

**ADDENDUM NO. 3
TO THE AGREEMENT DATED DECEMBER 27, 2022
BETWEEN THE GREATER ORLANDO AVIATION AUTHORITY
AND TALSON INTERNATIONAL, LLC**

Project: FY 24 Invoice Review Process, Orlando International Airport

THIS ADDENDUM is effective this day of Jun 19, 2024, by and between the **GREATER ORLANDO AVIATION AUTHORITY** ("Aviation Authority"), and **TALSON INTERNATIONAL, LLC** ("Consultant").

WITNESSETH:

WHEREAS, by Agreement dated December 27, 2022, Aviation 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 Aviation Authority as are contained in any additional scope of work established by the Aviation Authority in any addendum to the Agreement and accepted in writing by the Consultant; and

WHEREAS, the Aviation 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 Aviation 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 **LUMP SUM amount of FIFTY-ONE THOUSAND EIGHT HUNDRED EIGHTY-TWO AND NO/100 DOLLARS (\$51,882.00)**, broken down as follows:

Professional Fees:	NTE:	\$0.00
Professional Fees:	LS:	\$51,882.00
Reimbursable Expenses:	NTE:	<u>\$0.00</u>
Total:		\$51,882.00

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. Aviation 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, Aviation 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 Jun 19, 2024.

GREATER ORLANDO AVIATION AUTHORITY

By: 
box SIGN 4Q8XW3KX-1RXRYQ6R
Kevin J. Thibault, P.E.
Chief Executive Officer

**Approved as to Form and Legality
(for the benefit of GOAA only)
this day of Jun 10, 2024**



By: box SIGN 1J8RLK51-1RXRYQ6R
**NELSON MULLINS RILEY AND
SCARBOROUGH, Legal Counsel
Greater Orlando Aviation Authority**

TALSON INTERNATIONAL, LLC

By: 
box SIGN 42K8987P-1RXRYQ6R
Signature (Duly Authorized Rep.)
Robert S Bright
Printed Name
President
Title

MEMORANDUM

TO: Members of the Procurement Committee

FROM: Tianna Dumond, Sr. Vice President, Internal Audit

DATE: June 4, 2024

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) 2024 Invoice Review Process at the Orlando International Airport and Orlando Executive 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 May 9, 2024 is to perform a review of the invoice process, including identifying areas for process improvements and providing recommendations to streamline the process for greater effectiveness and efficiency. The primary objectives of the review are to benchmark Best Practices, identify gaps, and make recommendations for improvements. Services will be provided through September 30, 2024.

Upon completion of all required documentation, services will be effective no earlier than the Procurement Committee approval.

The cumulative contract value of all addenda/amendments since the last approval by the Aviation Authority Board for the Construction Payment Application and Invoice Review and Audit and Advisory Services Agreement with

EXHIBIT A

Talson International, LLC does not exceed the \$250,000 threshold; thus, this agenda item does not require Board approval.

Consultant shall, with each monthly invoice, certify that the assigned work and services are on schedule to be completed within the contracted lump sum price, or provide at time of certification a written notice to the Aviation Authority of any deviations.

SMALL BUSINESS

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

ALTERNATIVES

None.

FISCAL IMPACT

The fiscal impact is \$51,882.00. 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:

Not to Exceed Fees	\$0.00
Lump Sum Fees	\$51,882.00
Not to Exceed Expenses	\$0.00
TOTAL	\$51,882.00
CRI – Compliance Review Date	DL 5/23/24
CRI – Funding Eligibility Review Date	5/23/24



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Philadelphia, PA 19106

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www.talsonsolutions.com

May 9, 2024

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

Re: Invoice Review Process Enhancement

Dear Ms. Dumond:

Talson Solutions, LLC (Talson) is pleased to submit its proposal to assess Greater Orlando Aviation Authority (GOAA)'s invoice review process, including identifying areas for process improvements and providing recommendations to streamline the process for greater effectiveness and efficiency. Talson looks to enhance the audit activity with our knowledge gained from completed engagements.

Our Understanding

The primary objectives of the proposal request are to benchmark Best Practices, identify gaps, and make recommendations for improvements to the invoice review process.

Proposed Scope of Work

Talson's review activities will include but are not limited to the following:

1. Gain a comprehensive understanding of GOAA's complete construction business cycle, from procurement to payment, as well as the invoice/payment application review process. Leverage existing documentation (narratives, flow charts, etc.) and create a process map to include but will not be limited to intake, receipt, review, approval, and payment.
2. Interview team members from the Finance, Engineering & Construction (Project Controls) departments, and contracted staff, and document an understanding of the verification and review process. Utilizing available checklists, SOPs, etc., document the review activities being performed by each function.
3. Determine if there is appropriate segregation of duties between functions.

4. Benchmark Best Practices, identify gaps, and make recommendations as applicable. Identify areas for process improvement or ways to streamline the process for greater efficiency.

Approach

Talson is prepared to immediately commence the Invoice Review Process Enhancement. Upon the receipt of the Notice to Proceed, Talson will initiate a virtual engagement kick-off meeting to confirm the engagement objectives, identify key contacts, and propose an activity schedule. Subsequent to the meeting, Talson will prepare a documentation request in order to familiarize our team with the current invoice process and related organization, policies, procedures, project data, contracts, etc.

Talson anticipates two site visits to GOAA to conduct interviews with department team members from Finance, Engineering & Construction (Project Controls), and potentially third-party consultants, Anser Advisory and Carr, Riggs & Ingram to become familiar with GOAA's organization and operations that are essential to the invoice review process for the Capital Improvement Program and CapEx expenses.

Talson will issue bi-weekly engagement status updates informing GOAA of actual progress and planned audit activities in addition to risks to successful engagement completion.

Talson will submit a draft and Final Report of observations and recommendations to GOAA inclusive of GOAA Management comments, if requested.

Key Personnel

Robert S. Bright will lead Talson's team serving as Engagement Director providing engagement oversight and will participate as needed in select meetings, personnel interviews, and project documentation reviews. Jennifer Venth, Audit Manager, will facilitate engagement coordination and participate in regular engagement activities with our review team. As noted below, additional Talson staff will also participate in the engagement.

Robert S. Bright, Engagement Director, has more than 42 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, including claims analysis. 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.

Jennifer McAtee Venth, CPA, CCA, Audit Manager, is a Certified Public Accountant with 31 years of experience in construction consulting, 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. Ms. Venth holds a B.S. in Business Administration in Accounting from Drexel University.

Kelli L. Arnold, PMP, Audit Manager, is a Project Controls and Project Management Professional with 21 years of experience in aviation, transportation, industrial, and commercial construction projects. She is well-versed and dedicated to enhancing project controls to facilitate project success. Ms. Arnold holds a B.A. in Political Science from Creighton University.

Sam Panella, Budget Analyst, has two years of construction auditing experience in all facets of design and construction auditing including document analysis, application for payment reviews, risk management, and analytics. Mr. Panella holds a B.S. in Architectural Design from Temple University.

Quentin P. Nietz, Budget Analyst, has auditing experience including document analysis and review, application for payment reviews, and risk management. He assists the engagement team in construction and quality auditing, and contract compliance reviews across multiple industries. Mr. Nietz holds a B.B.A. in Financial Planning from Temple University.

Schedule and Fees

Talson will submit a draft and Final Report of Observations and Recommendations to GOAA prior to September 1, 2024. The Final report will be completed on or before September 30, 2024. Talson estimates approximately 314 hours to complete the engagement at a proposed Fixed Fee of \$51,882 inclusive of travel and lodging for two site visits for two Talson personnel to GOAA's offices.

Name/Position	Hours	Contract -\$/Hr	Fee
Robert S. Bright, <i>Engagement Director</i>	70	\$325	\$22,750
Jennifer McAtee Venth, CPA, CCA, <i>Audit Manager</i>	101	\$158	\$15,958
Kelli L. Arnold, PMP, <i>Audit Manager</i>	9	\$158	\$1,422
Sam Panella, <i>Budget Analyst</i>	66	\$89	\$5,874
Quentin P. Nietz, <i>Budget Analyst</i>	62	\$89	\$5,518
Administrative	6	\$60	\$360
Total Fixed Fee	314		\$51,882

Thank you for this opportunity and we welcome your comments and questions on this proposal. We look forward to commencing the engagement.

Respectfully submitted,
Robert S. Bright
Robert S. Bright
President

cc: Kathleen M. Sharman, EVP, Chief Financial Officer

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 TALSON SOLUTIONS, LLC
By: [Signature]
Print Name: ROBERT S. BRIGHT, PRESIDENT
Date: 05/17/2024

Addenda / Amendments Awarded per Agreement - Summary for Committee

Talson International, LLC -- Agreement No. 202207-CEF5

Construction-Engineering-Financial Consulting, Capital Planning, Grant Management, Invoice Review, and Construction Audit Services

<i>Add</i>	<i>Amd</i>	<i>Proj.</i>	<i>Description</i>	<i>PSC/CCM</i>	<i>Board</i>	<i>Exec.</i>	<i>PO#</i>	<i>\$ Amount</i>	<i>Cumul. per Add. \$ Amount</i>	
000	000	-	Construction-Engineering-Financial Consulting, Capital Planning, Grant Management, Invoice Review, and Construction Audit Services	PSC	07/13/22	08/17/22	12/27/22	\$0.00	\$0.00	
001	000	-	FY 23 Peer Review of the Capital Program Risk Register	PSC	08/01/23	NA	08/11/23	96418	\$37,200.00	\$37,200.00
002	000	BP-S00193-MCO	BP-S00193-MCO SOUTH EMPLOYEE LOT FY23 Construction Close-Out Audit of BP-S00193	PSC	08/29/23	NA	08/31/23	96451	\$31,536.00	\$31,536.00

Total for Talson International, LLC for Agreement No. 202207-CEF5 **\$68,736.00**

Addenda / Amendments Awarded per Agreement - Summary for Committee

Terms of Agreement

Firm	Agreement Execution Date	Original Duration		Current Expiration Date
		1st Extension	2nd Extension	
Continuing Agreement Consultant - Const/Eng/Financial (CEF)				
Talson International, LLC	12/27/22	Original Dur: 3 Yrs		12/27/25
		1st Ext Dur: 0 Yrs		
		2nd Exr Dur: 0 Yrs		

Addenda / Amendments in Chronological Order

PSC	Board	Add #	Amd #	\$ Amt	Cumulative
08/01/23		001	000	\$37,200.00	\$37,200.00
08/29/23		002	000	\$31,536.00	\$68,736.00

ATTACHMENT A
FINANCE FORM

Date:	<u>May 20, 2024</u>	CCM / PC:	<u></u>
Requestor's Name:	<u>Tianna Dumond</u>	Requestor's Extension:	<u>X3537</u>
Form Preparer's Name:	<u>Tianna Dumond</u>	Preparer's Extension:	<u>X3537</u>
Requestor's Department:	<u>Internal Audit</u>	Purchasing Solicitation #:	<u>W452/ 202207-CEF5 / Talson International</u>
Description:	<u>Invoice Review Process</u>	Committee Date:	<u>June 4, 2024</u>
Vendor:	<u>Talson International, LLC</u>	Committee Agenda Item #:	<u>TBD</u>

NON-PROJECT FUNDS: O&M

Account Code Format: xxx.xxx.xxx.xxxxxxx.xxx.xxxxxx	FY 24 Amount	FY25 Amount	FY26 Amount	FY27 Amount	FY28 Amount	TOTAL CONTRACT
301.011.170.5340007.000.000000	\$51,882					
Total Requisition:	\$51,882					
Requisition Number:	97009					
Funding Approver: <i>Andrea Harper</i>						
OMB Notes:						

Number	Description	Approval Status	Creation Date	Currency	Total	Preparer	Reserved
97009	Talson Solution, LLC	In Process	20-MAY-2024 09:47:3	USD	51,882.00	Salas, Kathleen R	<input checked="" type="checkbox"/>

MEMORANDUM

TO: Members of the Procurement Committee

FROM: Edelis Molina, Manager Small Business Programs

DATE: June 04, 2024

ITEM DESCRIPTION

Request for Approval of an Addendum to the Construction Payment Application and Invoice Review and Audit and Advisory Services Agreement with Talson Solutions, LLC for Fiscal Year (FY) 2024 Invoice Review Process at the Orlando International Airport and Orlando Executive Airport.

SMALL BUSINESS

We have reviewed the qualifications of the subject contract's MWBE/LDB/VBE specifications and determined that Talson Solutions, LLC does not propose small business participation on this addendum.

Document ID: 1RXRYQ6R

Sender: GOAA-EC Contracts (goaa-ec-contracts@goaa.org)

Talson 202207CEF Add 03.pdf

SHA256 security hash:

c17dffa328bde18beba3f893aa63fcf462e8ba28c5d50e4bede9050e43336c87

Uploaded on Jun 07, 2024, 12:29:56:644 p.m. by GOAA-EC Contracts (goaa-ec-contracts@goaa.org)

Talson SOS1.pdf

SHA256 security hash:

364c394383480d74405ee4c3fc263d903d49a4830086b19bf856f3b995724619

Uploaded on Jun 07, 2024, 12:30:01:282 p.m. by GOAA-EC Contracts (goaa-ec-contracts@goaa.org)

Request initiated on:

Jun 07, 2024, 12:30:02:972 p.m. (UTC)

Notification Email Subject:

GOAA-EC Contracts (goaa-ec-contracts@goaa.org) has requested your signature on a document

Notification Email Message:

Please sign this document.

Kind regards,

GOAA-EC Contracts (goaa-ec-contracts@goaa.org)

IP address:

198.136.190.254

User agent:

Mozilla/5.0 (Windows NT 10.0; Win64; x64; rv:126.0) Gecko/20100101 Firefox/126.0

Signer: rbright@talsonsolutions.com

Accessed via emailed link sent to:

rbright@talsonsolutions.com

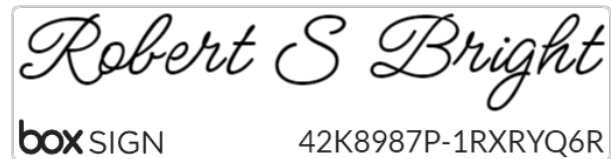
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Robert S Bright

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President

IP address:

24.227.155.130

User agent:

Mozilla/5.0 (Windows NT 10.0; Win64; x64) AppleWebKit/537.36 (KHTML, like Gecko) Chrome/125.0.0.0 Safari/537.36

Document Signed:

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Signature frame id:

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Signer: Karen Ryan (karen.ryan@nelsonmullins.com)

Accessed via emailed link sent to:

karen.ryan@nelsonmullins.com

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Jun 10, 2024

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Karen Ryan

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Karen Ryan

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IP address:

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Signature frame id:

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Signer: Anthony Davit (anthony.davit@goaa.org)

Accessed via emailed link sent to:

anthony.davit@goaa.org

Logged in to Box account at time of signing:

anthony.davit@goaa.org

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Jun 19, 2024

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Jun 19, 2024

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Anthony Davit

box SIGN 4Q8XW3KX-1RXRYQ6R

198.136.190.254

IP address:

Mozilla/5.0 (Windows NT 10.0; Win64; x64) AppleWebKit/537.36 (KHTML, like Gecko) Chrome/126.0.0.0 Safari/537.36

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