



MINUTES OF THE JACKSON HOLE AIRPORT SPECIAL BOARD MEETING

DATE: November 16, 2022

BOARD PRESENT: Bob McLaurin, Ed Liebzeit, Valerie Brown, and Rob Wallace were present in person at the Jackson Hole Airport Board Room, and John Eastman attended the meeting virtually.

OTHERS PRESENT: Jim Elwood, Dustin Havel, Aimee Crook, Megan Jenkins, Craig Foster, Anna Valsing, Jordyn McDougall, Gina Van Slyke, and Tony Cross of Jackson Hole Airport; Dan Reimer, DSR LLC; Mike Mahoney, KLJ; and Greg Herrick and Elaine Engelman, public. Other individuals, who are not individually documented, were present in person or watched the meeting on a live stream through the WebEx platform.

- I. **CALL TO ORDER:** McLaurin called the Jackson Hole Airport Board meeting to order at 10:02 AM on Wednesday, October 26, 2022.

II. ACTION ITEMS:

A. Letter of Intent – Jackson Hole Aviation: Elwood advised that JHAB staff and Jackson Hole Aviation had reached a verbal agreement to purchase the assets of Jackson Hole Aviation, including equipment and condominium. He said this Letter of Intent outlines the deal's basic terms of \$2,900,000. Elwood advised that the Asset Purchase Agreement should be negotiated with Jackson Hole Aviation and brought back to the Board for approval. He noted that the timing for the transfer of asset items negotiated would be before midnight on April 30th, 2023.

Brown asked for the final agreement to include each employee's Jackson Hole Aviation personnel files. Elwood advised that it would be included in the final agreement. Wallace asked where the condominium was located. Liebzeit advised that the condominium was in town and was in good condition.

Brown stated her concerns about the delta between the Letter of Intent (the "LOI") and the Asset Purchase Agreement. Eastman noted the same concern and asked if Reimer was the author of the LOI. Reimer, the Airport Attorney, said that he drafted the LOI and the framework for an Asset Purchase Agreement with Jackson Hole Aviation. Liebzeit asked that the timing be expeditious for signing both contracts. He said the posting of open positions for the new Fixed-Based Operator, Jackson Hole Flight Service, had been published, and hiring events are on the horizon.

Brown moved the Board to authorize staff to sign a Letter of Intent on behalf of the Board for the purchase of the agreed Jackson Hole Aviation assets in the amount of \$2,900,000 and to negotiate an Asset Purchase Agreement for the Board as soon as Jackson hole Aviation responds, hopefully this will be prior to the December 14th meeting. Eastman seconded the motion, which passed unanimously.

B. General Aviation/Airport Administration Building Design: Elwood advised that KLJ Engineering is under contract for the design of the General Aviation facilities, including the General Aviation/Airport Administration building. He reported that at the August Board meeting, the Board voted to suspend the design of the General Aviation/Airport



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James P. Elwood, AAE, Executive Director

Administration building at the 60% design milestone. Elwood stated that the Board must now decide if they would like to continue the design process or release the design team to work on other projects.

Elwood said that the Board's decision is solely related to if they wish to resume design or continue the suspension. He noted that the Board does not need to decide on the specific design elements of the facility at this meeting; however, if the Board desires to make significant changes to the 60% design, additional costs will be incurred commensurate with the design work required to accommodate the changes.

Brown acknowledged that prior Boards had approved the General Aviation/Airport Administration building design. She advised that the community reaction to General Aviation has changed, and the design of the buildings requires further review before proceeding. Mahoney reported that the team had designed 60% of the facility; pausing would result in the team dismantling. He stated it would be challenging to bring the subject matter experts together and form the same team; the recommendation would be to terminate the contract if the Board does not want to continue with the existing contract. McLaurin asked who owned the designs. Mahoney advised that the Airport owns the 60% completed design; however, if the Airport decided to restart the project and use another design firm, they would have to go through all the structural, mechanical, and electrical calculations of the document before they could move it for the permit. He reiterated that the longer the Board passed the design process, the more difficult and costly it would be to resume the design process of the General Aviation/Airport Administration building.

McLaurin advised that he believes the size or finishes of the General Aviation/Airport Administration building will remain the same amount of general aviation traffic at the Airport. He stated that the general aviation buildings should mirror the same quality as the commercial aviation terminal.

Wallace moved the Board to direct KLJ Engineering to resume design work on the General Aviation and Airport Administration Building under the existing Agreement. Liebrecht seconded the motion. McLaurin, Eastman, Wallace, and Liebrecht voted "aye," and Brown voted "nay."

Engelman, a resident south of the Airport, asked about the increase in volume for general aviation with the new facility design and implementation. Elwood advised that the proposed facility design will not change the number of aircraft that arrive and depart from Jackson Hole Airport.

IX. EXECUTIVE SESSION: Liebrecht moved the Board to go into Executive Session at 11:50 am for the purpose of considering the employment of executive personnel and the tender of offers concerning salaries, benefits, and terms of employment as authorized by Wyoming Statute §16-4-405(a)(ii) and (x). Wallace seconded the motion, which passed unanimously.

McLaurin stated that no decisions were made in the executive session.

IX. ADJOURN: Liebrecht made a motion to adjourn the meeting at 11:58 am Wednesday, October 26, 2022. Brown seconded the motion, which passed unanimously.

DocuSigned by:

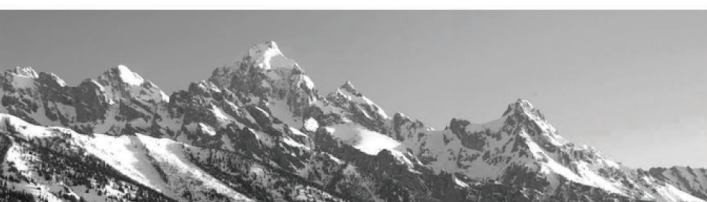
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Bob McLaurin, President

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George Robert Wallace

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Rob Wallace, Secretary



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