

On **WEDNESDAY, JUNE 15, 2022**, 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 2:05 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
Dr. John Evans, Vice Chair
Belinda O. Kirkegard, Treasurer
Mayor Jerry Demings
Craig Mateer
Tim Weisheyer

Also present,

Kevin J. Thibault, Chief Executive Officer
Kathleen Sharman, Chief Financial 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 Reverend Willie C. Barnes, pastor at Macedonia Missionary Baptist Church, to bring the invocation.

APPROVAL OF MINUTES

1. Upon motion by Mr. Weisheyer, second by Dr. Evans, vote carried to accept the meeting minutes of March 16, April 20, and May 4, 2022, as written.

RECOGNIZING YEARS OF SERVICE

2. Mr. Thibault recognized Mark Kisamore, a Wildlife Operations Specialist, for 20 years of excellent service to the Aviation Authority and Jerry Caple, Graphics Supervisor, for 25 years of excellent service to the Aviation Authority.

CONSENT AGENDA

3. Mr. Thibault requested Consent Agenda Item I be pulled from the agenda. Upon motion Mr. Weisheyer, second by Mrs. Kirkegard, 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: March 28, April 11, and April 25, 2022 Concessions Procurement Committee; April 26, May 3, and May 10, 2022 Construction Committee; May 31, 2022 Construction Finance Oversight Committee; April 26, 2022 Design Review Committee; April 12, April 21, and May 3, 2022 Professional Services Committee; February 3, and March 3, 2022 Retirement Benefits Committee; May 31, 2022 TEFRA Hearing;

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 and approve Amendment No. 2 to Addendum No. 30 to the Construction Management at Risk (CM@R) Entity Services for South Terminal C, Phase 1, Agreement with Turner-Kiewit Joint Venture for BP No. S00192, South Terminal C, Phase 1, LSC Roadway Overhead Signage (GMP No. 5-S.7), for the total negotiated deductive GMP Amendment amount of (\$91,074.66), which includes \$10,024 for Direct Cost of Work, the deductive amount of (\$8,000) from Allowances, the deductive amount of (\$25,000) from CM@R Contingency, the deductive amount of (\$63,749) from Owner Contingency, the deductive amount of (\$669.49) from Performance and Payment Bonds, and the deductive amount of (\$3,680.17) from the CM@R's fee (4.211%), resulting in a revised total GMP amount of \$2,655,152.34, with funding from Florida Department of Transportation (FDOT) Grants 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 **[FILED DOCUMENTARY NO. 101387]**;

D. accept the recommendation of the Construction Committee and approve a Job Order Construction Services Addendum to the Continuing Low Voltage Construction Services Agreement with Quality Cable Contractors, Inc. for Construction Services for E-00269, Airside 4 Federal Inspection Stations (FIS) Communications Upgrades, for the total direct-negotiated amount of \$313,942.05, with funding from 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 **[FILED DOCUMENTARY NO. 101388]**;

E. accept the recommendation of the Construction Committee and (1) approve a No-Cost Addendum to the Continuing MEP Engineering Consulting Services Agreement with C&S Engineers, Inc. to exercise an Additional Renewal Option, and extend the Agreement to January 31, 2023; (2) approve a No-Cost Addendum to the Continuing MEP Engineering Consulting Services Agreement with Graef-USA, Inc. to exercise an Additional Renewal Option, and extend the Agreement to January 31, 2023; (3) approve a No-Cost Addendum to the Continuing MEP Engineering Consulting Services Agreement with Matern Professional Engineering, Inc. to exercise an Additional Renewal Option, and extend the Agreement to January 31, 2023; (4) approve a No-Cost Addendum to the Continuing MEP Engineering Consulting Services Agreement with RTM Engineering Consultants, LLC to exercise an Additional Renewal Option, and extend the Agreement to January 31, 2023; (5) approve a No-Cost Addendum to the Continuing MEP Engineering Consulting Services Agreement with SGM Engineering, Inc. to exercise an Additional Renewal Option, and extend the Agreement to January 31, 2023; and, (6) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel **[FILED DOCUMENTARY NO. 101389 – 101393]**;

F. accept the recommendation of the Construction Committee and (1) approve a no-cost Addendum to the Continuing Electrical Construction Services Agreement with BergElectric Corp. dba BergElectric Corp. Contractors and Engineers to exercise the second and final one-year renewal option and extend the Agreement to September 10, 2023; (2) approve a no-cost Addendum to the Continuing Electrical Construction Services Agreement with Electric Services, Inc. to exercise the second and final one-year renewal option and extend the Agreement to September 10, 2023; (3) approve a no-cost Addendum to the Continuing Electrical Construction Services Agreement with H. L. Pruitt Corporation to exercise the second and final one-year renewal option and extend the Agreement to September 10, 2023; (4) approve a no-cost Addendum to the Continuing Electrical Construction Services Agreement with M&M Electric of Central Florida, Inc. to exercise the second and final one-year renewal option and extend the Agreement to September 10, 2023; (5) approve a no-cost Addendum to the Continuing Electrical Construction Services Agreement with Power Engineering Group, Inc. to exercise the second and final one-year renewal option and extend the Agreement to September 24, 2023; (6) approve a no-cost Addendum to the Continuing Electrical Construction Services Agreement with Stryker Electrical Contracting, Inc. to exercise the second and final one-year renewal option and extend the Agreement to August 29, 2023; (7) approve a no-cost Addendum to the Continuing Electrical Construction Services Agreement with Transportation Systems, Inc. to exercise the second and final one-year renewal option

and extend the Agreement to September 10, 2023; and, (8) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel **[FILED DOCUMENTARY NO. 101394 - 101400]**;

G. accept the recommendation of the Professional Services Committee and (1) approve the ranking of firms for Stormwater Drainage Atlas Update Consulting Services at the Orlando International Airport, as follows: First – EG Solutions, Inc.; and, Second – Kimley-Horn and Associates, Inc.; (2) authorize hourly rate negotiations with the first-ranked firm in accordance with the Aviation Authority's policy; and, subject to successful negotiations with the first-ranked firms, approve a no cost Agreement with the first-ranked firm for its negotiated hourly rates; and, (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary contract documents following satisfactory review by legal counsel **[FILED DOCUMENTARY NO. 101401]**;

H. accept the recommendation of the Construction Finance Oversight Committee to (1) transfer \$200,000 of Capital Expenditure Funds from FY 2021 CIR00637 to Fund Balance; (2) transfer \$200,000 of Capital Expenditure Funds from Fund Balance to G-00038; (2) transfer \$200,000 of Capital Expenditure Funds from Fund Balance to G-00038, as outlined in Attachment A; and, (3) request Orlando City Council concurrence for this non-budgeted expenditure;

I. item was pulled from the agenda;

J. accept the recommendation (1) adopt the attached Resolution approving a plan of finance and the potential issuance of not-to-exceed \$550,000,000 in aggregate par amount of debt (in addition to prior approvals) to fund a portion of the costs related to projects in the Capital Improvement Program, (2) express the Aviation Authority's official intent to reimburse expenditures relating to projects in the plan of finance approved from time to time from proceeds of such debt, and (3) request the Orlando City Council to approve the Resolution **[FILED DOCUMENTARY NO. 101402]**;

K. accept the recommendation of the Finance Committee to: (1) exercise the second and final 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, 2022, upon mutual agreement; (2) approve fees for monthly 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 \$200,000; 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., subject to satisfactory legal review **[FILED DOCUMENTARY NO. 101403]**;

L. accept the recommendation of the Finance Committee to: (1) exercise the first one-year renewal option for Purchasing Agreement PS-613, Investment Advisory Services, with Public Trust Advisors LLC, beginning October 1, 2022, upon mutual agreement; (2) approve fees in a not-to-exceed amount of \$250,000 to be allocated from the Operations and Maintenance Fund; and (3) authorize staff to take any and all actions and execute any and all documents deemed necessary to extend PS-613 Investment Advisory Services with Public Trust Advisors LLC, subject to satisfactory legal review **[FILED DOCUMENTARY NO. 101404]**;

M. accept the recommendation to (1) approve the Amendment No. 6 to Lease Agreement, as presented; and (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the appropriate documents following satisfactory review by legal counsel **[FILED DOCUMENTARY NO. 101405]**;

N. accept the recommendation to approve the appointment of Timothy Weisheyer to the Orlando Executive Airport Advisory Committee.

CHIEF EXECUTIVE OFFICER'S (CEO) REPORT

4. Mr. Thibault's report included the following:

- Passenger numbers – domestically we finished .08% above 2019 numbers
- MCO ranked fifth in the nation in May for passengers passing through the security checkpoints
- His appreciation to the Board for their engagement during the Small Business workshop
- Liberty Weekend - Colonel Tom Walters; recipient of the Colonel Joe Kittinger Award
- JetBlue's recent plane 'fits' at Terminal C gates. International carries will do the same starting the week of June 20, 2022

Discussion ensued on Mayor Demings question with regard to President Biden's recent announcement of

removing the COVID-19 testing requirements for international travelers coming into the U.S. Mr. Thibault and Chairman Good thanked both Mayors for their support of this endeavor.

NEW BUSINESS ITEMS

5. Using visual aids (copies on file); Staff presented the following new business items.

A. New Business Item A is a Recommendation of the Capital Management Committee to Update the Fiscal Year 2021-2027 Capital Improvement Program.

Ms. Sharman highlighted that this \$40 million increase, a 1.4% increase of the \$2.8 billion South Terminal C budget, is about putting the Aviation Authority in a position to complete the project with budget certainty using the most flexible funding sources available to the Authority. Additionally, she stated this approach will facilitate our closeout efforts by using less restrictive funding sources to pay prime contractors quickly in order that payments can be promptly passed on to their sub-contractors.

Upon motion by Mayor Demings, second by Mrs. Kirkegard, vote carried to accept the recommendation of the Capital Management Committee and approve the update of the Fiscal Year 2021-2027 Capital Improvement Program as presented in the memorandum, within and not exceeding the addition of \$69.7 million of General Airport Revenue Bonds (GARBs), and the reduction of no more than \$25.0 million of PFC 19.35/18.8 PayGo funds.

B. New Business Item B is a Recommendation of the Construction Committee to Approve Addendum No. 32, Amendment No. 3 to Addendum No. 12, and Guaranteed Maximum Price (GMP) Amendments for Multiple GMP Addenda (as contained herein) to the Construction Management at Risk (CM@R) Entity Services for the South Terminal C, Phase 1, Agreement with Turner-Kiewit Joint Venture for the Terminal C Program at the Orlando International Airport.

Mr. Thibault stated the objective of New Business items B, C, and D is for the Aviation Authority and the three prime contractors to agree on all potential outstanding issues so that we can focus on delivering a world-class project for the Central Florida region. He further stated the goal is to close out all the GMPs.

Upon motion by Mr. Weisheyer, second by Dr. Evans, vote carried to accept the recommendation of the (1) Construction Committee and approve (a) Addendum No. 32, (b) Amendment No. 3 to Addendum 12 to the Construction Management at Risk (CM@R) Entity Services for South Terminal C, Phase 1, Agreement to Turner-Kiewit Joint Venture for a No-Cost Extension of Substantial Completion for each GMP to July 18, 2022; and, (c) Amendments to all GMPs to the Construction Management at Risk (CM@R) Entity Services for South Terminal C, Phase 1, Agreement to Turner-Kiewit Joint Venture as referenced herein, with funding from Passenger Facility Charges to the extent eligible, future General Airport Revenue Bonds, and General Airport Revenue Bonds; (2) Construction Finance Oversight Committee and approve the budget realignments for the Terminal C Program; and, (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel, subject to approval by the Aviation Authority Board of the recommendation of the Capital Management Committee to update the Capital Improvement Plan as presented in a separate action on this agenda **[FILED DOCUMENTARY NO. 101406 - 101408]**.

C. New Business Item C is a Recommendation of the Construction Committee to Approve Addendum No. 23, Amendment No. 3 to Addendum No. 12, and Guaranteed Maximum Price (GMP) Amendments for Multiple GMP Addenda (as contained herein) to the Construction Management at Risk (CM@R) Entity Services for the South Terminal C, Phase 1, Agreement with Hensel Phelps Construction for the Terminal C Program at the Orlando International Airport.

Upon motion by Mr. Weisheyer, second by Dr. Evans, vote carried to accept the recommendation of the (1) Construction Committee and approve (a) Addendum No. 23, (b) Amendment No. 3 to Addendum 12 to the Construction Management at Risk (CM@R) Entity Services for South Terminal C, Phase 1, Agreement to

Hensel Phelps Construction for a No-Cost Extension of Substantial Completion for each GMP to May 31, 2022; and, (c) Amendments to all GMPs to the Construction Management at Risk (CM@R) Entity Services for South Terminal C, Phase 1, Agreement to Hensel Phelps Construction as referenced herein, with funding from Florida Department of Transportation (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, (2) delegate authority to the Chief Executive Officer to approve specific terms that do not impact the values referenced herein, and authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel, subject to approval by the Aviation Authority Board of the recommendation of the Capital Management Committee to update the Capital Improvement Plan as presented in a separate action on this agenda **[FILED DOCUMENTARY NO. 101409 - 101411]**.

D. New Business Item D is a Recommendation of the Construction Committee to Approve Change Order Bid Package (BP) No. S00132-17 with Vanderlande Industries, Inc. on BP No. S00132, Terminal C Baggage Handling System (Design/Build/Operate/Maintain) at the Orlando International Airport.

Upon motion by Mr. Weisheyer, second by Mrs. Kirkegard, vote carried to accept the recommendation of the Construction Committee to (1) approve Change Order No. BP-S00132-17 in the amount of \$580,601.68 and no time extension, with funding as outlined in Attachment A; and, (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the change order(s) following satisfactory review by legal counsel.

E. New Business Item E is a Recommendation of the Construction Committee to Approve Amendment No. 8 to Addendum No. 20 to the Architect of Record for South Terminal C, Phase 1, Agreement with HNTB Corporation for Additional Fiscal Year (FY) 2022 Construction Administration (CA) Services for W-S00110, Terminal C, Phase 1 – Architect of Record (and Major Subconsultants), at the Orlando International Airport.

Upon motion by Dr. Evans, second by Mr. Mateer, vote carried to accept the recommendation of the Construction Committee and approve Amendment No. 8 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, Terminal C, Phase 1 – Architect of Record (and Major Subconsultants), at the Orlando International Airport, for a total amount of \$750,078, which includes a lump sum fee amount of \$161,272 and a not-to-exceed fee amount of \$588,806, 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 **[FILED DOCUMENTARY NO. 101412]**.

F. New Business Item F is a Recommendation of the Construction Committee to Approve an Addendum to the Continuing Horizontal Construction Services Agreement with Valencia Construction Group, Inc. for Project H-S00027, Terminal C Temporary Quick Turn-Around (QTA) Facility, at the Orlando International Airport.

Upon motion by Mrs. Kirkegard, second by Dr. Evans, vote carried to accept the recommendation of the (1) Capital Management Committee and approve the scope and budget transfer to the Rental Car QTA Facility Projects Programs in the Capital Improvement Plan; (2) Construction Finance Oversight Committee and approve the funding realignments to the Rental Car QTA Facility Projects Program; (3) Construction Committee and approve an Addendum to the Continuing Horizontal Construction Services Agreement with Valencia Construction Group, Inc. for H-S00027, Terminal C Temporary Quick Turn-Around (QTA) Facility, at the Orlando International Airport, for the total bid amount of \$3,377,383, with funding from Customer Facility Charges to the extent eligible; and, (4) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel **[FILED DOCUMENTARY NO. 101413]**.

G. New Business Item G is a Recommendation of the Concessions/Procurement Committee to Approve Amendment No. 2, Contract Adjustment for Purchasing Contract 03-20, Terminal Janitorial Maintenance, at the Orlando International Airport, with Flagship Airport Services, Inc. ("Flagship").

Discussion ensued on Mrs. Kirkegard's question regarding the new janitorial contract and Chairman Good's question regarding Flagship's performance.

Upon motion by Mrs. Kirkegard, second by Dr. Evans, vote carried to accept the recommendation of the Concessions/Procurement Committee and approve the Amendment No. 2, Contract Adjustment for Purchasing Contract 03-20, Terminal Janitorial Maintenance, at the Orlando International Airport, to Flagship Airport Services, Inc., for the total not-to-exceed amount of \$2,365,300, with funding from the Operations and Maintenance Fund; 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. 101414]**.

H. Mr. Thibault requested New Business Item H be pulled from the agenda.

I. New Business Item I is a Recommendation of the Finance Committee to Extend Two Revolving Line of Credit Facilities with Bank of America, N.A.

Discussion ensued on the extensions of the Revolving Lines of Credit Facilities with Bank of America and Wells Fargo (NB items I and J).

Upon motion by Mr. Weisheyer, second by Dr. Evans, vote carried to accept the recommendation of the Finance Committee to: (1) approve the amendment to simultaneously exercise both one-year extension options to extend the 2019 BoA Facility of \$150,000,000 that expires on July 29, 2022, and approve an extension of the \$125,000,000 2018 BoA Facility that expires on December 29, 2022, for a total Line of Credit Facility of \$275,000,000 with Bank of America, N.A., with an expiration on or about July 29, 2024, together with conforming amendments to consolidate the 2018 BofA Facility and the 2019 BofA Facility and comply with the term sheets and replacement rate structure; (2) authorize funding of unutilized fees from the Operations and Maintenance Fund, authorize funding of interest on draw amounts from the proceeds of the permanent financing source, and authorize funding of closing costs in an estimated not-to-exceed amount of \$65,000 from Discretionary Funds; and (3) authorize staff to take any and all actions necessary to negotiate, execute, and enter into such amendment subject to satisfactory review by legal counsel, following consent of the Orlando City Council **[FILED DOCUMENTARY NO. 101415]**.

J. New Business Item J is a Recommendation of the Finance Committee to Extend Two Revolving Line of Credit Facilities with Wells Fargo Bank, N.A.

Upon motion by Mr. Weisheyer, second by Dr. Evans, vote carried to accept the recommendation of the Finance Committee to: (1) approve the amendment to simultaneously exercise both one year extension options to extend the 2019 Wells Fargo Facility of \$50,000,000 that expires on July 29, 2022, and approve an extension of the \$225,000,000 2018 Wells Fargo Facility that expires on December 1, 2022, for a total Line of Credit Facility of \$275,000,000 with Wells Fargo Bank, N.A., with an expiration on or about July 29, 2024, together with conforming amendments to consolidate the 2018 Wells Fargo Facility and the 2019 Wells Fargo Facility and comply with the term sheets and replacement rate structure; (2) authorize funding of unutilized fees from the Operations and Maintenance Fund, authorize funding of interest on draw amounts from the proceeds of the permanent financing source, and authorize funding of closing costs in an estimated not-to-exceed amount of \$65,000 from Discretionary Funds; and (3) authorize staff to take any and all actions necessary to negotiate, execute, and enter into such amendment subject to satisfactory review by legal counsel, following consent of the Orlando City Council **[FILED DOCUMENTARY NO. 101416]**.

Before adjourning the meeting, Chairman Good informed those present that the Compensation Committee met for the first time earlier in the day. To help guide the Committee with goals and objectives that will be

recommended to the Board as part of the CEO's evaluation and compensation process, Chairman Good asked the Board members to come to the next Board meeting prepared to discuss their vision for the Aviation Authority's policy objectives for the next year, three years, five years, and ten years.

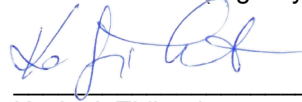
ADJOURNMENT

6. There being no further business to be considered, Chairman Good adjourned the meeting at 3:02 p.m.



Anna Farmer
Manager, Board Services

(Digitally signed on August 17, 2022)



Kevin J. Thibault
Chief Executive Officer