

**MINUTES OF THE REGULAR MEETING OF THE
SANFORD AIRPORT AUTHORITY
FEBRUARY 7, 2023
8:30 A.M.**

PRESENT: Jennifer T. Dane, Chairman
Clyde H. Robertson, Jr., Vice Chairman
Kenneth Bentley, Secretary/Treasurer
Benny Crosby
Tom Green
Chick Gregg, Sr.
Frank S. Ioppolo, Jr.
William R. Miller
Stephen P. Smith
Brett Renton, Airport Counsel
Commissioner Jay Zembower, County Liaison

ABSENT: Mayor Art Woodruff, City Liaison

STAFF PRESENT: Nicole Martz, President & CEO
Jason Watkins, Executive Vice President & CFO
Steve Fussell, VP Strategic Initiatives
Tom Fuehrer, SAAPD Chief
Tommy Gentry, Director IT
Marc Gilotti, SAAPD Captain
Lori Hunt, Executive Assistant
Al Nygren, Property Manager
Jeremy Owens, VP Engineering and Maintenance
Lauren Rowe, Communications Director
Roberta Stanton, Procurement Manager
Jennifer Taylor, Director of Program Administration

OTHERS PRESENT: Angela Adams, OSI
Natalie Anderson, OSI
Elizabeth Brown, OSI
John Clark, SSP
Alexandre Darpy, OSI
Tracy Garcia, Orlando Economic Partnership
Lisa Harris, South East Ramp
Oscar Hernandez, SSP
Christina Hollerbach, Hollerbach's
Dave Logan, OSI
Garrett Matyas, OSI
Genean McKinnon
Les Miller

Jeremy Morton, CPH
Robin Nielen, Blue Skies Development
Paul Partyka, NAI Realvest
Todd Payne, OSI
Doug Saunders, C&S
Matt Shelton, McKee Construction
Gregg Smith, Million Air
Nick Stefaniak, Gale Associates
Stephen Stetz, OSI
Tom Tommerlin, City of Sanford
Robert Utsey, ZHA
Raul Veizaga, OSI
Bobby VonHerbulis, McKee Construction
Sandra Wagner

1. CALL TO ORDER, PLEDGE OF ALLEGIANCE, AND INTRODUCTION OF GUESTS
2. ADVERTISEMENT OF MONTHLY MEETING

Copies attached.

3. LIAISON REPORTS

A. Seminole County

Commissioner Zembower reported that the work order for the Lake Jesup Basin Study was issued on January 10th and a kickoff meeting was held January 3rd; 415/Celery Avenue traffic signal's anticipated completion is sometime between March – April 2023; 417 Extension remains on schedule, Commissioner Zembower distributed the 417 schedule.

President Martz informed the Board that a presentation regarding SR417 presentation was distributed to the Board in the packets. This was presented during an update call to the planning working group giving an update on the project. President Martz stated she is on the Planning & Advisory group for the project. She noted she has a meeting with the engineers next week to discuss our expectations. She feels they have underestimated the anticipated traffic at the airport and are not familiar with our real estate program. She referenced the schedule pointing out that it is more than midway through. The consulting team anticipates getting this to the CFX Board in June for a decision.

President Martz requested authorization from the Board to work with Chairman Dane on a letter of support for the project, noting she voiced SAA's support in the Planning Advisory Group meeting, but she would like to

get something formal so that they have that as part of the study. She didn't know if we would support any particular alignment yet, because we don't know enough about the options, noting that SAA might want to do a supplement letter if there is an alignment that is most beneficial to the Airport. The Board authorized President Martz to prepare a letter of support for the project.

Commissioner Zembower reported Lake Mary Blvd. landscape improvements have kicked off starting in Volusia County. February 21st will be the beginning of the new County Manager's tenure. Mr. Darren Gray was hired unanimously at the last Board of County Commission meeting. Darren comes from Osceola County, also worked for Lake County and the City of Clermont.

B. City of Sanford

Mayor Woodruff was not attendance. Chairman Dane noted that Mayor Woodruff wanted the Board know that there is no water contamination, and that he offered congratulations to George Speake and the SAA team on Aviation Day it was a great event.

4. COMMENTS FROM THE PUBLIC

Elizabeth Brown, OSI President informed the Board that there are two letters that were distributed to the Board, OSI would like to publicly rescind those letters and have a discussion with the SAA management team regarding the subject of the letters.

5. CONSENT AGENDA

- A. Consider approval of Lease No. 2023-007 for Liberty Aerospace, Inc. for Building #147 and associated Ramp space located at 1722 Hangar Road, Sanford, FL 32773.
- B. Consider Sanford Aviation Noise Abatement Committee (SANAC) Appointment Confirmations.
- C. Authorize Utilization of Florida Sheriffs Association Invitation for Bid/Contract #FSA22-VEL30.0 Pursuit, Administrative & Other Vehicles with Garber Chrysler Dodge Truck.
- D. Approval and Authorization to execute the Fourth Amendment to Amended and Restated Retail Sales Concession Agreement for Duty-And Tax-Free Goods extension to October 31, 2023.
- E. Contract with Benzon Aviation Consulting, LLC.

Motion by Board Director Smith, seconded by Board Director Bentley, to approve Consent Agenda items A-E. Vote taken, none opposed. Motion passed unanimously.

6. PRESIDENT'S REPORT

President Martz referenced her power point presentation, incorporated herein, and requested VP Engineering & Maintenance Jeremy Owens present updates on the following topics:

- Wildlife Assessment: under FAA review;
- IT redundancy loop: Commerce Park 100% complete, eastern portion 95% complete;
- Stormwater Master Plan Update: Awaiting pre-app date with SJRWMD;
- Airfield Electrical Upgrades: Complete;
- SAA Maintenance Facility Replacement: Under design; and
- ARFF Station Generator and install generator in Building #37
Generator: December 23 Install (est.)

OSI Contract: Jennifer Taylor reviewed the OSI Contract Score Card distributed in the Board's packets and incorporated herein by reference:

2.3.6 Routine Maintenance, Repairs and Landscaping

• **Delinquent Items**

- Elevator 8 replacement (Terminal A freight). Out of service Jan. 2022.
- Elevator 9 (Passenger elevator). The shaft was ordered 9/22. Schindler began work 2/5/23.
- Over 100 variable air volumes (VAV's) aren't fully functional. To date six have been replaced. OSI ordered roughly 50 more for Terminal B. OSI is anticipating resolution over a year period. Still awaiting plan for Terminal A.

Chairman Dane inquired when SAA can anticipate the plan for Terminal A.

Elizabeth Brown responded OSI is assessing its Maintenance resources internally, some changes have been made, and some of our VINCI representatives are coming in to review all the maintenance that is done. This is a result of recent meetings where VINCI is working with OSI on all its plans to help it deliver the contract expectations. She suspects that to happen over the next month.

Chairman Dane inquired if at the Board to Board meeting will there be an update from the VINCI team on what the plan is? Elizabeth Brown responded yes; we should have everything in place before that.

2.3.6 Routine Maintenance, Repairs and Landscaping, cont'd

• **Items in progress**

- Elevator 9 replacement (Terminal A passenger) currently working on. Estimated completion by end of February.

- SAA received the report that Lerch Bates, Inc. performed. It included 5/11 (45%) of elevators and 6/6 (100%) of the escalators. The suggested modernization of two escalators to start immediately (CBP and Terminal A). These items had a six-to-eight-month procurement timeline and construction could take up to 48 weeks. Awaiting schedule.

Jennifer Taylor informed the Board she believes OSI is working on getting quotes on those. Elizabeth Brown noted she'd update the Board during her presentation. Elizabeth Brown explained they were going to update SAA on the two items that were missing in the report, but not on the new elevators because OSI didn't think that was necessary. She noted that OSI is going forward with all new replacements this year.

- Parking garage partial one-year repairs started 1/30/2023. Contract was executed 9/6/2022. Estimated time of completion TBD.

Dave Logan, OSI reported the garage could be opened as early as Friday but it probably won't because OSI has some time to get in there while it is empty to do some more additional work, striping, cleaning etc. The bearing pad replacements are done so we can open the garage for levels 1,2,3 and then there's still additional work on deck 5 that is TBD; looking at next week.

- Sky lounge/smoking deck windscreen project. Gomez has applied for permitting. Requested update from Dave Logan 2/6/22.

2.3.6 Routine Maintenance, Repairs and Landscaping, cont'd

- **Items in progress:**
- Elevator 9 replacement (terminal A Passenger). Awaiting inspection.
- Awaiting report on elevators and escalators. Schindler was here November 1-3 to inspect the elevators and escalators.
- Parking garage partial one-year repairs will start in January; contract was executed 9/6/2023.
- Parking garage preventative maintenance plan. Awaiting implementation. Pressure washing and striping the parking garage. OSI is eliminating the Manager of Terminal Operations and Maintenance Position March 2023.

Elizabeth Brown updated the Board the position was not eliminated yesterday. During the pandemic OSI determined to merge two positions one was Manager of Terminal Operations, and the other was Maintenance Manager. OSI had hired an individual who it thought had a good background on maintenance, but have now decided to split those out again so OSI will have a dedicated maintenance manager going forward and then a separate manager of terminal operations going forward.

President Martz inquired of Ms. Brown if OSI is hiring two new positions? Elizabeth Brown responded OSI has offered the position terminal operations manager to an internal staffer, and will be going external for maintenance manager. VINCI will be helping OSI make sure it has adequate resources towards maintenance and it may include an additional project manager and engineer being brought in.

MISCELLANEOUS ITEMS

Awaiting items requested from OSI on January 3, 2023:

- Updated Preventative Maintenance Plan for all Terminal Roofs.
- Lost and Found procedure. SAA received the draft 1/23/23.
- Parking Garage remediation and prioritization of most urgent matters from report dated March 2022.

Awaiting items requested from OSI on January 19, 2023:

- Correspondence to or from Lerch Bates regarding the Terminal elevators and escalators.
- Correspondence to or from Schindler Elevator Corp. regarding elevators and escalators.
- Correspondence to or from Walker Consultants regarding the Terminal Parking Garage.
- Correspondence to or from Desman Design Management regarding the Terminal Parking Garage.
- Correspondence to or from Western Specialty Contractors regarding the Terminal Parking Garage.

Discussion ensued regarding Miscellaneous Items requested from OSI. Jennifer Taylor informed the Board these are items that were requested from OSI for SAA to go through. President Martz clarified in order to fully understand the obligations under the contract are being met with respect to maintenance, SAA needs more information to understand what is happening with those issues.

Elizabeth Brown informed the Board OSI intends to provide the requested items by the end of this week.

Paul Partyka, NAI Realvest updated the Board on Development: Orlando Business Journal named President Martz as one of the 2023 Game Changers; new substantial renewals based on the updates on comps we have increased the escalation rate from 3% per year to 4-5%; Synergy Woods is committed to building a new facility. Paul is working with Jeremy Owens to find the best place to put a 70,000 sq.ft. building and trying to do it as close as possible to the existing facility; American Builders Supply committed to the Airport they have a new potential area for their new site plan and are developing that right now.

President Martz updated the Board one of the issues SAA was trying to resolve regarding American Builders Supply is the potential location conflict with the potential extension of the rail lines. Staff wanted to make sure SAA wasn't foregoing an opportunity. We've been able to explore this a little more and think the site is going to work for them.

Paul Partyka noted he received a call from a group in Dallas, that has manufacturing facilities in Bradenton and headquarters in Dallas. It manufactures electric boats, and they want to build a 30,000 sq.ft. facility. Mr. Partyka stated his goal is to meet with them this week or next week. This particular group wants to move into a building pretty quickly therefore they may have to lease initially.

President Martz noted that staff is awaiting word back from Constant Aviation regarding expansion. There is also an agenda item today requesting for extension on the Blue Skies LOI. The Supervisor of Elections approached SAA a few days ago regarding the facility lease. The lease is up in one year, and the SOE is in talks with County regarding a new building. SOE Anderson approached her about expanding the existing building on Airport property or a new building here. We do have some availability for both concepts. President Martz explained that she brought this up publicly to be clear that while SAA is a willing landlord, she didn't want the County to think that SAA was trying to jump the middle of its arrangements with the Supervisor of Elections.

Commissioner Zembower thought the County would be happy to entertain that idea as it was the County's first preference, it would be great for the general public, the continuity of keeping the Supervisor of Elections in a historic location would be beneficial to public as well.

Discussion ensued regarding the Seminole County services building downtown. Commissioner Zembower explained there's been a lot of discussion as Five Points continues to develop. He noted he's an advocate of getting that prime real estate on the tax rolls and getting the government out of those buildings and relocated to Five Points eventually.

President Martz informed the Board that staff received the feasibility study back on a hotel. SAA is jointly doing a study with the County Tourism Division. The findings demonstrate that there is sufficient capacity to support a hotel similar to a Hyatt Place type hotel. Staff is meeting with a potential hotel developer who was awaiting that report and she will the Board posted on that.

Board Director Ioppolo requested copies of the current and past feasibility studies.

Orlando Sanford International Inc.: Elizabeth Brown updated the Board as follows:

- January 2023 Passengers: 235,518 passengers exceeded prior year by 35% and were over 2019 by 19%.
- Passenger performance 10% above 2021/2022 while down 8% from 2019/2020 against SAA's prior fiscal year.
- Air Traffic Movements: higher than 2022 by 10% and above 2019 by 5%.
- Rolling Twelve Months: 2.8M passengers
- Maintenance Projects – Elevators and Escalators:
Elevator 9 (East Terminal) completion and inspection is expected by February 11; Commenced seeking quotes for refurbishment of 2 elevators and 2 escalators (East Terminal and US CBP area); Expected cost over US \$1 million; will engage a project manager/GC to provide oversight to project.
- Maintenance Projects – Garage Project:
Project involves pressure washing, line painting, slide bearing pads replacement and sealing; all pads replaced; finishing joint sealing; phase 2 will include 5th deck joint sealing and review of any further maintenance required; garage expected to re-open decks 1-3 later this week.
- Air Service/Commercial/Marketing: ACI ASQ Departures Passenger Satisfaction Survey; entered into advanced negotiation with a possible new domestic airline; OSI concessions will be attending the Airport Experience Conference in Denver, February 26th; OSI in concert with SAA will seek to co-terminate the Duty Free (March 2023) and Hudson News & Gift (October 2023) contracts, and extend both agreements in October 2024; OSI Concessions will be issuing an RFP for vending and non-SSP food and beverage space in .
- Marketing: SFB filmed the commercial for FOX35 ad buy, promoting the "Take the Easy Way out" testimonials from passengers in the terminal; renewed its ad buy with Lake Mary Life, promoting travel through SFB, with articles published by Lauren Rowe; investing in tomorrow's leaders, connecting Aviation to teachers and over 2,000 students in the Hospitality and Tourism Academy of Central Florida, for Seminole, Osceola, and Orange County Public Schools; sponsored two competitions for the Hospitality and Tourism Academy, one of the events was Creative Marketing for Orlando Sanford International Airport.
- Terminal Advertising: SFB attended the Seminole County Business Expo; sold location filming to North Shore University Hospital, for a commercial promoting the hospital; AutoLawn of Orlando's contract has ended, client feedback from activation is that they got more leads with terminal advertising than any other form of advertising they have tried.

- Social Media: SFB has given away six (6) pairs of Golden Tickets to any UCF Football Big 12 games, as part of its partnership with UCF Athletics and Orlando North, reaching over 5.5k likes and over 50 comments; Aerospace and Aviation Day 2023, proved to be a success throughout our social media; page engagement and following continues to grow.

Todd Payne, Director Air Service & Commercial Development presented the ACI-ASQ Q4 2022 Passenger Satisfaction Survey.

Chief Financial Officer Report

EVP & CFO Jason Watkins presented the January financial report including:

- Finance/Admin Update: Hurricane Ian adjustment survey received from PGIT adjuster damage estimate \$329,000, the Airport has been reimbursed \$167,000 and additional \$38,000 is soon to be issued. There are several properties on the schedule where the damage does not exceed the deductible. SAA continues working with FEMA representative.
- Current & Pending Solicitations – new: Professional General Contractor- continuing Contract.

Miscellaneous – Other

CFX Update: Board Director Ioppolo inquired does the Board need to provide anything phone calls to help support. President Martz explained as we get closer to June when the CFX Board is considering moving forward would be the best time for the Board members to engage. It will also be important to talk with the County about the local participation.

Strategic Planning Session: President Martz updated the Board that she and Chairman Dane have discussed scheduling a strategic planning workshop. The workshop would be focused on strategic planning for the entirety of SAA's mission. It is a real opportunity to memorialize the Board's goals and the direction the Board wants to take the Airport. The Board can also set some objectives that we can work towards as we prepare the budget and make other decisions in the organization. After further discussion it was determined the Strategic Planning meeting would be scheduled for March 2nd at 8:30 a.m. in the Vigilante Room and plan to schedule a Joint Strategic Planning meeting with OSI later this year.

Lake Golden Park: President Martz shared with the Board that after the hurricanes, it was determined that part of the canopy is unsafe. Because of this, the decision was made to not lease the park out to the public. It will still be used for our events, OSI's events, and CLEO which holds a monthly event at the park. Staff feels comfortable allowing these entities to use the park out

there because we know we can work with those three groups and make sure nobody goes where they aren't supposed to go. The repair costs are significant-tens of thousands of dollars - and the rental income that we receive is approximately \$3,000 per year so the return income isn't significant.

Outreach: President Martz presented at the following: PBAS; Central Florida Hotel & Lodging Association; and Sanford Chamber of Commerce. SAA staff also participated in a Leadership Seminole event. The most important outreach activity was Aviation Day. President Martz showed a video displayed with the Board and offered special thanks to George Speake & Julie Sawyer for all their hard work.

Lauren Rowe informed the Board there were 5,500 attendees; 118 children got a free flight; Air Force Army and Coast Guard all attended. Thanks were offered to MillionAir for allowing the event to disrupt its business for the day. Ms. Rowe added that FOX35 went live all morning, Channel 13, 6 and 2 also covered the event.

Board Director Ioppolo thanked Greg Smith and the staff of MillionAir noting that anytime we need them for things like Aviation Day, or when a candidate or elected official graces our presence with no notice, MillionAir always manages to meet that need.

7. COUNSEL'S REPORT

Brett Renton updated the Board regarding: GOAA, Employee Handbook and Investment Policy draft.

8. CHAIRMAN'S REPORT

Chairman Dane reminded the Board of the Joint Board meeting March 24th which will be held in the Vigilante Room at 11:30 a.m.

9. DISCUSSION AGENDA

- A. Consider approval of an amendment to the Non-Bonding Letter of Intent from Blue Skies Development, LLC.

President Martz referenced the Letter of Intent (LOI) for Blue Skies approved by the Board in September to develop a lease and look at the opportunities for a long term lease arrangement for area of property 50 acres south of runway 9R and 50 acres N of runway 9L. That letter of intent laid out the terms some of the terms in the agreement of the lease if it were to come to be as well as abate negotiations with other potential developers on those properties. It also provided a privilege of advertising on behalf of Blue Skies. Blue Skies intent was to try to get letters of intent

of its own for development of property and for which it would serve as a master developer. Blue Skies are continuing to work on that, but needs a little more time. Staff would like to provide a little more time to shore things up to make sure this is a deal that is really beneficial to everyone. She reminded the Board that one of the terms was a permitting period of 18 months and then rent would commence. This two month extension will reduce that 18 month period to a 16 month period, so the extension really doesn't have any impact on when SAA would start collecting rent to make this deal work. The other significant change is the removal of the piece that is north of 9L. It's a lot to focus on both pieces so I think Blue Skies decided that efforts are best spent on the southern piece. There's a redline version of the original LOI in the Board's packet. All the other terms remain the same except for a slight revision on the Fire Station piece requiring FAA approval as the station is moving to a piece of property that doesn't require FAA approval. Her recommendation is that the Board accept the two month extension of the LOI to allow Blue Skies to solidify its options.

Board Director Robertson inquired why Blue Skies was no longer including the north side property in the LOI.

Bobby VonHerbulis, McKee Construction responded the development on the north side was for very large aircraft and Blue Skies initially had a proposed tenant in mind. That prospective tenant made alternate plans so that didn't come to fruition. At this time, Blue Skies is trying to focus its efforts on getting the south side.

President Martz stressed for the record, that it wasn't that a project on the north property wasn't feasible that's a great site & has plenty of opportunity, but Blue Skies just wanted to focus on the southern piece.

Robin Nielen, President Blue Skies, informed the Board he wanted to make sure they worked together to get the first phase up and running on these small aircrafts. He wants to continue with his objective as outlined earlier & feels there's a huge need here for the G5 storage capabilities. Blue Skies wants to go that route. Blue Skies needs to build some buildings to support some bigger aircraft, and he has a couple of customers that he's working with, and feels there are some areas that can support that.

Motion by Board Director Ioppolo, seconded by Board Director Smith to approve and accept the proposed Amended Non-Binding Letter of Intent as requested by Blue Skies Development, LLC and Authorize the SAA President and CEO to execute the Non-Binding Letter of Intent on behalf of the Authority. Vote taken, none opposed. Motion passed unanimously.

- B. Approval and authorization to execute Amendment #1 to the FDOT PTGA FM#450865-1-94-01 for the Design and Construction of the Maintenance Building and Resolution No. 2023-01

President Martz informed the Board this is a revision to the grant application related to the maintenance facility the original agreement was for \$495,000 this adds an additional \$1.2M bringing it to the total amount of the funding from FDOT.

Motion by Board Director Smith, seconded by Board Director Miller to approval and authorization to execute FDOT Amendment #1 to the PTGA FM#450754-1-94-01 for the Design and Construction of the Maintenance Building and Resolution No. 2023-01. Vote taken, none opposed. Motion passed unanimously.

- C. Approval and authorization to execute FDOT PTGA FM#452650-1-94-01 and execute the purchase agreement for the Land Acquisition of 1.43 acres, and Resolution No. 2023-02.

Jeremy Owens, VP Engineering & Maintenance informed the Board this is a grant application from FDOT for the acquisition of a 1.43 acre parcel on Moores Station Road, this is a little parcel that we do not own, we own the properties to the east, west and south of this. There is a trailer and a couple of sheds on the property.

President Martz explained the trailer and sheds need to be demolished. This is a request to purchase the property, approve the DOT grant and approve the purchase contract. Purchase price is \$118,000 which is based on the appraisal. She noted we were approached by the property owner, we were not pursuing this. They came to SAA and asked if we would be interested in acquiring the property. The appraisal came in at \$118,000 that was the offer we made and accepted by the property owner. DOT will pick up half the cost of not only the purchase but also the rest of the project, which is the demo and cleanup of the site, and closing costs. The total project amount is \$150,000 where \$75,000 would be covered by DOT and \$75,000 by SAA.

Motion by Board Director Robertson, seconded by Board Director Smith to Approve Resolution No. 2023-02 authorizing execution of Florida Department of transportation (FDOT) Public Transportation Grant Agreement (PTGA) FM#452650-1-94-01 for the acquisition of 1.43-acres of real property located at 3885 Moores Station Road; and approve the contract for sale and purchase for property located at 3885 Moores Station Road. Vote taken, none opposed. Motion passed unanimously.

- D. Consider approval of professional services Task Order 6 in the amount of \$89,294.35 with C&S Engineers, Inc. to provide the Terminal Apron Rehabilitation Design.

Jeremy Owens, VP Engineering & Maintenance informed the Board this item is to consider the approval of professional services task order 6 in the amount of roughly \$90,000 with C&S Engineering to provide terminal apron rehabilitation. The PCI which is the pavement condition index of the ramp averages roughly a 60; the recommended PCI by the FAA is a 70. With these DCI findings the FAA would expect SAA to be planning to get programed in to those improvements. SAA & OSI coordinated on some geotechnical borings. We determined that a mill and overlay was the appropriate rehab, and met with one of SAA's continuing consultants to get a scope of work. C&S prepared a scope of work of the mill and resurface of this area with a cost of \$89,294.35. As of right now we have not identified the final funding source for the construction but with it being that the ramp is at the beginning stages reducing FOD we want to go ahead and get ahead of this before it causes an issue.

President Martz informed the Board this item is related to one of the letters that the Board received earlier that Ms. Brown withdrew. There are some obligations with some respect to the ramp and OSI. President Martz indicated that she would work with Ms. Brown to resolve this.

Chairman Dane inquired of President Martz if she wanted approval of this today?

President Martz replied yes, she does want the approval, and wants to move forward, with the understanding that we work through it and if we don't, we'll bring it back to the Board.

Elizabeth Brown explained that OSI has committed to support the cost of this and we'll work through what that looks like in writing.

Jason Watkins, Exec. VP & CFO informed the Board we have an application out for some discretionary FAA funding be submitted at the end of January, so look for that late February/March.

Chairman Dane inquired of Brett Renton; she was unsure approving spending money when we're still hashing out the details.

Brett Renton, Counsel explained it is up to this Board on deciding how it wants to proceed. The question is you've got \$89,200 which is the commitment to approve on the task order, so you'll ultimately bill once they start doing the work, he got an oral commitment and at least some writings that OSI is going to pay these costs however as you see in the letter there were some terms. The parties are asking you to give them some time to get there on what that's going to look like. Ultimately the contract on this particular issue spells out repair and replacement

obligations for both parties, his understanding is the task order will allow SAA to proceed with your grant requests in a timely fashion and better be able to provide the request to get your funding, on the roughly about \$4m to redo the pavement.

President Martz suggested the Board approve the task order subject to us resolving the issue and that way if we can get the issue resolved between now and the next meeting we can go ahead and deliver the task order to the consultant.

Motion by Board Director Ioppolo, seconded by Board Director Smith consistent with the Agenda item 1,2 & 3 on page 2 for a motion subject to the ability of the President to work out an acceptable resolution between now and the next meeting. Vote taken, none opposed. Motion passed unanimously.

- E. Consider approval of an amendment extending the expiration of the Amended and Restated Food and Beverage Concession Agreement and Snack Bar Concession Agreements with SSP America, Inc. from February 28, 2023 to April 30, 2023.

President Martz explained to the Board that this is an extension of the concessions contract. In December/January the Board extended the contract for two months. It was originally scheduled to expire December 31st. The extension was for two months so it's scheduled to expire the end of this month. We are still refining and revising that agreement, and therefore need a little bit more time, hence we are asking for another two-month extension. Representatives from SSP and one of the local partners are present talk about what the plans are and there is also a terminal tour scheduled for today to give the Board an overall visual as to what it can expect with the concession refresh discussed in the revised agreement.

Chairman Dane inquired if the extensions delay the start or the expectations in the contract start time. President Martz responded they would. Chairman Dane noted so that would be a minimum of a four month delay at this time, and inquired if there is any chance it can be done by March? President Martz responded that they can try to accomplish that and noted that the original ask of OSI was that we extend it 30 days instead of 60 days, her concern is she didn't want to bring the Board another extension next month if we're not ready. Chairman Dane inquired what the backlog was.

Elizabeth Brown, OSI explained this contract represents over a \$4M investment and OSI wants to ensure that it's delivered in a timely manner, that the terms under which if it's not delivered in a timely manner are very clear to both us as to the two parties and SSP. She also noted that they received some additional thoughts from VINCI Airports to assist us with

that as well as from the management team. She felt we need to take the time; this is a very important contract.

Chairman Dane agreed and explained she's thrilled that our partners are here with us today, she is just paying attention to how long things are taking and this has been in the hopper since August. We knew it was coming before and that's fine and she's happy to do the extension because we want to partner with SSP and want the development. She emphasized she's paying attention to all the things that we're asking for are taking more time than they should so she just wanted it noted.

Elizabeth Brown replied that message has been received and OSI is doing its best to address that concern.

Discussion ensued regarding the tour and what the Board could expect to see. Elizabeth Brown responded that one of the things that has not yet been delivered from SSP is the deliverable timeline and transition plan. President Martz informed the Board they would see conceptual renderings today on the tour.

Motion by Board Director Smith, seconded by Board Director Gregg to approve the amendment extending the expiration of the amended and restated food and beverage concession agreement and snack bar concession agreement with SSP America, Inc. from February 28, 2023 to March 31, 2023 and authorize the President/CEO to execute the associated documents. Vote taken, none opposed. Motion passed unanimously.

10. OTHER BUSINESS

11. NEXT MEETINGS STRATEGIC PLANNING SESSION (MARCH 2, 2023) REGULAR MEETING (MARCH 7, 2023) AND JOINT BOARD MEETING OF THE SAA BOARD OF DIRECTORS AND VINCI BOARD OF DIRECTORS (MARCH 24, 2023)

"Terminal Tour re: proposed concession improvements"

Tour attendees:

SAA - Nicole Guillet, Jason Watkins, Steve Fussell, Jennifer Taylor, Lori Hunt, Jeremy Owens, Lauren Rowe.

Board Directors: Kenneth Bentley, Benny Crosby, Tom Green, William Miller, Clyde Robertson Jr., Stephen Smith.

SAA Counsel – Brett Renton

OSI – Elizabeth Brown, Todd Payne, Alexandre Darpy, Raul Veizaga

Others: Christina Hollerbach, Nick Stefaniak, Oscar Hernandez, Sandra Wagner.

During the Terminal Tour, Todd Payne described the proposed concession refresh program.

12. ADJOURNMENT

There being no further business, the meeting was adjourned at 11:23 a.m.

Respectfully submitted,



Nicole Martz, Esq., AICP
President & CEO
/lh