

On **WEDNESDAY, MARCH 16, 2016**, the **GREATER ORLANDO AVIATION AUTHORITY** met in regular session in the Carl T. Langford Board Room of the Aviation Authority offices in the main terminal building at the Orlando International Airport (OIA), One Jeff Fuqua Boulevard, Orlando, Florida. Chairman Frank Kruppenbacher called the meeting to order at 2:06 p.m. The meeting was posted in accordance with Florida Statutes and a quorum was present. *[Live Streaming from Orlando, FL]*

Authority members present,

Frank Kruppenbacher, Chairman
Dean Asher, Vice Chairman
Domingo Sanchez, Treasurer
Mayor Buddy Dyer
Mayor Teresa Jacobs
Ed Fouche
Jim Palmer

Also present,

Phillip N. Brown, Executive Director and Secretary
Dayci S. Burnette-Snyder, Director of Board Services and Assistant Secretary
Marcos Marchena, General Counsel

For individuals who conduct lobbying activities with Aviation Authority employees or Board members, registration with the Aviation Authority is required each year prior to conducting any lobbying activities. A statement of expenditures incurred in connection with those lobbying instances should also be filed prior to April 1 of each year for the preceding year. As of January 16, 2013, lobbying any Aviation Authority Staff who are members of any committee responsible for ranking Proposals, Letters of Interest, Statements of Qualifications or Bids and thereafter forwarding those recommendations to the Board and/or Board Members is prohibited from the time that a Request for Proposals, Request for Letters of Interests, Request for Qualifications or Request for Bids is released to the time that the Board makes an award. As adopted by the Board on September 19, 2012, lobbyists are now required to sign-in at the Aviation Authority offices prior to any meetings with Staff or Board members. In the event a lobbyist meets with or otherwise communicates with Staff or a Board member at a location other than the Aviation Authority offices, the lobbyist shall file a Notice of Lobbying (Form 4) detailing each instance of lobbying to the Aviation Authority within 7 calendar days of such lobbying. As of January 16, 2013, Lobbyists will also provide a notice to the Aviation Authority when meeting with the Mayor of the City of Orlando or the Mayor of Orange County at their offices. The policy, forms, and instructions are available in the Aviation Authority's offices and the web site. Please contact the Director of Board Services with questions at (407) 825-2032.

Prior to the beginning of the agenda, Mayor Dyer recognized Mr. Cesar Calvet, former Chairman of the Board, and the newly elected Chairman of the Orlando Utilities Commissioner. Chairman Kruppenbacher recognized Mr. Randy Means of Randy Means Consulting.

TWENTY-FIVE YEARS OF SERVICE

1. Mr. Hunt along with Mr. Brown recognized Mr. Bill Schiffer for his 25 years of outstanding service to the Aviation Authority.

PRESENTATION OF SCALED MODEL TRAINS FOR MITSUBISHI

2. Mr. Stan Thornton, Chief Operating Officer, stated that for 35 years the Automated People Mover (APM) was the first and last thing that passengers experienced at Orlando International Airport. He mentioned the vision of John Wyckoff, The Orlando Experience, and how the APM's were part of that vision. It is now time to retire the original APM's after 2.8 million miles of travel. Mr. Thornton stated that he, along with Mr. Dan McFadden of Lea Elliott, toured the manufacturing plants in Japan and inspected the vehicles last week. Using visual aids, Mr. Thornton illustrated the new cars.

Mr. Darrin Friedmann, Vice President and General Manager, Transportation Systems Division, Mitsubishi Heavy Industries America, Inc. thanked the Board for the opportunity to work on this project. He mentioned the unique experience of teamwork from the Aviation Authority, unlike anywhere else.

The Aviation Authority Board took a photo opportunity unveiling the new trains.

In response to Mayor Dyer's question, Mr. Thornton stated that the green models immolates Airside B and the blue models immolates "Airside C" or the South Terminal. As to the trains to the South, this is the only model type in existence.

Dean Asher left the room at 2:19 p.m.; returning at 2:21 p.m.

SUN RAIL UPDATE BY FDOT DISTRICT 5 SECRETARY NORANNE DOWNS

3. Chairman Kruppenbacher welcomed Secretary Downs to the meeting. Mayor Dyer then talked about Secretary Downs role with the Florida Department of Transportation and her current role as District Secretary. As CEO for SunRail, he mentioned that she has undertaken a community outreach effort on SunRail; is a board member for Lynx; is a board member for Osceola County Expressway Authority; and a board member for Metroplan Orlando.

Secretary Downs along with Tawny Olore, Sun Rail Program Manager, talked about the Florida Department of Transportation; Sun Rail history; agreement summaries with CSX, FCEN, Amtrak; Interlocal Governance Agreements, Interlocal Funding Agreements, Interlocal Operating Agreement, Joint Use Agreements; ownership/management; stations; operations and maintenance; partner investment; contracts with Bombardier, Herzog; Data Transfer Solutions; Amtrak; and CH2M Hill. SunRail celebrated one year of service on May 1, 2014 and by May 1, 2015, one million passengers had used SunRail. In general, a 6% growth.

Mayor Jacobs left room at 2:27 p.m.; returning at 2:36 p.m.

Secretary Downs then talked about Phase 1 of SunRail, operating hours, peak and off-peak service; ridership, on-time performance; bicycle boardings; ADA boardings, Phase 2 South, Phase 2 North, and Phase 3 to OIA.

Mayor Dyer stated that the City owns the right-of-way for Phase 3 to OIA. We would have to expand service as to frequency and timing. FDOT is putting the costs together for this Phase.

In response to Vice Chairman, they elected not to run the service for the art show this weekend.

MESSAGING UPDATE

4. Chairman Kruppenbacher introduced Linda Costa of Costa Communications.

Ms. Costa recapped the process that has been undertaken since September 2014. It began with a research/perception survey; followed by key data-driven messages; strategy documents; internal/external campaigns; and message delivery. Key messages included outstanding customer service (The Orlando Experience); Economic Impact (business message); and connectivity (transportation message). The positioning is as follows: proclaimed as one of the world's best, Orlando International is a forward-thinking, sustainable airport for the future - and a dynamic global gateway seamlessly connecting Central Florida to the world and the world to Central Florida. The story is being told. Take OIA to the community and bring the community to OIA. To the business community, industry, international community, media, and community outreach. The Aviation Authority has partnered with the Economic Development Commission on its

MINUTES OF THE MARCH 16, 2016, MEETING OF THE GREATER ORLANDO AVIATION AUTHORITY

MESSAGING UPDATE (cont)

"You Don't Know Half of It" branding. Ms. Costa then talked about the Hometown Heroes campaign as spearheaded by Chairman Kruppenbacher. She reviewed some of the first hometown heroes. Current work is being conducted on Hometown Heroes 2.0.

As to delivering the customer service message, Ms. Costa illustrated the messaging communicated by airport employees that have been recognized through the Customer Service Advisory Committee for providing safety, comfort, ease, and speed - not to mention exceeding expectations. She then talked about the message for the business audience which supports The Orlando Experience; world class, exceeding expectation, premier customer service; fostering economic growth; global gateway; and sustainable growth/phased development. In delivering the expansion message, the construction newsletter is distributed to business partners, contractors, airlines, and community leaders and provides information about projects, status updates, partner/contractor news; and general airport factoids. In addition, they are working on consumer and business-facing collateral such as brochures explaining benefits of expansion; Powerpoints with targeted marketing; quick facts (leave behinds for events/speaking engagements); and infographics for social media .

Back to the Hometown Heroes 2.0, we have a lot to brag about. This phase also ties the airport to some of the world renowned entities in Central Florida by including "Hometown Airport of ...". The campaign can also be expanded to encompass small businesses. After all, Orlando is a great place to land.

Mayor Jacobs stated that it was an excellent presentation and excellent direction. Mr. Fouche asked about featuring local veterans as hometown heroes. Ms. Costa agreed that this was a great suggestion. Chairman Kruppenbacher mentioned the Veteran's wall and that one of those candidates was fortunate enough to return and lives in Central Florida.

Chairman Kruppenbacher stated that he liked how Ms. Fennell captured the area's diversity in the first go around. He wants to ensure that it's known how accepting we are of everyone. In addition, he reminded the Board that no board member or elected official will be identified as a Hometown Hero. Back to Mr. Fouche's suggestion, the Chair asked the Board to let Mr. Brown or Ms. Fennell know of any potential candidates for this campaign.

CONSENT AGENDA

5. Upon motion by Mayor Jacobs, second by Mr. Sanchez, vote carried to adopt a resolution as follows: It is hereby resolved by the Greater Orlando Aviation that the following Consent Agenda items are approved, accepted, and adopted and execution of all necessary documents is authorized by the Aviation Authority's Officers or Executive Director:

A. accept for filing the following minutes -- February 22, 2016, Phil Brown, Stan Thornton, Frank Kruppenbacher, Domingo Sanchez, and Marcos Marchena visit to Los Angeles World Airports; December 1, 2015, Capital Management Committee; December 14, 2015, and February 8, 2016, Concessions/Procurement Committee; December 1, December 15, and December 22, 2015, January 5 and January 11, 2016, Construction Committee; December 16, 2015 and January 28, 2016, Design Review Committee; December 9, 2015, and January 22, 2016, Finance Committee; September 23, September 30, December 1, December 15, December 22, 2015 and January 11, February 2, 2016 Professional Services Committee;

B. It is respectfully requested that the Aviation Authority Board resolve to: (1) find the property listed in the memorandum no longer necessary, useful, or profitable in the operation of the Airport System; (2) request Orlando City Council concurrence and resolution of this finding; and (3) authorize staff to dispose of this property in accordance with the Aviation Authority's Policies and Procedures;

C. It is respectfully requested that the Aviation Authority Board resolve to (1) authorize expenditure of not-to-exceed \$700,000 for compensation adjustments and associated payroll and benefit costs for non-bargaining personnel for the remainder of Fiscal Year 2016; (2) approve the revised Fire Department Pay Structure; and (3) authorize the Executive Director to implement the compensation adjustments.

D. It is respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Concessions/Procurement Committee and: (1) exercise the first renewal option of Purchasing Contract 02-13, Vehicle and Equipment Maintenance Services with First Vehicle Services, Inc., expiring May 31, 2017; (2) authorize funding from the OIA Operation and Maintenance Fund and OEA Revenue Fund in

CONSENT AGENDA (cont)

the not-to-exceed amount of \$2,648,000; and (3) authorize an Aviation Authority Officer or the Executive Director to execute an amendment following satisfactory review by legal counsel **[FILED DOCUMENTARY NO. 9273];**

E. It is respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Concessions/Procurement Committee and: (1) exercise Amendment No. 3, the first renewal option of Purchasing Contract 12- 12, Cut and Loop Carpet Procurement with Bloomsburg Carpet Industries, Inc., expiring November 27, 2016; (2) authorize funding from the Operation and Maintenance Fund in the not-to-exceed amount of \$545,300; and (3) authorize an Aviation Authority Officer or the Executive Director to execute an amendment following satisfactory review by legal counsel **[FILED DOCUMENTARY NO. 9274];**

F. It is respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Concessions/Procurement Committee to: 1) authorize the purchase of computer hardware and software license maintenance and support renewal agreements, SaaS license renewals, and internet-based subscription services renewals on the attached list anticipated to be purchased during the period April 1, 2016 through March 30, 2017; 2) authorize funding from previously approved Operation and Maintenance Funds in the not-to-exceed amount of \$3,750,762.93; and 3) authorize the Purchasing Office to award a purchase order for each product listed utilizing procurement methods in accordance with applicable Aviation Authority policies

G. It is respectfully requested that the Aviation Authority Board resolve to (1) accept the recommendation of the Construction Committee and approve an addendum to the professional services agreement with C.T. Hsu and Associates, P.A. for construction phase A/E services for BP No. 447, Ticket Lobby Program - Main Ticket Lobby Modifications, for a total amount of \$1,696,087, which includes a not-to-exceed fee amount of \$1,681,682, and a not-to-exceed reimbursable expenses amount of \$14,405, with funding from FDOT grants, Passenger Facility Charges and General Airport Revenue Bonds to the extent eligible; and (2) authorize an Aviation Authority Officer or the Executive Director to execute the necessary documents following satisfactory review by legal counsel **[FILED DOCUMENTARY NO. 9275];**

H. It is respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Construction Committee and (1) approve an Addendum to the Continuing Program and Project Management Agreement with Geotech Consultants International, Inc. dba GCI, Inc. for construction phase OAR services for BP No. 447, Ticket Lobby Program - Main Ticket Lobby Modifications, at the Orlando International Airport, for a total amount of \$4,405,805, which includes a not-to-exceed fee amount of \$3,813,116 and a not-to-exceed reimbursable expenses amount of \$592,689, with funding from Capital Expenditure Funds, Improvement and Development Funds, General Airport Revenue Bonds, and FDOT grants and Passenger Facility Charges to the extent eligible; and (2) authorize an Aviation Authority Officer or the Executive Director to execute the necessary documents following satisfactory review by legal counsel **[FILED DOCUMENTARY NO. 9276];**

I. It is respectfully requested that the Aviation Authority Board resolve to (1) accept the recommendation of the Construction Committee to approve Change Order No. V777-01 in the amount of \$0, with funding as outlined in Attachment A; and (2) authorize an Aviation Authority Officer or the Executive Director to execute the change order(s) following satisfactory review by legal counsel

J. It is respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Construction Committee and (1) approve an Amendment to Addendum No. 2 to the Professional Services Agreement with HKS, Inc. dba HKS Architects, Inc. for additional design services for the South Airport Automated People Mover (APM) Complex at the Orlando International Airport for services to incorporate value engineering for the Passenger Drop-Off Lobby (PDL) for a total amount of \$394,450, which includes a lump sum fee amount of \$389,450 and not to exceed reimbursable expenses amount of \$5,000, with funding for the PDL-related scope, from the Aviation Authority's Line of Credit to be reimbursed by future Passenger Facility Charges, future Revenue Bonds, Aviation Authority Funds, and FDOT grants; and for the ITF- related scope, from FDOT grants; and (2) authorize an Aviation Authority Officer or the Executive Director to execute the necessary documents following satisfactory review by legal counsel **[FILED DOCUMENTARY NO. 9277]**

K. It is respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Construction Committee and (1) approve a no cost Addendum to the Continuing Building Envelope Consulting Services Agreement with CMC Design Group, Inc. to exercise the first one-year renewal option and extend the Agreement to June 6, 2017; (2) approve a no cost Addendum to the Continuing Building Envelope Consulting Services Agreement with Gale Associates /South/, Inc. to exercise the first one-year renewal option and extend the Agreement to June 6, 2017; and (3)

CONSENT AGENDA (cont)

authorize an Aviation Authority Officer or the Executive Director to execute the necessary documents following satisfactory review by legal counsel [**FILED DOCUMENTARY NO. 9278-9279**];

L. It is respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Construction Committee and (1) approve an Addendum to the Professional Services Agreement with Avcon, Inc. for Bid and Award Phase A/E Services for BP No. 455, Taxiway C - South End Rehabilitation, at the Orlando International Airport, for a total amount of \$21,012, which includes a lump sum fee amount of \$19,982 and a not-to-exceed reimbursable expenses amount of \$1,030, with funding from previously-approved Florida Department of Transportation (FDOT) grants and Discretionary Funds to be reimbursed by future Passenger Facility Charges and Federal Aviation Administration (FAA) AIP grants to the extent eligible; (2) request Orlando City Council approval (as required because of FAA funding); and (3) authorize an Aviation Authority Officer or the Executive Director to execute the necessary documents following satisfactory review by legal counsel [**FILED DOCUMENTARY NO. 9280**]

M. It is respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Construction Committee and (1) approve an Addendum to the Professional Services Agreement with Prime Engineering Incorporated for Bid and Award Phase A/E Services for BP No. 462, Taxiways G and H Safety Area Improvements and Related Work, at the Orlando International Airport, for a total amount of \$13,942, which includes a lump sum fee amount of \$12,862 and a not-to-exceed reimbursable expenses amount of \$1,080, with funding from previously-approved Florida Department of Transportation (FDOT) grants and Discretionary Funds to be reimbursed by future Passenger Facility Charges and Federal Aviation Administration (FAA) AIP grants to the extent eligible; (2) request Orlando City Council approval (as required because of FAA funding); and (3) authorize an Aviation Authority Officer or the Executive Director to execute the necessary documents following satisfactory review by legal counsel [**FILED DOCUMENTARY NO. 9281**]

N. It is respectfully requested that the Aviation Authority Board resolve to (1) accept the recommendation of the Construction Committee and approve an Addendum to the Construction Management at Risk Services Agreement with Hensel Phelps Construction Co. for BP No. S114, South Airport APM Complex - Landscape (GMP No. 8) at the Orlando International Airport, for a total negotiated GMP amount of \$5,591,976, which includes \$4,594,6297 for direct cost of the work, \$150,000 for direct cost of the work allowances, \$219,891 for the CM@R's Contingency, \$219,891 for the Owner's Contingency, a fee amount of \$273,219 (5.27% of actual direct cost), and \$134,346 for general conditions, with funding from the Aviation Authority's Line of Credit to be reimbursed by Aviation Authority funds, future Revenue Bonds, and Passenger Facility Charges to the extent eligible for the APM-related work, and from the Aviation Authority's Line of Credit to be reimbursed by Aviation Authority funds, and Facility Improvement Funds to the extent eligible for the garage-related work; and (2) authorize an Aviation Authority Officer or the Executive Director to execute the necessary documents following satisfactory review by legal counsel [**FILED DOCUMENTARY NO. 9282**];

O. It is respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Construction Committee and (1) approve a no cost Addendum to the Continuing Civil Engineering Services Agreement with Avcon, Inc. to exercise the first one-year renewal option and extend the Agreement to June 6, 2017; (2) approve a no cost Addendum to the Continuing Civil Engineering Services Agreement with AECOM Technical Services, Inc. to exercise the first one-year renewal option and extend the Agreement to September 24, 2017; (3) approve a no cost Addendum to the Continuing Civil Engineering Services Agreement with Prime Engineering Incorporated to exercise the first one-year renewal option and extend the Agreement to June 7, 2017; (4) approve a no cost Addendum to the Continuing Civil Engineering Services Agreement with Kimley-Horn and Associates, Inc. to exercise the first one-year renewal option and extend the Agreement to June 6, 2017; and (5) authorize an Aviation Authority Officer or the Executive Director to execute the necessary documents following satisfactory review by legal counsel [**FILED DOCUMENTARY NO. 9283-87**];

P. It is respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Professional Services Committee and (1) approve the ranking of the firms for Professional Services for W341, Design Consultant Services for Taxiway J Rehabilitation and Related Work, at the Orlando International Airport as follows: First - Avcon, Inc.; Second - Atkins North America, Inc.; and, Third - C&S Engineers, Inc.; (2) authorize hourly rate negotiations with the first-ranked firm in accordance with the Aviation Authority's policy, and if those negotiations are unsuccessful, negotiate with the other firms in their ranked order; and (3) subject to successful negotiations with the first-ranked firm: (a) approve a no cost Professional Services Agreement for Design Consultant Services for Taxiway J Rehabilitation and

CONSENT AGENDA (cont)

Related Work, at the Orlando International Airport, with the first-ranked firm for its negotiated hourly rates; and, (b) authorize an Aviation Authority Officer or the Executive Director to execute the necessary contract documents following satisfactory review by legal counsel **[FILED DOCUMENTARY NO. 9288]**;

Q. It is respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Professional Services Committee and (1) approve the ranking of the firms for Professional Services for W342, Design Consultant Services for Runway 17R-35L Rehabilitation and Related Work, at the Orlando International Airport as follows: First - AECOM Technical Services, Inc.; Second - C&S Engineers, Inc.; Third - Prime Engineering, Inc.; and Fourth - Atkins North America, Inc.; (2) authorize hourly rate negotiations with the first-ranked firm in accordance with the Aviation Authority's policy, and if those negotiations are unsuccessful, negotiate with the other firms in their ranked order; and (3) subject to successful negotiations with the first-ranked firm: (a) approve a no cost Professional Services Agreement for Design Consultant Services for Runway 17R-35L Rehabilitation and Related Work, at the Orlando International Airport, with the first-ranked firm for its negotiated hourly rates; and, (b) authorize an Aviation Authority Officer or the Executive Director to execute the necessary contract documents following satisfactory review by legal counsel **[FILED DOCUMENTARY NO. 9289]**;

R. It is respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Professional Services Committee and (1) approve the ranking of the firms for Professional Services for W343, Design Consultant Services for Loop Road Resurfacing and Related Work, at the Orlando International Airport as follows: First - DRMP, Inc.; Second - Kimley-Horn Associates, Inc.; Third - Brindley Pieters & Associates, Inc.; and Fourth - T.Y. Lin International; (2) authorize hourly rate negotiations with the first-ranked firm in accordance with the Aviation Authority's policy, and if those negotiations are unsuccessful, negotiate with the other firms in their ranked order; and (3) subject to successful negotiations with the first-ranked firm: (a) approve a no cost Professional Services Agreement for Design Consultant Services for Loop Road Resurfacing and Related Work, at the Orlando International Airport, with the first-ranked firm for its negotiated hourly rates; and, (b) authorize an Aviation Authority Officer or the Executive Director to execute the necessary contract documents following satisfactory review by legal counsel **[FILED DOCUMENTARY NO. 9290]**;

S. It is respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Construction Committee and (1) approve an Addendum to the Professional Services Agreement with Matern Professional Engineering, Inc. for Bid and Award Phase A/E Services for BP No. 459, Secured Area Access Point CCTV Improvements, at the Orlando International Airport, for a total lump sum fee amount of \$10,727, with funding from previously-approved Florida Department of Transportation (FDOT) grants, Capital Expenditure Funds and Passenger Facility Charges to be reimbursed by future Federal Aviation Administration (FAA) AIP grants to the extent eligible; (2) request Orlando City Council approval (as required because of FAA funding); and (3) authorize an Aviation Authority Officer or the Executive Director to execute the necessary documents following satisfactory review by legal counsel **[FILED DOCUMENTARY NO. 9291]**;

T. It is respectfully requested that the Aviation Authority Board resolve to accept the recommendation of the Concessions/Procurement Committee and (1) approve the request made by Villa Enterprises Management Ltd., Inc. to add Orlando Food Hall, LLC as a joint concessionaire to be jointly and severally liable with Villa Enterprises Management Ltd., Inc. in the Airside 2 Food Court Concession Agreement; and (2) authorize an Aviation Authority Officer or the Executive Director to execute the necessary documents following satisfactory review by legal counsel **[FILED DOCUMENTARY NO. 9292]**;

U. It is respectfully requested that the Aviation Authority resolve to 1) ratify and approve placement of insurance coverage for the May 1, 2016 to May 1, 2017 insurance policy period as discussed in this memorandum for property (including boiler and machinery), workers' compensation, employer's liability, business automobile, crime, fiduciary liability, public officials' liability, storage tank liability, environmental site liability, cyber liability, travel accident, terrorism insurance, public sector terrorism plus (subject to successful term negotiations), and the increased excess war/liability insurance to the extent applicable to these coverages; 2) authorize funding from the Operation and Maintenance Fund in the not-to-exceed amount of \$3,319,738; and 3) authorize an Aviation Authority officer or the Executive Director to execute the necessary documents, following satisfactory review

CONSENT AGENDA (cont)

V. It is respectfully requested that the Aviation Authority Board resolve to accept the Comprehensive Annual Financial Report of the Greater Orlando Aviation Authority for the years ended September 30, 2015 and 2014 **[FILED DOCUMENTARY NO. 9293]**;

W. It is respectfully requested that the Aviation Authority Board resolve to (1) concur with the recommendation of the Finance Committee and approve the Authorizing Resolution for the amendment to the 2013 Revolving Credit Notes with Bank of America; (2) request Orlando City Council concurrence with this amendment; and (3) authorize the Chairman, Vice Chairman or other Authorized Officer of the Aviation Authority and the Secretary or Assistant Secretary of the Aviation Authority to approve the final form of all related documents to be signed in connection with the amendment and execute them accordingly, subject to satisfactory review by legal counsel **[FILED DOCUMENTARY NO. 9294]**;

X. It is respectfully requested that the Aviation Authority Board resolve to (1) accept the recommendation of the Construction Committee and approve an Addendum to the Continuing Vertical Construction Services Agreement with Gomez Construction Company for the award of Project V787, JetBlue Buildout-Landside Levels 2 and 3, at the Orlando International Airport, for the bid amount of \$708,941 with funding from previously-approved Capital Expenditure Funds and previously-approved Revenue Bonds; and (2) authorize an Aviation Authority Officer or the Executive Director to execute the necessary documents following satisfactory review by legal counsel **[FILED DOCUMENTARY NO. 9295]**;

Y. It is respectfully requested that the Aviation Authority Board resolve to (1) deem the bid from H. W. Davis Construction, Inc. as non-responsive; (2) accept the recommendation of the Construction Committee and approve an Addendum to the Continuing Vertical Construction Services Agreement with Gomez Construction Company for the award of Project VS002, South Terminal C, Phase 1 Trailer Installation, at the Orlando International Airport, for the bid amount of \$1,728,000 with funding from the Aviation Authority's Line of Credit with permanent funding from future Revenue Bonds; and (3) authorize an Aviation Authority Officer or the Executive Director to execute the necessary documents following satisfactory review by legal counsel **[FILED DOCUMENTARY NO. 9296]**; and

Z. It is respectfully requested that the Aviation Authority Board resolve to (1) approve the use of Discretionary Funds in the not-to-exceed amount of \$500,000 for support services related to the negotiation of the Right-of-Way agreements, Intermodal Terminal Facility (ITF) space agreements and escrow agreements with Globalvia Inversiones, S.A. and (2) request Orlando City Council concurrence in this non-budgeted expenditure.

RECOMMENDATION ON PROPOSED FY 2016-2023 CAPITAL IMPROVEMENT PROGRAM (CIP)

6. Mr. Brown reviewed the traffic numbers for 2015 with 38.8 million passengers, an increase of 8.67%. Record international traffic of 5 million with an increase of 17.6%. Based on the current schedules and assuming the same load factors, we can expect 40 million passengers on an annualized basis by this April (2016). The passenger numbers are not reported until May but that is also the prediction of when we think we meet the threshold for construction of the South Terminal. Mr. Brown then reviewed historical and forecast of enplaned passengers from 1985 - 2023; passenger traffic; and passenger traffic history and estimate.

In order to address this growth, the Board is asked to consider a Capital Improvement Program (CIP) from 2016-2023. This is a longer time frame than normally considered but because of the magnitude of the South Terminal project and the associated costs we had already begun discussing it with the airlines. We extended the CIP to include 2023. The Capital Improvement Program is a working plan and it will continue to change as circumstances change because we have to be adaptable. This CIP includes the projects initiated in FY 2013-2018 at a cost of \$1.111 billion; adds the South Terminal Complex (STC) at a cost of \$1.800 billion and FY 2019-2023 Master Plan Projects of \$0.157 billion for a total cost of \$3.068 billion. The cost centers for this proposed CIP are terminal; airfield; ground transportation; other; South Automated People Mover (SAPM); and South Terminal Complex (STC). Mr. Brown then discussed the estimated project costs and sources of funds. Staff will return at a later date to ask for approval to file Passenger Facility Charge (PFC) Application No. 18. He described the PFC consultation process with the airlines. Continuing his presentation, Mr. Brown talked about the key financial metrics and specific terminal projects at a cost of \$569,435,851 to include the North Terminal Ticket Lobby project.

RECOMMENDATION ON PROPOSED FY 2016-2023 CAPITAL IMPROVEMENT PROGRAM (CIP) (cont)

Because of the construction boom in Central Florida, we are closely monitoring the projects due to increase in construction prices. We utilize value engineering when construction bids are received to ensure that the projects are sustainable and affordable.

Using visual aids (copy on file), he reviewed specifics on the Airside 4 Improvements and BP-s100 Airside 1 and 3 Automated People Mover (APM) Replacement. The APM replacement will be challenging because we are taking APM's out of service. Airsides 1 and 3 will have single train operations. There is a recovery plan to address outages. Mr. Brown continued by discussing Taxiway J and Runway 17R-35L Rehabilitation; Ground Transportation; and Wildlife Attractant Removal. He stated that the extensive wildlife on our property is a concern so we have to continue to monitor and modify the areas that attract wildlife. In some cases we remove wetlands pursuant to permits. Continuing with the presentation, Mr. Brown discussed the South Airport APM Complex and Intermodal Terminal Facility; Intermodal Terminal; and South Terminal C, Phase 1. He encouraged the board members to go on a site visit to witness the magnitude of these projects.

In mentioning the design overview of the STC, Phase 1, Mr. Brown stated that the site will encompass approximately 300 acres; the airside terminal will have the ability to serve both international and domestic flights and will accommodate 16 gates; the complex includes a 6 story 5,000 expanded car parking garage; and the project will follow the Sustainable Management Plan (SMP) for a planned LEED v4 BD+C New construction project. Total building area is 2,689,000 square feet with an airfield area of 3,866,300 square feet. He then illustrated by video the progression of the project to completion. Because of the construction delivery method (Construction Management at Risk) we were able to work within such a tight schedule. From the phasing of the project to ultimate buildout, we will be able to accommodate 100 million passengers in the North and South. In the 2031 time frame, we will be able to accommodate about 65 million with three phases of the airport buildout and the South Terminal. We are fortunate to have the space available to continue expanding unlike our counterparts in Jacksonville, Miami, and Tampa.

In response to Chairman Kruppenbacher's question, Mr. Brown responded that we are required by the Federal Aviation Administration (FAA) to have a program to minimize wildlife in the active area of the airport. We have a full time biologist on staff that monitors the wildlife activity and provides staff with a monthly activity report.

Chairman Kruppenbacher stated how much the Board appreciates the efforts of Mr. Brown and Mr. Thornton.

It was respectfully requested that the Aviation Authority Board resolve to approve the Capital Improvement Program for FY 2016-2023 as presented. Upon motion by Vice Chairman Asher, second by Mayor Jacobs, vote carried to approve the recommendation **[FILED DOCUMENTARY NO. 9297]**.

Chairman Kruppenbacher stated that if we miss the trigger by a few months, we will need to come back and reevaluate the situation.

CHAIRMAN REMARKS

7. Vice Chairman Asher reported on Metroplan and commended Mayor Dyer and Mayor Jacobs for their service on this Committee. As to the joint partnership with Port Canaveral, he mentioned that the March 2 joint workshop was excellent and the Aviation Authority will continue to work with the Port to reach both our goals. Chairman Kruppenbacher mentioned one of the benefits in MCO getting service from Emirates is that GT USA is investing in the Canaveral Cargo Terminal (CCT). [CCT is the only dedicated container terminal at Port Canaveral.] The Chair thanked Mayor Jacobs for her support since she was not in attendance at the March 2 meeting.

Mayor Jacobs left the meeting at 3:13 p.m.

Vice Chairman Asher mentioned Run for the Angels 5K happening next week at OEA. He also mentioned updates on the Fixed Base Operators (FBO).

Chairman Kruppenbacher congratulated Mayor Dyer on the University of Central Florida (UCF).

MINUTES OF THE MARCH 16, 2016, MEETING OF THE GREATER ORLANDO AVIATION AUTHORITY

CHAIRMAN REMARKS (cont)

The Chair asked Mr. Fouche to co-chair the USO with Mr. Palmer since Mr. Palmer's term is expiring in April.

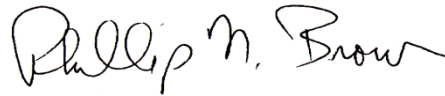
ADJOURNMENT

8. There being no further business to be considered, Chairman Kruppenbacher adjourned the meeting - 3:18 p.m.

(Digitally signed on May 19, 2016)



Dayci S. Burnette-Snyder
Director of Board Services



Phillip N. Brown, A.A.E.
Executive Director