

On **WEDNESDAY, DECEMBER 15, 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 2:03 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
Mayor Buddy Dyer, Vice Chair
Mayor Jerry Demings, Treasurer
Dr. John L. Evans, Jr.
Craig Mateer
Tim Weisheyer
Belinda O. Kirkegard

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
Dan Gerber, Interim General Counsel
Anna Farmer, Manager, Board Services and Recording
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.

Before the meeting began, Chairman Good asked Mr. Weisheyer to bring the invocation.

APPROVAL OF MINUTES

1. Upon motion by Mayor Demings, second by Mrs. Kirkegard, vote carried to accept the minutes from October 20, and November 10, 2021, minutes as written.

PRESENTATION

2. Using visual aids (copy on file); Dr. Tim Kotnour and Ms. Bev Seay presented an update on the strategic collaboration between the University of Central Florida (UCF) and the Greater Orlando Aviation Authority.

Before the presentation, Chairman Good provided some background information for the Board. He went on to say in Spring 2020, as a result of the decreased passenger counts, due to the pandemic, we realized we could no longer be solely dependent on tourism, and we would need to come up with ways to properly diversify our income. Chairman Good then said Aviation Authority Staff met with UCF and executed a Memorandum of Understanding (MOU) for a study on highest and best uses of our current assets and resources. UCF's mission

was to think of tenants who generate high durable income, are synergistic with aviation, are on airport property, and have high paying jobs.

Dr. Kotnour started by saying the mindset of the study was to look at ways to turn this crisis into an opportunity. He then said the future state of GOAA is to be *A Smart Multi-Modal Resilient Airport that is an Innovation Hub and a Vital Part of the Smart City*, and went on to describe the five vectors and fifteen opportunities for growth of a smart multi-modal resilient airport. Dr. Kotnour then showed sixty-plus specific growth targets and said the recommendation is to vet, sort, and do a business case against these. He closed by saying the recommended next steps for the Aviation Authority are to manage the transformation path: 1) operate the airport and delivering a safe travel experience; 2) respond to the impacts of COVID; 3) complete major construction projects (e.g., south terminal) and 4) explore ways to diversify the business base.

Dr. Evans asked Dr. Kotnour what makes him most excited. Dr. Kotnour responded it would be the destination for the traveler, and also, he would like to see an education hub at OIA, but from a business standpoint, he said it would be the innovation hub.

Moving on, Ms. Seay provided a presentation on *The Airport of the Future; Enabled by Digital Twin Technology & Driven by Innovation*. Ms. Seay described a Digital Twin as a digital representation of a real-world entity or system, a living replica that is continuously updated with real-time data and analytics, and an enabler - a tool and methodology to accelerate technology development & deployment, to explore options, to identify, and understand issues. She expounded on a GOAA innovation research hub, saying it would: improve and optimize service levels, logistics, and operations; enable multimodal infrastructure connectivity to foster efficient movement of people and goods; and drive continuous improvement, modernization and innovation. She further said it would drive market innovation and benefits from business diversification, enable sustainability and resiliency, and foster workforce development. Ms. Seay then shared next steps and identified potential funding opportunities.

Mrs. Kirkegard asked what the budget would be for creating a Digital Twin? Ms. Seay replied that she has asked that question; however, she does not have an answer at this time. She went on to say there are several funding opportunities to help fund this type of work.

Mr. Weisheyer stated he is in favor of a workshop.

Before moving on with the agenda, Chairman Good asked Dr. Evans to share his vision of a tuition-free preschool, K-12, and after-care facility for airport employees. After Dr. Evans shared his thoughts, Chairman Good asked Dr. Evans and Mr. Weisheyer to work together, in the Sunshine, on this concept.

CONSENT AGENDA

3. Upon motion by Mayor Dyer, second by Mr. Weisheyer, 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: October 5, and October 26, 2021 Construction Finance Oversight Committee; October 26, November 2, November 16, and November 23, 2021 Construction Committee; October 26, and November 16, 2021 Design Review Committee; October 12, November 2, November 17, and November 23, 2021 Professional Services Committee; October 7, 2021 Retirement Benefits 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: approve a no-cost Addendum to the Continuing Bridge Inspection Services Agreement with Kisinger Campo & Associates, Corp. to exercise the first one-year renewal option and extend the Agreement to April 9, 2023; and, authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel **[FILED DOCUMENTARY NO. 101246]**;

D. accept the recommendation of the Professional Services Committee to (1) approve the ranking of the shortlisted firms for Design Services for Taxiways G and H Rehabilitation, Phases 1 and 2 (W432) at the Orlando International Airport as follows: First – AECOM Technical Services, Inc.; Second – Mead & Hunt, Inc.; Third – Kimley-Horn and Associates, Inc.; Fourth – C&S Engineers, Inc.; and, Fifth – EXP U.S. Services, Inc.; (2) approve a no cost Professional Services Agreement with the first-ranked firm; 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. 101247]**;

E. accept staff's recommendation to (1) approve Amendment Number 1 to the Amended and Restated Global Agreement by and between the Greater Orlando Aviation Authority and the Orlando Utilities Commission; and (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute Amendment Number 1 to the Amended and Restated Global Agreement, subject to final review by legal counsel **[FILED DOCUMENTARY NO. 101248]**;

F. accept the recommendation of the Retirement Benefits Committee to (1) accept the recommended changes to transition from Vanguard Index Funds to Fidelity Index Funds within the Defined Contribution, Deferred Compensation and Defined Benefit Plans and (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents to implement the changes **[FILED DOCUMENTARY NO. 101249]**;

G. accept staff's recommendation to (1) approve an extension to the Pilot Program for COVID-19 Testing with Adventist Health System/Sunbelt, Inc. d/b/a/ AdventHealth Centra Care for a period not to exceed June 30, 2022; (2) approve the Pilot Program for COVID-19 Testing with COVID Testing LLC for a period not to exceed June 30, 2022; 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. 101249]**;

H. accept the recommendation of the Capital Management Committee to (1) approve the update of the Fiscal Year 2021-2027 Capital Improvement Program as presented in the memorandum; and (2) authorize staff to update Joint Automated Capital Improvement Program, if required, based on the update to the Fiscal Year 2021-2027 Capital Improvement Program;

I. approve Organizational Policy 110.01, Chief Executive Officer

PROCUREMENTS

4. Mr. Brown informed the Board of three upcoming procurements: Invitation for Bid for Plumbing Services, Hyatt Hotel; Request for Proposals, COVID-19 Testing and Wellness Center; and Request for Proposals, Central Receiving and Distribution Center (CRDC) Services.

CHIEF EXECUTIVE OFFICER'S (CEO) REPORT

5. Mr. Brown indicated that a copy of the report was included in the Board agenda, with a copy on file. In addition to the information included in his report, Mr. Brown shared some 2021 reflections: 85% completion of the South Terminal, OUC partnership, 40th year for the receiving the Government Finance Officers Association Certificate of Excellence, resumption of passenger traffic, return of international travelers, established a hidden disabilities lanyard program, 25,000 work orders completed by our Maintenance department, concessions relief, and COVID testing and vaccinations. He then showed a slide outlining the Terminal C timeline.

RECOMMENDATION OF THE CONSTRUCTION COMMITTEE TO APPROVE A JOB ORDER CONSTRUCTION SERVICES ADDENDUM TO THE CONTINUING ELECTRICAL CONSTRUCTION SERVICES AGREEMENT WITH H.L. PRUITT CORPORATION FOR PROJECT E-00272, AIRFIELD VIRTUAL RAMP CONTROL (VRC) INFRASTRUCTURE INSTALLATION, AT THE ORLANDO INTERNATIONAL AIRPORT

6. Using visual aids (copy on file); Mr. Ruohomaki presented New Business Item A.

On August 15, 2018, the Aviation Authority Board approved a Continuing Electrical Construction Services Agreement with H.L. Pruitt Corporation for services that include interior and exterior power, lighting, controls, signalization, communications, airfield lighting, and other electrical systems normally associated with buildings and utilities and electrical construction.

E-00272 will furnish and install electrical and low voltage infrastructure for the VRC throughout the airfield at the Orlando International Airport. The work was direct-negotiated with H.L. Pruitt Corporation due to their experience working in the Airfield Operations Area (AOA) with the airfield electrical infrastructure, low voltage

systems, and supporting installation of custom VRC electronic systems. H.L. Pruitt also has badged personnel and vehicles in place to begin work as soon as authorized.

The Aviation Authority has reviewed the qualifications of the subject contract's MWBE and LDB/VBE specifications and determined that due to the limited and specialized scope of work, there is no small business participation on this Job Order Construction Services Addendum.

Mrs. Kirkegard asked about the lack of Small Business participation. Mr. Brown responded it is due to the \$5 million liability insurance requirement for operating on the Airport Operations Area (AOA).

It was respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Construction Committee and approve a Job Order Construction Services Addendum to the Continuing Electrical Construction Services Agreement with H.L. Pruitt Corporation for E-00272, Airfield Virtual Ramp Control (VRC) Infrastructure Installation, at the Orlando International Airport, for the total direct-negotiated amount of \$396,283, with funding from previously-approved Capital Expenditure Funds and General Airport Revenue Bonds; and, authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

Upon motion by Mr. Mateer, second by Mrs. Kirkegard, vote carried to approve the recommendation for New Business Item A, as presented [**FILED DOCUMENTARY NO. 101250**].

RECOMMENDATION TO APPROVE SOUTH TERMINAL COMPLEX, PHASE 1 ITEMS

7. Using visual aids (copy on file); Mr. Ruohomaki presented New Business Items B, C, and D together, as all items pertain to the South Terminal Complex Program. He went on to say that, this will extend their services from December 15, 2015 to May 31, 2022.

New Business Item B

New Business Item B is a Recommendation of the Construction Committee to Approve Amendment No. 5 to Addendum No. 20 to the Architect of Record (and Major Subconsultants) for South Terminal C, Phase 1, Agreement with HNTB Corporation for Additional Fiscal Year (FY) 2022 Construction Administration (CA) Services for W-S00110, South Terminal C, Phase 1, at the Orlando International Airport.

The scope of these CA services will include the following major components:

- Airfield Civil: The airfield portion of the scope includes taxiways, taxi-lanes and apron paving in support of up to 19 airline gates of the airside terminal. There will be service and emergency roads, non-operational hardstands for aircraft to Remain Overnight (RON), airfield signage, lighting, fuel hydrants and aircraft servicing staging areas.
- Airside Terminal: The Airside Terminal is a three-level facility directly connected to the Landside Terminal, and will include up to 19 airline gates, all of which are designed to be "swing" gates available for either international or domestic flights. Use of Multiple Apron Ramp System (MARS) gates allows two narrow-body aircraft in place of each jumbo aircraft gate.
- Landside Terminal: The Landside Terminal is a five-story building that houses commercial curb functions, interstitial, ticketing, baggage claim and mechanical mezzanine levels. The Transportation Security Administration (TSA) security checkpoint and U.S. Customs and Border Protection (CBP) screening areas in the Landside Terminal.
- Parking Garage Expansion: This garage is an expansion of the six-story structure, which connects to the Automated People Mover (APM) Station. This expansion of the garage includes approximately 1,250 spaces and elevators for vertical circulation. The expanded garage will connect to the new ground transportation facility.

- Landside Civil: The site development includes activities for the full site outside of the airfield components. The scope includes all clearing, grading, roadways and bridges, signalization, underground utilities, landscaping, and exterior signage.
- Ground Transportation Facility (GTF): The GTF is a three-story facility connecting the Landside Terminal to the parking garage. There is space for concessions, rental car counters, and public circulation.
- New Central Energy Plant (CEP) and Emergency Power Generation (EPG) Facility: Generally, these buildings house facilities and equipment key to supporting back-of-house functions for the primary terminals. The new CEP provides chilled water and the EPG provides emergency power to the Airside and Landside Terminals.

The Aviation Authority has reviewed the proposal from HNTB Corporation, and determined that HNTB Corporation proposes to achieve 26.7% Disadvantaged Business Enterprise (DBE) participation on this Amendment No. 5, bringing the total DBE participation for both Amendment Nos. 4 and 5 for FY 2022 CPS and Close-Out Services is 11.1%.

It was respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Construction Committee and approve Amendment No. 5 to Addendum No. 20 to the Architect of Record for South Terminal C, Phase 1 Agreement with HNTB Corporation for Additional FY 2022 Construction Administration Services for W-S00110, South Terminal C, Phase 1, and Phase 1 Expansion, at the Orlando International Airport, for a total amount of \$1,068,014.77, which includes a lump sum fee amount of \$95,588.77 and a not-to-exceed fee amount of \$972,426, with funding from FDOT Grants to the extent eligible, Passenger Facility Charges to the extent eligible, Customer Facility Charges to the extent eligible, and General Airport Revenue Bonds; and, authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

Upon motion by Dr. Evans, second by Mayor Dyer, vote carried to approve the recommendation for New Business Item B, as presented [**FILED DOCUMENTARY NO. 101251**].

New Business Item C

New Business Item C is a Recommendation of the Construction Committee to Approve Amendment No. 2 to Addendum No. 20 to the Program and Project Management Services Agreement for South Terminal C, Phase 1, Program, with Cost Management, Inc. dba CMI (*MWBE/LDB*) for Additional Fiscal Year (FY) 2022 Construction Phase Owner's Authorized Representative (OAR) Support Services for W-S00111, South Terminal C, Phase 1 – Program and Project Management Services, at the Orlando International Airport.

A fee has been negotiated with Cost Management, Inc. dba CMI for FY 2022 Construction Phase OAR Support Services for W-S00111, South Terminal C, Phase 1, at the Orlando International Airport. AECOM Technical Services, Inc. has transferred, from the Geotech Consultants International, Inc. dba GCI, Inc. team, to the CMI team as a core subconsultant team member. The transfer results in no increase to the STC budget. Cost Management, Inc. dba CMI has accepted the transfer for the same amount budgeted for the same work under the GCI, Inc. contract, for the total amount of \$898,952. These services include construction project management, construction/change management and cost estimating services, and close-out efforts. Services will be provided through May 31, 2022.

The Aviation Authority has reviewed the proposal and determined that Cost Management, Inc. dba CMI does not propose any Disadvantaged Business Enterprise (DBE) participation on this addendum as the services being provided are onsite staff support.

It was respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Construction Committee and approve Amendment No. 2 to Addendum No. 20 to the Program and Project Management Services Agreement for South Terminal C, Phase 1, Program, with Cost Management, Inc. dba CMI for Additional FY 2022 Construction Phase OAR Support Services for W-S00111, South Terminal C, Phase 1 – Program and Project Management Services, at the Orlando International Airport, for a total not-to-exceed

fee amount of \$898,952, with funding from FDOT Grants to the extent eligible, Passenger Facility Charges to the extent eligible, Customer Facility Charges to the extent eligible and General Airport Revenue Bonds; and, authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

Upon motion by Mr. Mateer, second by Mayor Demings, vote carried to approve the recommendation for New Business Item C, as presented [**FILED DOCUMENTARY NO. 101252**].

New Business Item D

New Business Item D is a Recommendation of the Construction Committee to Approve an Addendum to the Program and Project Management Services Agreement for South Terminal C, Phase 1, Program, with Geotech Consultants International, Inc. dba GCI, Inc. (MWBE/VBE) for Fiscal Year (FY) 2022 Construction Phase Owner's Authorized Representative (OAR) Support Services for W-S00111, South Terminal C, Phase 1 – Program and Project Management Services, at the Orlando International Airport.

These services will provide assistance to the Aviation Authority staff in the areas of construction project management, project control, contract administration, cost estimating, scheduling, safety, and coordination in support of the program. Services will be provided through May 31, 2022.

The Aviation Authority has reviewed the proposal and determined that Geotech Consultants International, Inc. dba GCI, Inc. proposes 16.4% Disadvantaged Business Enterprise (DBE) participation on this addendum.

It was respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Construction Committee and approve an Addendum to the Program and Project Management Services Agreement for South Terminal C, Phase 1, Program, with Geotech Consultants International, Inc. dba GCI, Inc. for Construction Phase OAR Support Services for W-S00111, South Terminal C, Phase 1, Program, at the Orlando International Airport, for a total not-to-exceed fee amount of \$4,735,745, with funding from FDOT Grants to the extent eligible, Passenger Facility Charges to the extent eligible, Customer Facility Charges to the extent eligible and General Airport Revenue Bonds; and, authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

Upon motion by Mr. Mateer, second by Mayor Dyer, vote carried to approve the recommendation for New Business Item D, as presented [**FILED DOCUMENTARY NO. 101253**].

Chairman Good left the room at 2:56 p.m.; returning at 2:59 p.m.

RECOMMENDATION OF THE CONCESSIONS/PROCUREMENT COMMITTEE TO AWARD PURCHASING SINGLE SOURCE 04-22, TRANE CHILLER MAINTENANCE SERVICES, AT THE ORLANDO INTERNATIONAL AIRPORT, TO TRANE U.S. INC.

8. Using visual aids (copy on file); Mr. Friel presented New Business Item E.

This Contract requires Trane U.S. Inc. to provide all management, maintenance and repair services for Trane chillers, including all related components associated with electrical starter panels located in the Airside 2 Central Energy Plants located at the Orlando International Airport. The work to be performed by the Contractor shall include, but is not limited to, labor, supervision, training, testing, technical services, consulting services, repair, replacement of obsolete parts, parts, necessary materials and supplies, equipment, tools (including any necessary special tools and equipment), chemicals (excluding refrigerants) and all other accessories, services, facilities, activities, and procedures at the Orlando International Airport in accordance with the Contract Documents.

The Contract does not include a Minority and Women Business Enterprise (MWBE) or a Local Developing Business (LDB) participation requirement since it is a Single Source Procurement and is also a specialized scope.

It was respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Concessions/Procurement Committee and (1) approve the award of Purchasing Single Source 04-22, Trane Chiller Maintenance Services, at the Orlando International Airport, to Trane U.S., Inc., for the total not-to-exceed amount of \$1,499,370, with funding from the Operations and Maintenance Fund; and (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

Upon motion by Mr. Weisheyer, second by Mrs. Kirkegard, vote carried to approve the recommendation for New Business Item E, as presented [**FILED DOCUMENTARY NO. 101254**].

RECOMMENDATION OF THE CONCESSIONS/PROCUREMENT COMMITTEE TO APPROVE AMENDMENT NO. 1, FOR AN INCREASE IN VALUE TO PURCHASING CONTRACT 06-21, SECURITY AREA MONITOR (SAM) SERVICES, WITH UNIVERSAL PROTECTION SERVICES DBA ALLIED UNIVERSAL SECURITY SERVICES (AUS)

9. Using visual aids (copy on file); Mr. Friel presented New Business Item F.

Purchasing Contract 06-21 Security Area Monitor (SAM) Services requires Allied Universal Security Services (AUS) to provide security area monitoring such as access control, vehicle search services, and garage patrol services twenty-four (24) hours per day, seven (7) days per week, and 365 days per year/366 days per leap year. The Aviation Authority reserves the right to increase or decrease coverage at any time during the Contract.

Staff is requesting the Contract increase the normal staffing hours for Monitors and Supervisors. The increased hours will provide coverage seven (7) days per week for the operational requirements for the South Terminal Complex and at various locations within the North Terminal Complex.

The contract includes a Minority and Women Business Enterprise (MWBE) participation goal of 11% and a separate Local Developing Business (LDB) participation goal of 11%.

Mrs. Kirkegard asked if the 22% combined Small Business participation is what was originally in their contract. Mr. Friel answered in the affirmative.

It was respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Concessions/Procurement Committee's recommendation to: (1) approve Amendment No. 1 for an Increase in Value for Purchasing Contract 06-21, Security Area Monitor (SAM) Services, with Universal Protection Services dba Allied Universal Security Services; (2) authorize funding from the Operations and Maintenance Fund in the not-to-exceed amount of \$5,190,617.62; 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 Mr. Weisheyer, second by Mrs. Kirkegard, vote carried to approve the recommendation for New Business Item F, as presented [**FILED DOCUMENTARY NO. 101255**].

RECOMMENDATION TO APPROVE REMEDIATION AND ACCESS AGREEMENT AND MRO HANGAR LEASE AGREEMENT WITH FRONTIER AIRLINES, INC.

10. Using visual aids (copy on file); Mr. Friel presented New Business Item G.

In May 2018, Frontier requested to enter into negotiations with the Aviation Authority for the potential lease of land and development of an aircraft maintenance, repair, and overhaul (MRO) hanger at the Airport. Subsequently, in May 2019, Frontier signed a non-binding term sheet (Term Sheet) to construct one MRO hangar capable of housing an A-321 aircraft with two adjacent A-321 aircraft parking positions, required vehicle parking, associated utilities, and related requirements. On October 16, 2019, the Aviation Authority Board approved a Remediation and Access Agreement as well as a MRO Hangar Lease Agreement with Frontier Airlines. The Remediation and Access Agreement allowed the Aviation Authority to terminate the Remediation and Access Agreement, which included the MRO Hangar Lease Agreement, in the event the partial environmental remediation costs to the Aviation Authority exceeded \$158,165.00. Pursuant to the terms of the Remediation and Access Agreement, the Aviation Authority issued a termination notice to Frontier on January

30, 2020, as the partial remediation costs exceeded the Board approved \$158,165. The Remediation and Access Agreement was subsequently terminated February 1, 2020. On November 10, 2020, Frontier reinitiated negotiation with the Aviation Authority. Below are the terms resulting from these negotiations:

- Leased Premises: Approximately 6.34 Acres
- Location of Premises: Southwest Corner of North Apron
- Minimum Initial Investment: \$8,000,000
- Term of Lease: 10 Yrs. with two 5 Yr. Renewal Terms
- Initial Annual Rent - Land: \$0.80/SF based on FMV Appraisal
- Initial Annual Rent – Apron: \$0.20/SF based on FMV Appraisal
- Rent Adjustment: Rent Adjusts 3.5% Annually for the Term
- Environmental Due Diligence: 60 Calendar Days
- Construction Period: 18 Calendar Months
- Fuel Storage: Vehicle Fuels Only
- Buy-Out Provision: Beginning in Year 11

Subsequent to signing the Term Sheet, an environmental investigation of the proposed premises was conducted by the Aviation Authority that recommended a complete site remediation in order to provide Frontier a clean site for development. To that end, the proposed Remediation Access Agreement is intended to establish a 180 day time period for the Aviation Authority to perform the recommended remediation and allow Frontier access to the premises to perform their due diligence. The estimated cost of the proposed complete remediation is not-to-exceed \$637,900.68. If the Aviation Authority discovers further contamination on site or that the cost to remediate the existing contamination exceeds \$637,900.68 and issues a notice of same to Frontier on or before March 1, 2022, the Agreement will terminate unless Frontier elects to fund the additional costs. Frontier has the right to fund the additional costs up to an additional \$637,900.68. In the event Frontier has elected to fund the next \$637,900.68 and the remediation costs exceed \$1,275,801.36, the Aviation Authority and Frontier will evenly split any additional remediation costs.

Mr. Mateer asked about escalation clauses in these leases. Mr. Friel stated that we are working on a standardization. He went on to say FAA policy allows a little more latitude when working with an aeronautical lease, and in this case the Aviation Authority set the escalation clause for the rent at 3 ½% annually. He then explained how this rate was determined.

It was respectfully requested that the Aviation Authority Board resolve to accept the recommendation to (1) approve the Remediation and Access Agreement with Frontier Airlines, Inc., as presented; (2) approve funding from the GASB 49 Fund for the recommended environmental site remediation in an amount not-to-exceed \$637,900.68; (3) approve the MRO Hangar Lease Agreement with Frontier Airlines, Inc., as presented, for approximately 6.33 acres; (4) seek consent from City Council as to the term of the Lease Agreement; and (5) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the appropriate documents following satisfactory review by legal counsel.

Upon motion by Mayor Demings, second by Mrs. Kirkegard, vote carried to approve the recommendation for New Business Item G, as presented **[FILED DOCUMENTARY NO. 101256]**.

RECOMMENDATION TO APPROVE AMENDMENT NO. 2 TO FUEL SYSTEM LEASE AGREEMENT AT ORLANDO INTERNATIONAL AIRPORT, WITH ORLANDO FUEL FACILITIES, LLC.

11. Using visual aids (copy on file); Mr. Friel presented New Business Item H.

The Aviation Authority is constructing the South Terminal C (“STC”), which includes an expansion of the Fuel System to accommodate aircraft fueling at the STC gates. The STC portion of the Fuel System is not currently in the Lease and requires Board approval to be added. This amendment also incorporates the required FAA Contract Provisions, and adds a joinder for the City of Orlando due to the length of the term.

It was respectfully requested that the Aviation Authority Board resolve to accept the recommendation to (1) approve Amendment No. 2 to Fuel System Lease Agreement at Orlando International Airport, with Orlando Fuel Facilities, LLC; and (2) authorize an Aviation Authority Officer or Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

Upon motion by Mayor Dyer, second by Mr. Weisheyer, vote carried to approve the recommendation for New Business Item H, as presented [**FILED DOCUMENTARY NO. 101257**].

RECOMMENDATION TO APPROVE CORPORATE HANGAR LEASE AGREEMENT AT ORLANDO INTERNATIONAL AIRPORT, WITH ORLANDO MAGIC, LTD.

12. Using visual aids (copy on file); Mr. Friel presented New Business Item I.

The Greater Orlando Aviation Authority (Aviation Authority) and RDV Properties, Inc. (RDV) are parties to that certain Corporate Hangar Lease Agreement (Lease), dated November 28, 1995, as amended, and expired on October 22, 2021. Under this Lease RDV paid rent for the land and pavement while having the right to construct the current Hangar, Building 450, located at 4225 Execuair Street. This expired Lease is now in a Month-to-Month status.

Orlando Magic, Ltd. (Magic), as successor to RDV, assumes all the predecessor's responsibilities of the expired lease. The Aviation Authority has negotiated a new lease agreement with the Magic, which is effective retroactively to October 23, 2021. This new lease has an initial term of ten (10) years, including one (1) five (5) year renewal option. Under this new lease, the Magic will pay for land, pavement and the hangar.

Chairman Good asked Mr. Gerber if there is the ability to reset this lease every five years with a market appraisal. Mr. Gerber replied in the affirmative. Chairman Good then asked if there was a relocation clause included in the lease, in the event GOAA needed that space for something else. Mr. Gerber answered in the affirmative and further stated the relocation costs would be at GOAA's expense.

It was respectfully requested that the Aviation Authority Board resolve to accept the recommendation to (1) approve Corporate Hangar Lease Agreement at Orlando International Airport, with Orlando Magic, Ltd; (2) to request Orlando City Council approval of an agreement in excess of 10 years; 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 Mrs. Kirkegard, vote carried to approve the recommendation for New Business Item I, as presented [**FILED DOCUMENTARY NO. 101258**].

RECOMMENDATION TO APPROVE THE GROUND LEASE AGREEMENT BY AND BETWEEN THE AVIATION AUTHORITY AND THE CITY OF ORLANDO

13. Using visual aids (copy on file); Mr. Friel presented New Business Item J.

The City of Orlando approached the Aviation Authority with a request to lease approximately 5 acres of land on the East Airfield north of Dowden Road for a Southeast Government Center. The Southeast Government Center will include a 15,000 sq. ft. building for government offices, meeting rooms, and an Orlando Police Department Substation as well as 20,000 sq. ft. building for an Orange County Public Library location. The Ground Lease Agreement contemplated herein is an Airport Support District – Medium Intensity governmental office use consistent with the MOU, FONSI/ROD and PD. The PD currently includes the 25-acre park and with this 5-acre parcel, 30 of the required approximately 33.5 acres of civic use will be met.

The following are the main terms of the Ground Lease under consideration:

- Leased Premises: Approximately 5 Acres
- Condition: "AS IS, WHERE IS"
- Location of Premises: southeast corner of the East Airfield
- Term of Lease: 30 Yrs. with three 5 Yr. Renewal Terms, but not to exceed September 30, 2065
- Initial Annual Rent - Land: \$87,500 for the Site based on FMV Appraisal (\$250,000 per acre at 7% Cap Rate)
- Rent Adjustment: FMV Appraisal every fifth anniversary of the Lease, capped at 20%
- Permitted Use: Government Offices, Police Substation, and Public Library
- Construction: City is to permit and construct all improvements
- Aviation Authority Review: The Aviation Authority shall review all construction plans and provide comments to the City.

- Reconfiguration of Site: City may adjust the site during the planning and design phase, subject to approval by the Aviation Authority. Upon approval of an adjustment, the City is to provide a new sketch and legal and annual rent shall adjust accordingly.

The City will construct and landscape the buffer berms required by the MOU and PD at the City's sole cost and expense. Once completed, the Aviation Authority will be responsible for maintenance of the berms and landscape materials. The Aviation Authority has placed fill material on the site and the parties have agreed that it is included in the valuation of the site in its "AS IS, WHERE IS" condition. In the event that there is excess fill material, the City has agreed to place it on the Aviation Authority's adjoining property to the west.

Mr. Weisheyer stated he wanted to be sure the Aviation Authority has the ability to be nimble in the way we utilize all our assets in any of the leases we encumber on our property. Mr. Gerber stated yes, if we needed to exercise eminent domain.

It was respectfully requested that the Aviation Authority Board resolve to accept the recommendation to (1) approve the Ground Lease Agreement with the City of Orlando, as presented, for approximately 5 acres at an initial annual rental rate of approximately \$87,500.00; (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the appropriate documents following satisfactory review by legal counsel; and (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute an amendment to update the survey and legal description in the event the site is reconfigured.

Upon motion by Mayor Dyer, second by Mr. Weisheyer, vote carried to approve the recommendation for New Business Item J, as presented [**FILED DOCUMENTARY NO. 101259**].

RECOMMENDATION TO EXTEND INTERIM GENERAL COUNSEL FOR AN ADDITIONAL SIX MONTHS

14. Mr. Brown advised the Board that prior action was taken to extend General Counsel's contract thru October 2022; therefore, it is no longer necessary to bring this item before the Board.

MOTION TO TAKE FROM THE TABLE AND VOTE ON ITEM – APRIL 21, 2021 AGENDA ITEM, NEW BUSINESS, O, RECOMMENDATION OF NOVEMBER 13, 2019, TRANSITION COMMITTEE TO RETAIN INTERNAL GENERAL COUNSEL AND RECOMMENDATION TO EXTEND INTERIM GENERAL COUNSEL FOR UP TO 18 MONTHS

15. Mr. Gerber advised the Board that this item goes back to April 2021 and stated the recommendation made by Mr. Brown was 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. He further stated that Mayor Demings moved to approve the recommendation, and Mayor Dyer seconded the motion. Mr. Gerber went on to say there was substantial discussion on whether this decision should be delayed due to Mr. Brown's earlier announcement of his intentions to retire. He then quoted Mr. Martinez as saying "I move that we table it up to twelve months to make a decision to bring in general counsel and to perhaps in the interim to have a workshop to let the board members hear what the concept is and to educate them a little more." Mr. Gerber stated that Mr. Martinez's motion passed; however, in review, the motion was misstated; that was not a motion to lay on the table. He went on to explain that a motion to lay on the table is unconditional and if passed, it kills the item. He then explained Robert's Rules of Order on improperly characterized motions; and went on to describe his interpretation of Mr. Martinez's motion as motion to postpone the decision up to twelve months, and in the interim, to have a workshop.

Mr. Gerber advised the Board of the current situation and provided options to rescind Mr. Martinez's motion, to ratify Mr. Martinez's motion, or to do nothing. Discussion ensued.

Upon motion by Mr. Weisheyer, second by Mrs. Kirkegard, vote carried to ratify Mr. Martinez's motion to postpone action on whether or not to form in-house counsel until the Aviation Authority Board of Directors has the opportunity to hold a workshop and have a complete conversation on the matter.

PRESENTATION OF RECRUITED CANDIDATES FOR CHIEF EXECUTIVE OFFICER AND SELECTION FOR THE NEXT PHASE OF THE RECRUITMENT PROCESS

16. Using visual aids (copy on file); Mr. Michael Bell, Senior Client Partner with Korn Ferry, presented New Business Item M.

Mr. Bell presented six highly qualified candidates for consideration to proceed to the next step of the recruiting process, which is individual interviews with each Board member followed by a shortlisting to select candidates for presentations and interviews with the full Board. The candidates are listed in alphabetical order by last name:

Donald Fisher; Osceola County, County Manager
Lance Lyttle, Port of Seattle, Managing Director, Aviation Division (Seattle-Tacoma International Airport)
Mario Rodriguez, Indianapolis Airport Authority, Executive Director
Kevin Thibault, State of Florida – Florida Department of Transportation, Secretary of Transportation
Mark Thorpe, Ontario International Airport Authority, Chief Executive Officer
Jacqueline Yaft, Austin-Bergstrom International Airport, Executive Director

Upon motion by Mayor Dyer, second by Mrs. Kirkegard, vote carried to accept the recruited list for consideration at the January 7, 2022 Special Board Meeting.

ADJOURNMENT

17. There being no further business to be considered, Chairman Good adjourned the meeting at 3:51 p.m.

(Digitally signed on February 16, 2022)



Anna Farmer
Manager, Board Services



Thomas W. Draper
Acting Chief Executive Officer