



Franklin-Hart County Airport Authority  
P.O. Box 159  
Carnesville, GA 30521

Franklin-Hart Airport Authority  
Meeting Minutes  
May 4, 2020  
1:00 PM  
18A FBO

- 1:00 PM Call to Order - Chairman Addison
- Social Distancing Guidelines Enforcement
  - Eddie Addison discussed the requirements of social distancing for the authority meeting.
- Establishment of Quorum
  - Members Present: Eddie Addison, Mike Ward, Kevin McCraney, Mark Brown, George Bennett, Bill Flowers
  - Members Absent: Asa (Bud) Brown
  - Guests: Shawn Kilpatrick, Shane Scoggins - Franklin County Citizen Leader
- Prayer
  - Mike Ward voiced a prayer
- Pledge of Allegiance
  - Mike Ward led us in the pledge of allegiance
- Approve Agenda
  - Motion to approve by Mike Ward, second by Mark Brown, approved unanimously.
- Secretary Report
  - Approve Minutes
    - March 9, 2020 - Motion to approve as presented by Mike Ward, second by George Bennett, 4 to 1 approved, Bill Flowers opposed.
    - April 13, 2020 - Motion to approve with changes by Mike Ward, seconded by Mark Brown. Unanimously approved.
- Treasurer Update
  - No Financials Presented, not available at this time.
  - Operating Account – no discussion

- Fuel Account - \$3,000 discrepancy from recent audit was discussed. The audit only covered last fiscal year July 2018 to June 2019. Decision was made not to pursue further investigation. Further audit would be very costly.
- **Old Business**
  - Taxiway Project – Eddie Addison gave the following updates on the project.
    - Phase 1 is 100% Closed Out
    - Phase 2
      - Hart County BOC Loan: Hart County offered a loan to us as a backup plan. \$36K at 3% for 10 years
      - Hart County IBA – Approved grant \$19,500 for phase 2 local match
      - Franklin County IBA – Approved grant \$19,500 for phase 2 local match
    - Local match was discussed. Liquidated damages are specified in the contract that we can fine the contractor for any delays past the deadline.
    - Motion was made by Kevin McCraney to proceed with phase 2 with the stipulation that all parties involved be presented in writing that no change orders will be approved that result in increased cost of the local matching funds. Mike Ward seconded. Approved unanimously.
    - Project meeting is being scheduled for phase 2.
    - Greg Teague would like to meet with us as well to discuss lighting rehab on the existing runway that has been tabled along with phase 2 project.
  - Stimulus Package – Eddie Addison discussed the recent stimulus for aviation from Covid-19
    - \$10 Billion for aviation
    - \$660 Million committed for Georgia
    - Franklin-Hart County share - \$30,000 awarded. Can't be used for capital improvements per GDOT. Prequalified and qualifier has been submitted by Eddie Addison. Examples were fuel maintenance, sign repair, tree removal, etc.
  - Ground Leases - discussed by Eddie Addison.
    - Roll out Price Increase Metrics - 12 cents per square foot for the first 20 years and then increased based on the Consumer Price Index and cannot go below the 2041 prices.
  - Proposed Bylaw Changes – Attachment #1 and 2
    - Conflict of Interest - concerns around the language were discussed and the use of the law firm. Current attorney charges \$150 per hour. Motion by Mike Ward to approve \$1200 in legal fees to Hulseley, Oliver, & Mahar (HOM) LLP for legal work and interpretations. Seconded by

George Bennett. Approved 4 to 1. Bill Flowers opposed. Discussion around lawyer interpretation on conflicts of interest. Motion to accept interpretation of HOM LLP by Mike Ward, seconded by Mark Brown, approved 4 to 1 with Bill Flowers opposed.

- Eligibility For Appointment - verbiage was discussed on proposed by laws changes. Motion to approve bylaws changes with the removal of the wording “and requests” on the third line of 3.1 by Mike Ward, seconded by George Bennett. Motion passed 4 to 1 with Bill Flowers opposed.
- Conflicts of interests discussion continued around amendments 3.3. Motion to approve by Mark Brown, seconded by Mike Ward. Passed 4 to 1 with Bill Flowers opposed.

- **New Business**

- Appointments - Bill Flowers and Eddie Addison terms are expiring in June 2019.
  - One commissioner has requested recommendations. Advertisements have taken place.
  - Mike Ward recommends Eddie Addison, seconded by George Bennett, passed with 3 in favor, Bill Flowers and Eddie Addison abstained.
  - Mark Brown recommended Johnny Cox for the second appointment, seconded by Mike Ward. 4 voted in favor, Bill Flowers abstained.
- Thank you note - for both IBAs. Suggestion was made by Kevin McCraney to send a “thank you” in writing to both Franklin and Hart IBAs for their monetary support of the Phase 2 project and have each Airport Authority member sign it. Present at next meeting for signature by authority members.

Adjourn - motion made by Kevin McCraney to adjourn, seconded by George Bennett. Meeting adjourned at 2:26.

### **Certificate of Secretary**

I certify that I am the duly elected and acting secretary of the Franklin-Hart Airport Authority, 823 Airport Rd., Canon, GA 30520; that these minutes were approved by a majority vote at a meeting consisting of a quorum of the authority members on the date listed below.

Approved Date: May, 20, 2020

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J. Kevin McCraney  
**Secretary**

## **Attachment #1 of 2 – Bylaws Amendment**

3.1 Number, Eligibility for Appointment, Residency – Term. The Airport Authority is cognizant of the acumen needed to serve on the Authority. The Airport Authority recommends ~~and requests~~ that those entities who appoint members to the Authority to collaborate with the Authority and agree upon the appointment. The Authority recommends that no person currently holding an elected position shall be eligible to serve on the Airport Authority.

The Authority shall consist of seven members who shall be residents of Franklin County or Hart County. Two of the members shall be appointed by the governing Authority of Franklin County for terms of office of four years each. Two of the members shall be appointed by the governing Authority of Hart County for terms of office of four years each. One member shall be appointed by the Franklin County Industrial Building Authority for a term of office of four years. One member shall be appointed by the Hart County Industrial Development Authority for a term of office of four years. The seventh member shall be appointed by the other six members. Members of the Authority shall serve the terms specified and until their respective successors are appointed and qualified. Any member of the Authority may be selected and appointed to succeed himself or herself. After such appointment, the members of such Authority shall enter upon their duties.

To be eligible for appointment as a member of the Authority, a person shall be at least 21 years of age and have been a resident of Franklin County or Hart County for at least one year prior to the date of such person's appointment and shall not have been convicted of a felony.

### 3.3 Conflicts of Interest.

(a) A conflict of interest exists when a matter to be acted upon by the Airport Authority confers a direct, substantial financial benefit to any Authority Member or employee, or business agency from which that member derives an income or has authority in governance, but shall not include matters that affect all ground leases, hanger leases, or being matters that affect all similar situated businesses and persons in an equal manner.

(b) An Airport Authority member shall abstain from voting or attempting to influence the vote on any matter before the Board that places him or her in a Conflict of Interest.

Attachment #2 of 2

LAW OFFICES  
**HULSEY, OLIVER & MAHAR, LLP**

200 E. E. BUTLER PARKWAY  
POST OFFICE BOX 1457

GAINESVILLE, GEORGIA 30503

TELEPHONE (770) 532-6312  
FAX (770) 531-9230 OR (770) 532-6822  
WWW.HOMLAW.COM

JULIUS M. HULSEY  
R. DAVID SYFAN  
THOMAS L. FITZGERALD  
THOMAS D. CALKINS  
ABBOTT S. HAYES, JR.  
PAUL B. SMART  
JASON A. DEAN  
T. WESLEY ROBINSON  
JASON E. VOYLES  
JESSICA M. LUND  
VANESSA E. SYKES  
MONICA B. HATFIELD  
T. BURNS MARLOW

E. D. KENYON  
(1890-1981)  
SAMUEL L. OLIVER  
(1942-2011)

OF COUNSEL  
JAMES E. MAHAR, JR.  
(Practice Limited to  
Mediation and Arbitration)  
JANE A. RANGE

MEMORANDUM

TO: Eddie M. Addison, Chairman  
Franklin-Hart Airport Authority

FROM: R. David Syfan *RDS*

DATE: March 30, 2020

RE: Interpretation of Section 3(h) of the Local Act Regarding the  
Franklin-Hart Airport Authority and Section 3.3 of Bylaws

Chairman Addison, you recently requested that my office give a legal opinion as to the interpretation of Section 3(h) of the Local Act as to the Franklin-Hart Airport Authority (Ga.L. 1996, p. 3927, et seq.) and Section 3.3 of the Bylaws.

Section 3(h) of the local act on the Airport Authority provides: "No member or employee of the Authority shall have, directly or indirectly, any financial interest, profit, or benefit in any contract, work, or business of the Authority nor in the sale, lease, or purchase of any property to or from the Authority." As you are aware, the above-referenced subsection creates a prohibition for any Authority member to act in their own self-interest as to the business of the Authority, and basically prohibits any member of the Authority from acting in their own self-interest by way of a financial interest, profit, or benefit as to any business of the Authority or as to the sale, lease, or purchase of any property to or from the Authority. Obviously, this section prohibits a member of the Authority putting their own self interest above that of the Authority. When a member of the Authority has a specific interest in a specific transaction by the Authority, then the member with the interest should disclose that interest, and recuse and disqualify themselves from participating in a vote on the transaction.

This disqualification of a member of the Authority, due to having a specific interest in a specific transaction, is illustrated by the case of Story v. City of Macon, 205 Ga. 590, 594 (1949) wherein the Georgia Supreme Court noted that the general rule for disqualification of a member of a governing authority is that the member has a personal interest a/k/a financial interest in the transaction.

However, in the Story case, the Georgia Supreme Court recognized an exception to this general rule, when the member of the governing authority in casting a vote for a public project wherein the benefits of the public project accrued to the council member on the same basis as and being the same benefits for all property owners (“the benefits accruing to him [council member] by the paving were the same benefits accruing to all property owners on a large number of streets included in the ordinance for paving). Story, at 594, 595.

Therefore, if the transaction before the Airport Authority would, for example, affect all of the leaseholders equally the same, then a Council member being a leaseholder would not be prohibited from casting a vote regarding the change in the lease (which would affect all lessees equally).

Therefore, each transaction would have to be considered on an individual basis to determine whether the Authority is voting on a matter that would affect all lessees, etc. equally, or is the Authority voting on a specific transaction involving only the specific person who happens to also be a member of the Airport Authority (e.g. the member of the Airport Authority proposes to sell a tract of land to the Airport Authority for a runway extension or as a location for a new hanger; since the sale price would be of personal financial interest to the owner/member of the Authority, the owner/member of the Authority would not be able to vote on this transaction).

I would also note that as you indicated within your hypothetical, the disqualification of a member that is also a lessee of the airport would not apply to hanger or ground leases so long as the change in the associated fees necessitating the vote is the same for all of the community or lessees of the hanger or ground leases.

I also wanted to provide you with the example provided by the case of Little v. City of Lawrenceville, 272 Ga. 340 (2000). In this case, a neighbor challenged the grant of a rezoning by the city due to a council member, who owned the property up for rezoning, appearing before the city council to advocate for the grant of the rezoning (even though the council member made a specific disclosure of this interest in the property and did not participate in the vote to grant the rezoning). The Georgia Supreme Court recognized that it was proper for the government official to take action in support of his rezoning application, including supplementation thereof, responding to inquiries from zoning authorities, or altering the property at issue or the business conducted thereon. The Supreme Court recognized that the city council member should disclose his interest in the property and that the council member was disqualified from voting as to the rezoning, but that the council member could take all of the steps ordinarily taken by any other private property owner (appearance before the council, explaining the proposed rezoning, explaining what was to be done on the property, etc.), and that these actions were not invalid and did not invalidate the rezoning. Little, at 341.

Therefore, if a member of the Authority had a hanger lease or a ground lease and from this practical experience advocated for changes in the hanger lease or ground lease to the benefit of the Airport Authority and all lessees, then the member of the Authority could do so without

such action being a conflict of interest. The member could also vote on the proposed change, so long as the change applied to all lessees and not just to the lease held by the member.

The above discussion is an analysis based upon Section 3(h) of the authorizing Act for the Franklin-Hart Airport Authority. The current bylaws of the Authority also have a conflict of interest section, and being Section 3.3 of the bylaws. However, Section 3.3 of the bylaws uses word for word the exact language and wording of Section 3(h) of the authorizing Act. Therefore, the same analysis provided herein regarding the conflict of interest provision of the authorizing Act would be equally applicable to the conflict of interest provision of the bylaws.

As a final note, I think that it is important to recognize that the average citizen of Franklin County and/or Hart County does not know much if anything about airports, airport operations, airport expenses, airport needs, and all of the matters that are necessary to have a functioning and well operated small airport. Therefore, in order for the airport to be run properly, it is critical that the members of the Authority have knowledge regarding airport operations and which would mean that most, if not all, of the members of the Authority need to be involved in the airport in some manner whether by having a hanger lease, ground lease, or operating an airplane in and out of the airport. As noted by the analysis provided herein, members that have a ground lease, or hanger lease, or other involvement with the airport, can serve on the Authority, and vote on all matters that affect the airport as a whole, but would be disqualified from voting on a specific transaction that involved only the specific member of the Airport Authority.

I believe that this memorandum has covered this issue, but if you have further questions or desire further detail, please do not hesitate to let me know.

RDS/llc/14249/W23649