



# CHARLESTON COUNTY AVIATION AUTHORITY

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CHARLESTON COUNTY AVIATION AUTHORITY  
CHARLESTON INTERNATIONAL AIRPORT  
FRIDAY, FEBRUARY 15, 2013  
9:30 A.M.

## 2013 BOND COMMITTEE MEETING MINUTES

The Charleston County Aviation Authority held the 2014 Bond Committee Meeting on Friday, February 15, 2013, in the offices of the Aviation Authority.

Members present were Messrs. Richter, Swails, S. Pryor, and Factor. Also, present Mr. Pena (proxy for Riley).

Staff present were Ms. Stevens, Ms. Beaman, Ms. Olmstead, Ms. Alexander and Mr. Goodstein.

Others present were Ken Fullerton (PFM via telephone), Tyrone Richardson (*Post and Courier*) and Jennifer Miles (Raymond James).

### CALL TO ORDER

Chairman Richter called the meeting to order at approximately 9:30 a.m.

### I. GENERAL DISCUSSION

#### A. Selection of Managing Underwriter: Airport Revenue Bonds

Responses to a Request for Proposal (RFP) to serve as Managing Underwriter on the Sale of Airport Revenue Bonds were received on December 21, 2012. The Authority received twelve written proposals in response to the RFP. Those proposals were reviewed by the Authority's Financial Advisor, Ken Fullerton with Public Financial Management, and staff members Bill New, Judi Olmstead and Sue Stevens. Five firms were invited to interview on January 10, 2013, at the Authority offices.

From the interviews, the evaluation team recommends for the committee to consider three firms felt best qualified to serve as the Authority's Underwriter on its upcoming financing for the TRIP.

Important points that the committee considered were the firm's overall experience as an underwriter of airport revenue bonds; experience with small hub airports undertaking a large financing project; the firm's presence in the Tri-County area and South Carolina and its ability to distribute and sell the bonds in the State; and the sample fees that were proposed.

Based on these factors recommendation is made of the top three firms:

Bank of America Merrill Lynch, Senior Manager  
Raymond James / Morgan Keegan, Co-Manager  
Wells Fargo, Co-Manager.

B. Swails moved, seconded by M. Factor that the committee recommend the Board accept Bank of America as the lead management position and propose a \$2.50/bond plus reasonable expenses fee as approved by the Authority and with co-managers of Raymond James / Morgan Keegan and Wells Fargo; and that we recommend our financial advisor along with staff set limits with the minimum at no less than 20% on the institutional part and the maximum no more than 50% and retail come before institutional. The vote was unanimous.

B. Report for Selection of Bond Counsel

Responses to the Request for Proposals (RFP) to serve as Bond Counsel on the Sale of Airport Revenue Bonds were received on January 18, 2013. The Authority received nine written proposals in response to the RFP. Those proposals were reviewed by the Authority's General Counsel (Arnold Goodstein), the Authority's financial advisor, (Ken Fullerton with PFM) and staff members Bill New, Judi Olmstead and Sue Stevens. Six firms were invited to

interview at the Authority offices. The evaluation team agreed that four firms were best qualified to serve as the Authority's bond counsel on its upcoming financing for the TRIP.

The major criteria considered were the firm's general experience as bond counsel, with a focus on airport revenue bonds; the firm's experience working with small hub airports undertaking a large financing program; the firm's presence in the Tri-County area and South Carolina, its familiarity with the state's laws and procedures, and its experience with the issuance of bonds in the State of South Carolina; and sample fees proposed by each firm.

In its discussions, the panel agreed that four firms were the best qualified to serve as the Authority's bond counsel on its upcoming financing for the TRIP. Those firms are:

Ballard Spahr / Nelson Mullins Riley & Scarborough  
Howell Linkous & Nettles / Peck Shaffer & Williams  
McNair  
Nexsen Pruet

B. Swails moved, seconded by Mr. Pryor that recommendation be made to the full board that McNair continue to be bond counsel, but that they must be able to meet the low cost bid price.

Aye: Mr. Swails and Mr. Pryor.

Nay: Mr. Richter and Mr. Factor.

The motion did not pass.

M. Factor moved, seconded by Mr. Richter that recommendation be made to the full board to appoint Howell Linkous & Nettles / Peck Shaffer & Williams as bond counsel.

Aye: Mr. Factor and Mr. Richter.

Nay: Mr. Swails and Mr. Pryor

The motion did not pass.

Mr. Pryor moved, seconded by Mr. Factor that Chairman Richter recommend a ten minute presentation be made before the full board at the next Board Meeting scheduled for Thursday, February 21, 2013, by both McNair and Howell Linkous & Nettles / Peck Shaffer & Williams.

## II. EXECUTIVE SESSION DISCLAIMER

Mr. Pryor moved, seconded by Mr. Swails, that the meeting reconvene into Executive Session at 10:30 a.m. to discuss matters related to selection Managing Underwriter and Bond Counsel and to seek legal advice.

Authority Board meetings are open to the public; however, exceptions to the open meeting policy may occur from time to time when a member of the Authority Board makes a motion to enter into Executive Session regarding an item listed on the published meeting agenda. In compliance with existing provisions under State law, the motion for Executive Session must be approved by the Authority's Legal Counsel and voted on by all present Board members.

The Chairman declared the meeting return to open session at approximately 10:50 a.m. and Mr. Goodstein, CCAA Legal Counsel, stated the committee sought legal advice and that no action had been taken.

## III. ADJOURNMENT

Director Stevens left at 11:10 a.m.

Mr. Factor moved, seconded by Mr. Pryor, that the meeting adjourn at 11:15 a.m.

Respectfully yours,



The Honorable Lawrence E. Richter, Jr.  
Secretary