

Joint Meeting of MNAA Board of Commissioners and MPC Board of Directors

BNA

## Call to Order

February 15, 2023

## Approval of Minutes

January 18, 2023, Joint Meeting of the MNAA Board of Commissioners and MPC Board of Directors

## Chair's Report

Joycelyn Stevenson, Chair

## President's Report

Douglas E. Kreulen, A.A.E.

President and CEO

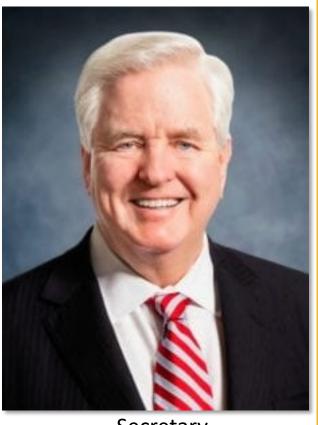




Chair Joycelyn Stevenson



Vice Chair James (Jimmy) Granbery



Secretary Andrew W. Byrd

# Congratulations, MNAA New Officers

- Press Release
  - January 27, 2023

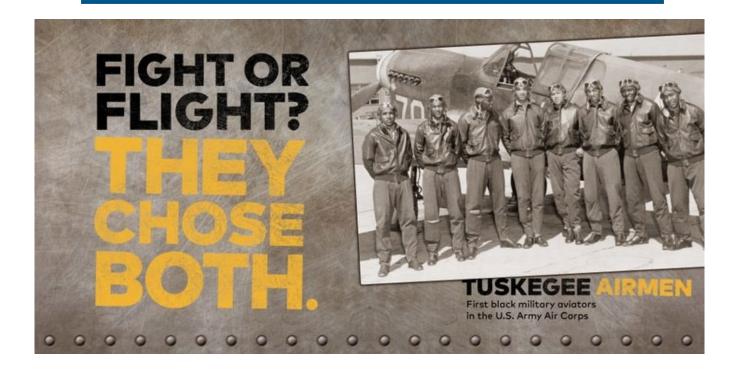




BNA.

BNA and Arts at the Airport Proudly Present the

**BLACK HISTORY MONTH Music Series 2023** 



## BNA Celebrates Black History Month

- Print and digital ads running in:
  - The Tennessee Tribune
  - The Nashville Pride
  - The Williamson Herald
- 4 billboards throughout February
- Social media posts
- Black History Month Music Series
  - Feb 9: Fisk Jazz Ensemble
  - Feb 13: Rosalyn Malone Trio
  - Feb 16: Joseph Wooten & the Hands of Soul
  - Feb 24: Nate Bean & 4Given



### S&P Global

- Standard & Poor's Global Ratings (S&P) raised its long-term rating and underlying rating to "AA-" from "A+" on MNAAs senior-lien airport revenue bonds, with a stable financial outlook.
- The positive rating reflects:
  - BNA's robust air travel, dominant airport in region, and large and expanding origin-and-destination (O&D) demand
  - MNAA's financial resilience in maintenance of financial metrics, consistent with a strong financial risk profile
  - Very strong management and governance, evident in an experienced, proactive and effective management team

## S&P Upgrades BNA Senior Lien Credit Rating to AA-

- February 7, 2023
- Investor Relations Website www.nashvilleairportbonds.com



## WestJet to Launch Nonstop Service to Vancouver in May

- February 13, 2023
- Seasonal route May 19, 2023 Oct 9, 2023
  - 2x weekly, Monday & Friday
  - 737 aircraft with 132 or 174 seats, depending on day



## Congratulations, Davita Taylor

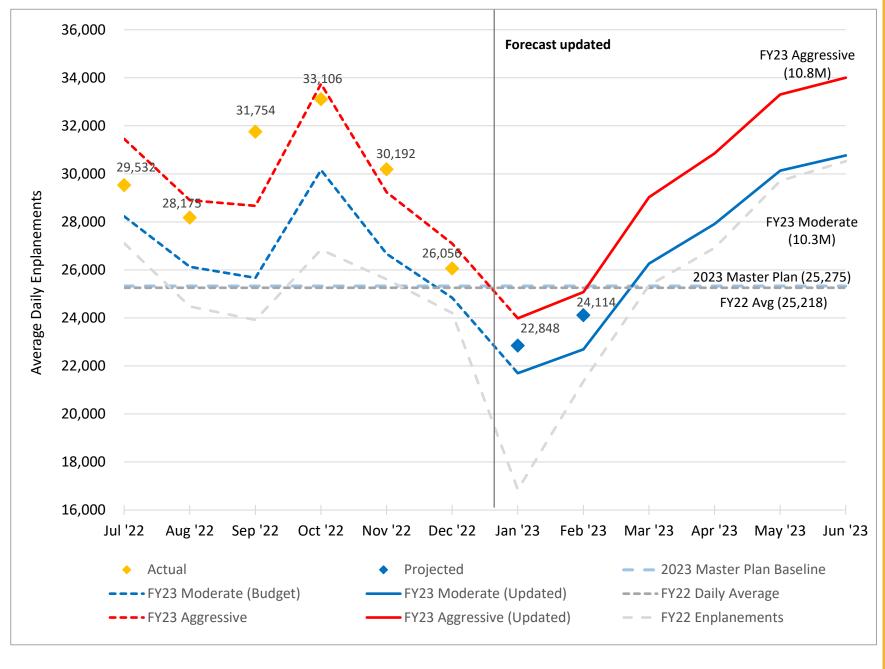
- February 13, 2023
- NBJ Women of Influence



- Contract awarded with Grade A Cleaning for on-call snow and ice removal services in October 2023
  - Costs are based on equipment mobilized, area treated (as defined by MNAA), and hours worked
  - Work is tracked by GPS guidance system and verified by MNAA coordinator with direct oversight
- Two December Snow & Ice Events
  - December 22, 2022:
    - Ramp: \$108,230
    - Terminal Area/Garages/Lots: \$394,609
  - December 26, 2022:
    - Ramp: \$47,300
    - Terminal Area/Garages/Lots: \$395,581
  - Total: \$946,120

## December 2022 Snow & Ice Events





<sup>\*</sup>Jan-Feb projection based on TSA data through February 13, 2023 Current FY23 Budget based on 9.6M enplanements

## FY23 BNA Enplanements

- February FY23 Projection
  - 675,000 enplanements
  - 15% over FY19
  - 13% over FY22
- February FY23 YTD Projection
  - 6.9M enplanements
  - 27% over FY19
  - 19% over FY22
- FY23 Year-End Projection
  - 10.5M enplanements
  - 21M passengers



#### **Operations**

- Approvals (5)
  - Concourse D Extension CGMP 2 of 3
  - Professional Services Contract for New Horizon Commissioning Agent
  - Metro Nashville Long-Term Maintenance Agreement (TARI)
  - Construction Contract for Hangar Lane Reconstruction
  - New Horizon Owner-Controlled Insurance Program (OCIP) Policy
- Information (3)
  - BNA Development Update
  - BNA Strategic Plan Key Processors Update
  - JWN Development Update

#### **Finance**

- Approvals (3)
  - JWN North Development Lease Terms Parcel 1 tentative
  - JWN North Development LOI's Parcels 6-7 and Parcels 8-9
- Information (3)
  - FY23 O&M Budget Update, Airline Use & Lease Agreement Update & BNA Concessions Program Update

#### Management

 Information (2): Ethics Policy Matrix & Bylaws Recommendations - Board Feedback

## Committee 30-day Outlook

- March 8 & 15, 2023
- Board Guest Speaker:
  - Marcus Whitney, Jumpstart
     Health Investors

#### **Operations**

- Approvals (5)
  - Professional Services Contract for Public Relations Services
  - Professional Services Contract for MNPD Hangar Development at JWN
  - Construction Contract for Runway 2C Tunnel Structural Repairs
  - Change Order 1 to Terminal Apron Taxilane Ph 2 (Group V Route)
  - TARI Phase 1 CGMP 3 of 3
- Information (2)
  - BNA and JWN Development Updates

#### **Finance**

- Approvals (13)
  - Adjustments to FY23 Budget
  - FY24 O&M and Capital Budgets BNA, JWN, MPC
  - Airline Use & Lease Agreement
  - West Jet Air Service Incentive Agreement (Vancouver)
  - Amendment 8 to Fraport Lease & Concession Agreement
  - Amendment 1 to Sublease Agreement for Consolidated Receiving & Distribution Center (CRDC)
  - Amendment to Fraport Subleases (Titans and Music City)
- Information (1)
  - BNA Concessions Program Update

#### Management

- Approvals (2)
  - Ethics Policy & 4<sup>th</sup> Amended and Restated Bylaws

## Committee 60-day Outlook

- April 12 & 19, 2023
- Board Guest Speaker: TBD

- 2023 American Association of Airport Executives (AAAE) Conference & Exhibition
  - Denver, CO, June 3-5, 2023

- 2023 Airport Minority Advisory Council (AMAC)
   Business Diversity Conference
  - San Antonio, TX, June 10-14, 2023

# Upcoming National Conferences

- Agendas to be available soon
- Trish Saxman will schedule travel for Commissioners who plan to attend
  - February 28, 2023

- February 16, 2023
  - All Team Meetings
- February 21, 2023
  - Tour with State Representatives Grills, Cochran, Boyd and Capley
- February 22, 2023
  - Japanese Emperor's Birthday Celebration
- March 3, 2023
  - Speaker at Kiwanis
- March 13-15, 2023
  - Tennessee Airports Conference
- March 21, 2023
  - Tour with State Representative Powell and Campbell County Chamber of Commerce

## Additional CEO Updates

Upcoming Engagements



## Items for Approval

February 15, 2023

- On Call General Construction Services (Job Order Contract) (Operations)
- Amendment 2 to Atkins Professional Services
   Contract for JWN North Development (Operations)
- Change Order to Civil Construction Contract for JWN North Development (Operations)

## **Items for Approval**

Traci Holton, P.E., C.M. VP, Deputy COO & Chief Engineer

### On Call General Construction Services (Job Order Contract (JOC))

#### **Project Description:**

On call general construction services for maintenance, repair, alteration, renovation, remediation or minor construction of facilities.

#### **Contractor:**

Utopia Building Group, LLC

#### **Total Contract Cost:**

\$3,000,000 NTE/ year

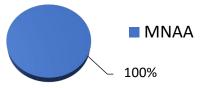
#### **Schedule:**

Contract Start February 2023
Contract End February 2028
(1 year with four 1-year renewals)





#### **Funding Sources:**



**Staff Recommendation:** Board of Commissioners accept the proposal from Utopia and authorize the Chair and President and CEO to execute the Job Order Contract for \$3,000,000 NTE.

### **Amendment 2 for JWN North Development - Design**

#### **Description:**

Design of earthwork grading of the tenant lease areas

#### **Consultant:**

Atkins North America, Inc.

#### **Total Contract Cost:**

Contract \$220,970

Amendment 1 \$274,457

Amendment 2 \$ 21,544

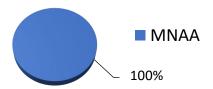
Total Contract \$516,971

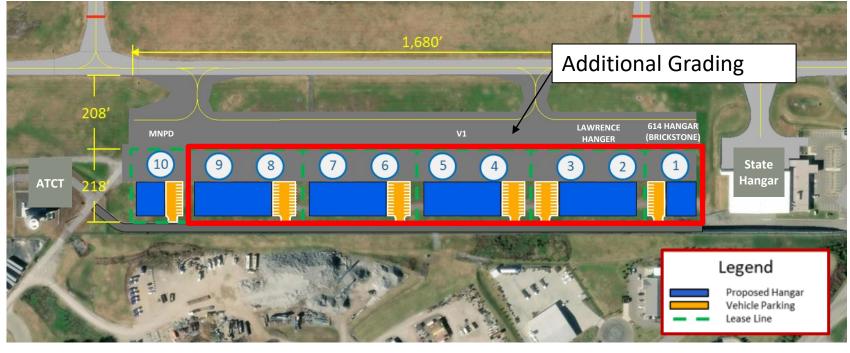
**Schedule:** 

Contract Start January 2022

Contract End September 2023

#### **Funding Sources:**





<u>Staff Recommendation</u>: Board of Commissioners authorize the President and CEO to execute Amendment 2 to Atkins North America, Inc. in the amount of \$21,544.

### **Change Order 1 for JWN North Development - Construction**

#### **Description:**

Earthwork grading of the tenant lease areas

#### **Contractor:**

Civil Constructors, LLC

#### **Total Contract Cost:**

Contract \$18,412,544

Change Order 1 \$ 1,250,000 NTE

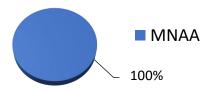
Total Contract \$19,662,544

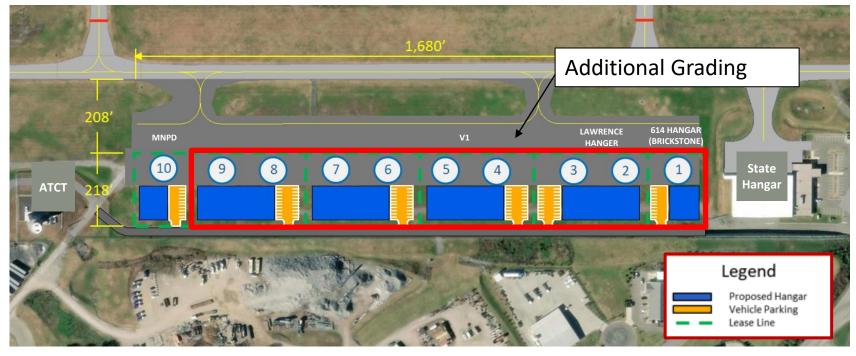
#### **Schedule:**

Contract Start Dec 2022

Contract End September 2023

#### **Funding Sources:**





<u>Staff Recommendation</u>: Board of Commissioners authorize the President and CEO to execute Change Order 1 to Civil Constructors in the amount not-to-exceed \$1,250,000.



 Amendment to Bestway Custodial Services Contract for Parking Garages and Plaza Area (Operations)

## **Item for Approval**

Daniel B. Brown, C.M., CSSBB, MAS AVP, Maintenance, Environmental and Safety

## Amendment to Bestway Custodial Services Contract for Parking Garages and Plaza Area

• <u>Project Description</u>: Contractor to perform and provide all labor, tools, transportation, services, and equipment necessary and reasonably essential to professionally perform janitorial services for parking garages (~2,150,000 sq ft) and plaza area (~ 60,000 sq ft). This amendment increases the labor rate for years 3-5.

Start Date: April 1, 2020

Contract Duration: 5 years

<u>SMWBE</u>: 100% (Small Business Target Market)

#### Contract Cost:

	<u>Original</u>	Amended
Contract Cost Year 1	\$ 1,776,851.11	\$ 1,373,030.75
Contract Cost Year 2	\$ 2,340,604.81	\$ 2,120,631.84
Contract Cost Year 3	\$ 2,114,893.36	\$ 2,306,931.38
Contract Cost Year 4	\$ 2,137,288.35	\$ 2,726,373.45
Contract Cost Year 5	\$ 2,207,385.74	\$ 2,831,233.97
Estimated Contract Cost 5 years:	\$10,577,023.37	\$11,358,201.39

- Staff Recommendation: Staff requests that the Board of Commissioners:
  - Accept the proposed contract amendment to the Custodial Services Contract for Garage and Plaza Area
  - Authorize the Chair and President and CEO to execute the amendment of the contract with BestWay for \$781,178

## Information Items

February 15, 2023

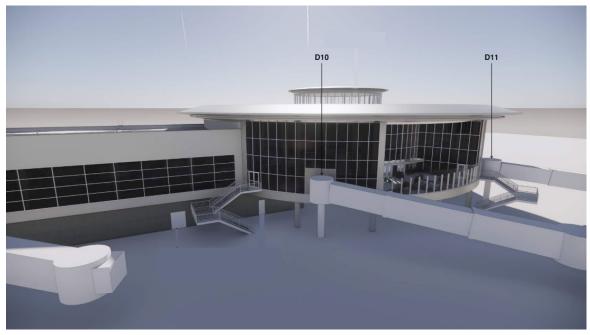
- BNA Development Update (Operations)
- JWN North Development Update (Operations)
- JWN Hangar Rent Model (Operations)
- Quarterly Retirement/OPEB/Treasury Investment Reports (Finance)
- BNA Concessions Program Update (Finance)
- Airline Use & Lease Agreement (AULA) Update (Finance)
- Parking Rate Adjustment (Finance)
- Ethics Policy and Bylaws Status Update (Management)
- Executive Session

### **Information Items**

Douglas E. Kreulen, A.A.E. President and CEO

### **New Horizon – Concourse D Extension**





#### **Capacity of Outdoor Terrace**

- Maximum occupancy by square footage is 114
- Current layout has approx. 40 seats, but this is being refined



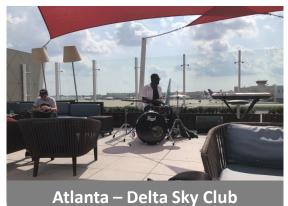




g Beach, CA











Airports with Outdoor Space

- Denver
- Long Beach
- Salt Lake City
- Los Angeles
- Austin
- Atlanta
- New York (JKF)
- Tampa
- Palm Springs





## JWN Development Update

#### Parcels 1-5

- Parcel 1: May readvertise
- Parcels 2 5: Progressing well

#### Parcels 6-9

- Letters of Intent (LOIs) submitted and due February 17<sup>th</sup>; Board approval planned for March
  - Jet Access (parcels 6 7)
  - JetRight & Veloture (parcels 8 9)

#### Parcel 10

- RFQ for design advertised January 23<sup>rd</sup>
  - SOQ's due February 23<sup>rd</sup>
  - Board approval in April



## **JWN Hangar Rent Model**

#### Background

- Feb 17, 2021: Business Model approved
  - Direct Costs + Operating Costs + ROI = Total Rent
  - Annual review of operating expenditures & CPI-U escalation
  - Compliance with CEO + Board Fiduciary Responsibility
  - Compliance with Grant Assurance 24 Fee & Rental Structure
- July 2021 June 2022: Base Rent established
- July 2022 June 2023: No Rent Increase Pandemic & On-going development

	Monthly Rent		Monthly
Hangar Size	FY22/FY23	FY24	Increase
42' T-Hangar (1,150 sq ft)	\$525	\$580	\$55
45' T-Hangar (1,450 sq ft)	\$590	\$650	\$60
47' T-Hangar (1,475 sq ft)	\$600	\$670	\$70
48' T-Hangar (1,650 sq ft)	\$630	\$700	\$70
42' T-Hangar (1,050 sq ft)	\$640	\$700	\$60
48' T-Hangar (1,440 sq ft)	\$750	\$810	\$60
Box Hangar (4,200 sq ft)	\$2,100	\$2,270	\$170
Plane Port (1,440 sq ft)	\$375	\$400	\$25

#### FY24 Financial Analysis Conducted by Staff

- JWN operations more efficient than simple CPI-U adjustment of 13.5% (2021-7% + 2022-6.5% = 13.5%)
- New rent equates to average 9.5% (less than CPI-U of 13.5%)
  - Average increase in monthly rent = \$36
  - Two-year cumulative increase of \$72
- April 2022: Tenants will be notified of new rent effective July 1, 2023, to June 30, 2024.



#### **Retirement Plan**

- FY23-Q2 Market Value: \$74.7M (+\$3.1M)
- Gross Return
  - FY23 Q2: 6.05%
     Net of fees 5.99%; Composite benchmark 5.74%
  - FY23-YTD: 0.98%Net of fees 0.88%; Composite benchmark 0.61%

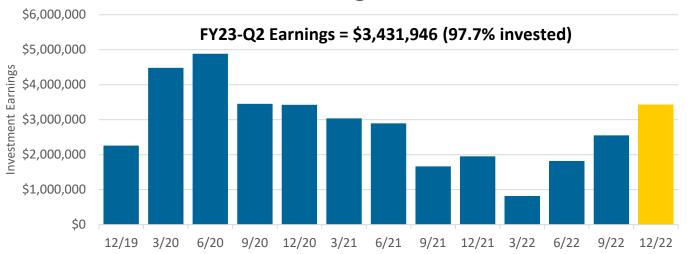
#### **OPEB**

- FY23-Q2 Market Value \$36.7M (+\$2.1M)
- Gross Return
  - FY23 Q2: 6.78%
     Net of fees 6.72%; Composite benchmark 6.04%
  - FY23-YTD: 1.50%Net of fees 1.40%; Composite benchmark 0.92%

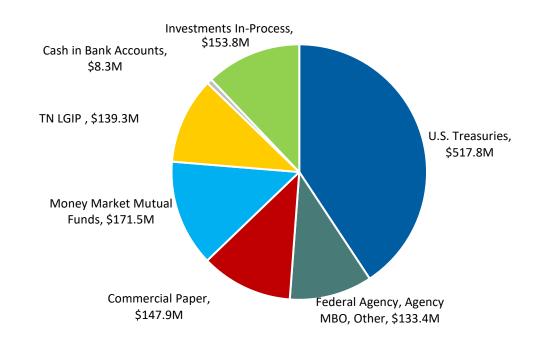
### Quarterly Retirement/ OPEB Investment Report

Quarter ending December 31, 2022

#### **Investment Earnings and % Invested**



#### **Investment Accounts**



### **Quarterly Treasury Investment Report**

#### **Quarter ending December 31, 2022**

- Total available funds: \$1.272B
- Funds invested: 97.7%
- Investment portfolio in compliance and meeting policy objectives
- 2Q23 combined yield: 2.73%
- Total cash & investment earnings
  - 2Q23: \$3,431,946
  - 2Q22: \$1,953,812
  - 2Q23 had \$455M more available funds than 2Q22



#### **Fraport Terminal Concessions opening in 2023:**

- 12 Locations opened on January 24, 2023
- 15 Locations scheduled to open in September 2023
  - All have executed subleases and 30% design reviews
  - 9 of the 15 locations have been approved to Code

## Paradies Satellite Concourse Concessions opening in October 2023:

- 7 locations scheduled to open October 2023
  - All locations have achieved 30% design approval
  - 95% drawings expected by the end of February 2023

## **BNA Concessions Program Update**

### Airline Use and Lease Agreement (AULA) Update

Sei	n –	Dec	20	)21
0	$\sim$			

✓ Negotiated 1-year extension to current AULA (expires June 30, 2023)

Jan – Sep 2022

Resumed negotiations of new AULA

Sep – Oct 2022

- ✓ Reached agreement on material elements of a new AULA
  - Oct 17, 2022: Southwest signed Memorandum of Understanding on material terms
  - Oct 19, 2022: Board approved these terms for preparation of FY24 Budget/Official Statement

Nov – Dec 2022

✓ Additional Airline Negotiation meetings (Non-material terms; 1st draft of new agreement)

January 11, 2023

✓ Negotiations completed with Airlines

February 3, 2023

✓ Final Legal reviews and Airline comments received

March 2023

• Airlines to return executed lease agreements (anticipate some will take longer)

April 19, 2023

Board approval of new AULA

May – June 2023

Any remaining executed AULAs to be received by MNAA

July 1, 2023

Implement FY24 airline rates and charges per the new AULA



- Current rates implemented February 1, 2022
  - Hired Ricondo to conduct independent rate analysis
- Findings:
  - Garages, Lot A and Valet operating at or near capacity
  - MNAA parking rates below average of benchmark airports
  - MNAA parking rates below average of top 20 US airports, and much lower in Garages and Lot A
  - MNAA parking rates below off-airport competitors, including taxes & fees
  - MNAA grace period is at median of peer and top 20 US airports

Lot	Current Rate	Increase	New Rate
Valet	\$36	+ \$2	\$38
Garages	\$26	+ \$2	\$28
Walk (A)	\$18	+ \$2	\$20
Economy (B & C)	\$16	+ \$2	\$18

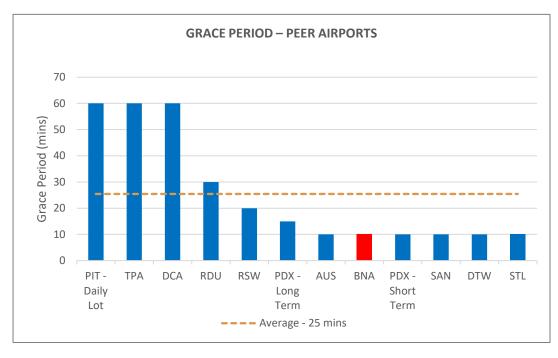
## Parking Rate Adjustment

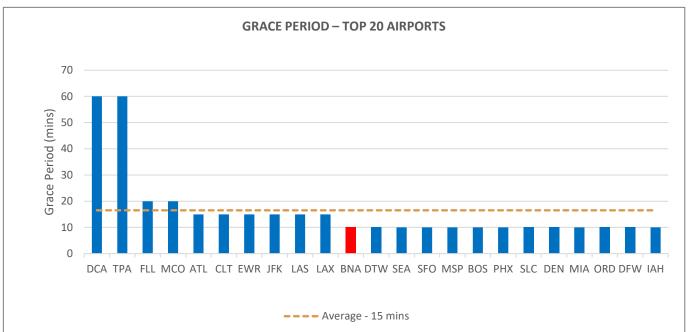
- Effective Date: March 1, 2023
- Increase grace period from 10 to 15 minutes (average of top 20 US airports)



### Grace Period Benchmarking – Peer and Top 20 Airports

- Nashville grace period is below average, but at the midpoint of comparable airports in the U.S.
- Nashville grace period is slightly below average, but also at the midpoint of the top 20 airports in the U.S.





- ✓ Dec 2022 Jan 2023: Jenner & Block prepared recommendations:
  - Ethics Policy Matrix
  - Bylaws Recommendations

✓ February 2023: Staff provided recommendations to Management Committee

- March 2023: Management Committee will provide feedback
- April 2023: Board Approval of updated documents:
  - Ethics Policy
  - 4th Amended and Restated Bylaws

# Ethics Policy & Bylaws Status Update

## **Executive Session**

February 16, 2023



Joint Meeting of MNAA Board of Commissioners and MPC Board of Directors

# Staff Reports

February 16, 2023

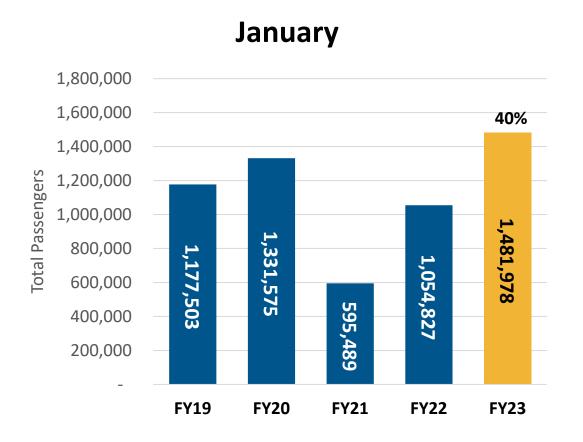
**Provided for Information Only** 

## **Operations Report**

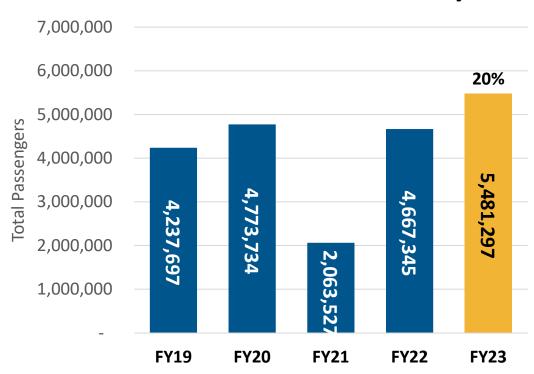
Robert Ramsey, P.E., A.A.E., I.A.P.

EVP, Chief Operating Officer

#### **BNA Total Passengers**



#### **Fiscal Year-to-Date January**

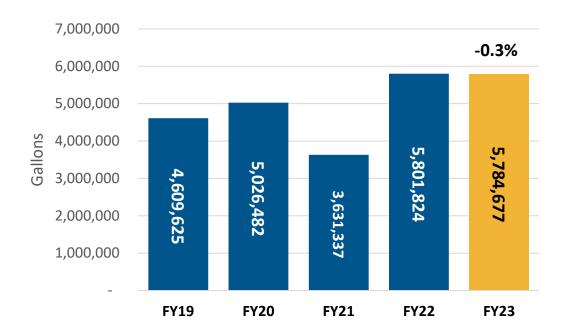


## **BNA Fuel Sales and Operations**

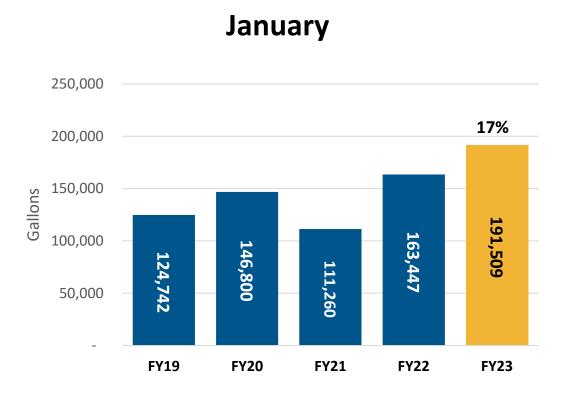




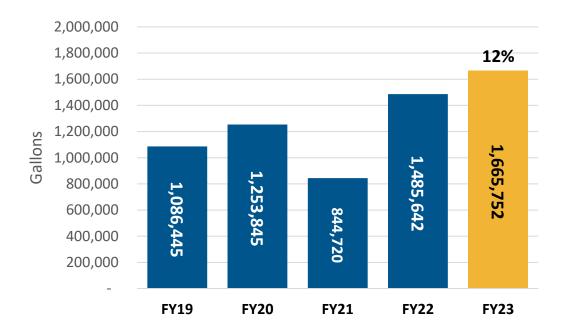
#### **Fiscal Year-to-Date January**



## **JWN Fuel Sales and Operations**



#### **Fiscal Year-to-Date January**



## Vision 1.0 Program Budget Update: February 2023

Project Name	Current Budget	Estimate at Completion (EAC)	Budget Variance	Budget Reserve: Original/Balance	
VISION PROJECTS	\$ 1,219,460,295	\$ 1,211,579,350	\$ 7,880,945	\$121,290,987 / \$9,200,000	
Parking and Transportation Center	\$ 112,565,500	\$ 112,565,500	\$ -	\$5,100,000 / \$0	
Concourse D & Terminal Wings	\$ 292,600,000	\$ 287,637,753	\$ 4,962,247	\$33,964,557 / \$0	
Garage C & Airport Administration Building	\$ 183,930,000	\$ 181,011,302	\$ 2,918,698	\$20,341,202 / \$0	
Garage B	\$ 97,428,000	\$ 97,428,000	\$ -	\$2,700,000 / \$2,700,000	
Terminal Lobby & IAF	\$ 483,936,795	\$ 483,936,795	\$ -	\$54,865,228 / \$6,500,000	
Terminal Access Roadway Improvements Ph 1	\$ 49,000,000	\$ 49,000,000	\$ -	\$4,320,000 / \$0	
VISION ENABLING PROJECTS	\$ 62,390,352	\$ 62,390,352	\$ -	\$1,408,000 / \$396,695	
ART	\$ 5,112,550	\$ 5,112,550	\$ -		
PROGRAM CONTINGENCY	\$ 21,544,803	5 29,425,748	\$ (7,880,945)		
Total	\$ 1,308,508,000	\$ 1,308,508,000	\$ -	\$122,698,987 (\$9,596,695	

## Vision 2.0 Program Budget Update: February 2023

Project Name	Current Budget		Estimate at Completion (EAC)		Budget Variance		Budget Reserve: Original/Balance	
VISION 2.0 PROJECTS	\$	229,500,000	\$	229,500,000	\$	-	\$12,392,941 / \$6,492,941	
Satellite Concourse	\$	134,500,000	\$	134,500,000	\$	-	\$8,952,941 / \$3,052,941	
Runway 2L/20R Extension EA/Preliminary Design/Property Acquisition	\$	15,000,000	\$	15,000,000	\$	-	\$0 / \$0	
Concourse A Site Prep / Fill / EA	\$	49,000,000	\$	49,000,000	\$	-	\$2,000,000 / \$2,000,000	
Concourse A Ramp Paving	\$	31,000,000	\$	31,000,000	\$	-	\$1,440,000 / \$1,440,000	
Total	\$	229,500,000	\$	229,500,000	\$	-	\$12,392,941 / \$6,492,941	

## **New Horizon Program Budget Update: February 2023**

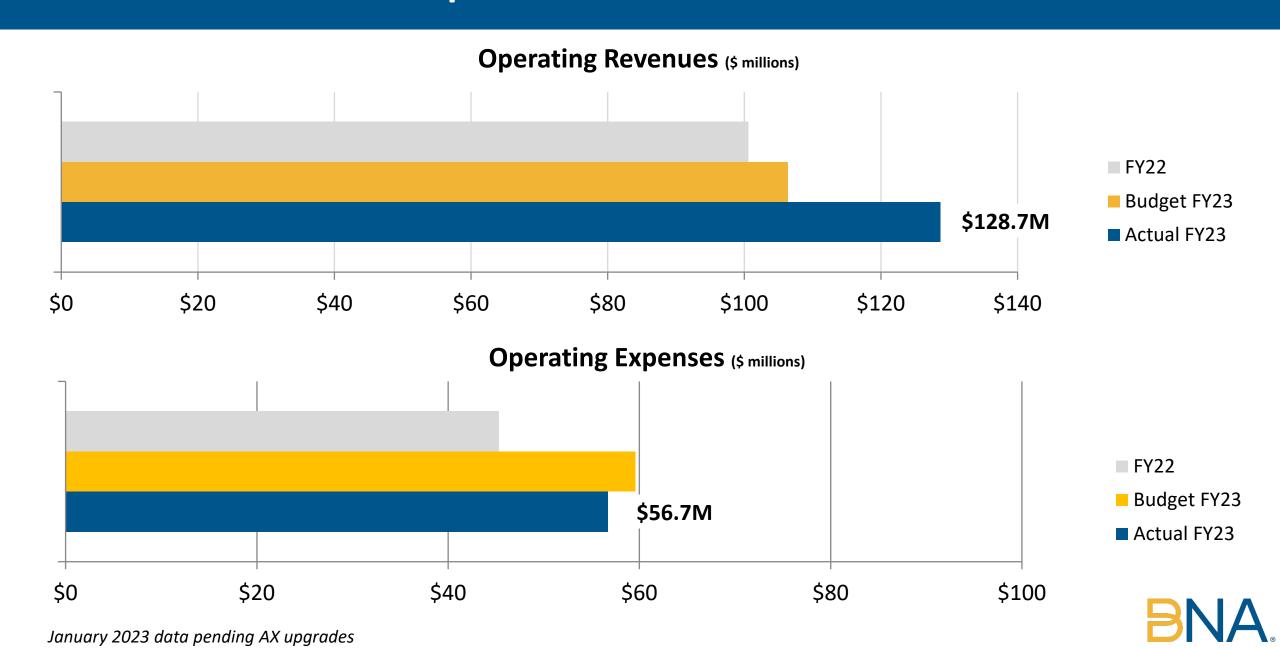
Project Name	Current Budget		Estimate at Completion (EAC)		Budget Variance		Budget Reserve: Original/Balance	
New Horizon Projects	\$	1,458,500,000	\$	1,458,500,000	\$	-	\$117,671,573 / \$117,671,573	
Baggage Handling System Improvements	\$	125,000,000	\$	125,000,000	\$	-	\$11,329,600 / \$11,329,600	
Concourse D Extension	\$	287,000,000	\$	287,000,000	\$	-	\$26,138,432 / \$26,138,432	
Concourse A Expansion	\$	855,000,000	\$	855,000,000	\$	-	\$77,939,456 / \$77,939,456	
Future Air Freight Building	\$	25,000,000	\$	25,000,000			\$2,264,085 / \$2,264,085	
Terminal Access Roadway Improvements Ph 2 & 3	\$	166,500,000	\$	166,500,000			\$ -	
ART	\$	4,000,000	\$	4,000,000	\$	-		
PROGRAM CONTINGENCY	\$	-	\$	-	\$	-	\$	
Total	\$	1,462,500,000	\$	1,462,500,000			\$117,671,573 (\$117,671,573)	

# Finance Report

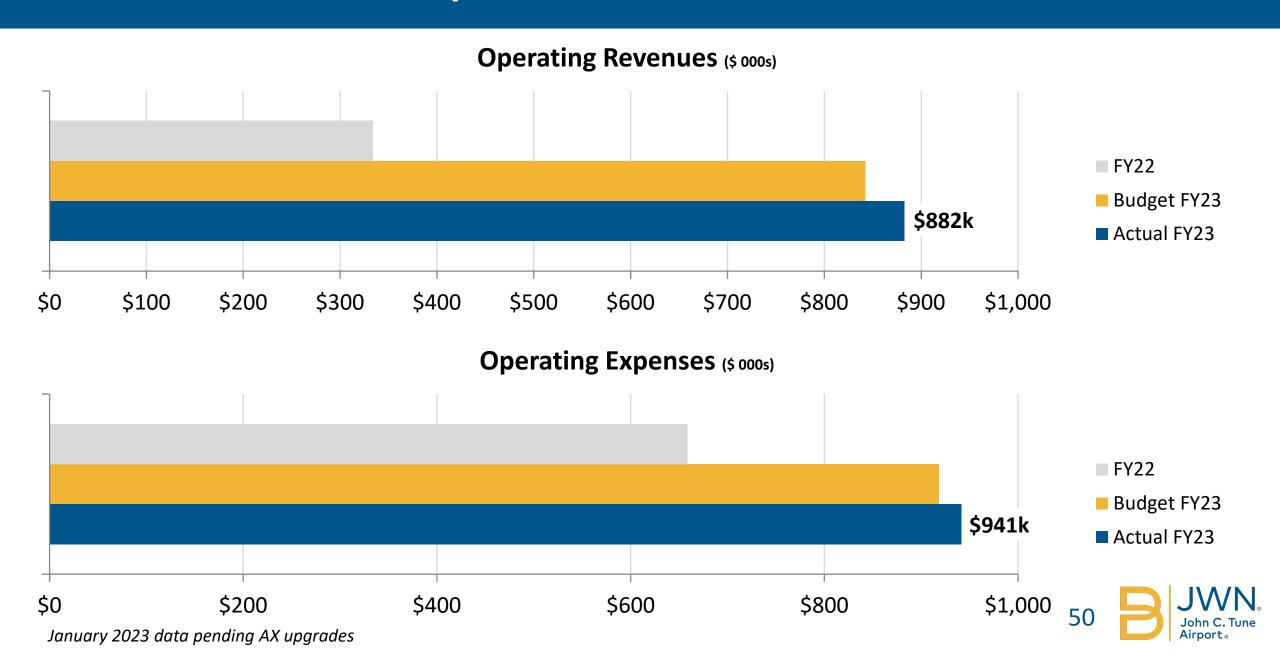
Marge Basrai, CPA, CGMA, CM

EVP, Chief Financial Officer

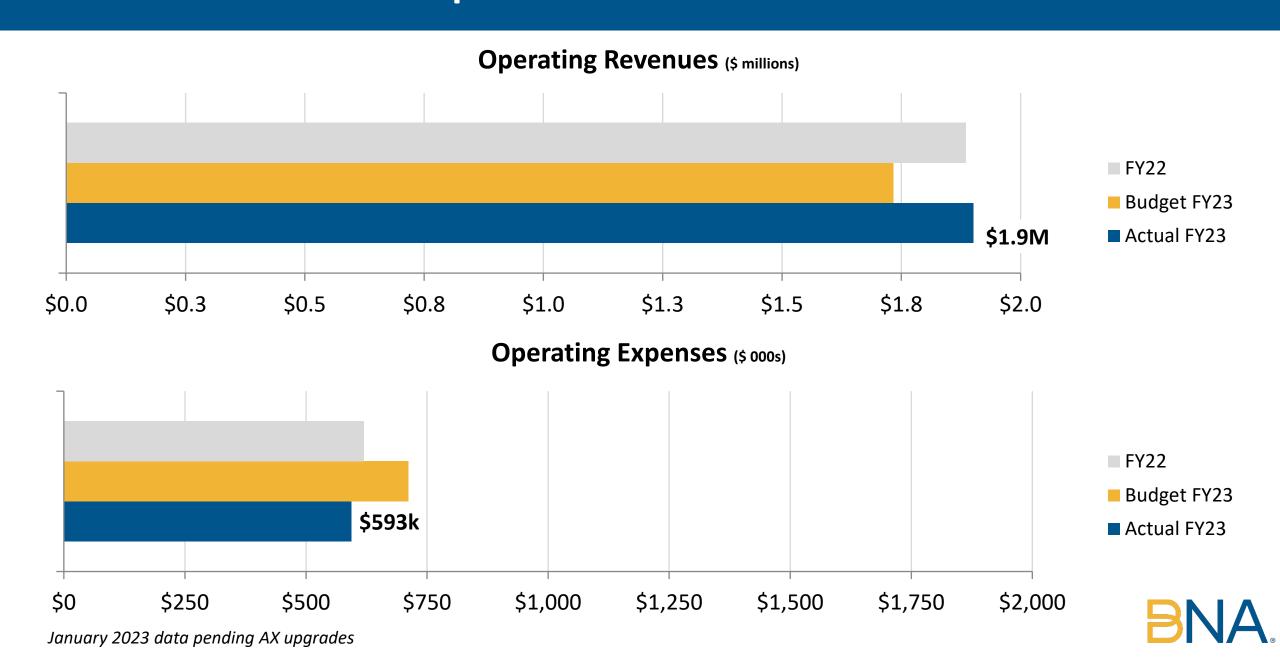
#### **BNA** – Revenues and Expenses YTD December 2022



#### JWN – Revenues and Expenses YTD December 2022



#### MPC – Revenues and Expenses YTD December 2022

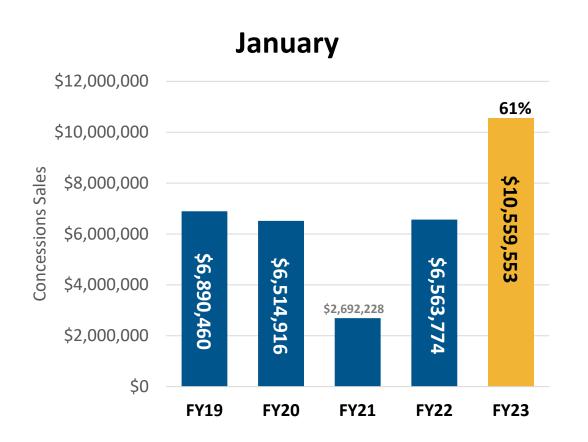


# Commercial Development Report

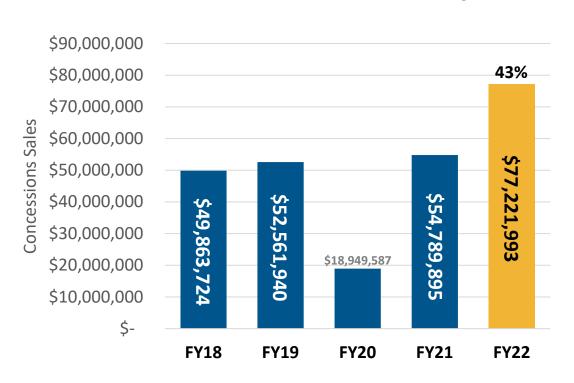
Marge Basrai, CPA, CGMA, CM

EVP, Chief Financial Officer

#### **Concession Sales**



#### **Fiscal Year to Date - January**



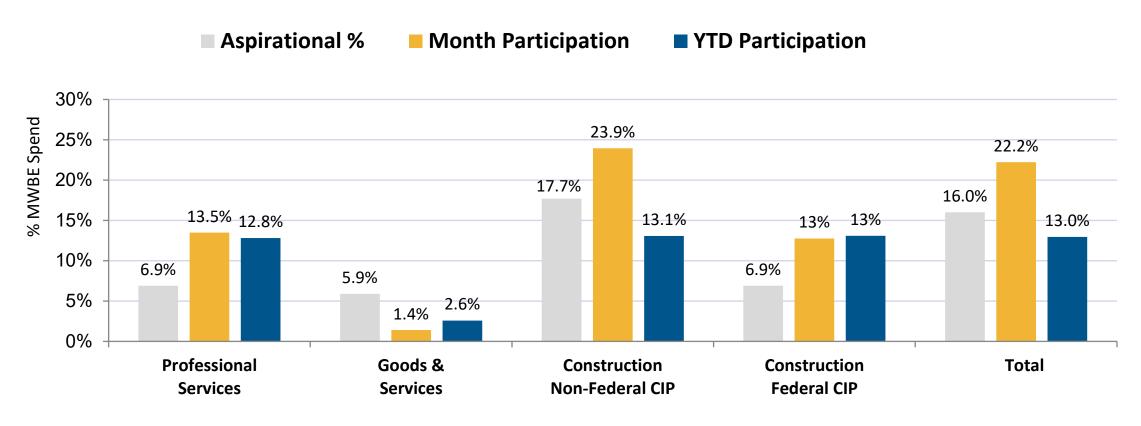
Sales per Enplaned Passenger January 2022: \$12.57, January 2023: \$14.30

# Business Diversity Development Report

Davita Taylor

VP, Procurement & Business Diversity

#### **MWBE Participation September 2022**



August MWBE Expenditures	\$608,525	\$4,232	\$6,347,646	\$3,059	\$6,963,462
August Total Expenditures	\$4,512,387	\$302,677	\$26,503,886	\$23,995	\$31,342,945
FY23 MWBE Expenditures	\$1,729,509	\$19,614	\$10,130,259	\$3,153	\$11,882,535
FY23 Total Expenditures	\$13,501,409	\$759,474	\$77,461,560	\$24,089	\$91,746,532