On **WEDNESDAY, DECEMBER 13, 2023,** THE **GREATER ORLANDO AVIATION AUTHORITY** met in regular session in the Carl T. Langford Board Room of the Aviation Authority offices in the main terminal building at the Orlando International Airport (OIA), One Jeff Fuqua Boulevard, Orlando, Florida. Chairman Good called the meeting to order at 2:01 pm. The meeting was posted in accordance with Florida Statutes and a quorum was present. *[Live Streaming from Orlando, FL]*

Authority members present,	M. Carson Good, Chairman Dr. John Evans, Vice Chairman (telephonically) Mayor Buddy Dyer Mayor Jerry Demings (arrived at 2:09 p.m.) Belinda Kirkegard (departed at 2:52 p.m.) Tim Weisheyer Craig Mateer (telephonically)
Also present,	Kevin J. Thibault, Chief Executive Officer Kathleen Sharman, Chief Financial Officer Yovannie Rodriguez, Chief Administrator Officer Richard Clarke, Chief Creative Officer Kenyatta Lee, Chief of External Affairs Anthony Davit, Chief Operating Officer Vicki Jaramillo, Chief Development Officer Brad Friel, Senior Vice President, Multi-Modal Planning & Environmental Tianna Dumond, Senior Vice President, Internal Audit Aracelis Mercado, Assistant to the Chief Executive Officer Dan Gerber, General Counsel Anna Farmer, Manager, Board Services and Recording Secretary

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 Chief Administrative Officer with questions at (407) 825-7105.

Before the meeting began, Chairman Good asked Pastor Carlo with Love Gospel Church to bring the invocation.

Next, Mr. Gerber read the Conflict of Interest Statement; there were no affirmative responses from the Board members.

APPROVAL OF MINUTES

1. Upon motion by Mayor Dyer, second by Mrs. Kirkegard, vote carried to accept the meeting minutes of September 27 and October 18, 2023 as written.

CONSENT AGENDA

2. Item L was considered separately. Upon motion by Mrs. Kirkegard, second by Mayor Dyer, vote carried to adopt a resolution as follows: It is hereby resolved by the Greater Orlando Aviation Authority Board 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: September 25 and September 26, 2023 Ad-Hoc Committee; July 18, 2023 Capital Management Committee; October 20, 2021 Commercial Properties Development Committee; September 27 and October 18, 2023 Compensation Committee; August 22, August 29, September 12, September 19, September 26, October 3 and October 10, 2023 Construction Committee; August 3, September 7, September 19 and October 10, 2023 Construction Finance Oversight Committee; July 20, 2023 Finance Committee, September 5, September 12, September 26, October 5, October 31, 2023 Procurement 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 approve the Non-Federal Reimbursable Agreement for the Airport Surveillance Radar Relocation Siting Study between the Greater Orlando Aviation Authority and the Department of Transportation Federal Aviation Administration in the amount of $295,000 and authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel;

D. accept the recommendation of the Procurement Committee for the approval of Addenda to the General Consulting Services Agreement with Ricondo & Associates, Inc. for the following services, and authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel: (a) Interim Update of the MCO Airport Layout Plan (ALP), for the total not-to-exceed fee amount of $13,840, with funding from previously-approved Operations and Maintenance Funds; (b) Parking Capacity Analysis Consulting Services at MCO, for the total not-to-exceed fee amount of $83,504, with funding from previously-approved Operations and Maintenance Funds; and, (3) Parking Pricing Study Consulting Services at MCO, for the total not-to-exceed fee amount of $87,100, with funding from previously-approved Operations and Maintenance Funds;

E. accept the recommendation of the Construction Committee and approve an Addendum to the Continuing Vertical Construction Services Agreement with H.A. Contracting Corporation for the Award of V-00982, MCO Campus Key and Lock Replacement, at the Orlando International Airport, for the total bid amount of $419,900, with funding from FDOT Grants to the extent eligible, and Line of Credit to be reimbursed by 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;

F. accept the recommendation of the Construction Committee and approve an Amendment to Addendum No. 7 to the Continuing Program and Project Management Services Agreement with PSA Constructors, Inc. dba PSA Management, Inc. for Construction Phase OAR Services for V-00982, MCO Campus Key and Lock Replacement, at MCO, for the total not-to-exceed fee amount of $488,902, with funding from FDOT Grants to the extent eligible and Line of Credit to be reimbursed by 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;

G. accept the recommendation of the Construction Committee to: (1) approve Change Order No. Bid Package (BP) 00496-06 for ($831,203.80) and a 42 calendar day time extension to Substantial Completion, with funding as outlined in Attachment A; (2) approve Change Order No. H-S00029-06 for ($117) and a 150 calendar day time extension to Substantial Completion, with funding as outlined in Attachment A; and, (3) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the change orders following satisfactory review by legal counsel;

H. accept the recommendation of the Procurement Committee for the approval of Addenda to the Continuing Environmental Consulting Services Agreement with Vanasse Hangen Brustlin, Inc. for the following services, and authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel: (a) Water Quality and Flow Monitoring for FY 2024 at ORL, for the total amount of $113,704.40, which includes the not-to-exceed fee amount of $56,449 and the not-to-exceed expense amount of $57,255.40, with funding from previously-approved ORL Revenue Funds; and, (b) FY 2024 On-Call Permitting Assistance at MCO, for the total not-to-exceed fee amount of $40,000, which includes the not-to-exceed fee amount of $39,733 and the not-to-exceed expense amount of $267, with funding from previously-approved Operations and Maintenance Funds;

I. accept the recommendation of the Procurement Committee and: (1) approve the ranking of the shortlisted firms for Continuing Environmental Engineering Consulting Services at the Orlando International Airport, Orlando Executive Airport and Other Facilities operated by the Aviation Authority as follows: First – Montrose Environmental Solutions, Inc.; Second – Terracon Consultants, Inc.; Third – CDM Smith, Inc.; Fourth – Langan Engineering and Environmental Services, Inc.; and Fifth: PPM Consultants, Inc.; (2) authorize hourly rate negotiations with the three top-ranked firms in accordance with the Aviation Authority's policy; and, (3) subject to successful negotiations with the three top-ranked firms: (a) approve a no cost Continuing Environmental Engineering Consulting Services Agreement at the Orlando International Airport, Orlando Executive Airport and Other Facilities operated by the Aviation Authority, with the three top-ranked firms for its negotiated hourly rates; and, (b) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary contract documents following satisfactory review by legal counsel;

J. accept the recommendation to: (1) approve the First Amendment to Foreign-Trade Subzone Operations Agreement for Mitsubishi Power Systems, Inc., as presented; and (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the appropriate documents following satisfactory review by legal counsel;

K. accept the recommendation to approve the proposed changes to Procurement Policies 450.01, 450.02, 450.03 and 450.04;

L. this item was considered separately;

M. accept the recommendation of the Retirement Benefits Committee to: (1) remove Frontier Asset Management from the DB Plan and (2) remove the Mid Cap asset allocation from the DB Plan;

N. accept the recommendation of the Aviation Authority Board to resolve to: (1) Authorize the proposed compensation adjustment to bargaining unit employees retroactive to October 1, 2023; (2) authorize the Chief Executive Officer to execute the MOU with LIUNA;

O. accept the recommended revisions to the Organizational Polices, 120.81 Investment Policy for the Defined Benefit Retirement Plan and 120.083 Investment Policy for the Other Post-Employment Benefits Trust as prescribed in Chapter 2023-28, Section 112.662 of the Florida Statute;

P. accept the recommendation to: 1) approve an extension of Single Source Contract 23-126-SGS, Security Checkpoint Passenger Reservation System with Alclear, LLC for a period of two months through March 31, 2024; 2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents, following satisfactory review by legal counsel;

Q. accept the recommendation of the Procurement Committee to: 1) award the Concierge Services Concession to Air General, Inc., Baggage Airline Guest Services, Inc., IW Group, LLC d/b/a Perq Soleil, SkySquad, Inc., and Trip Hospitality Orlando; and 2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.;

R. accept the recommendation to ratify my appointment of the current members of the Finance Committee to the Auditor Selection Committee;

S. accept the recommendation of the Finance Committee to: (1) award to the following firms, in no particular order, to serve as Bond and Tax Counsel for the Aviation Authority: Bryant Miller Olive, P.A., Greenberg Traurig P.A., and Squire Patton Boggs (US) LLP; (2) award to the following firms, in no particular order, to serve as Disclosure Counsel for the Aviation Authority: Bryant Miller Olive, P.A., Greenberg Traurig P.A., and Squire Patton Boggs (US) LLP; (3) approve the term of service for each award for thirty-six months, with initial service to commence on or about January 1, 2024, and with the Aviation Authority having an option to renew the term of services for one additional period of twenty-four months, upon mutual agreement; (4) authorize fees related to debt issuance to be negotiated in advance of each transaction, with a negotiated fee cap, to be paid from proceeds of the financing transaction; (5) authorize fees related to advice and other services not provided in connection with a financing transaction to be allocated from the Operations and Maintenance Fund as approved through the budget process and when funds become available; and (6) authorize staff to take any and all actions and execute any and all documents deemed necessary to enter into one or more engagements for Bond, Tax and/or Disclosure Counsel Services following satisfactory legal review;

T. accept the recommendation of the Finance Committee to: (1) extend the term of Purchasing Agreement PS-608 Airport Consulting Services with LeighFisher, Inc., and Ricondo & Associates, Inc., for six months beginning July 1, 2024, and expiring on December 31, 2024; (2) approve fees for consulting services, exclusive of fees for bond transactions or other significant financing transactions, to be allocated from the Operations and Maintenance Fund for an aggregate not-to-exceed amount of $175,000; and (3) authorize staff to take any and all actions and execute any and all documents deemed necessary to extend PS-608 Airport Consulting Services with LeighFisher, Inc., subject to satisfactory legal review;

CA – L – RECOMMENDATION FOR APPROVAL OF AIRPORT CONCESSION DISADVANTAGED BUSINESS ENTERPRISE (ACDBE) GOAL AND METHODOLOGY FOR NON-CAR RENTAL AND CAR RENTAL CONCESSIONS FOR THE THREE-YEAR PERIOD BEGINNING OCTOBER 1, 2023, THROUGH SEPTEMBER 30, 2026 FOR THE GREATER ORLANDO AVIATION AUTHORITY

3. Ms. Iranetta Dennis, Vice President of Small Business, presented this item.

Mrs. Kirkegard questioned the market area portion of the presentation and asked if the locations represented where the company's headquarters are located.

Discussion ensued on Mayor Demings' question, asking if we believe we are where we should be with minority participation. Mrs. Kirkegard clarified the question by asking if there are other opportunities to increase these numbers by engaging other businesses.

It was respectfully requested that the Aviation Authority Board resolve to approve the ACDBE Goal and Methodology for Fiscal Years 2024-2026 resulting in goals of 26% for Non-Car Rental Concessions and 8% for Car Rental Concessions.

Upon motion by Mrs. Kirkegard, second by Mayor Dyer, vote carried to approve the recommendation for Consent Agenda Item L as presented.

PROCUREMENTS

4. Mr. Thibault mentioned these items are for notifying the Board of Procurements that will soon be advertised.

A. Request for Proposals, 24-107-RFP Investment Advisory Services
B. Request for Proposals, 24-113-RFP Banking Services
C. Request for Proposals, Vehicle and Equipment Maintenance Services
D. Invitation for Bid, 55" LCD Monitors
E. Invitation for Bid, Fire Sprinkler Systems Maintenance Services

CHIEF EXECUTIVE OFFICER REPORT

5. Mr. Thibault's report included the following:

i. World Routes Recognition of Vicki Jaramillo
ii. Airports Council International Recognition – Public Affairs
iii. Downcraft – Operation Maple Strike
iv. Holiday Decorations and Entertainment
v. Parking Updates
vi. Chairman Carson Good Recognition – Certified Member of American Association Airport Executives

Mr. Thibault confirmed Chairman Good's question about the holiday traffic numbers being reflected as departing passengers through TSA.

NEW BUSINESS ITEMS

6. Using visual aids (copies on file); Staff presented the following new business items.

A. New Business Item A is a Recommendation of the Construction Committee for Approval of Negotiated Terms and Rates for the 2023 Rolling Master Builders Risk Insurance

Upon motion by Mr. Weisheyer, second by Mrs. Kirkegard, vote carried to accept the recommendation of the Construction Committee, insurance consultant, and staff to (1) approve and ratify of the 2023 terms and rates for the second iteration of the Rolling Master Builders Risk insurance; and, (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

B. New Business Item B is a Recommendation of the Construction Committee to Approve an Addendum and Associated Amendments to the Professional Services Agreement for Construction Payment Application and Invoice Review; Financial Consulting for the Capital Improvement Program (CIP) and Capital Initiation Requests (CIR); and Audit and Advisory Services at Orlando International and Executive Airports with Carr, Riggs & Ingram, LLC

Upon motion by Mrs. Kirkegard, second by Mr. Weisheyer, vote carried to accept the recommendation of the Construction Committee for the approval of an Addendum and Associated Amendments to the Professional Services Agreement for Construction Payment Application and Invoice Review; Financial Consulting for the CIP and CIR; and Audit and Advisory Services at Orlando International and Executive Airports with Carr, Riggs & Ingram, LLC, for the following services, and authorize an Aviation Authority officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel: (a) Addendum for Audit and Advisory Services related to MCO and ORL (Category 6), for the total not-to-exceed fee amount of $322,500, with funding from Operations and Maintenance Funds. Funding required in current and subsequent fiscal years will be allocated from the Operations and Maintenance Funds, as approved through the budget process and when funds become available.; (b) Amendment to Addendum No. 3 for Additional Construction Payment Application and Invoice Review Services at the Orlando International and Executive Airports (Category 2), for the total not-to-exceed fee amount of $465,000, with funding from Operations and Maintenance Funds. Funding required in current and subsequent fiscal years will be allocated from the Operations and Maintenance Funds, as approved through the budget process and when funds become available; and, (c) Amendment to Addendum No. 4 for Additional CIP and CIR Support Services to the Finance Department at the Orlando International and Executive Airports (Category 3), for the total not-to-exceed fee amount of $479,250, with funding from Operations and Maintenance Funds. Funding required in current and subsequent fiscal years will be allocated from the Operations and Maintenance Funds, as approved through the budget process and when funds become available.

C. New Business Item C is a of the Construction Committee to Award Project H-00361, Jeff Fuqua Boulevard (Loop Road) Terminal B Entrance Reconfiguration (Design/Build) at the Orlando International Airport, to The Middlesex Corporation

Discussion ensued pertaining to Mrs. Kirkegard’s question as to why we haven’t used in-house cost estimators for this and why we chose The Middlesex Corporation. Scott Shedek, Vice President of Construction, responded by stating that Middlesex was the only proposer. Mr. Thibault further clarified that this project was design/build and not design/bid/build.

Mr. Weisheyer asked for the timeline of this project.

Upon motion by Mrs. Kirkegard, second by Mr. Weisheyer, vote carried to accept the recommendation of the Construction Committee and approve the award of H-00361, Jeff Fuqua Boulevard (JFB) (Loop Road) Terminal B Entrance Reconfiguration (Design/Build) at the Orlando International Airport, to The Middlesex Corporation for the total direct-negotiated amount of $3,490,000, with funding from General Airport Revenue Bonds; and authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary contract documents following satisfactory review by legal counsel.

D. New Business Item D is Recommendation of the Construction Committee to Approve an Addendum to the Continuing Low Voltage Construction Services Agreement with Quality Cable Contractors, Inc. for the Award of Project E-00281, Airside 4 Public Address (PA) System Upgrade, at the Orlando International Airport

Upon motion by Mayor Dyer, second by Mrs. Kirkegard, vote carried to accept the recommendation of the Construction Committee and approve an Addendum to the Continuing Low Voltage Construction Services Agreement with Quality Cable Contractors, Inc. for the Award of E-00281, Airside 4 PA System Upgrade, at the Orlando International Airport, for the total direct negotiated amount of $3,692,147, 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.

Chairman Good departed the Board Room at 2:35 pm and Mr. Weisheyer assumed the Chairman's role.

E. New Business Item E is to Award Invitation for Bid 23-387-IFB, Data Center HVAC Services to Innovative Support Systems, Inc.

Upon motion by Mrs. Kirkegard, second by Mayor Dyer, vote carried to accept the recommendation of the Procurement Committee: (1) award Invitation for Bid 23-387-IFB for Data Center HVAC Services with Innovative Support Systems, Inc. as the responsible and responsive bidder for the total not-exceed amount of $4,650,760 (2) authorize an Aviation Authority Officer or the Chief Executive Officer to execute the necessary documents following satisfactory review by legal counsel.

Chairman Good returned to the Board Room at 2:36 pm

F. New Business Item F is a Recommendation of the Procurement Committee to Award Request for Proposals 23-533-RFP, Passenger Boarding Bridges and Related Equipment to JBT Aerotech Corporation

Upon motion by Mrs. Kirkegard, second by Mayor Dyer, vote carried to accept the recommendation of the Procurement Committee to: 1) award Request for Proposals 23-533-RFP, Passenger Boarding Bridges and Related Equipment to JBT Aerotech Corporation; 2) authorize funding from the previously approved Capital Expenditure Fund in the not-to-exceed amount of $9,047,148 and from a Line of Credit to be reimbursed by future General Airport Revenue Bonds and Future Passenger Facility Charges in the not-to-exceed amount of $11,301,404.; and 3) authorize the Purchasing Office to issue the necessary purchase orders.

G. New Business Item G is a Recommendation to Amend the Fiscal Year 2024 budget and Approve the Authorizing Resolution for the Redemption of Outstanding Series 2010A Bonds

Mr. Weisheyer thanked the Finance department for all the work they have put into the Debt Service Budget.

Upon motion by Mr. Weisheyer, second by Mrs. Kirkegard vote carried to accept the recommendation to: (1) adopt the Authorizing Resolution providing for the redemption of particular Series 2010A Bonds; (2) authorize amendments to the FY24 Debt Service Budget to reflect an amount equal to the additional debt service payments necessary to complete the redemption, currently estimated to be $42.2 million but, in any event, not exceed $42.5million; (3) approve the costs related to the execution of the redemption not to exceed $100,000 to be funded from the Operations and Maintenance Fund; and (4) authorize the Chairman, Vice Chairman or other Authorized Officer of the Aviation Authority and the Secretary or Assistant Secretary of the Aviation Authority to approve, modify, execute and deliver the final form of all documents required in connection with the redemption of such bonds, subject to satisfactory review by legal counsel, and to take other such actions as may be necessary or helpful for the redemption.

H. New Business Item H is a Recommendation of the Compensation Committee to Adopt Performance-based Goals and a Contract Amendment for the Chief Executive Officer for Fiscal Year 2024

Mr. Thibault presented his goals

Mrs. Kirkegard stated the goals should reflect the Board's priorities and these represent a punch list of things we would like him to accomplish this year which are just expectations of his job. She also commented that any bonus structure that exceeds 15% - 20% now becomes a true change in salary and should be a salary negotiation and not necessarily a bonus structure.

Chairman Good reminded Mrs. Kirkegard that the current discussion is on the CEO's goals and not the bonus, which would be discussed next.

Upon motion by Mr. Weisheyer, second by Mrs. Kirkegard vote carried to accept the recommendation of the Compensation Committee to adopt the aforementioned goals as the Chief Executive Officer's performance-based objectives for Fiscal Year 2024.

Mrs. Kirkegard left the meeting at 2:52 pm

Chairman Good provided comments of the Compensation Committee's discussions on the bonus percentage, as well as a way to reward everyone within the organization for their respective contributions to achieving the goals.

Mr. Gerber read a statement provided by Mr. Mateer, showing support of the bonus structure of a 30% performance-based compensation.

Mr. Weisheyer commented on his belief in performance-based pay, one that rewards excellence in delivery, and that this is the way to reward everyone for achieving their goals.

Chairman Good commented on surrounding competitors and the salaries of their executives.

Discussion ensued with regard to Dr. Evans' concerns with employee messaging.

Upon motion by Mr. Weisheyer, second by Mayor Dyer, vote carried four in favor, one against to accept the recommendation of the Compensation Committee to adopt the Chief Executive Officer's performance-based compensation as outlined.

ADJOURNMENT

7. There being no further business to be considered, Chairman Good adjourned the meeting at 3:03 p.m.

(Digitally signed on January 17, 2024)

Anna Farmer
Manager, Board Services and Recording Secretary

Kevin J. Thibault
Chief Executive Officer