

REGULAR MEETING OF THE BOARD OF COMMISSIONERS, MEMPHIS-SHELBY
COUNTY AIRPORT AUTHORITY (MSCAA) February 17, 2022

CALL TO ORDER

***The Board Meeting is 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: ***January 20, 2022***

Resolutions for Approval This Month

Approval of Amendment - Purchase Order of (1) John Deere 5125R Utility
Tractor from Deere & Company

Approval of Agreement - Purchase and Conveyance of the Property North Side
of Ketchum Road Memphis, Tennessee

Approval of Contract – Environmental Consulting Services - Tioga Environmental
Consultants, Inc.

Approval of Amendment – Sole Source Provider of the Parking Access Revenue
Control System (“PARCS”) - Scheidt & Bachmann USA, 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 – ***March 24, 2022 (adjusted date)***

Memphis-Shelby County Airport Authority
Treasurer's Report

For the Seven Months Ended January 31, 2022

SUMMARY										
	Current Period Actual	Current Period Budget	Variance	% Variance	YTD Actual	YTD Budget	YTD Variance	YTD % Variance	Annual Budget	
Revenues	8,539,640	9,637,828	(1,098,188)	(11.4%)	73,802,121	68,616,807	5,185,314	7.6%	117,863,700	
Expenses	9,418,920	10,162,642	(743,722)	(7.3%)	60,591,217	62,166,388	(1,575,171)	(2.5%)	117,863,700	
Net Revenues	(879,280)	(524,814)	(354,466)		13,210,904	6,450,419	6,760,485		0	
SUMMARY BY COST CENTER										
Revenues										
Terminal	1,587,724	1,459,530	128,194	8.8%	11,776,517	10,322,650	1,453,867	14.1%	17,749,800	
Ground Transportation	2,392,014	1,343,170	1,048,844	78.1%	18,917,538	10,714,170	8,203,368	76.6%	18,562,000	
Airfield	3,624,591	4,040,040	(415,449)	(10.3%)	28,458,418	28,434,410	24,008	0.1%	48,116,100	
Other Aviation	329,928	316,205	13,723	4.3%	2,486,025	2,189,835	296,190	13.5%	3,718,700	
Non-Aviation	126,942	119,223	7,719	6.5%	1,031,196	770,647	260,549	33.8%	1,400,500	
Other Sources	145,042	153,660	(8,618)	(5.6%)	1,079,326	1,075,620	3,706	0.3%	1,843,900	
Operating Revenues	8,206,240	7,431,828	774,412	10.4%	63,749,021	53,507,332	10,241,689	19.1%	91,391,000	
Allocated Surplus	333,400	333,400		0.0%	2,000,400	2,000,400		0.0%	4,000,000	
CARES ACT		1,872,600	(1,872,600)	(100.0%)	8,052,700	13,109,075	(5,056,375)	(38.6%)	22,472,700	
Total Revenues	8,539,640	9,637,828	(1,098,188)	(11.4%)	73,802,121	68,616,807	5,185,314	7.6%	117,863,700	
Expenses										
Terminal	1,018,179	1,019,378	(1,199)	(0.1%)	7,561,652	7,377,233	184,419	2.5%	12,423,022	
Ground Transportation	268,422	394,556	(126,134)	(32.0%)	2,381,418	2,763,452	(382,035)	(13.8%)	4,745,800	
Airfield	901,342	1,143,985	(242,643)	(21.2%)	6,194,981	6,473,961	(278,981)	(4.3%)	12,858,286	
Field Shop	154,862	159,900	(5,038)	(3.2%)	1,118,160	1,128,644	(10,484)	(0.9%)	1,924,524	
General Admin	1,174,354	1,475,643	(301,289)	(20.4%)	9,934,796	10,942,175	(1,007,379)	(9.2%)	20,322,289	
Operation & Public Safety	773,217	812,095	(38,878)	(4.8%)	5,989,279	6,026,106	(36,827)	(0.6%)	10,305,799	
Other & Non Aviation	107,511	136,050	(28,539)	(21.0%)	872,095	915,980	(43,885)	(4.8%)	1,563,700	
Bond Principal Int. & Coverage	3,527,900	3,527,900		0.0%	24,695,300	24,695,300		0.0%	42,335,800	
Capital Disbursements	1,493,135	1,493,135		0.0%	1,843,537	1,843,537		0.0%	11,384,500	
Total Expenses	9,418,920	10,162,642	(743,722)	(7.3%)	60,591,217	62,166,388	(1,575,171)	(2.5%)	117,863,700	
Revenues Over/(Under) Expenses	(879,280)	(524,814)	(354,466)		13,210,904	6,450,419	6,760,485		0	

**Report is comprised of estimates and is for internal management purposes only.

RESOLUTION

WHEREAS, by Resolution #22-5010, dated January 20, 2022, the Board of the Memphis-Shelby County Airport Authority ("Airport Authority") approved award of a purchase to Deere & Company for a large tractor; and,

WHEREAS, the aforementioned Resolution was approved pursuant to Sourcewell contract #110719-JDC for a total price of \$111,972.82; and,

WHEREAS, upon issuance of a purchase order, Deere & Company notified the Airport Authority that original quote was based on pre-pandemic pricing and was erroneously issued; and,

WHEREAS, the original quote states a "Price Effective Date" of February 24, 2020, and Deere & Company has indicated that they adjust their pricing regularly; and,

WHEREAS, the aforementioned Sourcewell contract confirms that current pricing applies and that an administrative error had occurred; and,

WHEREAS, Deere & Company has indicated that the current price for the John Deere 5125R Utility Tractor is \$121,853.16, which includes a discount of 22% applied to the manufacturer's suggested retail price; and,

WHEREAS, this current price represents an increase of \$9,880.34 more than the original quote, and the price exceeds the previously approved Board expenditure limit; and,

WHEREAS, the Authority requests Board approval to amend the Purchase Order to Deere and Company to reflect the current price for the John Deere 5125R Utility Tractor; 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 amend the Purchase Order for the purchase of one utility tractor from Deere & Company to account for this cost increase, as herein described, cost to be paid from the Airport Authority's Operating Funds or a funding source identified by the CFO.

02-17-22

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, as amended by that certain First Amendment to Agreement of Purchase and Sale dated October 16, 2019, as further amended by that certain Second Amendment to Agreement of Purchase and Sale dated March 26, 2020, as further amended by that certain Third Amendment to Agreement of Purchase and Sale dated April 19, 2021, as further amended by that certain Fourth Amendment to Agreement of Purchase and Sale dated June 17, 2021, as further amended by that certain Fifth Amendment to Agreement of Purchase and Sale dated July 16, 2021, and as further amended by that certain Sixth Amendment to Agreement of Purchase and Sale dated September 22, 2021 (collectively, the "Agreement") with Ketchum Airport Investors, LLC, a Georgia limited liability company ("Purchaser"), for the sale of the Property to Purchaser for a purchase price in the amount of One Million Sixty-Five Thousand and No/100 Dollars (\$1,065,000.00), as determined by the Review Appraisal required by the Purchase Agreement; and,

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WHEREAS, on August 22, 2019, the Board passed Resolution No. 19-4899 approving the transaction for sale and conveyance of the Property. The present resolution seeks to supplement Resolution No. 19-4899 to reflect the additional amendments to the Agreement, which are referenced above, as well as to reflect the new closing date; and,

WHEREAS, the Agreement provides that closing is to take place on or before February 24, 2022; and,

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

WHEREAS, such approval by the Authority's Board and the Federal Aviation Administration has been granted; and,

WHEREAS, the Authority management recommends approval of the sale of the Property pursuant to the 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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02-17-22

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.

Ketchum Property

*approximate boundary

Legend

-  Ketchum Tract (Subject Property)
-  Memphis International Airport

Ketchum - (Subject Property)

Memphis International Airport

Google Earth

1 mi



RESOLUTION

**STATEMENTS OF QUALIFICATIONS
OPEN END ENVIRONMENTAL CONSULTING SERVICES
MSCAA PROJECT NO. 21-1452-00
Received January 20, 2022**

K.S. Ware, Associates, LLC*

Tioga Environmental Consultants, Inc.

**out-of-town*

WHEREAS, pursuant to public advertisement, Statements of Qualifications were received on January 20, 2022, to provide Open End and Indefinite Delivery consultant services to assist the Memphis-Shelby County Airport Authority (“Authority”) with emergency environmental support (within 24 hours); and,

WHEREAS, the scope of services required consists of a variety of environmental compliance tasks related to water, waste, underground or aboveground storage tanks, asbestos, mold survey, air compliance, Phase I and Phase II Environment Site Assessment, permitting, wetland/ecology services, environmental planning, remediation, and sustainability; and,

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

1. Tioga Environment Consultants, Inc.
2. K.S. Ware & Associates, LLC

and,

WHEREAS, Tioga Environmental Consultants, Inc. (current service provider) was selected as the most qualified firm to provide the requested professional consulting services; and,

WHEREAS, Airport Management's Capital Program Executive Staff, by action taken on January 27, 2022, recommends approval; and,

WHEREAS, Airport Management, based on an anticipated scope of services and projects, with commensurate unit billing rates, has established an estimated budget for the first contract year of \$100,000.00 to be tracked by specific project and expenditures, and recommends award of contract to Tioga Environmental Consultants, Inc.; and,

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

WHEREAS, in furtherance of its Disadvantaged Business Enterprise (DBE) Program, the Airport Authority recommends this project to be placed in the Small Business Participation Program (SBPP) for the full term of this contract; and,

WHEREAS, Tioga Environmental Consultants, Inc. is a local DBE firm; and,

WHEREAS, Airport Authority Management recommends the approval of the award of this contract to Tioga Environmental Consultants, Inc.;

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 Tioga Environmental Consultants, Inc. to provide professional engineering services as herein described, cost to be paid from various funding based on related and designated projects.

02-17-22

RESOLUTION

WHEREAS, by Resolution #10-4512, dated June 17, 2010, the Memphis-Shelby County Airport Authority ("Airport Authority") entered into a contract with Scheidt & Bachmann USA, Inc. ("S&B"), for the installation of a Parking Access Revenue Control System ("PARCS") for all parking transactions at the Memphis International Airport; and,

WHEREAS, S&B is a sole source provider for maintenance of and equipment for their proprietary PARCS system; and,

WHEREAS, by Resolution #14-4661, dated April 17, 2014, the Airport Authority entered into a Maintenance Services Agreement ("MSA") with S&B for a four-year period at a total cost of \$771,579.00; and,

WHEREAS, the MSA allows for optional renewals at a cost increase of five percent (5%) over the subsequent year; and,

WHEREAS, by Resolutions #18-4824, dated February 22, 2018, #19-4876, dated February 21, 2019, #20-4921, dated February 20, 2020, and #21-4970, dated February 18, 2021, the Airport Authority renewed the MSA for four additional one-year periods at costs of \$228,550.00, \$239,434.00, \$251,406.00, and \$251,406.00 respectively; and,

WHEREAS, S&B has proposed a fifth additional one-year renewal at a cost of \$263,976.00, beginning May 1, 2022; 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 an amendment with Scheidt & Bachmann USA, Inc., as herein described, cost to be paid from the Airport Authority's Operating Funds or a funding source identified by the CFO.

02-17-22