

REGULAR MEETING OF THE BOARD OF COMMISSIONERS, MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY (MSCAA) June 17, 2021

CALL TO ORDER

Board Meeting conducted in person to the Board of Commissioners and Airport Authority Executive Staff and via ZOOM Webcast to the Public.

APPROVAL OF BOARD MEETING MINUTES: ***May 20, 2021***

Resolutions for Approval This Month

Approval of Single Source Agreement – Wildlife Damage Management Program – US Department of Agriculture Animal and Plant Health Inspection Service - Wildlife Services (APHIS-WS)

Approval of Contract- Security Services and Parts to Maintain Closed Circuit Television (CCTV) – Schneider Electric Buildings Americas, Inc.

Approval of Task Order for Charles W. Baker Airport Land Acquisition Support Service – THC, Inc.

Approval of Amendment No. 15 - FedEx Composite Lease Agreement

Approval of Contract - Automated Weather Observing System (AWOS) – Airfield Etc., Inc.

Approval of Contract Amendment No. 2 - Airline Operations Space Renovations/Design - UrbanArch Associates

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 – ***July 15, 2021***

RESOLUTION

WHEREAS, Memphis-Shelby County Airport Authority (“Airport Authority”) entered into a Cooperative Service Agreement (“Agreement”) with the United States Department of Agriculture Animal and Plant Health Inspection Service – Wildlife Services (“APHIS-WS”) effective July 1, 2002, to provide a wildlife damage management program for the protection of human health and air traffic safety at airports operated by the Airport Authority; and,

WHEREAS, APHIS-WS has statutory authority under applicable federal legislation to cooperate with states, local jurisdictions, individuals, public and private agencies, organizations, and institutions conducting a program of wildlife services involving mammal and bird species that are reservoirs for zoonotic diseases, or animal species that are injurious and/or a nuisance to, among other things, agriculture, horticulture, forestry, animal husbandry, wildlife, and human health and safety; and,

WHEREAS, wildlife hazards and wildlife mitigation are critical to the safety of airports and aviation transportation; and,

WHEREAS, APHIS-WS, has submitted their cost proposal covering the period of July 1, 2021, through June 30, 2022, at a not-to-exceed cost of One Hundred Nineteen Thousand Seven Hundred and Sixty-Five Dollars (\$119,765.00), which is the same as the prior four years and is reasonable and acceptable to the Airport Authority; and,

WHEREAS, in accordance with established policies, the Airport Authority has listed APHIS-WS as a Single Source Vendor; and,

WHEREAS, the Airport Authority is authorized by the public purchasing provisions of state law to enter into a contract offered by a government entity and, as an exception to the bidding requirements, such authority is set forth in Policy 801(7)(a) of the Airport Authority's Policy Manual; and,

WHEREAS, Airport 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 the Agreement as herein described, cost to be paid from MSCAA Annual Operating Funds or any other funds as identified by the CFO.

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06-17-21

RESOLUTION

WHEREAS, the Memphis-Shelby County Airport Authority ("Airport Authority") is authorized by the public purchasing provisions of state law to participate in the cooperative purchasing of supplies and/or services and, as an exception to the bidding requirements, such authority is set forth in Policy 801(7)(a) of the Airport Authority's Policy Manual; and,

WHEREAS, Schneider Electric Buildings Americas, Inc. ("Schneider") is a current service provider for OMNIA Partners, a public purchasing cooperative, and, under OMNIA Partners cooperative purchasing contract #R170504, Schneider is authorized to provide security system services; and,

WHEREAS, pursuant to the OMNIA Partners contract, the Authority desires to purchase security services and parts to maintain access control and closed-circuit television ("CCTV") infrastructure throughout the entire Memphis International Airport Complex; and,

WHEREAS, Schneider is the current provider of the referenced services under an Agreement with a current fiscal year fee of \$249,000; and,

WHEREAS, under the terms of the OMNIA Partners contract, Schneider has proposed to provide the service for a fee of \$247,000 (>1% decrease) for one year, beginning on July 1, 2021, and ending on June 30, 2022; and,

WHEREAS, while the OMNIA Partners contract does not include participation goals for Disadvantaged Business Enterprises ("DBE"), Schneider has proposed local DBE participation of approximately 37%; and,

WHEREAS, cooperative purchasing agencies can change service providers, and, should such a service provider change occur during the term of the cooperative purchasing contract described herein, Airport Authority Management requests authorization to likewise change service providers to remain compliant with the cooperative purchasing contract offered by the agency referenced herein; and,

WHEREAS, Airport 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 Schneider Electric Buildings Americas, Inc., as herein described, cost to be paid from the Airport Authority's Operating Funds or a funding source identified by the CFO.

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06-17-21

RESOLUTION

WHEREAS, the Memphis-Shelby County Airport Authority ("Airport Authority") staff have explored the possibility of acquiring land around Charles W. Baker Airport; and,

WHEREAS, upon review, the land to be acquired consists of partial or entire portions of multiple parcels; and,

WHEREAS, ownership of the land will allow the Airport Authority to independently manage tree trimming and tree clearing activities to protect approach, departure, transitional, and other surfaces for aircraft operations; and,

WHEREAS, protection of these surfaces are necessary for the Airport Authority to maintain compliance with Federal Aviation Administration ("FAA") Grant Assurance 20, Hazard Removal and Mitigation; and,

WHEREAS, in accordance with the Uniform Relocation Act of 1970, FAA requirements, and other laws and/or regulatory guidelines, the Airport Authority must conduct specific procedural processes for each parcel when acquiring land; and,

WHEREAS, these specific procedural processes include, but are not limited to, coordination with local, state, and federal governmental entities, title searches, formal notifications to and coordination with existing property owners, boundary surveys, appraisals, acquisition negotiations, settlement, and closings; and,

WHEREAS, in response to a competitive Request for Qualifications (RFQ) procurement process, two responses were received; and,

WHEREAS, the selection committee evaluated both proposals and proposers and, due to the fact that only two responses were received, a fee proposal was requested and negotiated with the top ranked firm; and,

WHEREAS, Airport Authority management has selected THC, Inc. ("THC"), to provide Real Estate Services such as those required herein; and,

WHEREAS, THC has proposed a budgetary fee of \$135,428.00 to complete the work; and,

WHEREAS, Airport Authority Management recommends that an overall project contingency budget of \$13,542.80 (10%) be established, resulting in an estimated total budget of \$148,970.80, excluding land acquisition costs, to complete the work; and,

WHEREAS, Airport 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 award the task order for Charles W. Baker Airport Land Acquisition Support Services to THC, Inc., as referenced above, with cost to be paid from the Airport Authority's capital funds or any other funds as identified by the CFO.

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06-17-21

RESOLUTION

WHEREAS, the Memphis-Shelby County Airport Authority ("Airport Authority") Board of Commissioners, by Resolution No. 06-4386 adopted December 19, 2006, approved the execution of the Composite Lease Agreement with Federal Express Corporation ("FedEx") effective January 1, 2007, which has a term of thirty (30) years with two (2) ten-year renewal options to be exercised at the Airport Authority's sole discretion; and,

WHEREAS, the Composite Lease Agreement was modified by a First Amendment effective September 1, 2008; Second Amendment effective June 1, 2009; Third Amendment effective July 1, 2009; Fourth Amendment effective December 15, 2011; Fifth Amendment effective January 1, 2013; Sixth Amendment effective July 1, 2014; Seventh Amendment effective April 1, 2016; Eighth Amendment effective April 1, 2017; Ninth Amendment effective September 1, 2017; Tenth Amendment effective May 1, 2018; Eleventh Amendment effective January 1, 2019; Twelfth Amendment effective October 1, 2019; Thirteenth Amendment approved on March 19, 2020 and pending execution; Fourteenth Amendment approved on February 18, 2021 and pending execution, all of which are collectively referred to herein as the "Composite Lease Agreement"; and,

WHEREAS, the parties wish to amend the Composite Lease Agreement to add a total of 263,973.6 square feet of unimproved land located south of Democrat Road and east of Plough Boulevard, which is a portion of parcel 060174 00140, Shelby County INSTR. F5 5925 ("Western Boundary Parcel"). The Western Boundary Parcel will be used by FedEx for the construction of a) Container Staging

Area in support of FedEx Operations and b) Facility Maintenance Building and Equipment Storage to replace existing facilities currently located at 2808 Sprankel; and,

WHEREAS, per the Composite Lease Agreement, rent will be calculated at \$0.2244 per square foot, thereby creating an annual rental increase of \$59,235.68, effective on the earlier of June 1, 2022 or date of beneficial occupancy; and,

WHEREAS, Airport 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 the Fifteenth Amendment to the Composite Lease Agreement with FedEx as referenced herein.

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06-17-21

RESOLUTION

WHEREAS, pursuant to public advertisement, bids for Automated Weather Observing System (“AWOS”) replacements at Charles W. Baker and General Dewitt Spain general aviation airports for the Memphis-Shelby County Airport Authority (“Airport Authority”) were received as follows:

REQUEST FOR BIDS
AWOS REPLACEMENT SYSTEM
FOR MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY
Received April 15, 2021

Bidder	Charles W. Baker Airport			General Dewitt Spain Airport			Total Bid
	Base	Alternates	Total	Base	Alternates	Total	
Airfield, Etc., Inc.	\$323,000.00	\$39,000.00	\$362,000.00	\$288,000.00	\$39,000.00	\$327,000.00	\$689,000.00

and,

WHEREAS, the base scope of work consists of, but is not limited to, removal of existing systems; purchase and installation of new systems including all incidental work such as electrical, surveying, and concrete; system training for Airport Authority staff; system testing and commissioning; and the alternate scope of work consists of optional freezing rain sensors and fold-over towers; and,

WHEREAS, in the furtherance of its Disadvantage Business Enterprise (DBE) Program, the Airport Authority established a DBE goal of 5% for the full term of this contract; and,

WHEREAS, the bids were evaluated according to established criteria; and,

WHEREAS, the bid submitted by Airfield, Etc., Inc. (“AEI”), is fully responsive; and,

WHEREAS, AEI is a local, certified DBE company; and,

WHEREAS, the bid submitted by AEI exceeds the Airport Authority's available budget of \$170,000.00 for Charles W. Baker Airport and \$170,000.00 for General Dewitt Spain Airport for a total combined budgeted amount of \$340,000.00; and,

WHEREAS, General Dewitt Spain Airport has more annual operations and is the higher priority of our two GA Airports for AWOS replacement; and,

WHEREAS, the total combined budget is sufficient to complete only the AWOS replacement at General Dewitt Spain Airport; and,

WHEREAS, pursuant to Airport Authority Purchasing Policy No. 801.9.c., and due to AEI's status as a single bidder, Airport Authority staff, with approval of the President & CEO, negotiated a revised scope and fee with AEI; and,

WHEREAS, subject to negotiations, AEI has proposed to complete the project at General DeWitt Spain Airport at a reduced cost of \$304,500.00, including all alternates; and,

WHEREAS, the Airport Authority's consulting design engineer has indicated that AEI's pricing is fair and reasonable; and,

WHEREAS, Airport Authority Management recommends award of the contract for the AWOS at General Dewitt Spain Airport, including all alternates, to AEI; and,

WHEREAS, Airport Authority Management recommends that a contingency budget of \$30,450.00 (10%) be established for this project, resulting in an estimated total project value of \$334,950.00; and,

WHEREAS, replacement of the Charles W. Baker Airport AWOS will be budgeted for in a subsequent fiscal year; 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 award and execute the contract with Airfield Etc., Inc., as herein described, with costs to be paid from the Airport Authority's annual operating funds or any other funds as identified by the CFO.

06-17-21

RESOLUTION

WHEREAS, by Resolution No. 19-4909, adopted October 10, 2019, approval was granted by the Memphis-Shelby County Airport Authority ("Airport Authority") Board of Commissioners to award a contract for professional engineering services for the design and creation of complete construction documents for the Airline Operations Space Renovations at Memphis International Airport in the amount of \$512,250.00 for the project described as:

**AIRLINE OPERATIONS SPACE RENOVATIONS - DESIGN
Memphis International Airport
MSCAA PROJECT NO. 18-1418-00**

WHEREAS, the Airport Authority's Capital Program Executive Staff, by action taken on September 26, 2019, approved the award of Contract No. 18-1418-00 with UrbanArch Associates, which was executed and dated November 7, 2019 ("Contract"); and,

WHEREAS, additional Design Services are needed for, including but not limited to, additional airline and tenant support operations space and modifications to an existing airline operations space; and,

WHEREAS, additional Contract Support Services are needed due to additional scope items; and,

WHEREAS, it is now the Airport Authority Management's desire to implement Contract Amendment No. 2 for additional Design Services. as well as, for additional Contract Support Services ; and,

WHEREAS, Airport Authority Staff has negotiated Contract Amendment No. 2 in the amount of Forty-Five Thousand and 00/100 Dollars (\$45,000) for additional

Contract Support Services and Eighty-Five Thousand and 00/100 Dollars (\$85,700) for additional Design Services for a total of One Hundred Thirty Thousand, Seven Hundred and 00/100 Dollars (\$130,700.00); and,

WHEREAS, the Airport Authority's Capital Executive Staff Committee recommended an increase to the Initial Contingency Amount (ICA) by an additional \$19,605.00 (15%), which, in accordance with Airport Authority Policy 701, requires approval of the President and CEO and the Board; and,

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

Original Contract Amount	\$ 512,250.00
Amendment No. 1	\$ 38,500.00
Amendment No. 2	\$ 130,700.00
TOTAL AMENDED CONTRACT AMOUNT	\$ 681,450.00

WHEREAS, the Airport Management's Capital Program Executive Staff Committee, by action taken on June 10, 2021, recommends approval of Contract Amendment No. 2; and,

WHEREAS, in 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, Management recommends approval of Contract Amendment No.2.

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. 2 to Contract No. 18-1418-00 with UrbanArch Associates, as herein described, cost to be paid from Capital Funds, State Grant Funds, Federal Grant Funds, and/or other funds as identified by the CFO.

06/17/21