Structural Pre-Cast Design Build Provider as presented above; (2) authorize Staff to negotiate and finalize agreements with the highest ranked company (if an acceptable agreement cannot be reached with the highest ranked company, negotiations will be formally terminated and will then proceed with the next ranked company); and (3) authorize the President/CEO to execute all necessary documents. The motion was seconded and unanimously approved.

D. Approval of Final Rankings for Surface Parking Expansion Program – Design Assist Contractor

Mr. Kevin Howell, Senior Vice President/COO, presented the final rankings for the surface parking expansion program – design assist contractor.

The District engaged Kimley-Horn for design engineer assistance using a Design Assist (DA) method.

Staff issued a Request for Proposal (RFP) for a DA Contractor. Three (3) RFPs were received from McCarthy Improvement Company, Rodgers Builders, Inc., and Sloan Construction Company. Sloan Construction Company and Rodgers Builders, Inc. were shortlisted for final interviews and presentations and the teams' proposals were evaluated by District Staff and Kimley-Horn.

The DA contractor is compensated for preconstruction services and a fee on top of cost of work. Mr. Howell referenced a bid tabulation for the project.

The recommended final ranking for architectural/engineering services was:

- 1. Rodgers Builders, Inc.
- 2. Sloan Construction Company

There was a motion to (1) approve the final rankings for the Surface Parking Expansion Program Design Assist Contractor as presented above; (2) authorize Staff to negotiate and finalize agreements with the highest ranked company (if an acceptable agreement cannot be reached with the highest ranked company, negotiations will be formally terminated and will then proceed with the next ranked company); and (3) authorize the President/CEO to execute all necessary documents. The motion was seconded and unanimously approved.

E. Approval of Transportation Security Administration (TSA) - Tenant Improvement Project

Mr. David Edwards, President/CEO, presented a walk-on item, New Business Item E, to the Commission. Copies of New Business Item E were placed before the Commission.

Mr. Scott Carr, Vice President Commercial Business and Communications, recently received feedback from the U.S. General Services Administration (GSA) that the agency was ready to move forward with the project for a new leasehold space at GSP located directly adjacent to the new consolidated security checkpoint. The space is approximately 3,100 SF in size.

GSA and TSA have specific facility requirements that must be met before the space is occupied. The District received a proposal from Mavin Construction totaling \$402,935. The new five-year lease agreement would begin on July 1, 2019. Project management

services would be provided by in-house staff and the District would apply a 10% fee of \$40,294 for a total project cost of \$443,229. The project would be funded by the District with an amortization period of five years and a 7% fixed interest rate paid by GSA. Interest payments to the District would total \$83,860.

There was a motion to (1) approve a TSA tenant improvement project amount of \$402,935 to be funded by the Airport District and amortized over a five-year period with a 7% fixed interest rate that is paid by GSA and (2) authorize the President/CEO to execute all necessary documents for the project. The motion was seconded and unanimously approved.

PRESIDENT/CEO REPORT:

Aviation Industry Update:

There are discussions beginning on Capitol Hill and tomorrow is the first hearing in the House on an Infrastructure Bill.

Mr. Edwards recently attended the Washington Legislative Conference in Washington D.C. and participated in a breakfast meeting with colleagues from Georgia and South Carolina airports. This legislative breakfast provided a great opportunity to meet with staff members from the Transportation Committee, Chiefs of Staff, as well as legislative directors for the various congressional members. Mr. Edwards also had the opportunity to meet with Congressman Timmons and his team. Mr. Edwards also noted that he and Mr. Howell had the opportunity to meet with Mr. John Partin (Legislative Assistant to Congressman William Timmons) at GSP last Friday.

Mr. Edwards commented on the recent news related to the Boeing 737 Max 8s and 9s that have been grounded. For clarification, Mr. Edwards noted that GSP has not had any Max 8s or 9s operating out of GSP. Based on recent news, Boeing is meeting with airlines to discuss software updates. From this vantage point, there are three items that may have contributed to the accidents including software issues, pilot training, and a secondary safety system option. Mr. Edwards noted that the longer the aircraft stays grounded, there is greater potential for impacts on future route development and expansion.

Commercial Business and Communications Department Awards:

Mr. Edwards, President/CEO, presented to the Commission awards that were recently accepted by the GSP Communications Department Staff on behalf of Greenville-Spartanburg International Airport at a recent Routes Americas Conference in Quebec City attended by Mr. Scott Carr and Mr. Tom Tyra (Director of Marketing and Air Service Development).

Greenville-Spartanburg International Airport received the Routes Americas 2019 Airport Marketing Award – Best in class among all airports in North and South America. This is an award based solely on airline nominations. While in 2018 GSP received the Airport Revenue News Best Concessions Program Design Award, in 2019, GSP was an award

recipient of the Airport Experience News (formerly Airport Revenue News) Best Overall Concessions Program.

With respect to Marketing, GSP also received the American Advertising Federation 2019 Silver Addy Awards for the GSP-LGA Integrated Campaign and the GSP Airport Landing Page.

In addition, GSP received the Association of Marketing & Communication Professionals (AMCP) 2018 MARCOM Gold Awards for the GSP-LGA Television Campaign and the Jamarcus Gaston — NYC Social Media Influencer Campaign, as well as the Honorable Mention Award for the GSP-LGA Airport Landing Page. Furthermore, GSP received the Service Industry Advertising 2019 Gold Award for the GSP-LGA Outdoor Billboard Campaign and the Jamarcus Gaston NYC Social Media Influencer Campaign, as well as the Merit Award for the GSP-LGA Airport Landing Page.

Mr. Edwards acknowledged and recognized the efforts of the Communications Team.

The Commission noted the importance of publicizing these awards so that people in GSP's catchment area will understand what these are about and feel pride in our airport. The Commission also shared positive feedback on the MAG Lounge.

Venture Aviation Announcement:

While not listed on the agenda, Mr. Edwards publicly announced that Venture Aviation, a Part 135 Operator, is relocating to GSP and will be leasing 30,000 SF of hangar and office space. They will be locating at least 12 aircraft and will uplift approximately 250,000 gallons of GA Jet A fuel per year. Mr. Edwards thanked Mr. Steve Bowlin (General Aviation Services Manager), Mr. Nathan Garner (Director of Aviation Services), and Mr. Kevin Howell for their efforts.

The Commission inquired about Venture Aviation's effective date to which Mr. Howell responded full operation by April 1, 2019. Mr. Howell also noted that Venture Aviation is also a Part 91 operator.

COMMISSIONER'S REPORT:

The Commission noted the upcoming ACI-NA/AAAE Airport Board and Commissioner's Conference in San Francisco May 6-8, 2019 of which four Commissioners are scheduled to attend.

EXECUTIVE SESSION:

There being no further business, a motion was made, seconded, and carried to go into Executive Session at 10:36 a.m. for the purpose of discussing an economic development project and personnel matters.

ADJOURNMENT:

At approximately 12:15 p.m., public session resumed with no action being taken in Executive Session.

The meeting was adjourned at approximately 12:16 p.m. The next meeting is scheduled for May 28, 2019 at 9:00 a.m.

SIGNATURE OF PREPARER:

Auf min Mydu Stefanie Hyder