

**LOUISVILLE REGIONAL AIRPORT AUTHORITY
BOARD MEETING
MARCH 19, 2025**

The regular meeting of the Board of the Louisville Regional Airport Authority (the “Authority”) was held on March 19, 2025. Chairman Dale Boden convened the meeting at 3:01 p.m. in the Boardroom of the Authority.

Board members present: Mr. Cleo Battle, 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 and Mr. Mark Blieden. Mr. Tom Halbleib attended as counsel to the Board.

Staff members present: Ms. Pat Apone, Ms. Tairra Bridgewaters, Ms. Dodie Caulk, Ms. Natalie Ciresi Chaudoin, Ms. Jorgie Dermody, Mr. Jonathan Giardina, Mr. Josh Grimes, Mr. Damon Jewell, Ms. Noel Jolly, Mr. Dan Mann, 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: Mr. Keith Aultman, Mr. Tony Derricks, Mr. Jacob Franklin, Ms. Wendy Harrower, Mr. Joe Pittman, Mr. Vinay Polepalli, and Mr. Todd Tabor.

CONSIDERATION OF MINUTES

On motion duly made and seconded, the minutes of the Regular Board meeting held January 15, 2025, were unanimously approved.

STAFF REPORTS

Mr. Dan Mann opened the meeting by reminding attendees of the upcoming Strategic Planning Session, scheduled for Tuesday, March 25, 2025.

Mr. Brian Sinnwell presented his final Planning and Facilities Report to the Board. Having served with the Authority for 11.5 years as a member of the leadership team, Mr. Sinnwell successfully implemented the latest Airport Master Plan and oversaw hundreds of millions of dollars in capital improvements, primarily funded by FAA grants. He will be transitioning to a new role with Amazon Air in Nashville, TN, and we wish him the best in his new position.

In his final report, Mr. Sinnwell highlighted the security checkpoint expansion, a \$44 million project managed by Abel Construction Company, Inc., which is currently making progress on utility work. The central plant facility project, valued at \$30 million, is ongoing but has suffered delays due to the cold weather Louisville experienced in January and February of 2025. The new plant facility includes a generator building south of the existing main switchgear building, with three diesel generator sets and space for one future set, as well as fuel tanks sized for 72 hours of runtime and a battery energy storage system for demand reduction.

Mr. Sinnwell also provided an update on the residential sound insulation program, noting that the Authority has completed sound insulation for 804 homes since the program's inception. Phase 2 of the program, which includes 45 families, is currently out to bid. C&S Engineers, Inc. has been collaborating with the Authority on this program and hosted a contractor outreach session earlier this month to encourage local interest. Out of the 45 contractors solicited, five new contractors attended the session. Additionally, the Authority has updated its Noise Exposure Maps to reflect changes in noise patterns around the airfield. These maps are currently under review by the FAA and are awaiting their feedback. Mr. Sinnwell also informed the Board that the Authority will need to undergo a noise compatibility program update within the next year. Finally, Mr. Sinnwell shared that a team will soon be onsite at SDF to conduct active noise control system testing. The system uses speakers directed at aircraft to cancel out noise through opposing sound waves. The military conducted similar tests at BWI airport that proved to be effective.

Ms. Beverly Santamouris provided the Financial Report. Fiscal-year-to-date operating revenues are \$62,358,406, which is 4.1% higher than budgeted and \$5,176,291 higher than the prior year. Fiscal-year-to-date operating expenses are \$29,489,796, which is 1.4% above budget and \$2,632,117 greater than the prior year. Enplanements were slightly down in January and February compared to last year, mainly due to canceled flights caused by severe weather. However, landed weights continue to exceed expectations, largely due to UPS acquiring the USPS contract.

CONSENT ITEMS

1. Appointment of Safety and Security Officers — Approval

The Director of Public Safety has reviewed the qualifications of Zackary Nicholson and Patrick Smith and has concluded they meet those set forth in the Board's November 18, 1998 resolution, and recommends their appointment as airport Safety and Security Officers.

Mr. Mann recommended the Board appoint Zackary Nicholson and Patrick Smith as airport Safety and Security Officers, to serve at the pleasure of the Board until such time as the Director of Public Safety shall terminate the appointments; 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. Janitorial Services Contract Amendment — Louisville Muhammad Ali International Airport and Authority Offices — Approval

The Authority currently has a contract with Flagship Aviation Services, LLC ("Flagship") to provide regular daily janitorial services for the Louisville Muhammad Ali International Airport and the Authority Administrative Offices. The contract was approved by the Board in March of 2022 for an initial term of three years with two renewal options of one-year. The contract had an original not-to-exceed amount of \$8,627,301.65.

In the three years following the Board's approval of the contract, there have been three amendments to the contract to include additional personnel and services to both concourses and

baggage handling areas to assist with the increased flow of traffic. The additional services increased the cleaning service fee by \$189,120.32 for a new not-to-exceed amount of \$8,816,421.97.

The Authority has experienced quality service with Flagship and the staff is recommending a contract amendment to exercise the first one-year extension option and provide an increase to the contract amount. Therefore, the staff is recommending adding \$3,070,000 for the continuation of services.

Mr. Mann recommended the Board approve a one-year extension of the Janitorial Services Contract with Flagship Aviation Services through April 30, 2026, with a new not-to-exceed total of \$11,886,421.97; 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. Air Cargo Facility Lease Agreement — Louisville Muhammad Ali International Airport — Approval

This lease involves Southwest Airlines Co. ("Southwest"), who currently leases 9,408 sq. ft. of space in the Air Cargo Facility at Louisville Muhammad Ali International Airport. The current lease expired February 28, 2025. Staff and Southwest have negotiated a new lease retroactive to March 1, 2025 with an initial term of one (1) year, and includes three (3) additional one-year renewal terms.

Staff and Southwest have negotiated a revised monthly base rent in the amount of \$10,435.04, which equates to a two percent (2%) increase over the current monthly base rent. Upon each subsequent renewal, the monthly base rent will increase at a rate of two percent (2%). The lease also includes a monthly common area maintenance fee, which shall initially be \$3,739.68, effective March 1, 2025.

Mr. Mann recommended the Board approve the Air Cargo Facility Lease Agreement with Southwest Airlines Co. for an initial term of one year with three, one-year renewal terms, 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.

4. United States Postal Service Agreement and First Amendment to Lease — Louisville Muhammad Ali International Airport — Approval

The Authority and the United States Postal Service ("USPS") are parties to a Lease, dated March 2, 1995 (the "Lease"), for a 435,604 square foot tract of land at Louisville Muhammad Ali International Airport whereby the USPS constructed an Air Mail Facility on the premises. The Lease expires December 3, 2025 and at such time the improvements revert to the Authority. The current monthly base rent is in the amount of \$28,059.90.

In anticipation of the expiring term, the parties have negotiated terms of an Agreement and First Amendment to Lease which include: (i) extending the term through December 31, 2030, (ii) to accommodate adjacent UPS Northwest Quadrant Ground Lease we reduced the area of the Premises to 410,771 square feet, (iii) a revised monthly base rent in the amount of \$49,934.75 and (iv) real estate commissions to the USPS broker, Jones Lang LaSalle Americas, Inc., in the amount of \$119,843.40.

Mr. Mann recommended the Board approve the Agreement and First Amendment to Lease with the United States Postal Service; 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. Aero Bridgeworks, Inc. Task Order 5 — Schematic Design of Six Replacement Passenger Boarding Bridges and Replacement of Preconditioned Air Units (PCAs) — Louisville Muhammad Ali International Airport — Approval

At the May 20, 2020, Board Meeting, a Master Agreement with Aero Bridgeworks, Inc. was approved for a period of three years with annual renewal options of one year. Since that time, Task Order No. 1 and Task Order No. 2 have been issued for the installation of 19 Passenger Boarding Bridges and ancillary support equipment in the total amount of \$23,793,341. Task Orders No. 3 and No. 4 were subsequently issued to extend the Agreement term until August 3, 2025.

Based upon the successful performance of services to date, staff is seeking approval of Task Order No. 5 for the schematic design of the replacement of an additional six Passenger Boarding Bridges. Task Order 5 will include conceptual engineering design for the boarding bridges, aircraft parking planning as well as schematic design for the replacement of Preconditioned Air Units with larger units at the new and existing aircraft gates where required.

The proposed fee for the 30% schematic design services is \$186,380. All work shall be performed under the original terms and conditions of the established Master Agreement between Aero Bridgeworks, Inc. and the Louisville Regional Airport Authority. In accordance with the previous proposals, the total not-to-exceed value of the Task Orders is \$23,979,721.

Mr. Mann recommended the Board approve Task Order 5 to the contract with Aero Bridgeworks, Inc. for a negotiated amount of \$186,380; 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. Kimley-Horn and Associates, Inc. — One-Year Contract Extension Terminal Area Plan — Louisville Muhammad Ali International Airport — Approval

On November 15, 2023, the Board approved the award of the contract for a Terminal Area Plan with Kimley-Horn and Associates, Inc. This contract was for a one-year term with an option to renew it for two additional one-year terms.

Airport Authority staff recommend awarding an additional one-year term to extend the contract to March 2026. If approved, any additional services requested for the Terminal Area Plan will be negotiated with Kimley-Horn and Associates, Inc. and presented to the Board for approval.

Mr. Mann recommended the Board approve the one-year contract extension with Kimley-Horn and Associates, Inc. for the development of a Terminal Area Plan; 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. Foth Infrastructure & Environment, LLC Task Orders 3 and 4 — Planning, Engineering and Architectural Services — Louisville Muhammad Ali International Airport and Bowman Field — Approval

On November 20, 2024, the Board approved the award of a Planning, Engineering & Architectural Services contract to Foth for a three-year period. The contract requires Board approval for each Task Order.

Task Order 3 authorizes Foth to provide construction administration and observation services for the Rehabilitate Airfield Pavements 2025A project. This project's primary goal is to rehabilitate Louisville Muhammad Ali International Airport (SDF) pavement in the critical areas near the intersection of Runway 17R-35L, Runway 11-29, and Taxiway C. The project will include removing and replacing PCC slabs on the runway and taxiway, as well as any associated lights. The negotiated amount for Task Order 3 is \$132,489.

Task Order 4 authorizes Foth to provide design and bidding services for the Obstruction Mitigation project at Bowman Field Airport. The project involves evaluating approach surfaces for all four runway ends, identifying obstructing trees, and developing a mitigation program to maintain clear approach paths, enhance safety, and ensure compliance. Once an initial set of trees are determined, plans and specifications will be prepared for public bidding. The work will include tree trimming, tree removal, and landscaping restoration. The negotiated amount for Task Order 4 is \$377,435.

Mr. Mann recommended the Board approve the Task Orders 3 and 4 to the contract with Foth for a combined negotiated amount of \$509,924; 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

8. Federal Congressional Engagement and Advisory Services in support of Funding Opportunities — Approval

This agenda item was tabled until a later meeting date.

9. Rehabilitate Airfield Pavements 2025A — Louisville Muhammad Ali International Airport — Award

This Project is part of our annual pavement rehabilitation program at SDF and will include work on Runway 17R-35L, Runway 11-29, and Taxiway C. The scope of work consists of rapid removal and replacement of concrete pavement slabs, including associated in-pavement light replacements, pavement grooving, joint sawing and sealing, and pavement markings.

The Rehabilitate Airfield Pavements 2025A project was advertised in *The Courier-Journal* and the *Louisville Defender* and was posted on the Authority's website and with the *Tri-State Minority Supplier Development Council*. Two bids were received. Upon review of all documentation provided, the lowest, most responsive bidder was E&B Paving, LLC of Jeffersonville, IN with a bid price of \$1,179,000.

Authority staff and our consultant have reviewed the bid documents submitted by E&B Paving, LLC, 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 Rehabilitate Airfield Pavements 2025A to E&B Paving, LLC of Jeffersonville, IN at a bid price of \$1,179,000; 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.

10. Alliance — Phase 2 Terminal Enhancement and Remodeling Program Consulting Services Contract Amendment 9 — Louisville Muhammad Ali International Airport — Approval

At the January 20, 2015 board meeting, Alliance was awarded the contract to lead the design of the Terminal Enhancement and Remodeling Program. Additionally, the Board approved an amendment to the contract with Alliance at the July 18, 2018 board meeting to provide consulting services required for Phase 2 design of the terminal enhancement and remodeling program as a continuation of comprehensive upgrades to public spaces of the terminal, including interior renovations, technology updates and a range of exterior & landside enhancements. The Board also approved Amendment No. 8 to the contract with Alliance at the January 15, 2025 board meeting for additional design services for the Ticketing renovation project.

The purpose of Contract Amendment No. 9 is to authorize Alliance to provide additional design services for the expansion of the existing landside west vestibule to allow improved passenger circulation and building temperature control. In accordance with the previously approved unit rates with Alliance, the not-to-exceed value of Contract Amendment No. 9 is \$131,387.

Mr. Mann recommended the Board approve the above Amendment No. 9 to the contract for Terminal Enhancement and Remodeling Program Consultant Phase 2 Design Services with

Alliance of Minneapolis, MN in the not-to-exceed amount of \$131,387 for a new total not-to-exceed amount of \$15,849,936.76; 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.

11. HNTB Task Orders 9 and 10 and Amendment 1 to Task Order 1 — Louisville Muhammad Ali International Airport — Approval

On November 15, 2023, the Board approved the award of a Planning, Engineering, & Architectural Professional Services contract with HNTB for a three-year period. The contract requires Board approval for each Task Order #.

Task Order 9 authorizes HNTB to provide design and bidding services for the Expand Maintenance Parking Areas & Relocate Perimeter Fencing project at the SDF Maintenance Facility. The project includes expanding parking areas both inside and outside the security fence and relocating the fence around the maintenance yard as needed to accommodate the expansions. The negotiated amount for Task Order 9 is \$98,431.

Task Order 10 authorizes HNTB to provide design and bidding services for the Rehabilitate Maintenance Building Loading Dock project at the SDF Maintenance Facility. The project includes renovations to the loading dock and maintenance building to enhance access for personnel and equipment, incorporating a retaining wall, door modifications, security/access controls, and a new drop box. The negotiated amount for Task Order 10 is \$125,564.

Amendment 1 covers additional material testing by HNTB's subconsultant, WSP USA, Inc., required during construction. Testing was scheduled as needed, based on the contractor's schedule. The negotiated amount for Amendment 1 to Task Order 1 is \$43,047.75 and will be 90% funded by an FAA grant.

Mr. Mann recommended the Board approve the above Task Orders and Amendments to the contract with HNTB for a combined negotiated amount of \$ 267,042.75; 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. On motion duly made and seconded, the Board approved Mr. Mann's recommendation.

12. Foth Task Order 65 Amendment — Planning, Engineering, & Architectural Professional Services — Louisville Muhammad Ali International Airport — Approval

On November 20, 2019, the Board approved the award of a Planning, Engineering & 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.

On November 15, 2023, the Board approved Task Order 65, authorizing Foth to provide design and bidding services for a fuel system project at LOU. The project includes installing a 100LL self-service fuel system and fueling apron, both owned and operated by LRAA. During project

development, Authority staff identified a centralized location and determined that incorporating the proposed aircraft wash rack into the design would be beneficial, particularly due to the need for an oil-water separator or similar system to meet local requirements for fueling spill containment and wash water treatment.

To address this, the Authority proposes Amendment 1 to add design services for the wash rack facility to Task Order 65 while creating a separate bid package to expedite its construction ahead of the fuel system's final design. The negotiated amount for Amendment 1 is \$56,600.

Mr. Mann recommended the Board approve the above Amendment 1 to Task Order 65 to the contract with Foth for a negotiated amount of \$56,600; 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. On motion duly made and seconded, the Board approved Mr. Mann's recommendation.

OTHER BUSINESS

Mr. Mann presented a video discussing the role of the "Fixers and Fillers" who transformed into the Operations Coordinator ("Coordinator") role within the Authority. These personnel started as ground handler positions for Sun Country and slowly became more versatile adopting other roles like aviation worker screening, baggage handling, jet bridge operators and other duties as required.

Ms. Megan Atkins Thoben spoke about how when Mr. Mann first arrived at SDF, there was no operations department, which is unusual in the airport industry. Typically, the operations department is responsible for integrating the experiences of the various businesses within the terminal, ensuring they work together to create a cohesive passenger experience. Additionally, the operations department oversees maintaining the facilities, ensuring airfield compliance, and securing the premises.

Ms. Thoben also highlighted the high workload faced by full-time Operations Specialists ("Specialists"). It was common for passenger issues to be secondary to airfield responses. To address passenger frustrations, particularly with long wait times in baggage claim, deplaning, or boarding, the Coordinator position was expanded after the Authority hired part-time personnel to manage ground services for Sun Country. This initiative helped foster a new airline partnership out of Louisville, ensured the Authority met new TSA-mandated requirements for an aviation worker screening program, and reassured passengers by providing personal notices that steps were being taken to resolve any issues they were experiencing. Coordinators have been instrumental in reducing TSA wait times by assisting TSOs at the pop-up lane during peak departure times. The Coordinator position has also proven to be an effective pipeline for hiring within the department for future Specialists.

There being no additional business the meeting adjourned at 3:45 p.m.

Dale Boden, Chairman

Dan E. Mann, Assistant Secretary