

**LOUISVILLE REGIONAL AIRPORT AUTHORITY  
BOARD MEETING  
APRIL 17, 2024**

The regular meeting of the Board of the Louisville Regional Airport Authority was held on April 17, 2024. Chairman Dale Boden convened the meeting at 3:04 p.m. in the Boardroom of the Louisville Regional Airport Authority.

Board members present: Mr. Cleo Battle, Mr. Mark Blieden, Mr. Dale Boden, Mr. Mitchel Denham, Ms. Maggie Payette Harlow, Mr. Brian Lavin, Mr. Pat MacDonald, and Ms. Lesa Seibert. Not in attendance: Mayor Craig Greenberg and Mr. John Sistarenik. Mr. Tom Halbleib attended as counsel to the Board.

Staff members present: Ms. Pat Apone, Ms. Megan Atkins Thoben, Ms. Natalie Ciresi Chaudoin, Ms. Noel Jolly, Mr. Dan Mann, Ms. Kim Pemberton, Ms. Brenda Perry, Ms. Beverly Santamouris, Ms. Jamieson Siburt, Mr. Brian Sinnwell, Mr. Adam Thomas, Mr. Darrell Watson and Mr. Jason Wheeler.

Also in attendance: Mr. Phil Clark, Ms. Wendy Harrower, Ms. Holli Reger-Smith, Mr. Todd Tabor, and Ms. Amy Zinner.

**CONSIDERATION OF MINUTES**

On motion duly made and seconded, the minutes of the Regular Board meeting held March 20, 2024, were unanimously approved.

**STAFF REPORTS**

**FINANCE REPORT**

Ms. Santamouris presented the finance report. For the eight months ending March 31, 2024, fiscal-year-to-date operating revenue is \$64,131,217 which is \$866,321 favorable to the budgeted amount or 1.4%. Compared to the eight months ending March 31, 2023, there was an increase of \$3,199,231. Fiscal-year-to-date operating expenses are \$30,241,865 which is \$931,636 favorable to the budgeted amount or 3.0%. Compared to the eight months ending March 31, 2023, there was an increase of \$1,640,322. Overall, landed weight remains down and parking revenues and enplanements are up.

**CONSTRUCTION REPORT**

Mr. Sinnwell provided the construction report on the Louisville Renaissance Zone Corporation Minors Lane Widening and Bridge Replacement Project. Final finish on sidewalks, guardrail, finish grading, and stabilization is in progress with paving scheduled for late April.

## **CONSENT ITEMS**

### **1. 2024 Airfield Pavement Rehabilitation — Louisville Muhammad Ali International Airport — Contract Award**

This project is part of the annual pavement rehabilitation program at SDF and will cover Runway 17R/35L, Runway 11/29 and Taxiways B, C, F, and M. The scope-of-work includes removal and replacement of concrete pavement slabs. The 2024 Airfield Pavement Rehabilitation project was advertised in *The Courier-Journal* and posted on the Authority's website. Two bids were received. Upon review of all documentation provided, the lowest, most responsive bidder was The Harper Company of Hebron, KY with a bid price of \$4,420,173.17. Authority staff and our consultant have reviewed the bid documents submitted by The Harper Company, have verified the bids to be responsive, and are recommending the contract award. Additionally, 90% of this project will be funded by an FAA grant.

Mr. Mann recommended the Board award the contract for the 2024 Airfield Pavement Rehabilitation project to The Harper Company at a bid price of \$4,420,173.17; 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.

### **2. Taxiway L Extension, Phase 2 — Louisville Muhammad Ali International Airport — Contract Award**

This project consists of the reconstruction of the intersection of Taxiways L and H, the construction of a new Taxiway Connector Q between Taxiway L and the Terminal Ramp and widening of portions of Taxiway L. Work includes over 22,000 SY of new aircraft pavement with associated demolition, earthwork, drainage, airfield lighting, and signage. The Taxiway L Extension, Phase 2 project was advertised in *The Courier-Journal* and posted on the Authority's website. Three bids were received. Upon review of all documentation provided, the lowest, most responsive bidder was The Harper Company of Hebron, KY with a bid price of \$12,636,460.94. Authority staff and our consultant have reviewed the bid documents submitted by The Harper Company, have verified the bids to be responsive, and are recommending the contract award. Additionally, 90% of this project will be funded by an FAA grant.

Mr. Mann recommended the Board award the contract for the Taxiway L Extension, Phase 2 project to The Harper Company at a bid price of \$12,636,460.94; 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. Shuttle Lot Expansion, Phase 1 — Louisville Muhammad Ali International Airport — Contract Award**

This project consists of expanding the Shuttle Lot to the northwest over the existing drainage basin to increase parking capacity. Major work items include grading, installation of an underground water storage basin, placement of fill, construction of asphalt pavement, lighting, CCTV system and signage improvements. The Shuttle Lot Expansion – Phase 1 project was advertised in *The Courier-Journal* and posted on the Authority’s website. Five bids were received. Upon review of all documentation provided, the lowest, most responsive bidder was Flynn Brothers Contracting, Inc. of Louisville, KY with a bid price of \$3,667,550.00. Authority staff and our consultant have reviewed the bid documents submitted by Flynn Brothers Contracting, Inc., have verified the bids to be responsive, and are recommending the contract award.

Mr. Mann recommended the Board award the contract for the Shuttle Lot Expansion – Phase 1 project to Flynn Brothers Contracting, Inc. at a bid price of \$3,667,550.00; 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.

#### **4. Shuttle Lot Expansion, Phase 2 — Louisville Muhammad Ali International Airport — Contract Award**

This project consists of expanding the existing Shuttle Lot south to increase parking capacity. Major work items include asphalt pavement construction, curb and gutter, rerouting AOA fence, drainage improvements, earthwork, and parking lot lighting and signage modifications. The South Lot Expansion – Phase 2 project was advertised in *The Courier-Journal* and posted on the Authority’s website. Four bids were received. Upon review of all documentation provided, the lowest, most responsive bidder was Flynn Brothers Contracting, Inc. of Louisville, KY with a bid price of \$762,200.00. Authority staff and our consultant have reviewed the bid documents submitted by Flynn Brothers Contracting, Inc., have verified the bids to be responsive, and are recommending the contract award.

Mr. Mann recommended the Board award the contract for the Shuttle Lot Expansion – Phase 2 project to Flynn Brothers Contracting, Inc. at a bid price of \$762,200.00; 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. HNTB Task Orders 1 and 2 — Louisville Muhammad Ali International Airport — Approval**

On November 15, 2023, the Board approved the award of a Planning, Engineering, and Architectural Professional Services contract with HNTB. The contract requires Board approval for each Task Order.

Task Order 1 – 2024 Pavement Rehabilitation – Construction Services authorizes HNTB to provide construction administration and oversight services for the 2024 Airfield Pavement Rehabilitation project. This project is part of our annual pavement rehabilitation program at SDF

and will cover Runway 17R/35L, Runway 11-29, and Taxiways B, C, F, and M. The negotiated amount for Task Order 1 is \$347,256.00. This project is 90% funded by an FAA grant.

Task Order 2 – Taxiway L Extension, Phase 2 – Construction Services authorizes HNTB to provide construction administration and oversight services for the Taxiway L Extension, Phase 2 project. This project consists of the reconstruction of the intersection of Taxiways L and H, the construction of a new Taxiway Connector Q between Taxiway L and the Terminal Ramp, and widening of portions of Taxiway L. The negotiated amount for Task Order 2 is \$934,740.00. This project is 90% funded by an FAA grant.

Mr. Mann recommended the Board approve Task Orders 1 and 2 to the contract with HNTB for a combined negotiated amount of \$1,281,996.00; 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.

#### **6. Foth Task Orders 70, 71 and Amendment to Task Order 15 — Louisville Muhammad Ali International Airport — Approval**

On November 20, 2019, the Board approved the award of a Planning, Engineering and Architectural Professional Services contract to Foth for a three-year period. Subsequently, the option for an additional two-year term was approved on January 18, 2023.

Task Order 70 – Shuttle Lot Expansion – Phase 1 - Construction Services authorizes Foth to provide construction administration and observation services for the Shuttle Lot Expansion – Phase 1 project. This project consists of expanding the Shuttle Lot to the northwest over the existing drainage basin to increase parking capacity. Major work items include grading, installation of an underground water storage basin, placement of fill, construction of asphalt pavement, lighting, CCTV system and signage improvements. The negotiated amount for Task Order 70 is \$185,002.00.

Task Order 71 – Shuttle Lot Expansion – Phase 2 – Construction Services authorizes Foth to provide construction administration and observation services for the Shuttle Lot Expansion – Phase 2 project. This project consists of expanding the existing Shuttle Lot south to increase parking capacity. Major work items include asphalt pavement construction, curb and gutter, rerouting AOA fence, drainage improvements, earthwork, and parking lot lighting and signage modifications. The negotiated amount for Task Order 71 is \$165,958.00.

Task Order 25 – Amendment 1 – Deicer and Fuel Storage Facility – Construction Services adds additional construction administration associated with the rebid of the project and construction observation associated with the extension of contract time negotiated with the contractor with the rebid and the change from part time inspection to full time inspection. The negotiated amount for Amendment 1 to Task Order 25 is \$195,926.00.

Mr. Mann recommended the Board approve the above Task Orders to the contract with Foth for a combined negotiated amount of \$ 546,886.00; 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**

### **7. Automated Teller Machines Concession Agreement — Louisville Muhammad Ali International Airport — Award**

The Authority recently issued an invitation for proposals for the exclusive right to operate Automated Teller Machines (ATM) at Louisville Muhammad Ali International Airport for a term of five years. The specific terms of the invitation to submit proposals include a minimum percentage fee of 25% of monthly ATM surcharge income payable to the Authority.

Advertisements for this opportunity were placed in *The Courier-Journal*, *Louisville Defender*, TriState Minority Supplier Development Council, airport industry publications and on the Authority's website. Additionally, invitations to submit proposals were sent directly to numerous individuals as well as the certified vendor list for the Louisville Metro Human Relations Commission. The Authority conducted a non-mandatory pre-proposal meeting that was attended by representatives from three companies.

The Authority received four proposals, which were from Baumtech, LLC, Fifth Third Bank, N.A., MFB Processing LLC and US ATM Network, Inc. The Proposal submitted by Baumtech, LLC was received after the proposal due date, and the proposal from Fifth Third Bank did not include the required bid bond, so both were deemed nonresponsive. Based upon the factors outlined in the solicitation including cost, plan for ACDBE participation and favorable references from existing clients, staff selected US ATM Network, Inc. as the most responsive bidder. US ATM Network, Inc. proposes a percentage fee of 25% of monthly ATM surcharge income. US ATM Network, Inc. is a certified Airport Concession Disadvantaged Business Enterprise (ACDBE) in the Commonwealth of Kentucky.

Mr. Mann recommended the Board award the Automated Teller Machines Concession Agreement to US ATM Network, Inc. for a term of five (5) years 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.

### **6. Le Relais Restaurant Facility Lease Amendment 2 — Bowman Field — Approval**

The Authority and Le Relais Restaurant, Inc. ("Le Relais") are parties to a Restaurant Facility Lease Agreement, dated May 13, 2015, (the "Agreement"). The Agreement consists of an initial term of five years with two additional one-year renewal terms.

On August 18, 2022, the Authority and Le Relais entered into the First Amendment to the Agreement which (i) extended the term through June 30, 2027, (ii) provided one, two-year renewal term, upon mutual agreement of the Authority and Le Relais and (iii) required Le Relais to make additional improvements to the premises in an amount not less than \$30,000.00.

Le Relais has proposed to make additional improvements to the premises and the cost of such improvements is estimated at \$300,000.00. The parties have reached certain understandings regarding these additional improvements including the addition of two additional five-year renewal terms, under the same terms, conditions and payment provisions (a percentage fee of 5% of monthly gross receipts or a minimum monthly guarantee of \$3,000.00, whichever is greater) that are currently in effect.

Mr. Mann recommended the Board approve the Second Amendment to the Restaurant Facility Lease Agreement with Le Relais Restaurant, Inc.; 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 UPS postal contract begins in September and should have a positive effect on landed weights at SDF. Vice Chairman MacDonald advised the Board that UPS plans to hire 330 pilots to support the new business.

Mr. Mann advised the Board that we are preparing for Kentucky Derby 150. 2024 could set a new record with over 34,000 arriving seats for Wednesday through Friday. Thursday will be the busiest day for arrivals with over 15,000 seats. All airlines have increased capacity for Derby: American is up 22% versus a normal day and has added flights to six cities: Austin, Houston, Los Angeles, New York City (JFK), Phoenix and Raleigh-Durham. Delta is up 23% versus a normal day and has added service to Los Angeles, New York City (JFK), and Salt Lake City. Spirit is up 79% versus a normal day and has added service to Dallas-Fort Worth, Miami, Newark and Tampa. United is up 42% versus a normal day and has added service to Los Angeles and San Francisco. Southwest is up 14% versus a normal day and has added service to Austin, and Breeze is up 50% versus a normal day.

Mr. Mann advised the Board that we were hosting an Airport Roundtable in partnership with Cirium, AilevonPacific Aviation Consulting and The Quotient Group Aviation Marketing for six airlines and 30 to 40 attendees at Clayton and Crume and Hotel Genevieve. A highlight of the meetings included an opportunity for participants to see the Kentucky Derby Trophy.

There being no additional business the meeting adjourned at 3:22 p.m.

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Dale Boden, Chairman

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Dan E. Mann, Assistant Secretary

APPROVED