

REGULAR MEETING OF THE BOARD OF COMMISSIONERS, MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY (MSCAA) September 28, 2017

CALL TO ORDER

RECOGNITION OF VISITORS, OTHERS

APPROVAL OF BOARD MEETING MINUTES *August 17, 2017*

Resolutions for Approval This Month

1. Approval of Contract – Pest Control Services – Nu Era Pest Control
2. Approval of Contract – On-Call Roofing Repair – Ark Roofing Company and Carroll's Roofing & Construction, LLC.
3. Approval of Amendment to the Lease and Concession Agreement – HMSHost/Anton Airfood, Inc.
4. Approval of Amendment to the Temporary Lease and Concession Agreement –KC Eatery, LLC

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 19, 2017

RESOLUTION

WHEREAS, pursuant to public advertisement, Statements of Qualifications for On-Call Roofing Repair for the Memphis-Shelby County Airport Authority (“Authority”) were received as follows:

REQUEST FOR QUALIFICATIONS
ON-CALL ROOFING REPAIR
FOR MEMPHIS INTERNATIONAL AIRPORT
Received September 15, 2017

STATEMENTS OF QUALIFICATIONS RECEIVED FROM:

Ark Roofing Company, Inc.*

Carroll's Roofing & Construction, LLC *

** local business*

and,

WHEREAS, the scope of services consists of providing services to perform maintenance and emergency commercial roof repairs on the Authority's facilities by furnishing all supervision, labor, materials, and services required to make all necessary repairs, with a base term of one (1) year with four (4) one (1) year renewal options at the sole discretion of the Airport Authority for a potential total contract term of five (5) years; and,

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

WHEREAS, the selection committee reviewed the statements of the two firms; and,

WHEREAS, the selection committee unanimously ranked the firms evenly:

1. Ark Roofing Company, Inc.

1. Carroll's Roofing & Construction, LLC

and,

WHEREAS, Management staff will negotiate a contract for services to be performed with both firms; however, if negotiations are unsuccessful with one of the firms, negotiations will terminate with that firm and the entire contract will be awarded to the other tied firm; and,

WHEREAS, in furtherance of its Disadvantage Business Enterprise (DBE) Program, the Airport Authority established a DBE goal of 26% for the full term of this contract; and,

WHEREAS, the selected vendors for this contract are local certified DBEs who, therefore will receive 100% of the total contract spend; and,

WHEREAS, airport management recommends award of the contract to Ark Roofing Company, Inc and Carroll's Roofing & Construction, LLC;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the Memphis-Shelby County Airport Authority, that the award to Ark Roofing Company, Inc and Carroll's Roofing & Construction, LLC is hereby approved, and the President and CEO or his designee is hereby authorized to negotiate and execute contracts for on-call roofing repair, 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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09-28-17

RESOLUTION

WHEREAS, pursuant to public advertisement, proposals for providing pest control services for the Memphis-Shelby County Airport Authority ("Airport Authority") were received as follows:

REQUEST FOR PROPOSALS
PEST CONTROL SERVICES
MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY
Received August 30, 2017

PROPOSALS RECEIVED FROM:

Nu Era Pest Control*
Orkin, LLC#
Reed Exterminating Co., Inc#
Terminix International Company, L.P #

*local business
#non-responsive

and,

WHEREAS, the scope of services will consist of providing pest control services to the buildings and premises of the Memphis International Airport, General Dewitt Spain Airport, and Charles W. Baker Airport for the control of roaches, ants, silverfish, spiders, gnats, crickets, paper mites, rats, mice, and other pests; with a base term of one (1) year with four (4) one (1) year renewal options at the sole option of the Airport Authority for a potential total contract term of five (5) years; and,

WHEREAS, the proposals were evaluated according to established criteria and after review Orkin, LLC, Reed Exterminating Co., Inc, and Terminix International Company, L.P. were deemed non-responsive; and,

WHEREAS, the proposal selection committee selected Nu Era Pest Control as the top ranked proposer; and,

WHEREAS, the annual cost of pest control services is as follows:

| <u>Year</u> | <u>Annual Amount</u> |
|-------------|----------------------|
| One | \$50,125.00 |
| Two | \$40,044.00 |
| Three | \$39,084.00 |
| Four | \$48,684.00 |
| Five | \$48,684.00 |

and,

WHEREAS, other costs may be incurred based on the Airport Authority's need for additional bait stations; and,

WHEREAS, in furtherance of its Disadvantage Business Enterprise (DBE) Program, the Airport Authority established a DBE goal of 46% for the full term of this contract; and,

WHEREAS, the selected vendor for this contract is a local, minority firm and certified DBE who, therefore will receive 100% of the total contract spend; and,

WHEREAS, Airport Management recommends award of the contract to Nu Era Pest Control; and,

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the Memphis-Shelby County Airport Authority that the award to Nu Era Pest Control is hereby approved and the President and CEO or his designee is hereby authorized to execute a contract for pest control services as herein described with costs to be paid from the Airport Authority's operating funds or any other funds as identified by the CFO.

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09-28-17

RESOLUTION

WHEREAS, In 2004, the Memphis-Shelby County Airport Authority (“Authority”) Board of Commissioners, authorized the President and CEO to enter into a set of Agreements, consisting of an Interim one-year Agreement, and thereafter a 12-year Primary Lease and Concession Agreement, effective upon the conclusion of the Interim Term, with HMSHost/Anton Airfood, Inc. (“Concessionaire”) for the Development and Operation of Food and Beverage Concessions at the Memphis International Airport (“Airport”); and,

WHEREAS, the Authority and Concessionaire thereafter amended the Lease and Concession Agreement pursuant to a First Amendment dated April 1, 2005, a Second Amendment dated May 1, 2007, a Third Amendment dated May 24, 2010, a Fourth Amendment dated March 19, 2012, a Fifth Amendment dated June 3, 2013, a Sixth Amendment dated March 14, 2014, a Seventh Amendment dated May 18, 2015, an Eighth Amendment dated May 28, 2015, a Ninth Amendment dated September 12, 2016, a Tenth Amendment dated January 10, 2017, and an Eleventh Amendment dated August 7, 2017, (being ratified and approved by this Resolution) collectively referred to herein as the “Agreement”; and,

WHEREAS, in preparation for the closure of Concourse B for the Concourse Modernization Project, all concession units on Concourse B will be relocated or closed during construction; and,

WHEREAS, to accommodate the additional passenger traffic directed to Concourses A & C as a result of the temporary closure of Concourse B, the remaining

Concourse A & C concession units will be adjusted accordingly to meet the expected passenger demand; and,

WHEREAS, notwithstanding the above, the Agreement will otherwise remain in full force and effect for the operation of the restaurants operated under the Agreement with HMSHost/Anton Airfood, Inc.; and,

WHEREAS, in accordance with the Agreement with HMSHost/Anton Airfood Inc., the Authority recommends that the Board ratify and approve the Eleventh Amendment as referenced herein, thereby extending the primary lease term through September 2020 to accommodate the Concourse B Modernization Project;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the Memphis-Shelby County Airport Authority, that this Eleventh Amendment (which was inadvertently executed prior to Board action), be hereby approved and that the prior execution by the President and CEO of the Eleventh Amendment to the Lease and Concession Agreement with HMSHost/Anton Airfood, Inc. for the purpose of modifying the Agreement as stated herein, is hereby ratified.

09/28/17

RESOLUTION

WHEREAS, In September 2014, the Memphis-Shelby County Airport Authority (“Authority”) Board of Commissioners authorized the President and CEO to enter into a 3-year Temporary Lease and Concession Agreement with KC Eatery, LLC, (“an ACDBE Concessionaire”), for the temporary Development and Operation of Food and Beverage Concessions at the Memphis International Airport (“Airport”); and,

WHEREAS, the Authority and Concessionaire thereafter amended the Temporary Lease and Concession Agreement pursuant to a First Amendment dated November 30, 2015, a second Amendment dated January 10, 2017 and a Third Amendment dated February 6, 2017 (being ratified and approved by this Resolution), collectively referred to herein as the “Agreement”; and,

WHEREAS, in preparation for the closure of the Concourse B for the Airport Modernization Project, all concession units on Concourse B will be relocated or closed during construction; and,

WHEREAS, to accommodate the additional passenger traffic directed to Concourses A & C as a result of the temporary closure of Concourse B, the remaining Concourse A & C concession units will be adjusted to meet the expected passenger demand; and,

WHEREAS, the Agreement will otherwise remain in full force and effect for the operation of the restaurant operated under the Agreement with KC Eatery, LLC; and,

WHEREAS, it is accepted and agreed that the Agreement with KC Eatery, LLC is a temporary agreement outside of the overall food concession agreement and for the

convenience of the Authority and is set to expire upon the consolidation of airline operations in the B Concourse; and,

WHEREAS, in accordance with the Agreement with KC Eatery, LLC, the Authority recommends that the Board ratify and approve the Third Amendment as referenced herein thereby extending the primary lease term through September 2020 to accommodate the Concourse B Modernization Project;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the Memphis-Shelby County Airport Authority, that this Third Amendment (which was inadvertently executed prior to Board action) be hereby approved and that the prior execution by the President and CEO of the Third Amendment to the Temporary Lease and Concession Agreement with KC Eatery, LLC for the purpose of modifying the Agreement as stated herein, is hereby ratified.

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09-28-17