

STANDARD PROCEDURE	Number: <u> S470.02 </u>
Aviation Authority	Effective: <u> 09/05/02 </u>
	Revised: <u> 02/17/21 </u>
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PURPOSE: To ensure consistency in the development of all Authority contracts.

GENERAL: Departments responsible for the development of contracts are referred to as Contracting Departments. Departments responsible for contract review are referred to as Reviewing Departments. Contracting Departments ensure that each contract includes the specifics of the business elements. The Legal Affairs Department ensures that each contract is in compliance with all applicable laws, rules, regulations, ordinances, policies and guidelines, whether local, state or federal.

The Contracting Departments are as follows:

- Concessions Department – responsible for passenger services contracts not subject to the competitive solicitation process including, but not limited to, off-airport parking and off-airport rental car and permitting related to ground transportation.
- Information Technology Services Department – responsible for shared tenant services contracts.
- Legal Affairs – responsible for outside counsel contracts and contracts related to other legal matters.
- Marketing Department – responsible for air service incentive program (ASIP) contracts.
- Procurement Department – responsible for all other contracts including contracts arising from the competitive solicitation process for the above-mentioned Departments. For many of the contracts, the Procurement Department will work jointly with the applicable Authority Department in regards to the appropriate business elements to be included in the contract.
- Real Estate Department – responsible for contracts related to airlines and airline support services at Tampa International Airport, including, but not limited to, airline and ground handler operations, carrier service providers, aeronautical and non-aeronautical land and improvements, air cargo and ground service equipment warehousing, fuel farm and fuel distribution, federal inspection facilities, radio base stations, in-flight kitchen catering facilities, Travelers' Aid, and U.S.O. Also, responsible for contracts related to commercial

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development and commercial property owned by the Authority including, but not limited to, land acquisition and relocation, aeronautical support operations, fixed base operations, hangars, land and facilities, jet fuel supply line, remediation, and in-kind services.

The Reviewing Departments include Legal Affairs, Risk Management, Internal Audit, Finance and any other Department with an interest in the contract being developed.

PROCEDURES:

A. Standard Contract Provisions:

The Legal Affairs Department:

1. Will develop and maintain a master file of previously approved standard terms and conditions (Standard Contract Provisions) in a common folder for read-only access by the Contracting Departments (Master File).
2. Coordinates and participates in a review of the Standard Contract Provisions as needed with a representative from each Contracting Department and Reviewing Department.
3. Makes any subsequent changes to the Standard Contract Provisions in the Master File and provides notice of the changes to the Contracting Departments and Reviewing Departments.

B. Standard Contract Document Templates:

A Standard Contract Document Template is a collection of particular Standard Contract Provisions in typical elements of the business deal that is followed for various categories of contracts. Specific business information and elements are customized or added to complete each individual contract.

1. Contracting Departments
 - a. Develop and submit for review each draft Standard Contract Document Template to the Reviewing Departments.

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- b. Incorporate changes received by the Reviewing Departments or provide an explanation in writing to the Reviewing Departments if the changes are not incorporated. If necessary, Contracting Departments and Reviewing Departments may meet to ensure that suggested changes are interpreted properly.
 - c. Submit completed draft Standard Contract Document Templates through the yellow sheet process to the Legal Affairs Department for review as to form and to ensure that the Authority's interests are adequately represented.
2. Reviewing Departments
- a. Complete all reviews of Standard Contract Document Templates.
 - b. Request further information from the Contracting Department, as needed, to complete the review.
 - c. Provide all suggested changes to the Contracting Department within the requested time period.
3. Legal Affairs Department
- a. Reviews Standard Contract Document Templates to ensure that all applicable Standard Contract Provisions are included and recommends changes required by laws, rules, regulations, ordinances, policies, or guidelines of any entity having jurisdiction or changes suggested to better protect the Authority's interests.
 - b. Returns recommended changes to the Contracting Department for incorporation, discussion, or further review by Reviewing Departments. Any changes recommended by the Legal Affairs Department not incorporated into the Standard Contract Document Template are returned with a written explanation to the Legal Affairs Department by the Contracting Department through the yellow sheet process.

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C. Contract Document Development:

1. Contracting Departments

- a. Upon approval of the Standard Contract Document Template, develop contract specific business elements and add company information for each contract. If the specific business elements are beyond the standard practices, consult with the appropriate Reviewing Departments.
- b. Submit any contract documents that modify Standard Contract Provisions or that contain specialized elements not determined by Standard Contract Provisions to the appropriate Reviewing Departments.
- c. Incorporate changes received from the Reviewing Departments or provide an explanation in writing to the Reviewing Departments if the changes are not incorporated.
- d. Highlight all specific business elements and any accepted modifications by the Reviewing Departments in the contract document and submit to the Legal Affairs Department for review through the yellow sheet process.
- e. If changes are made during the yellow sheet process, review changes with appropriate Reviewing Departments.
- f. Upon yellow sheet approval, send a final copy to all Reviewing Departments.

2. Reviewing Departments

Complete initial contract document review within three business days or as agreed upon. Request further information from the Contracting Department as needed to complete review.

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3. Legal Affairs Department

Reviews the contract document as to form and advises the Contracting Department of any revisions required by changes to a law, rule, regulation, ordinance, policy, or guideline of any entity having jurisdiction or to better protect the Authority's interests.

D. Other Contract Development Activities:

1. Contracting Departments and PROPworks Coordinator

- a. Calculate the amount of security deposit (surety bonds or irrevocable letters of credit) required under the contract, if applicable.
- b. Assemble and transmit to the company the appropriate number of original approved contracts for execution with other informational materials, the specifics of the security deposit, and reporting forms, if applicable.
- c. Ensure that the Authority obtains the executed original contracts and required documents such as insurance certificates, endorsements, original security documents (e.g. payment or performance bonds or irrevocable letters of credit), and corporate resolutions from the company.
- d. Review and approve security documents for content (e.g. amount, company's name, contract description, and effective date) prior to contract approval. The requirement to provide a security deposit in accordance with the above stipulations may be waived if the amount of the deposit is equal to or less than \$5,000. However, the decision to waive the security deposit will be made by the appropriate Contracting Department Executive Vice President or Vice President.
- e. Ensure a copy of the security document is forwarded to Risk Management for review as to form and to contact the issuing financial institution to verify that the security document is legitimate prior to execution of the contract. Any exceptions will need to be approved by an Executive Vice President or Vice President.

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- f. Ensure a copy of the insurance certificate is forwarded to Risk Management for review and approval prior to execution of the contract. Any exceptions will need to be approved by an Executive Vice President or Vice President.
- g. Upon approval by Risk Management, ensure that the original security documents are in the Records and Information Center.
- h. Ensure Exhibits depicting location and square footage of leased space are attached to, and made a part of, contract, as applicable.
- i. Coordinate with Planning and Development Department to receive “as built” drawings for any tenant improvements. Provide “as built” drawings to BIM/CAD Manager to update Airport drawings.
- j. Prepare and manage escrow check requests for reimbursement.
- k. Contract Execution:
 - 1) Board Approval – Prepare and submit agenda titles; prepare and submit agenda summaries to the Legal Affairs Department in the required format. If all required documents are not received or executed as required by the Friday prior to the Board meeting, the submitted title and accompanying items will be removed from the Board agenda. This requirement may be waived by the CEO upon consultation with the Legal Affairs Department.
 - 2) Non-Board approval – Prepare and submit documents to the Chief Executive Officer or designee for execution.
- l. Distribute the fully executed electronic version of the contract to the contracting company and Records and Information Center.
- m. Provide a scanned copy of the fully executed contract to the PROPworks Coordinator to input into the company’s PROPworks file, enter the

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company information, insurance and security deposit requirements, program the billing rules, complete invoice setup, and enter significant follow-up dates in the PROPworks database, as applicable. The PROPworks Coordinator will notify the Finance Department and Risk Management that the contract information has been entered.

2. Risk Management

- a. Completes review of insurance coverage requirements. Upon receipt of insurance certificates and/or endorsements, advises the company and the Contracting Department of any corrections required.
- b. Reviews the security document, and if the form is acceptable, contacts the issuing financial institution to validate the security document. Advises the Contracting Department in writing if the security document's form is not acceptable or validation is not received.

3. Records and Information Center

- a. Provides notice of receipt of insurance certificates, security documents, or related notices to Risk Management and, if known, the Contracting Department. If not known, Risk Management will provide notice to the Contracting Department. Records and Information Center scans the original security documents and places into the Authority's electronic records management system. Original security documents are stored in a fireproof cabinet.

E. Recording:

When required, the Contracting Department will make sure the contract and/or any related contract documents (e.g. easements, deeds, etc.) are properly recorded in the appropriate office.

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F. Website Posting:

The Procurement Department will post any contract or contract amendment in excess of \$65,000 no later than 7 business days after execution.

APPROVED: Michael Stephens

DATE: 2/17/21