

REGULAR MEETING OF THE BOARD OF COMMISSIONERS, MEMPHIS-SHELBY COUNTY
AIRPORT AUTHORITY (MSCAA) December 13, 2018

CALL TO ORDER

APPROVAL OF BOARD MEETING MINUTES *November 15, 2018*

RECOGNITION OF VISITORS, OTHERS

Resolutions for Approval This Month

1. Approval of Contract- Cooperative Purchase Agreement for Equipment, Supplies and Services for Replacement Signage at the Airport Entrance and Exit- Daktronics.
2. Approval of Contract Amendments No. 3 & 4 – Airfield Maintenance and Warehouse Facility (Design) – The Horrell Group Architects / Self Tucker Architects (Joint Venture)
3. Approval of Contract– Construction Quality Control and Testing Services – Professional Services Industries, Inc.
4. Approval of Contract – Disparity Study Update - Colette Holt and Associates
5. Approval of Contract – Airport Enterprise System
6. Approval of Contract Renewal – ATM Lease Agreement w/ First Tennessee National Bank
7. Approval of Agreement- Purchase of Legacy Bricks w/ Single Source Provider– ACME Brick
8. Nomination of 2019 Board Secretary

Division Reports

TREASURER and PROPERTIES REPORTS

Forrest Artz, Vice President of Finance and Administration/CFO

OPERATIONS REPORT

Terry Blue, Vice President of Operations

INFORMATION ITEMS

NEXT BOARD MEETING – January 17, 2019

RESOLUTION

WHEREAS, in accordance with state law requirements and internal policy (Policy 801 (7)(a)), the Memphis-Shelby County Airport Authority ("Authority") is authorized to participate in the cooperative purchasing of equipment, supplies, and services; and,

WHEREAS, the Authority approved purchases pursuant to the Master Intergovernmental Cooperative Purchasing Agreement ("Agreement") with the National Intergovernmental Purchasing Alliance Company ("IPA"); and,

WHEREAS, pursuant to this Agreement, the Authority desires to purchase replacement signage for our front entrance and exit drives; and,

WHEREAS, the referenced entrance and exit signs are at end-of-life cycle and have become challenging to get parts and make repairs; and,

WHEREAS, a service agreement will be entered into under the National IPA Contract No. R170101 with Daktronics; and,

WHEREAS, the two replacement signs are priced at a total of \$113,872.00; and,

WHEREAS, Authority Management recommends approval;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the Memphis-Shelby County Airport Authority, that the President and CEO or his designee, is hereby authorized to execute a contract with Daktronics as herein described with costs to be paid from MSCAA Annual Operating Funds or any other funds as identified by the CFO.

12-13-18

RESOLUTION

WHEREAS, Statements of Qualifications were received on June 18, 2015 by the Memphis-Shelby County Airport Authority ("Airport Authority") for the project described as:

**MSCAA AIRFIELD MAINTENANCE AND WAREHOUSE FACILITY – DESIGN
PROFESSIONAL ENGINEERING SERVICES
MSCAA PROJECT NO. 14-1386-00**

WHEREAS, the Airport Authority's Management Capital Program Executive Staff, by action taken on January 26, 2016, approved the award of Contract No. 14-1386-00 with The Horrell Group Architects/Self Tucker Architects (Joint Venture), which was executed and dated June 23, 2016 ("Contract"); and,

WHEREAS, Contract Support Services were excluded during original negotiation with the design team; and,

WHEREAS, design changes to the Bulk Storage Facility and Mechanical Systems were made after those items were 100% designed and ready for bids; and,

WHEREAS, additional design changes for the Value Engineering exercise required either partial or complete redesign of components of the facility based on the changes the Airport Authority accepted from the Contractor; and,

WHEREAS, it is now the Airport Authority Management's desire to implement Contract Amendments No. 3 for Contract Support Services and No. 4 for design services to provide change to the Bulk Storage Facility, an update of the Mechanical System to include UV Filtration, and Value Engineering design changes resulting in bid savings; and,

WHEREAS, Airport Authority Staff has negotiated Contract Amendment No. 3 in a lump sum amount of Four Hundred Thousand and 00/100 Dollars (\$400,000.00); and

WHEREAS, Airport Authority Staff has negotiated Contract Amendment No. 4 in a lump sum amount of Ninety-Nine Thousand, Six Hundred Forty One and 00/100 Dollars (\$99,641.00); and,

WHEREAS, Airport Authority Management proposes to amend the Contract as follows:

Original Contract Amount	\$ 1,896,053.00
Amendment No. 1	\$ 147,965.00
Amendment No. 2	\$ 0.00
Amendment No. 3	\$ 400,000.00
Amendment No. 4	\$ 99,641.00
TOTAL AMENDED CONTRACT AMOUNT	\$ 2,543,659.00

and;

WHEREAS, the Airport Authority's Management Capital Program Executive Staff, by action taken on December 3, 2018, recommends approval of Contract Amendments No. 3 and No. 4; and,

WHEREAS, in the furtherance of its Disadvantaged Business Enterprise (DBE) Program, the Airport Authority established a DBE goal of 29% for the full term of this Contract; and,

WHEREAS, The Horrell Group Architects / Self Tucker (Joint Venture) will utilize certified DBE subcontractors totaling \$116,000 of the \$400,000 for Amendment No. 3 and \$28,895.89 of the \$99,641 for Amendment No. 4; and,

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the Memphis-Shelby County Airport Authority, that the President and CEO or his designee, is hereby authorized to execute Amendment No. 3 and Amendment No. 4 to Contract No. 14-1386-00 with The Horrell Group Architects / Self Tucker Architects (Joint Venture), as herein described, cost to be paid from 2016A Bond funds and other funds as identified by the CFO.

12/13/18

RESOLUTION

WHEREAS, by Resolution 16-4771, adopted December 15, 2016, the Board of Commissioners (“Board”) of the Memphis-Shelby County Airport Authority (“Airport Authority”) authorized the execution of a multi-year contract with Professional Services Industries, Inc. to provide on-site construction quality control and testing services on an as-needed basis in support of MSCAA’s Capital Improvement Program for the project described as:

**CONSTRUCTION QUALITY CONTROL AND TESTING SERVICES
Memphis International Airport
MSCAA PROJECT NO. 16-1405-00**

WHEREAS, Contract No. 16-1405-00 was executed effective December 30, 2016 (“Contract”) and established a scope of services with commensurate unit billing rates and an estimated budget for the first contract year of \$500,000 (actual \$62,793); and,

WHEREAS, by Resolution No. 17-4820 adopted on December 14, 2017, the Board authorized an estimated not-to-exceed budget for the second contract year of \$650,000 (actual YTD \$243,280); and,

WHEREAS, Airport Authority Management has negotiated billing rates for the third year of the Contract and an estimated not-to-exceed budget in the amount of \$950,000, which is based on currently active and anticipated projects and will be tracked by specific project and expenditures; and,

WHEREAS, due to the lack of subcontracting opportunities, the Airport Authority established a Disadvantaged Business Enterprise (DBE) goal of 0% for the full term of this Contract; and,

WHEREAS, the Airport Authority's Management Capital Program Executive Staff, by action taken on December 3, 2018, recommends approval of estimated budget for the third contract year to Contract No. 16-1405-00; and,

WHEREAS, Airport Authority Management recommends approval of estimated budget for the third contract year effective January 1, 2019;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners, of the Memphis-Shelby County Airport Authority, that the President and CEO or his designee is hereby authorized to operate within the estimated budget for the third contract year for Contract No. 16-1405-00 with Professional Services Industries, Inc., as herein described, effective January 1, 2019, cost to be paid from various funding sources as approved for each project associated with the required testing or any other funds as identified by the CFO.

12-13-18

RESOLUTION

WHEREAS, pursuant to public advertisement, Statements of Qualifications for Disparity Study Update Services for the Memphis-Shelby County Airport Authority ("Airport Authority") were received as follows:

REQUEST FOR STATEMENTS OF QUALIFICATIONS
DISPARITY STUDY UPDATE
FOR THE MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY
Memphis International Airport
Received September 18, 2018

STATEMENT OF QUALIFICATIONS RECEIVED FROM:

MGT of America, Inc. *

Mason Tillman Associates, LTD. *

Colette Holt and Associates *

Keen Independent Research, LLC. *

**Out-of-town firm*

and,

WHEREAS, the chosen firm will examine the status of M/W/DBEs in the Airport Authority's geographic and product markets for contracting and procurement and determine whether or not there exists the statistical and anecdotal evidentiary record necessary to operate the Authority's current Business Diversity Development Programs constitutionally; and,

WHEREAS, the Statements of Qualifications were evaluated according to established criteria; and after review, Mason Tillman Associates, LTD. was deemed non-responsive; and,

WHEREAS, the responsive Statements of Qualifications were evaluated by the selection committee and firms were interviewed according to established criteria, and subsequently ranked in the following order:

1. Colette Holt & Associates
2. Keen Independent Research, LLC.
3. MGT of America Consulting, LLC.

and,

WHEREAS, Airport Authority management staff will negotiate a contract for the services to be performed with the number-one ranked firm; however, if negotiations are unsuccessful with the number-one ranked firm, negotiations will terminate with that firm and begin with the next-ranked firm until a satisfactory agreement has been reached; and,

WHEREAS, in the furtherance of its Disadvantage Business Enterprise (DBE) Program, the Airport Authority established a DBE goal of 10% for the full term of this contract; and,

WHEREAS, all responsive respondents pledged to meet or exceed the DBE goal; and,

WHEREAS, because this was a qualifications-based selection process, DBE partners, dollars, and percentages will be determined in negotiations;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners, of the Memphis-Shelby County Airport Authority, that the award to Colette Holt and Associates is hereby approved, and the President and CEO or his designee is hereby authorized to negotiate and execute a contract for Disparity Study Update

Services with cost to be paid from Federal Grants and the Airport Authority's operating funds or any other funds as identified by the CFO.

12-13-18

RESOLUTION

WHEREAS, pursuant to public advertisement, Statements of Qualifications for Airport Enterprise System for the Memphis-Shelby County Airport Authority ("Airport Authority") were received as follows:

REQUEST FOR QUALIFICATIONS
AIRPORT ENTERPRISE SYSTEM
FOR MEMPHIS INTERNATIONAL AIRPORT
Received November 8, 2018

STATEMENTS OF QUALIFICATIONS RECEIVED FROM:

AECOM Technical Services, Inc.*

Arora Engineers, Inc *

Woolpert, Inc. *

** Out of town firms*

and,

WHEREAS, the scope of services consists of the evaluation, identification, implementation, and procurement of GIS-Centric applications best suited for Memphis International Airport, including but not limited to GIS-centric Computerized Maintenance Management Software, asset management, operations management, Police Computer Aided Dispatch, safety management, properties/revenue/lease management and other related applications or systems; and,

WHEREAS, the term of the contract will be for the length of time to fulfill the obligations set forth in the contract; and,

WHEREAS, the Statements of Qualifications were evaluated according to established criteria; and the selection committee interviewed all three (3) firms; and,

WHEREAS, the selection committee subsequently ranked the top two (2) firms in the following order:

1. AECOM Technical Services, Inc.
2. Woolpert, Inc.

and,

WHEREAS, Management staff will negotiate a contract for services to be performed with the number-one ranked firm; however, if negotiations are unsuccessful with the number-one ranked firm, negotiations will terminate with that firm and begin with the next-ranked firm until a satisfactory agreement has been reached; and,

WHEREAS, in the furtherance of its Disadvantage Business Enterprise (DBE) Program, the Airport Authority established a DBE goal of 15% for the full term of this contract; and,

WHEREAS, all respondents pledged to meet or exceed the DBE goal; and

WHEREAS, because this was a qualifications-based selection process, DBE partners, dollars, and percentages will be determined in negotiations; and,

WHEREAS, Airport Authority Management recommends award of the contract to either ranked firm, subject to successful negotiations;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners, of the Memphis-Shelby County Airport Authority, that the award to either ranked firm is hereby approved, subject to successful negotiations as referenced above, and the President and CEO or his designee is hereby authorized to execute a contract for Airport Enterprise System in accordance with this Resolution, with cost to be paid from the Airport Authority's operating funds or any other funds as identified by the CFO.

#

12-13-18

RESOLUTION

WHEREAS, by Resolution No. 99-4173, adopted October 21, 1999, the Memphis-Shelby County Airport Authority ("Authority") Board of Commissioners approved renewal agreements between the Authority and several financial institutions, including First Tennessee Bank National Association ("First Tennessee"), to enter into Lease Agreements for the operation of Automated Teller Machines ("ATMs") at the Memphis International Airport ("Airport"); and,

WHEREAS, First Tennessee agreed to enter into a three (3) year Lease Agreement with the Authority for the operation of its ATM, dated June 26, 2001, and through the First Amendment to the Lease Agreement, dated July 24, 2004, the parties agreed to continue the approval of the Lease Agreement for the ATM operation spaces on month to month terms; and, through the Second Amendment to the ATM Lease Agreement, dated October 18, 2016, the Authority and First Tennessee extended the Lease Agreement term to September 30, 2018; and,

WHEREAS, since the expiration of the lease agreement, the services have been provided on a month to month basis, the Authority and First Tennessee agree to renew the Lease Agreement for the ATMs for a term of two years, effective November 1, 2018; and,

WHEREAS, Airport Management recommends approval;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners, of the Memphis-Shelby County Airport Authority, that the President and CEO or his designee is hereby authorized to renew its Lease Agreement with First Tennessee National Bank Association for the purpose of modifying the Agreement as stated herein.

RESOLUTION

WHEREAS, the Memphis-Shelby County Airport Authority ("Authority") uses color blended ceramic glazed bricks for construction and repairs to match existing legacy brick at Memphis International Airport; and,

WHEREAS, as the brick manufacturer is proprietary, the Authority has determined that ACME Brick is the single source provider of legacy brick in accordance with Authority policy; and,

WHEREAS, the Authority issued a notice to proceed for construction activities related to the Concourse B Modernization project on September 1, 2018; and,

WHEREAS, the modernization of Concourse B will require legacy brick to match the existing facility during construction and for future renovations and repairs; and,

WHEREAS, due to the long lead time necessary to receive the specialized legacy brick, time is of the essence; and,

WHEREAS, the total estimated cost of the legacy brick required to be purchased for the Concourse B Modernization Project as well as inventory for future renovations and repairs is \$835,985.23; and,

WHEREAS, Airport Authority's Management Capital Program Executive Staff (CPES), by action taken on December 3, 2018, recommends approval of an agreement with ACME Brick; and,

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners, of the Memphis-Shelby County Airport Authority, that the President and CEO or his designee is hereby authorized to execute an agreement with ACME Brick as herein described, with cost to be paid from Capital Funds, Bond Funds, Authority's Annual Operating Funds, or any other funds as identified by the CFO.

#

12-13-18