

**ADDENDUM NO. 2  
TO THE AGREEMENT DATED DECEMBER 27, 2022  
BETWEEN THE GREATER ORLANDO AVIATION AUTHORITY  
AND TALSON INTERNATIONAL, LLC**

**Project: FY23 Construction Close-Out Audit of BP-S00193 South Employee Lot, Orlando International Airport**

**THIS ADDENDUM** is effective this 29<sup>th</sup> day of August, 2023, by and between the **GREATER ORLANDO AVIATION AUTHORITY** ("Authority"), and **TALSON INTERNATIONAL, LLC** ("Consultant").

**WITNESSETH:**

**WHEREAS**, by Agreement dated December 27, 2022 Authority and Consultant entered into an agreement for Consultant to provide Construction Payment Application and Invoice Review and Audit and Advisory Services; and

**WHEREAS**, under the Agreement, Consultant agreed to perform such additional services for the Authority as are contained in any additional scope of work established by the Authority in any addendum to the Agreement and accepted in writing by the Consultant; and

**WHEREAS**, the Authority and the Consultant desire to enter into this Addendum to the Agreement to provide for additional services to be rendered by the Consultant under the terms of said Agreement.

**NOW, THEREFORE**, in consideration of the premises and the mutual covenants herein contained, the Authority and the Consultant do hereby agree as follows:

1. Consultant shall perform additional services in accordance with the terms of the Agreement and the attached Exhibit "A." Consultant shall be paid for such additional services according to the payment terms set forth in the Agreement.
2. Consultant shall be compensated for such additional services in the **NOT TO EXCEED** amount of **THIRTY-ONE THOUSAND FIVE HUNDRED THIRTY-SIX AND NO/100 DOLLARS (\$31,536.00)**, broken down as follows:

|                               |             |                      |
|-------------------------------|-------------|----------------------|
| <b>Professional Fees:</b>     | <b>NTE:</b> | <b>\$31,536.00</b>   |
| <b>Professional Fees:</b>     | <b>LS:</b>  | <b>\$0.00</b>        |
| <b>Reimbursable Expenses:</b> | <b>NTE:</b> | <b><u>\$0.00</u></b> |
| <b>Total:</b>                 |             | <b>\$31,536.00</b>   |

3. A. Consultant hereby certifies that it is not on the Scrutinized Companies that Boycott Israel List and is not engaged in a boycott of Israel, as defined in Florida Statutes § 287.135, as amended;

AND

B. (applicable to agreements that may be \$1,000,000 or more) - Consultant hereby certifies that it is: (1) not on the Scrutinized Companies with Activities in Sudan List or the Scrutinized Companies with Activities in the Iran Petroleum Energy Sector List as defined in Florida Statutes § 287.135; and (2) not engaged in business operations in Cuba or Syria, as defined in Florida Statutes § 287.135, as amended.

4. Authority may terminate the Agreement for cause and without the opportunity to cure if the Consultant is found to have submitted a false certification or has been placed on the Scrutinized Companies that Boycott Israel List or is engaged in a boycott of Israel.

In the event the Agreement is for One Million Dollars (\$1,000,000.00) or more, Authority may terminate this Agreement for cause and without the opportunity to cure if the Consultant is found to have submitted a false certification or has been placed on the Scrutinized Companies with Activities in Sudan List or the Scrutinized Companies with Activities in the Iran Petroleum Energy Sector List or is engaged in business operations in Cuba or Syria.

5. Except as expressly modified in this Addendum, the Agreement dated December 27, 2022 and all prior addenda will remain in full force and effect.

**IN WITNESS WHEREOF**, the parties hereto by their duly authorized representatives, have executed this Addendum this day of Aug 31, 2023.

**GREATER ORLANDO AVIATION AUTHORITY**

By:



box SIGN 1V3Q39J4-13K95K5Q  
Kevin J. Thibault, P.E.  
Chief Executive Officer

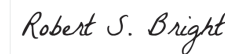
**Approved as to Form and Legality  
(for the benefit of GOAA only)  
this day of Aug 31, 2023**



By: box SIGN 1JBRLK51-13K95K5Q  
**NELSON MULLINS BROAD AND  
CASSEL, Legal Counsel  
Greater Orlando Aviation Authority**

**TALSON INTERNATIONAL, LLC**

By:



box SIGN 42K8987P-13K95K5Q  
Signature (Duly Authorized Rep.)

Robert S. Bright

Printed Name

President

Title



## GREATER ORLANDO AVIATION AUTHORITY

Orlando International Airport  
One Jeff Fuqua Boulevard  
Orlando, Florida 32827-4392

### MEMORANDUM

TO: Members of the Procurement Committee

FROM: Max E. Marble, Senior Vice President, Capital Programs  
(prepared by Deborah McKeown)

DATE: August 29, 2023

### ITEM DESCRIPTION

Request for Approval of an Addendum to the Construction Payment Application and Invoice Review; and Audit and Advisory Services Agreement with Talson International, LLC for Fiscal Year (FY) 2023 Construction Close-Out Audit of BP-S00193 South Employee Lot at the Orlando International Airport

### BACKGROUND

In 2022, the firms providing Construction-Engineering-Financial Consulting, Capital Planning, Grant Management, Invoice Review, and Construction Audit Services were selected through a competitive award process. These services are procured on an as-needed or annual basis.

On August 17, 2022, the Aviation Authority Board approved a Construction-Engineering-Financial Consulting, Capital Planning, Grant Management, Invoice Review, and Construction Audit Services with the following firms:

- Anser Advisory Consulting, LLC
- Carr, Riggs & Ingram, LLC
- CohnReznick, LLP
- R.M. Chin & Associates, Inc.
- Talson International, LLC

These no-cost base agreements established the negotiated hourly rates. These services may include, but not be limited to, financial consulting for construction, maintenance, environmental and other projects services: construction payment application and invoice review services: financial consulting for the Capital Improvement Program (CIP) and Capital Initiation Requests (CIR) services; grant and Passenger Facility Charges (PFC) application services; extension of staff services; and audit and advisory services.

### ISSUES

Consultant's proposal, dated August 8, 2023, is to conduct a construction close-out audit of BP-S00193 South Employee Lot at the Orlando International Airport. Services will include a focus on the verification and compliance requirements of the inspection activity/quality management, pricing of change orders, invoices, and completion of remaining work and/or punchlist items. The assessment will include the status of the prime contractor and subcontractor closeout activities, inclusive of cost reconciliations and notable contract deliverables. Services will be provided through September 30, 2023. It is recommended that a performance bond not be required for these services since a bond requirement is not in the agreement.

If approved, these services would be effective the date of Procurement Committee approval.

### **SMALL BUSINESS**

The MWBE/LDB/VBE participation has been reviewed by the Office of Small Business Development (OSBD). The findings and recommendation are attached.

### **ALTERNATIVES**

None.

### **FISCAL IMPACT**

The fiscal impact is \$31,536.00. Funding is from previously-approved Operation and Maintenance Funds.

### **RECOMMENDED ACTION**

It is respectfully requested that the Procurement Committee approve an Addendum to the Construction Payment Application and Invoice Review; and Audit and Advisory Services Agreement with Talson International, LLC for the services contained herein and the amount as shown below:

|  |                    |
|--|--------------------|
| <b>Not-to-Exceed Fees</b>                    | <b>\$31,536.00</b> |
| <b>Lump Sum Fees</b>                         | <b>\$0.00</b>      |
| <b>Not-to-Exceed Expenses</b>                | <b>\$0.00</b>      |
| <b>TOTAL</b>                                 | <b>\$31,536.00</b> |
| <b>AAC – Compliance Review Date</b>          | MPG 8/23/23        |
| <b>AAC – Funding Eligibility Review Date</b> | 8/23/23            |

### **ATTACHMENTS**

Attachment A: Finance Form  
Attachment B: OSBD Memo



41 N. 3<sup>rd</sup> Street  
Philadelphia, PA 19106

(P) 215-592-9634  
(F) 215-592-9636

[www.talsonsolutions.com](http://www.talsonsolutions.com)

**August 8, 2023; Revised August 22, 2023**

Tianna Dumond  
Senior Vice President  
Internal Audit  
Greater Orlando Aviation Authority  
5855 Cargo Road  
Orlando, FL 32827-4349

**Re: Construction Close-Out Audit BP-S00193-MCO South Employee Lot**

Dear Ms. Dumond:

Talson Solutions, LLC (Talson) is pleased to submit its proposal to conduct a close-out audit of Project BP-S00193, South Employee Lot. Talson's services will be provided under the Agreement for Professional Service, dated December 27, 2022, for construction advisory services. The close-out audit is scheduled for completion on or before September 30, 2023.

### **Our Understanding**

Talson acknowledges that the Greater Orlando Aviation Authority (GOAA) engaged McCree Design Builders (McCree) under a Lump Sum Agreement to complete the remaining work on the Employee Lot after the initial contractor, Valencia Construction Group (Valencia) was terminated due to implications from the COVID-19 Pandemic. The Employee Lot contains up to 1,499 parking spaces along with associated improvements.

McCree recently achieved substantial completion. Talson's efforts will focus on contract compliance by McCree, inclusive of adherence to GOAA's small and minority business goals of 18% MWBE and 4% LDB. Additionally, GOAA wishes Talson to review compliance with existing GOAA close-out and project management procedures for capital projects, inclusive of budget adjustments, financial reporting, disbursements, approvals and turnover to operations.

## Our Approach

Talson's audit approach will ensure that our planning, execution, and deliverables, in coordination with GOAA, are of the highest quality. Our engagement team will communicate with the Internal Audit team (or as desired) to ensure potential risks are addressed promptly, and to ensure overall engagement objectives remain the primary focus. Upon receipt of the Notice to Proceed from GOAA, Talson will prepare a document request that is commensurate with the agreed scope of work and participate in a kick-off meeting with key GOAA stakeholders. A summary of audit engagement activities is as follows:

- Conduct preliminary engagement planning and scheduling
- Submit an initial request of documents for review
- Prepare the audit work plan and detailed activities required for the respective audit scope
- Prepare and submit a draft Audit Report
- Review the draft Audit Report with GOAA and incorporate revisions and management responses
- Submit the final Audit Report
- Presentation to GOAA's Board/Audit Committee, if requested

## Closeout Audit

Talson will focus on the verification and compliance requirements of the inspection activity / quality management, pricing of change orders, invoices, and completion of remaining work and/or punch list items. Our assessment will include the status of McCree and subcontractor closeout activities, inclusive of cost reconciliations and notable contract deliverables. Activities include:

### McCree as the Contractor

- 1) Review McCree's close-out process of subcontractors to ensure reconciliation of final costs, allowances, deliverables, warranties, training, etc., if applicable
- 2) Verify reconciliation of anticipated final contract value including ongoing settlement of change orders, final subcontract values, reconciliation of allowances and contingencies, and determination of any contract savings, final contractor fees, etc., if applicable
- 3) Verify that all insurance reconciliations have been conducted or are in process, and any necessary credits have been provided to GOAA
- 4) Review select McCree monthly payment applications including approval process, costs/total expenditures to date, supporting back-up documentation, retainage release, general conditions expenditures, insurance premiums, fee calculations, final lien waivers, etc.
- 5) Verify MWBE/LDB participation
- 6) Review site related punch list to ensure completion of all obligations prior to disbursement of final payment and/or assessment of remaining retainage
- 7) Assess project administration by McCree and GOAA

8) Identify potential risk for claims preventing contract close-out

GOAA as the Owner

- 1) Review approval and review processes for all approved change orders.
- 2) Evaluate compliance to GOAA's internal policies for capital project completion / contract close-out procedures and turnover to GOAA operations
- 3) Assess budget reconciliation / adjustments within the approved Capital Expenditure Fund
- 4) Assess compliance to documentation retention procedures

Talson will utilize its broad experience to assess relevant Capital Program internal policies and procedures and correlating processes adapted by GOAA for internal compliance and alignment to industry best practices. Talson does not anticipate a staff visit to Orlando for this engagement but is available should it be requested.

**Key Personnel**

Robert S. Bright will lead Talson's team serving as Principal, providing engagement oversight, and, on an as-needed basis, will participate in select meetings, personnel interviews, and project documentation reviews. Kenneth J. Brzozowski will serve as the Director and facilitate audit coordination, work plan development, and participate in virtual audit activities with the audit team as well as assign supplemental support staff to assist as needed. Robert Farrow, Audit Manager, will manage day-to-day audit activities and regularly communicate with the GOAA Internal Audit team throughout the term of this engagement. Talson will ensure that all key personnel are 100 percent available for the planned work and that they have the capacity to perform the close-out audit and generate a detailed report for timely submission.

**Robert S. Bright, *Principal***, has more than 41 years of experience conducting design and construction contract audits, developing internal audit plans for multi-billion-dollar capital programs, performing investigations, conducting risk assessments and serving as litigation consultant. His experience includes overseeing audits, assessing quality management systems, and managing diversity monitoring and compliance programs. Mr. Bright holds a B.S. in Mechanical Engineering from Rensselaer Polytechnic Institute and an M.B.A. in Finance from The Wharton School, University of Pennsylvania.

**Kenneth J. Brzozowski, CCA, CCP, *Director***, is a Certified Construction Auditor and a Construction Control Professional with over 31 years of experience in construction and quality auditing, grant compliance monitoring and reporting, construction management, feasibility analysis, budgeting, site development, and project risk analysis. Mr. Brzozowski has led engagements across multiple industries including commercial real estate, transportation, higher education, healthcare, and public works. He is also a member of the National Association of Construction Auditors and serves on the Institute of Internal Auditors Philadelphia Chapter Board of Governors. Mr. Brzozowski holds a B.A. in Urban Planning from the University of Maryland.

**Robert Farrow, CPA, CCA, CIA, CFE, *Audit Manager***, has more than 12 years of audit engagement experience rendering technical and financial assistance in a broad range of activities including internal control over policy, procedures and financial system integration, regulatory compliance, and quality control. His experience includes 8 years of construction auditing related experience specifically inclusive of policy development, cost control, budgeting, procurement, contracting, quality and safety. Mr. Farrow is a Certified Public Accountant, Certified Construction Auditor and Internal Auditor, and holds a B.A. in Business Administration from Stockton University.

**Jennifer McAtee Venth, CPA, CCA, *Manager II***, is a Certified Public Accountant and a Certified Construction Auditor with 30 years of experience in construction consulting and construction payment application and invoice review services, for projects in the healthcare, commercial real estate, highway and heavy construction, infrastructure, retail, theme park, transportation and sports facilities industries. She has created financial models involving delay, inefficiency, disruption, and lost profits, as well as direct and indirect cost analyses. Ms. Venth holds a B.S. in Business Administration in Accounting from Drexel University.

**John Dobbs, *Budget Analyst***, has six years of compliance monitoring and audit experience specializing in financial data analysis. He employs various methods, including critical thinking, problem-solving and effective communication. Mr. Dobbs supports design and construction audits for various industries. He holds a B.S. in Business Administration from Drexel University.

### **Schedule and Fees**

Talson is prepared to immediately commence the close-out audit. Upon the receipt of the Notice to Proceed, Talson will initiate a virtual engagement kick-off meeting and prepare a documentation request in order to familiarize our team with the current related policies, procedures, project data, assumptions, etc., necessary to conduct a thorough close-out audit.

Talson estimates approximately 166 hours to complete the engagement at a proposed Not-to-Exceed fee of \$31,536 exclusive of typical travel and lodging expenses. Talson does not estimate any expenses for this engagement.

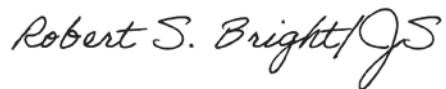
The following professional hourly rates by staff members, as stated below, are for construction audit services. Anticipated hours by individual staff are also estimated and projected below:



| Name & Position                                    | Hourly Rate | Hours      | NTE Fee         |
|--|-------------|------------|-----------------|
| Robert S. Bright, <i>Principal</i>                 | \$325.00    | 24         | \$7,800         |
| Kenneth J. Brzozowski, CCA, CCP, <i>Director</i>   | \$295.00    | 30         | \$8,850         |
| Robert Farrow, CPA, CCA, CIA, CFE, <i>Manager</i>  | \$158.00    | 48         | \$7,584         |
| Jennifer McAtee Venth, CPA, CCA, <i>Manager II</i> | \$153.00    | 26         | \$3,978         |
| John Dobbs, <i>Budget Analyst</i>                  | \$89.00     | 36         | \$3,204         |
| Admin.   | \$60.00     | 2          | \$120           |
| <b>Total</b>                                       |             | <b>166</b> | <b>\$31,536</b> |

Thank you for this opportunity and we welcome your comments and questions on this proposal.

Respectfully submitted,



Robert S. Bright  
President

cc: Kathleen M. Sharman, EVP, Chief Financial Officer  
Max E. Marble, PE, CM, SVP, Capital Programs

TRUTH IN NEGOTIATION CERTIFICATION

The Consultant hereby certifies, covenants, and warrants that wage rates and other factual unit costs supporting the compensation for this project's agreement are accurate, complete, and current at the time of contracting.

The Consultant further agrees that the original agreement price and any additions thereto shall be adjusted to exclude any significant sums by which the Aviation Authority determines the agreement price was increased due to inaccurate, incomplete, or noncurrent wage rates and other factual unit costs. All such agreement adjustments shall be made within (1) year following the end of the contract. For purposes of this certificate, the end of the agreement shall be deemed to be the date of final billing or acceptance of the work by the Aviation Authority, whichever is later.

Consultant FALSON SOLUTIONS, LLC  
By: [Signature]  
Print Name: ROBERTS. BRIGHT  
Date: 07/26/2023

## FINANCE FORM

## NON-PROJECT FUNDS: O&M

Requisitions - 94805

Operating Unit: **GOAA** Number: **94805** Type: **Internal Requisition** Preparer: **Mitchell, ELECIA B**

Description: **FY23 PC 8/29/23 T** Status: **Incomplete** Total: **USD 31,536.00**

Lines | Source Details | Details | Currency

| Num | Type          | Item | Rev | Category       | Description            | UOM  | C |
|-----|---------------|------|-----|----------------|------------------------|------|---|
| 1   | Encumbrance C |      |     | Encumbrance Ho | 202207-CEF5 Talson Int | US D | 3 |
|     |               |      |     |                |                        |      |   |
|     |               |      |     |                |                        |      |   |
|     |               |      |     |                |                        |      |   |
|     |               |      |     |                |                        |      |   |

Destination Type: **Expense** Source: **Supplier**

Requester: **Mitchell, ELECIA B** Supplier:

Organization: **Material Control - 121** Site:

Location: **Engineering & Construction** Contact:

Subinventory:  Phone:



## GREATER ORLANDO AVIATION AUTHORITY

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Orlando International Airport  
5850-B Cargo Road  
Orlando, Florida 32827-4399

### MEMORANDUM

To: Members of the Procurement Committee

From: Edelis Molina, Sr. Small Business Administrator

Date: August 29, 2023

Re: Request for Approval of an Addendum to the Construction Payment Application and Invoice Review; and Audit and Advisory Services Agreement with Talson International, LLC for Fiscal Year (FY) 2023 Construction Close-Out Audit of BP-S00193 South Employee Lot at the Orlando International Airport

We have reviewed the proposal and determined that Talson Solutions, LLC does not propose small business participation on this addendum due to the specific nature of the services to be provided.

Our analysis indicates that Talson Solutions, LLC is eligible for award of the subject addendum.