



May 19, 2022 Meeting Minutes

Call to Order: Chair Overcash called the meeting to order at 3:32

Roll Call: Chair Overcash, Vice-Chair Fleming, Commissioners Adams, Arndt, Burgener, DiMartino, and Stooksbury were present.

Public Comments: Mick Krantz, Nutrien: Thanked the Commission for the strong letter of support for the Customs Border Patrol. Also mentioned Casper, WY Customs was very busy with six to nine airplanes a day and purchasing large orders of fuel each time. The letter was signed at that day's meeting and mailed the following day. **Scott Holst, Discovery Air:** This public comment period is for items not on the regular agenda. Mr. Holst had a comment which pertained to item 6. **Adam Woodward, EAA:** Asked if the Amazon development on private property adjacent to the airport property has filled out FAA Form 7460-1 regarding development near local airspaces. Stated the General Aviation Information Manual discussed approaches into runways and that runway 6-24, that the calculation for the approach angle of three degrees and an obstacle clearance of ten degrees that the Amazon building would be within a wingspan based on the building's location. Commissioner Stooksbury stated due to the FAA categorization of 6-24 as a taxiway the calculation may differ. Airport staff responded they would look into the request. **Jason Kopp, Blue Ocean:** Stated he had already emailed the Airport Commission in response to an email that was sent from another stakeholder in this group. Mr. Kopp stated he was a little frustrated for the lack of support that Jason Licon receives like what was reflected through that other email in response to the amount of work that he does. He wanted to show his support for Jason as the airport manager and the amount of work that he does. Stated there were a lot of accusations in the referenced email that he didn't quite initially agree with and thought there were some things in there that didn't adequately support that stakeholder's agenda. Stated some these things need to be addressed that are in the Commission's court to handle appropriately. But when it starts ending up on his desk and start having to have him answer, it really starts frustrating him as well, especially some of the comments. Stated he had sent a response back to the referenced email to all of the Commissioners. Stated he would be available to answer any questions behind the scenes and or in the few minutes available to him for this public comment period as well. Stated he wanted to publicly put that out there and those things. He understands the frustration and how the private sector works versus public governance can be frustrating at times as well, which he does recognize. But at the same time, he believes there needs to be a response to that. Stated he is here to support the work that the commission has done and what Jason Licon has done for the airport with the resources and tools that he's been given, which he has also made comments about in the past that Jason needs better support to free up his time because he is limited with what he has here to really get the airport to grow and be where it needs to be. **Buster Downey, Lear Earhart Association:** Stated his comment



was not accurately reflected in the last meeting's minutes and requested a correction as the recording had not begun when his comment had been made. The points he attempted to make were that since the reconstruction of Site A of the RFP is one of the major reasons, the factor driving the development of site B where additional hangars would be built, his suggestion to the airport commission was to consider having the airport and perhaps the benefactors of site A contributing to infrastructure needs for site B and that he had not name the jetCenter as a competitor since they were not privy to their RFP response and as far as they knew, they could even be collaborators.

Consent Agenda

Vice-Chair Fleming moved to approve items the Consent Agenda items 2-4. The motion, seconded by Commissioner Stooksbury carried with all the Commissioners present voting in favor thereof.

Pulled Items April 21, 2022 minutes were pulled for correction and will be up for approval at the next Commission meeting.

Consent Follow up Commission Stooksbury asked about the business assistance balance in item 2, and requested a review of the program at the next Commission meeting.

Monthly Report Follow-up:

- Phase testing for the Remote Tower is complete
- The airport will be again supporting the U.S. Air Force Thunderbirds for Cheyenne Frontier Days for the week of July 25th as Cheyenne's runway project is still incomplete

Public Comments: None

Regular Agenda

5. REMOTE TOWER UPDATE

This is an informational item. The Remote Tower Project is a proof of concept supported by the Federal Aviation Administration (FAA) and Colorado Department of Transportation. The project's goal is to create a certified technologically advanced air traffic control tower solution for airports. This project is currently one of two active airports testing this concept in the United States.

This item will provide an update on progress being made on the project and specifically information on the recently conducted phase one operational testing conducted by the FAA in April. State of Colorado's Remote Tower Project Manager Bill Payne will be in attendance to share the results of the first phase of operational testing and provide the view of the path ahead.



Public Comments: None

**6. HANGAR
REDEVELOPMENT
RFP
RECOMMENDATION**

In February of 2021, Airport staff received an unsolicited proposal from Fort Collins-Loveland jetCenter (FCLJC) to redevelop the Airport-owned T-hangars with larger hangars capable of supporting the increased business jet traffic at the Airport. Staff followed the normal process for Airport development, negotiated lease terms with FCLJC, and presented the proposal at the June 2021 Airport Commission meeting. The proposal generated considerable stakeholder concern and at the July 2021 meeting, the Airport Commission directed staff and the Planning & Development Subcommittee (PDSC) to create a request for proposals (RFP). The RFP was intended to provide the opportunity for entities that were unaware of the redevelopment opportunity on site A to submit proposals and to solicit proposals for the construction of new hangars on undeveloped sites.

The objectives of the RFP were to:

- Replace the aging Airport-owned T-hangars with new facilities that represent a higher and better use in alignment with the Airport Master Plan (2020).
- Support the construction and operation of new hangars to provide options for tenants who might be displaced by redevelopment as well as others looking to base aircraft at the Airport.

The RFP was approved and published in November 2021. The RFP closed in December and three responses were received. An Airport Commission approved evaluation committee, which includes staff from both cities and members of the public at large, evaluated the proposals and conducted interviews. At the February Airport Commission meeting, the committee shared that there were gaps and items of concern with all of the proposals and that there wasn't enough information to make a recommendation that would satisfy all of the objectives of the RFP.

In executive session at the April 1, 2022 Airport Commission meeting, the evaluation committee discussed details of the proposals and presented some potential approaches to deliver on the originally stated objectives of the RFP. The Commission provided the following direction:

- RFP evaluation committee engage proposers with minimum requirements to develop large hangars on Site A.



- Require that each proposer provide a detailed construction plan and timeline that they commit to achieving.
- Collaborate with the proposers to create solutions and mitigate negative impacts to T-hangar tenants who will be displaced as a result of the redevelopment of Site A.
- PDSC and Airport Commission will work in parallel on the creation of an infrastructure plan to create more improved sites for future basic hangar development projects.

In April, members of the evaluation committee met to formulate a strategy based on the Commission direction. A lease negotiation terms letter was sent to the proposers to establish minimum requirements and obtain commitments. The proposers were given two weeks to provide responses. The content of the responses was used to identify a single entity to enter into exclusive negotiations with on Site A. Based on the following factors, it is recommended that Fort Collins-Loveland jetCenter be engaged in lease negotiations for site A:

- Rent Revenue – jetCenter proposed a higher rent rate.
- Initiation of Rent – jetCenter proposed to start paying rent sooner.
- Displacement of T-hangar Tenants – jetCenter indicated willingness to participate in a relocation strategy for displaced tenants.
- Site Plan – The layout/orientation of hangars in jetCenter’s site plan is more conducive to phased development with phased displacement of T-hangar tenants.

The evaluation committee recommends the following considerations guide the path forward:

- Ensure a detailed agreement with strong performance requirements is in place before any demolition or construction commences.
- Develop a viable relocation strategy and clear communications for tenants who will be displaced.
- Create an infrastructure plan to create improved sites for future smaller hangar development.
- Document and detail the anticipated airport revenue changes associated with this lease.
- Don’t allow more land to be leased on speculation on future “market-based” development. Include



minimum assurances and performance deadlines for development in agreements.

Public Comments: Scott Holst, Discovery Air: “I guess my first comment would be based on the questions from Vice Chair Fleming and Mayor Arndt especially. I think those are very legitimate questions. I've got some background in working on RFPs. By no means makes me a professional at it, but I've been involved in them for about 15 years, off and on. My question would be is if everybody would please consider is the intention of an RFP to award exclusive negotiations on stuff we don't have total facts on? We don't know the exact expenses. We don't know the exact details. My understanding of an RFP is for it to be a black and white document that bidders need to meet the specifications on and provide their expenses and their details on it. They can just be disqualified if they don't meet that or if they do qualify, then, you know, everybody picks whoever is in charge to do so, picks the right bidder. It doesn't seem to be the case here to me and to our view. So I just wanted to open with that is just a little bit of food for thought. From there, I apologize in the fact that I'm not as talented of a presenter as Mr. Lind, but he had something come up and was unable to be here. So he asked that I state I read the following to everybody, if that's okay here he says, Dear Commission on behalf of Discovery Air and 100% of our tenants, we respectfully request the agenda item regarding the exclusive negotiations with the jetCenter be tabled. Additionally, we at this time wish to enter into the public record our RFP responses to your staff. First, our original proposal, which I've got the originals here, if anybody would like to see, which I think you all have copies of anyway. And then after three different negotiations outside of the RFP structure, which also I would question, we've got our third manipulated or massaged version of it, which I think all bidders had a chance to provide. Let me find words out here. And Martin just wanted to make a point that we were asked numerous times to submit a new plan, and we just felt that was a bit odd when there was an original RFP structure that it really was intended to meet. So originally our rate was 25% higher than the plan on the recommended approval for the jetCenter proposal from eight months ago they were almost awarded a \$0.30 per foot lease our proposal started at \$0.41 per foot. Our plan preserves all of the tie downs. Our plan produces highest and best use for the land area and houses more aircraft than the jetCenter's prior plan. We do this directly to equate to more fuel sales. We were never contacted by staff that our proposal was denied or that this item was even on the agenda today. We learned about this from a business report published Tuesday afternoon. We invested over \$20,000 in these plans without so much as a response from the staff on an award being made. Again, we saw it in the news. Also, please be advised that we exhausted efforts to be on today's agenda about well, and this is referencing U.S. customs, which I think I'll skip over that because that's a completely different subject. I know we're focusing on this RFP right now. Martin did want me to note, too, that lastly, this is not about the jetCenter, we think we have a great relationship with the jetCenter and we wanted to be sure to note that they've been very helpful to Discovery Air on providing fuel for our tenants. And I want to thank Danny in particular for his help over there. And he's been very responsive even as long as a target at one time when we had a tug failure. So very much appreciated. And as a tenant of the airport, we you know, we just wanted to be sure to note that.



So thanks to him for that, we really feel like this is about transparency in the government. And again, not against, not about the jetCenter, in particular, parity among stakeholders, open and fair process in the highest and best use for public property. I guess in closing on that, we really feel like we realize there's a bunch of effort that's been put into putting this RFP together, going through. It's been a long, drawn out process. It seems like from our end that this really should be canceled and rewritten much more accurately, very much more in black and white so that bidders know exactly what's expected, as there's two large hangars expected right off the bat. And that should be noted, and I've been critical of how it's written. These things are horribly hard to write. I know that myself. They're terribly hard to write and they're very, very complicated. But we feel like the proper position right now would be to cancel this altogether, revisit it, and give everybody a new RFP that's extremely accurate and detailed and exactly what it needs to be. So you all can evaluate exact costs like your questions. You can evaluate exact risks. Instead of guessing right now. So I appreciate the time."

James Hays, PDSC member: "So I'd like to talk, but I'd like to talk as just a citizen. Okay. Nothing else. I do share some concerns with the latest direction that the commission gave for the organization. I was concerned that we just don't seem to have a clear vision of where we want to be in the next ten, 20, 30, 40 years. And I'm not sure jumping the gun, even though it's been a long yearlong process. I don't know that we have the information to make the right decisions. The original RFP called for redevelopment of site A and site B, the latest direction completely negated site B, we're just talking about a site now, which to me invalidates the RFP in its entirety. I think we should start from scratch. It's too soon to say. I think we should look at things for and really where we want things to go rather than just what's being proposed right now. What is the highest and best use? Do we really know what that is? I mean, quick calculations shows that every unit that's torn down is going to be a loss of about \$3,000 a year. Take that times 50-60 units is \$160,000. Okay. That's not considering the increase in the what was it \$0.31 \$0.41 for the land lease." **Ehle:** It was more than 41. **James Hays Cont:** "But that was \$0.41, something like that?" **Ehle:** No, that was the other one. **James Hays Cont:** "Oh, okay. Okay. But that roughly equates to in order to have a breakeven point, that roughly equates to roughly a million gallons of fuel that needs to be sold in addition to what's being sold today to offset the difference. I don't think that's going to occur. So are we willing to take a loss? Can the airport? So I'm sure the airport can survive that if they have other means. Are the cities going to subsidize that? Do they need to? You know, and what are the additional what are what are some additional options that we have that were not yet explored? I just feel like we have an opportunity to look at this from a long-term perspective. And I think we need more guidance from the Commission to figure out where we want to go before we can lock this in. That's all I have." **Ehle:** That's fine. I was just going to note that would not be including the land lease numbers, for the fuel numbers that you were quoting. **James Hays Cont:** The fuel numbers I was quoting was including the additional land lease from the new development. Rough numbers, but the land lease doesn't equate to a lot." **Ehle:** The land lease hasn't even been negotiated yet. **Scott Schorling, City of Loveland Economic Development:** We still have the option to go to an executive session. If you'd like to hear more detail and see more detail, we



could potentially provide that, if that's something that you'd be interested in doing.

Legal Counsel Stirman: You wouldn't be able to do that today, but we could do that at a later date.

Diane Jones, PDSC Member: You know, when we started the process, we were looking at the proposal from the jetCenter and then the questions came up about the displacement of the t-hangars. And so the purpose of the RFP was really to say, hmm, are there some other options in conjunction with building the larger hangars which are called for in the master plan. So the purpose of the RFP was to answer the so-called means over time. The purpose of the RFP was to really back up and say, are there some options that we need to look at really concerning the displacement of the of the hangars? And so the sites that were identified, sites B and C were to say there are some options for where t-hangar development might take place. So it was really them putting out the RFP to see what the interest was, what the comments might be, to do both and build according to the master plan, and then to figure out if there are ways in which we can accommodate displacement and create some other t-hangars from the people that are leasing those hangars now. So that was really the purpose. And it was really unlike, as Scott described, most RFPs, where you have a project, you have a budget and you have like a facility that you know you need to build. So there's a lot more specificity. And this was really in response to the commission saying, let's take a broader look here and see how these two parallel kinds of things might take place concurrently. And so that was really our charge, I think, to then invite proposals in to how to do that and to assess those and bring back to the commission what we thought was the recommendation. And then our recommendation said we really need to have a little more information to see if there was a way in which we might enter negotiations. So I just wanted to clarify that it is different than a lot of RFPs that the cities are used to. And it was in response to questions that came up in conjunction with an unsolicited proposal from the jetCenter that you all took a look at. So it was really trying to accommodate, as I think just use the term concurrently, those two situations. **Overcash:** Diane thank you and appreciate you making the distinction that it was a little different because I actually saw that process was very similar to my experience of 20 some years in giving RFP like and then say and what else. And what do you think about this? It was a great way to gain information from the market, but thank you for your comments, and your involvement with the PDSC it's greatly appreciated.

Theo Barker, Lear Earhart Association: "I'm a pilot owner and also a member of the Lear Earhart Association Group. We'd like to point out a couple of items. We've started working on T-Hangar replacement when I was about two and a half years ago. Okay. So that predates the jet center proposal by a significant amount. Number two, the sequence as shown in the flowchart, I believe the green box needs to be the first. You got to address how you're going to displace. Number three, it has been 14 years since the last hangars were built. Am I correct?" **Stooksbury:** I wouldn't know, I'm not in a t-hangar. **Ehle:** It was 2012. **Theo Barker Cont:** "2008 is when they were built. I moved in to them in 2009. Okay. Since then, we've had quite a few box hangars, but frankly, your vast population are t hangar tenant or owners or whatever. Right. So you've been overdue for a long time to address additional t-hangars. So it seems to me like there's a bit of a cart before the horse happening here. In addition to your displacement



problem, you have a significant pressure backlog of owner pilots who either need to get or will move into the area as soon as they can buy a t-hangar. And they're not going to buy the \$300,000 box hanger. They're not going to put their plane in with somebody else's. The cost of hangar rash is just too high. Thank you."

Adam Woodward, pilot: "The current RFPs have been focused on properties 60 to 100,000 square feet, which requires the significant infrastructure that many members have spoke of. I think the request from the pilots I know would be reduce the size of the square foot of the new RFPs to that of, you know, smaller four plex t- hangar associations or whatever that may be closer to, you know, 6,000 square foot for the RFPs instead of 60 to 100 to minimize the cost for individual developers.

Overcash: Okay. We're going back up to the commission for comment.

Stooksbury: Thank you, Jason. Could I ask for your help? Yeah, I love that picture. (pointing to aerial view image of the airport) Could you point to where the jetCenter is right now? And can you point to where the terminal is and is going to go? All right. So I really want everybody to consider that when you think about highest and best, you can't imagine anything better for what is being proposed. You know, if the RFP process was flawed or anything like that, I'm not making a comment on that. I am saying highest and best use. I think that box is checked. Now how we get there, you know that that could be up for discussion. All right. So that's number one. Number two is if we are going to handle the dislocation properly and correctly, I feel a lot of support for that. We just don't know how. I think that the discussion about the revenue numbers is a wash. And, you know, how do they afford it? What's the rent? What might be the fuel sales? Clearly, we're going to bring in larger jets, larger fuel sales. We're going to retain the local tenants, and they're going to continue to buy the same hopefully more fuel because they're not outstanding in that regard at least some of them, you know. So I think that that's also important for us to consider. And I think really we need to understand the timeframe for getting strategic about this. But we were kind of in a position where we've got to decide, are we going to continue to keep everything on hold or are we going to try to move forward in parallel? But with the commitment to move forward on both tracks and the strategic vision, we put out an RFP for t-hangar development. And just that, I think that if there were I think it's a fair question, why aren't there a ton of development proposals for that right now if the demand is there? I think we have to keep that a consideration as well.

Arndt: Just some things, I want to say thank you for the public comments and the PDSC comments and thanks for serving on that. It's very helpful to this Commission. I just can't get over the notion of two separate things, and one of them is the private sector coming in, and then we approve the private sector development. They're not saying it's a bad one and not saying anything about either of the proposals or anything that seems like one issue and both. It displaces the t-hangars. That seems like a public sector question because that's something that the government does that could have financial impact on the cities who own the airport. So so it just feels like two different votes to me. One, do we want to accept the bid from the jetCenter and have it go there with us or not? I don't know. The other one is of how the public sector investment whether into t-hangars that's a function of what the airport does. Right. So I can't vote yes on this motion because it's just so fundamentally different to me for



what we're voting on. And if I get to the these bullet points here and if I were to vote yes on the hangar development, which I'm a strong proponent of from the public sector point of view, because it's a public for the public, I would just need more details, like more financials, because if we have a shortfall, we need to go back to our cities and convince the council that they're going to be in to something, right? And I couldn't do that with voting yes on this without knowing what some of the costs for what some of the infrastructure costs for, how the infrastructure costs were handled before what Loveland gets in tax revenue and what Loveland pays back in O&M. Those are all just questions I would have before the airport goes into the development phase, which I encourage, which are supportive of. I just. And so since it's been proposed as a single motion my vote would be no, not that I want to hold up the jetCenter of the process. I just don't have enough information.

Overcash: It's not that this motion regarding site A period?

Ehle: Yeah

Overcash: That's what this motion is for. It's going to create in part of the process they're going to move in a parallel track and develop what to do about t-hangars. But the negotiation on leases is really focuses on site A.

Stooksbury: So if I understand the previous conversation, Steve check me on this, but these negotiations may or may not move forward based on the solution that's going to take a certain amount of time. Right? Then they're going to come back here for approval, in which case if we don't have a satisfactory answer and definition of a parallel track, which is your very valid concern, on what do we do on the dislocation. We can choose not to approve that lease as a condition when it's presented to us at a future meeting or that negotiated outcome, which assumes the lease agreement. Does that make sense?

Arndt: With the jetCenter?

Stooksbury: Yes. It's going to come back to us and if we haven't used that time correctly to get a relocation strategy in place. We're very specific, like what you just described. We can choose not to accept that lease as a Commission when it's presented to us at a future meeting.

Ehle: Would the Commission prefer we bring back a framework to work from or to just begin negotiations and return with that?

Commissioner Adams moved to direct staff to enter into exclusive negotiations with Fort Collins-Loveland jetCenter. The motion, seconded by Vice-Chair Fleming was amended. Commissioner DiMartino move to amend the motion, requiring airport staff provide periodic check-ins with the Commission on the negotiations, which legal counsel advised will need to be completed under executive session. The amended motion was seconded by Commissioner Burgener, and passed with two no votes from Commissioners Arndt and Burgener.

7. MPS LEASE EXTENSION

MPS Properties, LLC owns 20 T-hangars located east of the Airport-owned T-hangars. In August of 2019, the owners of MPS Properties met with Airport staff and expressed the desire for a long-term lease extension in order to form a condominium association to enable the sale of individual units. Airport staff



negotiated with MPS Properties for several months, but an agreement could not be reached.

MPS reached back out to Airport staff in August of 2021 to restart negotiations. After six months of communication and numerous offers and counter-offers, the two sides were able to reach an agreement in principle on a new 30-year lease. In February, the PDSC voted unanimously to recommend approval of the new lease agreement. If approved, this new lease agreement will set a precedent for extending other leases in the future, explaining the rationale behind the long period of lease negotiations.

Existing lease details:

- Typical 25-year lease with three 5-year extensions
- Initial term commenced in August of 1993 and final extension expires September of 2033
- Like many of the older leases, the leasehold area only covers the footprint of the building, 22,986 square feet
- Lease was assumed by MPS in 2014
- The current rent rate for the lease is \$0.19 per square foot annually, which amounts to \$4,319 of Airport revenue per year
 - This is less than half of the current rent rate of \$0.448 for comparable new leases.
- CPI escalation every 5 years
- **The lease has generated approximately \$92,680 (\$3,310 per year) in revenue for the Airport since 1993**

New lease details:

- 20-year lease with two 5-year extensions
 - Extends 18 years beyond the existing lease term set to expire in Sept, 2033
 - Initial term to commence May 2022 and final extension to expire in April of 2052 for a total of 30 years
- Expanded leasehold area of 58,112 square feet
 - Approximately 2.5 times the area of the existing leasehold
 - Increases the tenant's area of responsibility for maintaining the taxiways that support this structure
- Lease rates will escalate annually through 2033



- Rent increases incrementally by \$2,400 each year through 2033 bringing lease rates in line with current rates and fees
- The building is constructed with steel and is structurally sound and will be able to be utilized through the term for this purpose.
- The master plan identifies the current use of the airport property as the continued use for the foreseeable future
- CPI escalation changed from every five years to annually
- Although the Airport could let the current lease expire in 2033, assume ownership and directly rent the hangars, there are several benefits to granting a new lease agreement
 - The new lease will generate more revenue for the Airport than the existing lease
 - The condominium association will be able to sell the individual hangar units with a 30-year term.
 - Owners are more likely to invest in improvements than renters
 - Owners with many years left in their lease term are more likely to invest in improvements than those with less time remaining
 - The increased leasehold footprint means the tenant will assume the responsibility for pavement maintenance for the area that is used exclusively by the planes that are housed in the hangars
 - Grant funding to maintain and repair these kinds of pavements is no longer available

Public Comments: Adam Woodward, EAA: “I do support the airport renegotiating the city’s agreement against properties. However, it is a you know, the first of its kind from what I’ve been aware of any lease being renegotiated the reversion clause in the current lease is one of the biggest deterrents for investing a capital because of its after it’s 25 years plus the extensions if you get those is usually beyond the loan term that you can get for any kind of development like that. So is there any thought to amending the lease paperwork to have some kind of wording, something of that, like if the lease property is not in the master plan to be repurposed, general guidance from the council is to provide lease extensions to the property owner going forward. So what I’m asking for is a suggestion to review the lease, to take the same kind of course of action where you can get continuous extensions as opposed to getting the property taken back by



the airport. I mean, that's exactly what happened with MPS and I do agree with that, that that gives you the ability to maintain your capital, do the upgrades and maintain the property as desired by the airport. So my, my request is just to review the lease agreement to also include the, the terms that, you know, if your property is not in the master plan degree of your purpose, general guidance is to provide lease extensions to the property owner." **Buster Downey, Lear Earhart Association:** "Is that new pavement area that is now part of the lease, does the airport still do snow removal?" **Licon:** The Airport is not legally obligated to do any of the snow removal in the leased areas, this is completed by the Airport as a courtesy as it became an issue back in 2007 when there were multiple snow operators competing with each other for associations and privately owned units.

5:32 pm Commissioner DiMartino exited

Commissioner Arndt moved to approve the renegotiated lease. The motion, seconded by Commissioner Stooksbury carried with all the Commissioners present voting in favor thereof.

8. BUSINESS FROM None
MEMBERS

Adjournment: Meeting adjourned at 5:36 p.m.

Respectfully Submitted,



Vice-Chair, Tom Fleming

