

Hillsborough County Aviation Authority
Regular Board Meeting

Thursday, 9:00 a.m.
November 4, 2021

A Regular Board Meeting was convened in the Boardroom, Main Terminal Building, Level 3 at Tampa International Airport, Tampa, Florida, on Thursday, November 4, 2021.

Members present were: Gary Harrod, Robert I. Watkins, Mayor Castor, General Diehl and Commissioner Stacy White who arrived at 9:11 a.m.

Aviation Authority staff members present were Chief Executive Officer Joseph W. Lopano, Assistant General Counsel Scott Knight, Damian Brooke, Chris Minner, John Tiliacos, Veronica Cintron, Adam Bouchard, Violet Cummins, Gina Evans, Michael Kamprath, Brian Miles, Elita McMillon, Laurie Noyes, Rob Porter, Marcus Session, Jeff Siddle, Laura Tatem, James Tarro, Tom Thalheimer, Barbara Grilli, Dan Johnson, Brett Fay, Randy Forister, Helen Power, Ashley Iaccarino, Matt Bauer, Rich Coudurier, Emily Nipps, Paul Ridgeway, Chief Charlie Vazquez, Joseph Lamberston, Jeff Phillips, Darren Jimenez, Michael Mitchell, Cynthia Learie, Edwin Burke, Tracey Cartright, Sara Behnke, Marilyn Gauthier and Alex Heiter.

Chairman Gary Harrod welcomed everyone to the November 4, 2021 Regular Board Meeting of the Aviation Authority.

Assistant General Counsel Scott Knight 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 Public Hearing to Order.

Assistant General Counsel Michael Kamprath explained that the purposed of the Public Hearing was to receive comments and hear discussion concerning the Authority plan of financing and refinancing related to the issuance of Airport Revenue Bonds and other debt instruments. This is commonly referred to as a TEFRA hearing. TEFRA refers to the Tax Equity and Fiscal Responsibility Act of 1982.

Item C1

Authority Plan of Financing and Refunding/Issuance of Airport Revenue Bonds and Other Debt Instruments, Tampa International, Peter O. Knight, Plant City and Tampa Executive Airports, presented by Damian Brooke.

Under Federal law, more specifically Section 147(f) of the Internal Revenue Code (Code), a public hearing must be held before the issuance of certain types of tax-exempt debt for the purpose of receiving comments and discussion concerning the proposed debt and the related plan of financing. As required, a public notice regarding the hearing was published on the Authority's website on October 15, 2021.

The Authority proposes to issue the 2022 Tampa International Airport Revenue Senior Lien Bonds, the 2022 Tampa International Airport Revenue Refunding Subordinated Lien PFC-Backed Bonds and/or other debt (Tax-Exempt Bonds) in an amount not to exceed \$1,675,000,000. The proceeds of the proposed Tax-Exempt Bonds and other debt instruments will be used to fund or refinance the acquisition, construction, equipping, rehabilitation, or installation of extensions, improvements, and additions to the Airport system, including the SkyCenter Authority Office Fit-Out, Arrival & Departure Drive Ceiling Replacement, Airside A, C, & F Restroom Renovations & Expansions, Monorail Decommissioning & Moving Sidewalk Installation, Airside A Boarding Bridges, PCU AHU & GPU Replacements, East Air Cargo Expansion, Main Terminal Curbside Expansion Red Side Construction, Airside D Shuttle Lobby Landside, Demo Admin Building, Airside A & C Shuttle Car Rehab/Replacement, North Air Cargo Rehab, North RON Parking, Baggage Claim Level Ceiling Replacement, FAA Parking Lot, Airport Security System Construction, & Demo Red Side Garage as well as other projects within Tampa International, Peter O. Knight, Plant City and Tampa Executive Airports as defined in the public notice.

The hearing is pursuant to required published notice.

No public comments were received and Assistant General Counsel Kamprath closed the Public Hearing.

Chairman Harrod called the Regular 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 October 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 asked if there were any Public Comments.

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.

Chairman Harrod asked if there were any abstentions from the Regular Board Meeting held on October 7, 2021 that needed to be read into the record.

Assistant General Counsel Knight replied that there were no abstentions from the October 7, 2021 Board Meeting and none were anticipated at this meeting.

Chairman Harrod asked if there were any additions or corrections to the Minutes of the Regular Board Meeting held on October 7, 2021.

Upon motion of Robert Watkins, seconded by General Diehl, the Minutes of the Regular Board Meeting held on October 7, 2021 were unanimously approved by all Board Members present.

Mr. Lopano's Management Report was next. Commissioner White arrived at the start of the Management Report.

Chris Minner provided the Performance Assessment Report.

Mr. Minner started with total passenger traffic which was at 15,405,053 passengers for Fiscal Year 2021. This is an increase of 15.3% versus Fiscal Year 2020 and 30% behind Fiscal Year 2019. There were 95,910 international passengers, which is 83% below Fiscal Year 2020 and 91.8% below Fiscal Year 2019.

Market resilience was at 95% of pre-pandemic levels for the month of October. This is 16% higher than the national average which was at 79%.

Mr. Minner reported on the new public art now on display at the Airport. These projects included Paths Rising by artist Aaron Stephan out of Portland, ME; Tropicalismo Revisited by artist Catherine Wagner out of Oakland, CA; and Florida Sunset by artist Jason Middlebrook out of Hudson, NY.

In current events, Veronica Cintron took part in a 15 member task force for Advancing Latino Access and Success (ALAS) at the University of South Florida.

Mr. Minner reported on his participation at World Routes in Milan where he and his staff participated in 24 individual airline meetings.

The Airport held a hiring day on August 25, 2021 and there was a specific maintenance hiring event that was held on October 28, 2021. On November 9, 2021 there will be a new hiring event with more than 600 positions available and more than 25 companies participating.

Media activity included stories on the blue express curbsides, the Sheltair hangar expansion and expanded service to the West Coast.

Damian Brooke was next to provide an overview of the full FY2021 performance. Operating revenues totaled \$234.2 million for the Fiscal Year which was \$15 million better than budget and more the \$38 million higher than last year.

Standard and Poors upgraded all three credit ratings for the Authority. The Authority's senior lien debt which is paid back using Authority revenues went from an A+ rating to an AA- rating which is the same rating as pre-covid. The Authority's secondary lien, which is paid back using PFCs, went from an A rating up to an A+ rating and the CFC Bonds which were at a BBB+ went to an A- rating.

Mr. Brooke then turned to expenses. The Authority rating finished FY2021 with \$133.3 million in total operating expenses which beat budget by almost \$4 million or 2.9%. Contracted services came in at just over \$3 million better than budget. Contractual maintenance beat budget by just over \$1 million, \$700,000 of which was due to lower janitorial costs driven by lower staffing costs at Flagship. Personnel costs came in higher than budget due to the Authority re-staffing quicker than expected with the faster than expected recovery.

Debt service for the year came in at \$1 million better than budget, totaling \$51.7 million for the full Fiscal Year. The faster than expected traffic recovery and resulting financial performance resulted in about \$1.2 million in revenue sharing which will go back to the airlines at the December airline meeting. After airline settlement, the pre-capital bottom-line for the Authority for the year came in at \$42.7 million, approximately \$14 million or 48.3% better than the 2021 budget. Cost per enplanement for the year came in at \$10.87, approximately 4.6% lower than the \$11.39 projection contained in the 2021 budget. The Authority was able to finish FY2021 with strong debt service coverage, as well as \$227 million in Authority reserves. That's up 41% versus the end of Fiscal Year 2020. Unrestricted cash totaled approximately \$185 million at the end of FY 2021 which represents an increase of 78% versus 2020 end of year levels.

John Tiliacos talked next about the impacts at TPA as a result of the Southwest and American flight cancellations. Between Friday, October 8 and Monday, October 11, Southwest Airlines cancelled a total of 157 arrivals and departures, or 30% of the 513 flights scheduled over that 4 day period. They also delayed 84 flights or 24% of their operation. It is estimated that 20,000 arriving and departing passengers were impacted over that 4 day period.

American Airlines cancelled a total of 62 arrivals and departures or 23% of the 275 flights scheduled over the four-day period between Friday, October 29 and Monday, November 1 as a result of weather, especially at their DFW hub. They also delayed 44 flights or 20% of their operation. Approximately 8,500 passengers were impacted over the 4 day period.

Mr. Tiliacos recognized the General Aviation team members for passing the FAA's Airport Certification Inspection at all three General Aviation Airports with zero discrepancies.

Brett Fay announced that on October 21st Shelter Aviation broke ground a new \$25 million hangar project. The project will add over 100,000 square feet of hangar space and office space to their existing facility.

John Tiliacos introduced Pete Ricondo, Senior Vice President of Ricondo and Associates, to provide a report on the 2022 Master Plan Update.

Mr. Ricondo did a thorough recap of the first 2 Phase of the Master Plan which included Phase 1, the decongestion phase, and Phase 2 the enabling phase, which is currently underway. Phase 3 will be the expansion phase and will be included as part of the 2022 Master Plan Update.

The 2022 Master Plan Update will follow the general process prescribed by the Federal Aviation Administration and the Florida Department of Transportation.

Mr. Ricondo talked about innovative and emerging technologies that the 2022 Master Plan Update would incorporate that are anticipated to be part of the Airport operating environment during the next 20 years. The 2022 Master Plan Update will assess the demand driven timing for a 3rd parallel runway previously planned along the west of the Airport and east of the Veterans Expressway. The capacity of the existing terminal will be validated. The timing and proposed program of Airside D will be reevaluated.

The 20 year growth of the Airport be analyzed and defined. This includes, but is not limited to, general and corporate aviation, cargo, aircraft maintenance and repair facilities, fire rescue and public safety, and various other airport support functions.

Mr. Ricondo anticipates coming back to the Board during the next six months to present the findings of these analyses. Also discussed were two approval actions taken by the Federal Aviation Administration doing the master planning process. These include approval of the aviation activity forecast (scheduled to occur in the spring of 2022) and the approval of the airport layout plan (scheduled to occur near the end of the process).

Throughout the master planning process there will be multiple interactions and opportunities for input and comments on all elements of the Master Plan Update by various regulatory agencies, stakeholders, community groups, the general public, and the Board. The venue, format and structure of these outreach and initiatives will be varied by audience and their occurrence will be dispersed throughout the duration of the master planning process.

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 Commissioner White, the Consent Agenda was unanimously approved by all Board Members present.

The following items were contained in the Consent Agenda.

Item I1

Space Rental Agreement, Frontier Florida LLC, Tampa International Airport, Resolution No. 2021-161.

On April 6, 2017, the Authority entered into a lease agreement with Frontier Florida LLC (FF) for 1,853 square feet of space in the Administrative Building to be used solely and exclusively for the purpose of providing support to FF's operation of a telephone equipment room. The lease agreement is currently on a month to month basis pending completion of their new location which will be located on the Northwest corner of Level 1 of the Long Term Parking Garage (Premises). Once the new location is complete and FF is open and operational, the current agreement will terminate. Based on a rental rate of \$27.95 per square foot, FF currently pays \$51,784.57 annually/\$4,315.38 monthly plus applicable taxes.

Staff recommends approval of the new Space Rental Agreement (Agreement) with FF for the lease of approximately 953 square feet for a telephone equipment room in their new location. The Agreement is effective upon Board signature. The term of this Agreement is for three (3) years commencing on the date FF is open and operational (estimated to be May 3, 2022). The Agreement has three (3), three-year renewal options if approved by the Authority's CEO. This Agreement can be terminated by either party upon 180 days written notice. Liability and insurance obligations commence on the effective date and run through the conclusion of the Agreement. Ground rent will increase by 3% each year on May 1. Monthly rent paid by FF under the Agreement will be \$2,285.61, for a total annual rent of \$27,427.34 plus applicable taxes.

Management recommended adoption of Resolution No. 2021-161.

Resolution No. 2021-161 approved and authorized execution of Space Rental Agreement at Tampa International Airport with Frontier Florida LLC; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

Item I2

Space Rental Agreement, Airport Terminal Services, Inc., Tampa International Airport, Resolution No. 2021-172.

Airport Terminal Services, Inc. (ATS) desires to lease ramp level operations space at Airside F in support of its ground handling operations at Tampa International Airport.

ATS desires to lease 745 square feet of ramp level operations space at the FY2022 non-signatory rental rate.

Description	Sq. Ft.	Rate	Annual	Monthly
Room 5415	474	\$94.96	\$45,011.04	\$3,750.92
Room 5417	137	\$94.96	\$13,009.52	\$1,084.13
Room 5419	134	\$94.96	\$12,724.64	\$1,060.39
TOTAL	745		\$70,745.20	\$5,895.43

The Space Rental Agreement commences November 1, 2021 and terminates on September 30, 2027. Either party may terminate the Space Rental Agreement upon 30 days' written notice.

Management recommended adoption of Resolution No. 2021-172.

Resolution No. 2021-172 approved and authorized execution of Space Rental Agreement at Tampa International Airport with Airport Terminal Services, Inc.; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

Item I3

Ground Service Equipment Facilities Space Rental Agreement, Delta Air Lines, Inc., Tampa International Airport, Resolution No. 2021-174.

On September 8, 2010, the Authority and Delta Air Lines, Inc. (Delta) entered into a Ground Service Equipment Facilities Space Rental Agreement (GSE SRA) for Suite 2100. Delta performs its own GSE maintenance out of Suite 2100. That GSE SRA terminated on September 30, 2021.

This new GSE SRA is for the Term of November 1, 2021 to September 30, 2027. Either party may terminate the GSE SRA upon 180 days' written notice.

Utilizing FY 2022 rates, Delta will lease space in the GSE Building 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 initial Rents are as follows:

Suite No.	SF	Annual Building Rent	GSE Initial Annual O&M Rent	Company's Improvements Rent (Lump Sum)	Total Initial Annual Payments
2100	7,737	\$70,793.55	\$13,539.75	\$10,084.56	\$94,417.86

Management recommended adoption of Resolution No. 2021-174.

Resolution No. 2021-174 approved and authorized execution of Ground Service Equipment Facilities Space Rental Agreement at Tampa International Airport with Delta Air Lines, Inc.; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

Item 4

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 SAM XT Tourniquets and Pouches to be worn on each officer's uniform in a maximum purchase authorization amount of \$6,207.00.

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 5

Purchase Order(s), Ground Maintenance Equipment, Attachments, Accessories and Related Services utilizing FSA Contract No. FSA20-EQU18, EFE, Inc., Tampa International Airport.

The Authority's FY22 equipment budget provides for the purchase of an assortment of ground maintenance equipment for the General Aviation Department.

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.

Authorize the issuance of purchase orders to EFE, Inc. for ground maintenance equipment listed below utilizing FSA Contract No. FSA20-EQU18 for the Term of November 4, 2021 through September 30, 2022, for a maximum purchase authorization amount of \$130,000.

<u>Vehicle Type</u>	<u>Quantity</u>	<u>Department</u>
Tractor and Mowing deck	1	General Aviation

This item is included in the Capital Budget.

The Chief Executive Officer recommended the Board authorize the issuance of Purchase Orders to EFE, 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.

With no Policies or Rules for Consideration or Action, Committee Reports or Unfinished Business, Chairman Harrod proceeded to New Business.

The following items were contained in New Business.

Item M1

Contract for Airside A and C Shuttle Car and Control System Replacement (Phase 2), HCAA Project No. 8420 21, Bombardier Transportation (Holdings) USA, Inc., Tampa International Airport, Resolution No. 2021-163, presented by Jeff Siddle.

In 1971, Tampa International Airport (TPA) was the first airport to utilize an Automated People Mover (APM) Shuttle System to transport passengers between the Landside Main Terminal and the Airsides. Currently, TPA operates shuttle cars to Airsides A, C, E and F. These systems are manufactured and maintained by Bombardier Transportation (Bombardier).

HCAA Project No. 8420 21, Airside A and C Shuttle Car and Control System Replacement, is included in the FY21 and FY22 CIP. This Project will be performed in two phases. Phase 1, New Central Control System, was awarded on October 1, 2020 for a total Contract amount of \$13,018,834.00. Phase 1 replaces existing controls systems that are approaching the end of their useful life. Phase 1 will also

install updated control systems in the new SkyCenter Airport Operations Center (AOC) and Bombardier's new maintenance offices on Level 7 of the Long Term Parking Garage (LTPG). Upgrades to the trackside controls and installation of the associated infrastructure (cabling, conduit, monitors, etc.) are also a part of Phase 1. In addition to the updated/enhanced operating features of the new shuttle control system, replacing the current shuttle control system has reduced costs associated with moving the existing shuttle control consoles that currently reside in the Administration Building to the new AOC.

Phase 2, Replacement of New Shuttle Cars for Airsides A and C, is included in the FY22 CIP. This work includes the replacement of the eight airside shuttle cars, the installation of a new CityFlo 0650 signaling system, and the replacement of the power rails for the legs of Airsides A and C.

Included in the Phase 2 Cost Proposal from Bombardier are the options to purchase 4 new shuttle cars by either January 1, 2023 or mid-year 2023. If the Authority chooses to exercise one of the options, it will be presented to the Board as a change order to this Contract.

Authority Policy P410, Procurement, authorizes the standardization of purchases based on evaluated criteria such as product performance, consistency of manufacturer(s), life cycle costs, design life, and maintainability. In 2019, the Authority standardized Bombardier Transportation Systems for the APM systems and associated equipment for the Main Terminal complex.

Staff recommends award of Contract for Airside A and C Shuttle Car and Control System Replacement (Phase 2) to Bombardier Transportation (Holdings) USA, Inc. for the maximum purchase authorization of \$50,882,858.00.

Due to the nature of the work, a W/MBE goal was not prescribed.

This item is included in the Capital Budget.

Management recommended adoption of Resolution No. 2021-163.

Upon motion of Robert Watkins, seconded by General Diehl, Contract for Airside A and C Shuttle Car and Control System Replacement (Phase 2), HCAA Project No. 8420 21 at Tampa International Airport with Bombardier Transportation (Holdings) USA, Inc. in the amount of \$50,882,858.00 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. 2021-163.

Item M2

Construction Contract, Pavement Rehabilitation, HCAA Project No. 6750 21, Ajax Paving Industries of Florida, LLC, Tampa International Airport, Resolution No. 2021-164, presented by Jeff Siddle.

This Project includes pavement rehabilitation of asphalt taxiway shoulders, runway edges, and blast pads at Tampa International Airport. This Project also includes asphalt milling, asphalt paving, crack seal repair, seal coating, pavement markings, taxiway shoulder pavement marking removal, and limited full depth asphalt pavement removal and replacement. A low bid solicitation was issued on July 21, 2021.

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

<u>Company Name</u>	<u>Bid Amount</u>
Ajax Paving Industries of Florida, LLC	\$1,721,725.25
*Cobb Site Development, Inc.	\$1,749,766.83

* Cobb Site Development, Inc. was deemed non-responsive for failing to meet the prescribed W/MBE goal.

The lowest responsive and responsible bidder is Ajax Paving Industries of Florida, LLC.

A W/MBE goal participation rate of 17% was prescribed and a W/MBE goal participation rate of at least 29.8% is incorporated into this Contract.

This item is included in the Capital Budget.

Management recommended adoption of Resolution No. 2021-164.

Upon motion of Robert Watkins, seconded by General Diehl, Construction Contract for Pavement Rehabilitation, HCAA Project No. 6750 21 at Tampa International Airport with Ajax Paving Industries of Florida, LLC in the amount of \$1,721,725.25 was unanimously approved by all Board Members present; rejection of bid received from Cobb Site Development, Inc. 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. 2021-164.

Item M3

Construction Contract, Short Term Parking Garage, Tug Tunnels & Quad Decks Rehabilitation, HCAA Project No. 6755 21, Restocon Corporation, Tampa International Airport, Resolution No. 2021-165, presented by Jeff Siddle.

This Project consists of rehabilitation of the Short Term Parking Garage Helices, Stair Towers, and Façade, along with the East and West Quad Decks, Tug Tunnels, Blue Side Ticketing Level, and Economy Parking Garage South Stair Towers and Elevator Cores at Tampa International Airport. A low bid solicitation was issued on August 26, 2021.

On October 6, 2021, bids were publicly opened and read aloud as follows:

<u>Company Name</u>	<u>Bid Amount</u>
Restocon Corporation	\$1,674,895.00
Concrete Protection and Restoration, Inc.	\$1,687,220.00
*Valcourt Exterior Building Services of Florida, L.C.	\$1,972,605.81
*Southern Road & Bridge, LLC	\$3,482,576.00

*Valcourt Exterior Building Services of Florida, L.C. and Southern Road & Bridge, LLC were deemed non-responsive for failing to meet the prescribed W/MBE Goal.

The lowest responsive and responsible bidder is Restocon Corporation.

A W/MBE Goal participation rate of 9.0% was prescribed and a W/MBE Goal participation rate of at least 9.0% is incorporated into this Contract.

This item is included in the Capital Budget.

Management recommended adoption of Resolution No. 2021-165.

Upon motion of Robert Watkins, seconded by General Diehl, Construction Contract for Short Term Parking Garage, Tug Tunnels & Quad Decks Rehabilitation, HCAA Project No. 6755 21 at Tampa International Airport with Restocon Corporation in the amount of \$1,674,895.00 was unanimously approved by all Board Members present; rejection of bids received from Valcourt Exterior Building Services of Florida, L.C. and Southern Road & Bridge, LLC 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. 2021-165.

Item M4

Purchase Order(s), Vehicles, Cars, Vans, SUVs and Light Trucks with Related Equipment, Accessories and Services utilizing Sourcewell Contract No. 120716-NAF, Alan Jay Fleet Sales, Tampa International Airport, presented by Jeff Siddle.

The Authority's FY22 equipment budget provides for the purchase of an assortment of vehicles for the General Aviation, Maintenance, and Public Safety Departments.

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.

Authorize the issuance of purchase orders to Alan Jay Fleet Sales for the thirteen vehicles listed below utilizing Sourcewell Contract No. 120716-NAF for the period of November 4, 2021 through January 17, 2022 for a maximum purchase authorization amount of \$537,000. All thirteen vehicles are replacements for vehicles that have reached their useful life expectancy.

<u>Vehicle Type</u>	<u>Quantity</u>	<u>Department</u>
Pickup Trucks	10	Maintenance, General Aviation and Public Safety
Patrol vehicle, SUV and Cargo Van	3	Public Safety and Maintenance

This item is included in the Capital Equipment Budget.

The Chief Executive Officer recommended the Board authorize the issuance of Purchase Orders to Alan Jay Fleet Sales and authorize the Chief Executive Officer or his designee to execute all other ancillary documents.

Upon motion of Robert Watkins, seconded by Commissioner White, Purchase Order(s) for Vehicles, Cars, Vans, SUVs and Light Trucks with Related Equipment, Accessories and Services utilizing Sourcewell Contract No. 120716-NAF, Alan Jay Fleet Sales was unanimously approved by all Board Members present. No resolution was required.

Item M5

Selection of Firm and Award of Contract, Market Research and Insight Development, Brand Intuition, LLC dba Study Hall Research, Tampa International Airport, Resolution No. 2021-171, presented by Chris Minner.

On July 22, 2019, the Authority entered into a Master Services Agreement with Brand Intuition, LLC d/b/a Study Hall Research to provide market research service through July 30, 2021.

The Authority is seeking a company to provide market research and insight development to include conducting various Authority research projects designed to gauge consumer sentiment and provide data driven insights in support of the Authority’s strategic initiatives at Tampa International Airport.

On July 14, 2021, a Request for Proposals was issued for Market Research and Insight Development. The services include performing quantitative and qualitative research at Tampa International Airport.

On August 25, 2021, nine responses were received and evaluated by staff. The following firms are listed in order of technical ranking:

1. Brand Intuition, LLC dba Study Hall Research
2. Downs & St Germain Research, Inc.
3. Integrated Insight, Inc.
4. Resource Systems Group, Inc.
5. Unison Consulting, Inc.
6. The Research Associates, Inc.
7. HCP Associates, Inc.
8. Research Horizons, LLC dba Phoenix Marketing International*
9. WPP Group, USA dba Benenson Strategy Group*

*Research Horizons, LLC dba Phoenix Marketing International and WPP Group, USA dba Benenson Strategy Group were found non-responsive for failing to meet minimum qualifications.

No specific expectancy for W/MBE participation was established.

The initial Term of the Contract for Market Research and Insight Development (Contract) is November 4, 2021 through November 3, 2024, with two discrete, one-year renewal options at the discretion of the Chief Executive Officer. The maximum purchase authorization for the Term of the Contract, including renewal options, is \$500,000. The Authority may cancel the Contract with or without cause by giving thirty (30) days written notice.

This item is included in the O&M Budget.

The Chief Executive Officer recommended ranking the firms in the order listed and award to the top ranked firm.

Upon motion of Robert Watkins, seconded by General Diehl, Contract for Market Research and Insight Development at Tampa International Airport with Brand Intuition, LLC dba Study Hall Research was unanimously approved by all Board Members present; responses received from Research Horizons, LLC dba Phoenix Marketing International and WPP Group, USA dba Benenson Strategy Group as non-responsive were rejected; and the Chief Executive Officer or his designee was authorized to execute all other ancillary documents by adoption of Resolution No. 2021-171.

Item M6

Contract of Purchase, Direct Placement Financing, TD Bank, N.A., Tampa International Airport, Resolution No. 2021-166, presented by Damian Brooke.

The Authority's plan of finance anticipates the issuance of general airport revenue bonds on a periodic basis to fund the ongoing capital improvement program. The Authority currently has \$622.3 million

in outstanding general airport revenue bonds. The Authority, along with the Authority’s financial advisor, Frasca & Associates, LLC (Frasca), evaluate the portfolio on an ongoing basis to continue to optimize the debt portfolio. Given the prolonged low interest rate environment, the Authority and Frasca determined a refunding on certain series of bonds could provide debt service savings.

The Series 2018D Bond is currently callable and may provide debt service savings to Tampa International Airport. As a result, staff has solicited bids from the banking community to originate a Direct Placement Financing. After a thorough analysis of the future plan of finance and the Authority’s current debt service structure, the Authority and Frasca recommend that the Authority endeavor to refund the Series 2018D Bond and restructure the final maturity to optimize the Authority’s debt portfolio.

On September 1, 2021, an Invitation to Bid was issued for a Direct Placement Financing at Tampa International Airport. The Invitation to Bid invited firms to submit bids to refund the Series 2018D Bond with Series 2021A Bonds in the estimated principal amount of \$31.3 million. Cost of issuance will also be funded in this transaction. Bids were evaluated based on a proposed fixed interest rate which was determined by a pricing formula provided by each bidder. Bidders were required to state a total principal amount which they had the capacity to purchase. The terms and conditions established in the Invitation to Bid were generally non-negotiable.

On October 1, 2021, Bids were publicly opened and read aloud as follows:

Purchase of \$31,320,000 of Series 2021A Bonds maturing in 2027:

Company Name	Indicative Fixed Rate
TD Bank, N.A.	1.14%
Bank of America, N.A.*	1.24%
JPMorgan Chase Bank, N.A.*	1.31%
Key Government Finance, Inc.	1.338%
RBC Capital Markets, LLC	1.35%
Truist Bank	1.46%
Citibank N.A.	1.908%
Raymond James Capital Funding, Inc.	2.35%

* Bank of America, N.A. and JPMorgan Chase Bank, N.A. were deemed non-responsive due to conditioning their Bids on material modifications to the terms of the Invitation to Bid.

The lowest responsive and responsible bidder is TD Bank, N.A.

Frasca performed a financial analysis which determined that the lowest total cost to the Authority would be realized by TD Bank, N.A. purchasing the Series 2021A Bonds in the amount of \$31,320,000.

Frasca has determined that the debt service cost savings to be realized by TD Bank, N.A.'s purchase of the Series 2021A Bonds and the refunding and restructure of the Series 2018D Bonds is \$14.1 million. The Authority reserves the right to cancel the Solicitation at any time up to Board award and to cancel the resulting contract up to the closing date.

There was no W/MBE expectancy for this Contract.

Management recommended adoption of Resolution No. 2021-166.

Upon motion of Robert Watkins, seconded by General Diehl, the Issuance of Hillsborough County Aviation Authority Tampa International Airport Revenue Refunding Bond, 2021 Series A (AMT) in the aggregate principal amount not to exceed \$31,320,000, for the purpose of refunding the Authority's Hillsborough County Aviation Authority Tampa International Airport Revenue Refunding Bond, 2018 Series D (AMT) was unanimously approved by all Board Members present; the form of a Supplemental Trust Agreement with respect to the 2021 Series A Bond and certain Amendments to the Trust Agreement as provided therein was approved; Invitation To Bid protocols for the 2021 Series A Bond and delegates authority to award the sale of such 2021 Series A Bond to the successful Bidder was approved and the conditions of such sale of the 2021 Series A Bond was approved; the Registrar, Paying Agent and Authenticating Agent for such 2021 Series A Bond was designated; the form of and the execution of a Contract of Purchase was authorized and approved; certain findings with respect to the foregoing were provided; certain other details with respect thereto were provided; and an effective date was provided by adoption of Resolution No. 2021-166.

Item M7

Reimbursement Resolution, Tampa International Airport, Resolution No. 2021-173, presented by Damian Brooke.

As part of the annual operating and capital budgeting process, sources of funding are identified and estimated for capital projects. These sources may include Passenger Facility Charges (PFCs), Federal AIP program grants, Florida Department of Transportation grants, Customer Facility Charges, or Authority funds. The balance of funding will consist of general airport revenue bonds, PFC backed bonds, advances under the revolving credit agreement, or other types of short-term financing (Bonds).

Treasury Regulation Section 1.150-2 allows the Authority to pay costs of upcoming capital program projects before the Bonds are issued and to then reimburse those expenditures from the Bond proceeds after the Bonds are issued and those proceeds are received.

Treasury Regulation Section 1.150-2 requires the Authority to express its intent to make such a reimbursement from the Bond proceeds by adopting a Resolution to that effect.

Management seeks approval of a new reimbursement Resolution which will allow the Authority to pay costs related to the projects listed below and to reimburse itself from Bond proceeds.

- Airside A Boarding Bridges, PCA AHU and GPU Replacements
- Airside A&C Shuttle Car Rehab/Replacement
- Airside A&E Checkpoint Expansion
- Airside D Shuttle Lobby Landside
- Authority Office Complex Interior Fit-Out
- Baggage Claim Level Ceiling Replacement
- Demo Admin Building
- Demo Red Side Garage
- FAA Parking Lot
- Main Terminal Curbside Expansion- Red Side
- North Cargo Rehab

Design efforts are beginning for these projects and the Authority expects to incur additional expenditures prior to pricing and selling general airport revenue or PFC backed bonds, making advances on the revolving credit agreement, or issuing other debt during 2022. A reimbursement Resolution must be initiated to provide the necessary mechanism to reimburse expenditures made prior to the receipt of Bond proceeds.

The reimbursement Resolution provides a description of the capital projects, an effective date of the Resolution, and establishes the maximum principal amount of debt expected to be issued to finance the cost of the projects prior to the issuance of general airport revenue or PFC backed bonds at \$415,000,000. Approval of the reimbursement Resolution does not represent approval by the Board to issue debt. That approval will be requested during the process of the debt issuance.

Management recommended the adoption of Resolution No. 2021-173.

Upon motion of Robert Watkins, seconded by General Diehl, the Hillsborough County Aviation Authority's intention, for purposes of compliance with Treasury Regulation Section 1.150-2, to reimburse expenditures which may be made with respect to the acquisition, development, construction, and equipping of certain airport improvements including the Airside A Boarding Bridges, PCA AHU and GPU replacements, Airside A&C Shuttle Car Rehab/Replacement, Airside A&E

Checkpoint Expansion, Airside D Shuttle Lobby Landside, Authority Office Complex Interior Fit-Out, Baggage Claim Level Ceiling Replacement, Demo Admin Building, Demo Red Side Garage, FAA Parking Lot, Main Terminal Curbside Expansion-Red Side, and North Cargo Rehab, was unanimously approved by all Board Members present and an effective date was provided by adoption of Resolution No. 2021-173.

Item M8

Purchase Order, Pierce Pumper, 4 Door Freightliner Aircraft Rescue and Firefighting (ARFF) Vehicle utilizing NPPGov Contract No. PS20240, HCAA Project No. 6965 22, Pierce Manufacturing, Tampa International Airport, presented by Adam Bouchard.

The Authority's FY22 Capital Budget provides for the purchase of a Pierce Responder Class III dual purpose fire apparatus. This vehicle will be replacing a 1996 Oshkosh T-3000 vehicle that has reached the end of its service life.

The requested fire apparatus, which will be housed at the Airport Fire Station, will be capable of responding to a structure fire and hazardous materials response, as well as an aircraft incident on the airfield. A key advantage of this dual purpose apparatus is its ability to pump water at a high Gallons Per Minute (GPM) in elevated buildings, which the current apparatus being replaced is unable to achieve.

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.

Authorize the issuance of a purchase order to Pierce Manufacturing for the purchase of a Pierce Pumper, 4 Door Freightliner ARFF Vehicle utilizing NPPGov National Cooperative Procurement Cooperative Contract No. PS20240 in a total not to exceed amount of \$571,696.00.

This item is included in the Capital Budget.

The Chief Executive Officer recommended the Board authorize the issuance of a purchase order to Pierce Manufacturing and authorize the Chief Executive Officer or his designee to execute all other ancillary documents.

Upon motion of Robert Watkins, seconded by General Diehl, Purchase Order, Pierce Pumper, 4 Door Freightliner Aircraft Rescue and Firefighting (ARFF) Vehicle utilizing NPPGov Contract No. PS20240, HCAA Project No. 6965 22, Pierce Manufacturing was unanimously approved by all Board Members present. No resolution was required.

Item M9

Contract for Special Legal Services, Carlton Fields, P.A., Tampa International, Peter O. Knight, Tampa Executive and Plant City Airports, Resolution No. 2021-167, presented by Michael Kamprath.

Carlton Fields, P.A. has provided advice and counsel in the area of construction litigation and other related legal services 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 construction litigation with Carlton Fields, P.A. for a two-year period beginning December 5, 2021 and continuing through December 4, 2023 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 and Capital Budgets.

Management recommended adoption of Resolution No. 2021-167.

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 Carlton Fields, P.A. 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. 2021-167.

Item M10

Selection of Firm and Award of Contract, Federal Governmental Affairs Consulting and Lobbying Services, Potomac Partners DC, Tampa International Airport, Resolution No. 2021-168, presented by Gina Evans.

On November 3, 2016, the Board awarded a contract for Federal Governmental Affairs Consulting Services and Lobbying Services to Alcalde & Fay, Ltd. Inc. (partnered with Potomac Partners DC). The term of that contract was January 1, 2017 through December 31, 2019 with two, one-year renewal options at the discretion of the Chief Executive Officer at a not-to-exceed amount of \$600,000 for the five-year term of the contract.

On June 20, 2021, a Request for Proposals was issued for Federal Governmental Affairs Consulting and Lobbying Services at Tampa International Airport. The top priorities under the Contract include representing the Authority with key federal lawmakers and agencies to advance the Authority federal legislative agenda as well as assisting in identifying grants and other funding mechanisms available to the Authority.

Two responses were received and evaluated by staff. The responses met the minimum qualifications requirements and were evaluated against the evaluation criteria in the Request for Proposals. The firms are listed below in order of technical ranking:

1. Potomac Partners DC
2. Ballard Partners

No specific expectancy for W/MBE participation was established.

The Term of this Contract is January 1, 2022 through December 31, 2024 with two discrete, one-year renewal options at the discretion of the Chief Executive Officer. The total not-to-exceed amount for the five-year term of the Contract is \$720,000. The Authority may cancel the Contract by giving thirty (30) days written notice.

This item is included in the O&M Budget.

The Chief Executive Officer recommended ranking the firms in the order listed and award to the top ranked firm.

Upon motion of Robert Watkins, seconded by General Diehl, the ranking for Contract for Federal Governmental Affairs Consulting and Lobbying Services at Tampa International Airport with Potomac Partners DC 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. 2021-168.

Item M11

Supplemental Contract, Workforce Management System and Related Products Services and Solutions utilizing US Communities Contract No. 18220, HCAA Project No. 6955 22, Kronos Incorporated, Tampa International Airport, Resolution No. 2021-169, presented by Marcus Session.

On June 4, 2015, the Board authorized execution of a sole source Master License and Sales Agreement with Kaba Workforce Solutions, LLC for B-COMM® Oracle Time and Labor solution for the term of June 4, 2015 through June 3, 2020 in the maximum purchase authorization amount of \$137,600. B-COMM® Oracle Time and Labor solution offered Oracle validated communication software and hardware and was the only solution offering integration with Oracle, the Authority's ERP system, at

the time. On January 1, 2018, Kaba Workforce Solutions, LLC changed its name to dormakaba Workforce Solutions LLC.

On June 4, 2020, the Board authorized execution of Amendment No. 1 for continued use of the B-COMM® Oracle Time and Labor solution, authorized an increase of \$52,000 for a maximum purchase authorization amount of \$189,600, and extended the term through June 3, 2022.

dormakaba Workforce Solutions LLC has advised the Authority that beginning June 2022 they will continue to support the current software and time clock solution but will no longer provide enhancements and that they will stop supporting the current solution in December 2022 and will no longer provide integration with the core Oracle EBS for future upgrades, which is a critical component for the Authority's time keeping solution.

Kronos Incorporated offers a workforce management solution that provides absence management, timekeeping, scheduling, analytics, reporting, and timeclocks. In addition, Kronos Incorporated will work with Authority staff to integrate their solution to allow for the exchange of time collection data between Oracle and time clocks, PC Web, telephone and mobile devices. Kronos Incorporated offers this solution through US Communities Contract No. 18220. A Supplemental Contract provides for the inclusion of statutorily required and other contract language.

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 advertising.

This item authorizes execution of a Supplemental Contract to include statutorily required and other contract language with Kronos Incorporated utilizing US Communities Contract No. 18220 for a time keeping solution, for the period of November 4, 2021 through March 17, 2022 with three discrete, one-year renewal options at the discretion of the Chief Executive Officer, contingent upon approval of similar renewal options exercised by US Communities, for a total maximum purchase authorization amount of \$600,000, including the renewal options.

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

Management recommended adoption of Resolution No. 2021-169.

Upon motion of Robert Watkins, seconded by Commissioner White, Supplemental Contract, HCAA Project No. 6955 22 at Tampa International Airport with Kronos Incorporated 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. 2021-169.

This concluded New Business and Chairman Harrod proceeded to Staff Reports.

Jeff Siddle began the Staff Report by reporting that the Blue Side Express Curbs will be open to the public on November 16, 2021 at 2:00 a.m., which is 1.5 months ahead of schedule.

The work at SkyCenter Levels 3, 4, and 5 is about 75% complete. Furniture delivery will start in December.

November 18, 2021 is the target date for completion of the roadway expansion program.

The CUP was anticipated to be active in December. There has been a slight delay due to some work with the technology that operates the equipment. The system is being turned on manually and the CUP was cooling the Main Terminal SkyConnect Station during this November Board Meeting.

Mr. Siddle concluded with a slide on the total program budget of \$543.8 million, with 82% of funds committed to date. The program is trending higher than the \$543.8 budget when you take in to account the final two projects: the demolition of the building on the red side curb expansion and the red side curb expansion itself.

This concluded Staff Reports.

Before adjourning the meeting, Assistant General Counsel Scott Knight requested an Attorney-Client Closed Session be held at the December 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.

Gary Harrod, Chairman

Jane Castor, Secretary