

**LOUISVILLE REGIONAL AIRPORT AUTHORITY  
SPECIAL BOARD MEETING  
MARCH 18, 2020**

A special meeting of the Board of the Louisville Regional Airport Authority was held on March 18, 2020. Chairman Jim Welch convened the meeting at 3:11 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. Morgan Ward attended as counsel to the Board.

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

Also present on the video conference were: unidentified persons calling from phone numbers 502-418-0742 and 502-649-7860, Ms. Sarah Barker, Mr. Marty Finley, Mr. David Mayer, Mr. Kelly Meyer, Mr. Alfred Miller, Mr./Ms. Morgan N., Mr. P. Terry Rogers, Mr. Todd Tabor, Ms. Julie Taylor, Ms. Melissa Vasher, and Ms. Mary Ellen Wiederwohl.

**STAFF REPORTS**

Mr. Mann provided a brief recap of the staff reports. For air service, the Louisville Muhammad Ali International Airport had an all-time record 2019, and January and February were the airport's best months ever for enplanements. Financially we were in good shape at the end of February going into March, and air traffic was strong as well. Mr. Mann will speak more about what the rest of 2020, going into 2021 looks like at the end of the meeting.

**CONSIDERATION OF MINUTES**

The minutes of the regular board meeting held on November 20, 2019 were reviewed and, upon motion duly made and seconded, unanimously approved.

**BOARD CONSENT ITEMS**

**1. Terminal Escalator, Elevator and Moving Sidewalk Maintenance Agreement — Louisville Muhammad Ali International Airport — Approval**

The current terminal inventory of Escalators, Elevators and Moving Sidewalks has been regularly maintained by Schindler Elevator Corporation under an annual proprietary maintenance agreement. The existing maintenance agreement will expire April 30, 2020 and a new agreement is needed to assure continued operation of these respective units. The new agreement will be

structured so existing units may be removed from the agreement and replaced as new equipment is installed during the terminal renovation project.

Schindler Elevator Company is currently listed with Sourcewell (formally NJPA) as holding a cooperative purchase contract under master agreement 100516-SCH. State law, specifically KRS 45A 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 staff 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 100516-SCH that runs through November 2, 2021 with available renewal and extension options and the opportunity for the Authority to supplement with provisions that would provide the best value to the Authority. This contract shall cover all labor, equipment and maintenance.

Mr. Mann recommended the Board approve an annual Maintenance Agreement for Terminal Escalators, Elevators and Moving Sidewalks from Schindler Elevator Corporation at a not-to-exceed amount of \$954,000; 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. Schindler Elevator Company — Contract Amendment No. 2 — Louisville Muhammad Ali International Airport — Approval**

This request is for the approval of the replacement of six existing elevators per Schindler proposal RSK-B983Y9 dated February 13, 2020 and scoped within the garage renovation project. These aging units have reached the end of their useful life and have become a challenge to maintain. This has led to unacceptable down times due to equipment failures or extended lead times for maintenance and repair due to parts becoming obsolete, scarce or unavailable, requiring technical machining and fabrication. The existing truss supports will be reused in the replacement process.

Schindler Elevator Company is currently listed with Sourcewell (formally NJPA) as holding a cooperative purchase contract under master agreement 100516-SCH. State law, specifically KRS 45A 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 staff 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 100516-SCH that was recently extended through November 2, 2021 with available renewal options and the opportunity for the Authority to supplement with provisions required by the Authority and the FAA. This contract covers all required labor and equipment.

Mr. Mann recommend the Board approve the additional purchase and replacement of six garage elevators from Schindler Elevator Company, representing an addition of \$1,686,490 for a new

contract total of \$5,511,165; and authorize the Executive Director to execute the necessary contract amendment 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. Taxiway G Reconstruction Phase 2 — Louisville Muhammad Ali International Airport — Contract Award**

This project is the second phase of reconstruction of Taxiway G located between Taxiway N to the west and Taxiway D to the east at the Louisville Muhammad Ali International Airport. The base project includes demolition and construction of new concrete pavement and asphalt shoulders per FAA requirements. Furthermore, this project includes an Additive Alternate #1 for removal and realignment of the connector taxiway G2 to a perpendicular connection with Runway 11-29 in accordance with FAA regulations.

The project was advertised in *The Courier-Journal* and the *Louisville Defender* and was posted on the Tri-State Minority Supplier Development Council's and the Authority's websites. Four bids were received and the lowest responsive bidder was E&B Paving, Inc. of Clarksville, IN with a unit price base bid of \$7,490,300 and an additive alternate #1 unit price bid of \$2,152,000 for a total bid amount of \$9,642,300. Authority staff and the airport consultant have reviewed the bid documents submitted by E&B Paving, Inc., have verified the bid to be responsive and are recommending the award. It is anticipated that an FAA grant will provide 90% of the funding for this project.

Mr. Mann recommended the Board award the contract for Taxiway G Reconstruction Phase 2 to E&B Paving, Inc. from Clarksville, IN in accordance with the unit prices set forth in the bid for a total base bid of \$7,490,300 and a total Additive Alternative #1 bid of \$2,152,000, for a total contract amount of \$9,642,300; 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. 2020-A Airfield Pavement Rehabilitation — Louisville Muhammad Ali International Airport — Contract Award**

This project consists of ongoing efforts to maintain integrity of airfield pavements. The scope of this project involves the removal and replacement of 17" thick concrete pavement slabs in Runway 17R-35L and concrete pavement slabs in Taxiway "B". The project also involves removal and re-installation of in-pavement lights on the west airfield of Louisville Muhammad Ali International Airport. The project was advertised in *The Courier-Journal*, the *Louisville Defender*, was posted on the Authority's website and provided to the Tri-State Minority Supplier Development Council. Four bids were received and the lowest, most responsive bidder was The Harper Company of Hebron, KY with a unit price base bid of \$2,103,869.17.

Authority staff and our consultant have reviewed the bid documents submitted by The Harper Company, have verified the bid to be responsive and are recommending the contract award. It is

anticipated that 90% of the costs associated with this effort will be funded by an FAA grant.

Mr. Mann recommended the Board award the contract for the 2020-A Airfield Pavement Rehabilitation to The Harper Company in accordance with the unit prices set forth in the bid for a total contract of \$2,103,869.17; 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 REVIEWED ACTION ITEMS**

The Finances, Contracts and Planning Committee met, reviewed the following five action items, and determined the items are ready for Board consideration:

#### **IV.a.i. Audit Services — Agreement Award**

The Authority recently issued a Request for Proposal for qualified firms to perform Auditing Services for the Authority's annual financial audit. The current auditing services contract will expire March 31, 2020. The Request for Proposal was advertised in *The Courier Journal* and *Louisville Defender*, and on the websites of the Tri-State Minority Supplier Development Council and the Authority. Invitations to submit proposals were sent to twenty-seven national and local auditing firms. Eight responsive proposals were received. Proposals were received from: BKD, Blue & Co, Crosslin, Dean Dorton, MCM, Plante Moran, Rodefer Moss & Co and Strothman & Co.

A committee consisting of four Authority staff members reviewed the proposals and invited the four highest ranked firms to make presentations. Upon completion of presentations the evaluation committee has determined that Plante Moran most clearly demonstrated the necessary skills and experience and would provide the best value to the Authority for the requested audit services. Plante Moran also provides audit services to the airports in Columbus, Pittsburgh, and Des Moines, among others. As such, the evaluation committee is recommending Plante Moran be the selected firm. 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 not-to-exceed annual fee for the audit services. The total compensation for audit services for the initial three years is \$213,500, and for the full, five-year term is \$366,000.

Mr. Mann recommended the Board award a contract for Audit Services to Plante Moran for the initial three years with two one-year renewal options and compensation not-to-exceed \$213,500 for the initial three-year contract; 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.

#### **IV.a.ii. Parking Guidance Display System — Louisville Muhammad Ali International Airport — Contract Award**

The Authority recently issued an invitation to submit proposals from qualified firms for the supply and installation of a Parking Guidance Display System at Louisville Muhammad Ali

International Airport. The proposed system would aid patrons as they enter the parking garage searching for the nearest available parking locations by indicating space availability by floor and/or location. The Request for Proposals was advertised in *The Courier Journal* and the *Louisville Defender* and on the websites of the Authority and the Tri-State Minority Supplier Development Council. Invitations to submit proposals were sent to eight companies. Three responsive proposals were received from: Evens Time, Inc., Signature Control Systems, LLC and Park Assist, LLC. All proposals were reviewed by a committee consisting of Authority staff members and stakeholders to determine the firm presenting the best value to the Authority. After a complete review of the original proposals and requested follow-up and clarification information the committee is recommending an award to Park Assist, LLC to provide the Parking Guidance Display System. Park Assist, LLC has proposed a fully installed and trained system price of \$1,262,000.

Mr. Mann recommended the Board award a contract for the proposed Parking Guidance Display System to Park Assist, LLC at a contract amount of \$1,262,000; 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.

#### **IV.a.iii. Disaster Recovery Services — Louisville Muhammad Ali International Airport and Bowman Field — Approval**

As part of the Authority's ongoing disaster recovery preparedness, the staff has identified the need for necessary and undefined facility recovery services in the event of a natural disaster (fire, wind, water, etc.). Although the need for such service is unlikely, staff has determined it would be prudent to put certain contracts in place now for ready availability in the event of a small or large scale emergency. The establishment of a contract for disaster recovery would allow the Authority to more quickly bring any facility back up to operational standards in the shortest timeframe possible. Alternatively, bidding such repairs only after the occurrence of a disaster would cause significant delay of weeks or even months depending upon the local/regional demand for such services at that time. The Authority has identified a proven firm that could begin work immediately on a needed/required basis under any scenario. Currently, Board policy permits the Executive Director to commit up to \$1,500,000 in the event of his declaration of an emergency, subject to written approval from the Board Chair or another Board Officer. However, situations could arise that warrant disaster recovery services of a much smaller scale short of an Executive Director declared emergency. Under either scenario, staff believes it appropriate to obtain board approval now so that services can be obtained quickly at existing unit prices. Disaster recovery costs may be recoverable under insurance coverages the Authority maintains, subject to certain deductibles in place.

Belfor Property Restoration currently holds a cooperative purchase agreement with Partnership for a Green City under agreement RP-97-12B. State law, specifically KRS 45A.045(3), 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 staff and has been determined to meet the contracting and purchasing requirements for Kentucky Cooperative Purchasing Agreements in serving the best interests of the Authority.

Pricing terms and conditions are based upon a seventeen page contract attachment of unit prices (hourly, daily or weekly rates) for a wide variety of personnel and equipment for potential disaster recovery services for example, retrieval and delivery laborer, dry laborer, mold and mildew remover, certified industrial hygienists, environmental specialists, project engineers/scientists. Equipment includes, among others sanitation equipment, water transportation equipment and barricades. The existing cooperative agreement is valid through June 30, 2022 with renewal options. The agreement affords the opportunity to supplement this agreement with any required provisions by the Authority and the FAA.

Mr. Mann recommended the Board approve the establishment of a unit price contract with Belfor Property Restorations for Disaster Recovery Services as defined within the Partnership for a Green City Cooperative Agreement, 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.

**IV.a.iv. Atkins Task Order No. 31 — Louisville Muhammad Ali International Airport — Approval**

On July 19, 2017, the Board approved the award of a master contract with Atkins as the 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.

Task Order 31 authorizes Atkins to provide construction administration and observation services associated with the Taxiway "G" Reconstruction Phase 2 project at Louisville Muhammad Ali International Airport. Task Order 31 will be a contract in the amount of \$405,000 in accordance with the hourly rates negotiated with Atkins. Please note that 90% of the costs associated with these tasks are anticipated to be funded by an FAA grant.

Mr. Mann recommended the Board approve Task Order No. 31 for the contract with Atkins in the amount of \$405,000; 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.

**IV.a.v. E&B Paving, Inc. Change Order No.4 West Cargo Apron — Louisville Muhammad Ali International Airport — Approval**

This project consists of approximately 30 acres of new concrete apron including two taxiway connectors, storm drainage, a storm water lift station, high mast lighting, and other appurtenances being constructed on the west side of Louisville Muhammad Ali International Airport. This change order addresses additional costs and quantity adjustments for jersey barriers, electric service, de-icing facilities, perimeter road concrete pavement and a gate island, signage, delineators and guardrails, upsizing water service, temporary lighting, and other miscellaneous items required for the successful completion of the apron. These change order

items result in a net increase to the project cost in the amount of \$989,467.05. Most of these additions were requested by UPS and they will reimburse the Authority for the costs.

Mr. Mann recommended the Board approve Change Order No. 4 to the contract for the West Cargo Apron with E&B Paving, Inc. resulting in an addition to the contract in the amount of \$989,467.05 resulting in a new total contract price of \$27,257,045.64; 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.

Each of items IV.a.i. through IV.a.v. 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 action item memoranda have been provided to the Board for review. Vice Chairman Boden recommended the Board approve the items IV.a.i. through IV.4.a.v; 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. Boden's recommendation.

### **OTHER BUSINESS**

Mr. Mann discussed how the Authority is handling the COVID-19 crisis. The Authority is in a good financial position and has approximately 12 months of cash on hand. The Authority could go approximately 18 to 24 months in dire circumstances before being in danger of defaulting on our bonds.

The Authority held a COVID-19 response tabletop to rehearse our incident response plan with various other local agencies and it went well.

The Authority has added a COVID-19 page to the Authority website to provide our passengers with the most up-to-date information on the budget.

Senior staff has identified which personnel can work from home and are transitioning those staff to work from home status. Senior staff has also identified which staff are essential personnel to preserve the function of the airport in the event of an air service shutdown.

Mr. Mann has been receiving calls from various airlines requesting financial relief. Airlines are significantly reducing capacity at least through the end of June. Valet parking and the remote shuttle lot have ceased operating. The Authority is in the process of revising to FY 2021 budget to reflect these changes.

Overall, Mr. Mann feels the Authority is well positioned to make it through this crisis.

There being no additional business the meeting adjourned at 3:56 p.m.

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Jim Welch, Chairman

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Dan Mann, Assistant Secretary