

# Minutes of the Joint Meeting of the MNAA Board of Commissioners and MPC Board of Directors



Date: July 20, 2022

Place: Nashville Airport – Tennessee Boardroom

Time: 1:00 p.m.

Board Members Present:

Bill Freeman, Chairman; Joycelyn Stevenson, Vice Chair;  
Jimmy Granbery, Secretary; Bobby Joslin; Nancy Sullivan;  
Andrew Byrd

Board Members Absent:

Dr. Glenda Glover

Others Present:

Doug Kreulen, Neale Bedrock, Lisa Lankford, and Rachel  
Moore

## I. Introduction of Mayor John Cooper

Chairman Freeman introduced special guest, Mayor John Cooper. Mayor Cooper greeted the Board and staff and stated his three focus areas for MNAA: 1) MWBE goals, 2) coordination of transportation plans with the city, and 3) international flights. He thanked the Board and staff for their careful financial stewardship, took photos, and departed.

## II. Call to Order

Chairman Freeman called the MNAA Board of Commissioners and MPC Board of Directors meeting to order at 1:10 p.m., pursuant to the Public Notice dated July 15, 2022.

## III. Approval of Minutes

Chairman Freeman called for a motion to approve the Minutes of the June 22, 2022 Joint Meeting of the MNAA Board of Commissioners and MPC Board of Directors. A motion was made by Commissioner Joslin and seconded by Vice Chair Stevenson to approve the minutes. The motion carried by vote of 6 to 0.

## IV. Introduction of Council Member Russ Bradford

Chairman Freeman introduced special guest, Council Member Russ Bradford. Council Member Bradford presented a resolution to Mr. Earnest Cobble for his heroic actions taken April 17, 2022. After photos, Council Member Bradford presented a resolution to MNAA for its 85<sup>th</sup> Anniversary.

V. Executive Session

Chairman Freeman requested an executive session of the Board of Commissioners to discuss litigation matters at 1:20 p.m. Commissioner Joslin made a motion, and Vice Chair Stevenson seconded the motion. The motion carried by a vote of 6 to 0. Chairman Freeman excused staff and the public.

Chairman Freeman requested a motion to adjourn the executive session and return to the public portion of the meeting at 2:02 p.m. Vice Chair Stevenson made a motion and Secretary Granbery seconded the motion. The motion carried by a vote of 6 to 0.

Commissioner Joslin departed following the Executive Session.

VI. President's Report

President Kreulen briefed the Board on BNA Enplanements. FY22 ended at a record 9,217,710 enplanements, which is 7% over the prior FY19 record. July FY23 is projected at 918,183 enplanements, which is 9% over FY22.

President Kreulen welcomed Corporate Communications Leadership members – Paul Lindsley, Director, and Olivia Parven, Manager.

President Kreulen updated the Board on the 2022 Committee/Board schedule. The August 10, 2022 Board meeting will be held at 9:00 a.m. Vice Chair Stevenson will chair the September 14, 2022 Board meeting. The October 19 Board Meeting and Board Retreat will be held at Nelson Andrews Leadership Center, beginning at 9:00 a.m. President Kreulen asked Board members to notify Ginger Cork, Board Secretary, if they will not be available for any meetings.

President Kreulen reported on the 30 and 60-day outlook. On the 30-day outlook for August 2022, Operations Committee approval items include Terminal Apron Taxilane Expansion (TATE) Phase 2; Design Build Contract for Concourse D Extension; and Professional Services Contract for Vision Design Support (Corgan). Finance Committee approval items include Satellite Concessions Contract; Fraport Exhibit G Updates and Fraport Sublease Approvals (tentative). Management Committee includes approval of CEO Key Performance Indicators (KPI's). On the 60-day outlook for September 2022, Operations Committee includes approval of Construction Contract for JWN R3 Aron Expansion & North Development. Finance Committee includes approval of JWN North Development leases.

President Kreulen provided a draft Board Retreat agenda, including BNA Vision and New Horizon program updated financial and engineering contingency plans; 2023 Board calendar, conference and key events; FY24 budget and airline agreement; and Ethics, Code of Conduct and Bylaws discussion.

President Kreulen provided the 2023 Committee/Board schedule, including key dates for the AAAE Conference, AMAC Airport Diversity Conference, ACI-NA Annual Conference and FY24 Board Retreat. He asked Board members to advise which conferences they would like to participate in, and staff will facilitate their arrangements.

**VII. Items for Approval**

**A. Nashville Electric Service (NES) Transmission Line Relocation (Donelson Pike) (Operations)**

President Kreulen introduced Ms. Traci Holton, VP, Engineering and Chief Engineer, to discuss the NES Transmission Line Relocation. Ms. Holton briefed the Board on the relocation of the NES substation transmission line from the northern boundary of the Economy Lot B to the east, crossing the interstate at Elm Hill Pike.

The relocation of this transmission line is necessary for the relocation of Donelson Pike and to expand Economy Lot B. The NES estimate is \$750,000 NTE, and pre-payment to NES is required before start of work and MNAA is responsible only for actual costs expended by NES. A specific schedule for this project is not known at this time but is expected soon as NES is still working with Tennessee Department of Transportation (TDOT).

Ms. Holton requested that the Board of Commissioners authorize the Chair and President and CEO to pay one NES invoice for \$750,000 NTE to relocate the substation transmission line impacted by the TARI project. Commissioner Sullivan stated that the Operations Committee had voted to recommend approval. Commissioner Sullivan made a motion to approve as presented and Commissioner Byrd seconded the motion. The motion passed with a vote of 5 to 0.

**B. Aircraft Rescue & Fire Fighting (ARFF) Vehicle Purchase (Finance)**

President Kreulen introduced Captain Alan Keene, Department of Public Safety, to discuss the purchase of the ARFF vehicle. Captain Keene briefed the Board on the purchase of a Rosenbauer Panther 6x6 Vehicle that carries 3,170 gallons water, 420 gallons foam and 500 lbs. dry chemical; equipped with hands-free radio operations, tablet, ladders, medical supplies, equipment for exterior and interior fires, heavy rescue and wreckage stabilization, and non-sparking tools for use in fuel related incidents.

The purchase from Rosenbauer Minnesota, LLC, is through a national purchasing agreement, and the anticipated receipt is October 2023. Funding is 100% MNAA Airline Investment Fund.

Captain Keen requested that the Board of Commissioners:

- 1) Accept the proposal by Rosenbauer for \$999,204, and

- 2) Authorize the Chair and President and CEO to execute the purchase

Commissioner Byrd made a motion to approve as presented and Commissioner Sullivan seconded the motion. The motion passed with a vote of 5 to 0.

**C. Airfield Snow Sweepers and Deicing Vehicle Purchase (Finance)**

President Kreulen introduced Mr. Daniel B. Brown, AVP, Maintenance, Environmental and Safety, to discuss the purchase of two airfield snow sweepers and a deicing vehicle. Mr. Brown briefed the Board on the purchase of two Cab Forward Heavy Duty 4x4 Chassis 20 ft. Snow Sweepers and one Heavy Duty 6x4 Chassis 4,000-gallon tank De-icer with 75 ft. spray boom.

Purchase from MB Companies, Inc. is anticipated this month, with receipt in October 2023. The funding source is the MNAA Airline Investment Fund.

Mr. Brown requested that the Board of Commissioners:

- 1) Accept the proposal by MB Companies, Inc. for \$2,028,851.82, and
- 2) Authorize the Chair and President and CEO to execute the purchase

Secretary Granbery reported that the Finance Committee reviewed last week and made a motion to approve as presented. Commissioner Byrd seconded the motion. The motion passed by vote of 6 to 0.

**D. CEO Contract (Management)**

Vice Chair Stevenson briefed the Board on the President and CEO contract. She reported that she had reviewed the existing agreement with Mr. Neale Bedrock, General Counsel, and they recommend a more structured and formal contract going forward. Jenner & Block LLP was retained in May 2022, and they created a draft term sheet, reviewed benchmark studies from other airports and created a draft contract. Vice Chair Stevenson and Mr. Bedrock reviewed the draft contract, which adds more protection for the Authority, provides the Board with more control and flexibility and becomes a template for future CEO contracts.

Vice Chair Stevenson recommended approval of the CEO contract, effective July 1, 2022. Secretary Granbery seconded the motion. Chairman Freeman thanked Vice Chair Stevenson for her efforts over the past few months to get to this point. The motion passed with a vote of 5 to 0.

**E. Committee Assignments (Management)**

Chairman Freeman briefed the Board on Committee Assignments. Chairman Freeman presented the proposed roster and noted that all Board members will have the opportunity to serve as a Chair or Vice Chair.

- Management
  - Joycelyn Stevenson, Chair
  - Jimmy Granbery, Vice Chair
  - Bill Freeman, Member
- Operations
  - Bobby Joslin, Chair
  - Nancy Sullivan, Vice Chair
  - Dr. Glenda Glover, Member
- Finance
  - Andrew Byrd, Chair
  - Dr. Glenda Glover, Vice Chair
  - Jimmy Granbery, Member

Secretary Granbery made a motion to approve as presented and Vice Chair Stevenson seconded the motion. The motion passed with a vote of 5 to 0.

#### VIII. Information Items

President Kreulen briefed the Board on all Information Items.

##### **A. Runway 2R Safety Area Repairs (Operations)**

In the April 2022 inspection, FAA conducted their annual Part 139 inspection of the airport, and deficiencies related to the slopes on Runway 2R/20L were identified, requiring correction by October 1, 2022. Staff is in the process of procuring services to correct the deficiencies under an emergency waiver, estimated at \$750,000. The CEO will consult with Board Chairman for approval in accordance with Bylaws §4.4.1.8 and communicate at the August 2022 Board meeting. President Kreulen provided a graphic showing the cross-section of the runway and described the Runway Safety Area (RSA), slope requirements and relation to deicing.

##### **B. BNA Vision Update (Operations)**

President Kreulen presented photos from June 2019 to June 2022, displaying the changes that have happened over the past three years since filling the hole with 50,000 dump truck loads and constructing an asphalt cap. In early 2023, the laydown yard will start to be vacated, and a concrete cap will be constructed over the area for overnight international aircraft parking and all aircraft deicing.

##### **C. JWN Development Updates - Automated Weather Observing System (AWOS) Relocation & Northside Development (Operations)**

FAA has approved the relocation of the AWOS from eastside to the west, and Stansell Electric will complete that work in the near future. Ms. Traci Holton will then start construction of the

northside road, ramp, and taxiway connectors. Letters of Intent are under legal review and the associated leases will follow soon.

**D. BNA Concessions Program Update (Finance)**

President Kreulen reported that two locations recently opened – Kids Play Area in Concourse B and Tennessee Tribune’s 2<sup>nd</sup> location at A/B pre-security. Multiple responses were received for the Satellite Concourse Concessions RFP, and staff is interviewing the top 3 respondents this week. Staff will make a recommendation for approval at the August Board meeting.

**E. Procurement Policy Annual Review**

President Kreulen provided background on the Procurement Policy. Approximately 5 years ago, a 3<sup>rd</sup> party, Periscope, evaluated the program. Each year Ms. Davita Taylor, Vice President, Procurement and Business Diversity, makes minor upgrades to keep the program up with industry best practices. Periscope will do another evaluation, and staff will come back to the Board later in the year with any recommendations.

Chairman Freeman thanked President Kreulen and asked if there were any questions. Commissioner Byrd inquired about the adequacy of BNA’s runway lengths for Asian international flights. President Kreulen explained that we have 4 runways – 3 north/south at approximately 8,000 feet and 1 crosswind at 11,000 feet. The north/south runways provide adequate length for arrival, but take-off is a challenge depending on temperature, wind and weight. A long-term goal is to lengthen one of the north/south runways to 10-12,000 feet, but we do not have funds or FAA approval at this time. Commissioner Granbery asked President Kreulen to provide the graphic that shows the runway and international flights.

VI. Adjourn

There being no further business brought before the Board, Chairman Freeman asked to adjourn the meeting which carried with a vote of 5 to 0, and the meeting adjourned at 2:23 p.m.



Jimmy Granbery, Board Secretary