

REGULAR MEETING OF THE BOARD OF COMMISSIONERS, MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY (MSCAA) September 23, 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: ***August 12, 2021***

Resolutions for Approval This Month

Approval of Contract – Workday Software Renewal - Workday, Inc.

Approval of Contract Amendment – Extension of Janitorial Services – SKB Facilities & Maintenance, Inc.

Approval of Purchase – Oshkosh H2-Series Runway Snowblower - Oshkosh Airport Products, LLC

Approval of Contract - Open End NEPA Consulting Services – AKRF, Inc.

Approval of Purchase - Three Multi-tasking Snow Removal Vehicles - M-B Companies, Inc.

Approval of Contract Amendment No. 2 – Construction Administration, Inspection, & Program Management Services - Parsons Transportation Group, Inc.

Approval of Purchase – Cityworks Software Management System – Azteca Systems, LLC

Approval of Award of Task Order – Implementation of Cityworks Software - AECOM Technical Services, Inc.

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 – ***October 21, 2021***

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, by Resolution #18-4856, dated October 18, 2018, and pursuant to a cooperative purchasing agreement between Workday, Inc. (“Workday”), and the National Cooperative Purchasing Alliance (“NCPA”), the Airport Authority approved a three-year contract to purchase a cloud-based software subscription with an annual cost of \$235,341.00 from Workday; and,

WHEREAS, said software includes modules for human capital management, payroll, benefits, recruiting and onboarding, time and attendance, financial management, procurement, inventory control, planning, and other modules; and,

WHEREAS, pursuant to NCPA Contract 01-103 between NCPA and Workday, the Airport Authority desires to renew the software agreement; and,

WHEREAS, Workday has proposed the following annual costs for a ten-year renewal agreement:

Year 1: \$244,048.62

Year 6: \$262,664.56

Year 2: \$253,078.42

Year 7: \$303,493.15

Year 3: \$262,442.32

Year 8: \$314,722.39

Year 4: \$272,152.68

Year 9: \$326,367.12

Year 5: \$282,222.33

Year 10: \$338,442.71;

and,

WHEREAS, the Workday suite of software implemented to date has proven to be an effective and efficient software application; and,

WHEREAS, Workday provides a positive contribution to the overall digitization of information management and sharing as contemplated in the overall digital management system as outlined by management; 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 Workday, Inc., as herein described, costs to be paid from the Airport Authority's Operating Funds or a funding source identified by the CFO.

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09-23-21

RESOLUTION

WHEREAS, by Resolution #18-4826, dated March 15, 2018, the Board of Commissioners of the Memphis-Shelby County Airport Authority (“Airport Authority”) approved award of a contract to SKB Facilities & Maintenance, Inc. (“SKB”), for Janitorial Services; and,

WHEREAS, pursuant to Contract Number 18-0117 (“Contract”), the Memphis-Shelby County Airport Authority entered into a one-year contract with SKB on May 1, 2018, with the option to renew for two (2) additional one (1) year periods, which would have a contract end date of April 30, 2021; and,

WHEREAS, by Resolution #20-4947, dated September 17, 2020, the Airport Authority approved a third one-year option period of the Contract with SKB, and Airport Authority Management executed Contract Amendment Number 5, which extended the Contract end date to April 30, 2022; and,

WHEREAS, the Contract states that at the sole option of the Memphis-Shelby County Airport Authority, the Contract may be extended beyond the two Renewal Terms on a month to month basis, and the Contract shall be amended to reflect any negotiated and agreed upon Compensation for such a contract extension; and,

WHEREAS, estimated costs under the current year of the Contract are \$1,759,900.00 annually or \$146,658.33 per month, which is unchanged from the prior year of the Contract; and,

WHEREAS, due to the future opening of the modernized B Concourse, Airport Authority Management desires to extend the SKB contract for two (2) additional one (1) year periods (option years four and five) which will extend the Contract end date to April 30, 2024; and,

WHEREAS, due to changes in the labor market and Airport Authority Management’s desire to ensure that SKB can attract and retain the personnel

necessary to properly maintain the airport facilities, SKB has proposed to increase their hourly pay rates, resulting in an annual cost of \$2,188,324.82, or \$182,360.40 per month; and,

WHEREAS, Airport Authority Management is proposing to accept these increased hourly pay rates, and further amend the Contract to make the increase effective October 1, 2021, through the end of option year four, which will expire on April 30, 2023; and,

WHEREAS, costs for option year five will be negotiated at a later date; and,

WHEREAS, the total costs above do not include optional services, such as window washing and special task order-based cleaning that SKB provides upon request, and pursuant to the terms of the Contract; and,

WHEREAS, SKB is a local, certified DBE company and is self-performing 100% of the contract; 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 negotiate and execute an amendment with SKB Facilities & Maintenance, Inc., 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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09-23-21

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, by Resolution #14-4684, dated September 18, 2014, the Airport Authority approved purchases pursuant to the Joint Exercise of Powers Agreement (“Agreement”) with the National Joint Powers Alliance, which is now known as “Sourcewell”; and,

WHEREAS, pursuant to this Agreement, the Airport Authority desires to purchase a snowblower; and,

WHEREAS, Oshkosh Airport Products, LLC, pursuant to Sourcewell Contract #030619-OKC, has proposed to furnish an H2-Series Runway Snowblower at a price of \$649,289.00, which includes discounts of 18%; and,

WHEREAS, the Oshkosh H2-Series Runway Snowblower available under the Agreement has been deemed a suitable fit and addition into MEM’s overall snow removal program and plan; 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 purchase a snowblower from Oshkosh Airport Products, LLC, as herein described, with cost to be paid from the Airport Authority’s Operating Funds or a funding source as identified by the CFO.

09-23-21

RESOLUTION

**STATEMENTS OF QUALIFICATIONS
OPEN END NEPA CONSULTING SERVICES
MSCAA PROJECT NO. 21-1449-00
Received July 1, 2021**

AKRF, Inc.*

Crawford, Murphy & Tilly, Inc.*

Florida Environmental & Land Services, Inc.*

RoVolus, LLC*

Tioga Environmental Consultants, Inc.

WSP USA, Inc.

**out-of-town*

WHEREAS, pursuant to public advertisement, Statements of Qualifications to provide Open End and Indefinite Delivery Consultant Services to assist the Memphis-Shelby County Airport Authority (“Authority”) in maintaining National Environmental Policy Act (NEPA) compliance were received on July 1, 2021; and,

WHEREAS, the scope of required services included advising the Authority to determine the required level of NEPA documentation on projects at Memphis International Airport, Charles W. Baker Airport, and General DeWitt Spain Airport, and, depending upon the required level of documentation, the preparation of Categorical Exclusions, Environmental Assessments, and/or Environmental Impact Statements; and,

WHEREAS, the Statement of Qualifications of all firms were evaluated according to established criteria, and after review, four firms were interviewed and subsequently ranked in the following order:

1. AKRF, Inc.
2. Tioga Environmental Consultants, Inc.
3. WSP USA, Inc.
4. Crawford, Murphy & Tilly, Inc.

and,

WHEREAS, AKRF, Inc. was selected as the most qualified firm to provide the requested professional consulting services; and,

WHEREAS, Airport Management's Capital Program Executive Staff (CPES), by action taken on September 9, 2021, recommends approval; and,

WHEREAS, Airport Management, based on the anticipated scope of services and projects, with commensurate unit billing rates, recommends award of contract to AKRF, Inc., and has established an estimated budget of \$200,000.00 for the first contract year, to be tracked by specific project and expenditures; and,

WHEREAS, the term of the agreement will be for three (3) years with two (2) one-year renewal options, subject to the Authority's sole discretion; and,

WHEREAS, in furtherance of its Disadvantaged Business Enterprise (DBE) Program, the Airport Authority established a DBE goal of 18% for the full term of this contract;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners, Memphis-Shelby County Airport Authority, that the President and CEO, or his designee, is hereby authorized to execute a contract with AKRF, Inc. to provide professional engineering services as herein described, cost to be paid from various funding based on related and designated projects.

09-23-21

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, the Airport Authority has entered into a Joint Powers Agreement (“Agreement”) with the State of Minnesota for cooperative purchasing; and,

WHEREAS, pursuant to this Agreement, the Airport Authority desires to purchase three multi-tasking snow removal vehicles; and,

WHEREAS, M-B Companies, Inc. (“M-B”), pursuant to the Agreement, has proposed to furnish three (3) MB5 Mid-Mount Broom and Plow vehicles (“MB5 vehicles”) at a total price of \$2,345,042.90; and,

WHEREAS, the M-B MB5 vehicles available under the Agreement have been deemed a suitable fit as an addition to MEM’s overall snow removal program and plan; and,

WHEREAS, Authority Management has determined that additional snow equipment is required with the anticipated opening of the Centralized Deicing Facility in 2022; and,

WHEREAS, the lead time to receive the three combination broom plow units is approximately nine (9) to twelve (12) months; and,

WHEREAS, current supply chain challenges make it critical to order this equipment as soon as possible; 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 purchase three (3) MB5 vehicles from M-B Companies, Inc., as herein described, with cost to be paid from the Airport Authority's Operating Funds or a funding source identified by the CFO.

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09-23-21

RESOLUTION

WHEREAS, by Resolution 19-4885, adopted May 16, 2019, the Board of Commissioners (“Board”) of the Memphis-Shelby County Airport Authority (“Airport Authority”) authorized the execution of a multi-year contract agreement with Parsons Transportation Group, Inc. to provide construction administration, inspection, and program management services to support the Authority’s Capital Improvement Program for the project described as:

**CONSTRUCTION ADMINISTRATION,
INSPECTION AND PROGRAM MANAGEMENT SERVICES
PROFESSIONAL ENGINEERING SERVICES
MSCAA PROJECT NO. 19-1422-00**

WHEREAS, Contract No. 19-1422-00 (“Contract”) was executed effective August 23, 2019 and established a scope of services with commensurate unit billing rates and a not-to-exceed budget of \$7,100,000 for the first contract year; and,

WHEREAS, Article 1, Section 1.02, (a) of the Contract provides for an annual adjustment of unit billing rates; requires establishment of an estimated not-to-exceed budget for each successive contract year; and requires incorporation of the written amendment into the Contract; and,

WHEREAS, by Resolution 20-4945, adopted on August 20, 2020, the Board of Commissioners, Memphis-Shelby County Airport Authority, authorized Contract Amendment No. 1 to establish an estimated not-to-exceed budget of \$6,900,000 for the second contract year; and,

WHEREAS, Airport Management now desires to exercise the option-to-renew for the third year of the Contract; and,

WHEREAS, Airport Management has negotiated billing rates for the third year of the Contract and has established an estimated not-to-exceed budget in the amount of \$6,100,000 for the third year, based on currently active and anticipated projects, and to be tracked by specific project and expenditures; and,

WHEREAS, in furtherance of its Disadvantaged Business Enterprise (DBE) Program, the Airport Authority established a DBE goal of 30% for the full term of this Contract; and,

WHEREAS, the Airport Management's Capital Program Executive Staff (CPES), by action taken on August 12, 2021, recommends approval of Amendment No. 2 to Contract No. 19-1422-00; and,

WHEREAS, Management recommends approval of Contract Amendment No. 2 incorporating those items into the Contract; 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. 2 to Contract Agreement No. 19-1422-00 with Parsons Transportation Group, Inc., as herein described, cost to be paid from various funding based on related and designated projects.

09-23-21

RESOLUTION

WHEREAS, by Resolution #18-4867, dated December 13, 2018, the Board of Commissioners of the Memphis-Shelby County Airport Authority (“Airport Authority”) approved award of a contract to AECOM Technical Services, Inc. (“AECOM”), for the Airport Enterprise System; and,

WHEREAS, AECOM’s scope of work consists of the evaluation, identification, implementation, and procurement of Geographic Information Systems (“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, pursuant to the aforementioned contract, AECOM conducted an existing conditions assessment, gathered user requirements, and developed a gap analysis and road map; and,

WHEREAS, based on their assessment, AECOM recommends that the Airport Authority implement Cityworks, which is manufactured by Azteca Systems, LLC (“Azteca”); and,

WHEREAS, Cityworks can accommodate the Airport Authority’s requirements for a collaborative maintenance work order management system with user-specific dashboards; can provide for proactive scheduling for maintenance and inspections; can address the Airport Authority’s need for operational management with Part 139 inspection and reporting with spatially-aware logbooks; can provide mobile applications with intuitive user interfaces; can provide reporting and dashboards for Airport Authority Management; can interface with the Airport Authority’s existing geographic information system; and can accommodate connectivity to other systems; and,

WHEREAS, Azteca has proposed to furnish Cityworks to the Airport Authority

with an annual subscription cost of \$85,000.00 per year for three years, which includes licensing, updates, maintenance, and support; 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 purchase Cityworks from Azteca Systems, LLC, in accordance with this Resolution, with costs to be paid from the Airport Authority's annual operating funds or any other funds as identified by the CFO.

09-23-21

RESOLUTION

WHEREAS, by Resolution #18-4867, dated December 13, 2018, the Board of Commissioners of the Memphis-Shelby County Airport Authority (“Airport Authority”) approved award of a contract to AECOM Technical Services, Inc. (“AECOM”), for the Airport Enterprise System; and,

WHEREAS, pursuant to Contract Number 19-0114 (“Contract”), the Airport Authority entered into contract with AECOM on May 29, 2019, for the Airport Enterprise System; and,

WHEREAS, AECOM’s 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 Contract allows for negotiation of individual Task Orders; and,

WHEREAS, the Airport Authority is considering purchase of Cityworks software for maintenance and operations management manufactured by Azteca Systems, LLC; and,

WHEREAS, AECOM’s involvement is required to implement Cityworks; and,

WHEREAS, pursuant to the Contract, AECOM has proposed a Task Order fee of \$327,400.00 to accomplish the tasks below:

1. Support software procurement and installation
2. Review existing workflows
3. Implement and customize and/or configure software
4. Develop software use metrics
5. Develop and support legacy data transformation
6. Train, test, and support go-live

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, AECOM has partnered with two local certified DBE companies to meet this goal; 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 a Task Order to AECOM Technical Services, Inc., 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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09-23-21