

**LOUISVILLE REGIONAL AIRPORT AUTHORITY  
BOARD MEETING  
SEPTEMBER 13, 2017**

The regular meeting of the Board of the Louisville Regional Airport Authority was held on September 13, 2017. Vice Chairman Mary Rose Evans convened the meeting at 3:01 p.m. in the Boardroom of the Louisville Regional Airport Authority, Louisville, Kentucky.

Those in attendance were: Mr. Dale Boden, Mr. Bill Byrley, Ms. Mary Rose Evans, Mayor Greg Fischer, Ms. Nikki Jackson, Mr. Earl Jones, Mr. Pat MacDonald, Mr. Jon Meyer, Mr. John Moore, and Ms. Lesa Seibert. Not in attendance: Mr. Jim Welch. Mr. Tom Halbleib attended as counsel to the Board.

Staff Members in attendance were: Ms. Brenda Allen, Ms. Pat Apone, Mr. Josh Ball, Ms. Dodie Caulk, Ms. Natalie Chaudoin, Mr. Dwight Clayton, Mr. Mike Ford, Ms. Noel Jolly, Mr. Skip Miller, Mr. Steve Petty, Ms. Karen Scott, Mr. Brian Sinnwell, Mr. Les Smith, Mr. Adam Thomas, Mr. Tom Tyra, and Mr. Darrell Watson.

Also in attendance: Ms. Caitlin Bowling, Mr. Bobby Campbell, Ms. Sarah Lindgren, Mr. Mike McKay, Ms. Cissy Musselman, Mr. Clair Nichols, Ms. Martha Slaughter, Ms. Liz Swanson, Ms. Stacie Rockaway, Ms. Julie Taylor, Ms. Melissa Vasher and Ms. Mary Ellen Wiederwohl.

**CONSIDERATION OF MINUTES**

The minutes of the regular board meeting held July 19, 2017 were reviewed and, upon motion duly made and seconded, unanimously approved. Ms. Nikki Jackson, Mr. Earl Jones and Mr. John Moore were not present for the approval of the regular board meeting minutes. The minutes of the annual board meeting held July 19, 2017 were reviewed and, upon motion duly made and seconded, unanimously approved.

Following approval of the minutes, Vice Chairman Evans introduced the Authority's newest Board members.

Mr. John A. Moore was appointed by the Mayor to succeed Mr. Steve Trager. Mr. Moore serves on the Board of Directors of Louisville Regional Airlift Development, Inc., and also currently serves as Chairman and CEO of Atria Senior Living, which operates 200 communities in 29 states and 7 Canadian provinces. Mr. Moore has served as Atria CEO since 2003, and has served on the Board of Atria and its predecessor for the past 18 years. Prior to Atria, Mr. Moore worked for Lazard Alternative Investors as Managing Director, for Lazard Real Estate Partners as Managing Principal and CFO and for World Financial Properties as Executive Vice President and CFO. Mr. Moore is also a member of the American Seniors Housing Association Executive Board, the Board of Directors of Argentum, the senior housing industry trade association, and the National Investment Center for Seniors Housing and Care Board.

Mr. Pat MacDonald was appointed by the Governor to succeed Ms. Cissy Musselman. Mr. MacDonald is a successful entrepreneur with experience in business management, partner development and business diversification. He previously worked as partner at a private equity

001194  
investment group for more than 20 years. He also served as strategic business development manager in the medical device industry and as Business Development Manager at Microsoft Corporation. A Louisville native, he is active in the community and currently serves as President of the Kentucky Aviation Historical Society and Bowman Field Foundation, a not-for-profit organization. Mr. MacDonald is a private pilot and flies out of Bowman Field.

### **MARKETING REPORT**

Mr. Tom Tyra presented the Marketing Report. The Air Service Report for the month ending September 30, 2017 shows 77 daily flights, which is one more flight and 425 daily seats more than last month and an increase of two flights and 497 daily seats from the same period last year.

Mr. Tyra announced that Allegiant Air will add a third weekly flight to Fort Myers/Punta Gorda, FL on October 3, 2017. The additional flight will operate on Tuesdays during October using 177-seat Airbus 320 aircraft. This is in addition to the current schedule of flights on Thursdays and Sundays using Airbus 320 aircraft. Allegiant Air will also launch new service to Phoenix/Mesa on October 4, 2017 using 156-seat Airbus 319 aircraft. The flight will operate Wednesdays and Saturdays on a year-round basis. Finally, Allegiant Air will add new service to Las Vegas, NV beginning November 16, 2017. The service will operate on Thursdays and Sundays on a year-round basis using 156-seat A319 aircraft. Las Vegas will be the eighth nonstop destination served by Allegiant from Louisville.

### **FINANCIAL REPORT**

Ms. Pat Apone presented the financial report for the month ending August 31, 2017. Landed weights related to passenger and cargo activities for the month of August, the fiscal year-to-date and the calendar year-to-date are strong.

Operating revenues for the month of August 2017 and the fiscal year-to-date exceeded their budgeted levels. The operating revenues for the month are \$5,607,302 which is 6.6% above budget, and year-to-date operating revenues for FY 18 are \$11,449,616 which is 5.2% above the budgeted amount. Revenues derived from parking and car rental concessions exceeded year-to-date budget expectations.

Operating expenses for August 2017 were \$2,794,865 which was 5.6% below budget and fiscal year-to-date operating expenses were \$4,822,966 which was 9.5% below budget. Expenses related to contract, professional services, and consulting services fell below their forecasted levels.

### **CONSTRUCTION REPORT**

Mr. Brian Sinnwell presented the construction report.

At Louisville International Airport, for the Terminal Enhancement Project, the Terminal Art Working Group viewed preliminary rotunda art concepts in May. For the Crittenden Drive Woodlawn Overpass Project, asphalt work on the intersection of Allmond Avenue and



Woodlawn was completed the week of September 5, 2017, and asphalt paving along Strawberry Lane and miscellaneous punch list items remain. The project should be completed the second week of September. The Airfield Pavement Rehabilitation Project to remove and replace concrete slabs on Runway 17L-35R, Taxiway "B" and Taxiway "D", is 100% complete. For the Terminal Apron Reconstruction and Expansion Project, the expansion area is complete, concrete near the Administration Building and Taxiway "K" has been replaced and joint sealing is ongoing. This project is approximately 90% complete. For the Airfield Electrical Upgrade Project to replace airfield cabling and isolation transformers for airfield in-pavement and edge lights at Louisville International Airport, the project is approximately 95% complete. For the Perimeter Road Rehabilitation and Perimeter Security Fence Project, to reconstruct a section of airport perimeter road with asphalt and concrete, including drainage improvements, the roadway pavement and trench drains are complete. The remainder of the work includes joint sealing, grading, seeding and pavement marking. This project is approximately 97% complete. The Maintenance Building Drainage Improvements Project to install a 267 linear foot concrete trench drain adjacent to the overhead doors at the maintenance facility is approximately 30% complete and will be completed by October 12, 2017. For the Fall 2017 Pavement Rehabilitation Project to remove and replace concrete slabs on Runway 17R-35L and Taxiways "B" and "C", work has begun and the project is approximately 3% complete. The Airport Geometric Improvements Group VI Project to complete asphalt shoulder improvements and restriping for the new Group VI aircraft and rehabilitation of a portion of Taxiway "N" is approximately 30% complete. The Northwest Quadrant Duct Bank Relocation Project to relocate electric and communication duct banks from the interior of the Northwest Quadrant Area west of Taxiway "A" north, is approximately 30% complete.

At Bowman Field, Hanson Professional Services, Inc. continues work on the acquisition of avigation easements for the purpose of obstruction removal as part of the Airport Area Safety Program. Work includes survey verification, title search, easement appraisals, development of avigation easement documents, offers and consultation with property owners regarding the mitigation and replacement of trees. Bob Ray, Inc. completed tree trimming and tree removals on residential properties where new avigation easements were acquired and property access was granted. The final punch list of items for property restoration, stump grinding and clean-up work continues. Bowling Nursery was issued a Notice to Proceed for tree planting, landscaping, and restoration work for the Phase 2 Restoration and Obstruction Mitigation Project, and work is progressing on residential properties. The Curtis Hangar Painting Project is complete.

Mr. Sinnwell reported on the Relocation Program. Under the environmental survey, asbestos sampling and demolition contracts no new structures were addressed.

For the Sound Insulation Program, acoustical testing was conducted on 24 University of Louisville Belknap campus buildings. Two buildings have an overall interior noise level above 45dB and are eligible for treatment of the entire structure. There are six additional buildings that have rooms which exceed the 45 dB criteria on an individual basis but do not qualify for full treatment of the entire structure. Phase II of the project which includes the Environmental Assessment (EA) and design work for noise mitigation measures is underway. The draft EA was completed and sent to FAA for review.

## **BOARD CONSENT ITEMS**

### **1. 2018 Airfield Electrical Upgrade Phase 10 — Louisville International — Contract Award**

This project involves removal and replacement of taxiway in-pavement centerline light fixtures and transformers and the removal and replacement of airfield guidance signs at the Louisville International Airport. This project was advertised in *The Courier-Journal* and the *Louisville Defender* and was posted on the Authority's website. Four bids were received with the lowest bid from Appalachian Foothills Contracting, Inc. of Lexington, KY with a unit price bid of \$871,262.90. Authority staff and our consultant have reviewed the bid documents submitted by Appalachian Foothills Contracting, Inc., have verified the low bid to be responsive and are recommending the contract award. A FAA grant will provide 90% of the funding for this project. The anticipated disadvantaged business enterprise (DBE) participation in the project is 11.74%.

Ms. Scott recommended the Board award the contract for the Airfield Electrical Upgrade – Phase 10 to Appalachian Foothills Contracting, Inc. of Lexington, KY in accordance with the unit prices set forth in the bid for a not-to-exceed amount of \$871,262.90, and authorize the Interim Executive Director to execute the necessary contract documents subject to review and approval by counsel as to legality of form and content. On motion duly made and seconded, the Board approved Ms. Scott's recommendation.

### **2. Runway and Taxiway Potassium Acetate Deicing/Anti-icing Fluid Contract Award — Louisville International and Bowman Field — Contract Award**

The Authority uses runway and taxiway potassium acetate deicing/anti-icing fluid during snow and ice removal operations. The Invitation to Submit Bids for this product was advertised in *The Courier-Journal* and the *Louisville Defender*, and was posted on The Authority's and The Tri-State Minority Supplier Development Council websites. A Notice of Invitation to Submit Bids was sent to 16 companies. One responsive bid was received from Nachurs Alpine Solutions of Marion, OH with a bid of \$3.68 per gallon for each of the next two years. The Authority paid \$3.96 per gallon last year for standard delivery and the supplier was Nachurs Alpine Solutions who is again low bidder. The price reflects a 7.6% decrease from last year.

Ms. Scott recommended the Board award a two-year contract for the Runway and Taxiway Potassium Acetate Deicing/Anti-icing Fluid to Nachurs Alpine of Marion, OH in the amount of \$3.68 per gallon for standard delivery, with a not-to-exceed amount of \$1,000,000; and authorize the Interim Executive Director to execute the necessary contract documents subject to review and approval by counsel as to legality of form and content. On motion duly made and seconded, the Board approved Ms. Scott's recommendation.

## **BOARD ACTION ITEMS**

### **3. Right of Entry for High Speed Internet Cable Contract Amendment No. 3 — Louisville International and Bowman Field — Contract Award**



001497

The Authority and Insight Kentucky Partners II, L.P. ("Insight") are parties to a Right of Entry Agreement dated March 3, 2010. Insight constructed, installed and maintains underground internet cable to service existing and future tenants of the Administration Building and the Bowman Business Center at Bowman Field. The Board previously approved the First Amendment which provided service to 2720 Gast Boulevard (Louisville Executive Aviation) and the Second Amendment which provided service to 2900 Moran Avenue (Hangar 12).

Insight further requests to provide service to 2800 Moran Avenue (Hangar 5) which was not included in the Right of Entry Agreement or First and Second Amendments. Additionally, Insight requests to provide service to 1151 Standiford Lane (Atlantic Aviation) at Louisville International Airport. The Authority's staff seek to further amend the Right of Entry Agreement to adjust the right of entry areas to permit Insight to construct and install certain facilities to provide services at Hangar 5 at Bowman Field and Atlantic Aviation at Louisville International Airport.

Ms. Scott recommended that the Board approve the Third Amendment to the Right of Entry Agreement between the Louisville Regional Airport Authority and Insight Kentucky Partners II, L.P. which adjusts the right of entry areas at Bowman Field and Louisville International Airport as described; and authorize the Interim Executive Director to execute the necessary contract documents subject to review by counsel as to legality of form and content. On motion duly made and seconded, the Board approved Ms. Scott's recommendation.

#### **4. Settlement of Enterprise Audit Assessment — Louisville International — Approval**

The Authority and EAN Holdings, LLC ("Enterprise"), entered into a five year Rental Car Concession Agreement dated September 8, 2010 (the "Agreement"). The Authority's internal auditor audited the first year of the agreement, and after protracted discussions, the Authority and Enterprise agreed to settle the 2011 year audit in 2015. A new five year Concession Agreement was signed by the parties in September 2015, but audit work continued under the prior agreement. After settling the 2011 audit year, the Authority's internal auditor audited 2012 and 2013 and released the 2012 findings to Enterprise. Enterprise took issue with some of the conclusions drawn by the auditor and provided additional documentation to support an adjustment in the findings. The Authority's Director of Legal Affairs and Chief Financial Officer did review the audit documents and findings and additional documentation provided by Enterprise and found that some of the findings did warrant adjustment.

The Authority's Director of Legal Affairs then began to work with the internal auditor and Enterprise to facilitate an additional and more in depth review of records as requested by Enterprise at their Louisville headquarters. After this field work concluded, the 2012 findings were adjusted significantly and a recommendation was made to adjust the 2013 findings, which had not yet been released to Enterprise, but were based upon the same methodology and reasoning utilized for the 2012 audit. With the 2014 and 2015 audits still remaining to be performed under this now expired agreement, the Authority staff and Enterprise believe settlement of all remaining years under the 2010 Agreement to be in both their best interests.

001498

After discussion with the Interim Executive Director and CFO, Enterprise has offered to resolve and settle its obligations under the Agreement for the period from September 1, 2011 to August 31, 2012, September 1, 2012 to August 31, 2013, September 1, 2013 to August 31, 2014 and September 1, 2014 to August 31, 2015 with payments of additional concession fees, audit fees and interest as follows:

<u>Audit Year</u>	<u>Concession Fees</u>	<u>Audit Fees</u>	<u>Interest</u>	<u>Total</u>
2012	\$100,921.64	\$18,112.50	\$40,304.31	\$159,338.15
2013	\$118,591.83	\$17,137.50	\$42,573.42	\$178,302.75
2014	\$93,986.35	N/A	N/A	\$ 93,986.35
2015	\$93,264.62	N/A	N/A	\$ 93,264.62
Grand Total				\$524,891.87

Ms. Scott recommended the Board approve the proposed settlement; and authorize the Executive Director to execute the necessary Settlement and Release Agreement (copy attached) subject to review and approval of counsel as to legality of form and content. On motion duly made and seconded, the Board approved Ms. Scott's recommendation.

#### **5. 2018 Airfield Pavement Rehabilitation — Louisville International — Contract Award**

This project consists of ongoing efforts to maintain integrity of the airfield pavements. The scope of this project involves the removal and replacement of runway and taxiway concrete pavement and the associated in-pavement lights on the west side of the airfield including Runway 17R-35L and Taxiway "B". The project was advertised in *The Courier-Journal* and the *Louisville Defender* and was posted on the Authority's website. Two bids were received on August 18, 2017. The low bidder was E&B Paving, Inc. of Clarksville, IN with a unit price base bid of \$1,957,835.02. The bid included two bid Alternatives for additional rehabilitation of concrete pavement in Taxiway B. E&B Paving, Inc. was low bidder for both bid alternates. The combined total of the base bid and bid alternatives for E&B Paving, Inc. is \$2,247,168.77. Authority staff and HNTB have reviewed the bid documents submitted by E&B Paving, Inc., have verified the bid to be responsive and are recommending the contract award. A FAA grant will provide 90% of the funding for this project. The anticipated disadvantaged business enterprise (DBE) participation in the project is 10.63%.

Ms. Scott recommended the Board award the contract for the 2018 Airfield Pavement Rehabilitation to E&B Paving, Inc. of Clarksville, IN including Bid Alternates 1 and 2 in accordance with the unit prices set forth in the bid for a not-to-exceed amount of \$2,247,168.77, and authorize the Interim Executive Director to execute the necessary contract documents subject to review and approval by counsel as to legality of form and content. On motion duly made and seconded, the Board approved Ms. Scott's recommendation.



#### **6. 2018 Terminal Apron Rehabilitation — Louisville International — Contract Award**

This project consists of the removal and replacement of apron PCC pavement and the associated drainage and pavement markings as part of ongoing efforts to maintain integrity of airfield pavements while improving safety and capacity. The project was advertised in *The Courier-Journal* and the *Louisville Defender* and was posted on the Authority's website. Three bids were received. The project was advertised with a Base Bid for terminal apron located directly south of the administration building and a Bid Alternate 1 that included the base bid and additional apron completing pavement rehabilitation east to the pavement edge. The lowest responsive bidder for the combined based bid and bid alternate 1 was The Harper Company, Inc. of Hebron, KY with a unit price bid of \$2,586,833.82. Authority staff and HNTB have reviewed the bid documents submitted by The Harper Company, Inc., have verified the bid to be responsive and are recommending the award. A FAA grant will provide 90% of the funding for this project. The anticipated disadvantaged business enterprise (DBE) participation in the project is 1.41%.

Ms. Scott recommended the Board award the contract for the 2018 Terminal Apron Rehabilitation to The Harper Company, Inc. of Hebron, KY including bid alternate 1 in accordance with the unit prices set forth in the bid for a not-to-exceed amount of \$2,586,833.82; and authorize the Interim Executive Director to execute the necessary contract documents subject to review and approval by counsel as to legality of form and content. On motion duly made and seconded, the Board approved Ms. Scott's recommendation.

#### **7. HDR Engineering Inc. Property Inventory Map Services Contract Amendment No. 1 — Louisville International — Approval**

In October 2015, the Airport Authority approved an agreement with HDR Engineering, Inc. (HDR) to provide Property Inventory Map services for lands comprising Louisville International Airport. This work, as required by the Federal Aviation Administration, creates an updated property map commonly referred to as Exhibit 'A' and includes associated information as necessary to meet the Federal requirements. The initial Agreement authorized \$100,000 for the consultant with an option for two additional \$100,000 amendments. At this time, an additional \$100,000 is requested to continue the property mapping services. This amendment is in accordance with the 2017 hourly rates provided by HDR.

Ms. Scott recommended the Board approve an Amendment to the Contract with HDR in the amount of \$100,000 bringing their total contract amount to \$200,000; and authorize the Interim Executive Director to execute the necessary contract documents subject to review and approval by counsel as to legality of form and content. On motion duly made and seconded, the Board approved Ms. Scott's recommendation.

#### **8. Access Control Transaction and Identity Verification (ACTIV) Consultant — Louisville International — Contract Award**

This process consisted of qualification based selection of planning, design, construction management and inspection consultant services for the implementation of an Access Control

Transaction and Identity Verification (ACTIV) system which includes the replacement of outdated Access Control, Identity Management and CCTV systems at the Louisville International Airport. This is a Passenger Facility Charge (PFC) funded project in accordance with TSA regulations and is identified in the Louisville Regional Airport Authority's 5-year capital improvement program. The Authority advertised a Request for Qualifications in *The Courier-Journal* and the *Louisville Defender*, through the American Association of Airport Executives' website, and through the Authority's website. A total of six qualified firms submitted proposals for the Authority's careful consideration.

A consultant selection working group comprised of four Authority staff members including the Deputy Executive Director of Operations, IT Manager, Assistant Director of Public Safety and Electronics Supervisor independently reviewed the proposals. The group selected four firms to present their credentials at interviews. After completing the interviews, the working group unanimously recommends Aviation Security Consulting, Inc. as the most qualified firm to carry out these professional services. A fee schedule consistent with industry standards was negotiated with Aviation Security Consulting, Inc. (copy attached). This fee schedule will be utilized for individual tasks. The anticipated disadvantaged business enterprise participation (DBE) in the project is 10.61%.

Ms. Scott recommended the Board approve the award of a contract for the LRAA's ACTIV Consultant to Aviation Security Consulting, Inc., in an amount not-to-exceed \$300,000.00; and authorize the Interim Executive Director to execute the necessary contract documents subject to approval and approval by counsel as to legality of form and content. On motion duly made and seconded, the Board approved Ms. Scott's recommendation.

#### **9. Northwest Quadrant Utility Easements — Louisville International — Approval**

Previously, the Authority filed applications to permanently close public rights-of-way for certain residential streets located in Highland Park, including those rights-of-way shown on Exhibit A (copy attached). Those closures have been approved by the Louisville Metro Planning Commission and the Louisville Metro Council, subject to the grant of appropriate utility easements. Some of the former rights-of-way contain utility facilities. The Authority staff has worked with the applicable utility service providers to determine which facilities may be removed and which facilities should remain in the area, either at the existing location or in a new location that better accommodates the anticipated future use of the property. The Authority now desires to grant to the utility service providers the easements necessary for those facilities that will remain in the area but will no longer lie within public rights-of-way. The locations over which the Authority would grant easements, and the types of easements that would be granted, are shown on Exhibit B (copy attached).

Ms. Scott recommended the Board authorize the Interim Executive Director to execute and deliver, any and all documents necessary or appropriate for the granting of the types of utility easements shown on Exhibit B in the locations shown on Exhibit B, subject in each instance to approval by counsel as to legality of form and content. On motion duly made and seconded, the Board approved Ms. Scott's recommendation.



### **10. Hanson Professional Services Task Order No. 12 — Bowman Field — Approval**

At the June 2012 Board meeting, the Board approved the award of a contract with Hanson Professional Services, Inc. (Hanson) to provide engineering and construction services for the Bowman Field Airport Area Safety Program. This Task Order No. 12 authorizes Hanson to provide project design, administration, construction observation and landscape consultation in support of the Obstruction Removal & Restoration Project. The allocation of hours for this Task Order No. 12 has been reviewed by staff. In accordance with the previously approved 2017 unit rates negotiated with Hanson, the hourly, not to exceed value of the Task Order No. 12 is \$185,000. The anticipated Disadvantaged Business Enterprise (DBE) participation is 18%.

Ms. Scott recommended the Board approve Task Order No. 12 to the contract with Hanson Professional Services, Inc. in the amount of \$185,000, bringing their total contract amount to \$3,663,734.22, and authorize the Interim Executive Director to execute the necessary contract documents subject to review and approval by counsel as to legality of form and content. On motion duly made and seconded, the Board approved Ms. Scott's recommendation. Mr. Earl Jones voted against the recommendation.

### **OLD BUSINESS**

Mr. Darrell Watson and Ms. Cissy Musselman introduced Mr. Mike McKay and Ms. Liz Swanson who presented the concept and construction of *The Intertwining*, the proposed new artwork for the airside rotunda of the Terminal. Following the presentation, Ms. Martha Slaughter, Visual Arts Coordinator, Bernheim Arboretum and Research Forest and Chair, Board of Trustees, Speed Art Museum and Ms. Sarah Lindgren, Public Art Administrator, Louisville Metro Government and both members of the Art Program Working Group, discussed the selection and review process which led to the selection of Mr. Mike McKay and Ms. Liz Swanson and the recommendation of *The Intertwining* by the group. Following discussion, on motion duly made and seconded, the Board approved Ms. Slaughter's recommendation to proceed with construction and installation of *The Intertwining* in the airside rotunda for a price not to exceed \$100,000.00 as approved by the Board in March 2017. Mayor Fischer requested a plaque explaining the concept behind the piece be installed with the artwork.

### **EXECUTIVE DIRECTOR'S REPORT**

Mr. Miller reported that U.S. Customs and Border Patrol will hold a temporary Global Entry enrollment event at Louisville International Airport from 8:00 a.m. to 5:00 p.m. on Tuesday, September 26, 2017 and Wednesday, September 27, 2017. The enrollment center will be located in the West Hall behind the ticket counters. To participate, travelers must complete the online Global Entry application, and once the application is approved select SDF as the interview site. Application approval takes seven to 14 days, and Global Entry is valid for five years and costs \$100.

Mr. Miller announced the August-September 2017 issue of *Airport World Magazine* published on Tuesday, September 12, 2107, contains an article by April Meyer, Principal and Senior


001502

Terminal Designer with Alliiance which focuses on the planning and design of the recent Terminal Enhancement Project. A copy of the article was provided to each Board member.

Mr. Scott advised the Board the Authority will hold an event to celebrate the completion of the Woodlawn Overpass Project in early October.

Ms. Scott informed the Board the electric carts will be returning to the Terminal. A shield wall to mask the cart storage area will be constructed.

There being no further business, the meeting adjourned at 4:31 p.m.

  
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Mary Rose Evans, Vice Chairman

  
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C. T. "Skip" Miller, Assistant Secretary



## SETTLEMENT AND RELEASE AGREEMENT

THIS SETTLEMENT AND RELEASE AGREEMENT ("Agreement") is entered into and effective as of August \_\_, 2017, by and between (i) LOUISVILLE REGIONAL AIRPORT AUTHORITY, a body politic and corporate ("Authority") and (ii) EAN HOLDINGS, LLC, BLUEGRASS DIVISION DBA ENTERPRISE RENT-A-CAR, A DELAWARE LIMITED LIABILITY COMPANY AND SUCCESSOR IN INTEREST TO ENTERPRISE RENT-A-CAR COMPANY OF KENTUCKY, LLC (operating the Enterprise Rent-A-Car brand) ("Enterprise") (collectively, the "Parties").

### RECITALS:

A. Authority and Enterprise entered into a certain Rental Car Concession Agreement, dated as of September 8, 2010 (the "Concession Agreement").

B. Issues have arisen between Authority and Enterprise concerning the Concession Agreement for the fiscal periods beginning September 1 and ending the following August 31 of 2012, 2013, 2014, and 2015, the Authority's audits of Enterprise, and the Authority's assertions that Enterprise owes certain additional amounts (\$100,921.34 in concession fees, \$40,304.31 in interest, and \$18,112.50 in audit fees for fiscal period 2012; \$118,591.83 in concession fees, \$42,573.42 in interest, and \$17,137.50 in audit fees for fiscal period 2013; \$93,986.35 in concession fees for fiscal period 2014; and, approximately \$93,264.62 in concession fees for fiscal period 2015), which Enterprise has disputed (the "Dispute").

C. The Parties now desire to settle, adjust and compromise all issues associated with the Dispute and all controversies concerning fiscal periods 2012, 2013, 2014, and 2015 relating to the Concession Agreement upon the following terms and conditions.

### AGREEMENT:

NOW, THEREFORE, the Parties hereby agree as follows:

1. **CONFIDENTIALITY.** The terms of this Agreement, including the existence of this Agreement, shall be confidential between the Parties, their successors and agents, and shall be disclosed only as necessary to enforce this Agreement, excepting, however, Authority's and Enterprise's ability to disclose same to authorized representatives for compliance purposes and except to the extent that disclosure may be required by applicable law, such as the Kentucky Open Records Act or Open Meetings Act..

2. **PAYMENT.** In full satisfaction of the Dispute and within ten (10) days of execution of this Agreement, Enterprise shall make a one-time, lump sum payment to Authority in the amount of \$524,891.87, which the Parties agree shall be characterized as concession fees. This Agreement may be pleaded as a full and complete defense to any action, demand, claim, suit, or other proceeding which may be instituted, prosecuted or attempted upon, or in respect of the Dispute.

3. **AUTHORITY'S CANCELLATION OF CLAIMS.** Authority hereby withdraws and cancels any and all proposed or actual invoices, bills, claims or demands relating to the Dispute. Authority agrees to not hereinafter initiate or conduct any audit of, nor issue any invoice, bill, claim, or demand to Enterprise relating to any fiscal period encompassed by this Agreement.

4. **BOOKS, RECORDS AND REPORTS.** The Parties acknowledge and agree that among the claims withdrawn and cancelled under Section 3 of this Agreement are any and all claims that Enterprise failed to fully perform and discharge any of its obligations under Section 8 of the Concession Agreement with respect to any fiscal period encompassed by this Agreement.

5. **WAIVER OF CLAIMS.** The Parties hereby forever waive any right, claim or demand relating to or arising out of any fiscal period encompassed by this Agreement.

6. **NO ADMISSION.** The Parties acknowledge that the consideration extended herein is made in resolution of the Dispute and shall not be considered to be an admission by either Party.

7. **JOINTLY DRAFTED.** The Parties have participated jointly in the negotiation and drafting of this Agreement. If any ambiguity or question of intent or interpretation arises, no presumption or burden of proof shall arise favoring or disfavoring any Party by virtue of the authorship of any of the provisions of this Agreement.

8. **BINDING AGREEMENT.** This Agreement shall be binding upon and inure to the benefit of the Parties, their successors and assigns and shall be respected by all officers and representatives thereof.

9. **ENTIRE AGREEMENT.** This Agreement sets forth the entire agreement of the Parties with respect to the subject matter hereof and supersedes all prior and contemporaneous oral negotiations, agreements or understandings between the Parties concerning such subject matter.

10. **COUNTERPARTS.** This Agreement may be executed in one or more counterparts, each of which shall be an original, and this Agreement is effective upon execution of at least one counterpart by each Party to this Agreement.

11. **AGREEMENT NOT EFFECTIVE.** If this Agreement does not become effective for any reason, it shall be deemed negotiation for settlement purposes only and will not be admissible in evidence or usable for any purpose whatsoever.

**IN WITNESS WHEREOF,** the Parties have entered into this Agreement as of the date first written above though executed as of the date(s) below.

**EAN HOLDINGS, LLC**

Date: September \_\_, 2017

By: \_\_\_\_\_

Title: \_\_\_\_\_

("Enterprise")

**LOUISVILLE REGIONAL AIRPORT AUTHORITY**

Date: September \_\_, 2017

By: \_\_\_\_\_

Title: \_\_\_\_\_

("Authority")



ACTIV SECURE				Multipliers	
				Overhead	165.00%
				Profit	10.00%
Firm Name: Aviation Security Consulting, Inc. (ASC) Team					
Job Classification		Unburdened Blended Labor Rate	Overhead	Profit	Billing Rate
Aviation Security Consulting, Inc (ASC)					
	Principal	76.00	\$ 125.40	\$ 18.00	\$ 219.40
	Security/Ops Specialist	67.00	\$ 110.55	\$ 17.76	\$ 195.31
	Admin Support	24.50	\$ 40.43	\$ 6.49	\$ 70.00
		0.00	\$ -	\$ -	\$ -
	Sentinel	0.00	\$ -	\$ -	\$ -
	Principal in Charge	86.72	\$ 143.09	\$ 8.66	\$ 238.47
	Project Engineer	64.58	\$ 106.56	\$ 6.45	\$ 177.59
	Project Manager	55.35	\$ 91.33	\$ 5.54	\$ 152.21
	Project Coordinator	44.50	\$ 73.43	\$ 3.85	\$ 121.78
	Senior Consultant	55.35	\$ 91.33	\$ 5.54	\$ 152.21
	CADD Tech	35.98	\$ 59.37	\$ 3.59	\$ 98.94
	Administrative Assistant	32.48	\$ 53.59	\$ 3.23	\$ 89.30
		0.00	\$ -	\$ -	\$ -
	K2	0.00	\$ -	\$ -	\$ -
	Senior Aviation Security Consultant	63.50	\$ 104.78	\$ 16.83	\$ 185.11
		0.00	\$ -	\$ -	\$ -
	Kersey and Kersey	0.00	\$ -	\$ -	\$ -
	Principal	60.00	\$ 90.00	\$ 15.00	\$ 165.00
	Architect	53.00	\$ 79.50	\$ 13.25	\$ 145.75
	Interior Design	53.00	\$ 79.50	\$ 13.25	\$ 145.75
	Project Manager	44.00	\$ 66.00	\$ 11.00	\$ 121.00
	Intern Architect/Clerical	27.00	\$ 40.50	\$ 6.75	\$ 74.25
		0.00	\$ -	\$ -	\$ -
	CMTA	0.00	\$ -	\$ -	\$ -
	Commissioning Engineer	22.1154	\$ 40.95	\$ 6.31	\$ 69.37
	Senior Comissioning Engineer	37.6603	\$ 69.73	\$ 10.74	\$ 118.13
	Drafter	20.7837	\$ 38.48	\$ 5.93	\$ 65.19
	Electrical Engineer	30.5889	\$ 56.64	\$ 8.72	\$ 95.95
	Senior Electrical Engineer	51.2820	\$ 94.95	\$ 14.62	\$ 160.86
	Mechanical Engineer	30.6891	\$ 56.82	\$ 8.75	\$ 96.26
	Senior Mechanical Engineer	56.8910	\$ 105.33	\$ 16.22	\$ 178.44
	Plumbing Engineer	29.1667	\$ 54.00	\$ 8.32	\$ 91.49
	Project Manager	43.2692	\$ 80.11	\$ 12.34	\$ 135.72
	Senior Project Manager	64.1026	\$ 118.69	\$ 18.28	\$ 201.07
		0.00	\$ -	\$ -	\$ -
	Chester Consulting	0.00	\$ -	\$ -	\$ -
	Network Project Manager	100.00	\$ 165.00	\$ 26.50	\$ 291.50
	Network Architect	90.00	\$ 148.50	\$ 23.85	\$ 262.35
	Network Engineer	85.00	\$ 140.25	\$ 22.53	\$ 247.78
	Systems Analyst	85.00	\$ 140.25	\$ 22.53	\$ 247.78
	Technical Writer	45.00	\$ 74.25	\$ 11.93	\$ 131.18
	Secretary	25.00	\$ 41.25	\$ 6.63	\$ 72.88

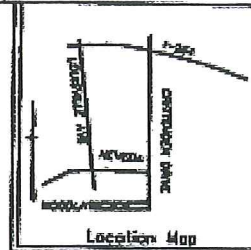
EXHIBIT A

[see attached]



**APPROVED:**  
LOUISVILLE METRO PLANNING  
COMMISSION

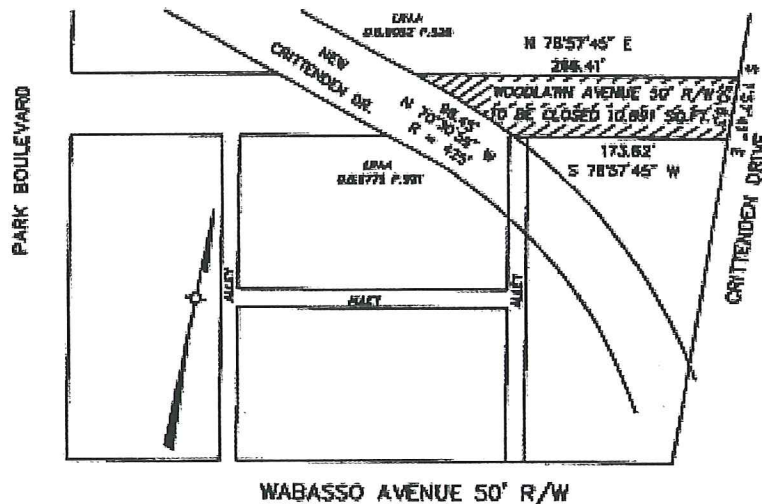
DATE 9/17/15  
BY David Napp



1" = 80'  
SCALE  
0 40' 80'

ZONED C-1.C-2.R-6  
SUBURBAN WORKPLACE FORM DISTRICT

NOTE:  
1. ALL OF THE RIGHT OF WAY BEING  
CLOSED BE ACQUIRED BY LOUISVILLE  
REGIONAL AIRPORT PROPERTY AND BE  
USED FOR AIRPORT RELATED  
PURPOSES.



WABASSO AVENUE 50' R/W

**HDR**

401 West Main Street, Suite 500  
Louisville, KY 40202

PHONE (502) 584-4110 FAX (502) 584-3000

#13Streets1007

**STREET CLOSURE PLAT  
OF  
WOODLAWN AVENUE**

Louisville Regional  
Airport Authority  
P.O. Box 9129  
Louisville, KY, 40209

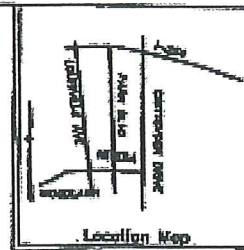
This property is not in a flood hazard area.  
This determination has been made from a  
personal review of flood map 2111C0574E  
dated, 12-09-08.

Date: 11-25-2013 COW0035337-WOODLAWN

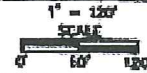
13Streets1007

**APPROVED:**  
LOUISVILLE METRO PLANNING  
COMMISSION

DATE 9/17/15  
BY David K. Vapala

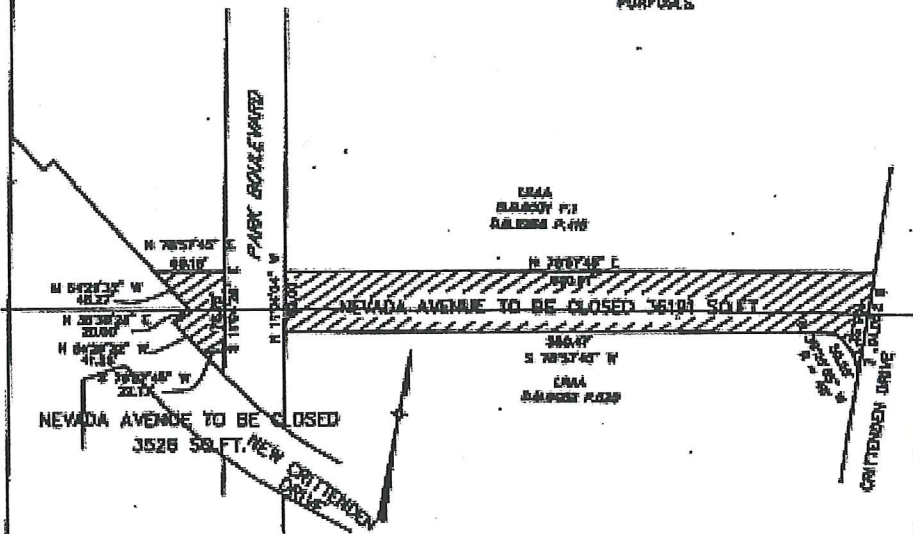


Location Map



1" = 120'  
SCALE  
ZONED C-1C-2R-6  
SUBURBAN WORKPLACE FORM DISTRICT

NOTE:  
1. ALL OF THE RIGHT OF WAY BEING  
CLOSED BE ACQUIRED BY LOUISVILLE  
REGIONAL AIRPORT PROPERTY AND BE  
USED FOR AIRPORT RELATED  
PURPOSES.



**HDR**

401 West Main Street, Suite 500  
Louisville, KY 40202

PHONE (502) 581-4111 FAX (502) 581-0000

**STREET CLOSURE PLAT  
OF  
NEVADA AVENUE**

Louisville Regional  
Airport Authority  
P.O. Box 9129  
Louisville, KY, 40209

Date 10-07-15 CONDUITS-NEVADA 1

#13Streets1007

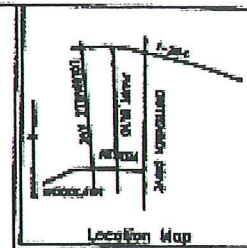
This property is not in a flood hazard area.  
This determination has been made from a  
personal review of flood map 22111C0071E  
dated 12-05-06.

13Streets1007



**APPROVED:**  
LOUISVILLE METRO PLANNING  
COMMISSION

DATE 9/17/15  
BY David E. Wagner

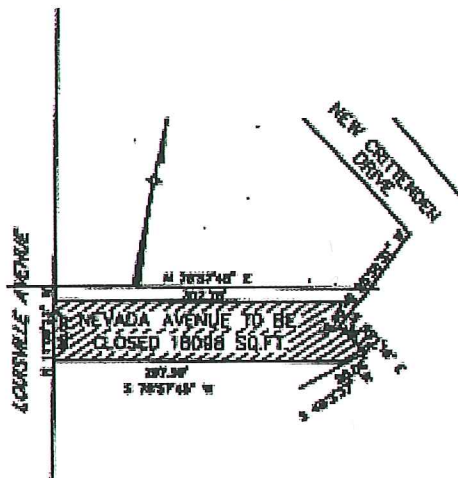


Location Map

1" = 120'  
SCALE  
0' 60' 120'

ZONED O-1.5-2.R-6  
SUBURBAN WORKPLACE FORM DISTRICT

NOTE:  
1. ALL OF THE RIGHT OF WAY BEING  
CLOSED BE ACQUIRED BY LOUISVILLE  
REGIONAL AIRPORT PROPERTY AND BE  
USED FOR AIRPORT RELATED  
PURPOSES.



#13Streets1007

**HDR**

401 West Main Street, Suite 600  
Louisville, KY 40202

PHONE (502)584-4118 FAX (502)584-2000

**STREET CLOSURE PLAT  
OF  
NEVADA AVENUE**

Louisville Regional  
Airport Authority  
P.O. Box 9129  
Louisville, KY, 40209

This property is not in a flood hazard area.  
This subdivision has been made from a  
previous revision of final map 21111600702  
dated 12-03-05.

Date: 10-07-15 CONDOSSIST-NEVADA 2

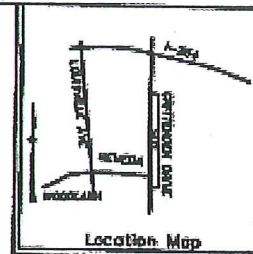
#13Streets1007





**APPROVED:**  
**LOUISVILLE METRO PLANNING**  
**COMMISSION**

DATE 9/17/15  
BY David P. Napell



Location Map

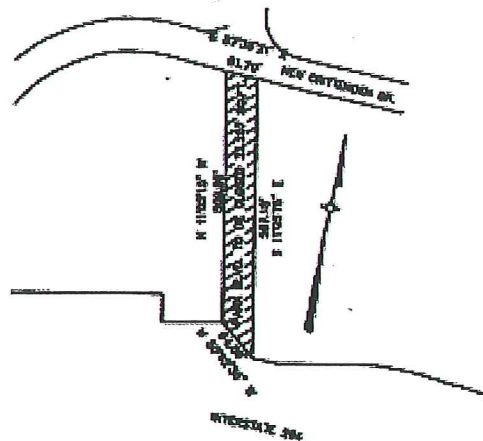
1" = 250'

SCALE

0' 125' 250'

ZONED C-1,C-2,R-S  
SUBURBAN WORKPLACE FORM DISTRICT

NOTE:  
ALL OF THE RIGHT OF WAY BEING  
CLOSED BE ACQUIRED BY LOUISVILLE  
REGIONAL AIRPORT PROPERTY AND BE  
USED FOR AIRPORT RELATED  
PURPOSES.



PORTION NORTH OF INTERSTATE

#13Streets1007

**HDR**

401 West Main Street, Suite 600  
Louisville, KY 40202

PHONE (502)584-4115 FAX (502)584-2006

**STREET CLOSURE PLAT**  
**OF**  
**PARK BOULEVARD**

Louisville Regional  
Airport Authority  
P.O. Box 9129  
Louisville, KY, 40209

This property is not in a flood hazard area.  
This determination has been made from a  
personal review of flood map 2151100074E  
dated, 12-03-09.

Date: 10-31-15 CONDOMINIUM-PARK 2

#13Streets1007

**APPROVED:**  
LOUISVILLE METRO PLANNING  
COMMISSION

DATE 9/17/15  
BY Asst. P. Ryan

#13Streets1007

Partial Closing - Crittenden Drive  
Being a portion of Crittenden Drive located in central  
portion of Wayne Township, Kentucky, south from  
Highway 60 just north of Highway Avenue and being  
more particularly described as follows:

Beginning at a point in the west line of Crittenden  
Drive, 10 feet wide, North 02 degrees 03 minutes 10  
seconds West 51.50 feet or equivalent along said west  
line from its intersection with the north line of  
Highway Avenue (being said said west line North 02  
degrees 03 minutes 10 seconds West 2254.15 feet to  
its intersection with the south line of Highway Avenue  
then along said said south line North 02 degrees 03  
minutes 10 seconds East 2254.15 feet to a point in  
the east line of Crittenden Drive, thence with said  
east line South 02 degrees 03 minutes 10 seconds  
East 2254.15 feet to a point in the east line of  
Highway Avenue, thence with said east line South 02  
degrees 03 minutes 10 seconds East 2254.15 feet to  
a point in the east line of Crittenden Drive, thence  
with said east line North 02 degrees 03 minutes 10  
seconds West 51.50 feet to the point of beginning,  
containing 3.103 acres.

#### LAND SURVEYOR'S CERTIFICATE

I hereby certify that this survey as depicted hereon was performed  
under my supervision and was conducted under the standards for  
survey as defined under KAR 18:150 and is a Class A Survey, with an  
unadjusted closure of 1 part in 50,000. This Survey was performed  
using random traverse method and has been adjusted using least  
squares method of closure. Unless noted otherwise, the survey  
monuments which have been set for this survey are 1/2 inch iron pins  
of a length of 18 inches with an identification cap stamped with the  
Professional Land Surveyor's # 2747. The bearings as shown on this  
plat have been related to agree with Ky State Plane Coordinates, Grid  
North, MAGN 83 along the north line of Crittenden Drive as indicated.

E. Bruce Speck, PLS 2747

This property is not in a flood hazard area.  
This determination has been made from a  
personal review of flood map 2111C0074E  
dated, 12-05-08.



Location Map

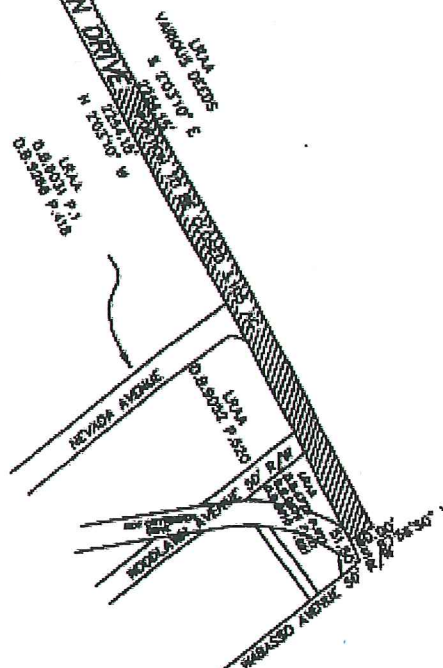
1" = 250'

SCALE

0' 125' 250'

ZONED C-1,C-2,R-6  
SUBURBAN WORKPLACE FORM DISTRICT

NOTE:  
1. ALL OF THE RIGHT OF WAY BEING  
CLOSED BE ACQUIRED BY LOUISVILLE  
REGIONAL AIRPORT PROPERTY AND BE  
USED FOR AIRPORT RELATED  
PURPOSES.



**HDR**

401 West Main Street, Suite 500  
Louisville, KY 40202

PHONE (502) 444-4444 FAX (502) 444-3000

**STREET CLOSURE PLAT  
OF  
CRITTENDEN DRIVE**

Louisville Regional  
Airport Authority  
P.O. Box 9129  
Louisville, KY, 40209

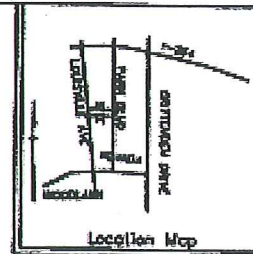
Under 12-08-13 CON0035357-M10

13Streets1007



**APPROVED:**  
LOUISVILLE METRO PLANNING  
COMMISSION

DATE 9/17/15  
BY David P. Kapel

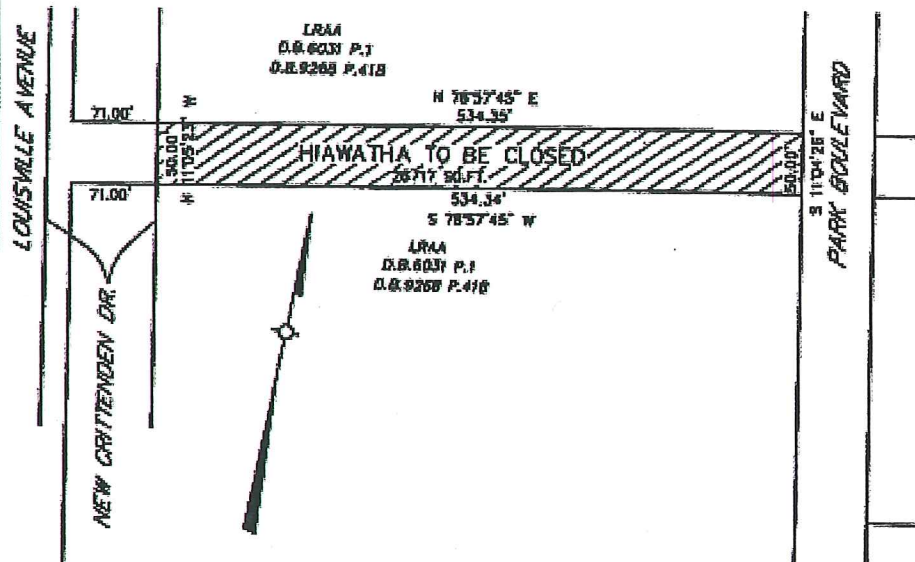


1" = 80'  
SCALE

0' 40' 80'

ZONED C-1,C-2,R-6  
SUBURBAN WORKPLACE FORM DISTRICT

NOTE:  
1. ALL OF THE RIGHT OF WAY BEING  
CLOSED BE ACQUIRED BY LOUISVILLE  
REGIONAL AIRPORT PROPERTY AND BE  
USED FOR AIRPORT RELATED  
PURPOSES.



#13Streets1007

**HDR**

401 West Main Street, Suite 500  
Louisville, KY 40202

Phone: (502) 584-4110 Fax: (502) 584-3000

**STREET CLOSURE PLAT  
OF  
HIAWATHA AVENUE**

Louisville Regional  
Airport Authority  
P.O. Box 9129  
Louisville, KY, 40209

This property is not in a flood hazard area.  
This determination has been made from a  
personal review of Flood map 2111100074C  
dated, 12-05-06.

Date: 9-25-15 CD#0035357-HIAWATHA

#13Streets1007

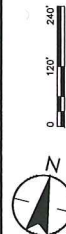
EXHIBIT B

[to be provided by Engineering]





ASSUMED EASEMENT WIDTHS	
OWNER OF UTILITY	WIDTH OF EASEMENT
LG&E - GAS	25'-0"
LG&E - ELECTRIC	25'-0"
AT&T - TELECOMMUNICATION	20'-0"
LWC - WATER	40'-0"
MID - COMBINED SEWER	20'-0"



Permit/Seal	
ISSUED	By
By	App'd. T.Y. JAMES
By	App'd. T.Y. JAMES

- Legend
- PROPOSED UTILITY RELOCATIONS
  - EXISTING GAS
  - EXISTING ELECTRIC
  - EXISTING TELECOMMUNICATIONS
  - EXISTING WATER
  - EXISTING SEWER
  - EXISTING EASEMENT
  - FUTURE EASEMENT

**Stantec**

1800 Frankfort Circle, Suite 100, Louisville, KY 40223  
Tel: 502.333.3333  
www.stantec.com

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The Contractor shall verify and be responsible for all dimensions, DO NOT SCALE. The Contractor shall verify and be responsible for all dimensions, DO NOT SCALE. The Contractor shall verify and be responsible for all dimensions, DO NOT SCALE.

Client/Project  
LOUISVILLE REGIONAL AIRPORT AUTHORITY  
NORTHWEST QUADRANT UTILITY RELOCATION  
AND PRELIMINARY GRADING PROJECT  
Louisville, KY

Drawn: CHL Top: T.Y. JAMES

Title  
PROPOSED UTILITY RELOCATIONS AND  
UTILITIES TO REMAIN

Project No. 17855009  
Drawing No. 1  
Scale  
Sheet 1 of 1  
Revision 0