

Hillsborough County Aviation Authority
Regular Board Meeting and Board of Adjustment Public Hearing

Thursday, 9:00 a.m.
February 3, 2022

A Regular Board Meeting and Board of Adjustment Public Hearing was convened in the Boardroom, Main Terminal Building, Level 3 at Tampa International Airport, Tampa, Florida, on Thursday, February 3, 2022.

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

Aviation Authority staff members present were Chief Executive Officer Joseph W. Lopano, General Counsel Michael Stephens, Damian Brooke, Chris Minner, John Tiliacos, Scott Knight, Adam Bouchard, Brian Miles, Elita McMillon, Laurie Noyes, Jeff Siddle, Laura Tatem, James Tarro, Tom Thalheimer, Barbara Grilli, Dan Johnson, Emily Nipps, Chief Charlie Vazquez, Joel Feldman, Tony Conza, Ashley Iccarino, Veronica Cintron, Tony Mantegna, Rob Porter, Helen Power, Paul Ridgeway and Melissa Solberg.

Chairman Gary Harrod welcomed everyone to the February 3, 2022 Regular Board Meeting and Board of Adjustment Public Hearing.

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.

Chairman Harrod asked anyone in the audience who would like to comment on propositions before the Board to see Helen Power for a form.

The Pledge of Allegiance was recited.

Chairman Harrod then called the Board of Adjustment public hearing to Order.

Assistant General Counsel, Scott Knight, discussed the rules for the public hearing of the Aviation Authority Board of Adjustment. There was one Petition for Variance and the public hearing was duly noticed by newspaper advertisement on January 12, 2022. No comments from the public were received.

Chairman Harrod swore in Tony Mantegna and Petitioner, Ken Stoltenberg of Mercury Advisors.

The following item was heard during the Board of Adjustment Public Hearing.

Item C1

Airport Study No. 2021-109, Elevé 61, LLC, requesting a variance to construct a 36 story residential condo building, with a maximum height of 398' AMSL, located at 858 Channelside Drive, Tampa, FL, Resolution No. 2022-11, presented by Tony Mantegna.

Elevé 61, LLC (Petitioner) is seeking to construct a 36 story residential condo building, with a maximum height of 398' AMSL, located at 858 Channelside Drive, Tampa, FL. The nearest airport is Peter O. Knight Airport.

Notice of this hearing before the Board of Adjustment was provided on January 12, 2022.

Petitioner is requesting a variance to construct a 36 story residential condo building.

The Petition was presented to the Airport Hearing Officer on December 16, 2021 and, based on testimony and evidence presented, the Hearing Officer found that approval of the variance, with required conditions, would have no effect on existing FAA restrictions, would not cause additional impacts or loss of utility to Peter O. Knight Airport, would not be contrary to the public interest, would do substantial justice, and was in accordance with the spirit of the Airport Zoning Regulations and Chapter 333, Florida Statutes.

The FAA's aeronautical study found that Petitioner's request would not be a hazard to air navigation provided certain conditions are met. Additionally, the FDOT did not identify any concerns with the request.

The Airport Hearing Officer recommended that the Board of Adjustment approve the variance to Airport Zoning Regulations requested by Petitioner with the following conditions: (1) Mark/Light the proposed structure in accordance with FAA Advisory Circular 70/7460-1M, Obstruction Marking and Lighting, red lights - Chapters 4, 5(Red), and 15; (2) E-file FAA Form 7460-2, Notice of Actual Construction or Alteration, if the project is abandoned or within five (5) days after the construction reaches its great height; (3) Temporary equipment such as cranes exceeding 398' AMSL or installation of solar panels will require a separate permit from the Authority; (4) Any glint/glare issues identified by the Authority must be addressed and mitigated by the Petitioner to the satisfaction of the Authority to avoid adverse impacts to aviation; and (5) Occupants and/or owners of units in the structure must be informed that the structure lies in close proximity to an airport and occupants may be subjected to noise and/or light from aircraft operating to and from the airport.

The variance will be valid until the FAA Determination of No Hazard to Air Navigation expires April 14, 2023, but if the FAA Determination of No Hazard is extended by the FAA for no more than 18 months, the variance will also be extended one time, without further action of the Board of Adjustment, provided no changes to the structure have occurred.

The Board of Adjustment may render its decision based on the findings and recommendations of the Hearing Officer. However, the Board of Adjustment may, but is not required to, review the record of the Hearing Officer from the public hearing.

Commissioner White made a motion and it was seconded by Robert Watkins.

Both Chairman Harrod and Robert Watkins had additional questions about the north-south runway which were answered by Tony Mantegna.

Airport Study No. 2021-109, Elevé 61, LLC, requesting a variance to construct a 36 story residential condo building, with a maximum height of 398' AMSL, located at 858 Channelside Drive, Tampa, FL was unanimously approved by all Board Members present; and the Airport Zoning Director or his designee was authorized to execute all other ancillary documents by adoption of Resolution No. 2022-11.

The Public Hearing of the Board of Adjustment was closed.

Chairman Harrod called the Regular Board Meeting to Order.

Mr. Lopano stated that at the December Board Meeting General Counsel Michael Stephens had advised of the possibility of holding an Attorney-Client Closed Session at this meeting but there is no need to hold the Closed Session at this time. Also, Item M11 was removed from the Board Agenda to brought back at a later date.

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

Upon motion of Mayor Castor, 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 December 2, 2021 that needed to be read into the record.

General Counsel Stephens replied that there were no abstentions from the December 2, 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 December 2, 2021.

Upon motion of Robert Watkins, seconded by General Diehl, the Minutes of the Regular Board Meeting held on December 2, 2021 were unanimously approved by all Board Members present.

Mr. Lopano's Management Report was next.

Chris Minner provided the Performance Assessment Report. Mr. Minner reported that total passenger traffic for 2021 was just over 18 million passengers which represented a decrease of about 19.5%. There were 177,000 international passengers which represented a decrease of 85% prior to the pandemic.

Mr. Minner next reported on market resilience within the region. Total capacity in January was down about 2.6% versus the same capacity prior to the pandemic. In the month of February capacity was down 7.4%. There were 18 market launches that closed out the year.

Mr. Minner then reported on current events. Kate Webb, Director of Concessions, was awarded the Airport Hero Award from Airports Council International North America. Mr. Lopano was recognized by the Tampa Bay Business Journal as one of the most influential leaders in the region on the Power 100 list.

In social media during the month of January, 2,297 new followers were added. There was national press coverage on the Sunflower Lanyard program.

Mr. John Tiliacos was next to give an Operations update.

Tampa International will be hosting an airport-wide hiring day on February 15, 2022. This event is to support the Authority's business partners who had more than 1,500 positions that need to be filled. Frontier Airlines is looking to hire 1,000 flight attendants to support their network.

Mr. Peter Ricondo from Ricondo and Associates gave a very detailed and in depth update on the 2022 Master Plan. General Diehl inquired if there would be a 20 year outlook for the general aviation airports Mr. Tiliacos replied that a separate study would be done. Mr. Ricondo addressed additional questions that Chairman Harrod had regarding the FAA and international travel.

Damian Brooke was next with an overview of the first quarter financial results. Traffic for October 2021 to December 2021 totaled a little over \$5.3 million passengers and beat budget by more than 11%. A conservative approach was used for the budget for the first quarter due to the uncertainty of potential COVID impacts during the winter season. On the expense side, the Authority finished the first quarter \$2.1 million, or 5.5%, better than budget, with a savings across all categories, with the exception of utilities that came in about 7.8% higher than budget due to electricity costs coming in 17% higher than budget from rising fuel costs.

For the first quarter, the Authority generated \$41 million on its free capital bottom line, beating budget by more than 28%. Cost per enplanement finished the quarter at \$9.47 which is \$1.01 better than planned, with airline costs coming in at 9.6% better than expected.

This concluded Mr. Lopano's Management Report.

There were no items on the Consent Agenda, Policy or Rules for Consideration or Action, or Committee Reports. Chairman Harrod then proceeded to Unfinished Business.

The following items were contained in Unfinished Business.

Item L1

Award of Part 1 Contract for Design-Build Services, Airsides A and E Security Screening Checkpoint Expansion, HCAA Project No. 8435 22, Suffolk Construction Company, Tampa International Airport, Resolution No. 2022-01, presented by Jeff Siddle.

This Project will expand the security screening checkpoint areas at Airsides A and E to enhance circulation, queuing and throughput, while also improving customer service.

On August 5, 2021, a Request for Qualifications entitled Airsides A and E Security Screening Checkpoint Expansion at Tampa International Airport was posted.

On December 2, 2021, the Board approved negotiations with the number one ranked firm, Suffolk Construction Company.

This item awards the Part 1 Contract for Design-Build Services to Suffolk Construction Company for design of the Project with a maximum purchase authorization of \$4,661,871 for basic services and reimbursable expenses.

This Part 1 Contract for Design-Build Services will commence on February 3, 2021. The Part 2 Contract for Design-Build Services is anticipated to come to the Board for approval in October 2022. Substantial completion of the Project is anticipated in early 2024.

A W/MBE goal of at least 11.7% of the dollar amount earned on the contract for the design phase of the Project was prescribed. The Part 1 Contract for Design-Build Services will incorporate a W/MBE participation of at least 22.8% of the dollar amount earned on the design phase of the Project.

This item is included in the Capital Budget.

Management recommended adoption of Resolution No. 2022-01.

Upon motion of Robert Watkins, seconded by General Diehl, Part 1 Contract for Design-Build Services, Airsides A and E Security Screening Checkpoint Expansion, HCAA Project No. 8435 22 at Tampa International Airport with Suffolk Construction Company 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. 2022-01.

Item L2

Amendment No. 3 to Part 1 Contract for Design-Build Services, Air Cargo Expansion, HCAA Project No. 8240 19, The Middlesex Corporation, Tampa International Airport, Resolution No. 2022-02, presented by Jeff Siddle.

On December 6, 2018, the Board awarded a Part 1 Contract for Design-Build Services to The Middlesex Corporation (Middlesex) for the design of the Air Cargo Expansion Project (Project) in the not-to-exceed amount of \$3,469,950 for basic services and reimbursable expenses.

The Part 1 Contract for Design-Build Services commenced on December 6, 2018. Substantial completion of the Project was anticipated to be in Fall 2020, but the Project was delayed and is now anticipated to be substantially complete in December 2023.

A DBE goal of at least 11.0% of the dollar amount earned on the Part 1 Contract for Design-Build Services for the design phase of the Project was prescribed. The Part 1 Contract for Design-Build Services incorporated a DBE goal of at least 11.1% of the dollar amount earned on the design phase of the Project.

On August 1, 2019, the Board authorized Amendment No. 1 to the Part 1 Contract for Design-Build Services. The not-to-exceed amount for Amendment No. 1 for basic services and reimbursable expenses was \$448,870.00, bringing the total combined Part 1 Contract for Design-Build Services amount to date to \$3,918,819.00. The DBE goal changed from 11.1% to 9.8% of the dollar amount earned on the design phase of the Project as a result of Amendment No. 1.

On January 23, 2020, the CEO authorized Amendment No. 2 to the Part 1 Contract for Design-Build Services. The not-to-exceed amount for Amendment No. 2 for basic services and reimbursable expenses was \$170,312.00, bringing the total combined Part 1 Contract for Design-Build Services amount to date to

\$4,089,131.00. The DBE goal changed from 9.8% to 10.3% of the dollar amount earned on the design phase of the Project as a result of Amendment No. 2.

Due to the COVID-19 pandemic, the Project was put on hold in May 2020. The Authority has engaged UPS, the tenant for the Air Cargo Building, to revalidate the Project and update the Project's design. This has resulted in additional design and permitting scope for Middlesex. The Authority has also asked Middlesex to proceed with obtaining new bids for the construction of the Project due to the length of time that has elapsed since the prior bidding effort and the pending revisions to the design. This Amendment No. 3 will allow Middlesex to prepare and submit permitting documents and obtain bids for the development of the GMPs and the Part 2 construction of the Project.

The not-to-exceed amount for this Amendment No. 3 for basic services and reimbursable expenses will be \$536,523.00, bringing the total combined Part 1 Contract for Design-Build Services amount to date to \$4,625,654.00.

The DBE goal will change from 10.3% to 8.7% of the dollar amount earned on the design phase of the Project as a result of this Amendment No. 3.

A Part 2 Contract for Design-Build Services is anticipated to be brought to the Board for approval at the March 2022 Board meeting and a Part 2 Supplemental Contract A for Design-Build Services is anticipated to be brought to the Board for approval at the June 2022 Board meeting.

This item is included in the Capital Budget.

Management recommended adoption of Resolution No. 2022-02.

Robert Watkins moved the motion and it was seconded by General Diehl.

Chairman Harrod asked when the Amazon operation would move to Lakeland. Mr. Siddle replied that they have already made the move to Lakeland but continue to operate at Tampa International at a lesser volume.

Amendment No. 3 to Part 1 Contract for Design-Build Services, Air Cargo Expansion, HCAA Project No. 8240 19 at Tampa International Airport with The Middlesex Corporation was unanimously approved by all Board Members present; Amendment No. 2 to Part 1 Contract for Design-Build Services was ratified; and the Chief Executive Officer or his designee was authorized to execute all other ancillary documents by adoption of Resolution No. 2022-02.

This concluded Unfinished Business. Chairman Harrod proceeded to New Business.

The following items were contained in New Business.

Item M1

Selection of Design-Builder, Bag Claim Level Ceiling, Carpet and LED Signage Replacement, HCAA Project Nos. 8430 22, 6835 21 and 6715 20, DPR Construction, A General Partnership, Tampa International Airport, presented by Jeff Siddle.

This Project will replace the Bag Claim Level ceilings and associated systems, carpet and the above bag belt LCD monitors.

On September 2, 2021, a Request for Qualifications entitled Bag Claim Level Ceiling, Carpet and LED Signage Replacement at Tampa International Airport was posted.

Three (3) responses were received and evaluated by staff.

The order of technical ranking is as follows:

1. DPR Construction, A General Partnership
2. PCL Construction Services, Inc.
3. Manhattan Construction Company

A DBE goal of at least 9% of the dollar amount earned on the contract for the design phase of the Project was prescribed. A DBE goal of at least 14% of the dollar amount earned on the contract for the construction phase of the Project was prescribed. The percentages proposed by all qualified respondents for the amount earned on design will meet or exceed the DBE goal requirements and will be incorporated into the resulting contract. All qualified respondents assured that they will meet the DBE goal for construction.

A Part 1 Contract for Design-Build Services is anticipated to come to the Board for approval at the April 2022 Board meeting.

This item is included in the Capital Budget.

The Chief Executive Officer recommended ranking the order of firms as listed above.

Upon motion of Robert Watkins, seconded by General Diehl, the firms were ranked in order of preference and staff was authorized to negotiate a contract. No resolution was required.

Item M2

Construction Contract, Wayfinding Signage Improvements Implementation, HCAA Project Nos. 8700 14, 8100 14 & 1105 14, AC Signs, LLC, Tampa International Airport, Resolution No. 2022-05, presented by Jeff Siddle.

This Project will add or renovate signs throughout Tampa International Airport (TPA) in order to comply with TPA's new Wayfinding Standards Manual. Locations include the Bag Claim, Ticketing, and Transfer Levels of the Main Terminal; Shuttle lobbies at Airsides A, C, E, & F; the SkyConnect APM stations at the Main Terminal and

Economy Parking Garage; within the Economy Parking Garages; and on all levels of the Rental Car Center. A low bid solicitation was posted on October 13, 2021.

On December 8, 2021, bids were publicly opened and read aloud as follows:

Company Name	Bid Amount
Nova Industries, LLC d/b/a Nova Industrial Arts*	\$1,200,000.00
Color-Ad, Inc.*	\$1,627,646.00
AC Signs, LLC	\$1,700,000.00
Foresight Construction Group, Inc.	\$2,300,000.00

The lowest responsive and responsible bidder is AC Signs, LLC, a certified W/MBE firm.

*Nova Industries, LLC d/b/a Nova Industrial Arts was deemed non-responsive for failing to meet the prescribed W/MBE Goal and Color-Ad, Inc. was deemed non-responsible and non-responsive for failing to hold a current and active Contractor's License at the time of bidding.

A W/MBE Goal participation rate of 6% was prescribed. A W/MBE Goal of at least 82.4% is incorporated into this Contract as a result of AC Signs, LLC being a certified W/MBE firm.

This item is included in the Capital Budget.

Management recommended adoption of Resolution No. 2022-05.

Upon motion of Robert Watkins, seconded by General Diehl, Construction Contract for Wayfinding Signage Improvements Implementation at Tampa International Airport with AC Signs, LLC in the amount of \$1,700,000.00 was unanimously approved by all Board Members present; rejection of bid received from Nova Industries, LLC d/b/a Nova Industrial Arts was approved as non-responsive; rejection of bid received from Color-Ad, Inc. was approved as non-responsible and non-responsive; and the Chief Executive Officer or his designee was authorized to execute all other ancillary documents by adoption of Resolution No. 2022-05.

Item M3

Hillsborough County Aviation Authority, Tampa International Airport 2022 Series Bonds, 2022A & 2022B Senior Lien Revenue Bonds, Resolution No. 2022-08; Hillsborough County Aviation Authority, Tampa International Airport 2022 Series Bonds, 2022A Subordinated Taxable Advance Revenue Refunding Bonds, Resolution No. 2022-09, presented by Damian Brooke.

The Authority's plan of finance anticipates the issuance of general revenue bonds to partially or fully fund certain Authority capital projects.

Bond proceeds may also be used to reimburse the Authority for capital expenses incurred prior to the issuance of debt. On November 4, 2021, the Board approved Resolution No. 2021-173 which allows the Authority to pay the costs of the projects listed below before the 2022 bonds are issued, and to then reimburse those expenditures from bond proceeds after the 2022 bonds are issued.

Additionally, on November 4, 2021, the Authority held a public hearing on the proposed debt issuances and the related plan of finance to fund certain projects contained in the Authority's capital program.

On February 23, 2022, the Authority plans to issue Senior Lien Revenue Bonds for the projects listed in the table below.

Project Title
Additional SkyConnect Cars
Air Cargo Expansion
Airport Security System Replacement
Airside A Boarding Bridges, PCA AHU & GPU Replacements
Airside C&F Restroom Renovations & Expansion
Airside A&C Shuttle Car Rehab/Replace
Airside A&E Checkpoint Expansion
Airside D Shuttle Lobby Landside
Arrival & Departure Drives Ceiling Replacement
Baggage Claim Level Ceiling Replacement
Demolition of Administration Building
Main Terminal Curbside Expansion Construction (Red Side)
Monorail Decommissioning & Moving Walkway Installation
North Cargo Rehab
North Remain Overnight Night (RON) Parking
STSA Authority Office Complex/Interior Office Fit-Out

The Senior Lien Revenue Bonds and resulting annual debt service will be paid using Authority general airport revenues. The Authority anticipates utilizing \$372.8 million of the new debt to fund future expenses related to the above projects, to refund the current outstanding balance (\$106.2 million) on the Authority's short-term line of credit with Truist Bank NA that provided interim funding for certain projects listed above, and to reimburse the Authority for other expenses (\$1.8 million) already incurred by the Authority on certain projects listed above.

In addition to funding new capital projects, the Authority has the opportunity to refund certain outstanding revenue bonds for debt service savings. The refunding candidates include certain maturities of the Subordinated 2013A, 2015A and 2015B Series PFC Bonds and the portion of the Senior 2015A Series Bonds that the Authority has funded with PFC revenues. The original terms of these Bonds include optional redemption dates of October 1, 2023 and October 1, 2024. Given favorable market conditions, staff believes that it would be in the best interest of the Authority to undertake a taxable advance refunding. The 2022 Series A Subordinated Taxable Advance Revenue Refunding Bonds would be issued on a taxable basis since the refunding bonds are being issued more than 90 days prior to the first call date of the refunded bonds. The proceeds of the 2022 Series A Subordinated Taxable Advance Revenue Refunding Bonds will be invested in certain allowable securities and used to defease and redeem the refunded bonds on the optional redemption dates.

This item authorizes the issuance of Tampa International Airport Senior Lien Revenue Bonds, 2022 Series A (AMT) and Tampa International Airport Senior Lien Revenue Bonds, 2022 Series B (Non-AMT) in an amount not

to exceed \$450,000,000 and authorizes the issuance of Tampa International Airport Subordinated Taxable Advance Revenue Refunding Bonds, 2022 Series A (PFC) in an amount not to exceed \$400,000,000.

Management recommended adoption of Resolution Nos. 2022-08 and 2022-09.

Robert Watkins moved for approval which was seconded by General Diehl.

Commissioner White had additional questions regarding why the par amount and outstanding principal amounts were equal, as well as questions regarding the Bond Reserve fund, which were answered by Damian Brooke and Ken Cushine co-founder of the Authority's financial advisory firm Frasca and Associates.

The issuance of Hillsborough County Aviation Authority, Tampa International Airport Senior Lien Revenue Bonds, 2022 Series A (AMT) and Hillsborough County Aviation Authority, Tampa International Airport Senior Lien Revenue Bonds, 2022 Series B (Non-AMT), all in the aggregate principal amount of not to exceed \$450,000,000, in one or more series, for the purpose of financing the cost of 2022 projects and the form of a Supplemental Trust Agreement with respect to such bonds was unanimously approved by all Board Members present; the form of a draft official statement was approved and the execution of preliminary and final official statements with respect to such bonds was authorized; the Chairperson or Vice Chairperson was authorized to award the sale of such bonds to BofA Securities Inc. on a negotiated basis in accordance with the delegation guidelines provided, and the conditions of such sale and a continuing disclosure agreement in accordance with SEC Rule 15c2-12 was approved; the acquisition of credit enhancement if deemed financially advantageous for one or more series of bonds or portions thereof as determined by the Chairperson was approved; the registrar, paying agent and authenticating agent was designated for such 2022 bonds; certain findings with respect to the foregoing was provided; certain other details with respect thereto was provided; and an effective date was provided all by adoption of Resolution No. 2022-08.

The issuance of Hillsborough County Aviation Authority, Tampa International Airport Subordinated Taxable Advance Revenue Refunding Bonds, 2022 Series A (PFC), all in the aggregate principal amount of not to exceed \$400,000,000, in one or more series, for the purpose of refunding all or a portion of the refunded bonds described was unanimously approved by all Board Members present; the form of a Subordinated Supplemental Trust Agreement was approved with respect to such bonds; the form of a draft official statement was approved and the execution of preliminary and final official statements was authorized with respect to such bonds; the Chairperson or Vice Chairperson was authorized to award the sale of such bonds to BofA Securities Inc. on a negotiated basis in accordance with the delegation guidelines provided, and the conditions of such sale was approved; the registrar, paying agent, and authenticating agent was designated for such 2022 bonds and escrow agent for the refunded bonds; the form of was approved and the execution of a contract of purchase was authorized, a continuing disclosure agreement in accordance with SEC Rule 15c2-12 and an escrow deposit agreement with respect to the refunded bonds; the acquisition of credit enhancement if deemed financially advantageous for one or more series or maturities of bonds as determined by the Chairperson was approved; certain findings were provided with respect to the foregoing; certain other details with respect thereto were provided; and an effective date was provided by adoption of Resolution No. 2022-09.

Item M4

Codification and Restatement of Senior Trust Agreement, Tampa International Airport, Resolution No. 2022-12; Codification and Restatement of Subordinated Trust Agreement, Tampa International Airport, Resolution No. 2022-13, presented by Damian Brooke.

The Authority's original Senior Trust Agreement, dated October 1, 1968, was codified and restated in 1999, 2006, and 2018 (Prior Trust Agreement). The Authority's original Subordinated Trust Agreement, dated October 1, 2013, was codified and restated on November 7, 2018 (Prior Subordinated Trust Agreement).

The Prior Trust Agreement has subsequently been amended by effective and prospective amendments, for which consent of existing Bondholders have been obtained through the issuance of the Series 2021A Bonds on November 16, 2021. Additional amendments will become effective by majority consent of Bondholders upon the issuance of the Series 2022A and Series 2022B Bonds in March 2022. The Authority desires to codify and restate the Prior Trust Agreement, incorporating all of the definitive amendments as approved by the Bondholders through and including the closing date of the Series 2022A and Series 2022B Bonds in March 2022.

Additional amendments to the Prior Subordinated Trust Agreement will become effective by majority consent of Bondholders upon the issuance of the 2022A refunding bonds in March 2022. The Authority desires to codify and restate the Prior Subordinated Trust Agreement, incorporating all of the definitive amendments as approved by the Bondholders through and including the closing date of the 2022A refunding bonds in March 2022.

Management recommends adoption of Resolution Nos. 2022-12 and No. 2022-13.

Upon motion of Robert Watkins, seconded by General Diehl, execution of Codified and Restated Senior Trust Agreement relating to Hillsborough County Aviation Authority Tampa International Airport Revenue Bonds was unanimously approved by all Board Members present; an effective date was provided; and certain other details were provided with respect thereto by adoption of Resolution No. 2022-12.

Upon motion of Robert Watkins, seconded by General Diehl, execution of Codified and Restated Subordinated Trust Agreement relating to Hillsborough County Aviation Authority Tampa International Airport Revenue Bonds was unanimously approved by all Board Members present; an effective date was provided; and certain other details were provided with respect thereto all by adoption of Resolution No. 2022-13.

Item M5

Hillsborough County Aviation Authority, Tampa International Airport 2022 Series Bonds, 2022A CFC Taxable Advance Revenue Refunding Bonds, Resolution No. 2022-10, presented by Damian Brooke.

The Authority has the opportunity to refund certain outstanding Customer Facility Charge (CFC) Revenue Bonds for debt service savings. All outstanding maturities of the CFC bonds (2015A & 2015B) are candidates for refunding. The original terms of the CFC Bonds include optional redemption dates of October 1, 2024 and October 1, 2025. Given favorable market conditions, staff believes that it would in the best interest of the

Authority to undertake taxable advance refunding. The 2022 Series A CFC Taxable Advance Revenue Refunding Bonds would be issued on a taxable basis since the refunding bonds are being issued more than 90 days prior to the first call date of the refunded bonds. The proceeds of the 2022 Series A CFC Taxable Advance Revenue Refunding Bonds will be invested in certain allowable securities and used to defease and redeem the refunded bonds on the optional redemption dates.

This item authorizes the issuance of the Tampa International Airport CFC Taxable Advance Revenue Refunding Bonds, 2022 Series A (CFC) in an amount not to exceed \$400,000,000.

Management recommended adoption of Resolution No. 2022-10.

Upon motion of Robert Watkins, seconded by General Diehl, the issuance of Hillsborough County Aviation Authority, Tampa International Airport Taxable Advance Revenue Refunding Bonds, 2022 Series A (CFC), all in the aggregate principal amount of not to exceed \$400,000,000 in one or more series, for the purpose of refunding all or a portion of the refunded bonds described was unanimously approved by all Board Members present; the form of a CFC Supplemental Trust Agreement were approved with respect to such bonds; the form of a draft official statement was approved and the execution of preliminary and final official statements was authorized with respect to such bonds; the Chairperson or Vice Chairperson were authorized to award the sale of such bonds to Wells Fargo Corporate & Investment Banking on a negotiated basis in accordance with the delegation guidelines provided, and the conditions of such sale were approved; the registrar, paying agent, and authenticating agent was authorized for such 2022 bonds as well as the escrow agent for the refunded bonds; the form was approved and the execution of a contract of purchase was authorized, as well as a continuing disclosure agreement in accordance with SEC Rule 15c2-12 and an escrow deposit agreement with respect to the refunded bonds; the acquisition of credit enhancement was approved if deemed financially advantageous for one or more series or maturities of bonds as determined by the Chairperson; certain findings were provided with respect to the foregoing; certain other details were provided with respect thereto; and an effective date was provided all by adoption of Resolution No. 2022-10.

Item M6

Codification and Restatement of CFC Trust Agreement, Tampa International Airport, Resolution No. 2022-14, presented by Damian Brooke.

The Authority's original CFC Trust Agreement is dated September 1, 2015 (Prior Trust Agreement).

Definitive amendments to the Prior Trust Agreement will become effective by majority consent of Bondholders upon the issuance of the CFC Series 2022A refunding bonds in March 2022. The Authority desires to codify and restate the Prior Trust Agreement, incorporating all of the definitive amendments as approved by the Bondholders through and including the closing date of the CFC Series 2022A refunding bonds in March 2022.

Management recommended adoption of Resolution No. 2022-14.

Upon motion of General Diehl, seconded by Robert Watkins, execution of Codified and Restated CFC Trust Agreement relating to Hillsborough County Aviation Authority Tampa International Airport Revenue Bonds was

unanimously approved by all Board Members present; an effective date was provided; and certain other details with respect thereto were provided all by adoption of Resolution No. 2022-14.

Item M7

Purchase Order(s), Motor Fuels – Tank Wagon Deliveries utilizing Orange County Contract No. Y18-1124-MV, Palmdale Oil Company, Inc., Tampa International Airport, presented by Damian Brooke.

The Authority's O&M Budget provides for the purchase of unleaded and diesel fuel.

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 Palmdale Oil Company, Inc. for the purchase of unleaded and diesel fuel utilizing Orange County Contract No. Y18-1124-MV for the period of February 3, 2022 through October 6, 2022 with one, one-year renewal option, at the discretion of the Chief Executive Officer, contingent upon approval of similar renewal option exercised by Orange County, for a maximum purchase authorization amount of \$800,000.

All fuel pricing is based on a markup on prices from the Oil Price Information Service (OPIS) average at the closest distribution point to Orange County. This approach is necessary because long-term fixed contract pricing is not suitable for this highly volatile commodity. The fixed markup will remain firm for the entire period of the Contract. For all fuels, the markup is added to the OPIS price. For the 89-octane gasoline the fee is \$0.1043, and for undyed diesel the fee is \$0.1217.

This item is included in the O&M Budget.

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

Upon motion by Robert Watkins, seconded by General Diehl, Purchase Order(s), Motor Fuels – Tank Wagon Deliveries utilizing Orange County Contract No. Y18-1124-MV, Palmdale Oil Company, Inc., Tampa International Airport was unanimously approved by all Board Members present. No resolution was required.

Item M8

Selection of Company and Award of Contract, Leasing of Diesel Buses, Creative Bus Sales, Inc., Tampa International Airport, Resolution No. 2022-06, presented by Laurie Noyes.

The Authority is responsible for transporting Tampa International Airport (Airport) employees from the North Employee Parking Lot located at 4701 N. Hoover Blvd., Tampa, FL 33634 to the Main Terminal twenty-four (24) hours per day, seven (7) days per week.

The Authority utilizes seven (7) diesel buses and six (6) CNG buses for the current operation. The diesel buses are leased through an existing contract with the current operator, ABM Aviation, Inc., and the CNG buses are owned by the Authority, operated by ABM Aviation, Inc., and maintained by a third-party through ABM Aviation, Inc.

The current diesel bus lease will transition to a month-to-month lease in March 2022. The Authority desires to have a long-term lease in place for operational continuity.

On May 25, 2021, an Invitation to Negotiate for Leasing of Diesel Buses was issued.

On July 9, 2021, four (4) responses were received, and three (3) qualified responses were reviewed by staff. The response from Alliance Bus Group, Inc. was deemed non-responsive for failing to meet minimum qualifications. The three (3) responsive firms are listed below:

1. Creative Bus Sales, Inc.
2. Florida Transportation Systems, Inc.
3. New Flyer of America, Inc.

After review of the three (3) qualified responses against the evaluation criteria in the Invitation to Negotiate, the technical evaluation committee recommended concurrent negotiations with the three (3) qualified respondents and subsequent award to Creative Bus Sales, Inc. as the firm providing the overall best value to the Authority.

This item awards and authorizes execution of the Contract for Leasing of Diesel Buses to Creative Bus Sales, Inc. The Contract will provide for the delivery of seven (7) diesel buses and a warranty to include 100,000 mile chassis and structure. The Term of the Contract will begin on February 3, 2022 and will terminate four (4) years from the delivery date of the diesel buses. The maximum purchase authorization for the Term of the Contract is \$1,016,400. The Authority may cancel the Contract with or without cause by giving thirty (30) days written notice.

No specific goal for W/MBE participation was established.

This item is included in the O&M Budget.

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

Upon motion of Robert Watkins, seconded by Commissioner White, Contract for Leasing of Diesel Buses at Tampa International Airport with Creative Bus Sales, Inc. was unanimously approved by all Board Members present; rejection of the response received from Alliance Bus Group, Inc. was approved as non-responsive; and the Chief Executive Officer or his designee was authorized to execute all other ancillary documents by adoption of Resolution No. 2022-06.

Item M9

Lease and Concession Contract for Security Bin Advertising Program, SecurityPoint Media, LLC, Tampa International Airport, Resolution No. 2022-07, presented by Laurie Noyes.

On March 2, 2017, the Authority entered into a sole source contract with SecurityPoint Media, LLC (SecurityPoint) for the Security Bin Advertising Program. SecurityPoint provides the security bins and bin housing equipment at the security checkpoints and sells Authority-approved advertising on passenger divestiture equipment. SecurityPoint currently pays the Authority 20% of its annual gross receipts.

The initial term of the sole source contract was April 1, 2017 through March 31, 2020, with two (2), one-year renewal options at the sole discretion of the Chief Executive Officer or designee. The two (2), one year renewal options have been exercised, revising the end date of the sole source contract to March 31, 2022.

On December 15, 2021, a Notice of Intent to Sole Source with SecurityPoint for the Security Bin Advertising Program at Tampa International Airport was publicly advertised. No responses were received.

Authority Policy P410 authorizes sole source purchases when no other authorized vendor can supply the required equipment, materials, supplies or services.

This item authorizes execution of Lease and Concession Contract for Security Bin Advertising Program (Contract) with SecurityPoint for the Term of April 1, 2022 through March 31, 2027. SecurityPoint will pay the Authority twenty percent (20%) of its annual gross receipts for Contract Years 1 through 3 and twenty five percent (25%) of its annual gross receipts for Contract Years 4 and 5. The Authority may cancel the Contract with thirty (30) days' written notice to SecurityPoint.

Due to the nature of this work, there is no ACDBE expectancy for this Contract.

Management recommended adoption of Resolution No. 2022-07.

Upon motion of Robert Watkins, seconded by Commissioner White, Lease and Concession Contract for Security Bin Advertising Program at Tampa International Airport with SecurityPoint Media, 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. 2022-07.

Item M10

Authorization for Expenditure of Federal Forfeiture Funds utilizing Sourcewell Contract No. 010720-AXN, Public Safety Video Surveillance with Related Equipment, Software, and Accessories, Axon Enterprise, Inc., Tampa International Airport, Resolution No. 2022-03, presented by Charlie Vazquez.

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.

Additionally, 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 expenditure of Federal forfeiture funds utilizing Sourcewell Contract No. 010720-AXN to Axon Enterprise, Inc. for a five-year period to be used by the Tampa International Airport Police Department in the maximum purchase authorization amount of \$667,000 for the purchase of Axon Body Cameras.

In addition, this item authorizes the Chief Executive Officer or his designee to execute all purchase documents required to complete purchases of software, support, and services, including, but not limited to, statements of work and order forms.

This item is included in the Federal Forfeiture Funds and O&M Budgets. The amount authorized under Federal Forfeiture Funds Budget is \$195,415.40 and the amount authorized under the O&M Budget is \$471,584.60.

Management recommended adoption of Resolution No. 2022-03.

Upon motion of Robert Watkins, seconded by Commissioner White, the expenditure of Federal forfeiture funds with Axon Enterprise, Inc. was unanimously approved by all Board Members present; and the Chief Executive Officer or designee was authorized to execute all purchase documents required to complete purchases of software, support, and services and other ancillary documents by adoption of Resolution No. 2022-03.

The item pertaining to Employment Retention Incentives Program was removed from the agenda at the start of the Board Meeting and will be brought back at a later date.

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

Jeff Siddle began the Staff Report by informing everyone several projects have reached their completion and will no longer be part of the Staff Report going forward. These projects included the blue side express lane, Central Utility Plant and Roadway Expansion program.

The SkyCenter Authority offices at SkyCenter One building are in the final phases with 4 weeks left. 21 departments will relocate to SkyCenter commencing on February 28th and will go through a three week process.

Board Meetings will take place in SkyCenter One in either May or June.

The CUP was completed in late December.

The move of the Police Station and Maintenance office is currently in process.

The current budget that was approved is at \$543.7 million, commitment to date is close to \$482 million and it is trending over the \$543.7 million budget. The Authority is currently working with Hensel Phelps on the bidding process for the red side express lanes. It is expected to come to the Board in the May timeframe and if it is over \$543.7 million a budget amendment will also be brought at that time. The red side express lanes are projected to be done in early 2025.

This concluded Staff Reports.

Before adjourning the meeting, General Counsel Stephens requested an Attorney-Client Closed Session be held at the March 2022 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