

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

Thursday, 9:01 a.m.
May 3, 2018

A Regular Board Meeting of the Hillsborough County Aviation Authority, Public Hearing and Board of Adjustment Public Hearing were convened in the Boardroom, Main Terminal Building, Level 3 at Tampa International Airport, Tampa, Florida, on Thursday, May 3, 2018.

Members present were: Robert I. Watkins, General Diehl, Gary Harrod and Commissioner Victor Crist.

Aviation Authority staff members present were Chief Executive Officer Joseph W. Lopano, General Counsel Michael Stephens, Al Illustrato, Damian Brooke, Chris Minner, John Tiliacos, Janet Scherberger, Michael Kamprath, Jeff Siddle, Elita McMillon, Ann Davis, Beth Zurenko, Violet Cummins, Laurie Noyes, Chief Charlie Vazquez, Police Officer Virt, Lloyd Tillmann, Laura Tatem, Teresa Howell, Rob Porter, Adam Bouchard, James Tarro, Brett Fay, Kari Goetz, Ed Haines, Dominic Macrone, Brain Washburn, Tony Mantegna, Danny Cooper, Gina Evans, Thomas Johnson, Marcus Session, Irene Pierpont and John Burkenholder.

Chairman Watkins welcomed everyone to the Regular Board Meeting, Public Hearing and Board of Adjustment Public Hearing of May 3, 2018 and advised that Mayor Buckhorn would not be in attendance. Chairman Watkins advised the audience that if anyone wished to comment on propositions brought before the Board they should see Violet Cummins, Board Services Administrator, for a form. He then asked everyone to stand for the Pledge of Allegiance.

Chairman Watkins called the Public Hearing to Order and called upon Michael Kamprath, Assistant General Counsel, to open up the Public Hearing and give introductory remarks.

Mr. Kamprath relayed the purpose of the Public Hearing which was to receive comments and hear discussion concerning the Authority plan of financing and refunding issuance of Airport Revenue Bonds and other debt instruments for Tampa International, Peter O. Knight, Tampa Executive and Plant City Airports. The hearing was duly noticed by newspaper advertisement on April 18, 2018 and April 21, 2018 and no comments were received from the public.

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

Under Federal law, more specifically Section 147(f) of the Internal Revenue Code (Code), the Authority is required to hold a public hearing before the issuance of certain types of tax-exempt debt. Due to upcoming planned financial transactions which involve tax-exempt financing, the Authority is required to hold a new public hearing. The proposed hearing is for the purpose of receiving comments and discussion concerning the proposed debt and the related plan of financing. The last required public hearing was held at the October 2, 2014 Board meeting where upcoming tax-exempt debt transactions mainly related to Master Plan Phase 1 were presented and discussed.

At the hearing, staff will present and discuss planned or potential upcoming transactions including Authority tax-exempt debt. The hearing discussion will address the planned refunding and reissue of existing Authority tax-exempt debt, a planned issuance of new tax-exempt debt scheduled for October 2018, the possible increase in the credit line of the existing SunTrust short term note at some point within the next three years, and the ability of the Authority to utilize tax-exempt debt for the Authority's three General Aviation airports.

In August 2018, the Authority plans on refunding and reissuing \$138,970,000 in existing 2008 Series A, C and D tax-exempt debt through a series of forward placement transactions which were presented to and approved by the Board at the October 2017 Board meeting. With Board approval at the October 2017 Board meeting, the Authority was able to lock in favorable interest rates for the refunding and reissue transactions. Even though the Authority was able to lock in interest rates early, the call provisions of the original 2008 bonds do not allow the refunding transactions to be closed or finalized until October 2018.

The Authority currently plans on issuing approximately \$606,200,000 in new tax-exempt debt in October 2018 to fund the majority of Master Plan Phase 2, as well as some smaller non-Master Plan capital needs. The proceeds of the proposed Tax-Exempt Bonds and other debt instruments will be used to fund or refinance all or portions of certain projects, including, but not limited to, the Main Terminal Curbside Expansion project, the Energy Plant and Loading Dock Replacement project, the Reclaim Long Term Parking Levels 1 & 2 and Fuel Tank Removal project, the New Taxiway A and Bridge project, the Widen and Rehabilitate the George J. Bean Parkway and New Economy Parking Road Exit project, the Gateway Development Area, Authority Office Complex and Interior Office Fit-Out project, the Taxilane Extension and Site Preparation for Eastside MRO Development project, the Checked Baggage System Upgrades and Optimization project, the East Airfield Improvements and Rehabilitation project, the Taxiway W and Taxiway J Reconstruction Pavement Reconstruction project and the Demolition of Red Side Rental Car Garage and former Airside D Guideway project. The Tax-Exempt Bonds or other debt instruments may also be used to finance or refinance other projects within Tampa International, Peter O. Knight, Plant City and Tampa Executive Airports as defined in the public notice.

The Authority currently operates a short-term note through SunTrust Bank, LLC with a \$100 million credit line and a current balance of approximately \$4.2 million. The short-term note provides the Authority additional flexibility with regard to unexpected capital funding requirements and cash flow management. The Authority foresees a potential need in the future to increase the credit line of the short-term note from \$100 million to \$200 million as it moves through Master Plan Phase 2. There are no current plans to increase the credit line; however, Management feels it is prudent to include it in the public hearing in case an increase in the credit line is required within the next three years. If such an increase was needed, Management would bring that request to the Board for approval.

The Authority has also included language related to the use of the short-term note as a funding source for capital projects at its three General Aviation airports. At present, the Authority has no plans to utilize the short-term note for projects at the three General Aviation Airports within the next three years. In order to create the flexibility of being able to utilize the short-term note for the three General Aviation Airports if any needs arose, the Authority is required to include a nominal amount in the cumulative total. Within the cumulative total, the Authority has included \$10 million in potential future tax-exempt funding for each of Peter O. Knight Airport, Tampa Executive Airport and Plant City Airport.

The cumulative amount of known and potential tax-exempt debt from the above transactions which will be discussed at the public hearing totals \$905,170,000. The Authority has increased that amount to \$930,000,000 to provide a cushion for any changes between now and the October 2018 transaction dates of the new debt issue.

The Authority is required to place a hearing notice notifying the public of the upcoming public hearing at least two weeks prior to the hearing. As required, a public notice regarding the hearing was published in the Tampa Bay Times on April 18, 2018.

The Authority proposed to issue the 2018 Tampa International Airport Revenue Senior Lien Bonds, the 2018 Tampa International Airport Revenue Subordinated Lien PFC-Backed Bonds, the 2018 Tampa International Airport Revenue Refunding Senior Lien Bonds and/or other debt (Tax-Exempt Bonds or via a short-term note) in an amount not to exceed \$930,000,000.

Chairman Watkins asked if there were any public comments or questions from the Board.

Gary Harrod asked if SunTrust indicated their willingness to expand their \$100 million dollar line of credit. Mr. Brooke replied that the Authority took the line of credit down from \$200 million to \$100 million and if there was a potential need in the future that it would be discussed with SunTrust.

This concluded the Public Hearing. Chairman Watkins then called the Board of Adjustment Public Hearing to Order and called upon the Legal Department to open up the Hearing and give introductory remarks.

Mr. Kamprath opened the Hearing, provided a few brief remarks regarding the background of the Hearing, and then proceeded to ask Mr. Tony Mantegna, the Authority's Height Zoning and Land Use Manager, and the Petitioner, if present, to step forward and be sworn in by Chairman Watkins. Chairman Watkins administered the oath to Tony Mantegna and Petitioner Jose De Jesus of Port Tampa Bay.

Mr. Mantegna proceeded to present a petition for variance on Airport Study No. 2018-14, Port Tampa Bay, requesting a variance for a mobile harbor crane at Berth 219 to load and unload cargo ships, with a maximum height of 218' AMSL, on a site located at Port Tampa Bay, Berth 219, Tampa, FL 33602, Resolution No. 2018-51.

Port Tampa Bay (Petitioner) is seeking a mobile harbor crane at Berth 219 to load and unload cargo ships, with a maximum height of 218' AMSL, on a site located at Port Tampa Bay, Berth 219, Tampa, FL 33602. The nearest airport is Peter O. Knight.

Notice of this hearing before the Board of Adjustment was provided on April 13, 2018.

Petitioner is requesting a variance for a mobile harbor crane at Berth 219 to load and unload cargo ships.

The Petition was presented to the Airport Hearing Officer on March 16, 2018 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 recommends that the Board of Adjustment approve the variance to Airport Zoning Regulations requested by Petitioner with the following conditions: (1) Mark/Light the crane boom in accordance with FAA Advisory Circular 70/746-1 L, Change 1, Obstruction Marking and Lighting, red lights – Chapters 3 (Marked), 4, 5 (Red) and 12, and lower the crane when not in use; and (2) E-file FAA Form 7460-2, Notice of Actual Construction or Alteration, within five days after the crane reaches its greatest height.

The variance will be valid unless the FAA Determination of No Hazard to Air Navigation expires, is revised, or is terminated. The FAA Determination of No Hazard will expire on March 22, 2019 unless construction has started or continues on a reasonable schedule. 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 that there are no changes in the proposed crane.

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's public hearing.

Upon motion of Commissioner Crist, seconded by Gary Harrod, the variance for Airport Study No. 2018-14, Port Tampa Bay, requesting a variance for a mobile harbor crane at Berth 219 to load and unload cargo ships, with a maximum height of 218' AMSL, on a site located at Port Tampa Bay, Berth 219, Tampa, FL 33602 was unanimously approved by all members present; and the Airport Zoning Director or his designee was authorized to execute all other ancillary documents by adoption of Resolution No. 2018-51.

With no other petitions for variance to be presented, Mr. Kamprath closed the public hearing of the Board of Adjustment. Chairman Watkins adjourned the Board of Adjustment Public Hearing and proceeded to the Regular Board Meeting of the Aviation Authority.

Mr. Lopano reminded the Board that at the April 5, 2018 Board Meeting Assistant General Counsel Knight had advised of the possibility of holding an Attorney-Client Closed Session at this May meeting. Mr. Lopano informed the Board that there would be no need to hold that Closed Session.

Chairman Watkins then called for a motion to approve the Agenda for the Meeting.

Upon motion by Gary Harrod, seconded by General Diehl, the Agenda was unanimously approved by all members present.

There were no Public Comments.

Chairman Watkins then asked General Counsel Stephens if there were any abstentions from the April 5, 2018 Board Meeting that needed to be read into the record. General Counsel Stephens reported there were no abstentions to be read in the record from the April 5, 2018 Board Meeting and he did not anticipate any at this Meeting.

Chairman Watkins then called for a motion to approve the Minutes of the Regular Board Meeting of April 5, 2018. Upon motion of Commissioner Crist, seconded by General Diehl, the Minutes

of the Regular Authority Board Meeting of April 5, 2018 were unanimously approved by all members present.

Chairman Watkins then called upon Mr. Lopano to present his Management Report.

Chris Minner began the Management Report with the Performance Assessment Report. Passenger traffic for March was up 10.8% which was a total of 2,192,452 passengers. Southwest Airlines served almost 740,000 passengers which was an increase of 44,000 or 6.4% year over year. Frontier was up 74.3% and Spirit was up 64.3% year over year. International passenger traffic saw a 13.2% increase.

Mr. Minner reported that Frontier launched its 12th new market this fiscal year to Austin, Texas. Spirit Airlines celebrated new nonstop flights to both Las Vegas and Los Angeles.

Mayor Buckhorn and Chris Minner participated in the Global Tampa Bay trade mission to Mexico City. There were more than 40 CEOs and business leaders that participated in meetings to expand export opportunities and trade opportunities for companies in the Tampa Bay region. They also had the opportunity to tour the new Mexico City Airport.

The Authority hosted the International Conference on Automated People Movers and Automated Transit Systems. There were 300 participants from all over the world. Mr. Illustrato gave a presentation at the preconference and Mr. Lopano gave opening remarks. A tour was conducted of the Bombardier Airside Shuttle Program and the new SkyConnect.

John Tiliacos started his presentation with an overview of the operations during Spring Break. The Authority had one of the busiest spring breaks in its history. Passenger volume was at a record 3.2 million, up nearly 11% year over year. Southwest added 129 weekly flights and more than 1 million bags were processed through the in-line baggage screening system. A 99% on-time delivery of bags to the airlines was achieved.

Concessions gross receipts were 14% higher during spring break year over year. Food and beverage sales were up 7% and retail sales were up 33% year over year. TSA ensured that security check-points were adequately staffed. Nearly 95% of passengers were screened in under 15 minutes and the average wait time at the TSA pre-check was under 4 minutes.

The Authority passed the annual TSA Security Inspection with a perfect audit inspection. The Airport is safe and has a strong security program that is compliant with all federal standards.

Damian Brooke was up next with a report on the traffic and financials for the first six months of fiscal year 2018.

Passenger traffic has been at record levels. For the first 6 months ending in March the Authority served just under 10.8 million passengers. For the same period the airlines provided almost 1.2 million or more than 10% more seats combined into and out of Tampa International Airport than they did during the same period last year.

Authority operating revenues totaled just over \$119.1 million for October through March. That is \$5.9 million higher than the 2018 budget and almost \$12 million higher than last year for the same period.

The Authority's parking revenue totaled \$34 million which exceeded budget by approximately \$1.4 million or 3.9%. Rental car operations exceeded revenue by a full 10% coming in at \$2.8 million or 14.8% over last year's levels.

Food, beverage and retail concessions totaled almost \$12 million during the period though they did miss their combined revenue budget by \$480,000. That was due primarily to some delayed openings on the retail side. Cargo revenues continued to grow, exceeding budget by more than 19% with the business generating revenues a full 51% higher than last year's results for the same 6 month period.

The general aviation business continued with steady growth with revenues that totaled just over \$2 million which was up 7.5% year over year.

Operating expenses totaled almost \$61.4 million for the period which beat budget by \$2.5 million or 3.9%. Personnel costs were at \$630,000 under budget. Debt service was flat to budget for the period at just over \$25 million. After revenue sharing projected airline settlement agreement the Authority generated just over \$27.3 million to its bottom line for the six month period exceeding budget by almost \$7.1 million or 35%. With higher revenues and lower expenses, cost per enplanement totaled \$5.24 for the period which is \$0.18 or 3.3% better than budget.

Mr. Harrod inquired if the revenue we get from parking is included in the cost per enplanement. Mr. Lopano explained that the amount of revenues that are shared with the airlines gets deducted from their expenses so they share in the Authority's revenues. Damian further explained that the airlines get a percentage back after total revenue, O&M expenses and debt service. The airlines get a portion of whatever is left over to offset their costs.

This concluded Mr. Lopano's Management Report.

The Chairman then asked if anyone had any items they would like set aside for further consideration on the Consent Agenda. Hearing none, Chairman Watkins called for a motion to approve the items in the Consent Agenda.

Upon motion of Gary Harrod, seconded by General Diehl, the Consent Agenda was unanimously approved by all members present.

The following items were contained in the Consent Agenda.

CONSENT ITEM K1

Authorization for Change in Unit Prices and Ratification of Previous Purchase Order, Boarding Passes and Bag Tags, IntegraServ, Inc., Tampa International Airport.

On October 5, 2017, the Board authorized the issuance of purchase orders to IntegraServ, Inc. for boarding passes and bag tags utilized in the Authority common use kiosks. The term of the authorization is October 5, 2017 through October 4, 2018 with three, one-year renewal options at the discretion of the Chief Executive Officer, for a total amount not-to-exceed \$400,000.

In January 2018, IntegraServ, Inc. advised the Authority about production and delivery delays due to global shortages of raw materials. The Authority was able to validate the information through industry trade associations such as VDC Research, Supply Chain Digest and other independent suppliers. The shortages were due to modified environmental regulations in China. Connect Chemical, the world's primary supplier of leuco dye, which is used in the manufacturing process to produce thermal paper for boarding passes and bag tags, was affected by the modified regulations. Additionally, Appvion, the company that produces 40-50% of the thermal paper in the U.S., filed for bankruptcy protection and was not producing the thermal paper for a period of time, thereby reducing overall availability. As both the leuco dye and thermal paper are key ingredients in making boarding passes and bag tags, pricing for these products has increased throughout the industry. While the marketplace is expected to stabilize by late summer 2018, additional increases are possible.

In order to support the continuing need for boarding passes and bag tags, a critical element of airport operations, a purchase order with an increase in unit price of approximately 22% for boarding passes and an increase in unit price of approximately 9% for bag tags was issued on April 6, 2018. This purchase order requires ratification by the Board.

	<u>Previous Board</u> <u>Approved Price</u>	<u>New Price</u>	<u>Difference</u>
Boarding Passes (price per 1,000)	\$17.96	\$21.90	\$3.94
Bag Tags (price per roll of 200)	\$8.59	\$9.34	\$0.75

This item ratifies the purchase order to IntegraServ, Inc. on April 6, 2018 in the amount of \$55,524 for boarding passes and bag tags.

Additionally, this item authorizes staff to negotiate changes in unit prices for boarding passes and bag tags to IntegraServ, Inc. due to fluctuating market conditions. Once it appears that the market has stabilized, staff will determine if it is in the Authority's best interest to re-solicit for these products. There is no change in the term of the award or the not-to-exceed amount of \$400,000.

This item is included in the O&M Budget.

The Chief Executive Officer recommended the Board authorize staff to negotiate changes in unit prices for boarding passes and bag tags to IntegraServ, Inc.; ratified the previously issued purchase order in the amount of \$55,524 to IntegraServ, Inc.; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

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

CONSENT ITEM K2

Master Software and Services Agreement, IT Support for Interactive Directories, Four Winds Interactive, LLC, Tampa International Airport, Resolution No. 2018-45.

On January 17, 2014, the Authority entered into a Master Software and Services Agreement with Four Winds Interactive, LLC for licensing, maintenance and additional services for the software of twelve interactive directory signs at Tampa International Airport. That Agreement was included as part of HCAA Project No. 8040 13, Terminal and Airside Interior Dynamic Signs. On February 5, 2015, the Board authorized Amendment No. 1 to the Agreement for post-warranty maintenance services and continued support services to ensure the directory content remains current. The term of the Agreement is February 5, 2015 through February 5, 2018 with two, one-year renewal options for a total not-to-exceed amount of \$500,000.

In anticipation of the Agreement renewal, Four Winds Interactive, LLC performed an assessment of the support offered to the Authority under the current Agreement and determined that there were offerings that no longer met the Authority's needs. A new Agreement with Four Winds Interactive, LLC would convert the current Perpetual Licenses to Enterprise Licenses, enabling the Authority to receive bulk discounts for the purchase of additional licenses regardless of the application. Additionally, a new Agreement would integrate the most frequently requested professional services into a standard managed services model, providing substantial cost savings to the Authority. These cost savings will allow for software and hardware upgrades as well as additional mapping needs for the APM and Rental Car Center.

The Authority is in need of continued support for the interactive directory signs, including, but not limited to, software updates, upgrades, enhancements, content management, and development of custom reports.

On March 2, 2018, a Notice of Intent to Sole Source with Four Winds Interactive, LLC for continued software support, maintenance, and consulting services of the Four Winds Interactive, LLC interactive visual communications platform and related software was advertised. Four Winds Interactive, LLC wayfinding functionality is patented and the source code is registered and copyrighted. The software is available only through an express license granted directly by Four Winds Interactive, LLC.

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 a Master Software and Services Agreement with Four Winds Interactive, LLC for continued software support, maintenance, and professional services for the period of May 3, 2018 through May 2, 2023 for a total not-to-exceed amount of \$600,000.

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

Management recommended adoption of Resolution No. 2018-45.

Resolution No. 2018-45 approved and authorized execution of the Master Software and Services Agreement at Tampa International Airport with Four Winds Interactive, LLC; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

CONSENT ITEM K3

Space Rental Agreement, The Limo, Inc., Tampa International Airport, Resolution No. 2018-49.

The Limo, Inc., operating as Super Shuttle of Tampa Bay (The Limo), has an Airport Shared Ride Services Agreement at Tampa International Airport (Airport) which was approved by the Board on April 5, 2012. The Limo provides on-demand shared-ride ground transportation service to customers from and to the Airport. The Limo desires to lease ground transportation counter and office space in the ground transportation areas of the Main Terminal to support its customer service and other operational needs.

This item approves and authorizes a Space Rental Agreement (Agreement) with The Limo to lease 130 square feet of ground transportation counter space in the Blue 1 and Red 2 ground transportation areas of the Main Terminal at the rate of \$41.00 per square foot, and 192 square feet

of ground transportation office space in the Blue 1 ground transportation area of the Main Terminal at the rate of \$22.00 per square foot, which monthly rates may both be adjusted annually.

<u>Description</u>	<u>Sq. Ft.</u>	<u>Annual Rent</u>	<u>Monthly Rent</u>
Ground Transportation Office	192	\$4,224.00	\$352.00
Ground Transportation Counters	130	\$5,330.00	\$444.17
TOTAL	322	\$9,554.00	\$796.17

The Agreement commences on May 3, 2018 and expires on July 31, 2019. The Agreement may be renewed at the same terms and conditions for one, one-year period at the discretion of the Chief Executive Officer (CEO). Such renewal will be effective by written letter to The Limo by the CEO, without the need for formal amendment to the Agreement. Either party may terminate the Agreement upon 30 days' written notice. The Limo must provide a security deposit in the amount of \$2,388.51, equal to three months' rent.

Management recommended adoption of Resolution No. 2018-49.

Resolution No. 2018-49 approved and authorized execution of the Space Rental Agreement at Tampa International Airport with The Limo, Inc.; and authorized the Chief Executive Officer or his designee to execute all other ancillary documents.

CONSENT ITEM K4

Reappointment of Authority Representative to the Hillsborough County Metropolitan Planning Organization's Citizens Advisory Committee.

The Authority is a member of the Hillsborough County Metropolitan Planning Organization (MPO) and is responsible for designating a representative to serve on the MPO's Citizens Advisory Committee (CAC). The CAC provides valuable input to the MPO during the review and implementation of transportation projects throughout Hillsborough County. The Chief Executive Officer currently serves as the Authority's voting member on the MPO Board. On June 6, 2016 Bill Roberts was appointed by the Board as the designated Authority representative on the CAC.

Reappoint Bill Roberts as the Authority's representative on the CAC. Mr. Roberts is a business broker employed with Berkshire Hathaway Home Services. His areas of specialization include business, real estate, and mergers and acquisitions. Mr. Roberts has previously served as the Chairman for the Tampa Bay Regional Coalition Economic Development Group. He has also served on the Tampa Downtown Partnership Transportation Committee and the Tampa Bay Partnership Transportation Task Force. As a resident of Hillsborough County, Mr. Roberts understands the transportation issues throughout Hillsborough County and will provide valuable input to the MPO through his active involvement on the CAC as the Authority's representative. He has served as Vice

Chair of the MPO and is currently the MPO CAC appointee to the TBARTA Citizens Advisory Committee.

Management recommended that Bill Roberts be reappointed to serve on the Hillsborough County Metropolitan Planning Organization's Citizens Advisory Committee to represent the Authority.

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

This concluded the Consent Agenda. Chairman Watkins proceeded to Policies and Rules for Consideration or Action.

There were two items in the Policies and Rules for Consideration or Action, which were presented simultaneously by Laurie Noyes.

The first item under Policies and Rules for Consideration or Action was the Update to Policy Manual, Revisions to Policy for Approval: Section 800, Policy P822, Off-Airport Rental Car Companies.

Policy P822, Off-Airport Rental Car Companies, establishes guidelines for the operation of rental car companies not having an on-airport rental car concession agreement at Tampa International Airport (Airport).

On June 1, 2017, the Board approved implementing Per-Trip Fees for commercial ground transportation vehicle operators at the Airport upon the commissioning of the new Automated Vehicle Identification (AVI) System. The new AVI System is anticipated to become operational in early July 2018. As such, off-airport rental car companies will be required to begin paying Per-Trip Fees to the Authority each time their courtesy vehicles pick-up customers at the Airport.

Policy P822 is revised to provide for the payment of Per-Trip Fees in support of the Authority's Strategic Business Plan to be paid by off-airport rental car companies and remitted to the Authority. Any changes to the Per-Trip Fee will be approved by the Board.

The Chief Executive Officer recommends approval of the revisions to Policy P822, Off-Airport Rental Car Companies.

The second item under Policies and Rules for Consideration or Action Update to Policy Manual, Revisions to Policy for Approval: Section 800, Policy P823, Off-Airport Parking Operators.

Policy P823, Off-Airport Parking Operators, establishes guidelines for the operation of off-airport parking operators deriving income from business generated at Tampa International Airport (Airport). Off-airport parking operators are entities other than the Airport that are engaged in the

business of operating parking facilities located off the Airport property and providing transportation to and from the Airport using the Airport's roadway system.

On June 1, 2017, the Board approved implementing Per-Trip Fees for commercial ground transportation vehicle operators at the Airport upon the commissioning of the new Automated Vehicle Identification (AVI) System. The new AVI System is anticipated to become operational in early July 2018. As such, off-airport parking operators will be required to begin paying Per-Trip Fees to the Authority each time their courtesy vehicles pick-up customers at the Airport.

Policy P823 is revised to provide for the payment of Per-Trip Fees in support of the Authority's Strategic Business Plan to be paid by off-airport parking operators and remitted to the Authority. Any changes to the Per-Trip Fee will be approved by the Board.

The Chief Executive Officer recommends approval of the revisions to Policy P823, Off-Airport Parking Operators.

Upon motion of Gary Harrod, seconded by General Diehl, the Update to Policy Manual, Revisions to Policy for Approval: Section 800, Policy P822, Off-Airport Rental Car Companies and the Update to Policy Manual, Revisions to Policy for Approval: Section 800, Policy P823, Off-Airport Parking Operators were unanimously approved by all members present.

There were no Committee Reports so the Chairman proceeded to Unfinished Business.

The first item in Unfinished Business was the Contract for Design Professional Services, Airsides Restroom Refurbishment, HCAA Project No. 5450 18, Michael Baker International, Inc., Tampa International Airport, Resolution No. 2018-46 presented by Jeff Siddle.

On November 15, 2017, a request for qualifications for design professional services entitled Airsides Restroom Refurbishment at Tampa International Airport was issued. Four responses were received and evaluated by staff.

On March 1, 2018, the Board approved negotiations with the number one ranked firm, Michael Baker International, Inc. The resulting Contract for Design Professional Services (Contract) will provide for the design for the Airsides A and E Restroom Refurbishment at Tampa International Airport.

Included in the solicitation was a provision to include the Airsides C and F Restroom Refurbishment, which are future FY19 and FY20 projects. If included, an amendment to this Contract will be brought back to the Board for award.

This Contract will commence on May 3, 2018 and will remain in effect until one year after final acceptance of the last constructed project. This Contract provides for design professional services, including construction administration services, and direct and reimbursable expenses in the not-to-exceed amount of \$1,035,100.00.

A W/MBE goal of at least 11% of the dollar amount earned on the Contract for the design of the project was prescribed. The proposed W/MBE percentage of 20.5% for the amount earned on design will meet or exceed the W/MBE goal requirements and will be incorporated into the Contract.

This item is included in the Capital Budget.

Management recommended adoption of Resolution No. 2018-46.

Upon motion of Gary Harrod, seconded by General Diehl, the Contract for Design Professional Services for Airsides Restroom Refurbishment, HCAA Project No. 5450 18 at Tampa International Airport with Michael Baker International, Inc. was unanimously approved by all members present; and the Chief Executive Officer or his designee was authorized to execute all other ancillary documents by adoption of Resolution No. 2018-46.

The second item under Unfinished Business was the Part 1 Contract for Design-Build Services, Widen and Rehabilitate the George J. Bean Parkway and New Economy Parking Road Exit, HCAA Project Nos. 8235 18 & 6535 19, Cone & Graham, Inc., Tampa International Airport, Resolution No. 2018-47 presented by Jeff Siddle.

The 2012 Master Plan Update studied, modeled and identified airport-wide roadway improvements that are recommended for the Authority to keep pace with forecasted growth and maintain an acceptable level-of-service for its roadway network. Some of the proposed improvements are also necessary to facilitate the Main Terminal Curbside Expansion project.

This Program, which is included in Phase II of the Master Plan, consists of two Projects: 1) HCAA Project No. 8235 18 for parkway and roadway improvements that include the addition of a 2-lane Economy Parking Road Exit, reconfiguration of the existing exit onto the George J. Bean Parkway from the Airport Service Road, widening of the Inbound and Outbound Parkway, and widening and realignment of the George J. Bean Parkway around the Main Terminal area; and 2) HCAA Project No. 6535 19 that includes milling and resurfacing of the George J. Bean Parkway, service roads and roadways entering and exiting the Main Terminal Parking Garages.

On September 6, 2017, a request for qualifications entitled Widen and Rehabilitate the George J. Bean Parkway and New Economy Parking Road Exit at Tampa International Airport was issued.

On February 1, 2018, the Board approved negotiations with the number one ranked firm, Cone & Graham, Inc.

This item awards the Part 1 Contract for Design-Build Services to Cone & Graham, Inc. for design of the Program in the not-to-exceed amount of \$4,725,600 for basic services and reimbursable expenses.

This Part 1 Contract for Design-Build Services will commence on May 3, 2018. Substantial completion of the Program is anticipated on October 14, 2020.

A W/MBE goal of at least 10% of the dollar amount earned on the Part 1 Contract for the design phase of the Program was prescribed. The Part 1 Contract for Design-Build Services will incorporate a W/MBE participation of at least 12.9% of the dollar amount earned on the design phase.

A work order for HCAA Project No. 8235 18 will be issued upon Board award of the Part 1 Contract. A work order for HCAA Project No. 6535 19 will not be issued until that project's budget is approved by the Board.

This item is included in the Capital Budget.

Management recommended adoption of Resolution No. 2018-47.

Upon motion of Gary Harrod, seconded by Commissioner Crist, the Part 1 Contract for Design-Build Services, Widen and Rehabilitate the George J. Bean Parkway and New Economy Parking Road Exit, HCAA Project Nos. 8235 18 & 6535 19 at Tampa International Airport with Cone & Graham, Inc. was unanimously approved by all members present; and the Chief Executive Officer or his designee was authorized to execute all other ancillary documents by adoption of Resolution No. 2018-47.

The final item under Unfinished Business was the Change Order No. 29 to Design-Build Contract and Ratification of Change Order Nos. 1-8, 10-21 and 23-28, Consolidated Rental Car Facility and Automated People Mover, HCAA Project Nos. 1100 13, 1105 14, 8700 14 and 8115 14, Austin Commercial, L.P., Tampa International Airport, Resolution No. 2018-52 presented by Jeff Siddle.

The Authority is currently closing out the construction of the Consolidated Rental Car Facility (ConRAC) located in the South Terminal Support Area and Automated People Mover (APM) connection to the Main Terminal. Several contracts have been awarded by the Board to Austin Commercial, L.P. (Austin) for the design and construction of this Program.

To date, the Board has approved the following:

Contract	Scope	Board Approved Date	Total Amount
Part 1 Agreement	All required planning and design up to 90% for the ConRAC and APM infrastructure	March 6, 2014	\$29,922,715.88
Part 2 Contract	Completion of the design, construction of early enabling work and the Design-Builder's General Conditions and General Requirements for the entire Program	November 6, 2014	\$106,123,189.00
Part 2 Supplemental Contract	Remaining scope of work to complete the ConRAC and APM Facilities	May 7, 2015	\$437,415,222.00
Total			\$573,461,126.88

In accordance with Policy P410, Procurement, the Chief Executive Officer approved twenty-six change orders to the Contract. They are as follows:

Change Order	Amount	Description
1	(\$354,150.00)	Owner Direct Purchase
2	(\$5,000,000.00)	Owner Direct Purchase
3	(\$20,980,780.00)	Owner Direct Purchase
4	\$4,712,630.00	Owner Direct Purchase
5	\$0.00	General Conditions change to cell phone charge
6	(\$12,500,000.00)	Owner Direct Purchase
7	(\$4,250,000.00)	Owner Direct Purchase
8	(\$1,200,000.00)	Owner Direct Purchase
10	\$4,258,320.00	Increase to Owner's Allowance

11	(\$450,000.00)	Owner Direct Purchase
12	\$523,403.76	Owner Direct Purchase
13	(\$1,180,000.00)	Owner Direct Purchase
14	\$2,314,031.00	Increase to Owner's Allowance
15	(\$4,079,509.33)	Lea & Elliot services removed from Contract
16	(\$18,006.87)	Landscaping scope reduction
17	\$0.00	Revisions to Section 01700 Project Closeout
18	\$25,290.00	Costs for unforeseen conditions at moving sidewalk
19	(\$706,475.00)	Adjustments to six items
20	(\$36,605.00)	Credit for cleaning of Economy Parking Garage
21	\$533,058.83	Increase to Design-Builder's Contingency Funds
23	\$521,172.00	Fire alarm changes, credit for scope removal, increase to Owner's Allowance
24	\$278,091.00	APM1 N. Elev. Pit Insurance and APM4 Metal Panels Insurance claim settlements
25	\$1,311,954.63	Owner Direct Purchases - Adjustments to Owner Direct Purchase PO and return of funds to Contract
26	(\$1,855,544.80)	Decrease to Owner's Allowance
27	(\$2,458,091.29)	Decrease to Owner's Allowance, damage claim, sewer service, conduit change
28	\$100,000.00	Payment for Environmental Insurance Policy Deductible

In addition, on August 4, 2016, the Board approved Change Order No. 9 for a no cost change to the Contract language and on December 20, 2017 the Board approved Change Order No. 22 for a no cost change to the Contract language.

The overall change to the Contract amount for all twenty-eight previous change orders is a reduction of \$40,491,211.07.

This Change Order No. 29 will be an increase of \$2,637,560.00 to the Contract amount.

Change Order No. 29 covers disputes that arose between the Authority and Austin related to construction services provided by Austin under the Program. Mediations were held on August 7, 2017, December 21, 2017, March 6, 2018 and March 7, 2018. As a result, both parties agreed to fully settle and resolve the claims specifically described in the Mediated Settlement Agreement and

Release. A settlement amount of \$2,637,560.00 will be paid to Austin in consideration of the Mediated Settlement Agreement and Release.

This item is included in the FY 2014 Capital Budget.

Management recommended adoption of Resolution No. 2018-52.

Upon motion of Gary Harrod, seconded by General Diehl, Change Order No. 29 to Design-Build Contract and Ratification of Change Order Nos. 1-8, 10-21 and 23-28 for Consolidated Rental Car Facility and Automated People Mover at Tampa International Airport with Austin Commercial, L.P. was unanimously approved by all members present; and the Chief Executive Officer or his designee was authorized to execute all other ancillary documents by adoption of Resolution No. 2018-52.

This concluded Unfinished Business. Chairman Watkins next moved to New Business.

The first and only item in New Business was the Selection of Firm and Award of Contract, Insurance Consultant Services, E.W. Siver & Associates, Inc. dba Siver Insurance Consultants, Tampa International Airport, Resolution No. 2018-48, presented by Elita McMillon.

On June 9, 2011, the Board awarded an agreement for Insurance Consultant Services to E. W. Siver & Associates, Inc. dba Siver Insurance Consultants for the term June 9, 2011 through May 31, 2016 with two, one-year options to renew, at a not-to-exceed amount of \$350,000. On March 5, 2015, the Board authorized execution of Amendment No. 1 modifying the annual maximum payments to accommodate fluctuations in annual spending and exercised both renewal options thereby extending the term end date to May 31, 2018.

On January 5, 2018, a request for proposals was issued for Insurance Consultant Services at Tampa International Airport. Under the awarded contract, the selected firm will provide consulting services on an as-needed basis as directed by the Authority and perform a periodic comprehensive evaluation of insurance coverages, act as an independent insurance advisor to the Authority, identify risk transfer and risk financing options, assist in the competitive selection of insurance brokers, assist in analyzing loss exposure, determine risk management alternatives that benefit the Authority, prepare a comprehensive review and analysis of Authority insurance program, portfolio and claims history, and other related insurance services.

One response was received and evaluated by staff. The response from the following firm met the minimum qualifications requirements and was evaluated against the evaluation criteria in the request for proposals:

1. E.W. Siver & Associates, Inc. dba Siver Insurance Consultants

No specific goal for W/MBE participation was established.

This item approves the ranking listed above and authorizes the execution of a Contract with E.W. Siver & Associates, Inc. dba Siver Insurance Consultants. The term of the Contract is for the period of June 1, 2018 through May 31, 2023 with one, two-year renewal option at the discretion of the Chief Executive Officer. The total amount for the five-year term of the Contract and the renewal options will not exceed \$400,000. E.W. Siver & Associates, Inc. dba Siver Insurance Consultants will be assigned tasks through an Authority approved work order. The work order will be based on approved hourly rates and will include a not-to-exceed amount. Any changes to the hourly rates will be approved in writing by the Authority Risk and Insurance Director. The Authority may cancel the Contract with thirty days' written notice.

This item is included in the O&M Budget.

Management recommended adoption of Resolution No. 2018-48.

Upon motion of Gary Harrod, seconded by General Diehl, the award and execution of the Insurance Consultant Services Contract at Tampa International Airport with E.W. Siver & Associates, Inc. dba Siver Insurance Consultants was unanimously approved by all members present; and the Chief Executive Officer or his designee was authorized to execute all other ancillary documents by adoption of Resolution No. 2018-48.

This item concluded New Business and Chairman Watkins proceeded to Staff Reports.

Al Illustrato began Staff Reports and reported on the work in the Main Terminal. The Sikorsky Escalator has been completed and now all of the escalators are done. Work is underway with the Shops At Bayshore and it should be completed during the summer.

The remaining component of Master Plan Phase 1 is the reclaiming of long term parking level 1 and 2. At least one of the levels should be complete by the end of the year and the second level should be complete by spring of next year.

The financial picture estimates remain virtually unchanged. The unallocated contingency has increased slightly due to ongoing reconciliation of Program costs and will continue to fluctuate as the Program comes to a close.

The Authority is working on getting initiatives underway with Master Plan Phase 2. AECOM will be submitting their 30% design documents. The Part 1 Contract will be awarded to Hensel Phelps in June for the Curbside Expansion and the Central Energy Plant Replacement.

The Part 1 Contract will be awarded to Cone and Graham in May on the Roadway Expansion work.

Stantec/Gresham will submit 90% design documents for the Gateway Development area in the months ahead.

The concluded AI Illustrato's report and Mr. Lopano called up Laurie Noyes to give an update on the Airport Concession Redevelopment Program.

Ms. Noyes reported that the Program is now over 90% complete with 63 new locations open throughout the Airport. Since her last update 3 concession packages were completed and 4 new locations opened.

On April 25th the Program was featured on the front pages of the Tampa Bay Times. Laura Riley, 2016 Pulitzer Prize winning food critic, was invited to review dozens of new local concepts. The Authority received high marks.

Ms. Noyes did a recap of recently opened and upcoming openings on each of the Airsides. This concluded Laurie Noyes report.

Commissioner Crist asked to work with Staff to create a Taste of TIA event. This would allow the public the opportunity to visit the Airsides and enjoy a sampling of food and drink. There would be a final opportunity to purchase a ticket that would be called a final suitcase party. A winner would be drawn and a pair of plain tickets could be won. Proceeds after expenses could be donated to the charity chosen by the Board each year.

Mr. Lopano was in agreement and would have Staff look into it.

This concluded Staff Reports.

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

With no other business to be brought before the Board, the Regular Board meeting adjourned at 9:53 a.m.

Robert I. Watkins, Chairman

Victor D. Crist, Secretary