

REGULAR MEETING OF THE BOARD OF COMMISSIONERS, MEMPHIS-SHELBY COUNTY
AIRPORT AUTHORITY (MSCAA) January 24, 2019

CALL TO ORDER

APPROVAL OF BOARD MEETING MINUTES *December 13, 2018*

RECOGNITION OF VISITORS, OTHERS

Resolutions for Approval This Month

1. Approval of Negotiation and Contract- Workday, Inc. Software Implementation
2. Approval of Contract– Taxiway Alpha West Reconstruction (Design) – Allen & Hoshall, Inc.
3. Approval of Amendment No. 11– Lease and Concessions Agreement –Wilson Air Center, LLC
4. Approval of Amendment No. 12 – 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

MSCAA PROGRESS REPORT

Scott Brockman, President and CEO

INFORMATION ITEMS

NEXT BOARD MEETING – February 21, 2019

RESOLUTION

WHEREAS, pursuant to public advertisement, Statements of Qualifications for Workday, Inc. Software Implementation for the Memphis-Shelby County Airport Authority ("Airport Authority") were received as follows:

REQUEST FOR QUALIFICATIONS
WORKDAY, INC. SOFTWARE IMPLEMENTATION
FOR MEMPHIS INTERNATIONAL AIRPORT

Received January 8, 2019

STATEMENTS OF QUALIFICATIONS RECEIVED FROM:

Navigator Management Partners (Navigator)*

Sierra-Cedar *

** Out of town firms*

and,

WHEREAS, the scope of services consists of the implementation of Workday, Inc. including but not limited to project management, organization change management, business process re-alignment, design, fit/gap analysis, build & configure, data conversion, integration design and development, testing strategy and execution, training of technology services and personnel, deployment and ongoing support; and,

WHEREAS, the Statements of Qualifications were evaluated according to established criteria; and after review, Sierra-Cedar was deemed non-responsive; and,

WHEREAS, the selection committee interviewed the remaining firm, and selected Navigator; and,

WHEREAS, Airport Authority Management will negotiate a contract for services to be performed by Navigator; and,

WHEREAS, in furtherance of its Disadvantage Business Enterprise (DBE) Program, the Airport Authority established a DBE goal of 3% for the full term of this contract; and,

WHEREAS, all respondents pledged to meet the DBE goal; and,

WHEREAS, because this was a qualifications-based selection process, DBE partners, dollars, and percentages will be determined in negotiations; and,

WHEREAS, Workday, Inc. has confirmed that Navigator is a certified partner for implementation; and,

WHEREAS, Airport Authority Management recommends award of the contract to Navigator; and,

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the Memphis-Shelby County Airport Authority, that the award to Navigator Management Partners is hereby approved, and the President and CEO or his designee is hereby authorized to negotiate and execute a contract for Workday, Inc. Software Implementation, with cost to be paid from the Airport Authority's operating funds or any other funds as identified by the CFO.

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01-24-19

RESOLUTION

WHEREAS, pursuant to public advertisement, Statements of Qualifications for professional engineering design and creation of complete construction documents for Taxiway Alpha (West) at Memphis International Airport were received as follows:

REQUEST FOR QUALIFICATIONS
TAXIWAY ALPHA WEST RECONSTRUCTION – DESIGN
MSCAA PROJECT NO. 18-1413-00
Received December 10, 2018

STATEMENTS OF QUALIFICATIONS RECEIVED FROM:

Allen & Hoshall, Inc.*

Barge Design Solutions, Inc.*

Fisher & Arnold, Inc.*

Garver, LLC

Kimley-Horn*

Pickering Firm, Inc.*

** local*

and,

WHEREAS, the scope of services consists of engineering design and creation of complete construction documents for full-depth reconstruction of approximately 4,125 linear feet of the western portion of taxiway Alpha at Memphis International Airport; and,

WHEREAS, the eastern most portion of taxiway Alpha was previously reconstructed under a prior project; and,

WHEREAS, work efforts may include, but not necessarily be limited to, design for the demolition of existing facilities, grading and drainage, underdrains, site surveying, geotechnical testing, Portland Cement Concrete pavement (including subgrade preparation and pavement base construction), joint sealing, bituminous pavement,

airfield signage and markings, airfield electrical lighting and underground ducts, earthwork, erosion control, sodding, cost estimating, construction scheduling, bid phase assistance, construction support services, and other efforts normally required for taxiway reconstruction; all in accordance with federal regulations and other applicable rules, regulations, and laws; and,

WHEREAS, the Statement of Qualifications of all firms were evaluated by the Selection Committee according to established criteria, and after review, the top three firms were ranked in the following order:

1. Allen & Hoshall, Inc.
2. Fisher & Arnold, Inc.
3. Barge Design Solutions, Inc.

and,

WHEREAS, Allen & Hoshall, Inc. was selected as the most qualified firm to provide the requested professional engineering services; and,

WHEREAS, due to the fact that the contract has already been negotiated and is deemed appropriate, a ranking of firms for negotiation is unnecessary; and,

WHEREAS, in furtherance of its Disadvantaged Business Enterprise (DBE) Program, the Memphis-Shelby County Airport Authority (Airport Authority) established a DBE goal of 29% for the full term of this contract; and,

WHEREAS, the following fees have been negotiated for the professional engineering services:

TOTAL Contract Amount	\$ 965,000.00
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and,

WHEREAS, Airport Authority's Capital Program Executive Staff, by action taken on January 15, 2019, recommends approval of the negotiated fees for services to be performed by the contractor; and,

WHEREAS, Airport Authority's Capital Program Executive Staff, recommends an Initial Contingency Amount (ICA) in the amount of \$96,500.00 (10%) for the project, which, in accordance with Policy 701, requires approval of the President and CEO and the Board; and,

WHEREAS, Allen & Hoshall, Inc., a local prime contractor, will utilize two (2) local certified DBE subcontractors totaling 25.4%, which will total \$244,742 on this contract and three (3) non-local DBE subcontractors totaling 16.1% which will total \$155,031; and,

WHEREAS, 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 Allen & Hoshall, Inc. as herein described, cost to be paid from 2001 Capital and Federal Grant funds.

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RESOLUTION

WHEREAS, the Memphis-Shelby County Airport Authority ("Authority") Board of Commissioners, by Resolution No. 93-3740 adopted July 7, 1993 approved the execution of a Lease and Concession Agreement for General Fixed Based Operator ("FBO Lease Agreement") with Wilson Air Center LLC ("Wilson") effective August 10, 1993; and,

WHEREAS, the FBO Lease Agreement has a term of thirty (30) years for the purpose of leasing certain parcels of real property (the "Demised Premises"); and,

WHEREAS, the FBO Lease Agreement was modified by the First Amendment effective October 11, 1994; Second Amendment effective August 21, 1995; Third Amendment effective August 1, 1997; Fourth Amendment effective December 1, 1997; Fifth Amendment dated May 1, 2006 and deleted in its entirety by Resolution No. 08-4436; Sixth Amendment effective October 1, 2008; Seventh Amendment effective February 4, 2010; Eighth Amendment effective January 17, 2012; Ninth Amendment effective August 14, 2013; and Tenth Amendment effective December 18, 2014; collectively referred to herein as the FBO Lease Agreement; and,

WHEREAS, the FBO Lease Agreement, Section 4. Rental A., provides for the scheduled adjustment ("Adjustment Dates") of the rental rate to be increased beginning July 1, 2005 and at the end of every five (5) years thereafter; and,

WHEREAS, in order to determine an appropriate rental rate adjustment, the Authority hired a qualified appraiser to appraise the leasehold; and,

WHEREAS, Authority and Wilson agree that effective February 1, 2019 the rental rate for the Demised Premises shall be increased to \$0.3005 per square foot for unimproved ground rent and \$0.3800 per square foot for improved ground rent, and,

WHEREAS, 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 Eleventh Amendment to the Lease and Concession Agreement for General Fixed Based Operator with Wilson Air Center, LLC as referenced herein.

#19 –

01-24-19

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; and Eleventh Amendment effective January 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 18,276 square feet of unimproved land located on the airfield and referred to as Parcel 35, which will be used for glycol tank storage, at \$0.2268 per square foot, thereby creating an annual rent increase of \$4,145.00 effective October 1, 2019, and,

WHEREAS, the time between Amendment execution and the effective date for rent will be utilized for FedEx to access and improve the site; and,

WHEREAS, FedEx has indicated that it will purchase multiple above-ground storage tanks, construct an appropriate pad to house the tanks, and stock, operate, and maintain the glycol storage tanks; 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 Twelfth Amendment to the Composite Lease Agreement with FedEx as referenced herein.

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