

92920

To: Honorable Board of Acquisition and Contract

From: Hugh J. Greechan, Jr., P.E.
Commissioner of Public Works and Transportation

Date: April 29, 2022

Re: Authority to amend an agreement with Avports LLC for management and operation services at Westchester County Airport in order to extend the term for two years from June 1, 2022 through May 31, 2024.

On May 30, 1996, your Honorable Board authorized the County of Westchester (the "County") to enter into a contract with Johnson Controls World Services, Inc. ("Johnson Controls") to provide management and operation services at Westchester County Airport (the "Airport") for a period of up to twenty-six (26) years. The term, which will expire on May 31, 2022, was based on Johnson Controls' investment of over \$2 million to complete construction of the Terminal Building after the County's contractor was defaulted. An agreement dated June 26, 1997 (the "Agreement"), was subsequently executed by the parties.

On June 6, 1997, your Honorable Board authorized the assignment of the Agreement from Johnson Controls to American Port Services, Inc. ("Amports"). The Assignment of Agreement, dated July 25, 1997, was thereafter executed by all parties.

On December 12, 2002, your Honorable Board authorized the assignment of the Agreement from Amports to Macquarie Aviation North America Inc. ("Macquarie"). The Assignment of Agreement, dated December 12, 2002, was executed by all parties.

On November 20, 2008, your Honorable Board authorized the assignment of the Agreement from Macquarie to AFCO AvPorts Management, LLC ("AvPorts"). The Consent and Agreement, dated December 18, 2008, was thereafter executed by all parties. Aviation Facilities Company, Inc. ("AFCO") guaranteed all of Avports' obligations under the Agreement.

On July 12, 2018, your Honorable Board authorized the County to consent to the acquisition of AvPorts by an entity controlled by West Street Global Infrastructure Partners III, and the substitution of Jackson Parent, LP for AFCO as the guarantor. The Consent and Agreement dated July 16, 2018 was thereafter executed by all parties.

On August 19, 2021, your Honorable Board authorized the County to amend the Agreement with AFCO AvPorts Management, LLC, as previously assigned and modified, for the limited purpose of reflecting the entity's name change to Avports LLC.

Authority of your Honorable Board is now requested for the County to further amend the Agreement with Avports LLC in order to extend the term for two years from June 1, 2022 through May 31, 2024. The County will pay Avports LLC an annual management fee as follows:

<u>Term</u>	<u>Fee</u>	<u>Percentage Increase</u>
June 1, 2022 through May 31, 2023	\$1,130,332.00	1.9%
June 1, 2023 through May 31, 2024	\$1,151,808.00	1.9%

Except as otherwise specifically amended hereby, all remaining terms and conditions of the Agreement, as previously assigned and modified, will remain in full force and effect.

A separate Resolution is being submitted to your Honorable Board this date to grant an exemption from the Westchester County Procurement Policy pursuant to Section 3(a)(xxi) thereof.

Approval of the attached Resolution by your Honorable Board is most respectfully requested.

HJG/dlv

RESOLUTION

Upon a communication from the Commissioner of Public Works and Transportation, be it hereby

RESOLVED, that the County of Westchester (the "County") is hereby authorized to amend an agreement with Avports, LLC to provide management and operation services at Westchester County Airport, in order to extend the term for two years from June 1, 2022 through May 31, 2024; and be it further

RESOLVED, that the County shall pay Avports LLC an annual management fee as follows:

<u>Term</u>	<u>Fee</u>	<u>Percentage Increase</u>
June 1, 2022 through May 31, 2023	\$1,130,332.00	1.9%
June 1, 2023 through May 31, 2024 and be it further	\$1,151,808.00	1.9%;

RESOLVED, that all remaining terms and conditions of the agreement, as previously assigned and modified, shall remain in full force and effect; and be it further

RESOLVED, that the County Executive or his authorized designee is hereby authorized to execute all instruments necessary to implement this Resolution.

Account to be Charged/Credited			Major Program, Program & Phase Or Unit	Object/ Sub Object	Trust Account	Dollars
	Fund	Dept.				
	161	44	4110	4380		\$ 659,360.00 (2022)
	161	44	4110	4380		\$1,142,860.00 (2023)
	161	44	4110	4380		\$ 479,920.00 (2024)

Budget Funding Year(s): 2022-2024 Start Date: 06/01/2022 End Date: 05/31/2024
(must match resolution)

Funding Source:	Tax Dollars	_____
	State Aid	_____
<u>\$2,282,140.00</u> (must match resolution)	Federal Aid	_____
	Other	<u>Airport Special Revenue Fund</u>