



Agenda
Indianapolis Airport Authority
March 20, 2015
8:30 AM

- I. **Call to Order**
- II. **Approval of Minutes of the Pre-Board and Regular Meeting of February 20, 2015**
- III. **Ordinances, Resolutions and Public Hearings**
 - a) Consider, for approval, **Resolution No. 8-2015**, granting the Executive Director, or his authorized representative, authorization to apply for, and accept, Offers extended to it by the FAA, TSA, and/or INDOT.
 - b) Consider, for approval, **Resolution No. 9-2015**, concerning certain commitments and assurances by the Indianapolis Airport Authority in support of the bid for the 2016 Copa America Centenario Soccer Championship.
 - c) Open/Close the Public Hearing, and then Vote, on **BP2015-03-1**, concerning a Real Estate Sale Agreement with Browning Real Estate Properties, LLC for the sale of 11.659 acres of land located on the south side of Washington Street and west of Ronald Reagan Parkway, as more particularly described in said **BP2015-03-1**.
 - d) Open/Close the Public Hearing, and then Vote, on **BP2015-03-2**, concerning a Real Estate Sale Agreement with Denison Partners, LLC for the sale of 1.0 acre of land in the southwest corner of interstate I-70 and State Road 267, as more particularly described in said **BP2015-03-2**.
- IV. **Board Reports**

President's Report
- V. **Official Actions**

Consider, for approval, the individual items listed on the IAA General Agenda, dated March 20, 2015.
- VI. **Staff Reports**

Executive Director Report
- VII. **Other Reports/Update**
- VIII. **Board Communications**

Next Meeting: Friday, April 17, 2015 @ 8:30 a.m.
- IX. **Adjourn**

MINUTES
Board of Directors Meeting
Indianapolis Airport Authority

The Regular Meeting of the Indianapolis Airport Authority Board was called to order at 8:31 a.m., February 20, 2015, in the Airport's Board Room at the Indianapolis International Airport.

Present at commencement of the meeting and comprising a quorum were:

Kelly J. Flynn, Vice President
Alfred Bennett, Secretary
Dr. Philip C. Borst, Member
Brett Voorhies, Member
Karen Caswelch, Member
Jack T. Morton, Jr., Member
Lynn T. Gordon, Advisory Member

Rex M. Joseph, Jr., IAA Board Counsel

IAA executive staff attending:

Mario Rodriguez, Executive Director
Mike Medvescek, Sr. Director of Operations
Marsha Stone, Sr. Director of Commercial Enterprise
Joseph Heerens, General Counsel
Shannetta Griffin, Sr. Director of Planning & Development
Robert Thomson, Sr. Director of Finance
Jamie Leap, Sr. Executive Assistant/Recording Secretary

APPROVAL OF MINUTES

Upon a motion by Mr. Bennett, seconded by Dr. Borst and unanimously passed, approval was given to the Minutes of both the Pre-Board and Regular Meetings of January 23, 2015.

ORDINANCES, RESOLUTIONS AND PUBLIC HEARINGS

Vice President Flynn described Resolution No. 3-2015, concerning Lease Agreement with AAR Aircraft Services Inc., for 6,336 sq. feet of additional warehouse space at the IMC. Upon a motion by Mr. Bennett, seconded by Ms. Caswelch and unanimously passed, approval was given to Resolution No. 3-2015.

Vice President Flynn next described Resolution No. 4-2015, and Third Amendment to Lease Agreement with the Greater Indianapolis Foreign Trade Zone, Inc. Upon a motion by Mr. Voorhies, seconded by Ms. Caswelch and unanimously passed, approval was given to Resolution No. 4-2015.

Vice President Flynn next described Resolution No. 5-2015, amending and restating the IAA's Employee Retirement Plan & Trust. Upon a motion by Ms. Caswelch, seconded by Mr. Morton and unanimously passed, approval was given to Resolution No. 5-2015. Vice President Flynn next described Resolution No. 6-2015, concerning a modernized and more restrictive Code of Ethics for Employees of the Indianapolis Airport Authority. Upon a motion by Ms. Caswelch, seconded by Mr. Bennett and unanimously passed, approval was given to Resolution No. 6-2015.

Vice President Flynn next described Resolution No. 7-2015, Authorizing Modifying an Existing Swap Agreement or Amending or Novating or Assigning an Existing Swap Agreement or Entry Into a New Swap Agreement. Upon a motion by Dr. Borst, seconded by Ms. Caswelch and unanimously passed, approval was given to Resolution No. 7-2015.

BOARD REPORTS

Vice President's Report

Vice President Flynn shared the following reports:

- a) The Indianapolis International Airport has, once again, received the distinction of being recognized as the "Best Airport in North America" from Airports Council International. The Airport also won this award in 2010, 2012, and 2013.
- b) President Obama had a successful visit to the City of Indianapolis on February 6, 2015, and he extended his sincere appreciation for everyone's time and efforts in connection therewith. (Highlights by Mr. Mike Medvescek)
- c) Enplanements, at the end of 2014, were the highest since 2005. Thirteen new flights have been added in the first two months of 2015. (Highlights by Ms. Marsha Stone)
- d) Ms. Karen Caswelch will be relocating to California and will no longer be able to serve on the IAA's Board. She served for three years and provided outstanding leadership to our organization.
- e) Mr. Joe Miller, Sr. Director of Information Technology, recently accepted a new position with Weaver Popcorn Company, and today will be his last day with IAA.
- f) Mr. Rex Joseph, IAA Board Counsel, has provided legal services to the Board for 28 consecutive years.

Committee Reports

Vice President Flynn shared the specific purpose and description of each committee. At the beginning of each year, the committee chairperson provides an annual report of the committee's activities and performance during the prior calendar year (2014).

Vice President Flynn shared that Ms. Jean Wojtowicz, who is Chair of Finance & Audit Committee, was not able to attend today's meeting but her report appears in the Board Materials.

Mr. Al Bennett (Chair, Reliever Airport Committee) and Mr. Lynn T. Gordon (Chair, Human Resources Committee) next provided their respective annual committee reports to the Board.

OFFICIAL ACTIONS

INTRODUCTION AND APPROVAL OF THE INDIANAPOLIS AIRPORT AUTHORITY'S GENERAL AGENDA, DATED FEBRUARY 20, 2015: Vice President Flynn introduced and then verbally described each of the individual items listed on the General Agenda, after which he asked for separate motions of approval, as follows:

BP2015-02-1. Upon a motion by Mr. Morton, seconded by Mr. Bennett and unanimously passed, approval was given to BP2015-02-1.

BP2015-02-2. Upon a motion by Ms. Caswelch, seconded by Dr. Borst and unanimously passed, approval was given to BP2015-02-2.

BP2015-02-3. Upon a motion by Mr. Voorhies, seconded by Ms. Caswelch and unanimously passed, approval was given to BP2015-02-3.

BP2015-02-4. Upon a motion by Mr. Bennett, seconded by Mr. Morton and unanimously passed, approval was given to BP2015-02-4.

BP2015-02-5. Upon a motion by Mr. Voorhies, seconded by Ms. Caswelch and unanimously passed, approval was given to BP2015-02-5.

STAFF REPORTS

Executive Director's Report

Mr. Rodriguez shared the following reports:

- a) The 4th Quarter RITE award winners are: (i) Christy Chamberlain, of IAA Police, for the core value of "Respect"; (ii) Marcia Fisher, of Guest Services, for the core value of "Integrity"; (iii) Sherry McMahan, of Terminal Services, for the core value of "Trust"; (iv) Michael Norris, Kevan Miller & Kevin Unger, of Operations Department, for the core value of "Excellence"; (v) Rebecca Skaggs, of Parking Department, for "Customer Service Excellence Award"; and (vi) Anthony Shew, of Building Maintenance, for the "Unsung Hero Award".
- b) Introduction of new employees: Mr. Steve Wilson (Director of Parking), and Ms. Angela Cain (Director of Public Relations).
- c) Overview of recent XBE Outreach event for Construction Contractors held on February 3, 2015. (Highlights provided by Ms. Holli Harrington)

OTHER REPORTS

Ms. Karen Caswelch expressed her appreciation for having the opportunity to serve on the Board for the last three years and that she will miss working with the organization in the future.

ADJOURNMENT

Vice President Flynn announced the next IAA Board meeting is scheduled for March 20, 2015. There being no further business, the meeting was adjourned at 8:59 a.m.

INDIANAPOLIS AIRPORT AUTHORITY *

By: _____
Michael W. Wells, President

By: _____
Alfred R. Bennett, Secretary

DATED: _____

* Signed under authority of IAA Board Resolution #6-2013

DRAFT



BOARD MEMO – FEDERAL AND STATE GRANT AUTHORITY

To: IAA Board of Directors
From: Robert B. Thomson, Sr. Director of Finance / Treasurer
Date: March 20, 2015
Subject: Federal and State Grant Authority to Executive Director

Background

Resolution No. 8-2015 authorizes the Executive Director of the Indianapolis Airport Authority, Indianapolis, Indiana, or his designee, to apply for airport development assistance and to accept on behalf of the Indianapolis Airport Authority, any and all Offers that may be extended to it on or before December 31, 2015 by the Administrator of the Federal Aviation Administration (FAA), the Transportation Security Administration (TSA), or the Indiana Department of Transportation (INDOT).

Federal and State agencies often allow a very short amount of time to respond/accept when extending Offers. This blanket resolution is a proactive measure taken by the Authority to ensure it will be able to respond in a timely manner to potential Offers extended by any of the governmental agencies included in this resolution. The board has approved similar blanket resolutions in previous years which have allowed the Authority to take advantage of funding sources it would otherwise not have had the opportunity to utilize.

Recommendation

The IAA staff recommends that the Board approve Resolution No. 8-2015 granting the Executive Director, or his authorized representative, authorization to apply for, and accept, Offers extended to it by the FAA, TSA, or INDOT.

Consider for approval adoption of Resolution No. 8-2015 authorizing the Executive Director or his designee to apply for airport development assistance, accept, adopt and execute offers that are scheduled to expire on or before December 31, 2015 from the Administrator of the Federal Aviation Administration, the Transportation Security Administration, or the Indiana Department of Transportation constituting Agreement between the United States or the State of Indiana and the Indianapolis Airport Authority.

RESOLUTION NO. 8-2015

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR, OR HIS DESIGNEE, TO APPLY FOR, ACCEPT, ADOPT AND EXECUTE OFFER(S) THAT ARE SCHEDULED TO EXPIRE ON OR BEFORE DECEMBER 31, 2015, FROM THE ADMINISTRATOR OF THE FEDERAL AVIATION ADMINISTRATION, THE TRANSPORTATION SECURITY ADMINISTRATION, OR THE INDIANA DEPARTMENT OF TRANSPORTATION, CONSTITUTING GRANT AGREEMENT BETWEEN THE UNITED STATES OR THE STATE OF INDIANA AND INDIANAPOLIS AIRPORT AUTHORITY

INDIANAPOLIS, INDIANA

WHEREAS, the Administrator of the Federal Aviation Administration, the Transportation Security Administration, or the Indiana Department of Transportation, for and on behalf of the United States or State of Indiana, will extend to the Indianapolis Airport Authority, Indianapolis, Indiana, formal Offers pursuant to Applications of the Indianapolis Airport Authority, Indianapolis, Indiana, relating to the development of the Indianapolis International Airport or other Authority-owned facilities; and

WHEREAS, pursuant to, and for the purposes of carrying out, the provisions of Title 49 United States Code, it is necessary that said Grant Offers be duly and formally accepted by the Indianapolis Airport Authority, Indianapolis, Indiana; and

WHEREAS, such Offers, and such acceptance thereof, duly executed together, shall constitute the Grant Agreements between the Indianapolis Airport Authority, Indianapolis, Indiana, and the United States or the State of Indiana, relating to said airport development projects.

NOW, THEREFORE, upon consideration of said Offers and all of the terms, provisions, conditions, and exhibits therein and thereto, BE IT, AND IT IS HEREBY,

RESOLVED BY THE BOARD OF THE INDIANAPOLIS AIRPORT AUTHORITY, INDIANAPOLIS,
INDIANA, AS FOLLOWS:

1. That the Executive Director of the Indianapolis Airport Authority, Indianapolis, Indiana, or his designee, is authorized to apply for airport development assistance, and accept on behalf of the Indianapolis Airport Authority, any and all Offers that may be extended to it on or before December 31, 2015, by the Administrator of the Federal Aviation Administration, the Transportation Security Administration, or the Indiana Department of Transportation, for and on behalf of the United States or the State of Indiana, to be duly executed in its name and for and on its behalf.
2. That Applications executed and submitted to the Federal Aviation Administration, the Transportation Security Administration, or the Indiana Department of Transportation by the Indianapolis Airport Authority, Indianapolis, Indiana, pursuant to this resolution relating to AIP and Other Projects, including all the statements, representations, warranties, covenants and agreements contained therein, be and the same are hereby ratified and adopted.
3. That to accomplish the foregoing, the Executive Director, or his designee, be and is hereby authorized and directed to execute for and on behalf of the Indianapolis Airport Authority, Indianapolis, Indiana, the said Acceptance of any and all Offers, and that the Treasurer, or his representative, be and is hereby authorized and directed to attest said execution and to impress thereon the Official Seal of the Indianapolis Airport Authority, Indianapolis, Indiana.

APPROVED this 20th day of March, 2015*

Michael W. Wells, President

Alfred R. Bennett, Secretary

*Signed under authority of IAA Board Resolution #6-2013.

CERTIFICATE

I, Alfred R. Bennett, the duly elected and qualified Secretary of the Indianapolis Airport Authority, Indianapolis, Indiana, do hereby certify that the foregoing and attached extract from the Minutes of the Meeting of the Board of the Indianapolis Airport Authority, Indianapolis, Indiana, held on March 20, 2015, is a true and correct copy of a Resolution duly adopted on said date and at said meeting; and that said Resolution in the foregoing form was duly entered of record in the original Minutes of the Proceedings of the Board of the Indianapolis Airport Authority, Indianapolis, Indiana, and is now in full force and effect.

WITNESS my hand and the Official Seal of the Indianapolis Airport Authority the 20th day of March 2015.

(SEAL)

Alfred R. Bennett, Secretary



BOARD MEMO – SOCCER CHAMPIONSHIP

To: IAA Board of Directors

From: Joseph Heerens, General Counsel

Date: March 6, 2015

Board Date: March 20, 2015

Subject: Commitment to Support the Bid to Host the 2016 Copa America Centenario Soccer Championship

Background

The Indianapolis Airport Authority (the "Airport Authority") was recently made aware that the City of Indianapolis is desirous of hosting the 2016 Copa America Centenario Soccer Championship, and a bid will be submitted in late March 2015 in connection therewith. The United States Soccer Federation ("US Soccer"), in association with the regional governing body of the Confederation of North, Central America and Caribbean Association Football ("CONCACAF") and the South American governing body known as the Confederacion Sudamericana de Futbol ("CONMEBOL") (US Soccer, CONCACAF and CONMEBOL are sometimes hereinafter referred to collectively as the "Soccer Group"), will be serving as the host for the 100th anniversary of this soccer competition known as the Copa America Centenario (the "2016 Soccer Championship").

All of the Americas will participate in the 2016 Soccer Championship, including North America, Central America, South America, and the Caribbean.

The Airport Authority, as an element of said bid, and in anticipation of accommodating arriving visitors should the City of Indianapolis be designated as the site of the 2016 Soccer Championship, has been requested to provide certain commitments and assurances to the Soccer Group in connection therewith, including the provision of signage in and around the Airport's terminal, cooperation with those needing any special services (including team charters, private planes, etc.), and assistance with efforts to obtain temporary flight restrictions ("TFRs") above and around Lucas Oil Stadium during the game from the FAA or Department of Homeland Security.

Scope

The Airport Authority's Management is requesting the adoption of Resolution No. 9-2015, confirming the commitment of airport staff and resources in support of the bid to secure the 2016 Soccer Championship. The Airport Authority Board has approved similar resolutions for events such as the Super Bowl and the NCAA Men's Final Four.

Recommendation

Consider, for approval, Resolution No. 9-2015 concerning the commitment of airport staff and resources in support of the bid to secure the 2016 Soccer Championship.

RESOLUTION NO. 9-2015

INDIANAPOLIS AIRPORT AUTHORITY ASSURANCES FOR COPA AMERICA CENTENARIO

WHEREAS, the United States Soccer Federation (“US Soccer”), in association with the regional governing body of the Confederation of North, Central America and Caribbean Association Football (“CONCACAF”) and the South American governing body known as the Confederacion Sudamericana de Futbol (“CONMEBOL”) (US Soccer, CONCACAF and CONMEBOL are sometimes hereinafter referred to collectively as the “Soccer Group”), is serving as the host for the 100th anniversary of the soccer competition known as Copa America Centenario (the “2016 Soccer Championship”);

WHEREAS, all of the Americas will participate in the 2016 Soccer Championship, including North America, Central America, South America, and the Caribbean;

WHEREAS, the City of Indianapolis is hereby desirous of hosting the 2016 Soccer Championship, and the above-referenced Soccer Group has requested that certain organizational, financial and promotional assurances be provided to accommodate, stage and conduct the 2016 Soccer Championship;

WHEREAS, as an element of the formal bid for the City of Indianapolis to be designated as the site for said 2016 Soccer Championship, and in anticipation of accommodating arriving visitors should the City of Indianapolis be so designated, the Indianapolis Airport Authority has been requested to provide certain commitments and assurances to the Soccer Group with respect to the 2016 Soccer Championship;

WHEREAS, the Federal Aviation Administration and Department of Homeland Security have responsibility of controlling unsafe airspace congestion and establishing flight restrictions for aircraft over and around Lucas Oil Stadium (the “Stadium”); and

WHEREAS, sightseeing, media, advertising, and other aircraft flying over the Stadium pose a potential risk to public safety and may interfere with enjoyment of the Stadium by participants, spectators, radio and television audiences;

NOW, THEREFORE, BE IT RESOLVED by the Indianapolis Airport Authority (the “Airport Authority”) that:

1. The Airport Authority will permit US Soccer to establish information booths to be identified by appropriate signage at mutually agreeable locations in the Indianapolis International Airport (the “Airport”).
2. The Airport Authority will cooperate with those needing special services in connection with the 2016 Soccer Championship, including arrival/departure

of team charters, private planes, special fan charters, or other special services that may be needed at the Airport.

3. Upon designation of the City of Indianapolis as the site for the 2016 Soccer Championship, and at all times thereafter, the Airport Authority shall request and use its best efforts to encourage the Federal Aviation Administration and Department of Homeland Security to designate temporary flight restrictions ("TFRs") to include, without limitation, the restriction of sightseeing, media, advertising and other aircraft (excluding, however, public safety or military aircraft) over and around the Stadium at and below 18,000 feet Mean Sea Level and should be in effect from four (4) hours prior to starting time until two (2) hours after the conclusion of the 2016 Soccer Championship.
4. The Airport Authority will allow the placement of 2016 Soccer Championship signage at mutually agreeable locations throughout the Airport's public and secure areas.

This Resolution No. 9-2015 shall be effective on the date of its adoption.

ADOPTED on this 20th day of March, 2015.

INDIANAPOLIS AIRPORT AUTHORITY *

By: _____
Michael W. Wells, President

Attest: _____
Alfred Bennett, Secretary

* Signed under authority of IAA Board Resolution #6-2013



BOARD MEMO – REAL ESTATE SALE AGREEMENT

To: IAA Board of Directors

From: Marsha Stone, Sr. Director of Commercial Enterprise

Date: March 4, 2015

Board Date: March 20, 2015

Subject: IAA Land Use Initiative - Sale of Land via Real Estate Sale Agreement with Browning Real Estate Properties, LLC

Background

As a direct attribute of the IAA Land Use Initiative, IAA Staff has been diligently pursuing the sale of certain IAA lands along Ronald Reagan Parkway. This Board Memo will describe the sale of a total of 11.659 acres (vicinity location is south of Washington Street and west of Ronald Reagan Parkway) to Browning Real Estate Properties, LLC (Browning). Browning is a local developer that has a presence in Indianapolis and surrounding cities, such as Plainfield, Speedway, Center Point and Carmel. This property will be the third section of land to be sold from the IAA's Land Use Initiative inventory.

Governed by law of the State of Indiana on such land transactions, the IAA has to procure two separate appraisals for each section of land to be sold. These appraisals are then averaged and that dollar amount becomes the minimum price the IAA may sell land in any transaction. The sale price of the 11.659 acres meets the appraisal amount.

Land Sale Restrictions

The conveying of the land to Browning will also include and contain the following perpetual land use restrictions (including noise disclosures and waivers, and avigation easement), which will run with the land at all times:

- The land will not be used for, or permit thereon, any type of paid parking for any types of vehicles, or as a taxi staging area;
- The land will not be used for, or permit thereon, any type of plant, utility, or other type of operation that emits, to any extent, smoke, fumes, vapors, or other similar gases;
- The title to the land will contain a "noise disclosure statement", an "avigation easement", as well as a waiver and release of all claims, actions, damages and liabilities, with respect to any and all noise, vibrations, particulates, or any other matters pertaining in any way, directly or indirectly, to the operation of an airport and/or aircraft; and

- No building or other structure shall be constructed or maintained at any time upon the land which exceeds the height restrictions designated or established by federal, state, or local laws, rules or regulations, or by avigation easement.

In addition, Browning will work with the IAA on design of the site as it relates to wildlife attractants including stormwater detention and types of landscaping.

Scope

To execute a Real Estate Sale Agreement with Browning Real Estate Properties, LLC for the sale of 11.659 acres of land south of Washington Street and west of Ronald Reagan Parkway.

Schedule

August 10, 2014:	IAA Board executed a Letter of Intent with Browning Real Estate Properties, LLC.
March 4, 2015:	IAA Staff issued Public Notice of impending sale of land to Browning Real Estate Properties, LLC.
March 20, 2015:	Execution of the Real Estate Sale Agreement with Browning Real Estate Properties, LLC.
TBD	From execution of Real Estate Sale Agreement, Browning will have thirty (30) days in which to file a rezoning petition.
TBD	From the date of filing the rezoning petition, Browning will have one hundred twenty (120) days in which to receive approval of rezoning. Browning Inspection Period will run parallel with this timeframe covering standard due diligence matters as is common in commercial real estate transactions.
TBD	Closing of the sale of land is to occur within thirty (30) days after Inspection Period.

Revenue and/or Operating Cost Implications

Revenue:

The negotiated sale of the 11.659 acres of land is at \$31,184.06 per acre for a total sale price of three hundred sixty-three thousand and five hundred seventy-five dollars (\$363,575.00).

Operating Costs:

N/A

Supplier Diversity Participation

Not Applicable

Recommendation

Consider for approval a Real Estate Sale Agreement with Browning Real Estate Properties, LLC for the sale of 11.659 acres of land located on the south side of Washington Street and west of Ronald Reagan Parkway.



BOARD MEMO – REAL ESTATE SALE AGREEMENT

To: IAA Board of Directors

From: Marsha Stone, Sr. Director of Commercial Enterprise

Date: March 4, 2015

Board Date: March 20, 2015

Subject: IAA Land Use Initiative – Real Estate Sale Agreement with Denison Partners, LLC

Background

As a direct attribute of the IAA Land Use Initiative, IAA Staff has been diligently pursuing the sale of certain IAA lands in the vicinity of the State Road 267 corridor. This Board Memo will describe the sale of a total of 1.0 acre (located at the southwest corner of the intersection of interstate I-70 and State Road 267) to Denison Partners, LLC (DP). DP is a local real estate developer with projects in Airwest Business Park, Franklin Tech Park, Saratoga, and other mixed use developments in metropolitan Indianapolis market. This property is the second section of land to be sold from the IAA's Land Use Initiative inventory.

Governed by law of the State of Indiana on such land transactions, the IAA has to procure two separate appraisals for each section of land to be sold. These appraisals are then averaged and that dollar amount becomes the minimum price the IAA may sell land in any transaction. The sale price of the 1.0 acre meets the appraisal amount.

Land Sale Restrictions

The conveying of the land to DP will also include and contain the following perpetual land use restrictions (including noise disclosures and waivers, and avigation easement), which will run with the land at all times:

- The land will not be used for, or permit thereon, any type of paid parking for any types of vehicles, or as a taxi staging area;
- The land will not be used for, or permit thereon, any type of plant, utility, or other type of operation that emits, to any extent, smoke, fumes, vapors, or other similar gases;
- The title to the land will contain a "noise disclosure statement", an "avigation easement", as well as a waiver and release of all claims, actions, damages and liabilities, with respect to any and all noise, vibrations, particulates, or any other matters pertaining in any way, directly or indirectly, to the operation of an airport and/or aircraft; and

- No building or other structure shall be constructed or maintained at any time upon the land which exceeds the height restrictions designated or established by federal, state, or local laws, rules or regulations, or by avigation easement.

In addition, DP will work with the IAA on design of the site as it relates to wildlife attractants including stormwater detention and types of landscaping.

Scope

To execute a Real Estate Sale Agreement with Denison Partners, LLC for the sale of 1.0 acre of land located southwest of interstate I-70 and State Road 267.

Schedule

March 4, 2015:	IAA Staff issued Public Notice of impending sale of land to Denison Partners, LLC.
March 20, 2015:	Execution of the Purchase Agreement with Denison Partners, LLC.
TBD	From execution of Purchase Agreement, DP will have thirty (30) days in which to file a rezoning petition.
TBD	From the date of filing the rezoning petition, DP will have one hundred twenty (120) days in which to receive approval of rezoning. DP Inspection Period will run parallel with this timeframe covering standard due diligence matters as is common in commercial real estate transactions.
TBD	Closing of the sale of land is to occur within thirty (30) days after Inspection Period.

Revenue and/or Operating Cost Implications

Revenue:

The negotiated sale of the 1.0 acre of land is at \$69,000.00 per acre for a total sale price of sixty nine thousand dollars (\$69,000.00).

Operating Costs:

N/A

Supplier Diversity Participation

Not Applicable

Recommendation

Consider for approval a Real Estate Sale Agreement with Denison Partners, LLC for the sale of 1.0 acre of land in the southwest corner of interstate I-70 and State Road 267.

IAA Board Meeting
General Agenda
March 20, 2015

General:

- BP2015-03-3** Consider for approval the FullBeauty Brands, L.P. Foreign Trade Zone Operating Agreement Amendment #3 and Minor Boundary Modification
- BP2015-03-4** Consider for approval Amendment #2 to Land & Building Lease Agreement with LGSTX Distribution Services, Inc. for a six (6) month extension to term of lease
- BP2015-03-5** Consider for approval Amendment No. 2 to the Professional Services Agreement with Rain Street; the Engagement Letters with Baker & McKenzie and Krieg DeVault; and the Professional Services contract with MWH, and consider for approval a budget increase in the amount of \$520,000
- BP2015-03-6** Consider for approval the delegation of authority to the Executive Director to approve and execute the new Land & Building Lease Agreement and consent to collateral financing documents with Indy Jet Holdings, LLC

Capital Program:

- BP2015-03-7** Consider for approval Plans and Specifications, authorize the public bidding process and the Delegation of Authority to the IAA Executive Director to approve and execute a contract for construction services to the lowest responsive and responsible bidder for IAA Staff Consolidation at Indianapolis International Airport, Project No. I-15-028, as prepared by Guidon Design, Inc.
- BP2015-03-8** Consider for approval Plans and Specifications for Rehabilitate International Arrivals Building Roof at Indianapolis International Airport, Project No. I-15-039, as prepared by the etica group, inc., and authorize the public bidding process
- BP2015-03-9** Consider for approval Plans and Specifications for Apron Storm Water Inlet Repairs, Phase II at Indianapolis International Airport, Project No. I-14-004, as prepared by Journey Engineering, LLC, and authorize the public bidding process; and
- In addition, consider for approval Amendment No. 2 to the contract with Journey Engineering, LLC for Apron Storm Water Inlet Repairs, Phase II at Indianapolis International Airport, Project No. I-14-004, in an amount not-to-exceed \$79,467.00. Supplier Diversity participation on this amendment is MBE 0.00%, WBE 94.04% (Journey Engineering, LLC), and VBE 0.00%



BOARD MEMO– BOUNDARY MODIFICATION AND FTZ OPERATING AGREEMENT AMENDMENT

To: IAA Board of Directors

From: Marsha Stone, Sr. Director of Commercial Enterprise

Date: February 26, 2015

Board Date: March 20, 2015

Subject: FullBeauty Brands, L.P. - Minor Boundary Modification (MBM) and Foreign Trade Zone Operating Agreement Amendment #3

Background

The Indianapolis Airport Authority (IAA) is the Foreign Trade Zone (FTZ) “Grantee” representing central Indiana communities. In 1980, IAA created a separate company, the Greater Indianapolis Foreign Trade Zone, Inc. (GIFTZ), a not-for-profit 501C (6), to administer the FTZ program.

FullBeauty Brands, L.P. a participant in the Foreign-Trade Zone program, is requesting a Minor Boundary Modification to deactivate 1323 square feet of its FTZ site (Subzone 72L site 9) located at 2300 Southeastern Ave., Indianapolis, IN.

The Minor Boundary Modification will improve Indianapolis Power and Light (IPL) access to an electrical substation located on the northwest corner of FullBeauty Brands, L.P.’s FTZ designated area. FullBeauty Brands, L.P. is requesting an Amendment #3 to their existing Foreign Trade Zone Operating Agreement executed on February 19, 2010.

Scope

The GIFTZ Board concurred with the request on October 28, 2014 and recommends the Amendment #3 be executed by the IAA Board.

Schedule

March 20, 2015: IAA approval of FullBeauty Brands, L.P. Minor Boundary Modification and Amendment #3 to Foreign Trade Zone Operating Agreement.

Revenue and/or Operating Cost Implications

Revenue:

Revenue impact is unchanged at \$48,000/annum.

Operating Costs:

The GIFTZ has no additional costs associated with the execution of the Amendment #3 and Minor Boundary Modification.

Supplier Diversity Participation

Not applicable.

Recommendation

Recommend for approval the FullBeauty Brands, L.P. Foreign Trade Zone Operating Agreement Amendment #3 and Minor Boundary Modification.



BOARD MEMO– LAND & BUILDING LEASE AMENDMENT

To: IAA Board of Directors
From: Marsha Stone, Sr. Director of Commercial Enterprise
Date: March 2, 2015
Board Date: March 20, 2015
Subject: LGSTX Distribution Services, Inc. Land & Building Lease Amendment #2

Background

LGSTX Distribution Services, Inc. (LGSTX), a third party postal contract company, commenced renting a portion of Building #53 (former USPS) on December 1, 2012 to sort/route U.S. Postal mail. Due to the complex business decisions that the U.S. Postal Service faces across the United States, the USPS has issued six (6) month extensions to their third party contractors. This lease extension will allow LGSTX to continue to support the U.S. Postal Service until a long-term commitment can be finalized by the USPS.

Scope

Execute Amendment #2 allowing for a six (6) month term extension to LGSTX's lease, beginning May 1, 2015 and ending October 31, 2015. This extension will give the USPS enough time to adequately decide its long term commitment to its distribution channels and third party contractors.

Schedule

March 20, 2015: IAA approval of LGSTX Distribution Services, Inc. Land & Building Lease Amendment #2.

Revenue and/or Operating Cost Implications

Revenue:

Revenue impact is an additional unbudgeted \$58,527.73/month or \$351,166.38 over the six (6) month term.

Operating Costs:

The Authority has no additional costs associated with the execution of the Amendment.

Supplier Diversity Participation

Not applicable.

Recommendation

Recommend for approval Amendment #2 to Land & Building Lease Agreement with LGSTX Distribution Services, Inc. for a six (6) month extension to term of lease.



BOARD MEMO – PROJECT AGREEMENTS

To: IAA Board of Directors

From: Shannetta Griffin, P.E., Sr. Director of Planning & Development
Joseph R. Heerens, General Counsel

Date: March 8, 2015

Board Date: March 20, 2015

Subject: Stormwater/Wastewater Project; Approval of Amendment No. 2 to the Professional Services Agreement with Rain Street Advisors, LLC (“Rain Street”); Approval of Engagement Letter with Baker & McKenzie, LLP (“B&M”) and Krieg and DeVault; and Approval of Professional Services Contract with MWH Americas, Inc. (“MWH”)

Background

The Indianapolis Airport Authority (“IAA”) has been pursuing a project since last year to determine whether the private sector may have innovative and cost-effective solutions with respect to the capacity and cost issues relative to the IAA’s stormwater and deicing systems at the Indianapolis International Airport (“Airport”). Several presentations and updates on this project have previously been given to the IAA Board.

The IAA has been pursuing this project because it recognizes that the technologies and capabilities of service companies involved with domestic water, wastewater and deicing fluids management infrastructure are evolving at a rapid pace and that other governmental entities responsible for these systems have been looking for new efficient, cost-effective ways to manage them. Innovative ideas that reduce the annual amount of outflow from the Airport are part of the evaluation by the IAA of its stormwater and deicing systems. These new technologies and capabilities may be able to deliver solutions that are more efficient, sustainable, and financially viable for the Airport.

IAA Staff and its consultants have identified at least key three components within the Airport’s stormwater and deicing systems that might be improved by partnering with innovative private sector companies that have commitments to sustainability, efficient operations, and strong financial results:

1. Capital assets – The system of stormwater and deicing retention, piping and discharge on the Airport that supports both aviation operations and functions at the terminal and aprons, and the development sectors of the Airport that are tied into the IAA’s on-Airport system.
2. Annual operating expenses, including maintenance and repairs – The IAA incurs annual operating costs for permits and compliance, sewer discharge, personnel

time and routine equipment/facility maintenance, and repair and replacement as part of the Airport's operation. The Airport's annual operating expenses are based on the current model of stormwater and deicing collection and discharge.

3. Funding for additional capital projects for the stormwater and deicing systems needed to support the growth of the Airport's commercial and development sectors.

The consultants for this project are composed of technical and financial experts, as well as attorneys, who have expertise in the areas of public-private partnerships with a focus on procurement, evaluation, selection, contract development, technical expertise, and financial impacts.

Scope

Amendment No. 2 to Professional Services Agreement; Rain Street

In January 2014, the IAA entered into a Professional Services Agreement with Rain Street Advisors, LLC, that was discussed with the IAA Board. Under Amendment No. 2, Rain Street will continue reporting to, and acting under the direction of, the IAA's Senior Director of Planning & Development, or her designee(s), in providing the professional services required under the current Professional Services Agreement.

Specifically, Rain Street will continue to serve as a "transaction advisor" to the IAA in connection with a possible sale, lease, or other transaction involving the IAA's existing stormwater and/or wastewater assets located at the Airport, and to otherwise deliver the professional services more particularly described in the Agreement. The proposed amendment sets forth a revised Scope of Work, as follows:

1. Provide general advice, guidance and assistance to IAA in connection with all aspects of a potential transaction;
2. Assist IAA in the development of strategic, financial and other objectives for a potential transaction;
3. Assist IAA in the development of pertinent materials, including, but not limited to, request for qualifications and proposals, letters or correspondence, summaries, memoranda, and other communications;
4. Assist IAA in analyzing and evaluating proposals, responses, bids, quotes, or other materials in connection with a potential transaction, which may include the preparation of a written report;
5. Identify potential parties who are qualified and capable of consummating a potential transaction;
6. Review, analyze and evaluate financial information and proposals;

7. Evaluate, suggest and analyze potential structures for potential transaction, including risks and benefits to the IAA;
8. Assess the financial viability and/or feasibility of various structures for a potential transaction;
9. Assist IAA in negotiations pertaining to a potential transaction;
10. Provide other assistance to IAA, as reasonably requested; and

Engagement Letters; B&M, Krieg DeVault

Pursuant to the existing Professional Services Agreement with Rain Street, the law firms of Baker & McKenzie, LLP, and Krieg DeVault, LLP, were engaged to provide legal counsel and assistance in the preparation of a Request for Qualifications ("RFQ") and Request for Proposals ("RFP") to be issued by IAA for this project. Going forward, the IAA proposes to directly engage Baker & McKenzie as transaction counsel, and Krieg DeVault as local counsel, to provide legal assistance to the IAA in connection with this project. These law firms would provide the following services to IAA:

1. Provide general legal advice, counsel, guidance and assistance to the IAA in connection with all aspects of a potential transaction;
2. Assist IAA in evaluating the responses to the RFQ, including any legal issues or concerns arising in connection therewith;
3. Assist IAA in the development of a Request for Proposal ("RFP"), letters of correspondence, summaries, memoranda, and other communications;
4. Assist IAA in analyzing and evaluating proposals, bids, quotes, or other materials in connection with a potential transaction;
5. Assist IAA in negotiations pertaining to a potential transaction or any definitive agreement related thereto; and
6. Attend any necessary meetings to finalize a potential transaction.

Professional Services Contract; MWH

The IAA proposes to directly engage the services of MWH Americas, Inc. ("MWH"), as the technical advisor, to perform the following tasks during the above-referenced RFQ/RFP process, under a new Professional Services Agreement:

1. Evaluate the RFQ submittals in regards to the technical qualifications, and provide written feedback and recommendations to the IAA;
2. Assist in preparing addendums, responses to questions, and other similar communications required during the RFQ/RFP process; and
3. Attend any necessary meetings to finalize a potential transaction.

Budget

Amendment No. 2 (Rain Street) is for the extension of reasonable expenses as agreed upon with IAA. The contract with MWH is \$83,060. The amount of legal fees and expenses of Baker & McKenzie and Krieg DeVault, going forward, will depend on a variety of factors, including the complexity of a potential transaction and the negotiation thereof; however, for purposes of the proposed Engagement Letters, those legal fees and expenses are presently estimated at \$200,000 for Baker & McKenzie, and \$75,000 for Krieg DeVault. All of the foregoing consulting and legal services are 100% Airport cash funded.

IAA is also requesting a budget increase of \$520,000 to bring current all expenditures to date. Revenues derived from any future transaction will be applied first to these expenditures.

Anticipated Schedule

March 20, 2015:	IAA Board approval of Amendment No. 2 (Rain Street); Engagement Letters (Baker & McKenzie, and Krieg DeVault); and MWH contract.
March 24, 2015:	Publish Request for Qualifications (“RFQ”) document, including sending it to broad list of recipients.
July 2015	Announcement of Qualified Proposers from RFQ
Fall 2015	Execution of Transaction Agreement (As required)

Remaining schedule to be developed, contingent upon FAA recommendations.

Supplier Diversity Participation

With respect to the proposed Amendment No. 2, the Engagement Letters, and the Professional Services Contract with MWH, there will be no diversity participation requirements at this time; however, and yet to be determined, through the RFQ/RFP process, securing M/W/VBE participation will be a goal of any final transaction.

Recommendation

Consider, for approval, Amendment No. 2 to the Professional Services Agreement with Rain Street; the Engagement Letters with Baker & McKenzie and Krieg DeVault; and the Professional Services contract with MWH, and consider for approval a budget increase in the amount of \$520,000.



BOARD MEMO – SIGNATURE AUTHORITY

To: IAA Board of Directors
From: Marsha Stone, Sr. Director of Commercial Enterprise
Date: March 6, 2015
Board Date: March 20, 2015
Subject: Executive Director Signature Authority / Indy Jet Holdings, LLC

Background

Staff initially came to the Authority Board in the November 21, 2014 Board Meeting seeking a delegation of signature authority to the Executive Director for the execution of Amendment No. 4 to the current land & building lease with Indy Jet Holdings, LLC (Indy Jet). That particular delegation was approved. Amendment No. 4 did not transpire as further negotiation took place between Staff and Indy Jet leading to creating a new lease rather than amending the current lease.

This Board Memo is brought forward to seek approval from the Authority Board for a delegation of authority to the IAA's Executive Director to execute the new Land & Building Lease Agreement with Indy Jet on behalf of the Authority Board. Indy Jet, the Fixed Base Operator (FBO) at Indianapolis Regional Airport, desires to consolidate lease language into one document and Staff agrees with this logic. As Indy Jet has just come to conclusion on financing terms of their new one million dollar (\$1M) hangar currently under construction, Indy Jet is unable to execute the new Agreement in time for the March 20th Board Meeting; however, it is expected execution by Indy Jet can happen well in advance of the April 2015 Board Meeting. As time is of the essence for Indy Jet to conclude their financing transaction, Staff recommends the delegation of signature authority to the Executive Director.

The length of term of the Lease remains as was agreed upon in the previous Amendment No.4. Slight modifications to the rental structure have taken place compared to the initial language of the Amendment No. 4, with those being a removal of investment by Indy Jet into an older hangar in exchange for lengthening the term of Indy Jet continuing to pay two percent (2%) of gross receipts which was set to be reduced in 2016 to one percent (1%).

Note: One percent (1%) of gross receipts is standard language in all "Fixed Base Operations" leases of the IAA. A previous negotiation with Indy Jet temporarily lowered fixed rental fees in exchange for an increase in gross receipts from the standard 1% to 2%.

Scope

Due to the timing required for final negotiations on this Agreement, IAA Staff is requesting delegation by the IAA Board to the Executive Director to approve all documents including the new Land & Building Lease Agreement as well as required documents for Indy Jet’s financing and hangar investment.

Schedule

March 20, 2015:	Approval of Delegation of Authority for the execution of the Indy Jet Holdings, LLC new Land and Building Lease Agreement.
TBD	Execution of collateral financing documents for Indy Jet's new hangar facility.

Revenue and/or Operating Cost Implications

Revenue:

Annual land and building revenue for 2014 was \$83,499.00. A fair market value adjustment every five years remains in place with the next adjustment beginning January 1, 2016. Indy Jet also pays various percentage rents including two percent (2%) of gross receipts and eight percent (8%) fuel flowage fees from their operation to the IAA.

Operating Costs:

All operating expenses are covered by Indy Jet.

Supplier Diversity Participation

Due to the nature of this document there will be no D/M/WBE participation

Recommendation

Consider for approval the delegation of authority to the Executive Director to approve and execute the new Land & Building Lease Agreement and consent to collateral financing documents with Indy Jet Holdings, LLC.



BOARD MEMO - PLANS & SPECIFICATIONS APPROVAL

To: IAA Board of Directors

From: Shannetta Griffin, P.E., Sr. Director of Planning & Development

Date: March 10, 2015

Board Date: March 20, 2015

Subject: Approval of Plans and Specifications for IAA Staff Consolidation at Indianapolis International Airport, Project No. I-15-028, Authorize the Public Bidding Process and Delegation of Authority

Background

Indianapolis Airport Authority (IAA) Staff currently located at IAA Building 60 will be relocated to the Indianapolis International Airport (IND) Terminal Building. To accommodate this relocation, various spaces at the Terminal will need either renovation or new construction. Also, unused furniture will need to be inventoried, organized and stored for the next Airport auction.

On February 19, 2015 the Executive Director executed a contract with Guidon Design, Inc. for design, bid assistance and construction observation for the various renovation and new construction.

On February 19, 2015 the Executive Director executed a contract with Relocation Strategies for furniture design, furniture procurement, move management and furniture inventory.

This memo requests the approval of plans and specifications, authorization of the public bidding process and approval of a Delegation of Authority to the Executive Director to enter into a contract with the successful bidder.

Delegation of Authority is being requested to ensure public procurement laws are followed in furniture procurement, allow for adequate material lead times for construction, provide time to optimize XBE participation and so the physical move can be scheduled at an optimal time for affected staff.

Scope

The scope of this project includes renovation of office space on level two, construction of new offices on level four, and an alternate bid item to expand restroom facilities on level two.

Budget

Total construction package is estimated between \$250,000 and \$500,000. The range is established per Federal Acquisition Regulation Subpart 36.2.

This project will be 100% Airport cash funded.

This project is being undertaken to vacate an asset that will be leased in the future to a third-party tenant. The additional revenue from a future building lease is expected to be in excess of \$6.00 per square foot. Based on the budgeted cost and a 10-year lease, the Authority would need to achieve a building rental rate of at least \$3.48 per square foot for the internal rate of return on this project to exceed the Authority's hurdle rate of 12.5%.

Schedule

Advertisement of Opportunity to Bid: March 24, 2015 and March 31, 2015
Pre-Bid Meeting: April 1, 2015 1:00 pm Board Room
Bid Opening: April 14, 2015 11:00 am Conference Room 1, Building 60

Contract award anticipated in April 2015 and the substantial completion date is expected to be December 2015.

Supplier Diversity Participation

The Director of Supplier Diversity established the following participation goals:
MBE 20%, WBE 15%, and VBE 3%

Recommendation

The IAA staff recommends that the Board consider for approval Plans and Specifications, authorize the public bidding process and the Delegation of Authority to the IAA Executive Director to approve and execute a contract for construction services to the lowest responsive and responsible bidder for IAA Staff Consolidation at Indianapolis International Airport, Project No. I-15-028, as prepared by Guidon Design, Inc.



BOARD MEMO – PLANS AND SPECIFICATIONS APPROVAL

To: IAA Board of Directors

From: Shannetta Griffin, P.E., Sr. Director of Planning & Development

Date: March 10, 2015

Board Date: March 20, 2015

Subject: Approval of Plans and Specifications for Rehabilitate International Arrivals Building Roof at Indianapolis International Airport, Project No. I-15-039, and Authorize the Public Bidding Process

Background

The roof of the International Arrivals Building (IAB) has reached the end of its useful life and needs to be rehabilitated. The IAB was originally constructed in 1975. The building is located at 7001 Pierson Drive on the north end of the Airport at Banner Avenue. It is commonly known as Building 3 to Airport personnel.

The south end of the building was recently renovated to accommodate U.S. Department of Homeland Security's processing of international general aviation arrivals. Rehabilitating the roof to prevent water infiltration should protect the renovation investment for another forty years or more.

On August 22, 2014, the Indianapolis Airport Authority (IAA) issued a qualifications based Request for Proposals (RFP) to select a designer for this project, with responses due on September 18, 2014. Four proposals were received. A review committee made up of three IAA representatives reviewed and ranked the proposals. The etica group, inc. was ranked highest by the committee to meet this project's professional service needs.

On December 30, 2014, the Executive Director approved a contract with the etica group, inc. to design the project and prepare plans and specifications for bidding the work.

Scope

The scope of this project is to remove the existing lower roof membrane and insulation and install new insulation and membrane roofing, and to add insulation to the upper standing seam metal roof and install new membrane roofing. Not pursuing this project will result in the degradation of an asset and reduced usable life.

Budget

Total construction package is estimated between \$250,000 and \$500,000. The range is established per Federal Acquisition Regulation Subpart 36.2.

This project will be 100% Airport cash funded.

This project is being undertaken to repair an asset currently leased to a third-party tenant. Without these improvements, the facility will be unsuitable for its current use. As a result of the critical nature of the repairs, this project is exempt under the Authority's hurdle rate policy and has not been subjected to an internal rate of return calculation.

Schedule

Advertisement of Opportunity to Bid: March 24, 2015 and March 31, 2015
Pre-Bid Meeting: April 2, 2015 10:00 a.m. Conference Room 1, Building 60
Bid Opening: April 21, 2015 1:30 p.m. Conference Room 1, Building 60

Est. Bid Award (Board Mtg) May 15, 2015

Contract award anticipated May 15, 2015 and the substantial completion date is expected to be August 2015.

Supplier Diversity Participation

The Director of Supplier Diversity established the following participation goals:
10% total participation comprised of MBE, WBE and/or VBE

Recommendation

The IAA staff recommends that the Board consider for approval Plans and Specifications for Rehabilitate International Arrivals Building Roof at Indianapolis International Airport, Project No. I-15-039, as prepared by the etica group, inc., and authorize the public bidding process.



BOARD MEMO – PLANS & SPECIFICATIONS APPROVAL

To: IAA Board of Directors

From: Shannetta Griffin, P.E., Sr. Director of Planning & Development

Date: March 10, 2015

Board Date: March 20, 2015

Subject: Approval of Plans and Specifications and Amendment No. 2 with Journey Engineering, LLC for Apron Storm Water Inlet Repairs, Phase II at Indianapolis International Airport, Project No. I-14-004, and Authorize the Public Bidding Process

Background

The Indianapolis International Airport (IND) Terminal Apron was constructed in 2007 and opened to aircraft in 2008. In 2013, an Indianapolis Airport Authority (IAA) maintenance employee noticed one of the 124 apron drainage inlets was broken. The apron area around the inlet was closed and the broken inlet was repaired.

An extensive assessment of the remaining 123 apron drainage inlets (apron inlets) was performed and identified that numerous apron inlets require corrective action.

In 2014, Apron Storm Water Inlet Repairs, Phase I repaired 7 inlets identified as most critical to the safe operation of aircraft at IND. The Phase I repairs all involved full replacement of slab and grate.

Apron Storm Water Inlet Repairs, Phase II is primarily the addition of cast iron bars to improve the load transfer from the apron inlet grate to the surrounding concrete. There are also eight full concrete panel repairs similar to Phase I.

On January 17, 2014, the Board executed a contract with Journey Engineering, LLC for Apron Storm Water Inlet Repairs professional services including investigation of inlets, initial, preliminary and final design, and bidding assistance and construction administration for Phase I. Amendment No. 1 was executed by the Board on August 15, 2014 that provided construction inspection services during Phase I.

Phase I construction included partial and full panel replacement. When the partial panel removal was more challenging to remove concrete while protecting the steel reinforcing (due to the unforeseen depth variances of the steel), the Phase I construction plans were modified by Change Order to all full panel replacement of only those panels in wheel tracks which reduced the scope for subconsultants on Phase I. The subconsultants roles are being extended to Phase II in an amount equal to the unspent time from Phase I. The unspent subconsultant fees from Phase I were used to

initiate the Phase II design to allow for maximum use of the construction season to keep gate closure to no more than one per airline at the same time. As a phased project, Phase I plans, specifications and bid documents were updated for Phase II. The Phase II phasing plan was prepared in coordination with the airlines.

This amendment (Amendment No. 2) provides for updated design and phasing plan for Phase II, construction administration and inspection services to be performed by members of the design firm for Phase II. With the complex nature of the repairs and the need to execute efficiently to minimize impact to the airlines during gate closures, having the design team in the field to address any issues that may arise is a benefit to the IAA. Also, the IAA inspection staff is assigned to other airfield projects occurring concurrent with this project, so external resources are needed to ensure project work is being executed in accordance with the plans and specifications.

Scope

Approval of Plans and Specifications

The scope of work includes full panel and grate structure replacement or installation of cast iron grate supports, and joint sealing for concrete pavements containing storm water inlets on the Terminal Apron at IND as shown on the attached exhibit.

Journey Engineering, LLC, Amendment No. 2

The scope of this Amendment No. 2 is for updated design and phasing plan for Phase II, construction administration and inspection services for Phase II of Apron Storm Water Inlet Repairs, Project No. I-14-004, at IND.

Budget

Approval of Plans and Specifications

Total construction package is estimated between \$500,000 and \$1,000,000. The range is established per Federal Acquisition Regulation Subpart 36.2.

Journey Engineering, LLC, Amendment No. 2

This contract Amendment No. 2 is \$79,467.00 after accounting for the unused fees from Phase I, which is within the approved 2015 Capital Budget for Apron Storm Water Inlet Repairs, Phase II.

This project will be 100% Airport cash funded.

This project is being undertaken to repair existing infrastructure that is integral to the continued safe operation of the airport. As a result of the critical nature of the rehabilitation, this project is exempt under the Authority's hurdle rate policy and has not been subjected to an internal rate of return calculation.

Schedule

Approval of Plans and Specifications

Advertisement of Opportunity to Bid: March 24, 2015 and March 31, 2015
 Pre-Bid Meeting: April 2, 2015 2:30 pm Building 60, Conference Room 1
 Bid Opening: April 24, 2015 2:00 pm Building 60, Conference Room 1

Contract award anticipated May 15, 2015 and the substantial completion date is expected to be November 2015 to phase the work to minimize impact on the airlines by closing no more than one gate per airline at a time.

Journey Engineering, LLC, Amendment No. 2

The contract term will be extended by Amendment No. 2 to September 30, 2016 for project closeout and 10-month warranty inspection.

Supplier Diversity Participation

Approval of Plans and Specifications

The Director of Supplier Diversity established the following participation goals: MBE 25%, WBE 10%, and VBE 3%

Journey Engineering, LLC, Amendment No. 2

The Director of Supplier Diversity has approved the following for Amendment No. 2:

Firm	Amount			%		
	MBE	WBE	VBE	MBE	WBE	VBE
Amendment #2						
Journey Eng., LLC	\$0	\$74,732.00	\$0	0.00	94.04	0.00
Totals	\$0	\$74,732.00	\$0	0.00	94.04	0.00

There was XBE participation anticipated in Phase I that due to revised construction scope will occur during Phase 2 in the amounts of; MBE \$8,553.43 (Roy D. McQueen), WBE \$6,000.00 (Reprographix), and VBE \$7,695.00 (B&R Consulting)

Contract Summary to Date

Journey Engineering Contract/Amendment & Execution Date	Service & Term	Amount	Minority Participation %		
			MBE	WBE	VBE
Original Contract, Phase I January 17, 2014	Professional Services Term: 1/17/14 – 12/31/14	\$202,139.92	16.28%	62.53%	4.88%
Amendment 1, Phase I August 15, 2014	Professional Services Term: Extend to 12/31/15	52,417.50	0.00%	100%	0.00%
Amendment 2, Phase II March 20, 2015	Professional Services Term: Extend to 6/30/16	79,467.00	0.00%	94.04%	0.00%
	Revised Contract NTE	\$334,024.42	9.49%	76.06%	2.84%

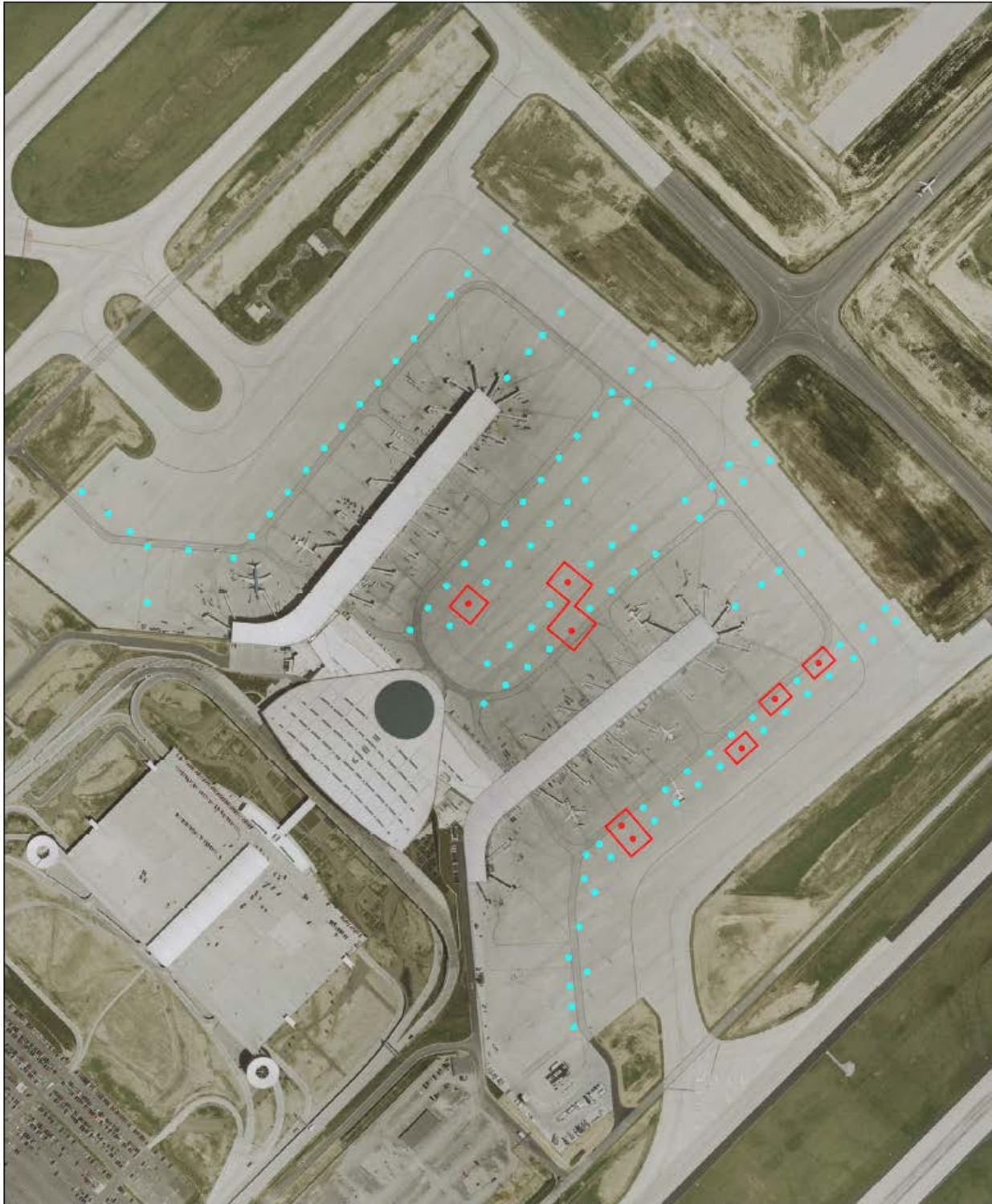
Recommendation

Approval of Plans and Specifications

The IAA staff recommends that the Board consider for approval Plans and Specifications for Apron Storm Water Inlet Repairs, Phase II at Indianapolis International Airport, Project No. I-14-004, as prepared by Journey Engineering, LLC, and authorize the public bidding process.

Journey Engineering, LLC, Amendment No. 2

The IAA staff also recommends that the Board consider for approval Amendment No. 2 to the contract with Journey Engineering, LLC for Apron Storm Water Inlet Repairs, Phase II at Indianapolis International Airport, Project No. I-14-004, in an amount not-to-exceed \$79,467.00. Supplier Diversity participation on this amendment is MBE 0.00%, WBE 94.04% (Journey Engineering, LLC), and VBE 0.00%.



INDIANAPOLIS INTERNATIONAL AIRPORT

APRON STORM WATER
INLET REPAIRS - PHASE 2
I-14-004

- - STORM WATER INLET
- - FULL PANEL REPAIRS

