

**Notice and Agenda of  
Combined Meeting of  
TULSA AIRPORTS IMPROVEMENT TRUST - SPECIAL MEETING  
and TULSA AIRPORT AUTHORITY - REGULAR MEETING  
THURSDAY ~ MARCH 12, 2020 ~ 8:30 a.m.  
AIRPORT CONFERENCE ROOM #A211  
TULSA INTERNATIONAL AIRPORT  
7777 AIRPORT DRIVE  
TULSA, OKLAHOMA**

**Call Combined Meeting of the Trustees of the Tulsa Airports Improvement Trust and Meeting of the Members of the Tulsa Airport Authority to order.**

- 1. Approve the Minutes of the Combined February 13, 2020 Meeting of TAIT and TAA.**
  
- 2. Financial and Operating.**
  - 2.A. Receive and File Operating Reports – TUL/RVS.
    - Chief Executive Officer Report
    - Chief Financial Officer Report

2.B. Approve the following Resolution:

A RESOLUTION OF TRUSTEES OF THE TULSA AIRPORTS IMPROVEMENT TRUST (“TRUSTEES”) AUTHORIZING THE ISSUANCE AND SALE OF GENERAL AIRPORT REVENUE BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$65,000,000 CONSISTING OF ONE OR MORE SERIES TO BE DESIGNATED “TRUSTEES OF THE TULSA AIRPORTS IMPROVEMENT TRUST, GENERAL AIRPORT REVENUE REFUNDING BONDS,” FOR THE PURPOSE OF PROVIDING FUNDS TO FUND ALL OR A PORTION OF CERTAIN OUTSTANDING GENERAL AIRPORT REVENUE BONDS OF THE TRUSTEES, FUND A BOND RESERVE FUND DEPOSIT, AND PAY COSTS OF ISSUANCE THEREFOR; AUTHORIZING THE SALE OF THE BONDS BY NEGOTIATION AND WAIVING COMPETITIVE BIDDING ON THE SALE OF THE BONDS; AUTHORIZING SALE OF THE BONDS AT A DISCOUNT OR PREMIUM; AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT BY AND BETWEEN THE TRUSTEES AND RBC CAPITAL MARKETS LLC AS THE UNDERWRITER, PROVIDING FOR THE PURCHASE OF THE BONDS, 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, NATIONAL ASSOCIATION, AS TRUSTEE; PROVIDING FOR THE ISSUANCE OF AND SECURITY FOR ONE OR MORE SERIES OF THE BONDS 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 PREPARATION AND DELIVERY OF A PRELIMINARY

OFFICIAL STATEMENT AND AN OFFICIAL STATEMENT RELATING TO THE BONDS IN SUCH FORM AND CONTAINING 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 CONTINUING DISCLOSURE AGREEMENT BY AND BETWEEN THE TRUSTEES AND BOKF, NATIONAL ASSOCIATION, AS TRUSTEE, RELATING TO THE BONDS 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 OBTAINING FROM AN INSURER OF A MUNICIPAL BOND INSURANCE POLICY RELATING TO THE BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF AN INSURANCE AGREEMENT BY AND BETWEEN THE TRUSTEES AND THE BOND INSURER RELATING TO SUCH POLICY; AUTHORIZING THE EXECUTION AND DELIVERY OF AN ESCROW DEPOSIT AGREEMENT BY AND BETWEEN THE TRUSTEES AND BOKF, NATIONAL ASSOCIATION, AS ESCROW TRUSTEE, PROVIDING FOR THE REFUNDING OF CERTAIN OUTSTANDING BONDS OF THE TRUSTEES, 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, NATIONAL ASSOCIATION AS THE TRUSTEE AND THE REGISTRAR AND PAYING AGENT FOR EACH SERIES OF THE BONDS; MAKING CERTAIN OTHER FINDINGS AND DETERMINATIONS AND OTHERWISE PROVIDING AUTHORIZATION FOR OTHER ACTIONS NECESSARY WITH RESPECT TO THE ISSUANCE OF EACH SERIES OF THE BONDS.

- 2.C. Approve Resolution of the Trustees of the Tulsa Airports Improvement Trust reaffirming the irrevocable commitment of certain Passenger Facility Charges (PFCs) for the payment of debt service of certain of the Trustee's Bonds and related matters. This resolution is required by Bond Counsel in order to affirm that the commitment of certain PFCs for the payment of debt service continues through the issuance and maturity of the 2020B bonds.
- 2.D. Approve Attorney Engagement Agreement with Conner & Winters, LLP for specialized legal services requiring financing expertise for TAIT's issuance of General Airport Revenue Refunding Bonds, Series 2020B, in an amount not-to-exceed \$25,000.00. The amount billed will be paid from Bond cost of issuance.
- 2.E. Approve Memorandum of Understanding with Retired Senior Volunteer Program of Tulsa, Inc. for three (3) years, effective March 29, 2020 – TUL.
- 2.F. Approve Professional Services Agreement with Milligan & Company, LLC, DBE/ACDBE Consultant, for one (1) year with four (4) one-year options in an amount not-to-exceed \$50,286.00, effective March 1, 2020 – TUL.
- 2.G. Accept Bid and Approve Award of Contract to Keith Construction, LLC (Electrical Generator Replacement–North Vault) in the amount of \$155,000.00 – TUL.

This contract includes all material and labor for the removal of the old airfield electrical generator and the installation of a new replacement generator. Three (3) bids were received ranging from \$155,000.00 to \$195,692.00. Engineer's estimate was \$159,929.50, 3.18% above the contractor's bid.

2.H. Approve Schedule of Write-Off of uncollectable Accounts Receivable in accordance with TAIT’s Collection Policy from Via Airlines, Inc. which filed Chapter 11 on February 24, 2020 with the United States Bankruptcy Court Middle District of Florida Orlando Division in the amount of \$27,794.61 – TUL.

2.I. Approve the U.S. Department of Homeland Security, U.S. Customs and Border Protection (“CBP”) Project Requirements Understanding Acknowledgement that outlines general aviation facility construction, maintenance, and operational needs that will be required of TAIT in support of a new General Aviation Facility at Tulsa International Airport – TUL.

**3. Capital Improvement Contracts, Amendments, Change Orders, or Other Action.**

**3.A. Reserved.** ~ No items.

**3.B. Contracts.** ~ No items.

**3.C. Contract Amendments.** ~ No items.

**3.D. Change Orders.**

3.D.1. Approve Change Order No. 3 (Schwab Hall Project–Phases 2 & 3) with Manhattan Construction Company in the amount of \$9,055.00 – TUL.

This change includes, three (3) items, one (1) is for deleted work. Additional work includes additional permit required exit signs and electrical revisions to a boiler. To date, contract time has not increased due to change orders.

|                             | Amount         | Percent Change |
|-----------------------------|----------------|----------------|
| Original contract amount:   | \$6,833,840.60 |                |
| Total change orders:        | \$119,142.31   | 1.7%           |
| Total change of quantities: | \$116,269.66   | 1.7%           |
| Total cost:                 | \$7,069,252.57 | 3.4%           |

**3.E. Change of Quantities.**

3.E.1. Approve Change of Quantities No. 1 (Schwab Hall Project–Phases 2 & 3) with Manhattan Construction Company in the amount of \$116,269.66 – TUL.

This change includes additional scaffolding quantities and acoustical ceiling tile.

|                             | Amount         | Percent Change |
|-----------------------------|----------------|----------------|
| Original contract amount:   | \$6,833,840.60 |                |
| Total change orders:        | \$119,142.31   | 1.7%           |
| Total change of quantities: | \$116,269.66   | 1.7%           |
| Total cost:                 | \$7,069,252.57 | 3.4%           |

**3.F. Other Contract Action.**

3.F.1 Accept Project and Approve Final Payment (Taxiway J North Paving Project) with Emery Sapp and Sons in the amount of \$136,065.56. DBE goal was 9.7%, actual attained is 10.2% – TUL.

|                             | Amount          | Percent Change |
|-----------------------------|-----------------|----------------|
| Original contract amount:   | \$12,958,100.28 |                |
| Total change orders:        | \$343,587.23    | 2.7%           |
| Total change of quantities: | (\$268,531.23)  | -2.1           |
| Total cost:                 | 13,033,156.28   | 0.6%           |

**4. Contracts, Leases, Licenses or Other Action.**

4.A. Approve Sublease Agreement (2302 N. Cargo Road) with AT&T Services, Inc. for DMS (Digital Multiplex System) subscriber carrier systems facility for five (5) years with one (1) five-year option to extend the term, effective June 1, 2020 – TUL.

4.B. Approve Amendment No. 3 to News, Gift & Retail Concession Lease Agreement with HG Tulsa Retailers, JV, to revise offerings, adjust square footage, and adjust the Minimum Annual Guarantee, effective March 1, 2020 – TUL.

**5. Other TAIT Business.**

**6. TAA Business.**

6.A. Approve the following Resolution:

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 REVENUE BONDS IN AN AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$65,000,000, CONSISTING OF ONE OR MORE SERIES TO BE DESIGNATED “TRUSTEES OF THE TULSA AIRPORTS IMPROVEMENT TRUST, GENERAL AIRPORT REVENUE REFUNDING BONDS”; APPROVING THE EXECUTION AND DELIVERY OF A SUPPLEMENTAL BOND INDENTURE BY AND BETWEEN THE TRUSTEES AND BOKF, NATIONAL ASSOCIATION, AS TRUSTEE; PROVIDING FOR THE ISSUANCE AND SECURITY FOR ONE OR MORE SERIES OF THE BONDS; APPROVING THE RESOLUTION ADOPTED BY THE TRUSTEES ON MARCH 12, 2020, AUTHORIZING THE ISSUANCE FROM TIME TO TIME OF ONE OR MORE SERIES OF THE BONDS; APPROVING THE APPOINTMENT OF BOKF, NATIONAL ASSOCIATION, AS THE TRUSTEE AND REGISTRAR AND PAYING AGENT AND OTHER PARTIES; AND OTHERWISE PROVIDING WITH RESPECT TO THE ISSUANCE OF EACH SERIES OF THE BONDS.

**7. Adjourn.**

IF YOU REQUIRE SPECIAL ACCOMMODATIONS PURSUANT TO THE AMERICANS WITH DISABILITIES ACT, PLEASE NOTIFY LISA MARTIN AT (918) 838-5000 BY MARCH 11, 2020.