



AGENDA
SANFORD AIRPORT AUTHORITY EMERGENCY BOARD MEETING
FRIDAY, APRIL 17, 2020 beginning at 9:00 AM

Pursuant to Executive Order 20-69 and additional Declarations of Emergency, this Emergency meeting will be held virtually. Individuals may use the below information to join the meeting. An Agenda is below with additional information.

Join the call: <https://www.uberconference.com/flysanford>
Optional dial-in number: 407-553-2512

AGENDA

1. CALL TO ORDER, CONFIRMATION OF QUORUM, PLEDGE OF ALLEGIANCE
2. VOTE ON EMERGENCY NATURE OF MEETING AND WAIVER OF NEWSPAPER ADVERTISEMENT
3. COMMENTS FROM THE PUBLIC
4. DISCUSSION AGENDA
 - A. **Update on FAA Interpretation of CARES Act**
 - B. **Proposal of Emergency Cash Flow Relief to Airport Tenants.**
Proposal is to provide Two (2) Month Deferral on all Terminal Payments and Aviation Facilities Lease rent to be deferred and reincorporated in the rent over a six month period from July 2020 through December 2020 and for reassessment of the economic conditions by OSI and staff in 45 days for a discussion at the May and June Board Meetings.
 - C. **Any Other Covid-19 Related Item**
5. OTHER BUSINESS
6. REMINDER OF NEXT BOARD MEETING (MAY 5, 2020)
7. ADJOURNMENT

Please take notice that if any person decides to appeal any decision made by the Sanford Airport Authority with respect to any matter considered at the meeting or hearing scheduled herein, he or she will need a record of the proceedings, and that, for such purpose, he or she may need to ensure that a verbatim record of the proceedings is made, which record includes the testimony and evidence upon which

the appeal is based, per Section 286.0105, Florida Statutes. Persons with disabilities needing assistance to participate in any of these proceedings should contact the executive offices 48 hours in advance of the meeting at (407) 585-4042.

EMERGENCY BOARD MEETING PROCEDURES

Enabling Legislation:

Section 13. Notice of Meetings. The authority shall give notice of its proposed meetings by publication in a newspaper in Seminole County of the place and time of such meetings at least 48 hours prior thereto; however, failure to publish such notice shall not affect the validity of any proceedings had at any such meeting, and further provided that in case of emergency meetings such notice may be waived by a vote of 2/3 of the members of the Authority.

Fla. Stat. 286.011 (1):

All meetings of any board or commission of any state agency or authority or of any agency or authority of any county, municipal corporation, or political subdivision, except as otherwise provided in the Constitution, including meetings with or attended by any person elected to such board or commission, but who has not yet taken office, at which official acts are to be taken are declared to be public meetings open to the public at all times, and no resolution, rule, or formal action shall be considered binding except as taken or made at such meeting. **The board or commission must provide reasonable notice of all such meetings. (Emphasis Added).**

Fla. Stat. 286.0114 (2):

Members of the public shall be given a reasonable opportunity to be heard on a proposition before a board or commission. The opportunity to be heard need not occur at the same meeting at which the board or commission takes official action on the proposition if the opportunity occurs at a meeting that is during the decision-making process and is within reasonable proximity in time before the meeting at which the board or commission takes the official action. This section does not prohibit a board or commission from maintaining orderly conduct or proper decorum in a public meeting. The opportunity to be heard is subject to rules or policies adopted by the board or commission, as provided in subsection (4).

Fla. Stat. 286.0114 (3). The requirements in subsection (2) do not apply to:

(a) An official act that must be taken to deal with an emergency situation affecting the public health, welfare, or safety, if compliance with the requirements would cause an unreasonable delay in the ability of the board or commission to act;

Fla. Stat. 120.525 Meetings, hearings, and workshops.—

(1) Except in the case of emergency meetings, each agency shall give notice of public meetings, hearings, and workshops by publication in the Florida Administrative Register and on the agency's website not less than 7 days before the event. The notice shall include a statement of the general subject matter to be considered.

(2) An agenda shall be prepared by the agency in time to ensure that a copy of the agenda may be received at least 7 days before the event by any person in the state who requests a copy and who pays the reasonable cost of the copy. The agenda, along with any meeting materials available in electronic form excluding confidential and exempt information, shall be published on the agency's website. The agenda shall contain the items to be considered in order of presentation. After the agenda has been made available, a change shall be made only for good

cause, as determined by the person designated to preside, and stated in the record. Notification of such change shall be at the earliest practicable time.

(3) If an agency finds that an immediate danger to the public health, safety, or welfare requires immediate action, the agency may hold an emergency public meeting and give notice of such meeting by any procedure that is fair under the circumstances and necessary to protect the public interest, if:

(a) The procedure provides at least the procedural protection given by other statutes, the State Constitution, or the United States Constitution.

(b) The agency takes only that action necessary to protect the public interest under the emergency procedure.

(c) The agency publishes in writing at the time of, or prior to, its action the specific facts and reasons for finding an immediate danger to the public health, safety, or welfare and its reasons for concluding that the procedure used is fair under the circumstances. The agency findings of immediate danger, necessity, and procedural fairness shall be judicially reviewable.

Rules of Operation for Sanford Airport Authority Board members, Officers and Liaisons Adopted June 2, 2009

Board Rules of Operation, Meetings, Pg. 3, Meetings shall be public, and the Authority shall give notice of proposed meetings by publication in a newspaper of general circulation in Seminole County identifying the time and place of such meeting, at least seven (7) days prior to the meeting; however, failure to publish such notice shall not affect the validity of any proceedings held at any such meeting. Further, in the event of an emergency meeting, such notice may be waived by a vote of 2/3 of the Board Members present.

NOTICE REQUIREMENTS (Fla. Sunshine Manual 2020)

a. Reasonable notice required A vital element of the Sunshine Law is the requirement that boards subject to the law provide “reasonable notice” of all meetings. See s. 286.011(1), F.S. Even before the statutory amendment in 1995 expressly requiring notice, the courts had stated that in order for a public meeting to be in essence “public,” reasonable notice of the meeting must be given. See *Hough v. Stembridge*, 278 So. 2d 288, 291 (Fla. 3d DCA 1973); *Yarbrough v. Young*, 462 So. 2d 515, 517 (Fla. 1st DCA 1985). Reasonable public notice is required for all meetings subject to the Sunshine Law and is required even though a quorum is not present. AGO 90-56. And see *Baynard v. City of Chiefland, Florida*, No. 38-2002-CA-000789 (Fla. 8th Cir. Ct. July 8, 2003) (reasonable notice required even if subject of meeting is “relatively unimportant”). Notice is required even though meetings of the board are “of general knowledge” and are not conducted in a closed-door manner. *TSI Southeast, Inc. v. Royals*, 588 So. 2d 309, 310 (Fla. 1st DCA 1991). “Governmental bodies who hold unnoticed meetings do so at their peril.” *Monroe County v. Pigeon Key Historical Park, Inc.*, 647 So. 2d 857, 869 (Fla. 3d DCA 1994). The Sunshine Law does not define the term “reasonable notice,” and “few cases address the question of what is reasonable notice.” See *Transparency for Florida, Inc. v. City of Port St. Lucie*, 240 So. 3d 780 (Fla. 4th DCA 2018). In *Transparency*, the court referenced AGO 73-170, which concluded that the type of notice given depends on the purpose for the notice, the character of the event about which the notice is given, and the nature of the rights to be affected. “Where there is no specific legislative directive as to what constitutes reasonable notice as a matter of law, we agree with the Attorney General that it is a fact specific inquiry.” *Transparency*, at 787. Therefore, the type of notice is variable and depends upon the facts of the situation and the board involved. In each case, an agency must give notice at such time and in such a manner as to enable the media and the general public to

attend the meeting. AGOs 04-44, 80-78 and 73-170. And see *Rhea v. City of Gainesville*, 574 So. 2d 221, 222 (Fla. 1st DCA 1991) (purpose of the notice requirement is to apprise the public of the pendency of matters that might affect their rights, afford them the opportunity to appear and present their views, and afford them a reasonable time to make an appearance if they wish). Cf. *Lyon v. Lake County*, 765 So. 2d 785, 790 (Fla. 5th DCA 2000) (where county attorney provided citizen with “personal due notice” of a committee meeting and its function, it would be “unjust to reward” the citizen by concluding that a meeting lacked adequate notice because the newspaper advertisement failed to correctly name the committee). See also *Suncam, Inc. v. Worrall*, No. CI97-3385 (Fla. 9th Cir. Ct. May 9, 1997) (Sunshine Law requires notice to the general public; agency not required to provide “individual notice” to company that wished to be informed when certain meetings were going to occur).

While the Attorney General’s Office cannot specify the type of notice which must be given in all cases, the following notice guidelines are suggested: 1. The notice should contain the time and place of the meeting and, if available, an agenda, or if no agenda is available, a statement of the general subject matter to be considered. 2. The notice should be prominently displayed in the area in the agency’s offices set aside for that purpose, e.g., for cities, in city hall, and on the agency’s website, if there is one. 3. Except in the case of emergency or special meetings, notice should be provided at least 7 days prior to the meeting. Emergency sessions should be afforded the most appropriate and effective notice under the circumstances. 4. Special meetings should have no less than 24 and preferably at least 72 hours reasonable notice to the public. See *Yarbrough v. Young*, 462 So. 2d 515 (Fla. 1st DCA 1985) (three days notice of special meeting deemed adequate). 5. The use of press releases, faxes, e-mails, and/or phone calls to the local news media is highly effective in providing notice of upcoming meetings. The notice procedures set forth above should be considered as suggestions which will vary depending upon the circumstances of each particular situation. See AGO 73-170 (“If the purpose for notice is kept in mind, together with the character of the event about which notice is to be given and the nature of the rights to be affected, the essential requirements for notice in that situation will suggest themselves”). See also AGOs 00-08, 94-62 and 90-56. An individual challenging the adequacy of a meeting notice is not required “to allege and prove that some member of the public was not afforded an opportunity to attend the meeting because notice was not adequate,” because this “is not an element of a cause of action for a Sunshine Law violation.” *Transparency for Florida, Inc. v. City of Port St. Lucie*, 240 So. 3d 780, 787 (Fla. 4th DCA 2018). Thus, in *Rhea v. City of Gainesville*, 574 So. 2d 221 (Fla. 1st DCA 1991), the court held that a complaint alleging that members of the local news media were contacted about a special meeting of the city commission one and one-half hours before the meeting stated a sufficient cause of action that the Sunshine Law had been violated. Compare *News and Sun-Sentinel Company v. Cox*, 702 F. Supp. 891 (S.D. Fla. 1988) (no Sunshine Law violation occurred when on March 31, a “general notice” of a city commission meeting scheduled for April 5 was posted on the bulletin board outside city hall); and *Lozman v. City of Riviera Beach*, No. 502008CA027882 (Fla. 15th Cir. Ct. December 8, 2010), per curiam affirmed, 79 So. 3d 36 (Fla. 4th DCA 2012) (no violation of Sunshine Law where notice of special meeting held on Monday, September 15 was posted at city hall and faxed to the media on Friday, September 12 and members of the public [including the media] attended the meeting). The determination as to who will actually prepare the notice or agenda is essentially “an integral part of the actual mechanics and procedures for conducting that meeting and, therefore, aptly relegated to local practice and procedure as prescribed by . . . charters and ordinances.” *Hough*, 278 So. 2d at 291.

d. Paid advertising requirements and additional notice provisions imposed by other statutes, codes, or ordinances

While the Sunshine Law requires only that reasonable public notice be given, a public agency may be subject to additional notice requirements imposed by other statutes, charters or codes. In such cases, the requirements of that statute, charter, or code must be strictly observed. Inf. Op. to Mattimore, February 6, 1996. For example, while the Sunshine Law does not mandate that an agency use a paid advertisement to provide public notice of a meeting, other statutes may specify publication requirements for certain actions. See *Yarbrough v. Young*, 462 So. 2d 515, 517n.1 (Fla. 1st DCA 1985) (Sunshine Law does not require city council to give notice “by paid advertisements” of its intent to take action regarding utilities system improvements, although the Legislature “has required such notice for certain subjects,” e.g., 166.041[3][c], F.S.). See also s. 189.015(1), F.S. (notice requirements for meetings of the governing bodies of special districts); and s. 1001.372(2)(c), F.S. (school board meetings). Similarly, a board or commission subject to Ch. 120, F.S., the Administrative Procedure Act, must comply with the notice and publication requirements of that act. See, e.g., s. 120.525, F.S. Those requirements, however, are imposed by Ch. 120, F.S., not s. 286.011, F.S., although the notice of a board or commission meeting published pursuant to Ch. 120, F.S., also satisfies the notice requirements of s. 286.011, F.S. *Florida Parole and Probation Commission v. Baranko*, 407 So. 2d 1086 (Fla. 1st DCA 1982).

DISCUSSION AGENDA ITEM
SANFORD AIRPORT AUTHORITY
EMERGENCY BOARD MEETING

DATE: April 17, 2020

TO: Airport Authority Board

FROM: President and CEO

RE: Discussion Agenda Item B
Consider approval and implementation of Proposal of Emergency
Cash Flow Relief to Airport Tenants.

BACKGROUND: The current COVID-19 global pandemic has caused unprecedented disruption and near total curtailment of commercial air travel, which in turn has resulted in a substantial decrease in revenues for airports and airport businesses that serve commercial air passengers. At present, U.S. Airports have been dealt a massive blow, with commercial service diminished by 96%. Specifically, the COVID-19 virus has negatively impacted those businesses operating out of our terminal facilities, including our food & beverage, retail and rental car concessions, as well as Orlando Sanford International, Inc. (OSI), and several of our commercial aviation tenants.

Over the past month, we have received requests for relief from several affected parties. We have advised these requestors that SAA and OSI would be evaluating the economic environment and put together a relief plan for consideration by our respective governing boards. Unfortunately there is no ability to know the future of the aviation industry with definitive certainty and at this time, the onset of future recovery remains uncertain. Therefore, the proposal presented to you at this time is an initial, short-term solution designed to provide immediate cash flow relief until the SAA and OSI have more information on which to base a long-term solution. It is our plan to re-evaluate the Airport's economic position in 30-45 days and bring back a revised plan at the June 2, 2020 SAA Board Meeting. Pursuant to our agreement with OSI, OSI must agree to any assistance the SAA should offer to third parties under a tri-party agreement. OSI has reviewed this program and agreed to its terms.

Given the requests received thus far, OSI and SAA are proposing to DEFER the payment of rents and minimum annual guarantees (MAGs) for TWO (2) MONTHS (specifically, the months of April and May 2020) for each of the categories listed below, along with other revenue streams noted in each category, upon request and the execution of an agreement:

- Food and Beverage/Retail Concessions*
 - o Deferral of MAG and/or rent
- Rental Car Concessions
 - o Deferral of rent
 - o Deferral of MAG
 - o Deferral of Customer Facility Charges (CFCs)

- OSI, Inc.
 - o Authority's Share of Terminal Revenues;
 - o Guaranteed Minimum Annual Payment;
 - o Parking Revenues; and
 - o Ground Handling Revenues
- SAA Commercial Aviation Tenants
 - o Deferment of rent and sales tax**

NOTE: Repayment will be reincorporated into the rent over a 6-month period from July 2020 through December 2020.

*One food and beverage concession, SSP, has a lease that has expired, and will need to be extended until the end of the year, along with the two-month deferment. That is addressed separately in Discussion Item C.

** Note that OSI is also a Commercial Aviation Tenant for purposes of two Ground Leases- Fuel Farm and Cargo Building that will qualify for the deferral of those lease payments.

STAFF RECOMMENDATION: Staff recommends approval and implementation of the "Proposal of Emergency Cash Flow Relief to Airport Tenants" plan as needed, with related documents to be executed by the SAA President and CEO.

MOTION:

Motion to approve and implement the "Proposal of Emergency Cash Flow Relief to Airport Tenants" plan, with individual tenants and contractors to enter into individual agreements amending their current contracts/leases/agreements. The SAA President and CEO is authorized to execute the documents to implement these agreements.

/dc

DISCUSSION AGENDA ITEM
SANFORD AIRPORT AUTHORITY
EMERGENCY BOARD MEETING

DATE: April 17, 2020

TO: Airport Authority Board

FROM: President and CEO

RE: Discussion Agenda Item C-1
Consider approval of the Ninth Addendum to Snack Bar
Concession Agreement by and among Orlando Sanford
International, Inc., Sanford Airport Authority, and SSP America, Inc.

BACKGROUND: SSP America, Inc. is a long-term concessionaire with a contract dated October 18, 1996, that expired December 31, 2019, for services in Terminal B. SSP also has an active contract for services in Terminal A, and the intent has been to combine those two agreements into one contract, to be extended with a greater investment. However, that plan of action has been on hold, pending the revised concession program that has been brought forward by OSI and VINCI through their strategic plan, and final identification of concession locations within the renovated terminal which will be generating an RFP open to all parties to bid on the concession venues. The request for cash flow relief for their existing services has necessitated an extension of the contract to provide time to incorporate the repayment period as noted in Discussion Agenda Item B, from July 2020 to December 2020 and provide additional time to seek bids for concession programs after the current emergency situation with COVID-19. The Ninth Addendum includes the extension to December 31, 2020 as well as the deferment of rent and the minimum annual guarantee (MAG) for two months (April and May 2020) as part of the Airport's Proposal of Emergency Cash Flow Relief to Airport Tenants.

STAFF RECOMMENDATION: Staff recommends approval of the Ninth Addendum to Snack Bar Concession Agreement by and among Orlando Sanford International, Inc., Sanford Airport Authority, and SSP America, Inc., with related document to be executed by the SAA President and CEO.

MOTION: Motion to approve the Ninth Addendum to Snack Bar Concession Agreement by and among Orlando Sanford International, Inc., Sanford Airport Authority, and SSP America, Inc., with related document to be executed by the SAA President and CEO.

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