

**LOUISVILLE REGIONAL AIRPORT AUTHORITY
SPECIAL BOARD MEETING
SEPTEMBER 16, 2020**

A special meeting of the Board of the Louisville Regional Airport Authority was held on September 16, 2020. Chairman Dale Boden convened the meeting at 3:21 p.m. via Zoom video conferencing software.

Board members present on the videoconference were: Mr. Cleo Battle, Mr. Dale Boden, Ms. Toni Clem, Mr. Mitchel Denham, Ms. Mary Rose Evans, Mayor Greg Fischer, Ms. Nikki R. Lanier, Mr. Pat MacDonald, Ms. Lesa Seibert, and Mr. Jim Welch. Not in attendance: 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. Natalie Chaudoin, Mr. Dwight Clayton, Mr. Bill DeGraw, Ms. Noel Jolly, Mr. Dan Mann, Mr. Curtis Monroe, Mr. Brian Sinnwell, Mr. Adam Thomas, and Mr. Darrell Watson.

Also present on the video conference were: unidentified persons calling from phone numbers 502-718-4177; persons identified with the screen names J, James and Kentucky Air National Guard; Mr. Bobby Campbell, Mr. Matthew Casey, Mr. Phil Clark, Mr. Cody Crawford, Mr. Patrick Dominik, Mr. Kelly Meyer, Colonel David Mounkes, Mr. Zach Neds, Ms. Holli Reger-Smith, Mr. Robert Rush, Mr. Paul Shaffer, Mr. Rick Storm, Mr. Todd Tabor, Ms. Julie Taylor, Mr. Justin Tillery, Ms. Melissa Vasher, Ms. Mary Ellen Wiederwohl, Brigadier General Jeff Wilkinson and Mr. Braden Zehner.

Prior to the consideration of the minutes, Chairman Boden congratulated Executive Director Dan Mann for being honored as a *Louisville Business First's* Most Admired CEO. The Most Admired CEO Program honors outstanding chief executives in the Louisville area for their contributions to their company and the community.

CONSIDERATION OF MINUTES

The minutes of the special Annual Board meeting and the special Board meeting held July 22, 2020 were reviewed and, upon motion duly made and seconded, unanimously approved.

CONSTRUCTION REPORT

Mr. Brian Sinnwell gave the construction report. At Louisville Muhammad Ali International Airport, Phase I of the project to reconstruct Taxiway G is 100% complete and the pavement is open. Work is 75% complete on Phase II of the Taxiway G reconstruction project.

Work is underway to repair the Engineered Materials Arresting System (EMAS) bed located on the departure end of Runway 11. The project will repair subsurface depressions that formed adjacent to the tunnel damaging the EMAS bed and repair a portion of the bed damaged by a car that crashed through the fence at Crittenden Drive. Work on the project is approximately 90% complete.

Design work is underway on a project to reconstruct Taxiway L. Taxiway L is an important connecting taxiway that runs parallel to the south side of the terminal apron. The reconstruction will improve the efficiency of aircraft movements in and out of the terminal ramp and will improve the flow of aircraft from the east runway to the terminal ramp and the west side of the airfield by connecting Taxiway L to Taxiway D5.

A task order to design and build a new 19,000 sf snow removal storage facility will be presented to the Board today. This facility will be constructed near the existing maintenance facility on Park Road and will include room to store 12 units and a wash bay. The facility will store the Authority's multi-function snow removal equipment.

For the Terminal renovation project, relocation of the rental cars to the first floor of the parking garage is complete. For the project to replace passenger boarding bridges, preliminary design meetings with the Aero Group are being held this week.

At Bowman Field, work will begin later this summer on a project to rehabilitate asphalt pavement at various locations on the airfield. This work includes pavement removal, crack sealing, seal coat, full depth repairs, and mill and overlay of existing asphalt.

Design work is underway on a project to construct a new equipment storage facility at LOU. This project will provide covered, secure storage for snow removal equipment and other maintenance vehicles. The approximately 11,000 sf building will store at least 4 pieces of snow removal equipment and will include 3 additional truck bays. Currently equipment is stored outside, in T-Hangars and at other vacant spaces around LOU.

For the residential sound insulation program to insulate within the DNL 65 contour according to the 2021 Noise Exposure Map. Pre-Acoustical testing has been completed for 163 families. Currently, 85% 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. The Authority received SHPO approval of our program. Designs will continue and we will prepare a construction package for bid. Advertisement is planned for the end of September.

For the University of Louisville – Noise Mitigation project, construction is complete for first group of 3 building on the University of Louisville Campus (Life Science, Paul B. Lutz Hall and Overseers Honors House). Bids were solicited for the second group of 3 buildings (Ernst Hall, Interfaith Center and Baptist Student Union) on Sunday June 14th. A bid opening was held on July 1. Two (2) bids were received (Martin Construction and Churchill McGee). A notice to proceed was issued September 2, 2020. Work will begin this month.

FINANCE REPORT

Mr. Mann discussed the finance report. Enplanements are about 32% of pre-COVID-19 numbers. The Authority had budgeted for 55% of pre-COVID-19 numbers, so enplanements are currently below budget projections. Air cargo landed weight is ahead of last year's numbers. The growth in air cargo landed weight allows the Authority to continue to fund airfield projects, but if enplanements continue to recover more slowly than anticipated construction may have to

slow or pause on Terminal related projects. The Authority is tracking cash flow closely and reducing expenses when possible.

CONSENT ITEMS

1. Wehr Constructors, Inc. — Louisville Muhammad Ali International Airport — Contract Award

The Authority recognizes the need for design/build services to address current and potential building needs that may arise and require immediate attention. In November 2019, the Board selected Wehr Constructors, Inc. to carry out these services. The design/build contract is in effect for a maximum five-year period and implemented on an on-call basis allowing the Authority to aggressively respond to the needs of the airport and its stakeholders. Wehr Constructors has developed design/build estimates for the following two projects:

Task Order #2 includes complete design/build services for the construction of a Snow Removal Equipment Storage facility at Louisville International Airport. This facility will be constructed adjacent to the existing maintenance facility and will provide needed storage for new snow removal equipment. The cost of the single story, 19,000 sf, 13 bay facility is \$3,855,578. Task Order #3 will complete exterior painting of the parking garage skylight support structures and other selected painting connected to the terminal and parking garage. This work includes cleaning, surface preparation and painting. The cost for this work is \$332,576.

Mr. Mann recommended the Board approve Task Orders No. 2 and 3 under the Design/Build contract with Wehr Constructors, Inc. in the combined amount of \$4,188,154; and authorize the Executive Director to execute the necessary contract documents subject to approval and approval by counsel as to legality of form and content. On motion duly made and seconded, the Board approved Mr. Mann's recommendation.

2. HNTB Task Order No. 17 — Louisville Muhammad Ali International Airport — Approval

On January 16, 2019, the Board approved 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. Task Order 17 authorizes HNTB to provide design services for the 2021-A Airfield Pavement Rehabilitation project at the Louisville Muhammad Ali International Airport in the ongoing effort to maintain the critical integrity of the pavement for safety and capacity concerns. The design efforts for this task will be 100 percent funded by an FAA grant. Task Order 17 will be a contract in the amount of \$119,725.

Mr. Mann recommended the Board approve Task Order No. 17 to the contract with HNTB in contact amount of \$119,725; 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. Runway 15-33 Pavement Rehabilitation — Bowman Field — Contract Award

This project consists of Runway 15-33 asphalt pavement rehabilitation at Bowman Field including patching, crack sealing, mill and overlay and new pavement markings. The project was advertised in *The Courier-Journal* and the *Louisville Defender*. Additionally, the project was posted with the Tri-State Minority Supplier Development Council and on the Authority's website. Five bids were received. The lowest responsive bidder was MAC Construction and Excavating, Inc. of New Albany, IN with a unit price base bid of \$520,000. Authority staff have reviewed the bid documents submitted by MAC Construction and Excavating, Inc., have verified the bid to be responsive and have recommended the award.

Mr. Mann recommended the Board award the contract for Runway 15-33 Airfield Pavement Rehabilitation at Bowman Field to MAC Construction and Excavating, Inc. of New Albany, IN in accordance with the unit prices set forth in the bid for a total contract amount of \$520,000 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.

4. Foth Task Order No. 18 — Bowman Field — Contract Award

On November 20, 2019, the Board approved a planning, engineering and architectural professional services contract with Foth 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 18 authorizes Foth to develop a 5-year and 10-year improvement plan for the preservation of Bowman Field (LOU); hereby known as the Bowman Field Preservation Program. This effort will collect data, analyze future airfield projects, develop landside and new facility projects, review the airspace program, prepare an airport land use vision map, develop architectural continuity guidelines, prepare a concept development plan and consider previous and current planning studies completed for and around Bowman Field. The report will conclude with a recommended plan for thoughtful preservation of Bowman Field. Task Order 18 will be a contract in the amount of \$90,262.00.

Mr. Mann recommended the Board approve Task Order No. 18 to the contract with Foth in the contract amount of \$90,262.00 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.

ACTION ITEMS

5. Air National Guard Base Lease — Department of the Air Force — Louisville Muhammad Ali International Airport — Approval

The Louisville Regional Airport Authority (the "Authority") previously entered into a Lease (DA-15-029-ENG-3642), dated March 17, 1956, with the United States of America, through the Department of the Air Force and the Kentucky Air National Guard (the "Existing Lease"). The Existing Lease has been amended by 12 supplemental agreements and has an expiration date of August 31, 2046.

Under the Existing Lease, the Kentucky Air National Guard is approaching a potential MILCON (military construction) funding freeze if the Existing Lease is not renewed prior to 2021. Per Air Force Instruction 32-9001, dated September 28, 2017, federal interest must exceed 25 years to execute any ANG MILCON project on leased/licensed property. In order to prevent future MILCON project freezing of funds, the Kentucky Air National Guard requests to terminate the Existing Lease on September 30, 2020 and establish a new lease, effective October 1, 2020, for a term of 50 years.

Mr. Mann recommended that the Board approve the termination of the Existing Lease, effective September 30, 2020 and approve the Air National Guard Base Lease with the United States of America, acting by and through the Department of the Air Force and the Kentucky Air National Guard for a term of 50 years, at the terms and conditions 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.

6. Proposed Revisions to Board Governance Manual and Board Committee Structure — Consideration and Adoption

For the past two months, Chairman Boden and Executive Director Dann Mann have worked to update the Board Committee Structure outlined in the Board Governance Manual. The changes to the committee structure will better enable the committees to assist the full Board with offering policy guidance and fulfill the mission of the Board and the Authority.

The proposed updates to the Governance Manual make two revisions to the Board Committee Structure. First, it reinstates the Audit Committee to the Board Committee structure to allow for separate oversight of the annual audit of the Authority's financial statements. The second revision merges the roles and responsibilities of the Finances, Contracts and Planning Committee and the Operations, Facilities and Construction Committee to create the Finances, Facilities and Operations Committee. The updated Governance Manual language also removes audit oversight responsibilities from the newly created Finances, Facilities and Operations Committee.

Mr. Mann recommended the Board approve and adopt the revised Board Governance Manual and Board Committee Structure as proposed (copy attached) and authorize the Executive Director to take the necessary steps to implement the changes.

OTHER BUSINESS

Mr. Dan Mann advised the Board of an emergency purchase. The Airport Authority's Purchasing Contracts and Leasing Policy ("the Policy") authorizes the Executive Director to make purchases up to \$1,500,000 in the event of an emergency situation that effects the operations of the airport, so long as there is a written declaration of an emergency and the written approval of the Board Chairman or another Board officer. In August, it became necessary to make such a purchase for Server equipment for the security project that is currently underway. Because of COVID-19, supply chains are experiencing significant delays while demand has remained steady. The

existing computer servers and storage equipment are incapable of meeting the new system requirements and warrant replacement before staff can proceed with the security project. It became necessary to source the equipment immediately, rather than to wait several weeks for the September Board meeting and risk extended delays or the inability to source the equipment at all. The equipment to integrate with the new monitoring and control systems was identified and was available through a cooperative purchasing agreement through the Commonwealth of Kentucky Master Agreement MA 758-1600000490.

The Policy permits the Authority to move forward with such a purchase without the requirement to advertise so long as the requirements outlined above have been met. Research of vendors and manufacturers resulted in the decision to source from Encore Technologies, who can provide the most complete and expandable solution at a cost of \$684,928.73.

This is being provided for information purposes. No action is required.

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

Dale Boden, Chairman

Dan E. Mann, Assistant Secretary

Approved