

On **WEDNESDAY, APRIL 21, 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 2:01 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
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.

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.

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.

Lastly, Mr. Gerber reminded Board members that due to the use of face masks, it is difficult to capture who moves and who seconds a motion; therefore, he asked that Board members speak into the microphones and raise their hands to signify and action.

APPROVAL OF MINUTES

1. The minutes from March 17, 2021 meeting, were deferred.

RECOGNIZING YEARS OF SERVICE

2. Mr. Brown recognized 5 employees. First, he recognized Mr. Patrick Toedtli, Equipment Operator III at the Orlando Executive Airport; Ms. Vikki McKay, Senior

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Construction Accounting Specialist with the Finance Department; and Mr. Carlos Reyes Villegas, Heavy Equipment Operator with Airfield and Ground Operations, for 20 years of service. He then recognized Mr. David Cook, Electronics Technician with Revenue Control, and Ms. Dalondis Braunskill, Senior Facility Assets Coordinator with the Maintenance Department, for 25 years of service. Mr. Brown thanked them for their hard work and dedication to the Aviation Authority. He also recognized those employees that provide administrative support, as today we celebrate Administrative Professional Day.

Chairman Good echoed Mr. Brown's words and thanked all for their hard work.

CHAIRMAN'S STATE OF THE AIRPORT UPDATE

3. Using visual aids (copy on file), Chairman Good provided a comprehensive detailing of Orlando International Airport's transition from pandemic conditions to current operating levels.

Key points along the more than a yearlong timeline included the impact of COVID-19 on air travel, budget & Capital Improvement Plan reductions, resumption of airline service and new air service development.

Chairman Good's presentation also included a look at the latest on concessions, parking options at the airport and goals for the Aviation Authority moving forward, including discussing ways to diversify the airport's revenue stream. A Memorandum of Understanding authorized earlier this year allows the Aviation Authority and University of Central Florida leaders to collaborate and identify strengths and possible drivers for diversifying the Aviation Authority's revenue stream.

Lastly, he discussed the goals for 2021-2022, which include the successful opening of South Terminal Complex; rebuild passenger confidence; recover passenger traffic; maintain safety and security at high level; rebuild income; begin actions to diversify revenue stream; update the strategic plan; and strive to bring back the J.D. Power Award to the Aviation Authority. Chairman Good expressed how positive he is about the future of the airport.

Dr. Evans thanked Chairman Good for his update and stated that the merit is being committed to providing a tremendous customer experience. He thanked Mr. Brian Engle, Director of Customer Experience, who has done an outstanding job. He expressed his excitement about where the airport is going with The Orlando Experience®.

CONSTRUCTION UPDATE ON THE SOUTH TERMINAL COMPLEX, PHASE 1 (STC-P1)

4. Mr. Davin Ruohomaki, Senior Director of Construction and Engineering, provided a detailed overview of the STC-P1 project. Using visual aids (copy on file), he discussed the scope of work, status, and schedule of the project. Drone footage of various areas of the STC (copy on file) was also presented.

Mr. Ruohomaki provided a summary of the collaboration between the Aviation Authority and OUC to develop a partnership that capitalizes on their expertise to deliver and manage a portfolio of utility services.

He then provided information with regard to the STC program team, program controls, approval and funding processes of STC items through Aviation Authority committees, before items are presented for Board approval. Additionally, Mr. Ruohomaki briefly discussed small business participation and goals, airline/tenant space buildout, tenant/concessions buildout, special systems, regulatory requirements, Owner Furnished FFE & IT items, and financial liaison to construction finance.

Mr. Ruohomaki closed his presentation by thanking Mr. Brown and Board members for their leadership, and every person that has been a part of this monumental program, especially through a global pandemic.

Mayor Demings asked what is the average wage of the approximately 2,000 plus STC-PH1 workers. Mr. Ruohomaki indicated that crane operators make anywhere from \$80,000-\$150,000 per year and some of the high-end project managers make \$100,000 or more. He stated that, overall, regular workers in the trade are making between \$50,000 and \$100,000 per year. He indicated that at the moment he did not have specific wage information about the lower-tier workers, but offered to gather this information and send it to the Board after the meeting; however, he believes it ranges between \$15.00 and \$20.00 an hour. Mayor Demings followed up by stating that these types of projects are expected to create job opportunities for individuals to make a decent wage.

Mayor Dyer asked what is the plan to replace the Iconic Art piece that had been previously selected. Mr. Ruohomaki indicated that the space will remain available for now since 20

CONSTRUCTION UPDATE ON THE SOUTH TERMINAL COMPLEX, PHASE 1 (STC-P1) – (con't)

feet behind that space is where The Portal will be located. The team has been looking at other art pieces for various locations throughout the terminal. Mr. Brown elaborated that currently, there is no money in the construction budget; therefore, staff is looking into other sources. There are some Discretionary funds available; however, this will require staff to present some ideas to the Art Committee for approval. Ms. Fennell has been actively looking into this matter. Mr. Brown also clarified, that the intent is to look for local art. He then stated that staff will follow the Art Program Policy, which contains provisions on acquisition of art.

Chairman Good asked Mr. Ruohomaki to consider consulting some of the final touches with Board members separately, as they may have thoughts and ideas that could be of help.

Before moving on, Mr. Brown thanked Mr. Ruohomaki for his hard work and for delivering such a comprehensive and extensive report in such a short amount of time.

Lastly, Mr. Brown indicated that the takeaway of this presentation is that from the beginning and through every step of the STC program, the process has been completely open and transparent through the Aviation Authority's various committees, which follow the Sunshine laws that require meetings and agenda items to be posted in advance. Additionally, the Aviation Authority will undergo various state audits and FAA audits due to funding. In closing, he indicated that changes are expected in a project of this magnitude; however, the Aviation Authority will ensure every process is done appropriately.

Discussion ensued regarding the need for gates for international traffic. Mr. Brown indicated that there has been talk about carriers starting new international services and how the ability for this to occur depends on foreign and local government agreeing on criteria for passengers to be allowed to travel, with regard to vaccination and testing. He continued by stating that once the COVID-19 pandemic is under control, the airport will start to experience more international passenger traffic. He indicated that international traffic would be back, it is only a matter of being able to navigate through the issues in hand, and being prepared and adaptable to receive the traffic when it is time.

The Chairman called a recess at 3:24 p.m.; reconvened the meeting at 3:31 p.m.

CONSENT AGENDA

5. Upon motion by Mayor Dyer, second by Vice Chair Martinez, 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: February 17, 2021, Finance Committee; March 18, 2021, Capital Management Committee; February 22 and March 22, 2021, Concessions/Procurement Committee; September 22 and September 29, 2020, February 2, March 2, March 4, March 9, March 16 and March 23, 2021, Construction Committee; February 23, 2021 Design Review Committee; October 28 and November 18, 2020, March 2 and March 3, 2021, Professional Services Committee; and March 2, 2021, Construction Finance Oversight Committee;

B. accept the recommendation to: (1) find the property listed in this memorandum no longer necessary, useful, or profitable in the operation of the Airport System; (2) request Orlando City Council concurrence and resolution of this finding; and (3) authorize staff to dispose of this property in accordance with the Aviation Authority's Policies and Procedures;

C. accept the recommendation of the Construction Committee to: (1) approve Amendment No. 5 to Addendum No. 3 to the Construction Management at Risk (CM@R) Entity Services for South Terminal C, Phase 1, Agreement with Hensel Phelps Construction for BP No. S00142, South Terminal C, Phase 1, Airside Terminal Foundations (GMP No. 6-S) at the Orlando International Airport, for a total negotiated deductive GMP Amendment amount of (\$5,063.97), which includes a deductive amount of (\$4,737.50) for Direct Cost of Work, a deductive amount of (\$40.76) for Performance and Payment Bonds, and a deductive amount of (\$285.71) for the CM@R Fee (6.031%), resulting in a revised GMP amount of \$21,694,922.03, 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. **[FILED DOCUMENTARY NO. 101042];**

D. accept the recommendation of the Construction Committee to: (1) approve Amendment No. 3 to Addendum No. 17 to the Construction Management at Risk (CM@R) Entity Services for South Terminal C, Phase 1, Agreement with Hensel Phelps Construction, for BP No. S00177, South Terminal C, Phase 1, Airside Experiential Media Environment (EME) (GMP

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CONSENT AGENDA (con't)

No. 6-S.5) at the Orlando International Airport, for a total negotiated deductive GMP Amendment amount of (\$90,725), which includes the deductive amount of (\$85,000) for Unbought Scope, the deductive amount of (\$599) for Performance and Payment Bonds, and the deductive amount of (\$5,126) for the CM@R Fee (6.031%), resulting in a revised GMP amount of \$11,116,346, 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. 101043**];

E. accept the recommendation of the Construction Committee to: (1) approve Amendment No. 1 to Addendum No. 27 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. S00180, South Terminal C, Phase 1, Landside Experiential Media Environment (EME) (GMP No. 7-S.4), for a total negotiated deductive GMP amount of (\$350,000), which includes the deductive amount of (\$333,284) for Allowances, the deductive amount of (\$2,573) for Performance and Payment Bonds, and the deductive amount of (\$14,143) for the CM@R's Fee (4.211%), resulting in a revised total GMP amount of \$11,342,367, 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. 101044**];

F. accept the recommendation of the Professional Services Committee to: (1) approve the ranking of the firms for Continuing Environmental Consulting Services at the Orlando International Airport, Orlando Executive Airport and other facilities operated by the Aviation Authority as follows: (a) First - MSE Group, LLC; Second - Vanasse Hangen Brustlin, Inc.; Third - DRMP, Inc.; Fourth - Bio-Tech Consulting, Inc.; Fifth - Breedlove, Dennis and Associates, Inc.; Sixth - EXP U.S. Service, Inc.; Seventh - Terracon Consultants, Inc.; and, Eighth - The Transit Group, Inc. d/b/a Ecological Associates, Inc.; (2) authorize hourly rate negotiations with all eight ranked firms in accordance with the Aviation Authority's policy; and (3) subject to successful negotiations with the ranked firms: (a) approve no-cost Continuing Environmental Consulting Services Agreements with each of the ranked firms for its negotiated hourly rates; and, (b) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel [**FILED DOCUMENTARY NO. 101045-101052**];

G. accept the recommendation of the Concessions/Procurement Committee to: (1) approve Amendment No. 2, First Renewal Option for Purchasing Contract 11-18, Landscape Maintenance of Parking Lots at Orlando International Airport with Helping Hand Lawn Care, LLC; (2) authorize funding from the Operations and Maintenance Fund in the not-to-exceed amount of \$276,200; and (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel [**FILED DOCUMENTARY NO. 101053**];

H. accept the recommendation to approve an amendment to the Air Service Incentive Program with regard to security deposits [**FILED DOCUMENTARY NO. 101054**];

I. accept the recommendation to approve revisions to Aviation Authority Policy 820.01, Real Estate Brokerage;

J. accept the recommendation of the Finance Committee to reappoint Ms. Kathleen M. Sharman, Chief Financial Officer, as the Aviation Authority's Authorized Investment Officer for a two-year term beginning May 1, 2021;

K. accept the recommendation of the Finance Committee to: (1) exercise the first one-year renewal option for Purchasing Agreement PA-572, Financial Advisory Services, with Raymond James & Associates, Inc., Frasca & Associates, LLC, and National Minority Consultants, Inc. beginning September 1, 2021, upon mutual agreement; (2) approve fees for hourly advisory services (exclusive of fees for bond transactions or other significant financing transactions) to be allocated from the Operations and Maintenance Fund for a not-to-exceed amount of \$300,000; and (3) authorize staff to take any and all actions and execute any and all documents deemed necessary to extend PA-572 Financial Advisory Services with Raymond James & Associates, Inc., Frasca & Associates, LLC, and National Minority Consultants, Inc., following satisfactory review by legal counsel [**FILED DOCUMENTARY NO. 101055**];

L. accept the recommendation to confirm the Chairman's re-appointment of David Konstan as Chairman of the Aviation Noise Abatement Committee for a one-year term effective April 21, 2021;

M. accept the recommendation to: (1) accept the recommendation of the Chief Executive Officer to assign the AC Holdings, Inc. contract to ReachTV and to extend the agreement for one year 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. 101056**];

PROCUREMENTS

6. 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

PROCUREMENTS – (con't)

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.

CHIEF EXECUTIVE OFFICER'S (CEO) REPORT

7. [A copy of the report was sent to each board member prior the meeting and with a copy on file]. Mr. Brown communicated that an addendum to the report was provided today at the dais (copy on file). He continued by indicating that Ms. Rodriguez, Chief Administrative Officer, and Mr. Gerber, Interim General Counsel, compiled the business plans required by the Board at the last meeting, in response to the In-Terminal Concession (ITC) relief. He informed that all Concessionaires complied with the business plan requirements on time. As of March 31, 2021, Concessionaires were at 38% of pre-COVID-19 employment levels airport-wide. Airside Concessionaire employment has recovered faster than the Landside, Airsides being at 46% and Landside being at 35% of pre-COVID-19 levels. He explained that the disparity between the Airside and Landside is the dwell time.

Mr. Brown also reported that Concessionaires are experiencing extreme difficulty when rehiring employees and shared some of the comments received from Concessionaires. He also reported that Concessionaires committed to full employment at February 2020 levels, when traffic exceeds 85% of 2019 comparable levels, or at least, proportional re-hiring in special circumstances. As of March 31, 2021, of those employed by Concessionaires, approximately 79% were employees in February 2020. HMS Host reported that approximately 75% of its employees on March 31, 2021, were employees in February 2020. This data shows that, even though passenger traffic is coming back to the airport, there are still some challenges to work on with regard to ITCs.

Discussion ensued regarding both international and domestic airline services returning to MCO and factors that may impact the speed in which some services are able to resume, especially international services.

In response to Chairman Good's question regarding individuals being able to get their concession jobs back, Mr. Brown responded that based on what he has seen and heard from the Concessionaires (including the Hyatt hotel), they are experiencing problems retaining employees and getting former employees to return. There is a variety of reasons for this issue, some of this has been attributed to stimulus relief being received and some of it is because there are individuals that are still not comfortable with the person-to-person approach due to COVID-19. This is not only being experienced at the airport, but also in the community at large.

Mayor Demings concurred with Mr. Brown's report and indicated that he has also had conversations with a couple of hoteliers and businesses in the tourism industry, and all report having difficulty getting employees to return to work. As for why this is occurring, he echoed one of the reasons Mr. Brown provided, which is that employees are receiving stimulus relief. He indicated that additionally, many individuals engaged in upscale training during this time, and were able to get higher paying jobs. Many were able to transition into the manufacturing industry.

Mr. Brown added that another reason, which has been brought forth by HMS Host, is that from a transportation standpoint, it is not easy to get to their jobs here at the airport. In the long term, the Aviation Authority will have to address this issue. Chairman Good acknowledged that this is a very important issue.

By question from Chairman Good about the possibility of a job fair, Mr. Brown communicated that staff is working on finding a location to accommodate all participants. He reiterated that the main issue is the difficulty in re-hiring employees.

Dr. Evans asked for Mr. Brown's assessment on the state of the Concessionaires, to which Mr. Brown responded that the situation is better than 6 months ago; however, there are some challenges, particularly with regard to Airport Concession Disadvantage Business Enterprise (ACDBE) businesses. He referred to a letter sent to the Federal Aviation Administration (FAA) (copy on file), which addressed the American Rescue Plan Act (ARPA) that passed on May 11, 2021. This relief designated about \$800 million in relief for airport concessions, which includes \$640 million for small businesses and \$160 million for large concessions. The Aviation Authority asked the FAA to provide some guidance with regard to how these federal funds can go directly to ACDBEs. Part of the challenge is that most of the Aviation Authority's ACDBEs are joint venture partners. Therefore, they have joint venture agreements that dictate how funds are distributed in the partnership, which makes this matter legally complicated. Reiterating, Ms. Brown indicated the Aviation Authority's intent is to ensure that some of those funds go directly to the

CHIEF EXECUTIVE OFFICER'S (CEO) REPORT (con't)

ACDBE's because they face certain circumstances, for which he provided a few examples. He indicated that thus far, the FAA has not responded. Lastly, Mr. Brown stated that with the traffic returning to MCO, more concessions have opened in the last 2 weeks, but there is still "a lot of wood to chop".

There being no further questions or discussions about the CEO's report, Mr. Brown informed the Board that his agreement with the Aviation Authority expires at the end of September 2021. Because there are some unresolved issues that are not expected to be resolved by September, he notified the Board that he is willing to negotiate an extension to his agreement. However, he communicated his intention to retire and recommended the Board to consider retaining an executive search firm, which would probably require going through a competitive process, depending on the cost. He believes that there would be both external and internal candidates interested that would be qualified for the CEO position, and everyone deserves a fair opportunity. Mr. Brown stated that it is his obligation to help the Board develop a process for a successful transition.

Chairman Good expressed his gratitude and admiration for Mr. Brown's hard work during the years he has served the Aviation Authority.

Discussion ensued as to negotiating the terms of Mr. Brown's extension agreement and the process of searching for new CEO. The Board was in consensus to negotiate an extension agreement with Mr. Brown.

Mayor Demings asked if Chairman Good would lead the negotiation efforts and if this would require Board action. Mr. Gerber suggested presenting this as an agenda item to ensure that Board members are able to openly discuss and vote on the item. The inclination is to appoint the Chairman or a designee to lead the effort.

Proceeding with the order of the meeting, Chairman Good asked Mr. Brown to continue with the New Business Items. Mr. Brown indicated that there are 15 New Business Items on the agenda. He introduced Mr. Mike Patterson, Director of Construction, who presented New Business Items A through C.

Before proceeding, he reminded the Board that each item must be considered and voted on separately.

Mr. Patterson presented New Business Items A through C together, as all pertain to the South Terminal Complex Program.

RECOMMENDATION OF THE CONSTRUCTION COMMITTEE TO APPROVE NEW BUSINESS ITEMS A THROUGH C FOR SOUTH TERMINAL COMPLEX (STC), PHASE 1 (P1)

8. Mr. Patterson communicated that board members were provided separate memoranda for each of items with detailed information of what they individually entail (copy on file).

New Business Item A: This item is to approve a Memorandum of Agreement (MOA) to reimburse the U.S. Customs and Border Protection (CBP) for the purchase of Information Technology (IT) items in support of the W-S00145, STC-P1 Owner-Furnished Furnishings, Fixtures and Equipment (FF&E) and IT items.

Mr. Patterson indicated that CBP would procure and install IT items from Line 218 - CBP Allowance (copy of the list is on file). The estimated not-to-exceed cost is \$1,951,185.20 with annual maintenance cost of \$98,110.20.

The reimbursement of the CBP IT equipment for the not-to-exceed amount of \$1,951,185.20 will be from the CBP Allowance (Line Item 218). Funding is from General Airport Revenue Bonds. The annual not-to-exceed out-year recurring maintenance service fee is \$98,110.20. Funding is from 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 recommendation of the Construction Committee to: (1) approve the Memorandum of Agreement to Reimburse the CBP for the Purchase of IT Items for the CBP in support of W-S00145, STC Phase 1 - Owner-Furnished FF&E and IT Items, at the Orlando International Airport, with the use of the CBP Allowance (Line Item 218) for the reimbursement of the CBP IT equipment; (2) approve the annual not-to-exceed out-year recurring maintenance service fee of \$98,110.20, with funding from Operations and Maintenance Funds; and, (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

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Motion taken at the end of 8

New Business Item B: This item is to approve the purchase of Experiential Media Environment (EME) Cisco Network Switches Equipment for Project ZC-333.

Mr. Patterson indicated that on March 25, 2021, the Aviation Authority received five quotes in response to Request for Quotations (RFQ) No. 93184-21 for the purchase of various Cisco Network Switches equipment, as follows:

Bidder/Proposer	Total Price
AIP US, LLC	\$334,578.74
Veytec, Inc.	\$335,910.00
Netsync Network Solutions	\$355,881.95
Insight Public Sector	\$371,536.81
ConvergeOne, Inc.	\$399,694.50

It was respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Construction Committee to (1) authorize the Purchase of Technology Equipment (Experiential Media Equipment (EME) Cisco Network Switches Equipment) for ZC-333, Miscellaneous EME Owner Direct Purchase, in support of the South Terminal C at the Orlando International Airport, from AIP US, LLC, for a total not-to-exceed amount of \$334,578.74, with funding from General Airport Revenue Bonds; (2) authorize the Purchasing Office to issue the necessary purchase order; and, (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary contract documents following satisfactory review by legal counsel.

Motion taken at the end of 8

New Business Item C: This item is to approve (1) the addition of the Information Technology (IT) Detailed Line Item Estimates for the Ground Transportation Facility (GTF) utilizing Contingency Funds from W-S00145 Owner-Furnished Furnishings, Fixtures and Equipment (FF&E) and IT Items; and (2) the Purchase of IT Items for the GTF, both in support of the South Terminal C, Phase 1 Program

It was respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Construction Committee to (1) approve the Addition of the Information Technology (IT) Detailed Line Item Estimates for the Ground Transportation Facility (GTF) utilizing Contingency Funds from W-S00145, South Terminal C, Phase 1, Owner-Furnished Furnishings, Fixtures and Equipment (FF&E) and IT Items; (2) approve the Purchase of IT Items for the GTF in support of the South Terminal C, Phase 1, Program, at the Orlando International Airport, for the total not-to-exceed amount of \$325,000, with funding from General Airport Revenue Bonds, and previously-approved Capital Expenditure Funds; (3) authorize the Purchasing Office to issue the necessary purchase order; and (4) 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 Vice Chair Martinez, second by Mr. Mateer, vote carried to approve the recommendation for New Business Item A, as presented **[FILED DOCUMENTARY NO. 101057]**.

Upon motion by Mayor Demings, second by Vice Chair Martinez, vote carried to approve the recommendation for New Business Item B, as presented **[FILED DOCUMENTARY NO. 101058]**.

Upon motion by Mayor Dyer, second by Mr. Mateer, vote carried to approve the recommendation for New Business Item C, as presented **[FILED DOCUMENTARY NO. 101059]**.

Mr. Brown presented Mr. Tom Draper, Chief of Operations, who presented New Business Items D and E.

RECOMMENDATION TO APPROVE AMENDMENT NO. 1, CONTRACT ADJUSTMENT FOR PURCHASING CONTRACT PS-329, PARKING ACCESS AND REVENUE CONTROL SYSTEM WITH SKIDATA, INC. (NEW BUSINESS ITEM D)

9. Mr. Draper stated that on January 15, 2014, the Aviation Authority Board awarded Contract PS-329 for Parking Access and Revenue Control System (Parking System) to Skidata, Inc. The contract scope includes all hardware, software, interfaces, tools, equipment, materials, labor, supervision, project management, warranties, and maintenance for a new Parking System at the Orlando International Airport.

RECOMMENDATION TO APPROVE AMENDMENT NO. 1, CONTRACT ADJUSTMENT FOR PURCHASING CONTRACT PS-329, PARKING ACCESS AND REVENUE CONTROL SYSTEM WITH SKIDATA, INC. (NEW BUSINESS ITEM D) – (CON'T)

The initial term of the contract was from implementation through final acceptance and includes a 1-year warranty period, after which a 5-year maintenance period shall begin with the Aviation Authority having options to renew for five (5) additional periods of 1-year each after the 5-year period ends.

The original contract scope of work has been adjusted by multiple approved Change Orders in order to add equipment, parts and hardware required to complete the installation and implementation of the Parking System. As a result of these Change Orders, the warranty period was extended.

He further indicated that the warranty period is scheduled to expire on April 30, 2021. This amendment is for the required 5-year Maintenance Services through April 30, 2026, in the not-to-exceed amount of \$1,402,904. The additional warranty associated as a result of the multiple approved change orders, hardware and software, during the initial term will be an additional not-to-exceed amount of \$116,340.

Amendment No. 1 total value for the 5-year Maintenance Services and for the additional warranty is a not-to-exceed amount of \$1,519,244.

On April 5, 2021, the Concessions/Procurement Committee recommended approval of Amendment No. 1 to Contract PS-329, Parking Access and Revenue Control System with Skidata, Inc.

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

The fiscal impact of Amendment No. 1 is a not-to-exceed \$1,519,244. 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 recommendation of the Concessions/Procurement Committee to: (1) approve Amendment No. 1, Contract Adjustment for Contract PS-329, Parking Access and Revenue Control System with Skidata, Inc.; (2) authorize funding from the Operations and Maintenance Fund in the not-to-exceed amount of \$1,519,244; and (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents, following satisfactory review by legal Counsel.

Upon motion by Mayor Demings, second by Mr. Mateer, vote carried to approve the recommendation for New Business Item D, as presented [**FILED DOCUMENTARY NO. 101060**].

RECOMMENDATION TO AWARD PURCHASING CONTRACT 16-21, U.S. DEPARTMENT OF AGRICULTURE (USDA) REGULATED GARBAGE SERVICES AT ORLANDO INTERNATIONAL AIRPORT TO COVANTA ENVIRONMENTAL SOLUTIONS, LLC (NEW BUSINESS ITEM E)

10. Mr. Draper stated that on January 4, 2021, an Invitation to Bid (IFB) was released to the public for contract 16-21 for USDA regulated garbage services at Orlando International Airport. He indicated that the services to be provided shall include, but are not limited to all labor, supervision, transportation, materials, equipment and all other items and services necessary to perform removal, processing, and disposal of USDA regulated garbage (international garbage) in accordance with applicable USDA regulations.

The contract term is for 36 months, with initial service to begin on or about June 1, 2021, with the Aviation Authority having options to renew the Contract for 2 additional periods of 1-year each. The new contract structure has been modified to encourage more competition in the marketplace while continuing to comply with USDA operating procedures on how regulated garbage is collected, stored and disposed of.

On February 5, 2021, the following bids were received and reviewed:

<u>Company Name</u>	<u>Total Three (3) Year Bid Price</u>
Covanta Environmental Solutions, LLC	\$1,170,160
Stericycle, Inc.	\$2,038,665

For a bidder to meet the minimum responsibility criteria for this contract, the bidder must provide verifiable evidence that it is currently engaged in the business of providing USDA regulated garbage disposal services; has been actively engaged in such business for at least 3 years immediately preceding the date of bidder's response to this bid; and have

RECOMMENDATION TO AWARD PURCHASING CONTRACT 16-21, U.S. DEPARTMENT OF AGRICULTURE (USDA) REGULATED GARBAGE SERVICES AT ORLANDO INTERNATIONAL AIRPORT TO COVANTA ENVIRONMENTAL SOLUTIONS, LLC (NEW BUSINESS ITEM E) – (CON'T)

a valid compliance agreement issued from the Orlando Office of the U.S Department of Agriculture.

References for the two bidders were checked and based thereon, were determined to be responsible and responsive. Covanta Environmental Services, LLC, the low responsible and responsive bidder was contacted after the bid opening and assured that they will meet the airport's requirements at the bid price.

In the scope of the regulated garbage industry, MCO's volume is small; modifying our operation allowed competition such as the successful responsible and responsive bidder, a large-scale operator in this industry with streamlined methods and processes to maximize their operation, thus providing a more competitive price.

On April 5, 2021, the Concessions/Procurement Committee recommended award of Purchasing Contract 16-21 to Covanta Environmental Solutions, LLC as the low responsible and responsive bidder.

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

The 3-year bid price for Purchasing Contract 16-21 is not-to-exceed \$1,170,160. 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 recommendation of the Concessions/Procurement Committee to (1) award Purchasing Contract 16-21, USDA Regulated Garbage Services to Covanta Environmental Solutions, LLC as the low responsible and responsive bidder; (2) authorize funding from the Operations and Maintenance Fund in the not-to-exceed amount of \$1,170,160; and (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents, following satisfactory review by legal Counsel.

Vice Chair Martinez expressed his concern with regard to the difference in bid prices between the two proposers. Mr. Draper explained that the lowest bidder, Covanta, is located in Okahumpka, which is in the Lake County area. Covanta's method of operation includes burning the waste and recycle by turning it into energy, which they sell. This company also recycles and sell metals. Additionally, they provide service to Lake County, the Villages, and great part of the regulated garbage of the cruise ships. This allows them to bid at that price. On the other hand, Stericycle, who is the incumbent, offers a system that is very cumbersome and staff intensive.

Mr. Mateer stated that staff did a great job opening the bid to new vendors, which in return ended up saving the Aviation Authority money. Mr. Draper added that this also maximizes staff's time.

Upon motion by Vice Chair Martinez, second by Mayor Dyer, vote carried to approve the recommendation for New Business Item E, as presented [**FILED DOCUMENTARY NO. 101061**].

Mr. Brown then presented Mr. Brad Friel, Chairman of the Concessions/Procurement Committee who presented New Business Items F, G, and H.

RECOMMENDATION OF THE CONCESSIONS/PROCUREMENT COMMITTEE TO AWARD PURCHASING BID 17-21 MANAGEMENT OF ELECTRICAL SWITCHGEAR EQUIPMENT, GENERATORS, UNINTERRUPTIBLE POWER SUPPLIES AND BATTERIES, AND EMERGENCY GENERATOR FUEL DELIVERY SYSTEM TESTING, MAINTENANCE AND REPAIR SERVICES WITH ELECTRICAL SERVICES, INC. (NEW BUSINESS ITEMS F)

11. Mr. Friel began by providing background information and indicated that Purchasing Contract 17-21, Management of Electrical Switchgear Equipment, Generators, Uninterruptible Power Supplies (UPS) and Batteries, and Emergency Generator Fuel Delivery System (FDS) Testing, Maintenance and Repair Services will result in a Contract for the service provider 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), modifications, upgrades and repairs at the Orlando International Airport and Orlando Executive Airport.

He stated that the Contract term is for 36 months. Scheduled to commence on or about

RECOMMENDATION OF THE CONCESSIONS/PROCUREMENT COMMITTEE TO AWARD PURCHASING BID 17-21 MANAGEMENT OF ELECTRICAL SWITCHGEAR EQUIPMENT, GENERATORS, UNINTERRUPTIBLE POWER SUPPLIES AND BATTERIES, AND EMERGENCY GENERATOR FUEL DELIVERY SYSTEM TESTING, MAINTENANCE AND REPAIR SERVICES WITH ELECTRICAL SERVICES, INC. (NEW BUSINESS ITEMS F) – (CON'T)

August 1, 2021, with the Aviation Authority having options to renew the contract for two additional periods of one year each.

On March 8, 2021, the following bids were received:

- Electric Services, Inc. \$7,196,318.45
- M&M Electric of Central Florida, Inc. \$8,235,946.73
- Bergelectric Corporation \$8,811,653.66
- Eau Gallie Electric, Inc. \$8,939,724.20
- Transportation Systems Inc. \$9,652,172.00

On March 22, 2021, the Concessions/Procurement Committee determined that Electric Services, Inc., M&M Electric of Central Florida, Inc., Bergelectric Corporation, and Eau Gallie Electric Inc. were responsive and responsible as it pertains to the bid documents exclusively. However, Transportation Systems Inc. was determined to be non-responsive. Subsequently, the Concessions/Procurement Committee approved staff's recommendation to award Purchasing Contract No. 17-21 to Electric Services, Inc., as the lowest responsive and responsible bidder, for an initial thirty-six month term with two additional options of one year each in the amount not-to-exceed of \$7,196,318.45.

A Minority and Women Business Enterprise (MWBE) and Local Developing Business (LDB) participation goal was established at 15% MWBE and 2% LDB for this contract. The Small Business Development Department determined that Bergelectric Corp., Electric Services, Inc. and M&M Electric of Central Florida, Inc. were responsive. However, Eau Gallie Electric, Inc. was determined to be non-responsive as it relates to small business requirements.

The three-year fiscal impact is not-to-exceed \$7,196,318.45. Funding is from Operations and Maintenance Fund.

It was respectfully requested that the Aviation Authority Board resolve to approve the Concessions/Procurement Committee's recommendation to: (1) deem Transportation Systems Inc. non-responsive as it relates to non-submission of bid documents; (2) deem Eau Gallie Electric Inc. non-responsive as it relates to the small business requirements; (3) award Purchasing Contract 17-21, Management Of Electrical Switchgear Equipment, Generators, Uninterruptible Power Supplies (UPS) And Batteries, And Emergency Generator Fuel Delivery System (FDS) Testing, Maintenance and Repair Services, at the Orlando International Airport and Orlando Executive Airport, to Electric Services, Inc. as the lowest responsive and responsible bidder for an initial term of thirty-six months in the amount not-to-exceed \$7,196,318.45; (4) authorize funding from the Operations and Maintenance Fund in the not-to-exceed amount of \$7,196,318.45 and (5) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

Upon motion by Mayor Demings, second by Dr. Evans, vote carried to approve the recommendation for New Business Item F, as presented [FILED DOCUMENTARY NO. 101062].

RECOMMENDATION OF THE CONCESSIONS/PROCUREMENT COMMITTEE TO APPROVE AMENDMENT NO. 4, SECOND RENEWAL OPTION TO PURCHASING CONTRACT 02-18, ROADWAY ELECTRICAL MAINTENANCE SERVICES, AT ORLANDO INTERNATIONAL AIRPORT AND ORLANDO EXECUTIVE AIRPORT, WITH AMERICAN LIGHTING & SIGNALIZATION, LLC (NEW BUSINESS ITEM G)

12. Moving on, Mr. Friel explained that Purchasing Contract 02-18, Roadway Electrical Maintenance Services with American Lighting & Signalization, LLC requires American Lighting to provide all labor, supervision, materials, and miscellaneous parts, equipment, tools, and all other accessories, services, and preparation of Maintenance of Traffic (MOT) for repairing or replacing light fixture controls, or electrical service related equipment associated with signs, lighting, bridges, buildings or structures and other associated equipment, and all other items necessary or proper for, or incidental to, performing roadway electrical maintenance and electrical services at the Orlando International Airport and Orlando Executive Airport.

The initial term of this Purchasing Contract term was for 36 months, which commenced on December 1, 2017, with the Aviation Authority having options to renew the contract for two additional periods of one year each.

RECOMMENDATION OF THE CONCESSIONS/PROCUREMENT COMMITTEE TO APPROVE AMENDMENT NO. 4, SECOND RENEWAL OPTION TO PURCHASING CONTRACT 02-18, ROADWAY ELECTRICAL MAINTENANCE SERVICES, AT ORLANDO INTERNATIONAL AIRPORT AND ORLANDO EXECUTIVE AIRPORT, WITH AMERICAN LIGHTING & SIGNALIZATION, LLC (NEW BUSINESS ITEM G) – (CON'T)

Mr. Friel noted that the first renewal option is due to expire on November 30, 2021 and the second renewal option is from December 1, 2021 through November 30, 2022. Based on the information known at this time, American Lighting has performed satisfactorily during its tenure.

On March 22, 2021, the Concessions/Procurement Committee approved staff's recommendation to award the second renewal option to the Purchasing Contract with American Lighting, through November 30, 2022.

The annual value for the second renewal option is a total not-to-exceed amount of \$331,215 with no unit price and hourly labor rate increases from the first renewal option.

At the time the contract was awarded, a Minority and Women Business Enterprise (MWBE), Local Developing Business or Veteran Business Enterprise (LDB/VBE) goals were not established.

The fiscal impact of the proposed Second Renewal Option is a not-to-exceed amount of \$331,215. Funds expected to be spent in the current fiscal year are within budget. Funding will be from both OIA and OEA Operations and Maintenance Funds.

It was respectfully requested that the Aviation Authority Board resolve to approve the Concessions/Procurement Committee's recommendation to: (1) approve Amendment No. 4, Second Renewal Option for Purchasing Contract 02-18, Roadway Electrical Maintenance Services at Orlando International Airport and Orlando Executive Airport with American Lighting & Signalization, LLC through November 30, 2022; (2) authorize funding in the total not-to-exceed amount of \$331,215, which includes a total not-to-exceed amount of \$325,715 from the Orlando International Airport's Operations and Maintenance Fund and a total not-to-exceed amount of \$5,500 from the Orlando Executive Airport's Operations and Maintenance Fund; and (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

Upon motion by Mayor Dyer, second by Mayor Demings, vote carried to approve the recommendation for New Business Item G, as presented [FILED DOCUMENTARY NO. 101063].

RECOMMENDATION OF THE CONCESSIONS/PROCUREMENT COMMITTEE TO APPROVE AMENDMENT NO. 4, SECOND RENEWAL OPTION FOR PURCHASING CONTRACT 18-17, SOUTH TERMINAL AUTOMATED PEOPLE MOVER LANDSCAPE MAINTENANCE AND IRRIGATION SERVICES, AT ORLANDO INTERNATIONAL AIRPORT, WITH HELPING HAND LAWN CARE, LLC (HELPING HAND) - (NEW BUSINESS ITEM H)

13. Mr. Friel began by explaining that this Purchasing Contract is for a term of thirty-six months, which commenced on September 1, 2017, and expired August 31, 2020, with options to renew the Purchasing Contract for two additional periods of one year each that may be exercised by the Aviation Authority. The first renewal option is due to expire on August 31, 2021.

This Purchasing Contract has been designated as a direct procurement for a Local Developing Business (LDB). The Small Business Development Department certifies that this Contract is in good standing as it relates to the LDB direct procurement.

He continued by stating that Purchasing Contract Purchasing Contract 18-17, South Terminal Automated People Mover (APM) Landscape Maintenance and Irrigation Services requires Helping Hand to furnish all labor, supervision, materials (including any replacement plant material required), supplies, tools, equipment, licenses, permits, chemicals, fertilizer, pine bark mulch, pine straw, and all other items necessary or proper for, or incidental to, performing exterior landscape maintenance and irrigation maintenance services of specified South Terminal APM area located at the Orlando International Airport.

The first renewal option is due to expire on August 31, 2021 and the second renewal option is from September 1, 2021 through August 31, 2022. Based on the information known at this time, Helping Hand has performed satisfactorily during its tenure.

On March 22, 2021, the Concessions/Procurement Committee approved staff's recommendation to award the second renewal option to the Purchasing Contract to Helping Hand through August 31, 2022.

The annual value for the Second Renewal Option is a total not-to-exceed amount of

RECOMMENDATION OF THE CONCESSIONS/PROCUREMENT COMMITTEE TO APPROVE AMENDMENT NO. 4, SECOND RENEWAL OPTION FOR PURCHASING CONTRACT 18-17, SOUTH TERMINAL AUTOMATED PEOPLE MOVER LANDSCAPE MAINTENANCE AND IRRIGATION SERVICES, AT ORLANDO INTERNATIONAL AIRPORT, WITH HELPING HAND LAWN CARE, LLC (HELPING HAND) - (NEW BUSINESS ITEM H) – (CON'T)

\$342,923.33 with no changes to the unit prices from the first renewal option.

This Purchasing Contract has been designated as a direct procurement for a Local Developing Business (LDB). The Small Business Development Department certifies that this Contract is in good standing as it relates to the LDB direct procurement.

The fiscal impact of the proposed Second Renewal Option is a not-to-exceed amount of \$342,923.33. Funding will be from the Operations and Maintenance Fund.

It was respectfully requested that the Aviation Authority Board resolve to approve the Concessions/Procurement Committee's recommendation to: (1) approve Amendment No. 4, second renewal option for Purchasing Contract 18-17, South Terminal Automated People Mover Landscape Maintenance and Irrigation Services with Helping Hand Lawn Care, LLC through August 31, 2022; (2) authorize funding from the Operations and Maintenance Fund in the not-to-exceed amount of \$342,923.33; and (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

Upon motion by Mayor Dyer, second by Dr. Evans, vote carried to approve the recommendation for New Business Item H, as presented [**FILED DOCUMENTARY NO. 101064**].

The Chairman called a recess at 4:15 p.m.; reconvened the meeting at 4:18 p.m.

Mr. Brown introduced Ms. Yovannie Rodriguez, Chief Administrative Officer, who presented New Business Items I, J, K, and L.

Before continuing, Mr. Brown communicated that there are three speakers for New Business Item K, who will be able to provide their comments once Ms. Rodriguez presents that item.

RECOMMENDATION TO APPROVE LEASE AGREEMENT WITH GATE GOURMET, INC. AT ORLANDO INTERNATIONAL AIRPORT (NEW BUSINESS ITEM I)

14. Ms. Rodriguez stated that the Aviation Authority and Gate Gourmet, Inc. as successor in interest to Dobbs International Services, Inc. (Gate Gourmet) are parties to that certain Lease Agreement, dated March 12, 1990, (Lease Agreement), which Lease Agreement expired on September 16, 2010. Previous attempts to enter into a new agreement with Gate Gourmet have been unsuccessful and Gate Gourmet continues to provide in flight and off airport catering services under the expired Lease Agreement.

The premises under the Lease Agreement include approximately 7.92 acres of land containing 52,868 square feet of building improvements.

The minimum annual rent for the premises under the expired Lease Agreement was \$519,999.96. In addition to the minimum annual rent, privilege fees for the right to do business at the Airport were assessed at 5.5% of Gross Receipts for in-flight catering and 2% of Gross Receipts for off-airport catering.

Continuing, Ms. Rodriguez indicated that staff negotiated a new lease agreement with an initial five-year term and one five-year renewal term.

The minimum annual rent for the premises is set at the appraised fair market rental value for the land area of approximately 7.92 acres of land containing 52,868 square feet of building improvements and 121,625 square feet of pavement improvements, adjusted on the 5th anniversary of the Term, if renewed.

The appraised fair market rental value obtained by staff is \$0.70/SF per year for land, \$5.80/SF per year for the building improvements and \$0.05/SF per year for pavement improvements.

An assessment of the condition of the improvements was obtained by staff identified certain maintenance and repairs required to be performed. Gate Gourmet has agreed to perform all maintenance and repairs identified, including the roof maintenance and repairs, during the initial Term of the new Lease Agreement. In exchange for performing the roof maintenance and repairs, Gate Gourmet will receive rent credits for the actual cost incurred in an amount not-to-exceed \$500,000.

In addition to the minimum annual rent, Gate Gourmet is responsible for paying the

RECOMMENDATION TO APPROVE THEME RETAIL CONCESSION AGREEMENTS (SOUTH TERMINAL COMPLEX) WITH SEA WORLD PARKS AND ENTERTAINMENT, LLC AND WALT DISNEY PARKS AND RESORTS U.S., INC. (NEW BUSINESS ITEMS J AND K) – (CON'T)

- o \$4,000,001 to \$7,000,000 24%
- o Greater than \$7,000,000 25%

Using visual aids (copy on file), Ms. Rodriguez showed the Board the location of the proposed Sea World Parks store.

The Sea World Parks estimated annual concession fee revenue for the first year of the proposed term is \$225,275.

It was respectfully requested that the Aviation Authority Board resolve to (1) approve the Theme Retail Concession Agreement (South Terminal Complex) with Sea World Parks and Entertainment, LLC; (2) obtain consent of the Orlando City Council for a Concession Agreement term in excess of ten years; and (3) 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 15

New Business Item K

Staff and Disney Parks negotiated the following terms for the STC Theme Retail Concession agreement:

- Premises consist of 7,638 square feet
 - o Level 2 - 4,562 sf
 - o Level 3 - 3,076 sf1
- Commencement Date is 180 days after Premises turnover. It is anticipated that Commencement Date will be consistent with the opening of operations of the STC
- Agreement term is 15 years
- Minimum initial investment of \$600/square foot totaling \$2,737,200
- Minimum mid-term investment of \$225/square foot totaling \$1,026,450
- Disney will pay the greater of a Minimum Annual Concession Fee (MACF) or a tiered percentage of gross receipts
- Disney's Initial Minimum Annual Concession Fee is \$825,000 for the Initial Period and the first 3 years and for the 4th year, the MACF is \$1,020,000
- Percentage of gross receipts are tiered based on the following annual cumulative gross receipts:
 - o \$1 to \$4,000,000 22%
 - o \$4,000,001 to \$7,000,000 24%
 - o Greater than \$7,000,000 25%

Using visual aids (copy on file), Ms. Rodriguez showed the Board the location of the proposed Disney Parks store.

The Disney Parks estimated annual concession fee revenue for the first year of the proposed term is \$825,000.

It was respectfully requested that the Aviation Authority Board resolve to (1) approve Theme Retail Concession Agreement (South Terminal Complex) with Walt Disney Parks & Resorts U.S., Inc.; (2) obtain consent of the Orlando City Council for a Concession Agreement term in excess of ten years; and (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

Mr. Brown suggested the Board take action on New Business Item J first, and then allow the speakers to provide comments for New Business Item K.

In response to Vice Chair Martinez's question regarding the possibility of percentages for gross receipt surpassing \$4 million, Ms. Rodriguez responded that she had great hopes that we will exceed that amount. He followed up by asking if the numbers provided are realistic. Mr. Brown indicated that the Aviation Authority negotiated with Disney Parks a long time ago and he believes they are confident about these numbers.

Upon motion by Mayor Demings, second by Mayor Dyer, vote carried to approve the recommendation for New Business Item J, as presented **[FILED DOCUMENTARY NO. 101066]**.

RECOMMENDATION TO APPROVE THEME RETAIL CONCESSION AGREEMENTS (SOUTH TERMINAL COMPLEX) WITH SEA WORLD PARKS AND ENTERTAINMENT, LLC AND WALT DISNEY PARKS AND RESORTS U.S., INC. (NEW BUSINESS ITEMS J AND K) – (CON'T)

Mr. Gerber provided the framework for public comments. HMS Host employees, Ms. Kourtney Monroe, Ms. Hilda Renteria Hernandez, and Ms. Emily Geary each read parts of a letter dated April 20, 2021, which was sent to Board members and staff (copy on file). Mr. Gerber reminded the speakers that although the Aviation Authority appreciates the remarks brought forth, all comments must be related to items on the current agenda.

Upon motion by Mr. Mateer, second by Mayor Demings, vote carried to approve the recommendation for New Business Item K, as presented [**FILED DOCUMENTARY NO. 101067**].

RECOMMENDATION TO APPROVE PROPERTY MANAGEMENT AND LEASING AGREEMENT WITH STILES CORPORATION AT THE COLONIAL PROMENADE SHOPPING CENTER, ORLANDO EXECUTIVE AIRPORT (ORL)- (NEW BUSINESS ITEM L)

16. Ms. Rodriguez recounted that in 1984, the Aviation Authority entered into a land lease with Mark A. and Rosalind Schurgin, for approximately 16.5 acres at Orlando Executive Airport for construction, operation and maintenance of a retail shopping center. Through successive lease assignments and transfers in lieu of foreclosure, WCPRT Colonial Promenade, LLC (WCPRT), became the lessee. Over a number of years, the improvements on the property deteriorated due to deferred maintenance and in 2016, the Aviation Authority filed for eviction of WCPRT. Subsequently, a settlement agreement was reached and possession of the property was turned over to the Aviation Authority on July 1, 2017.

The property is comprised of two buildings, which together include 187,509 square feet of gross leasable area, on nearly 13.45 acres of land, including the four currently vacant outparcels.

The Aviation Authority has performed portions of the deferred maintenance and is currently assessing how to proceed with the redevelopment of the property. In the interim, the property is 29% occupied.

Continuing, Ms. Rodriguez presented a site map (copy on file), which show the parcels and indicated that after a public procurement, in October 2020, the Aviation Authority Board accepted the recommendation of the Professional Services Committee to:

- Approved the ranking of the firms for Property Management, Brokerage, and Advisory Services, at the Orlando Executive Airport, as follows: First - Stiles Property Management (Stiles); Second - Bishop Beale Duncan Realty, LLC; Third - Jones Lang LaSalle Americas, Inc.; Fourth - The Sembler Company; and, Fifth - Realty Capital Advisors, LLC;
- Authorized negotiations with the first-ranked firm in accordance with the Aviation Authority's policy, and if those negotiations are unsuccessful, negotiate with the other firms in their ranked order; and
- Upon reaching agreement with the successful proposer, the Aviation Authority Board requested that staff present the final agreement terms to the Aviation Authority Board for consideration.

Since October 2020, staff has been in negotiations for this agreement and has successfully come to an agreement with Stiles. The Term of the agreement is for a period of two years. After the initial term, the Aviation Authority shall have the sole option to renew the agreement for an additional two (2) year term, and after said term shall have another sole option to renew the agreement for an additional one (1) year term.

The Aviation Authority did not establish Minority and Women Business Enterprise (MWBE) and/or Local Developing Business (LDB) participation goals for this procurement due to the specialized nature of the services.

Stiles shall have the exclusive right to property management services, shall perform brokerage services per Aviation Authority policy 820.01 and perform advisory services as needed and negotiated by future addenda.

The property management fee is currently \$5,700 per month, which equals what is currently budgeted and being paid to the current property manager.

RECOMMENDATION TO APPROVE PROPERTY MANAGEMENT AND LEASING AGREEMENT WITH STILES CORPORATION AT THE COLONIAL PROMENADE SHOPPING CENTER, ORLANDO EXECUTIVE AIRPORT (ORL)- (NEW BUSINESS ITEM L) - (CON'T)

The brokerage services fees will be paid pursuant to the Aviation Authority's Policy 820.01 and advisory services fees will be negotiated in the Aviation Authority's discretion and agreed to by future addenda.

Additionally, due to the current condition of the Property and the specialized services of Stiles being performed in this Agreement, as an exception the Aviation Authority is willing to indemnify, defend and hold harmless Stiles from and against any and all claims, suits, demands, judgments, losses, costs, fines, penalties, damages, liabilities, and expenses which is incurred by, charged to, or recovered from any of the foregoing (a) Authority's obligations contained in the Agreement, including, but not limited to, any and all claims for damages as a result of the injury to or death of any person or persons, or damage to any property which arises as a result of an act on the part of Aviation Authority or omission which is made known to Aviation Authority by Stiles, regardless of where the damage, injury or death occurred or (b) arising out of the failure of Aviation Authority to keep, observe or perform any of its obligations under the Agreement.

This indemnification shall not apply to any claims, damages, losses, and expenses arising from Stiles' sole, gross negligence or intentional misconduct.

The property management fee is currently \$5,700 per month which represents the current fiscal year budgeted amount. Funding for the property management fee for subsequent fiscal years will be allocated from the OEA Operations and Maintenance Fund, as approved through the budget process and when funds become available.

Funding for the brokerage commission shall be paid in installments in the amount of 50% of each monthly rental payment actually received by Aviation Authority, until the commission is paid in full. Funding for any requested Advisory Services will be determined by future addenda.

It was respectfully requested that the Aviation Authority Board resolve to (1) approve the Property Management and Leasing Agreement with Stiles Corporation at the Colonial Promenade Shopping Center, Orlando Executive Airport; and (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the appropriate documents, following satisfactory review by legal counsel.

By question from Chairman Good regarding the lease term, Ms. Rodriguez stated that the agreement indicates, and Stiles understands, that the Aviation Authority is not interested in long-term leases.

Upon motion by Vice Chair Martinez, second by Dr. Evans, vote carried to approve the recommendation for New Business Item L, as presented [FILED DOCUMENTARY NO. 101068].

Continuing, Mr. Brown presented the rest of the items, New Business M, N, and O.

RECOMMENDATION TO APPROVE AMENDED AND RESTATED RAIL LINE EASEMENT AGREEMENT BY AND BETWEEN THE AVIATION AUTHORITY AND BRIGHTLINE TRAINS FLORIDA LLC. (BRIGHTLINE) JOINED BY THE CITY OF ORLANDO (NEW BUSINESS ITEM M)

17. Mr. Brown presented the item. He stated that the Aviation Authority and Brightline, joined by the City, entered into a Rail Line Easement Agreement dated January 22, 2014, providing for rail access to airport property from approximately the northeast corner of the property proceeding along a designated path to the intermodal transportation facility's rail station and continuing south to the area leased by Brightline for a vehicle maintenance facility.

The Rail Line Agreement also addressed the potential adverse impact of Aviation Authority RAC revenue resulting from the Brightline Rail service. As part of the ongoing project, the Rail Line Easement Agreement has been amended eight times.

The Aviation Authority and Brightline have recently negotiated an alignment for Brightline to access the rail station building from the south of the airport property near the vehicle maintenance facility.

The south access alignment was contemplated in the original Rail Line Easement Agreement and provided for the parties to negotiate the south access in good faith, at a future date.

RECOMMENDATION TO APPROVE AMENDED AND RESTATED RAIL LINE EASEMENT AGREEMENT BY AND BETWEEN THE AVIATION AUTHORITY AND BRIGHTLINE TRAINS FLORIDA LLC, (BRIGHTLINE) JOINED BY THE CITY OF ORLANDO (NEW BUSINESS ITEM M) – CON'T)

Terms of this Amendment include:

- Compensation for the fair market value of the property being utilized for access.
- An increase in the rail airport fee to be paid for each boarding passenger to address the potential adverse impact on the Aviation Authority's ground transportation revenue from Brightline's service extending south of the airport from \$1.50 to \$1.75 per boarding passenger upon the south access being utilized for passenger service.

The proposed Amended and Restated Rail Line Easement Agreement incorporates the terms of all eight amendments previously-approved by the Aviation Authority, the terms of the south access alignment for Brightline, and updates a number of other terms that have been impacted by the passage of time and changing circumstances.

As a result of the negotiated south access, Brightline will pay the Aviation Authority, in addition to sums previously agreed, the fair market value of the property to be utilized for the south access plus an additional \$0.25 per boarding passenger. The Aviation Authority will also have the right to review the rail airport fee for financial impact following the opening of a station in Polk County, and/or in the Meadow Woods area in Orange County.

It was respectfully requested that the Aviation Authority resolve to: (1) approve the Amended and Restated Rail Line Easement Agreement by and between the Aviation Authority and Brightline Trains Florida LLC, joined by the City of Orlando; (2) request Orlando City Council concurrence of the Amended and Restated Rail Line Easement Agreement; and (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

Mr. Brown indicated that Brightline representatives are present should there be any questions.

Upon motion by Vice Chair Martinez, second by Dr. Evans, vote carried to approve the recommendation for New Business Item M, as presented [FILED DOCUMENTARY NO. 101069].

RECOMMENDATION OF THE CONSTRUCTION COMMITTEE FOR THE AVIATION AUTHORITY TO APPROVE THE MEDIATED SETTLEMENT AGREEMENT AND SETTLEMENT CHANGE ORDERS WITH WALBRIDGE CONSTRUCTION COMPANY ON BP-00432-89 AND BP-00439-12 (NEW BUSINESS ITEM N)

18. Mr. Brown indicated that the Aviation Authority and Walbridge Construction Company (Walbridge) have an agreement in principle, subject to Aviation Authority Board approval, for the global settlement of claims. He explained that Walbridge is a contractor on two projects constructed by them for the Aviation Authority.

Mr. Brown recounted that on January 16, 2013, Walbridge was competitively awarded the baggage handling system construction contract for BP-00432, Optimization of Pods C and D, with an original contract value of \$33,340,000. Additionally, on December 4, 2013, Walbridge was competitively awarded the construction contract for BP-00439, Landside Emergency Power Generation Expansion project, with an original contract value of \$9,076,000.

Both projects resulted in claims from Walbridge for a variety of alleged impacts to the schedule and cost, with the Aviation Authority raising claims of delayed completion and liquidated damages. Walbridge's total claim on BP-00432 exceeds \$25 million and on BP-00439 exceeds \$1 million.

Both projects are in litigation in the Circuit Court for Orange County, Florida, with jury trials scheduled for January and March of 2022. Prior to engaging in costly litigation discovery and exchange of final expert reports, the parties elected to attempt another mediation session.

Prior attempts to resolve through negotiations, Dispute Review Board proceedings, and mediation, had previously failed. On February 24, 2021, the parties mediated their claims and were able to reach an accord on a global resolution between them. A copy of the Mediated Settlement Agreement is included in the Aviation Authority Board Agenda.

RECOMMENDATION OF THE CONSTRUCTION COMMITTEE FOR THE AVIATION AUTHORITY TO APPROVE THE MEDIATED SETTLEMENT AGREEMENT AND SETTLEMENT CHANGE ORDERS WITH WALBRIDGE CONSTRUCTION COMPANY ON BP-00432-89 AND BP-00439-12 (NEW BUSINESS ITEM N) – (CON'T)

The Mediated Settlement Agreement results in a Settlement Change Order to Walbridge on both projects, as follows:

Change Order BP-00432-89

Amount This Change Order: \$ 6,260,180.55 (18.78% of Original Contract Price)

Original Contract Amount: \$33,340,000.00

Previous Change Orders: \$ 3,324,543.07 (9.97% of Original Contract Price)

Revised Contract Amount: \$42,924,723.62

- Time Extension: 341 calendar days for Substantial Completion.

Change Order BP-00439-12

Amount This Change Order: \$ 100,000.00 (1.1% of Original Contract Price)

Original Contract Amount: \$9,076,000.00

Previous Change Orders: \$ 205,859.72 (2.27% of Original Contract Price)

Revised Contract Amount: \$9,381,859.72

- Time Extension: 262 calendar days for Substantial Completion.

Litigation is an uncertain and costly exercise, and the Aviation Authority is rarely involved in construction lawsuits, given its qualifications-based competitive selections on its complex projects, a balanced contracting and project management methodology, and its pre-suit dispute review board processes.

These two Walbridge cases are the anomaly, as the Aviation Authority has had no other construction lawsuits on any of its projects since 2007. These two cases were complex, with significant risk and exposure for both parties, in addition to the significant litigation costs that were anticipated.

Mr. Brown explained that the Mediation Settlement Agreement has many advantages for the Aviation Authority:

- Walbridge's total claim on BP-00432 exceeds \$25 million and on BP-00439 exceeds \$1 million. While the Aviation Authority had reasonable defenses to the claims, and maintained its own claims for delayed completion, a jury trial on these complicated claims created significant exposure and winning the claims outright would still cost an estimated \$2 million in legal and consulting fees.
- The BP-00432 lawsuit involved the three project designers, Vic Thompson Company, A. Epstein and Sons International, Inc., and SGM Engineering, Inc., with both Walbridge and the Aviation Authority raising claims against the designers. The settlement involves the Aviation Authority assigning to Walbridge all of its claims against these designers, with Walbridge agreeing to indemnify the Aviation Authority from any project-related claims. This assignment effectively resolves all of the Aviation Authority's issues against the designers, and thus eliminates the need for more litigation and litigation expenses by the Aviation Authority.
- Walbridge releases the Aviation Authority on all of its claims and, upon payment, will dismiss the Aviation Authority from the lawsuits. The Aviation Authority also releases Walbridge from its claims, while still preserving warranty, contract and latent defects rights on any new, future matters that might arise.
- Each party bears its own attorney's fees and costs.
- The Aviation Authority may now administratively close out both projects.

On April 6, 2021, the Construction Committee recommended approval of Change Order No. BP-00432-89 in the amount of \$6,260,180.55 and a 341-calendar day time extension to Substantial Completion; and Change Order No. BP-00439-12 in the amount of \$100,000 and a 262-calendar day time extension to Substantial Completion.

The fiscal impact is \$6,360,180.55. Funding is from Passenger Facility Charges to the extent eligible and General Airport Revenue Bonds.

RECOMMENDATION OF THE CONSTRUCTION COMMITTEE FOR THE AVIATION AUTHORITY TO APPROVE THE MEDIATED SETTLEMENT AGREEMENT AND SETTLEMENT CHANGE ORDERS WITH WALBRIDGE CONSTRUCTION COMPANY ON BP-00432-89 AND BP-00439-12 (NEW BUSINESS ITEM N) – (CON'T)

The Aviation Authority shall pay the settlement funds designated above, funded by Passenger Facility Charges to the extent eligible, and General Airport Revenue Bonds. The remaining contract balances released to Walbridge involve project funds already allocated and held in reserve.

Rejecting the Mediated Settlement Agreement imposes the fiscal risk of an uncertain result in the litigation matters, in addition to all litigation costs, including expert witness fees, legal fees, and discovery costs.

It was respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Construction Committee to: (1) approve Mediation Settlement Agreement and Settlement Change Order No. BP-00432-89 in the amount of \$6,260,180.55 and a 341-calendar day time extension to Substantial Completion, with funding from Passenger Facility Charges to the extent eligible and General Airport Revenue Bonds; (2) approve Mediation Settlement Agreement and Settlement Change Order No. BP-00439-12 in the amount of \$100,000 and a 262-calendar day time extension to Substantial Completion, with funding from Passenger Facility Charges to the extent eligible and General Airport 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.

Discussion ensued regarding how negotiations occurred.

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. 101070**].

RECOMMENDATION OF NOVEMBER 13, 2019, TRANSITION COMMITTEE TO RETAIN INTERNAL GENERAL COUNSEL AND RECOMMENDATION TO EXTEND INTERIM GENERAL COUNSEL FOR UP TO 18 MONTHS

19. Moving on, Mr. Brown indicated that he would ask the Board to deviate from the original recommended action. He communicated that originally, part of the recommended action was an extension of the contract with Rumberger Kirk. Regardless of the Board's decision, the Aviation Authority will need transition services from Rumberger Kirk. The firm has done an outstanding job managing the legal costs and we have been able to work through the COVID-19 pandemic together. Therefore, Mr. Brown recommended that the Board separate the recommended action and first consider the extension of Rumberger Kirk's contract for up to 18 months. This will allow the Aviation Authority to have some flexibility with the transition process. He requested that the Board take that action first, and then consider whether to move forward with an internal or external general counsel.

Upon motion by Mayor Dyer, second by Mr. Mateer, vote carried to approve the extension of Rumberger Kirk's contract for up to 18 months for Interim General Counsel.

Mr. Brown continued recounting that on August 28, 2019, the Aviation Authority Board authorized the formation of a Transition Committee chaired by Mayor Buddy Dyer to review and evaluate, among other issues, the best practices of organizations comparable to the Aviation Authority pertaining to the provision of general counsel services.

The Transition Committee convened on October 16, 2019, and considered information on the scope of services performed by the various law firms engaged by the Aviation Authority; legal costs incurred by the Aviation Authority for Fiscal Year 2018, and the organizational structures used by the top nine US commercial service airports for general counsel services as a benchmark. It was determined that all large airports had in-house general counsel, same as all large airports in Florida. Fort Lauderdale and Miami International Airport have legal services provided by the respective counties. All of them have external counsel, managed by an in-house general counsel.

A copy of the October 16, 2019, Transition Committee minutes and the presentation materials were provided to the Board (copy on file). Staff was directed to prepare a Transition Committee agenda item for the subsequent Transition Committee meeting (November 13, 2019) that would detail the staffing, organization structure and job description for an in-house general counsel.

On November 13, 2019, the Transition Committee convened and considered information pertaining to legal cost estimates; a proposed job description and a proposed organizational structure and staffing for an internal general counsel for the Aviation Authority. Minutes from the November 13, 2019, Transition Committee meeting and presentation materials were also provided to Board members (copy on file).

RECOMMENDATION OF NOVEMBER 13, 2019, TRANSITION COMMITTEE TO RETAIN INTERNAL GENERAL COUNSEL AND RECOMMENDATION TO EXTEND INTERIM GENERAL COUNSEL FOR UP TO 18 MONTHS – (CON'T)

On November 13, 2019, the Transition Committee unanimously approved a three-part motion as follows:

(1) Recommend to the Aviation Authority Board to retain an in-house general counsel; (2) setup a legal affairs department as illustrated on the chart (attached) reporting to the CEO; and (3) finalize a job description (draft attached).

The Aviation Authority Board may determine to engage external counsel in lieu of in-house general counsel, in which case a competitive selection process is recommended and an extension of Rumberger Kirk for up to six months is recommended to effect an orderly transition.

The Aviation Authority Board may determine to recruit and hire an in-house attorney to manage the Aviation Authority's legal services and engage a law firm to provide strategic legal analysis and review on highly sensitive matters. In this instance, an extension of up to 18 months for Rumberger Kirk is recommended.

The preliminary budget for establishing a legal affairs office to include general counsel, deputy general counsel, a paralegal and an executive administrative assistant is \$1,049,450.

Mr. Brown made a point to mention that some of the legal fees have already been reduced because, besides being our Chief Administrative Officer, Ms. Rodriguez is a lawyer. He also indicated that, in addition to COVID-19, one of the reasons this matter has not been brought forth since November 2019, is because of the departure and awaiting replacement of several Board members, as this is an important matter to be considered.

It was respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Transition Committee to: (1) retain an in-house general counsel; (2) set up a legal affairs department reporting to the Chief Executive Officer; and (3) finalize a job description for the in-house general counsel.

Discussion ensued regarding the changes in cost since Mr. Gerber has been providing services as legal counsel and possible savings in legal fees if deciding on an in-house general counsel. Mr. Gerber indicated that the 4-year average of legal fees, before he assumed the position, was \$5.4 million dollars with a high of \$6.8 million. The legal spend last year was \$3.6 million, which means that legal fees were reduced by 33% from the last 4 year average, and 21% from the previous 1 year. He added that this year fees are on track to be lower than that. Mr. Gerber clarified that these are modified cash basis numbers.

In response to Chairman Good's question regarding other airport's legal fees, Mr. Brown indicated that he does not have that data, but he can request the information. However, the amount each airport spends depends on the type of legal activities in which they engaged. Additionally, there are specialized areas in which all airport must use external counsel. Discussion ensued regarding responsibilities and benefits of having an in-house general counsel.

Chairman Good asked Mr. Gerber how much time he spends at the airport office. Mr. Gerber responded that he is in the office 4 days a week. Mr. Brown added that managing the Aviation Authority's legal process is a full-time job.

Mayor Demings move a motion to approve the recommended action. Mayor Dyer seconded the motion. Mr. Gerber asked Mayor Demings to specify his motion. Mayor Demings referred to the recommended action on the screen and indicated that he moved the first three bullet points, as follows: (1) retain an in-house general counsel; (2) set up a legal affairs department reporting to the Chief Executive Officer; and (3) finalize a job description for the in-house general counsel.

Before calling for votes, Chairman Good recounted the process that the Board went through for the interim general counsel. With regard to considering an in-house general counsel and looking at what other airports do, it is his believe that the Aviation Authority is the best airport and the Board should not limit itself. He continued that there is no information regarding how much other airports pay for legal services. Additionally, those airports are controlled by cities and states, with the exception of the Port Authority of New York, who oversees JFK Airport, La Guardia

RECOMMENDATION OF NOVEMBER 13, 2019, TRANSITION COMMITTEE TO RETAIN INTERNAL GENERAL COUNSEL AND RECOMMENDATION TO EXTEND INTERIM GENERAL COUNSEL FOR UP TO 18 MONTHS – (CON'T)

Airport, Newark Airport, ports and some of the bus stations. He continued by explaining their structure and appointing process.

Continuing his dialogue, Chairman Good briefly provided his opinion of Rumberger Kirk's services and the complexity of MCO's operations. Following, he indicated that for the last year and a half he has conducted his own analysis, and concluded that general counsels, CEOs and CFOs in other organizations report directly to the Board. It was his opinion that the Board needs a counsel, especially after the last two years in which he dealt with lobbyist, FBI, and the Auditor General.

He indicated that if opting for an in-house counsel, then the Board could have an external general counsel and someone like Ms. Rodriguez who provides in-house services. However, given the fact that there would probably be a new CEO by this time next year, the next CEO should be involved in selecting the next general counsel. He indicated that they might want to approach this in a few months.

Vice Chair Martinez stated that back when they were considering in-house general counsel services, it was a different situation that the one faced today. Since then, we have seen the great job Mr. Gerber has done. He indicated that maybe the Board should consider tabling this for a few months to focus on selecting the new CEO. He also suggested to hold a workshop in which the Board can study how other airports handle this matter.

Vice Chair Martinez moved to table the motion, second by Mr. Mateer, subject to having Mr. Gerber and Mr. Brown involved in the process.

Mayor Dyer stated that he does not have a problem with tabling the motion; however, he feels strongly about having an in-house general counsel.

Discussion ensued regarding how long the motion should be tabled.

Clarifying his motion, Vice Chair Martinez moved to table the motion for up to 12 months, second by Mr. Mateer.

Mayor Demings indicated that he is in favor of the in-house general counsel and he does not agree that having an in-house general counsel means having someone less competent than an outside counsel. He strongly recommended to have someone internal to stabilize all the day-to-day legal decisions that occur, knowing that sometimes outside counsel will be needed. In terms of the willingness of the Board to take the decision today, he understands they may need more time to make the decision; however, he strongly believes that the in-house model is the best option for the Aviation Authority to manage its legal services. Mr. Mateer concurred.

Chairman Good stated that he is not speaking against the in-house general counsel option; however, his feeling is that he does not want the limitation on who the general counsel report to and whether the general counsel comes from a big law firm or not. He opined that now is not the time to hire an in-house general counsel, because of the CEO's transition; therefore, the next CEO should be involved with the decision.

Chairman Good communicated that with all the pending matters it makes sense to table the decision for now.

Mayor Demings pointed out that what Chairman Good is questioning about the structure of who the general counsel will be reporting to, whether it is the CEO or the Board, is because he feels that the Board should have a counsel. He argued that even if the general counsel reported to the CEO, the Board would also have a counsel, because that person should provide counsel to the best interest of the Aviation Authority Board.

Discussion ensued regarding the legal structure of Orange County, the City of Orlando and various organizations in which the Board members have served.

Vice Chair Martinez reiterated the motion to table the decision of hiring an in-house general counsel for up to 12 months, in which time the Board will hold a workshop to discuss the matter. Second by Mr. Mateer. The motion passed with 4 votes in favor and 2 against.

MINUTES OF THE APRIL 21, 2021, MEETING OF THE GREATER ORLANDO AVIATION AUTHORITY

ADJOURNMENT

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



Larissa Bou
Manager of Board Services

(Digitally signed on June 16, 2021)



Phillip N. Brown
Chief Executive Officer