

**PALM BEACH COUNTY
BOARD OF COUNTY COMMISSIONERS**

AGENDA ITEM SUMMARY

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Meeting Date: April 7, 2020

Consent Regular
 Workshop Public Hearing

Submitted By: Department of Airports
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I. EXECUTIVE BRIEF

Motion and Title: Staff recommends motion to receive and file: Second Amendment to Signatory Airline Agreement with JetBlue Airways Corporation (JetBlue), adding additional space to JetBlue's leasehold at the Palm Beach International Airport (PBI) terminal building, effective March 1, 2020, for payment of additional rent in the initial amount of \$95,044.12 per year.

SUMMARY: The Second Amendment adds 1,724 square feet of associated space in the operations area to JetBlue's leasehold, effective March 1, 2020. Delegation of authority to agree to modifications of an airline's leasehold premises, as provided in this Second Amendment, was approved by the Board in R-2019-1155. Countywide (AH)

Background and Justification: N/A

Attachments: One (1) Second Amendment to Signatory Airline Agreement

=====
Recommended By: *Erin Hanna Burke* 3-3-20
Department Director Date

Approved By: *M. Baker* 3/26/2020
County Administrator Date

II. FISCAL IMPACT ANALYSIS

A. Five Year Summary of Fiscal Impact:

Fiscal Years	<u>2020</u>	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>2024</u>
Capital Expenditures	_____	_____	_____	_____	_____
Operating Costs	_____	_____	_____	_____	_____
Operating Revenues	<u>(\$55,442)</u>	<u>(\$95,044)</u>	<u>(\$95,044)</u>	<u>(\$95,044)</u>	<u>(\$95,044)</u>
Program Income (County)	_____	_____	_____	_____	_____
In-Kind Match (County)	_____	_____	_____	_____	_____
NET FISCAL IMPACT	<u>(\$55,442)</u>	<u>(\$95,044)</u>	<u>(\$95,044)</u>	<u>(\$95,044)</u>	<u>(\$95,044)</u>
# ADDITIONAL FTE	_____	_____	_____	_____	_____
POSITIONS (Cumulative)	_____	_____	_____	_____	_____

Is Item Included in Current Budget? Yes X No _____
 Does this item include the use of federal funds? Yes _____ No X

Budget Account No: Fund 4100 Department 120 Unit 8430 RSource 4414
 Reporting Category _____

B. Recommended Sources of Funds/Summary of Fiscal Impact:

The Second Amendment adds 1,724 square feet of associated operations space effective March 1, 2020. The FY2020 rental rate for JetBlue, a signatory airline, is \$55.13 per square foot.

C. Departmental Fiscal Review: Debbie Ounsworth

III. REVIEW COMMENTS

A. OFMB Fiscal and/or Contract Development and Control Comments:

Shirley R 3/9/2020
 OFMB
 5/9 BR 3/9

Arac J. Jacoby 3/10/2020
 Contract Dev. and Control
 3/10/2020 TW

B. Legal Sufficiency:

Anne Adelant 3-12-2020
 Assistant County Attorney

C. Other Department Review:

 Department Director

REVISED 11/17

(THIS SUMMARY IS NOT TO BE USED AS A BASIS FOR PAYMENT)

JETBLUE AIRWAYS CORPORATION

Assistant Secretary's Certificate

I, the undersigned Assistant Secretary of JetBlue Airways Corporation, a Delaware corporation, (the "Company"), do hereby certify that:

The following resolution was adopted by the Board of Directors of the Company on May 18, 2017:

GENERAL CORPORATE RESOLUTION

WHEREAS, the Company is required to execute applications, contracts, leases, loan agreements and other deeds and documents or instruments in the ordinary course of business;

NOW THEREFORE, BE IT:

RESOLVED, that the Chief Executive Officer, the President, the Chief Financial Officer, the General Counsel, the Treasurer, the Controller, any Executive Vice President, any Senior Vice President or any Vice President of the Company be, and they hereby are, authorized to sign and execute in the name of the Company all applications, contracts, leases, loan agreements and other deeds and documents or instruments in writing of whatsoever nature that may be required in the ordinary course of business of the Company and that may be necessary to secure for operation of the corporate affairs, governmental permits and licenses for, and incidental to, the lawful operation of the business of the Company, and to do such acts and things as such officers deem necessary or advisable to fulfill such legal requirements as are applicable to the corporation and its business.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has signed this Certificate this 6th day of August 2018.

Dora G. Habacht

Name: DORA G. HABACHT

Title: Assistant Secretary



CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)

12/1/2019

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must have ADDITIONAL INSURED provisions or be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER Charles F. Engel & Associates, LLC 350 N. Orleans Street, Suite #9000N Chicago, IL 60654	CONTACT NAME: Maia Koehler	
	PHONE(A/C, No, Ext): (720) 296-3588	FAX (A/C, No):
EMAIL ADDRESS: m.koehler@cfeandassociates.com		
INSURER(S) AFFORDING COVERAGE		NAIC #
INSURER A : Allianz Global Risks US Insurance Company		35300
INSURER B : Starr Indemnity & Liability Company		38318
INSURER C :		
INSURER D :		
INSURER E :		
INSURER F :		

INSURED
 JetBlue Airways Corporation
 27-01 Queens Plaza North
 Long Island City NY 11101

COVERAGES

CERTIFICATE NUMBER:

REVISION NUMBER:

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDITIONAL INSURED	SUBROGATION WAIVED	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS	
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC OTHER:			A1AL000033719AM	12/1/2019	12/1/2020	EACH OCCURRENCE	\$1,000,000
							DAMAGE TO RENTED PREMISES (Ea occurrence)	\$250,000
							MED EXP (Any one person)	\$50,000
							PERSONAL & ADV INJURY	\$1,000,000
							GENERAL AGGREGATE	\$1,000,000
							PRODUCTS - COMP/OP AGG	\$1,000,000
								\$
B	<input checked="" type="checkbox"/> AUTOMOBILE LIABILITY <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> OWNED AUTOS ONLY <input type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> HIRED AUTOS ONLY <input checked="" type="checkbox"/> NON-OWNED AUTOS ONLY	Y	Y	1000600317191 AOS 1000600318191 MA	5/1/2019 5/1/2019	5/1/2020 5/1/2020	COMBINED SINGLE LIMIT (Ea accident)	\$ 1,000,000
							BODILY INJURY (Per person)	\$
							BODILY INJURY (Per accident)	\$
							PROPERTY DAMAGE (Per accident)	\$
								\$
	<input type="checkbox"/> UMBRELLA LIAB <input type="checkbox"/> OCCUR <input type="checkbox"/> EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED RETENTION \$						EACH OCCURRENCE	\$
							AGGREGATE	\$
								\$
B	<input checked="" type="checkbox"/> WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below	N/A		100 0003597 AOS 100 0003596 CA	4/1/2019 4/1/2019	4/19/2020 4/19/2020	<input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTHER	
							E.L. EACH ACCIDENT	\$ 1,000,000
							E.L. DISEASE - EA EMPLOYEE	\$ 1,000,000
							E.L. DISEASE - POLICY LIMIT	\$ 1,000,000
A	Excess Liability			A1AL000033719AM	12/1/2019	12/1/2020	LIMIT:	5,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)
 Contract: PBI-JB-08-01. ITS: PLC804

Palm Beach International Airport, Palm Beach County Board of County Commissioners, a Political Subdivision of the State of Florida, its officers and employees are listed as Additional Insured.

CERTIFICATE HOLDER**CANCELLATION**

Palm Beach County
 c/o Insurance Tracking Service, Inc.
 PO Box 20270
 pbc@instracking.com
 Long Beach CA 90801
 USA

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE

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CHARLES F. ENGEL AND ASSOCIATES, LLC
350 N. Orleans Street, Suite #9000N, Chicago, IL 60654

CERTIFICATE OF INSURANCE
CERTIFICATE NUMBER JB-19-102

This is to certify to Palm Beach International Airport
Attn: J.S. Bolton, Airport Fiscal Director
Building 846
West Palm Beach, FL 33406-1491
jsbolton@pbia.org

Palm Beach County
c/o Insurance Tracking Services, Inc. #PLC2310
p.o. Box 20270
Long Beach, CA 90801
pbc@instracking.com

That JetBlue Airways Corporation and any firm or corporation affiliated to, subsidiary to, associated with or under the same management as any corporation herein named as now existing or as shall hereafter be created (Named Insured)
27-01 Queens Plaza North
Long Island City, NY 11101

COVERAGES:

ALL RISKS (GROUND AND FLIGHT) AIRCRAFT HULL INSURANCE
Including All Risks (including transit) Aircraft Spare parts Insurance

HULL VALUE: As on file

AVIATION HULL WAR AND ALLIED PERILS INSURANCE (as per form LSW555D)
Including All Risks (including transit) Aircraft Spare parts Insurance

HULL WAR VALUE: As on file

COMPREHENSIVE AVIATION LIABILITY INSURANCE

LIABILITY LIMIT: \$100,000,000 each occurrence

Including, but not limited to: Comprehensive General Liability, Bodily Injury and Property Damage to Third Parties, Passenger Liability, Personal Injury Liability, Contractual Liability, Passengers' Checked and Unchecked Baggage Liability, Premises, Liquor, Products, Hangarkeepers and Completed Operations Liabilities, On Airport Automobile, Off Airport Excess Automobile, Employers' and Cargo Legal Liabilities. AVN52E Extended Coverage Endorsement (Aviation Liabilities)

Subject to an annual aggregate as respects Products, Completed Operations, Ground Hangarkeepers and Personal Injury Liabilities. However, the following conditions apply:

- 1) AVN52E Aviation Liabilities sublimit of \$350,000,000
- 2) Excess AVN52E limit of \$1,150,000,000
- 3) Off Airport Excess Automobile Liability \$5,000,000

GEOGRAPHICAL LIMITS: Worldwide

AIRCRAFT INSURED: Any aircraft and/or equipment, used, maintained and/or operated by the Named Insured.

CONTRACTS: As per the following contracts on file: (1) The "Airline-Airport Use and Lease Agreement, Palm Beach International Airport, Palm Beach County, Florida" and (2) Signatory Airline Agreement between the County of Palm Beach, Florida and JetBlue Airways Corporation

OTHER COVERAGES/CONDITIONS/REMARKS

Subject always to the scope of the attached policies and all the policies' declarations, insuring agreements, terms, conditions, limitations, exclusions, deductibles, warranties and endorsements thereof remaining paramount: Solely as respects: (i) The Coverage(s) noted above; (ii) the Contract(s) (and then only to the extent of the Named Insured's obligation to provide insurance under the terms of the Contract(s)); and (iii) the operations of the Named Insured; the policies are endorsed to include the following provisions(s):

Palm Beach County, a Political Subdivision of the state of Florida, its Officers, Employees and Agents, c/o Department of Airports and Palm Beach County Board of County Commissioners are included as Additional Insureds as their respective rights and interests may appear, warranted no operational interest; however, no party shall be included as an Additional Insured as respects its legal liability as manufacturer, repairer or servicing agent of the Aircraft and/or Engines.



CHARLES F. ENGEL AND ASSOCIATES, LLC
350 N. Orleans Street, Suite #9000N, Chicago, IL 60654

The Insurers waive their rights of subrogation against the Additional Insureds but only to the extent the Named Insured has waived its rights of recovery under the Contract(s).

In the event of cancellation or material changes of the above policies by insurers which would adversely affect the interest of the Additional Insureds, insurers agree to provide 30 days prior written notice to the Certificate Holders.

This Certificate of Insurance is issued as summary of the insurances under the policies noted above and confers no rights upon the Certificate Holders as regards the insurances other than those provided by the policies. The undersigned has been authorized by the above insurers to issue this certificate on their behalf and is not an insurer and has no liability of any sort under the above policies as an insurer as a result of this certification.

This certificate or verification of insurance is not an insurance policy and does not amend, extend or alter the coverage afforded by the policies listed herein. Notwithstanding any requirement, term, or condition of any contract or other document with respect to which this certificate or verification of insurance may be issued or may pertain, the insurance afforded by the policies described herein is subject to all terms, exclusions, limitations and conditions of such policies (including, but not limited to an Electronic Date Recognition Exclusion Clause, and a related Electronic Date Recognition Exclusion Limited Coverage Endorsement; copies of which will be made available on request).

Maia Koehler, Authorized Representative

12/01/2019
Date



CHARLES F. ENGEL AND ASSOCIATES, LLC
350 N. Orleans Street, Suite #9000N, Chicago, IL 60654

JETBLUE AIRWAYS CORPORATION SECURITY SHEET

POLICY TERM: December 1, 2019 to December 1, 2020, on both dates at 12:01 A.M. Local Standard Time at the address of the Named Insured.

HULL & LIABILITY INSURERS

POLICY NUMBER

Allianz Global Risks US Insurance Company	A1AL000033719AM
National Union Fire Insurance Company of Pittsburgh PA per AIG Aerospace Insurance Services, Inc.	HL001859951-11
AXA Corporate Solutions Assurance	548269
XL Specialty Insurance Company	UA00001927AV19A
Member Companies of Global Aerospace, Inc.	281567/19
Old Republic Insurance Company per Old Republic Aerospace, Inc.	RAL000007-06
Member Companies of United States Aircraft Insurance Group	SIHL2-2628
Starr Surplus Lines Insurance Company per CV Starr	SASLAMR63631619-03
BlueBermuda Insurance Ltd.	001/19

POLICY TERM: December 1, 2019 to December 1, 2020, on both dates at 12:01 A.M. Local Standard Time at the address of the Named Insured.

HULL WAR, HI-JACKING, AND OTHER PERILS INSURERS

POLICY NUMBER

Underwriters at Lloyds of London and other Licensed Companies per Lloyd's Broker SSL Endeavour Limited	19P05869
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POLICY TERM: December 1, 2019 to December 1, 2020, on both dates at 12:01 A.M. Local Standard Time at the address of the Named Insured.

EXCESS AVN52E AVIATION LIABILITIES INSURERS

POLICY NUMBER

Underwriters at Lloyds of London and other Licensed Companies Lloyd's Broker SSL Endeavour Limited	10P05877
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SEVERAL LIABILITY NOTICE

The subscribing insurers' obligations under contracts of insurance to which they subscribe are several and not joint and are limited solely to the extent of their individual subscriptions. The subscribing insurers are not responsible for the subscription of any co-subscribing insurer who for any reason does not satisfy all or part of its obligations.
LSW 1001 (Insurance)

**SECOND AMENDMENT TO SIGNATORY AIRLINE AGREEMENT BETWEEN
PALM BEACH COUNTY AND JETBLUE AIRWAYS CORPORATION**

THIS SECOND AMENDMENT TO SIGNATORY AIRLINE AGREEMENT (this "Second Amendment") is made and entered into this February 21, 2020 (the "Effective Date"), by and between Palm Beach County, a political subdivision of the State of Florida ("County"), and JetBlue Airways Corporation, a Delaware corporation, having its office and principal place of business at 27-01 Queens Plaza North, Long Island City, New York 11101 ("Airline").

WITNESSETH:

WHEREAS, County, by and through its Department of Airports (the "Department"), owns and operates the Palm Beach International Airport, located in Palm Beach County, Florida; and

WHEREAS, pursuant to the Signatory Airline Agreement between County and Airline dated September 30, 2019, as amended (the "Agreement"), Airline leases various terminal facilities and equipment at the Airport in connection with its operations as a commercial air carrier; and

WHEREAS, the Director of the Department has been delegated the authority to execute certain amendments to the Agreement pursuant to County Resolution No. 2019-1155; and

WHEREAS, the parties desire to amend the Agreement as provided for herein.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants herein contained, and for other good and valuable consideration, the receipt of which the parties hereby expressly acknowledge, the parties hereto covenant and agree to the following terms and conditions:

1. The foregoing recitals are true and correct and are hereby incorporated herein by reference and made a part hereof. Terms not defined herein shall have the meaning ascribed to them in the Agreement.
2. Effective March 1, 2020, Exhibit "B" (Preferential Use Premises (Terminal Areas)) to the Agreement shall be deleted in its entirety and replaced with Exhibit "B" (Preferential Use Premises (Terminal Areas)) attached to this Second Amendment, and incorporated herein.
3. Except as specifically modified herein, all of the terms and conditions of the Agreement shall remain unmodified and in full force and effect and are hereby ratified and confirmed by the parties hereto.
4. This Second Amendment shall become effective when signed by both parties hereto and approved by Palm Beach County.

IN WITNESS WHEREOF, the parties hereto have duly executed this Second Amendment as of the day and year first above written.

Signed, sealed and delivered in the presence of two (2) witnesses for County:

Rebecca Reed
Signature
REBECCA REED
Print Name

[Signature]
Signature
Steven R. Sellings
Print Name

PALM BEACH COUNTY, a political subdivision of the State of Florida

BY: [Signature]
Director, Department of Airports

APPROVED AS TO FORM & LEGAL SUFFICIENCY:

[Signature]
County Attorney

Signed, sealed and delivered in the presence of two (2) witnesses for Airline:

[Signature]
Signature
ANGELA WALLACE
Print Name

[Signature]
Signature
William Fuller
Print Name

Airline: JetBlue Airways Corporation

By: [Signature]

LISA REIFER
Typed or printed name of Corporate Officer

Title: VP INFRASTRUCTURE, PROPERTIES & DEVELOPMENT

(Seal)

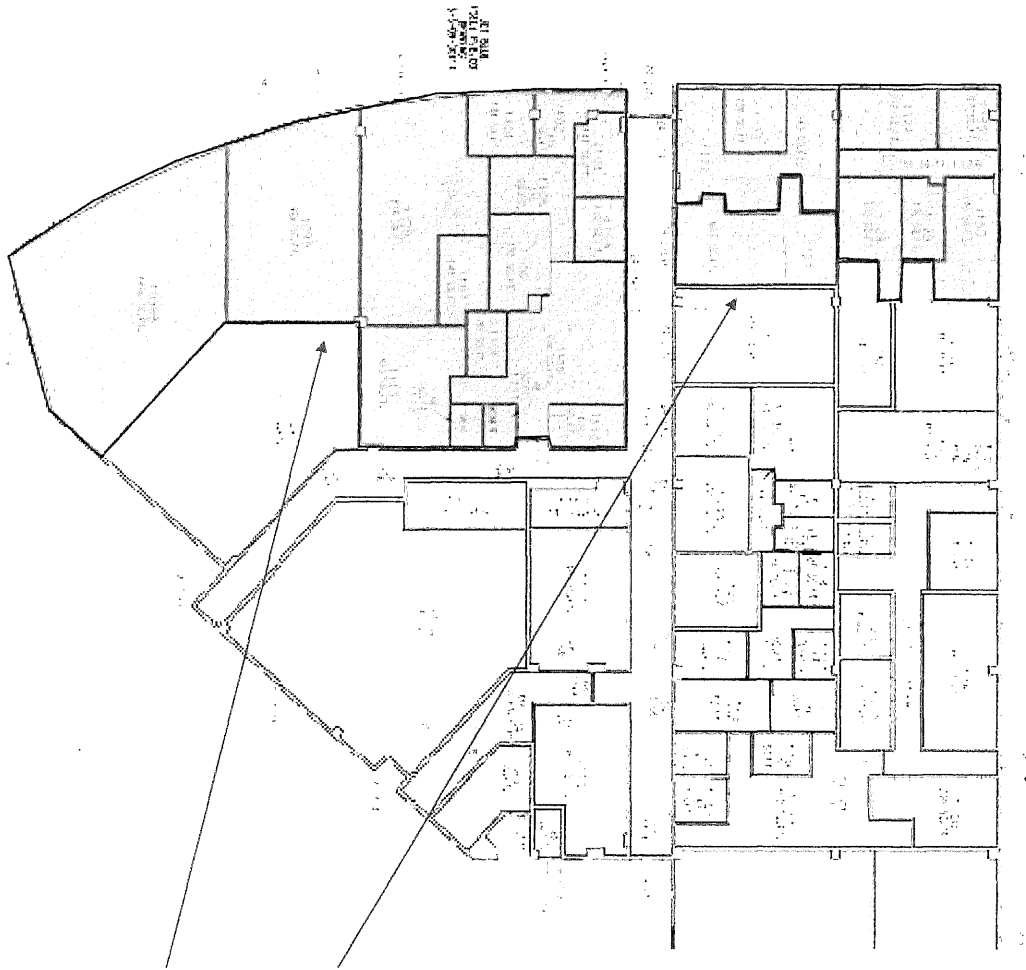
EXHIBIT "B" – Preferential Use Premises (Terminal Areas)
JetBlue Airways Corporation

First Level Plan – Palm Beach International Airport Main Terminal

No Preferential Use Space.

EXHIBIT "B" – Preferential Use Premises (Terminal Areas)
JetBlue Airways Corporation

First Level Plan – Palm Beach International Airport Concourse "C"



Operations Area
7,903 SF

EXHIBIT "B" – Preferential Use Premises (Terminal Areas)
JetBlue Airways Corporation

Second Level Plan – Palm Beach International Airport

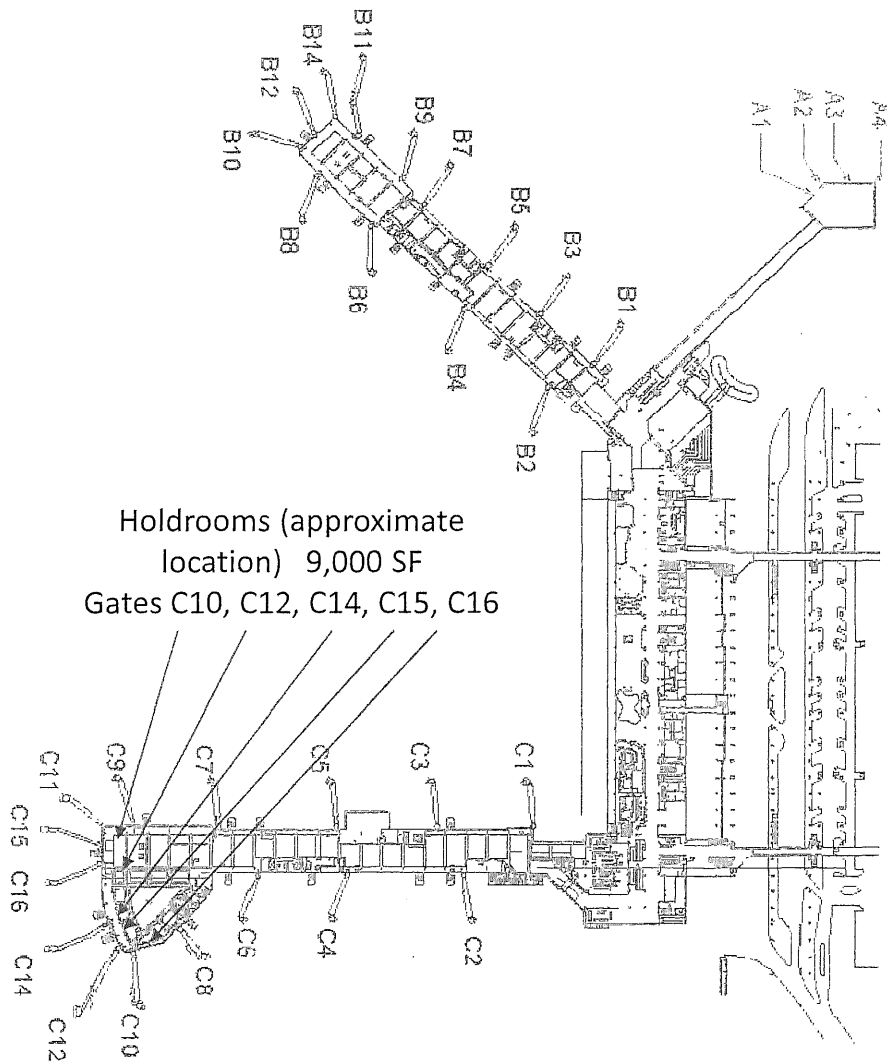


EXHIBIT "B" - Preferential Use Premises (Terminal Areas)
JetBlue Airways Corporation

Third Level Plan – Palm Beach International Airport Main Terminal

Curbside Office
Space 3143, 3144
177 SF

Kiosk
Area
226 SF

Ticket Counter
1,459 SF (detail
on next page)

Ticket Office
1,122 SF (detail
on next page)

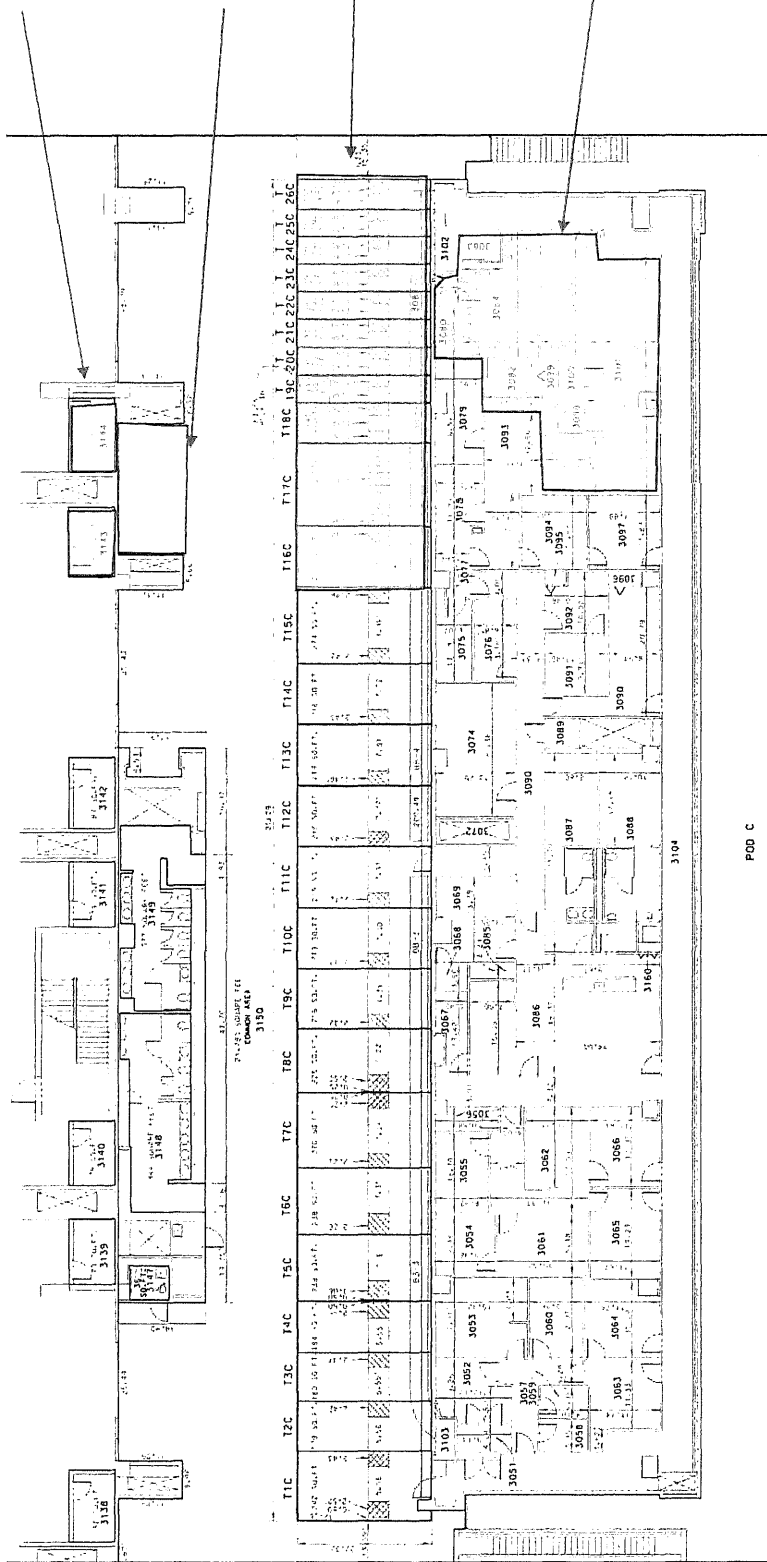


EXHIBIT "B" - Preferential Use Premises (Terminal Areas)
JetBlue Airways Corporation

Third Level Plan (In Detail) – Palm Beach International Airport Main Terminal

