

On **WEDNESDAY, OCTOBER 21 2020**, the **GREATER ORLANDO AVIATION AUTHORITY** met in regular session virtually through Cisco WebEx, with the meeting live streamed on You Tube (OrlandoAirports). Chairman Good called the meeting to order at 2:08 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,

M. Carson Good, Chairman
Ralph Martinez, Vice Chairman
Mayor Jerry Demings, Treasurer
Mayor Buddy Dyer

Also present,

Phillip N. Brown, Chief Executive Officer and Secretary
Kathleen Sharman, Chief Financial Officer
Dayci S. Burnette-Snyder, Director of Board Service and Assistant Secretary
Larissa Bou, Manager of Board Services and Recording 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. Lobbying any Aviation Authority Staff who are members of any committee responsible for ranking Proposals, Letters of Interest, Statements of Qualifications or Bids and thereafter forwarding those recommendations to the Board and/or Board Members is prohibited from the time that a Request for Proposals, Request for Letters of Interests, Request for Qualifications or Request for Bids is released to the time that the Board makes an award. Lobbyists are now required to sign-in at the Aviation Authority offices prior to any meetings with Staff or Board members. In the event a lobbyist meets with or otherwise communicates with Staff or a Board member at a location other than the Aviation Authority offices, the lobbyist shall file a Notice of Lobbying (Form 4) detailing each instance of lobbying to the Aviation Authority within 7 calendar days of such lobbying. Lobbyists will also provide a notice to the Aviation Authority when meeting with the Mayor of the City of Orlando or the Mayor of Orange County at their offices. The policy, forms, and instructions are available in the Aviation Authority's offices and the web site. Please contact the Director of Board Services with questions at (407) 825-2032.

CHAIRMAN'S OPENING REMARKS

Chairman Good 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 2 minutes. Mr. Gerber further outlined the process for speakers.

Before proceeding with business, Mr. Gerber asked the Board to report any conflicts of interest or violations of the Aviation Authority's Code of Ethics and Business Conduct; lobbying activities policy; or the Florida Sunshine law with regard to any agenda item. None were expressed by any Board member.

APPROVAL OF MINUTES

1. Upon motion by Mayor Dyer, second by Mayor Demings, motion passed unanimously by roll call vote to accept the September 16, 2020 minutes as written.

RECOGNIZING YEARS OF SERVICE

2. Mr. Brown recognized Mr. Kenneth Harwood, Manager of Security Operations, for 20 years of service and Ms. Pamela L'Heureux, Director of Finance for 25 years of service. He congratulated Ms. L'Heureux on her retirement. Ms. L'Heureux had requested to speak; however, she had technical difficulties. Mr. Brown indicated he would get back to her comments, once her audio was working.

Mr. Brown also recognized Mr. Luis Olivero, Assistant Director of Governmental Affairs, as he is the rising Chairman of the Board for the Florida Airports Council (FAC), which is comprised of the 20 commercial service airports in the state, as well as 79 general aviation airports. FAC is the largest airport-specific association of publicly owned and operated airports, and airport professionals. Mr. Olivero and the FAC have been instrumental in obtaining CARES Acts funds for airports nationally, as well as in obtaining explosion detection system reimbursement from the Transportation Security

RECOGNIZING YEARS OF SERVICE (con't)

Administration (TSA). Mr. Olivero has provided exceptional service to the Aviation Authority for nearly 20 years.

CONSENT AGENDA

3. Chairman Good indicated that there were speakers for one of the Consent Agenda items. Mr. Gerber corrected for the record, that all of the speaker requests received were for New Business Item F. Upon motion by Mayor Demings, second by Vice Chair Martinez, motion passed unanimously by roll call vote 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: August 19, 2020, Finance Committee; July 27 and August 10, 2020, Concessions/Procurement Committee; May 26, 2020, Construction Committee; July 21, July 28, August 4 and August 11, 2020, Professional Services Committee;

B. accept the recommendation to: (1) find the property listed in this memorandum no longer necessary, useful, or profitable in the operation of the Airport System; (2) request Orlando City Council concurrence and resolution of this finding; and (3) authorize staff to dispose of this property in accordance with the Aviation Authority's Policies and Procedures;

C. accept the recommendation to: (1) approve the Second Amendment to Lease Agreement (GSE Facility) at Orlando International Airport, with AFCO GSE MCO, LLC, for installation of additional security improvements required for compliance with the existing Airport Security Directives; (2) authorize funding from previously-approved Capital Expenditure Fund in the not-to-exceed amount of \$261,606; 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. 100917**];

D. accept the recommendation to: (1) approve First Amendment to Operations Center Lease Agreement at the Orlando International Airport, with Spirit Airlines, Inc. for the expansion of use of premises 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. 100918**];

E. accept the recommendation of the Construction Committee to: (1) approve Amendment No. 3 to Addendum No. 26 to the Continuing Program and Project Management Services (OAR Prime Entity) Agreement with A2 Group, Inc. for Additional Construction Phase OAR Services for BP No. 00486, Runway 18L-36R Rehabilitation and Related Work, at the Orlando International Airport, for a total not-to-exceed fee amount of \$66,680, with funding from FAA and FDOT Grants to the extent eligible, previously-approved Capital Expenditure Funds, and General Airport Revenue Bonds 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. 100919**];

F. accept the recommendation of the Construction Committee to: (1) approve Change Order No. BP-00486-07 in the deductive amount of (\$1,160,531.37) and no time extension (2) 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 (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the change order(s) following satisfactory review by legal counsel;

G. accept the recommendation to ratify the Resolution accepting Public Transportation Grant Agreement (PTGA) FM 448178-1-94-01, and authorize the Chief Executive Officer and the Assistant Secretary to execute the necessary documents [**FILED DOCUMENTARY NO. 100920**];

H. accept the recommendation of the Professional Services Committee to: (1) approve Addendum No. 5 to the Base Agreement with Gentrack Limited, Corp. for Year 2 License and Support Services in support of W-00375, Resource Management System (RMS) at the Orlando International Airport, for a total lump sum amount of \$526,070, with funding from Operations and Maintenance Fund for current and subsequent fiscal years, as approved through the budget process and when funds are available 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. 100921**];

I. accept the recommendation of the Professional Services Committee to: (1) approve the ranking of the firms for PS-658, ORL Property Management, Brokerage, and Advisory Services, at the Orlando Executive Airport, as follows: First - Stiles Property Management; Second - Bishop Beale Duncan Realty, LLC; Third - Jones Lang

CONSENT AGENDA (con't)

LaSalle Americas, Inc.; Fourth - The Sembler Company; and Fifth - Realty Capital Advisors, LLC; (2) authorize negotiations with the first-ranked firm in accordance with the Aviation Authority's policy, and if those negotiations are unsuccessful, negotiate with the other firms in their ranked order; and (3) upon reaching agreement with the successful proposer, present the final agreement terms to the Aviation Authority Board for consideration for PS-658, ORL Property Management, Brokerage, and Advisory Services, at the Orlando Executive Airport;

J. accept the recommendation of the Professional Services Committee to: (1) approve the ranking of the firms for W-S00144, Selection of Design/Build Firms for the Buildout of the South Terminal C Airline and Tenant Spaces Projects, at the Orlando International Airport, as follows: First - Clancy & Theys Construction Company; Second - Gomez Construction Company; Third - H.W. Davis Construction, Inc.; Fourth - Collage Design and Construction Group, Inc. dba The Collage Companies; Fifth - T&G Corporation dba T&G Constructors; Sixth - R.L. Burns, Inc.; Seventh - McCree Design Builders, Inc.; Eighth - RB Marks Construction, Inc.; and Ninth - Schmid Construction, Inc.; (2) authorize staff to issue a Design Criteria Package (DCP) for the design/build project that has the highest estimated cost to the highest ranked Proposer; a DCP for the next highest estimated cost project to the second highest ranked Proposer, etc., until all of the project packages have been assigned; and (3) upon successful negotiations of the design/build costs with each design/build contractor, present the final design/build costs to the Aviation Authority Board for consideration of the design/build contracts;

K. accept the recommendation to: (1) approve the Second Amendment to the Temporary Construction License Agreement by and between the Aviation Authority and Brightline Trains Florida LLC, joined by the City of Orlando; (2) request Orlando City Council approval of the Second Amendment to the Temporary Construction License Agreement; 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. 100922**];

L. accept the recommendation to confirm the appointment of Troy Webb as Tenant Representative and to confirm the reappointment of Carson Lee, Todd Anderson, Tony Sherbert, and Brad Pierce to the Orlando Executive Airport Advisory Committee in the positions and terms as set forth in the memorandum;

M. accept the recommendation to adopt its calendar for January - December 2021; and

N. accept the recommendation to approve the proposed revisions, as outlined in the memorandum, to Organizational Policy, Greater Orlando Aviation Authority Bylaws, Section 101.01, Administration [**FILED DOCUMENTARY NO. 100923**].

Before moving on to New Business items, Chairman Good asked Mr. Gerber to review the framework for public comments. Mr. Gerber explained that there are five speaker requests for New Business Item F. Mr. Brown will present all new business items. After his presentation for New Business Item F, and before Board consideration, Mr. Gerber will identify each pre-registered speaker twice and then Ms. Bou will unmute each speaker. Mr. Gerber indicated that speakers will be given 2 minutes each to provide their comments.

Mr. Brown presented the following items.

RECOMMENDATION OF THE CONCESSIONS/PROCUREMENT COMMITTEE TO AWARD PURCHASING CONTRACT 02-21, BUILDING AUTOMATION SYSTEMS (BAS) PREVENTATIVE MAINTENANCE AND REPAIR SERVICE TO MC², INC.

4. Mr. Brown stated that the Building Automation Systems (BAS) monitors and controls, heating, ventilation and air conditioning (HVAC), and lighting and interfaces with the power management system at the North Terminal Complex. It also controls smoke evacuation systems in the Main Terminal and monitors emergency generators and certain flood control pumps.

This contract is for 60 months and it is scheduled to commence on or about January 1, 2021 with the Aviation Authority having no options to renew the contract.

Mr. Brown indicated that Schneider Electric is the manufacturer of the BAS, and considers the system software and firmware proprietary. Schneider Electric only allows distribution and maintenance of their system through authorized dealers and network partners, and software and firmware upgrades are only available through these channels.

Mr. Brown explained that the loss of these upgrades would result in the BAS becoming obsolete, which results in higher costs, lower reliability and increased major breakdowns.

RECOMMENDATION OF THE CONCESSIONS/PROCUREMENT COMMITTEE TO AWARD PURCHASING CONTRACT 02-21, BUILDING AUTOMATION SYSTEMS (BAS) PREVENTATIVE MAINTENANCE AND REPAIR SERVICE TO MC². INC. (con't)

On June 29, 2020, the Purchasing Department issued a Request for Invitation (RFI) to Bid 02-21. The Aviation Authority only considered bids from Schneider Electric trained and authorized firms to sell, install, and support Schneider Electric BAS products/systems at the airport.

On July 29, 2020, a bid was received from MC², Inc. for \$5,903,852. References were checked and it was determined that the bid submitted was responsible and responsive.

The Small Business Development Department has not established MWBE/LDB goals due to the limited and specialized scope of the required services.

The five-year fiscal impact is a not-to-exceed amount of \$5,903,852 with funding from Operations and Maintenance Fund.

It was respectfully requested that the Aviation Authority Board resolve to: (1) approve the Concessions/Procurement Committee's recommendation to award Purchasing Contract 02-21, Building Automation Systems (BAS) Preventative Maintenance and Repair Services, to MC², Inc., as the lowest responsive and responsible bidder for a five-year term; (2) authorize funding from Operations and Maintenance Fund in the not-to-exceed amount of \$5,903,852; and (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

Chairman Good asked if the Board had any questions or comments regarding this item. There was no response to his inquiry.

Upon motion by Mayor Dyer, second by Vice Chair Martinez, motion passed unanimously by roll call vote to accept the recommendation of the Concessions/Procurement Committee [FILED DOCUMENTARY NO. 100924].

RECOMMENDATION OF THE CONCESSIONS/PROCUREMENT COMMITTEE TO APPROVE AMENDMENT NO. 1, FIRST RENEWAL OPTION TO PURCHASING CONTRACT NO. 03-18, OPERATION AND MANAGEMENT OF PARKING FACILITIES, AT THE ORLANDO INTERNATIONAL AIRPORT, WITH ABM AVIATION, INC.

5. Moving on, Mr. Brown stated that ABM Aviation, Inc. provides 24 hours per day, 365 days per year, management and oversight of the Aviation Authority's designated parking facilities. The designated parking facilities consist of 3 parking garages including terminal top, 3 economy parking lots, 2 commercial lanes and 1 valet parking for the Hyatt Regency Orlando International Airport.

He explained that, on September 10, 2017, after a competitive procurement process, the Aviation Authority Board awarded contract 03-18 to ABM Aviation, Inc.. The initial term of the contract was for 36 months, effective February 1, 2018, at an initial cost of \$18,746,958 consisting of direct reimbursement for labor, materials, supplies, equipment, vehicles, fuel, uniforms as established by the Aviation Authority, and a competitively bid amount for supervision and a management fee. The Aviation Authority has two one-year renewal options. The contract's 3-year initial term expires on January 31, 2021.

Mr. Brown indicated that the first renewal period is from February 1, 2021 through January 31, 2022 and confirmed that ABM Aviation, Inc. has performed satisfactorily during the initial term of the contract. Terms and conditions remain the same for the first renewal option. There is no increase to the management fee, plus reduced reimbursable operating expenses for the renewal period, because of expected reduced activity.

He continued by stating that the contract includes an Airport Concessions Disadvantage Business Enterprises (ACDBE) participation goal of 30%. The Office of Small Business Development certifies that this contract is in good standing as it relates to the participation requirement.

The estimated value of the first renewal option is a not-to-exceed amount of \$5,734,770. Funding will be allocated from Operations and Maintenance Fund.

It was respectfully requested that the Aviation Authority Board resolve to approve the Concessions/Procurement Committee recommendation to (1) approve Amendment No. 1, first renewal option of Purchasing Contract No. 03-18, Operation and Management of Parking Facilities, with ABM Aviation, Inc.; (2) authorize funding in the not-to-exceed amount

RECOMMENDATION OF THE CONCESSIONS/PROCUREMENT COMMITTEE TO APPROVE AMENDMENT NO. 1, FIRST RENEWAL OPTION TO PURCHASING CONTRACT NO. 03-18, OPERATION AND MANAGEMENT OF PARKING FACILITIES, AT THE ORLANDO INTERNATIONAL AIRPORT, WITH ABM AVIATION, INC. (con't)

of \$5,734,770 from Operations and Maintenance Fund.; and (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

Chairman Good asked if the Board had any questions or comments regarding this item. There was no response to his inquiry.

Upon motion by Mayor Demings, second by Vice Chair Martinez, motion passed unanimously by roll call vote to accept the recommendation of the Concessions/Procurement Committee [FILED DOCUMENTARY NO. 100925].

Mr. Brown indicated that he will present New Business Items C and D together, which deal with South Terminal C, Phase 1. He respectfully requested one motion for both items.

One motion was taken for the next two presentations

RECOMMENDATION OF THE CONSTRUCTION COMMITTEE TO APPROVE AMENDMENT NO. 1 TO ADDENDUM NO. 8 TO THE CONSTRUCTION MANAGEMENT AT RISK (CM@R) ENTITY SERVICES FOR THE SOUTH TERMINAL C, PHASE 1, AGREEMENT WITH TURNER-KIEWIT JOINT VENTURE FOR ADDITIONAL INSURANCE AND BOND COSTS FOR W-S00131, SOUTH TERMINAL C, PHASE 1 – TK INSURANCE AT THE ORLANDO INTERNATIONAL AIRPORT

6. Proceeding to the next item, Mr. Brown indicated that on May 18, 2016, the Aviation Authority Board approved the award of a Construction Management at Risk (CM@R) Entity Services for South Terminal C, Phase 1, Agreement to Turner-Kiewit Joint Venture (TKJV).

At the request of the Aviation Authority, TKJV agreed to isolate into one addendum all costs for contractually-required insurance for the construction phase.

TKJV has procured a Contractors Controlled Insurance Program (CCIP) that includes coverage for TKJV, its partners and subcontractors for Commercial General Liability (CGL) and Workers Compensation/Employer's Liability (WC), and has procured a project-specific Pollution Liability policy. TKJV utilizes its corporate insurance program for Professional and Automobile Liability.

A CCIP provides uniform insurance coverage for subcontractors, reduces redundancies in coverage, and eliminates insurance gaps resulting in lower overall insurance costs.

On December 20, 2017, the Aviation Authority Board approved Addendum No. 8 to the CM@R Entity Services for the South Terminal C, Phase 1, Agreement with TKJV for W-S00131, South Terminal C, Phase 1 - TK Insurance, for a total lump sum amount of \$16,400,045. This amount was based upon the estimated contract value at that time and a projected Substantial Completion date in February 2021.

TKJV has maintained the contractually-required minimum limits of liability since the approval of their insurance costs in October 2017. However, since that time, their contract value has increase and the projected Substantial Completion date is extended to February 2022. Therefore, on September 11, 2020, TKJV submitted its proposal in the total amount of \$13,903,436 for additional insurance and bond costs, which includes the following breakdown:

Cost	Amount
CGL and WC Insurance	\$12,193,161
Professional Liability Insurance	\$ 321,284
Pollution Liability	\$ 428,275
Performance and Payment Bonds	\$ 960,716
TOTAL	\$13,903,436

The proposal is based upon the same rates for the CCIP and Professional Liability Insurance (PLI) coverage that were negotiated at the beginning of the contract. The rates remain at 2.49% for CCIP and 0.076% for PLI. The only changes are to the estimated values for the direct cost of work and the contract value. The additional insurance costs were anticipated and have been included in the budget.

RECOMMENDATION OF THE CONSTRUCTION COMMITTEE TO APPROVE AMENDMENT NO. 1 TO ADDENDUM NO. 8 TO THE CONSTRUCTION MANAGEMENT AT RISK (CM@R) ENTITY SERVICES FOR THE SOUTH TERMINAL C, PHASE 1, AGREEMENT WITH TURNER-KIEWIT JOINT VENTURE FOR ADDITIONAL INSURANCE AND BOND COSTS FOR W-S00131, SOUTH TERMINAL C, PHASE 1 – TK INSURANCE AT THE ORLANDO INTERNATIONAL AIRPORT (con't)

TKJV's proposal also includes an increase in the payment and performance bond rate of 0.0707% due to the extended schedule duration. A consent of surety is issued with each GMP Addendum and associated Amendments, ensuring that the penal sum of the bonds is consistent with the cumulative contract value. The increase in the bond rate was negotiated to be within the budget for the insurance line item.

The proposed Amendment for W-S00131 does not have any impact on the small business participation.

The fiscal impact is \$13,903,436 with funding from General Airport Revenue Bonds and Passenger Facility Charges to the extent eligible.

It was respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Construction Committee to: (1) approve Amendment No. 1 to Addendum No. 8 to the Construction Management at Risk (CM@R) Entity Services for South Terminal C, Phase 1, Agreement with Turner-Kiewit Joint Venture for Additional Insurance and Bond Costs for W-S00131, South Terminal C, Phase 1 – TK Insurance at the Orlando International Airport, for a total lump sum amount of \$13,903,436, with funding from General Airport Revenue Bonds and Passenger Facility Charges to the extent eligible 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. 100926].

Motion taken at the end of Item 7

RECOMMENDATION OF THE CONSTRUCTION COMMITTEE TO AUTHORIZE THE PURCHASE OF TECHNOLOGY EQUIPMENT (EME VIDEO PROCESSORS AND SERVERS, AND TERTIARY STRUCTURE EQUIPMENT) IN SUPPORT OF W-S00138, SOUTH TERMINAL C, PHASE 1 – EXPERIENTIAL MEDIA ENVIRONMENT (EME) AT THE ORLANDO INTERNATIONAL AIRPORT, FROM SACO TECHNOLOGIES, INC.

7. Mr. Brown stated that on August 15, 2018, the Aviation Authority Board approved contract negotiations with SACO Technologies, Inc., for W-S00113-Light Emitting Diodes (LED), Technical Assistance Services by the Original Equipment Manufacturer of LED Technology for the South Terminal C, Phase 1, at the Orlando International Airport.

Mr. Brown explained that the EME program consists of three major locations: Portal Media Feature, Windows on Orlando and Palm Court (Moment Vault), which are key elements to provide travelers and guests with a state of the art immersive media experience. The program includes acquisition and installation of the state of the art high definition LED panels, servers, structural elements, operating software and the development of content, as well as maintenance of the system.

On February 20, 2019, the Aviation Authority Board authorized the purchase of EME LED screen material supplies and components for the Moment Vault and Windows on Orlando Structures in support of W-S00138, South Terminal C, Phase 1 – Experiential Media Environment (EME) at the Orlando International Airport, from SACO Technologies, Inc., for a total not-to-exceed amount of \$15,418,279.16.

On June 19, 2019, the Aviation Authority Board authorized the purchase of additional EME LED screen material, supplies and components for the Portal Media Feature at the Landside Terminal of South Terminal C in support of W-S00138, South Terminal C, Phase 1 – Experiential Media Environment (EME) at the Orlando International Airport, from SACO Technologies, Inc., for a total not-to-exceed amount of \$3,409,347.39.

On September 24, 2020, the Aviation Authority received a quote from SACO Technologies, Inc. for the total amount of \$3,148,312.52. The purchase includes video servers, video processors and tertiary structure subframes, as well as clips and materials for attaching the monitors. This will complete the EME equipment acquisition of the program. The development of content for the EME program is underway and includes participation by Walt Disney World, Universal Resorts Orlando, the City of Orlando and other stakeholders. This purchase will allow the Aviation Authority team to use high definition videos of iconic features all over Central Florida to be displayed on the EME devices in the STC.

RECOMMENDATION OF THE CONSTRUCTION COMMITTEE TO AUTHORIZE THE PURCHASE OF TECHNOLOGY EQUIPMENT (EME VIDEO PROCESSORS AND SERVERS, AND TERTIARY STRUCTURE EQUIPMENT) IN SUPPORT OF W-S00138, SOUTH TERMINAL C, PHASE 1 – EXPERIENTIAL MEDIA ENVIRONMENT (EME) AT THE ORLANDO INTERNATIONAL AIRPORT, FROM SACO TECHNOLOGIES, INC. (con't)

The Aviation Authority has not established MWBE/LDB/VBE goals because of the specialized nature of the services to be provided.

The fiscal impact is \$3,148,312.52 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 to (1) authorize the purchase of Technology Equipment (EME Video Processors and Servers, and Tertiary Structure Equipment) in support of W-S00138, South Terminal C, Phase 1 – Experiential Media Environment (EME) at the Orlando International Airport, from SACO Technologies, Inc., for a total not-to-exceed amount of \$3,148,312.52, with funding from General Airport Revenue Bonds; (2) authorize the Purchasing Office to issue the necessary purchase order; 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 Vice Chair Martinez's question regarding how this EME system compares to Los Angeles International Airport (LAX) and other airports, Mr. Brown stated that this technology far surpasses LAX, as it is a complex, state of the art system that makes the Aviation Authority team extremely proud.

Upon motion by Mayor Dyer, second by Vice Chair Martinez, motion passed unanimously by roll call vote to accept the Construction Committee recommended actions for Items 6 and 7, as outlined in the memoranda [**FILED DOCUMENTARY NO. 100927**].

RECOMMENDATION TO APPROVE THE SECOND EXTENSION TO THE ENGAGEMENT LETTER WITH RUMBERGER KIRK AS INTERIM GENERAL COUNSEL

8. Moving on, Mr. Brown stated that on November 13, 2019, the Aviation Authority Board approved the selection of Rumberger Kirk as the Aviation Authority's interim general counsel with Mr. Daniel Gerber as interim general counsel and Ms. Lan Kennedy-Davis as his designee. The engagement commenced on November 25, 2019, with a termination date of six months thereafter. The hourly rate for Partner was \$315, Associate \$250, and Paralegal \$135. Using visual aids (copy on file), Mr. Brown presented a slide that listed the services provided under this contract.

On April 15, 2020, the Aviation Authority Board extended this engagement to November 30, 2020, due to the disruption of normal business because of COVID-19.

Mr. Brown indicated that this is a request to extend this engagement for an additional six-month period through May 31, 2021. He continued by stating that the Aviation Authority is currently dealing with a number of issues such as the uncertainty in the current environment as to when business and traffic will return to pre-COVID levels; three unfilled seats on the Aviation Authority Board; and the retirement of key staff members.

Additionally, Rumberger Kirk and Mr. Gerber are currently providing staff assistance with the legal aspects of existing contractual obligations with our tenants and concessionaires; providing legal counsel on new initiatives being considered by the Aviation Authority to diversify its sources of funding; implementation of changes to conflict of interest procedures for staff; legal advice on pending bankruptcies; and legal advice on implications of HB 915, which requires review and revision to certain policies and procedures. Rumberger Kirk agrees to this extension.

Mr. Brown stated that prior to the expiration of this proposed extension, he will return to the Aviation Authority Board to discuss the Transition Committee's recommendation from November 2019, which was to proceed with the hiring of an in-house general counsel. This process was interrupted for a number of reasons, but primarily due to the COVID-19 pandemic, which has not allowed the advertisement of services and in-person interview process of potential firms. Moreover, the Aviation Authority has encountered challenges with its financial conditions.

Hourly rates remain the same as outlined in the memorandum. Funding is from Operations and Maintenance Fund.

RECOMMENDATION TO APPROVE THE SECOND EXTENSION TO THE ENGAGEMENT LETTER WITH RUMBERGER KIRK AS INTERIM GENERAL COUNSEL (con't)

Mr. Brown made a point to mention that, since Rumberger Kirk has joined as the interim general counsel firm, the overall legal costs have decreased.

It was respectfully requested that the Aviation Authority Board resolve to (1) approve a six-month extension to the engagement letter with Rumberger Kirk through May 31, 2021, with funding from Operations and Maintenance Fund; (2) return to the Board prior to the expiration of this extension to discuss how to proceed with general counsel services for the Aviation Authority; and (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents.

Upon motion by Mayor Dyer, second by Vice Chair Martinez, motion passed unanimously by roll call vote to accept the recommended action [**FILED DOCUMENTARY NO. 100928**].

RECOMMENDATION TO AUTHORIZE THE CHIEF EXECUTIVE OFFICER (CEO) TO ESTABLISH A VOLUNTARY SEPARATION INCENTIVE PROGRAM (VSIP) AND ENTER INTO EMPLOYMENT SEPARATION AGREEMENTS WHICH EXCEED POLICY GUIDELINES

9. Mr. Brown stated that due to the COVID-19 pandemic, passenger traffic has diminished and revenues are significantly reduced. The Aviation Authority has implemented various reductions or limitations such as a hiring freeze, deferral of capital programs, deferral of capital purchases, reduction of certain operating expenses and restructuring of debt.

To further offset revenue shortfalls, a reduction in personnel costs is necessary, as it is the largest operating cost of the Aviation Authority. Mr. Brown explained that rather than implementing layoffs as a first step, he proposes offering a Voluntary Separation Incentive Program (VSIP) to assist employees through the transition. If the VSIP nets sufficient reduction in personnel costs, layoffs may not be necessary.

To encourage participation, the following incentives are recommended:

- All participants will receive 12 weeks of base pay.
- Employees that have served 20 years or more will receive 100% of sick leave balance. Employees who have served less than 20 years will receive 75% of sick leave balance.
- Three (3) months of health insurance premiums for employer and employee share plus COBRA fee, based on the employee's plan type and coverage tier on the established separation date, using Plan Year 2021 rates. Employees who are not covered by Aviation Authority sponsored health plans will receive a three (3) month lump sum equivalent of Opt-Out payments

Employees who are not eligible for retirement (Non-Retirement Separations) will receive a lump sum payout including COBRA fee. Insurance coverage will end the last day of the month of the separation date.

Employees who are eligible for retirement (Retirement Separations) may elect the Retiree Plan. Following the 3-month period, premiums will be paid based on policy. Or, if Retiree Coverage on the applicable Retiree Plan is not elected, a lump sum payout including COBRA fee will be provided and insurance coverage will end the last day of the month of the separation date.

Mr. Brown listed the program highlights, as follows:

- Any eligible employee may apply and all requests will be considered. Fire Department and Appointed employees are not eligible to participate.
- Application for participation must be received by November 13, 2020.
- An Executive Team will consider all requests but final approval will be at the sole discretion of the Chief Executive Officer.
- Consideration will be given to the criticality of the position being vacated and whether there are more voluntary requests than needed. Earlier submissions may be given preference.
- Employees selected will be notified by close of business December 4, 2020.
- Selected employees will be required to execute, and not revoke, a Voluntary Separation Agreement (employee has 45 days to consider the agreement and a subsequent 7 days to revoke it, if signed), as well as General Release.
- Separations should be completed by January 31, 2021.

If approved, the recommended incentives will be a one-time exception to certain Aviation Authority Policies for the period necessary to execute the program.

RECOMMENDATION TO AUTHORIZE THE CHIEF EXECUTIVE OFFICER (CEO) TO ESTABLISH A VOLUNTARY SEPARATION INCENTIVE PROGRAM (VSIP) AND ENTER INTO EMPLOYMENT SEPARATION AGREEMENTS WHICH EXCEED POLICY GUIDELINES (con't)

Because the fiscal impact is based on participation, Mr. Brown requested authorization to expend a not-to-exceed amount of \$1,500,000 to implement the VSIP. He noted that, based on average payroll, this would accommodate about 50 employees.

The fiscal impact will be a not-to-exceed amount of \$1,500,000. If the approved participation in the program requires the expenditure of the not-to-exceed amount, an estimated annualized direct payroll reduction of \$3,300,000 is expected.

It was respectfully requested that the Aviation Authority Board resolve to: (1) authorize the Chief Executive Officer to offer a VSIP program to eligible employees; (2) approve incentives that include 12 weeks of separation pay; payout of 100% of sick leave balance for employees with 20 or greater years of service and 75% of sick leave balance for employees with less than 20 years of service, and provide a lump sum equivalent to three months of health insurance premiums (Employer and Employee share plus COBRA fee) based on the employee's plan type and coverage tier on the established separation date or, a lump sum equivalent to three months of Opt-Out payments or, provide the full cost of Retiree coverage and a lump sum equivalent to three months of dependent health insurance premiums (Employer and Employee share plus COBRA fee) based on the employee's plan type and coverage tier on the established retirement date; (3) authorize funding from previously-approved Operations and Maintenance Fund; and (4) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following review by legal counsel.

Mr. Gerber called Ms. Isabel Geary, who spoke against her employer, HMS Host, her furloughed work status, and her previous request for a fair recall policy. Chairman Good asked Ms. Geary if she was against or in favor of New Business Item F. She indicated that what she is asking is for the Aviation Authority to hold the concessionaires accountable. Chairman Good asked one more time if Ms. Geary was against the item. Ms. Geary replied that what she is asking for is for the accountability of concessionaires to be equal.

Mr. Gerber proceeded to call on Ms. Emily Geary, Ms. Kourtney Monroe and Mr. Cody Hughes who spoke against the item, against their employer HMS Host, their furloughed work status, and their previous requests for a fair recall policy.

Lastly, Mr. Gerber called on Ms. Maria Gonzalez. Ms. Bou informed that Ms. Gonzalez was not registered as an attendee. Mr. Gerber invited Ms. Gonzalez to submit her statement to speaker.request@goaa.org and her comment will be recorded on file.

Chairman Good made clear that these comments are not being ignored by the Aviation Authority Board; however, general counsel, who has done extensive research on this issue, has provided guidance to the Board.

Chairman Good asked if Board members had any questions regarding this item. There were none.

Upon motion by Vice Chair Martinez, second by Mayor Dyer, motion passed unanimously by roll call vote to accept the recommended action.

Before proceeding, Mr. Brown reminded Chairman Good that Ms. L'Heureux would like to speak regarding her years of service and retirement. Chairman Good recognized Ms. L'Heureux, who expressed her appreciation to the Aviation Authority Board, Mr. Brown and the Finance Department team, and provided words of encouragement to the Aviation Authority staff during these difficult times, due to the COVID-19 pandemic.

Chairman Good asked if there were any other items to address before adjourning the meeting. Mayor Demings indicated that he would like to address one more item related to a recent news article regarding an apparent violation of lobbying policies. Mayor Demings recommended that the Aviation Authority Board hold a workshop to discuss the current lobbying policy, best practices, and determine if the policy needs to be modified.

Chairman Good agreed that this is a good idea. Vice Chair Martinez concurred and indicated that we should examine what other airports and governmental agencies are doing. Mr. Brown stated that we will work on scheduling this meeting.

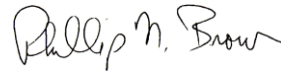
ADJOURNMENT

10. There being no further business to be considered, Chairman Good adjourned the meeting at 2:55 p.m.

(Digitally signed on November 13, 2020)



Larissa Bou
Manager of Board Services



Phillip N. Brown
Chief Executive Officer