

On **WEDNESDAY, MAY 20, 2020**, the **GREATER ORLANDO AVIATION AUTHORITY** met in regular session virtually and through Cisco WebEx, with the meeting live streamed on You Tube (OrlandoAirports). Chairman Sanchez called the meeting to order at 2:00 p.m. The meeting was posted in accordance with Florida Statutes with a quorum participating. *Office of the Governor, Executive Order Number 20-69*

Authority members present,

Domingo Sanchez, Chairman
M. Carson Good, Vice Chairman
Dr. Jason Pirozzolo, Treasurer
Mayor Jerry Demings (*joined at 2:15 p.m.*)
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 (suspended during COVID-19). 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 Mr. Martinez, second by Mayor Dyer, vote carried to accept the April 15, 2020 minutes, as written. By roll call vote, minutes were approved unanimously.

CONSENT AGENDA

2. Upon motion by Mayor Dyer, second by Mr. Martinez, vote carried to adopt a resolution as follows. By roll call vote, consent agenda was approved unanimously. 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: March 23, 2020, Concessions Procurement Committee; and February 4, February 18, February 25, March 3 and March 10, 2020, Construction Committee;

B. accept the recommendation to authorize the Chief Financial Officer to approve budget transfers in excess of \$250,000 through Fiscal Year end. The Chief Financial Officer will inform the Board of the budget transfers approved during this time frame by the end of 2020;

C. accept the recommendation to approve the proposed revisions to Organizational Policy and Procedure Section 206.02, ARFF Promotions [**FILED DOCUMENTARY NO. 100804**];

D. accept the recommendation of the Construction Committee to (1) approve Change Order No. BP-00486-02 in the amount of \$11,017.70 and no time extension, and request Orlando City Council and Federal Aviation Administration (FAA) concurrence (as required because of FAA funding), with funding as outlined in Attachment A (copy on file); and, (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the Change Order(s) following satisfactory review by legal counsel;

MINUTES OF THE MAY 20, 2020, MEETING OF THE GREATER ORLANDO AVIATION AUTHORITY

CONSENT AGENDA (cont)

E. accept the recommendation of the Construction Committee to: (1) approve a No-Cost Addendum to the Continuing MEP Engineering Consulting Services Agreement with C&S Engineers, Inc. to exercise the first one-year renewal option and extend the Agreement to September 19, 2021; (2) approve a No-Cost Addendum to the Continuing MEP Engineering Consulting Services Agreement with Graef-USA, Inc. to exercise the first one-year renewal option and extend the Agreement to September 19, 2021; (3) approve a No-Cost Addendum to the Continuing MEP Engineering Consulting Services Agreement with Matern Professional Engineering, Inc. to exercise the first one-year renewal option and extend the Agreement to September 8, 2021; (4) approve a No-Cost Addendum to the Continuing MEP Engineering Consulting Services Agreement with RTM Engineering Consultants, LLC to exercise the first one-year renewal option and extend the Agreement to October 19, 2021; (5) approve a No-Cost Addendum to the Continuing MEP Engineering Consulting Services Agreement with SGM Engineering, Inc. to exercise the first one-year renewal option and extend the Agreement to September 19, 2021; 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. 100808-100812**];

F. accept the recommendation of the Concessions/Procurement Committee to: (1) award Purchasing Contract No. 12-20, Aircraft Operating Area Landscape Maintenance and Irrigation Services, at Orlando International Airport, to Helping Hand Lawn Care, LLC, as the lowest responsive and responsible bidder, for an initial three-year term, in the amount not-to-exceed \$666,399; (2) authorize funding from the Operations and Maintenance Fund in the amount not-to-exceed \$666,399; 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. 100813**];

G. accept the recommendation of the Concessions/Procurement Committee to: (1) award the First Renewal Term to Purchasing Contract No. 18-17, South Terminal APM Landscape Maintenance and Irrigation Services, at Orlando International Airport, with Helping Hand Lawn Care, LLC, through August 31, 2021, in the amount not-to-exceed \$342,923.33; (2) authorize funding from the Operations and Maintenance Fund in the amount not-to-exceed \$342,923.33; and (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel [**FILED DOCUMENTARY NO. 100814**];

H. accept the recommendation of the Concessions/Procurement Committee to: (1) award the First Renewal Term to Purchasing Contract No. 02-18, Roadway Electrical Maintenance Services, at Orlando International Airport and Orlando Executive Airport, with American Lighting & Signalization, LLC, through November 30, 2021, in the amount not-to-exceed \$331,215; (2) authorize funding from the Orlando International Airport Operations and Maintenance Fund in the amount not-to-exceed \$325,715; (3) authorize funding from the Orlando Executive Airport Operations and Maintenance Fund in the amount not-to-exceed \$5,500; 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. 100815**];

I. accept the recommendation to: (1) approve the Fourth Amendment to the Lease Agreement at Colonial Promenade with Gonzo Marketing Services, LLC, to extend the term of the Lease Agreement under the existing terms and conditions, as amended, through August 31, 2021, for 6,894 square feet, at the annual rate of \$12.50 per square foot, including 2,000 square feet without rent for two months to perform tenant improvements and (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel [**FILED DOCUMENTARY NO. 100816**];

J. accept the recommendation of the Concessions/Procurement Committee to: (1) award the Second Renewal Term to Purchasing Contract No. 09-16, Satellite Buildings Janitorial Maintenance, at Orlando International Airport, with Sterling Building Services, Inc., through May 31, 2021, in the amount not-to-exceed \$239,982.63; (2) authorize funding from the Operations and Maintenance Fund in the amount not-to-exceed \$239,982.63; 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. 100817**]; and

K. accept the recommendation of the Concessions/Procurement Committee to: (1) approve a one-year renewal term to Purchasing Contract No. 97-42, Radio Equipment Maintenance, at Orlando International Airport and Orlando Executive Airport, with Motorola Solutions, Inc., through July 31, 2021, in the amount not-to-exceed \$74,505.48; (2) authorize funding from the Operations and Maintenance Fund in an amount not-to-exceed \$74,505.48; 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. 100818**].

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Mr. Brown presented all the new business items.

RECOMMENDATION OF THE CONCESSIONS/PROCUREMENT COMMITTEE TO APPROVE A ONE-YEAR RENEWAL TERM TO PURCHASING CONTRACT NO. 02-11, COMMON USE PASSENGER PROCESSING SYSTEM AND COMMON USE SELF SERVICE OPERATIONS AND MAINTENANCE SERVICES, WITH SITA INFORMATION NETWORKING COMPUTING USA, INC.

3. Mr. Brown stated that the SITA's Common Use Passenger Processing System (CUPPS) and Common Use Self Service System (CUSS) allows any airline to use an agent-assisted counter, gate position or self-service kiosk for passenger check-in and bag drop, and enables airlines to reconcile passengers boarded with their Departure Control System. This common platform enables the airport to be flexible with airline locations and allocation of resources such as ticket counters, kiosks, and gates. The SITA common use systems employ hardware, software, and technical services in order to maintain operations in the North Terminal Complex. Each has a cost associated that may include licensing, maintenance, support, or an hourly rate.

Contract No. 02-11 requires SITA to provide detailed technical design, development, hardware, firmware, software, licenses, installation integration, implementation, training, manuals, documentation, and operational support including associated gateways for airlines dependent on a remote host computer for departure control and for airlines independent of a remote host computer for departure control (Purchasing Contract). This Contract was awarded on May 22, 2012, following a competitive solicitation and selection process. This Contract includes an initial three-year term and an indefinite number of annual renewal terms that may be exercised by the Aviation Authority. This is a legacy system. Exploring a different system would require a major conversion of our operations. Mr. Brown stated that the Purchasing Contract, as amended, is scheduled to expire on May 21, 2020. SITA has performed satisfactorily throughout the term of the Purchasing Contract. On March 23, 2020, the Concessions/Procurement Committee (Committee) approved Staff's recommendation to approve a one-year renewal term to Purchasing Contract with SITA, through May 21, 2021, in the amount not-to-exceed \$2,158,480. Due to the economic impacts attributable to COVID-19, the Purchasing Contract was reassessed by Staff and reduced to an amount not-to-exceed \$1,599,920, which was presented to and approved by the Committee on May 4, 2020. He mentioned that reductions include the following: deferred upgrade and expansion Projects (hardware and software support) ~ 83% of total reduction; and reduced on site staff services ~ 17% of total reduction. Mr. Brown noted that MCO has not shuttered any portions of the terminal and continues to operate common use systems in all locations; licensing, maintenance and support of existing common use systems is required.

Due to the limited and specialized nature of the services to be provided, the Purchasing Contract does not include a Minority and Women Business Enterprise or Local Developing Business participation goal. Mr. Brown mentioned that the fiscal impact for the proposed one-year renewal term is not-to-exceed \$1,599,920 with funding from the Operations and Maintenance Fund.

It was respectfully requested that the Aviation Authority Board resolve to accept the following recommendation of the Concessions/Procurement Committee and (1) approve a one-year renewal term to Purchasing Contract No. 02-11, Common Use Passenger Processing System and Common Use Self Service Operations and Maintenance Services, with SITA Information Networking Computing USA, Inc., through May 21, 2021, in the amount not-to-exceed \$1,599,920; (2) authorize funding from the Operations and Maintenance Fund in the amount not-to-exceed \$1,599,920; and (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

In response to Chairman Sanchez's question, Mr. Brown responded that there were no requests to speak on this item.

Motion was made by Mayor Dyer, seconded by Mr. Martinez to approve the recommended action. By roll call vote, this item was approved unanimously [**FILED DOCUMENTARY NO.100819**].

RECOMMENDATION OF THE CONCESSIONS/PROCUREMENT COMMITTEE TO RESCIND THE APPROVAL OF AMENDMENT NO. 12, THIRD RENEWAL OPTION, AND AMENDMENT NO. 13, CONTRACT ADJUSTMENT, AND APPROVE REVISED AMENDMENT NO. 12, THIRD RENEWAL TERM, TO PURCHASING CONTRACT NO. 13-14, ELEVATORS, ESCALATORS AND MOVING SIDEWALKS MAINTENANCE AND REPAIR SERVICES, AT ORLANDO INTERNATIONAL AIRPORT, WITH SCHINDLER ELEVATOR CORPORATION

4. Mr. Brown stated that Purchasing Contract 13-14 provides all labor and supervision, materials and supplies, tools and equipment, and all other items necessary to provide twenty-four-seven on-site maintenance and repair, monitoring, safety testing and ongoing inspection of all elevators, escalators and moving sidewalks located at the airport. The Purchasing Agreement commenced on June 1, 2014, with an initial four-year term and three one-year renewal terms

He added that the Purchasing Contract's second renewal term is scheduled to expire on May 31, 2020, to include six new elevators located in Terminal C Parking Garage (added). There is no increase in unit prices or hourly rates at this time. As to small business participation, this Contract includes a Minority and Women Business Enterprise (MWBE) participation goal of 16%. The Small Business Development Department certifies that this contract is in good standing as it relates to MWBE participation goal. The one-year fiscal impact is not-to-exceed \$4,452,630.86 with funding from the Operations and Maintenance Fund.

It was respectfully requested that the Aviation Authority Board resolve to approve the recommendation of the Concessions/Procurement Committee to (1) approve Third Renewal Term for Purchasing Contract 13-14, Elevators, Escalators and Moving Sidewalks Maintenance and Repair Services, with Schindler Elevator Corporation; (2) authorize funding from the Operations and Maintenance Fund in the amount not-to-exceed \$4,452,630.86; and (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

In response to Chairman Sanchez's question, Mr. Brown responded that there were no requests to speak on this item.

Motion was made by Mayor Dyer, seconded by Mr. Martinez to approve the recommended action. By roll call vote, this item was approved unanimously [FILED DOCUMENTARY NO. 100820].

RECOMMENDATION OF THE CONCESSIONS/PROCUREMENT COMMITTEE TO AWARD INVITATION TO BID NO. 10-20, ROADWAY LANDSCAPE MAINTENANCE AND IRRIGATION SERVICES, AT ORLANDO INTERNATIONAL AIRPORT, TO HELPING HAND LAWN CARE, LLC

5. Describing the details of this item, Mr. Brown stated that on January 20, 2020, the Aviation Authority issued Invitation to Bid No. 10-20, for all labor and supervision, tools and equipment, materials and supplies, parts, plants, fertilizer, chemicals, mulch and all other items necessary to provide exterior landscape maintenance and irrigation services of the Heintzelman Road and South Airport Access landscaped roadway areas at Orlando International Airport. The contract is for a three-year term with two one-year renewal options.

On February 18, 2020, the Aviation Authority received five bids: Helping Hand Lawn Care, LLC \$1,382,319.00; Millennium Services of Florida, LLC \$1,471,425.00; Carol King Landscape Maintenance, Inc. \$1,471,680.00; Groundteck of Central Florida, Inc. \$1,611,387.00; and ASI Landscape Management, Inc. \$1,795,602.42. The bids are based on a three-year total. Staff and legal counsel reviewed the bids and determined the three lowest bidders to be responsive and responsible bids.

On March 23, 2020, the Concessions/Procurement Committee approved staff's recommendation to award Purchasing Contract No. 10-20 to the lowest responsive and responsible bidder, Helping Hand Lawn Care, LLC. Due to the economic impacts attributable to COVID-19, the contract was reduced to \$1,057,962. Mr. Brown added that this Contract includes a Minority and Women Business Enterprise (MWBE) participation goal of 19% and a Local Developing Business (LDB) participation goal of 5%. As previously mentioned, the one-year fiscal impact is not-to-exceed \$1,057,962, for the initial three-year term. Funding for current and subsequent fiscal years will be allocated from the Operations and Maintenance Fund.

RECOMMENDATION OF THE CONCESSIONS/PROCUREMENT COMMITTEE TO AWARD INVITATION TO BID NO. 10-20, ROADWAY LANDSCAPE MAINTENANCE AND IRRIGATION SERVICES, AT ORLANDO INTERNATIONAL AIRPORT, TO HELPING HAND LAWN CARE, LLC (CONT)

It was respectfully requested that the Aviation Authority Board resolve to approve the recommendation of the Concessions/Procurement Committee to (1) award Invitation to Bid No. 10-20, Roadway Landscape Maintenance and Irrigation Services, at Orlando International Airport, to Helping Hand Lawn Care, LLC for an initial three-year term with two one-year renewal options; (2) authorize funding from the Operations and Maintenance Fund in the amount not-to-exceed \$1,057,962, for the initial three-year term of the agreement; and (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

In response to Chairman Sanchez's question, Mr. Brown responded that there were no requests to speak on this item.

Motion was made by Mayor Dyer, seconded by Vice Chairman Good, to approve the recommended action. By roll call vote, this item was approved unanimously [FILED DOCUMENTARY NO. 100821].

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6. Before Mr. Brown began this presentation, he made it a point to state that this was a very complicated issue because it relates to the changes in the economic condition in Central Florida, how it affects the Orlando International Airport, our construction program, and form of relief for our airport partners. He reminded the Board of the financial framework in which the Greater Orlando Aviation Authority operates under. He stated that we do not receive any tax dollars. We work under a regulatory framework applying with the Federal Aviation Administration to receive airport improvement funds and grants. We have approximately 43 executed grant assurances with two being particular to this discussion. Grant Assurance No. 22 - Economic and Non-Discrimination and the other one (Grant 24) is related to fees and rental structures. Fees and rental structures at airports must make it self-sustaining as possible under the circumstances existing at the particular airport, taking into account such factors as the volume of traffic and type of collection. No part of the federal share of an airport development or airport planning or compatibility program under Title 49 shall be included in the rate base establishing fees rate per users of the airport. The reason this is important is that any relief considered will affect our rates and charges as well as our financial position.

Mr. Brown stated that our passenger traffic has dropped due to the collapse of domestic and international flights into and out of MCO. International air travel is suspended with a 10-15% aircraft load factor versus nearly 90% Pre-COVID-19. This has resulted in 95% reduction in passengers nationally and at MCO. He talked about the enhancements made at the facilities to accommodate more passengers. Using visual aids (copy on file), Mr. Brown continued to discuss the passenger projections pre-COVID-19 and forecast through the end of the year. Passenger traffic drives virtually everything that the Aviation Authority does. He explained the modeling process and why it is used. Rates and charges are based on economic sustainability. LeighFisher, Inc. developed three forecasts which were reviewed by staff - the weighted average scenario, the V-shaped or fast recovery, and the 5-year recovery (U-Shape). Staff looked at another forecast with a swoosh shape. Mr. Brown asked Dr. Sean Snaith to review the forecasts, especially with a concentration to the swoosh shape. Dr. Snaith recommended using multiple forecasts; assigning weights to the forecasts; and averaging them. . By 2025, we expect to return to pre-COVID-19 levels. Mr. Brown talked about the recovery time after 9/11 and the 2008 recession, of approximately five years. He believes recovery from the COVID-19 recession will take as long.

Mr. Brown then continued his presentation by discussing cost-cutting measures taken at the Aviation Authority. Froze all hiring effective Friday, March 13, 2020; reduced FY 2020 Budget for the remaining half of the fiscal year (\$18.4M); 10% reduction for last 6 months; worked with vendors on reducing labor hours where appropriate and waiving contract renewal escalators; estimated annual savings (\$14M); consolidated rental car operations to A side of terminal and consolidated FIS operations; saving energy and reducing staffing costs; deferred approximately \$28.6M of Renewal and Replacement projects; stopped work on all nonessential consultant and contractor projects; FY 2021 preliminary projected budget significantly reduced; \$7M below FY 2019 budget levels; \$45M or 12% reduction over previous projections (2019 ROAC); and no new positions for

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FY 2021. These are all efforts to preserve cash. With little to no activity, we have no ready source of revenue nor do the rental cars, concessionaires, or airlines. Our business model depends on passenger volume.

As to the Federal Coronavirus Aid, Relief, and Economic Security (CARES 1.0) Act, the following was outlined -- Reimbursable Grant (Operating Expenses, Debt Service, Capital Expenditures (with additional conditions); the airport sponsor must continue to employ, through December 31, 2020, at least 90% of the number of individuals employed (after making adjustments for retirements or voluntary employee separations) as of March 27, 2020; must spend within four years; blending of grants permitted for Airport Systems with MCO at \$170 million (covers less than 1/3 of 2019 operating budget) and ORL with \$69,000. The US Airport industry is asking for additional funding (CARES 2.0). As to timing of recovery, visitor demand to Central Florida is closely tied to the opening of attractions and availability of disposable income; business travel may lag leisure due to more restrictive company travel policies and adapting to virtual meetings; several years to return to FY 2019 traffic levels; CARES funding is needed to sustain MCO though the recovery period to assist in meeting financial obligations such as operating expenses, debt service; and bond "Rate Covenants". Mr. Brown reiterated that the \$170 million CARES Act funds would not be enough. It covers less than one-third of annual operating budget; in FY 2021 there is over \$200M per year in outstanding debt service supporting the Capital Improvement Program; additional financing of \$500M needed to complete funding of the current \$4.2B Capital Improvement Program if no reductions are made; capital market volatility; and reduced revenue resulting from decline in passenger traffic. The Aviation Authority anticipated use of the CARES Act Funds has a strategic use to provide the maximum benefit to both the Aviation Authority and our partners with specific operating expenses, including ORL, specific debt service payments (2017 Subordinated Bonds to avoid issuance of additional bonds to capitalize interest for deferred opening of the STC).

Mr. Brown then continued by discussing the impact of collections for Passenger Facility Charges (PFC) funding and Customer Facility Charge (CFC) funding.

The focus of the presentation then moved to the revised South Terminal C Phase 1-15 gates to make it affordable. Given the current economic environment and resulting reduction to passenger demand, Aviation Authority Staff and consultants have performed a detailed review of the work associated with the STC Phase 1 and STC Phase 1 Expansion projects. Staff proposes a reduction in scope from 19 gates to 15 gates, leaving the remaining four gates in the original plan to be constructed when demand warrants the added capacity. This approach is consistent with the Aviation Authority's practice to construct demand-driven facilities. The proposed scope reduction will require certain elements originally part of the STC Phase 1 Expansion project to be completed jointly with elements being constructed as part of the STC Phase 1 project. Slide 39 illustrated the potential budget reductions totaling \$239.2 million dollars. The next slide illustrated the budget funding reductions by funding sources. Mr. Brown stated that we are approximately 60% completed. The prow of the building will be installed by next week.

Chairman Sanchez asked about timing. How much of a delay will there be between the growth of traffic and the construction of the remaining gates. Mr. Brown responded that all different avenues were visited in expanding the north terminal. In 2017, it was evident that we were out of gates. It will be a function of the passenger growth and the number of gates available. He warned that the forecasts would continue to be revised as circumstances change. It is not so much the timing but the demand.

Mr. Martinez asked how long it takes to construct the four gates if the demand is there. Mr. Brown responded that we would have to go back and negotiate with contractors and the availability of labor. As pointed out to him by Chairman Sanchez, it will be more expensive but this is the best option for the Aviation Authority. A rough estimate is 3 to 4 years. Chairman Sanchez said if we pause on this, we are saving 3% of the cost but the delay will be extensive. He is not convinced that we should pause on this but it is a healthy discussion to have. Mr. Martinez asked when this has to be paused. Mr. Brown responded that we have reached the juncture at which to pause because continuing will make it more difficult to reduce the scope of the project. As to Chairman Sanchez comment, the question is will there be any bond companies that want to invest in an airport. Chairman Sanchez asked the current capacity of the north terminal. Currently, we are 20 million passengers below the

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forecast. There is capacity in the north until you reach back up to 56 million passengers. Mayor Dyer asked about closing an airside. Mr. Brown responded that it has been looked at but it has to do with airline movement to the south. Possibly consider Airside 1. Staff also was researching the possibility of repurposing the space (CBP/FIS). Mayor Dyer stated that he does not share Mr. Brown's pessimism as to recovery, but we will be one of the last to recover. His preference is to pause and restore. Vice Chairman Good stated that it was a tough decision. He thinks it is important to reserve cash. There were no other comments from the Board.

Motion was made by Mayor Dyer, seconded by Mr. Martinez to approve the recommendation. There are several speakers on this item. Mr. Brown clarified that this is a 3-part presentation (forecast, Capital Improvement Plan, and relief) and was asking for separate consideration of each. Mr. Brown is asking the Board to direct Staff to look at the plan and return with a revised CIP following negotiations (with the consultants). There are also other potential Capital Improvement Program revisions totaling \$132.3 million. The projected revisions are subject to change based on actual negotiated reductions with the CMAR's. He then talked about the South Terminal C projected funding plan, the PFC plan, STC PFC funding authorization; and 2018-2025 proposed CIP reduces future debt requirements (\$11.6 million is transferred every month to Trustee to make debt service payments). Mr. Brown explained the FY21 to FY20 Rates and Charges comparison (weighted average scenario). He stated that a letter would be read into the record from the airlines with their concerns of coverage under the current airline agreement.

There were no other questions from the Board so Mr. Brown moved on to the next portion of his presentation dealing with relief option scenarios considered (deferral or waiver).

Mr. Brown stated that industry meetings were held to discuss these options and the concerns of our stakeholders. He asked for guidance from the FAA. They are saying that whether we provide deferrals or waivers is a local decision but it has to be done in concert with our obligation with grant assurances (Grant 22 and 24) that there should be consultation with all affected parties. It is an ongoing dialogue. We are looking at a 90-day window. The Amended and Restated April 2020 Deferral Resolutions addresses Airlines (90 Day Deferral of Fixed Rents); Concessions (90 Day MAG Deferral or Waiver Option); and Rental Automobile Companies (90 Day MAG Waiver). The Resolutions must be executed by June 15, 2020 (corrected to June 2 for some) to qualify.

Specific to each stakeholder: Airlines - option to defer up to three months (May, June, and July); must pay all amounts due through April 2020; and no mid-year rate adjustment. The rationale is that CARES money available to airlines in other portions of the Act; no mid-year adjustment will defer their costs until March 2021; and application of CARES funding to subordinated debt service will lower Rates and Charges in future years and reduce borrowing requirements to fund the Capital Improvement Program.

As to Concessions - Deferral (option to defer up to three months MAG (May, June, July); must pay all amounts due through April 2020; and repay up to 12 months beginning September 2020; no late fees). If a Waiver is elected (option to waive up to three months MAG (May, June, July); the concessionaire must pay all amounts due through April 2020; lease term will be reduced by 1 to 3 months per each month waived depending on the expiration of the current concession lease term; if other grants or financial relief received amounts due; and must certify that they are not entitled to business interruption insurance.

Mr. Dan Gerber, Interim General Counsel, reviewed the proposed conditions in the Resolution with specific detail to concessionaires as outlined in the memorandum on file (see below):

OPTION ONE - LIMITED WAIVER OF MACF

Under this option, In-Terminal Concessionaires (ITCs) will have the opportunity to accept the Aviation Authority's offer to waive three months of MACF (due during May, June, and July 2020) under the following conditions:

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- The ITC will have to verify that it has not received, nor has it made a claim for, any business interruption insurance proceeds, which may be used to pay any amount due to the Aviation Authority.
- The ITC must have paid all amounts, which were due on or before April 30, 2020.
- The ITC concession term will be shortened by accepting the waiver. For ITCs, which have a concession term of 24 months or less remaining as of May 1, 2020, the term, will be shortened by one month for every month of MACF waived. For ITCs, which have greater than 24 months remaining on their concession term but less than 49 months, the term will be shortened by two months for every month of MACF waived. For ITCs, which have 49 months or more remaining on their concession, the term will be shortened by three months for every month of MACF waived.
- An ITC which defaults will be barred from proposing for a concession until such time as all past amounts due are paid to the Aviation Authority, including interest and late fees, plus 180 days. This bar would include all parents and guarantors of the ITC and affiliates of the parent or guarantor.
- If future legislation entitles an ITC to grants or financial relief under an amendment to the CARES Act or other legislation, the MACF waiver would become immediately null and void and convert to deferral as described in the next section.

OPTION TWO - DEFERRAL OF MACF

Under this option, ITCs would have the opportunity to accept the Aviation Authority's offer to defer three months of MACF (those due in May, June, and July 2020) for an extended period under the following conditions:

- The ITC must have paid all amounts that were due on or before April 30, 2020.
- The ITC must pay the deferred amounts in twelve equal monthly installments, beginning on September 1, 2020, and on the first of each month, until the payment is completed.
- The Aviation Authority would not impose interest or late fees on the deferred amount.
- The ITC would not be required to agree to any change in concession term under the deferral option.
- An ITC which elects the Limited Deferral Option shall be entitled to an extension of the ITC's concession term. For those concessions, which currently expire on or before May 31, 2023, the extension will be for nine (9) months after the currently scheduled concession term expiration date. For those concessions, which currently expire after May 31, 2023, the extension will be for six (6) months after the currently scheduled concession term expiration date. In case of any default, including but not limited to repayment of the Deferred Amount, the concession term will end as scheduled before this Resolution was adopted.

Under both scenarios, the Aviation Authority would not require repayment of the previously deferred May MACF as described in its Resolution of April 15, 2020. Deferral or Waiver of May MACF would be accomplished as set forth in this new Resolution.

Of course, an ITC might decline both options if there is a reason to do so. For those ITCs which do not choose Option One or Option Two, pay all amounts past due by June 2, 2020, and remain current on all future obligations to the Aviation Authority, the term of their concession will be extended by twelve (12) months. The extension will be memorialized by an agreement between the ITC and the Aviation Authority.

Mayor Dyer stated that he has received calls from concessionaires. He wanted to know the rationale of offering May, June, and July versus April, May, and June. Mr. Brown responded that we have already deferred June and we are looking forward. Concessionaires pay in advance and traffic was still healthy in those prior months. In response to Mayor Dyer's follow-up question, Mr. Brown stated that most concessions are closed. As to re-opening, Mr. Brown responded that if passenger traffic continues as is (5,000 a day), it will be later in the year unless the opening of the theme parks generates interest. Even if that occurs, he is not sure that the current concessions

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program would return in its current state. It all depends on when traffic begins to increase. Mayor Dyer then asked if it is in our scope to determine which concessions returns or leave it up to the concessionaires. Mr. Brown said that staff worked with the concessionaires that wanted to close during this pandemic. The plan is to balance the opening of the concessions on each Airside with the level of traffic on that Airside. In addition, one has to take into consideration the larger concessionaires that have multiple locations and where they believe they can begin operations.

In response to Mr. Martinez's question concerning the extension of agreements and possible litigation, Mr. Gerber stated that there are guidelines for the extension of contracts. We have looked at those and believe none of them violates that requirement. The recent guidance from the FAA is to make options attractive to concessionaires to keep viable concessionaires in the airport. So balancing the factors in the FAA's guidance, the deferral options with extension and the full payment options with extension, provides us the best chance of viability and full payment of the amount due the Aviation Authority under the Minimum Annual Concession Fee; so therefore there is no litigation risk.

Vice Chairman Good said that he has been hearing that there is a chance that the government will back stop business interruption insurance. The President and the Democrats have been looking at this issue. If there is other CARES money available, do we waive it or is there a way to recoup it. Mr. Gerber began to say that if there is a pending claim for business interruption insurance; Vice Chairman Good interjected that if Trump and Congress support him (Trump) to back stop business interruption insurance and provides some type of funding for tenant or rent through that, is there a mechanism that we can have. Mr. Gerber responded, yes, that the option for the Board's consideration, is that if there is a back stop from the federal or state government to business interruption insurance such as you (Vice Chairman Good) is suggesting, the amount due and payable for the deferral and waiver would be immediately due.

Chairman Sanchez thanked Mr. Brown and Mr. Gerber for time spent thinking through these scenarios and satisfying the needs of the airport. One of the concerns he has expressed under these programs is that it seems as though there is a potential of hurting small businesses that cannot consider these options and helping the larger concessionaires that can take these options. Referencing Mayor Dyer's comment about the time frame of May, June, and July, the Chairman would like the Board to consider going back to April, May, and June (versus July) to give the businesses some time to reorganize and get a better and stronger plan in place for their own independent businesses. The Chair realizes how much work staff has put into these plans but since it is being considered today, that is his recommendation.

Mr. Gerber reminded the Chairman that there were speakers on this item before a motion is considered. He also stated that New Business Item E addresses those small businesses referenced by the Chair. Chairman Sanchez asked the Board about their thoughts of going back to April. Vice Chairman Good responded that he was actually thinking the opposite direction. The vast majority of these companies, like rental car companies (mentioned Host), they have cash reserves on hand right now. Anybody that does business with us (airport) should know that another 9/11 or pandemic tragically can happen. They should have approximately one-year worth of dry powder on reserve in case of business interruption. Part of the reason Host has \$3 million to \$4 million in cash reserves is because it was a good year. If they do not have the money now, they are not going to have it later. They are tied to leases and the deferrals are unilateral gifts we are giving to help people out. Again, if they do not have the money in April, they are not going to have it in August.

Mr. Martinez asked staff about the rationale of May, June, and July. He is comfortable with the original recommendation.

*Chairman Sanchez called for a recess at 3:50 p.m.; reconvening at 3:55 p.m.
Mayor Demings' left the meeting at 3:52 p.m.*

Quorum was confirmed. Mr. Gerber reminded the Board that a motion passes with four positive votes.

MINUTES OF THE MAY 20, 2020, MEETING OF THE GREATER ORLANDO AVIATION AUTHORITY

PRESENTATION OF ALTERNATIVES FOR GRANTING LIMITED WAIVERS OR DEFERRALS TO IN-TERMINAL CONCESSIONAIRES; IN-TERMINAL RENTAL AUTOMOBILE COMPANIES; AIRLINES; AND AUTHORIZING THE CHIEF EXECUTIVE OFFICER TO MODIFY THE CAPITAL IMPROVEMENT PROGRAM (CONT)

As to the Rental Automobile Companies - waiver of MAG for up to three months (May, June, July); must pay all amount due through April 30, 2020; must certify not entitled to business interruption insurance; does not apply to CFC; must remit CFCs to Aviation Authority when collected; and must agree to allow the Authority to defer RAC related capital projects subject to CFC funding at the Aviation Authority's sole discretion.

Returning to the presentation, Mr. Brown discussed the budget comparisons of FY 2020 budget (\$593,549), FY 2020 all waiver projected (\$409,217), and FY 2020 deferral/RAC waiver projected (\$443,547). Vice Chairman Good asked how long the facility could be deferred. Mr. Brown responded that it is being reviewed as to funding and need. There is a Quick Turnaround facility already in existence in the north terminal that the rental automobile companies can use. Mr. Gerber added that the Aviation Authority could be relieved of responsibility of the construction of this project until it decides it has sufficient funds. Discussion ensued as to the Aviation Authority's obligation and how the operations would flow in the north.

As to the deferral and waiver issue, Chairman Sanchez asked if traffic does not bounce back and actually goes in line with Mr. Brown's projection, should we be matching traffic with the MAG'S or should we just play it month by month. He asked staff to look at that as well. Mr. Brown responded that at this point, nobody knows. You have to be flexible. He then reviewed the FY 2020 rates with budget versus projection. The airlines do not want to trigger an extraordinary coverage because of a waiver. He then continued with the presentation and discussed the potential day's cash on hand with unrestricted reserve funds and all funds. Mr. Brown closed his presentation by thanking the Board for their attention to this matter. Ultimately, it is trying to balance the interest of the Aviation Authority as a public body to operate for the public's benefit but also recognize that we have stakeholders at the airport that have economic challenges, balance those interest, and continue to move forward. It is unprecedented circumstances. What we have attempted to do is charge a course where we can maintain flexibility, maintain cash balances, and weather the economic storm.

Mayor Dyer thanked Mr. Brown for all the time and labor spend on this matter. Mr. Brown acknowledged the time of staff spent on this issue as we.

Mr. Gerber explained to the attendees how the speaker portion of this meeting would flow. He called Father Charles Myer. Father Myer referenced a letter that should have been submitted for the record from faith leaders asking for a caveat that they would rehire people back and clean the slate of those that challenged them on their practices in addition to providing PPE's to employees to do their job and be safe. *(the letter received was from Pastor Ernst Thervil. Father Myer never identified the concessionaire he was referring to)*. He thanked the Mayor's for what they have done for the community.

Ms. Isabel Geary spoke against Host and her complaint against sexual harassment. Chairman Sanchez stated to Ms. Geary that this was not the forum for this matter. Ms. Gerber asked her to explain how this relates to this item and keep it to the agenda.

Mr. Gerber called Ms. Vanessa Calderon who did not respond.

Ms. Olivia Williams spoke against Host and its lack of safety precautions during the pandemic.

Mr. Jay Kelly spoke against Host, its lack of safety precautions during the pandemic and sexual harassment due to his gender identity. Mr. Gerber reminded the speakers to keep comments to the agenda.

Ms. Hilda Renteria Hernandez did not respond.

Ms. Lynne Reback works for Arias and asked for all concession workers to be returned to work and that the Aviation Authority ensure that its concessionaires follow safety precautions as to the pandemic.

Ms. Anne Morrison, Avis Vice President Properties and Facilities, spoke about Avis' effort to minimize the impact. Waiver is one-step in the right direction. They are concerned about the extent of the relief and the cash burn and thank the Aviation Authority for its efforts.

**MINUTES OF THE MAY 20, 2020, MEETING OF THE GREATER ORLANDO AVIATION AUTHORITY
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CHIEF EXECUTIVE OFFICER TO MODIFY THE CAPITAL IMPROVEMENT PROGRAM (CONT)**

Mr. Gerber read into the record a letter from Senior Pastor Ernst Thervil as follows:

My name is Pastor Ernst Thervil. I am the pastor at New Hope Church Orlando. I have met with and heard the stories of many people who work at concessionaires at the airport. They are good people with families that they care for. Many people have worked for your companies for five, ten, fifteen years. They have been loyal and dedicated to their jobs. It is not their fault that this virus caused them to be furloughed. Every one of them deserves to have their jobs back fairly. I stand together with these workers and so does our church community. Make sure that these workers get back to their jobs safely, for the good of their families and our community.

Ms. Lisa Pellegrino did not respond.

Ms. Kourtney Monroe spoke against Host, its work environment, and lack of PPE.

Ms. Jenniffer Deida did not respond.

Mr. Brown read into the record the letter from Christina Woods, Senior Regional Leader - Airport Affairs with Southwest Airlines, on behalf of the participating airline carriers as follows:

On behalf of Southwest Airlines, I want to begin by thanking GOAA for understanding the threat to our industry from the global health and economic crisis resulting from COVID-19 and offering the airlines financial relief through last month's limited deferral program. As you are well aware, the crisis continues to devastate our industry and airlines - and airports - are searching for ways to navigate the environment in a fight for survival. Thank you for bringing a limited waiver/deferral action back to the GOAA Board this month. GOAA has obviously studied numerous relief options for airlines, in-terminal concessionaires and in-terminal rental automobile companies, which have certain pros and cons for both the airlines and airport. Southwest Airlines' interpretation of the proposed limited waiver/deferral program, as outlined to the airlines last week and with additional clarifying information received this week, is that waivers granted to any of the aforementioned airport tenants would place disproportionate burden on the airlines serving Orlando International Airport (MCO). This burden stems from the following:

- 1. Payback Trigger - GOAA proposes any granted airline waivers would be subject to a payback trigger upon receipt of federal funds under Section 4003 of the CARES Act, effectively rendering potential airline waivers as more akin to deferrals (and no comparable stipulations for concessionaires or rental car companies). Additionally, U.S. airlines may be disadvantaged by this payback trigger if international airlines are not subject to a similar trigger.*
- 2. Debt Service Coverage Trigger - Under the current airline rate methodology, offering waivers to airlines or concessionaires would cause the debt service coverage ratio to fall below 1.3x, triggering a disproportionate \$11 million coverage burden to the airlines in FY2020. Airline waivers would in reality be partial waivers if debt service coverage was triggered, while waiver grants to other airport tenants would be at full value. Also, airlines would have to shoulder this coverage burden entirely even if the airlines do not receive waivers but concessionaires do.*
- 3. Other Impacts to Airline Rates and Charges - If GOAA granted waivers to the aforementioned airport tenants, the airlines would be hit with a \$38 million charge at FY2020 airline true-up (settlement), millions more than the airlines would be billed at true-up with no waiver grants.*

Due to the disproportionate burdens placed on the airlines from granting waivers to the aforementioned airport tenants, coupled with the potential increased financial risk to MCO from granting these

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waivers, Southwest Airlines cannot support waivers of any kind being offered to airlines, concessionaires or rental car companies. We strongly recommend that, instead of focusing on waivers, MCO utilize unrestricted cash and CARES Act funds to offset the huge activity-based shortfall coming to the airlines at the end of FY2020 due to COVID-19 impacts. Southwest stands ready to support GOAA and the airport in any way possible as we navigate these extraordinary times. Thank you.

Mr. Brown explained that the extraordinary coverage would be triggered if the Aviation Authority experiences a reduction in \$26 million dollars through waivers. Up to that point it would not be. If the landed weight on the airfield does not meet budget and there is a shortfall it would have to be made up by the airlines. Additional waivers would add approximately \$8 million to the true up. The airlines do not want to pay the additional shortfalls if it is a result of waivers. They are looking for relief in that regard. Vice Chairman Good clarified that the airlines do not want us to offer waivers. Mr. Brown responded that any shortage of revenues will be seen next March and at the same time, the Aviation Authority would calculate a reconciliation of what the actual rates should be based on the cost and revenues and rates put into the budget. Their (airlines) concern is that if waivers trigger an additional amount of true up, they do not want to bear that burden because it is a function of granting waivers to others versus the airlines. Three months of waivers is \$21 million dollars to the airlines.

There were no other speakers.

Following discussion, staff was asked to return to the Board with a revised Capital Improvement Program.

Discussion ensued as to necessary action by the Board. Mayor Dyer mentioned that staff provided three different proposed Resolutions that relate to the airlines, concessionaires, and rental automobile companies that need to be considered.

Mr. Gerber outlined the central point of each Resolution. As to the rental automobile companies, the Aviation Authority will grant to the RAC companies a waiver of the Annual Privilege Fee monthly installments due in May, June, and July 2020, provided the Company has paid the Annual Privilege Fees, percentage fees applicable to the Company's April 2020 Gross Airport Receipts and the monthly installment of the Annual Privilege Fee due through April 2020. Other fees due to the Aviation Authority from RAC companies will remain due as scheduled. He then mentioned the QTA and the Aviation Authority's right to proceed with the project or not. As to the concessionaires' resolution, they have until June 2 to select an option. The airline resolution's key term is that if an airline receives any grants or other funding pursuant to any similar situated bail out, then the amount would be immediately due.

Vice Chairman Good asked about the rental automobile companies' obligation. Mr. Brown responded that it is an obligation of \$16.5 million dollar on a pro-rated basis billed monthly in advance.

Mayor Dyer stated that he is in favor of the three Resolutions and o.k. with May, June, and July. He continues to be troubled with employees continuing to express their concerns as to working conditions and safety guidelines. He wants language added to the Resolution to address the CDC guidelines. Chairman Sanchez asked if that was a motion. Mayor Dyer made the motion to accept the recommendation to approve the three Resolutions with the period of May, June, and July, and include language that concessionaires adhere to the CDC guidelines (COVID-19). Mr. Martinez seconded the motion.

Vice Chairman Good stated that he would have had an option to pay half rent and is in favor of a deferral versus a waiver. He does not understand the extension of leases. Mr. Martinez is in favor of giving options (deferral and waiver). Mayor Dyer stated that in waivers we are taking back part of their lease; we are giving them more in a deferral. It is to encourage them to take the deferral than the waiver.

By roll call vote, this item was approved with five votes for all three Resolutions [FILED DOCUMENTARY NO. 100822 A-C].

RECOMMENDATION TO AUTHORIZE THE CHIEF EXECUTIVE OFFICER TO NEGOTIATE AND AMEND VARIOUS TENANT AND SERVICE PROVIDERS (MISCELLANEOUS CONTRACTS) NOT RELATED TO CONSTRUCTION, IN-TERMINAL CONCESSIONAIRES (ITC), RENTAL AUTOMOBILE CONCESSIONS, AND AIRLINES REQUIRED TO ADDRESS COVID-19 IMPACTS

7. Following the new business item just approved, Mr. Brown stated that this is a similar request but for specialty services; space use Retail Merchandising Units (RMU); Fixed Base Operators; and other business partners which pay MACF or rent and which are not covered by the Resolutions just adopted.

The Aviation Authority would negotiate and modify within the existing contract, if allowed by the terms of the contract and negotiate and modify based on Board principles related to deferrals, waivers, abatements and modifications previously adopted by the Board. This does not alter materially the essence of the contract. It aligns with Board direction for modifications related to COVID-19 for In-Terminal Concessionaire contracts as adopted in New Business Item D. Is fiscally prudent, avoids unnecessary risk to the Aviation Authority, and complies with applicable law.

It was respectfully requested that the Aviation Authority Board resolve to authorize the Chief Executive Officer to: (1) negotiate and modify miscellaneous contracts regarding deferrals, waivers or abatements not addressed in previous Board actions for contracts impacted by the COVID-19, consistent with previous Board action related to concessionaires; (2) report back to the Board when the CEO uses this authority; and (3) authorize execution of those agreements, following satisfactory review by legal counsel.

There were no speakers on this item. Motion was made by Mayor Dyer, seconded by Vice Chairman Good to approve the recommended action. By roll call vote, the item was unanimously approved with five votes.

Kudos to the Board, Mr. Brown, Mr. Gerber, and staff for the work required to prepare and address everyone's concerns on this very important and complicated matter.

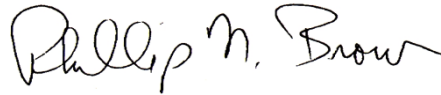
ADJOURNMENT

8. There being no further business to be considered, Chairman Sanchez adjourned the meeting at 4:40 p.m.

(Digitally signed on July 16, 2020)



Dayci S. Burnette-Snyder
Director of Board Services



Phillip N. Brown, A.A.E.
Chief Executive Officer