



MEETING OF THE CRAA BOARD OF DIRECTORS | MINUTES OF JANUARY 24, 2024

Board of Director Members Present: Elizabeth P. Kessler, Chair
 Jordan A. Miller Jr., Vice Chair
 Paul Chodak III – Virtual
 William R. Heifner
 Ramon Jones
 Kenny McDonald
 Karen J. Morrison – Virtual

Board of Director Members Absent: Frederic Bertley

CRAA Strategic Leadership Staff: Joseph R. Nardone, President & Chief Executive Officer
 Casey Denny, Chief Operations Officer
 Kristen Easterday, Director, Communications & Public Affairs
 Shannon Fitzpatrick, Chief People Officer
 Charlie Goodwin, Chief Business Development Officer
 Richard Jones, Director, Innovation & Technology
 Tom McCarthy, Chief Planning & Engineering Officer
 Fabio Spino, Chief Financial Officer

CALL TO ORDER

Chair Kessler called the meeting of the Columbus Regional Airport Authority Board of Directors to order at 2:35 p.m., Wednesday, January 24, 2024.

MINUTES

Chair Kessler asked if there were any changes to the minutes for the December 5, 2023 Board meeting. Hearing none, Miller moved for approval; Heifner seconded.

A roll call vote was taken to approve the December meeting minutes:

Board Member:	Meeting Minutes			
	Absent	Yea	Nay	Abstain
Frederic Bertley	X			
Paul Chodak III (arrived late)	X			
William R. Heifner		X		
Ramon Jones		X		
Elizabeth P. Kessler		X		
Kenny McDonald		X		
Jordan A. Miller, Jr.		X		
Karen J. Morrison		X		
Total	2	6	0	0



Motion to approve the December meeting minutes passed.

COMMITTEE REPORTS

Air Service & Customer Experience Committee:

In Bertley's absence, Jones reported that the Committee did not meet this month.

The Committee's next meeting is scheduled for April 24, 2024.

Business Development & Logistics Committee:

Kessler reported that the Committee did not meet this month.

The Committee's next meeting is scheduled for June 18, 2024.

Human Resources Committee:

Morrison reported that the Committee did not meet this month

The Committee's next meeting is scheduled for January 30, 2024.

Finance & Audit Committee:

Miller reported that the Committee met earlier that day, January 24, 2024, and discussed the following:

- Spino presented the 2023 year-end financials which showed that 2023 had the best financial results in the history of Columbus Airports.
- The Committee then went into Executive Session.

Airline partners in attendance at the Board meeting were introduced and Kenneth Gregg of Southwest Airlines and Derrick Denny of Delta Air Lines spoke to the Board in support of the New Terminal Project.

Resolutions

Review of one resolution, 02-2024. The resolution was later presented to the Board.

The Committee's next meeting is scheduled for February 21, 2024.

Facilities, Services & Innovation Committee:

Chodak reported that the Committee did not meet this month.

As part of the Committee report, McCarthy provided an update on the New Terminal Project.

The Committee's next meeting is scheduled for February 21, 2024.

EXECUTIVE SESSION

Chair Kessler moved that the Board go into Executive Session pursuant to Ohio Revised Code 4582.58(C) which permits the Board of Directors to discuss financial and proprietary information, including trade secrets, submitted to a port authority in connection with the relocation, location, expansion, improvement, or preservation of the business of an employer and such information is not public record subject to section 149.43 of the Ohio Revised Code. Miller seconded.



Roll call vote to move into Executive Session:

	Enter Executive Session			
Board Member:	Absent	Yea	Nay	Abstain
Frederic Bertley	X			
Paul Chodak III		X		
William R. Heifner		X		
Ramon Jones		X		
Elizabeth P. Kessler		X		
Kenny McDonald		X		
Jordan A. Miller, Jr.		X		
Karen J. Morrison		X		
Total	1	7	0	0
Time	3:11 p.m.			

The motion carried and Kessler requested that the public and staff leave the Boardroom and move into the lobby. The Board then entered into Executive Session.

At conclusion of the Executive Session, Kessler made a motion to reconvene business. Miller seconded.

Roll call vote to reconvene business:

	Reconvene Business			
Board Member:	Absent	Yea	Nay	Abstain
Frederic Bertley	X			
Paul Chodak III		X		
William R. Heifner		X		
Ramon Jones		X		
Elizabeth P. Kessler		X		
Kenny McDonald		X		
Jordan A. Miller, Jr.		X		
Karen J. Morrison		X		
Total	1	7	0	0
Time	4:06 p.m.			

The motion carried and the public session resumed.



FINANCING UPDATE

Spino invited Kevin McPeek of PFM Financial Advisors to speak to the Board.

PRESIDENT & CEO REPORT

Nardone did not provide a President & CEO Report at the January 24, 2024 meeting.

RESOLUTIONS

Prior to reading Resolution #01-2024, Heifner was recognized by Chair Kessler and read a statement regarding the New Terminal Project.

Resolution #01-2024 of the Columbus Regional Airport Authority authorizing an amendment to the Construction Manager at Risk contract with Hensel Phelps Construction Co. in the amount of \$250,269,691.00 for Guaranteed Maximum Price #1 related to the New Terminal Project at John Glenn Columbus International Airport.

MOVED: R. Jones;
YEA: 7 NAY: 0

SECONDED: K. McDonald
ABSTAIN: _____

A roll call vote was taken to approve Resolution #01-2024:

Board Member:	Resolution #01-2024			
	Absent	Yea	Nay	Abstain
Frederic Bertley	X			
Paul Chodak III		X		
William R. Heifner		X		
Ramon Jones		X		
Elizabeth P. Kessler		X		
Kenny McDonald		X		
Jordan A. Miller, Jr.		X		
Karen J. Morrison		X		
Total	1	7	0	0

Motion to approve Resolution #01-2024 passed.

Resolution #02-2024 of the Columbus Regional Airport Authority authorizing the issuance of subordinated airport revenue credit facility bonds of the authority in an aggregate principal amount not to exceed \$300,000,000.00, for the purpose of financing the costs of "Port Authority Facilities" within the meaning of section 4582.21 of the Ohio Revised Code; authorizing the execution and delivery of a subordinated obligations trust indenture and credit facility agreement; and authorizing the execution and delivery of other instruments, documents or agreements appropriate to the foregoing and related matters.

MOVED: J. Miller, Jr.;
YEA: 7 NAY: 0

SECONDED: K. McDonald
ABSTAIN: _____



A roll call vote was taken to approve Resolution #02-2024:

Board Member:	Resolution #02-2024			
	Absent	Yea	Nay	Abstain
Frederic Bertley	X			
Paul Chodak III		X		
William R. Heifner		X		
Ramon Jones		X		
Elizabeth P. Kessler		X		
Kenny McDonald		X		
Jordan A. Miller, Jr.		X		
Karen J. Morrison		X		
Total	1	7	0	0

Motion to approve Resolution #02-2024 passed.

OTHER BUSINESS / MOTION TO ADJOURN

With no further business brought before the Board, Kessler made a motion to adjourn; Miller seconded. Chair Kessler adjourned the meeting at 4:37 p.m. on Wednesday, January 24, 2024.

Respectfully submitted,

A handwritten signature in black ink that reads "Joseph R. Nardone". The signature is written in a cursive style with a large, looping initial 'J'.

Joseph R. Nardone
 Secretary
 JRN | cm