NOTICE OF SPECIAL MEETING OF
CITY OF NAPLES AIRPORT AUTHORITY BOARD

In compliance with Chapter 189.015(1), Florida Statutes, notice is hereby given that a Special Meeting (this "Special Meeting") of the Board of the City of Naples Airport Authority, an independent special district of the State of Florida (the "NAA"), will be held as described below:

Day/Date: Thursday, April 30, 2026
Time: 8:30 a.m. (Eastern Time)
Place: Airport Office Building Conference Room located at 200 Aviation Drive North, 2nd Floor, Naples, FL 34102 (at the Naples Municipal Airport)
Purposes: Discussion, approval and formal action regarding (i) conflict resolution proceedings pursuant to Chapter 164, Florida Statutes, and any litigation initiated by the City of Naples against the NAA, (ii) conflict resolution proceedings pursuant to Chapter 164, Florida Statutes, and any litigation initiated by the NAA against the City of Naples and (iii) other issues, arguments, claims or disputes arising out of or related to House Bill 4005 (which was enacted by the Florida Legislature and became law on April 6, 2026), the statutory authority of the NAA, the lease or other agreements between the City and the NAA, the City's ownership interests, federal and state preemption, land use regulation or the operation, control or governance of the Naples Municipal Airport.

All interested persons are invited to attend and make public comments at this Special Meeting in person. This Special Meeting will also be broadcast and available for viewing in real time via live streaming on the NAA's website (https://www.flynaples.com/live-stream-video/). Please note that formal action may be taken on any item discussed or added to the agenda of this Special Meeting.

The agenda of this Special Meeting and any available meeting packet or documents are available (i) on the NAA's website (https://www.flynaples.com/agendas-minutes-videos/) or (ii) by contacting the NAA by telephone (239-643-0733) or email (naa@flynaples.com).

Special Accommodations: Any person with a disability requiring auxiliary aids and services or other special accommodations to participate in this Special Meeting may contact the NAA's Executive Assistant, Rosana Jaramillo, by telephone (239-643-0733) or email (rjaramillo@flynaples.com) with requests at least two (2) business days before the date of this Special Meeting.

NOTICE: PLEASE BE ADVISED THAT, IF A PERSON DECIDES TO APPEAL ANY DECISION MADE BY THE BOARD OF THE NAA WITH RESPECT TO ANY MATTER CONSIDERED AT THIS SPECIAL MEETING, HE OR SHE WILL NEED A RECORD OF THE PROCEEDINGS, AND THAT, FOR SUCH PURPOSE, HE OR SHE MAY NEED TO ENSURE THAT A VERBATIM RECORD OF THE PROCEEDINGS IS MADE, WHICH RECORD INCLUDES THE TESTIMONY AND EVIDENCE UPON WHICH THE APPEAL IS TO BE BASED.

CITY OF NAPLES AIRPORT AUTHORITY (NAA) BOARD
NOTICE OF SPECIAL MEETING

Airport Office Building Conference Room
200 Aviation Drive North, Naples, FL 34104

Thursday, April 30, 2026 at 8:30 a.m.

Member Terrence W. Cavanaugh: Chair,
Consultant Selection Committee Member
Member John Crees: Vice Chair, Audit Committee Member,
Noise Compatibility Committee Liaison
Member Robert P. Burns: Audit Committee Member
Member Michelle Arnold: Audit Committee Chair
Member Ralph Alberto, Consultant Selection Committee Chair

Executive Director: Christopher A. Rozansky
Authority Attorney: William L. Owens, Esq. of Bond, Schoeneck & King, PLLC

If you wish to address the Board regarding an item listed on the Agenda, please complete a Speaker Registration form (available at the rear of the room) and hand it to the Executive Assistant prior to consideration of that item. Public comments will be heard during Item D, during each agenda item and at the end of the meeting. Public speakers must introduce themselves by stating their name, address and the topic they intend to speak about. We ask that speakers limit comments to 5 minutes and that large groups name a spokesperson whenever possible. All written, audio-visual, and other materials distributed to the Board or staff during this meeting will become the property of NAA and will be a public record. Thank you for your interest and participation.

Any person who decides to appeal a decision of this Board with respect to any matter considered at this meeting will need a record of the proceeding and may need to ensure that a verbatim record of the proceedings is made, which record includes the testimony and evidence upon which the appeal is to be heard.

Any person with a disability requiring auxiliary aids or services in order to participate in this meeting at the City Council Chamber may call the City Clerk's Office at 213-1015, or for meetings at the Airport Office Building, the NAA Executive Assistant's Office at 643-0733, with requests at least two business days before the meeting.

Information on agenda items which has been provided in advance of this meeting may be inspected at the office of the Executive Assistant, General Aviation Terminal Building, 2nd Floor, 160 Aviation Drive North or on the web site at www.flynaples.com.

Pledge of Civility

It is the desire of the City of Naples Airport Authority to encourage the open exchange of ideas, fair discussion of the issues, and the participation of all persons in government, therefore, we pledge to be respectful of each other even when we disagree, to direct all comments to the issues, and to avoid personal attacks during all meetings and workshops.

A. ROLL CALL

B. PLEDGE OF ALLEGIANCE

C. AGENDA (Add, delete or re-sequence items)

D. PUBLIC COMMENTS (5-minute limit)

E. ACTION ITEMS (Public comments accepted for each item; 5-minute limit)

1. Resolution 2026-2. A resolution of the City of Naples Airport Authority responding to conflict resolution procedures initiated by the City of Naples pursuant to Chapter 164, Florida Statutes, the Florida Governmental Conflict Resolution Act, regarding a conflict between the City of Naples and the City of Naples Airport Authority; authorizing the Executive Director to take all necessary actions relating to the conflict resolution procedures and litigation, including, but not limited to, engaging counsel, participating in conflict assessment meetings, and filing and pursuing answers, affirmative defenses, motions to intervene, counterclaims, crossclaims, and other responsive pleadings, motions, and filings in litigation; and providing for scrivener's errors and an effective date.
2. Resolution 2026-3. A Resolution of the City of Naples Airport Authority Initiating Conflict Resolution Procedures Pursuant to Chapter 164, Florida Statutes, the Florida Governmental Conflict Resolution Act, Regarding a Conflict Between the City of Naples Airport Authority and the City of Naples; Authorizing the Executive Director to Take All Necessary Actions Related to the Conflict Resolution Process and Litigation, Including, but Not Limited to, Engaging Counsel, Participating in the Conflict Assessment Meeting, and Filing and Pursuing Complaints, Motions to Intervene, Claims, and Other Pleadings, Motions, and Filings in Litigation; Providing for Scrivener's Errors; and Providing an Effective Date.

F. NEW BUSINESS

1. Joint letter - Attorney Certification for FAA AIP and FDOT Grants

G. PUBLIC COMMENTS (5-minute limit)

H. CORRESPONDENCE/BOARD MEMBER COMMENTS & REQUESTS/MEETINGS

I. ADJOURN

To: Honorable Chair and Board Members

From: Christopher A. Rozansky, Executive Director

Meeting Date: April 30, 2026

Re: **ACTION**

1. **Resolution 2026-2. A resolution of the City of Naples Airport Authority responding to conflict resolution procedures initiated by the City of Naples pursuant to Chapter 164, Florida Statutes, the Florida Governmental Conflict Resolution Act, regarding a conflict between the City of Naples and the City of Naples Airport Authority; authorizing the Executive Director to take all necessary actions relating to the conflict resolution procedures and litigation, including, but not limited to, engaging counsel, participating in conflict assessment meetings, and filing and pursuing answers, affirmative defenses, motions to intervene, counterclaims, crossclaims, and other responsive pleadings, motions, and filings in litigation; and providing for scrivener's errors and an effective date.**

SUMMARY: Board discussion and approval of a resolution authorizing the Executive Director to take all necessary actions resulting from City of Naples Resolution No. 2026-15847, which initiated conflict resolution procedures with the City of Naples Airport Authority as set forth in Chapter 164, Florida Statutes.

BACKGROUND: Background information is summarized within the resolution.

COMMUNICATIONS PLAN: Not applicable to this item.

FINANCIAL IMPACT: Not applicable to this item.

RESOLUTION 2026-2

A RESOLUTION OF CITY OF NAPLES AIRPORT AUTHORITY RESPONDING TO CONFLICT RESOLUTION PROCEDURES INITIATED BY CITY OF NAPLES PURSUANT TO CHAPTER 164, FLORIDA STATUTES, THE FLORIDA GOVERNMENTAL CONFLICT RESOLUTION ACT, REGARDING A CONFLICT BETWEEN CITY OF NAPLES AND CITY OF NAPLES AIRPORT AUTHORITY; AUTHORIZING THE EXECUTIVE DIRECTOR TO TAKE ALL NECESSARY ACTIONS RELATING TO THE CONFLICT RESOLUTION PROCEDURES AND LITIGATION, INCLUDING, BUT NOT LIMITED TO, ENGAGING COUNSEL, PARTICIPATING IN CONFLICT ASSESSMENT MEETING AND FILING AND PURSUING ANSWERS, AFFIRMATIVE DEFENSES, MOTIONS TO INTERVENE, COUNTERCLAIMS, CROSSCLAIMS AND OTHER RESPONSIVE PLEADINGS, MOTIONS AND FILINGS IN LITIGATION; AND PROVIDING FOR SCRIVENER'S ERRORS AND AN EFFECTIVE DATE.

WHEREAS, the City of Naples Airport Authority, an independent special district of the State of Florida (the "Authority"), was created by the City of Naples Airport Authority Act, Laws of Fla. ch. 69-1326, as amended by Laws of Fla. ch. 75-451, Laws of Fla. ch. 79-516, Laws of Fla. ch. 83-470, Laws of Fla. ch. 90-468, Laws of Fla. ch. 2003-308 and Laws of Fla. ch. 26-___ (formerly HB 4005 (2026)) (collectively the "Enabling Act");

WHEREAS, the powers of the Authority are vested in five (5) members (each a "Member" and collectively the "Board") pursuant to the Enabling Act;

WHEREAS, Section 4 of the Enabling Act authorizes and empowers the Authority, among other things, "[t]o sue and be sued in its own name, plead and be impleaded" and "[t]o do all acts and things necessary or convenient to carry out the powers granted by . . . [the Enabling Act]";

WHEREAS, Section 3 of the Enabling Act provides "[t]he [A]uthority may delegate to one or more of its agents or employees such powers or duties as it may deem proper";

WHEREAS, Article IV, Section 2, of the Bylaws for the Governance and Operation of City of Naples Airport Authority adopted on February 15, 2024 (the "Bylaws"), states "[t]he Board shall contract with an individual to serve as Executive Director [of the Authority,]" "[t]he Executive Director shall serve as Secretary to the Board and Chief Operating and Chief Financial Officer of the Authority" and "[t]he powers and duties of the Executive Director shall be delegated to him by the Board annually by resolution for that purpose";

WHEREAS, the Board has delegated certain powers and duties to the Executive Director of the Authority for the purpose of carrying out the powers granted by the Enabling Act pursuant to Resolution 2026-1 of the Authority titled "Resolution of City of Naples Airport Authority Delegating Certain Administrative and Operation Powers and Duties to the Executive Director; and Repealing Resolution No. 2025-1" (the "Delegation Of Powers");

WHEREAS, Article I, Sections B and E, of the Delegation Of Powers provides "the responsibility for all Authority administration and operations rests with the Executive Director, subject to and consistent with the [D]elegation [O]f [P]owers[,]" and "[t]his [Delegation Of Powers] Resolution delegates to the Executive Director such decision-making authority as is consistent with his roles as chief operating officer, chief financial officer, and Secretary to the Board obtaining, when necessary or appropriate, the advice and consent of the Board . . . . [and] [t]hese titles shall incorporate the duties and responsibilities of chief executive officer of the Authority";

WHEREAS, on April 15, 2026, the City Council of the City of Naples, a Florida municipal corporation (the "City"), adopted City of Naples Resolution No. 2026-15847 ("Resolution No. 2026-

15847") which determined "a conflict exists between the City and the Airport Authority" and stated the City's "intention to initiate the conflict resolution procedures set forth in Chapter 164, Florida Statutes, prior to initiating court proceedings";

WHEREAS, Resolution No. 2026-15847 authorized the City Attorney and City Manager "to take all actions necessary to protect the City's interests related to the Naples Municipal Airport including the initiation of litigation not to exceed $125,000";

WHEREAS, in a letter from the City Manager of the City to the Executive Director of the Authority, dated April 16, 2026 (the "Notice Letter"), the Authority was notified that, pursuant to the Florida Governmental Conflict Resolution Act, Chapter 164, Florida Statutes ("Chapter 164"), the City initiated conflict resolution procedures against the Authority (collectively the "Conflict Resolution Procedures");

WHEREAS, the Notice Letter stated the Conflict Resolution Procedures were initiated "to address substantial legal and practical conflicts arising from recent legislative changes affecting the Authority and its relationship with the City";

WHEREAS, the Notice Letter stated "the City has identified multiple issues of conflict requiring resolution, including, without limitation:

(a) whether the conversion of the Airport Authority from a dependent special district of the City, controlled by the City, to an independent special district, not controlled by the City, through House Bill 4005, frustrates the purpose upon which the lease and related agreements were entered, rendering them unenforceable;

(b) whether House Bill 4005 effects a transfer of the power to operate the Naples Airport in a manner that requires referendum approval under Article VIII, Section 4 of the Florida Constitution;

(c) whether the conversion of the Airport Authority from a dependent special district to an independent special district through House Bill 4005 created a new independent district without complying with the requirements of section 189.031, Florida Statutes;

(d) whether the new, stringent qualification requirements for election to the board of the Airport Authority unlawfully restrict candidacy, voter choice, or other protected rights; and

(e) any other issue, argument, claim, or dispute arising out of or related to House Bill 4005, the statutory authority of the Airport Authority, the lease or other agreements between the parties, the City's ownership interests, or the operation, control, or governance of the Naples Airport;"

WHEREAS, in the Notice Letter, "the City requests that the Authority participate in a conflict assessment meeting . . . . [and] proposes that the meeting include the Executive Director of the Authority, the City Manager, and legal counsel for both entities";

WHEREAS, the Authority intends to participate in good faith in the Conflict Resolution Procedures, including the conflict assessment meeting requested by the City in the Notice Letter (the "Conflict Assessment Meeting") and any joint public meeting, mediation or other remedies provided for in Chapter 164;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF THE AUTHORITY AS FOLLOWS:

Section 1. The foregoing recitals are true and correct and are hereby ratified and incorporated herein as if fully set forth below;

Section 2. The Executive Director of the Authority is hereby directed and authorized to engage Authority Counsel and all other special counsel (collectively "Special Counsel") deemed necessary or appropriate from time to time by the Executive Director to represent and protect the interests of the Authority in the Conflict Resolution Procedures and in any and all litigation, court proceedings, administrative proceedings or other actions that may be initiated or otherwise pursued by the City against the Authority (collectively "Litigation") directly or indirectly arising out of or relating to the Conflict Resolution Procedures or any other issues, arguments, claims or disputes between the City and the Authority or otherwise pertaining to the operation, control or governance of the Authority or the Naples Municipal Airport;

Section 3. The Executive Director is hereby directed, authorized and granted full discretion to schedule, attend and participate in good faith in the Conflict Assessment Meeting on behalf of the Authority, and, without limiting the generality of the foregoing, the Executive Director (with the assistance of Authority Counsel and Special Counsel) is fully empowered on behalf of the Authority at the Conflict Assessment Meeting to (i) discuss the issues pertaining to the conflict and an assessment of the conflict from the perspective of the City, the Authority and any other governmental entity involved, (ii) negotiate and propose a tentative resolution to the conflict as the Executive Director deems to be in the best interest of the Authority, (iii) request the assistance of a facilitator for the Conflict Assessment Meeting, (iv) recommend settlement to the Board of the Authority if a tentative resolution to the conflict can be agreed upon at the Conflict Assessment Meeting, (v) schedule a joint public meeting between the City and the Authority to occur within fifty (50) days of the Authority's receipt of the Notice Letter in the event that no tentative resolution can be agreed upon at the Conflict Assessment Meeting and (vi) request mediation, if necessary, on behalf of the Authority after the conclusion of the Conflict Assessment Meeting;

Section 4. The Executive Director is hereby directed, authorized and granted full discretion to take and proceed with in good faith any and all other steps or actions in any phase of the Conflict Resolution Procedures, including the Conflict Assessment Meeting, that the Executive Director (with the assistance of Authority Counsel and Special Counsel) deems necessary or appropriate from time to time to protect the interests of the Authority, including, but not limited to, the scheduling of additional meetings for informal negotiations or proposing a resolution to the Authority in order to reach a tentative resolution of the conflict;

Section 5. In the event the City initiates or otherwise pursues Litigation against the Authority or if the City initiates or otherwise pursues litigation, court proceedings, administrative proceedings or other actions against any other party which directly or indirectly arises out of or relates to the Conflict Resolution Procedures or any other issues, arguments, claims or disputes between the City and the Authority or otherwise pertaining to the operation, control or governance of the Authority or the Naples Municipal Airport, the Executive Director is hereby directed, authorized and granted full discretion to initiate, commence, join, take, proceed with and pursue in good faith any and all actions with respect to Litigation against the Authority and with respect to other litigation, court proceedings,

administrative proceedings and actions against any other party that the Executive Director (with the assistance of Authority Counsel and Special Counsel) deems necessary or appropriate from time to time to protect the interests of the Authority, and, without limiting the generality of the foregoing, the Executive Director is fully empowered on behalf of the Authority to (i) initiate, prepare, execute, file, commence, intervene and pursue any and all answers, affirmative defenses, motions to intervene, counterclaims, crossclaims and other responsive pleadings, motions and filings in Litigation against the Authority and in other litigation, court proceedings, administrative proceedings and actions against any other party and (ii) recommend settlement to the Board of the Authority if a tentative resolution to Litigation against the Authority or other litigation, court proceedings, administrative proceedings and actions against any other party can be agreed upon between the applicable parties thereto;

Section 6. The Executive Director of the Authority is hereby directed and authorized to take all actions as may be necessary or appropriate from time to time to implement this Resolution as the Executive Director (with the assistance of Authority Counsel and Special Counsel) determines to be in the best interest of the Authority;

Section 7. Any scrivener's errors contained herein which do not change the intent of this Resolution may be corrected by the Executive Director of the Authority; and

Section 8. This Resolution shall become effective immediately upon adoption.

DULY PASSED AND ADOPTED IN OPEN MEETING OF THE BOARD OF THE AUTHORITY THIS 30TH DAY OF APRIL, 2026.

CITY OF NAPLES AIRPORT AUTHORITY,
a political subdivision of the State of Florida

Attest: _____
Christopher A. Rozansky
Executive Director

By: _____
Terrence W. Cavanaugh, Chair

Approved as to form and legal sufficiency by:

_____
William L. Owens
Authority Counsel

To: Honorable Chair and Board Members

From: Christopher A. Rozansky, Executive Director

Meeting Date: April 30, 2026

Re: **ACTION**

2. **Resolution 2026-3. A Resolution of the City of Naples Airport Authority Initiating Conflict Resolution Procedures Pursuant to Chapter 164, Florida Statutes, the Florida Governmental Conflict Resolution Act, Regarding a Conflict Between the City of Naples Airport Authority and the City of Naples; Authorizing the Executive Director to Take All Necessary Actions Related to the Conflict Resolution Process and Litigation, Including, but Not Limited to, Engaging Counsel, Participating in the Conflict Assessment Meeting, and Filing and Pursuing Complaints, Motions to Intervene, Claims, and Other Pleadings, Motions, and Filings in Litigation; Providing for Scrivener's Errors; and Providing an Effective Date.**

SUMMARY: Board discussion and approval of a resolution to initiate conflict resolution procedures with the City of Naples as set forth in Chapter 164, Florida Statutes.

BACKGROUND: Background information is summarized within the resolution.

COMMUNICATIONS PLAN: Not applicable to this item.

FINANCIAL IMPACT: Not applicable to this item.

RESOLUTION 2026-3

A RESOLUTION OF CITY OF NAPLES AIRPORT AUTHORITY INITIATING CONFLICT RESOLUTION PROCEDURES PURSUANT TO CHAPTER 164, FLORIDA STATUTES, THE FLORIDA GOVERNMENTAL CONFLICT RESOLUTION ACT, REGARDING A CONFLICT BETWEEN CITY OF NAPLES AIRPORT AUTHORITY AND CITY OF NAPLES; AUTHORIZING THE EXECUTIVE DIRECTOR TO TAKE ALL NECESSARY ACTIONS RELATING TO THE CONFLICT RESOLUTION PROCEDURES AND LITIGATION, INCLUDING, BUT NOT LIMITED TO, ENGAGING COUNSEL, PARTICIPATING IN CONFLICT ASSESSMENT MEETING AND FILING AND PURSUING COMPLAINTS, MOTIONS TO INTERVENE, CLAIMS AND OTHER PLEADINGS, MOTIONS AND FILINGS IN LITIGATION; AND PROVIDING FOR SCRIVENER'S ERRORS AND AN EFFECTIVE DATE.

WHEREAS, the City of Naples Airport Authority, an independent special district of the State of Florida (the "Authority"), was created by the City of Naples Airport Authority Act, Laws of Fla. ch. 69-1326, as amended by Laws of Fla. ch. 75-451, Laws of Fla. ch. 79-516, Laws of Fla. ch. 83-470, Laws of Fla. ch. 90-468, Laws of Fla. ch. 2003-308 and Laws of Fla. ch. 26-___ (formerly HB 4005 (2026)) (collectively the "Enabling Act");

WHEREAS, the powers of the Authority are vested in five (5) members (each a "Member" and collectively the "Board") pursuant to the Enabling Act;

WHEREAS, Section 4 of the Enabling Act authorizes and empowers the Authority, among other things, "[t]o sue and be sued in its own name, plead and be impleaded" and "[t]o do all acts and things necessary or convenient to carry out the powers granted by . . . [the Enabling Act]";

WHEREAS, Section 3 of the Enabling Act provides "[t]he [A]uthority may delegate to one or more of its agents or employees such powers or duties as it may deem proper";

WHEREAS, Article IV, Section 2, of the Bylaws for the Governance and Operation of City of Naples Airport Authority adopted on February 15, 2024 (the "Bylaws"), states "[t]he Board shall contract with an individual to serve as Executive Director [of the Authority,]" "[t]he Executive Director shall serve as Secretary to the Board and Chief Operating and Chief Financial Officer of the Authority" and "[t]he powers and duties of the Executive Director shall be delegated to him by the Board annually by resolution for that purpose";

WHEREAS, the Board has delegated certain powers and duties to the Executive Director of the Authority for the purpose of carrying out the powers granted by the Enabling Act pursuant to Resolution 2026-1 of the Authority titled "Resolution of City of Naples Airport Authority Delegating Certain Administrative and Operation Powers and Duties to the Executive Director; and Repealing Resolution No. 2025-1" (the "Delegation Of Powers");

WHEREAS, Article I, Sections B and E, of the Delegation Of Powers provide "the responsibility for all Authority administration and operations rests with the Executive Director, subject to and consistent with the [D]elegation [O]f [P]owers[,]" and "[t]his [Delegation Of Powers] Resolution delegates to the Executive Director such decision-making authority as is consistent with his roles as chief operating officer, chief financial officer, and Secretary to the Board obtaining, when necessary or appropriate, the advice and consent of the Board .

. . [and] [t]hese titles shall incorporate the duties and responsibilities of chief executive officer of the Authority";

WHEREAS, the Authority is the operator of the Naples Municipal Airport (the "Airport"), is the Airport sponsor, is the Airport proprietor and is the holder of the Airport Operating Certificate pursuant to federal law and regulations;

WHEREAS, the Airport is located, in part, on land leased from the City of Naples, a Florida municipal corporation (the "City"), pursuant to a 99-year lease between the City and the Authority, dated December 3, 1969 and recorded at O.R. Book 488, Page 227, of the Public Records of Collier County, Florida (the "Lease");

WHEREAS, part of the Airport, including a portion of the Air Operations Area (AOA), is located on land owned in fee simple by the Authority;

WHEREAS, the operation of the Airport, including all aeronautical activities on the Airport, is regulated by federal law and regulations and must operate within the terms of policies and procedures dictated by the Federal Aviation Administration;

WHEREAS, the City has asserted that it has the authority to regulate aeronautical land uses and activity on the Airport;

WHEREAS, the Authority has asserted that the City's attempts to regulate aeronautical land uses and activity on the Airport is preempted by federal law and contrary to Florida law;

WHEREAS, the Florida Governmental Conflict Resolution Act, Chapter 164, Florida Statutes ("Chapter 164"), authorizes the Authority to initiate the conflict resolution procedures set forth therein (collectively the "Conflict Resolution Procedures") prior to initiating court proceedings against the City; and

WHEREAS, the Board of the Authority finds that it is in the best interests of the Authority to initiate the Conflict Resolution Procedures set forth in Chapter 164 in an effort to resolve the issues described herein prior to the initiation of court proceedings.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF THE AUTHORITY AS FOLLOWS:

Section 1. The foregoing recitals are true and correct and are hereby ratified and incorporated herein as if fully set forth below;

Section 2. The Board hereby determines that a conflict exists between the Authority and the City;

Section 3. The issues in the conflict include, without limitation:

(a) Whether the City's attempts to exercise land use, zoning, and other authority over aeronautical land uses and activity at the Airport is preempted by federal law and contrary to Florida law;

(b) Whether the City may terminate or deem unenforceable the Lease without first obtaining Federal Aviation Administration approval to close the Airport

pursuant to federal law or first obtaining an Airport Operating Certificate and becoming an airport sponsor pursuant to federal law;

(c) Whether the City may terminate or deem unenforceable the Lease without the Authority's consent unless it first obtains Federal Aviation Administration approval for a change in ownership or governance of the Airport;

(d) Whether the City can obtain an Airport Operating Certificate and become an airport sponsor pursuant to federal law without obtaining the approval of the Federal Aviation Administration, which approval is subject to federal law, so long as the Authority does not consent to such actions by the City;

(e) Whether the City can obtain an Airport License pursuant to Florida law, if the Authority does not consent to such actions by the City; and

(f) Any other issue, argument, claim, or dispute arising out of or related to laws affecting the Authority, the City or the Airport, the Lease or other agreements between the City and the Authority, regulation of aeronautical land uses and activity at the Airport and/or the respective rights and interests of the City and the Authority with respect to the Airport and related matters.

Section 4. The Board finds that the Authority has a good faith basis for initiating the Conflict Resolution Procedures, and that use of those procedures is appropriate prior to the initiation of court proceedings;

Section 5. The Authority hereby states its intention to initiate the Conflict Resolution Procedures, prior to initiating court proceedings to resolve the conflict between the Authority and the City;

Section 6. The Executive Director of the Authority is hereby directed and authorized to engage Authority Counsel and all other special counsel (collectively "Special Counsel") deemed necessary or appropriate from time to time by the Executive Director to represent and protect the interests of the Authority in the Conflict Resolution Procedures and in any and all litigation, court proceedings, administrative proceedings or other actions that may be initiated or otherwise pursued by the Authority against the City (collectively "Litigation") directly or indirectly arising out of or relating to the Conflict Resolution Procedures or any other issues, arguments, claims or disputes between the Authority and the City or their respective rights and interests with respect to the Airport or related matters;

Section 7. The Executive Director of the Authority is hereby directed, authorized and granted full discretion to take and proceed with in good faith any and all steps or actions in any phase of the Conflict Resolution Procedures, including the conflict assessment meeting required by Chapter 164 (the "Conflict Assessment Meeting"), that the Executive Director (with the assistance of Authority Counsel and Special Counsel) deems necessary or appropriate from time to time to protect the interests of the Authority, and, without limiting the generality of the foregoing, the Executive Director (with the assistance of Authority Counsel and Special Counsel) is fully empowered on behalf of the Authority at the Conflict Assessment Meeting to (i) discuss the issues pertaining to the conflict and an assessment of the conflict from the perspective of the Authority, the City and

any other governmental entity involved, (ii) negotiate and propose a tentative resolution to the conflict as the Executive Director deems to be in the best interest of the Authority, (iii) request the assistance of a facilitator for the Conflict Assessment Meeting, (iv) schedule additional meetings for informal negotiations in order to reach a tentative resolution of the conflict, (v) recommend settlement to the Board of the Authority if a tentative resolution to the conflict can be agreed upon at the Conflict Assessment Meeting, (vi) schedule a joint public meeting between the Authority and the City to occur within fifty (50) days of the City's receipt of the notice letter from the Authority required by section 164.1052, Florida Statutes (the "Notice Letter"), in the event that no tentative resolution can be agreed upon at the Conflict Assessment Meeting and (vii) request mediation, if necessary, on behalf of the Authority after the conclusion of the Conflict Assessment Meeting;

Section 8. In the event there is failure to resolve the conflict between the Authority and the City through the Conflict Resolution Procedures provided by Chapter 164 or if the City initiates or otherwise pursues litigation, court proceedings, administrative proceedings or other actions against the Authority or any other party which directly or indirectly arises out of or relates to issues in conflict with the Authority pursuant to Chapter 164 conflict resolution procedures initiated by the City or any other issues or disputes between the City and the Authority or their respective rights and interests with respect to the Airport or related matters, the Executive Director is hereby directed, authorized and granted full discretion to initiate, commence, join, take, proceed with and pursue in good faith any and all Litigation against the City and any and all other litigation, court proceedings, administrative proceedings or other actions against any other party that the Executive Director (with the assistance of Authority Counsel and Special Counsel) deems necessary or appropriate from time to time to protect the interests of the Authority, and, without limiting the generality of the foregoing, the Executive Director is fully empowered on behalf of the Authority to (i) initiate, prepare, execute, file, commence, intervene and pursue any and all complaints, motions to intervene, claims and other pleadings, motions and filings in Litigation against the City and in other litigation, court proceedings, administrative proceedings and actions against any other party and (ii) recommend settlement to the Board of the Authority if a tentative resolution to Litigation against the City or other litigation, court proceedings, administrative proceedings and actions against any other party can be agreed upon between the applicable parties thereto;

Section 9. The Executive Director of the Authority is hereby directed and authorized to take all actions as may be necessary or appropriate from time to time to implement this Resolution as the Executive Director (with the assistance of Authority Counsel and Special Counsel) determines to be in the best interest of the Authority, including transmitting a certified copy of this Resolution together with the Notice Letter, by certified mail, return receipt requested, to the appropriate officials of the City, and to take such further action as may be required to proceed in accordance with Chapter 164;

Section 10. Any scrivener's errors contained herein which do not change the intent of this Resolution may be corrected by the Executive Director of the Authority; and

Section 11. This Resolution shall become effective immediately upon adoption.

DULY PASSED AND ADOPTED IN OPEN MEETING OF THE BOARD OF THE AUTHORITY THIS 30TH DAY OF APRIL, 2026.

CITY OF NAPLES AIRPORT AUTHORITY,
a political subdivision of the State of Florida

Attest: _____
Christopher A. Rozansky
Executive Director

By: _____
Terrence W. Cavanaugh, Chair

Approved as to form and legal sufficiency by:

_____
William L. Owens
Authority Counsel

To: Honorable Chair and Board Members

From: Christopher A. Rozansky, Executive Director

Meeting Date: April 30, 2026

Re: **NEW BUSINESS**

1. Joint letter - Attorney Certification for FAA AIP and FDOT Grants

---

SUMMARY: Board review of the attached joint letter from the Authority's legal counsel and specialized aviation counsel regarding the continued acceptance of Federal Aviation Administration (FAA) and Florida Department of Transportation (FDOT) Grants.

BACKGROUND: At its October 2025 regular meeting, the Board authorized the Executive Director to apply for and accept FAA Airport Improvement Program (AIP) grant funding related to airport electrical infrastructure improvements. The FAA subsequently issued a formal grant agreement offer on April 14, 2026, which is in the process of being executed in accordance with the prior Board approval.

As outlined in the attached joint letter, counsel identifies legal considerations in light of the City of Naples recent actions.

COMMUNICATIONS PLAN: Staff will continue to coordinate with legal counsel and will keep the Board apprised of any material developments affecting compliance with federal and state obligations.

FINANCIAL IMPACT: No adverse financial impact have been identified at this time.

BOND SCHOENECK & KING

4001 Tamiami Trail North, Suite 105 | Naples, FL 34103-3555 | **bsk.com**

WILLIAM L. OWENS, ESQ.
wowens@bsk.com
P: 239.659.3822
F: 239.659.3812

April 22, 2026

VIA ELECTRONIC MAIL

Christopher A. Rozansky, Executive Director
City of Naples Airport Authority
160 Aviation Drive North
Naples, FL 34104

Re: *Attorney Certification for FAA AIP and FDOT Grants*

Dear Chris:

We take the unusual step of writing you this letter to accompany our certification of FAA Grant Agreement No. 3-12-0053-045-2026 and in light of the positions taken by the City of Naples in City of Naples Resolution 2026-15847, adopted on April 15, 2026, initiating conflict resolution procedures pursuant to Chapter 164, Florida Statutes.

As you know, the Authority has agreed to accept Grant No. 3-12-0053-045-2026 for the construction of an Airport lighting vault and the acquisition and installation of an electrical emergency generator. The federal grant agreement requires the Authority's legal counsel to execute a certificate declaring, under penalty of perjury, our opinion that the Authority "is empowered to entered into the foregoing Grant Agreement under the laws of Florida. .... In addition, for grants involving projects to be carried out on property not owned by the [Authority], there are no legal impediments that will prevent full performance by the [Authority]."

Because the Authority is duly authorized under Florida law to operate the Airport and to accept grants from the FAA, and because the Authority leases most of the Airport's operational areas from the City pursuant to a 99-year lease (and owns the remainder of Airport property), we have previously signed those certifications without concern.

However, the City's recent Resolution 2026-15847 potentially implicates the required certification. Specifically the City identifies the following as an issue of conflict:

> whether the conversion of the Airport Authority from a dependent special district of the City, controlled by the City, to an independent special district, not controlled by the City, through House Bill 4005, frustrates the purpose upon which the lease and related agreements were entered, rendering them unenforceable.

The City has not yet offered further explanation of its legal theory in support of this asserted conflict or its position as to the enforceability of the lease and related agreements. Nevertheless, the City Resolution raises the possibility that the City will attempt to terminate the lease or otherwise deem it unenforceable.

We strongly believe there is no merit to the City's position and hope that the Chapter 164 process will persuade the City to abandon its baseless claim. While the likelihood is remote, litigation is inherently risky and unpredictable so we cannot completely dismiss the possibility that the City could prevail in its attempt to terminate the lease or otherwise deem it unenforceable.

We write to advise you of potential ramifications of such an outcome, notwithstanding our serious skepticism of the City's claim. If the City were to succeed in terminating the lease, the Authority would no longer control the land on which the contemplated improvements will be built. That, in turn, may undermine the ability to certify that "no legal impediments … will prevent [the Authority's] full performance" when accepting future grants. Further, in such circumstances, the Authority may not be able to meet its obligations under some of the grant conditions, such as the assurance that it holds good title to the property shown on its Airport property map (FAA Grant Assurance 4; FDOT Grant Assurance D.2.a) or that it has the power to comply with the grant obligations (FAA Grant Assurance 5; FDOT Grant Assurance D.3.a). The Authority must agree to these assurances when accepting the above-referenced grants, and it has agreed to them for prior grants with similar conditions and assurances for many decades.

We remain confident in our view that the Authority's lease is valid and enforceable. Thus, we are prepared to execute the required certifications. However, we make the disclosures under this letter to help you understand the legal implications of the City's stated position.

Very truly yours,

BOND, SCHOENECK & KING, PLLC

William L. Owens

KAPLAN KIRSCH LLP

Peter J. Kirsch