

**LOUISVILLE REGIONAL AIRPORT AUTHORITY
BOARD MEETING
NOVEMBER 20, 2024**

The regular meeting of the Board of the Louisville Regional Airport Authority was held on November 20, 2024. Chairman Dale Boden convened the meeting at 2:59 p.m. in the Boardroom of the Louisville Regional Airport Authority.

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

Staff Members in attendance: Ms. Pat Apone, Ms. Dodie Caulk, Mr. Dillon Chado, Ms. Natalie Ciresi Chaudoin, Mr. Jonathan Giardina, Mr. Anthony Gilmer, Mr. Kyle Hartlage, Ms. Noel Jolly, Mr. Dan Mann, Officer Aaron McCubbin, Ms. Kim Pemberton, Ms. Brenda Perry, Ms. Beverly Santamouris, Mr. Brian Sinnwell, Ms. Megan Atkins Thoben, Mr. Adam Thomas, Mr. Darrell Watson and Mr. Jason Wheeler.

Also in attendance: Ms. Kelly Curry, Mr. Jacob Franklin, Mr. Aaron Gohl, Mr. John Kraft, Ms. Michelle Morris, Mr. Tom Schnetzer, Ms. Holli Reger Smith, Mr. Todd Tabor and Ms. Melissa Vasher.

CONSIDERATION OF MINUTES

On motion duly made and seconded, the minutes of the Regular Board meeting held September 18, 2024, were unanimously approved. Mr. Cleo Battle, Mr. Mitchel Denham and Ms. Laura Benson Jones were not present for the approval of the minutes.

STAFF REPORTS

Ms. Beverly Santamouris provided the Financial Report. This report is the first for the new fiscal year. Fiscal-year-to-date operating revenues are \$30,589,452, which is 5.4% higher than budgeted and \$1,978,515 higher than the prior year. Fiscal year-to-date grant revenue is \$12,980,389, which is 73.5% higher than budgeted and \$8,977,358 higher than prior year. She does not anticipate as large a growth in passengers this fiscal year as SDF experienced last fiscal year, but landed weight should increase significantly.

Mr. Sinnwell provided the Planning and Facilities Report. In the LRZC, we have completed site preparation of Tract 2 in the Louisville Renaissance South Business Park. We advertised for design/builders to construct a building on the site and received four proposals: Afco Construction, Kelley Construction, East and Westbrook Construction and Paul Hemmer Construction. Afco Construction has dropped out of the selection process. Staff plan to interview the remaining firms the first week of December and will make an award recommendation at the January 15, 2025 Board meeting.

AUDIT COMMITTEE

Audit Committee Chairman Brian Lavin advised the Board that the audit findings were presented to the Audit Committee on November 7, 2024. There were three audits conducted: an audit of the financial statements, an audit of Federal expenditures and a passenger facility charge audit. All three audits received clean, unmodified opinions, which is the best opinion the Authority can receive. There were no internal control findings in the financial statement audit, and there were no non-compliance matters identified in the audit of the Federal expenditures or in the audit of the passenger facility charges. The Committee recommended that the Board accept the Fiscal Year 2024 Audit as it stands. On motion duly made and seconded, the Board accepted the Fiscal Year 2024 Audit.

CONSENT ITEMS

1. Appointment of Safety and Security Officer — Approval

The Director of Public Safety has reviewed the qualifications of Shaun White, has concluded he meets those set forth in the Board's November 18, 1998 resolution, and recommends his appointment as an airport Safety and Security Officer.

Mr. Mann recommended the Board appoint Shaun White as an airport Safety and Security Officer, to serve at the pleasure of the Board until such time as the Director of Public Safety shall terminate the appointment; and authorize and direct the Authority's Director of Public Safety to administer the Oath of Office. On motion duly made and seconded, the Board approved Mr. Mann's recommendation.

2. CMTA Energy Solutions Task Order 2B Amendment 6 — Louisville Muhammad Ali International Airport — Contract Award

At the September 15, 2021 Board meeting, the Board approved a contract with CMTA Energy Solutions (CMTA ES) for Construction and Energy Management Services for the next phases of Terminal Renovation work. Since then, several task orders have been brought to the Board for the various phases of design, construction and commissioning. In April 2023, the Board approved Task Order 2B for landside Mechanical Electrical and Plumbing work, the installation of new baggage claim equipment, renovations of rental car counters, relocation of the information desk and various lighting, ceiling and flooring improvements, as well as the purchase of certain equipment, all with a Guaranteed Maximum Price (GMP) for Task Order 2B of \$22,657,520.

To date, there have been five amendments to this task order to change the scope of work, with some additive and other deductive costs. The most recent amendment was approved by the Board in September 2024. As the project continues to progress, a sixth amendment to Task Order 2B is now necessary. This amendment includes the replacement of existing make-up air units and kitchen exhaust fans located on the roof above Book and Bourbon and Kentucky Fried Chicken. The units were purchased under a previously approved task order, with planned installation as the project progressed. This work also includes running new electric, controls, glycol hot water

pipng, and providing and installing an insulated pipe cabinet. This amendment also includes back-of-house ceiling work for the two restaurants, as well as Starbucks. The total cost of this amendment is \$295,840.52 which includes the above direct work costs, costs for CMTA, an allowance for unforeseen conditions and O&P to CMTA.

Mr. Mann recommended the Board approve Amendment 6 to Task Order 2B as outlined above, in the amount of \$295,840.52 which brings the new not to exceed amount of Task Order 2 B to \$24,415,433.69; 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. WSP Global Inc. — On-Call Material Testing, Inspection, and Geotechnical Services Contract Amendment No. 5 — Louisville Muhammad Ali International Airport and Bowman Field — Approval

On June 17, 2020, the Authority awarded the "On-Call Material Testing, Inspection, and Geotechnical Services" contract for Louisville Muhammad Ali International Airport and Bowman Field to Wood, PLC, now WSP Global, Inc. (WSP). The contract was initially for a three-year period, with an option for a two-year renewal. Amendment No. 4 authorized the renewal of WSP's contract for the additional two-year term. Amendment No. 5 authorizes an increase of \$500,000 to the contract. Due to high levels of construction activity this past year, existing funds have been fully utilized. To continue supporting both new and ongoing construction projects, Authority staff recommend this amendment to retain WSP's services, which are essential for meeting FAA Grant Assurances and are routinely required for construction projects at both airports.

Therefore, Mr. Mann recommended that the Board approve Contract Amendment No. 5 for "On-Call Material Testing, Inspection and Geotechnical Services" to WSP Global, Inc in the amount of \$500,000; 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. HNTB Task Orders 6 and 7 — Bowman Field — Approval

On November 15, 2023, the Board approved the award of a Planning, Engineering, & Architectural Professional Services contract with HNTB. The contract requires Board approval for each Task Order. Task Order 6 authorizes HNTB to provide design and bidding services for drainage improvements across Bowman Field. Key construction tasks are expected to include repairs or replacement of drainage structures, improvements to channels and ditches, and cleaning of pipes and culverts. Additionally, a survey of all grass areas within the Runway Object Free Area (ROFA) for both runways will be conducted for analysis. The negotiated amount for Task Order 6 is \$90,850.00. Task Order 7 authorizes HNTB to provide design and bidding services for pavement rehabilitation of both landside and airside pavements at Bowman Field. HNTB will collaborate with Authority staff to assess current conditions, identify asphalt areas needing repair, and prioritize sections for the project. Key construction tasks are expected to include crack repair, seal

coating, and asphalt reconstruction by milling and overlay. The negotiated amount for Task Order 7 is \$89,700.00.

Mr. Mann recommended the Board approve the above Task Orders to the contract with HNTB for a combined negotiated amount of \$180,550.00; 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.

ACTION ITEMS

5. Planning, Engineering and Architectural Services Consultant — Louisville Muhammad Ali International Airport and Bowman Field — Contract Award

Given the number of upcoming projects on tight schedules and the current Planning, Engineering, and Architectural Professional Services contract approaching the end of its extended two-year term, the Authority has proactively sought to secure a new contract for a project team to provide on-call planning, engineering, and architectural services for future projects at Louisville Muhammad Ali International Airport and Bowman Field. The selected firm may be tasked with a range of airfield and landside projects, including planning, design, environmental services, and construction management and inspection, with the option to undertake architectural services as needed.

A Request for Qualifications was advertised in *The Courier-Journal* and on the Authority's website. One firm submitted a qualified proposal for consideration. A consultant selection working group independently reviewed the proposal, confirmed it met all requirements, and is recommending Foth Infrastructure & Environment, LLC for the Planning, Engineering, and Architectural Services contract for an initial three-year period, with an option for an additional two-year term. A fee schedule, consistent with FAA and engineering standards, will be negotiated with Foth Infrastructure & Environment, LLC. This schedule will be applied to individual projects and presented to the Board for approval as each task order is developed.

Mr. Mann recommended the Board approve the award of a three-year contract for Planning, Engineering, & Architectural Services to Foth Infrastructure & Environment, LLC with the option of an additional two-year term; 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.

6. On-Call GIS Program and Surveying Services — Louisville Muhammad Ali International Airport and Bowman Field — Contract Award

In recent years, the Louisville Regional Airport Authority (LRAA) has transitioned from a CADD and paper-based system to a robust Geographic Information System (GIS) geodatabase. This system now integrates updated data from the latest AGIS and Airport Layout Plan (ALP) updates, along with utility information gathered from surveys and "As-Built" drawings. Moving beyond the foundational work established under the recently concluded General Surveying contract — which

primarily focused on survey work with some GIS support — the Authority has decided to refocus the contract to prioritize GIS functionality with necessary survey support. This next phase will further enhance our GIS by adding new applications for airport staff, providing streamlined access to essential information through a comprehensive dashboard.

A Request for Qualifications (RFQ) was advertised in *The Courier-Journal* and on the Authority's website. Five firms submitted qualified proposals for consideration. A consultant selection group independently reviewed the proposals and shortlisted two firms for interviews. Following interview evaluations and confirming all requirements were met, the selection group is recommending Arora Engineers for the On-Call GIS Program and Surveying Services contract for an initial three-year period, with an option to extend for an additional two-year term. A fee schedule, consistent with FAA and engineering standards, will be negotiated with Arora Engineers. This schedule will be applied to individual projects and presented to the Board for approval as each task order is developed.

Mr. Mann recommended the Board approve the award of a three-year contract for On-Call GIS Program and Surveying Services to Arora Engineers with the option of an additional two-year term; 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. Louisville/Jefferson County Metro Government Lease Amendment 1 — Bowman Field — Approval

The Authority and Louisville/Jefferson County Metro Government ("Louisville Metro") are parties to a Lease, dated, April 1, 2017 (the "Lease"), for a 98,128 square foot tract of land and the 8,242 square foot existing building. Louisville Metro currently uses the Premises for (i) rain gauge and precipitation collection facilities, (ii) storage and maintenance of Olmsted Parks Conservancy equipment and (iii) ambient air monitoring activities and related offices. The term of the Lease is month-to-month, and the existing rent is \$2,403.92 per month. Louisville Metro is proposing to make various improvements to the Premises and the parties have preliminarily reached certain understandings which include (i) amending the term of the Lease from a month-to-month tenancy to providing a one-year term with nine (9) additional one-year renewal terms at Louisville Metro's discretion, (ii) an estimated \$119,745.00 in additional improvements and (iii) a revised monthly rent adjusted annually by CPI or 3%, whichever is greater.

Mr. Mann recommended the Board approve the First Amendment to the Lease with Louisville/Jefferson County Metro Government; 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 updated the Board on the Terminal Area Plan being developed by our consultants,

Kimley Horn, who also developed SDF's Master Plan. Mr. Mann advised the Board that the Authority is developing the Terminal Area Plan to address customer service concerns like insufficient parking and SDF's complicated roadway network with multiple airport entry points, lack of decision-making distance, and complex intersections. The Terminal Area Plan also addresses changes to airport functions that require long-term planning, such as the extension of Taxiway C, construction of a Consolidated Rental Car Facility and Ground Transportation Center, and development of the area west of the Terminal.

Mr. Mann informed the Board that during the development of the Terminal Area Plan, UPS has advised the Authority that the extension of Taxiway C is no longer the high priority project as was communicated to the Authority at the start of the Terminal Area Plan process. Therefore, the Authority has shifted focus to the arrivals and departures roadway realignment project and the project to construct a north parking garage. The roadway realignment project will: simplify roadway geometry to reduce complexity and improve navigation for drivers; provide additional length of roadway and curb front parallel to the terminal building to allow for easier vehicle queueing and maneuvering; increase decision-making distance leading to the terminal to enhance wayfinding for drivers; create a dedicated cell phone lot within the terminal roadway loop to alleviate congestion and improve traffic flow for drivers picking up passengers; and improve circulation in the west terminal area. He anticipates this project will cost approximately \$49.5 million to complete. The north parking garage expansion project will provide a net increase of 1,138 stalls and is expandable and accommodates parking demand through 2038. This garage will cost \$108 million and will take 22 months to build. Mr. Mann advised the Board that he plans to bring a contract to design the road realignment and north parking to the Board for consideration at the March 2025 meeting.

Mr. Mann highlighted to the Board that each member had been provided with copies of the 2025 Board meeting schedule and the revised Board committee assignments.

Mr. Mann reminded the Board that the Holiday Open House will be held on Thursday, December 5th from 5:00 pm to 7:00 pm at the Bowman Field Administration Building and to please RSVP for the event.

There being no additional business the meeting adjourned at 3:23 p.m.

Dale Boden, Chairman

Dan E. Mann, Assistant Secretary