

**LOUISVILLE REGIONAL AIRPORT AUTHORITY** 001622  
**BOARD MEETING**  
**APRIL 17, 2019**

The regular meeting of the Board of the Louisville Regional Airport Authority was held on April 17, 2019. Chairman Jim Welch convened the meeting at 3:02 p.m. in the Boardroom of the Louisville Regional Airport Authority, Louisville, Kentucky.

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

Staff Members in attendance were: Ms. Brenda Allen, Mr. Josh Ball, Ms. Sara Brown, Ms. Dodie Caulk, Ms. Natalie Chaudoin, Mr. Anthony Gilmer, Mr. Vince Glasnovic, Ms. Noel Jolly, Mr. Dan Mann, Mr. Curtis Monroe, Ms. Antissa Riley, Ms. Alex Scott, Mr. Brian Sinnwell, Ms. Megan Atkins Thoben, Mr. Adam Thomas, Mr. Darrell Watson, and Mr. Jason Wheeler.

Also in attendance: Mr. Brian Aldridge, Mr. Bobby Campbell, Mr. Phil Clark, Mr. Matt Demos, Mr. Chris Gould, Mr. Mark Head, Mr. Clair Nichols, Ms. Rachel Roarx, Mr. Luke Schmidt, Mr. Tom Schnetzer, Mr. Rick Storm, Ms. Julie Taylor, and Ms. Melissa Vasher.

### **CONSIDERATION OF MINUTES**

The minutes of the regular board meeting held March 20, 2019 were reviewed and, upon motion duly made and seconded, unanimously approved. Ms. Nikki Jackson was not present for the approval of the minutes.

### **FINANCIAL REPORT**

Ms. Dodie Caulk presented the financial report for the month ending March 31, 2019. There were no significant changes from last month. Operating revenues are exceeding the actual revenues from last year and the budget. Landing fee revenue is up and is exceeding projections. Parking revenue is up and is exceeding projections. Overall, expenses are under budget. Major maintenance expenses are down due to timing, and professional consulting services and contract services expenses are down. Cargo activity and cargo related activity has also increased.

### **MARKETING REPORT**

In lieu of the marketing report, Mr. Rhett Morgan of Ailevon Pacific Aviation Consulting presented an industry update to the Board.

### **CONSTRUCTION REPORT**

In lieu of the construction report, Mr. Tom Schnetzer of Kimley-Horn gave the Board a project briefing on the Louisville Muhammad Ali International Airport Master Plan Update.

## **BOARD CONSENT ITEMS**

### **1. 2019 Crack Sealing — Louisville Muhammad Ali International – Contract Award**

This project consists of grinding and sealing of approximately 12,000 linear feet of cracks on runways and taxiways at Louisville Muhammad Ali International Airport. This maintenance effort will maximize concrete pavement life with minimal costs by preventing storm water infiltration and potential freeze and thaw impacts. The project was advertised in *The Courier-Journal* and the *Louisville Defender*. Additionally, the project was posted with the Tri-State Minority Supplier Development Council and on the Authority's website. Three bids were received and the lowest responsive bidder was The Harper Company of Hebron, KY with a unit price bid of \$62,900. Authority staff has reviewed the bid documents submitted by The Harper Company, have verified the bid to be responsive and recommend the award.

Mr. Mann recommended the Board award the contract for 2019 Crack Sealing to The Harper Company from Hebron, KY in accordance with the unit prices set forth in the bid for a not-to-exceed amount of \$62,900; and authorize the 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 Mr. Mann's recommendation. Mayor Greg Fischer was not present for the vote.

### **2. Snow Removal Equipment — Louisville Muhammad Ali International – Contract Award**

The Authority's Maintenance Staff has established a goal of improving efficiencies in the turnaround time for clearing runways during snow events. Currently, it takes the Authority's five snow brooms and five snow plows approximately 45 minutes to clear runway 17R/35L. Trends in the airport industry are to utilize efficient multi-tasking equipment that combine both the plow and broom into a single piece of equipment in order to clean runways in a single pass, as opposed to utilizing multiple units that require repetitive passes. This method cuts both clearing time and equipment operators by 50% and allows the airport operator to more quickly return the runways back to the tower, reducing aircraft delays and diversions. Two thirds of the Authority's existing snow removal fleet, three plows and three brooms, have exceeded their FAA useful life expectancy of 12-15 years and are in need of replacement and/or major repair.

Maintenance staff has identified M-B Companies Inc., as the industry leader in such airport multi-tasking equipment. The efficiency, quality and dependability of their products make them a vendor of choice for replacement of our existing plow and broom equipment. M-B Companies Inc., snow removal equipment is currently listed with Sourcewell (formally NJPA) as holding a cooperative purchase contract under master agreement 080114-MBC. State law, specifically KRS 45A affords the Authority, as a political subdivision of the Commonwealth, the opportunity to participate in cooperative contracts with other out of state public entities under certain circumstances without the need to conduct an additional solicitation. This agreement has been reviewed by the Authority and has been determined to meet the contracting and purchasing requirements for Kentucky Cooperative Purchasing Agreements. Pricing, terms and conditions are based upon the Sourcewell Master Agreement 080114-MBC that runs through October of 2019 with available renewal



options. This contract covers both equipment and disposables and the Authority is able to supplement with additional terms as required by Authority and the FAA.

Mr. Mann recommended the Board approve the purchase of one piece of MB-2 snow and ice removal equipment from M-B Companies, Inc. at a not-to-exceed amount of \$820,542.30; and authorize the 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 Mr. Mann's recommendation. Mayor Greg Fischer was not present for the vote.

### **3. Right of Entry Agreement for High Speed Cable — Amendment No. 6 — Louisville Muhammad Ali International — Approval**

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 at Bowman Field and Louisville Muhammad Ali International Airport. The Board previously approved the First Amendment which provided service to 2720 Gast Boulevard (Louisville Executive Aviation), the Second Amendment which provided service to 2900 Moran Avenue (Hangar 12), the Third Amendment which provided service to 2800 Moran Avenue (Hangar 5) and 1151 Standiford Lane (Atlantic Aviation), the Fourth Amendment which provided service to 3325 Roger E. Schupp Street (Hangar 34), and the Fifth Amendment which provided service to 5101 Crittenden Dr. (Trans States Airlines). Insight further requests to provide service to 600 Terminal Drive, which was not included in the Right of Entry Agreement or First, Second, Third, Fourth or Fifth Amendments.

Mr. Mann recommended the Board approve the Sixth 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 specifically at Louisville Muhammad Ali International Airport as described above; and authorize the 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 Mr. Mann's recommendation. Mayor Greg Fischer was not present for the vote.

## **BOARD ACTION ITEMS**

### **4. Property and Casualty Insurance Broker Services — Contract Award**

The Authority recently issued an invitation to submit proposals from licensed, experienced and qualified property and casualty insurance brokers to provide core "broker-of-record" insurance services for the competitive marketing and placement of property and casualty insurance, as well as risk management consulting services for the Authority. The current broker services contracts expire April 30, 2019, in anticipation of the expiration of the majority of the policies on July 31, 2019. The Request for Proposal was advertised in *The Courier Journal* and the *Louisville Defender* and was posted on the websites of Tri-State Minority Supplier Development Council and the Authority. Invitations to submit proposals were sent to nineteen national and local insurance brokerage firms. Five responsive proposals were received from: Alliant Insurance Services, Inc.,

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Arthur J. Gallagher & Co., Marsh & McClellan Companies, McGriff, Seibels & Williams, Inc. and Willis Towers Watson. A review panel consisting of three members of Authority staff reviewed the proposals and invited three firms to make oral presentations. The review recommends Willis Towers Watson as our broker to represent our various lines of insurance coverage. The initial term is for three years, with two one-year renewal options at the sole discretion of the Authority. Compensation is based on a flat annual fee for services per insurance line handled. There will be no commissions, fees, or overrides from the insurance carriers. The total compensation for broker services for the initial three years is \$171,000.

Mr. Mann recommended the Board award the contract for Property & Casualty Insurance Broker Services to Willis Towers Watson of Columbus, OH for the initial three years with two one-year options and compensation not-to-exceed the amount set forth above; and authorize the Executive Director to execute the necessary contract documents subject to review and approval by counsel as to the legality of form and content. On motion duly made and seconded, the Board approved Mr. Mann's recommendation. Mayor Greg Fischer was not present for the vote.

#### **5. Revision to Authority Regulations — Approval and Adoption**

Historically, the Authority has charged tenants and their employees \$15/month to park in the employee parking lot. Authority employees are not charged a parking fee. The fee generates approximately \$235,000 per year. Staff recommends eliminating this fee to better support the workers serving our customers. Flight crew members who do not directly serve our customers will continue to pay the parking fee. The parking fees are included in Section 608 of the Authority's regulations with other rates and charges. As such, its elimination requires a revision to Section 608 of the Authority Regulations (copy attached).

Mr. Mann recommended the Board amend Section 608 of the Regulations as proposed and authorize the Executive Director to publish and take the necessary steps to implement the changes. On motion duly made and seconded, the Board approved Mr. Mann's recommendation. Mayor Greg Fischer was not present for the vote.

#### **6. Upper Terminal Drive Sidewalk Expansion Joint Repairs — Louisville Muhammad Ali International — Contract Award**

This project consists of the replacement of approximately 112 linear feet of existing sidewalk expansion joints along the Upper Terminal Drive at Louisville Muhammad Ali International Airport. The project also includes an Additive Alternate Number 1 to address 106 linear feet of terminal door threshold replacement. This project is intended to improve the safety of our customers. The project was advertised in *The Courier-Journal* and the *Louisville Defender* and was posted with the Tri-State Minority Supplier Development Council and on the Authority's Website. Two bids were received and the lowest responsive bidder for the combined base bid and the alternate was Schnell Contractors, Inc. of Louisville, KY with a unit price base bid of \$91,600 and an Additive Alternate Number 1 of \$21,200 for a total combined bid of \$112,800. Authority staff and our consultant have reviewed the bid documents submitted by Schnell Contractors, Inc. and have verified the bid to be responsive and recommend the award.



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Mr. Mann recommended the Board award the contract for Upper Terminal Drive Sidewalk Expansion Joint Repairs including the Base Bid and Additive Alternate Number 1 to Schnell Contractors, Inc. from Louisville, KY in accordance with the unit prices set forth in the bid for a total not-to-exceed contract amount of \$112,800 and authorize the 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 Mr. Mann's recommendation. Mayor Greg Fischer was not present for the vote.

**7. Atkins Amended Task Order No. 13 — Louisville Muhammad Ali International — Contract Award**

On July 19, 2017, the Board approved the award of a master contract with Atkins as the Airport Authority's Airport Improvement Program (AIP) consultant for a three-year period with an option for an additional two-year term. The contract requires Board approval for each Task Order. Amendment 1 to Task Order 13 authorizes Atkins to further expand the scope of the previously approved Task Order 13 which addressed early concept and design efforts associated with accommodating ADG VI/TDG 5 aircraft on Taxiway "G" to provide a more functional cross-field taxiway at the Louisville Muhammad Ali International Airport. This amendment will accommodate ADG VI/TDG 5 aircraft by creating more separation of Taxiway "G" from Runway 11-29. Additionally, this amendment includes a new Taxiway "Q" alignment between Taxiway "G" and the terminal apron which will allow for staged construction and eliminate key airfield hotspots. This amendment also extends the taxiway "G" improvements farther west to Runway 17R-35L. Upon completion of design, a bid for the construction work will be returned to the Board for approval. The additional fee associated with Amendment 1 to Task Order 13 is \$382,000 bringing the total not-to-exceed amount of Task Order 13 to \$1,163,000. It is anticipated that 90% of the costs associated with this effort will be funded by an FAA grant.

Mr. Mann recommend the Board approve Amendment 1 to Task Order No. 13 for the contract with Atkins in the amount of \$382,000 for a new Task Order No. 13 total not-to-exceed amount of \$1,163,000; and authorize the 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 Mr. Mann's recommendation. Mayor Greg Fischer was not present for the vote.

**8. Alliance — Terminal Enhancement and Remodeling Program Contract Amendment No. 4, Phase 2 Consulting Services — Louisville Muhammad Ali International — Approval**

At the January 20, 2015 board meeting, Alliance was awarded the contract to lead the design of the Terminal Enhancement and Remodeling Program. Additionally, the Board approved amendment No. 3 to the contract with Alliance at the July 18, 2018 board meeting to provide consulting services required for Phase 2 design of the terminal enhancement and remodeling program as a continuation of comprehensive upgrades to public spaces of the terminal, including interior renovations, technology updates and a range of exterior and landside enhancements.

The purpose of Contract Amendment No. 4 is to direct Alliance to proceed with design and bid

phase services for Rental Car Phase 1 efforts including reconfiguration of the parking garage exit and closure of two access roads to prepare for ground floor location of the rental cars along with modification of two surface parking lots to provide an additional 500 spaces for a design fee of \$504,920. Additionally, Alliance efforts will include design and bid phase services for the terminal connecting parking tunnel renovation which involves removing the moving walks and carpet in both tunnels and constructing terrazzo floors throughout. The tunnel renovation will also include new lighting and wayfinding in preparation for the rental car relocation for a design fee of \$244,046. Finally, this amendment enables Alliance to provide Brand Development Services working with a steering team to communicate the new identity and signature quality and logo mark as it relates to the airport's official renaming for a fee of \$73,000. In accordance with the previously approved unit rates with Alliance, the not-to-exceed value of Contract Amendment No. 4 is \$821,966.

Mr. Mann recommended the Board approve Amendment No. 4 to the contract for Terminal Enhancement and Remodeling Program Consultant Phase 2 Design Services with Alliance of Minneapolis, MN for a new total not-to-exceed amount of \$2,769,754.76; and authorize the 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 Mr. Mann's recommendation. Mayor Greg Fischer was not present for the vote.

**9. Declaration of Surplus Airport Property — Ashton Adair — Louisville Muhammad Ali International — Consideration and Adoption**

In 1998 the Authority entered into a Memorandum of Understanding ("MOU") with the Commonwealth of Kentucky, pursuant to which it agreed to transfer to the Commonwealth, for the benefit of the Kentucky State Fair Board, certain property acquired in various areas around Louisville International Airport, including the Melrose Subdivision area located northeast of the Airport, as repayment of an approximately \$20 million loan the state made to the Authority's voluntary Part 150 land acquisition program.

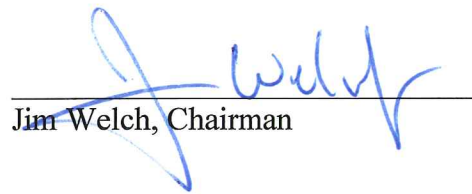
Various parcels in the Ashton Adair and Melrose areas have already been transferred to the Kentucky State Fair Board. The Kentucky State Fair Board has now requested that the Authority transfer an additional two (2) parcels acquired by the Authority in the Ashton Adair and Melrose Subdivisions, as shown on the attached Exhibit A. The Authority's cost of acquisition for this property is approximately \$384,725, and this transfer will reduce the Authority's obligation to the Commonwealth by that amount. Funding for acquiring these properties has come from FAA, PFC, Commonwealth and Authority sources.

The Authority is seeking the FAA's consent to release this property from federal grant assurances. To authorize the transfer of the property to the Commonwealth in addition to receiving the FAA's consent, the Authority must declare this property surplus and no longer needed for operating or expanding the Airport or air navigation facilities.

Mr. Mann recommended the Board adopt and approve the Findings, Determinations and Resolutions (copy attached). On motion duly made and seconded, the Board approved Mr. Mann's recommendation. Mayor Greg Fischer was not present for the vote.

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There being no further business, the meeting adjourned at 4:35 p.m.



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Jim Welch, Chairman



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Dan Mann, Assistant Secretary



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~~TENANT EMPLOYEE PARKING LOT~~ FLIGHT CREW PARKING – LOUISVILLE MUHAMMAD ALI INTERNATIONAL AIRPORT

Parking ~~for tenants and employees of tenants~~ for flight crew members will be provided by the Authority for a fee of Fifteen Dollars (\$15.00) per month. Such fee is to be paid monthly by the fifth day of the current month.



FINDINGS, DETERMINATIONS AND RESOLUTIONS OF THE LOUISVILLE REGIONAL AIRPORT AUTHORITY (THE "AUTHORITY") DECLARING AS SURPLUS CERTAIN REAL PROPERTY NO LONGER NECESSARY, USEFUL, PROFITABLE OR NEEDED FOR THE PRESENT AND FUTURE NEEDS OF THE AUTHORITY AND AUTHORIZING ITS DISPOSITION.

WHEREAS, the Authority has been engaged in a comprehensive program to expand and improve the Louisville International Airport (the "Airport"), which program is known as the Louisville Airport Improvement Program ("LAIP") and which program consists of various airport projects, including the acquisition of land for the present and future needs and uses of the Airport. As a result of the LAIP, the facilities of the Airport have been expanded and improved to accommodate current and future airport and aviation-related uses; and

WHEREAS, in September 1998, the Authority and the Commonwealth of Kentucky (the "Commonwealth") and others entered into a Memorandum of Understanding as amended by that First Amendment to Memorandum of Understanding dated July 28, 2003 ("MOU") relating to the terms pursuant to which the Authority was to receive \$20,000,000 from the Commonwealth to further its Voluntary Buyout Program and the relief of the Authority by the Commonwealth from certain obligations incurred in connection with 1982 and 1988 State of Kentucky Economic Development Bonds, the proceeds of which were utilized in part for the construction of the land side and air side terminals at Louisville International Airport in exchange for the transfer to the Commonwealth of a portion of the property acquired (and to be acquired) by the Authority in the Ashton-Adair, Prestonia and other areas; and

WHEREAS, pursuant to the MOU, the Authority was to convey to the Commonwealth parcels in Prestonia, Ashton-Adair, Melrose Subdivision and other areas pursuant to the terms of the MOU, which have an aggregate Acquisition Cost (as defined in the MOU) equal to the sum of \$10,200,000 (the "Lease Relief Value" as defined in the MOU) plus Twenty Million Dollars (\$20,000,000); and

WHEREAS, the Authority has heretofore acquired and conveyed to the Commonwealth by deeds dated September 3, 2003, March 27, 2008, June 25, 2013 and June 9, 2016, all of record in the Office of the Jefferson County Clerk, a number of parcels located in the Prestonia, Ashton Adair and Melrose Subdivision areas for a total consideration of \$28,558,177 (the "Prior Conveyances") which constituted a credit against the Authority's obligation under the MOU to transfer parcels to the Commonwealth or its designee having Acquisition Costs equal to the sum of the Lease Relief Value (\$10,200,000) plus Twenty Million Dollars (\$20,000,000); and

WHEREAS, the Authority has heretofore acquired two (2) additional parcels located in the Ashton Adair and Melrose Subdivision areas as described on

Exhibit A attached hereto (the "Property") comprising in the aggregate less than 0.25 acres. The total Acquisition Costs (as defined in the MOU) of the Property incurred by the Authority is approximately \$384,725; and

WHEREAS, the Authority will cause to be imposed upon the Property certain restrictive covenants which run with the land as set forth in a Deed of Avigation Easements and Declaration of Airport Servitudes by the Authority; and

WHEREAS, the Authority has caused an appraisal of the Property to be performed by Integra Realty Resources Kentucky-Southern Indiana, LLC (the "Appraiser"), the Appraiser has yet to complete the report of the indicated fair market value of the Property; however, the Authority will review the appraisal to determine that the Price is fair and reasonable value and not less than the fair market value of the Property; and

WHEREAS, the Commonwealth is willing to acquire, and subject to the conditions set forth below, the Authority is willing to transfer the Property to the Commonwealth for a total credit of approximately \$384,725 against the Authority's obligation under the MOU to convey parcels to the Commonwealth or its designee having an aggregate Acquisition Cost of equal to the sum of the Lease Relief Value (\$10,200,000) plus Twenty Million Dollars (\$20,000,000), upon the terms and conditions set forth in the Acquisition Agreement; and

WHEREAS, the Property is no longer needed for operating or expanding the Airport or air navigation facilities and, therefore, Authority desires to declare surplus and dispose of the Property as aforesaid; and

WHEREAS, the Authority has requested that the Federal Aviation Administration (FAA) release the Authority from the obligations, terms and conditions of existing grant agreements as they relate to the Property;

NOW, THEREFORE, the Louisville Regional Airport Authority hereby finds, determines, and resolves as follows:

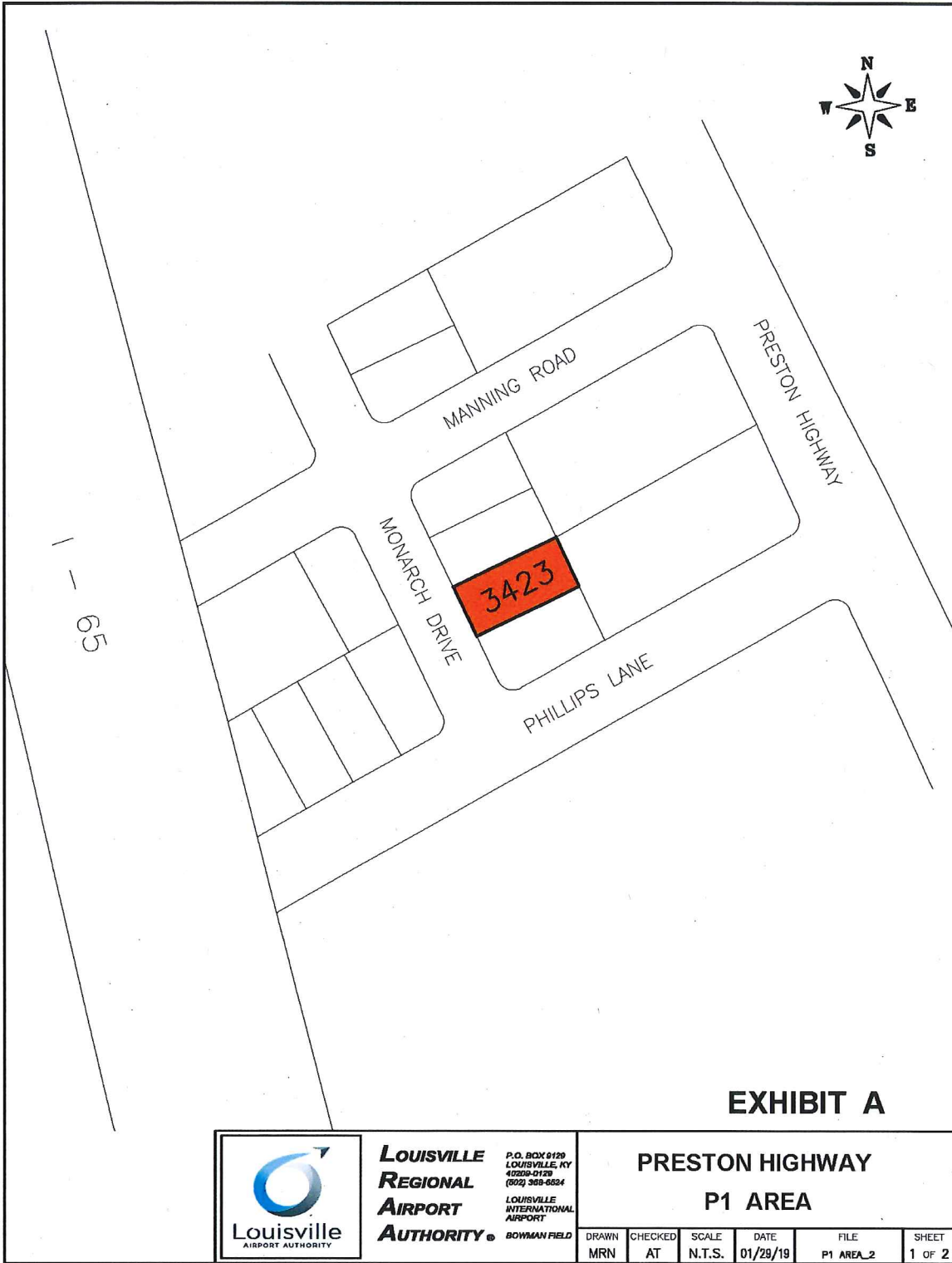
1. That all statements of fact set forth in the Whereas provisions preceding these Findings, Determinations and Resolutions are true and correct in all respects and the same are hereby incorporated by reference in these Findings, Determinations and Resolutions;
2. That following the imposition of the Airport Servitudes on the Property, the Property will be (i) not necessary, useful or profitable in the operation of the Airport System (as defined in the Authority's 2014 Bond Resolution, as amended), (ii) surplus and no longer needed for operating, expanding or for the efficient use of the Airport or air navigation facilities;
3. That it is necessary and desirable that the Authority convey to the Commonwealth or its designee the Property;



4. Subject to obtaining all necessary FAA releases and/or approvals and complying with all terms of such releases and/or approvals, and subject to the condition that the fair market value reported by the Appraiser is less than \$384,725, that James Welch, the Chairman of the Authority; Mary Rose Evans, the Vice Chairman of the Authority; Lesa Seibert, Secretary-Treasurer of the Authority; Dan E. Mann, A.A.E., the Executive Director of the Authority; and/or Pat Apone, the Vice President of Finance and Administration of the Authority; or any of them, or their successors and designees (the "Authorized Officers") be, and each hereby are authorized and directed to take all such actions as may be necessary or appropriate to execute and deliver the deed and such other documents as may be negotiated by the Authorized Officers and the Commonwealth, and to consummate the transactions contemplated therein, upon terms and conditions approved by such Authorized Officers and approved as to form and legality by legal counsel to the Authority, and within the foregoing authority, to take all other actions and to execute all agreements, deeds, documents, certificates, instruments, and attestations necessary or desirable to consummate the transactions contemplated by these Findings, Determinations and Resolutions; and
5. That any and all prior actions taken and any and all agreements, deeds, documents, certificates, instruments and attestations executed by or on behalf of the Authority in connection with the transactions contemplated hereby by any of the Authorized Officers be, and they hereby are, ratified, confirmed, reaffirmed and adopted as the acts and deeds of the Authority.

## Exhibit A





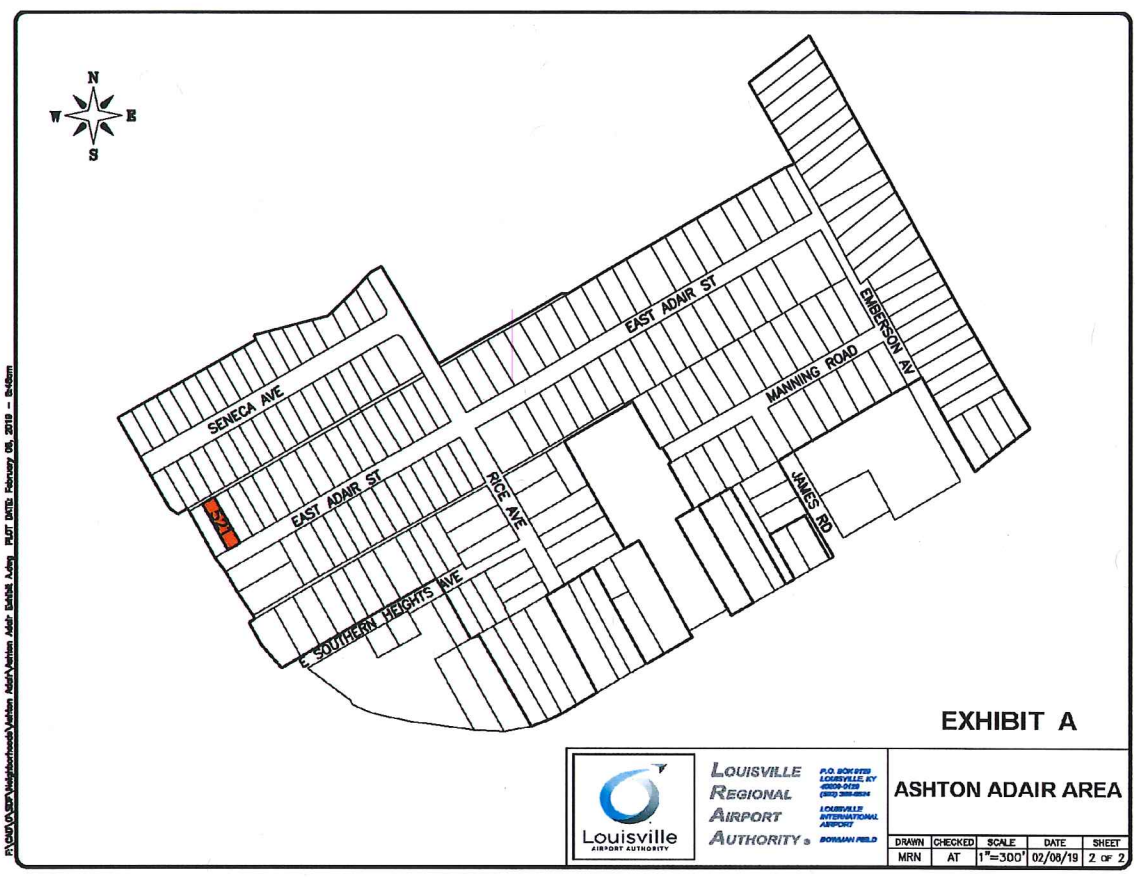
**LOUISVILLE  
REGIONAL  
AIRPORT  
AUTHORITY®**

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LOUISVILLE, KY  
40206-0129  
(502) 368-6524

LOUISVILLE  
INTERNATIONAL  
AIRPORT  
BOWMAN FIELD


**PRESTON HIGHWAY  
P1 AREA**

DRAWN	CHECKED	SCALE	DATE	FILE	SHEET
MRN	AT	N.T.S.	01/29/19	P1 AREA_2	1 OF 2



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 DATE: 02/08/19  
 BY: MRN

EXHIBIT A



**LOUISVILLE  
REGIONAL  
AIRPORT  
AUTHORITY**

P.O. BOX 6259  
LOUISVILLE, KY 40206-0259  
(502) 588-8800

LOUISVILLE  
INTERNATIONAL  
AIRPORT  
BOWMAN FIELD

**ASHTON ADAIR AREA**

DRAWN	CHECKED	SCALE	DATE	SHEET
MRN	AT	1"=300'	02/08/19	2 OF 2



**Exhibit A**

<b>Address</b>	<b>Parcel Number</b>	<b>Size (AC)</b>	<b>Deed Book/Page</b>
3423 Monarch Drive	083H00920000	0.12	10939/813
521 E Adair St.	083G00500021	0.12	11233/23
Total:		0.24	