

**LOUISVILLE REGIONAL AIRPORT AUTHORITY  
BOARD MEETING  
JULY 17, 2019**

The regular meeting of the Board of the Louisville Regional Airport Authority was held on July 17, 2019. Chairman Jim Welch convened the meeting at 3:14 p.m. in the Boardroom of the Louisville Regional Airport Authority, Louisville, Kentucky.

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

Staff Members in attendance were: Ms. Brenda Allen, Ms. Pat Apone, Officer Eric Brown, Ms. Dodie Caulk, Ms. Natalie Chaudoin, Ms. Jorgie Dermody, Mr. Anthony Gilmer, Mr. Vince Glasnovic, Ms. Noel Jolly, Mr. Dan Mann, Mr. Curtis Monroe, Ms. Antissa Riley, Mr. Brian Sinnwell, Ms. Megan Thoben, Mr. Adam Thomas, and Mr. Darrell Watson.

Also in attendance: Ms. Sarah Banks, Mr. Bobby Campbell, Ms. Hannah Engel, Mr. David Faulkner, Mr. Chris Gould, Mr. Justin Keeton, Mr. Darin Larson, Ms. Barbara Michael, Mr. Joe Mudd, Mr. Zach Neds, Mr. P. Terry Rogers, Mr. Joe Shepherd, Mr. Rick Storm, Ms. Julie Taylor, Ms. Melissa Vasher, and Ms. Mary Ellen Wiederwohl.

**CONSIDERATION OF MINUTES**

The minutes of the regular board meeting held May 15, 2019 were reviewed and, upon motion duly made and seconded, unanimously approved.

**FINANCIAL REPORT**

Ms. Pat Apone presented the preliminary and unaudited financial report for the month and fiscal year ending June 30, 2019. Operating revenues for the month were \$6,359,452 and for the fiscal year were \$73,696, 319 which was \$4,108,748 over the budgeted amount of \$69,587,571 for the fiscal year. Landing fees, terminal concessions and parking and ground transportation contributed to the surplus. Operating expenses for the month were \$2,393,243 and for the fiscal year were \$30,836,386 which was \$7,086,616 under the budgeted amount of \$37,923,002. Professional consulting services, payroll and related expenses, and contract services expenses were down.

**MARKETING REPORT**

Mr. Anthony Gilmer presented the Air Service Report. Second quarter load factors remain strong at 81% with 94% of capacity growth coming from "legacy" network airlines. This was the best second quarter in SDF history with 568,854 enplanements, and with April, May and June being each month's best month ever. June 2019 was SDF's busiest month in history. The increased capacity is bringing lower airfares. The first quarter 2019 average airfare at SDF was \$205, down from \$230 in first quarter 2017. SDF airfares continue to approach the airfares at regional peer

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airports. First quarter 2019 average airfares were \$175 for BNA, \$191 for CVG, and \$206 for IND. Both CVG and IND saw average airfares increase in first quarter 2019.

## **CONSTRUCTION REPORT**

Mr. Brian Sinnwell presented the planning and facilities status report. At Louisville Muhammad Ali International Airport, the Airfield Electrical Upgrade, Phase 10 Project consists of removal and replacement of in-pavement centerline light fixtures and transformers along with removal and replacement of airfield guidance signs. Field work is 100% complete and final closeout is underway. The Airfield Electrical Upgrade, Phase 11 Project to maintain the airfield electrical system is 100% complete. A contract was awarded for the Airfield Pavement Rehabilitation Project, 2019 A to complete reconstruction of concrete pavement slabs on the east runway, 17L/35. Because of operational needs, at our request the contractor moved operations to the west runway, 17R/35L, to complete critical pavement slab replacement under a contract change order. Work on the east runway will begin in late August or early September. For the Main Terminal Electrical Switchgear Project, notice to proceed was issued on July 1 and final site coordination, shop drawing, equipment ordering and submittal work is underway. Construction work will begin in August.

Work is underway during the weekends for the Runway and Taxiway Shoulder Rehabilitation Project to rehabilitate asphalt shoulders on the west runway and Taxiway B. This project is to replace aged asphalt and correct pavement joints and drop-offs along the runways and taxiways. Work on the Asphalt Paving Landside Project to rehabilitate and seal coat asphalt pavement adjacent to the maintenance building and to correct aged, cracked, spalled and heaved pavement at various locations is complete. For the Construct West Cargo Apron Project to construct an apron on the west side of Taxiway A south of the Compass Hangar, construction work is underway including installation of storm water pipe and construction of the apron base utilizing reclaimed concrete from previous runway rehabilitation projects. Work will begin later this month on the Airfield Pavement Rehabilitation Project, 2019 B to rehabilitate the west runway and Taxiway B. Work is complete on the Terminal Apron Drainage Repairs Project to replace failed slot drains with properly sized and structurally sound trench drains on the Terminal Apron.

For the Main Terminal Emergency Generator Project, final design work for an emergency generator for the passenger terminal is underway, and coordination meetings were held with LG&E, the Authority and consultants regarding sizing, siting and design alternatives. A contract was executed for the Maintenance Building Emergency Generator Project to design an emergency generator for the maintenance facility on Park Boulevard. A predesign meeting was held to determine scope and equipment location, and coordination with team members is on-going. For the Reconstruction of Taxiway G, Phase I Project a major design effort is underway to re-align and reconstruct Taxiway G. This parallel taxiway to Runway 11-29 is critical for the efficient movement of aircraft from the east to west on the airfield. This pavement is old, nearing the end of its useful life and does not meet all Group VI standards. This project will increase surface separation, will eliminate FAA designated "hot-spots" and will create new access points to the terminal area. Planning, design and environmental work will continue through summer 2019, with bids for Phase 1 to be received before the end of August. For the Terminal Renovation and Enhancement Project, Messer Construction is preparing the submittal of a guaranteed maximum



price for the task orders approved and assigned at the May Board meeting. Those task items are access control and security upgrades; operations department and communication center renovations; and roadway and parking garage renovations and modifications. Alliance is continuing their design efforts in the Terminal. Construction is underway on the west side of the terminal connector walkway to install additional theme walls and work will continue through August. Two new moving walkways have been ordered to replace the connector walkways. Installation is dependent upon the manufacturing schedule which will be confirmed in the next few weeks.

At Bowman Field, for the Airfield Electrical Project, Phase 1, a construction contract was awarded to begin replacement of airfield cable and lighting and work is underway. The Airfield Fence Replacement Project to replace a designated section of airfield perimeter fence with an architectural fence, similar to the type along Taylorsville Road, is complete. The Airfield and Landside Pavement Repairs Project to rehabilitate asphalt pavement on the airfield and to correct aged, cracked, spalled and heaved pavement at various locations on the airfield is complete. For the Airfield Electrical Project, Phase 2, design and pre-construction work is underway to replace all airfield signs and consider replacement of the airport beacon. Bids were received and work will begin late summer. Bids were received for a project to replace the roof of Hangar #3.

At the Bowman Field Administration Building, LG&E's contractor completed the removal of aged electrical distribution equipment from the basement of the Administration building. This project is 90% funded by LG&E. The Authority updated building electrical panels and transformers as a part of this work. The project is 100% complete. A project was designed and bid for renovation/rehabilitation of the exterior condition of the building. An exterior sealant, reconstruction of mortar joints and repairs to the upper building coping will be completed, with work beginning later this month. An assessment of the building's HVAC, roof and lighting is also underway.

For the Airport Area Safety Program, project formulation work is underway to acquire additional aviation easements from willing sellers with existing or near-term obstructions. Easements will be purchased in anticipation of a future phase of tree removal & landscaping. There are at least 12 willing residents who wish to be considered for aviation easements.

Mr. Sinnwell reported on the Airport Master Plan Update. Master planning efforts continue with facility inventory, forecasting and facility interviews. Airfield geometry concepts and future capital projects are being developed. The public education process continues with interaction at public events, scheduled briefings and group sessions.

Mr. Sinnwell reported on the Residential Relocation Project. A contract for demolition of several residences is being developed.

Mr. Sinnwell provided an update on the Residential Sound Insulation Program. This project is for the sound insulation of residences within the DNL 65 contour on the 2021 Noise Exposure Map. The recommended program boundary and Acoustical Testing Plan and Program Policies and Procedures are approved. A homeowner's workshop is scheduled for July 23, 2019.

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Mr. Sinnwell provided an update on the University of Louisville – Noise Mitigation Project. The consultant is currently coordinating with the University regarding design efforts for several buildings. This project will be advertised for bid later this month.

Mr. Sinnwell reported on projects in the Louisville Renaissance Zone and Renaissance South Business Park. Formulation of the project to improve access to the Renaissance South Business Park continues. Traffic modeling efforts, lane studies and other planning work is currently underway.

## **BOARD CONSENT ITEMS**

### **1. Deferred Compensation 401(a) Resolution – Approval**

At the May 2019 Meeting, in conjunction with approval of the budget, the Board authorized staff to provide an employer match to existing deferred compensation plans as one of our efforts to attract and retain highly qualified personnel in support of our mission. Since then, staff has been working with The Kentucky Deferred Compensation Authority (“Deferred Comp”) on developing a formal plan document. Kentucky Deferred Comp has advised staff that it is necessary for the Board to establish a 401(a) Plan as the means for the Authority to match employee contributions to eligible 401(k) and 457(b) plans they administer, and that a formal resolution adopting the plan and designating signature authority is required.

Mr. Mann recommended the Board approve the Resolutions (copy attached); and authorize the Executive Director to execute the necessary documents subject to review and approval of counsel as to legality of form and content. On motion duly made and seconded, the Board approved Mr. Mann’s recommendation.

### **2. Bank Depository Designation, Contract Award and Signature Resolutions — Approval**

In anticipation of the expiration of our current banking contract with Republic Bank in September, the Authority recently solicited proposals from financial institutions qualified to provide Primary and Ancillary Banking Services for the Authority. The solicitation was sent directly to ten financial institutions and advertised in *The Courier Journal*, *Louisville Defender* and on the websites of the Tri-State Minority Development Council and the Authority. Five banks responded and after committee evaluation, the top two, Independence Bank and Stock Yards Bank were asked to make on-site presentations. The evaluating panel, which consisted of the Executive Director, Vice President of Legal Affairs, Vice President of Finance, Director of Finance and the Accounting Services Manager is recommending Stock Yards Bank as the most responsive bidder after taking into consideration all relevant factors including, but not limited to the rates, experience and services. There are no monthly fees to the Authority and no standard not-to-exceed contract award to be made for this five-year agreement with annual renewal options at the discretion of the Authority. Compensation is based upon interest rate adjustments and floor returns to the Authority.

With this change in our banking services provider, it is necessary for the Board to award the contract and pass a resolution designating Stock Yards Bank as our depository for three separate



accounts, the General Fund Account, PFC Account and Land Fund Account and granting certain individuals signature authority on these accounts in order to transact business on behalf of the Authority.

Mr. Mann recommended the Board approve award of a contract for Primary and Ancillary Banking Services to Stock Yards Bank for a period of five years with annual renewal options thereafter at the discretion of the Authority; and approve the signature Resolutions (copy attached). On motion duly made and seconded, the Board approved Mr. Mann's recommendation.

### **3. Snow and Ice Removal Equipment — Louisville Muhammad Ali International Airport — 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 need replacement and/or major repair. The Authority has purchased one M-B Companies M-B2 unit as approved by the March 20, 2019 Board meeting and at this time requests authority to purchase an additional two units of same design and model.

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.300 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 can supplement with additional terms as required by the Authority and the FAA.

Mr. Mann recommended the Board approve the purchase of two pieces of MB-2 Snow and Ice Removal Equipment from M-B Companies, Inc. at a not-to-exceed amount of \$1,641,084.60 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.

### **4. On Call Airfield Paint Markings Removal and Replacement — Louisville Muhammad Ali International Airport — Contract Award**

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In order to comply with Federal Aviation Administration (FAA) regulations regarding the Authority's required FAA Part 139 Inspection, staff seeks assistance from a qualified firm with specialized airfield experience to meet all requirements. Services to be provided include: paint marking removal, paint marking replacement and friction testing. The maintenance staff has identified Hi-Lite Airfield Services to supplement an existing Authority contract to assist in bringing airfield markings up to FAA standards. Hi-Lite currently has excess capacity to provide the needed services. Hi-Lite Airfield Services, LLC is currently listed with Sourcewell (formally NJPA) as holding a cooperative purchase contract for Airport Consumable Products with Related Supplies under Master Agreement 062817-HLA. State law, specifically KRS 45A.300 affords the Authority, as a political subdivision of the Commonwealth, the opportunity to participate in cooperative contracts with other 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 062817-HLA that runs through September 26, 2021 with available renewal options and allow for the Authority to supplement with provisions required by the Authority and the FAA. This contract covers all labor and equipment.

Mr. Mann recommended the Board award a contract for on call airfield paint markings removal and replacement to Hi-Lite Airfield Services with a not-to-exceed amount of \$450,000.00; 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.

#### **5. Security Fence Replacement and Slope Stabilization — Louisville Muhammad Ali International Airport — Contract Award**

This project consists of the removal and replacement of approximately 2,302 linear feet of 8 foot high security fence and installation of approximately 4,350 SY of slope stabilization with cellular confinement at Louisville Muhammad Ali International Airport to address airport security, erosion and animal control on the southeast side of the airport. 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 Airport Authority's website. Two bids were received and the lowest responsive bidder was Louisville Paving Company, Inc. of Louisville, KY with a unit price bid of \$395,000. Authority staff and the airport consultant, Atkins, have reviewed the bid documents submitted by Louisville Paving Company, Inc., have verified the bid to be responsive, and recommend the award. This project is being paid for with PFC funds.

Mr. Mann recommended the Board award the contract for the 2019 Security Fence Replacement and Slope Stabilization to Louisville Paving Company, Inc. from Louisville, KY in accordance with the unit prices set forth in the bid for a contract amount of \$395,000; 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.

#### **6. Louisville Paving Co., Inc. — Change Order No. 1 — Louisville Muhammad Ali**



### **International Airport — Approval**

This project consists of ongoing efforts to maintain integrity of airfield pavements. The original scope of this project involved the removal and replacement of 17" thick concrete runway 17L-35R pavement slabs, mill and overlay of 29,224 SY of asphalt shoulder pavement, and removal and installation of elevated and in-pavement lights on the east airfield at Louisville Muhammad Ali International Airport. Due to an emergency situation where patches in the concrete slabs on the west runway came out of the concrete creating risk of damage to aircraft, staff decided to use this contractor who was already onsite to expedite the removal and replacement of thirty concrete slabs on the west runway. This change order addresses the expedited removal of the additional thirty concrete slabs that were removed from the west runway that were in addition to the concrete slabs originally scheduled to be removed by this contractor from the east runway.

Mr. Mann recommended the Board approve Change Order No. 1 to the contract for the 2019 Airfield Pavement Rehabilitation with Louisville Paving Co., Inc. resulting in an addition to the contract in the amount of \$849,459.56 resulting in a new total contract price of \$3,164,459.56; 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.

### **7. Prospect Lawn Care, LLC — Airport Parking Areas and Terminal Roadway Snow Removal Contract Amendment No. 3 — Louisville Muhammad Ali International Airport — Approval**

In September of 2016, the Board approved a snow removal assistance contract to supplement our own snow removal equipment to plow and remove snow on Louisville Muhammad Ali International Airport parking areas and terminal roadways with Prospect Lawn Care, LLC. The initial term of the contract was for two years with three, one-year renewal options. The contract had an original not-to-exceed amount of \$500,000. In December of 2017, a first amendment was authorized by the Interim Executive Director to add \$50,000 to the contract amount, and a second amendment in October of 2018 exercised the first one-year renewal with no change in the not-to-exceed amount. Staff seeks the Board's approval to exercise the second one-year extension option and increase the contract amount by \$250,000 for continued work. The Authority has experienced good quality results with the contracted firm and recommends the exercise of the second one-year renewal option with Prospect Lawn Care, LLC extending the contract through October 14, 2020.

Mr. Mann recommended the Board approve the second one-year contract extension with Prospect Lawn Care, LLC; increase the total contract amount by \$250,000, for a total not-to-exceed amount of \$800,000; 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.

### **8. HVAC Replacement and Preventative Maintenance Agreement — Louisville Muhammad Ali International Airport and Bowman Field — Contract Award**

Originally installed in 1998, the HVAC systems in the Maintenance Building shops, stock room, and vehicle storage bay have reached the end of their predicted useful life and have become a challenge to economically maintain because of extended lead times for maintenance and repair due to part availability and obsolescence. Additionally, this contract establishes a semi-annual preventive maintenance service agreement for HVAC systems within all Authority facilities. Services consist of a comprehensive inspection inclusive of scheduled maintenance of existing cooling towers, chillers, boilers, and air handlers. The Vendor will provide written reports of equipment conditions and recommendations for repairs not covered in the preventive maintenance agreement. The term of this agreement will conform to that of the GSA Agreement to June 21, 2024. Daikin Applied is a currently listed with the General Services Administration (GSA) as holding a contract for HVAC equipment conversion and service. State law, specifically KRS 45A.050(3) affords the Authority, as a political subdivision of the Commonwealth, the opportunity to participate in GSA contracts 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 Purchasing Agreements. Pricing terms and conditions are based upon the Daikin Applied GSA Agreement GS-07F-0377V that runs through June 21, 2024 and allow the Authority to supplement with provisions required by the Authority and the FAA.

Mr. Mann recommended the Board award a contract for HVAC Replacement and Preventive Maintenance Services to Daikin Applied at a not-to-exceed amount of \$671,074.00; 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.

#### **9. 2019-B Asphalt Rehabilitation — Bowman Field — Contract Award**

This project consists of asphalt milling and overlay of approximately 5,086 LF of asphalt pavement roadways including new paint markings at Bowman Field. 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 Airport Authority's website. Five bids were received and the lowest responsive bidder was Hall Contracting of Kentucky, Inc. of Louisville, KY with a total unit price base bid plus bid alternates 1 and 2 of \$155,684. Authority staff has reviewed the bid documents submitted by Hall Contracting of Kentucky, Inc., have verified the bid to be responsive, and recommend the award.

Mr. Mann recommended the Board award the contract for 2019-B Asphalt Rehabilitation at Bowman Field to Hall Contracting of Kentucky, Inc. from Louisville, KY in accordance with the unit prices set forth in the bid for the contract amount of \$155,684; 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.

#### **10. Hangar #3 Roof Replacement — Bowman Field — Contract Award**



This project consists of installing a new asphalt shingle roof system over the existing hangar #3 roof deck at Bowman Field to repair and protect this historical structure. This project was advertised in *The Courier-Journal* and the *Louisville Defender*, was provided to the Tri-State Minority Supplier Development Council and was posted on the Authority's website. Four bids were received with the lowest bid from DC Contractors of Floyd Knobs, IN with a lump sum bid of \$226,856. Authority staff and our consultant have reviewed the bid documents submitted by DC Contractors, have verified the low bid to be responsive, and recommend the contract award.

Mr. Mann recommended the Board award the contract for the Hangar #3 Roof Replacement to DC Contractors of Floyd Knobs, IN at the lump sum bid of \$226,856, 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.

#### **COMMITTEE REPORTS AND COMMITTEE REVIEWED ACTION ITEMS**

Chairman Welch advised the Board that all of the committees had formed and met prior to the Board meeting. Some of the committees simply confirmed their scope and membership. Going forward, Chairman Welch suggested that the Board consider action items reviewed by the committees as consent agenda items to be voted on in the same manner as other consent agenda items. However, at any time a Board member can request a committee reviewed item be moved to the action agenda, if the Board member feels the item warrants discussion.

Mr. Mann advised the Board that the chair of each committee will give a brief report of the committee meeting from the committee meeting minutes. However, for this Board meeting, Mr. Mann briefed the Board.

The Operations, Facilities and Construction Committee met and elected Mr. Pat MacDonald as Chair and Ms. Mary Rose Evans as Vice Chair. The committee discussed the duties of the committee, and Mr. Brian Sinnwell gave the committee a detailed report of all the projects currently in progress. The committee requested that staff create a report which shows both the financial status/progress in relation to the project budget of each project in addition to the completion progress of each project. Staff will develop a draft document for the committee to review.

The Human Resources Committee met and elected Ms. Nikki Jackson as Chair and Mr. Bill Byerly as Vice Chair. Mr. Mann reviewed the current organizational chart and discussed staffing levels. Ms. Brenda Allen discussed hires, promotions and corporate culture initiatives.

The Air Service, Airport Development and Public Relations Committee met and elected Ms. Lesa Seibert as Chair and Mr. Earl Jones as Vice Chair. The committee reviewed the following action items:

#### **IV.3.a.i. Proposed Adoption of Governance Manual to Replace Current Board Policy Manual — First Reading**

Upon Ms. Seibert's request, Mr. Tom Halbleib gave the first reading of the proposed Governance Manual. The Authority's existing Board Policy Manual provides that it may be amended only after readings at two separate meetings of the Board.

For the past several months, staff have been working to update the Authority's Board Policy Manual. The proposed Governance Manual (copy attached) would, if adopted by the Board, amend, restate and supersede the existing Board Policy Manual. The proposed Governance Manual makes numerous changes. The new Manual states the vision, mission and core values that evolved out of the recent strategic planning effort. The new Manual discusses the role of the Board and the role of the Board Officers and contains provisions regarding good governance aspirations. The new Manual defines the role of the Executive Director in a manner that is more detailed. Among the most significant changes is the formal implementation of the Board committee structure. The Manual reviews the rules for how Board meetings are conducted and preserves the existing policy regarding indemnification of members, officers and employees. The Manual has a new amendments procedure that does not require two readings in the future. The new Manual contains appendices of Board policies, such as procurement and parking that will be adopted by the Board at a later date.

Following Mr. Halbleib's reading, Chairman Welch accepted the first reading and noted his expectation that the second reading, and consideration for adoption occur at the September Board meeting.

The Board considered items IV.3.a.ii. and IV.3.a.iii. as one item as both are marketing and advertising agreements utilized to advertise air service:

**IV.3.a.ii. Marketing and Advertising Agreement with Louisville Sports Properties — Approval**

The Louisville Sports Properties Agreement is a three-year agreement with a contract amount of \$150,000 for the first year.

**IV.3.a.iii. Marketing and Advertising Agreement with Louisville Business First — Approval**

The Louisville Business First Agreement is a one-year agreement with a contract amount of \$53,971.

Mr. Mann recommended the Board award advertising and marketing agreements to Louisville Sports Properties in the amount of \$150,000 for the first year and \$463, 635 for the three-year contract; and Louisville Business First in the amount of \$53,971 for the one-year contract. On motion duly made and seconded, the Board approved Mr. Mann's recommendation.

The Finances, Contracts and Planning Committee met and elected Mr. John A. Moore as Chair and Mr. Dale Boden as Vice Chair. The committee reviewed multiple action items; recommended placement of two items on the action agenda for full Board consideration; and recommend the following nine items for Board consideration:



#### **IV.4.a.i. Water Blaster Equipment/Vehicle — Louisville Muhammad Ali International Airport — Contract Award**

To comply with Federal Aviation Administration (FAA) regulations regarding the Authority's required FAA Part 139 Inspection, staff requests approval of the purchase of a Water Blaster Equipment/Vehicle that would serve three purposes. 1) Remove existing paint/markings from runways and other airfield locations. 2) Clean acceptable paint/markings restoring the reflectivity of the existing paint/markings avoiding removal and re-painting. 3) Clean runways of rubber deposits without the use of a chemical detergent and the use of multiple pieces of equipment and supplies. The purchase of this equipment would eliminate the need for three existing contracts as well as provide a quicker and more economical solution for the above referenced purposes. Funds have been approved in the current budget for the purchase of this equipment.

It is anticipated to issue and receive bids by the end of July 2019. Therefore, given the critical nature and need for this equipment and the fact that there will not be a board meeting in August, staff requests the Board grant the Executive Director authority to approve a contract for this equipment, above his existing authority, with a not-to-exceed limitation of \$600,000.

#### **IV.4.a.ii. Cargo Building Dock Repairs — Louisville Muhammad Ali International Airport — Contract Award**

This project consists of the removal and replacement of the existing truck dock at the Cargo Building at Louisville Muhammad Ali International Airport. The project also includes replacement of existing gas lines servicing the Cargo Building. 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 Airport Authority's website. Two bids were received and the lowest responsive bidder was Marksbury Cornett Construction, LLC of Louisville, KY with a unit price bid of \$549,000. Authority staff and the airport consultant, Stantec, have reviewed the bid documents submitted by Marksbury Cornett Construction, LLC, have verified the bid to be responsive and recommend the award.

#### **IV.4.a.iii. Aviation Security Consulting, Inc. Amendment No. 1 to Task Order No. 2 — Louisville Muhammad Ali International Airport — Approval**

On September 17th, the Board approved the award of a master contract with Aviation Security Consulting, Inc. (ASC) as the Airport Authority's consultant for the ACTIV Secure project. The contract requires Board approval for each Task Order. Amendment No. 1 to Task Order No. 2 authorizes ASC to provide additional engineering design services associated with an expanded scope to the full network infrastructure upgrade, renovating the main Communication Center, renovating the backup Communication Center, renovating the Credentialing Office, implementing an Identity Management System, full upgrade to our Physical Access Control System (PACS), full upgrade to our Video Surveillance System (VSS), and mechanical, electrical, and/or plumbing work needed for the above. Upon completion of the design, a bid for the construction work will be returned to the Board for approval.

The additional fee associated with Amendment No. 1 to Task Order No. 2 is \$250,000 bringing

the total not-to-exceed amount of Task Order No. 2 to \$1,050,000 in accordance with the hourly rates negotiated with ASC. The costs associated with this effort will be funded by Passenger Facility Charge (PFC) funds.

**IV.4.a.iv. HNTB Task Order No. 4 — Louisville Muhammad Ali International Airport — Approval**

On January 16, 2019, the Board approved the award of a Supplemental Airfield Consultant Services contract with HNTB for a three-year period with an option for an additional two-year term. The contract requires Board approval for each Task Order. Approval is requested for the following Task Order: Task Order 4 authorizes HNTB to provide design services for plans and specifications of the 2020 Airfield Pavement Rehabilitation project at the Louisville Muhammad Ali International Airport. This project is part of ongoing major maintenance of the airfield therefore both the design and construction will be 90 percent paid for by FAA grant funding with the remaining 10 percent from local funding. Task Order 4 will be a not-to-exceed amount of \$116,166.

**IV.4.a.v. HNTB Task Order No. 5 — Louisville Muhammad Ali International Airport — Approval**

On January 16, 2019, the Board approved the award of a Supplemental Airfield Consultant Services contract with HNTB for a three-year period with an option for an additional two-year term. The contract requires Board approval for each Task Order. Approval is requested for the following Task Order: Task Order 5 authorizes HNTB to provide design services for plans and specifications for a runway touchdown zone lighting conduit drainage project at the Louisville Muhammad Ali International Airport. This project will be 90 percent paid for by FAA grant funding with the remaining 10 percent from local funding. Task Order 5 will be a not-to-exceed amount of \$40,818.

**IV.4.a.vi. Atkins Amendment No. 2 to Task Order No. 13 — Louisville Muhammad Ali International Airport — Approval**

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 2 to Task Order 13 authorizes Atkins to further expand the scope of the previously amended Task Order 13 which addressed the Phase 1 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 2<sup>nd</sup> amendment will provide design and bidding services for Phase 2 of the Taxiway G project from Taxiway N to Taxiway D. This work will be completed under a compressed schedule to receive bids for construction this August.

The additional fee associated with Amendment 2 to Task Order 13 is \$235,000 bringing the total not-to-exceed amount of Task Order 13 to \$1,398,000. It is anticipated that 90% of the costs associated with this effort will be funded by an FAA grant.



#### **IV.4.a.vii. Atkins Task Orders No. 27 and 28 — Louisville Muhammad Ali International Airport — Approval**

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. Approval is requested for the following Task Orders:

Task Order 27 authorizes Atkins to provide design services for the 2020 Airfield Electrical Assessment of Louisville Muhammad Ali International Airport. Task Order 27 will be a not-to-exceed amount of \$650,000.

Task Order 28 authorizes Atkins to provide construction administration and observation services associated with the southeast perimeter fence project at Louisville Muhammad Ali International Airport. Task Order 28 will be a not-to-exceed amount of \$90,500.

The total not-to-exceed amount of Task Orders Number 27 and 28 is \$740,500 in accordance with the hourly rates negotiated with Atkins. It is anticipated that 90% of the costs associated with this effort will be funded by an FAA grant or Passenger Facility Charges.

#### **IV.4.a.viii. Air Cargo Center Lease Agreement — Louisville Muhammad Ali International Airport — Award**

The term of the existing West Airfield Area Lease Agreement at Louisville Muhammad Ali International Airport (the "Airport") expires December 31, 2019. In anticipation of the expiring term, the Authority issued an invitation to submit proposals for the right to manage, operate and improve the Air Cargo Center for an initial term of 15 years with one (1) five-year option at the sole discretion of the Authority.

The terms of the proposal documents, among other things, are as follows: (i) minimum monthly Air Cargo Center Facility Rent of \$73,810.00, based on \$8.00 per square foot per annum for 110,715 square feet, (ii) minimum monthly Aircraft Ramp Rent of \$15,990.13, based on \$1.50 per square foot per annum for 127,921 square feet, (iii) minimum monthly Truck Parking Rent of \$3,805.04, based on \$0.25 per square foot per annum for 182,642 square feet, (iv) minimum monthly Additional Site Rent of \$1,416.67, based on \$0.40 per square foot per annum for 42,500 square feet, (v) a one-time Additional Rent of \$426,000.00, and (vi) a minimum initial capital investment of \$229,449.25 for facility improvement items.

Advertisements for this solicitation were placed in *The Courier-Journal*, *Louisville Defender*, Airport Minority Advisory Council, TriState Minority Supplier Development Council, airport industry publications and on the Authority's website. Additionally, invitations to submit proposals were mailed directly to numerous companies and the certified vendor list of the Louisville Metro Human Relations Commission. The Authority conducted a pre-proposal meeting attended by representatives from three (3) companies. The Authority received two proposals, which were from Aero Louisville, LLC and Federal Express Corporation. After reviewing the proposals, staff

recommends Aero Louisville, LLC, which proposed minimum monthly Air Cargo Center Facility Rent of \$126,860.94; minimum monthly Aircraft Ramp Rent of \$15,990.13; minimum monthly Truck Parking Rent of \$3,805.04; a one-time Additional Rent of \$426,000.00, and a minimum initial capital investment of \$629,449.00 for facility improvement items be awarded the Air Cargo Center Lease Agreement.

#### **IV.4.a.ix. Hangar 10 Executive Lease Agreement — Bowman Field — Contract Award**

The term of the existing Bowman Field Executive Hangar Lease with Bramco, LLC expires September 30, 2019. In anticipation of the expiring term, the Authority issued an invitation to submit proposals to lease the hangar, identified as Hangar 10, for an initial term of five years with one five-year option at the sole option of the successful proposer. The terms of the proposal documents, among other things, are as follows: (i) a minimum monthly base rent of \$1,743.75, and (ii) a minimum initial capital investment of \$33,009.00 for facility improvement items.

Advertisements for this solicitation were placed in *The Courier-Journal*, *Louisville Defender*, Airport Minority Advisory Council, TriState Minority Supplier Development Council, and on the Authority's website. Additionally, invitations to submit proposals were mailed directly to numerous companies and the certified vendor list of the Louisville Metro Human Relations Commission. The Authority conducted a pre-proposal meeting attended by four individuals. The Authority received three proposals. After reviewing the proposals, staff is recommending Modern Marketing Concepts, Inc. and Oak Street, LLC, a joint venture, which proposed a minimum monthly base rent of \$2,250.00, and a minimum initial capital investment of \$47,409.00 for facility improvement items be awarded the Hangar 10 Executive Hangar Lease Agreement.

Each of items IV.4.a.i. through IV.4.a.ix. have been presented to and reviewed by the Finances, Contracts and Planning Committee. The Committee has determined that each of these items are ready for Board consideration. The minutes from the Committee, along with the action item memoranda, have been provided to the Board for review. Mr. Mann recommended the Board approve the items IV.4.a.i. through IV.4.a.ix.; and authorize the executive director to execute the necessary documents for each 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.

#### **BOARD ACTION ITEMS**

##### **1. Axtell's Pavement Solutions, LLC Contract Amendment No. 5 — On Call Airfield Paint Markings Removal and or Replacement — Louisville Muhammad Ali International Airport — Approval**

In May of 2017, the Board approved an On-Call Airfield Paint Markings Removal and/or Replacement contract with Axtell's Pavement Solutions, LLC of Scott Township, PA (a Certified DBE) for an initial term of one year with two one-year renewal options. A first amendment in June of 2017 added funds for fiscal year 2018 and a second amendment in June of 2018, exercised the first one-year renewal option and added \$175,000 for fiscal year 2019. A third amendment was approved in July of 2018 to add \$325,000 to permit mission critical work due to an FAA Part 139



inspection conducted in June of 2018. A fourth amendment in May of 2019 was approved exercising the second one-year renewal option and adding \$300,000 for fiscal year 2020.

During the recent FAA Part 139 inspection in June of 2019, staff received notifications to have the airfield paint markings replaced and brought up to FAA Advisory Circular requirements by the end of October. The quantity of work that needs to be completed is more than the existing value remaining on the contract. Therefore, staff is seeking approval of this fifth amendment to permit this critical work to continue without delay.

Mr. Mann recommended the Board approve an amendment to the contract in the amount of \$700,000 for a total not-to-exceed amount of \$1,750,000; 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.

## **2. Messer Construction Task Orders No. 1,2, and 3— Louisville Muhammad Ali International Airport — Approval**

At the May 15, 2019 board meeting, the Board awarded to Messer Construction a contract for Construction Manager at Risk Services for Terminal and Garage Renovations/Construction and related projects. Authorization was given to Messer to begin Pre-Construction Services for Task Orders One, Two and Three with the respective architectural and engineering teams to determine a Guaranteed Maximum Price (GMP) for each respective Task Order.

Based upon the successful completion of Pre-Construction Services, the purpose of Amendment No. 1 is to authorize Messer Construction to proceed with all construction services for Task Orders 1, 2 and 3 for Terminal and Garage Renovations/Construction and related projects as specified in the respective GMP proposal documents. Messer's efforts under this Amendment No. 1 will include final means, methods and bid phase services for each respective Task Order. All work shall be performed under the terms and conditions of the established Master Agreement and respective GMP's as presented by Messer Construction to the Authority. In accordance with the respective GMP proposals, the total not-to-exceed value of Task Orders 1, 2 and 3, Contract Amendment No. 1 is \$44,227,676. All savings below the respective GMP's shall be returned to the Authority.

Task Orders 1 and 2 consist of replacing the Airport's Access Control System (ACS) which includes door access, perimeter control, camera functionality, alarm conditions, employee credentialing, and badging protocol. This project includes acquiring Security Technology Integration Software which will allow us to intertwine all the components of the access control system into mobile technology. This project also includes the modification of existing terminal space which will allow for the consolidation and modernization of the Airport Operations Command Center, Credentialing Office, and Emergency Operations Center (EOC).

Task Order No. 3 includes modification of the first floor of the parking garage to accommodate the rental cars; construction of a remote parking lot; expansion of surface, credit card, and employee parking lots; construction and modification of roadways; renovation of parking tunnels;

construction of pedestrian walkway access between surface parking, second level of the garage, and associated landscaping and signage.

Mr. Mann recommended that the Board approve Task Orders 1, 2 and 3, Amendment No. 1 to the contract for Construction Manager at Risk Services Terminal and Garage Renovations/Construction and related projects with Messer Construction, Louisville, KY for a not-to-exceed guaranteed minimum price of \$16,194,629 for Task Orders No. 1 and 2, and \$28,033,047 for Task Order No. 3, 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.

### **3. Alliance — Terminal Enhancement and Remodeling Program Phase 2 Consulting Services Contract Amendment No. 5 — Louisville Muhammad Ali International Airport — 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 an amendment 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 & landside enhancements. Contract Amendment No. 5 authorizes Alliance to provide the following services for Phase 2 of the Terminal Enhancement and Remodeling Program:

- Completion of construction documents, bid phase support, and construction administration services for the Airport Terminal Mechanical and Electrical System Infrastructure Upgrades to include all interior and exterior lighting upgrades at a total not-to-exceed fee of \$3,322,987.
- Completion of construction documents and bid phase support for the Rental Car Phase 2 and Landscaping Project to include the realignment and landscaping of Terminal Drive, Rental Car QTA underpass, and Parking Exit Plaza landscaping at a total not-to-exceed fee of \$1,647,907.
- Completion of construction documents and bid phase support for the Checkpoint Expansion, and design development completion for the proposed Federal Inspection Station (FIS) at a total not-to-exceed fee of \$1,950,277.
- Completion of construction documents and bid phase support for the terminal image improvements, garage renovations, and associated landscaping at a total not-to-exceed fee of \$2,386,549.
- Completion of construction documents and bid phase support for baggage handling upgrades to include the ticket counter baggage belts, oversized bag drops, and baggage claim carousels a total not-to-exceed amount of \$228,349.
- Architectural and engineering efforts specific to evolved Parking Tunnel scope; exploratory concept design efforts for landscaping features around parking areas associated with Rental Car Phase 1 Project; design efforts on garage connections and canopies; and concept design efforts on particular focus areas at a total not-to-exceed fee of \$874,364.



In accordance with the previously approved Unit Rates with Allliance, the not-to-exceed value of Contract Amendment No. 5 is \$10,410,433.

Mr. Mann recommended that the Board approve Amendment No. 5 to the contract for Terminal Enhancement and Remodeling Program Consultant Phase 2 Design Services with Allliance of Minneapolis, MN for a new Total Not-to-Exceed amount of \$10,410,433; 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.

**4. Rental Car Concession Agreements Amendment No. 3 and Rental Car Remote Service Center Leases Amendment No. 1 —Louisville Muhammad Ali International Airport — Approval**

Representatives of the Authority have had continuing discussions with representatives of the rental car companies currently operating at the Airport regarding overall ground transportation capacity needs. These discussions have resulted in increasing the Customer Contract Fee to fund various ground transportation capital expenditures. Moreover, Authority staff recommends extending the term of the Rental Car Concession Agreements and Rental Car Remote Service Center Leases from August 31, 2020, to August 31, 2025 based on substantial investment in facilities by the rental companies. Additionally, the Third Amendment to the Rental Car Concession Agreement contemplates changing the Minimum Monthly Guarantee to a Minimum Annual Guarantee beginning in the Fifth Agreement Year; provided, the Minimum Annual Guarantee shall never be less than the cumulative 12 months of the Minimum Monthly Guarantee for the First Agreement Year (September 1, 2015 – August 31, 2016) for each rental car company.

Following introduction of action agenda item 4, Chairman Welch made the following motion to enter closed session:

I hereby move that the Board enter closed session for the sole purpose of receiving confidential legal advice regarding the rental car concession agreements. The reason for entering a closed session is to ensure that the communication is privileged. No final action will be taken in closed session. This action is authorized by KRS 61.810(1)(k).

I further move that the foregoing motion constitutes notice and public announcement of the general nature of the business to be discussed in closed session, the reason for the closed session, and the specific provision of the Kentucky Open Meetings Act authorizing the closed session, as required by KRS 61.815.

On motion duly made and seconded, the Board entered closed session at 4:25 p.m.

The Board reconvened from closed session at 4:54 p.m.

Mr. Mann recommended the Board approve the Third Amendment to the Rental Car Concession Agreements with Avis Rent A Car System, LLC (Avis); Avis Budget Car

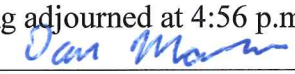
Rental, LLC (Budget and Payless); DTG Operations, Inc. (Dollar and Thrifty); EAN Holdings, LLC d/b/a Alamo Rent A Car (Alamo); EAN Holdings, LLC d/b/a Enterprise Rent-A-Car (Enterprise); EAN Holdings, LLC d/b/a National Car Rental (National); and The Hertz Corporation (Hertz); approve the First Amendment to the Rental Car Remote Service Center Leases with Avis Rent A Car System, LLC (Avis); EAN Holdings, LLC d/b/a National Car Rental (National); and The Hertz Corporation (Hertz); 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.

**OTHER BUSINESS**

Mr. Mann advised the Board that the Authority has adopted a revised travel policy that reimburses for meals at the GSA per diem rate.

There being no additional business the meeting adjourned at 4:56 p.m.

  
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Jim Welch, Chairman

  
\_\_\_\_\_  
Dan Mann, Assistant Secretary



## BOARD RESOLUTION

### MEETING OF THE LOUISVILLE REGIONAL AIRPORT AUTHORITY BOARD

HELD ON THE 17<sup>TH</sup> DAY OF JULY 2019

At a meeting of the Board of the Louisville Regional Airport Authority, ("the Authority") held on the 17<sup>th</sup> day of July 2019, the following resolutions were unanimously adopted:

WHEREAS, the Authority has previously adopted a joinder agreement to participate in the Kentucky Public Employee's 401(k) Deferred Compensation Plan ("State Plan") and has not previously made employer matching contributions into the State Plan in addition to employee 401(k) elective deferrals;

WHEREAS the Kentucky Deferred Compensation Authority has advised the Authority that effective January 1, 2015, the State Plan ceased accepting employer matching contributions but that Authority employees may continue to make 401(k) deferrals into the State Plan; and

WHEREAS, the Authority desires to establish a new qualified retirement plan effective July 1, 2019 to accept employer matching and other employer contributions;

NOW THEREFORE, BE IT RESOLVED THAT The Louisville Regional Airport Authority Plan as stated on the Nationwide Financial Series, Inc. Governmental Volume Submitter 401(a) Plan (Exhibit A) is hereby adopted and approved effective July 1, 2019

RESOLVED, that the appropriate officer of the Louisville Regional Airport Authority shall perform all acts and execute all documents or instruments that may be necessary or desirable to effectuate the foregoing resolutions, including but not limited to the submission of an application to the Internal Revenue Service for the favorable determination of the qualification of the Plan under applicable provisions of the Internal Revenue Code and the execution of amendments to the Plan as may be required by the Internal Revenue Service in order for the Airport Authority to receive the said favorable determination of the tax qualified status of the Plan;

BE IT FUTHER RESOLVED, that the appropriate officer of the Authority shall perform all acts and execute all agreements that may be necessary or desirable to retain Nationwide Retirement Solutions ("Nationwide") to provide certain administrative and/or recordkeeping services;

BE IT FURTHER RESOLVED, that any and all acts undertaken prior to the date hereof by the said officer or officers of the Authority to carry into effect the foregoing resolutions and be and they hereby are ratified and approved.

As Secretary of the Board of the Authority, I certify that this is a true copy of the Resolutions adopted by the Board at a meeting held on the 17<sup>th</sup> day of July 2019 entered in the regular minute book of the Authority and is now in full force and effect. I also certify that the Board had full powers and legal authority to adopt this Resolution.

ATTEST:

Neil Gilly

BY: Don Mann  
Secretary,  
Louisville Regional Airport Authority



GENERAL FUND ACCOUNT  
PFC ACCOUNT  
LAND FUND ACCOUNT

Meeting of the Louisville Regional Airport Authority  
July 17, 2019

Upon motion duly made, seconded and passed, the following Resolution was unanimously adopted by the Board of the Louisville Regional Airport Authority at a meeting duly held July 17, 2019 at which at least a quorum was present.

RESOLUTION

"RESOLVED THAT STOCK YARDS BANK, Louisville, Kentucky, be and it is designated as a depository of the funds of this Corporation with respect to three (3) separate accounts, specifically the General Fund Account, PFC Account and Land Account.

THAT all prior Resolutions granting authority to withdraw funds of the Authority with respect to the General Fund Account with such depository are rescinded.

THAT any deposit of this Corporation to the Louisville Regional Airport Authority Account with Stock Yards may be drawn by check in the name of the Corporation signed by any one of the following for checks less than One Thousand Dollars (\$1,000.00) and by any two of the following for checks of One Thousand Dollars (\$1,000.00) or more:

| <u>NAME</u>                    | <u>TITLE</u>                      |
|--------------------------------|-----------------------------------|
| Danny E. Mann, AAE             | Executive Director                |
| Brenda D. Allen, Esq           | VP of Legal and Corporate Culture |
| Patricia L. Apone, AAE         | VP of Finance & Administration    |
| Brian J. Sinnwell, CM          | VP of Planning & Facilities       |
| Darrell D. Watson, AAE         | VP of Strategy and Innovation     |
| Dorothy "Dodie" Caulk, CPA, CM | Director of Finance & Accounting  |
| Dwight H. Clayton, PE, AAE     | Director of Engineering           |


THAT any of the above-named persons is further authorized to endorse by signature or facsimile to the order of said Corporation, checks, drafts and other evidence of claim for deposit.

THAT the Executive Director or VP of Finance & Administration are further authorized to designate to certain Finance staff the ability to conduct electronic financial transactions as may be needed in the normal course of business.

THAT the authority vested by this Resolution shall continue until written notice shall be given and acknowledged by Stock Yards Bank, setting forth any change with respect thereto.

THAT the Assistant Secretary of the Corporation is authorized and directed to deliver for and on behalf of the Corporation a certificate of this Resolution to Stock Yards Bank.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Corporate Seal  
of this Authority this 17th day of July, 2019.

A handwritten signature in cursive script, appearing to read "Dan Mann", is written above a horizontal line.

Assistant Secretary

SEAL