

**Agenda of the Joint Meeting of the
MNAA Board of Commissioners
and MPC Board of Directors**



Date/Time: Wednesday, February 15, 2023, at 1:00 p.m.
Place: Nashville International Airport – Tennessee Board Room
Board Members: Joycelyn Stevenson, Esq., Chair
Jimmy Granbery, Vice Chair
Andrew Byrd, Secretary
Bobby Joslin
Bill Freeman
Nancy Sullivan, P.E.
Dr. Glenda Glover

I. CALL TO ORDER

II. APPROVAL OF MINUTES

[January 18, 2023 Minutes of the Joint Meeting of the MNAA Board of Commissioners & MPC Board of Directors](#)

III. CHAIR'S REPORT

IV. PRESIDENT'S REPORT

V. ITEMS FOR APPROVAL

1. [On Call General Construction Services \(Job Order Contract\) \(Operations\)](#)
2. [Amendment 2 to Atkins Professional Services Contract for JWN North Development \(Operations\)](#)
3. [Change Order to Civil Construction Contract for JWN North Development \(Operations\)](#)
4. [Amendment to Bestway Custodial Services Contract for Parking Garages and Plaza Area \(Operations\)](#)

VI. INFORMATIONAL ITEMS

1. [BNA Development Update \(Operations\)](#)
2. [JWN North Development Update \(Operations\)](#)
3. [JWN Hangar Rent Model \(Operations\)](#)
4. [Quarterly Retirement/OPEB/Treasury Investment Reports \(Finance\)](#)
5. [BNA Concessions Program Update \(Terminal & Satellite\) \(Finance\)](#)
6. [Airline Use & Lease Agreement Update \(Finance\)](#)

Agenda of the MNAA Board of Commissioners and MPC Board of Directors

7. Parking Rate Adjustment (Finance)
8. Ethics Policy Matrix (Management)
9. Bylaws Recommendations (Management)

VII. ADJOURN

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



Date: January 18, 2023

Location: Metropolitan Nashville Airport Authority
Tennessee Boardroom

Time: 1:00 PM

Board Members Present: Joycelyn Stevenson, Vice Chair, Jimmy Granbery, Secretary,
Andrew Byrd; Bobby Joslin; Bill Freeman, Glenda Glover

Board Members Absent: Nancy Sullivan

Others Present: Doug Kreulen, Neale Bedrock, Lisa Lankford, Trish Saxman and
Rachel Moore

I. CALL TO ORDER

In accordance with the 3rd Amended and Restated Bylaws of the MNAA Board of Commissioners, Section 2.3, Vice Chair Stevenson called the MNAA Board of Commissioners and MPC Board of Directors meeting to order at 1:00 PM, pursuant to Public Notice dated January 13, 2023.

II. APPROVAL OF MINUTES

Vice Chair Stevenson called for a motion to approve the Minutes of the December 14, 2022 Joint Meeting of the MNAA Board of Commissioners and MPC Board of Directors. A motion to approve was made by Commissioner Byrd and seconded by Commissioner Granbery. The motion carried by vote of 6 to 0.

III. CHAIRMAN'S REPORT

Vice Chair Stevenson welcomed everyone and thanked all for attending. She gave a special thank you to Commissioner Freeman for his service and leadership in many positions with the MNAA Board.

IV. PRESIDENT'S REPORT

Doug Kreulen, President and CEO, introduced Burke Nihill, President and CEO of Tennessee Titans. Mr. Nihill presented a short video of the new stadium proposed for Nashville and stated that they are making great progress. The Titans have been engaging the public, city councils and the sports authority to make it a reality and have final documents on leases. They are also in the middle of a general manager search. They will keep

working on the details and core principals to bring this project to fruition and make it a better deal for Nashville. The Titans believe there is a better way forward and a much better deal for Nashville taxpayers, potentially a billion dollar plus win for the taxpayers, and the use of revenue streams such as sales tax from inside the stadium, hotel tax that will support the hotel industry and revenue necessary to build and to keep it maintained over the next 30 years. There is the returning of central land to the people of Nashville, and the east bank is a real opportunity for Nashville, Oracle has put in 8,500 jobs, and there are also untapped resources. Nashville and the taxpayers own about 180 acres in the middle of the city, but there is a lease that requires that space to be parking lots until about 2039. Some of the biggest events in the world want to come here and need a facility to do that.

Mr. Nihil shared that the stadium is designed to be a multi-purpose building that can be used for athletic events, conferences, educational programs, and the like. It is also designed to help define the city and its architecture. Mr. Nihil reported that the stadium will have a ETFE (Ethylene tetrafluoroethylene) roof that protects from the elements and also lets in sunlight.

One of the real benefits of this project is that this property today is across from one of the more dynamic downtowns in the country and there is an opportunity to put this land to use for Nashville. There will be lots of green space and a transit line that catalyzes transit potentially throughout the community and takes advantage of our riverfront. We also have an opportunity to generate property tax dollars and development returns for the city that can help support the city. Mr. Nihill also stated that it has been good that the Titans are here to invest a lot of money, time and resources in serving the community. Mr. Nihill stated they have been talking to the leaders of this community and have asked what the needs of this community are, what the opportunities are, and how does an organization like the Titans support these goals and objectives. We have come to rally around this constant of one community, in opportunities, neighborhoods, and education. There is a broad list of organizations that the Titans are entering final agreements with that will hold them accountable, for example Tennessee State University. Mr. Nihill stated he is really proud of the partnership that the Titans and TSU have in mind, which has athletic and educational components.

Mr. Nihil shared that he asked the Titans analytics team to research what this project could mean for the airport. The team estimates the number of out-of-town visitors, which are folks with an address outside of Tennessee, Kentucky and Alabama, would be about 24% of people who attend events such as Titans games, concerts, monster jam, or anything else. Currently, about 278k - 300k people travel from out of town and that number jumps by probably 200k over the normal environment because we are looking to add an additional

15 stadium events every year with the new building. That does not include though what we believe will be routine infusion of non-routine events, such as the Superbowl, the NFL draft, and Final Fours. These events typically draw about 100K+ people to the region over the week leading up to those events and those events themselves. For example, with respect to the Superbowl, there may only be 60k or 70k people in the building, but that event takes over an entire city for a week. Also, business conferences infuse the city with many out-of-town travelers for a week.

Mr. Nihill took questions. Commissioner Granbery asked about the timeline. Mr. Nihill replied it is his hope that we have final documents sometime next month and shovels in the ground this fall. Mr. Nihil shared that the Titans are trying to have doors open before the 2026 Titans season, however they are not going to rush the process to meet arbitrary deadlines.

President Kreulen stated we are a proud sponsor of the Tennessee Titans and our data regarding potential new travels is consistent with what Mr. Nihill mentioned, and the new stadium will be another way to boost our enplanements. President Kreulen stated that MNAA looks forward to continuing to partner with the Tennessee Titans. President Kreulen thanked Mr. Nihill for speaking and wished the Titans success with the new stadium.

Following the conclusion of Mr. Nihill's presentation, President Kreulen reported that two new officers graduated from the Tennessee Law Enforcement Training Academy. BNA officers are not only police officers, but they are also emergency medical technicians, and we send them to fire academy as well so they can work any aircraft incident that we may have. Commissioner Granbery asked for the total number on the force. President Kreulen replied 87 are authorized and we are at about 90% full, and that he anticipates that as MNAA grows, it will be about 100 in the next 12 months or so.

President Kreulen stated Delta announced additional and new air service on January 4, 2023, adding service to Salt Lake City, Seattle-Tacoma and Los Angeles beginning spring and summer 2023, and new service in the fall three times daily to Washington DC. President Kreulen stated Frontier also announced new service to Phoenix with great introductory fares. Frontier also offers nonstop service to Denver, Las Vegas, Orlando and Philadelphia, and as they keep exploring the Nashville market, we will see more from Frontier as we go forth.

President Kreulen stated Officer Robbins has a new K-9 partner, Hector, a new explosive ordinance disposal and detection dog. We have 6 bomb dogs working on a day-to-day basis and three drug dogs focused on

narcotics. Commissioner Granbery asked if our dogs will go back to the Superbowl this year and President Kreulen stated the ones that score 100% on all of their evaluations by TSA, which is the majority of ours, get nominated and TSA selects those that get to go to the Superbowl.

President Kreulen stated that FY23 BNA Enplanements is a really good story for Nashville and Middle Tennessee. Last year, FY22 set a new record of 18.4M, and in calendar year 2022 ending December 31st, we are at a new record of 20M passengers. 20,045,685 passengers went through the airport, which is approximately 54,920 passengers moving through the airport a day. Last year's record at 18.4M was 50,010 a day, so we have another 4,510 passengers come through the airport every day and we anticipate the fiscal year numbers will be even bigger. We are 10% over the calendar year 2019 pre-pandemic numbers, but we are right now sitting there in the middle of the previous year and that there is a good chance that by June 30th of this year we are larger than 21M passengers.

President Kreulen briefed the 30-day Outlook reporting that in February, we have Clifton Harris from Urban League of Middle Tennessee as our guest speaker. There are several approval items in Operations and Finance Committee meetings, and review of the Ethics Policy and Bylaws in the Management Committee meeting. For the month of March, equally busy, the guest speaker will be Marcus Whitney, Co-Founder & Partner of Jumpstart Health Investors. Operations and Finance Committee meetings never slow down. We will provide the Board with you the staff analysis for each approval item and for details for the bylaws and ethics for Board feedback.

President Kreulen stated the Legislative Session in full swing now. We had the opportunity to speak with Governor Lee on January 25th and later that same day the Senate Transportation Committee (TAACA) asked the five commercial airports that serve the State of Tennessee to speak. President Kreulen will speak on February 7th at the Nashville Business Breakfast at Lipscomb University and later that same day help Clifton Harris with the welcome to the Urban League 55th Annual Equal Opportunity Day Luncheon.

V. ITEMS FOR APPROVAL

A. Board Officer Election (Management)

Chair Stevenson announced that the Board has a vacancy of the Chair position created by Commissioner Freeman stepping down. The Management Committee met last week and voted to recommend 4approval of a slate of officers to continue through June 30, 2024. The recommendations are Chair, Joycelyn Stevenson, Vice Chair, Jimmy Granbery and Secretary, Andrew Byrd.

Chair Stevenson asked for a motion to approve Board officers as presented by the Management Committee and Commissioner Freeman made the motion and Commissioner Glover seconded the motion. The motion carried by a 6 to 0 vote.

B. International Arrivals Facility (IAF) Mural (Operations)

President Kreulen introduced Stacey Nickens, AVP, Corporate Communications, to brief the Committee on the International Arrivals Facility (IAF) Mural and the Arts at the Airport New & Reappointed Board Members. Ms. Nickens stated that the IAF Mural is titled Music City Ethos and the artist is Eric "Mobe" Bass She referenced a question from our last Operations Committee meeting as to how this was advertised and explained that MNAA sent this through the Tennessee Arts Commission and also advertised in Tennessee arts organizations in Memphis, Chattanooga, Knoxville, Tri-Cities, Cookeville and Clarksville. Mr. Bass is a native Tennessean. This art installation will begin in August 2023 and will take approximately 2-4 weeks.

Commissioner Joslin acknowledged the contract was presented and approval recommended by the Operations Committee and made a motion to approve as presented and Secretary Byrd seconded the motion. The motion carried by a 6 to 0 vote.

C. Arts at the Airport New and Reappointed Board Members (Operations)

Ms. Nickens briefed the Board on the appointment of two new Board members and reappointment of three Board members to the AaA Board. Ms. Nickens stated that the two new member nominees are Sara Lee Burd and Shayna Snider. Ms. Burd is a project archivist and previously the Executive Editor of Nashville Arts Magazine, and Ms. Snider is art teacher at Hume-Fogg school. The three reappointment nominees are Michael McBride, who has served on the Board for 12 years and is an instructor of art at TSU; Jorge Arrieta is an artist opening Chauvet Arts in March of 2020 and has served for 3 years; and Dr. Paulette Coleman has served the longest, 14 years and is a social justice activist. Ms. Nickens stated approval was recommended by the Operations Committee on January 11, 2023.

Commissioner Joslin acknowledged the contract was presented and approval recommended by the Operations Committee and made a motion to approve as presented and Secretary Byrd seconded the motion. The motion carried by a 6 to 0 vote.

D. Construction Contract for Make-up Unit 1 & 2 Carousel Replacement (Operations)

President Kreulen introduced Traci Holton, VP, Deputy COO & Chief Engineer, to brief the Board on the Construction Contract for Make-up Units (MU) 1 and 2 Carousel Replacement. This is a replacement, reconfiguration and expansion. MNAA readvertised an Invitation to Bid (“ITB”) in November and received three bids, but only one responsive bid, and that was from G&S Mechanical. Their bid was reviewed and deemed to be responsive and responsible. The SMWBE participation level for this project was 3.91% MBE and/or WBE. G&S Mechanical committed to achieving 4.12% MBE by utilizing John Curry Electronic. This is a \$2,789,690 contract and was presented to the Operations Committee on January 11, 2023.

Commissioner Glover asked who the MBE for the project was, and Ms. Holton replied, John Curry Electric at 4.12%.

Commissioner Joslin acknowledged the contract was presented and approval recommended by the Operations Committee and made a motion to approve as presented and Secretary Byrd seconded the motion. The motion carried by a 6 to 0 vote.

E. Professional Services Contract for Terminal Area Roadway Improvements (TARI) Phases 2 & 3 (Operations)

Ms. Holton briefed the Board on the Professional Services Contract for TARI – Phases 2 & 3 and recommended awarding the contract to Atkins North America, Inc. MNAA issued a Request for Qualifications (“RFQ”) in October and received two Statements of Qualifications (“SOQs”) in November, from Atkins North America, Inc. and Barge Design Solutions, Inc. Atkins was the highest valued SOQ – the SMWBE goal participation level set for the project is 5.77% MBE and/or WBE and Atkins committed to the 5.77% and MNAA is still negotiating those fees, not to exceed request of \$3.5M today for approval. This item was presented to the Operations Committee on January 11, 2023.

Commissioner Joslin acknowledged the contract was presented and approval recommended by the Operations Committee. He made a motion to approve as presented and Secretary Byrd seconded the motion. The motion carried by a 6 to 0 vote.

F. Custodial Services Contract for Grand Lobby and International Arrivals Facility (Operations)

President Kreulen introduced Daniel B. Brown, AVP, Maintenance, Environmental and Safety. Mr. Brown presented the Custodial Services for Grand Lobby & International Arrivals Facility (IAF) stating Bestway Services, Inc. provided the only responsible bidder received. The SMWBE goal is 18.11% and contract cost is approximately \$2.2M per year, and \$6.8M for three years plus two optional years. He recommended award to Bestway Services, Inc.

Commissioner Joslin acknowledged the contract was presented and approval recommended by the Operations Committee. He made a motion to approve as presented and Secretary Byrd seconded the motion. The motion carried by a 6 to 0 vote.

G. JWN North Development Parcels 2 and 3 Lease Terms – Lawrence Hangar LLC (Gaylon Lawrence (Finance)

Doug Kreulen, President and CEO, introduced Carrie Logan, Associate General Counsel, who briefed the Committee on the lease to Lawrence Hangar, LLC for Parcels 2 and 3 of JWN North Development, with rent commencing on an effective date between 2/1/2023 and 3/15/2023. There is a total 37-year term with a 5-year renewal option. Base rent is \$3.05 SF, 3% annual escalation over the previous year each year for both parcels. The improvements will be a minimum of \$5M capital investment. It is a Triple Net Lease with Property Condition and Pavement Condition Assessments every 5 years. MNAA will receive an assignment fee based on the years left in the lease. Tenant has a right to sublease with written approval by MNAA and if approved, revenue share is 50% of excess of Tenant's base rent. This item was presented to the Finance Committee on January 11, 2023.

Secretary Byrd acknowledged the contract was presented and approval recommended by the Finance Committee. He made a motion to approve as presented and Vice Chair Granbery seconded the motion. The motion carried by a 6 to 0 vote.

Vice Chair Granbery asked when we will get plans and be able to show how big the hangars will be, and if we know who the investors are. He stated that Commissioner Freeman made some good points last week about the LLCs having shell corporations and the value of the lease being the residual value of the hangars. Ms. Logan stated MNAA will get that and make it part of the record.

H. JWN North Development Parcels 4 and 5 Lease Terms – V3 Realty LLC (Finance)

Ms. Logan briefed the Committee on the V3 Realty LLC Lease terms for parcels 4 and 5 at JWN North Development. Ms. Logan stated these terms are very similar, with base rent at \$2.00 SF. He pointed out that because the construction drawings are preliminary at this stage, MNAA has changed the range of the hangar from 25K sf - 30K sf, from previously stated 29k sf - 30k sf, to give them more flexibility as they finalize design. V3 is a commercial real estate company and they will have a future special purpose entity for this. The membership table is two of the owners of V3 Realty and 1% of real estate partnership that makes up the entity that they plan to create. This item was presented to the Finance Committee on January 11, 2023.

Secretary Byrd acknowledged the contract was presented and approval recommended by the Finance Committee. He made a motion to approve as presented and Vice Chair Granbery seconded the motion. The motion carried by a 6 to 0 vote.

Vice Chair Granbery asked Ms. Logan to refresh his memory on the blue pads, 4 and 5, and the square footage individually. Ms. Logan stated 168' by 218'. Ms. Holton added that is 36,600 sf. Vice Chair Granbery stated he believes it is important to note that by leasing two pads they will build a much bigger hangar than they could have built on one pad which is a huge benefit to MNAA, and he believes that point needs to be pointed out to tenants.

VI. INFORMATION ITEMS

A. BNA Development Update (Operations)

President Kreulen updated the Committee on BNA Development reporting that we are still on track for the reception tomorrow, January 19, 2023. Right now, we have 188 RSVPs confirmed and we have a good plan to hold all those guests in several areas and to do a tour afterward. Senator Hagerty will be in attendance, along with here, most of the Commissioners from the State government, members of both the House and Senate, as well as Mayor Cooper and several of the mayors countywide and citywide. Following the preview tomorrow night, the official opening will be January 24, 2023 and on January 27, 2023 will be the Hilton BNA topping out.

B. JWN North Development Update (Operations)

President Kreulen gave an update on BNA & JWN Real Estate Development. President Kreulen stated we have sent out notifications for firms we believe will take possession Parcels 6 and 7 as well as 8

and 9. Those notifications have been sent and we have a standardized Letter of Intent (“LOI”) that we hope to execute and MNAA will be back to brief the Board. As the Board is aware the Metro Council approved the development lease and MNAA will enter into for Parcel 10 for the Metropolitan Nashville Police Department.

C. JWN Hangar Rent Model (Operations)

President Kreulen updated the Committee on the JWN Hangar Rent Model, stating it has been two years since we adjusted our hangar rent. In February 2021 we did a lot of work with the Operations and Finance Committees and came up with a model on how we calculate rents and charges. The formula for how we calculate the rents is Capital Costs + Operating Costs + Return on Investment (ROI), and we have the ability to use the CPI-U index and/or operating costs. Since we last set these rents, the CPI has gone up to 13.5% over the two years. Staff is now at our actual calculations to see how efficient we have been with operating and direct costs, to determine if we raise the rent at 13.5% or lower. Additional information will be available at next month’s meeting.

D. BNA Concessions Program Update (Finance)

President Kreulen stated MNAA is continuing to make great progress on our concessions program. All 19 of the 2022 locations opened last year and for 2023 12, locations are scheduled to open January 24, 2023. Six of those are already completed and the other 6 will be done today. In September 2023, 15 more locations will open and the satellite will open up in October with another 7 concessions. We were already at 70 plus businesses by January 24th that Fraport has helped us construct, build and operate. By the end of this year, we will have approximately 100 restaurants, food and beverage locations. President Kreulen reminded the Board that there was a time when we only had 52 concessions.

Commissioner Granbery asked what is on the other side of the Titans. President Kreulen stated Acme Feed & Seed, and that he believed the name of the Titan’s location will change. President Kreulen presented a slide that showed some of the stores showcasing tomorrow evening. Commissioner Glover asked if In/Out Burger will have a location at BNA. President Kreulen stated he had a chance to meet their CEO and CFO and let them know they should consider BNA, but he believes that the square footage and acreage they want may not work at BNA. President Kreulen stated we are still working with Fraport to clean up paperwork that we need in terms of 2022 performance, and we sent them a lease amendment that we recommend they consider and hope to have that back in the March time period.

E. Ethics Policy / Bylaws Status Update (Management)

President Kreulen complemented Mr. Neale Bedrock, Esq., General Counsel and Chief Compliance Officer, for doing a great job with his team and outside counsel Jenner & Block looking at both our Ethics Policy and current Bylaws to make sure we are implementing best practices and updating documents for improvement. Our intent is to give Commissioners an opportunity to review matrix in February, discuss changes in March, and have a new document ready for approval in April.

VII. ADJOURN

There being no further business brought before the Board, Chair Stevenson thanked the Commissioners for their participation and made a motion to adjourn. Commissioner Byrd seconded the motion, which carried by a vote of 6 to 0. Chair Freeman adjourned the meeting at 1:39 PM.

Andrew W. Byrd, Board Secretary

STAFF ANALYSIS

Board of Commissioners

Date: February 15, 2023
Facility: Nashville International Airport, John C. Tune and MPC
Subject: On Call General Constructions (Job Order Contract)

I. Recommendation

Staff requests that the Board of Commissioners:

- 1) approve the proposal by Utopia for the Job Order Contract at Nashville International Airport, John C. Tune Airport and MPC and;
- 2) authorize the Chair and President and CEO to execute the Job Order Contract.

II. Analysis

A. **Background**

MNAA has been utilizing on-call contracts for specialized construction services of striping, paving, low voltage and signage. Similarly, it is essential for MNAA to have an on-call contract that it can utilize for general construction services. To that end, we are seeking a contractor to provide bonded construction services for the maintenance, repair, alteration, renovation, remediation, or minor construction of facilities. This work is of a recurring nature, but the delivery times, type and quantities of work required are indefinite. Additionally, the construction services will be available for any work located at Nashville International Airport, John C. Tune Airport and MNAA Properties Corporation.

The work may be inside or outside the Airport Operations Area (AOA) of the Airport. The contractor shall be responsible for reviewing all existing conditions associated with the work prior to commencement of work activities.

All work will be awarded via individual Task Order and there is no guarantee that any services will be ordered. The maximum aggregate contract price will not exceed \$3,000,000.00 yearly. The contract is effective on the effective date and continues for one (1) year with four (4) one-year options for renewal.

A Request for Proposals was advertised on November 21, 2022. On January 5, 2023, two (2) Proposals were received as follows: Blakley Construction Services, LLC; Utopia Building Group, LLC. The proposals were evaluated on the following criteria:

- A. Mandatory Requirements
- B. Experience and Qualifications

- C. Approach
- D. Price
- E. SMWBE Participation

A summary of the Proposal scores is as follows:

<u>Proposer</u>	<u>Proposal Score</u>
Blakley Construction Services, LLC	335
Utopia Building Group, LLC	639

The selection committee determined Utopia to be the most qualified for the project, based on the following:

1. The company, Project Manager and Project Team have extensive and recent experience on Job Order Contracting.
2. Superior understanding and approach to managing and R.S. Means pricing and Job Order Contracting.
3. Superior understanding and approach to managing competitively solicited sub-contracting.
4. Effective SMWBE approach to the project.
5. Pricing

MNAA has evaluated the proposals and determined the proposal from Utopia to be responsive and responsible and recommend award of the Job Order Contract to Utopia.

B. Impact/Findings

MNAA SMWBE Participation Level:	10.98% MBE and 3.47% WBE
Utopia SMWBE Participation Level:	24% MBE and/or WBE
Contract Start Date:	February 15, 2023
Duration of Contract:	1 year, with 4 one-year renewal options
Contract Completion Date:	February 14, 2028
Contract Cost:	\$3,000,000 NTE (per year)
Funding Source:	Determined on a task-by-task basis

C. Strategic Priorities

- Plan for the Future

D. Options/Alternatives

Do Nothing: The “Do Nothing” option will result in the inability to complete New Horizon or meet passenger growth projections.

III. Committee Review

This item was presented to the Operations Committee on February 8, 2023. The Operations Committee voted 3 to 0 to recommend approval to the Board of Commissioners.

STAFF ANALYSIS

Board of Commissioners

Date: February 15, 2022
Facility: John C. Tune Airport (JWN)
Subject: Amendment 2 to Professional Services Contract for JWN North Development (CIP 2297)

I. Recommendation

Staff requests that the Board of Commissioners:

- 1) authorize the Chair and President and CEO to execute the proposed Amendment 2 to Atkins North America, Inc. in the amount of \$21,544.

II. Analysis

A. Background

The scope of the north development portion of this project included grading and paving of the taxilane to the east side of the tenants’ lease areas and a paved access road with utility corridor. The initial design did not include the earthwork grading of the future tenants lease areas. As we have evaluated the schedules for the future tenants and in order to facilitate easier development for the tenants, MNAA intends to proceed with grading of the tenant spaces.

On January 31, 2022 a design contract was executed with Atkins North America, Inc. (Atkins) in the amount of \$220,970.00 for the design of the perimeter road and utilities necessary for the North Development project at John C. Tune Airport. On April 8, 2022, Amendment 1 to this Design Contract was executed with Atkins in the amount of \$274,457.00 for the additional design of the taxilane and T/W A access between the perimeter road and T/W A.

The additional scope to grade the tenants lease areas, requires additional design and permitting efforts. This work will include additional stormwater and drainage analysis, a grading plan and cross sections for the new earthwork area, and additional permitting with Metro Water Services (MWS) and TN Department of Environment and Conservation (TDEC).

B. Impact/Findings

Atkins SMWBE Participation Level:	21.96%
Design Contract (Atkins):	\$220,970.00
Amendment 1:	\$274,457.00
Amendment 2:	\$ <u>21,544.00</u>
Revised Construction Contract:	\$516,971.00

Start of Contract	January 2022
Duration of Contract:	575 Calendar Days
Contract Completion Date:	September 2023
Funding Source:	100% MNAA

This amendment is submitted for approval because the revised contract total exceeds \$500,000.

C. Strategic Priorities

- Invest in JWN

D. Options/Alternatives

Do Nothing: The “Do Nothing” option will not allow for the design and permitting of the JWN North Development additional grading on the tenants’ lease area.

III. Committee Review

This item was presented to the Operations Committee on February 8, 2023. The Operations Committee voted 3 to 0 to recommend approval to the Board of Commissioners.

STAFF ANALYSIS

Board of Commissioners

Date: February 15, 2022
Facility: John C. Tune Airport (JWN)
Subject: Change Order 1 to Construction Contract for JWN North Development and Airside Improvements and T/W R3 Apron Expansion (CIP. 2297)

I. Recommendation

Staff requests that the Board of Commissioners:

- 1) authorize the Chair and President and CEO to execute Change Order 1 to Civil Constructors, LLC in an amount not-to-exceed \$1,250,000.

II. Analysis

A. **Background**

On November 16, 2022 the Board authorized the execution of the Construction Contract to Civil Constructors in the amount of \$18,412,544.60 for the construction of the north development and taxiway R3 expansion project at John C. Tune Airport.

The scope of the north development portion of this project included grading and paving of the taxiway to the east side of the tenants' lease areas and a paved access road with utility corridor. The initial design did not include the earthwork grading of the future tenants' lease areas. As we have evaluated the schedules for the future tenants and in order to facilitate easier development for the tenants, MNAA intends to proceed with grading of the tenant spaces.

The additional scope to grade to the tenant lease areas will be a change order to Civil Constructors current contract for the taxiway and access road. The not-to-exceed change order amount was established using the unit bid prices received from Civil Constructors to determine the additional cost, based on the new design and estimated quantities developed by Atkins.

B. **Impact/Findings**

Civil Committed Participation Level	5.29% MBE and 9.02% WBE
Start of Contract	December 2022
Duration of Contract:	315 Calendar Days
Contract Completion Date:	September 2023
Construction Contract (Civil):	\$18,412,544.60
Change Order 1:	\$ <u>1,250,000.00</u> NTE
Revised Construction Contract:	\$19,662,544.60 NTE

Funding Source: 100% MNAA

C. Strategic Priorities

- Invest in JWN

D. Options/Alternatives

Do Nothing: The “Do Nothing” option will result in considerably more difficulty in the development and construction of the tenants’ lease spaces.

III. Committee Review

This item was presented to the Operations Committee on February 8, 2023. The Operations Committee voted 3 to 0 to recommend approval to the Board of Commissioners.

STAFF ANALYSIS

Board of Commissioners

Date: February 15, 2023

Facility: Nashville International Airport

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

I. Recommendation

Staff requests that the Board of Commissioners:

- 1) Accept the proposed budget amendment to the Custodial Services for Garage and Plaza Area Contract with Bestway Services, Inc. and
- 2) Authorize the Chair and President and CEO to execute the proposed contract amendment to Bestway Services, Inc. in the amount of \$781,178.

II. Analysis

A. Background

The Maintenance Department is responsible for all custodial services within the garages and plaza areas. The contract with Bestway Services, Inc. (Bestway) includes the three parking garages, plaza area, entrances and exits, drive lanes, stairwells, sidewalks, parking administration offices, elevators, elevator lobby areas, interior and exterior windows/glass, and the collection and disposal of trash and recycle from the garages.

With the expansion of BNA Vision, completion of the Grand Lobby, and continued growth of BNA, a need for additional custodial, pressure washing, and window cleaning services is necessary to continue the cleanliness of the garages and plaza area that will now be one of the main focal points for BNA, as it enters in the Grand Lobby. The purposed amendment to increase labor rates will allow the contractor to continue to stay competitive with the current talent market and recruit candidates to better serve the garage and plaza areas, as well as the new garage set to come online. This increase also allows MNAA to better serve its community and the continuous passenger influx and presents greater opportunities for the contractor to deliver a high level of acceptance. The contractor currently performs above standards. They respond to all calls within minutes of being notified, while ensuring assigned work is completed as required. The partnership between the contractor and MNAA is the standard that sets the benchmark for all contracts.

The contract was approved by the Board of Commissioners on December 18, 2019 and executed on April 1, 2020 for a five (5) year term with two (2) optional years for renewal.

B. Impact/Findings

SMWBE Goal:	100% (Small Business Target Market)
Contract Start Date:	April 1, 2020
Duration of Contract:	5 Years, with two 1-year renewal options
Contract Completion Date:	March 31, 2025

	Original Contract Cost:	Amended Contract Cost:
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	<u>\$2,207,385.74</u>	<u>\$2,831,233.97</u>
Estimated Contract Cost 5 years:	\$10,577,023.37	\$11,358,201.39
Increase in Contract:		\$781,178.02
Funding Source:	Operations and Maintenance (O&M)	

C. Strategic Priorities

- Invest in BNA
- Plan for the Future

D. Options/Alternatives

1: Do Nothing: The “Do Nothing” option will result in the inability to provide the main focus point of BNA to go without services that are a need and will ultimately reduce the overall customer experience.

III. Committee Review

This item was presented to the Operations Committee on February 8, 2023. The Operations Committee voted 3 to 0 to recommend approval to the Board of Commissioners.

STAFF ANALYSIS

Board of Commissioners

(Information Only)

Date: February 15, 2023

Facility: Nashville International Airport

Subject: FY2023 – 2nd Quarter – MNAA Employee Retirement Plan and Other Post-Employment Benefits (OPEB) Investment Report

I. Reports

Attached is the Performance Report prepared by Principal for the 2nd Quarter of FY2023. The Principal report covers the period from October 1, 2022 through December 31, 2022.

II. Analysis

A. **Summary**

MNAA Retirement Plan

The quarter (three months) total portfolio return gross of fees was 6.05% compared to the designated Composite Benchmark of 5.74%. The three-month total portfolio return net of fees was 5.99%.

The fiscal year-to-date (six months) total portfolio return gross of fees was 0.98% compared to the designated Composite Benchmark of 0.61%. The year-to-date total portfolio return net of fees was 0.88%.

Asset Allocation Summaries – Retirement Plan

Principal resets the asset allocations mid-month. As a result, market fluctuations may result in month-end allocations being temporarily and slightly outside of the limits established in the policy. On the next month's reset date, Principal brings all asset classes back into compliance with the stated policy. All exceptions occurring during any quarter are reviewed by the Retirement Committee and additional action is taken, if needed.

As of October 31, 2022, all asset classes are in compliance with the Retirement Plan Investment Policy 41-011, effective July 22, 2021.

Pension - Asset Allocation as of 10/31/2022 (based on market values)

Category	Balance	Allocation*	Policy dated 7/22/21 Changes implemented 7/31/21 - Present Min-Target-Max	Compliance	Max Allocation	Allocation Variance
Cash and Cash Equivalents	\$ 2,096,392.50	2.86%	0%-3%-100%	Yes	100.00%	97.14%
Bonds and Notes	\$ 33,845,830.48	46.11%	0%-47%-57%	Yes	57.00%	10.89%
Equities - Large Cap Value ^(a)	\$ 6,196,536.99	8.44%	0%-8%-10.40%	Yes	10.40%	1.96%
Equities - S&P 500 Funds ^(a)	\$ 7,922,647.63	10.79%	0%-10.5%-17.40%	Yes	17.40%	6.61%
Equities - Large Cap Growth ^(a)	\$ 5,914,343.88	8.06%	0%-8%-10.40%	Yes	10.40%	2.34%
Equities - Mid Cap ^(a)	\$ 5,297,220.65	7.22%	0%-7.00%-9.10%	Yes	9.10%	1.88%
Equities - Small Cap ^(a)	\$ 3,112,491.76	4.24%	0%-4.00%-5.20%	Yes	5.20%	0.96%
Equities - International ^(a)	\$ 9,024,687.13	12.29%	0%-12.50%-16.10%	Yes	16.10%	3.81%
Total	\$ 73,410,151.02	100.00%				
(a) Total Equities	\$ 37,467,928.04	51.04%	0%-50%-60%	Yes	60.00%	8.96%

*Total Allocation Percentage may not equal 100% due to rounding

As of November 30, 2022, all asset classes are in compliance with the Retirement Plan Investment Policy 41-011, effective July 22, 2021.

Pension - Asset Allocation as of 11/30/2022 (based on market values)

Category	Balance	Allocation*	Policy dated 7/22/21 Changes implemented 7/31/21 - Present Min-Target-Max	Compliance	Max Allocation	Allocation Variance
Cash and Cash Equivalents	\$ 2,324,940.20	3.02%	0%-3%-100%	Yes	100.00%	96.98%
Bonds and Notes	\$ 35,879,768.24	46.54%	0%-47%-57%	Yes	57.00%	10.46%
Equities - Large Cap ^(a)	\$ 6,275,752.66	8.14%	0%-8%-10.40%	Yes	10.40%	2.26%
Equities - S&P 500 Funds ^(a)	\$ 8,184,775.18	10.62%	0%-10.5%-17.40%	Yes	17.40%	6.78%
Equities - Large Cap Growth ^(a)	\$ 6,157,077.47	7.99%	0%-8%-10.40%	Yes	10.40%	2.41%
Equities - Mid Cap ^(a)	\$ 5,440,237.50	7.06%	0%-7.00%-9.10%	Yes	9.10%	2.04%
Equities - Small Cap ^(a)	\$ 3,087,827.23	4.01%	0%-4.00%-5.20%	Yes	5.20%	1.19%
Equities - International ^(a)	\$ 9,747,912.43	12.64%	0%-12.50%-16.10%	Yes	16.10%	3.46%
Total	\$ 77,098,290.91	100.00%				
(a) Total Equities	\$ 38,893,582.47	50.45%	0%-50%-60%	Yes	60.00%	9.55%

*Total Allocation Percentage may not equal 100% due to rounding

As of December 31, 2022, all asset classes are in compliance with the Retirement Plan Investment Policy 41-011, effective July 22, 2021.

Pension - Asset Allocation as of 12/31/2022 (based on market values)

Category	Balance	Allocation*	Policy dated 7/22/21 Changes implemented 7/31/21 - Present Min-Target-Max	Compliance	Max Allocation	Allocation Variance
Cash and Cash Equivalents	\$ 2,236,956.01	2.99%	0%-3%-100%	Yes	100.00%	97.01%
Bonds and Notes	\$ 34,810,608.27	46.59%	0%-47%-57%	Yes	57.00%	10.41%
Equities - Large Cap ^(a)	\$ 6,036,094.97	8.08%	0%-8%-10.40%	Yes	10.40%	2.32%
Equities - S&P 500 Funds ^(a)	\$ 7,859,819.48	10.52%	0%-10.5%-17.40%	Yes	17.40%	6.88%
Equities - Large Cap Growth ^(a)	\$ 5,903,533.21	7.90%	0%-8%-10.40%	Yes	10.40%	2.50%
Equities - Mid Cap ^(a)	\$ 5,294,720.11	7.09%	0%-7.00%-9.10%	Yes	9.10%	2.01%
Equities - Small Cap ^(a)	\$ 3,020,804.10	4.04%	0%-4.00%-5.20%	Yes	5.20%	1.16%
Equities - International ^(a)	\$ 9,558,153.54	12.79%	0%-12.50%-16.10%	Yes	16.10%	3.31%
Total	\$ 74,720,689.69	100.00%				
(a) Total Equities	\$ 37,673,125.41	50.42%	0%-50%-60%	Yes	60.00%	9.58%

*Total Allocation Percentage may not equal 100% due to rounding

Asset Valuation Summaries – Retirement Plan

Below are the Asset Valuation Summaries for the first quarter of fiscal year 2023.

Asset Valuation Summary – MNAA

Month	Cost	Market	Unrealized Gain/Loss
10/31/2022	\$ 69,399,083.64	\$ 73,410,151.02	\$ 4,011,067.38
11/30/2022	\$ 69,276,785.61	\$ 77,098,290.91	\$ 7,821,505.30
12/31/2022	\$ 69,063,706.58	\$ 74,720,689.69	\$ 5,656,983.11

Reconciliation Summary – Retirement Plan

Below is the Pension Reconciliation Summary for the first quarter of fiscal year 2023.

Pension Summary 2nd QTR FY 2023 – MNAA (market value)

	10/31/2022	11/30/2022	12/31/2022	2Q FY-to-Date
Beginning Market Value	71,614,987.52	73,410,151.02	77,098,290.91	71,614,987.52
Total Cash Receipts	60,482.68	270,608.05	178,687.76	509,778.49
Total Cash Disbursements	(431,785.37)	(392,906.08)	(391,766.79)	(1,216,458.24)
Change in Fair Market Value	2,166,466.19	3,810,437.92	(2,164,522.19)	3,812,381.92
Ending Market Value	73,410,151.02	77,098,290.91	74,720,689.69	74,720,689.69

MNAA OPEB

The quarter (three months) total portfolio return gross of fees was 6.78% compared to the designated Composite Benchmark of 6.04%. The three-month total portfolio return net of fees was 6.72%.

The fiscal year-to-date (six months) total portfolio return gross of fees was 1.50% compared to the designated Composite Benchmark of 0.92%. The year-to-date total portfolio return net of fees was 1.40%.

Asset Allocation Summaries – OPEB

Principal resets the asset allocations mid-month. As a result, market fluctuations may result in month-end allocations being temporarily and slightly outside of the limits established in the policy. On the next month's reset date, Principal brings all asset classes back into compliance with the stated policy. All exceptions occurring during any quarter are reviewed by the Retirement Committee and additional action is taken, if needed.

As of October 31, 2022, all asset classes are in compliance with the Retirement Plan Investment Policy, 41-011, effective July 22, 2021.

OPEB - Asset Allocation as of 10/31/2022 (based on market values)

Category	Balance	Allocation*	Policy dated 7/22/21 Changes implemented 7/31/21 - Present Min-Target-Max	Compliance	Max Allocation	Allocation Variance
Cash and Cash Equivalents	\$ 1,043,411.41	2.91%	0%-3%-100%	Yes	100.00%	97.09%
Bonds and Notes	\$ 13,008,359.05	36.28%	0%-37%-42%	Yes	42.00%	5.72%
Equities - Large Cap Value ^(a)	\$ 3,632,008.24	10.13%	0%-9.6%-10.80%	Yes	10.80%	0.67%
Equities - S&P 500 Funds ^(a)	\$ 4,612,532.57	12.86%	0%-12.60%-14.20%	Yes	14.20%	1.34%
Equities - Large Cap Growth ^(a)	\$ 3,404,631.11	9.50%	0%-9.60%-10.80%	Yes	10.80%	1.30%
Equities - Mid Cap ^(a)	\$ 3,096,632.02	8.64%	0%-8.40%-9.50%	Yes	9.50%	0.86%
Equities - Small Cap ^(a)	\$ 1,777,897.20	4.96%	0%-4.80%-5.40%	Yes	5.40%	0.44%
Equities - International ^(a)	\$ 5,281,336.25	14.73%	0%-15%-16.80%	Yes	16.80%	2.07%
Total	\$ 35,856,807.85	100.00%				
(a) Total Equities	\$ 21,805,037.39	60.81%	0%-60%-65%	Yes	65.00%	4.19%

*Total Allocation Percentage may not equal 100% due to rounding

As of November 30, 2022, all asset classes are in compliance with the Retirement Plan Investment Policy, 41-011, effective July 22, 2021.

OPEB - Asset Allocation as of 11/30/2022 (based on market values)

Category	Balance	Allocation*	Policy dated 7/22/21 Changes implemented 7/31/21 - Present Min-Target-Max	Compliance	Max Allocation	Allocation Variance
Cash and Cash Equivalents	\$ 1,078,323.55	2.84%	0%-3%-100%	Yes	100.00%	97.16%
Bonds and Notes	\$ 13,862,165.34	36.55%	0%-37%-42%	Yes	42.00%	5.45%
Equities - Large Cap Value ^(a)	\$ 3,703,538.79	9.76%	0%-9.6%-10.80%	Yes	10.80%	1.04%
Equities - S&P 500 Funds ^(a)	\$ 4,830,555.07	12.73%	0%-12.60%-14.20%	Yes	14.20%	1.47%
Equities - Large Cap Growth ^(a)	\$ 3,648,472.82	9.62%	0%-9.60%-10.80%	Yes	10.80%	1.18%
Equities - Mid Cap ^(a)	\$ 3,210,744.43	8.46%	0%-8.40%-9.50%	Yes	9.50%	1.04%
Equities - Small Cap ^(a)	\$ 1,848,643.61	4.87%	0%-4.80%-5.40%	Yes	5.40%	0.53%
Equities - International ^(a)	\$ 5,748,980.17	15.16%	0%-15%-16.80%	Yes	16.80%	1.64%
Total	\$ 37,931,423.78	100.00%				
(a) Total Equities	\$ 22,990,934.89	60.61%	0%-60%-65%	Yes	65.00%	4.39%

*Total Allocation Percentage may not equal 100% due to rounding

As of December 31, 2022, all asset classes are in compliance with the Retirement Plan Investment Policy, 41-011, effective July 22, 2021.

OPEB - Asset Allocation as of 12/31/2022 (based on market values)

Category	Balance	Allocation*	Policy dated 7/22/21 Changes implemented 7/31/21 - Present Min-Target-Max	Compliance	Max Allocation	Allocation Variance
Cash and Cash Equivalents	\$ 1,022,677.67	2.79%	0%-3%-100%	Yes	100.00%	97.21%
Bonds and Notes	\$ 13,228,249.48	36.04%	0%-37%-42%	Yes	42.00%	5.96%
Equities - Large Cap Value ^(a)	\$ 3,623,861.01	9.87%	0%-9.6%-10.80%	Yes	10.80%	0.93%
Equities - S&P 500 Funds ^(a)	\$ 4,551,994.11	12.40%	0%-12.60%-14.20%	Yes	14.20%	1.80%
Equities - Large Cap Growth ^(a)	\$ 3,667,623.03	9.99%	0%-9.60%-10.80%	Yes	10.80%	0.81%
Equities - Mid Cap ^(a)	\$ 3,351,334.54	9.13%	0%-8.40%-9.50%	Yes	9.50%	0.37%
Equities - Small Cap ^(a)	\$ 1,742,377.08	4.75%	0%-4.80%-5.40%	Yes	5.40%	0.65%
Equities - International ^(a)	\$ 5,518,286.34	15.03%	0%-15%-16.80%	Yes	16.80%	1.77%
Total	\$ 36,706,403.26	100.00%				
(a) Total Equities	\$ 22,455,476.11	61.18%	0%-60%-65%	Yes	65.00%	3.82%

*Total Allocation Percentage may not equal 100% due to rounding

Asset Valuation Summaries - OPEB

Below are the Asset Valuation Summaries for the second quarter of fiscal year 2023.

Asset Valuation Summary – OPEB

Month	Cost	Market	Unrealized Gain/Loss
10/31/2022	\$ 37,706,121.36	\$ 35,856,807.85	\$ (1,849,313.51)
11/30/2022	\$ 37,711,563.36	\$ 37,931,423.78	\$ 219,860.42
12/31/2022	\$ 38,740,910.98	\$ 36,706,403.26	\$ (2,034,507.72)

Reconciliation Summary - OPEB

Below is the OPEB Reconciliation Summary for the second quarter of fiscal year 2023.

OPEB Summary 2nd QTR FY 2023 – MNAA (market value)

	10/31/2022	11/30/2022	12/31/2022	2Q FY-to-Date
Beginning Market Value	34,566,946.37	35,856,807.85	37,931,423.78	34,566,946.37
Total Cash Receipts	40,557.65	63,701.93	1,103,156.18	1,207,415.76
Total Cash Disbursements	(89,528.51)	(58,259.93)	(73,808.56)	(221,597.00)
Change in Fair Market Value	1,338,832.34	2,069,173.93	(2,254,368.14)	1,153,638.13
Ending Market Value	35,856,807.85	37,931,423.78	36,706,403.26	36,706,403.26

B. Impact/Findings

No action is required by the Finance Committee as this staff analysis is presented for informational purposes.

C. Strategic Priorities

- Supports the strategic priority of investing assets in the Pension and OPEB plans without undue risk while focusing on the total growth of capital and capital preservation while protecting against negative results.
- Invest in BNA/JWN
- Plan for the Future
- Prepare for the Unexpected

STAFF ANALYSIS

Board of Commissioners (Information Only)

Date: February 15, 2023
 Facility: Nashville International Airport
 Subject: FY 2023 – 2nd Quarter – Treasury Investment Report (12/31/2022)

I. Reports

The following Treasury Investment Report covers the period from 10/01/2022 through 12/31/2022.

II. Analysis

A. Summary

For FY 2023, the focus remains on minimizing cash in Demand Deposit Bank accounts. MNAA invests excess cash in authorized investments to maximize interest earnings. Funds are invested by MNAA Staff as well as by PFM Asset Management LLC (“PFMAM”). MNAA staff invests funds primarily in Treasury Money Market Funds and TN LGIP. PFMAM invests funds on MNAA’s behalf in the MNAA Operating CORE Portfolio, the MNAA Common Debt Service Reserve Portfolio, the MNAA 2019A&B Construction Funds Portfolio, the MNAA 2019A&B Capitalized Interest Portfolio, the MNAA 2022A&B Construction Funds Portfolio, and the MNAA 2022A&B Capitalized Interest Portfolio.

The asset allocation for cash and investments (not including accrued interest) at the Authority for the quarters ending September 30, 2022, and December 31, 2022, was as follows:

	<u>9/30/2022</u>	<u>12/31/2022</u>	<u>\$ Change</u>	<u>% Change</u>
U.S. Treasuries	\$228,943,042	\$517,807,610	\$288,864,568	126.17%
Federal Agency	\$64,743,992	\$113,563,149	\$48,819,157	75.40%
Agency Mortgage-Backed Securities	\$13,901,406	\$18,791,937	\$4,890,531	35.18%
Certificates of Deposit	\$1,002,996	\$1,002,996	\$0	0.00%
Commercial Paper	\$93,695,826	\$147,924,888	\$54,229,062	57.88%
Money Market Mutual Funds	\$160,491,447	\$171,505,793	\$11,014,346	6.86%
Tennessee Local Government Investment Pool	\$120,150,806	\$139,296,523	\$19,145,717	15.93%
Cash in Demand Deposit Accounts	\$16,391,381	\$8,312,827	(\$8,078,554)	-49.29%
Investments in Transit	\$0	\$153,836,575	\$153,836,575	NA
Total Funds as of 12/31/2022	<u>\$699,320,896</u>	<u>\$1,272,042,298</u>	<u>\$418,884,827</u>	<u>268.15%</u>

The listing of accounts on December 31, 2022, is shown in Attachment 1, which also shows the ending balances for each month in the quarter. PFMAM's Investment Performance Review Report for the quarter ended December 31, 2022, is also attached. At the end of December PFMAM was still working on purchasing investments/waiting for availability of investments (specifically in the commercial paper market), those are represented as investments in transit in the above table, and the investments were completed in January 2023.

PFMAM portfolio yields for the quarter were 2.86% for the CORE Portfolio, 3.09% for the 2019A&B Construction Funds Portfolio, 2.04% for the Common Debt Service Reserve Portfolio (DSR) and 1.70% for the 2019A&B Capitalized Interest Portfolio. The newly set up 2022A&B Construction Funds Portfolio and 2022A&B Capitalized Interest Portfolio yields were purchased at 4.61% and 4.51% respectively.

The PFMAM CORE Portfolio benchmark yield, the ICE BofAML 1-3 Year U.S. Treasury Index Benchmark, was 4.50%. The PFMAM Common DSR, Construction Funds, and CAP-I benchmark, the ICE BofAML 3mo T-Bill, was 4.13%. The MNAA managed funds yield was 3.22% as compared to the benchmark S&P Rated GIP All Index yield of 3.40%. The combined yield for the MNAA managed and PFMAM Managed Portfolios was 2.73%. The Authority earned a total of \$3,431,946 on cash and investments for 2Q FY 2023.

In comparison, the income received on cash and investments for the 2nd quarter ended December 31, 2021, was \$1,953,812. Total available funds for the second quarter of 2023 were \$1,272M vs \$817M for second quarter 2022 (\$455M more).

B. Investment Program Review

- DDA cash in 2Q FY 2023 was 0.7% of total cash, which outperforms our goal to minimize cash in Demand Deposit Accounts to no more than 8% of total funds.
- As of 2Q FY 2023, per the investment policy, the investment portfolio complies and is meeting the investment policy objectives in all areas.

C. Impact/Findings

No action is required by the Finance Committee as this staff analysis is presented for informational purposes.

D. Strategic Priorities

- Supports the strategic priority of maximizing financial assets while protecting invested principal and minimizing uninvested cash
- Invest in BNA/JWN
- Plan for the Future
- Prepare for the Unexpected

Attachments:

Attachment 1 - Listing of accounts and month-end balances for October 2022, November 2022, and December 2022

Attachment 2 – PFMAM Investment Performance Review as of December 31, 2022

MNAA
Cash and Investment Balances 2Q23

Bank	AccountName	Cash Balances as of 10/31/2022	% of Total Cash	Monthly Interest earned	Cash Balances as of 11/30/2022	% of Total Cash	Monthly Interest earned	Cash Balances as of 12/31/2022	% of Total Cash	Monthly Interest earned
TRUIST	Tune Operation	200,682.51	0%	3.80	222,534.47	0%	4.26	419,968.96	0%	4.48
TRUIST	Operating Fund	408,862.20	0%	8.19	269,653.77	0%	5.67	487,435.47	0%	8.30
TRUIST	Capital Improvement	9,328.19	0%	0.08	9,328.27	0%	0.08	9,328.35	0%	0.08
TRUIST	Revenue Account	767,276.01	0%	-	2,723,314.03	0%	-	453,815.19	0%	-
TRUIST	PFC Revenue	83,914.60	0%	5.44	3,475,381.21	0%	8.49	159,946.82	0%	1.62
TRUIST	Benefit Bd Fund	22,211.03	0%	-	22,257.31	0%	-	22,303.50	0%	-
TRUIST	Parking Account	1,000.14	0%	0.01	1,000.15	0%	0.01	1,000.16	0%	0.01
TRUIST	Payroll	6,552.24	0%	1.84	6,909.25	0%	1.84	16,673.96	0%	1.19
TRUIST	Parking Credit Card Account	0	0%	-	-	0%	-	0	0%	-
TRUIST	Cargo Account	136.87	0%	-	136.87	0%	-	136.87	0%	-
TRUIST	John C. Tune Airport CPR	0	0%	-	-	0%	-	0	0%	-
TRUIST	Operating Fd CPR	0	0%	-	-	0%	-	0	0%	-
TRUIST	CON Discretionary CPR	0	0%	-	-	0%	-	0	0%	-
TRUIST	International Plaza CPR Acct	0	0%	-	-	0%	-	0	0%	-
TRUIST	MP Building CPR Acct	0	0%	-	-	0%	-	0	0%	-
TRUIST	MPC Holdings CPR	0	0%	-	-	0%	-	0	0%	-
TRUIST	CIP - Construction Payment ZBA	0	0%	-	-	0%	-	0	0%	-
TRUIST	Arts at the Airport	34,956.97	0%	0.29	34,850.19	0%	0.29	34,744.38	0%	0.30
TRUIST	MPC Holdings LLC	696.89	0%	0.01	466.80	0%	0.01	237.8	0%	-
TRUIST	MNAA Properties Corp (Parent)	18,760.71	0%	0.16	18,760.86	0%	0.15	18,761.02	0%	0.16
TRUIST	MPC Global Tire	165,524.81	0%	-	169,797.45	0%	-	175,153.46	0%	-
TRUIST	International Plaza Operating Acct	111,669.26	0%	8.48	146,703.46	0%	1.72	132,883.73	0%	1.76
TRUIST	MP Building Operating Acct	293,155.17	0%	6.38	516,747.40	0%	2.96	51,019.28	0%	3.45
TRUIST	CON CFC Operating Acct	1,006.85	0%	6.85	1,430,050.99	0%	7.04	1,290,640.26	0%	7.37
TRUIST	MNAA DOJ	177,329.73	0%	1.51	202,830.68	0%	1.54	201,268.85	0%	1.69
TRUIST	CONRAC Discretionary Account	348.68	0%	-	96.58	0%	-	379.48	0%	-
TRUIST	CONRAC Excess CFC	243.17	0%	2.10	243.43	0%	0.26	872.07	0%	0.91
TRUIST	Joint Marketing Fund	2,111,493.05	0%	17.93	2,111,472.40	0%	17.35	2,111,452.33	0%	17.93
TRUIST	AVI Revenue	73.75	0%	-	-	0%	-	0	0%	-
TRUIST	Employee Flex Spending	7,192.43	0%	0.06	7,192.49	0%	0.06	7,192.55	0%	0.06
TRUIST	DEA - State	692,834.22	0%	5.87	675,021.12	0%	5.68	614,675.18	0%	5.48
TRUIST	P-Card Payables (Boost)	0	0%	-	-	0%	-	0	0%	-
TRUIST	1% ARTS Fund	1,309.43	0%	-	1,216.60	0%	-	1,123.75	0%	-
TRUIST	Authority Facility Investment Fund	4,288.32	0%	0.23	4,192.56	0%	0.06	8,774.08	0%	0.10
TRUIST	NAE Cash Reserve Fund	22.08	0%	-	22.08	0%	-	22.08	0%	-
TRUIST	Airline Facility Investment Fund	513,243.40	0%	10.52	473,120.13	0%	4.05	204,896.58	0%	2.79
TRUIST	Renewal & Replacement (R&R) Fund	342.26	0%	-	342.26	0%	-	342.26	0%	-
TRUIST	Construction Payment Account	258,778.26	0%	8.12	46,438.53	0%	37.49	287,515.10	0%	22.29
TRUIST	Operation & Maintenance (O&M) Reserve Fund	375.76	0%	-	375.76	0%	-	375.76	0%	-
TRUIST	NAE Fund	0	0%	-	-	0%	-	0	0%	-
TRUIST	DPS Seized Funds	1,518,112.43	0%	12.86	1,556,634.02	0%	12.59	1,599,887.60	0%	13.58
TRUIST	Parking Valet CC Account	0	0%	-	-	0%	-	0	0%	-
TRUIST	Parking Valet Account	0	0%	-	-	0%	-	0	0%	-
TRUIST	Parking Rev Credit Card Account	0.00	0%	-	-	0%	-	0.00	0%	-
TRUIST	Parking Rev Account	0.00	0%	-	2,026,949.67	0%	-	0.00	0%	-
TRUIST Bank Cash Balances		7,411,721.42	1%	100.73	16,154,040.79	2%	111.60	8,312,826.88	1%	93.55
US Bank	Series 2010/2018 Rental Payment Fund CP SWEEP	39.79	0%	-	42.70	0%	-	-	0%	-
US Bank	Series 2010/2018 Bond Fund Interest Account CP SM	245,572.74	0%	0.73	306,965.91	0%	1.04	368,359.08	0%	1.26
US Bank	Series 2010/2018 Bond Fund Serial Bond Principal CI	1,080,461.21	0%	3.19	1,350,525.69	0%	4.58	1,620,590.17	0%	5.55
US Bank	Series 2010/2018 Bond Reserve Fund CP SWEEP	2,119,750.21	0%	8.83	2,119,759.34	0%	9.13	2,119,768.18	0%	8.84
US Bank	Series 2010/2018 Coverage Fund CP SWEEP	992,871.52	0%	4.14	992,871.52	0%	4.28	992,871.52	0%	4.14
US Bank	Series 2010/2018 Operation & Maintenance Reserve F	915,098.00	0%	3.81	915,098.00	0%	3.94	915,098.00	0%	3.81
US Bank	Series 2010/2018 Renewal & Replacement Fund CP	3,351,566.92	0%	13.96	3,351,566.92	0%	14.43	3,351,566.92	0%	13.96
US Bank	Series 2010/2018 Discretionary Fund Major Maintenan	3,351,566.92	0%	13.96	3,351,566.92	0%	14.43	3,351,566.92	0%	13.96
US Bank	Series Excess CFC Funds	-	0%	-	-	0%	-	-	0%	-
US Bank	2003B P & I (Pd BNA; Mat 7/1/33)	492,880.62	0%	-	605,899.44	0%	14.86	718,918.59	0%	2.15
US Bank	2019 A Debt Service Account	4,075,136.90	0%	8.63	5,093,630.76	1%	14.86	6,112,127.58	0%	17.82
US Bank	2019 B Debt Service Account	10,720,015.11	1%	22.54	13,397,761.83	2%	38.72	16,075,516.72	1%	46.89
US Bank	2015 A Debt Service Account	2,142,593.12	0%	4.76	2,651,684.00	0%	7.88	3,160,776.35	0%	9.35
US Bank	2015 B Debt Service Account	2,466,778.78	0%	5.34	3,069,076.81	0%	9.03	3,671,376.59	0%	10.78
US Bank	MNAA AIRPORT IMP BDS SRS 2022A	-	0%	-	-	0%	-	-	0%	-
US Bank	MNAA AIRPORT IMP BDS SRS 2022B	-	0%	-	-	0%	-	-	0%	-
US Bank Cash Balances		31,954,331.84	4%	89.89	37,206,449.84	5%	137.18	42,458,536.62	3%	138.51
Goldman	1% Arts Fund GS 465	192,899.86	0%	488.42	193,478.23	0%	578.37	194,126.57	0%	648.34
Goldman	Airline Facility Investment Fund GS 465	0.15	0%	-	0.15	0%	-	0.15	0%	-
Goldman	Authority Facility Investment Fund GS 465	22,746,188.58	3%	57,771.55	22,363,215.09	3%	67,381.51	21,780,237.07	2%	73,396.72
Goldman	Conrac Excess CFC GS 465	23,093,844.21	3%	57,713.99	24,114,851.92	3%	72,007.71	25,295,886.53	2%	84,034.61
Goldman	NAE Cash Reserve GS 465	7,233,316.00	1%	4,140.94	4,174,385.04	1%	16,686.04	4,188,372.97	0%	13,987.93
Goldman	Nashville Airport Experience GS 465	4,497,772.66	1%	11,388.55	4,511,258.35	1%	13,485.69	4,526,375.12	0%	15,116.77
Goldman	PFC Revenue GS 465	8,540,004.21	1%	21,682.09	8,565,609.70	1%	25,605.49	12,042,343.52	1%	39,918.82
Goldman	Revenue Account GS 465	57,272,864.68	7%	125,495.75	55,744,011.78	7%	170,179.45	73,261,791.08	6%	217,779.30
Goldman	Sr Debt Construction Funds GS 465	-	0%	-	-	0%	-	-	0%	-
Goldman	Sub Debt Construction Funds GS 465	22,356,638.81	3%	57,320.97	23,919,628.21	3%	36,931.93	6,940,653.38	1%	33,142.94
Goldman	NAE Cash Reserve GS 468	360,582.01	0%	903.58	361,648.20	0%	1,066.19	362,857.88	0%	1,209.68
Goldman Sachs Investment Balances		146,294,111.17	18%	336,905.84	143,948,086.67	18%	403,922.38	148,592,644.27	12%	479,235.11
TN LGIP	LGIP - Tune	2,574,558.28	0%	1,190.00	1,380,754.10	0%	5,095.01	1,322,244.56	0%	4,513.49
TN LGIP	LGIP - PFC	3,367,284.68	0%	168.26	3,375,897.25	0%	8,612.57	4,916,897.25	0%	12,678.22
TN LGIP	LGIP - Revenue	89,462,218.17	11%	190,914.09	77,749,200.47	10%	246,762.54	77,908,455.51	6%	257,765.49
TN LGIP	LGIP - Nashville Airport Experience	2,248,998.26	0%	5,786.40	2,471,996.76	0%	6,688.67	2,371,251.26	0%	7,987.94
TN LGIP	LGIP - Renewal and Replacement	2,143.70	0%	5.36	2,149.78	0%	6.08	2,149.78	0%	7.10
TN LGIP	LGIP - Operations & Maintenance	626,782.79	0%	1,567.40	1,247,353.35	0%	2,682.56	1,247,353.35	0%	4,120.22
TN LGIP	LGIP - Airline Facility	6,097,426.10	1%	15,247.85	7,566,986.61	1%	19,414.51	7,566,986.61	1%	24,995.05
TN LGIP	LGIP - Authority Facility	14,598,301.16	2%	35,354.58	15,695,198.84	2%	42,960.34	15,695,198.84	1%	51,799.23
TN LGIP	LGIP - NAE Cash Reserve	653,312.69	0%	6,699.96	4,037,119.80	1%	7,278.11	4,037,119.80	0%	13,335.30
TN LGIP	LGIP - Capital Improvement	4,089,393.81	0%	10,226.36	4,100,989.75	1%	11,595.94	4,100,989.75	0%	13,546.27
TN LGIP	LGIP - CONRAC Excess CFC	7,510,501.36	1%	18,781.54	7,284,439.52	1%	20,943.89	7,284,439.52	1%	24,061.75
TN LGIP	LGIP - Multi-Purpose Building	1,435,210.93	0%	2,343.29	1,436,376.66	0%	3,925.32	1,936,376.66	0%	5,237.03
TN LGIP	LGIP - MPC Global Tire	743,618.50	0%	609.22	244,309.31	0%	690.81	244,309.31	0%	807.00
TN LGIP	LGIP - International Plaza Building	7,923,042.60	1%	17,332.75	7,933,036.03	1%	22,171.62	8,083,036.03	1%	26,339.41
TN LGIP	LGIP - CONRAC Discretionary	2,592,392.85	0%	6,482.81	2,579,714.57	0%	7,321.72	2,579,714.57	0%	8,521.24
TN LGIP BALANCE		143,925,185.88	17%	312,709.87	137,105,522.80	17%	406,149.69	139,296,522.80	11%	455,714.74
CDARS	CITIZENS BANK CDARS - PFC	1,002,996.18	0%	-	1,002,996.18	0%	-	1,002,996.18	0%	-
CITIZENS BANK CDARS BALANCE		1,002,996.18	0%	-	1,002,996.18	0%	-	1,002,996.18	0%	-
PFMAM	PFMAM CORE Portfolio	275,815,258.56	33%	161,989.34	276,033,359.65	34%	405,194.17	275,920,235.15	22%	95,640.53
PFMAM	PFMAM COMMON DEBT RESERVE Portfolio	88,228,620.33	11%	7,115.07	88,228,716.72	11%	86,490.28	128,399,358.38	10%	(524,613.01)
PFMAM	PFMAM 2019 A&B CAP I Portfolio	16,682,687.96	2%	16,549.47	15,371,669.55	2%	32,258.98	14,003,272.43	1%	20,898.24
PFMAM	PFMAM 2019A&B Construction Portfolio	118,695,526.89	14%	197,665.28	90,448,994.97	11%	374,272.68	57,644,425.08	5%	163,176.03
PFMAM	PFMAM 2022A&B Construction Portfolio	-	0%	-	-	0%	-	411,967,945.74	32%	-
PFMAM	PFMAM 2022A&B CAP I Portfolio	-	0%	-	-	0%	-	44,443,534.70	3%	-
PFMAM EON Investment Balance		499,422,093.74	60%	383,319.16	470,082,740.89	58%	898,216.11	932,378,771.48	73%	(244,898.21)
Total MNAA Cash/Cash Equivalents in all categories		830,010,440.23	100%	\$1,033,125.49	805,499,837.17	100%	1,708,536.96	1,272,042,298.23	100%	690,283.70
Total Interest Received for Q2 2023										3,431,946.15



METROPOLITAN NASHVILLE AIRPORT AUTHORITY

Investment Performance Review For the Quarter Ended December 31, 2022

Client Management Team

Scott Sweeten, BCM, CFS, Sr. Managing Consultant
Ed Polansky, Key Account Manager
Richard Pengelly, CFA, CIMA, CTP, Managing Director
Sean Gannon, Senior Managing Consultant

PFM Asset Management LLC

225 E. Robinson Street
Orlando, FL 32801
407-406-5754

213 Market Street
Harrisburg, PA 17101-2141
717-232-2723

NOT FDIC INSURED : NO BANK GUARANTEE : MAY LOSE VALUE

For Institutional Investor or Investment Professional Use Only - This material is not for inspection by, distribution to, or quotation to the general public

Current Market Themes



- ▶ The U.S. economy is characterized by:
 - ▶ High inflation that shows signs of slowing
 - ▶ Continued strong labor market
 - ▶ Potentially declining health of U.S. household finances
 - ▶ Expectations for a modest yet broad economic downturn

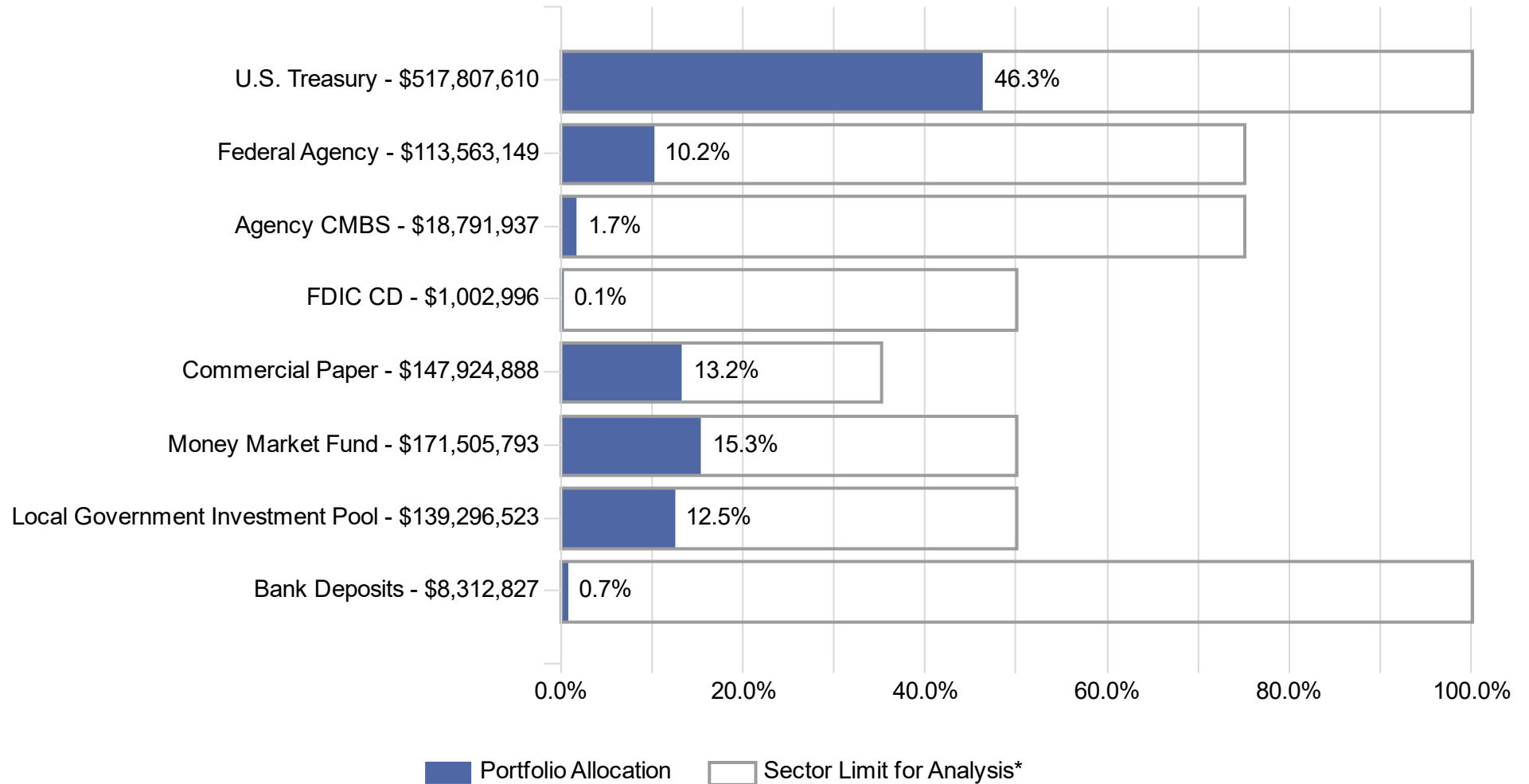


- ▶ The Federal Reserve is expected to wrap up their normalization process
 - ▶ Slowing pace of rate hikes
 - ▶ Fed projecting short-term fed funds rate to reach 5.00% to 5.25% by year-end, with markets expecting rate cuts in the second half of 2023
 - ▶ Fed officials reaffirm that restoring price stability is the utmost priority, despite risks of overtightening



- ▶ Volatile markets potentially calming
 - ▶ Treasury yields in the belly of the curve (3-7 years) ended the quarter slightly lower, while shorter and longer maturities ended higher
 - ▶ Yield curve inversion has deepened further since last quarter
 - ▶ While still elevated, volatility and liquidity challenges have begun subsiding

Sector Allocation Analytics



For informational/analytical purposes only and is not provided for compliance assurance. Includes accrued interest.

*Sector Limit for Analysis is as derived from our interpretation of your most recent Investment Policy as provided.

Issuer Diversification

Security Type / Issuer	Market Value (%)	S&P / Moody's / Fitch
U.S. Treasury	68.5%	
UNITED STATES TREASURY	68.5%	AA / Aaa / AAA
Federal Agency	15.0%	
FANNIE MAE	3.0%	AA / Aaa / AAA
FEDERAL HOME LOAN BANKS	8.8%	AA / Aa / NR
FREDDIE MAC	3.2%	AA / Aaa / AAA
Agency CMBS	2.5%	
FANNIE MAE	0.3%	AA / Aaa / AAA
FREDDIE MAC	2.2%	AA / Aaa / AAA
Commercial Paper	14.0%	
ABN AMRO BANK	0.7%	A / Aa / A
CITIGROUP INC	0.7%	A / Aa / A
CREDIT AGRICOLE SA	0.7%	A / Aa / A
LMA AMERICAS LLC	1.7%	A / Aa / AA
MANHATTAN ASSET FUNDING CO LLC	0.7%	A / Aa / NR
MITSUBISHI UFJ FINANCIAL GROUP INC	3.2%	A / Aa / A
MIZUHO FINANCIAL GROUP INC.	0.2%	A / Aa / A
NATIXIS NY BRANCH	2.7%	A / Aa / AA
RABOBANK NEDERLAND	0.5%	A / Aa / AA
TORONTO-DOMINION BANK	2.8%	AA / Aa / NR
Total	100.0%	

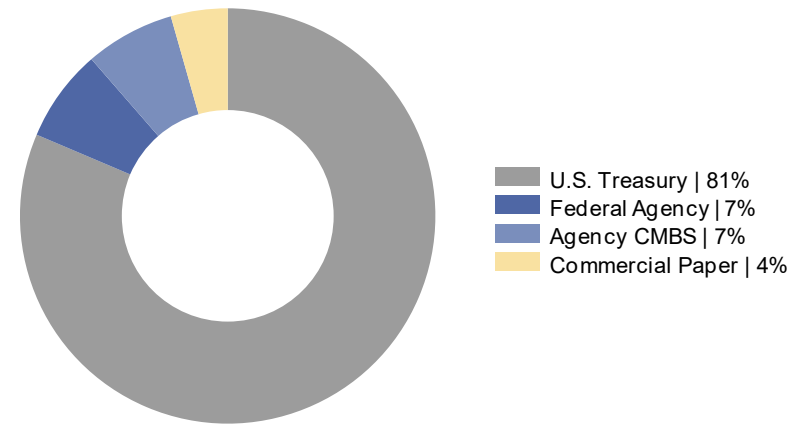
Ratings shown are calculated by assigning a numeral value to each security rating, then calculating a weighted average rating for each security type / issuer category using all available security ratings, excluding Not-Rated (NR) ratings. For security type / issuer categories where a rating from the applicable NRSRO is not available, a rating of NR is assigned. Includes accrued interest and excludes balances invested in overnight funds.

Portfolio Snapshot - MNA OPERATING CORE PORTFOLIO¹

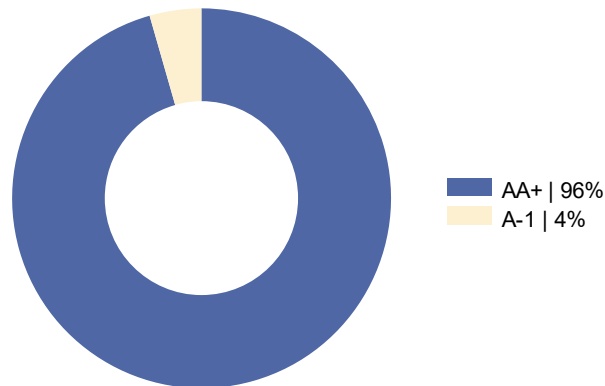
Portfolio Statistics

Total Market Value	\$270,506,851.31
<i>Securities Sub-Total</i>	\$268,649,310.36
<i>Accrued Interest</i>	\$1,025,670.38
<i>Cash</i>	\$831,870.57
Portfolio Effective Duration	1.67 years
Benchmark Effective Duration	1.74 years
Yield At Cost	2.86%
Yield At Market	4.58%
Portfolio Credit Quality	AA

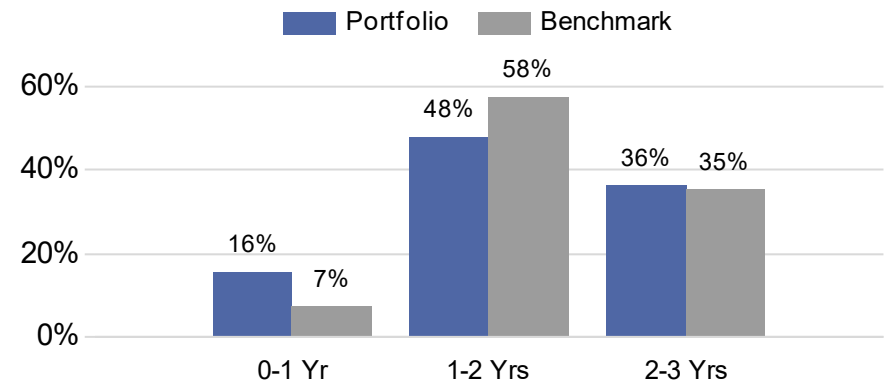
Sector Allocation



Credit Quality - S&P

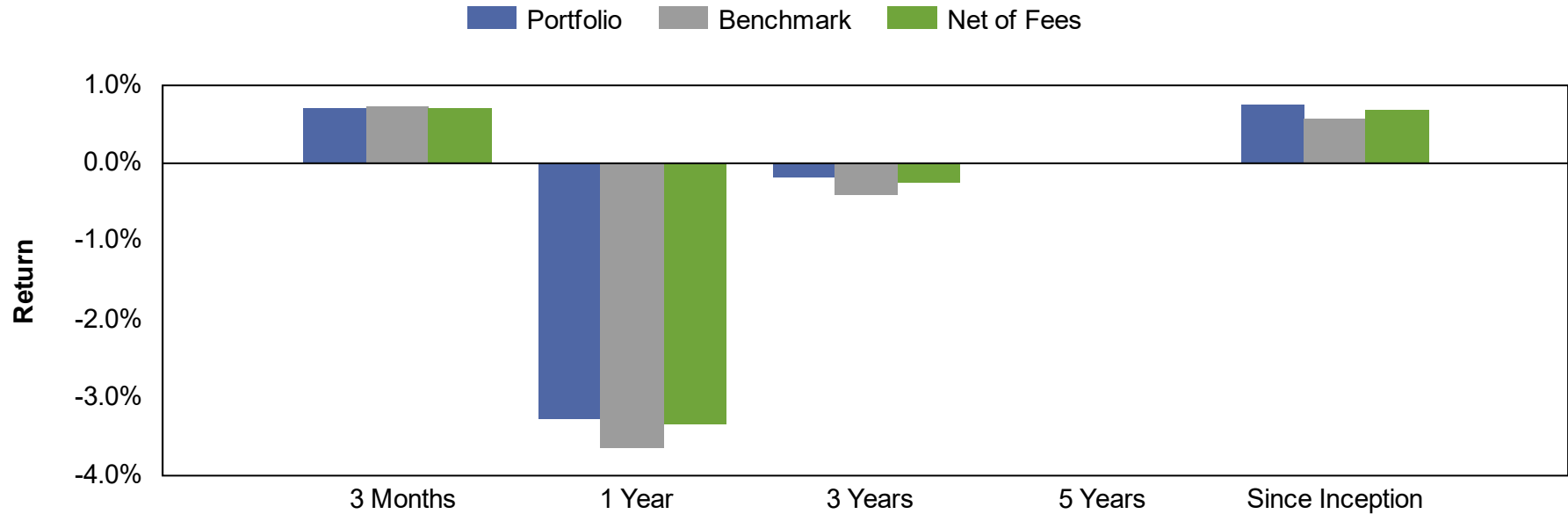


Duration Distribution



1. Yield and duration calculations exclude cash and cash equivalents. Sector allocation includes market values and accrued interest. The portfolio's benchmark is the ICE BofAML 1-3 Year U.S. Treasury Index. Source: Bloomberg. An average of each security's credit rating was assigned a numeric value and adjusted for its relative weighting in the portfolio.

Portfolio Performance



Market Value Basis Earnings	3 Months	1 Year	3 Years	5 Years	Since Inception ¹
Interest Earned ²	\$1,168,016	\$2,243,985	\$5,979,078	-	\$8,045,395
Change in Market Value	\$901,344	(\$6,548,539)	(\$5,921,445)	-	(\$4,236,031)
Total Dollar Return	\$2,069,360	(\$4,304,554)	\$57,633	-	\$3,809,364
Total Return³					
Portfolio	0.72%	-3.27%	-0.18%	-	0.76%
Benchmark ⁴	0.74%	-3.65%	-0.41%	-	0.57%
Basis Point Fee	0.02%	0.06%	0.06%	-	0.07%
Net of Fee Return	0.70%	-3.34%	-0.25%	-	0.69%

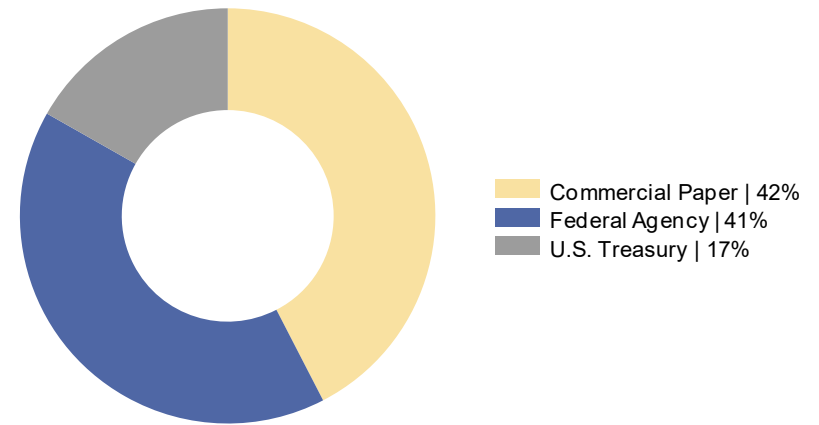
1. The lesser of 10 years or since inception is shown. Since inception returns for periods one year or less are not shown. Performance inception date is December 31, 2018.
 2. Interest earned calculated as the ending accrued interest less beginning accrued interest, plus net interest activity.
 3. Returns for periods one year or less are presented on a periodic basis. Returns for periods greater than one year are presented on an annualized basis.
 4. The portfolio's benchmark is the ICE BofAML 1-3 Year U.S. Treasury Index. Source: Bloomberg.

Portfolio Snapshot - MNA 2019A&B CONSTRUCTION FUNDS¹

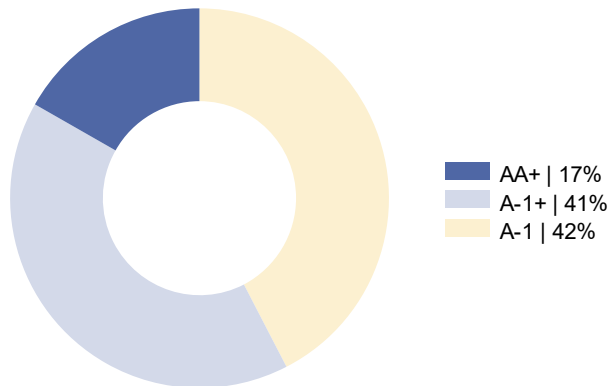
Portfolio Statistics

Total Market Value	\$58,056,342.31
<i>Securities Sub-Total</i>	\$52,679,618.33
<i>Accrued Interest</i>	\$2,870.31
<i>Cash</i>	\$5,373,853.67
Portfolio Effective Duration	0.14 years
Benchmark Effective Duration	0.14 years
Yield At Cost	3.09%
Yield At Market	4.62%
Portfolio Credit Quality	AA

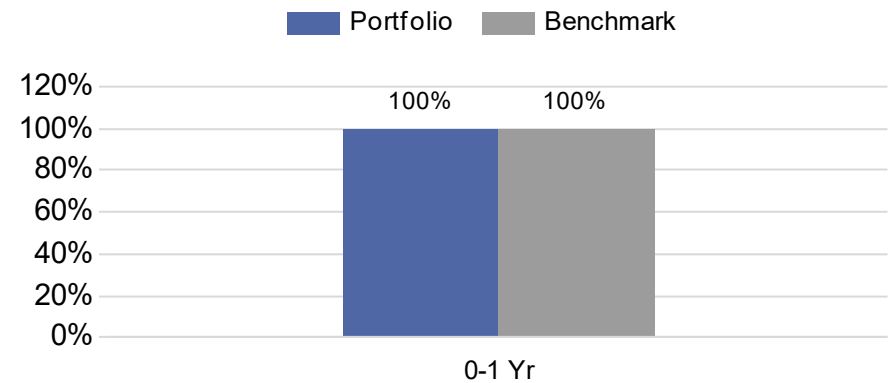
Sector Allocation



Credit Quality - S&P



Duration Distribution



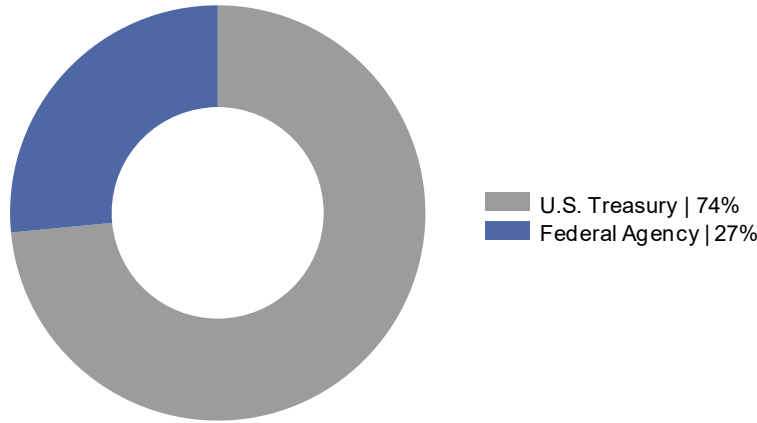
1. Yield and duration calculations exclude cash and cash equivalents. Sector allocation includes market values and accrued interest. The portfolio's benchmark is the ICE BofAML 3 Month U.S. Treasury Index. Source: Bloomberg. An average of each security's credit rating was assigned a numeric value and adjusted for its relative weighting in the portfolio.

Portfolio Snapshot - MNAA COMMON DSRF¹

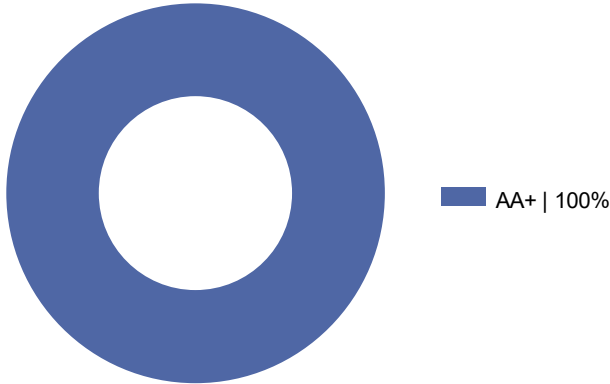
Portfolio Statistics

Total Market Value	\$137,634,540.21
<i>Securities Sub-Total</i>	\$125,215,350.96
<i>Accrued Interest</i>	\$34,191.14
<i>Cash</i>	\$12,384,998.11
Portfolio Effective Duration	1.83 years
Benchmark Effective Duration	0.14 years
Yield At Cost	2.04%
Yield At Market	4.52%
Portfolio Credit Quality	AA

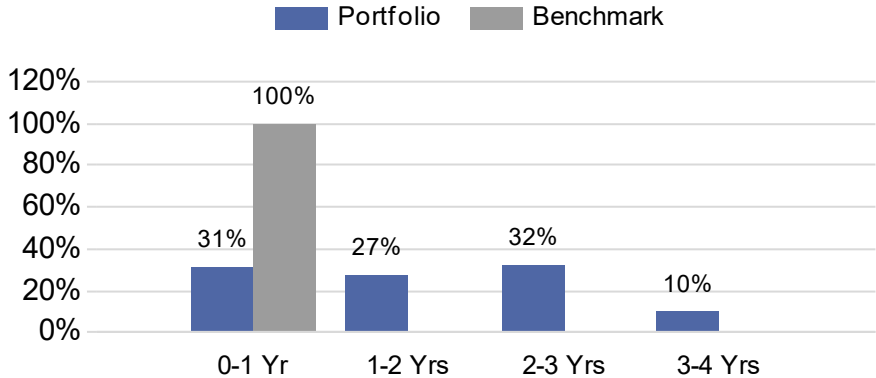
Sector Allocation



Credit Quality - S&P



Duration Distribution



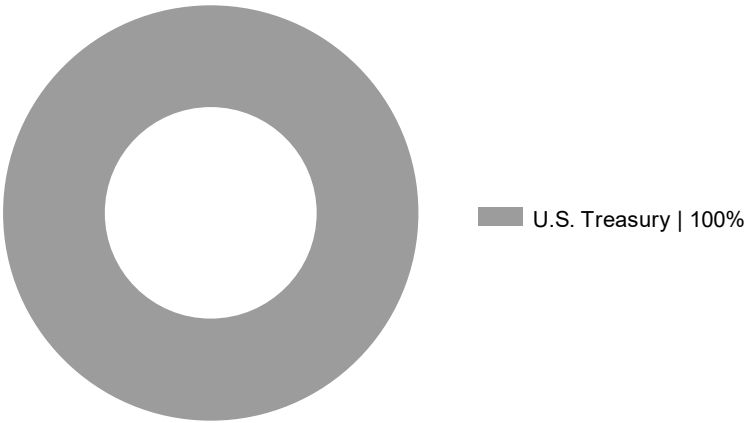
1. Yield and duration calculations exclude cash and cash equivalents. Sector allocation includes market values and accrued interest. The portfolio's benchmark is the ICE BofAML 3 Month U.S. Treasury Index. Source: Bloomberg. An average of each security's credit rating was assigned a numeric value and adjusted for its relative weighting in the portfolio.

Portfolio Snapshot - MNA 2019A&B CAP-I FUNDS¹

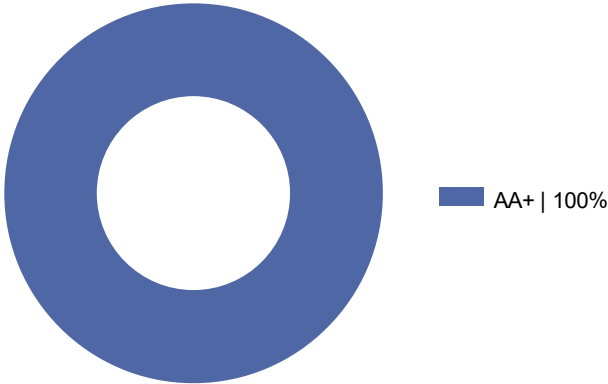
Portfolio Statistics

Total Market Value	\$13,805,028.05
<i>Securities Sub-Total</i>	\$9,432,765.32
<i>Accrued Interest</i>	\$49,836.68
<i>Cash</i>	\$4,322,426.05
Portfolio Effective Duration	0.40 years
Benchmark Effective Duration	0.14 years
Yield At Cost	1.70%
Yield At Market	4.59%
Portfolio Credit Quality	AA

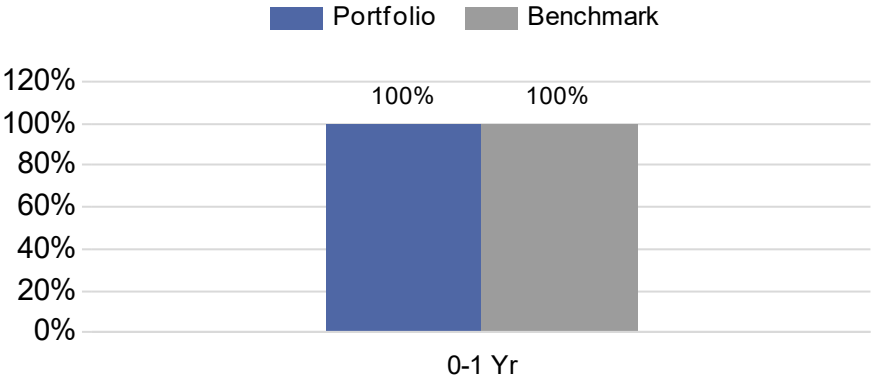
Sector Allocation



Credit Quality - S&P



Duration Distribution



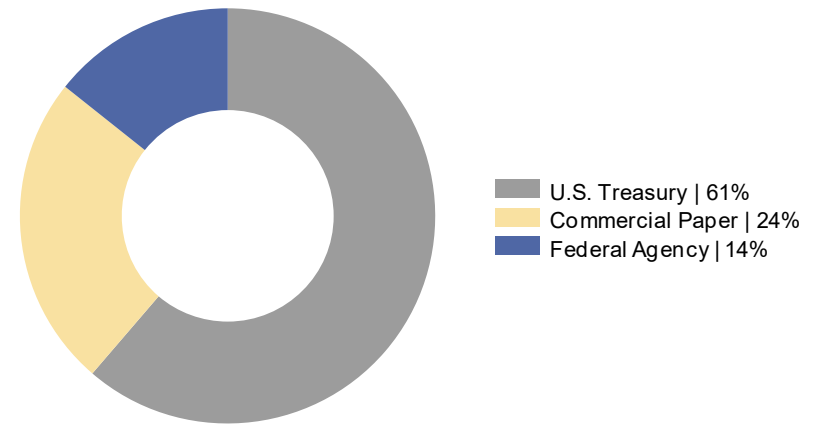
1. Yield and duration calculations exclude cash and cash equivalents. Sector allocation includes market values and accrued interest. The portfolio's benchmark is the ICE BofAML 3 Month U.S. Treasury Index. Source: Bloomberg. An average of each security's credit rating was assigned a numeric value and adjusted for its relative weighting in the portfolio.

Portfolio Snapshot - MNAA SERIES 2022 REVENUE BONDS¹

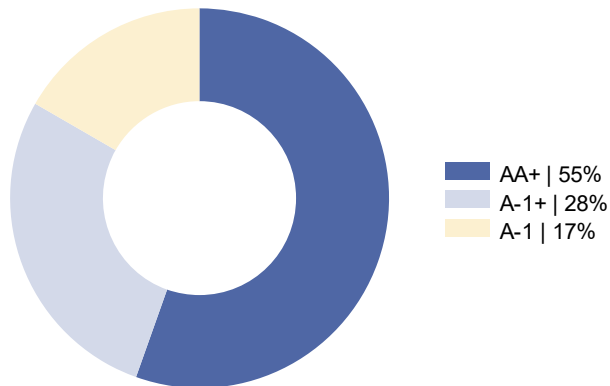
Portfolio Statistics

Total Market Value	\$412,115,423.60
<i>Securities Sub-Total</i>	\$275,670,986.16
<i>Accrued Interest</i>	\$99,437.84
<i>Cash</i>	\$136,344,999.60
Portfolio Effective Duration	0.72 years
Yield At Cost	4.61%
Yield At Market	4.74%
Portfolio Credit Quality	AA

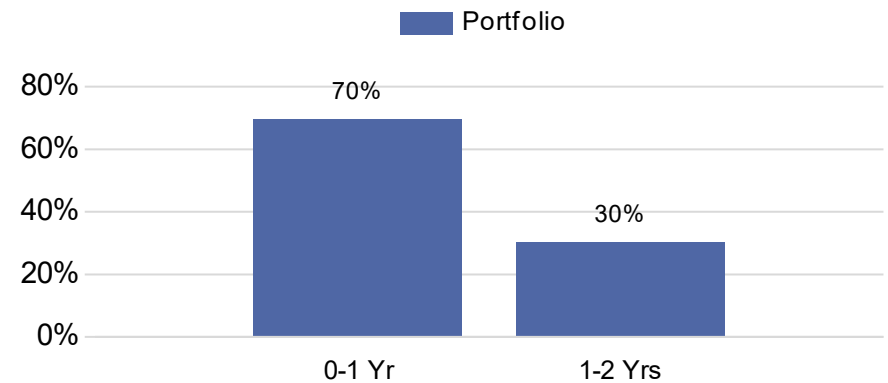
Sector Allocation



Credit Quality - S&P



Duration Distribution



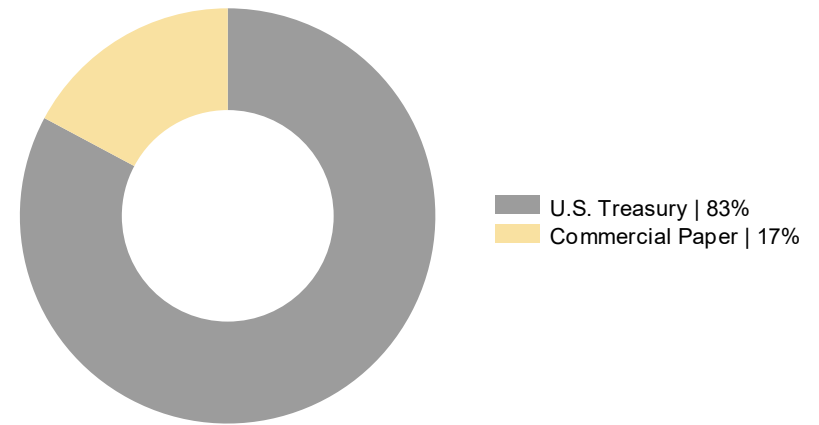
1. Yield and duration calculations exclude cash and cash equivalents. Sector allocation includes market values and accrued interest. An average of each security's credit rating was assigned a numeric value and adjusted for its relative weighting in the portfolio.

Portfolio Snapshot - MNAA SERIES 2022 CAP I¹

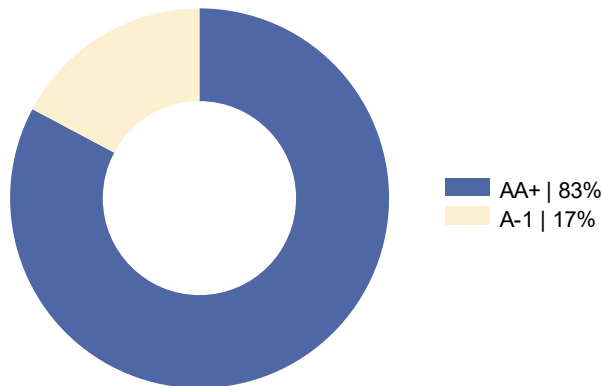
Portfolio Statistics

Total Market Value	\$44,444,622.63
<i>Securities Sub-Total</i>	\$22,732,185.47
<i>Accrued Interest</i>	\$36,824.32
<i>Cash</i>	\$21,675,612.84
Portfolio Effective Duration	1.36 years
Yield At Cost	4.51%
Yield At Market	4.71%
Portfolio Credit Quality	AA

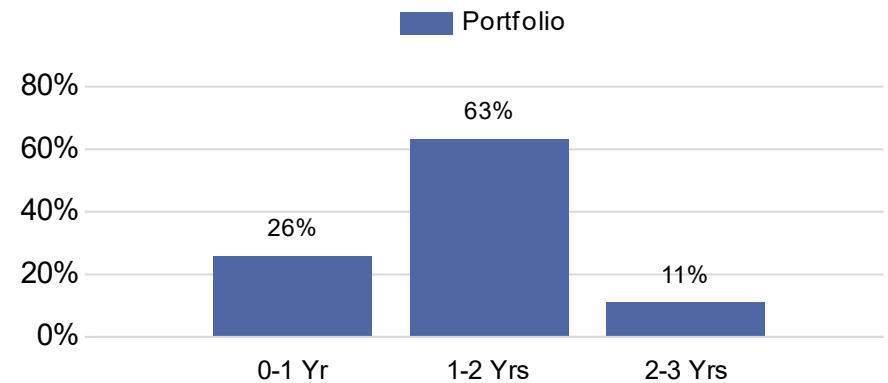
Sector Allocation



Credit Quality - S&P



Duration Distribution



1. Yield and duration calculations exclude cash and cash equivalents. Sector allocation includes market values and accrued interest. An average of each security's credit rating was assigned a numeric value and adjusted for its relative weighting in the portfolio.

Important Disclosures

This material is for general information purposes only and is not intended to provide specific advice or a specific recommendation, as it was prepared without regard to any specific objectives or financial circumstances.

Investment advisory services are provided by PFM Asset Management LLC ("PFMAM"), an investment adviser registered with the U.S. Securities and Exchange Commission and a subsidiary of U.S. Bancorp Asset Management, Inc. ("USBAM"). USBAM is a subsidiary of U.S. Bank National Association ("U.S. Bank"). U.S. Bank is a separate entity and subsidiary of U.S. Bancorp. U.S. Bank is not responsible for and does not guarantee the products, services or performance of PFMAM. The information contained is not an offer to purchase or sell any securities. Additional applicable regulatory information is available upon request.

PFMAM professionals have exercised reasonable professional care in the preparation of this performance report. Information in this report is obtained from sources external to PFMAM and is generally believed to be reliable and available to the public; however, we cannot guarantee its accuracy, completeness or suitability. We rely on the client's custodian for security holdings and market values. Transaction dates reported by the custodian may differ from money manager statements. While efforts are made to ensure the data contained herein is accurate and complete, we disclaim all responsibility for any errors that may occur. References to particular issuers are for illustrative purposes only and are not intended to be recommendations or advice regarding such issuers. Fixed income manager and index characteristics are gathered from external sources. When average credit quality is not available, it is estimated by taking the market value weights of individual credit tiers on the portion of the strategy rated by a NRSRO.

It is not possible to invest directly in an index. The index returns shown throughout this material do not represent the results of actual trading of investor assets. Third-party providers maintain the indices shown and calculate the index levels and performance shown or discussed. Index returns do not reflect payment of any sales charges or fees an investor would pay to purchase the securities they represent. The imposition of these fees and charges would cause investment performance to be lower than the performance shown.

The views expressed within this material constitute the perspective and judgment of PFMAM at the time of distribution and are subject to change. Any forecast, projection, or prediction of the market, the economy, economic trends, and equity or fixed-income markets are based upon certain assumptions and current opinion as of the date of issue and are also subject to change. Some, but not all assumptions are noted in the report. Assumptions may or may not be proven correct as actual events occur, and results may depend on events outside of your or our control. Changes in assumptions may have a material effect on results. Opinions and data presented are not necessarily indicative of future events or expected performance.

For more information regarding PFMAM's services or entities, please visit www.pfmam.com.

© 2022 PFM Asset Management LLC. Further distribution is not permitted without prior written consent.

Important Disclosures

- Market values that include accrued interest are derived from closing bid prices as of the last business day of the month as supplied by Refinitiv, Bloomberg, or Telerate. Where prices are not available from generally recognized sources, the securities are priced using a yield-based matrix system to arrive at an estimated market value.
- In accordance with generally accepted accounting principles, information is presented on a trade date basis; forward settling purchases are included in the monthly balances, and forward settling sales are excluded.
- Performance is presented in accordance with the CFA Institute's Global Investment Performance Standards (GIPS). Unless otherwise noted, performance is shown gross of fees. Quarterly returns are presented on an unannualized basis. Returns for periods greater than one year are presented on an annualized basis. Past performance is not indicative of future returns.
- Bank of America/Merrill Lynch Indices provided by Bloomberg Financial Markets.
- Money market fund/cash balances are included in performance and duration computations.
- Standard & Poor's is the source of the credit ratings. Distribution of credit rating is exclusive of money market fund/LGIP holdings.
- Callable securities in the portfolio are included in the maturity distribution analysis to their stated maturity date, although, they may be called prior to maturity.
- MBS maturities are represented by expected average life.

Glossary

- **Accrued Interest:** Interest that is due on a bond or other fixed income security since the last interest payment was made.
- **Agencies:** Federal agency securities and/or Government-sponsored enterprises.
- **Amortized Cost:** The original cost of the principal of the security is adjusted for the amount of the periodic reduction of any discount or premium from the purchase date until the date of the report. Discount or premium with respect to short-term securities (those with less than one year to maturity at time of issuance) is amortized on a straight line basis. Such discount or premium with respect to longer-term securities is amortized using the constant yield basis.
- **Asset-Backed Security:** A financial instrument collateralized by an underlying pool of assets – usually ones that generate a cash flow from debt, such as loans, leases, credit card balances, and receivables.
- **Bankers' Acceptance:** A draft or bill of exchange accepted by a bank or trust company. The accepting institution guarantees payment of the bill as well as the insurer.
- **Commercial Paper:** An unsecured obligation issued by a corporation or bank to finance its short-term credit needs, such as accounts receivable and inventory.
- **Contribution to Total Return:** The weight of each individual security multiplied by its return, then summed for each sector to determine how much each sector added or subtracted from the overall portfolio performance.
- **Effective Duration:** A measure of the sensitivity of a security's price to a change in interest rates, stated in years.
- **Effective Yield:** The total yield an investor receives in relation to the nominal yield or coupon of a bond. Effective yield takes into account the power of compounding on investment returns, while nominal yield does not.
- **FDIC:** Federal Deposit Insurance Corporation. A federal agency that insures bank deposits to a specified amount.
- **Interest Rate:** Interest per year divided by principal amount and expressed as a percentage.
- **Market Value:** The value that would be received or paid for an investment in an orderly transaction between market participants at the measurement date.
- **Maturity:** The date upon which the principal or stated value of an investment becomes due and payable.
- **Negotiable Certificates of Deposit:** A CD with a very large denomination, usually \$1 million or more, that can be traded in secondary markets.
- **Par Value:** The nominal dollar face amount of a security.
- **Pass-through Security:** A security representing pooled debt obligations that passes income from debtors to its shareholders. The most common type is the mortgage-backed security.

Glossary

- **Repurchase Agreements:** A holder of securities sells these securities to an investor with an agreement to repurchase them at a fixed price on a fixed date.
- **Settle Date:** The date on which the transaction is settled and monies/securities are exchanged. If the settle date of the transaction (i.e., coupon payments and maturity proceeds) occurs on a non-business day, the funds are exchanged on the next business day.
- **Supranational:** A multinational union or association in which member countries cede authority and sovereignty on at least some internal matters to the group, whose decisions are binding on its members.
- **Trade Date:** The date on which the transaction occurred; however, the final consummation of the security transaction and payment has not yet taken place.
- **Unsettled Trade:** A trade which has been executed; however, the final consummation of the security transaction and payment has not yet taken place.
- **U.S. Treasury:** The department of the U.S. government that issues Treasury securities.
- **Yield:** The rate of return based on the current market value, the annual interest receipts, maturity value, and the time period remaining until maturity, stated as a percentage on an annualized basis.
- **YTM at Cost:** The yield to maturity at cost is the expected rate of return based on the original cost, the annual interest receipts, maturity value, and the time period from purchase date to maturity, stated as a percentage on an annualized basis.
- **YTM at Market:** The yield to maturity at market is the rate of return based on the current market value, the annual interest receipts, maturity value, and the time period remaining until maturity, stated as a percentage on an annualized basis.

RESOLUTION NO. 04-02

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE METROPOLITAN NASHVILLE AIRPORT AUTHORITY ESTABLISHING A CODE OF BUSINESS CONDUCT AND ETHICS POLICY AND DISCLOSURE REQUIREMENT FOR COMMISSIONERS

WHEREAS, pursuant to Tenn. Code Ann. § 42-4-101, *et seq.*, the Metropolitan Nashville Airport Authority (hereinafter, the "Authority") has the power to adopt a Code of Business Conduct and Ethics policy dealing with the duties and obligations of Commissioners to the Authority and to require disclosure by Commissioners of any potential conflicts of interest; and

WHEREAS, the Board of Commissioners (hereinafter the "Board") desires to establish a Code of Business Conduct and Ethics policy for the Authority's Commissioners, which is attached hereto as Exhibit A; and

WHEREAS, the Board desires to establish a requirement that, on an annual basis, Authority Commissioners disclose any potential conflict of interest that arises with regard to their duties and obligations as Commissioners to the Authority, Commissioners -- Conflict of Interest Disclosure, which is attached hereto as Exhibit B; and

WHEREAS, the Code of Business Conduct and Ethics policy and the Commissioners -- Conflict of Interest Disclosure are designed to facilitate appropriate conduct relating to the Authority's relationships, to avoid any actual or perceived misconduct or impropriety, and to ensure that the Authority's business activities, through its Commissioners, are conducted free of favor, privilege, preferential treatment, discrimination, or conflict of interest.

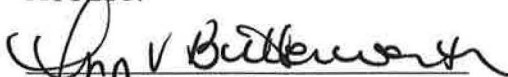
NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF THE COMMISSIONERS OF THE METROPOLITAN NASHVILLE AIRPORT AUTHORITY AS FOLLOWS:

Section 1.: That the Board hereby adopts the Code of Business Conduct and Ethics Policy and the Conflict of Interest Disclosure requirement, which are attached hereto as Exhibits A and B, respectively;


Section 2.: That this Resolution shall take effect as provided herein and be made a part of the Board's official Minutes of Record.

APPROVED THIS January 28, 2004.

ATTEST:


Ann V. Butterworth
Secretary

ADOPTED:


James H. Cheek, III
Chairman, Board of Commissioners

APPROVED AS TO FORM & LEGALITY:


Stokes, Bartholomew, Evans & Petree, P.A.
General Counsel

RECOMMENDED:

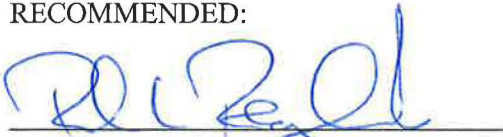

Raul L. Regalado
President & CEO

EXHIBIT A

COMMISSIONERS -- CODE OF BUSINESS CONDUCT AND ETHICS

Section 1 – Introduction

The maintenance of the highest standards involving honesty, integrity, impartiality and ethical conduct by Commissioners and agents of the Metropolitan Nashville Airport Authority is essential to ensure adherence to appropriate conduct relating to the Authority's relationships. Any actual or appearance of misconduct or impropriety shall be avoided. The Authority's business activities, through its Commissioners, shall be conducted free of favor, privilege, preferential treatment, discrimination, or conflict of interest.

Each Commissioner shall disclose, to the best of the Commissioner's knowledge, information, or belief, the nature of any direct or indirect interest he, she or any immediate family member may have in Authority business and remove himself or herself from any involvement in the matter, including any decision-making or administrative process. Each Commissioner shall avoid any action, whether or not specifically prohibited by this procedure or state law, which might result in or create the appearance of the following:

- (1) Using his or her position for private gain;
- (2) Providing preferential treatment to any person or entity;
- (3) Interfering with the interests of the Authority;
- (4) Circumventing channels for conducting Authority business; or
- (5) Acting in a manner that may reduce public confidence in the integrity of the Authority.

Section 2 – MNAA Contracts

The long-standing policy of the Board of Commissioners, as reflected in its Bylaws relating to such conduct, is as follows:

No member of the Board of Commissioners shall be directly interested in any contract to which the Authority is a party or which is to be paid for by the Authority.

No member of the Board of Commissioners of the Authority shall be indirectly interested in any contract to which the Authority is a party or which is to be paid for by the Authority unless the Commissioner publicly acknowledges this interest and recuses himself or herself from duties involving the contract, which may include considering, voting on, overseeing, or supervising the particular contract.

“Directly Interested” means any contract with any business in which a person is the sole proprietor, a partner, or the person having a controlling interest. The term “controlling interest” includes the individual with the ownership or control of the largest number of outstanding shares owned by any single individual or corporation.

“Indirectly Interested” means any contract in which the person is interested but not directly so, including contracts where those persons are directly interested but are the sole supplier of goods or services in the Authority's service area. An indirect financial interest also includes a direct interest on the part of an immediate family member of a Commissioner. “Immediate family member” means a parent, sibling, spouse or child of a Commissioner.

Further, no Commissioner of the Authority shall directly or indirectly use, disclose or allow the use of confidential information which was obtained through or in connection with his or her Authority relationship, and which has not been made available to the general public for the purpose of furthering the private interest or personal profit of any person, including the Commissioner.

It is intended that these provisions shall be in addition to and supplement state law concerning the interest of public officials in public contracts.

Section 3 – Gifts, Entertainment, and Favors

- (A) No Commissioner shall solicit or accept, directly or indirectly, on behalf of himself, herself, or any immediate family member of the Commissioner, any gift, gratuity, service, favor, entertainment, lodging, transportation, loan, loan guarantee or any other thing of monetary value from any person who:
- (1) Has, or is seeking to obtain, contractual or other business or financial relations with the Authority;
 - (2) Conducts operations or activities which are regulated by the Authority; or
 - (3) Has interests that may be substantially affected by the performance or nonperformance of the Commissioner's official duties.

- (B) No Commissioner, directly or indirectly, shall make a gift or provide entertainment or a favor for the purpose of inducing the recipient to conduct business with the Authority without first pre-clearing the same through the General Counsel.
- (C) The following do not constitute "gifts, entertainment, and favors" as prohibited by this Section:
 - (1) Gifts, entertainment, or favors from family members or friends of long standing when the relationship clearly has no business interest as a motivating factor. Should any relationship occur whereby it could be perceived as impacting the business interests of the Authority, any gift, entertainment, or favor which exceeds \$150.00 in value, shall be disclosed by the Commissioner to the General Counsel as to the nature and value of the gift, entertainment, or favor.
 - (2) Loans from established financial institutions made in the ordinary course of business on usual and customary terms, so long as there are no guarantees or collateral provided by any person described in Subsection (A) of this section.
 - (3) Acceptance of advertising or promotional material of nominal value (less than \$150.00) such as pens, pencils, note pads, key chains, calendars and similar items.
 - (4) Business meals or entertainment, or gifts of nominal value (less than \$150.00) which are customary in the business community or the airport and airline industry and where the Commissioner is attending in an official capacity relating to his or her office. Included in this exception are meals and entertainment when they are part of the Commissioner's participation in a charitable, civic, or community event that has a relationship to the Commissioner's office.
 - (5) Acceptance of discounts or rebates on merchandise or services of nominal value (less than \$150.00) or that do not exceed those available to general public.
 - (6) Acceptance of gifts of nominal value (less than \$150.00) related to commonly recognized events or occasions, such as a promotion, new job, wedding, retirement, etc.
 - (7) Acceptance of civic, charitable, education, or religious organization awards for recognition of service and accomplishment.

Section 4 – MNAA Facilities

No Commissioner shall use the facilities, equipment, personnel, or supplies of the Authority or its agencies for purposes other than officially approved activities, except to the extent that they are lawfully available to the general public.

Section 5 – Compliance with Laws, Rules and Regulations

Each Commissioner shall comply with all laws, rules and regulations applicable to the Authority and shall promote such compliance by all employees of the Authority.

Section 6 – Compliance

When there is a question of interpretation of the guidelines in this Procedure, the Commissioner shall exercise the initiative of discussing the matter with the General Counsel, who will consider the applicable facts and advise the Commissioner accordingly.

EXHIBIT B

COMMISSIONERS -- CONFLICT OF INTEREST DISCLOSURE

1. Have you had a direct interest in any contract to which MNAA is a party or which is to be paid for by MNAA within the past 12 months?

If yes, specify the contract, the business or entity in which you had a direct interest, and the specific nature of your interest.

2. Have you had an indirect interest in any contract to which MNAA is a party or which is to be paid for by MNAA within the past 12 months?

If yes, specify the contract, the business or entity in which you had an indirect interest, and the specific nature of your interest.

3. Do you or any of your immediate family members have a financial interest in any business or entity that does business with the Authority or any of its concessionaires or contractors?

If yes, specify the business or entity in which you or any immediate family member has a financial interest and the specific nature of your interest.

4. Do you or any of your immediate family members have a financial interest exceeding 5% in any real property within a three-mile radius of the passenger terminal at Nashville International Airport, excepting interests in primary personal residences?

If yes, identify the real property in which you or any immediate family member has a financial interest and the specific nature of your interest.

5. Are you a party to or do you have a financial interest in any litigation involving the Airport Authority or another entity with a relationship to the Authority?

If yes, indicate the case name of the litigation, the court where it is pending, and your interest in the litigation.

6. Please provide any further information which you deem pertinent to actual or potential conflicts of interest.

I hereby certify that the answers to the foregoing questions are correctly stated to the best of my knowledge, information, and belief.

Date

Signature

THIRD AMENDED AND RESTATED BYLAWS

OF THE

BOARD OF COMMISSIONERS

OF THE

METROPOLITAN NASHVILLE AIRPORT AUTHORITY

Nashville, Tennessee

**THIRD AMENDED AND RESTATED BYLAWS
OF THE
METROPOLITAN NASHVILLE AIRPORT AUTHORITY
BOARD OF COMMISSIONERS**

**ARTICLE I
GENERAL**

1.1 Purpose. The Metropolitan Nashville Airport Authority (the “Authority”) was established under Chapter 174 of the Public Acts of 1969 of the State of Tennessee (as codified in T.C.A. 42-4-101 et seq.) in Resolution No. 70-872 of the Council of the Metropolitan Government of Nashville and Davidson County, Tennessee. It is organized for, and has as its purpose, the management, operation, financing and maintenance of the Nashville International Airport, the John C. Tune Airport and other airports or auxiliary fields either acquired by or placed under the control of the Authority.

1.2 Location of Offices. The principal offices of the Authority for the centralized administrative management activities and technical support services shall be the Metropolitan Nashville Airport Authority’s headquarters at the Nashville International Airport, Nashville, Tennessee. The Board of Commissioners (the “Board”) shall have the power and authority to permit the establishment and maintenance of other offices for the actual day-to-day operations at individual airports which it has either acquired or which it controls, and establish and maintain such substitute or other offices as may be required from time to time.

**ARTICLE II
BOARD OF COMMISSIONERS**

2.1 General Powers. The Board establishes the broad policies which govern the operation of the Authority. All powers granted to the Authority shall be vested in and exercised by or under the authority of the Board.

2.2 Membership. The composition of the membership of the Board, the terms of office of the members, and the conditions of membership are as provided in Tennessee Code Annotated Section 42-4-105, as amended, and are incorporated by reference into these Bylaws as if fully set forth herein, including all future amendments thereto.

2.3 Board Officers.

2.3.1 General. At the May meeting of the Board in years ending in an even number, the Board, by affirmative vote of a majority of its members, shall elect from among its members a Chair, a Vice Chair and a Secretary, each of whom shall continue to be voting members of the Board. Unless otherwise determined by the Board at the time of his or her election, the Chair, Vice Chair and Secretary shall serve for a term of two years each beginning on July 1 and until his or her successor is elected and qualified. The Board may from time to

time establish such other offices and positions as may be necessary to carry out the functions of the Board.

2.3.2 Chair. The Chair shall preside at all regular and special meetings of the Board. The Chair shall, on behalf of the Authority, sign all documents requiring and receiving Board approval. The Chair may appoint one (1) or more Commissioners, or any of the committees of the Board, to consult with and assist the Authority staff as he or she deems is required or appropriate to effectuate a major area of responsibility of the Authority.

2.3.3 Vice Chair. In the absence of the Chair, the Vice Chair will act as Chair and perform all duties and responsibilities bestowed upon the Chair. He or she shall perform such other duties as the Board may authorize or as may be assigned by the Chair.

In the event that the Chair and Vice Chair are absent, the members of the Board constituting a quorum shall designate a member among them to serve as acting Chair.

2.3.4 Secretary. The Secretary shall keep, or cause to be kept, in one or more books provided for the purpose, the minutes of all meetings of the Board and the committees thereof. He or she shall provide, or cause to be provided, notice of all meetings of the Board and of the committees of the Board, in accordance with the provisions of these Bylaws and as required by law. The Secretary shall, in general, perform, or cause to be performed, all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board or the Chair.

2.3.5 Vacancy. Any vacancy of an Officer shall be filled for said Officer's unexpired term in such office at a subsequent meeting of the Board by affirmative vote of a majority of the members of the Board.

2.4 Meetings.

2.4.1 Regular Meetings. The Board shall hold regular meetings on the third Wednesday of each month, at the official headquarters established for the operating organization of the Authority, or on such other date or frequency or at such other location as the Board may designate from time to time, with such notice as may be required by law.

2.4.2 Special Meetings. The Chair, Vice Chair or any three (3) Commissioners may call a special meeting of the Board by notifying each Commissioner of such special meeting in writing not later than seventy-two (72) hours preceding the meeting.

2.4.3 Quorum and Voting. A majority of the number of Commissioners in office immediately before the meeting begins shall constitute a quorum for the transaction of business by the Board. Whenever a quorum has been established, it shall not be considered broken by the subsequent withdrawal of any of those present. Unless otherwise required by law or these Bylaws, the affirmative vote of a majority of the Commissioners present constitutes the official action of the Board.

2.4.4 Public Notice. Public notice of all meetings of the Board, whether regular or otherwise, or of any committee or subcommittee thereof, shall be rendered in accordance with Tennessee law.

2.4.5 Records and Minutes. All meetings or any part thereof, whether regular, committee or otherwise, shall be documented by minutes reflecting all actions by the Board in accordance with Tennessee law. Written resolutions adopted by the Board and minutes of its meetings become and constitute the official records of the Authority, and shall be available for public inspection and copying in accordance with applicable law. Such copying shall be performed upon payment to the Authority of all reasonable associated material, labor, and administrative costs. Official records of the Authority shall be maintained in the custody and control of such Authority personnel as the Secretary of the Board may designate at all times.

2.5 Compensation. Commissioners shall receive no salary, but shall be reimbursed for necessary expenses incurred in the performance of their official duties.

2.6 Board Committees. The Chair, subject to the Board's confirmation, shall have the authority to create one or more committees of the Board, each consisting of one or more members of the Board, and to determine the duties and responsibilities of the various committees and the terms of office of committee members. The Chair, subject to the Board's confirmation, shall make all appointments of the chairpersons and members of each such committee.

ARTICLE III STAFF OFFICERS

3.1 Identity. The staff officers of the Authority shall be a President, a Secretary (the "Staff Secretary"), an Auditor, Legal Counsel, a Treasurer, a Chief Engineer and such other officers as may from time to time be appointed by the President, including assistants thereto. One person may simultaneously hold more than one office, except that of Auditor, and the President may not simultaneously hold the office of Staff Secretary.

In case of the absence or disability of any officer of the Authority or of any person authorized to act in his or her place, the President may from time to time delegate the powers and duties of such officer to any officer or any other employee of the Authority whom the President may select during such period.

3.2 Selection. The President shall be appointed and employed by the Board by contract which establishes the conditions of employment, including salary and term of office. The President may only be removed by a majority vote of the members of the Board. The President shall appoint the Staff Secretary, Auditor, Legal Counsel, Treasurer and Chief Engineer. The Board shall confirm or reject the President's appointment for the positions of Staff Secretary, Treasurer, Auditor, Legal Counsel and Chief Engineer. All other officers and employees of the Authority shall be appointed by the President, subject, as it may apply, to any civil service plan adopted by the Board.

3.3 Duties of Officers.

3.3.1 President. The President shall be the chief executive and administrative officer of the Authority and shall have general supervision over the active management of the business of the Authority. The President shall attend, to the extent reasonably possible, all meetings of the Board and shall submit such periodic reports to the Board as it may direct. The President shall have the general powers and duties of supervision and management usually vested in such an office and shall perform such other duties as the Board may from time to time prescribe.

3.3.2 Staff Secretary. The Staff Secretary shall generally assist the Board Secretary and may attest the signature of an authorized officer of the Board with approval from the Board Secretary. The Staff Secretary shall attend, to the extent reasonably possible, all meetings of the Board and all committees thereof and shall perform such other duties with respect to the keeping of minutes and the provision of notice of meetings on behalf of the Secretary of the Board. He or she shall prepare and record all votes and minutes of such meetings in a book to be kept for that purpose and shall perform like duties for any committee action when required. The Staff Secretary shall give, or cause to be given, notice of all meetings of the Board or committees as required by law. The Staff Secretary shall perform such other duties as may be prescribed from time to time by the President or the Board.

3.3.3 Auditor. The Auditor shall be an independent certified public accountant or firm licensed to practice in Tennessee. The Auditor shall conduct an independent audit of the financial affairs of the Authority on an annual basis. The Auditor's Statement and Report shall be prepared in accordance with generally accepted auditing standards and governmental auditing standards issued by the Comptroller General of the United States and requirements of the Comptroller of the Treasury of the State of Tennessee and shall be submitted individually to the President and the Board within one hundred twenty (120) days following the close of each fiscal year or from the date the audit was requested, whichever is earlier. The Auditor shall perform such other duties as may be prescribed from time to time by the President or the Board.

3.3.4 Legal Counsel. Legal Counsel shall advise and represent the Authority and its Board and shall perform such other duties as may be incident to the office or as may be prescribed from time to time by the Board or the President. Legal Counsel shall review the form and legality of all Authority documents submitted to the Board for approval and shall give, as requested, legal advice and opinions to the Board and officers.

Legal Counsel shall be a person or firm licensed to practice law in Tennessee and who or which demonstrates broad experience in the legal, corporate, governmental, financial and property affairs of a major air carrier airport and regional system of airports.

3.3.5 Treasurer. The Treasurer shall keep or cause to be kept a full and accurate account of receipts and disbursements in books belonging to the Authority, and shall deposit or cause to be deposited all monies and other valuable effects in the name and to the credit of the Authority in such depository as may be designated by the President. The Treasurer shall disburse or cause to be disbursed the funds of the Authority as required in the ordinary

course of business or as may be ordered by the President, taking proper vouchers for such disbursements, and shall render to the President, the Chair and Commissioners at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and the financial condition of the Authority. The Treasurer shall perform such other duties as may be incident to his or her office or as may be prescribed from time to time by the President or the Board.

3.3.6 Chief Engineer. The Chief Engineer shall plan, administer, organize and direct engineering functions performed by staff or professional consultants associated with maintenance, repair, improvements or expansion of facilities operated by the Authority. The Chief Engineer shall perform such other duties as may be incident to his or her office or as may be prescribed from time to time by the President or the Board.

3.3.7 Other Officers. All other officers shall exercise such powers and perform such duties as may be delegated to them and as may be prescribed from time to time by the President or the Board.

**ARTICLE IV
GENERAL POLICIES OF THE BOARD**

4.1 Employment Policies.

4.1.1 Personnel Administration. The Board shall adopt a Personnel Management Plan and the President shall be responsible for overseeing, developing and fostering the effectiveness of the Personnel Management Plan. The Personnel Management Plan shall be available for inspection and review during normal business hours at the Authority’s Human Resources Office.

4.1.2 Nondiscrimination. There will be no discrimination against any employee or applicant for employment because of race, color, religion, sex, national origin, age, disability, citizenship, veteran status or any other legally protected status in connection with selection, job assignment, promotion, compensation, discipline, termination, access to benefits and training or any other employment related practice.

4.2 Conflicts of Interest.

4.2.1 Employee Conflict of Interest Policy. The President shall adopt a Conflict of Interest Policy for employees, which shall include requirements for disclosure of conflicts of interest.

4.2.2 Board Code of Business Conduct and Ethics Policy. The Board shall adopt a Code of Business Conduct and Ethics Policy, which shall include requirements for disclosure of conflicts of interest.

4.3 Fiscal Affairs. Subject to applicable law, the Authority's fiscal year shall be from July 1 to June 30, inclusive, or such other period as the Board may from time to time determine. All monies under the control of the Authority shall be maintained pursuant to provisions of any and all binding covenants or contracts or as provided for by the Board. Individual airports either acquired by or under the control of the Authority shall be regarded as separate accounting entities for which a separate and distinct fund shall be maintained. Generally accepted accounting principles as defined by the American Institute of Certified Public Accountants ("AICPA") Auditing Standards Board's Statement on Auditing Standard No. 69, or any successor standard, shall govern the accounting treatment of all transactions for external financial reporting.

4.3.1 Financial Report. A financial report shall be prepared monthly including a summary of receipts and disbursements, transfers of monies between funds, comparisons of actual and budgeted expenditures and any other financial information which illustrates a significant development, an important trend or as the Board may from time to time deem relevant or appropriate. Special financial reports or information shall be provided to the Board at its request.

4.3.2 Operating Budget. An operating budget for the Authority shall be prepared annually by the President and submitted to the Board for approval at least sixty (60) days prior to the beginning of the Authority's fiscal year. If such budget shall not have been acted upon by the Board by July 1, the first day of the fiscal year, the proposed budget shall become effective, subject to subsequent action by the Board. Operating budgets for individual airports either acquired by or under control of the Authority shall be submitted in like manner to the Board for approval and action. The operating budgets shall include detailed estimates of operating and non-operating revenue, operating and non-operating expenses and interest income and expenses. Requests for additional appropriations shall be submitted to the Board for approval.

4.3.3 Capital Improvements Budget. A capital improvements budget shall be prepared annually for a five (5) year period and submitted to the Board for approval at least sixty (60) days prior to the beginning of the Authority's fiscal year. Unless otherwise indicated, the approved appropriations are valid through the completion of the project. The President shall have the authority to permit any budget modification that does not increase the Authority's total approved local share. Otherwise, proposed changes to the capital improvements budget shall be submitted by the President to the Board for approval.

4.3.4 Capital Improvements Not Requiring Airline Approval. The President may approve the purchase of items from the Capital Improvement Fund, as permitted by Authority Signatory Lease Agreements.

4.3.5 Transfer of Monies. The President may approve the transfer of monies from one fund to another for the purpose of cash flow management without Board approval, as permitted by provisions of any and all binding resolutions, covenants or contracts that govern the management of Authority monies; provided, however, that such transfers are reported to the

Board at the next regularly scheduled Board meeting in the Financial Report. The source of repayment of such monies must be identifiable.

4.4 Contracting Matters.

4.4.1 Authorization to Contract.

4.4.1.1 Approval of the Board is required for any contract, lease, agreement, amendment, supplemental agreement or change order for goods, services, or capital outlay items which:

- (a) Contemplates annual payment by or to the Authority of more than Five Hundred Thousand Dollars (\$500,000); or,
- (b) Grants or conveys an exclusive operating right at any airport; or,
- (c) Involves a term which equals or exceeds eight (8) years; or,
- (d) Affects the public terminal area and associated public parking areas.

Except as specifically provided in Section 4.4.2, the sale, conveyance, encumbrance, leasing or disposal of real property is subject to the terms of this Section 4.4.1.1.

For purposes of this Section 4.4.1.1, the term “affects” shall mean only material changes, as determined by the President after consultation with the Chair, in the use of or significant impact upon the operation of the public terminal area or the associated public parking areas.

For purposes of this Section 4.4.1.1, the term “public terminal area” shall mean all that certain land and those certain improvements at and in the vicinity of the passenger terminal at Nashville International Airport which the Authority determines to be accessible to all members of the general public for the accommodation of passengers and/or freight, which include, without limitation, common areas within the terminal core and the passenger concourses; the public sections of restaurants, shops and other retail establishments; passenger hold rooms; surface and structural parking facilities; and the approaches, vehicular and pedestrian, to the passenger terminal. Specifically excluded from the definition of “public terminal area” are “non-public” areas, which are defined, without limitation, as secured areas, as determined in the sole and absolute discretion of the Authority, the Federal Aviation Administration, or any other governmental agency with jurisdiction; the tenant leased space excluded by such tenants from public access; office, storage, janitorial, and similar space leased by tenants or service providers; areas behind ticket/service counters; baggage processing areas; and such other areas as the Authority may determine from time to time are not accessible to the general public.

4.4.1.2 Except as provided in Section 4.4.1.1 hereof or as otherwise provided by the Board, the President may approve and execute, on behalf of the Authority, all other contracts, leases, agreements, amendments, supplemental agreements, and change orders, if no increase in the affected approved budget is required.

4.4.1.3 The President is further delegated the authority, subject to Section 4.4.1.1 hereof or as otherwise provided by the Board, to enter into any agreement for professional services or construction work on behalf of an Authority lessee, where the lessee has in its lease or by separate agreement authorized the amount to be paid for such goods/services and obligated itself to reimburse the Authority in full either immediately or during the term of the lease.

4.4.1.4 The powers of the President granted or delegated in Sections 4.4.1.2 and 4.4.1.3 may be further delegated by the President to any officer of the Authority, provided however that no such delegation shall exceed One Hundred Thousand Dollars (\$100,000) in each case.

4.4.1.5 All contracts, agreements, amendments, supplemental agreements, or change orders having an individual or aggregate cost in excess of Ten Thousand Dollars (\$10,000), or such other amount as required by controlling law or regulation, must receive the certification of the Treasurer as to the availability of funds.

4.4.1.6 The Authority shall comply with applicable federal and state law and with sound, equitable business practices in its procurement and negotiation of all contracts, leases, and agreements. No person, agency, corporation, or other entity shall utilize or be permitted to utilize any property of the airports owned and/or operated by the Authority for any revenue-producing, commercial, or private activities, except pursuant to the terms of a contract, lease, agreement, or permit executed on behalf of the Authority. No acquisition shall be made in the name of the Authority for the private use of any Commissioner, officer, or employee.

4.4.1.7 The Authority, in imposing rates, fees, and charges for the use of airport facilities or any real property or structure located on any airport, will consider each airport owned or controlled by the Authority as a separate accounting entity. Further, in determining rates, fees, and charges, the Authority shall not only adhere to sound business practices, but also to applicable federal regulatory guidelines, including, without limitation, regulations of the U.S. Department of Transportation and the Federal Aviation Administration pertaining to rates and charges and revenue diversion.

4.4.1.8 The President is authorized, after consultation with the Chair, to execute any contract, lease, agreement, amendment, supplemental agreement or change order which is necessary in an emergency or when necessary to comply with federal or state laws or regulations so long as said contract, lease, agreement, amendment, supplemental agreement or change order is presented to the Board at the next regularly scheduled Board meeting.

4.4.2 Easements and Similar Encumbrances. With approval by the Chair, the President may execute easements, rights-of-way, restrictions and other similar encumbrances affecting real property, on behalf of the Authority, which do not materially detract from the value of the property subject thereto or materially interfere with the ordinary conduct of the business of the Authority.

4.4.3 Procurement Procedures. The President shall issue procedures governing the procurement of goods and services; provided, however, that, on an annual basis, the President shall provide the Board with a copy of such procedures and any amendment thereto, and the Board shall have the right to rescind or modify such procedures or any amendment to the same.

4.5 Airport Master Plans / Airport Layout Plans. The President shall from time to time submit for approval to the Board an Airport Master Plan and an Airport Layout Plan for the Nashville International Airport, the John C. Tune Airport and individual airports or auxiliary fields acquired by or under the control of the Authority for Board approval.

4.6 Rules and Regulations. The President shall issue rules and regulations governing the operation, use and control of the Nashville International Airport and individual airports acquired by or under the control of the Authority. The President may modify those rules and regulations as he or she deems is required, and shall cause such rules and regulations to be available for public inspection at all airports under the control of the Authority. All users of and persons on any facility either acquired by or under the control of the Authority shall be subject to these rules and regulations.

4.7 Litigation. The President, with the recommendation of Legal Counsel, may authorize filing of litigation which is necessary or appropriate to the efficient or economical administration and operation of the Authority, the protection of the Authority's interests, or the accomplishment of the Authority's mission and objectives. The Board shall be advised of all such filings, other than litigation involving past due accounts, at its next regularly scheduled meeting. The President, with the recommendation of Legal Counsel, and after consultation with the Chair, may approve settlement of any litigation, except where a payment by the Authority exceeds Five Hundred Thousand Dollars (\$500,000), subject to any further restriction of authority that the Board, acting by resolution or otherwise, may impose on the President.

ARTICLE V REPORTS

The Authority, acting through the officers and the Board, shall provide quarterly reports and/or briefings of the activities and plans and conditions of the Authority to the Davidson County legislative delegation. Any proposals for capital expansion and/or improvements shall be given to such legislative delegation prior to such expansion or improvements.

ARTICLE VI INVALIDITY

In the event any provision of these Bylaws is found to be invalid or unenforceable under the laws of the State of Tennessee or other competent jurisdiction, the invalid provision(s) shall be deemed to be altered in such manner as is necessary to conform to the prevailing law.

Notwithstanding such alterations as may be necessary, all other provisions of these Bylaws shall remain in effect as written.

**ARTICLE VII
APPLICABILITY OF ROBERT'S REVISED RULES OF ORDER**

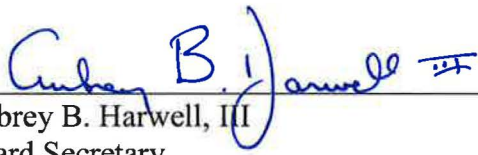
In the absence of a rule upon any subject not specifically provided for in these rules, the Board may refer to Robert's Revised Rules of Order for guidance.

**ARTICLE VIII
AMENDMENT**

These Bylaws may be altered, amended, repealed or restated and new Bylaws may be adopted, by an affirmative vote of a majority of the Board as then constituted at two (2) successive meetings of the Board or at one (1) meeting which is at least ten (10) days after the proposed text has been sent to and received by the individual Commissioners.

CERTIFICATION

These Third Amended and Restated Bylaws were adopted by the Board of Commissioners of the Metropolitan Nashville Airport Authority on the 17th day of August, 2016.



Aubrey B. Harwell, III
Board Secretary

Business Diversity Development, February FY'2023 Certification Report as of January FY'2023

Total Certified firms:	New Certified firms: 7/1/2022 - YTD	Totals	Firms Certified in January FY'23	Totals	New Applications Received: 7/1/2022 -YTD	Totals	New Certified Interstate Received: 7/1/2022 -YTD	Totals	Renewals Received: 7/1/2022 YTD	Totals	Denials, Delist & Withdrawals 7/1/2022-YTD	Totals	Monthly OnSite's Completed 7/1/2022-YTD
131 Firms	Construction:	4	Construction:	0	Construction:	12	Construction:	0	Construction:	76	Construction:	5	3
201 Firms	Professional Svcs:	12	Professional Svcs:	0	Professional Svcs:	32	Professional Svcs:	2	Professional Svcs:	127	Professional Svcs:	47	11
	professional	9	professional	0	professional	24	professional	2	professional	110	professional	42	9
	security	0	security	0	security	0	security	0	security	2	security	1	0
	janitorial	2	janitorial	0	janitorial	6	janitorial	0	janitorial	9	janitorial	1	1
	landscaping	1	landscaping	0	landscaping	2	landscaping	0	landscaping	6	landscaping	3	1
142 Firms	Goods/Svcs:	8	Goods/Svcs:	0	Goods/Svcs:	12	Goods/Svcs:	11	Goods/Svcs:	63	Goods/Svcs:	8	2
	printing/signage	0	printing/signage	0	printing/signage	0	printing/signage	0	printing/signage	5	printing/signage	0	0
	supplier	1	supplier	0	supplier	3	supplier	2	supplier	12	supplier	0	1
	miscellaneous	0	miscellaneous	0	miscellaneous	1	miscellaneous	0	miscellaneous	3	miscellaneous	2	0
	concessions	7	concessions	0	concessions	8	concessions	9	concessions	43	concessions	6	1
474 Total		24 Total		0 Total		56 Total		13 Total		266 Total		60 Total	16 Total

Certification Inquiries (phone, email, meet & greets)

Monthly Inquires: 35

Total Inquires YTD: 180

Report Date: 2/9/2022



BDD Educational Outreach, Technical Assistance, and Program Development Activity

FY '2023	Date of Event	BDD Outreach Engagement Event
Tennessee Latin American Chamber of Commerce (TLACC) Networking Luncheon	8/16/2022	BDD engaged with the Latin American groups/Vendors to create future partnership with MNAA.
GO-DBE Business to Business Networking Event (Construction)	9/15/2022	BDD engaged with the local certification groups/local potential vendors for certification and procurement partnerships with MNAA.
Layton Trade Partner Equity Program	10/6/2022	BDD conducted MNAA Certification overview and "How to Do Business w/MNAA" with local M/WBE selected vendors partners and Layton Construction.
Pathways Lending	12/16/2022	Kebbyn and Karmin spoke to Thomas Sheffield about Pathways Lending program opportunities
Vendor Community Outreach Event with Hensel Phelps Construction -BNA Project 2311 CCDX	12/19/2022	BDD supported Hensel Phelps engaged with the local certification and non certified groups/local potential vendors for certification partnerships with MNAA.
HDR Engineering	12/20/2022	Karmin met with Susan Rich about BNA's diversity programs and certification criteria was provided to HDR, and information on the mentoring program with NBIC