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**Site Selection & Business Development**  
**Alexandria International Airport**

The England Economic and Industrial Development District  
Board of Commissioners

Regular Session  
February 22, 2001

The England Economic and Industrial Development District met in Regular Session at the England Community Center, 1718 Keglman Blvd., England Industrial Airpark and Community, Alexandria, Louisiana, on Thursday, February 22, 2001, at 4:30 p.m. (Central Standard Time).

There were present: Mr. Michael Tudor, Chairman; Mr. Martin Johnson, Vice Chairman; Mr. Richard Bushnell, Mr. Gene Cotton, Mr. Lane Cripps and Mr. Alvin Mykoff.

Absent: Mr. Kit Provine, Ms. Bridgett Brown\*, Mr. Hank Bruser\*\* and Mr. Elwood Carroll.

Also present were: Mr. Jon Grafton, Executive Director, members of the England Authority staff, legal counsel, and members of the public, press and media.

Mr. Tudor asked that we observe a few moments of silent prayer. Mr. Alvin Mykoff led the Pledge of Allegiance.

The England Economic and Industrial Development District was duly convened as the governing authority of said District by Mr. Michael Tudor, Chairman, who then stated that the England Economic and Industrial Development District was ready for the transaction of business.

**MOTION TO APPROVE MINUTES**

Motion by Mr. Cripps, seconded by Mr. Mykoff to approve the Minutes from the January 11, 2001, Special Called Meeting and the January 25, 2001, Regular Board Meeting. On vote, motion carried. 014-2001

**MOTION TO APPROVE PAYMENT OF ATTORNEYS' BILL**

Motion by Mr. Johnson, seconded by Mr. Bushnell to approve payment of attorneys bill for the month of January, 2001. On vote, motion carried. 015-2001

**MOTION TO EXECUTE WAIVER OF LANDLORD'S LIEN**

Motion by Mr. Mykoff, seconded by Mr. Johnson to authorize the Executive Director to execute Waiver of Landlord's Lien from IBM Credit Corporation for Time Trend, Inc. for Building 1705. Mr. Cripps recused himself from the vote. On vote, motion carried. 016-2001

**MOTION TO EXECUTE MEMORANDUM OF UNDERSTANDING**

Motion by Mr. Bushnell, seconded by Mr. Cripps authorizing the Executive Director to execute Memorandum of Understanding between the EEIDD and Pride International, LLC. On vote, motion carried. 017-2001

\*At this time, Ms. Brown joined the meeting in progress.

**MOTION TO RENEW LEASE WITH U.S. MARSHALS SERVICE**

Motion by Mr. Cotton, seconded by Mr. Bushnell authorizing the Executive Director to renew lease between the EEIDD and U. S. Marshals Service for building 525 and out buildings. On vote, motion carried. 018-2001

**ADDITIONS TO THE AGENDA**

Motion by Mr. Cripps, seconded by Mr. Mykoff to add the following items to the agenda:

Motion to accept work performed by Gulf Services Contracting, Inc. for Abatement of Asbestos in Structures Demolished for OakWing Golf Course as "Substantially Complete" as recommended by URS.

Motion authorizing the Executive Director to renew lease between the EEIDD and Time Trend, Inc. for building 1705.

To hear from Landco, Inc. concerning hotel project.

By unanimous vote, the above items were added to the agenda.

Mr. Grafton asked that one more item be added to the agenda:

Motion authorizing the Executive Director to execute License Agreement between the EEIDD and the Department of the Army - Ft. Worth District, Corps of Engineers subject to approval by legal counsel.

Motion by Mr. Johnson, seconded by Ms. Brown to add the above item to the agenda. By unanimous vote the above item was added to the agenda.

**MOTION TO ACCEPT WORK PERFORMED BY GULF SERVICES AS SUBSTANTIALLY COMPLETE**

Motion by Mr. Mykoff, seconded by Mr. Bushnell to accept work performed by Gulf Services Contracting, Inc. for Abatement of Asbestos in Structures Demolished for OakWing Golf Course as "Substantially Complete" as recommended by URS. On vote, motion carried. 019-2001

\*\*At this time, Mr. Bruser joined the meeting in progress.

**MOTION TO RENEW LEASE WITH TIME TREND, INC.**

Motion by Ms. Brown, seconded by Mr. Mykoff authorizing the Executive Director to renew lease between the EEIDD and Time Trend, Inc. for building 1705. Mr. Bruser and Mr. Cripps recused themselves from the vote. By unanimous vote by the remaining commissioners, the motion carried. 020-2001

TO HEAR FROM LANDCO, INC. CONCERNING THE HOTEL PROJECT

Mr. Provosty addressed the board concerning modifications to the proposed Operating Agreement and Ground Lease between the EEIDD and Landco, Inc. for the hotel project. It was decided that each item would be addressed and voted on individually. Mr. Provosty read each item and discussed the effect of each requested change.

#### Operating Agreement

Item 1: Paragraph 1.5 - Requests amending language to provide that Fred Rosenfeld is not required to be have an "on premise" presence on a daily basis. Requested amendment requires that he be an "officer" of Landco as opposed to "President" and that he be "responsible for the hiring, firing and supervision of all employees, including the management personnel, and shall be responsible for and actively participate in all policy decisions and related matters affecting the day to day operations."

Effect of requested change: Removes requirement that Rosenfeld be President of Landco. Relaxes requirement that he be the onsite manager of the hotel facility.

After discussion, a motion was made by Mr. Bruser, seconded by Mr. Johnson to approve Item 1. On vote, motion carried. 021-2001

Item 2: Paragraph 3.3.1 - Requests amending language to provide that both "grant" and loan" monies be available for the purchase of furniture, fixtures and equipment, landscaping and /or fencing, with the proviso that furniture and fixtures such as "knives, spoons, plates, glasses, and such related items of so-called kitchen equipment" be excluded.

Effect of requested change: Removes prohibition against use of these funds for these items. As presently approved, "grant" and "loan" monies may only be used for what is known in the construction industry as "hard costs." We have commonly referred to the use as being limited to "bricks and mortar."

After discussion, a motion was made by Mr. Mykoff, seconded by Mr. Johnson to allow the loan portion of the hotel package to be used for furniture, fixtures and equipment, excluding such FF&E's as "knives, spoons, plates, glasses and such related items of so-called kitchen equipment". On vote, motion carried. 022-2001

Item 3: Paragraph 3.3.5 - Requests modification of the "due on sale" provisions of the subordination agreement to provide that Landco and the EEIDD would share equally in any sale proceeds in excess of the amount necessary to pay-off any security interest which prime the mortgage in favor of the EEIDD securing repayment of the "loan" and "reimbursement" monies.

Effect of requested change: In the event of a voluntary sale where the proceeds of the purchase price are not enough to satisfy all outstanding secured loans, the EEIDD would lose its position as the 2nd ranking secured creditor and would share in distribution of excess sale proceeds on pro-rata basis with other lien secured creditors. No change in the event of an involuntary sale such as a foreclosure.

After discussion, a motion was made by Mr. Bruser, seconded by Mr. Cripps that the loan by the England Authority would not be subordinate to investors. On vote, motion carried. 023-2001

#### Ground Lease

Item 1: Paragraph 3.1.2(g) - Request commencement of site preparation within 30 days of the execution of the ground lease.

Effect of requested change: Requires EEIDD to begin demolition of the swimming pool facility before having approved the construction plans. Conceivably, this could require an expenditure by the EEIDD of between \$75K-\$100K only to have the project "fall through" because of a failure of the parties to agree to the final construction documents.

After discussion, a motion was made by Mr. Cotton, seconded by Mr. Bruser to proceed with the demolition of the swimming pool regardless of whether the hotel project proceeds. That motion was later withdrawn by Mr. Cotton.

Item 2: Paragraph 3.1.2(h) - Requests language which would relax requirement for commencement of construction from 30-days following completion of site preparation by EEIDD to 30 days following obtaining of "all permits, etc" by Landco.

Effect of requested change: Extends commencement date of actual project construction from 30 days following completion of site preparation to 90 days.

Motion by Mr. Cotton, seconded by Mr. Bruser to approve Item 2. On vote, motion carried. 024-2001

Item 3: Paragraph 3.1.2(j) - Request change in completion of construction from 1 year to 18 months from commencement of construction.

Motion by Mr. Cotton, seconded by Mr. Johnson to approve Item 3. On vote, motion carried. 025-2001

Item 4: Paragraph 5.6(b) - Requests deletion of limit on security interest exceeding 80% of construction costs. Landco willing to retire any outstanding secured indebtedness to EEIDD in the event it chooses to finance an amount in excess of 80% of original construction costs.

Motion by Mr. Johnson, second by Ms. Brown to approve Item 4. On vote, motion carried. 026-2001

Item 5: Paragraph 10.3 - Requests modification of CPIU adjustment from annually to 5 year increments.

After discussion, motion was made by Mr. Bruser, seconded by Ms. Brown to amend CPIU adjustments to 3 year increments. On vote, motion carried. 027-2001

Item 6: Paragraph 10.7 - Request deletion of Security Deposit requirement.

After discussion, motion was made by Mr. Bruser, seconded by Mr. Cotton to approve Item 6. On vote, motion carried. 028-2001

Item 7: Paragraph 14.1 - Requests modification of prohibition against Assignment/Subletting with in first two years of operation, with proviso that the financial wherewithal of any prospective assignee/sublessee be subject to the approval of the EEIDD.

After discussion, motion by Mr. Cripps, second by Mr. Johnson to approve Item 7. A substitute motion was made by Mr. Bruser, seconded by Mr. Cotton agreeing to remove the prohibition against Assignment/Subletting with in first two years, with formal approval by the EEIDD which approval shall not be unreasonably withheld. On vote of the substitute motion, the motion carried. 029-2001

Items 7 and 8 were combined.

Item 9: Paragraph 14.7 - Requests deletion of requirement that Landco remain obligated for all leasehold provisions in the event of an assignment or sublease.

After discussion, motion by Mr. Bruser, seconded by Ms. Brown to approve Item 9. Mr. Cotton stated that it is the intent that all obligations would be honored by any new party, and that consent would not be unreasonable withheld. The Chairman called for a vote, on vote motion carried. 030-2001

Mr. Tudor stated Landco would be expected to work with staff, and Mr. Provine, as Chair of the Capital Projects Committee, on all items from this point forward.

The next item discussed was the sign for Bistro on the Bayou. Mr. Grafton stated that a directional

sign for the Bistro could be placed anywhere on the footprint of his lease. Mr. Rosenfeld requested that a directional sign be placed on the footprint belonging to England Oaks. It was determined that this could not be done without permission from England Oaks. Ms. Brown volunteered to work with staff and Landco as the board designee concerning the signage issue. There was a motion by Mr. Bruser, seconded by Ms. Brown allowing for erection of a temporary sign that provides direction to Bistro on the Bayou, that meets our existing standards, specifications and quality for signs, and that said sign is to be obtained and erected at the cost of Landco, Inc. On vote, motion carried. 031-2001 It is understood that this sign is a temporary sign and that at the end of 18 months or if the hotel projects falls through, the sign will be removed. The permanent sign will have to be on Landco's footprint. Mr. Rosenfeld agreed to the above.

Mr. Cotton asked if the board would be voting again on the hotel package. Mr. Tudor stated that the changes to the agreement had just been voted on, Mr. Provosty stated that the document had already been approved. Mr. Cotton requested that the final proposition, including the footprint, be provided to the board two weeks in advance of any meeting in which this item is placed on the agenda. Mr. Cotton received a commitment from the Chair and counsel that the board would receive the documents two weeks in advance.

#### MOTION TO EXECUTE LICENSE AGREEMENT WITH DEPT OF THE ARMY - FT. WORTH DISTRICT, CORPS OF ENGINEERS

Motion by Ms. Brown, seconded by Mr. Bruser authorizing the Executive Director to execute License Agreement between the EEIDD and the Department of the Army - Ft. Worth District, Corps of Engineers subject to approval by legal counsel. On vote, motion carried. 032-2001

#### ADDITION TO THE AGENDA

Motion by Mr. Bruser, seconded by Ms. Brown to add the following item to the agenda:  
Motion authorizing engagement of consultant for hazardous material survey at the pool and to draft appropriate plans and specification for remediation.  
By unanimous vote, the above item was added to the agenda.

#### MOTION AUTHORIZING MATERIAL SURVEY AT POOL

Motion by Mr. Cripps, seconded by Ms. Brown authorizing engagement of consultant for hazardous material survey at the pool and to draft appropriate plans and specification for remediation. On vote, motion carried. 033-2001

#### COMMENTS OR QUESTIONS BY COMMISSIONERS

Mr. Tudor briefed the commissioners on the trip to Austin, Texas to visit the new terminal there. Ms. Brown introduced Mr. Ed Marshall, with Ed Marshall & Associates. Ms. Brown stated that she had met with Mr. Marshall, Mr. Tudor and Mr. Grafton concerning public relations and economic development matters for the Airpark.

#### EXECUTIVE DIRECTOR'S REPORT

Due to the lateness of the hour, the Executive Director deferred his report to the March meeting.

#### PUBLIC COMMENTS OR QUESTIONS

#### MOTION TO ENTER INTO EXECUTIVE SESSION

Motion by Mr. Bruser, seconded by Ms. Brown to enter into Executive Session to discuss the status of the following lawsuits:

Civil Suit Number 193,057, Division "B"

Joe A. Slowinski, et al et al versus England Economic and Industrial Development District, et al, Consolidated with Civil Suit Number 193,098, Division "B"

Robert M. Coon, et al versus England Economic and Industrial Development District, et al, Consolidated with Civil Suit Number 193,042, Division "E" W. R. Ewing, Jr, et al versus England Economic and Industrial Development District, et al Ninth Judicial District Court

Rapides Parish, Louisiana

Civil Suit Number 199,141, Division "D"

Marvin Pierce and David Tindall, III versus England Economic and Industrial Development District, Sammy Bonnette, Jon Grafton and XYZ Insurance Company, Ninth Judicial District Court, Rapides Parish, Louisiana

Civil Suit Number 199,514, Division "F"

Theodore Foster versus England Economic and Industrial Development District, Sammy Bonnette, Jon Grafton and XYZ Insurance Company, Ninth Judicial District Court

Rapides Parish, Louisiana

Mr. Provosty stated that items #2 and #3 could be omitted from the Executive Session. Mr. Cripps offered a substitute motion omitting items #2 and #3, Ms. Brown seconded the motion, on vote the substitute motion was adopted. The Chair called for a vote to go into Executive Session, by unanimous vote, the board entered into Executive Session. Mr. Provosty asked that the commissioners invite Mr. Grafton and Mr. Hair to remain in Executive Session.

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#### EXECUTIVE SESSION CONDUCTED

Motion by Mr. Cripps, seconded by Mr. Bruser to exit the previously authorized Executive Session. Upon unanimous vote, the Chairman called the meeting back to order and back into public session.

There being no further business to come before the Board, the meeting was adjourned.

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Michael Tudor, Chairman  
England Economic and Industrial Development District  
Board of Commissioners

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C. E. Provine, Secretary/Treasurer  
England Economic and Industrial Development District  
Board of Commissioners