

**LOUISVILLE REGIONAL AIRPORT AUTHORITY
SPECIAL BOARD MEETING
APRIL 15, 2020**

A special meeting of the Board of the Louisville Regional Airport Authority was held on April 15, 2020. Chairman Jim Welch convened the meeting at 3:02 p.m. via Zoom video conferencing software.

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

Staff Members present on the video conference were: Ms. Brenda Allen, Ms. Pat Apone, Mr. Josh Ball, Ms. Natalie Chaudoin, Mr. Dwight Clayton, Mr. Anthony Gilmer, Ms. Noel Jolly, Mr. Dan Mann, Ms. Antissa Riley, Mr. Brian Sinnwell, Ms. Megan Thoben, Mr. Adam Thomas, and Mr. Darrell Watson.

Also present on the video conference were: unidentified persons calling from phone numbers 502-247-2010, 502-405-4173 and 502-418-0742, Ms. Sarah Barker, Mr. Bobby Campbell, Mr. Fred Cowgill, Mr. Chris Gould, Ms. Wendy Harrower, Mr. David Mayer, Mr. Paul Miles, Mr. Joe Mudd, Mr. Rick Storm, Mr. Todd Tabor, Ms. Julie Taylor, Mr. Ben Tobin and Ms. Mary Ellen Wiederwohl.

CONSIDERATION OF MINUTES

The minutes of the special Board meetings held March 18, 2020 and March 27, 2020 were reviewed and, upon motion duly made and seconded, unanimously approved.

STAFF REPORTS

Mr. Mann reported that both passenger traffic and parking revenue had dropped 95% since March 1st. The Authority has deferred \$7.2 million in rent payments from the airlines and has waived \$5 million in other business partner minimum revenue guarantees.

CONSTRUCTION REPORT

Mr. Brian Sinnwell presented the planning and facilities status report. At Louisville Muhammad Ali International Airport, construction is underway for the Main Terminal Electrical Switchgear Project. A major step in the completion of this project was accomplished on April 4th with a terminal power shutdown that allowed for the installation of new equipment. For the Construct West Cargo Apron Project to construct 30 acres of apron on the west side of Taxiway A south of the Compass Hangar, construction work is substantially complete. Current site work includes installation of a pump station and retention system. Additional pavement work will begin in the Spring. Work will begin on April 24, 2020 for the Airfield Pavement Rehabilitation Project, 2020A to rehabilitate the west runway.

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. The project will be bid this summer. The Maintenance Building Emergency Generator Project to design an emergency generator for the maintenance facility on Park Boulevard is substantially complete. Final connections including the transfer switch were completed on April 11th.

Bids were received on August 15th for the Reconstruction of Taxiway G, Phase I Project, a major design effort 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. The construction contract was awarded to Mac Construction and Excavating, Inc. and work is underway. A contract for the Reconstruction of Taxiway G, Phase II was awarded in March and work is expected to begin in June.

Work is underway for the Replace Perimeter Fence – Southeast Project to replace aged perimeter security fence near the end of Runway 35R.

For the Terminal Renovation and Enhancement Project, Messer Construction is preparing pre-construction items to prepare for the bidding of access control and security upgrades; operations department and communication center renovations; roadway and parking garage renovations and parking expansion; and terminal renovations, escalators, powered walkways and jet bridges. Alliance is continuing their design efforts in the Terminal, and CMTA is working on mechanical design elements throughout the Terminal. Two new moving walkways have been ordered to replace the connector walkways. Installation is dependent upon the manufacturing schedule but is tentatively scheduled to begin in June 2020. Coordination is underway to replace six escalators in the Terminal with work expected to occur in July and August 2020. Modernization of the main elevator near the information booth will be completed in Spring 2020. A contract was executed for the replacement of 6 elevators in the parking garage and the units are in design. A Request for Qualifications was advertised for the design and build of passenger boarding bridges in the terminal and an award recommendation will be made in May.

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 substantially complete. For the Airfield Electrical Project, Phase 2, construction work is underway to replace all airfield signs and correct airfield nomenclature. Concrete sign base work is complete and the installation of signs is underway.

At the Bowman Field Administration Building, work is complete for renovation/rehabilitation of the exterior condition of the building. An exterior sealant, reconstruction of mortar joints and repairs to the upper building coping were completed. An assessment of the building's HVAC, and a plan to improve its performance is under consideration. A project to replace interior and exterior facility lighting in the building is underway.

For the Airport Area Safety Program, project formulation work is underway to acquire additional avigation 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 sellers who wish to be considered for avigation easements including both golf courses.

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 with Woolridge Construction Group.

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. Pre-acoustical testing has been completed for 88 families. Eighty-four percent of the families tested to date have an interior noise level of 45 dB or greater. Designs have been completed for the first group of 32 families and those are awaiting historical review from SHPO. Due to COVID-19 designs are on hold for 38 additional families and acoustical testing is also on hold.

Mr. Sinnwell provided an update on the University of Louisville – Noise Mitigation Project. Construction is complete for the first group of three buildings on the University of Louisville Campus, the Life Science Building, Paul B. Lutz Hall and the Overseers Honors House. Bids were solicited for the second group of two buildings – Ernst Hall and the Interfaith Center with plans to award a contract at the May Board meeting. Designs are underway for group three.

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. Modeling and traffic analysis is complete. A letter was received from KYTC stating their “organization has no objections to the new interchange.” The project is moving into the Environmental and Final Design phases as coordination with KYTC and community leaders continues.

CONSENT ITEMS

1. On-Call Environmental Services — Louisville Muhammad Ali International Airport and Bowman Field — Contract Award

This project consists of providing “On-Call Environmental Services” for Louisville Muhammad Ali International Airport and Bowman Field. These services include storm/sanitary water quality studies, deicing related studies, underground water studies, Phase I & II environmental studies, hazardous waste generation/disposal issues, and spill prevention studies as well as consulting services concerning 24-hours emergency response services. Preparation of special environmental studies concerning FAA grant requirements is also included in this project. A Request for Qualifications was advertised in *The Courier-Journal*, *The Louisville Defender* and

with the Tri-State Minority Supplier Development Council and was posted on the Authority's website. Statements of Qualifications were received from two firms; Gresham Smith and Linebach Funkhouser, Inc., both of Louisville.

A working group comprised of Authority representatives reviewed the Statements of Qualifications and has determined Linebach Funkhouser, Inc. of Louisville, KY to be the most qualified firm. Staff is recommending a contract award of \$200,000 to Linebach Funkhouser, Inc. of Louisville, KY with the option for two additional renewals in the amount of \$200,000 each.

Mr. Mann recommended the Board approve the contract award for "On-Call Environmental Services" to Linebach Funkhouser, Inc. of Louisville, KY for \$200,000 with the option for two additional renewals in the amount of \$200,000 each; 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. Matheson Flight Extenders, Inc. — Air Cargo facility Lease Agreement — Louisville Muhammad Ali International Airport — Approval

Staff has been in negotiations for a new lease with Matheson Flight Extenders, Inc. ("Matheson"), currently the largest tenant in the Air Cargo Facility, to continue to occupy 14,112 sq. ft. of space. The current lease expires April 30, 2020. Matheson and staff have negotiated a new one-year lease with an expiration of April 30, 2021. Staff and Matheson have negotiated an annual base rent of \$139,426.56 (\$9.88 per sq. ft. per year), which equates to a two percent (2%) increase over the current base rent, for the duration of the new term. Additionally, the lease includes an annual common area maintenance fee, which is adjusted each January 1st for all tenants of the Air Cargo Facility. For calendar year 2020, the common area maintenance fee for Matheson will equal \$73,664.64.

Mr. Mann recommended the Board approve the Air Cargo Facility Lease Agreement with Matheson Flight Extenders, Inc. for 14,112 sq. ft. of space in the Air Cargo Facility at Louisville Muhammad Ali International Airport for a term of one (1) year, effective May 1, 2020, and at the financial terms 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.

3. HNTB Task Orders No. 9 and 10 — 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. Per the contract terms, the following Task Orders require Board approval.

Task Order 9 authorizes HNTB to provide onsite construction inspection services, project management, and construction support services for the 2020-A Airfield Pavement Rehabilitation

Project at Louisville Muhammad Ali International Airport. Ninety percent of the fees for this effort will be covered by an FAA grant. Task Order 9 will be a contract in the amount of \$144,087.

Task Order 10 authorizes HNTB to provide design services for plans and specifications for Taxiway L Reconstruction and Extension in accordance with the proposed Airport Master Plan at the Louisville Muhammad Ali International Airport (See Attachment “A”) in the ongoing effort to improve safety and capacity concerns. The design efforts for this task are anticipated to be 90 percent funded by a future FAA grant. Task Order 10 will be a contract in the amount of \$454,178.

Mr. Mann recommended the Board approve Task Orders No. 9 and 10 to the contract with HNTB in the amounts of \$144,087 and \$454,178 respectively for a total contract increase of \$598,265; 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.

ACTION ITEM

4. Transfer of Grade Lane Right of Way — Louisville Muhammad Ali International Airport — Approval

As you may recall, the Authority previously entered into a Memorandum of Understanding (the “MOU”) dated July 25, 2014, among the Authority, the Kentucky Air National Guard (“KYANG”), the Kentucky Transportation Cabinet (the “Commonwealth”) and the Louisville/Jefferson County Metro Government (“Metro”). The arrangement accommodated the enhancement of security at the KYANG base at Louisville Muhammad Ali International Airport by relocating an approximately 3.011 acre segment of Grade Lane right-of-way (the “Property”) that formerly bisected the KYANG base. The parties agreed to close the public right-of-way passing over the Property, thereby allowing the physical connection of the two portions of the KYANG base that were formerly separated by Grade Lane. The MOU provided that, upon closure of the road segment, Metro would convey the Property to the Commonwealth, which would in turn lease the Property to the KYANG.

As contemplated by the MOU, Metro closed the Grade Lane segment pursuant to the Street Closing Ordinance No. 217, series 2017 (the “Ordinance”). The Ordinance, however, following customary practice rather than the requirements of the MOU, conveyed the Property to the adjoining property owner—the Authority. The Commonwealth has contacted representatives of the Authority and requested the conveyance of the Property to it, indicating that the Commonwealth would accept a conveyance by quit claim deed from the Authority. The Authority never intended to acquire any interest in this Property.

Mr. Mann recommended that the Board authorize the Executive Director to execute and deliver a quit claim deed and any other appropriate instruments of transfer to convey the Property, on a quit claim basis, to the Commonwealth, all subject to approval of 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 updated the Board on the Authority's COVID-19 response. The Authority is capitalizing on the slowdown by accelerating projects such as the milling and paving of the credit card and employee parking lot; expansion of the surface parking lot; Taxiway G construction, design of the Taxiway L project, painting the interior of the Terminal and the switchgear upgrade. UPS Airlines continues to have near normal operations and they project steady demand for FY 21. UPS is 85% of the Authority's airfield revenues. Fitch affirmed the airports A+ Bond rating while many airports have been downgraded. SDF is expected to receive over \$14 million from the CARES Act (Coronavirus Aid, Relief, and Economic Security Act) which will be used for debt relief, COVID-19 expenses and infrastructure. Airline capacity is projected to be down 40% through FY 21 but the Authority has the right air service team in place to position us well to compete for service during the recovery period.

Mr. Mann thanked Authority staff for their continued hard work during the COVID-19 pandemic.

Mr. Mann advised the Board that he is serving on GLI's COVID-19 Task Force and their first meeting is April 16th.

Mr. Welch informed the Board that Mr. Earl Jones would be leaving the Board after 16 years of service. He thanked Mr. Jones for his many years of service to the Authority, during which served on the working group to rename the airport and provided guidance during use and lease agreement negotiations and oversight of the employee hotline.

There being no additional business the meeting adjourned at 4:00 p.m.

Jim Welch, Chairman

Dan Mann, Assistant Secretary