

REGULAR MEETING OF THE BOARD OF COMMISSIONERS, MEMPHIS-SHELBY COUNTY AIRPORT
AUTHORITY (MSCAA) March 19, 2020

CALL TO ORDER

RECOGNITION OF VISITORS, OTHERS

APPROVAL OF BOARD MEETING MINUTES *February 20, 2019*

Resolutions for Approval This Month

1. Approval of Amendment No. 1 – Open End NEPA Compliance Services- EnSafe, Inc.
2. Approval of Amendment No. 2 – Open End NEPA Compliance Services – EnSafe, Inc.
3. Approval of Contract – Uniform Rental Services – Cintas Corporation
4. Approval of Purchase – Mobile Boarding Ramps – Timberline GSE
5. Approval of Purchase Amendment – Mobile Passenger Stairway – AERO Specialties, Inc.
6. Approval of Amendment No. 13 – FedEx Composite Lease Agreement

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 – April 23, 2020 (*adjusted date*)

RESOLUTION

WHEREAS, by Resolution No. 16-4765, adopted October 20, 2016, the Board of Commissioners ("Board") of the Memphis-Shelby County Airport Authority ("Airport Authority") authorized the execution of a multi-year contract with EnSafe, Inc. to provide Open End and Indefinite Delivery Consultant services to assist the Airport Authority in maintaining National Environmental Policy Act (NEPA) compliance with EnSafe, Inc. for the project described as:

**OPEN END NEPA COMPLIANCE SERVICES
Memphis International Airport
MSCAA PROJECT NO. 16-1401-00**

WHEREAS, Contract No. 16-1401-00 was executed effective September 22, 2016 ("Contract") and established a scope of services with commensurate unit billing rates and a not-to-exceed budget for the first contract year of \$500,000; and,

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

WHEREAS, Airport Authority Management now desires to exercise the first of two options-to-renew the Contract for a fourth year; and,

WHEREAS, Airport Authority Management has negotiated billing rates for Contract Amendment No. 1, the first option and the fourth year of the Contract and an estimated not-to-exceed budget in the amount of \$500,000; and,

WHEREAS, in furtherance of its Disadvantaged Business Enterprise (DBE) Program, the Airport Authority established a DBE goal of 24% for the full term of this contract; and,

WHEREAS, Management recommends approval of Contract Amendment No. 1.

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. 1 to Contract No. 16-1401-00 with EnSafe, Inc., as herein described, cost to be paid from funds as identified by the CFO.

03-19-20

RESOLUTION

WHEREAS, by Resolution No. 16-4765, adopted October 20, 2016, the Board of Commissioners ("Board") of the Memphis-Shelby County Airport Authority ("Airport Authority") authorized the execution of a multi-year contract with EnSafe, Inc. to provide Open End and Indefinite Delivery Consultant services to assist the Airport Authority in maintaining National Environmental Policy Act (NEPA) compliance with EnSafe, Inc. for the project described as:

**OPEN END NEPA COMPLIANCE SERVICES
Memphis International Airport
MSCAA PROJECT NO. 16-1401-00**

WHEREAS, Contract No. 16-1401-00 was executed effective September 22, 2016 ("Contract") with Ensafe, Inc. and established a scope of services with commensurate unit billing rates and an estimated budget for the first contract year of \$500,000; and,

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

WHEREAS, Amendment 1 for the first Option Year/Fourth Contract Year was presented to the Board for approval today; and,

WHEREAS, additional Open End Services are needed to complete an Environmental Assessment (EA) to acquire clearances for parcels of approximately 250 acres near Holmes Road; and,

WHEREAS, additional Open End Services are required to provide an EA and Finding of No Significant Impact (FONSI) for the proposed Holmes Road development project, limited to tree clearing of the 250-acre site, to comply with

Federal Aviation Administration (FAA) implementation guidelines for compliance with the National Environmental Policy Act (NEPA); and,

WHEREAS, it is now the Airport Authority Management's desire to implement Amendment No. 2 to Contract No. 16-1401-00 for additional Open End NEPA Compliance Services; and,

WHEREAS, Airport Authority Staff has negotiated Contract Amendment No. 2 in a lump sum amount of One Hundred Forty-Four Thousand and 00/100 Dollars (\$144,000.00); and,

WHEREAS, the Airport Authority Management's Capital Program Executive Staff, by action taken on February 27, 2020, recommends approval of Amendment No. 2; and,

WHEREAS, in furtherance of its Disadvantaged Business Enterprise (DBE) Program, the Airport Authority established a DBE goal of 24% for the full term of this 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 No. 16-1401-00 with EnSafe, Inc., as herein described, cost to be paid from funds as identified by the CFO.

03-19-20

RESOLUTION

WHEREAS, pursuant to public advertisement, Proposals for Uniform Rental Services for the Memphis-Shelby County Airport Authority ("Airport Authority") were received as follows:

**REQUEST FOR PROPOSALS
UNIFORM RENTAL SERVICES
FOR MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY
Received February 12, 2020**

<u>PROPOSALS RECEIVED FROM:</u>	<u>YEAR ONE</u>	<u>APPROXIMATE GRAND TOTAL COST (5 YEARS)</u>
Cintas Corporation*	\$ 42,758.56	\$ 213,792.80
Clean Uniform*	\$ 75,819.64	\$ 407,262.96
Memphians on the Move	\$ 372,060.00	\$ 1,931,540.00
UniFirst Corporation*	\$ 37,083.28	\$ 196,538.68

**Out of town firms*

and,

WHEREAS, the scope of services includes rental and cleaning services for uniforms for the Airport Authority's Maintenance Department; 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, pricing calculations were based on current quantities of uniforms to be maintained; therefore, actual costs over the five-year contract period will fluctuate based on the actual number of uniforms maintained; and,

WHEREAS, the selection committee evaluated all four (4) proposals, and after review, the top two (2) proposers were interviewed by the selection committee; and,

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

1. Cintas Corporation
2. UniFirst Corporation

and,

WHEREAS, due to a lack of subcontracting opportunities under its Disadvantage Business Enterprise (DBE) Program, the Airport Authority was unable to establish a DBE goal for this contract; and,

WHEREAS, Airport Authority Management recommends award of the contract to Cintas Corporation;

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 execute a contract with Cintas Corporation for uniform rental 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.

RESOLUTION

WHEREAS, pursuant to public advertisement, bids for two mobile boarding ramps for the Memphis-Shelby County Airport Authority ("Airport Authority") were received as follows:

**REQUEST FOR BIDS
MOBILE BOARDING RAMPS
FOR MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY
Received March 9, 2020**

Bidder	Ramps	Alt. 1	Alt. 2	Alt. 3	Alt. 4	Alt. 5	Total Bid
Keith Consolidated Industries*	\$118,000.00	No Bid	\$13,000.00	\$15,200.00	\$18,800.00	\$13,600.00	\$178,600.00
Timberline GSE*	\$108,000.00	\$9,000.00	Included	\$13,000.00	\$5,250.00	\$13,000.00	\$148,250.00

* *Out of town firm*

and,

WHEREAS, Alternate 1 is for electronically controlled hydraulic lifting mechanisms; Alternate 2 is for upgraded anti-slip flooring; Alternate 3 is for mobile boarding ramp canopy covers; Alternate 4 is for removable side enclosure curtains; and Alternate 5 is for LED walkway lighting; and,

WHEREAS, due to a lack of subcontracting opportunities under its Disadvantaged Business Enterprise (DBE) Program, the Airport Authority was unable to establish a DBE goal for this contract; and,

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

WHEREAS, Timberline GSE was the lowest and most responsive bidder; and,

WHEREAS, Airport Authority Management recommends award of the purchase, including Alternates 1 through 5, to Timberline GSE;

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 purchase to Timberline GSE 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.

03-19-20

RESOLUTION

WHEREAS, by Resolution #19-4914, dated December 19, 2019, the Board of Commissioners of the Memphis-Shelby County Airport Authority ("Airport Authority") approved purchase of a TLD ABS-580 Diesel Mobile Passenger Stairway ("ABS-580") from 72 Hour LLC, dba National Auto Fleet Group ("NAF"), pursuant to Sourcewell contract #091218-NAF; and,

WHEREAS, the Airport Authority issued Purchase Order #20-MAA-50980 to NAF and NAF initiated the purchase with the manufacturer, AERO Specialties, Inc. ("AERO"), and said Purchase Order requires payment after delivery; and,

WHEREAS, AERO instructed NAF that payment would be required prior to shipment but payment prior to shipment is not acceptable to the Airport Authority or to NAF; and,

WHEREAS, AERO has advised NAF that payment after delivery is acceptable to AERO if a purchase order from the Airport Authority is issued directly to AERO; and,

WHEREAS, AERO and NAF have mutually agreed that in order to ensure payment after delivery, the Airport Authority will cancel Purchase Order #20-MAA-50980 issued to NAF and issue a replacement purchase order directly to AERO; and,

WHEREAS, Sourcewell has confirmed that this arrangement is compliant with NAF's Sourcewell contract; and,

WHEREAS, the cost of the ABS-580 remains fixed at \$128,055.50 as approved by the aforementioned resolution; 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 mobile passenger stairway from AERO Specialties, 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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03-19-20

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; and Twelfth Amendment effective April 1, 2019, 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 109,051 square feet of unimproved land referred to as Parcel 36 for aircraft parking at \$0.2244 per square foot, thereby creating an annual rent increase of \$24,471.04 effective on or about April 1, 2020; 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 Thirteenth Amendment to the Composite Lease Agreement with FedEx as referenced herein.

03-19-20