LOUISVILLE REGIONAL AIRPORT AUTHORITY
BOARD MEETING
JULY 16, 2025

The regular meeting of the Board of the Louisville Regional Airport Authority was held on July 16, 2025. Vice Chairman Brian Lavin convened the meeting at 3:05 p.m. in the Boardroom of the Louisville Regional Airport Authority.

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

Staff Members in attendance: Ms. Pat Apone-Scanlan, Officer Jonathan Biven, Ms. Tairra Bridgewaters, Ms. Dodie Caulk, Ms. Lauren Deel, Ms. Jorgie Dermody, Mr. Jonathan Giardina, Mr. Anthony Gilmer, Mr. Kyle Hartlage, Ms. Noel Jolly, Mr. Dan Mann, Ms. Kim Pemberton, Ms. Brenda Perry, Mr. David Prince, Ms. Beverly Santamouris, Ms. Megan Atkins Thoben, Mr. Adam Thomas, Mr. Darrell Watson and Mr. Jason Wheeler.

Also in attendance: Mr. Phil Clark, Mr. Tony Derricks, Ms. Allie Glover, Ms. Wendy Harrower, Mr. Avi Hocker, Ms. Brenda Medina, Ms. Maritza Morales, Ms. Michelle Morris, Mr. Zachary Neds, Ms. Holli Roger Smith, and Mr. Todd Tabor.

APPROVED

CONSIDERATION OF MINUTES

On motion duly made and seconded, the minutes of the Regular Board meeting held June 18, 2025, were unanimously approved.

STAFF REPORTS

Mr. Hartlage provided drone footage showcasing the progress of several key projects, including the Central Generator Plant and Microgrid, Security Checkpoint Expansion, Remote Maintenance Lot, Reconstruction of Taxiway B, and Tract 2 within the Louisville Renaissance Zone.

CONSENT ITEMS

1. Appointment of Safety and Security Officer — Approval

The Director of Public Safety has reviewed the qualifications of Dustin Clem, 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 Dustin Clem 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. Circuit Switchgear Repairs for Alternate Power Source; Emergency Declaration for Purchase — Louisville Muhammad Ali International Airport — Information Item

The Airport Authority's Purchasing Contracts and Leasing Policy ("the Policy") authorizes the Executive Director to make purchases up to $1,500,000 without public advertisement in the event of an emergency 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 Chair or another Board officer. In May, it became necessary to obtain electrical repair services for the alternate power circuit after a lightning strike resulted in the loss of power to the circuit. An inspection of the circuit's switchgear revealed significant damage to several components. As a result, the airport's backup utility circuit was out of service, leaving only the primary feed operational. Reliance on a single power source exposes the airport to risk of operational interruptions and unsafe conditions should any issues arise with the primary circuit. After receiving the appropriate written notification, Board Chair Dale Boden approved the emergency repairs via email on June 26, 2025. Through the local distributor, Louisville Winlectric, the Authority engaged Siemens, who is the manufacturer of the affected switchgear components, to conduct the assessment, complete the necessary repairs, and recommission the switchgear. The estimates for parts, materials, and labor total $100,357.90. Additionally, Henderson Services was engaged to supply several generators and manage the project. The daily rate for the generators, components, labor and materials will be approximately $15,105. The preliminary cost estimate for the entire project is $350,000. As repairs progress, additional parts and repairs may be identified, but it is anticipated that the overall total cost will remain below the Executive Director's emergency spending authority.

This is being provided for information purposes. No action is required. In accordance with the Policy, final expenditures in excess of $37,050 that did not have prior board approval will be reported to the Board at a future board meeting under the Executive Director Approvals portion of the Board Finance Report.

3. Axtell Pavement Solutions, LLC — Airfield Markings Removal and Repainting Services Agreement Amendment 2 — Louisville Muhammad Ali International Airport — Approval

In January of 2023, the Board approved a contract with Axtell Pavement Solutions, LLC of Scott Township, PA for Airfield Markings Removal and Repainting Services. This contract had an initial two-year term and a total contract value of $800,000, with the option of three additional one-year extensions. In February 2025, the First Amendment was executed, increasing the contract not-to-exceed amount to $1,295,000 for ongoing services and extending the agreement term one-year through February 20, 2026.

Based upon Axtell's successful performance to date and the Authority's increased need for the services Axtell provides, staff seeks approval to add $1,248,063 to the current agreement. This

APPROVED

second amendment will result in a total not-to-exceed amount to $2,543,063. The necessary budgeted funds are available to support this service.

Mr. Mann recommended the Board approve Amendment No. 2 to the Agreement for Airfield Markings Removal and Repainting Services with Axtell Pavement Solutions in an amount of $1,248,063 with a new not-to-exceed amount of $2,543,063; 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. Sixth Amendment to Rental Car Concession Agreements and Second Amendment to Rental Car Remote Service Center Leases — Louisville Muhammad Ali International Airport — Approval

At its July 15, 2015 meeting, the Board awarded seven Rental Car Concession Agreements, representing nine brands, to experienced and qualified operators. In addition, the Board awarded three Rental Car Remote Service Center Leases for rental car operations, also representing nine brands. At its September 21, 2016 meeting, the Board awarded two additional Rental Car Remote Service Center Leases to existing rental car operators currently operating at the Airport. The terms of the Rental Car Concession Agreements and Rental Car Remote Service Center Leases will expire August 31, 2025. In anticipation of the expiring term, the parties have negotiated terms of a Sixth Amendment to the Rental Car Concession Agreement which includes: (i) extending the term through August 31, 2030, (ii) removal of the 5-mile radius clause, (iii) added language to reflect electric vehicle charging (fuel to fill) and (iv) updated Nondiscrimination & ACDBE language. Further, the parties have negotiated terms of a Second Amendment to the Rental Car Remote Service Center Lease which includes: (i) extending the term through August 31, 2030 and (ii) updated Nondiscrimination & ACDBE language.

Mr. Mann recommended the Board approve the Sixth Amendment to the Rental Car Concession Agreements with Avis Rent A Car System, LLC (Avis); Avis Budget Car Rental, LLC (Budget and Payless); DTG Operations, Inc. (Dollar and Thrifty); EAN Holdings, LLC d/b/a Alamo Rent A Car (Alamo); EAN Holdings, LLC d/b/a Enterprise Rent-A-Car (Enterprise); EAN Holdings, LLC d/b/a National Car Rental (National); and The Hertz Corporation (Hertz); and approve the Second Amendment to the Rental Car Remote Service Center Leases with Avis Rent A Car System, LLC (Avis); EAN Holdings, LLC d/b/a National Car Rental (National); and The Hertz Corporation (Hertz); 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. Calhoun Construction Services, Inc. — SDF Concourse Improvements — Louisville Muhammad Ali International Airport — Award

This project encompasses selective demolition and renovation of the Concourse Connector, Concourse Rotunda, Concourse A, and Concourse B at Louisville Muhammad Ali International Airport. The SDF Concourse Improvements Project was posted on the Authority's website and

APPROVED

advertised in *The Courier-Journal*. Six bids were received. Upon review of all documentation provided, the lowest, most responsive bidder was Calhoun Construction Services, Inc. of Louisville, KY with a base bid price of $43,247,000. In addition, three bid alternates were accepted, totaling $305,000, resulting in a total contract amount of $43,552,000. This project will be partially funded by an FAA grant. Authority staff and the consultant have reviewed the bid documents submitted by Calhoun Construction Services, Inc, have verified the bids to be responsive, and recommed the contract award.

Mr. Mann recommended the Board award the contract for the SDF Concourse Improvements at Louisville Muhammad Ali International Airport to Calhoun Construction Services of Louisville, KY at a bid price of $43,552,000; 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.

6. HNTB Task Orders 13 and 14 Planning, Engineering, & Architectural Professional Services — 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 for a three-year period. The contract requires Board approval for each Task Order.

Task Order 13 authorizes HNTB to provide design and bidding services for the Runway 17R-35L and Taxiway F Grading Improvements project at Louisville Muhammad Ali International Airport. The project includes relocation of existing electrical and communication duct banks and manholes located between Taxiways A and B, crossing Runway 17R/35L and Taxiways A and F. These utilities were previously noted in a Part 139 inspection as not meeting Runway Safety Area (RSA) grading tolerances and are to be regraded in accordance with FAA design standards. Additionally, the Authority is currently conducting a field inspection of the grading along Runway 17R-35L and the associated taxiways to identify any additional areas that require corrective action. Any areas identified during this inspection will be incorporated into the project scope. The negotiated amount for Task Order 13 is $132,125. This task order will be 90% funded by an FAA grant.

Task Order 14 authorizes HNTB to provide design and bidding services for the West Terminal Area Improvements project at Louisville Muhammad Ali International Airport. This project is enabling work for the Terminal Approach Road Relocation and includes construction of additional parking and new entrance and exit roadways to the Premier West Parking Lot and Ground Transportation Center. The project is being phased to maintain current operations of these facilities while the northern portion of the parking lot and existing entrance roads are demolished to make way for the new terminal access roads. The negotiated amount for Task Order 14 is $ 404,275.

Mr. Mann recommended the Board approve Task Orders 13 and 14 to the contract with HNTB for a combined negotiated amount of $ 536,400; 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.

APPROVED

7. Foth Task Orders 13, 14 and 15 Planning, Engineering, & Architectural Professional Services — Louisville Muhammad Ali International Airport and Bowman Field — Approval

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

Task Order 13 authorizes Foth to provide construction administration and observation services for the LOU Wash Rack and Aviation Fuel Tank Project at Bowman Field. The project includes a proposed wash rack and aviation fuel tank facility and associated site improvements on the east apron. The work for this project includes installing a concrete pad, above ground fuel tank, hose bib, trench drain, and oil water separator. The negotiated amount for Task Order 13 is $76,152.

Task Order 14 authorizes Foth to provide design and bidding services for the Reconstruct Taxiway B – Phase 3 project at Louisville Muhammad Ali International Airport. This is the third and final phase of the Taxiway B Reconstruction Program. The project includes the pavement between Taxiway B4 and B3 along Taxiway B. The work consists of PCC pavement, asphalt shoulders, new airfield lighting, and drainage improvements. The negotiated amount for Task Order 14 is $664,359. This task order will be 90% funded by an FAA grant.

Task Order 15 authorizes Foth to provide design and bidding services for the Rehabilitate Taxiway A project at Bowman Field. The project consists of crack repair, milling, overlay, and new pavement markings along the entirety of Taxiway A, one of the busiest taxiways on the airfield being the parallel taxiway to Runway 6-24. The negotiated amount for Task Order 15 is $169,475. This task order will be 90% funded by an FAA grant.

Mr. Mann recommended the Board approve the above Task Orders to the contract with Foth for a combined negotiated amount of $909,986; 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

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

At the January 20, 2015 board meeting, Alliiance 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 Alliiance 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 9 to the contract with Alliiance at the March 19, 2025 board meeting for

APPROVED

additional design services for the Landside West Vestibule Expansion. The purpose of Contract Amendment 10 is to authorize Alliiance to provide construction administration services for the Concourse Improvements project and design and bidding services for the Terminal Façade Improvements. In accordance with the previously approved unit rates with Alliiance, the total not-to-exceed value of Contract Amendment 10 is $3,805,184.

Mr. Mann recommended the Board approve Amendment 10 to the contract for Terminal Enhancement and Remodeling Program Consultant Phase 2 Design Services with Alliiance of Minneapolis, MN in the not-to-exceed amount of $3,805,184 for a new total not-to-exceed amount of $19,655,120.80; 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. TPM, Inc. — Wash Rack and Aviation Fuel Tank — Bowman Field — Award

This project encompasses the proposed construction of a wash rack and aviation fuel tank at Bowman Field. This project will include a concrete pad, above ground fuel tank, hose bib, trench drain, and oil water separator. The project was posted on the Authority's website and was advertised in *The Courier-Journal*, in the Tri-State Minority Supplier Development Council's newsletter, and in the *Louisville Defender*. Two bids were received. Upon review of all the documentation provided, the lowest, most responsive bidder was TPM, Inc. of Bowling Green, KY with a bid price of $1,844,377.

Mr. Mann recommended the Board approve the contract for the LOU Wash Rack and Aviation Fuel Tank at Bowman Field to TPM, Inc. of Bowling Green, KY at a bid price of $1,844,377; 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. Buckeye Construction & Restoration, Ltd. — Admin Building Exterior Envelope Improvements — Bowman Field — Award

This project encompasses the repair and restoration of the existing exterior façade of the Administration Building at Bowman Field; including existing brick repair and replacement, tuckpointing, parapet wall coping repair, and repair of additional façade elements. The project was posted on the Authority's website and was advertised in *The Courier-Journal*, in the Tri-State Minority Supplier Development Council's newsletter, and in the *Louisville Defender*. Four bids were received. Upon review of all documentation provided, the lowest, most responsive bidder was Buckeye Construction & Restoration, Ltd. of Waterford, OH with a bid price of $304,523.

Mr. Mann recommended that the Board award the contract for the LOU Admin Building Exterior Envelope Improvements Project at Bowman Field to Buckeye Construction & Restoration, Ltd. of Waterford, OH at a bid price of $304,523; 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.

APPROVED

4. Intertech Mechanical Services, Inc. — Administration Building HVAC Improvements — Bowman Field — Award

This project encompasses renovations and improvements to the existing HVAC systems of the Administration Building at Bowman Field; including modifications to the HVAC systems to address negative pressure problems within the building. The LOU Administration Building HVAC Improvements project was advertised in *The Courier-Journal*, in the Tri-State Minority Supplier Development Council's newsletter, in the *Louisville Defender* and was posted on the Authority's website. One bid was received. Upon review of all documentation provided, the lowest, most responsive bidder was Intertech Mechanical Services, Inc. of Louisville, KY with a bid price of $262,515. This bid price exceeded available funds.

The Kentucky Model Procurement Code (hereinafter "MPC") established in KRS Chapter 45A permits negotiation of sealed bids prior to award when bids exceed available funds, including under circumstances where there is only one responsive bidder. As a municipality established by KRS Chapter 183, the Authority is neither bound by nor has it adopted the MPC. However, the Authority has elected to abide by the philosophy of the MPC. Accordingly, staff and Intertech Mechanical Services, Inc. participated in noncompetitive negotiations resulting in a new total price of $244,515.

Mr. Mann recommended the Board award the contract for the LOU Administration Building HVAC Improvements at Bowman Field to Intertech Mechanical Services, Inc. of Louisville, KY at a bid price of $244,515; 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. Leisure Development, LLC — Sale of Heritage Creek Property (Phase 3) — Approval

The Authority undertook the Heritage Creek Innovative Housing Program as a part of its Federal Aviation Administration-approved Part 150 Noise Mitigation/Voluntary Residential Relocation Program. The Authority's Voluntary Residential Relocation Program was initially undertaken as a part of the Authority's previous Louisville Airport Improvement Program and subsequently approved by the FAA as a part of the Authority's 1994 Part 150 Noise Mitigation Plan eligible for federal financial participation.

For development purposes, Heritage Creek was divided into three phases, Phase 1, Phase 2 and Phase 3. As of April 2018, 423 homes had been built and occupied in Phase 1 and Phase 2. At such time, the relocation by the Authority of property owners to the Heritage Creek Development had been substantially completed; therefore, the Authority solicited proposals to sell the remaining 192 undeveloped lots in Phase 1 and Phase 2. In April 2018, the Board approved the sale of the 192 lots to Fischer Development (Grand Communities, Ltd.). The transaction closed in October 2018.

APPROVED

Phase 3 consists of approximately 52.05 acres (the "Phase 3 Property") and remains substantially undeveloped. In February 2024, staff issued a Request for Qualifications for real estate broker services to market the Phase 3 Property. As a result of the solicitation, staff selected SVN Menish Commercial Real Estate, LLC ("SVN Menish") to market the Phase 3 Property.

SVN Menish listed the property for sale in April 2024. In September 2024, the Authority entered into an Agreement of Purchase and Sale with JTWT, LLC for the Phase 3 Property; however, the transaction was ultimately terminated. SVN Menish continued marketing the property and staff has come to a mutual agreement of the terms and conditions of an Agreement of Purchase and Sale with Leisure Development LLC for a sale of the Phase 3 Property in the amount of $2,700,000.00.

Staff believe this transaction supports the Authority's long-standing commitment to the Heritage Creek Innovative Housing Program and is the most desirable and advantageous to the Authority and Heritage Creek. Accordingly, staff recommends approving the terms and conditions of the Agreement and Purchase and Sale to Leisure Development LLC.

Mr. Mann recommended the Board approve the sale and conveyance of approximately 52.05 acres in Phase 3 in the amount of $2,700,000.00 to Leisure Development LLC; and authorize the Executive Director to execute the Agreement of Purchase and Sale between the Authority and Leisure Development LLC, and the documents necessary to execute the closing, 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 thanked Mr. Pat MacDonald and Ms. Lesa Seibert for their service to the Board. Their terms of office expired on July 16, 2025, and Mayor Greenberg has informed Mr. Mann of his intention to appoint two new individuals to fill the open Board positions.

There being no additional business the meeting adjourned at 3:27 p.m.

_____ _____

Brian Lavin, Vice Chairman Dan E. Mann, Assistant Secretary

APPROVED