

**NOTICE AND AGENDA
Combined Special Meeting and Regular Meetings
Tulsa Airports Improvement Trust and Tulsa Airport Authority
Thursday, May 9, 2024, 8:30 a.m.
Airport Conference Room A-211
Tulsa International Airport
7777 Airport Drive
Tulsa, Oklahoma, 74115**

1. Call the combined Special Meeting of the Trustees of the Tulsa Airports Improvement Trust and Regular Meeting of the members of the Tulsa Airport Authority to order.
2. Approve the minutes of the combined April 11, 2024 meetings of TAIT and TAA.
3. Operating and Financial Reports.

Administrative, Finance, IT, and Operations Contract Action.

4. Approve Mutual Option to Extend Term of Agreement and Amendment Number One to Airport-Airline Use and Lease Agreement effective July 1, 2024, with the following signatory airlines:
 - American Airlines, Inc. (TUL contract F20-002);
 - Delta Air Lines, Inc. (TUL contract F20-003);
 - Southwest Airlines, Inc. (TUL contract F20-004);
 - United Airlines, Inc. (TUL contract F20-005);
 - Federal Express Corporation (TUL contract F20-006); and
 - United Parcel Service Co. (TUL contract F20-010).
5. Receive draft of FY 2024 – 2025 (FY2025) TAIT annual budget to be considered at the June, 2024 board meeting.

The draft annual budget of \$85,115,065.00 is comprised of:

Item	Amount
Operating Budget	\$31,228,653.00
Operating Capital Purchases	\$ 2,548,000.00
Debt Service	\$12,994,487.00
Capital Projects	\$38,343,924.00

The draft budget also includes the TAIT Schedule of Rates, Fees & Charges, and the Parking System Management Budget of \$2,200,000.00 (included in the TAIT Operating Budget).

6. Approve annual Memorandum of Understanding (“MOU”) between the City of Tulsa and Tulsa Airports Improvement Trust regarding allocation of airport revenues to the City for services performed by the City in support of the Airport for FY2025 in the amount of \$40,837.00, effective July 1, 2024. TUL Contract F24-087.

This MOU represents the amount paid to the City for actual support services of the City Clerk, Mayor and Mayor’s office, City Council, limited Human Resources services for MERP administration, and limited Finance services, and which are allowable under the FAA Revenue Use Policy and Federal Grant Assurances.

7. Rescind the April 11, 2024 Resolution of TAIT, and approve the following Resolution of TAIT:

A RESOLUTION OF TRUSTEES OF THE TULSA AIRPORTS IMPROVEMENT TRUST AUTHORIZING THE ISSUANCE AND SALE OF A GENERAL AIRPORT REVENUE BOND IN A PRINCIPAL AMOUNT NOT TO EXCEED \$15,000,000 CONSISTING OF A SINGLE BOND TO BE DESIGNATED “TRUSTEES OF THE TULSA AIRPORTS IMPROVEMENT TRUST, GENERAL AIRPORT REVENUE BOND, SERIES 2024A (BOK FINANCIAL LOAN AGREEMENT)” AND THE ISSUANCE AND SALE THEREOF TO BOKF, NA DBA BOK FINANCIAL (“BOK FINANCIAL”), AS SECURITY FOR AND EVIDENCE OF A REVOLVING LOAN TO THE TRUSTEES BY NEGOTIATION TO FINANCE CAPITAL COSTS RELATING TO THE CONSTRUCTION OF AN AIR TRAFFIC CONTROL TOWER COMPLEX, FEDERAL INSPECTION SERVICES FACILITY AND OTHER FACILITIES AT THE TULSA INTERNATIONAL AIRPORT; WAIVING COMPETITIVE BIDDING ON THE SALE OF THE BOND; AUTHORIZING THE EXECUTION AND DELIVERY OF A LOAN AGREEMENT BY AND BETWEEN THE TRUSTEES AND BOK FINANCIAL; PROVIDING FOR THE PURCHASE OF THE BOND, AND THE MAKING OF A REVOLVING LOAN, IN SUCH FORM AND UPON SUCH TERMS, PROVISIONS AND CONDITIONS AS SHALL BE APPROVED BY THE CHAIR OR VICE CHAIR OF THE TRUSTEES; AUTHORIZING THE EXECUTION AND DELIVERY OF A SUPPLEMENTAL BOND INDENTURE, BY AND BETWEEN THE TRUSTEES AND BOKF, NA, AS TRUSTEE; PROVIDING FOR THE ISSUANCE OF AND SECURITY FOR THE BOND IN SUCH FORM AND UPON SUCH TERMS, PROVISIONS AND CONDITIONS AS SHALL BE APPROVED BY THE CHAIR OR VICE CHAIR OF THE TRUSTEES; APPROVING THE APPOINTMENT OF BOKF, NA, AS THE TRUSTEE AND THE REGISTRAR AND PAYING AGENT FOR THE BOND; MAKING CERTAIN OTHER FINDINGS AND DETERMINATIONS AND OTHERWISE PROVIDING AUTHORIZATION FOR OTHER ACTIONS NECESSARY WITH RESPECT TO THE ISSUANCE OF THE BOND.

8. Rescind the April 11, 2024 Resolution of TAA and Approve the following Resolution of TAA:

A RESOLUTION OF THE TULSA AIRPORT AUTHORITY RELATING TO THE TRUSTEES OF THE TULSA AIRPORTS IMPROVEMENT TRUST; RATIFYING, CONFIRMING AND APPROVING THE ISSUANCE AND SALE BY NEGOTIATION OF A REVENUE BOND IN THE PRINCIPAL AMOUNT OF NOT TO EXCEED \$15,000,000, OUTSTANDING AT ANY ONE TIME, CONSISTING OF A SINGLE BOND TO BE DESIGNATED “TRUSTEES OF THE TULSA AIRPORTS IMPROVEMENT TRUST, GENERAL AIRPORT

REVENUE BOND, SERIES 2024A (BOK FINANCIAL LOAN AGREEMENT)”; APPROVING THE EXECUTION AND DELIVERY OF A SUPPLEMENTAL BOND INDENTURE BY AND BETWEEN THE TRUSTEES AND BOKF, NA, AS TRUSTEE; PROVIDING FOR THE ISSUANCE AND SECURITY FOR A SINGLE BOND; APPROVING THE RESOLUTION ADOPTED BY THE TRUSTEES OF THE TULSA AIRPORTS IMPROVEMENT TRUST ON MAY 9, 2024 AUTHORIZING THE ISSUANCE OF A SINGLE BOND; APPROVING THE APPOINTMENT OF BOKF, NA, AS THE TRUSTEE AND REGISTRAR AND PAYING AGENT; AND OTHERWISE PROVIDING AUTHORIZATION FOR OTHER ACTIONS NECESSARY WITH RESPECT TO THE ISSUANCE OF THE BOND.

9. Approve Builder’s Risk insurance policy through Starr Specialty Lines Insurance Agency, LLC in the amount of \$140,981.00, for coverage during the construction of the General Aviation & Federal Inspection Services Facility Project. The deductible will be 1% of the insurable value at risk at the time and place of the loss.

Two other quotes were provided by Zurich Insurance Group and Everest Re through our Broker Aon Risk Services, and not competitive.

10. Approve revisions to the TAIT Employee Handbook effective July 1, 2024. The proposed revisions were provided in advance to the Trustees prior to consideration.

11. Approve the Joint Resolution of Tulsa Airports Improvement Trust and the Tulsa Airport Authority naming the new Air Traffic Control Tower Complex in honor of Senator James M. Inhofe, in recognition of his legacy of service and impact on the Tulsa International Airport, the nation’s aviation infrastructure, and to the City of Tulsa. Resolution 2024-001.

Engineering Capital Improvement Contract Action.

Contracts.

12. Accept bids and approve award of contract for the Air Traffic Control Tower & Base Building Project to Flintco, LLC, in the amount of \$76,900,000.00. TUL contract F24-096.

This contract provides funding to build a new ATCT and Base building and remove the existing structures. TAIT received three bids, the highest being \$85,500,000.00. The engineer’s estimate was \$72,735,658.00, 5.4% below the lowest responsible bidder.

Contract Amendments. None.

Change Orders.

13. Approve Change Order Number Two with Ellsworth Construction, LLC, in the amount of \$1,500.00 for the Employee Parking Lot “A” Expansion Project. TUL Contract F24-059.

This change provides funding for materials and labor to install a geogrid, soil stabilization, and

strengthening material for the subgrade.

	Amount	Percent Change
Original contract amount:	\$565,161.90	
Previous change orders:	\$1,500.00	0.3%
Current change orders:	\$1,500.00	0.3%
Total change of quantities:	\$0.00	
Total cost:	\$568,161.90	-0.6%

14. Approve Change Order Number Two with Flintco, LLC., in the amount of \$151,159.42 for the Customs Facility Project. TUL Contract F24-043.

This change provides for a reduction in cost due to rerouting of a sanitary sewer line and an increase in cost for materials and labor for additional PCC Pavement, rerouting of Fiber Optic cabling, installation of additional gas and water lines and to perform hydraulic vacuuming to identify exact location of existing utilities.

	Amount	Percent Change
Original contract amount:	\$34,888,000.00	
Previous change orders:	<\$81,447.00>	-0.2%
Current change orders:	151,159.42	0.4%
Total change of quantities:	\$0.00	
Total cost:	\$34,957,712.42	-0.2%

Items 15 and 16 may be considered together.

15. Approve Change Order Number One with M-B Companies, Inc. in the amount of <\$19,600.00> for the Rotary Plow (Blower) Project. TUL contract F23-017.

The delivery date of this equipment was 98 days past the project contract time. Liquidated Damages were bid at \$200/day which equated to a total amount of <\$19,600.00.>

	Amount	Percent Change
Original contract amount:	\$729,900.00	
Total change orders:	<\$19,600.00>	<2.7%>
Total change of quantities:	\$0.00	
Total cost:	\$710,300.00	<2.7%>

Change of Quantities. None.

Contract Close Out / Other Contract Action.

16. Accept project and approve final payment to M-B Companies, Inc., in the amount of \$562,900.00 for the Rotary Plow (Blower) Project. TUL contract F23-017.

	Amount	Percent Change
Original contract amount:	\$729,900.00	
Total change orders:	<\$19,600.00>	<2.7%>
Total change of quantities:	\$0.00	
Total cost:	\$710,300.00	<2.7%>

17. Accept project and approve final payment to APAC-Central, Inc., in the amount of \$178,071.90 for the Riverside Taxiway Connectors – Phase 1 Project. RVS contract F21-077.

This project was federally funded with a DBE goal of 6.7%. The contractor elected goal at the time of bidding was 6.7% and at completion of the project utilization was 8.97%.

	Amount	Percent Change
Original contract amount:	\$3,110,000.00	
Total change orders:	\$0.00	0.0%
Total change of quantities:	\$1,438.00	0.0%
Total cost:	\$3,111,438.00	0.05%

Airport Property Action.

Real Estate and Business Development.

Items 18 and 19 may be considered together.

18. Approve Amendment Number One to Sublease Agreement Between TAIT and United States Aviation Co., to add 250,600 square footage and adjust rentals accordingly. TUL Contract F99-059.

19. Approve Agreement to Sublease Land between TAIT and United States Aviation Co.

Once the land contiguous to the square footage added in Amendment Number One above is removed from the floodplain, US Aviation will be required to lease the land under the same terms and conditions as the current Sublease. TUL Contract F99-059.

Contracts and Concessions.

Tulsa International Airport.

Items 20 and 21 may be considered together.

20. Approve Estoppel, Consent, and Recognition Agreement by and among TAIT, ET Tulsa I, LLC, and Goldman Sachs Bank USA as agent for itself, Bank of America, and other lenders. TUL Contract F21-089.

21. Approve Estoppel and Consent between City of Tulsa and Tulsa Airports Improvement Trust. TUL Contract F21-089.

22. Approve Concession Agreement with Badaboom, LLC d/b/a Mythic Press effective December 1, 2024. TUL contract F22-001.

Tulsa Riverside Airport.

Agenda items 23 through 26 may be taken together, and without objection from any of the Trustees, the Chair may waive the reading of these agenda items. Questions regarding any one of the agenda items may still be heard.

All Subleases for the agenda items below are for the standard published Term and at the standard published Rental rate unless otherwise indicated; Assignments are given for the remaining Term of the current Sublease, and all inspections have been conducted prior to approval.

23. Approve Sublease Agreement with Lucas Controls Company, d/b/a 4-J Aviation effective June 1, 2024. Lots 2 & 6, Block 3, Southwest Commercial Area. RVS contract F99-070.

24. Approve Sublease Agreement with Charles & Kathy Sittler, retroactively effective May 1, 2024. Lot 7, Block 1B, Northwest Hangar Development, Hangar A-30. RVS contract 04-064.

25. Approve Assignment of Sublease and Acknowledgment and Consent to Assignment from ASJ, LLC to Apex Aeronautical Group, LLC, effective upon closing, but no later than June 15, 2024. Lot 5, Block 11, Northeast Hangar Development, Hangar B-88. RVS contract F08-052.

26. Approve Acknowledgment and Consent to Collateral Assignment of Sublease from Apex Aeronautical Group, LLC to Security Bank, effective upon closing, but no later than June 15, 2024. Lot 5, Block 11, Northeast Hangar Development, Hangar B-88. RVS contract F08-052.

27. Enter Executive Session Motion to enter Executive Session.

TAIT Executive Session pursuant to 25 O.S. §307(B)(4) for the purposes of communication between the trustees and counsel concerning pending investigation(s), claim(s), action(s) or litigation including, but not limited Notice of Governmental Tort Claim from Scott Byler.

28. Exit Executive Session Motion to Exit Executive Session.

- 29. New TAIT Business No Items.
- 30. TAA Business No Items.

- 31. Motion to Adjourn.

If you require special accommodations pursuant to the Americans with Disabilities Act, please notify Jeff Shaw at (918) 838-5000 by May 8, 2024.