

On **WEDNESDAY, JULY 15, 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
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.

CHAIRMAN'S OPENING REMARKS

Chairman Sanchez stated that before we proceed with the agenda, he wanted to remind the public that if anyone wished to speak on any of the items on the agenda today, we asked that you send a request to speaker.request@goaa.org a minimum of one hour before this meeting. If you have not done so, send the request and it will be filed on the record. We are doing our best under this environment to stay transparent and accessible to the public. This meeting is being conducted in accordance with Governor DeSantis' Executive Order 20-69 which allows the Aviation Authority to utilize communications media technology, such as telephonic and video conferencing, to hold Sunshine meetings. He asked those speaking today to avoid repetition and, if many people want to speak on a topic who share a point of view or want to make the same point, that those views are presented by a limited number of speakers. Each speaker has the allotted time of 3 minutes. Mr. Gerber further outlined the process for speakers.

APPROVAL OF MINUTES

1. Upon motion by Mr. Martinez, second by Vice Chair Good, motion passed unanimously by roll call vote to accept the May 20, 2020, minutes as written.

VIRGIN TRANS MCO CONSTRUCTION UPDATE

2. Mr. Michael Cegelis, Executive Vice President, Rail Infrastructure with Virgin Trains USA provided the Board with a status report on the West Palm Beach to Orlando project. Mr. Cegelis stated that Phase 2 (West Palm Beach to Orlando) is 170 miles with an investment of \$2.7 billion. To date, one million hours have been worked on this project with 33% completion.

He then mentioned the major construction contracts in Zone 1 through Zone 4. Using visual aids (copy on file), he talked about Zone 1, Vehicle Maintenance Facility; Zone 2, OIA Corridor; Zone 3, OIA to Cocoa, Goldenrod Road Box Jack Timeline, and Detour; and Zone 4, Cocoa to West Palm Beach. Future projects include the stations in South Florida (Aventura and Boca Raton), Las Vegas, and the Tampa extension.

CENTRAL FLORIDA EXPRESSWAY (CFX) SR 436/SR 528 INTERCHANGE CONSTRUCTION PRESENTATION

3. Prior to beginning the presentation, Ms. Laura Kelley, Executive Director, Central Florida Expressway Authority mentioned the great working relationship between CFX and MCO. She was here today to make a presentation on CFX's SR 528/SR 436 interchange improvements. Ms. Kelley mentioned that the existing interchange consists of loop ramps and left entrance ramps. The current configuration is restricted by the

CENTRAL FLORIDA EXPRESSWAY (CFX) SR 436/SR 528 INTERCHANGE CONSTRUCTION PRESENTATION (con't)

geometry and limits traffic flow. Single-lane ramps require detours to perform maintenance. Ms. Kelley then touched on the proposed improvements with loop ramps replaced with 2-lane directional flyovers; 6 general use lanes on SR 528; and enhanced aesthetics for the main entrance and exit of MCO. A fly-over video was then shown where one could catch an aerial view of the improvements. She then talked about the project characteristics that included magnitude and schedule along with complexity. Gateway features include median planter walls, aesthetic pylons, tiered planter walls, and native plants. Ms. Kelley informed the Board of the public outreach conducted with included community updates and working with different partners such as City of Orlando, OEP, International Drive, and community or business groups. In closing, she discussed the lane closures and detours along with pending SR 417 projects.

ORLANDO INTERNATIONAL AIRPORT – OPERATIONAL UPDATE

4. Mr. Brown stated that following the action of the Board in April and May, he wanted to provide an update on where we are with waivers, deferrals, and declarations. In April, an Amended and Restated April 2020 Deferral Resolution was offered to airlines, concessions, and rental automobile companies. In May, it was updated to include three months of relief in the form of a waiver or deferral. The Resolutions were due June 2 with the airlines given until June 15, 2020. The total financial impact of approved Resolutions through July 7, 2020, totals \$15,349,928 for deferrals and \$14,231,892, for waivers with both categories including airlines/cargo, cargo, concessions, and rental automobile companies. Mentioning specifics, he added that the following airlines took deferrals - Aeromexico, Copa Airlines, JetBlue, Southwest, Spirit, United, Westjet, and including Federal Express as a cargo airline. As to terminal concessions, there was 8 deferrals and 13 waivers. He then moved on to the rental automobile companies with Enterprise taking a waiver. There are waivers in dispute with Avis, DTG Operations, Inc. and H

He then talked about the departing passenger activity from March through July. Currently, the Aviation Authority is not authorized to receive any flights from the United Kingdom, European Union, or any of the Schengen countries or Brazil. There are two airports in Florida that can receive flights. One of them being Miami. Ft. Lauderdale was added in May 2020. Mr. Brown added that MCO has made a request through Washington for consideration to add MCO to the list and we are waiting for a response. He then continued with the presentation by talking about MCO's daily seat capacity compared to 2019, the passenger traffic estimate near term scenarios, passenger traffic history and long term estimate. He stated that we are currently at a 40% load factor. If everything holds, we may be able to see 29 million passengers by the end of this fiscal year, September 30. Our earlier forecast predicted about 25 million passengers.

Moving on to concession operations, he talked about the opportunities within food and beverage, retail, and service. There are 14 operating food and beverage concessions; 8 retail; and 11 services (bank, CLEAR, etc.) He mentioned that there were several pending requests from concessionaires to reopen. Mr. Brown explained the process used by the Aviation Authority to determine that everyone is in compliance with CDC's COVID-19 guidelines. Mr. Brown then illustrated what the Aviation Authority is doing to address COVID-19 - enhanced cleaning, promoting safe practices, providing protective barriers and availability to safety products, and focusing on maintenance. In addition, Mayor Dyer issued an executive proclamation directing protective measures at MCO along with Mayor Demings emergency executive order also requiring face coverings.

On a positive note, Mr. Brown stated that traffic is increasing and Staff is working on an extended outreach with our partners.

The following statement from Mr. Mark Taub, Natalie's Candy Jar, was read into the record:

We sincerely appreciate The Authority's efforts and flexibility in previously providing modest rent relief to date. However, there is an immediate need for Additional Rent Relief, effective August 1, 2020. The August 1 rent is currently due in full in 17 days and the September 1 rent 30 days thereafter. As most Tenants have been closed since March due to the COVID-19 Pandemic, the requirement to pay 100% of occupancy costs for August, September, October and beyond is unreasonable and insupportable, for the following reasons: First, In Florida, and especially Orange County, COVID-19 cases, and related hospitalization rates, are CURRENTLY increasing at an alarming rate. And unfortunately, the Airport does not

ORLANDO INTERNATIONAL AIRPORT – OPERATIONAL UPDATE (con't)

require the traveling public to wear masks inside the Terminals. Most major Airports around the USA have mandated the use of masks by 100% of the traveling public inside their Airports As the safety and well being of our employees is our first priority, the lack of a 100% Mask Mandate is a serious obstacle to re-opening and doing business. Second, traffic in the Airport is down 75% from the prior year, and our revenue projections indicate we would incur significant negative cash flow from operations. Lastly, the current status of our occupancy costs is unacceptable, and does not permit us to plan a short term or long term path through the existing issues. We sincerely offer 2 recommendations that would have a major impact in stabilizing the Airport environment, and encourage and allow many concessionaires to reopen for business: Mandate a 100% Mask Requirement for anyone entering the Terminal and Concourses Buildings; Effective August 1 provide for a Percentage Rent only rent for all Tenants, for a 6 month period; We are confident in representing to you that the majority of Tenants are ready and willing to re-open for business if GOAA will create a safer and more secure environment to work in, and provide for a short and intermediate term plan for rent relief. Thanks in advance for your cooperation and understanding.

COVID-19 MASK VOTE

5. Mayor Demings was interested in hearing about comments the Aviation Authority had received about mask wearing. He added that Orange County started a campaign to encourage the wearing of masks throughout the community called "Safer, Stronger, Together". The tag line is "Do Your Part Orlando". Mr. Brown responded that the Aviation Authority has been requiring masks for employees since June 1. He acknowledged that enforcement is the challenge. What the Aviation Authority is attempting to do is have masks available for those that do not have one. There was one instance when a passenger became irate over the request.

To the comments read into the record, Mr. Brown advised the Board that he had a virtual meeting this morning with several concessionaires, some representing ACDBE's. He will return to the Board in August with recommendations on what he believes is appropriate. No specific recommendations have been made because we are trying to get a handle on our cash flow. For June, our cash flow was a negative \$20 million dollars. The balancing act is that to the extent we offer relief and do not have an opportunity to recover revenue, we too, will have to spend our cash. Regular dialogue will begin with our concessionaires, airlines, and service providers as to relief.

In response to Mayor Dyer's question, Mr. Brown responded that all airlines flying out of MCO require their passengers to wear masks. He asked that if airlines and concessionaires require masks, who would be walking around not wearing one? Mr. Brown said that he did observe a family without masks and they were provided some.

Upon motion from Mayor Dyer, second by Mayor Demings, motion passed unanimously by roll call vote for Mr. Gerber to draft a Resolution which would require everyone visiting MCO to wear a mask when entering the facilities. Mayor Demings reminded the Board of medical conditions in which one cannot wear a mask. [FILED DOCUMENTARY NO. 100834];

CONSENT AGENDA

6. Consent Agenda Item B was considered separately. Upon motion by Mr. Martinez, second by Mayor Dyer, vote carried to adopt a resolution as follows: It is hereby resolved by the Greater Orlando Aviation Authority 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: May 4 and May 18, 2020, Concessions/Procurement Committee; April 21, April 28, May 5 and May 12, 2020, Construction Committee; March 18, 2020 Auditor Selection Committee; April 6 and May 26, 2020, Professional Services Committee; and June 9, 2020, Construction Finance Oversight Committee;

B. considered separately;

C. accept the recommendation of the Construction Committee to approve Amendment No. 7 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 deductive

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GMP Amendment amount of (\$16,426,679), which includes a deductive amount of (\$14,277,077) for Direct Cost of Work, a deductive amount of (\$1,222,000) for Unbought Scope, \$485,000 for Allowances, a deductive amount of (\$232,236) for CM@R Contingency, a deductive amount of (\$143,816) for Owner Contingency, a deductive amount of (\$108,371) for Performance and Payment Bonds, and a deductive amount of (\$928,179) for the CM@R Fee (6.031%), resulting in a revised GMP amount of \$172,414,591, with funding credited to 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. 100835**];

D. accept the recommendation of the Construction Committee to approve Amendment No. 7 to Addendum No. 13 to the Construction Management at Risk (CM@R) Entity Services for South Terminal C, Phase 1, Agreement with Hensel Phelps Construction, for BP No. S00144, South Terminal C, Phase 1, Airside Terminal Enclosures and Exterior Finishes (GMP No. 6-S.2) at the Orlando International Airport, for a total negotiated deductive GMP Amendment amount of (\$19,651,639), which includes a deductive amount of (\$18,609,188) for Direct Cost of Work, a deductive amount of (\$305,000) for Unbought Scope, \$678,000 for Allowances, a deductive amount of (\$175,401) for Owner Contingency, a deductive amount of (\$129,647) for Performance and Payment Bond, and a deductive amount of (\$1,110,403) for the CM@R Fee (6.031%), resulting in a revised GMP amount of \$120,832,707, with funding credited to 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. 100836**];

E. accept to the recommendation of the Construction Committee to approve Amendment No. 5 to Addendum No. 14 to the Construction Management at Risk (CM@R) Entity Services for South Terminal C, Phase 1, Agreement with Hensel Phelps Construction, for BP No. S00145, South Terminal C, Phase 1, Airside Terminal Early Interiors (GMP No. 6-S.3) at the Orlando International Airport, for a total negotiated deductive GMP Amendment amount of (\$9,719,277), which includes a deductive amount of (\$8,871,863) for Direct Cost of Work, \$25,000 for Allowances, a deductive amount of (\$183,479) for CM@R Contingency, a deductive amount of (\$75,633) for Owner Contingency, a deductive amount of (\$64,121) for Performance and Payment Bond, and a deductive amount of (\$549,181) for the CM@R Fee (6.031%), resulting in a revised GMP amount of \$43,175,062, with funding credited to 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. 100837**];

F. accept the recommendation of the Construction Committee to approve Amendment No. 2 to Addendum No. 26 to the Construction Management at Risk (CM@R) Entity Services for South Terminal C, Phase 1, Agreement with Turner-Kiewit Joint Venture, for BP No. S00149, South Terminal C, Phase 1, Ground Transportation Facility (GTF) - FDOT (GMP No. 8-S), for a total negotiated deductive GMP Amendment amount of (\$4,589,246), which includes a deductive amount of (\$4,993,629) for Direct Cost of Work, \$620,300 for Unbought Scope, a deductive amount of (\$30,473) for Performance and Payment Bonds, and a deductive amount of (\$185,444) for CM@R Fee (4.211%), resulting in a revised GMP amount of \$25,823,015, with funding credited to FDOT Grants to the extent eligible and Customer Facility Charges 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. 100838**];

G. accept the recommendation of the Construction Committee to approve Amendment No. 2 to Addendum No. 7 to the Construction Management at Risk (CM@R) Entity Services for the South Terminal C, Phase 1, Agreement with Turner-Kiewit Joint Venture, for BP No. S00150, South Terminal C, Phase 1, Parking Facility (GMP No. 9-S), for a total negotiated deductive GMP Amendment amount of (\$2,930,605), which includes a deductive amount of (\$4,618,000) for Direct Cost of Work, \$1,775,275 for Unbought Scope, \$50,000 for Allowances, a deductive amount of (\$19,459) for Performance and Payment Bonds, and a deductive amount of (\$118,421) for CM@R Fee (4.211%), resulting in a revised GMP amount of \$46,452,624, with funding credited to Customer Facility Charges 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. 100839**];

H. accept the recommendation of the Construction Committee to approve Amendment No. 3 to Addendum No. 10 to the Construction Management at Risk (CM@R) Entity Services for South Terminal C, Phase 1, Agreement with Hensel Phelps Construction for BP No. S00154, South Terminal C, Phase 1, Fueling System (GMP No. 11-S) at the Orlando International Airport, for a total negotiated deductive GMP Amendment amount of (\$1,562,839), which includes a deductive amount of (\$655,825) for Direct Cost of Work,

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a deductive amount of (\$347,973) for Unbought Scope, a deductive amount of (\$216,949) for CM@R Contingency, a deductive amount of (\$243,475) for Owner Contingency, a deductive amount of (\$10,310) for Performance and Payment Bonds, and a deductive amount of (\$88,307) for the CM@R's Fee (6.031%), resulting in a revised GMP amount of \$33,878,362, with funding credited to 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. 100840**];

I. accept the recommendation of the Construction Committee to approve Amendment No. 1 to Addendum No. 20 to the Construction Management at Risk (CM@R) Entity Services for South Terminal C, Phase 1, Agreement with Hensel Phelps Construction for BP No. S00157, South Terminal C, Phase 1, Ground Support Equipment (GSE) Facility (GMP No. 15-S) at the Orlando International Airport, for a total negotiated deductive GMP amendment amount of (\$6,316,694.13), which includes a deductive amount of (\$5,503,239) for Direct Cost of Work, a deductive amount of (\$276,574) for CM@R Contingency, a deductive amount of (\$138,287) for Owner Contingency, a deductive amount of (\$41,673.16) for Performance and Payment Bonds, and a deductive amount of (\$356,920.97) for CM@R Fee (6.031%), resulting in a revised GMP amount of \$30,139.87, with funding credited to 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. 100841**];

J. accept the recommendation of the Construction Committee to approve Amendment No. 6 to Addendum No. 16 to the Construction Management at Risk (CM@R) Entity Services for South Terminal C, Phase 1, Agreement with Hensel Phelps Construction, for BP No. S00168, South Terminal C, Phase 1, Airside Terminal Interiors Finishes and Specialties (GMP No. 6-S.4) at the Orlando International Airport, for a total negotiated deductive GMP Amendment amount of (\$4,157,479), which includes a deductive amount of (\$2,924,401) for Direct Cost of Work, a deductive amount of (\$163,480) for Unbought Scope, \$25,000 for Allowances, a deductive amount of (\$128,808) for CM@R Contingency, a deductive amount of (\$703,446) for Owner Contingency, a deductive amount of (\$27,428) for Performance and Payment Bond, and a deductive amount of (\$234,916) for the CM@R Fee (6.031%), resulting in a revised GMP amount of \$59,161,897, with funding credited to 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. 100842**];

K. accept the recommendation of the Construction Committee to approve Amendment No. 1 to Addendum No. 18 to the Construction Management at Risk (CM@R) Entity Services for South Terminal C, Phase 1, Agreement with Hensel Phelps Construction for BP No. S00166, South Terminal C, Phase 1 - Hensel Phelps General Conditions for FY 2020 (GMP No. 16-S.4) at the Orlando International Airport, for a total negotiated deductive GMP amendment amount of (\$158,789), which includes a deductive amount of (\$148,769) for CM@R Staff, a deductive amount of (\$1,048) for Performance and Payment Bonds, and a deductive amount of (\$8,972) for CM@R Fee (6.031%), resulting in a revised GMP amount of \$21,188,662, with funding credited to General Airport Revenue Bonds and Passenger Facility Charges to the extent eligible 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. 100843**];

L. accept the recommendation of the Construction Committee to approve Amendment No. 2 to Addendum No. 23 to the Construction Management at Risk (CM@R) Entity Services for South Terminal C, Phase 1, Agreement with Turner-Kiewit Joint Venture, for BP No. S00178, South Terminal C, Phase 1, Airfield Civil (GMP No. 19-S), for a total negotiated deductive GMP Amendment amount of (\$22,646,527), which includes a deductive amount of (\$20,540,539) for Direct Cost of Work, \$1,551,928 for Unbought Scope, a deductive amount of (\$150,373) for Performance and Payment Bonds, a deductive amount of (\$592,433) for CCIP Insurance, and a deductive amount of (\$915,110) for CM@R's Fee (4.211%), resulting in a revised GMP amount of \$215,581,234, with funding credited to General Airport Revenue Bonds and Passenger Facility Charges to the extent eligible 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. 100844**];

M. accept the recommendation of the Construction Committee to approve Amendment No. 2 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 deductive GMP Amendment amount of (\$58,837,282), which includes a deductive amount of (\$53,365,515) for Direct Cost of Work, a deductive amount of (\$137,500) for Unbought Scope, \$395,000 for Allowances, a

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deductive amount of (\$1,734,484) for CM@R Contingency, a deductive amount of (\$282,056) for Owner Contingency, a deductive amount of (\$388,165) for Performance and Payment Bonds, and a deductive amount of (\$3,324,562) for the CM@R's Fee (6.031%), resulting in a revised total GMP amount of \$23,208,214, with funding credited to 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. 100845]**;

N. accept the recommendation of the Construction Committee to approve Amendment No. 1 to Addendum No. 28 to the Construction Management at Risk (CM@R) Entity Services for South Terminal C, Phase 1, Agreement with Turner-Kiewit Joint Venture, for BP No. S00181, South Terminal C, Phase 1, Ground Transportation Facility (GTF) (GMP No. 8-S.1), for a total negotiated deductive GMP amount of (\$11,378,353), which includes a deductive amount of (\$9,701,023) for Direct Cost of Work, a deductive amount of (\$941,047) for Unbought Scope, a deductive amount of (\$126,000) for Allowances, a deductive amount of (\$74,950) for CM@R Contingency, a deductive amount of (\$75,552) for Performance and Payment Bond, and a deductive amount of (\$459,781) for CM@R's Fee (4.211%), resulting in a revised GMP amount of \$38,464,958, with funding credited to Customer Facility Charges 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. 100846]**;

O. accept the recommendation of the Construction Committee to (1) approve Change Order No. BP-00043-04 in the deductive amount of (\$85,116.75) 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; and, (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the change order(s) following satisfactory review by legal counsel;

P. accept the recommendation to ratify the Resolution accepting Supplemental No. 6 to Joint Participation Agreement FM 435311-1-94-01/435312-1-94-01, and authorize the Chief Executive Officer and the Assistant Secretary to execute the necessary documents **[FILED DOCUMENTARY NO. 100847]**;

Q. accept the recommendation of the Construction Committee to (1) approve a No-Cost Addendum to the Continuing Vertical Construction Services Agreement with Collage Design and Construction Group, Inc. dba The Collage Companies to exercise the second and final one-year renewal option and extend the Agreement to November 21, 2021; (2) approve a No-Cost Addendum to the Continuing Vertical Construction Services Agreement with Gilbane Building Company to exercise the second and final one-year renewal option and extend the Agreement to December 9, 2021; (3) approve a No-Cost Addendum to the Continuing Vertical Construction Services Agreement with Gomez Construction Company to exercise the second and final one-year renewal option and extend the Agreement to November 22, 2021; (4) approve a No-Cost Addendum to the Continuing Vertical Construction Services Agreement with H.W. Davis Construction, Inc. to exercise the second and final one-year renewal option and extend the Agreement to November 2, 2021; (5) approve a No-Cost Addendum to the Continuing Vertical Construction Services Agreement with R.L. Burns, Inc. to exercise the second and final one-year renewal option and extend the Agreement to November 2, 2021; (6) approve a No-Cost Addendum to the Continuing Vertical Construction Services Agreement with T&G Corporation dba T&G Constructors to exercise the second and final one-year renewal option and extend the Agreement to November 22, 2021; and, (7) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel **[FILED DOCUMENTARY NO. 100848-100853]**;

R. accept the recommendation of the Auditor Selection Committee to (1) approve the ranking of the Proposers for PS-632 Auditing Services as follows: first - MSL, P.A.; second - Plante & Moran, PLLC; and third - Cherry Bekaert LLP; (2) authorize Aviation Authority staff to negotiate with the first ranked Proposer for an Agreement period of 36 months with services to commence on or about September 1, 2020, and with the Aviation Authority having options to renew the Agreement for 2 additional periods of 1 year each; and (3) if Aviation Authority staff is unable to negotiate a satisfactory contract with the first ranked firm, negotiations with that firm shall be formally terminated, and Aviation Authority staff shall then undertake negotiations with the second-ranked firm. Failing accord with the second-ranked firm, negotiations shall then be terminated with that firm and undertaken with the third-ranked firm. Negotiations with the other ranked firms shall be undertaken in the same manner. Aviation Authority staff, in negotiating with firms, may reopen formal negotiations with any one of the three top-ranked firms, but it may not negotiate with more than one firm at a time. Upon reaching an agreement with the successful proposer, this item will be returned to the Board for consideration of the final negotiated agreement;

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S. accept the recommendation of the Concessions/Procurement Committee to (1) approve the First Renewal Term to Purchasing Contract No. 01-18, Woven Level Loop and Cut and Loop Carpet Procurement Services, with Bloomsburg Carpet Industries, Inc., through November 30, 2021, in the amount not-to-exceed \$686,080; (2) authorize funding from the Capital Expenditure Fund in the amount not-to-exceed \$686,080; and (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the appropriate documents following satisfactory review by legal counsel [**FILED DOCUMENTARY NO. 100854**];

T. accept the recommendation of the Concessions/Procurement Committee to (1) approve the Second Renewal Term to Purchasing Contract No. 05-17, Carpet, Vinyl and Rubber Flooring Repair and Replacement Services, with Designers West, Inc., through November 30, 2021, in the amount not-to-exceed \$299,775; (2) authorize funding from the Capital Expenditure Fund in the amount not-to-exceed \$299,775; and (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the appropriate documents following satisfactory review by legal counsel [**FILED DOCUMENTARY NO. 100855**];

U. accept the recommendation of the Concessions/Procurement Committee to (1) approve a price adjustment to Purchasing Contract No. 01-17, Automated People Mover Operation and Maintenance, at Orlando International Airport, with Crystal Mover Services, Inc., through September 26, 2021, in an amount not-to-exceed \$561,293; (2) authorize funding in the amount not-to-exceed \$561,293 from the Operations and Maintenance Fund; and (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the appropriate documents following satisfactory review by legal counsel [**FILED DOCUMENTARY NO. 100856**].

APPROVE AMENDMENT NO. 2 TO ADDENDUM NO. 11 TO THE CONSTRUCTION MANAGEMENT AT RISK (CM@R) ENTITY SERVICES FOR SOUTH TERMINAL C, PHASE 1, AGREEMENT WITH TURNER-KIEWIT JOINT VENTURE, FOR PROJECT BID PACKAGE (BP) NO. S00141, SOUTH TERMINAL C, PHASE 1, LANDSIDE CONVEYING EQUIPMENT (GUARANTEED MAXIMUM PRICE (GMP) NO. 5-S.4) AT THE ORLANDO INTERNATIONAL AIRPORT

7. Mr. Brown stated that this was one of 13 items being addressed under Consent Agenda dealing with the STC. This amendment eliminates the elevators and escalators that are part of the Ground Transportation Facility (GTF) scope deferment in Areas 4 and 5. The Owner's Authorized Representative (i.e., Geotech Consultants International, Inc. dba GCI, Inc.) and Turner-Kiewit Joint Venture have reviewed the current financial status and progress of the work in BP No. S00141, and have determined that, in accordance with the contract documents, it is appropriate at this time to decrease the Direct Cost of Work, and Performance and Payment Bonds, including the associated CM@R fee amount, as outlined in the memorandum (copy on file).

Turner-Kiewit Joint Venture is committed to the established small business goals of 20% MWBE and 4% LDB/VBE participation for Construction Services. Turner-Kiewit Joint Venture proposes a reduction in small business participation of 15% MWBE participation on this GMP Amendment for Construction Services. The fiscal impact is (\$855,329). Funding is credited to General Airport Revenue Bonds and Customer Facility Charges.

It was respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Construction Committee and approve Amendment No. 2 to Addendum No. 11 to the Construction Management at Risk (CM@R) Entity Services for South Terminal C, Phase 1, Agreement with Turner-Kiewit Joint Venture, for BP No. S00141, South Terminal C, Phase 1, Landside Conveying Equipment (GMP No. 5-S.4) at the Orlando International Airport, for a total negotiated deductive GMP amendment amount of (\$855,329), which includes a deductive amount of (\$815,086) for Direct Cost of Work, a deductive amount of (\$5,680) for Performance and Payment Bonds, and a deductive amount of (\$34,563) for CM@R's fee (4.211%), resulting in a revised GMP amount of \$16,019,234, with funding credited to General Airport Revenue Bonds and Customer Facility Charges; and authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

There were two speakers on this item. Ms. Hilda Hernandez spoke about furloughed employees from HMS Host. Ms. Emily Geary did not respond when called upon. She can submit her comments to the record.

Upon motion of Mayor Dyer, second by Dr. Pirozzolo, motion passed unanimously by roll call vote to accept the recommended action. [**FILED DOCUMENTARY NO. 100857**]

RECOMMENDATION OF THE CONSTRUCTION COMMITTEE TO APPROVE AMENDMENT NO.1 TO ADDENDUM NO. 34 TO THE ARCHITECT OF RECORD FOR SOUTH TERMINAL C, PHASE 1, AGREEMENT WITH HNTB CORPORATION FOR ADDITIONAL DESIGN SERVICES FOR W-S00110, SOUTH TERMINAL C, PHASE 1, ARCHITECT OF RECORD (AND MAJOR SUBS), AT THE ORLANDO INTERNATIONAL AIRPORT

8. Mr. Brown presented the item. On October 21, 2015, the Aviation Authority Board approved the Architect of Record Agreement for the South Terminal C, Phase 1, Program, at the Orlando International Airport, with HNTB Corporation. On June 9, 2020, the Construction Committee approved Addendum No. 34 to the Architect of Record for South Terminal C, Phase 1, Agreement with HNTB Corporation for initial early design services for the deferment scopes of work for the South Terminal C Program, at the Orlando International Airport, for a total amount of \$249,990.

Amendment No. 1 to Addendum No. 34 includes additional design services required for the South Terminal C scope deferrals, which include the elements of the Airside Concourse, Ground Transportation Facility, Landside Civil/Site Logistics, Airfield Civil, Airfield Fuel, Baggage Handling System (BHS), Ground Support Equipment (GSE) Facility, and related STC and Rental Car (RAC) elements. Given the unknown and yet to be determined factors that may impact the level of the design effort, the negotiated fee includes a Not-To-Exceed contingency of \$250,000, to be billed by the design team members at their approved hourly rates, upon written authorization to proceed with a specific scope of services that requires additional effort beyond what is included in the lump sum fees. Updates on the use of the contingency will be presented to the Construction Committee for information.

The Aviation Authority has reviewed the proposal and determined that HNTB Corporation proposes to achieve 16.7% MWBE and 1.5% LDB participation on this Amendment to Addendum No. 34. Mr. Brown mentioned that the fiscal impact is \$1,444,036 with funding from General Airport Revenue Bonds.

It was respectfully requested that the Aviation Authority Board resolve to: accept the recommendation of the Construction Committee; approve Amendment No. 1 to Addendum No. 34 to the Architect of Record for South Terminal C, Phase 1, Agreement with HNTB Corporation for Additional Design Services for W-S00110, South Terminal C, Phase 1, at the Orlando International Airport; approve \$1,444,036, with funding from General Airport Revenue Bonds; and authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

Upon motion of Mr. Martinez, second by Mayor Dyer, motion passed unanimously by roll call vote to accept the recommended action. [FILED DOCUMENTARY NO. 100858]

RECOMMENDATION OF THE PROFESSIONAL SERVICES COMMITTEE FOR PROJECT W-00401, PASSIVE OPTICAL LOCAL AREA NETWORK MANUFACTURER, AT THE ORLANDO INTERNATIONAL AIRPORT

9. Mr. Brown presented the item.

A Passive Optical Local Area Network (PON) is a mission critical system that will provide fiber-optic telecommunications technology for delivering broadband network access throughout the South Terminal. It reduces the number of communication rooms and copper wire connections needed to provide network communications. The W401 scope of work includes, but is not limited to, furnishing equipment, software, warranties, future software upgrades, technical support, and guaranteed equipment pricing for a proposed period of years for PON technology.

Through W401, the Aviation Authority intends to engage a PON equipment manufacturer for the new South Terminal C (STC). The W401 PON Manufacturer will partner with a qualified installer/integrator who will contract directly with the Aviation Authority to furnish PON equipment and provide installation and integration services. The future PON Installer/Integrator will be selected through a separate process after selection of the PON Manufacturer. As detailed in the Request for SOQs, the Aviation Authority used its "Best Value" procurement method to partner with the Proposer that best provides comprehensive PON services to the Aviation Authority. The Proposers were evaluated on: Qualifications Proposal; Product Capabilities Demonstration; and Price Proposal.

On May 23, 2019, three Proposers responded to the advertised services: Corning Optical Communications, DASAN Zhong Solutions, Inc., and Tellabs Enterprise, Inc. On June 11, 2019, the PSC met and shortlisted all three Proposers. On April 2 and 3, 2020, a Product Capabilities Demonstration was held at MCO. Corning Optical Communications, and Tellabs Enterprise, Inc. participated in-person and DASAN Zhong Solutions, Inc. participated virtually rather than in-person due to COVID-19 travel restrictions.

RECOMMENDATION OF THE PROFESSIONAL SERVICES COMMITTEE FOR PROJECT W-00401, PASSIVE OPTICAL LOCAL AREA NETWORK MANUFACTURER, AT THE ORLANDO INTERNATIONAL AIRPORT (con't)

On April 29, 2020, the PSC met to interview, evaluate, and rank the three Proposers based on three categories: Qualifications; Product/Capabilities; and Price Proposal. During the demonstrations: Corning Optical communications encountered an equipment failure and were unable to demonstrate all aspects of the system and system fail-over and recovery; DASAN Zhone Solutions was unable to demonstrate all aspects of the system and system fail-over and recovery, as a result of not being on-site for the demonstration; and Tellabs Enterprise did demonstrate a fully functioning system with complete automated system fail-over and recovery. In addition, Tellabs is the only firm with a fully functioning system as demonstrated at other airports similar in complexity and scale.

Prior to opening the price proposals, the PSC ranked the proposers as follows: (1) Tellabs Enterprise, Inc.; (2) DASAN Zhone Solutions, Inc.; and (3) Corning Optical Communications. The price proposals from the three proposals were read aloud as follows - DASAN Zhone Solutions, Inc. at \$1,264,452.65; Corning Optical Communications at \$1,294, 719.20; and Tellabs Enterprise, Inc. at \$2,129,687.50. Corning Optical Communications' price proposal was noted to have what appeared to be limitations. Corning Optical Communications' limited price proposal resulted in Corning Optical Communications being ranked last overall. Based on the prior ranked criteria, PSC recommended the following overall ranking for award - Tellabs Enterprise, Inc. with a combined ranking of 5; DASAN Zhone Solutions, Inc. with a combined ranking of 6; and Corning Optical Communications with a combined ranking of 7.

On April 30, 2020, a letter was received from DASAN Zhone Solutions, Inc. which addressed the circumstances that prevented its in-person attendance at its demonstration and requested a second demonstration. On May 26, 2020, the PSC met to further consider the W-00401 procurement and the letter submitted by DASAN Zhone Solutions, Inc. and took the following actions: directed staff to conduct a second round of voluntary product demonstration in June 2020, with specific details to be provided via an Addendum; determined that the current pricing proposals from the April 29, 2020, PSC meeting would remain valid; and re-convene the PSC to re-rank the Proposers in the Product/Capabilities category only and re-recommend a final ranking based on information previously received and on the performance at the second demonstration.

On July 7, 2020, the PSC met to re-evaluate and rank the three Proposers based on a second demonstration of Product/Capabilities. Corning Optical Communications and Tellabs Enterprise opted not to do a second demonstration, letting stand the performance of their equipment from the first demonstration. DASAN Zhone Solutions conducted an on-site demonstration that demonstrated all aspects of the system and system fail-over and recovery. The fail-over system was not as responsive as desired and could result in the loss of some data. In addition the DASAN system demonstrated was developed for this demonstration and has not been implemented in a facility similar in complexity and scale. As a side note, Tellabs Enterprise is the only firm with a fully functioning system as demonstrated at other airports similar in complexity and scale. The re-ranking for product/capabilities was as follows: (1) Tellabs Enterprise, Inc.; (2) DASAN Zhone Solutions, Inc.; and (3) Corning Optical Communications. The final rankings for total price proposal resulted in a tie. Per the procurement documents, in the event of a tie in the Combined Ranking, the Proposer with the lowest rank in the Product/Capabilities will be recommended over the other tied Proposer. The PSC recommended the following ranking - (1) Tellabs Enterprise, Inc.; (2) DASAN Zhone Solutions, Inc.; and (3) Corning Optical Communications. Mr. Brown stated that there was no small business participation requirements at this time.

The fiscal impact is \$2,129,687.50, as proposed, but the items and services are bid on a unit-price basis with the actual amount determined by what is actually ordered by the Aviation Authority. Funding is from General Airport Revenue Bonds.

It was respectfully requested that the Aviation Authority Board resolve to: (1) accept the recommendations of the Professional Services Committee; (2) approve the ranking as follows: First: Tellabs Enterprise, Inc.; Second: DASAN Zhone Solutions, Inc.; and Third: Corning Optical Communications; (3) award W-00401, Passive Optical Local Area Network Manufacturer, at the Orlando International Airport, to Tellabs Enterprise, Inc.; (4) approve not-to-exceed amount \$2,129,687.50, with funding from General Airport Revenue Bonds; and (5) authorize an Aviation Authority Officer or the Chief Executive

RECOMMENDATION OF THE PROFESSIONAL SERVICES COMMITTEE FOR PROJECT W-00401, PASSIVE OPTICAL LOCAL AREA NETWORK MANUFACTURER, AT THE ORLANDO INTERNATIONAL AIRPORT (con't)

Officer to execute the necessary documents following satisfactory review by legal counsel.

Upon motion by Vice Chairman Good, second by Mayor Dyer, vote passed unanimously by roll call vote to accept the recommended action. **[FILED DOCUMENTARY NO. 100859]**.

RECOMMENDATION TO OFFER A LIMITED WAIVER OF SPECIFIC FEES DUE TO ON-SITE RENTAL AUTOMOBILE COMPANY, SIXT RENT A CAR, LLC.

10. Mr. Brown presented the item.

On May 20, 2020, the Aviation Authority Board resolved to offer a limited waiver of specific fees due from On-Site Rental Automobile Companies. Advantage Opco, LLC (Advantage) was offered a waiver of fees for the months of May, June, and July 2020; however, Advantage did not execute and return the waiver in a timely manner. This was an express condition of accepting the waiver. On May 26, 2020, Advantage filed for bankruptcy. In an expedited proceeding in the bankruptcy court, the court approved the sale and assignment of the Rental Automobile Concession Agreement with the Aviation Authority to Sixt Rent A Car, LLC (Sixt). According to the bankruptcy order, Sixt will be responsible for all obligations and fees owed to the Aviation Authority beginning July 1, 2020.

Mr. Brown mentioned that there is a dispute between Sixt and Advantage about Advantage's pre-purchase representations to Sixt. Sixt claims that Advantage communicated to Sixt that the Aviation Authority waived Advantage's Minimum Annual Concession Fees (MACF) payment due on July 1, 2020. Therefore, Sixt did not include MACF for July 1, 2020 in Sixt's purchase price calculus. Sixt is asking the Aviation Authority to waive the July 1, 2020 MACF payment for which Sixt is now responsible. The July 2020 MACF payment due from Advantage is \$301,429.01.

At the request of Mr. Brown, Mr. Gerber, commended the proceedings of the bankruptcy court as to the speed of addressing this issue. However, there was a misunderstanding between Advantage and Sixt as to their financial responsibilities to the Aviation Authority. Nevertheless, it is still an advantage for the Aviation Authority since they gain a new global brand, financially responsible new tenant with only loss of one month concession fees.

It was respectfully requested that the Aviation Authority Board resolve to accept staff's recommendation to offer a limited waiver of specific fees due from On-Site Rental Automobile Company, Sixt Rent A Car, LLC, for the month of July 2020 in the amount of \$301,429.01 and authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents, following satisfactory review by legal counsel.

Upon motion by Mayor Dyer, second by Mayor Demings, vote passed unanimously by roll call vote to accept the recommended action. **[FILED DOCUMENTARY NO. 100860]**.


ADJOURNMENT

11. Chairman Sanchez thanked Mr. Brown and the board members for attending these meetings and working in this new environment. There being no further business to be considered, Chairman Sanchez adjourned the meeting at 3:15 p.m.

(Digitally signed on September 18, 2020)



Dayci S. Burnette-Snyder
Director of Board Services



Phillip N. Brown
Chief Executive Officer