

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

BNA

Call to Order

March 15, 2023

Approval of Minutes

February 15, 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



Welcome, Marcus Whitney

Founding Partner, Jumpstart Health Investors









Secretary Buttigieg Visits BNA

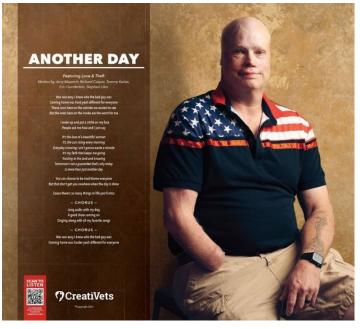
• March 3, 2023





BNA Celebrates International Women's Day

• March 8, 2023





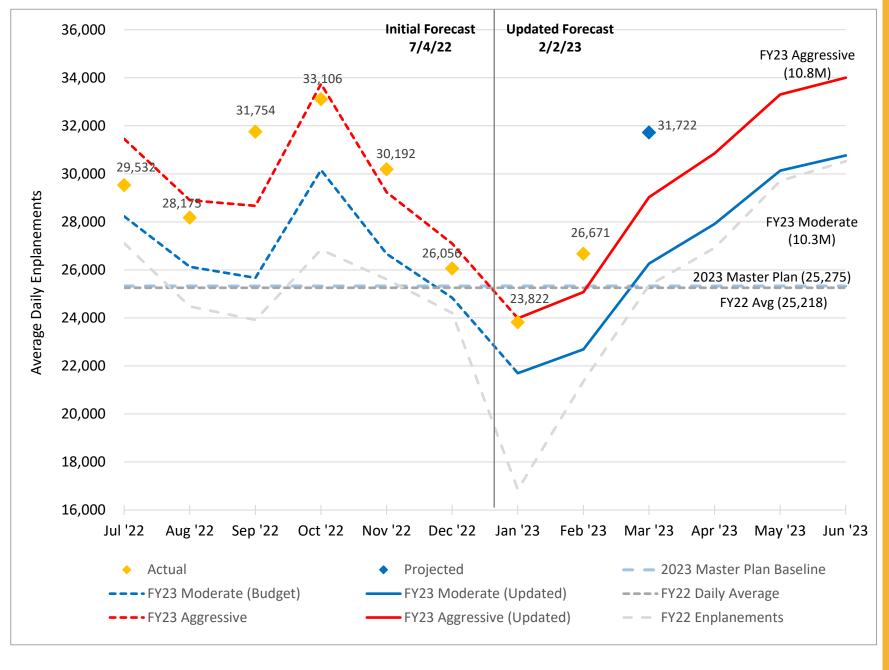




From War to Words

- March 8, 2023
- Visual Voices Portrait Series by Jason Myers
 - CreatiVets Organization





^{*}Mar projection based on TSA data through March 13, 2023 Current FY23 Budget based on 9.6M enplanements; Update planned for April 2023

FY23 BNA Enplanements

- March FY23 Projection
 - 966,000 enplanements
 - 30% over FY19
 - 25% over FY22
- March FY23 YTD Projection
 - 7.9M enplanements
 - 29% over FY19
 - 21% over FY22
- FY23 Year-End Projection
 - 10.5M+ enplanements
 - 21M+ passengers



Operations

- Approvals (4)
 - 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)
- Information (2)
 - BNA and JWN Development Updates

Finance

- Approvals (11)
 - Adjustments to FY23 O&M Budget (BNA, JWN-TBD)
 - 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 CRDC
- Information (1)
 - BNA Concessions Program Update

Management

- Information (3)
 - Ethics Policy & Bylaws Recommendations Update
 - Executive Session Litigation

Committee 30-day Outlook

• April 12 & 19, 2023

Operations

- Approvals (2)
 - Construction Contract for Genesco Demolition
 - Construction Contract for JWN Terminal Parking Lot Expansion
 - Design Build Contract for TARI Phase 1 CGMP 3 of 3 (tentative)
- Information (2)
 - BNA and JWN Development Updates

Finance

- Approvals (2)
 - OPEB/Retirement Funding Policy
 - Amendment to Fraport Subleases (Titans and Music City) (tentative)
- Information (3)
 - BNA Concessions Program Update
 - Quarterly Retirement/OPEB/Treasury Investment Reports
 - Procurement Policy Update

Management

- Information (2)
 - Ethics Policy & Bylaws Staff Recommendations

Committee 60-day Outlook

• May 10 & 17, 2023





Join us BNA Business Taking Off

Business Taking Off provides a venue for potential contractors and subcontractors to meet, network and hear more about the opportunities at the Nashville International Airport (BNA) and John C. Tune Airport (JWN) for the upcoming year.

Save the Date: 2023 **Business Taking Off**

- Friday, March 31, 2023
- 7:30 am 11:30 am
- **Music City Center**
- To date, 316 participants have registered

- 2023 American Association of Airport Executives (AAAE) Conference & Exhibition
 - Denver, CO, June 3-5, 2023
 - Friday, June 2 BNA to DEN
 - Tuesday, June 6 DEN to BNA

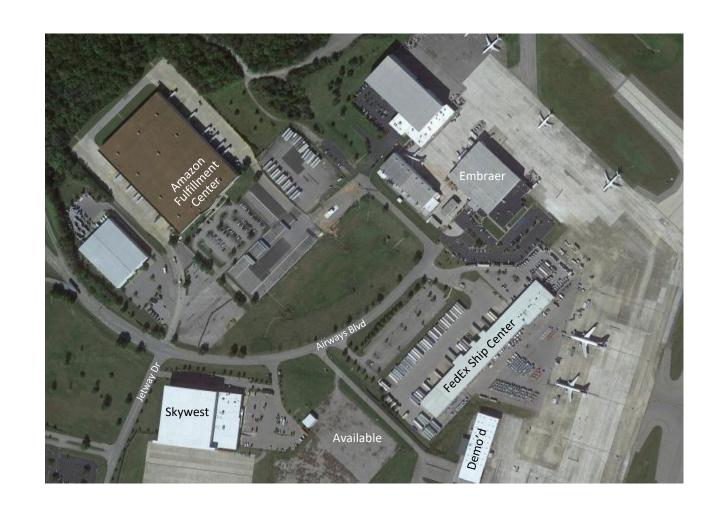
- 2023 Airport Minority Advisory Council (AMAC)
 Business Diversity Conference
 - San Antonio, TX, June 10-14, 2023
 - Sunday, June 11 BNA to SAN
 - Wednesday, June 14 SAN to BNA
 - NOTE: Impacts Committee schedule

Upcoming National Conferences

- AAAE agenda published
- AMAC agenda should be available soon
- Trish Saxman will schedule travel for Commissioners who plan to attend
 - 1 sign-up to date

BNA West Side Development Opportunity

- Staff plans to enter into discussions with a major Maintenance, Repair and Operations (MRO)
 - Significant Capital Investment
 - Terms TBD
- Discussions between Airport Authority, MRO and Tennessee Department of Economic and Community Development (TNECD) underway
 - TNECD may offer job-based incentives



- March 13, 2023
 - House Government Operations Committee Meeting
- March 13-15, 2023
 - Tennessee Airports Conference
- March 15, 2023
 - New Cell Phone Lot opens
 - Senate Transportation Committee Meeting
- March 21, 2023
 - TBI/THP/TN Department of Homeland Security Meeting regarding JWN North Parcel 1
 - BNA tour with State Representative Powell and Campbell County Chamber of Commerce
- April 6, 2023
 - BNA tour with Nashville Soccer Club

Additional CEO Updates

Upcoming Engagements

Items for Approval

March 15, 2023

- Design Build Contract for Concourse D Extension CGMP 2 of 4 (Operations)
- Professional Services Contract for New Horizon Commissioning Agent (Operations)
- Construction Contract for Hangar Lane Reconstruction (Operations)
- Metro Nashville Long-Term Maintenance Agreement (TARI) (Operations)

Items for Approval

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

Design Build Contract for Concourse D Extension CGMP 2 of 4

<u>Project Description:</u> The Concourse D Extension project will be an extension in all similarities to existing D Concourse and include jet bridges, inground aircraft fueling system, utility and paving infrastructure.

Contractor: Hensel Phelps

Total Contract Cost:

CGMP 1 \$ 36,950,795 (Design & General Conditions)

CGMP 2 \$ 35,540,905 (Utilities, Renovation, Air Freight Demo)

CGMP 3 TBD (Civil, Foundation, Core & Shell, PBBs)

CGMP 4 TBD (Finishes, Interior Buildout, IT, Electronics)

Est. Contract Total \$250,000,000 NTE

Schedule:

Contract Start September 2022

Contract End July 2025

Funding Source:



■ 100% Bonds

Staff Recommendation:

Board of Commissioners authorize the Chair and President and CEO to execute the proposed Amendment 1 for the Component Guaranteed Maximum Price #2 (CGMP) for enabling construction activities related to the Concourse D Extension for \$35,540,905.



Professional Services Contract for New Horizon Commissioning Agent

<u>Project Description</u>: Provide commissioning services for Concourse D Extension and Concourse A of the New Horizon program to provide continuity, optimized system performance and ensure the building structures and equipment systems are fully functioning

Contractor: SSRCx of Smith Seckman Reid, Inc.

Total Contract Cost: \$3,500,000 NTE

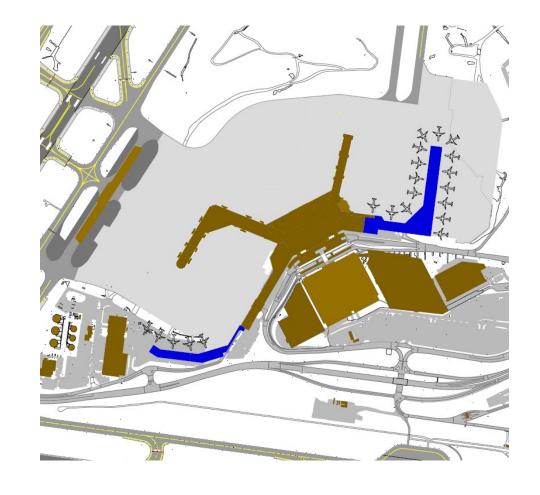
Schedule:

Contract Start March 2023

Contract End July 2029

Funding Source:





Staff Recommendation: Board of Commissioners authorize the Chair and President and CEO to execute the professional services contract with SSRCx in the amount not-to-exceed \$3,500,000.

Construction Contract for Hangar Lane and Shuttle Lot Reconstruction

<u>Project Description</u>: Reconstruction of approximately one (1) mile of Hangar Lane and the adjacent shuttle lot, using Full Depth Reclamation (FDR) and asphalt surface.

Contractor: (Small Business Target Market)

Crown Paving

Total Contract Cost:

\$1,724,062

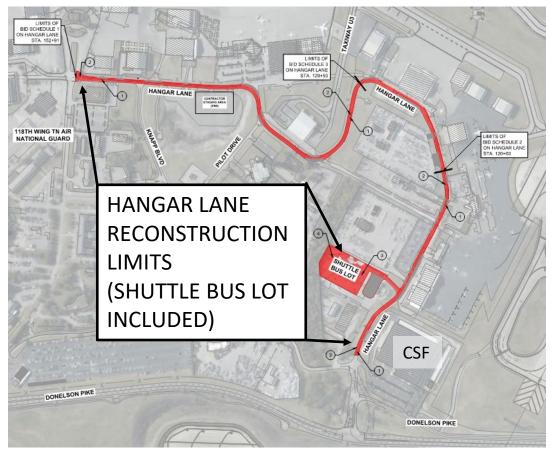
Schedule:

Contract Start April 2023

Contract End June 2023

Funding Sources:



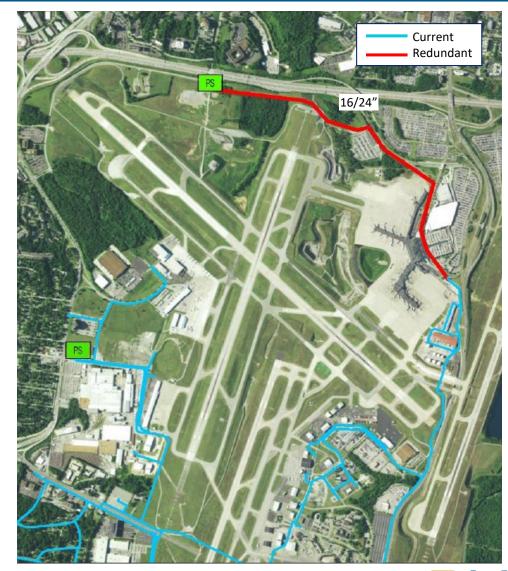


Staff Recommendation: Board of Commissioners authorize the Chair and President and CEO to execute the construction contract to Crown Paving for \$1,724,062.

Metro Nashville Long-Term Maintenance Agreement (TARI)

Project Description:

- TARI Phase 1 includes construction of an independent pump station and water service line to the terminal building, to allow for complete redundancy from existing service
- Additional upgrades requested by Metro Water Services (MWS) to establish some portion of redundancy within their existing system
 - Increased water line diameter & pumping capacity
- Additional work will be incorporated into TARI Phase 1 through two MWS Participation Agreements
 - Records construction costs contributed by each party, and details pertaining to long-term maintenance
- MWS has agreed to pay a betterment credit not less than \$1,000,000



- Staff requests that the Board of Commissioners:
 - Authorize the Chair and President and CEO to execute the Participation Agreements with MWS;
 - Authorize the President and CEO to receive payment from Metro for the participating costs associated with the construction of MWS water infrastructure in an amount not less than \$1,000,000;
 - Authorize the Chair and President and CEO to execute the necessary documents associated with the construction of MWS infrastructure, including easements and deeds.

Staff Recommendation

New Horizon Owner Controlled Insurance (OCIP)
 Program and Builder's Risk Insurance Coverage
 (Operations)

Item for Approval

Kristen Deuben, CPA VP, Finance, Deputy CFO

New Horizon OCIP Program and Builder's Risk Insurance Coverage

• <u>Project Description:</u> Owner Controlled Insurance Program (OCIP) for New Horizon and other CIP projects; Builder's Risk Insurance for Concourse D Extension and Baggage Handling System projects

• Total Contract Costs: \$16,681,390 OCIP (\$1.7M proposed projects; 1% contract value)

\$ 1,492,400 Builder's Risk (\$373.1M proposed projects; 0.4% contract value)

\$18,173,790 Total

<u>Contract Term</u>: OCIP – 5 year rolling program

Builder's Risk – Length of project

- **Funding Source**: Project budgets
- **Staff Recommendation:** Staff requests that the Board of Commissioners:
 - 1) Approve the OCIP program for New Horizon and other CIP projects at \$16,681,390 NTE and;
 - 2) Approve the Builder's Risk policies for Concourse D Extension and Baggage Handling System Projects at \$1,492,400 NTE, and;
 - 3) Authorize the Chair and President and CEO to execute the OCIP and Builder's Risk policies with Marsh.

- JWN North Development Lease Terms (Letter of Intent)
 (Finance)
 - Parcels 6 & 7: Jet Access Group
 - Parcels 8 & 9: JetRight

Items for Approval

Carrie R. Logan, C.M.
Associate General Counsel

Jet Access Group (Parcels 6 and 7)

Property Description: Two parcels of land for a total of 1.68 acres

Key Lease Terms:

- Effective Date: Rent commences upon execution, on or before June 15, 2023
- **Term**: 18-month construction term, 30-year initial term, one 5-year renewal option (total potential 36.5 years)
- Base Rent: \$2.75/sf; 3% annual escalation; FMRV adjustments in year 10 and 20 of initial term
 - Max 110% increase over prior year; No rent decrease
 - Monthly fuel flowage; current rate \$0.06/gallon
- Improvements: Minimum \$6M for construction of a fuel storage and hangar facility (at least 20,000 sq ft)
- Lease Type: Triple Net Lease; Property Condition and Pavement Condition Assessments every 5 years
- Tenant has right to lease to affiliate or successor organization with notice to MNAA
 - MNAA receives 20% of gross transaction value if 10+ years remaining, 15% if less than 10 years remaining but more than 5 years, and 10% if less than 5 years remaining

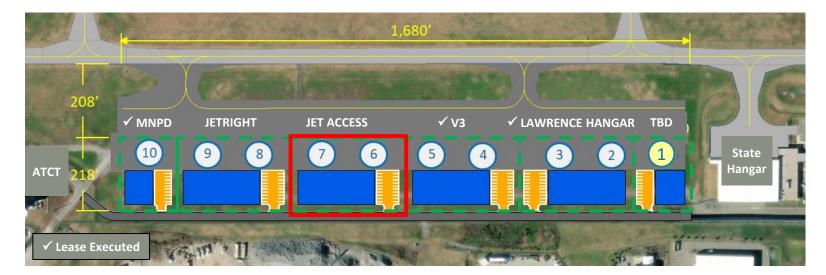
Jet Access Group (Parcels 6 and 7)

Impact:

- Immediate revenue source of \$201,432 in year one
- New asset that will vest in 31.5 36.5 years

Staff Recommendation:

- Staff requests that the Board of Commissioners:
 - Approve the terms negotiated between MNAA and Jet Access Group via Letter of Intent; and
 - Authorize the Chair and President and CEO to execute a lease agreement with Jet Access Group, or future special purpose entity, consistent with these terms.



JetRight Properties LLC (Parcels 8 and 9)

Property Description: Two parcels of land for a total of 1.68 acres

Key Lease Terms:

- **Effective Date**: Rent commences upon execution, on or before June 15, 2023
- **Term**: 18-month construction term, 30-year initial term, one 5-year renewal option (total potential 36.5 years)
- **Base Rent**: \$3.00/sf; 3% annual escalation; FMRV adjustments in year 10 and 20 of initial term
 - Max 110% increase over prior year; No rent decrease
 - Monthly fuel flowage; current rate \$0.06/gallon
- **Improvements**: Minimum \$5M for construction of a fuel storage and hangar facility (at least 20,000 sq ft)
- **Lease Type**: Triple Net Lease; Property Condition and Pavement Condition Assessments every 5 years
- Tenant has right to lease to affiliate or successor organization with notice to MNAA
 - MNAA receives 20% of gross transaction value less unamortized amount of total investment if 10+ years remaining, 15% if less than 10 years remaining but more than 5 years, and 10% if less than 5 years remaining

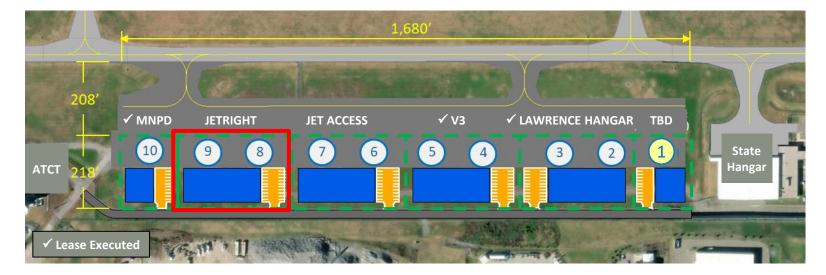
JetRight Properties LLC (Parcels 8 and 9)

Impact:

- Immediate revenue source of \$219,744 in year one
- New asset that will vest in 31.5 36.5 years

Staff Recommendation:

- Staff requests that the Board of Commissioners:
 - Approve the terms negotiated between MNAA and JetRight Properties via Letter of Intent; and
 - Authorize the Chair and President and CEO to execute a lease agreement with JetRight Properties, or future special purpose entity, consistent with these terms.



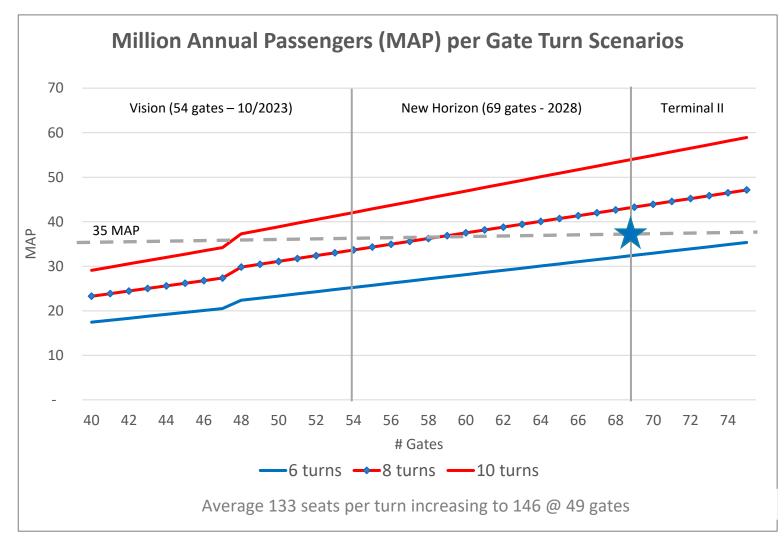
Information Items

March 15, 2023

- BNA Strategic Plan Key Processors Update (Operations)
- JWN North Development Update (Operations)
- FY23 O&M Budget Update (Finance)
- Airline Use & Lease Agreement (AULA) Update (Finance)
- Concessions Program Update (Finance)
- Ethics Policy Matrix Board Feedback (Management)
- Bylaws Recommendations Board Feedback (Management)
- Executive Session

Information Items

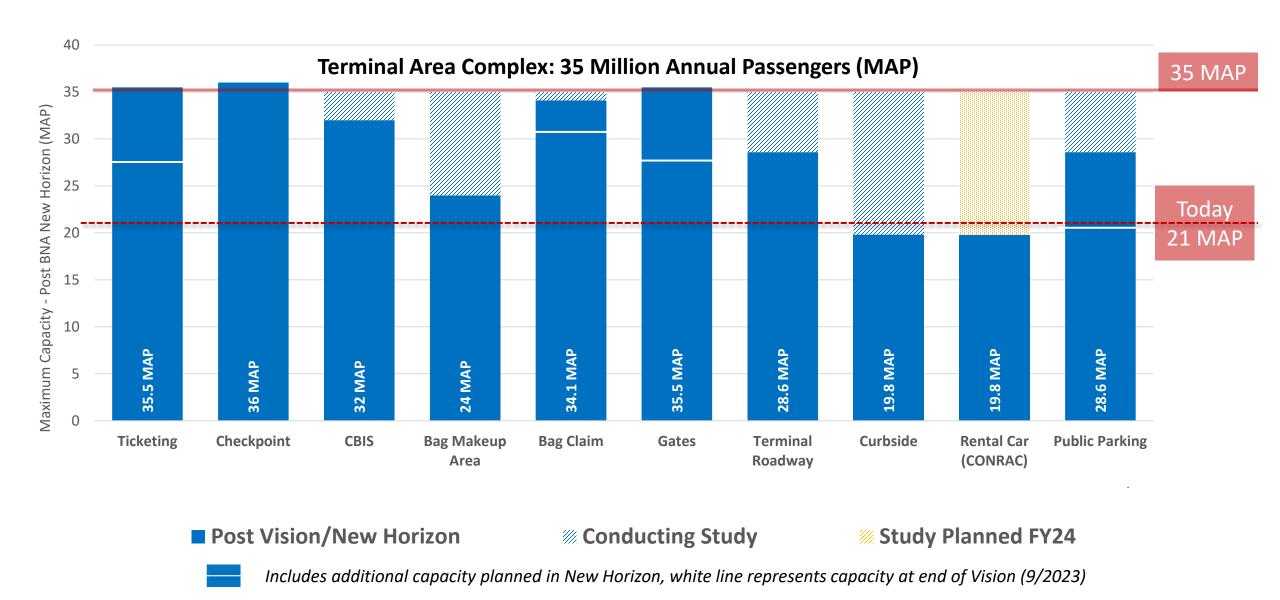
Douglas E. Kreulen, A.A.E. President and CEO



Note: Average growth past 10 years (FY10-FY19) = 7% New AULA requires 6 turns or 900 seats per gate

BNA Strategic Plan -Key Processors Update

- Paslay Group & MNAA Staff completed a comprehensive evaluation to determine expected capacity (breaking point) of terminal area complex
- 69 gates provide capacity through ~ 35 MAP
- Fiscal year to reach 35 MAP dependent upon passenger growth:
 - 7% annual growth: FY32
 - 7% → 3% annual growth: FY38
 - 3% annual growth: FY42



- Probable failure point of Terminal area complex <u>35 MAP</u>
- 6 Studies underway:
 - 1) Curbside/Roadway Access
 - 2) Parking Availability
 - 3) Ramp Modeling
 - 4) Terminal Roadways
 - 5) Fuel Farm Expansion
 - 6) ARFF Station(s) Relocation
- 4 Studies planned for FY24 CIP:
 - 1) Runway Extension
 - 2) Rental Car (CONRAC) Relocation
 - 3) 2nd Airport Terminal/5th Runway Siting Study
 - 4) Receiving, Warehousing & Distribution
- Next Steps:
 - Continue to develop short-term options/recommendations
 - Complete studies to confirm MAP terminal area complex reaches failure point

Strategic Studies and Next Steps



JWN North Development Update

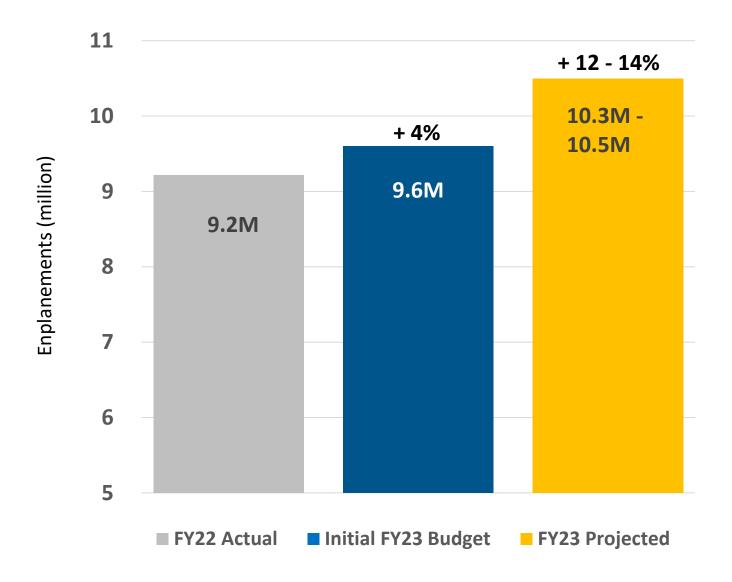
- Parcel 1: Discussion with potential tenant scheduled for March 21st
- Parcels 2 3: Lease executed
- Parcels 4 5: Lease executed
- Parcels 6-9: Approval of key lease terms March Board
- Parcel 10:
 - 2 Statements of Qualification (SOQ) received February 23rd
 - Board approval planned for April







BNA FY23 Enplanement Projections



FY23 O&M Budget Update

- Approved in April 2022, based on 9.6M enplanements
 - 5% over FY22 projection of 9.1 9.2M
- FY23 now projected to end at 10.3 - 10.5M enplanements
 - 12 14% over FY22
 - New record set every month of FY23

FY23 O&M Budget Update

- Updated "Moderate" budgeted enplanements for FY23 10.3 Million
- FY23 Board Approved Budget:

	Revenue (\$000)	Expenses (\$000)
BNA	\$207,366	\$132,316
JWN	\$1,681	\$1,848
MPC	\$3,467	\$1,447

- Financials through 1/31/23:
 - BNA: Revenues \$27.2M over; Expenses \$1.5M under
 - JWN: Revenues \$59.5K over; Expenses \$14.8K over
 - MPC: Revenues \$202.8K over; Expenses \$116K under
- Budget adjustment anticipated for BNA (evaluating JWN/MPC)

Airline Use and Lease Agreement (AULA) Update

Timeline

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

Airline	% Landed Weight	AULA Sent	AULA Executed
Southwest	50.9%	2/28	
American	14.8%	3/10	
Delta	12.2%	3/8	3/13
United	7.8%	3/14	
Spirit	3.2%	3/14	
Allegiant	3.6%	3/14	
JetBlue	2.4%	3/14	
Frontier	1.3%	3/14	
Alaska	0.9%	3/14	
Federal Express	2.7%	3/13	
Signatory Landed Wt.	100%	100%	12.2%

Fraport Terminal Concessions Program

- 15 Locations scheduled to open in September 2023
 - 12 locations have been approved to Code
 - 3 locations proceeding to 95% drawings
- Approval of Amendment 8 to Fraport Lease and Amendment 1 to CRDC Sublease planned for April 2023

Paradies Satellite Concourse Concessions Program

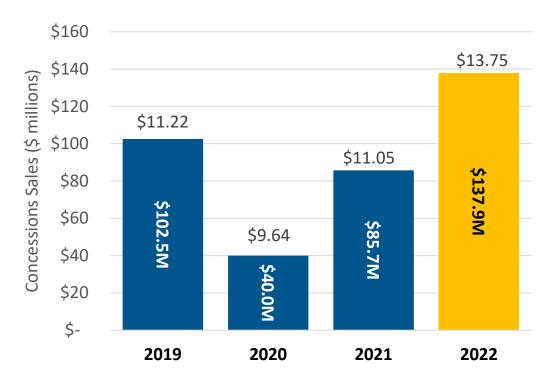
- 7 locations scheduled to open October 2023
 - 95% drawings submitted February 24, 2023

Concessions Activity 2023 Locations

Concessions Sales

Calendar Year Concessions Sales

(Sales per Enplanement)



2021 Benchmark = \$11.00 average

Highest Average Food & Gift Monthly Sales

- Tootsies \$676.9K
- Ole Red \$558.5K
- Southern Steak \$402.0K
- Pyramids \$386.5K
- Puckett's \$364.4K

• <u>Highest Average News, Gift & Retail Monthly Sales</u>

- Tennessee Trading Post \$644.4K
- Evolve \$537.8K
- West End News \$456.4K
- District News \$453.2K
- True to Tennessee \$310.1K

Coffee Average Monthly Sales

- Starbucks \$244.6K
- 8th & Roast \$224.5K (ct.10) & \$210.8K (d.08)
- Bongo Java \$176.7K
- Barista Parlor \$172.6K
- Kijiji Coffee \$108.2 (a.02) & \$43.4K (b.04b)
- Green Beans \$100.6K



- CEO Kreulen and GC Bedrock will review Jenner & Block proposed changes, and provide recommended edits to the Ethics Policy and Bylaws
 - April/May Review
 - June Approval

Management Committee Feedback

Executive Session

March 15, 2023



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

Staff Reports

March 15, 2023

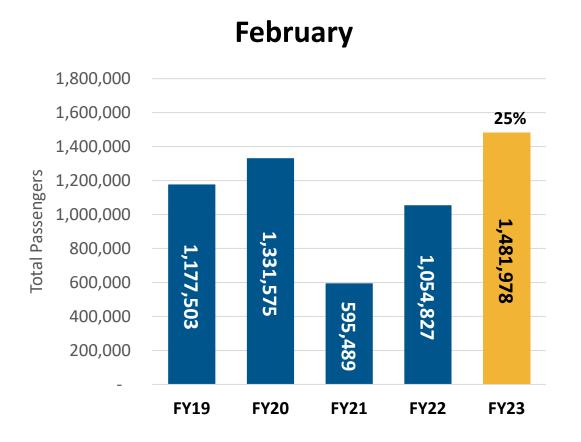
Provided for Information Only

Operations Report

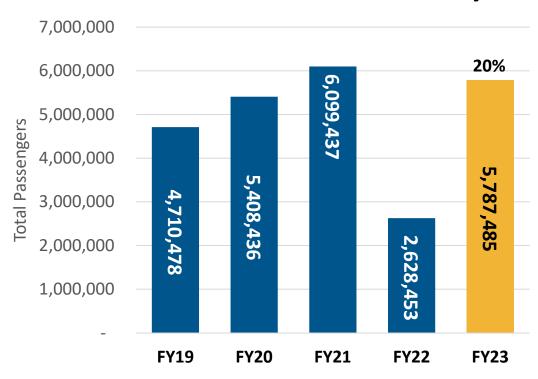
Robert Ramsey, P.E., A.A.E., I.A.P.

EVP, Chief Operating Officer

BNA Total Passengers

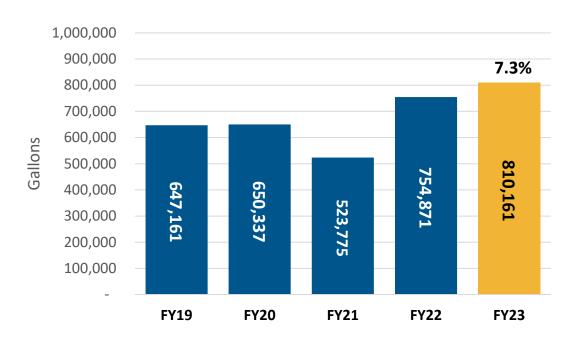


Fiscal Year-to-Date February

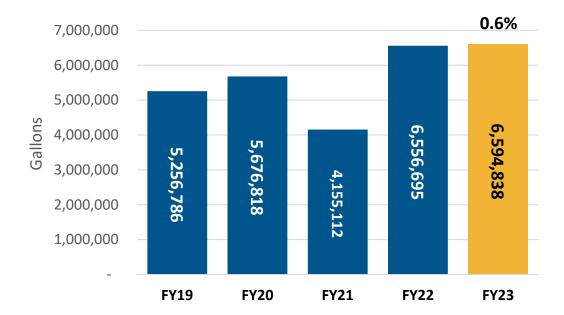


BNA Fuel Sales

February

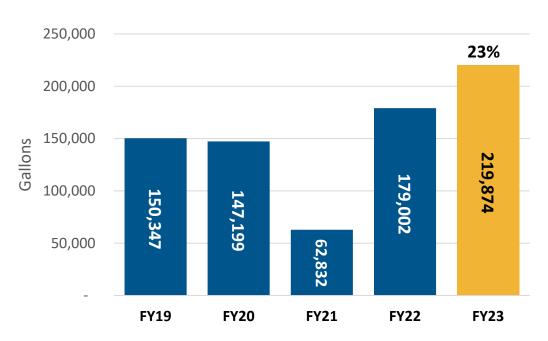


Fiscal Year-to-Date February

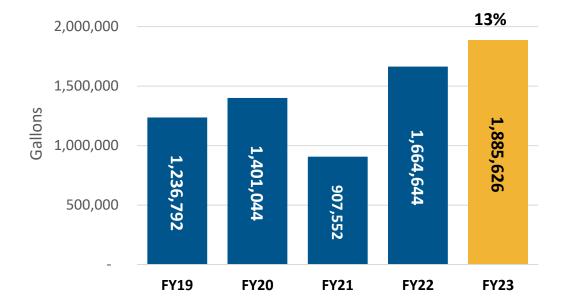


JWN Fuel Sales





Fiscal Year-to-Date February



Vision 1.0 Program Budget Update: March 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: March 2023

Project Name	Cı	ırrent Budget	Estimate at npletion (EAC)	Budg	et 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: March 2023

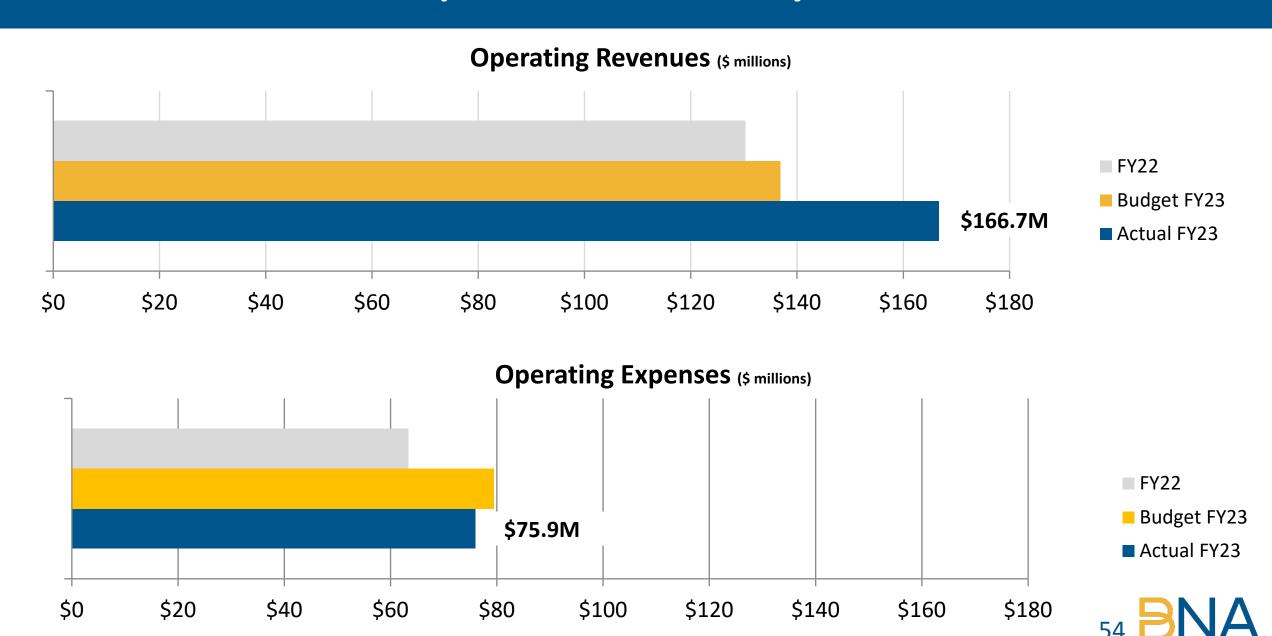
Project Name	С	urrent Budget	Co	Estimate at ompletion (EAC)	Budg	get Variance	Budget Reserve: Original/Balance
New Horizon Projects	\$	1,458,500,000	\$	1,458,500,000	\$	-	\$117,671,573 / \$117,671,573
Baggage Handling System Improvements	\$	125,000,000	\$	125,000,000	\$	-	\$11,329,600 / \$11,329,600
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

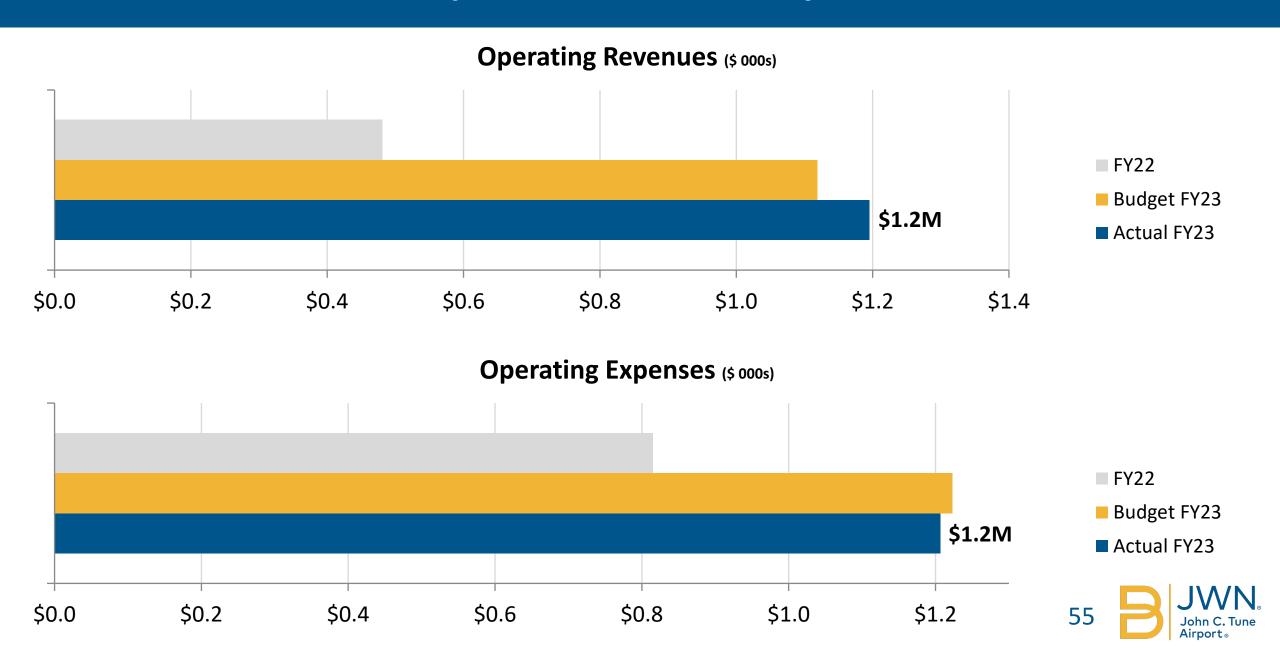
Marge Basrai, CPA, CGMA, CM

EVP, Chief Financial Officer

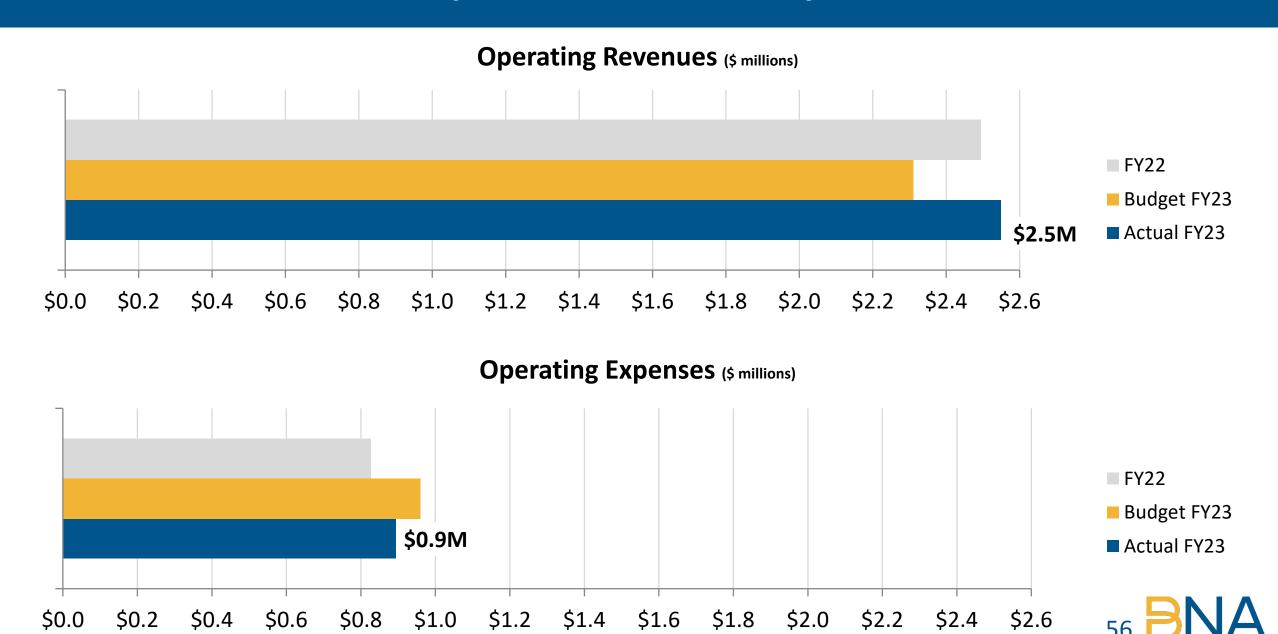
BNA – Revenues and Expenses YTD February 2023



JWN – Revenues and Expenses YTD February 2023



MPC – Revenues and Expenses YTD February 2023

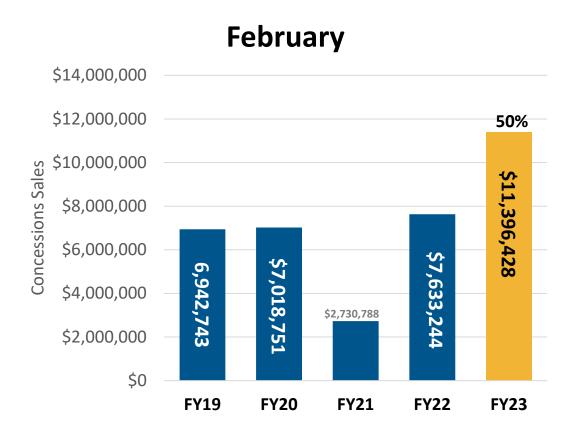


Commercial Development Report

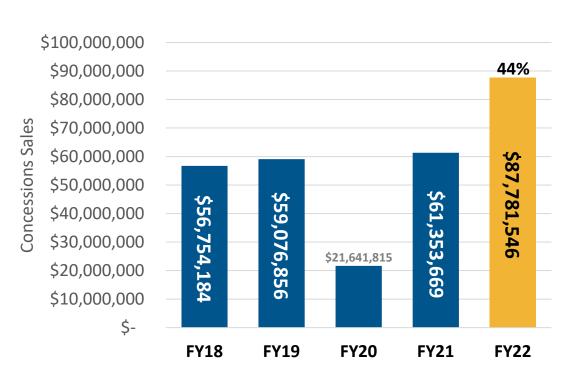
Marge Basrai, CPA, CGMA, CM

EVP, Chief Financial Officer

Concession Sales



Fiscal Year to Date - February



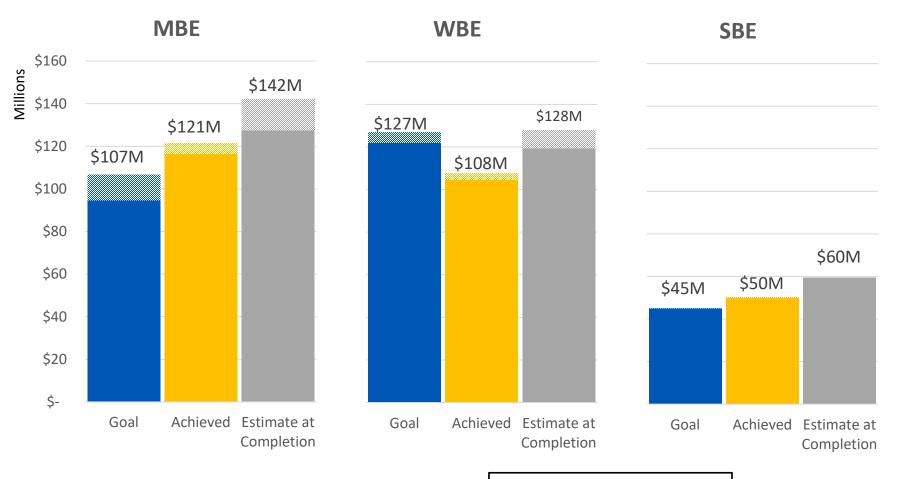
Sales per Enplaned Passenger February 2022: \$12.77, February 2023: \$15.26

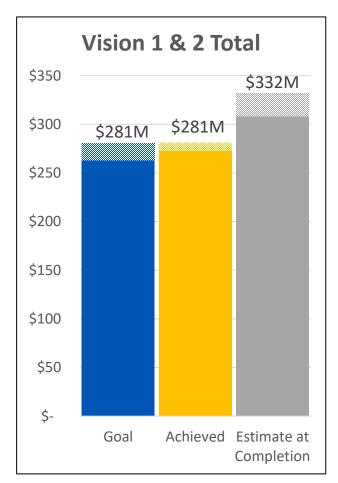
Business Diversity Development Report

Davita Taylor

VP, Procurement & Business Diversity

SMWBE Vision Participation





Includes MBE, WBE, SBE & DBE



Source: Vision Project Controls – March 2023

