On **TUESDAY, DECEMBER 19, 2023**, the **AD HOC COMMITTEE FOR REQUEST FOR PROPOSALS 24-108 $550M REVOLVING LINE OF CREDIT** met in the Carl T. Langford Board Room of the Aviation Authority offices in the main terminal building at the Orlando International Airport, One Jeff Fuqua Boulevard, Orlando, Florida. The meeting, having been posted in accordance with Florida Statutes, was called to order at 10:01 a.m.

Committee Members Present:	Kathleen M. Sharman, Chief Financial Officer, Chair Yovannie Rodriguez, Chief Administrative Officer Tianna Dumond, Senior Vice President, Internal Audit
Also present:	Mickey Joseph, Senior Manager, Debt and Investments Annmarie Wise, Senior Purchasing Agent LuAnn Fisher, Manager of Finance Administration and Strategic Projects William Case, PFM Financial Advisors Dan Gerber, General Counsel Doug Starcher, Legal Counsel, Nelson Mullins Riley & Scarborough Kasie Berube, Recording Secretary

Chair Sharman read the following statement: 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. The policy, forms, and instructions are available on the Aviation Authority's web site. Please contact the Chief Administrative Officer with questions at (407) 825-7105.

If a bidder or proposer is aggrieved by any of the proceedings of today's meeting and wishes to appeal the results of actions made by this Committee, they must file an appeal stating the item they wish to appeal and the basis for which they wish to appeal. Any appeal must be received in writing by the Chief Executive Officer, Mr. Kevin J. Thibault, via email kevin.thibault@goaa.org with copy to yovannie.rodriguez@goaa.org by 4:00 p.m., December 26th, 2023.

Any member of the public who wishes to address the committee on an agenda item being considered at this meeting must notify the committee in writing by submitting a completed Appearance Request Form. This form may be requested from the Recording Secretary.

All Ad Hoc Committee (Committee) members confirmed there were no conflicts of interest related to the evaluation of proposals regarding 24-108 $550M Revolving Line of Credit (RFP).

CONSIDERATION OF PROPOSALS RECEIVED

Chair Sharman turned it over to Ms. Annmarie Wise to begin the presentation of staff reports.

Ms. Wise stated that the Aviation Authority received 4 responses in association to RFP 24-108. The Proposers were listed in alphabetical order as follows:

- Bank of America, NA (Bank of America)
- Barclays Bank, PLC (Barclays)
- JP Morgan, Chase Bank (JP Morgan)
- Wells Fargo Bank (Wells Fargo)

Ms. Wise went on to state that for all 4 Proposers, Sun Biz information was verified, the minimum requirement of 5-years' experience was met, and all met the long-term and short-term rating requirements. Ms. Wise advised that 3 of the 4 respondents agree with the Aviation Authority's proposed terms and conditions and that Bank of America is willing to keep the same prior agreement with the Aviation Authority, however JP Morgan took some exceptions located on pages 18 and 19 of the firm's response. All Proposers provided references, all received comments of "excellent" and "satisfactory", and overall the references mentioned that they would continue using the bank.

Ms. Wise advised that all forms were received and verified and confirmed that there were no insurance or small business requirements for the RFP.

Chair Sharman requested confirmation of JP Morgan being the only firm to take exception to the contract, and Ms. Wise confirmed JP Morgan had two pages of exceptions to the contract. Mr. Joseph added that Barclays did not have any exceptions to the contract, however, they made a small exception to the willingness to terminate without penalty. The Committee and Legal stated that would constitute an exception on Barclays' behalf. Chair Sharman corrected the statement that 3 out of the 4 Proposers agreed to the Aviation Authority's terms and conditions, clarifying that 2 of the 4 Proposers accepted the proposed terms, and the other 2 firms did take exceptions.

Chair Sharman asked if there were any other questions. No questions or further clarification was requested prompting Chair Sharman to turn it over to Mr. Joseph for review of the schedule of fees and other specific information found in the proposals.

Mr. Joseph began by stating that all Proposers share similar strong ratings from Moody's, S&P Global Ratings, and Fitch, with the only noted differentiator being that Moody's reported a negative outlook for JP Morgan. Mr. Joseph followed up by stating all other outlooks were reported as stable, and all Proposers demonstrated sufficient capital to support their proposed commitments. Both Bank of America and Wells Fargo confirmed their willingness to allow the Aviation Authority to reduce the commitment amount or terminate the line of credit at any time and at a sole discretion without payment of any termination fees or other related fees and or expenses associated with reducing or terminating the line of credit prior to the stated expiration date. Barclays would allow such action without penalty only after the one-year anniversary date, and JP Morgan did not confirm any willingness with regards to such action. With regards to proposed facility amounts, the finding was as follows:

- Bank of America: ranges between $275 million and $350 million

- JP Morgan: ranges between $275 million and $350 million
- Wells Fargo: ranges between $275 million and $350 million
- Barclays Bank: $100 million

As far as entering agreements with the Authority the following willingness was found:

- Bank of America: 5 years
- Barclays Bank: 3 years
- JP Morgan: 2 - 3 years
- Wells Fargo: 2 - 3 years

Mr. Joseph made mention that all Proposers proposed using some form of the Secured Overnight Federal Rate Index (SOFR) for both tax-exempt and taxable draws. Bank of America, JP Morgan, and Wells Fargo proposed 79%-80% of the index for tax-exempt draws while Barclays proposed 100% of the index. For taxable draws, all proposals were at 100% of SOFR. Interest on tax-exempt draws proposed by Bank of America provided a range of 46-65 total basis points, followed by Wells Fargo with a range of 50-80 basis points. JP Morgan listed a range from 105-107.5 basis points while Barclays listed 185 basis points. Regarding interest on taxable draws, Bank of America provided a range of 59-82 total basis points, followed by a range of 77-115 basis points from Wells Fargo while JP Morgan listed a range of 105-107.5 basis points and Barclays listed 185 basis.

Mr. Joseph stated that Barclays did not offer any favorable index discounts or spreads with regards to tax-exempt draws. Regarding legal counsel fees and expenses, the following was found:

- Bank of America: between $15,000 and $35,000
- JP Morgan: between $15,000 and $35,000
- Wells Fargo: between $15,000 and $35,000
- Barclays Bank: between $50,000 and $60,000

Ms. Rodriguez followed up to clarify that Barclays offered the lowest line of credit facility at $100 Million and had the highest rates of all Proposers, as well as having termination exceptions in the contract. Ms. Dumond stated she did not have any questions but rather commented on the fact that all were very strong banks that proposed, and that the Aviation Authority is very fortunate to have the relationships of that of the incumbents. Ms. Dumond made the comment that this comes down to more of a financial decision in terms of what is most advantageous for the Aviation Authority.

Discussion of the incumbent banks ensued amongst. Chair Sharman stated that based on rates proposed, the willingness to accept the Aviation Authority's terms and conditions, and because the proposed aggregate principal amount will result in the $550M total facility needed by the Aviation Authority, that it would be advantageous to the Aviation Authority to continue with the incumbent firms, Bank of America and Wells Fargo. Chair Sharman asked Mr. Gerber for clarification on ranking the firms and staff's ability to continue to negotiate with the two incumbents. Mr. Gerber advised that Chair Sharman can make a recommendation to negotiate. Both Ms. Dumond and Ms. Rodriquez agreed with said approach and reiterated that this is a financial decision, and that favorable pricing is what is most advantageous to the Aviation Authority.

Upon motion of Ms. Dumond, and second by Ms. Rodriguez , the Committee voted to recommend to Finance Committee to (1) deem the proposals received by Bank of America, N.A. and Wells Fargo, N.A. as being most advantageous to the Aviation Authority; (2) as a result of the aggregate amount of the proposals exceeding the maximum facility amount sought by the Aviation Authority, and the proposals differing in duration and price, authorize the Chief Financial Officer, with the assistance of staff and legal counsel, to negotiate final terms of the facilities with each of Bank of America, NA and Wells Fargo, NA, including, but not limited to, the amount, length of agreement, and final pricing of each facility; and (3) present the results of those negotiations to the Finance Committee and Aviation Authority board at a future meeting for final approval.

Having no further business to be considered, Chair Sharman adjourned the meeting at 10:18 a.m.

Kathleen M. Sharman, CFO

Kathleen M. Sharman
Chairperson

Kasie Berube
Recording Secretary