

On **WEDNESDAY, MARCH 17, 2021**, the **GREATER ORLANDO AVIATION AUTHORITY** met in regular session in the Carl T. Langford Board Room of the Aviation Authority offices in the main terminal building at the Orlando International Airport (OIA), One Jeff Fuqua Boulevard, Orlando, Florida. Chairman Good called the meeting to order at 2:00 p.m. The meeting was posted in accordance with Florida Statutes and a quorum was present. *[Live Streaming from Orlando, FL]*

Authority members present,

M. Carson Good, Chairman
Ralph Martinez, Vice Chairman
Mayor Jerry Demings, Treasurer
Mayor Buddy Dyer
Craig Mateer
Dr. John L. Evans, Jr.

Also present,

Phillip N. Brown, Chief Executive Officer and Secretary
Kathleen Sharman, Chief Financial Officer
Yovannie Rodriguez, Chief Administrative Officer
Thomas W. Draper, Chief of Operations
Carolyn Fennell, Senior Director of Public Affairs
Davin Ruohomaki, Senior Director of Construction and Engineering
Bradley Friel, Director of Planning and Commercial Development
David M. Patterson, Director of Construction
Gary Hunt, Director of Maintenance
Pete Pelletier, Director of Information Technology
Dan Gerber, Interim General Counsel
Larissa Bou, Manager of Board Services and Assistant Secretary

For individuals who conduct lobbying activities with Aviation Authority employees or Board members, registration with the Aviation Authority is required each year prior to conducting any lobbying activities. A statement of expenditures incurred in connection with those lobbying instances should also be filed prior to April 1 of each year for the preceding year. Lobbying any Aviation Authority Staff who are members of any committee responsible for ranking Proposals, Letters of Interest, Statements of Qualifications or Bids and thereafter forwarding those recommendations to the Board and/or Board Members is prohibited from the time that a Request for Proposals, Request for Letters of Interests, Request for Qualifications or Request for Bids is released to the time that the Board makes an award. Lobbyists are now required to sign-in at the Aviation Authority offices prior to any meetings with Staff or Board members. In the event a lobbyist meets with or otherwise communicates with Staff or a Board member at a location other than the Aviation Authority offices, the lobbyist shall file a Notice of Lobbying (Form 4) detailing each instance of lobbying to the Aviation Authority within 7 calendar days of such lobbying. Lobbyists will also provide a notice to the Aviation Authority when meeting with the Mayor of the City of Orlando or the Mayor of Orange County at their offices. The policy, forms, and instructions are available in the Aviation Authority's offices and the web site. Please contact the Chief Administrative Officer with questions at (407) 825-7105.

WELCOME

Chairman Good welcomed and introduced Mr. Mateer and Dr. Evans, newly appointed board members. He expressed his excitement in working with both gentlemen, who have been key members of our community.

Both Mr. Mateer and Dr. Evans thanked Chairman Good for his words, and expressed their pleasure to be part of the Aviation Authority Board.

Dr. Evans left the meeting at 3:05 p.m.; returning at 3:06 p.m.

CHAIRMAN'S OPENING REMARKS

Chairman Good stated that due to the COVID-19 pandemic, and our ongoing focus on safety, the Greater Orlando Aviation Authority (Aviation Authority) will be following the Centers for Disease Control (CDC) guidelines regarding events and gatherings. Seating will be limited to the seats available, and attendance is on a first-come, first-served basis. Face coverings are required and temperature checks will be conducted before entering the Aviation Authority Offices.

Individuals who wish to speak at the Board meeting on an item being considered on the agenda will be asked to fill out a speaker request card. Speakers that do not have inside seating will be asked to wait outside the Aviation Authority offices until their name is called. Once done with their comments, they must promptly leave the Board Room.

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Before proceeding with business, Mr. Gerber asked the Board to report any conflicts of interest or violations of the Aviation Authority's Code of Ethics and Business Conduct; lobbying activities policy; or the Florida Sunshine Law with regard to any agenda item. None were expressed by any Board member.

APPROVAL OF MINUTES

1. Upon motion by Vice Chair Martinez, second by Mayor Demings, vote carried to accept the minutes from February 2 and February 17, 2021, minutes as written.

RECOGNIZING YEARS OF SERVICE

2. Mr. Brown recognized Mr. Jose Garced, Supervisor of Plumbing with the Maintenance Department and Mr. Brad Friel, Director of Planning and Development, for 20 years of service. He also recognized Ms. Brenda Bishop, Deputy Fire Chief with Aircraft Rescue and Fire Fighting (ARFF) Department, for 25 years of service. Mr. Brown personally thanked them for their hard work to help support the Aviation Authority.

CONSENT AGENDA

3. Upon motion by Mayor Demings, second by Mayor Dyer, vote carried to adopt a resolution as follows: It is hereby resolved by the Greater Orlando Aviation Authority Board that the following Consent Agenda items are approved, accepted, and adopted and execution of all necessary documents is authorized by the Aviation Authority's Officers or Chief Executive Officer:

A. accept for filing the following minutes: December 14, 2020, January 11, January 25, and February 8, 2021, Concessions/ Procurement Committee; November 3, 2020, Ad Hoc Committee PS-643; July 21, July 28, August 4, August 11 and August 25, September 1, September 8, 2020, January 19, January 26, February 9, February 16 and February 23, 2021, Construction Committee; January 5, January 12 and February 2, 2021, Construction Finance Oversight Committee; May 16, September 19, and October 10, 2018, January 16, 2020, Commercial Properties Development Committee; November 24, 2020 and January 26, 2021, Design Review Committee; February 17, March 16, April 20, July 21, September 21, November 16 and December 14, 2016, February 15, April 19 and June 21, 2017, November 11, 2020 and February 2, 2021, Finance Committee; June, 25, 2019, GOAA Foundation; March 31, April 29, June 23, July 7, July 21, October 22, November 18, December 2, December 22, 2020, and January 5, January 19, February 2, February 16, and February 24, 2021, Professional Services Committee; November 13, 2019 and January 15, 2020, Transition Committee; August 11, 2014, May 11 and August 16, 2015, March 29, April 5, April 15, May 12, June 9, August 15, October 13, December 2, December 21, and December 28, 2016 Capital Management Committee; February 18, 2021, TEFRA Meeting;

B. accept the recommendation of the Construction Committee to: (1) approve Amendment No. 6 to Addendum No. 2 to the Construction Management at Risk (CM@R) Entity Services for the South Terminal C, Phase 1, Agreement with Hensel Phelps Construction for BP No. S00127, South Terminal C, Phase 1 - Mass Clearing, Grubbing and Expansion of Lake Gillooly (GMP No. 2-S) at the Orlando International Airport, for a total negotiated deductive GMP Amendment amount of (\$429,634.86), which includes a deductive amount of (\$0.20) for Direct Cost of Work, a deductive amount of (\$0.14) for DCOW - General Requirements, a deductive amount of (\$166,243) for Insurance, a deductive amount of (\$230,116.50) for CM@R Contingency, a deductive amount of (\$3,307.53) for Owner Contingency, a deductive amount of (\$5,863.67) for Performance and Payment Bonds, and a deductive amount of (\$24,103.82) for the CM@R's Fee (6.031%), resulting in a revised total GMP amount of \$34,465,673.14, with funding credited to Passenger Facility Charges to the extent eligible, Customer Facility Charges to the extent eligible, and General Airport Revenue Bonds and (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel **[FILED DOCUMENTARY NO. 101002]**;

C. accept the recommendation of the Construction Committee to: (1) approve Amendment No. 6 to Addendum No. 14 to the Construction Management at Risk (CM@R) Entity Services for South Terminal C, Phase 1, Agreement with Hensel Phelps Construction, for BP No. S00145, South Terminal C, Phase 1, Airside Terminal Early Interiors (GMP No. 6-S.3) at the Orlando International Airport, for a total negotiated GMP Amendment amount of \$300,486 which includes a deductive amount of (\$750,000) for CM@R Contingency, and \$1,031,525 for Owner Contingency, \$1,982 for Performance and Payment Bonds, and \$16,979 for CM@R's Fee (6.031%), resulting in a revised GMP amount of \$43,475,548, with funding from General Airport Revenue Bonds and (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel **[FILED DOCUMENTARY NO. 101003]**;

D. accept the recommendation of the Construction Committee to: (1) approve Amendment No. 2 to Addendum No. 24 to the Construction Management at Risk (CM@R) Entity Services for South Terminal C, Phase 1, Agreement with Turner-Kiewit Joint Venture for BP No. S00148, South Terminal C, Phase 1, Landside Terminal Finishes (GMP No. 7-S.2), for a

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total negotiated deductive GMP amendment amount of (\$499,319), which includes a deductive amount of (\$100,000) to Allowances, a deductive amount of (\$686,699) to CM@R Contingency, \$311,228 to Owner Contingency, a deductive amount of (\$3,671) to Performance and Payment Bonds, and a deductive amount of (\$20,177) to the CM@R's fee (4.211%), resulting in a revised total GMP amount of \$88,832,091, with funding credited to Passenger Facility Charges to the extent eligible, and General Airport Revenue Bonds and (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel **[FILED DOCUMENTARY NO. 101004]**;

E. accept the recommendation of the Construction Committee to: (1) approve Change Order No. E-00239-05 in the deductive amount of (\$355.91), and a 214 calendar day time extension to Substantial Completion and 14 calendar days to Final Completion, with funding as outlined in Attachment A and (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the change order(s) following satisfactory review by legal counsel;

F. accept the recommendation of the Construction Committee to: (1) approve a No-Cost Addendum to the Continuing Environmental Engineering Consulting Services Agreement with AECOM Technical Services, Inc. to exercise the first one-year renewal option and extend the Agreement to June 22, 2022; (2) approve a No-Cost Addendum to the Continuing Environmental Engineering Consulting Services Agreement with MSE Group, LLC to exercise the first one-year renewal option and extend the Agreement to June 15, 2022; (3) approve a No-Cost Addendum to the Continuing Environmental Engineering Consulting Services Agreement with Professional Service Industries, Inc. to exercise the first one-year renewal option and extend the Agreement to June 22, 2022; (4) approve a No-Cost Addendum to the Continuing Environmental Engineering Consulting Services Agreement with Terracon Consultants, Inc. to exercise the first one-year renewal option and extend the Agreement to August 3, 2022; and, (5) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel **[FILED DOCUMENTARY NO. 101005-101008]**;

G. accept the recommendation of the Construction Committee to: (1) approve the update of the CBP Allowance with the detailed list of CBP FF&E Items to begin the procurement process in support of Owner-Procured FF&E and IT Items for South Terminal C, Phase 1 and Phase 1 Expansion, at the Orlando International Airport and (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel **[FILED DOCUMENTARY NO. 101009]**;

H. accept the recommendation of the Construction Committee to (1) approve the IT Detailed Line Item Estimates and Procurement Plan for the CBP Portion of the Changing Regulatory Requirements Program for W-S00145, Owner-Procured FF&E and IT Items (CBP) for South Terminal C, Phase 1 and Phase 1 Expansion, at the Orlando International Airport and (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel **[FILED DOCUMENTARY NO. 101010]**;

I. accept the recommendation of the Construction Committee to: (1) approve the IT Detailed Line Item Estimates and Procurement Plan for the TSA and OPD, funded by the Changing Regulatory Requirements Program, to be included in the Owner-Procured FF&E and IT Items for South Terminal C, Phase 1 and Phase 1 Expansion, at the Orlando International Airport and (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel **[FILED DOCUMENTARY NO. 101011]**;

J. accept the recommendation of the Construction Finance Oversight Committee to: (1) authorize funding transfer for Next Generation Fire Computer-Aided Dispatch (CAD) Upgrade in the amount of \$144,008, with funding as outlined in Attachment A (copy on file); (2) authorize funding transfer for U.S. Customs and Border Protection (CBP) Information Technology (IT) Infrastructure Upgrade in the amount of \$221,978, with funding as outlined in the Attachment A; (3) authorize funding transfer for Project H-00339, Airfield Pavement and Lighting Restoration from Fuel Spill Damages and ZC-313, Norwegian Jet Fuel Spill 2019, in the amounts of \$500,000 and \$135,184, respectively, with funding as outlined in the Attachment A; (4) authorize funding transfer for Project H-S00024, Jeff Fuqua Boulevard Over Automated People Mover, Brightline, and Future Rail Repairs in the amount of \$570,300, with funding as outlined in Attachment A; (5) authorize funding transfer for Project V-00867, Centerfield Aircraft Rescue and Fire Fighting Administration Building in the amount of \$12,500, with funding as outlined in Attachment A; and, (6) request Orlando City Council concurrence for these non-budgeted expenditures;

K. accept the recommendation to approve Fiscal Year 2021 Rates and Charges for Orlando Executive Airport;

L. accept the recommendation to: (1) approve Mixing Zone Property Access License Agreement and (2) authorize an Aviation Authority Officer or the Chief Executive Officer execute the necessary documents, subject to satisfactory review by legal counsel **[FILED DOCUMENTARY NO. 101012]**;

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M. accept the recommendation to: (1) approve Amendment No. 3 to the Airside 1 LDB Concession Agreement with Perez of Florida, Inc., to reduce Perez's Contract Bond or Letter of Credit from one hundred percent (100%) to fifty percent (50%) of its MACF and (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents, following satisfactory review by legal counsel;

N. accept the recommendation to: (1) approve Amendment No. 4 to the Luggage Cart Concession Agreement at Orlando International Airport with Smarte Carte, Inc. and (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel [**FILED DOCUMENTARY NO. 101013**];

O. accept the recommendation to: (1) approve a Memorandum of Agreement with U.S. Customs and Border Protection for Information Technology Infrastructure upgrade at Orlando International Airport; (2) authorize funding in the amount of \$221,977.60 for the upgrade from Capital Expenditure Fund and funding for the annual circuit and maintenance cost in the amount of \$32,305.60 from the Operations and Maintenance Fund; (3) request concurrence from the City Council for the unbudgeted expenditure of \$221,977.60; and (4) authorize the Chief Executive Officer to execute the necessary documents, following satisfactory review by legal counsel [**FILED DOCUMENTARY NO. 101014**];

P. accept the recommendation to: (1) adopt the Resolution (copy on file) approving a plan of finance and the potential issuance of not-to-exceed \$550,000,000 in aggregate par amount of debt (in addition to prior approvals) to fund a portion of the costs related to projects in the Capital Improvement Program; (2) express the Aviation Authority's official intent to reimburse expenditures from proceeds of such debt; and (3) request the Orlando City Council to approve the Resolution [**FILED DOCUMENTARY NO. 101015**];

Q. accept the recommendation to: (1) establish the position of Chief of Operations under Organizational Policy, Section 110.05 in salary grade Level E3 and (2) accept the Chief Executive Officer's recommendation to reclassify Thomas Draper as Chief of Operations effective immediately; and

R. accept the recommendation to approve the Litigation Settlement with Melbourne Airport Authority (MAA) and authorize the Chief Executive Officer to execute the Consent and License Agreement (CALA) [**FILED DOCUMENTARY NO. 101016**].

PROCUREMENTS

4. Mr. Brown indicated that these items are for information only and there is no action needed. He asked if any of the Board members had questions regarding any of the items. No questions were posed. Mr. Brown clarified that these items are included on the agenda in order to alert Board members of procurements that will be soon advertised, in case that any member is approached during the "no contact" period established under the Aviation Authority's Lobbying Policy.

Before moving on to the Chief Executive Officer's Report, Mr. Brown recognized Ms. Carolynn Fennell, Senior Director of Public Affairs and Community Relations, who was named *2021 Woman of the Year* by ONYX Magazine as part of its *Women on the Move* virtual award celebration, which honors Florida's most influential and impactful black women. Congratulations Ms. Fennell!

CHIEF EXECUTIVE OFFICER'S (CEO) REPORT

5. Mr. Brown indicated that a copy of the report was sent to each board member prior the meeting.

In summary, using visual aids (copy on file), Mr. Brown communicated that the report includes flight activity, which shows some increase, although it has been gradual. The report also included some graphics provided by the Marketing Department and Operations Department, which offered details about passenger traffic at the Orlando International Airport (MCO). Mr. Brown made a point to mention that in February, MCO was the busiest airport for departing passengers going through the checkpoint. This does not take into account passengers with connecting flights.

Mr. Brown stated that the report also includes information and pictures of an event in which Mayor Dyer participated for the City of Orlando's bike path addition. Mayor Dyer communicated that March is Florida's Bicycle Month and he had the opportunity to celebrate the opening of the connection between Cady Way Trail and the Lake Underhill Path. This is part of the Downtown Loop that will provide great access to pedestrians and cyclists throughout the downtown Orlando area. This will be completed in 2024.

Lastly, Mr. Brown acknowledged that on March 13, Hawaiian Airlines' inaugural flight departed from MCO to Honolulu with 250 passengers. Ms. Tanya Wilder was in attendance representing Mayor Dyer and Ms. Roseanne Harrington was also present representing Mayor Demings. MCO is pleased to be able to offer this service.

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Proceeding with the order of the meeting, Chairman Good asked Mr. Brown to continue with the New Business Items. Mr. Brown indicated that due to new state Statutes, the Aviation Authority is now required to make a presentation for any item over \$325,000. Therefore, there are 24 New Business Items on the agenda.

Mr. Brown then introduced Mr. Davin Ruohomaki, Senior Director of Construction and Engineering, who presented New Business Items A through F. He reminded the Board that each item must be considered and voted on separately.

Mr. Ruohomaki presented New Business Items A through F together, as all pertain to the Construction Management at Risk Entity Service for the South Terminal Complex.

RECOMMENDATION OF THE CONSTRUCTION COMMITTEE TO APPROVE ADDENDA TO THE CONSTRUCTION MANAGEMENT AT RISK (CM@R) ENTITY SERVICES FOR THE SOUTH TERMINAL COMPLEX (STC) - NEW BUSINESS ITEMS A THROUGH F

6. Mr. Ruohomaki began his presentation by providing a high-level overview of the STC Program, Phase 1, and Phase 1 Expansion (deferred due to COVID-19). He indicated that New Business Items A through F pertain to Construction Management at Risk (CM@R) Entity Services Agreements with Turner-Kiewit Joint Venture and with Hensel Phelps Construction for the STC.

When discussing the items. Mr. Ruohomaki referred to the monthly construction report that is provided to the board electronically, and the memoranda included on the agenda (copy of both the report and memoranda are on file).

Mr. Ruohomaki briefly explained the GMP methodology, and made a point to mention that his team is tracking 49 GMPs, of which 19 have been closed.

New Business Item A: BP-S00143, Airside Terminal, Structure and Enclosure (GMP No. 6-S.1): Amendment No. 10 to Addendum No. 8 will decrease the Unbought Scope, Allowance, and CM@R Contingency and increase the Owner Contingency to fund added costs associated with design bulletins, including but not limited to Airside Concourse costs, and contingency requests.

The proposed GMP Amendment for BP-S00143 does not have any impact on the small business participation for Construction Services.

The fiscal impact is \$2,121,532.19. Funding is Passenger Facility Charges to the extent eligible, Aviation Authority Funds, and General Airport Revenue Bonds.

It was respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Construction Committee to: (1) approve Amendment No. 9 to Addendum No. 8 to the Construction Management at Risk (CM@R) Entity Services for South Terminal C, Phase 1, Agreement with Hensel Phelps Construction for BP No. S00143, South Terminal C, Phase 1, Airside Terminal, Structure and Enclosure (GMP No. 6-S.1) at the Orlando International Airport, for a total negotiated GMP Amendment amount of \$2,121,532.19, which includes a deductive amount of (\$98,371) for Unbought Scope, a deductive amount of (\$495,000) for Allowance, a deductive amount of (\$125,000) for CM@R Contingency, \$2,696,031.09 for Owner Contingency, \$13,996.32 for Performance and Payment Bonds, and \$119,875.78 for the CM@R's Fee (6.031%), resulting in a revised GMP amount of \$177,026,061.80, with funding from Passenger Facility Charges to the extent eligible, Aviation Authority Funds, and General Airport Revenue Bonds and (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

Motion taken at the end of 6

New Business Item B: BP-S00144, Airside Terminal Enclosures and Exterior Finishes (GMP No. 6-S.2) - Amendment No. 10 to Addendum No. 13 will increase the Owner Contingency to fund added costs resulting from design bulletins and contingency requests, and reduces the Unbought Scope, Allowance and CM@R Contingency to provide funding for other elements of the South Terminal C Program.

The proposed GMP Amendment for BP-S00144 does not have any impact on the small business participation for Construction Services.

The fiscal impact is \$943,396. Funding is from Passenger Facility Charges to the extent eligible and General Airport Revenue Bonds

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It was respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Construction Committee to: (1) approve Amendment No. 10 to Addendum No. 13 to the Construction Management at Risk (CM@R) Entity Services for South Terminal C, Phase 1, Agreement with Hensel Phelps Construction, for BP No. S00144, South Terminal C, Phase 1, Airside Terminal Enclosures and Exterior Finishes (GMP No. 6-S.2) at the Orlando International Airport, for a total negotiated GMP Amendment amount of \$943,396, which includes a deductive amount of (\$80,679) for Unbought Scope, a deductive amount of (\$678,000) for Allowances, a deductive amount of (\$325,000) for CM@R Contingency, \$1,967,545 for Owner Contingency, \$6,224 for Performance and Payment Bond, and \$53,506 for the CM@R's Fee (6.031%), resulting in a revised GMP amount of \$124,764,687, with funding from Passenger Facility Charges to the extent eligible and General Airport Revenue Bonds and (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

Motion taken at the end of 6

New Business Item C: BP-S00168, Airside Terminal Interiors, Finishes and Specialties (GMP No. 6-S.4) - Amendment No. 10 to Addendum No. 16 reallocates the CM@R Contingency and increases Owner Contingency to provide funding for design bulletins and contingency requests for the South Terminal C Program.

The proposed GMP Amendment to BP-S00168 does not have any impact on the small business participation for Construction Services.

The fiscal impact is \$2,223,127. Funding is from Passenger Facility Charges to the extent eligible and General Airport Revenue Bonds.

It was respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Construction Committee to: (1) approve Amendment No. 10 to Addendum No. 16 to the Construction Management at Risk (CM@R) Entity Services for South Terminal C, Phase 1, Agreement with Hensel Phelps Construction, for BP No. S00168, South Terminal C, Phase 1, Airside Terminal Interiors, Finishes and Specialties (GMP No. 6-S.4) at the Orlando International Airport, for a total negotiated GMP Amendment amount of \$2,223,127, which includes a deductive amount of (\$75,000) for CM@R Contingency, \$2,157,843 for Owner Contingency, \$14,667 for Performance and Payment Bond, and \$125,617 for the CM@R's Fee (6.031%), resulting in a revised GMP amount of \$62,165,539, with funding from Passenger Facility Charges to the extent eligible and General Airport Revenue Bonds and (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

Motion taken at the end of 6

New Business Item D: BP-S00147, Phase 1 Landside Terminal, Remaining Structure and Systems (GMP No. 7-S.1) - Amendment No. 3 to Addendum No. 19 increases Owner Contingency to fund pending and anticipated contingency requests.

The proposed GMP Amendment for BP-S00147 does not have any impact on the small business participation for Construction Services.

The fiscal impact is \$1,893,699. Funding is from Passenger Facility Charges to the extent eligible and General Airport Revenue Bonds.

It was respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Construction Committee to: (1) approve Amendment No. 3 to Addendum No. 19 to the Construction Management at Risk (CM@R) Entity Services for South Terminal C, Phase 1, Agreement with Turner-Kiewit Joint Venture for BP No. S00147, South Terminal C, Phase 1 Landside Terminal, Remaining Structure and Systems (GMP No. 7-S.1), for a total negotiated GMP amendment amount of \$1,893,699, which includes a deductive amount of (\$15,000) for Unbought Scope, a deductive amount of (\$969,912) for CM@R Contingency, \$2,788,169 for Owner Contingency, \$13,920 for Performance and Payment Bonds, and \$76,522 for the CM@R's fee (4.211%), resulting in a revised total GMP amount of \$177,393,137, with funding from Passenger Facility Charges to the extent eligible and General Airport Revenue Bonds and (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

Motion taken at the end of 6

New Business Item E: BP-S00173, Landside Terminal Mechanical/ Electrical/Plumbing (MEP) Systems - Florida Department of Transportation (FDOT) (GMP No. 7-S.3) - Amendment No. 4 to Addendum No. 20 reallocates CM@R and increases Owner Contingency to fund pending and anticipated contingency requests.

The proposed GMP Amendment for BP-S00173 does not have any impact on the small business participation for Construction Services.

The fiscal impact is \$1,523,572. Funding is from FDOT Grants to the extent eligible, Passenger Facility Charges to the extent eligible, and General Airport Revenue Bonds.

It was respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Construction Committee to: (1) approve Amendment No. 4 to Addendum No. 20 to the Construction Management at Risk (CM@R) Entity Services for South Terminal C, Phase 1, Agreement with Turner-Kiewit Joint Venture for BP No. S00173, South Terminal C, Phase 1, Landside Terminal Mechanical/Electrical/Plumbing (MEP) Systems - FDOT (GMP No. 7-S.3), for a total negotiated GMP Amendment amount of \$1,523,572, which includes a deductive amount of (\$780,723) for CM@R Contingency, \$2,231,530 for Owner Contingency, \$11,200 for Performance and Payment Bonds, and \$61,565 for the CM@R's fee (4.211%), resulting in a revised GMP amount of \$132,602,712, with funding from FDOT Grants to the extent eligible, Passenger Facility Charges to the extent eligible, and General Airport Revenue Bonds and (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

Motion taken at the end of 6

New Business Item F: BP-S00192, Landside Civil (LSC) Roadway Overhead Signage (GMP No. 5-S.7) - Amendment No. 30 reallocates CM@R and increases Owner Contingency to fund pending and anticipated contingency requests.

The scope of BP-S00192 will furnish and install all traffic signs, supporting utilities, and structural elements for roadways serving the Landside Terminal, Airside Terminal, Parking Garage, and the South Automated People Mover (APM) Complex at the Orlando International Airport. This scope includes, but is not limited to, structure, signage, electrical, low voltage, and associated civil work.

Due to the funding source of GMP No. 5-S.7, Turner-Kiewit Joint Venture proposes 15% Disadvantaged Business Enterprise (DBE) participation for Construction Services in lieu of Minority and Women Business Enterprise (MWBE) and Local Developing Business (LDB) or Veteran Business Enterprise (VBE) participation goals. As such, Turner-Kiewit Joint Venture's committed MWBE and LDB participation for Construction Services goals are not affected by this award. Turner-Kiewit Joint Venture is committed to achieving 24% DBE participation on this GMP for Construction Services.

The fiscal impact is \$3,066,530. Funding is from Florida Department of Transportation (FDOT) Grants to the extent eligible and General Airport Revenue Bonds.

It was respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Construction Committee to: (1) approve Addendum No. 30 to the Construction Management at Risk (CM@R) Entity Services for South Terminal C, Phase 1, Agreement with Turner-Kiewit Joint Venture, for BP No. S00192, South Terminal C, Phase 1, Landside Civil (LSC) Roadway Overhead Signage (Guaranteed Maximum Price (GMP) No. 5-S.7) at the Orlando International Airport, for a total negotiated GMP amount of \$3,066,530, which includes \$2,100,698 for Direct Cost of Work, \$208,650 for General Conditions, \$407,000 for Allowances, \$135,817 for CM@R Contingency, \$67,909 for Owner Contingency, \$22,542 for Performance and Payment Bonds, and a CM@R's Fee amount of \$123,914 (4.211%), with funding from FDOT Grants to the extent eligible and General Airport Revenue Bonds and (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

Chairman Good asked if there were any comments or questions regarding any of the items. There was no response to his inquiry.

Upon motion by Mayor Dyer, second by Vice Chair Martinez, vote carried to approve the recommendation for New Business Item A, as presented **[FILED DOCUMENTARY NO. 101018]**.

Upon motion by Vice Chair Martinez, second by Mayor Dyer, vote carried to approve the recommendation for New Business Item B, as presented **[FILED DOCUMENTARY NO. 101019]**.

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Upon motion by Vice Chair Martinez, second by Mayor Dyer, vote carried to approve the recommendation for New Business Item C, as presented [**FILED DOCUMENTARY NO. 101020**].

Upon motion by Mayor Dyer, second by Mr. Mateer, vote carried to approve the recommendation for New Business Item D, as presented [**FILED DOCUMENTARY NO. 101021**].

Upon motion by Mayor Dyer, second by Mr. Mateer, vote carried to approve the recommendation for New Business Item E, as presented [**FILED DOCUMENTARY NO. 101022**].

Upon motion by Mayor Dyer, second by Vice Chair Martinez, vote carried to approve the recommendation for New Business Item F, as presented [**FILED DOCUMENTARY NO. 101023**].

Mr. Brown respectfully requested Board members to raise their hands when moving or seconding a motion, as the face masks make it difficult to capture who is speaking.

Before continuing, Mr. Brown explained that the DBE Program that Mr. Ruohomaki referred to is a federal program that the state of Florida uses on funded programs. The Aviation Authority must follow the program for any direct funding received for the Aviation Improvement Program (AIP).

Mr. Brown introduced Mr. Pete Pelletier, Director of Information Technology, who presented New Business Items G, H, I, J, and K.

RECOMMENDATION OF THE CONSTRUCTION COMMITTEE TO APPROVE A JOB ORDER CONSTRUCTION SERVICES ADDENDUM TO THE CONTINUING LOW VOLTAGE CONSTRUCTION SERVICES AGREEMENT WITH PRECISION CONTRACTING SERVICES, INC. FOR PROJECT L-S00007, PASSIVE OPTICAL NETWORK (PON) INSTALLATION AND INTEGRATION SERVICES, AT THE ORLANDO INTERNATIONAL AIRPORT (NEW BUSINESS ITEM G)

7. Mr. Pelletier stated that in 2019, seven firms providing Continuing Low Voltage Construction Services for the Aviation Authority were selected through a competitive award process. On July 17, 2019, the Aviation Authority Board approved a Low Voltage Construction Agreement with the seven firms listed in the memorandum (copy on file).

Mr. Pelletier explained that a Passive Optical Local Area Network (PON) is a fiber-optic telecommunications technology for delivering broadband network access to end-customers. The PON architecture implements a point-to-multipoint topology, in which a single optical fiber serves multiple endpoints by using unpowered (passive) fiber optic splitters to divide the fiber bandwidth among multiple access points. PONs are often referred to as the "last mile" between an Internet Service Provider (ISP) and its customers.

The Aviation Authority intends to engage a PON equipment manufacturer for the new South Terminal C (STC) at the Orlando International Airport (MCO).

On July 15, 2020, the Aviation Authority Board approved the selection of Tellabs Enterprise, Inc. (Tellabs) as the PON equipment manufacturer for the STC at MCO.

Project L-S00007 will consist of the installation and integration services to deliver a complete and fully operational owner-furnished PON system into the STC. The work was directly negotiated with Precision Contracting Services (PCS), Inc. because PCS is a certified installer/integrator of Tellabs' PON system, and is the only continuing low voltage contractor with these in-house capabilities.

Mr. Pelletier indicated that the construction is scheduled to start in March 2021 and be completed in February 2022.

PCS proposed a total direct-negotiated amount of \$544,574 for construction services for L-S00007. PCS's pricing has been reviewed and determined to be reasonable, and the scope has been verified.

On March 2, 2021, the Construction Committee recommended approval of a Job Order Construction Services Addendum to the Continuing Low Voltage Construction Services Agreement with PCS for L-S00007, Passive Optical Network (PON) Installation and Integration Services.

The Aviation Authority has reviewed the proposal from Precision Contracting Services, Inc., and determined that, due to the limited scope of the required services, PCS does not propose any small business participation on this addendum.

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The fiscal impact is \$544,574 with funding from General Airport Revenue Bonds.

It was respectfully requested that the Aviation Authority Board resolve to (1) accept the recommendation of the Construction Committee and approve a Job Order Construction Services Addendum to the Continuing Low Voltage Construction Services Agreement with Precision Contracting Services, Inc. for L-S00007, Passive Optical Network (PON) Installation and Integration Services, at the Orlando International Airport, for the total direct-negotiated amount of \$544,574, with funding from General Airport Revenue Bonds and (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

Chairman Good asked if there were any comments or questions regarding this item. There was no response to his inquiry.

Upon motion by Mayor Dyer, second by Vice Chair Martinez, vote carried to approve the recommendation for New Business Item G, as presented [**FILED DOCUMENTARY NO. 101024**].

RECOMMENDATION OF THE PROFESSIONAL SERVICES COMMITTEE FOR PROJECT W-00421, HIGH DEFINITION VIDEO DISPLAY MANUFACTURER, AT THE ORLANDO INTERNATIONAL AIRPORT (NEW BUSINESS ITEM H)

8. Mr. Pelletier stated that on August 30, and September 2, 2020, a notice was publicly advertised requesting Statements of Qualifications (SOQ) for the supply of high definition video display equipment to the Aviation Authority at the Orlando International Airport (MCO), Orlando Executive Airport (ORL), and other facilities operated by the Aviation Authority. The scope of work includes, but is not limited to, furnishing equipment, software, warranties, future software upgrades, technical support, and guaranteed equipment pricing for a period of years for high definition video display equipment.

Project W-00421 is the initial procurement of the high definition video display equipment manufacturer for the new South Terminal C (STC) at MCO. The Aviation Authority intends to contract directly with the selected high definition video display equipment manufacturer, who will partner with a distribution partner for the equipment purchase, configuration and integration.

As further detailed in the Request for SOQs, the Aviation Authority, through its "Best Value" procurement, seeks to partner with the Proposer that can most advantageously provide comprehensive high definition video display equipment services to the Aviation Authority. This multi-step procurement allowed the Aviation Authority, through its Professional Services Committee (PSC), to recommend a final award to the Proposer whose Proposal is most advantageous to the Aviation Authority, based upon the submission of a Qualifications Proposal, Product Capabilities Demonstration, and a Price Proposal, plus any additional information deemed necessary or advantageous by the PSC.

By October 1, 2020, four firms responded to the Aviation Authority's advertisement for the above-referenced services as follows, in alphabetical order:

- Audio Visual Innovations, Inc.
- Infax, Inc.
- Sharp NEC Display Solutions of America (*formerly known as NEC Display Solutions of America, Inc.*)
- TSITouch, Inc.

Mr. Pelletier indicated that on October 23, 2020, Amendment No. 1 was issued asking for each Proposer to state whether it is officially endorsed by a manufacturer. If so, then it should represent that specific manufacturer in this procurement. Additionally, a Proposer that is a manufacturer and intends to utilize a distribution partner, should identify the partner it will be teaming with to enter into a contract with the Aviation Authority for the delivery of a product.

Continuing, Mr. Pelletier informed the Board that Sharp NEC Display Solutions of America submitted an amended SOQ clearly identifying SITA as its distribution partner. TSITouch, Inc. also submitted an amended SOQ with an endorsing letter from the manufacturer, LG Electronics, which recognized TSITouch, Inc. as the selected distribution partner to offer and represent LG Electronics products. No additional amended SOQs were received.

On December 2, 2020, the PSC met to consider the SOQs and based upon the SOQs, staff evaluations, and past performance on related projects, recommended that the following

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Proposers be shortlisted for further consideration (in alphabetical order):

- Sharp NEC Display Solutions of America
- TSItouch, Inc.

Between February 1, 2021, and February 12, 2021, Product Capabilities Demonstrations were held at the Synect Media Facility, Orlando, FL. Each of the Proposers was invited to demonstrate their product capabilities in accordance with a pre-defined demonstration script.

On February 24, 2021, the PSC met to consider the shortlisted firms. Each of the shortlisted firms was interviewed and evaluated by the PSC based on the criteria detailed in the memorandum.

Before opening the Price Proposals, the PSC first evaluated and ranked the first two categories. After the interviews and thorough deliberations, the PSC ranked the Qualifications and Product/Capabilities, in accordance with the procurement documents, as follows (in alphabetical order):

Proposer	Qualifications Ranking	Product/ Capabilities Ranking	Combined Rank	Weighted Combined Rank
Sharp NEC Display Solutions	1	1	2	0.6
TSItouch, Inc.	2	2	4	1.2
Weight	20%	40%		

Per the procurement documents, the price proposals from each of the two Proposers included three Sections: Equipment/Materials, Maintenance and Support, and Training. Both price proposals were read, as follows (in alphabetical order):

Proposer	Equipment/ Materials	Maintenance and Support	Training	Total
Sharp NEC Display Solutions	\$3,095,739.54	\$389,845.14	\$2,933.33	\$3,488,518.01
TSItouch, Inc.	\$2,580,941.00	\$144,001.00	\$0.00	\$2,724,942.00

The total price proposals and applicable ranking are as follows (in alphabetical order):

Proposer	Price Proposal Amount	Rank	Weighted Rank
Sharp NEC Display Solutions	\$3,488,518.01	2	0.8
TSItouch, Inc.	\$2,724,942.00	1	0.4
Weight			40%

There were no Small Business participation requirements for this procurement.

The combined rankings for Qualifications, Product/Capabilities and Price Proposals are as follows (in combined ranked order):

Proposer	Qualifications Ranking	Product/ Capabilities Ranking	Price Proposal Ranking	Combined Rank	Weighted Combined Rank
Sharp NEC Display Solutions of America	1	1	2	4	1.4
TSItouch, Inc.	2	2	1	5	1.6
Weight	20%	40%	40%		

Following an extensive review by the PSC, the PSC recommended the following ranking and the award of W-00421, High Definition Video Display Manufacturer, at the Orlando International Airport, to the first-ranked firm, as outlined in the memorandum:

- First: Sharp NEC Display Solutions of America**
Second: TSItouch, Inc.

Mr. Pelletier indicated that the Aviation Authority Board has the alternative to send the matter back to the Committee for further consideration or reject all submittals.

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The fiscal impact is \$3,488,518.01, as proposed, but the items and services are bid on a unit-price basis, with the actual amount determined by what is actually ordered by the Aviation Authority. Funding is from General Airport Revenue Bonds.

It was respectfully requested that the Aviation Authority Board resolve to (1) accept the recommendation of the Professional Services Committee and (a) approve the ranking of the shortlisted firms for W-00421, High Definition Video Display Manufacturer, at the Orlando International Airport, as follows: First - Sharp NEC Display Solutions of America; and, Second - TSiTouch, Inc.; and, (b) award W-00421, High Definition Video Display Manufacturer, at the Orlando International Airport, to Sharp NEC Display Solutions of America, for the total not-to-exceed amount of \$3,488,518.01, with funding from General Airport Revenue Bonds and (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

By question from Vice Chair Martinez regarding the reason for selecting the more expensive firm, Mr. Pelletier explained that after extensive testing and evaluation, both Proposers' products were close in performance. However, Sharp NEC Display Solutions of America's product offered a management and control software; was more robust; and exceeded the requirements. It was also noted that when a video monitor lost connection to the video signal, recovery was faster on the Sharp NEC product. Additionally, the Sharp NEC product had a 28% amount of haze and the LG Electronics product had a 3% haze, which means that the LG Electronic glass was more reflective. Mr. Pelletier explained that when considering the environment of the STC, where there is an abundance of natural light coming in, the higher reflective glass would not be favorable to be able to read the screens.

Upon motion by Mayor Demings, second by Dr. Evans, vote carried to approve the recommendation for New Business Item H, as presented **[FILED DOCUMENTARY NO. 101025]**.

(At the April 21, 2021, Aviation Authority Board meeting, Information Item F was presented with additional clarifying information regarding this item).

Moving on, Mr. Pelletier requested Chairman Good's concurrence to present New Business Items I and J together, as they both relate to Purchasing Contract 02-11 with SITA Information Networking Computing USA, Inc.

RECOMMENDATION OF THE CONCESSIONS/PROCUREMENT COMMITTEE TO APPROVE OF CONTRACT 02-11 COMMON USE PASSENGER PROCESSING SYSTEM (CUPPS) AND COMMON USE SELF SERVICE (CUSS) OPERATIONS AND MAINTENANCE SERVICES WITH SITA INFORMATION NETWORKING COMPUTING USA, INC. (SITA) (AMENDMENT 16) AND CONTRACT AMENDMENT TO PURCHASING CONTRACT 02-11 WITH SITA INFORMATION NETWORKING COMPUTING USA, INC. FOR W-S00145, OWNER-FURNISHED FURNISHINGS, FIXTURES AND EQUIPMENT (FF&E) AND INFORMATION TECHNOLOGY (IT) ITEMS FOR SOUTH TERMINAL C (STC), PHASE 1 AT THE ORLANDO INTERNATIONAL AIRPORT (AMENDMENT 17) - (NEW BUSINESS ITEMS I AND J)

9. Mr. Pelletier began by providing background information for both New Business Item I and J. He explained that SITA's Common Use Passenger Processing System (CUPPS) and Common Use Self Service System (CUSS) allows any airline to use an agent-assisted counter, gate position or self-service kiosk for passenger check-in and bag drop, and enables airlines to reconcile passengers boarded with their Departure Control System. This common platform enables the airport to be flexible with Airline locations, and allocation of resources such as ticket counters, kiosks, and gates.

The SITA Common Use Systems employ hardware, software, and technical services in order to maintain Operations in the North Terminal Complex and eventually in the South Terminal Complex, which is intended to operate entirely on the Common Use platform. Each has a cost associated, which may include licensing, maintenance, support, or an hourly rate.

Purchasing Contract No. 02-11, Common Use Passenger Processing System and Common Use Self Service Operations and Maintenance Services with SITA Information Networking Computing USA, Inc. (SITA), requires SITA to furnish all software, equipment and services necessary or proper for, or incidental to, providing an operable and acceptable Common Use System including associated gateways for each airline that is dependent on a remote host computer for departure control. SITA shall also provide a Local Departure Control System for each airline that operates independent of a remote host computer as well as any related Common Use components in accordance with the contract documents.

Continuing, Mr. Pelletier indicated that this contract was awarded on May 22, 2012, following a competitive solicitation and selection process. The initial term of the

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contract was for thirty-six months, effective May 22, 2012, expiring May 21, 2015, with the Aviation Authority having an indefinite number of options to renew the contract for additional periods of one year each. The sixth renewal option will expire on May 21, 2021.

The STC design for the IT systems included extending existing legacy systems from the North Terminal to the South Terminal. Given the risks of developing a new system to replace a major legacy operational system for a new STC terminal, the prudent course of action was to extend the current contract and re-evaluate a competitive procurement at a later time.

Procurement of new Common Use systems would also impact the overall design effort as other design details rely upon and interface with the Common Use (CUSS/CUPPS) System. A different system would require re-design of the interfaces with other IT systems, including the Resource Management System (RMS).

A new procurement will require the procurement of a specialized consultant to assist staff with developing the specifications and other procurement documents. A budget for this effort will be included in the next annual budget and the Aviation Authority may start planning that effort in the next fiscal year.

The extension of the current Common Use (CUSS/CUPPS) System employed in the North Terminal provides a consistent, airport-wide platform. It is not recommended to add a different Common Use (CUSS/CUPPS) System separately in the South Terminal, as that would require new, dedicated hardware ("head-end") infrastructure to operate a new system and an entirely new team of onsite support/maintenance personnel for a different product.

The cost of owning and operating disparate common use systems would be significant. Likewise, the Aviation Authority desires one biometric exit system throughout the airport.

A Single Source Procurement with justification to extend the SITA services has been executed and posted on the Aviation Authority's website.

New Business Item I:

Mr. Pelletier indicated that the Purchasing Contract, as amended (sixth renewal option), is scheduled to expire on May 21, 2021. The Seventh Renewal Option (May 22, 2021 through May 21, 2022) has an annual value of \$1,608,420. The Eighth Renewal Option (May 22, 2022 through May 21, 2023) has an annual value of \$1,872,290. Furthermore, the addition of the Eighth Renewal Option at this time would ensure continuity of support and maintenance for SITA Common Use during a critical period of the South Terminal construction schedule. A contract adjustment for an approximate value of \$371,425 is required to accommodate upgrades to the Common Use Microsoft Windows Operating Systems.

Mr. Pelletier communicated that on January 25, 2021, the Concessions/Procurement Committee (CPC) approved staff's recommendation to approve two 1-year renewal options and a contract adjustment to the Purchasing Contract with SITA, through May 21, 2023, as follows:

- Seventh Renewal Option - May 22, 2021 - May 21, 2022. Annual value: \$1,608,420.
- Eighth Renewal Option - May 22, 2022 - May 21, 2023. Annual value: \$1,872,290.
- Contract Adjustment - Upgrade Microsoft Windows Operating Systems for Common Use devices. Value: \$371,425.

Due to the limited and specialized nature of the services to be provided, this Purchasing Contract does not include a Minority and Women Business Enterprise (MWBE) or Local Developing Business (LDB) participation goal.

The fiscal impact for the proposed two 1-year renewal options and contract adjustment is not-to-exceed \$3,852,136 with funding from the Operations and Maintenance Funds, previously-approved Capital Expenditure Funds, and General Airport Revenue Bonds.

It was respectfully requested that the Aviation Authority Board resolve to accept the Concessions/Procurement Committee's recommendation to: (1) approve Amendment No. 16 to Purchasing Contract 02-11, for two renewal options and a Contract Adjustment of Purchasing Contract 02-11, Common Use Passenger Processing System and Common Use Self Service Operations and Maintenance Services, with SITA Information Networking Computing USA, Inc.; (2) authorize funding in the not-to-exceed amount of \$3,852,136 from the Operations and Maintenance Fund, previously-approved Capital Expenditure Funds, and General Airport

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Revenue Bonds; and (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

Chairman Good asked if there were any comments or questions regarding this item. There was no response to his inquiry.

Upon motion by Vice Chair Martinez, second by Mr. Mateer, vote carried to approve the recommendation for New Business Item I, as presented [**FILED DOCUMENTARY NO. 101026**].

New Business Item J:

Mr. Pelletier indicated that at its February 19, 2020 meeting, the Aviation Authority Board approved a Procurement Plan for STC, which included a number of line items for the SITA Common Use (CUSS/CUPPS) System, Queue Management and Biometric Gates in the amount of \$8,656,598.50 and the approved procurement method was identified as a contract amendment to SITA.

The Aviation Authority IT and Purchasing Departments have negotiated a new amendment with SITA dedicated to the STC project. Amendment No. 17 includes both Professional Services and Equipment, with total cost of \$7,060,946.56. Additionally, Common Use Non-SITA equipment procured by the Aviation Authority is required for completing the SITA effort. The estimated cost for this equipment is \$246,166.66.

The costs for both expenditures are included in the originally approved Owner-Procured FF&E and IT Items for the STC.

The fiscal impact is \$7,060,946.56 for the SITA Information Networking Computing USA, Inc. Contract Amendment. The estimated cost for Common Use Non-SITA equipment procured by the Aviation Authority is \$246,166.66. There is a net increase in contingency in the amount of \$1,304,837.28. Funding is from previously-approved Capital Expenditure Funds and General Airport Revenue Bonds.

It was respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Concessions/Procurement Committee to approve (1) a Contract Amendment to Purchasing Contract 02-11 with SITA Information Networking Computing USA, Inc. (SITA) for the total not-to-exceed amount of \$7,060,946.56, with funding from the W-S00145 STC FF&E and IT Contingency, funded from previously-approved Capital Expenditure Funds and General Airport Revenue Bonds; (2) a Common Use Non-SITA Equipment Line Item Estimate and Procurement Method in the W-S00145, Owner-Procured FF&E and IT Items for South Terminal C, Phase 1 and Phase 1 Expansion, at the Orlando International Airport; and, (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

Chairman Good asked if the board had questions or comments regarding this item. There was no response to his inquiry.

Upon motion by Mayor Dyer, second by Mayor Demings, vote carried to approve the recommendation for New Business Item J, as presented [**FILED DOCUMENTARY NO. 101027**].

RECOMMENDATION OF THE CONCESSIONS/PROCUREMENT COMMITTEE TO APPROVE THE PURCHASE OF COMPUTER HARDWARE AND SOFTWARE MAINTENANCE SUPPORT, LICENSE RENEWALS AND TECHNOLOGY-RELATED SUBSCRIPTIONS (NEW BUSINESS ITEM K)

10. Mr. Pelletier began by explaining that Aviation Authority's computer hardware and software applications require technical maintenance and support for their continuous efficient and effective operation.

Maintenance and support are provided through the purchase of annual service contracts, license renewals and technology related subscriptions in order to provide service coverage.

The IT and Purchasing Departments collaborate to continually review and update the Aviation Authority's Master List of hardware and software applications that require ongoing technical maintenance and support.

On March 18, 2020, the Aviation Authority Board authorized the purchase of various annual Service Agreements based on a list of required Service Agreements anticipated to be purchased for maintenance and support in the amount not-to-exceed \$7,570,243.24. Staff has reviewed the Aviation Authority's existing computer hardware and software applications and updated its list of required annual Service Agreements expected to be purchased between

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April 1, 2021 and March 31, 2022 (copy of list is on file).

Continuing, Mr. Pelletier explained that the amount of computer hardware and software applications requiring technical maintenance and support has increased over time as the number of applications has increased and the warranty for those applications continue to expire.

On February 8, 2021, the Concessions/Procurement Committee (CPC) approved staff's recommendation to purchase new annual Service Agreements based on its updated list of required Service Agreements for April 1, 2021 through March 31, 2022, for an amount not-to-exceed \$8,719,331.39. This value includes a 20% contingency over the actual expenditures of \$7,266,109.49. The contingency allows for potential price increases and the purchases of new licenses and hardware support, as needed, through this period.

The Small Business Development Department has reviewed the requirements for the above-referenced solicitation and determined that, due to the limited and specialized scope of the required services, and/or lack of ready, willing and able certified small businesses, it does not lend itself to Minority and Women Business Enterprise (MWBE), Local Developing Business (LDB) or Veteran Business Enterprise (VBE) participation.

The fiscal impact of the proposed purchases of Service Agreements is not-to-exceed \$8,719,331.39, which includes a contingency of 20%, through March 31, 2022. Funding required in current and subsequent fiscal years will be allocated from the Operations and Maintenance Fund as approved through the budget process and when funds become available.

It was respectfully requested that the Aviation Authority Board resolve to accept the Concessions/Procurement Committee's recommendation to (1) approve the purchase of Renewals of Computer Hardware and Software Maintenance and Support, Licenses and Technology-Related Subscriptions which renew within the 12-month approval period of April 1, 2021 through March 31, 2022; (2) authorize funding from previously-approved departments' Operations and Maintenance Funds in the not-to-exceed amount of \$8,719,331.39, which includes a 20% contingency for anticipated price increases and the purchase of new licenses and hardware support; and (3) authorize the Purchasing Department to award purchase orders for each renewal utilizing competitive quotations, direct negotiations, single source procurements, sole source procurements, other entities' contract (piggy-backing), procurement card, or other methods in compliance with referenced Aviation Authority policies.

Chairman Good asked if the Board had questions or comments regarding this item. Vice Chair Martinez asked if the 20% contingency is standard in the industry. Mr. Pelletier responded in the affirmative, and stated that the Aviation Authority has increases every year and these increases usually range between 10% to 20%. Mr. Brown added that these procurements are brought to the Board for consideration once a year, but they are expended throughout the course of the year.

Upon motion by Mayor Dyer, second by Vice Chair Martinez, vote carried to approve the recommendation for New Business Item K, as presented [**FILED DOCUMENTARY NO. 101028**].

Mr. Brown proceeded to introduced Mr. Gary Hunt, Director of Maintenance who presented New Business Item L.

RECOMMENDATION OF THE CONCESSIONS/PROCUREMENT COMMITTEE TO APPROVE AMENDMENT NO. 5, THREE MONTH EXTENSION OF PURCHASING CONTRACT 04-16, MANAGEMENT OF ELECTRICAL SWITCHGEAR EQUIPMENT, GENERATORS, UNINTERRUPTIBLE POWER SUPPLIES AND BATTERIES, AND EMERGENCY GENERATOR FUEL DELIVERY SYSTEM TESTING, MAINTENANCE AND REPAIR SERVICES WITH ELECTRIC SERVICES, INC. (NEW BUSINESS ITEM L)

11. Mr. Hunt began by explaining the importance of electrical power to the operations of the airport and recalled the event that occurred in Atlanta on December 17, 2017, when an underground fire caused a complete power outage, resulting in thousands of cancelled flights. He indicated that this is why MCO's Terminal Airsides and many of the buildings have their own emergency generators, in order to maintain emergency operations in case the main power supply is lost.

He continued by stating that Purchasing Contract 04-16 requires Electric Services, Inc. (ESI) to provide management oversight for all labor, supervision, test and safety equipment, tools, hardware to perform inspection and testing services, materials, supplies, accessories, infrared testing, document and inspection services, and all other items necessary or proper for, or incidental to, performing annual inspections, cleaning, calibrating, adjusting, testing (annual services), and repairs of: (i) Electrical Switchgear Equipment; (ii) Generators; (iii) Uninterruptible Power Supplies (UPS) and

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Batteries; and (iv) Emergency Generator Fuel Delivery System (FDS) Testing, Maintenance and Repair at the Orlando International Airport and Orlando Executive Airport.

The initial term of this Purchasing Contract was for thirty-six (36) months, commencing on May 1, 2016, and providing two additional optional periods of one year each, which may be exercised by the Aviation Authority. The second renewal option is due to expire on April 30, 2021.

On November 11, 2020, the Aviation Authority received one bid. Due to the lack of competition, on December 14, 2020, the Purchasing Department, with the approval of the Maintenance Department, requested that the Concessions/Procurement Committee (CPC) revise and re-solicit the services (in accordance with State Statute 119.071(1)(B) 3, the rejected Bid is exempt from public records requests until notice of an intended decision concerning the re-solicited services is provided).

Mr. Hunt indicated that the Aviation Authority is currently in the re-solicitation process of a new contract for these services. Per Policy 450.04(b) extensions are allowed and require Board approval.

A three-month extension of the contract is required for the continued service until the new competitive contract is awarded. The contract extension contains a thirty-day notice of termination.

ESI has agreed to the three-month extension and agreed to extend the current contracted rates for the three-month extension, from May 1, 2021 through July 31, 2021. Based on the information known at this time, the contractor has performed satisfactorily during the second renewal option.

On January 11, 2021, the CPC approved staff's recommendation to approve Amendment No. 5, three-month extension to Purchasing Contract 04-16 with Electric Services, Inc.

The value for the three-month extension is a total not-to-exceed amount of \$600,000 (1/4 of the yearly contract value of \$2,400,000). The actual amount paid to the contractor is based on actual work requested, performed, and approved by the Aviation Authority with no rate increases. This will increase the original term Contract value from \$10,192,280.37 to \$10,792,280.37.

This Purchasing Contract includes a Minority and Women Business Enterprise (MWBE) and a Local Developing Business (LDB) participation requirement. The participation goal for this contract is 17% for MWBE and 1.7% for LDB. The Small Business Development Department certifies that Electric Services Inc. is in good standing as it relates to small business participation.

The fiscal impact anticipated for the three-month extension is a not-to-exceed amount of \$600,000. Funding will be from the Operations and Maintenance Fund. Funds expected to be spent under the Contract in the current fiscal year are within budget.

It was respectfully requested that the Aviation Authority Board resolve to approve the Concessions/Procurement Committee's recommendation to: (1) approve Amendment No. 5, Three Month Extension of Purchasing Contract 04-16, Management Of Electrical Switchgear Equipment, Generators, Uninterruptible Power Supplies and Batteries, and Emergency Generator Fuel Delivery System Testing, Maintenance and Repair Services with Electric Services, Inc. thru July 31, 2021; (2) authorize funding from the Operations and Maintenance Fund in the not-to-exceed amount of \$600,000; and (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

Chairman Good asked if the Board had questions or comments regarding this item. There was no response to his inquiry.

Upon motion by Vice Chair Martinez, second by Mayor Demings, vote carried to approve the recommendation for New Business Item L, as presented **[FILED DOCUMENTARY NO. 101029]**.

Mr. Brown then introduced the newly appointed Chief of Operations, Mr. Tom Draper, who presented New Business Item M. Chairman Good congratulated Mr. Draper on his appointment.

RECOMMENDATION OF THE CONCESSIONS/PROCUREMENT COMMITTEE TO APPROVE AMENDMENT NO. 1, FIRST RENEWAL OPTION OF PURCHASING CONTRACT NO. 05-18, AIRPORT RUNWAY AND TAXIWAY PAINTING SERVICES WITH HI-LITE AIRFIELD SERVICES, LLC (NEW BUSINESS ITEM M)

12. Mr. Draper stated that in September 2017, an invitation to bid was released to the public for Purchasing Contract 05-18, airport runway and taxiway painting services. The services to be provided shall include, but are not limited to: all labor, supervision, materials, tools, equipment, cleaning solutions, degreasers, accessories, consumables, and all other items necessary to performing airport runway and taxiway painting services, including paint removal, surface preparation, and repainting at the Orlando International Airport.

In November 2017, the Concessions/Procurement Committee (CPC) recommended award of Purchasing Contract 05-18 to Hi-Lite Airfield Services, LLC as the low responsible and responsive bidder. On December 20, 2017, the Aviation Authority Board awarded contract 05-18 to Hi-Lite Airfield Services, with the initial term of the contract being 36 months, effective June 1, 2018, at an initial cost of \$3,610,867.89 with the Aviation Authority having options to renew the contract for two additional periods of one-year each.

Mr. Draper moved on to provide some background information regarding standards for Airfield markings and FAA Advisory Circular 150/5340-1 and indicated that the standards are mandatory and the only method of compliance for airports certificated under Title 14 Code of Federal Regulations Part 139, Certification of Airports.

MCO conforms to these standards by cleaning or removing, and painting, up to 500,000 square feet of Airfield markings each year. The equipment utilized includes specialized high-pressure water blasters for the cleaning or removal of the markings, and line striper/line laser carts, and paint trucks for marking application.

During the annual FAA Airport Certification Inspection, Airfield markings are highly scrutinized, so we maintain the markings to the highest standards possible by employing best practices with the use of experienced personnel and appropriate equipment. Markings that are compliant and properly maintained ensure the utmost safety on the Airfield. Using visual aids (copy on file), Mr. Draper showed a few before and after pictures of the runways markings, both during daytime and nighttime.

The contract's three-year initial term expires on May 31, 2021. Hi-Lite Airfield Services has performed satisfactorily during the initial term of the contract. Hi-Lite Airfield Services has agreed to the first renewal option at the same terms and conditions and with no increase to the unit price. The estimated value of the first renewal option is a not-to-exceed amount of \$1,245,602.

On February 22, 2021, the CPC recommended to exercise the first renewal option of Purchasing Contract No. 05-18, Airport Runway and Taxiway Painting Services with Hi-Lite Airfield Services, LLC.

The contract did not include a Minority and Woman Business Enterprise (MWBE) or Local Developing Business (LDB) participation requirement due to limited and specialized scope.

The estimated fiscal impact of proposed Amendment No. 1 is a not-to-exceed amount of \$1,245,602. Funding for current and subsequent fiscal years will be allocated from the Operations and Maintenance Fund, as approved through the budget process and when funds become available.

It was respectfully requested that the Aviation Authority Board resolve to approve the recommendation of the Concessions/Procurement Committee to: (1) approve Amendment No. 1, First Renewal Option of Purchasing Contract No. 05-18, Airport Runway and Taxiway Painting Services with Hi-Lite Airfield Services, LLC.; (2) authorize funding from the Operations and Maintenance Fund in the not-to-exceed amount of \$1,245,602; and (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents, following satisfactory review by legal counsel.

Chairman Good asked if the Board had questions or comments regarding this item. In response to Dr. Evan's question regarding scrubbing of the runways and the environmental safeguards that are in place, Mr. Draper explained that there is a self-contained process in which a truck expels high-pressured heated water that peels all the rubber and then collects/vacuums the rubber into a reclaim tank. The rubber is then separated and it is treated and discarded. This process follows FAA requirements.

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Upon motion by Mayor Demings, second by Mr. Mateer, vote carried to approve the recommendation for New Business Item M, as presented [**FILED DOCUMENTARY NO. 101030**].

Continuing, Mr. Brown presented New Business Items N, O, and P.

RECOMMENDATION OF THE CONCESSIONS/PROCUREMENT COMMITTEE TO AWARD INVITATION FOR BID 12-21, VARIABLE FREQUENCY DRIVE REPAIR AND/OR REPLACEMENT SERVICES, AT ORLANDO INTERNATIONAL AIRPORT, TO STRUT MECHANICAL, INC. (NEW BUSINESS ITEM N)

13. Mr. Brown began by providing a high-level explanation of what the variable frequency drive entails. He continued by stating that Purchasing Contract 12-21, Variable Frequency Drive Repair and/or Replacement Services, will be to provide all labor, supervision, parts and components, tools, equipment, and consumables and all other items necessary or proper for, or incidental to, performing repair and/or replacement of the Aviation Authority's variable frequency drives at the Orlando International Airport in accordance with the contract documents.

The term of this Purchasing Contract is for thirty-six months with initial service to commence on or about May 1, 2021, with the Aviation Authority having options to renew the Contract for two additional periods of one year each.

On January 6, 2021, the following IFB's were received:

<u>Name of Respondent</u>	<u>Total Three (3) Year Bid Price</u>
Strut Mechanical, Inc.	\$360,300.00
MC ² , Inc.	\$371,100.00
Cold Wall, Inc.	\$394,950.00

References for the three bidders were checked and based thereon were determined to be responsive. The three bidders were determined to be responsive and responsible.

On February 8, 2021, the Concessions/Procurement Committee (CPC) approved staff's recommendation to award Purchasing Contract No. 12-21, Variable Frequency Drive Repair and/or Replacement Services, at Orlando International Airport, to Strut Mechanical, Inc. as the lowest responsive and responsible bidder, for an initial three-year term with two one-year renewal terms, in an amount not-to-exceed \$360,300.

The Small Business Development Department has not established Minority and Women Business Enterprise (MWBE), Local Developing Business (LDB) or Veteran Business Enterprise (VBE) goals, due to the limited and specialized scope of the required services.

Strut Mechanical, Inc.'s bid in the amount of \$360,300 is to be funded from the Operations and Maintenance Fund. Funds expected to be spent under the Contract in the current fiscal year are within budget. Funding required in current and subsequent fiscal years will be allocated from the Operations and Maintenance Fund, as approved through the budget process and when funds become available.

It was respectfully requested that the Aviation Authority Board resolve to approve the Concessions/Procurement Committee's recommendation to: (1) award Invitation for Bid 12-21, Variable Frequency Drive Repair and/or Replacement Services, at Orlando International Airport, to Strut Mechanical, Inc. as the lowest responsive and responsible bidder for an initial three-year term with two one-year renewal terms, in an amount not-to-exceed \$360,300; (2) authorize funding from the Operations and Maintenance Fund in a not-to-exceed amount of \$360,300; and (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

Chairman Good asked if the board had questions or comments regarding this item. There was no response to his inquiry.

Upon motion by Vice Chair Martinez, second by Mr. Mateer, vote carried to approve the recommendation for New Business Item N, as presented [**FILED DOCUMENTARY NO. 101031**].

RECOMMENDATION OF THE CONCESSIONS/PROCUREMENT COMMITTEE TO AWARD PURCHASING REQUEST FOR WRITTEN QUOTATION (RFQ) 93124-21, PURCHASE OF HP ENTERPRISE NIMBLE ARRAY STORAGE HARDWARE, SOFTWARE, AND SUPPORT THROUGH THE UTILIZATION OF THE STATE OF FLORIDA ALTERNATE CONTRACT SOURCE #43211500-WSCA-15-ACS-E, TO HIGH PERFORMANCE TECHNOLOGIES, LLC - (NEW BUSINESS ITEM O)

14. Mr. Brown explained that the Aviation Authority's electronic data and data storage needs continue to grow. At this time, data storage capacity in the Aviation Authority's Data Center will need to be increased to accommodate the demand.

Mr. Brown listed the top influencing factors for the increase, as follows:

- Email communication
- User data
- Project support documentation
- Public Records Retention Policy and the requirement to retain Public Records for a defined length of time virtual meeting recordings

Therefore, the purchase of HP Enterprise Nimble Array Storage hardware, software, and support is necessary to meet the Aviation Authority's data storage requirements.

RFQ 93124-21 was distributed only to HP Enterprise authorized resellers (a total of 25 resellers when the RFQ was issued) listed in the State of Florida Alternate Contract Source #43211500-WSCA-15-ACS-E, entitled, "Computer, Equipment, Peripherals, and Services". The State of Florida Alternate Contract Source is through the National Association of State Procurement Officials (NASPO). On January 14, 2021, the Aviation Authority received two responses as listed below:

<u>Firms</u>	<u>Total Quote</u>
High Performance Technologies, LLC	\$354,641.81
BlueAlly Services, LLC	\$436,804.04

Staff's review of the quotes found that all firms are responsive and responsible to the RFQ requirements.

The Small Business Development Department reviewed the requirements for this purchase and determined that the State of Florida Contract #43211500-WSCA-15-ACS-E does not lend itself to Minority and Women Business Enterprise (MWBE), Local Developing Business (LDB), or Veteran Business Enterprise (VBE) participation.

High Performance Technologies, LLC's quotation is in the amount not-to-exceed \$354,641.81. Funding is from previously-approved Capital Expenditure Funds.

It was respectfully requested that the Aviation Authority Board resolve to accept the Concessions/Procurement Committee's recommendation to: (1) award Purchasing Request for Written Quotation (RFQ) 93124-21, Purchase of HP Enterprise Nimble Storage Array hardware, software, and support through the Utilization of the State of Florida Alternate Contract Source #43211500-WSCA-15-ACS-E, to High Performance Technologies, LLC, in the not-to-exceed amount of \$354,641.81; (2) authorize funding in the not-to-exceed amount of \$354,641.81 from previously-approved Capital Expenditure Funds; and (3) authorize the Purchasing Department to issue the necessary Purchase Order following satisfactory review by legal counsel.

Chairman Good asked if the Board had questions or comments regarding this item. There was no response to his inquiry.

Upon motion by Mayor Dyer, second by Vice Chair Martinez, vote carried to approve the recommendation for New Business Item O, as presented [**FILED DOCUMENTARY NO. 101032**].

Mr. Brown stated that the next item is related to a Local Developing Business (LDB) firm. He explained that the LDB is one of five programs that support small businesses in the Aviation Authority. He then briefly explained the small business programs.

RECOMMENDATION OF THE CONCESSIONS/PROCUREMENT COMMITTEE TO APPROVE AMENDMENT NO. 1, FIRST RENEWAL OPTION FOR PURCHASING CONTRACT 07-18, TRADEPORT DRIVE LANDSCAPE MAINTENANCE AND IRRIGATION SERVICES WITH HELPING HAND LAWN CARE LLC - (NEW BUSINESS ITEM P)

15. Moving on, Mr. Brown stated that Purchasing Contract 07-18, Tradeport Drive Landscape Maintenance and Irrigation Services with Helping Hand Lawn Care, LLC (Helping Hand), requires Helping Hand to furnish all labor, supervision, materials (including any replacement plant material required), supplies, tools, equipment, licenses, permits,

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chemicals, fertilizer, mulch, and all other items necessary or proper for, or incidental to, performing exterior landscape maintenance and irrigation services located along Tradeport Drive and surrounding areas at the Orlando International Airport in accordance with the Contract documents.

The initial term of this Purchasing Contract was for thirty-six months, commencing on July 25, 2018, with the Aviation Authority having options to renew the Contract for two additional periods of one year each. The initial term of the Purchasing Contract is scheduled to expire on July 24, 2021.

Based on information known at this time, Helping Hand has performed satisfactorily throughout the initial term of the Purchasing Contract. On February 8, 2021, the Concessions/Procurement Committee (CPC) approved staff's recommendation to award the first renewal option to Helping Hand Lawn Care, LLC, through July 24, 2022. The annual value for the first renewal option is for a total not-to-exceed amount of \$355,020 with no rate increase. The actual amount paid to the contractor is based on actual work requested, performed, and approved by the Aviation Authority, based on the unit prices.

The Small Business Development Department certifies that this contract is in good standing as it relates to LDB participation.

The fiscal impact for the first renewal option is a not-to-exceed amount of \$355,020 with funding from the Operations and Maintenance Fund. Funds expected to be spent under the contract in the current fiscal year are within budget. Funding required in current and subsequent fiscal years will be allocated from the Operations and Maintenance Fund, as approved through the budget process and when funds become available.

It was respectfully requested that the Aviation Authority Board resolve to approve the Concessions/Procurement Committee's recommendation to: (1) approve Amendment No. 1, First Renewal Option for Purchasing Contract 07-18, Tradeport Drive Landscape Maintenance and Irrigation Services with Helping Hand Lawn Care, LLC thru July 24, 2022; (2) authorize funding from the Operations and Maintenance Fund in the not-to-exceed amount of \$355,020; and (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

Chairman Good asked if the board had questions or comments regarding this item. There was no response to his inquiry.

Upon motion by Vice Chair Martinez, second by Mayor Dyer, vote carried to approve the recommendation for New Business Item P, as presented [**FILED DOCUMENTARY NO. 101033**].

Continuing, Mr. Brown presented Ms. Kathleen Sharman, Chief Financial Officer, who presented New Business Items Q, R, and S.

Ms. Sharman welcomed both Mr. Mateer and Dr. Evans. She presented New Business Items Q and R together, as they both pertain to the extension of revolving line of credit facilities.

RECOMMENDATION OF THE FINANCE COMMITTEE TO EXTEND A REVOLVING LINE OF CREDIT (LOC) FACILITY WITH BANK OF AMERICA, N.A. AND WELLS FARGO BANK, N.A. (NEW BUSINESS ITEMS Q AND R)

16. Ms. Sharman explained that the LOC Facilities are governed by the Amended and Restated Master Subordinated Indenture of Trust and are secured on a parity basis with any Secondary Subordinated Indebtedness outstanding under the Airport Facilities Bond Resolution.

She further explained that the Aviation Authority draws advances from the LOC Facilities to interim finance various tax-exempt or taxable airport projects. In addition, the undrawn capacity is "encumbered" as an available source of funds to pay future commitments when contracts are awarded and until the permanent funding is received.

The permanent funding is expected to be made from many different sources, to the extent legally available, including, but not limited to: Federal grants, State grants, Passenger Facility Charges, Customer Facility Charges, and the proceeds from the issuance of General Airport Revenue Bonds and Passenger Facility Charge supported Bonds.

Using visual aids (copy on file), Ms. Sharman presented a table that showed each LOC, its expiration date, proposed extension date and capacity. Ms. Sharman indicated that to avoid all LOCs becoming due at the same time, the expiration dates are staggered. This was intentionally done in case there was ever an issue when renewing the LOC.

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Moving on, Ms. Sharman stated that the initial 3-year term of the \$75,000,000 2018 Bank of America Facility (2018 BoA Facility), and the initial 3-year term of the \$175,000,000 (2018 Wells Fargo Facility), both expire on June 29, 2021. On June 20, 2018, the Aviation Authority approved two one-year extension options for both LOC Facilities, and if the first one-year option was exercised, it would extend the LOC Facilities to June 29, 2022.

Bank of America has agreed to extend the 2018 BoA Facility for an additional 18 months, and Wells Fargo has agreed to extend the 2018 Wells Fargo Facility until December 1, 2022.

Other current LOC Facilities include Bank of America \$150,000,000, and Wells Fargo \$50,000,000, both of which expire on June 29, 2022.

The 18-month versus one-year extension is favorable to the Aviation Authority to avoid all of the LOC Facilities expiring in the summer of 2022.

On July 17, 2019, the Aviation Authority approved an option to increase the outstanding principal amount of an LOC Facility with both Bank of America and Wells Fargo up to an additional \$100,000,000. With the expiration of the Aviation Authority's \$100,000,000 LOC Facility with PNC Bank, N.A. in November 2020, and to provide capacity necessary to interim finance various tax-exempt or taxable airport projects, the Finance Committee is requesting:

1. That the expiring 2018 BoA Facility with Bank of America be increased by \$50,000,000, for a total amount of \$125,000,000.
2. That the expiring 2018 Wells Fargo Facility be increased by \$50,000,000, for a total amount of \$225,000,000.

All modifications to the 2018 BoA Facility will be effective no later than June 29, 2021, and will expire on December 29, 2022, with closing on this extension on or about April 15, 2021. Additionally, all modifications to the 2018 Wells Fargo Facility will be effective no later than June 1, 2021, and will expire on December 1, 2022, with closing on this extension on or about April 15, 2021.

Frasca & Associates, LLC, the Authority's Financial Advisor, has reviewed the fee structure and found it to be reasonable and comparable to other lines of credit similar in size, with fair terms and pricing.

The unutilized fees and interest rates proposed by Bank of America and Wells Fargo are more favorable than amounts proposed by other line of credit providers for comparable products in response to a 2020 RFP issued by the Aviation Authority for a \$100 million line of credit facility.

New Business Item Q:

Bank of America's Commitment Fee is 42 basis points based on the unused portion of the commitment. The Commitment Fee shall be payable semiannually in arrears, and paid from the Operations and Maintenance Fund. Once 65% of the line is utilized then no Commitment Fee is charged.

Interest on draws will vary based on draw amounts, SIFMA rates, LIBOR rates, tax status and the duration the draws are outstanding, and will be reimbursed from the proceeds of the permanent financing source. Each taxable advance under the 2018 BoA Facility will bear interest at a rate equal to LIBOR plus 105 basis points. Each tax-exempt advance under the Facility will bear interest at a rate equal to 100% of SIFMA index plus 80 basis points.

In addition, in the event of a rating downgrade, Bank of America has proposed a provision that interest on both taxable and tax-exempt advances will increase in accordance with the table outlined in the memorandum. In the event of a rating downgrade, fees for any unused portion of the 2018 BoA Facility would increase in accordance with the table outlined in the memorandum.

It is requested that closing costs of an estimated not-to-exceed \$90,000 be approved and funded from Discretionary Funds.

It was respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Finance Committee to: (1) approve the amendment to extend the

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current expiring 2018 Line of Credit Facility of \$75,000,000 with Bank of America, N.A., with an additional increase of \$50,000,000, for a total Line of Credit Facility not to exceed \$125,000,000; (2) extend the \$125,000,000 LOC Facility for 18 months; (3) authorize funding of unutilized fees from the Operations and Maintenance Fund, authorize funding of interest on draw amounts from the proceeds of the permanent financing source, and authorize funding of closing costs in an estimated not-to-exceed amount of \$90,000 from Discretionary Funds; and (4) take any and all actions necessary to implement such amendment, including execution of the Resolution authorizing the foregoing actions, subject to authorization by the Orlando City Council of the issuance of amended Notes in connection with the foregoing action.

Motion taken at the end of 16

New Business Item R:

Wells Fargo's Commitment Fee is 42 basis points based on the unused portion of the commitment. The Commitment Fee shall be payable semiannually in arrears, and paid from the Operations and Maintenance Fund. Once 65% of the line is utilized then no Commitment Fee is charged.

Interest on draws will vary based on draw amounts, LIBOR rates, tax status and the duration the draws are outstanding, and will be reimbursed from the proceeds of the permanent financing source. Each taxable advance under the 2018 Wells Fargo Facility will bear interest at a rate equal to LIBOR plus 105 basis points. Each tax-exempt advance under the Facility will bear interest at a rate equal to 80% of LIBOR plus 70 bps.

In addition, in the event of a rating downgrade, Wells Fargo has proposed a provision that interest on both taxable and tax-exempt advances will increase in accordance with the table outlined in the memorandum. In the event of a rating downgrade, fees for any unused portion of the 2018 Wells Fargo Facility would increase in accordance with the table outlined in the memorandum.

It is requested that closing costs of an estimated not-to-exceed \$90,000 be approved and funded from Discretionary Funds.

It was respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Finance Committee to: (1) approve the amendment to extend the current 2018 Wells Fargo Facility of \$175,000,000 with Wells Fargo Bank, N.A., with an additional increase of \$50,000,000, for a total Line of Credit Facility not to exceed \$225,000,000; (2) extend the \$225,000,000 LOC Facility until December 1, 2022; (3) authorize funding of unutilized fees from the Operations and Maintenance Fund, authorize funding of interest on draw amounts from the proceeds of the permanent financing source, and authorize funding of closing costs in an estimated not-to-exceed amount of \$90,000 from Discretionary Funds; and (4) take any and all actions necessary to implement such amendment, including execution of the Resolution authorizing the foregoing actions, subject to authorization by the Orlando City Council of the issuance of amended Notes in connection with the foregoing action.

Ms. Sharman asked for the Board's indulgence to recognize and thank legal counsels, financial advisors, and her team for their hard work. Most importantly, she thanked both teams from Bank of America and Wells Fargo for showing their confidence in the Aviation Authority by providing these extensions, which are a valuable tool as the Aviation Authority manages the finances to deliver the South Terminal and the rest of the Capital Program.

Chairman Good asked if the board had questions or comments regarding these two items. In response to Vice Chair Martinez's question regarding the Aviation Authority's rating, Ms. Sharman responded that there are several ratings. KBRA is the highest rating at AA; Fitch at AA-; Moody's Aa3; and S&P A+.

Dr. Evans asked if big banks are required to use local banks to get a piece of the participation. Ms. Sharman responded that, due to the pandemic, this is a special circumstance; therefore, that was not a requirement at this time. However, the Aviation Authority has allowed this in previous solicitations. Discussion ensued regarding previous solicitations where banks would propose as a syndicate.

Chairman Good made a point to mention that both banks have minority-lending programs that help the Aviation Authority's small business programs.

Upon motion by Vice Chair Martinez, second by Mayor Demings, vote carried to approve the

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recommendation for New Business Item Q, as presented [**FILED DOCUMENTARY NO. 101034**].

Upon motion by Mr. Mateer, second by Vice Chair Martinez, vote carried to approve the recommendation for New Business Item R, as presented [**FILED DOCUMENTARY NO. 101035**].

RECOMMENDATION TO ACCEPT THE AVIATION AUTHORITY'S COMPREHENSIVE ANNUAL FINANCIAL REPORT FOR THE YEAR ENDED SEPTEMBER 30, 2020 - (NEW BUSINESS ITEM S)

17. Ms. Sharman stated that in accordance with the Laws of Florida, Chapter 57-1658 Section 13, as amended by Chapter 98-492, the Aviation Authority shall cause an audit to be made by an independent certified public accountant, which audit shall be accompanied by the accountant's opinion. Ms. Sharman reminded the Board that at last month's Finance Committee meeting, Ms. O'Keefe, with MSL, provided a presentation in which he outlined the procedures performed; explained that the Aviation Authority was receiving an unmodified opinion; indicated that there were no findings and no management letter comments. This means that the statements were fairly presented in accordance with generally accepted accounting principles.

Using visual aids (copy on file), Ms. Sharman presented details provided on the financial statements and a comparative between September 2019 and 2020, as it relates to: total assets, total long term debt, operating revenue, operating expenses, operating income (before depreciation), depreciation, total operating income/(loss), remaining revenues, GOAA share, and airlines share.

Ms. Sharman made a point to highlight the reduction in operating expenses in year 2020 after the COVID-19 pandemic. Ms. Sharman acknowledged that, under the leadership of Mr. Brown, Directors and Staff exercised extreme fiscal prudence, which resulted in a (\$43,169,000) decrease in Operating and Maintenance expenses.

In addition to the regular financial audit, the Aviation Authority is required to have audits of major federal program and major state projects (Single Audit). Similarly, the FAA also requires an audit of the Passenger Facility Charge Program. Ms. Sharman briefly explained what these audits entail and reported that these audits resulted in no findings and no management letter comments.

Next, Ms. Sharman announced that the Aviation Authority was awarded a Certificate of Achievement for Excellence in Financial Reporting for the fiscal year ended September 30, 2019, which makes this the 39th consecutive year that the Aviation Authority has received this award. The Certificate of Achievement is the highest form of recognition in governmental accounting and financial reporting, and its attainment represents a significant accomplishment by a government and its management. The September 30, 2020, Comprehensive Annual Financial Report will be submitted for this award within the required deadline of March 31, 2021.

Lastly, Ms. Sharman thanked her team for their hard work with the audits and reports.

It was respectfully requested that the Aviation Authority Board resolve to accept the Comprehensive Annual Financial Report of the Greater Orlando Aviation Authority for the year ending September 30, 2020.

Chairman Good asked if the board had questions or comments regarding this item. Dr. Evans stated that the reductions presented on the report are admirable and asked Ms. Sharman to expound on how this was achieved. Ms. Sharman responded that this was achieved by having a close eye on the budget. After the COVID-19 pandemic impacted the Aviation Authority, some services or expenses were either stopped or consolidated, for example, parking operations and employees' shuttle bus. In addition, Ms. Sharman and Mr. Draper meet weekly with the Purchasing Department to go over every requisition. This ensures that only what is essentially necessary is expended. Lastly, the reduction in passengers resulted in a reduction of supplies.

Mr. Brown expounded by explaining that, on March 18, 2020, when Disney announced they were closing, he met with Ms. Sharman and the management team to discuss the budget item by item. Additionally, most of the staff extension provided by contractors was furloughed immediately. He then explained how the team has been able to manage cash by deferring programs and laying down a hiring freeze.

Upon motion by Vice Chair Martinez, second by Dr. Evans, vote carried to approve the recommendation for New Business Item S, as presented [**FILED DOCUMENTARY NO. 101036**].

The Chairman called a recess at 3:35 p.m.; reconvened the meeting at 3:44 p.m.

Mr. Brown indicated that he will be presenting the rest of the items (New Business Items T, U, V, W, and X).

RECOMMENDATION TO APPROVE AN AGREEMENT FOR PROFESSIONAL SERVICES (PS) 649, AVIATION SPECIALTY CONSULTING SERVICES AND FEDERAL GOVERNMENTAL RELATIONS CONSULTING SERVICES FOR INTERNATIONAL AIR SERVICE DEVELOPMENT SUPPORT, AT THE ORLANDO INTERNATIONAL AIRPORT AND ORLANDO EXECUTIVE AIRPORT WITH CAMPBELL-HILL AVIATION GROUP, LLC - (NEW BUSINESS ITEM T)

18. Mr. Brown stated that on February 2, 2021, the Aviation Authority Board approved the recommendation of the Professional Services Committee to authorize negotiations with Campbell-Hill Aviation Group, LLC in accordance with the Aviation Authority's policy; and, subject to successful negotiations with Campbell-Hill Aviation Group, LLC, present the final agreement terms to the Aviation Authority Board for consideration for Aviation Specialty Consulting Services and Federal Governmental Relations Consulting Services for International Air Service Development Support (PS-649) at the Orlando International Airport (MCO) and Orlando Executive Airport (ORL).

Mr. Brown discussed the scope of services, as detailed in the memorandum, and indicated that due to the nature of the scope of services, the selected firm will be required to have a representative located in the Greater Washington D. C. region.

Continuing, Mr. Brown stated that Campbell-Hill Aviation Group, LLC was notified that it will be required to agree that it shall be bound by a restrictive covenant for exclusivity of services and noncompetition, which shall forbid it from accepting similar airport Aviation Specialty Consulting agreements/contracts within a 150-mile radius of MCO, and further explained why the restrictive covenant was put in place.

The total amount for this agreement is a total not-to-exceed amount of \$625,500. This includes Aviation Specialty Consulting Services and Federal Governmental Relations Consulting Services for both the Marketing and Air Services Development Department and the Executive Administration Department.

It was respectfully requested that the Aviation Authority Board resolve to: (1) approve an Agreement for PS-649, Aviation Specialty Consulting Services and Federal Governmental Relations Consulting Services for International Air Service Development Support, at the Orlando International Airport and Orlando Executive Airport with Campbell-Hill Aviation Group, LLC for an initial period of 36 months with services to commence on or about March 18, 2021, for the total not-to-exceed amount of \$625,500, with funding for current and subsequent fiscal years to be allocated from Operation and Maintenance Funds, as approved through the budget process and when funds become available and (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents, following satisfactory review by legal counsel.

Chairman Good asked if the board had questions or comments regarding this item. There was no response to his inquiry

Upon motion by Vice Chair Martinez, second by Dr. Evans, vote carried to approve the recommendation for New Business Item T, as presented [**FILED DOCUMENTARY NO. 101037**].

Mr. Brown proceeded to present New Business Items U and V together, as they are related to the Aviation Authority's insurance program.

RECOMMENDATION TO RATIFY AND APPROVE INSURANCE RENEWALS (NEW BUSINESS ITEMS U AND V)

19. Mr. Brown began his presentation by stating that the Aviation Authority purchases insurance to protect its assets. He then listed the various coverages, as follows:

- Airport Liability insurance provides coverage for third party claims for bodily injury and property damage arising from our operation of the airport.
- Property Insurance for damages to GOAA property arising from covered perils, such as a fire, tornado, or hurricane.
- All Other Lines includes: workers' compensation, fiduciary liability, public official's liability, business auto, crime, pollution liability, travel accident, and terrorism insurance.

The Aviation Authority insurance programs are consistent with other Florida airports.

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Continuing, Mr. Brown stated that on May 1, 2021, insurance renewals are due for these insurance programs.

Through the Aviation Authority's broker, Arthur J. Gallagher Risk Management Services, Inc., we received quotations for these coverages.

The Aviation Authority has explored available alternatives to maintain a comprehensive and cost effective insurance program considering the premiums, limits, terms, risks, and market conditions.

Additionally, Siver Insurance Consultants, an independent insurance consultant, assisted with the evaluation of quotes. Siver Insurance Consultants concurs with the recommendations.

Using visual aids (copy on file), Mr. Brown presented and explained a breakdown of 2021-2022 Airport Liability Insurance coverage. He indicated that the same \$1 billion total limit that we had last year, there is a 7% increase over the 2020-2021 premiums. The Aviation Authority's liability insurance carrier, Chubb-Aviation, has offered a two-year premium guarantee for Primary and Excess Primary/War layers. No premium guarantee for Excess War layer. The premium and fees for the 2020/2021 program from Chubb-Aviation total \$466,937.

Mr. Brown further stated that the Airport Liability Insurance provides coverage for third party claims for bodily injury or property damage arising from our operation of the airport. The Insurance Market for the aviation industry as a whole has seen renewal increases ranging from 15%, for favorable loss accounts, to 35% for unfavorable loss accounts. Other Florida airports are experiencing similar premium increases for their liability insurance renewals.

Moving on, and with the use of visual aids (copy on file), Mr. Brown then presented and explained the increases and decreases of programs which include property, workers' compensation, fiduciary liability, public official's liability, business auto, crime, pollution liability, cyber liability, travel accident, and terrorism insurance.

He indicated that events such as fires in California, an extreme active hurricane season, increased weather events in the Midwest and Central Plains with severe damages, and a sixth consecutive year with over \$10B in losses due to disaster events, have impacted property market premiums. Additionally, increase in cybercrimes has resulted in significant losses, resulting in increases to Cyber Liability premiums.

Mr. Brown stated that in accordance with Policy 450.04, the Chief Executive Officer may bind insurance with concurrence of the Board Chairman and recommendation of the insurance consultant, Siver Insurance Consultants, based on market conditions.

It was determined prudent to bind all quotations to reduce exposure to any adverse incident that could negatively affect quotations and seek ratification and approval from the Aviation Authority Board.

New Business Item U - Airport Liability

Fiscal impact for May 1, 2021 to May 1, 2022, is \$499,571.

It was respectfully requested that the Aviation Authority Board resolve to: (1) ratify and approve placement of airport liability insurance coverages for the May 1, 2021 to May 1, 2022 policy period from Chubb-ACE USA and ACE Westchester Specialty as set forth in this memorandum; (2) authorize funding from the Operations and Maintenance Fund in the not-to-exceed amount of \$499,571; (3) approve the two-year guaranteed terms and conditions for the 2022/2023 policy period as set forth in this memorandum; and (4) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents, following satisfactory review.

New Business Item V - Property/All Other Lines

Fiscal impact for May 1, 2021 to May 2022, is \$5,796,934.

It was respectfully requested that the Aviation Authority resolve to: (1) ratify and approve placement of insurance coverage for the May 1, 2021 to May 1, 2022 insurance policy period as discussed in this memorandum to the extent applicable to these coverages; (2) authorize funding from the Operation and Maintenance Fund in the not-to-exceed amount of \$5,796,934; and (3) authorize an Aviation Authority Officer or the Chief Executive

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Officer to execute the necessary documents, following satisfactory review.

Chairman Good asked if the board had questions or comments regarding these two items. There was no response to his inquiry.

Upon motion by Vice Chair Martinez, second by Dr. Evans, vote carried to approve the recommendation for New Business Item U, as presented [**FILED DOCUMENTARY NO. 101038**].

Upon motion by Mayor Dyer, second by Vice Chair Martinez, vote carried to approve the recommendation for New Business Item V, as presented [**FILED DOCUMENTARY NO. 101039**].

RECOMMENDATION OF THE CONSTRUCTION COMMITTEE TO APPROVE THE INCREASE TO THE AVIATION AUTHORITY BUILDERS' RISK INSURANCE PREMIUM AMOUNT FOR THE SOUTH TERMINAL C, PHASE 1 (NEW BUSINESS ITEM W)

20. Mr. Brown stated that the Builders Risk (BR) property insurance on the South Terminal C and related projects protect the Aviation Authority for damage or loss to structures arising from covered perils, such as a fire, tornado, hurricane, etc. while under construction

On December 14, 2016, the Board authorized the placement of BR insurance with an effective date of December 15, 2016.

The Board has authorized subsequent extensions of BR insurance throughout the duration of construction on South Terminal C (STC) Phase 1 (P1), Phase 1X (P1X), and related projects. These coverages are obtained by Arthur J. Gallagher Risk Management Services, Inc. as the Aviation Authority's broker.

Before continuing, Mr. Brown provided an overview with regard to changes in construction plans due to the COVID-19 pandemic and the impact caused by these changes, as it relates to the insurance required.

Mr. Brown indicated that STC-P1 insurance expires on June 1, 2021 and STC-P1X insurance expires on June 1, 2022.

In August 2020, the Capital Improvement Program (CIP) was updated reducing the scope and budget of STC P1 and 1X. As a result, P1 will not be operational until the P1X reliant-critical components are completed (scheduled for February 28, 2022). Therefore, we need to extend P1 BR Insurance beyond June 1, 2021.

Our insurance broker and independent consultant recommend extending P1 BR insurance to May 1, 2022 to facilitate the transition of STC from BR to our campus-wide insurance program at the 2022 renewal. Extending relevant current coverage of P1 BR insurance to May 1, 2022 results in an additional premium of \$1,882,180.

Mr. Brown stated that, in accordance with Policy 450.04, the Chief Executive Officer may bind insurance with the concurrence of the Aviation Authority Board Chairman and the written recommendation of the Aviation Authority's insurance consultant to bind based on current market conditions.

The fiscal impact is up to \$1,882,180. Funding is from previously-approved Capital Expenditure Funds, General Airport Revenue Bonds and Customer Facility Charges to the extent eligible.

It was respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Construction Committee to approve the Increase the Aviation Authority's Builders' Risk Insurance Premium Amount for the South Terminal C, plus related projects, at the Orlando International Airport, for the total amount up to \$1,882,180, with funding from previously-approved Capital Expenditure Funds, General Airport Revenue Bonds and Customer Facility Charges to the extent eligible; and, authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

Chairman Good asked if the board had questions or comments regarding this item. There was no response to his inquiry

Upon motion by Mayor Demings, second by Mr. Mateer, vote carried to approve the recommendation for New Business Item W, as presented [**FILED DOCUMENTARY NO. 101040**].

RECOMMENDATION TO APPROVE MARCH 2021 SUPPLEMENTAL IN-TERMINAL CONCESSIONS RELIEF RESOLUTION AND CORONAVIRUS RESPONSE AND RELIEF SUPPLEMENTAL APPROPRIATIONS ACT, 2021, GRANT TREATMENT FOR RENTAL AUTOMOBILE COMPANIES AND IN-TERMINAL CONCESSIONS

21. Mr. Brown provided the board a thorough explanation of the proposed relief for In-Terminal Concessions (ITCs) and on-site Rental Automobile Companies (RACs) respectively, as detailed in the memorandum.

In summary, he recounted that the Aviation Authority Board adopted actions and resolutions for Limited Deferral of Specific Fees Due to the Greater Orlando Aviation Authority from Airlines, ITCs, and On-Site RACs in April 2020, May 2020 and August 2020. The reasons for those actions were set forth in Board memoranda and Board presentations (copies on file) during those Board meetings.

Mr. Brown indicated that staff took a step-by-step approach to look at and analyze data and facts when considering financial relief for concessionaires. Other considerations are: to support a successful concession program; require a phased re-opening as demand increases; support local, small, woman and minority-owned businesses; and balance Aviation Authority financial considerations with concessionaire relief.

Mr. Brown presented and thoroughly explained various slides (copy on file), which depicted traffic counts from March 1, 2020 through January 25, 2021; MCO daily TSA throughput rankings of the last 120 days; departing passenger activity from March 2020 through February 2021; and international passenger activity. He highlighted the difference in passenger traffic pre-COVID and current traffic.

Before moving on, Mr. Brown addressed Mayor Dyer's question regarding Fort Lauderdale International Airport's capability to receive passengers from Brazil, when MCO is unable to do so. Mr. Brown explained that, due to the COVID-19 pandemic, travel restrictions were put in place to help prevent the spread of cases. Those travel restrictions included the use of specific "funnel airports". Originally, there were only 13 funnel airports; however, in May 2020, both Houston and Fort Lauderdale International Airports were added to the list for Brazilian flights. Even though these restrictions have now been rescinded, there is still a presidential proclamation in place, which limits entry into the U.S. He further explained that the air carriers that provided these services to MCO, have not resumed operations, as the economics do not work for them. International travel will continue to be a challenge until there is widespread vaccination.

Continuing, Mr. Brown presented and explained a slide (copy on file) that showed the relief provided to date, including airlines and cargo, which totals over \$74 million. Concessionaires were given the option of a waiver or a deferral; if they waived the fees, then the term of their agreement was reduced. If they opted for a deferral, then the concessionaire would have to pay the fees back, with a slight increase of the term. Some concessionaires did not take either of the options and continued paying their Minimum Annual Concession Fee (MACF).

In response to Chairman Good's question regarding which concessionaires continued paying the fees, Mr. Brown responded that, to his knowledge, Zaza's and Global Concessions, which is a Retail Merchandise Unit (RMU), both received a term extension. Chairman Good expressed his appreciation to these two businesses.

With regard to RACs, Mr. Brown explained that the Aviation Authority had an obligation to fund a quick-turn-around area in the south, which was going to be funded with Customer Facility Charges (CFCs). In May 2020, RACs were offered a three-month waiver of the MACF in exchange of relief from that funding obligation.

In August 2020, the Aviation Authority Board approved about \$20 million in waivers and deferrals for ITCs and some waivers for the RACs, for a subtotal of approximately \$40 million. One of the provisions was that the first two months (August and September) were deferred, and then 6 months into the year (October through March) the MAG would be reduced to 50% of the contractual amount. If the participants kept current with all payments, then the two first deferral months would be waived as well. All participants kept current.

Mr. Brown indicated that to date, the Aviation Authority has granted relief to RACs and ITCs combined, which equals approximately \$60 million dollars (taking into account disputed amounts).

In anticipation of this segment of relief, staff engaged in extensive outreach and fact-finding with relevant stakeholders:

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- Staff held an industry meeting with ITCs, which was open to the public. More than 80 persons attended the meeting, which was held remotely.
- Staff held an industry meeting with RACs, which was open to the public. All of the on-site RAC corporate families attended the meeting.
- Staff held three meetings to which all members of the ACDBE concessions community were invited. These meetings included both ACDBEs participating in joint ventures or sub-concession contracts and ACDBEs in privity with the Aviation Authority.

Continuing, Mr. Brown stated that the Federal Aviation Administration (FAA) has directed grants for some relief for concessionaires in the Coronavirus Response and Relief Supplemental Appropriations Act, 2021 (CRRSA). MCO is earmarked for \$5,260,599 to be used for concessions relief under specific circumstances. The formula directed by FAA mandates an allocation to all concessionaires, including RACs. The Aviation Authority will work with the FAA for additional guidance to ensure that this relief filters down to the ACDBE firms.

Additionally, relief for ACDBE entities may be afforded in the future through a grant to the Aviation Authority pursuant to the American Rescue Plan Act of 2021 (ARPA). ARPA has a defined form of relief for eligible small business ITCs. The Aviation Authority will await FAA guidance on the amount, availability and application of this grant to MCO's small business ITCs.

Mr. Brown made a point to mention that the Aviation Authority will work with the FAA for additional guidance to ensure that this relief filters down to the ACDBE firms.

He then presented the proposed relief both for ITCs and RACs, as follows:

1. IN-TERMINAL CONCESSIONAIRES (ITC)

ITCs will have the opportunity to accept the Aviation Authority's offer to defer 75% of MACF (April 2021 and May 2021) and possibly convert those deferrals to waivers. In addition, the ITC would have the opportunity to accept a 75% reduction in MACF for June 2021 through September 2021.

The supplemental relief package for ITCs is estimated at \$19.2 million, if all the deferred amounts are converted into waivers. Of that total, \$6.4 million is the estimated amount of deferrals, which may be converted into waivers. The total additional amount of CRRSA relief for the ITCs is \$2,015,999.99.

2. RENTAL AUTOMOBILE COMPANIES (RAC)

Congress mandated that all concessionaires must receive a share of CRRSA grants equal to the pro rata share of the total amount of the rent and minimum annual guarantees of all the eligible airport concessions at each airport. MCO has historically been the largest airport-based car rental market in the United States. The result, under the formula adopted by Congress, is that RACs will get the majority of relief under the CRRSA grant for the Aviation Authority.

The Aviation Authority will grant to the RAC a credit against the Annual Privilege Fee and monthly rent installments due April 2021 until June 2021 in three equal parts totaling the amount of the CRRSA benefit calculated for each RAC, as mandated by the law. The total value of RAC grants under CRRSA is \$3,244,599.

The total additional amount of CRRSA relief for the ITCs is \$2,015,999.99 and the total amount of CRRSA relief for RACs is \$3,244,599.01. The CRRSA relief is 100% pass-through of MCO's \$5,260,599 CRRSA grant, allocated pursuant to the FAA guidance.

With regard to ARPA and relief for ACDBE concessions, Mr. Brown indicated that some of these small businesses have gone through a very rough time and some of them may not be in business next year. This is all ultimately dependent on how much traffic returns to MCO, which is tied to the economics, and the economics are tied to controlling the COVID-19 pandemic.

Mr. Brown indicated that there is one international concession that may be eligible for relief, but they need to demonstrate eligibility and qualifications.

Mr. Brown directed the Board to Section C.4 of the ITC Resolution, which states that "The ITC will cooperate in phased re-opening and service levels during periods of changing demand", and stated that enplanement traffic is not going to grow uniformly throughout the

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Airside and Landside; therefore, the Aviation Authority needs to help concessionaires manage staffing up to meet the demands as traffic increases.

Approval of the Resolution is subject to certain conditions:

- Must be current through March 31, 2021
- Must adhere to all financial and non-financial obligations to the Aviation Authority, including service standards
- If other Federal or State relief is received, waivers are null and void
- Other conditions similar to August resolution conditions

Mr. Brown stated that if the Aviation Authority Board approves the proposed supplemental relief, it would total approximately \$100 million in relief. Using visual aids (copy on file), he presented a slide that depicted the impact this would have to the Aviation Authority's cash on hand.

By question from Mayor Demings regarding majority partners sharing the relief with ACBDEs, Mr. Brown responded that the Aviation Authority's Small Business Department would meet regularly with the ACBDEs to understand the type of support they are getting from the majority partner. Discussion ensued regarding the challenges of joint ventures as it relates to sharing the relief, and consequences in place for when the relief is not shared.

In response to Dr. Evans question regarding the relationship between the Aviation Authority and the FAA, Mr. Brown responded that the Aviation Authority usually works with the local Airport District Office, with which there is a great relationship. However, everything done at the local office needs to go first to the Southern Region, and then to Washington D.C. Mr. Brown indicated that he is currently trying to communicate with the Washington D.C. office to meet and discuss this very same issue, because the Aviation Authority needs their guidance in order to assist the ACBDEs. Unfortunately, the guidance that the Aviation Authority needs is not there yet.

Chairman Good stated that this is the reason why, in the future, the concessionaires need to be more diversified.

Mr. Brown reminded Chairman Good that there were speakers present for this item. Chairman Good thanked the speakers for attending.

Mr. Gerber reviewed the framework for public comments. He confirmed that there were seven speaker requests.

Ms. Deniz Diaz, representing Central Florida Jobs with Justice, spoke concerning employees from various areas of the airport, their needs after being furloughed, working conditions at the airport, and the importance of these workers. Former concessions employees, Ms. Kourtney Monroe, Mr. Cody Hughes, Ms. Veronica Jackson, Ms. Hilda Renteria Hernandez, and Mr. Delaun Stokes spoke regarding furloughed employees wanting to be rehired and requested a fair recall requirement to be adhered as a condition to the relief for concessionaires. Ms. Emily Geary stated that she was furloughed and had to re-apply to be rehired. She spoke about the poor work conditions and requested that the relief is not granted. Father Charles Meyers, Pastor of the Episcopal Church of Saint John the Baptist, spoke in support of the furloughed employees and recounted how his church cared for the furloughed employees' needs. He also requested that furloughed employees be called back as business resumes and goes back to normal.

Chairman Good thanked the speakers for their comments; he commended speakers for their behavior during today's meeting, as they did not behave in the same manner during past meetings. He affirmed that he personally cares about this situation. As a frequent traveler flying to and from MCO for 20 years, he has met and befriended many retail and concession workers, some who have also lost their jobs. He shared experiences that have affected him personally during this pandemic. He reassured the speakers that he understands the situation they are facing. He avowed that his hope and prayer is that, now that traffic is coming back to MCO, everyone can get their jobs back very soon. However, he will not accept accusations that the Board is heartless by not helping. This matter has been discussed with the Aviation Authority General Counsel, who has advised the Board must treat all concessionaires equally. He said that HMS Host got their last contract renewal in 2018, and when the COVID-19 pandemic hit, they were the first to request rent relief. The Aviation Authority is looking for HMS Host and all other concessionaires to take good care of their employees. He indicated that he has been advised that the Aviation Authority is not in the position to dictate to the concessionaires.

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Chairman Good asked Mr. Brown if there was a report on the number of employees who have been rehired. Mr. Brown indicated that he does not have this data. Chairman Good requested the information be provided to him. Mr. Brown asserted that he would ask concessionaires for the information.

Mr. Mateer indicated that he would like to amend the recommended action to add that before any in-terminal concessionaire gets relief, other than the CRRSA relief, that the concessionaire must provide GOAA with a business plan which commits them to rehiring an identified number of workers, opening stores and restaurants, and increasing hours of operation as the number of passengers increase. The plan should be specific in terms of how many people will be hired, which locations will be opened, and how hours of operation will increase. They should have the plans to us by April 16, which is one month. In addition, if they do not meet this commitment, then the deferred MACF amounts from April and May 2021 are not waived and are due to the Aviation Authority in October 2021 and November 2021. He stated that he would leave it to Mr. Brown to evaluate and enforce the business plan. This will allow the Aviation Authority Board to be part of the process.

Vice Chair Martinez asked Mr. Gerber if the Board has the authority to take such action. Mr. Gerber responded that the amendment is allowable. He continued by explaining that there are two basic premises which provide support for Mr. Mateer's amendment: (1) FAA guidance for phased reopening and an amplification of Section C.4 of the Resolution, which demands passed re-opening, and (2) The Aviation Authority's service standards that concessionaires must adhere to. In other words, if there are passengers coming to MCO, there should not be understaffed stores. Therefore, as a condition of the deferral shifting the waiver, the concessionaire must meet the re-hiring plan.

Chairman Good asked Mr. Gerber to confirm if Mr. Mateer's amendment to the recommended action is acceptable and legal. Mr. Gerber answered in the affirmative. He then addressed Vice Chair Martinez's question by explaining that the amended motion is not dictating terms of callbacks, wages or anything prohibited by the statute. The FAA and Aviation Authority's contracts with individual concessionaires is the basis for this amendment. Therefore, it is enforceable.

Mayor Dyer made a point of order and stated that there has to be a primary motion before moving the amended motion. Mr. Gerber confirmed that Mayor Dyer's point of order is correct. First, there must be a motion to adopt the main resolutions.

After motion by Mayor Demings, second by Mayor Dyer, discussion continued. Mr. Mateer restated that he moved to amend the draft resolution to add that before any in-terminal concessionaire gets relief other than the CRRSA relief, that the concessionaire must provide GOAA with a business plan which commits them to rehiring an identified number of workers, opening stores and restaurants, and increasing hours of operation as the number of passengers increase. The plan should be specific in terms of how many people will be hired, which locations will be opened, and how hours of operation will increase. They should have the plans to us by April 16, which is one month. In addition, if they do not meet this commitment, then the deferred MACF amounts from April 2021 and May 2021 are not waived and are due to the Aviation Authority in October 2021 and November 2021. He also restated that he would leave it to Mr. Brown to evaluate and enforce the business plan.

Mayor Demings raised a point of clarification concerning the ARPA relief package, which is not included as part of Mr. Mateer's amended motion. Mr. Gerber explained that the CRRSA relief amounts are dictated by Congress. The Aviation Authority could undo those credits for a concessionaire that does not adopt what is required under C.4 of the Resolution, which is required by the FAA. At this point, the ARPA guidance is not out. ARPA could be included as part of the motion; however, we do not know what that means yet. He advised the Board to hold the ARPA amendment until there is information about what ARPA entails. Therefore, at a future meeting, when there is information available on ARPA, the Resolution can be re-amended or ARPA funds will have to be distributed through some Resolution process and it can be addressed at that point.

Discussion ensued regarding the timeframe for review and approval of the business plans required from the concessionaires and timeframe of when ARPA provides guidance as it relates to their relief package. It was agreed that the Board could rescind this Resolution if they see fit.

In response to Mayor Dyer's question regarding the method the Aviation Authority would have used with the concessionaires to hire employees as traffic comes back to the airport if this Resolution was not in place, Mr. Brown responded that the Concessions Department works directly with concessionaires, and they would advise when is time to open up. He

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provided an example of the grab-and-go concessions in Airside 3. Mr. Mateer's proposed plan has the concessions providing their own business and re-hiring plan and we will determine if it is sufficient. Discussion ensued about the benefit of having the concessionaires provide these plans to Mr. Brown.

Mayor Dyer asked what is the determination that the concessionaire has provided a successful business plan to receive their relief. Mr. Gerber clarified that based on Mr. Mateer's amended motion, Mr. Brown will have the discretion to enforce that provision. Mr. Brown added that he envisions receiving the plans, and if not sufficient, then adjustments could be made to the plans until it is a sufficient plan. The intent is to bring staff back and meet the demand of the passenger traffic.

Mayor Dyer highlighted that the issue brought forth by the former employees is who will be re-hired, not just the number of people hired.

Chairman Good asked if the Aviation Authority could get a report with statistics of what percentage of former employees are rehired. He made a point to mention that every 2-3 years, a RFP goes out for concessions, and we will remember how well they helped their employees.

Mr. Mateer also shared his experience when he was CEO of Bags, Inc. at the time 9/11 occurred, and how they handled their employees during that tough time. He further communicated that this will allow Mr. Brown to be involved during this process.

Mayor Dyer asked for an amendment regarding the language included as it pertains to reporting percentage of re-hiring employees. Mr. Gerber advised that the language could be added under the cooperation provision, under the FAA guidance, in order to be a lawful and enforceable amendment.

Mr. Mateer accepted Mayor Dyer's amended language. Mr. Gerber then restated the motion, with Mr. Mateer's amendment and Mayor Dyer's amendment.

Upon motion by Mayor Dyer, second by Mayor Demings, vote carried to approve the recommendation for New Business Item X, as amended by both Mr. Mateer and Mayor Dyer, which includes reporting of the percentage of re-hired employees as part of the required business plan [**FILED DOCUMENTARY NO. 101041**].


ADJOURNMENT

22. There being no further business to be considered, Chairman Good adjourned the meeting at 5:32 p.m.

(Digitally signed on May 20, 2021)



Larissa Bou
Manager of Board Services



Phillip N. Brown
Chief Executive Officer