

On **WEDNESDAY, MARCH 18, 2020**, 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 Sanchez 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,

Domingo Sanchez, Chairman
M. Carson Good, Vice Chairman
Dr. Jason Pirozzolo, Treasurer
Mayor Jerry Demings (via phone)
Mayor Buddy Dyer
Ralph Martinez

Also present,

Phillip N. Brown, Chief Executive Officer and Secretary
Dayci S. Burnette-Snyder, Director of Board Services and Assistant Secretary
Dan Gerber, Interim General Counsel

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. As of January 16, 2013, 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. As adopted by the Board on September 19, 2012, 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. As of January 16, 2013, 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 Director of Board Services with questions at (407) 825-2032.

MINUTES

1. Upon motion by Mayor Dyer, second by Mr. Martinez, motioned carried to approve the January 15, 2020, minutes as written.

IMPACT ON CORONAVIRUS

2. Mr. Brown briefed the Board on the current impact of the Coronavirus (COVID-19) as to the operations of MCO. Today, Ms. Snyder provided the Board a copy of the Situational Report that can be very informative. He then provided information as to the services and concessionaires that are altering their operating schedules and those that will be closed until further notice. Today there will be 44,000 departing passengers. Mr. Brown also mentioned the number of expected flights and the number of cancellations. As of today, we have a 36% decrease in traffic year over year. The airlines have been reporting their decrease in flights and destinations that resulted in a loss of approximately 40% to our load (arriving). He then briefed the Board on international flights and activities. Mr. Brown mentioned that the Aviation Authority has geared up the cleaning of the facilities, checkpoints, and employee busses. As to the questionnaires for international passengers, that is handled by the CDC and CBP. He added that the Aviation Authority is beginning to review its current and proposed budget for cutting measures. Mr. Brown added that the Aviation Authority currently has 324 days of operating cash on hand. He has been working with airports in Florida and around the country in seeking financial assistance to airports from the federal government.

In response to Chairman Sanchez' question about debt service, Mr. Brown said that the Aviation Authority has debt service reserve funds in place. They will be used if necessary. If used, our credit worthiness would be reviewed by the rating agencies. There will be operational requirements that need to continue - ARFF, maintenance, and landscape for the airfield.

In response to Mayor Demings question, Mr. Brown shared the information he knew of the TSA employee who was tested for the COVID-19. The only reason he is able to discuss this is that the employee did an interview on a local radio station. As to a report of any contractors contracting the virus, nothing has been proven. Since the individuals are recorded (by the health department) as to where they live versus where they work, he has no further information. Mayor Demings mentioned that one of the individual

IMPACT ON CORONAVIRUS (con't)

lives in Osceola County and one in Orange County. Due to the HIPAA law, unless these individuals come forward themselves, Mr. Brown is correct that these cases cannot be discussed. Mr. Brown stated that the Aviation Authority has consulted with the health department and the CDC to ensure that our cleaning protocols meet the agency's guidelines once an area has been exposed to individuals tested for or contracting the virus.

Vice Chairman Good asked if a section of the airport could be closed or consolidated if activity decreases thereby reducing the need for some services. Mr. Brown responded that at this point we have not studied those set of circumstances. We need to see the actions of the airlines and where flights will continue. Because of the CUPPS system used at MCO, that may not be a viable option. As mentioned, we are studying the flow of foot traffic at the food and beverage and concessionaire operations for either adjusted operating hours or closure until further notice. We have received requests for relief of the Minimum Annual Guarantee (MAG). Our finance team has started looking at different scenarios in preparation for information we will receive from the airlines as to their operations. Mentioning the South Terminal, Mr. Brown stated that the project is fully funded and will continue. Those funds cannot be spent elsewhere. There are rigorous business distancing guidelines for employees working at the site to ensure everyone's safety.

Mayor Demings stated that due to the COVID-19, the economic impact to the community would be extraordinary inclusive of MCO. He mentioned the closing of the theme parks, the cruise lines, and upcoming closure of local hotels until possibly May 31. He asked about the Hyatt Regency at OIA. Mr. Brown responded that he has been speaking with Hyatt management on a regular basis. As a reminder, Mr. Brown mentioned that the Hyatt is owned and funded by the Aviation Authority. With the assistance of a consultant, we are working on reducing expenses. Occupancy right now is about 60% with recent occupancy of 85%. Some of the groups that have canceled are already rebooking. However, we have not seen a situation like this with the Hyatt since 2009.

In response to Mayor Dyer's question as to the airports association working with the airline association to receive a bailout, Mr Brown responded that the trade airline association is called the A4A. They are well funded and very effective. There has been no discussion as to the A4A working with the airports. We are neither working with them or against them on this issue. A4A has not reached out to the airports. Mr. Brown mentioned that one foreign carrier at MCO requested financial relief but they do not qualify because they are a foreign carrier.

Chairman Sanchez thanked Mr. Brown and staff for continuing operations at MCO and the construction of the South Terminal. It provides continuing employment for individuals in and outside of the area. I hope that working with the City of Orlando, the permitting process will continue smoothly on continuing projects.

ANALYSIS WAGE IMPACT

3. Mr. Brown stated that this is an update from previous conversations with the Board on the living wage matter. No action is required. The Board requested an analysis in January 2020. Staff developed a three-year model to reach the \$15 per hour (similar to the City) - Year 1, \$13.00 minimum; Year 2, \$14.00 minimum; and Year 3, \$15.00 minimum with the scope being Aviation Authority staff and contractors. Currently, there are 836 Aviation Authority employees. Of those, 80 employees receive < \$15.00 and six employees receive < \$13.00. Mr. Brown mentioned that the salary structure is updated each year to establish a new minimum. This includes 126 bargaining unit employees, which requires negotiations with the labor union. The annual cost for this model is as follows -- Year 1, \$3,029,299.84; Year 2, \$3,979,740.54; and Year 3, \$4,408,354.72 for a total three year cost of \$11,417,395.10, which includes the cost of burden.

As to the contractors, four departments handle the majority of our large service contracts. There are nine different services offered by 17 different companies with 1,452 employees. In 2019, the current total annual salary is \$36,839,359. In 2020, with \$13 an hour, total annual salary - \$40,639,448. In 2021 with \$14 an hour, total annual salary - \$43,094,018. In 2022, with \$15 an hour, total annual salary - \$45,646,797. Using visual aid (copy on file), he further outlined the contracts and expenses. For the Hyatt Regency @ OIA, the \$15 rate would be reached by 2022 so CY 2021 cost is \$650,000 and CY 2022 cost is \$225,000. Mr. Brown mentioned that tipped associates are not included but their benefit rate will meet those amounts.

Due to the current environment, no action is being requested of this item at this time.

THE STATE OF CUSTOMER SERVICE

4. Mr. Brown mentioned that a video would be shown shortly. He wanted to recognize and thank Chairman Sanchez for being the champion of customer service at MCO. After attending a conference when he was first appointed to the Board, Chairman Sanchez discussed with Mr. Brown ideas that he had; one of them being the creation of a Customer Service Advisory Committee (CSAC). The program is airport wide for all employees and it recognizes outstanding customer service. (Video shown). In closing, Mr. Brown mentioned that the leadership and guidance that Chairman Sanchez has provided at the Aviation Authority elevated the customer experience. He thanked Chairman Sanchez for reaching this pinnacle. Chairman Sanchez thanked Mr. Brown and the Board for the recognition. He has enjoyed working on this initiative.

CONSENT AGENDA

5. Chairman Sanchez pointed out minor corrections to Consent Agenda Item V, New Business Item D and G. Upon motion by Mayor Dyer, second by Mr. Martinez, vote carried to adopt a resolution as follows: It is hereby resolved by the Greater Orlando Aviation that the following Consent Agenda items are approved, accepted, and adopted and execution of all necessary documents is authorized by the Aviation Authority's Officers or Chief Executive Officer:

A. accept for filing the following minutes: December 3 and December 17, 2019, Construction Committee; January 7, January 14, January 21 and January 28, 2020, Construction Committee; January 7, 2020, Capital Management Committee; January 13 and January 27, 2020, Concessions/Procurement Committee; January 28, 2020, Design Review Committee; January 15, 2020, Finance Committee; September 19, October 30, December 11 and December 17, 2019, Professional Services Committee; January 7, January 16, January 28, January 30, February 4 and February 18, 2020, Professional Services Committee; and February 7, 2020, 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 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 5, 2020;

D. accept to ratify the appointment of the current members of the Finance Committee to the Auditor Selection Committee;

E. accept the recommendation of the Finance Committee to: (1) approve the selection of Nabors, Giblin & Nickerson, PA as Bond and Tax Counsel, D. Seaton and Associates as Co-Bond and Tax Counsel, Bryant Miller Oliver as Disclosure Counsel, and Virtus LLP as Co-Disclosure Counsel; (2) approve the terms of service for each position for thirty-six months, with initial service to commence on or about April 1, 2020, and with the Aviation Authority having options to renew the term of services for two additional periods of one-year each, upon mutual agreement; (3) authorize fees related to debt issuance to be negotiated in advance of each transaction by the Chief Executive Officer, and paid from proceeds of the financing transaction; (4) authorize the payment of fees related to advice and other services not provided in connection with a financing transaction at rates not-to-exceed the hourly rates proposed by each proposer, and to be allocated from the Operations and Maintenance Fund as approved through the budget process; and (5) authorize the Chief Executive Officer to take any and all actions and execute any and all documents deemed necessary to enter into one or more agreements for Bond, Tax and Disclosure Counsel Services, following satisfactory legal review [**FILED DOCUMENTARY NO. 100763-100766**];

F. accept the recommendation to: (1) ratify and approve placement of airport liability insurance coverages for the May 1, 2020 to May 1, 2021 policy period from Chubb-ACE USA, ACE Westchester London, and London Syndicates as set forth in this memorandum; (2) authorize funding from the Operations and Maintenance Fund in the not-to-exceed amount of \$466,937.00; and (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents, following satisfactory review [**FILED DOCUMENTARY NO. 100767-100769**];

G. accept the recommendation of the Construction Committee to approve Amendment No. 5 to Addendum No. 2 to the Construction Management at Risk (CM@R) Entity Services for the South Terminal C, Phase 1, Agreement with Hensel Phelps Construction for BP No. S00127, South Terminal C, Phase 1 - Mass Clearing, Grubbing and Expansion of Lake Gillooly (GMP No. 2-S) at the Orlando International Airport, for a total negotiated GMP Amendment deductive amount of (\$944,677), which includes a deductive amount of (\$657,037) for Allowances, a deductive amount of (\$114,015) for CM@R Contingency, a deductive amount of (\$114,015) for Owner Contingency, a deductive amount

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of (\$6,232) for Performance and Payment Bonds, and a deductive amount of (\$53,378) for the CM@R's Fee (6.031%), resulting in a revised total GMP amount of \$34,895,308, with funding from Passenger 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. 100770**];

H. accept the recommendation of the Construction Committee to approve Amendment No. 3 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 GMP Amendment deductive amount of (\$732,434), which includes a deductive amount of (\$686,216) for Owner Contingency, a deductive amount of (\$4,832) for Performance and Payment Bonds, and a deductive amount of (\$41,386) for the CM@R Fee (6.031%), resulting in a revised GMP amount of \$21,942,142, with funding from Passenger 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. 100771**];

I. accept the recommendation of the Construction Committee to approve Amendment No. 6 to Addendum No. 8 to the Construction Management at Risk (CM@R) Entity Services for South Terminal C, Phase 1, Agreement with Hensel Phelps Construction for BP No. S00143, South Terminal C, Phase 1, Airside Terminal, Structure and Enclosure (GMP No. 6-S.1) at the Orlando International Airport, for a total negotiated GMP Amendment amount of \$732,434, which includes \$686,216 for Owner Contingency, \$4,832 for Performance and Payment Bonds, and \$41,386 for the CM@R Fee (6.031%), resulting in a revised GMP amount of \$188,841,270, with funding from Passenger 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. 100772**];

J. accept the recommendation of the Construction Committee to approve Amendment No. 1 to Addendum No. 19 to the Construction Management at Risk (CM@R) Entity Services for South Terminal C, Phase 1, Agreement with Hensel Phelps Construction for BP No. S00179, South Terminal C, Phase 1, Airside Concourse (GMP No. 6-S.6) at the Orlando International Airport, for a total negotiated GMP Amendment amount of \$794,126, which includes \$744,015 for Allowances, \$5,239 for Performance and Payment Bonds, and \$44,872 for the CM@R's Fee (6.031%), resulting in a revised total GMP amount of \$82,045,496, with funding from Florida Department of Transportation (FDOT) Grants to the extent eligible, Passenger 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. 100773**];

K. accept the recommendation of the Construction Committee to: (1) approve Change Order No. BP-S00172-01 in the amount of \$634,862 and no time extension, with funding as outlined in Attachment A; (2) approve Change Order No. E-00143-04 in the amount of \$12,053.65 and an 84-calendar daytime extension to Substantial Completion, with funding as outlined in Attachment A (copy on file); (3) approve Change Order No. V-00920-02 in the amount of \$39,807.40, and a 90 calendar day time extension to Substantial Completion and a 200 calendar day time extension to Final Completion, with funding as outlined in Attachment A (copy on file); and (4) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the Change Order(s) following satisfactory review by legal counsel;

L. accept the recommendation of the Construction Committee to: (1) approve a No-Cost Addendum to the Continuing Transportation Planning Consulting Services Agreement with HDR Engineering, Inc. to exercise the second and final one-year renewal option and extend the Agreement to September 12, 2021; (2) approve a No-Cost Addendum to the Continuing Transportation Planning Consulting Services Agreement with HNTB Corporation to exercise the second and final one-year renewal option and extend the Agreement to July 26, 2021; 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. 100774-100775**];

M. accept the recommendation of the Professional Services Committee and approve a No-Cost Addendum to the Concessions Planning Consulting Services Agreement with AirProjects, Inc. (VA) to exercise the first and second one-year renewal options and extend the Agreement to June 15, 2021; 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. 100776**];

N. accept the recommendation of the Construction Committee and approve a Job Order Construction Services Addendum to the Continuing Vertical Construction Services

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Agreement with H.W. Davis Construction, Inc. for V-00962 Airsides 3 and 4 Service Animal Relief Areas (SARA) (Design/Build), at the Orlando International Airport, for the total direct-negotiated amount of \$315,528, with funding from previously-approved Capital Expenditure Funds 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. 100777**];

O. accept the recommendation of the Professional Services Committee and (1) approve Addendum No. 14 to the IT Consulting Services Agreement with Barich, Inc. for Post-Production Adaptation Services relating to the Interfaces of the Airport Integrated Data Broker (AIDB) Environment for W-00375, Resource Management System (RMS) Implementation, at the Orlando International Airport, for the total not-to-exceed fee amount of \$6,802, with funding from previously-approved Capital Expenditure Funds; (2) approve Addendum No. 15 to the IT Consulting Services Agreement with Barich, Inc. for FY 2020 On-Call MCO Cares Website Support Services, for the total not-to-exceed fee amount of \$80,000, with funding from previously-approved Operation 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 [**FILED DOCUMENTARY NO. 100778-100779**];

P. accept the recommendation of the Professional Services Committee and approve (1) Amendment No. 1 to Addendum No. 13 to the IT Consulting Services Agreement with Faith Group Consulting, LLC, for Additional FY 2020 Information Systems Staff Augmentation Support to the Maintenance Department, for a total not-to-exceed fee amount of \$125,792, with funding from previously-approved Operation and Maintenance Funds; (2) Addendum No. 18 to the IT Consulting Services Agreement with Faith Group Consulting, LLC, for Microsoft Azure Solution Development Consulting Services, at the Orlando International Airport, for the total not-to-exceed fee amount of \$114,672, with funding from previously-approved Capital Expenditure Funds; 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. 100780-100781**];

Q. accept the recommendation to: (1) approve the Second Amendment to Post Closing Agreement by and between the Greater Orlando Aviation Authority, the City of Orlando and TDCP, LLC to extend the termination date to September 30, 2020; (2) obtain approval from the City of Orlando; and (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the agreements, subject to satisfactory review by legal counsel [**FILED DOCUMENTARY NO. 100782**];

R. accept the recommendation to: (1) approve Amendment No. 2 to the Airside 2 Sit-Down Restaurant and Bar Concession Agreement with Master Concessionair MCO, LLC, at Orlando International Airport, to increase the Premises of its bar area from 600 contiguous square feet to 987 contiguous square feet and (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the appropriate amendment following satisfactory review by legal counsel [**FILED DOCUMENTARY NO. 100783**];

S. accept the recommendation of the Concessions/Procurement Committee to: (1) award the purchase of seven 2021 Ford E-450 Econoline Commercial Cutaway Buses, pursuant to Sourcewell Contract No. 120716-NAF, to Alan Jay Automotive Management, Inc., in the amount of \$593,348; (2) authorize funding from the Aviation Authority's previously-approved Capital Expenditure Fund in the amount of \$593,348; and (3) authorize the Purchasing Office to issue the appropriate purchase order following satisfactory review by legal counsel;

T. accept the recommendation of the Concessions/Procurement Committee to: (1) award the purchase of one 2020 Ford F-150 XL, 4WD, Super Crew, with 5.5'Box; two 2020 Ford F-150 XL, 4WD, Super Crew, with 5.5'Box; three 2020 Ford Explorer, 4WD, 4dr Base, K8B; two 2020 Ford Transit Passenger Wagons, T-150, 130" Low Roof, XL, RWD; and one 2020 Ford Super Duty, F-250 XL, SRW, 4WD, Super Cab 164", from Garber Fleet Sales in the total amount of \$343,981.25; (2) authorize funding from the Aviation Authority's previously-approved Capital Expenditure Fund in the amount of \$343,981.25; and (3) authorize the Purchasing Office to issue the appropriate Purchase Orders following satisfactory review by legal counsel;

U. accept the recommendation to: (1) approve Amendment No. 3 to the Luggage Cart Concession Agreement, at Orlando International Airport, with Smarte Carte, Inc. to extend the length of term of the Agreement for a period of eight months through December 1, 2020; (2) authorize Staff to issue a Request for Bids for the Luggage Cart Concession at Orlando International Airport; and (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the appropriate amendment following satisfactory review by legal counsel [**FILED DOCUMENTARY NO. 100784**];

V. accept the recommendation to: (1) approve the Second Amendment to Temporary License Agreement by and between the Orlando Utility Commission, Virgin Trains USA Florida LLC, and the Greater Orlando Aviation Authority; and (2) authorize

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an Aviation Authority Officer or the Chief Executive Officer to execute all documents related to the Second Amendment to the Temporary License Agreement subject to satisfactory review by legal counsel [**FILED DOCUMENTARY NO. 100785**];

W. accept the recommendation to: (1) accept the recommendation to approve the Orlando International Airport hosting the American Association of Airport Executives (AAAE) F. Russell Hoyt National Airports Conference (NAC) in 2022; (2) authorize the Chief Executive Officer to coordinate the event dates with the AAAE; (3) authorize funding from future Operations and Maintenance Fund (FY 21-22) in the not-to-exceed amount of \$55,000, to include leadership dinner, hosting and evening event, and providing transportation for a tour of the airport; and (4) authorize the Chief Executive Officer to execute the necessary agreements with AAAE and the providers of services needed for a successful event, following satisfactory review by legal counsel; and

X. accept the recommendation of the Concessions/Procurement Committee to: (1) approve Amendment No. 2, Contract Adjustment for Purchasing Contract No. 06-19, Parking Garage Janitorial Maintenance, at Orlando International Airport, with Florida Cleaning Systems, Inc., through February 28, 2022, in the amount not-to-exceed \$207,138.38; (2) authorize funding from the Operations and Maintenance Fund in the amount not-to-exceed \$207,138.38; and (3) authorize an Aviation Authority Officer or Chief Executive Officer to execute the appropriate amendment following satisfactory review by legal counsel [**FILED DOCUMENTARY NO. 100786**].

Before beginning the new business items, Chairman Sanchez acknowledged one speaker for New Business Item G (No. 12). Ms. Jerrica Dolte, representing herself as a HMS worker, spoke about her working conditions at her place of employment. Following the board meeting, Ms. Dolte submitted her statement, which is on file.

RECOMMENDATION OF THE CONCESSIONS/PROCUREMENT COMMITTEE TO AWARD PURCHASING CONTRACT NO. 19-20, CUSTOMER SERVICE AMBASSADORS, AT ORLANDO INTERNATIONAL AIRPORT, TO REAL TIME SERVICES DBA TOP TALENT STAFFING

6. Mr. Brown stated that Purchasing Contract No. 19-20 provides all labor, supervision, management, administrative oversight, supplies, and all other items necessary for Customer Service Ambassador Services at the Orlando International Airport. The goal of all Ambassadors is to uphold the core tenets of 'Safety, Comfort, Ease, & Speed' - providing exceptional customer service wherever assigned. They also provide accurate information and assistance to passengers, visitors, employees, interface with all aspects of the Airport and Customers, and are a uniformed group immediately recognizable as a resource for information and guidance.

The term of the contract is for 36 months to commence on or about April 1, 2020. The Aviation Authority will have options to renew the Contract for two additional periods of one year each. Pricing is based on a Management Fee and a Reimbursable Payroll and Operating Expense (not-to-exceed amount approved by the Aviation Authority). The amount paid to the Contractor is based on actual work requested, performed, and approved by the Aviation Authority. A Minority & Women Business Enterprise (MWBE) participation goal of 20% was established. The Small Business Development Department reviewed the bids for this contract. Acara Solutions, Inc. and Recruiting in Motion did not satisfy the MWBE goal and were deemed non-responsive. The three-year bid price is a not-to-exceed amount of \$14,996,768. The new contract includes a pay rate increase for Ambassadors. This new pay rate increase will assist in hiring and retaining Ambassador staff.

It was respectfully requested that the Aviation Authority Board accept the recommendation of the Concessions/Procurement Committee to: deem the bids from Real Time Services dba Top Talent Staffing, Baggage Airline Guest Services, Inc. and Prospect of Orlando, LTD, Co. as responsive and responsible; deem the bids from Acara Solutions Inc. and Recruiting in Motion as non-responsive; award Purchasing Contract 19-20, Customer Service Ambassadors, at Orlando International Airport, to Real Time Services dba Top Talent Staffing as the lowest responsive and responsible bid, for an initial three-year term with two one-year renewal terms; authorize funding from the Operations and Maintenance Fund in the amount not-to-exceed \$14,996,768; and authorize an Aviation Authority Officer or the Chief Executive Officer to execute the appropriate agreement following satisfactory review by legal.

Upon motion by Mayor Dyer, second by Mr. Martinez, vote carried to approve the recommended action. [**FILED DOCUMENTARY NO. 100787**]

RECOMMENDATION OF THE CONCESSIONS/PROCUREMENT COMMITTEE TO AWARD THE PURCHASE OF FOUR PASSENGER BOARDING BRIDGES TO JOHN BEAN TECHNOLOGIES CORPORATION DBA JBT AEROTECH JETWAY SYSTEMS

7. Mr. Brown stated that the Aviation Authority currently owns and maintains 95 airline Passenger Boarding Bridges (PBBs) at the Orlando International Airport. The proposed purchase is for four new PBBs, including removal of the existing PBBs, freight, installation, training and commissioning. The new PBBs will replace existing PBBs, which are nearing the end of their useful life. Per our Non-Competitive Procurements Policy, staff requested and received a quotation under the Denver International Airport Master Purchase Order with JBT AeroTech Jetway Systems for the purchase of four PBBs for \$2,403,544.

On February 24, 2020, the Concessions/Procurement Committee approved Staff's recommendation to award the purchase. Due to limited and specialized scope of the required services, and/or lack of ready, willing and able certified small businesses, this procurement does not lend itself to MWBE/LDB/VBE participation. Proposed purchase is \$2,403,544 with funding from previously-approved Capital Expenditure Fund.

It was respectfully requested that the Aviation Authority Board accept the Concessions/Procurement Committee's recommendation to: award the purchase of four new Passenger Boarding Bridges, pursuant to Denver International Airport Master Purchase Order to JBT AeroTech Jetway Systems in the amount of \$2,403,544; authorize funding from previously-approved Capital Expenditure Fund in the amount of \$2,403,544; and authorize the Purchasing Office to issue the appropriate purchase agreement following satisfactory review by legal counsel.

Mayor Dyer asked about delivery time. Mr. Brown responded that because they have to manufacture the bridges, it is approximately one year, which is why this cannot be deferred.

Upon motion by Mr. Martinez, second by Mayor Dyer, vote carried to approve the recommended action. [FILED DOCUMENTARY NO. 100788]

RECOMMENDATION OF THE CONCESSIONS/PROCUREMENT COMMITTEE TO APPROVE THE SINGLE SOURCE PROCUREMENT OF ORIGINAL EQUIPMENT MANUFACTURER PARTS FOR MAINTENANCE AND REPAIR OF BAGGAGE HANDLING SYSTEMS AND PASSENGER BOARDING BRIDGES AT ORLANDO INTERNATIONAL AIRPORT

8. Mr. Brown stated that the Aviation Authority's contract for Ground Support Equipment Maintenance and Repair Services requires us to provide Original Equipment Manufacturer (OEM) parts for the maintenance and repair of the Baggage Handling System and the Passenger Boarding Bridges. We provide the OEM parts to ensure these parts are available when needed. The list of parts and quantities required were determined based on manufacturer's recommendation, actual usage, maintenance schedules, estimated delivery times, and anticipated required repairs. The use of a Single Source Procurement is allowed per GOAA Policy 450.03 and is the most advantageous in this situation.

On February 24, 2020, the Concessions/Procurement Committee approved Staff's recommendation for the Single Source Procurements. Due to the limited and specialized scope of the required services, and/or lack of ready, willing and able certified small businesses, this procurement does not lend itself to MWBE/LDB/VBE participation. The proposed purchase is \$1,435,000 with funding from the Operations and Maintenance Fund.

It was respectfully requested that the Aviation Authority Board accept the Concessions/Procurement Committee's recommendation to: authorize the purchase of the OEM parts required for the Baggage Handling System and Passenger Boarding Bridges as a Single Source Procurement; award the Single Source Procurements from the list of OEM providers (copy on file) through February 28, 2021, in the not-to-exceed amount of \$1,435,000; authorize the Purchasing Office to issue the appropriate purchase orders; and authorize staff to allocate the funding per OEM as needed.

Upon motion by Mayor Dyer, second by Mayor Demings, vote carried to approve the recommended action. [FILED DOCUMENTARY NO. 100789]

RECOMMENDATION OF THE CONCESSIONS/PROCUREMENT COMMITTEE TO APPROVE THE PURCHASE OF COMPUTER HARDWARE AND SOFTWARE MAINTENANCE SUPPORT, LICENSE RENEWALS AND TECHNOLOGY-RELATED SUBSCRIPTIONS

9. Mr. Brown mentioned that Aviation Authority computer hardware and software applications require technical maintenance and support for their continuous efficient and effective operation. Maintenance and support are provided through the purchase of annual service contracts, license renewals, and technology related subscriptions. The IT and Purchasing Departments collaborate to continually review and update the Aviation Authority's master list of hardware and software applications that require ongoing technical maintenance and support.

On March 20, 2019, the Board authorized the purchase of various annual service agreements for April 1, 2019 through March 31, 2020. The amount of computer hardware and software applications requiring technical maintenance and support has increased because of the airport expansion and expiring warranties. On February 24, 2020, the Concessions/Procurement Committee approved staff's recommendation to purchase new annual service agreements based on its updated list for April 1, 2020 through March 31, 2021 for a not-to-exceed amount of \$7,570,243.24 that includes a 20% contingency for potential price increases. Due to the limited and specialized scope of services required, a Minority and Women Business Enterprise, Local Developing Business or Veteran Business Enterprise participation goal has not been established for these service agreements. One-year fiscal impact is not-to-exceed \$7,570,243.24. The period is April 1, 2020 through March 21, 2021 with funding from previously-approved Operations and Maintenance Fund.

It is respectfully requested that the Aviation Authority Board resolve to accept the following recommendations of the Concessions/Procurement Committee: approve the purchase of computer hardware and software maintenance support annual service agreements from the updated list of required service agreements for April 1, 2020 through March 31, 2021, in the amount not-to-exceed \$7,570,243.24; authorize funding from previously-approved Operations and Maintenance Fund in the amount not-to-exceed \$7,570,243.24; and authorize the Purchasing Office to issue the appropriate Purchase Orders following satisfactory review by legal counsel.

Mr. Martinez stated that he was abstaining from voting. He will file the necessary form with the Assistant Secretary.

Upon motion by Mayor Dyer, second by Vice Chairman Good, vote carried to approve the recommended action. [FILED DOCUMENTARY NO. 100790];

RECOMMENDATION OF THE CONCESSIONS/PROCUREMENT COMMITTEE TO AWARD THE NORTH TERMINAL COMPLEX AUTOMATED RETAIL CONCESSION, AT ORLANDO INTERNATIONAL AIRPORT, TO PREPANGO, LLC

10. Mr. Brown stated that the current agreement expires on March 31, 2020. The incumbent is New Zoom, LLC, dba Zoom Systems that operates 8 locations on Airsides 1, 2, 3, and 4 in 256 square feet of floor space. The Concession Fee to the Aviation Authority is 10% of Gross Receipts. The current agreement expires on March 31, 2020. Staff issued a Request for Bid on November 25, 2019 for a 3-year non-exclusive right for eight units at existing locations. No Minimum Annual Guarantee was required but a Concession Fee of not less than 10% of Gross Receipts was. The bid would be awarded to the highest responsive and responsible bidder. Due to the limited scope, no ACDBE goals were established.

Mr. Brown then reviewed the bids received - New Zoom, LLC dba Zoom Systems submitted a bid of 13% of gross receipts with estimated sales for the 3-year term of \$8,863,526 and estimated revenue to Aviation Authority of \$1,152,258. The other bid was from Prepango, LLC. They submitted a bid of 21% of gross receipts with estimated sales for the 3-year term of \$6,724,324 and an estimated revenue to the Aviation Authority of \$1,412,019.

It was respectfully requested that the Aviation Authority Board resolve to accept the Concessions/Procurement Committee's recommendation of February 24, 2020 to: rank the bid received from Prepango, LLC, first at 21%, and rank the bid received from New Zoom, LLC dba Zoom Systems second at 13%; award the North Terminal Automated Retail Concession, at Orlando International Airport, to Prepango, LLC, as the highest responsive and responsible bidder; and authorize an Aviation Authority Officer or the Chief Executive Officer to execute the appropriate agreement following satisfactory review by legal counsel.

RECOMMENDATION OF THE CONCESSIONS/PROCUREMENT COMMITTEE TO AWARD THE NORTH TERMINAL COMPLEX AUTOMATED RETAIL CONCESSION, AT ORLANDO INTERNATIONAL AIRPORT, TO PREPANGO, LLC (con't)

Mr. Brown mentioned that the Aviation Authority received a letter from Mr. Richard Hashim, President, Swyft, Inc. (parent company of ZoomSystems). They did speak at the Concessions/Procurement Committee and voiced their concerns. Mr. Brown summarized Zoom's issues with Prepango's bid.

Mr. Gerber stated for the record that due to the business distancing operational plan, a different procedure is being used for speaker input to avoid in person presentations. We did ask for email communications and it should be considered as a speaker request. He added that this does not create any precedence for the Aviation Authority to do this in the future. This is only an accommodation based on the CDC and other guidelines dealing with the COVID-19 virus.

Vice Chairman Good asked for specifics as to Zoom's position. Mr. Brown mentioned that the email was received at the Aviation Authority at 12:45 p.m. today. He referred back to the written statement as follows: *The proposal submitted by Prepango, LLC., which reflects sales in excess of prior years automated retail sales at MCO, is not reasonable or supportable with actual sales data. Prepango, LLC's only other major airport operation, at Las Vegas McCarran, has seen significantly lower sales, averaging -62% year on year revenue, compared to ZoomSystems' sales in the consumer electronics category, at the same locations in the airport. ZoomSystems further believes that Prepango, LLC's proposal does not offer a compelling range of brands for consumers as requested in the RFP and more importantly that the range proposed is not in line with the pricing policy specifically set out by the MCO the authority as a requirement for the concessions RFP. Many products in the assortment proposed by Prepango, LLC are being priced at markups of 2.5x the regular street price (i.e. Apple Lightning to Headphone adapter - \$9.00 street price vs. \$24.99 in Prepango, LLC store at Las Vegas McCarran). ZoomSystems' and Best Buy as our national strategic partner street price matching policy, in abidance with your own published requirements in the RFP, disproportionately deflates our comparable forecasted sales figures - should ZoomSystems match Prepango LLC pricing structure, our sales forecast would increase by millions of dollars annually. The writer is calling it an RFP but it is a bid. Mr. Brown stated that a bid is based on a number. The number is the percentage of gross sales. As of today, any projected numbers are meaningless because we do not know what the traffic will look like.*

Mayor Demings left the meeting at 3:03 p.m.

Following discussion, Mr. Brown stated that there is an appeal process that Zoom did not follow. These are unusual circumstances in our current environment therefore; we are allowing this to go on record today. Ultimately, the final decision rests with the Board.

Upon motion by Dr. Pirozzolo, second by Mayor Dyer, vote carried to approve the recommended action. **[FILED DOCUMENTARY NO. 100791]**

RECOMMENDATION TO ACCEPT THE AVIATION AUTHORITY'S COMPREHENSIVE ANNUAL FINANCIAL REPORT (CAFR) FOR THE YEAR ENDING SEPTEMBER 30, 2019

11. Ms. Sharman, Chief Financial Officer, presented the item. She mentioned that the requirement under the Laws of Florida, Chapter 57-1658 Section 13 as amended by Chapter 98-492, the Aviation Authority shall cause an audit to be made by an independent certified public accountant, which audit shall be accompanied by the accountant's opinion. The Comprehensive Annual Financial Report fulfills this requirement. She then reviewed the financial statement highlights for the Years Ended September 30, 2019, and 2018. The Aviation Authority received a modified opinion otherwise known as a clean audit opinion. There were no findings or management letter comments.

Ms. Sharman continued her presentation by mentioning that because of the funding the Aviation Authority receives, we are also required to have a Single Audit: Audit of Compliance for Each Major Federal Program and Major State Projects for the Year Ended September 30, 2019 that includes Procurement, Program Cost Eligibility, Matching Requirements, Federal Award Expenditures: \$18.6 million, State Financial Assistance Expenditures: \$12.8 million. The Aviation Authority received an unmodified audit opinion, no findings, and no management letter comments. She then talked about the Passenger Facility Charge Program and compliance for the Year Ended September 30, 2019. We collected over \$107.4 million with current expenditures of approximately \$63.5 million. The Aviation Authority received an unmodified audit opinion, no findings, and no management letter comments. The Aviation Authority also received the Certificate of Achievement for Excellence in Financial Reporting for the 38th year in the row. We also

RECOMMENDATION TO ACCEPT THE AVIATION AUTHORITY'S COMPREHENSIVE ANNUAL FINANCIAL REPORT (CAFR) FOR THE YEAR ENDING SEPTEMBER 30, 2019 (con't)

received the distinguished budget award. The Aviation Authority has net remaining revenues of \$178,248,106 for last year. She then explained how the money is allocated.

It was respectfully requested that the Aviation Authority Board resolve to accept the Comprehensive Annual Financial Report (CAFR) of the Greater Orlando Aviation Authority for the years ending September 30, 2019.

Upon motion by Mr. Martinez, second by Vice Chairman Good, vote carried to approve the recommended action. Mr. Brown mentioned that the CAFR would now be filed with the State. [FILED DOCUMENTARY NO. 100792]

RECOMMENDATION TO AUTHORIZE FUNDING FOR FISCAL YEAR 2020 NON-BARGAINING COMPENSATION ADJUSTMENTS AND APPROVE REVISED NON-BARGAINING UNIT SALARY EXPENSES

12. Mr. Brown mentioned that he normally makes this recommendation annually to the Board based on how we fared for the prior year on finances. The Board just heard the report from Ms. Sharman. He reviewed FY 2019 and mentioned nine reasons that it was a record year. Aviation Authority staff has managed costs; maintained high credit ratings (AA-/AA-/Aa3/AA); provided excellent customer service; maintained facilities to a high standard; managed contractors to produce desired results; continued to provide a safe and secure environment for passengers and guests; and continued timely progress on the South Terminal project.

To provide competitive compensation for hiring and retention of non-bargaining unit employees a compensation adjustment is recommended that updates and revises salary structures based on market conditions including Executive (appointed positions) and Aircraft Rescue and Firefighters (AARF). Bargaining unit employees will be addressed in accordance with the collective bargaining process. The minimum for entry-level step will be \$13.19. The lowest hourly rate for incumbents will be \$13.41 and appointed positions will be limited to 2% increase. Fiscal Impact for FY 2020 is \$1,338,447 with an annual impact of \$2,676,894.

It was respectfully requested that the Aviation Authority Board resolve to: (1) authorize expenditure of not-to-exceed \$1,338,447.30 for compensation adjustments and associated payroll and benefit costs for non-bargaining personnel for the remainder of Fiscal Year 2020; (2) approve revised non-bargaining unit salary structures (including Fire Department and Executives) and (3) authorize the Chief Executive Officer to implement the compensation adjustments by August 2020.

Mr. Brown mentioned that he was holding his annual employee briefings virtually via audio versus in person to adhere to the business distancing guidelines. His preference is to delay these compensation adjustments now to possibly avoid furloughs in a few months. The fiscal impact will be less since the adjustment is delayed (August versus July).

Mr. Brown addressed Ms. Dolte's statement along with other emails received on the subject matter of working conditions of non-Aviation Authority employees at MCO. This subject is not taken lightly (and unfortunately, the lack of protective equipment for non-medical staff will become harder and harder to obtain.) He explained that HMS Host is engaged in a petition for collective bargaining. Mayor Dyer has had discussions with the union representatives. HMS Host is a concessionaire with the Aviation Authority and we have a business arrangement with them. The Aviation Authority, at this point because of the agreement in place, does not have the ability to tell them how to operate their business. If there are conditions that are unhealthy for its employees, staff can speak with its management but this Board does not have direct ability to dictate to HMS Host the terms of employment for their personnel. Mr. Brown said that staff meets with HMS Host on a regular basis and the safety of employees can be addressed for fact finding purposes. However, the Aviation Authority needs to be careful not to interfere with the current petition for unionization.

Discussion ensued as to potential closures at HMS Host due to decrease in traffic. Vice Chairman Good thanked Ms. Dolte for sharing her comments.

Upon motion by Mayor Dyer, second by Vice Chairman Good, vote carried to approve the recommended action.

MINUTES OF THE MARCH 18, 2020, MEETING OF THE GREATER ORLANDO AVIATION AUTHORITY

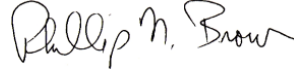
ADJOURNMENT

13. There being no further business to be considered, Chairman Sanchez adjourned the meeting at 3:21 p.m.

(Digitally signed on April 15, 2020)



Dayci S. Burnette-Snyder
Director of Board Services



Phillip N. Brown
Chief Executive Officer