

Minutes of the Joint Meeting of the MNAA and MPC Operations, Engineering & Strategic Planning Committees



Date: August 9, 2023

Location: Metropolitan Nashville Airport Authority
Tennessee Boardroom

Time: 9:00 a.m.

Committee Members Present:

Bobby Joslin, Committee Chair; Tony Giarratana, Committee Vice
Chair; and Masami Tyson

Committee Members Absent:

Stuart McWhorter

Others Present:

Jimmy Granbery, Jack Johnson

MNAA Staff Present:

Doug Kreulen, Neale Bedrock, Lisa Lankford, Trish Saxman
Marge Basraj, Kristy Bork, Daniel Brown, Chris Davidson, Kristen
Deuben, David Griswold, Traci Holton, Ijeoma Ike, Carrie Logan,
Rachel Moore, Ted Morrissey, Josh Powell, Stacey Nickens,
Robert Ramsey, Davita Taylor and Colleen Von Hoene

I. CALL TO ORDER

Chair Joslin called the Joint Meeting of the MNAA and MPC Operations, Engineering & Strategic Planning (Operations) Committee to order at 9:00 a.m. pursuant to Public Notice dated August 4, 2023.

II. APPROVAL OF MINUTES

Chair Joslin asked for a motion to approve the minutes from the July 12, 2023 Operations Committee meeting. Vice Chair Giarratana made a motion and Commissioner Tyson seconded the motion. Chair Joslin asked Ms. Saxman for a roll call:

Chair Joslin – Yes

Vice Chair Giarratana – Yes

Commissioner Tyson – Yes

The motion was passed with a vote of 3 to 0.

III. PUBLIC COMMENTS

Chair Joslin stated there were no public comment requests received.

IV. CHAIR'S REPORT

Chair Joslin welcomed everyone and had no Chair's report.

V. ITEMS FOR APPROVAL

1. Professional Services Contract for Terminal 2 Siting Study

President Kreulen introduced Traci Holton, VP, Chief Engineer, to brief the Committee on the Professional Services Contract for Terminal 2 Siting Study. Ms. Holton introduced Doug Goldberg, the President and CEO of Strategic Planning Services, Inc. ("SPS"). The Terminal 2 Siting Study is a professional services contract for a comprehensive analysis to determine the location of Terminal 2. BNA is growing fast, and the existing terminal complex has a maximum capacity of 35M. A second terminal complex is necessary to accommodate passenger volume in excess of 35M. The siting study will use the master plan as a baseline which identifies the two sites. We will utilize this contract to study all aspects of operational and financial feasibility, and figure out where utilities will go, how big the terminal will be, and how the roads will work, as well as connection to the existing terminal complex.

Ms. Holton stated on May 1, 2023, MNAA published a Request for Qualifications ("RFQ") and on May 31, 2023 received 3 Statement of Qualifications ("SFQs") from SPS, HOK and Jacobsen Daniels. The selection committee evaluated the responses based on capability to perform, key personnel qualifications, qualifications, and experience of subconsultants, project approach, understanding of the project's potential challenges and SMWBE participation. All three were qualified, and SPS was the highest rated team based on their experience, qualifications and comprehensive team that includes, Demattei Wong Architecture, Faithful+Guild, Kimley Horn, Landrum & Brown, Munich Airport International, Garver, Lea+Elliott, Terracon, Gresham Smith, Civil Infrastructure (CIA), and Presentation & Design. The scope also includes relocation of the CONRAC, including siting the new location and connection to the two terminals. The SMWBE participation for this project was set at 6.5% MBE and/or WBE; and SPS committed to reach 7% WBE utilizing CIA and Presentation & Design. We are still negotiating this contract and asking for approval of \$3.5M NTE. This project is funded both by MNAA and Customer Facility Charges ("CFCs"). About \$0.5M for the CONRAC study will be paid with CFCs. SPS has 7 offices total, with two in China, and their headquarters is located in Cincinnati.

Chair Joslin asked if Runway 20R is in this siting study. President Kreulen replied yes. Chair Joslin also asked if MNAA owns any land on the other side of the runway. President Kreulen replied there is a 32

acre site right next to the center runway that MNAA owns and closer to Genesco, MNAA also owns that land. The land that is between the center runway, Donelson Pike and Murfreesboro Road is mostly all owned by Dell or whoever is operating that logistics facility. Chair Joslin asked if MNAA purchased the 32 acres a couple of years ago. President Kreulen replied yes, and it would cost about \$5M to \$6M to prep that 32 acres to put 2-3 small hangars on it, but no one has wanted to come in to do that. It is available and at some point, we will talk with Commissioner McWhorter and the Finance Committee about getting some money to develop it. Chair Joslin asked Mr. Goldberg if the study includes preliminary plans being drawn up. Mr. Goldberg replied yes and Neale Bedrock, General Counsel, stated guests are not allowed to speak. Ms. Holton responded yes, the siting study will tell us where everything will go, and all the elements for utilities, road, parking, people movers and how it will be financed.

Vice Chair Giarratana inquired if the rental car facility is a component of Terminal 2 or if it is just concurrent with the Terminal 2 siting study. Ms. Holton replied, great question, it is both, we may have to relocate the rental car facility, but it could go adjacent to Terminal 2. President Kreulen stated when AECOM did the Master Plan, they identified two places for a future terminal, one directly across Donelson Pike and the other where the National Guard currently operates, about 80 acres. If the National Guard moves to Smyrna, then the site would be a possible location. SPS will help MNAA evaluate and they may recommend some other site that has not yet been considered. President Kreulen stated in the picture of the two sites proposed in the Master Plan displayed, everything that is in green, we own, and we do not own what is not colored in.

He also showed the area for a potential 5th runway, which MNAA owns the majority of the land. We will be coming to the Committees in October to discuss the capacity of the existing 4 runways. BNA proposes to extend the North/South runway closest to the Genesco Building to 12K feet for Asia service, and President Kreulen showed that MNAA owns most of that land that is needed for the extension. Approximately 19 smaller homes may need to be purchased. MNAA will also need to purchase more of the land where the theoretical Harding Place Extension would go, and we would want to secure this land to accommodate a 5th runway when that need arises. Commissioner Granbery asked if there is any conversation about the 5th runway being the 12K foot runway. President Kreulen replied yes, and that is why the staff is calculating the throughputs of the existing 4 runways. Years ago, when we started looking at the 4K feet extension across Murfreesboro Road, lowering the road would cost about \$500M. To build a brand new runway and the associated taxiway structures may cost \$1B or more, so we want to evaluate the required timing for a 5th runway. This will be presented at the Board Retreat in October.

Commissioner Granbery asked in theory, if the new runway at 12K ft would be less per foot than the 4K foot extension on the existing runway. President Kreulen replied possibly, but the bigger challenge is the timing of a 5th runway versus an extension for Asia air service. And the other side of the house is we have been trying to get an environmental study for the runway extension approved by the Federal Aviation Administration (“FAA”) for the past two years, so we know what the level of effort will be for a 5th runway. If we do an environmental study for the extension and then decide we need a runway on the other side, it would waste more time. The Board Retreat in October will show the business cases and what our best forecast will be. Commissioner Granbery stated the Board already approved in prior meetings the funding for the environmental study. President Kreulen replied correct, \$15M has been approved -- \$5M for the study, \$5M for purchasing of property and \$5M for preliminary design. MNAA has already completed preliminary design of the runway, and once we get permission from the FAA to start the study, we would be able to start procuring the property. Chair Joslin said he thought the Board already bought 26 houses in that area. President Kreulen stated we bought property in area near 20L for noise mitigation, and we have been buying property when we see it come on the market.

Commissioner Tyson asked if either scenario impacts the traffic congestion problems we are currently having. President Kreulen replied we are working today to address some of the congestion with the road project, including relocating Donelson Pike and building a bigger ring road. TDOT is working simultaneously with us, and we have a study underway to figure out how we ensure the roads are good for 35M passengers. Assuming the Committee approves this, then SPS’s job is to figure out how this is going to work when we are at 70M passengers. If this gets approved, we will have kick off meetings and will also discuss at the October Board Retreat. Commissioner Tyson stated President Kreulen is talking about traffic flow within the airport, and she stated her question is more about the traffic coming into the airport, and asked is there a significant different between these two concepts. President Kreulen replied that is a great question, and no one has studied the capacity of I-40 or Briley Parkway to push 70M passengers to the airport on an annual basis. Again, he stated, we are at 22M passengers and plan for 35M passengers, and we do not want to build a second terminal and not be able to get passengers there. Those are the exact questions we want answered.

Ms. Holton requested the Operations Committee recommend to the Board of Commissioners that it authorize the Chair and President & CEO to execute the proposed On Call Engineering Professional Services Contract with Garver for an annual not-to-exceed contract value of \$5.5M.

Chair Joslin asked for a motion to approve as presented. Commissioner Tyson made a motion and Vice Chair Giarratana seconded the motion. Chair Joslin asked Ms. Saxman for a roll call:

Chair Joslin – Yes

Vice Chair Giarratana – Yes

Commissioner Tyson –Yes

The motion was passed with a vote of 3 to 0.

2. Professional Services Contract for On Call Engineering Services

Ms. Holton briefed the Committee on the Professional Services Contract for On Call Engineering Services. This contract will utilize on call professional engineering design services for all engineering-led capital projects for the next 3 years. Typically, if we do a separate solicitation for each of those, it takes up to 4 months to execute a contract and begin work and we have several projects to get moving to keep up with the pace regarding the airport. This contract will allow us to issue task orders against this contract and move a lot quicker to get designs done and to move forward. It is intended that this will be a 1 year contract with two 1-year renewal options and basically every engineering led capital project will go to this team. We have already identified 7 projects from the FY24 CIP that are listed in your staff analysis included in the Committee packets. On May 30, 2023, an RFQ was published and MNAA received 1 SOQ on June 29, 2023 from Garver, LLC. The selection committee evaluated and determined Garver, LLC to be comprehensive and a well-qualified team capable of performing engineering tasks. The reason why we received only 1 SOQ is because Garver, LLC's team consists of almost every firm in the area. It is a very comprehensive team, all local, covering all aspects of engineering. SMWBE participation level is 10% MBE and/or WBE; and Garver, LLC committed to meeting that using CIA and Shrewsberry. This contract is \$5M per year NTE, for a total of \$15M if the two renewal options are exercised.

Chair Joslin stated he is glad to see MNAA is proactive and getting out in front of this instead of waiting around for months to get items solicited and approved.

Ms. Holton requested the Operations Committee recommend to the Board of Commissioners that it authorize the Chair and President & CEO to execute the On Call Engineering Professional Services Contract with Garver, LLC for an annual not-to-exceed contract value of \$5M NTE.

Chair Joslin asked for a motion to approve as presented. Vice Chair Giarratana made a motion and Commissioner Tyson seconded the motion. Chair Joslin asked Ms. Saxman for a roll call:

Chair Joslin – Yes

Vice Chair Giarratana – Yes

Commissioner Tyson – Yes

The motion was passed with a vote of 3 to 0.

3. TARI – Telecommunication Provider License and Access Fees Agreement (Crown Castle)

Ms. Holton briefed the Committee on the Telecommunication Provider License and Access Fees Agreement (“TARI”) with Crown Castle. Ms. Holton reported that in order to relocate Donelson Pike and lower the existing Donelson Pike for the TARI project we will impact a few of the telecommunications service providers, including AT&T, Lumen, Comcast, and Verizon. MNAA determined, with them as well, that providing a single consolidated ductbank to not be impacted by future construction was agreeable. MNAA built that ductbank and each of those providers have entered into a license agreement and providing a fee which is based off total use of conduit and access fees based on length of ductbank occupied. Four of those were approved by the Board in November of 2021 and at that time Crown Castle sublet to AT&T but is now seeking its own conduit. Now we are coming back for approval for the license and fees for Crown Castle for \$343,639.

Commissioner Tyson asked what the reason is for this. Ms. Holton replied they exist in the current Donelson Pike right-of-way and for us to do our roadway project we have to get them out of the way as well as provide initial facets for the airport’s communications around our ring road and CFS. This gets everyone moved and relocated for future construction. President Kreulen stated this is for us to receive money, we built it and now we are charging back a fee to be able to use what we built.

Ms. Holton requested the Operations Committee recommend to the Board of Commissioners that it authorize the Chair and President & CEO to execute the license and receive fees from Crown Castle in the amount of \$343,639.

Chair Joslin asked for a motion to approve as presented. Commissioner Tyson made a motion and Vice Chair Giarratana seconded the motion. Chair Joslin asked Ms. Saxman for a roll call:

Chair Joslin --Yes

Vice Chair Giarratana --Yes

Commissioner Tyson --Yes

The motion was passed with a vote of 3 to 0.

4. Professional Services Contract for Commercial Trash, Recycled Materials and Electronics Disposal

President Kreulen introduced Daniel B. Brown, AVP, Maintenance, Environmental and Safety, to brief the Committee on the Professional Services Contract for Commercial Trash, Recycled Materials and Electronics Disposal. An RFP for Trash Removal Services for BNA and Outlying Properties was published on June 5, 2023 and MNAA received 2 proposals, Waste Management, Inc. and J&J Services. Waste Management, Inc. came in with a lower cost of approximately \$133K a year. This contract is for 5 years, 3 years plus two 1-year renewal options for a total of approximately \$4M.

Mr. Brown requested the Operations Committee recommend to the Board of Commissioners that it accept the proposal by Waste Management, Inc. for Trash Removal Services for BNA and Outlying Properties and authorize the Chair and President & CEO to execute the contract to Waste Management in the amount of \$4M.

Chair Joslin asked where the \$133K plays in the \$726,146.80 in year 1, referencing Mr. Brown's statement that Waste Management's costs were \$133K lower than J&J. Mr. Brown responded, yes, the reason they were selected was not only for their lower price, but they have a better quality assurance program, have better equipment and number of personnel assigned to airport versus what J&J proposed.

Vice Chair Giarratana asked if there are there any discussions of where they are going to dump, as he understands that Metro is running out of capacity. Mr. Brown replied Waste Management, Inc. has three landfills that they currently use in middle Tennessee but is unsure of the locations. President Kreulen stated we will bring the information to the next Board meeting.

Chair Joslin asked for a motion to approve as presented. Vice Chair Giarratana made a motion and Commissioner Tyson seconded the motion. Chair Joslin asked Ms. Saxman for a roll call:

Chair Joslin – Yes

Vice Chair Giarratana – Yes

Commissioner Tyson –Yes

The motion was passed with a vote of 3 to 0.

5. Amendment to Professional Services Contract for Custodial Services Satellite Concourse

Mr. Brown briefed the Committee on the Amendment to Professional Services Contract for Custodial Services at the Satellite Concourse. On January 18, 2023 the Board approved Bestway Services for custodial services, and this will amend the current contact to clean all windows and perform and provide all labor, tools, transportation, services and equipment necessary and reasonably essential to perform custodial services for the Grand Lobby and International Arrivals Facility (“IAF”). The amendment will be for an additional 27 months, 2 year + 3 months from October 21, 2023 through January 24, 2026. The first Contract Year 1 will be \$321K, Contract Year 2 will be \$1.3M and Contract Year 3 will be \$1.4M.

Chair Joslin asked if Bestway Services is providing good service at this point. Mr. Brown replied yes, they are doing great.

Mr. Brown requested the Operations Committee recommend to the Board of Commissioners that it accept the proposal by Bestway Services, Inc. for Professional Services for Custodial Services for the Satellite Concourse and authorize the Chair and President and CEO to execute the proposed contract amendment for \$2.6M.

Chair Joslin asked for a motion to approve as presented. Commissioner Tyson made a motion and Vice Chair Giarratana seconded the motion. Chair Joslin asked Ms. Saxman for a roll call:

Chair Joslin – Yes

Vice Chair Giarratana – Yes

Commissioner Tyson –Yes

The motion was passed with a vote of 3 to 0.

VI. INFORMATION ITEMS

1. BNA Development Update

President Kreulen stated that the invitations for the September 25, 2023 Marketplace & IAF reception will be going out the week of August 21, 2023, to approximately 580 recipients, and we anticipate 400 attending. The itinerary includes guests arrive and park, check in and receive a badge, go through security, walk into the Marketplace, and then take the escalator to the IAF. After speeches and touring the IAF, guests will walk out the tunnel as if they arrived on an international flight. ACME and Titans Press Box will be providing small bites, desserts, and drinks. Commissioner Granbery inquired of the timeline. President Kreulen replied it begins at 5:30, with guests out by 7:30. We will provide the Board with an itinerary.

President Kreulen stated the BNA Vision Construction is making good progress. He displayed a graphic, and showed the IAF where the reception will begin, and underground is where customs is located. He also pointed out the 6 international jet bridges and the new concrete going in and said we will talk more about the challenges at the next Board meeting. Congressman Mark Green is touring JWN August 15, 2023, and plans to tour BNA on August 16, 2023.

2. President Kreulen presented a graphic of the Satellite Concourse construction progress, showing where the shuttle buses will drop off passengers on one side and return to pick them up. The shuttle buses will drive guests out for a 3 minute trip. We have 9 electric shuttle buses being shipped from Europe. Chair Joslin asked who moved ground control tower and if is there an American Airlines ramp tower. President Kreulen replied the airlines want a ramp control tower today and we are building a virtual ramp control tower located in the maintenance building where we will control all the airplanes on the ground virtually, and it will be open October of next year. Chair Joslin asked if it will be MNAA employees or FAA controlling the virtual ramp. President Kreulen replied it will be MNAA employees, probably retired FAA employees and they will control all of the ground movements inside of this new 70 gate facility. The airlines have stated our schedule is not fast enough and they may manually do it from the old tower for the interim. Chair Joslin asked if American Airlines has their own ground control tower, and if the one they previously had is still there. President Kreulen stated MNAA uses it every year as an alternate communications center and it is also used for snow control. It will only be for 8-10 months before our permanent solution is ready to go. When BNA was an American Airlines hub, there were a little over 10M passengers and 300K operations a year, planes going and coming. BNA is now at 22M

passengers but our operations are 240K because baby jets came into Nashville at that time and now we have bigger jets. The 4 runways we have today were fine in 1992 and may be fine now but our master plan says that they will reach their capacity at 480K operations. That is where that 5th runway comes in. Chair Joslin said he hears on the radio all the time, the airlines going back and forth with each other about runways.

3. JWN Development Update

President Kreulen stated JWN Construction progress is going well, we are moving earth and putting in utilities. Congressman Mark Green will be out to tour on August 15, 2023. The schedule for North Development is grading and drainage and utilities in August, paving in September and substantial completion in October. Chris Davidson, AVP, JWN Airport Manager, and team have done a great job minimizing the impact of the taxiway alpha connections that we need as we move forward.

VII. ADJOURN

There being no further business brought before the Operations Committee, Chair Joslin adjourned the meeting at 9:33 a.m.



Masami I. Tyson, Board Secretary