

**ADDENDUM NO. 4
TO THE AGREEMENT DATED JUNE 15, 2016
BETWEEN GREATER ORLANDO AVIATION AUTHORITY
AND AIRPROJECTS, INC. (VA)**

Project: South Terminal and North Terminal Concession Plans, Orlando International Airport

THIS ADDENDUM is effective this 15th day of May, 2021, by and between the **GREATER ORLANDO AVIATION AUTHORITY** ("Authority"), and **AirProjects, Inc. (VA)** ("Consultant").

WITNESSETH:

WHEREAS, by Agreement dated June 15, 2016, Authority and Consultant entered into an agreement for Consultant to provide Concessions Planning Consulting 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 **TWO HUNDRED SIX THOUSAND EIGHT HUNDRED NINETY-FOUR AND NO/100 DOLLARS (\$206,894.00)**, broken down as follows:

Professional Fees:	NTE:	\$206,894.00
Professional Fees:	LS:	\$0.00
Reimbursable Expenses:	NTE:	<u>\$0.00</u>
Total:		\$206,894.00

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. 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.

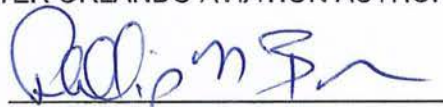
In the event the Agreement is for One Million Dollars (\$1,000,000.00) or more, Authority may terminate this Agreement for cause and without the opportunity to cure if the Consultant is found to have submitted a false certification or has been placed on the Scrutinized Companies with Activities in Sudan 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 June 15, 2016, 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 30th day of April, 2021.

GREATER ORLANDO AVIATION AUTHORITY

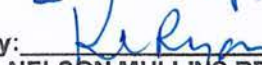
By:


Phillip N. Brown, A.A.E.
Chief Executive Officer

Approved as to Form and Legality
(for the benefit of GOAA only)

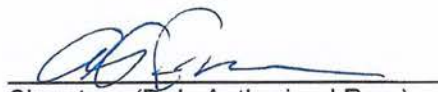
this 27 day of April, 2021

By:


NELSON MULLINS BROAD AND
CASSEL, Legal Counsel
Greater Orlando Aviation Authority

AIRPROJECTS, INC. (VA)

By:


Signature (Duly Authorized Rep.)
Ann F. Ferraguto
Printed Name
Principal
Title



Memorandum

To: Members of the Professional Services Committee

From: Yovannie Rodriguez, Chief Administrative Officer

Date: April 20, 2021

Re: Request for Recommendation of Approval to the Chief Executive Officer for an Addendum to the Concessions Planning Services Agreement with AirProjects, Inc. (VA) for South Terminal and North Terminal Concession Plans at Orlando International Airport

Consultant's proposal, dated April 12, 2021, is to provide services for the North Terminal and South Terminal Concessions Plans. It is recommended that a performance bond not be required for these services.

If approved, these services would be effective May 1, 2021.

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

Funding for the North Terminal, in the amount of \$159,206.00, is from Concessions Operations & Maintenance (301.221.220.531009.000.000000) and funding for the South Terminal, in the amount of \$47,688.00, is from General Airport Revenue Bonds. Funding source verified by

North Terminal	<u>Andrea Harper</u>	of Construction Finance on <u>4 / 16 / 21</u> and
South Terminal	<u>Dave Nicholson</u>	of Construction Finance on <u>04 / 14 / 21</u> as correct and available.

It is respectfully requested that the Professional Services Committee recommend to the Chief Executive Officer approval of an Addendum to the Concessions Planning Services Agreement with AirProjects, Inc. (VA) for the services contained therein and amount as shown below:

Not to Exceed Fees	\$206,894.00
Lump Sum Fees	\$0.00
Not to Exceed Expenses	\$0.00
TOTAL	\$206,894.00
Reviewed by RWBC	<i>JSS</i>

Req 88777

**Greater Orlando Aviation Authority
Project W350 - Addendum 2
North Terminal Concession Master Plan Scope of Services
April 12, 2021**



North Terminal Concession Master Plan

Introduction

AirProjects is pleased to present this updated scope of services to continue the concession master-planning efforts for the North Terminal (the Terminal). AirProjects would assist the Authority with the development of a concession plan and leasing strategy for the airsides and landside terminal, including the landside retail concessions that are currently leased to Unibail-Rodamco-Westfield. The majority of the North Terminal leases expire between 2022 and 2024, providing an opportunity for a fresh look at the concession mix and management structure opportunities.

Task 1. Assessment of North Terminal Market Condition

Task 1.1. Update Concession Program Analysis

AirProjects would update its review of the concession sales generated in the Terminal through September 2020. Key metrics, including sales per square foot and sales per enplanement, would be compiled and evaluated by unit and concession category. AirProjects would also review any recent, announced, and/or planned changes to passenger flow patterns, resulting from building alterations, planned airline relocations to the South Terminal or within the airsides, changes to security checkpoint operations, and other factors that could affect passenger movements and dwell times.

Task 1.2. Local Market Trends Update

AirProjects would update and review previously conducted research relating to the local market characteristics to inform the market potential for concession spending. Regional and local demographic and economic indicators to be evaluated would include the following, as available: Population, age, median household income, and labor market and employment statistics.

AirProjects would also conduct online research to update popular stores, restaurants, and concepts that would resonate with passengers and residents alike. These findings would inform the concession concept plan prepared in Task 2. This update is especially important in light of the ongoing pandemic to determine if there have been closures or a shift in customer preferences.

Task 1.3. Airport Concession Industry Update and Comparable Airport Analysis

AirProjects would update the analysis, as needed, of the performance of the concession programs at up to 10 comparable airports or terminals similar in size and type of passenger to the North Terminal to establish a stabilized baseline year for normal operations to compare between airports. This analysis would compare sales per enplaned passenger, sales per square foot, effective rent (rental revenue/gross sales, as available), and square feet per enplanement (among others) by type of concession (as appropriate). AirProjects would also conduct research on current airport concession trends as a result of the impact of COVID-19 on the industry. This information would be used in later tasks to assist with forecasting future concession sales for the terminal and determining the concession leasing strategy.

Task 1.4. Supportable Space Analysis

AirProjects would update its demand analysis for the North Terminal to prepare supportable space estimates for food service, convenience retail, specialty retail and duty free retail concessions. This effort would provide a summary assessment of the current supply of concession space by category and location versus the customer demand, generating a key input for future tasks to prepare a concession strategy that right-sizes the concession program and refines the mix of concessions. Estimates for concession storage space associated with these projections would also be provided. The supportable space would be compared to the existing concession space by category in order. Enplanement projections to be used for this analysis would be provided by Authority management.

Task 1.5. Online Meeting and Refinement

AirProjects would conduct an online meeting with the Authority to review the results of Task 1 and refine the analysis based on input from the Authority.

Deliverable: AirProjects would prepare a summary of the existing concession program performance, overview of key economic, demographic, and market indicators, performance of concession programs at comparable airports, and results of the demand analysis and reconciliation. These data points would inform the concession plan prepared in Task 2.

Task 2. North Terminal Concession Unit Plan

AirProjects would prepare a concession concept plan by unit for the North Terminal, including updating the draft specialty retail plan for the landside terminal prepared last year. AirProjects will conduct online meetings with Authority management to walk through and discuss concession plans. This planning effort would:

- Allocate supportable square footage by concession type (food service, specialty retail, convenience retail, and duty free retail), recognizing existing agreements while identifying longer-term strategies for use of space
- Consider conversions of space from food to retail, or vice-versa
- Consider locations for consolidation or closure
- Maximize opportunities for financial success of both the Authority and unit operators
- Identify opportunities to enhance the passenger experience

After reviewing the concession concept plan with Authority management, AirProjects would complete a more detailed "concession unit plan," if necessary, subdividing blocks of concession space that may have been included in the concept plan. This plan would include unit sizing and placement of the concessions, including all food service, specialty retail, convenience retail, and duty free retail in the North Terminal Complex. AirProjects will rely on the Authority for information regarding utilities available to each unit.

The recommended concession unit plan would be developed in accordance with retail industry standards to complement the terminal architectural design and image. As such, the strategy would consider critical adjacencies, visibility, store configuration, servicing, storage, access, and accommodation of recommended concession types. The plan at this point would be developed on a unit level using updated base building plans in scaled PDF format provided by the Authority.

Deliverable: AirProjects would draft a potential layout in scaled PDF format for the North Terminal spaces for review by Authority management, including identifying the potential concept for each unit. Lease outline drawings are not included in the budget.

Task 3. Review Concession Management Approach

AirProjects would review the preliminary evaluation of potential management approaches for the landside retail program prepared last year and expand that review to encompass the food service and retail concessions in the North Terminal to prepare a recommendation for Authority review. Included in the review would be high-level projections of the sales and revenue to the Authority as well as overarching business terms. This assessment would consider the updated limitations on concession awards, which are currently three concession leases to a single concessionaire, only one of which can be a lease for airside food service locations.

Task 4. North Terminal Unit Roster, Sales Projections, Lease Packaging, and Feasibilities

AirProjects would estimate sales by concession unit and work with Authority management to develop concession packages based on the concession management approach developed in Task 3. Using these packages, AirProjects would test the feasibility of each package from a concessionaire's perspective. This analysis would yield estimates for business terms, including lease term length, estimated capital investment requirements, projected minimum annual concession fee, and projected percentage rental fees. Pro forma templates that can be used in the solicitations would be prepared for each of the packages. Up to ten concession packages are included in the proposed budget. Enplanement projections to be used for the feasibility analyses would be provided by Authority management. The preparation of projections and pro formas for additional packages would require additional budget. Additional solicitation assistance, such as drafting concession concept descriptions, term sheet reviews, RFP reviews, proposal evaluations, etc., is not included in the scope or budget.

Task 5. Ad Hoc Consulting Services

Ad Hoc Consulting Service would include conducting research and analysis for minor items that were not anticipated in the broader scope of services on an on-call basis to support the Authority's concession-related efforts. These services are not currently budgeted, but could be added at the Authority's request and expense.

This task will enable AirProjects to quickly respond to requests that can be promptly approved and completed. A bulleted scope of work and deliverables for each effort under this on-call task would be developed through email exchanges between Authority staff and AirProjects. Authority staff must provide a written email approval of the scope of work, deliverables, and budget estimate for each effort prior to work commencement.

Budget

AirProjects' detailed budget estimate is presented on the following page. This estimate is based on the approved hourly rates negotiated with the Authority by position (individual consultant positions have changed since the rates were originally negotiated and their rates for this scope will be billed based on their current position). No travel-related costs are included in the budget.

AirProjects, Inc. Fee and Reimbursable Expense Estimate Greater Orlando Aviation Authority Project W350 Apr 12, 2021	AirProjects					SiveCreative		Total Budget				
	Ann Ferraguto	Kent Vanden Oever	Lauren Meurlin	Michael Whelan	Emily Escrader	James Adams	John Curtis	AirProjects		Sive Creative	Total Budget	
	Principal	Sr. Project Manager	Sr. Project Manager	Senior Manager	Document Control	Principal	Senior Designer	Fee	Hour	Fee	Fee	Hours
	\$241.00	\$224.00	\$224.00	\$158.00	\$92.00	\$215.00	\$128.00					
Hourly Rate with \$50 Travel Premium *	\$291.00	\$274.00	\$274.00	\$208.00	\$142.00	\$265.00	\$178.00					
Person Trips												
0												
North Terminal Concession Master Plan Consulting												
Task 1 Assessment of North Terminal Market Condition												
Subtask 1.1 Update Concession Program Analysis	8.0	2.0	2.0	10.0	2.0			\$ 4,588	24	\$ -	\$ 4,588	24
Subtask 1.2 Local Market Trends Update	6.0	2.0	6.0	12.0	1.0			5,226	27	-	5,226	27
Subtask 1.3 Airport Concession Industry Update & Comp Airport Analysis	8.0	10.0	6.0	8.0	1.0			6,868	33	-	6,868	33
Subtask 1.4 Supportable Space Analysis	6.0	4.0	2.0	10.0				1,370	22	-	1,370	22
Subtask 1.5 Online Meeting and Refinement	10.0	5.0	5.0	8.0	2.0			6,098	30	-	6,098	30
Task 2 North Terminal Concession Unit Plan	54.0	28.0	10.0	60.0	4.0	28.0	28.0	31,374	156	9,604	40,978	212
Task 3 Review Concession Management Approach	22.0	16.0	20.0	22.0	4.0			17,210	84	-	17,210	84
Task 4 North Terminal Unit Roster, Sales Projections, Lease Packaging, and Feasibilities	106.0	50.0	14.0	112.0	2.0			57,762	284	-	57,762	284
Task 5 Ad Hoc Consulting Services	30.0	5.0	10.0	32.0	5.0			16,106	82	-	16,106	82
								\$ 149,602	742	\$ 9,604	\$ 159,206	798
*No travel rate has been approved by GOAA for Sive Creative at this time												
Total	250	122	75	274	21	28	28					
	\$ 60,250	\$ 27,328	\$ 16,800	\$ 43,292	\$ 1,932	\$ 4,020	\$ 3,584	\$ 149,602	742	\$ 9,604	\$ 159,206	798
											\$ 159,206	

Greater Orlando Aviation Authority – Project W350 Addendum 2 Scope of Services, April 12, 2020

Introduction

AirProjects is pleased to present this updated scope of work to continue the program implementation efforts for the South Terminal Complex.

This scope of services includes the following:

- South Terminal – AirProjects will continue its work with Authority management to lease the remaining concessions and address concession space issues that arise.

SOUTH TERMINAL COMPLEX

Task 1. South Terminal Complex Solicitation Assistance

AirProjects would assist the Authority with the remaining solicitations for the South Terminal, including two single-unit food service concessions, one passenger lounge, and ATMs/foreign currency.

- Review the term sheets for the ATMs/foreign currency RFP and provide edits or comments as needed.
- Prepare a financial pro forma in Excel format to be attached to the ATMs/foreign currency RFP and completed by proposers.
- Assist the Authority in the assessment and evaluation of proposals in response to the RFPs (budget estimate provided is based on review and evaluation of up to sixteen 16 proposals. This estimate may be adjusted based on the complexity of the requirements and the responses received.)

Deliverable: Input and pro forma template for ATMs/foreign currency solicitation. Summary comments on the proposal evaluations, focusing on the concept, design, and financial proposal components.

Task 2. South Terminal Complex Space Planning Assistance

AirProjects would assist the Authority with any remaining space planning efforts for the South Terminal Complex, which may include reviewing and updating the commissary space allocations and layouts, reviewing opportunities for additional/alternative concession space, or other tasks as needed.

Deliverable: Input and mark-ups on concession plans and space allocations.

Budget

AirProjects' detailed budget estimate is presented below. This estimate is below based on the approved hourly rates negotiated with the Authority. Professional fees do not include travel. Travel-related costs to Orlando, if required, would be added to the budget shown at a premium of \$50 per hour based on a minimum reimbursement of \$1,000 per person-trip (\$50 x 20 travel hours) for each meeting held.

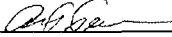
AirProjects, Inc. Fee and Reimbursable Expense Estimate - Addendum 2 (Add'l) Greater Orlando Aviation Authority Project W350 Apr 12, 2021				AirProjects					Total Add'l Addendum 2 Effort			
				Ann Farraguto	Kent Vanden Oever	Lauren Meurlin	Michael Whelan	Emily Escrader	AirProjects		Total	
				Principal	Director	Assoc. Director	Senior Manager	Document Control	Fee	Hours	Fee	Hours
Hourly Rate with \$50 Travel Premium				\$241.00	\$224.00	\$224.00	\$158.00	\$92.00				
				\$291.00	\$274.00	\$274.00	\$208.00	\$142.00				
Estimated Adden. 2 Percent												
Person Trips*												
South Terminal Complex												
Task 1 STC Solicitation Assistance (through Sept 2021)				100%								
Task 2 STC Space Planning Assistance				100%								
Person-trips				0								
TOTAL				84	34	16	90	22	\$ 20,244	\$ 7,616	\$ 3,584	\$ 14,220
* Assumes all trips 2 days in duration @ 20 reimbursable hours per 2 day-trip									\$ 47,688	246	\$ 47,688	246
											\$47,688	

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 AirProjects, Inc.

By: 

Print Name: Ann F. Ferraguto

Date: April 8, 2021



GREATER ORLANDO AVIATION AUTHORITY

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

MEMORANDUM

To: Members of the Professional Services Committee

From: George I. Morning, Director of Small Business Development

Date: April 20, 2021

Re: Request for Recommendation of Approval to the Chief Executive Officer for an Addendum to the Concessions Planning Services Agreement with AirProjects, Inc. (VA) for South Terminal and North Terminal Concession Plans at Orlando International Airport

We have reviewed the qualifications of the subject contract's MWBE/LDB specifications and determined that, due to the limited scope of the services to be provided, AirProjects, Inc. (VA) does not propose small business participation on this Addendum.

Our analysis indicates that AirProjects, Inc. (VA) is eligible for award of the subject Addendum.

MINUTES

1. The following minutes were presented for consideration:

CONSIDERATION OF MEETING MINUTES OF MARCH 23, 2021 (VARIOUS ITEMS)

A. Upon motion of Mr. Hunt, second by Mr. Patterson, vote carried to approve the PSC Minutes from the meeting held on March 23, 2021, as presented.

REQUEST FOR RECOMMENDATION OF APPROVAL TO THE CHIEF EXECUTIVE OFFICER FOR AN ADDENDUM TO THE CONCESSIONS PLANNING SERVICES AGREEMENT WITH AIRPROJECTS, INC. (VA) FOR SOUTH TERMINAL AND NORTH TERMINAL CONCESSION PLANS, AT THE ORLANDO INTERNATIONAL AIRPORT.

2. [A handout was provided, which includes a revised memorandum.] Ms. Conner-Harris presented the memorandum, dated April 20, 2021, along with the proposal from AirProjects, Inc. (VA), dated April 12, 2021, for South Terminal and North Terminal Concession Plans, at the Orlando International Airport.

For the South Terminal, services will include assisting the Aviation Authority with the remaining solicitations for the South Terminal, including two single-unit food service concessions, one passenger lounge, and ATMs/foreign currency, as well as assisting the Aviation Authority with any remaining space planning efforts for the South Terminal, which may include reviewing and updating the commissary space allocations and layouts, reviewing opportunities for additional/alternative concession space, or other tasks as needed.

For the North Terminal, services will include the development of a concession plan and leasing strategy for the airside and landside terminal, including the landside retail concessions that are currently leased to Unibail-Rodamco-Westfield. The majority of the North Terminal leases expire between 2022 and 2024, providing an opportunity for a fresh look at the concession mix and management structure opportunities.

Chairman Ruohomaki asked if the fees for the South Terminal portion of the services were within budget. Ms. Dennis confirmed yes. Chairman Ruohomaki asked if any additional services for the South Terminal were anticipated. Ms. Conner-Harris replied no.

Mr. Patterson asked if there were any other services except for those noted in the consultant's proposal. Ms. Conner-Harris stated that an overall evaluation of the remaining spaces was anticipated. Chairman Ruohomaki stated that an end cap space was still open. Ms. Conner-Harris replied that AirProjects, Inc. (VA) assisted with evaluating the potential uses and a Request for Proposals for tenants has been published for this end cap location.

The Office of Small Business Development has reviewed the qualifications of the subject contract's MWBE/LDB/VBE specifications and determined that, due to the limited scope of services, AirProjects, Inc. (VA) does not propose any small business participation on this Addendum.

Upon motion of Mr. Patterson, second by Mr. Hunt, vote carried to recommend to the Chief Executive Officer approval of an Addendum to the Concessions Planning Services Agreement with AirProjects, Inc. (VA) for South Terminal and North Terminal Concession Plans, at the Orlando International Airport, for the total not-to-exceed fee amount of \$206,894.00, with funding from previously-approved Operation and Maintenance Funds, and General Airport Revenue Bonds. ✓