

Hillsborough County Aviation Authority  
Regular Board Meeting

Thursday, 9:00 a.m.  
August 5, 2021

A Regular Board Meeting was convened in the Boardroom, Main Terminal Building, Level 3 at Tampa International Airport, Tampa, Florida, on Thursday, August 5, 2021.

Members present were: Gary Harrod, Robert I. Watkins, Mayor Castor and General Diehl.

Aviation Authority staff members present were Chief Executive Officer Joseph W. Lopano, General Counsel Michael Stephens, Damian Brooke, Chris Minner, John Tiliacos, Veronica Cintron, Adam Bouchard, Violet Cummins, Gina Evans, Brett Fay, Randy Forister, Michael Kamprath, Scott Knight, Brian Miles, Elita McMillon, Laurie Noyes, Rob Porter, Paul Ridgeway, Marcus Session, Jeff Siddle, Laura Tatem, Barbara Grilli, Tony Conza, Brandon Taugner, James Tarro, Tom Thalheimer, Beth Zurenko, Sara Behnke, Janet Wood, Britti Verret, Tom Olsen, Angelo Mottolla, Mark Peterson, Roop Johal, Jon Vaden, John Mallory, Danny Valentine, Kelly Figley, Chief Warren Hansen, and Rich Coudurier.

Chairman Harrod welcomed everyone to the August 5, 2021 Regular Board Meeting of the Aviation Authority. He announced that Commissioner White would not be in attendance.

General Counsel Stephens announced that pursuant to TSA Security Directive 1542-21-01, which went into effect on February 1, 2021, all participants within the Main Terminal are required to wear masks at all times during the meeting.

The Pledge of Allegiance was recited.

Chairman Harrod called the Board Meeting to Order and stated that if anyone wanted to comment or bring propositions before the Board they needed to see Violet Cummins for a form.

Mr. Lopano then stated that at the June Board Meeting General Counsel Stephens had advised of the possibility of holding an Attorney-Client Closed Session at this meeting but there was no need to hold the Closed Session at this time.

Chairman Harrod then asked for a Motion to Approve the Agenda.

Upon motion of Robert Watkins, seconded by General Diehl, the Agenda was unanimously approved by all Board members present.

There were no Public Comments.

Chairman Harrod asked if there were any abstentions from the Regular Board Meeting held on June 3, 2021 that needed to be read into the record.

General Counsel Stephens announced that at the June 3, 2021 Board Meeting General Diehl abstained on Consent Agenda Item I10, Amendment Two to Revolving Credit Facility, Truist and STI Institutional & Government, Inc., Tampa International Airport, Resolution No. 2021-70, because General Diehl is a member of the Community Advisory Board for Truist.

General Counsel Stephens also wanted it notated into the record that Commissioner White would not be able to attend the Board Meeting due to an unforeseeable conflict.

Chairman Harrod asked if there were any additions or corrections to the Minutes of the Regular Board Meeting held on June 3, 2021.

Upon motion of Robert Watkins, seconded by General Diehl, the Minutes of the Regular Board Meeting held on June 3, 2021 were unanimously approved by all Board Members present.

Mr. Lopano's Management Report was next.

Chris Minner began the Management Report with the Performance Assessment Report.

Mr. Minner started the report with a recap of domestic and international passenger activity along with a market resilience update due to the COVID pandemic.

Mr. Minner then reported on current events with an update on the SkyCenter One project. In June 2021, the final certificate of occupancy was received. The LEED certification at the platinum level is pending for the core shell of the building. Currently Van Trust has the building 50% leased and interest is very high.

There were nearly 5,000 new followers on social media in June and July. First responders played hockey out on the airfield in support of the Tampa Bay Lightning. Other stories included The Voice of TPA and preparation for Tropical Storm Elsa. There was \$4.8 million of earned media value generated in June and July.

Veronica Cintron was next and gave a presentation on the 2021 HCAA United Way Suncoast Giving Campaign. She was joined by co-chairs Brian Miles and Adam Bouchard. The Authority brought in a record employee pledge of \$70,277. This represented a 4% increase from last year. The Voice of TPA campaign raised \$17,000, and combined with employee donations, \$87,010 was raised in total.

Jessica Muroff, CEO of United Way, thanked the Authority for their support.

John Tiliacos was next to introduce the new Airport Division Fire Chief, Oren Hansen. Chief Hansen is a 16 year veteran of Tampa Fire Rescue and has served as the District Fire Chief in New Tampa.

Mr. Tiliacos then announced that the Florida Department of Transportation awarded Tampa Executive Airport the 2021 General Aviation Airport of the Year.

Chairman Harrod then informed everyone that the Florida Department of Transportation named Joe Lopano as Airport Director of the Year.

This concluded Mr. Lopano's Management Report.

Chairman Harrod then asked for a motion to approve the Consent Agenda

Upon motion of Robert Watkins, seconded by General Diehl, the Consent Agenda was unanimously approved by all Board Members present.

The following items were contained in the Consent Agenda.

#### Item G1

Operating Agreement for Ground Handlers, Aircraft Service International, Inc. d/b/a Menzies USA, Tampa International Airport, Resolution No. 2021-90; Operating Agreement for Ground Handlers, Air General, Inc., Tampa International Airport, Resolution No. 2021-91; Operating Agreement for Ground Handlers, British Airways PLC, Tampa International Airport, Resolution No. 2021-88; Operating Agreement for Ground Handlers, DAL Global Services, LLC d/b/a Unifi, Tampa International Airport, Resolution No. 2021-92; Operating Agreement for Ground Handlers, Ground Services International Incorporated, Tampa International Airport, Resolution No. 2021-93; Operating Agreement for Ground Handlers, Quantem Aviation Services, LLC, Tampa International Airport, Resolution No. 2021-89.

Ground handling operators providing service at Tampa International Airport (Airport) must have, at a minimum, an Operating Agreement for Ground Handlers prior to commencing operations.

Aircraft Service International, Inc. d/b/a Menzies USA (Menzies) entered into an Operating Agreement for Ground Handlers with the Authority to provide ground handling services to its customers on October 1, 2010.

Air General, Inc. (Air General) entered into an Operating Agreement for Ground Handlers with the Authority to provide ground handling services to its customers on October 1, 2015.

British Airways PLC (British Airways) entered into an Operating Agreement for Ground Handlers with the Authority to provide ground handling services to its customers on February 1, 2021.

DAL Global Services, LLC d/b/a Unifi (Unifi) entered into an Operating Agreement for Ground Handlers with the Authority to provide ground handling services to its customers on September 29, 2010.

Ground Services International Incorporated (dnata) entered into an Operating Agreement for Ground Handlers with the Authority to provide ground handling services to its customers on March 7, 2013.

Quantem Aviation Services, LLC (Quantem) entered into an Operating Agreement for Ground Handlers with the Authority to provide ground handling services to its customers on August 3, 2017.

The current Operating Agreements for Ground Handlers for Menzies, Air General, British Airways, Unifi, dnata, and Quantem (collectively, Companies) expire on September 30, 2021.

These new Operating Agreements for Ground Handlers (collectively, Agreements) grant the Companies non-exclusive rights to provide ground handling services to air carriers at the Airport for the term of October 1, 2021 through September 30, 2027.

For the privilege of providing services at the Airport, the Companies will pay 5% of gross receipts, paid monthly. Gross receipts include the gross revenues from all sales made and services performed for cash, credit or otherwise, pursuant to the Company's ground handling operations at the Airport. Gross receipts exclude the retail value of fuel and oil and the related fuel service fee, costs for materials that are directly passed through to Company's customers, sales and services performed off-Airport to entities located off-Airport, certain catering sales, and ferrying and diverted landings. Either party may terminate the Agreement upon 30 days' written notice.

Management recommended adoption of Resolution Nos. 2021-90, 2021-91, 2021-88, 2021-92, 2021-93 and 2021-89.

Resolution No. 2021-90 approved and authorized execution of Operating Agreement for Ground Handlers at Tampa International Airport with Aircraft Service International, Inc. d/b/a Menzies USA; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

Resolution No. 2021-91 approved and authorized execution of Operating Agreement for Ground Handlers at Tampa International Airport with Air General, Inc.; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

Resolution No. 2021-88 approved and authorized execution of Operating Agreement for Ground Handlers at Tampa International Airport with British Airways PLC; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

Resolution No. 2021-92 approved and authorized execution of Operating Agreement for Ground Handlers at Tampa International Airport with DAL Global Services, LLC d/b/a Unifi; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

Resolution No. 2021-93 approved and authorized execution of Operating Agreement for Ground Handlers at Tampa International Airport with Ground Services International Incorporated; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

Resolution No. 2021-89 approved and authorized execution of Operating Agreement for Ground Handlers at Tampa International Airport with Quantem Aviation Services, LLC; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

### Item G2

Cargo Building Space Rental Agreement, Atlas Air, Inc., Tampa International Airport, Resolution No. 2021-94; Letter of Agreement, United Airlines, Inc. and Atlas Air, Inc., Tampa International Airport, Resolution No. 2021-95.

As of October 1, 2020, all airlines operate at Tampa International Airport (Airport) under a Rates by Resolution.

On October 7, 2010, the Authority and United Airlines, Inc. (formerly known as Continental Airlines, Inc.) (United) entered into a Cargo Building Space Rental Agreement (Agreement) for Suite 1500 at the Airport. The Agreement supported United's cargo business operations. The Agreement terminated October 31, 2013. United is required to continue to reimburse the Authority for Customer Improvements Rent (CIR) for Suite 1500 after termination of the Agreement until a replacement tenant is secured, at which time the reimbursement obligation passes to the new tenant.

On April 4, 2019, the Authority and Atlas Air, Inc. (Atlas) entered into a Cargo Building Space Rental Agreement for Suite 1500 and other operating space around the Authority's Cargo Building at the Airport. That Cargo Building Space Rental Agreement supports Atlas' cargo business operations and terminates September 30, 2021.

Atlas and United previously executed a Letter of Agreement (LOA) to clarify responsibility for repayment of the CIR to Authority under the Agreement during the time period that Atlas leases Suite 1500. The LOA terminates September 30, 2021.

This new Cargo Building Space Rental Agreement (SRA) with Atlas is effective October 1, 2021 and terminates September 30, 2027. The Authority or Atlas may terminate the SRA upon 180 days' written notice.

Utilizing Fiscal Year 2022 rates, Atlas will lease Cargo Building space at \$9.15 per square foot and will pay an initial annual O&M Rent of \$1.75 per square foot. Starting October 1, 2022, O&M Rent will increase by 5.5% each year. The CIR will remain at \$965.92/month (amortized 30 years at 5.5%). The Rents under the SRA are as follows:

<b>Company</b>	<b>Suite No.</b>	<b>SF</b>	<b>Annual Warehouse Rent</b>	<b>Initial O&amp;M Rent</b>	<b>Customer Improvements Rent (Lump Sum)</b>	<b>Total Initial Annual Payment</b>
Atlas	1500	7,680	\$70,272.00	\$13,440.00	\$11,591.04	\$95,303.04

This new LOA commences October 1, 2021 and terminates on September 30, 2027. Under the terms of the new LOA, Atlas will assume the obligation for repayment of CIR during the term of its SRA, but will not be responsible for repayment of CIR after termination of its SRA. Upon completion of the term of the SRA or earlier termination of the LOA, United will retain the obligation to repay the outstanding balance of the CIR to Authority. United's obligation will continue until the CIR is paid in full or until the Authority executes a subsequent Cargo Building Space Rental Agreement with a replacement tenant.

Management recommended adoption of Resolution Nos. 2021-94 and 2021-95.

Resolution No. 2021-94 approved and authorized execution of Cargo Building Space Rental Agreement at Tampa International Airport with Atlas Air, Inc.; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

Resolution No. 2021-95 approved and authorized execution of Letter of Agreement at Tampa International Airport between United Airlines, Inc. and Atlas Air, Inc.; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

### Item G3

Cargo Building Space Rental Agreement, Air General, Inc., Tampa International Airport, Resolution No. 2021-96; Cargo Building Space Rental Agreement, Ground Services International Incorporated, d/b/a dnata, Tampa International Airport, Resolution No. 2021-97.

On April 1, 2010, the Authority and Air General, Inc. (Air General) entered into a Cargo Building Space Rental Agreement (Agreement) for Suite 1600 in the Authority's Cargo Building at Tampa International Airport (Airport). The Agreement supports Air General's cargo operations.

On April 1, 2013, the Authority and Ground Services International Incorporated, d/b/a dnata (dnata) entered into an Agreement for Suite 1300 in the Authority's Cargo Building at the Airport. The Agreement supports dnata's operations.

These Agreements both terminate on September 30, 2021.

These new Agreements are effective October 1, 2021 and terminate September 30, 2027. Either party may terminate upon 180 days' written notice.

Utilizing Fiscal Year 2022 rates, the companies will lease Cargo Building space at \$9.15 per square foot and pay an initial annual O&M Rent at \$1.75 per square foot. Starting October 1, 2022, O&M Rent will increase by 5.5% each year. The Rents under the Agreements are as follows:

<b>Company</b>	<b>Suite No.</b>	<b>SF</b>	<b>Annual Rent</b>	<b>Customer Improvements Rent (Lump Sum)</b>	<b>Initial O&amp;M Rent</b>	<b>Total Initial Annual Payments</b>
Air General	1600	15,821	\$144,762.15	\$19,600.20	\$27,686.75	\$192,049.10
dnata	1300	3,840	\$35,136.00	\$0.00	\$6,720.00	\$41,856.00

Management recommended adoption of Resolution Nos. 2021-96 and 2021-97.

Resolution No. 2021-96 approved and authorized execution of Cargo Building Space Rental Agreement at Tampa International Airport with Air General, Inc.; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

Resolution No. 2021-97 approved and authorized execution of Cargo Building Space Rental Agreement at Tampa International Airport with Ground Services International Incorporated, d/b/a dnata; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

Item G4

Ground Service Equipment Facilities Space Rental Agreement, Aircraft Service International, Inc., Tampa International Airport, Resolution No. 2021-98; Ground Service Equipment Facilities Space Rental Agreement (Ramp Maintenance), Aircraft Service International, Inc., Tampa International Airport, Resolution No. 2021-99.

On April 1, 2010, the Authority and Air Service International, Inc (Menzie's) entered into a Ground Service Equipment Facilities Space Rental Agreement (GSE SRA) for Suite 2700. Menzie's performs Ground Service Equipment (GSE) maintenance for its customers out of Suite 2700.

On April 1, 2010, the Authority and Menzies entered into a GSE SRA (Ramp Maintenance) for Suite 2500. Menzies performs GSE maintenance for its customers out of Suite 2500.

These GSE SRAs will terminate on September 30, 2021.

These new GSE SRAs with Menzies are effective October 1, 2021 and terminate on September 30, 2027. Either party may terminate upon 180 days' written notice.

Utilizing Fiscal Year 2022 rates, Menzies will pay GSE Building Rent at \$9.15 per square foot and pay an initial annual O&M Rent of \$1.75 per square foot. O&M Rent will increase by 5.5% each year. The Rents under the GSE SRAs are as follows:

<b>Company</b>	<b>Suite No.</b>	<b>SF</b>	<b>Annual GSE Building Rent</b>	<b>Initial O&amp;M Rent</b>	<b>Customer Improvements Rent (Lump Sum)</b>	<b>Total Initial Annual Payments</b>
Menzies	2700	5,177	\$47,369.55	\$9,059.75	\$9,423.24	\$65,852.54
Menzies	2500	3,840	\$35,136.00	\$6,720.00	\$8,257.08	\$50,113.08

Management recommended adoption of Resolution Nos. 2021-98 and 2021-99.

Resolution No. 2021-98 approved and authorized execution of Ground Service Equipment Facilities Space Rental Agreement at Tampa International Airport with Aircraft Services International, Inc.; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

Resolution No. 2021-99 approved and authorized execution of Ground Service Equipment Facilities Space Rental Agreement (Ramp Maintenance) at Tampa International Airport with Aircraft Services International, Inc.; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

Item G5

Space Rental Agreement, DAL Global Services, LLC, Tampa International Airport, Resolution No. 2021-101; Space Rental Agreement, United Service Organizations, Inc., Tampa International Airport, Resolution No. 2021-100.

DAL Global Services, LLC (Unifi) leases office space from the Authority through a Space Rental Agreement (SRA) in support of its ground handling operations at Tampa International Airport (Airport). Unifi entered into its current SRA with the Authority on November 6, 2014.

United Service Organizations, Inc. (USO) leases office space from the Authority through a SRA in support of its ground handling operations at the Airport. USO provides a public service for the Airport and its customers, and in return is not charged rent for 1,140 SF of office space. USO entered into its current SRA with the Authority on August 1, 2012.

These SRAs terminate on September 30, 2021.

These new SRAs have a six (6) year term effective from October 1, 2021 through September 30, 2027. Either party may terminate each SRA upon thirty (30) days' written notice.

Utilizing Fiscal Year 2021 rates, these new SRAs lease ticket level counter space and ticket level counter office space at \$217.13 per square foot and airside building (ramp operations) space at \$85.54 per square foot. These new SRAs provide for an annual rental rate adjustment.

Tenant	Ticketing Level	Airside Building	Total Annual	Total Monthly
Unifi		827 SF \$70,741.58	\$70,741.58	\$5,895.13
USO	1,140 F \$0.00		\$0.00	\$0.00

Management recommended adoption of Resolution Nos. 2021-101 and 2021-100.

Resolution No. 2021-101 approved and authorized execution of Space Rental Agreement at Tampa International Airport with DAL Global Services, LLC; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

Resolution No. 2021-100 approved and authorized execution of Space Rental Agreement at Tampa International Airport with United Service Organizations, Inc.; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents

#### Item G6

Space Rental Agreement, Baggage Airline Guest Services, Inc., Tampa International Airport, Resolution No. 2021-127.

Baggage Airline Guest Services, Inc. (BAGS) currently offers curbside check-in for certain air carriers at Tampa International Airport under a Letter of Agreement that was entered into with the Authority on February 2, 2021. The Letter of Agreement expires July 31, 2021.

This Space Rental Agreement (SRA) has a six (6) year term effective from August 1, 2021 through September 30, 2027. Either party may terminate the SRA upon thirty (30) days' written notice.

Utilizing Fiscal Year 2021 rates, this SRA leases to BAGS curbside space at \$217.13 per square foot. This SRA provides for an annual rental rate adjustment.

<b>BAGS, Inc. Lease in FY21 Rates</b>				
<b>Location</b>	<b>FY21 \$/SF</b>	<b>SF</b>	<b>Annual Rent</b>	<b>Monthly Rent</b>
AA-DL Curb (2 positions)	\$217.13	140	\$30,398.20	\$2,533.18
UA Curb (1 position)	\$217.13	69	\$14,981.97	\$1,248.50
Total, plus applicable taxes		209	\$45,380.17	\$3,781.68

Management recommended adoption of Resolution No. 2021-127.

Resolution No. 2021-127 approved and authorized execution of Space Rental Agreement at Tampa International Airport with Baggage Airline Guest Services, Inc.; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

Item G7

Space Rental Agreement (Radio Base Station), Aircraft Service International, Inc., Tampa International Airport, Resolution No. 2021-103; Space Rental Agreement (Radio Base Station), Air Canada, Tampa International Airport, Resolution No. 2021-114; Space Rental Agreement (Radio Base Station), British Airways PLC, Tampa International Airport, Resolution No. 2021-102; Space Rental Agreement (Radio Base Station), DAL Global, LLC, Tampa International Airport, Resolution No. 2021-104.

The Authority and Aircraft Service International, Inc. (Menzies) entered into a Space Rental Agreement for Radio Base Station (Agreement) on March 1, 2018.

The Authority and Air Canada entered into an Agreement on October 1, 2010.

The Authority and British Airways PLC (British Airways) entered into an Agreement on June 2, 2004.

The Authority and DAL Global, LLC (Unifi) entered into an Agreement on April 1, 2021.

These Agreements all expire on September 30, 2021.

These new Agreements will be effective October 1, 2021 and terminate September 30, 2027. Either party may terminate the Agreement with thirty (30) days' written notice. The rent for each radio base station under each Agreement is \$1,200.00 per year or \$100.00 per month.

Management recommended adoption of Resolution Nos. 2021-103, 2021-114, 2021-102 and 2021-104.

Resolution No. 2021-103 approved and authorized execution of Space Rental Agreement (Radio Base Station) at Tampa International Airport with Aircraft Service International, Inc.; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

Resolution No. 2021-114 approved and authorized execution of Space Rental Agreement (Radio Base Station) at Tampa International Airport with Air Canada; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

Resolution No. 2021-102 approved and authorized execution of Space Rental Agreement (Radio Base Station) at Tampa International Airport with British Airways PLC; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

Resolution No. 2021-104 approved and authorized execution of Space Rental Agreement (Radio Base Station) at Tampa International Airport with DAL Global, LLC; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

#### Item G8

Aviation Support Ground Lease, Aircraft Service International, Inc., Tampa International Airport, Resolution No. 2021-105.

On October 1, 2010, the Authority and Aircraft Service International, Inc. (Menzies) entered into an Aviation Support Ground Lease for three parcels of land each having a 10,000 gallon fuel tank (two above-ground owned by Menzies and one below-ground owned by the Authority) in order to dispense fuel for Ground Service Equipment (GSE). The current Aviation Support Ground Lease is contingent upon Menzies' Operating Agreement for Ground Handlers, supports Menzies' ground handling operations, and terminates on September 30, 2021.

This new Aviation Support Ground Lease (Lease) is for an initial term of October 1, 2021 to September 30, 2025 with two, one-year renewal options. Under the Lease, Menzies will lease three parcels of land each having a 10,000 gallon fuel tank owned by the Authority (two above-ground tanks and one below-ground tank) in order to dispense fuel for GSE. Either party may terminate the Lease with 180 days' written notice. Menzies may exercise the renewal options with 120 days' written notice and approval by Authority, and the Lease is contingent upon Menzies maintaining an Operating Agreement for Ground Handlers. The Authority will increase land and surface improvement rates (Ground Rent) by 2.15% beginning October 1, 2022 and continuing on October 1 of each year thereafter throughout the initial term. If the first renewal option is exercised, the Authority will increase Ground Rent to fair market value at the end of the initial term. If the second renewal option is exercised, the Authority will increase Ground Rent by 2.15% beginning October 1, 2026 and continuing through September 30, 2027.

Premises and Rent:

<b>Lease:</b>						
<b>Parcel</b>	<b>Unit</b>	<b>Unit Price</b>	<b>Subtotal</b>	<b>Annual Rent</b>	<b>Monthly Rent</b>	<b>Premises Description</b>
Parcel 1	1000	\$0.72	\$720.00			Land
(Airside C)	1000	\$0.16	\$160.00			Surface Improvement
	1	\$5,503.13	\$5,503.13			Above-Ground Tank
				\$6,383.13	\$531.93	Total
Parcel 2	646	\$0.72	\$465.12			Land
(Airside D)	646	\$0.16	\$103.36			Surface Improvement
	1	\$5,503.13	\$5,503.13			Above-Ground Tank
				\$6,071.61	\$505.97	Total
Parcel 3	1000	\$0.72	\$720.00			Land
(Airside E)	1	\$5,503.13	\$5,503.13			Below-Ground Tank
				\$6,223.13	\$518.59	Total
<b>Total</b>				<b>\$18,677.87</b>	<b>\$1,556.49</b>	
Current Lease				\$7,671.61	\$639.30	
Increase				\$11,006.26	\$917.19	

The Lease is a triple net lease and Menzies will be responsible for all obligations normally imposed on the owner of real estate with respect to the Premises, including but not limited to, utilities, janitorial services, property taxes, insurance, and all structural maintenance and repairs. Under the Lease, the Authority will have no responsibility to make any repairs or maintenance to the Premises if such required repairs or maintenance are due to any misuse, improper conduct, omission, negligence, or conduct of unauthorized business on the Premises by Menzies. Should the Authority elect to make repairs or maintenance occasioned by these occurrences, Menzies will pay all such costs and expenses incurred by the Authority, plus an administrative charge, within fifteen (15) days from the date of invoice for such repairs or maintenance. Failure of Menzies to pay will be an event of default under the Lease.

Management recommended adoption of Resolution No. 2021-105.

Resolution No. 2021-105 approved and authorized execution of Aviation Support Ground Lease at Tampa International Airport with Aircraft Service International, Inc.; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

#### Item G9

Letter of Agreement for Temporary Use of Land for Excess Automobile Parking, Tampa H Automotive Management, LLC, Resolution No. 2021-106.

In February 2021, the Authority entered into a Letter of Agreement (LOA) with Tampa H Automotive Management, LLC (Tampa H) for the temporary use of a vacant lot located at 4113 Columbus Drive for a period of six (6) months. Tampa H now desires to continue leasing the vacant lot for one (1) year.

Staff recommended approval of LOA for Temporary Use of Land for Excess Automobile Parking with Tampa H for the lease of approximately 2 acres of unimproved land located at 4113 Columbus Drive for storage of excess new cars. The LOA will have a Commencement Date of August 10, 2021 and terminate on August 9, 2022. Either party may terminate the LOA upon 30 days' written notice. Monthly rent paid by Tampa H under the LOA will be \$8,276.40 plus taxes, for a total annual rent of \$99,316.80.

Management recommended adoption of Resolution No 2021-106.

Resolution No. 2021-106 approved and authorized execution of Letter of Agreement for Temporary Use of Land for Excess Automobile Parking at Tampa International Airport with Tampa H Automotive Management, LLC; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

#### Item G10

On May 1, 2014, Leading Edge Aviation Services, Inc. and Skyport Holdings Tampa, LLC (Skyport) entered into an Assignment and Assumption Agreement as a result of which Skyport became the Fixed Base Operator at Tampa Executive Airport (VDF). Skyport Properties, LLC (Company) was created by the owners of Skyport with the intent to construct a new hangar facility at VDF.

Under this Ground Lease Agreement (Agreement), Company will lease approximately .95 acres (Premises) at VDF for the construction, operation and maintenance of a new hangar for aircraft storage and related ancillary uses. Company will invest approximately \$1,200,000 to construct the new hangar with a minimum square footage of 11,000 square feet. Company will provide all improvements to support the new hangar including, but not limited to, landscaping, utility connections, aircraft apron and parking areas. During the first three years of the Agreement, Company will have the option to lease an additional .95 acres to build a second hangar.

The Agreement is effective upon Board signature and expires on the 20<sup>th</sup> anniversary of the Commencement Date. The Agreement allows for two, five-year renewal options if approved by the Authority's CEO. Upon termination of the Agreement, the new hangar reverts to the Authority. If Company exercises both renewal options, Company will have the first right to enter into a new lease for the Premises, including the hangar. Ground rent under the Agreement is \$0.30 per square foot of land for the first year of the Agreement and will increase annually by 2.15%. Every 5 years rent will be adjusted based on the current fair market rental value, but the adjusted rent will not be less than the previous year's rent. In addition, Company will pay rent for the existing Pond at a rate of \$0.05

per square foot. The combined annual rent for the first year of the Agreement will be \$14,518 with monthly payments of \$1,210 plus applicable taxes.

Management recommended adoption of Resolution No 2021-126.

Resolution No. 2021-126 approved and authorized execution of Ground Lease Agreement at Tampa Executive Airport with Skyport Properties, LLC; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

Item G11

Authorization for Expenditure of Federal Forfeiture Funds, Tampa International Airport.

Under provisions of the U.S. Department of Treasury Guide to Equitable Sharing for Foreign Countries and Federal, State and Local Law Enforcement Agencies (Guide), Federal forfeiture funds shared with local law enforcement agencies must be expended for law enforcement purposes.

Authority Standard Procedure S440.14 requires expenditures from Federal forfeiture funds to be made only after approval from Legal Affairs and the Authority Board. Legal Affairs has reviewed this request and agrees with the expenditures.

Authorize the expenditure of Federal forfeiture funds to be used by the Tampa International Airport Police Department for a maximum purchase authorization of \$3,200 for CORT, the Canine Odor Recognition Training system.

This item is included in the Federal Forfeiture Funds Budget.

The Chief Executive Officer recommended the Board authorize the expenditure of Federal forfeiture funds and authorize the Chief Executive Officer or his designee to execute all other ancillary documents.

The Board acted on this by motion; no resolution was required.

Item G12

Authorization to Dispose of Surplus Property, Tampa International Airport.

The following property has been determined to be surplus and serves no useful function or the continued use is uneconomical or inefficient.

<u>Description</u>	<u>QTY</u>	<u>Year Purchased</u>	<u>Asset Tag</u>
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Screening Equipment	1	Donated by airline more than 10 years ago	N/A
2014 Toyota Tacoma	1	2014	127496
2012 Ford E-450 Shuttle Bus	1	2012	124340
Paint Striper Machine	1	N/A	127406
Taylor Dunn Water Buffalo	1	N/A	N/A
Briggs & Stratton Generator	1	N/A	121907
Honda Concrete Asphalt Grinder	1	N/A	102439
60' GPU Cables	11	N/A	N/A
Various Dell Desktop Computers	8	N/A	N/A
Various APC Batteries	25	N/A	N/A
Various Monitors	72	N/A	N/A

Designate the above property as surplus and authorize disposal in accordance with Chapter 274, Florida Statutes. The computer equipment will be donated to the Hillsborough County School District or otherwise properly disposed of. Surplus property will be publicly advertised and auctioned at Tampa Machinery Auction, Inc., Bay Area Auction Services, or GovDeals.com, an internet-based auction system.

The Chief Executive Officer recommended the Board designate the above property as surplus and authorize disposal in accordance with Chapter 274, Florida Statutes.

The Board acted on this by motion; no resolution was required.

### Item G13

Renewal to Contract for State Legislative Consulting Services, GrayRobinson, P.A., Tampa International Airport.

On October 4, 2018, the Board awarded a Contract for State Legislative Consulting Services (Contract) to GrayRobinson, P.A. for one-year, with three, one-year renewal options at the discretion of the Board, in a not-to-exceed amount of \$423,000, including the renewal options. This Contract provides consulting services related to State governmental affairs, including serving as a liaison for the Authority with key State legislators, legislative staff and executive agencies, identifying grant funding and appropriation sources, and advocating on behalf of the Authority on specific bills and issues of interest and benefit to the Authority.

Authorize the third and final renewal option of the Contract with GrayRobinson, P.A. for the period of October 4, 2021 through October 3, 2022 at the same prices, terms and conditions. The Authority may cancel the Contract with thirty days' written notice.

This item is included in the O&M Budget.

The Chief Executive Officer recommended the Board authorize the renewal of the Contract for State Legislative Consulting Services with GrayRobinson, P.A. and authorize the Chief Executive Officer or his designee to execute all other ancillary documents.

The Board acted on this by motion; no resolution was required.

Item G14

Purchase Orders, Annual Mulch Application, iMulchfl, Inc., Tampa International Airport.

This award provides for the annual application of approximately 1,500 cubic yards of mulch in various landscape locations at Tampa International Airport. In 2019, iMulchfl, Inc. was awarded a one-year purchase order for this service with a one-year renewal option, which the Authority exercised in 2020.

An Invitation to Bid for Annual Mulch Application was issued on May 7, 2021.

On June 24, 2021, bids were publicly opened and read aloud as follows:

<u>Company Name</u>	<u>Bid Amount</u>
iMulchfl, Inc.	\$273,000
T&N Lawn Masters LLC	\$339,000
Landscaping & Lawn Service, Inc.	\$372,000

The lowest responsive and responsible bidder is iMulchfl, Inc.

No specific goal for W/MBE participation was established.

This item authorizes the issuance of purchase orders to iMulchfl, Inc. for annual mulch application services at Tampa International Airport for a term of three (3) years with one (1) discrete two-year renewal option to be authorized at the discretion of the Chief Executive Officer or his designee for a maximum purchase authorization of \$300,000, including the renewal option. The Authority's Director of Maintenance or designee may authorize extra work at the negotiated price.

This item is included in the O&M Budget.

The Chief Executive Officer recommended the Board authorize the issuance of purchase orders to iMulchfl, Inc. and authorize the Chief Executive Officer or his designee to execute all other ancillary documents.

The Board acted on this by motion; no resolution was required.

#### Item G15

Agreement for Off-Airport Parking Concession, A-1 Express Services, Inc., Tampa International Airport, Resolution No. 2021-82; Agreement for Off-Airport Parking Concession, GPIF A7 Westshore Operator, LLC, Tampa International Airport, Resolution No. 2021-83; Agreement for Off-Airport Parking Concession, Great Lakes Investments, LLC, Tampa International Airport, Resolution No. 2021-84; Agreement for Off-Airport Parking Concession, Premium Parking Service, LLC, Tampa International Airport, Resolution No. 2021-85; Agreement for Off-Airport Parking Concession, Safeway Parking, LLC, Tampa International Airport, Resolution No. 2021-86.

On August 2, 2018, the Board approved separate Agreements for Off-Airport Parking Concession (Agreements) with A-1 Express Services, Inc., Arden Fund II ICT Operator, LLC (now known as GPIF A7 Westshore Operator, LLC), and Great Lakes Investments, LLC. Subsequently, the Board approved an Agreement with Premium Parking Service, LLC on August 1, 2019 and an Agreement with Safeway Parking, LLC on December 3, 2020. These Agreements all expire on September 30, 2021.

This item approves and authorizes new Agreements with each of these companies to operate an off-airport parking concession and to provide transportation for Tampa International Airport customers to their off-airport location by courtesy vehicle.

The new Agreements will commence on October 1, 2021 and will expire on September 30, 2024. In accordance with Authority Policy P823, the companies will each pay a privilege fee of eight and one-half percent (8.5%) of gross receipts. The companies will also pay a vehicle per-trip fee of \$4.50 each time a company courtesy vehicle enters Tampa International Airport to pick up Airport customers. Each Agreement can be terminated by the Authority, with or without cause, upon thirty (30) days written notice.

Management recommended adoption of Resolution Nos. 2021-82, 2021-83, 2021-84, 2021-85, and 2021-86.

Resolution No. 2021-82 approved and authorized execution of Agreement for Off-Airport Parking Concession at Tampa International Airport with A-1 Express Services, Inc.; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

Resolution No. 2021-83 approved and authorized execution of Agreement for Off-Airport Parking Concession at Tampa International Airport with GPIF A7 Westshore Operator, LLC; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

Resolution No. 2021-84 approved and authorized execution of Agreement for Off-Airport Parking Concession at Tampa International Airport with Great Lakes Investments, LLC; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

Resolution No. 2021-85 approved and authorized execution of Agreement for Off-Airport Parking Concession at Tampa International Airport with Premium Parking Service, LLC; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

Resolution No. 2021-86 approved and authorized execution of Agreement for Off-Airport Parking Concession at Tampa International Airport with Safeway Parking, LLC; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

#### Item G16

Use and Permit Agreement for Off-Airport Rental Car Concession, Via Global Corporation d/b/a Via Car Rental, Tampa International Airport, Resolution No. 2021-107.

Via Global Corporation d/b/a Via Car Rental (Via) is a locally based rental car company which began operating in February 2021.

Via desires to execute a Use and Permit Agreement for Off-Airport Rental Car Concession (Agreement) at Tampa International Airport (Airport). Off-airport rental car companies do not occupy space in the Rental Car Center. Via operates its off-airport rental car business from 3104 N. Armenia Avenue.

This item approves and authorizes an Agreement with Via to operate an off-airport rental car concession. The term of the Agreement is August 5, 2021 through September 30, 2023. The Authority may terminate the Agreement, with or without cause, upon thirty (30) days written notice. In accordance with Authority Policy P822, Via will pay a privilege fee of nine percent (9%) of Gross Receipts. Additionally, Via will pay a vehicle per-trip fee of \$4.50 for its courtesy vehicles through the Authority's Automated Vehicle Identification system. Lastly, Via will pay the Authority a Transportation Facility Charge (TFC) of \$2.00 per rental transaction day.

The Agreement requires Via to report non-airport business which is exempt from inclusion in Gross Receipts.

Management recommended adoption of Resolution No. 2021-107.

Resolution No. 2021-107 approved and authorized execution of Use and Permit Agreement for Off-Airport Rental Car Concession at Tampa International Airport with Via Global Corporation d/b/a Via Car Rental; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

Chairman Harrod then proceeded to Policies or Rules for Consideration or Action.

The following item was contained in Policies or Rules for Consideration or Action.

Item H1

Update to Policy Manual, Revisions to Policy for Approval, Policy P410, Procurement, presented by Damian Brooke.

Policy P410, Procurement, establishes guidelines for the procurement of construction, improvements, repairs, or work of any nature, as well as equipment, materials, supplies, and services.

Currently, Policy P410 provides an exemption for certain expenditures from the competitive selection process. Staff recommends revising Policy P410 to include commercial advertising as an exempt expenditure. This change will facilitate off-premises advertising and promotion of the Authority's facilities through specialized media selected for unique target audiences. Contracts for the Authority's on-premises advertising program, which provide targeted messaging to guests on Authority-owned facilities or property, will continue to be subject to a competitive selection process.

Staff also recommends revising Policy P410 to update the names of business development and tourism related organizations for whom membership expenditures are also exempted from the competitive selection process.

The Chief Executive Officer recommended approval of the revisions to Policy P410, Procurement.

Upon motion of Robert Watkins, seconded by General Diehl, Update to Policy Manual, Revisions to Policy for Approval, Policy P410, Procurement was unanimously approved by all Board Members present. No resolution was required.

There were no Committee Reports. Chairman Harrod moved on to Unfinished Business.

The following items were contained in Unfinished Business.

Item J1

Amendment No. 3 to Lease and Concessions Contract, Host International, Inc., Package 1, Tampa International Airport, Resolution No. 2021-115; Amendment No. 2 to Lease and Concessions Contract, Host International, Inc., Package 6, Tampa International Airport, Resolution No. 2021-116; Amendment No. 2 to Lease and Concessions Contract, HBF Tampa Partners JV, LLC, Tampa International Airport, Resolution No. 2021-117; Amendment No. 2 to Lease and Concessions Contract, HG Tampa JV, Tampa International Airport, Resolution No. 2021-118; Amendment No. 2 to Lease and Concessions Contract, Newslink of Tampa, LLC, Tampa International Airport, Resolution No. 2021-

119; Amendment No. 2 to Lease and Concessions Contract, Paradies-TPA 2014, LLC, Tampa International Airport, Resolution No. 2021-120; Amendment No. 3 to Lease and Concessions Contract, Stellar Partners Tampa, LLC, Tampa International Airport, Resolution No. 2021-121; Amendment No. 3 to Lease and Concessions Contract, SSP America, Inc., Tampa International Airport, Resolution No. 2021-122; Amendment No. 2 to Lease and Concessions Contract, TPA Hospitality Partners, LLC, Package 3, Tampa International Airport, Resolution No. 2021-123; Amendment No. 2 to Lease and Concessions Contract, TPA Hospitality Partners, LLC, Package 5, Tampa International Airport, Resolution No. 2021-124, presented by Laurie Noyes.

Host International, Inc., HBF Tampa Partners JV, LLC, HG Tampa JV, Newslink of Tampa, LLC, Paradies-TPA 2014, LLC, Stellar Partners Tampa, LLC, SSP America, Inc., and TPA Hospitality Partners, LLC (collectively, Concessionaires) currently operate at Tampa International Airport (Airport) pursuant to separate Lease and Concessions Contracts (Lease). Under each respective Lease, Concessionaires owe certain fees to the Authority in exchange for operating at the Airport. Each Lease Term is currently 10 years from the opening of the respective Concession locations.

On August 6, 2020, the Board authorized amending each Lease to allow for an abatement and relief period of Minimum Annual Privilege Fees (MAPF) and Premises Rent due to the significant disruption to business resulting from the COVID-19 pandemic. This abatement and relief period expires on September 30, 2021.

Staff recommends amending the Leases to fortify the Concessions program for long-term viability. The recommended amendments include 1) resetting the MAPF to the initial MAPF under each Lease beginning October 1, 2021, 2) adding a Lease provision to mitigate future risk by reducing the Privilege Fee in the event of a prolonged reduction of enplanements at the Airport, and 3) extending each Lease Term by an additional two (2) years. The Authority may, at any time during this additional two (2) years, terminate a Lease at its sole discretion upon sixty (60) days' written notice.

Management recommended adoption of Resolution Nos. 2021-115, 2021-116, 2021-117, 2021-118, 2021-119, 2021-120, 2021-121, 2021-122, 2021-123 and 2021-124.

Upon motion of Robert Watkins, seconded by General Diehl, Amendment No. 3 to Lease and Concessions Contract at Tampa International Airport with Host International, Inc., Package 1 was unanimously approved by all Board Members present; and the Chief Executive Officer or his designee was authorized to execute all other ancillary documents by adoption of Resolution No. 2021-115.

Upon motion of Robert Watkins, seconded by General Diehl, Amendment No. 2 to Lease and Concessions Contract at Tampa International Airport with Host International, Inc., Package 6 was unanimously approved by all Board Members present; and the Chief Executive Officer or his designee was authorized to execute all other ancillary documents by adoption of Resolution No. 2021-116.

Upon motion of Robert Watkins, seconded by General Diehl, Amendment No. 2 to Lease and Concessions Contract at Tampa International Airport with HBF Tampa Partners JV, LLC was unanimously approved by all Board Members present; and the Chief Executive Officer or his designee was authorized to execute all other ancillary documents by adoption of Resolution No. 2021-117.

Upon motion of Robert Watkins, seconded by General Diehl, Amendment No. 2 to Lease and Concessions Contract at Tampa International Airport with HG Tampa JV was unanimously approved by all Board Members present; and the Chief Executive Officer or his designee was authorized to execute all other ancillary documents by adoption of Resolution No. 2021-118.

Upon motion of Robert Watkins, seconded by General Diehl, Amendment No. 2 to Lease and Concessions Contract at Tampa International Airport with Newslink of Tampa, LLC was unanimously approved by all Board Members present; and the Chief Executive Officer or his designee was authorized to execute all other ancillary documents by adoption of Resolution No. 2021-119.

Upon motion of Robert Watkins, seconded by General Diehl, Amendment No. 2 to Lease and Concessions Contract at Tampa International Airport with Paradies-TPA 2014, LLC was unanimously approved by all Board Members present; and the Chief Executive Officer or his designee was authorized to execute all other ancillary documents by adoption of Resolution No. 2021-120.

Upon motion of Robert Watkins, seconded by General Diehl, Amendment No. 3 to Lease and Concessions Contract at Tampa International Airport with Stellar Partners Tampa, LLC was unanimously approved by all Board Members present; and the Chief Executive Officer or his designee was authorized to execute all other ancillary documents by adoption of Resolution No. 2021-121.

Upon motion of Robert Watkins, seconded by General Diehl, Amendment No. 3 to Lease and Concessions Contract at Tampa International Airport with SSP America, Inc. was unanimously approved by all Board Members present; and the Chief Executive Officer or his designee was authorized to execute all other ancillary documents by adoption of Resolution No. 2021-122.

Upon motion of Robert Watkins, seconded by General Diehl, Amendment No. 2 to Lease and Concessions Contract at Tampa International Airport with TPA Hospitality Partners, LLC, Package 3 was unanimously approved by all Board Members present; and the Chief Executive Officer or his designee was authorized to execute all other ancillary documents by adoption of Resolution No. 2021-123.

Upon motion of Robert Watkins, seconded by General Diehl, Amendment No. 2 to Lease and Concessions Contract at Tampa International Airport with TPA Hospitality Partners, LLC, Package 5 was unanimously approved by all Board Members present; and the Chief Executive Officer or his designee was authorized to execute all other ancillary documents by adoption of Resolution No. 2021-124.

## Item J2

Amendment No. 2 to Lease and Concessions Contract, WDFG North America, LLC, Tampa International Airport, Resolution No. 2021-125, presented by Laurie Noyes.

WDFG North America, LLC (WDFG) currently holds the Lease and Concessions Contract (Contract) for duty-free services at Tampa International Airport's Airsides E and F.

On August 6, 2020, the Board authorized amending the Contract to allow for an abatement and relief period of the Minimum Annual Privilege Fees (MAPF) and Premises Rent due to the significant disruption to business resulting from the COVID-19 pandemic. That abatement and relief period expires on September 30, 2021. The duty-free business is primarily supported by international travel which remains severely impacted by the COVID-19 pandemic.

Amendment No. 2 will eliminate the MAPF payable by WDFG under the Contract beginning October 1, 2021. WDFG will still be required to pay the current Percentage Fee of 18% of all Gross Receipts for each Contract Year.

Management recommended adoption of Resolution No. 2021-125.

Upon motion of Robert Watkins, seconded by General Diehl, Amendment No. 2 to Lease and Concessions Contract at Tampa International Airport with WDFG North America, LLC was unanimously approved by all Board Members present; and the Chief Executive Officer or his designee was authorized to execute all other ancillary documents by adoption of Resolution No. 2021-125.

## Item J3

Part 2 Contract for Design-Build Services, Monorail System Decommissioning and Moving Walkway Installation, HCAA Project No. 8315 20, Manhattan Construction Company, Tampa International Airport, Resolution No. 2021-108, presented by Jeff Siddle.

This Project will install moving walkways on Level 4 in the Long Term Parking Garage (LTPG) aligned with the existing elevator cores. Access to the Main Terminal from Level 4 in the LTPG will be across the new pedestrian bridge.

In addition, this Project will remove all portions of the existing monorail system, maintenance facility, guideway, equipment and other apparatus associated with the monorail system infrastructure. This will increase the number of parking spaces in both the Short Term Parking Garage (STPG) and the LTPG.

On October 30, 2019, a Request for Qualifications entitled Monorail System Decommissioning and Moving Walkway Installation at Tampa International Airport was issued.

On March 5, 2020, the Board approved negotiations with the number one ranked firm, Manhattan Construction Company.

On June 4, 2020, the Board approved a Part 1 Contract for Design-Build Services in the amount of \$2,288,048 for design of the Project.

The scope of work of this Part 2 Contract for Design-Build Services will include the installation of the moving walkways and the structural steel for all required structural improvements.

The maximum purchase authorization for this Part 2 Contract for Design-Build Services will be \$14,137,731, bringing the total combined Project Contract amount-to-date to \$16,425,779.

This Part 2 Contract for Design-Build Services will incorporate a W/MBE participation of 23.2% for design and 12.0% for construction.

Per Authority Policy P410, staff may authorize use of the Owner's Direct Purchase program for construction materials and supplies, if appropriate.

This item is included in the Capital Budget.

Management recommended adoption of Resolution No. 2021-108.

Upon motion of Robert Watkins, seconded by General Diehl, Part 2 Contract for Design-Build Services, Monorail System Decommissioning and Moving Walkway Installation, HCAA Project No. 8315 20 at Tampa International Airport with Manhattan Construction Company was unanimously approved by all Board Members present; staff was authorized to use Owner's Direct Purchase Program, if appropriate; and the Chief Executive Officer or his designee was authorized to execute all other ancillary documents by adoption of Resolution No. 2021-108.

Chairman Harrod then moved on to New Business. The following items were contained in New Business.

#### Item K1

Construction Contract, Part 139 Airfield Improvements, HCAA Project Nos. 6865 21 and 6750 21, Astra Construction Services, LLC, Tampa International Airport, Resolution No. 2021-109, presented by Jeff Siddle.

This Project includes grading and drainage improvements in seven areas within or near the runway safety areas at Tampa International Airport. Also included are modifications to in-pavement electrical manholes, junction can lid replacement, partial depth junction can patch repairs, airfield electrical

conduit and cable replacement, asphalt pavement demolition and replacement, asphalt pavement crack repairs and seal coating, and airfield pavement marking installation. A low bid solicitation was posted on May 14, 2021.

On June 29, 2021, bids were publicly opened and read aloud as follows:

<u>Company Name</u>	<u>Bid Amount</u>
Astra Construction Services, LLC	\$3,625,000.00
Crisdel Group, Inc.	\$3,785,227.50
*David Nelson Construction Co.	\$4,033,852.00
*Ajax Paving Industries of Florida, LLC	\$4,057,404.50
*Kiewit Infrastructure South Co.	\$4,958,127.00

\*David Nelson Construction Co., Ajax Paving Industries of Florida, LLC, and Kiewit Infrastructure South Co. were deemed non-responsive for failing to meet the prescribed DBE Goal and also failed to provide sufficient Good Faith Efforts documentation.

The lowest responsive and responsible bidder is Astra Construction Services, LLC.

A DBE Goal participation rate of 17.2% was prescribed and a DBE Goal participation rate of at least 58.4% is incorporated into this Contract.

This item is included in the Capital Budget.

Management recommended adoption of Resolution No. 2021-109.

Upon motion of Robert Watkins, seconded by General Diehl, Construction Contract for Part 139 Airfield Improvements at Tampa International Airport with Astra Construction Services, LLC in the amount of \$3,625,000.00 was unanimously approved by all Board Members present; rejection of bids received from David Nelson Construction Co., Ajax Paving Industries of Florida, LLC, and Kiewit Infrastructure South Co. as non-responsive was approved; and the Chief Executive Officer or his designee was authorized to execute all other ancillary documents by adoption of Resolution No. 2021-109.

#### Item K2

Contract for Special Legal Services, Baker, Donelson, Bearman, Caldwell & Berkowitz, PC, Tampa International, Peter O. Knight, Tampa Executive and Plant City Airports, Resolution No. 2021-110, presented by Michael Kamprath.

Baker, Donelson, Bearman, Caldwell & Berkowitz, PC has previously provided advice and counsel in the area of environmental law and other related matters for Tampa International, Peter O. Knight, Tampa Executive and Plant City Airports.

Authority Policy P500 authorizes the utilization of non-Authority attorneys without obtaining three quotes or advertisement based upon such factors as needed services, experience, qualifications, geographic location, length of services, and efficiencies.

Authorize execution of a Contract for Special Legal Services for environmental law with Baker, Donelson, Bearman, Caldwell & Berkowitz, PC for a three-year period beginning October 1, 2021 and continuing through September 30, 2024 with two, one-year renewal options at the discretion of the Chief Executive Officer or designee. The maximum purchase authorization amount for the term of the Contract, including the renewal options, is \$500,000.

This item is included in the O&M Budget.

Management recommended adoption of Resolution No. 2021-110.

Upon motion of Robert Watkins, seconded by General Diehl, Contract for Special Legal Services at Tampa International, Peter O. Knight, Tampa Executive and Plant City Airports with Baker, Donelson, Bearman, Caldwell & Berkowitz, PC was unanimously approved by all Board Members present; and the Chief Executive Officer or designee was authorized to execute all other ancillary documents by adoption of Resolution No. 2021-110.

### Item K3

Hillsborough County Aviation Authority Act Legislative Recodification, Tampa International Airport, Tampa Executive Airport, Peter O. Knight Airport, Plant City Airport, Resolution No. 2021-81, presented by Gina Evans.

Pursuant to Chapter 2012-234, Laws of Florida, as amended by Chapter 2014-250, Laws of Florida, the Hillsborough County Aviation Authority Act (Act) was codified as a compilation of all previous existing legislation relating to the Authority. It was the intent of the Legislature to provide a single, comprehensive special act charter for the Authority, including all then current legislative authority granted to the Authority by its several legislative enactments and any additional authority granted by the Act. The codification also acted as a reviser's bill, deleting provisions which had expired, had served their purpose or had been impliedly, repealed or superseded; replacing incorrect cross-references and citations; correcting grammatical, typographical, and like errors; removing inconsistencies and redundancies; improving clarity and facilitation of correct interpretation; defining frequently used terms; and reflecting standard business practices required for an independent special district such as the Authority to conduct its business. Pursuant to Section 18, Recodification, of the Act, prior to July 1, 2022, and every ten years thereafter, the Hillsborough County Legislative

Delegation (Delegation) is required to review the Act for the purpose of determining whether there is a need for recodification. If it is determined that there is such a need, the Delegation may require the Authority to accomplish the recodification and prepare or cause to be prepared such legislation as may be necessary for such purpose.

Authority staff has reviewed the Act and in conjunction with the Delegation recommends recodification of the Act.

Management recommended adoption of Resolution No. 2021-81.

Upon motion of Robert Watkins, seconded by General Diehl, recodification of the Hillsborough County Aviation Authority Act was unanimously approved by all Board Members present; and the Chief Executive Officer or his designee was authorized to execute all other ancillary documents by adoption of Resolution No. 2021-81.

#### Item K4

Purchase Order(s), Data Communication Products and Services utilizing State of Florida Department of Management Services Contract No. 43220000-NASPO-19-ACS, Presidio Networked Solutions, LLC through Cisco Systems, Inc. and Juniper Networks, Inc., Tampa International Airport, presented by Marcus Session.

This authorization provides a mechanism for the Information Technology Services Department to procure data communications products and services for the following categories on an as needed basis:

- Unified Communications
- Networking
- Routers, Switches, Security, and Storage Networking
- Wireless
- Facility Management, Monitoring and Control

Future requirements include, but are not limited to, GA Facilities Rehabilitation, Airfield Maintenance Building Rehabilitation, Shooter Detection System, Common Use Passenger Processing System (Phase 3), Self Service Bag Drop, network, telecom, AV upgrades, and lifecycle replacements.

Presidio Networked Solutions, LLC is an authorized reseller for both Cisco and Juniper products under the State of Florida Department of Management Services Contract No. 43220000-NASPO-19-ACS.

Authority Policy P410 authorizes the utilization of Federal, State, local or multi-state cooperative purchasing contracts to purchase goods and services without obtaining three quotes or advertisement.

Staff recommends the issuance of purchase orders to Presidio Networked Solutions, LLC for data communication products and services through Cisco Systems, Inc. and Juniper Networks, Inc. utilizing State of Florida Department of Management Services Contract No. 43220000-NASPO-19-ACS for the term of August 5, 2021 through September 30, 2024, with two, one-year renewal options at the discretion of the Chief Executive Officer or designee, contingent upon execution of the respective renewals between the State of Florida Department of Management Services, Presidio Networked Solutions, LLC, Cisco Systems, Inc., and Juniper Networks, Inc., in the maximum purchase authorization of \$7,875,000, including the renewal options.

This item is included in the O&M and Capital Budgets.

The Chief Executive Officer recommended the Board authorize the issuance of purchase orders to Presidio Networked Solutions, LLC for data communication products and services and authorize the Chief Executive Officer or designee to execute all other ancillary documents.

Upon motion of Robert Watkins, seconded by General Diehl, the issuance of Purchase Order(s) for Data Communication Products and Services utilizing State of Florida Department of Management Services Contract No. 43220000-NASPO-19-ACS, Presidio Networked Solutions, LLC through Cisco Systems, Inc. and Juniper Networks, Inc. was unanimously approved by all Board Members present. No resolution was required.

#### Item K5

Proposed Capital and Operating Budget for Fiscal Year 2022, presented by Damian Brooke and Jeff Siddle.

The Florida Uniform Special District Accountability Act of 1989 sets forth general provisions for all special districts. These provisions require that all special districts must adopt a budget by resolution each fiscal year.

The Proposed Capital and Operating Budget for Fiscal Year 2022 is being distributed today to the Board Members for their review, along with a presentation of the Proposed Capital and Operating Budget. The Budget was reviewed with the carriers serving Tampa International Airport on July 27, 2021.

Approval of the Proposed Capital and Operating Budget for Fiscal Year 2022 will be requested at the next Authority Board meeting on September 2, 2021.

No action was required at this time.

## Item K6

CEO Annual Review, presented by Brian Miles.

In accordance with the terms of the Employment Contract with the Authority's Chief Executive Officer (CEO), Authority Board Members must complete a performance evaluation on the CEO and review overall CEO compensation each year.

Four Board Members have completed their evaluations of the CEO and submitted them to the Human Resources Department. One Board Member abstained from providing an evaluation. The CEO was measured in five areas on a scale of 1-5 (with 5 being the highest score). The resulting combined average score is 5.0/5.0.

The Board will review the CEO's performance and compensation, and consider updates to the CEO's Employment Contract.

Chairman Harrod asked the Board Members for their input.

General Diehl started the discussion with the correlation of Mr. Lopano's proactive leadership to the recovery of the Airport in the pandemic.

Robert Watkins was in agreement with General Diehl's comments. Mr. Watkins pointed out that in 2010 the Authority had \$0 in unrestricted cash reserves. Mr. Lopano started with the Authority in 2011 and now in Fiscal Year 2022 it is projected that the Authority will have \$233 million in reserves. This was accomplished in the midst of a pandemic.

Mayor Castor agreed with both Board Members. She knows of businesses that have moved here because of the ease in which they can travel. The leadership, in building this Airport, took into account the needs of a growing community and it has shined through the Covid pandemic.

Chairman Harrod stated that the leadership was quick to recognize that Airside D needed to be put on hold. There were many items that created revenue for the Authority, one of which was the Rates by Resolution. The cost of enplanement still remains at around \$11 while at other Airports it is at \$80 or \$90. The bond rating of 3 out of 4 rating services is AA. The Authority saves over \$10 million a year on future debt for having this type of rating. Chairman Harrod spoke of Breeze airlines as well as the pilots with Frontier Airlines. Chairman Harrod also spoke of the negotiations that took place with the purchase option for SkyCenter One. He explained the different cap rates that the Authority could purchase the building at and the cost savings associated with those cap rates.

Chairman Harrod encouraged the Board to consider a bonus for Mr. Lopano since he did not get one in the last two years. Mr. Lopano had received a bonus 2 years ago of \$150,000 and Chairman Harrod asked to use that as a starting point but would support something higher.

Robert Watkins asked if the contract that was negotiated with Mr. Lopano had a provision about bonuses and meeting certain criteria. General Counsel Stephens clarified that the contract had a 5% increase tied to criteria that would take effect on April 5, 2022, but there was no discussion with respect to bonuses.

General Diehl proposed a \$200,000 bonus.

Mayor Castor agreed that Mr. Lopano should be adequately compensated but, from the government side, she believed that his salary was the only compensation he was entitled to.

Mr. Watkins asked what Mr. Lopano's current salary was and General Counsel Stephens replied that it was approximately \$544,000. Mr. Watkins made a motion that Mr. Lopano receive a bonus of \$250,000. The reason that he proposed this is that, given Mr. Lopano's current salary, he felt the compensation should be significantly higher. This reason for the recommendation of a bonus of that size was due to Mr. Lopano's current performance.

Upon motion of Robert Watkins, and seconded by General Diehl, a bonus of \$250,000 for Mr. Lopano was approved by 3 out of 4 Board Members present. Mayor Castor reluctantly voted against the Motion.

Mr. Lopano thanked the Board for the support he has been given.

The usual Master Plan update from Jeff Siddle was not presented due to the length of the meeting.

Chairman Harrod asked if there was anything else that needed to come before the Board.

Before adjourning the meeting, Mr. Stephens requested an Attorney-Client Closed Session be held at the September 2021 Board Meeting to discuss pending litigation and to seek the Board's direction in terms of settlement and strategy.

With no further business to be brought before the Board, Chairman Harrod adjourned the meeting.

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Gary W. Harrod, Chairman

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Jane Castor, Secretary