

REGULAR MEETING OF THE BOARD OF COMMISSIONERS, MEMPHIS-SHELBY COUNTY AIRPORT
AUTHORITY (MSCAA) August 22, 2019

CALL TO ORDER

RECOGNITION OF VISITORS, OTHERS

APPROVAL OF BOARD MEETING MINUTES *July 18, 2019*

Resolutions for Approval This Month

1. Approval of Contract – Negotiate and Execute a Contract for Investment Management Services
2. Approval of the Sale of Airport Property – Ketchum Airport Investors, LLC
3. Approval of Contract – Event Planning Services

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 – September 19, 2019

RESOLUTION

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

REQUEST FOR QUALIFICATIONS
INVESTMENT MANAGEMENT SERVICES
FOR MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

Received July 18, 2019

STATEMENTS OF QUALIFICATIONS RECEIVED FROM:

Chandler Asset Management, Inc.*

Marquette Associates, Inc.*

PFM Asset Management LLC*

Public Trust Advisors, LLC*

Regions Institutional Services*

Vaughan Nelson Investment Management, L.P.*

Weaver C. Barksdale & Associates, Inc.*

** Out of town firms*

and,

WHEREAS, the scope of services consists of managing some or all of the Airport Authority's investment portfolio including, but not limited to, operating funds, bond funds, debt service reserve funds, capital project funds, construction funds, all float, and those monies not allocated to outside trustees and money managers; and,

WHEREAS, the initial term of the contract will be for a period of one (1) year with four (4) one (1) year renewal options to be exercised at the Authority's sole discretion, for a potential total contract term of five (5) years; and,

WHEREAS, the qualifications were evaluated according to established criteria and after review, Vaughan Nelson Investment Management, L.P., was deemed non-responsive due to failure to attend the mandatory pre-proposal conference as required by the RFQ; and,

WHEREAS, the selection committee evaluated and interviewed the remaining six (6) firms; and,

WHEREAS, the selection committee subsequently ranked the top three (3) firms in the following order:

1. PFM Asset Management LLC
2. Public Trust Advisors, LLC
3. Chandler Asset Management, Inc.

and,

WHEREAS, the current contract service provider is PFM Asset Management LLC; and,

WHEREAS, fees for the prior fiscal year (2019) were \$120,000; and,

WHEREAS, Airport Authority management 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, due to a lack of subcontracting opportunities, the Airport Authority was unable to establish a DBE goal for this contract; and,

WHEREAS, Airport Authority management recommends that PFM Asset Management LLC be designated the top ranked firm;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the Memphis-Shelby County Airport Authority, that PFM Asset Management LLC be hereby designated the top ranked firm and the President and CEO or his designee be hereby authorized to negotiate and execute a contract for investment management services in accordance with this Resolution, with cost to be paid from the Airport Authority's annual operating funds or any other funds as identified by the CFO.

08-22-19

RESOLUTION

WHEREAS, the Memphis-Shelby County Airport Authority (the "Authority") owns 50.94 acres, more or less, of unimproved property located on the north side of Ketchum Road and West of Pendleton Road in Memphis, Tennessee, as more fully described in Exhibit A attached hereto (the "*Property*"); and,

WHEREAS, it has been determined that the Property is no longer needed for future airport use; and,

WHEREAS, the Authority entered into that certain Agreement Of Purchase And Sale dated May 8, 2019 (the "*Purchase Agreement*"), with Ketchum Airport Investors, LLC, a Georgia limited liability company ("*Purchaser*"), effective May 8, 2019 for the sale of the Property to Purchaser for a purchase price in the amount of One Million Forty Thousand and No/100 Dollars (\$1,040,000.00), as determined by the Review Appraisal required by the Purchase Agreement; and,

WHEREAS, the Purchase Agreement provides that closing is to take place no later than thirty (30) days after the later of (i) the expiration of the Inspection Period, as defined in Article 5 of the Purchase Agreement, or (ii) the Final Approval Date, as defined in Section 7.1.5 of the Purchase Agreement; and,

WHEREAS, the Authority's performance of the transaction and conveyance of the Property as provided in the Purchase Agreement is contingent upon and subject to (i) approval by the Authority's Board, and (ii) approval by the Federal Aviation Administration; and,

WHEREAS, Authority management recommends approval of the sale of the Property pursuant to the Purchase Agreement;

NOW THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the Memphis-Shelby County Airport Authority, that the transaction for sale and conveyance of the Property upon the terms and conditions set forth in the Purchase Agreement is approved, and the President and CEO of the Authority or his designee is hereby authorized to execute any and all documents necessary to complete such transaction.

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08-22-19

EXHIBIT A

LEGAL DESCRIPTION OF THE PROPERTY

Land situated in Shelby County, Tennessee:

Lots 15-22, and Lots 26-39, as set forth on plat of Hutkins Dwight Road S/D, of record in Plat Book 17, Page 63;

Lots 1-46 and the "Out" parcel set forth in plat of Section "B", Dwight Manor Subd., of record in Plat Book 16, Page 18;

Lots 4-7, Lot 29, Lots 41-76, Lot 78 and Lots 81-86, as set forth on plat of First Addition to Hutkins Dwight Road Subd., of record in Plat Book 17, Page 62;

Lots 2-30, Lots 34-45, Lots 59 and 60, and Lots 73-104, as set forth on plat of Inmans First Addition Dwight Manor S/D, of record in Plat Book 16, Page 26;

Lots 1-23, as shown on plat of Eastwood Subdivision, of record in Plat Book 29, Page 18; and
Lots 2-24, Lots 28-52 and Lots 54-60, as shown on plat of Section "A" Dwight Manor Sub'd., of record in Plat Book 16, Page 6, all in the Register's Office of Shelby County, Tennessee.

Together with any rights of Seller to that portion of the streets abutting said Lots.

RESOLUTION

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

REQUEST FOR QUALIFICATIONS

EVENT PLANNING SERVICES

FOR MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY

Received June 27, 2019

STATEMENTS OF QUALIFICATIONS RECEIVED FROM:

Cynthia Daniels & Co.

and,

WHEREAS, the scope of services includes, but is not limited to, holiday lights and decoration; sound; artistic projections; design; setup and tear down services for special events, holiday decorating, and special promotional services at the Memphis International Airport, General DeWitt Spain Airport, Charles W. Baker Airport, or at any venue in conjunction with an Airport Authority event; and purchasing supplies to be retained by the Airport Authority for future events; and,

WHEREAS, the initial term of the contract will be for a period of one (1) year with four (4) one (1) year renewal options to be exercised at the Airport Authority's sole discretion, for a potential total contract term of five (5) years; and,

WHEREAS, the Qualifications were evaluated according to established criteria; and after review and interview by the selection committee, Cynthia Daniels & Co. was deemed ready, able, and willing to perform the work; and,

WHEREAS, Airport Authority management will negotiate a contract for services to be performed with Cynthia Daniels & Co.; and,

WHEREAS, in furtherance of its Small Business Enterprise ("SBE") Program, the Airport Authority solicited this contract as an SBE opportunity; and,

WHEREAS, Cynthia Daniels & Co. is a certified Disadvantaged Business Enterprise and is therefore also a certified SBE;

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 be hereby authorized to negotiate and execute a contract with Cynthia Daniels & Co. for event planning services in accordance with this Resolution, with cost to be paid from the Airport Authority's annual operating funds or any other funds as identified by the CFO.

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08-22-19