

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



Date/Time: Wednesday, October 18, 2023, at 9:00 a.m.
Place: Gaylord Springs Golf Links, 18 Springhouse Lane, Nashville, TN 37214
Board Members: Jimmy Granbery, Chair
Bobby Joslin, Vice Chair
Masami Tyson, Secretary
Tony Giarratana
Jack Johnson
Stuart McWhorter
Mayor's Appointment – 1 (vacant)
Mayor's Appointment – 2 (vacant)

I. CALL TO ORDER

II. PUBLIC COMMENTS

No requests for public comments received to date. Deadline is October 16, 2023 at 9:00 p.m.

III. APPROVAL OF MINUTES

1. September 20, 2023 Minutes of the Joint Meeting of the MNAA Board of Commissioners & MPC Board of Directors
2. September 13, 2023 Minutes of the Joint Meeting of the MNAA and MPC Operations, Engineering & Strategic Planning Committee (No quorum at Operations Committee Meeting)

IV. CHAIR'S REPORT

V. PRESIDENT'S REPORT

VI. ITEMS FOR APPROVAL

1. Construction Contract for TARI Phase 2 (Operations)
2. Construction Contract for Bravo/Kilo Intersection (Operations)
3. Professional Services Contract for Staff Augmentation (3) (Operations)
4. Professional Services (Design) Contract for Concourse A (Operations)
5. Construction Contract for JWN Terminal Parking Lot Expansion (Operations)
6. Amendment to British Airways Incentive Agreement (London) (Finance)
7. Trademark License Agreement (Hilton BNA) (Finance)

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

VII. INFORMATION ITEMS

1. BNA Concessions Program Update (Finance)
2. FAA DBE/ACDBE Mini- Compliance Review (Management)

VIII. ADJOURN

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



Date: September 20, 2023

Location: Metropolitan Nashville Airport Authority
Tennessee Boardroom

Time: 1:01 p.m.

Board Members Present: Jimmy Granbery, Chair; Bobby Joslin, Vice Chair; Masami Tyson, Secretary; Tony Giarratana; Jack Johnson, and Stuart McWhorter

Board Members Absent: None

MNAA Staff Present: Doug Kreulen, Neale Bedrock, Lisa Lankford, Trish Saxman
Marge Basrai, Chris Davidson, Adam Floyd, David Griswold, Traci Holton, Ijeoma Ike, Alyssa Kontos, Carrie Logan, Rachel Moore, Ted Morrissey, Floyd Munn, Stacey Nickens, Olivia Parven, Robert Ramsey, Davita Taylor, Erin Thomas, Melissa Ting, Destiney Williams, and Colleen Von Hoene

I. CALL TO ORDER

In accordance with the 3rd Amended and Restated Bylaws of the MNAA Board of Commissioners, Section 2.3, Chair Granbery called the MNAA Board of Commissioners and MPC Board of Directors Meeting to order at 1:01 p.m., pursuant to Public Notice posted to the MNAA website September 15, 2023.

II. PUBLIC COMMENTS

Chair Granbery stated there were no public comment requests received.

III. APPROVAL OF MINUTES

Chair Granbery called for a motion to approve the August 16, 2023 Minutes of the Joint Meeting of the MNAA Board of Commissioners and MPC Board of Directors. A motion to approve was made by Vice Chair Joslin and seconded by Commissioner Giarratana. Chair Granbery asked Ms. Saxman for a roll call:

Chair Granbery – Yes

Vice Chair Joslin – Yes

Commissioner Tyson –Yes

Commissioner Giarratana – Yes

Commissioner Johnson – Yes

Commissioner McWhorter – Yes

The motion was passed with a vote of 6 to 0.

IV. CHAIR'S REPORT

Chair Granbery congratulated the MNAA Team on the IAF + Marketplace. He stated the MNAA Team should be proud, and he cannot wait to attend the IAF + Marketplace Reception on Monday, September 25, 2023 with the guests to see all that has been accomplished.

V. PRESIDENT'S REPORT

President Kreulen introduced and welcomed several new employees who joined the MNAA Leadership Team - Floyd Munn, Director, Business Diversity Development; and Destiney Williams, Director, Procurement and Inventory. President Kreulen also congratulated Melissa Ting on her promotion to Director, Maintenance Services, Environmental and Safety.

President Kreulen stated MNAA has a strong Communications Team and congratulated team members Allyssa Kontos, Erin Thomas, and Oliva Parven for receiving a 2023 Public Relations Society of America ("PRSA") Nashville Parthenon Award and two 2023 Awards of Merit. President Kreulen thanked them for the great job they are doing.

President Kreulen reported that the Delegation from Erbil, Iraq visited on September 4, 2023. Sister Cities of Nashville helped coordinate and welcomed the Governor of Kurdistan and Mayor of Erbil. Mayor Cooper also joined the tour. The MNAA Community Affairs team members who participated were Franklin Carver and Celia Jackson. MNAA is proud to coordinate with the Sister Cities of Nashville for the BNA visit.

President Kreulen reported that on September 5, 2023, Chief David Griswold became the President of the Tennessee Association of Chiefs of Police ("TACP"). The TACP board consists of more than 1,000 members and is the largest law enforcement leadership organization in Tennessee. President Kreulen thanked Chief Griswold for his service.

President Kreulen announced BNA has new voices to make public service over the PA System. The first iteration of speakers will make announcements on location of baggage claim, rental cars and checking in for flights. The list of new voices include: <insert list of voice talent>

President Kreulen stated TSA issued a Notice of Informed Compliance on September 6, 2023 regarding aviation worker screening. President Kreulen introduced Mr. Steve Wood, the Transportation Security Administration's ("TSA") Federal Security Director ("FSD") for the State of Tennessee. The Informed Compliance allows airport additional time to develop screening plans and address hiring and budget challenges. There are three phases of compliance - Phase 1, all badged employees must go through Employee Lane to access the secure area from 3:30 a.m. to 11:00 p.m; Phase 2, Explosive Detection Screening Equipment Implementation ("EDSE") Plan; Phase 3, EDSE Screening incorporated into Aviation Worker Screening Protocols. MNAA will provide more updates as we continue to move forward.

President Kreulen announced that all 9 of the Satellite Concourse electric shuttles have arrived. Driver training begins on October 9, 2023 and the Satellite will open on October 21, 2023. MNAA staff will begin taking rides on the shuttles to acclimate the aircraft to seeing the vehicles on the dedicated vehicle service roads. MNAA Operations Team has done a great job of procurement and getting the contract in place. Average travel time from terminal to Satellite is 2.5 minutes and from Satellite to Terminal is 4.5 minutes. Chair Granbery asked if the shuttles will have graphics. President Kreulen replied the shuttles have beautiful window views, and he will get renderings of any logos that may be added.

President Kreulen stated that the Life Saving Award goes to 6 MNAA officers. On August 25, 2023 at approximately 0900 hours, officers responded to a medical assistance call where a passenger was complaining of an asthma attack. The patient lost consciousness and MNAA officers provided 17 rounds of CPR, or 510 individual compressions, before Nashville Fire Department personnel arrived and took over patient care. Ultimately, the patient was transported to Summit Medical Center where her condition continued to improve until she was discharged from the hospital. On a regular basis we see passengers that will have medical issues and all of our officers are trained in Basic First Aid and do a really great job of assisting passengers until an ambulance arrives. President Kreulen asked Chief Griswold to please pass on to the officers that the Board and the team thanks them for their service.

President Kreulen stated the owner of the Tennessee Titans, Amy Adams Strunk, Burke Nihill, President & Chief Executive Officer, and Max and Ben Goldberg, Strategic Hospitality, toured the IAF/Marketplace on September 15, 2023. It was great to have leadership of the Titans at BNA because they saw the video of the Titans on the jumbo screen and got to go behind the scenes. Mr. Nihill plans to attend the celebration on September 25, 2023. The owner and the CEO of the Titans came out to see how what we are doing will translate into the new stadium.

President Kreulen stated Northern Pacific Airlines, an Alaskan based airline, announced service to Ontario, CA. Northern Pacific is changing their name to New Pacific. Service begins November 17, 2023, 2 times weekly service with 207 seats. This is the first non-stop to Ontario since February 2010.

President Kreulen stated FY24 BNA enplanements continue to grow. The FY24 forecast uses projected increases of 7% for the moderate model, 11% for the strategic model, and 15% for the aggressive model. BNA is still within that forecast and fiscal year to date is at 9%, which is over the 18.9% growth from last year.

The October Committees will have 7 approvals. The Operations Committee will not have a quorum and Commissioner Joslin would like to go forward with the meeting to prepare for the Board meeting. The Management Committee will have an executive session.

The November Operations Committee has 4 approvals planned. The Management Committee has 4 information items, including the FY23 External Audit Update and the Ethics and Bylaws recommendations. At the Board Retreat, it is planned for the Board to provide feedback on the Ethics and Bylaws.

VI. ITEMS FOR APPROVAL

1. Design, Build, Operate and Maintain Virtual Ramp Control System (Operations)

President Kreulen introduced Adam Floyd, VP, Operations, who briefed the Board on the Design, Build, Operate and Maintain Virtual Ramp Control System. The Virtual Ramp Control System will be located in the Consolidated Services Facility (“CSF”) with hours of operations of 4:00 a.m. to 12:00 a.m., 7 days a week, and a proposed number of 20 contracted staff. Of note, MNAA will incur additional costs for design and construction of camera array structural

supports, control room white box and communications infrastructure (currently being estimated). These components will be competitively solicited, procured and Board approval obtained as required. Mr. Floyd visited the recently built Virtual Ramp Control System in Kansas City Airport. A Request for Proposal (“RFP”) was published July 28, 2023 and MNAAB received one proposal from SAAB Sensis. The selection committee determined SAAB Sensis to be qualified based on program management, technical approach, past technical experience and VRC operations approach. Mr. Floyd addressed two questions from the Operations Committee- 1) backup power, a generator at the CSF will provide adequate backup power for the system; and 2) space lease, we do intend to lease the space at the CSF at a fair market value and to lease IT closets in the terminal at the current terminal rental rate.

Mr. Floyd recommended that the Board of Commissioners accept the proposal by SAAB Sensis for the design, build, operations and maintenance of a Remote Virtual Ramp Control System and authorize the Chair and President and CEO to execute the proposed contract for \$37.9M NTE for 3 years (*with 2 renewal options). This was presented to the Operations Committee on September 13, 2023.

Vice Chair Joslin made a motion to approve as presented which was seconded by Commissioner Giarratana. Chair Granbery asked Ms. Saxman for a roll call:

Chair Granbery – Yes

Vice Chair Joslin - Yes

Commissioner Tyson -Yes

Commissioner Giarratana - Yes

Commissioner Johnson - Yes

Commissioner McWhorter - Yes

The motion was passed with a vote of 6 to 0.

2. BNA Westside Development – Future SPE for Scott Sohr (Finance)

President Kreulen introduced Carrie R. Logan, VP, Associate General Counsel, to brief the Board on the BNA Westside Development – Future Special Purpose Entity for Scott Sohr. Ms. Logan stated that this is approval of the lease terms for development on the westside of BNA for a future Special Purpose Entity (“SPE”) for Scott Sohr. This development is approximately 5.15 acres of the 5.97-acre parcel of land and the extension of Taxilane B. The effective date

would be by January 15, 2024 and rent commences upon execution of the lease. The term is an 18-month construction term and a 30-year initial term with one 5-year renewal option with total potential of 36.5 years. The base rent is \$2.40/sf with a 3% annual escalation and FMRV adjustments in year 10 and 20 of initial term. In this particular area there is also an easement fee of \$.50/sf beginning on the effective date of the lease for the Taxilane B extension and this tract's share of Taxilane A & B. The easement fee includes a 3% annual escalation. The minimum investment is \$14M for construction of hangar facilities, approximately 66,000 sf. The tenant will complete Taxilane B extension and the first hangar within the first 18 months of the effective date and the second hangar within 30 months. This is a triple net lease with property and condition and pavement condition assessments every 5 years.

President Kreulen stated the Finance Committee asked if MNAA could present the layout of BNA property. There are three sections to BNA property, the commercial operations, general aviation, and the cargo side of the house.

Ms. Logan recommended the Board of Commissioners approve the terms negotiated between MNAA and the future SPE for Scott Sohr via Letter of Intent; and authorize the Chair and President and CEO to execute the lease agreement with the future SPE for Scott Sohr, consistent with these terms. This was presented to the Finance Committee on September 13, 2023.

Commissioner McWhorter made a motion to approve as presented which was seconded by Commissioner Tyson. Chair Granbery asked Ms. Saxman for a roll call:

Chair Granbery – Yes

Vice Chair Joslin – Yes

Commissioner Tyson –Yes

Commissioner Giarratana – Yes

Commissioner Johnson – Yes

Commissioner McWhorter – Yes

The motion was passed with a vote of 6 to 0.

3. CEO Employment Agreement (Management)

Chair Granbery stated that the Management Committee met and discussed the CEO Employment Agreement and voted 3 to 0 recommend approval to the Board. Chair Granbery recommended the Board of Commissioners approve the following, as presented to the Management Committee: Revisions to the CEO's employment contract; Increase to CEO's annual base salary; and Authorize Chair to execute the amendment to existing CEO contract, consistent with terms presented to the Management Committee.

Chair Granbery made a motion to approve as presented and seconded by Commissioner McWhorter. Chair Granbery asked Ms. Saxman for a roll call:

Chair Granbery – Yes

Vice Chair Joslin – Yes

Commissioner Tyson –Yes

Commissioner Giarratana – Yes

Commissioner Johnson – Yes

Commissioner McWhorter – Yes

The motion was passed with a vote of 6 to 0.

4. CEO FY24 Performance Evaluation Key Performance Indicators (KPI's) (Management)

President Kreulen stated the CEO FY24 Performance Evaluation Key Performance Indicators (KPI's) were discussed at the Management Committee meeting on September 13, 2023 and there are no changes to the parameters. As a highlight, FY23 Revenue goal was \$231.3M and the FY24 Revenue goal is \$288.4M; the FY23 Expenses Goal was \$143.3M and the FY24 Expenses Goal is \$170.2M. President Kreulen stated the Pension and OPEB funding is now at a higher percentage to drive the CFO and CEO to make sure the Pension and OPEB stay fully funded. The FY24 100% eligibility increased from 80-90% funded to 90-100% funded.

Chair Granbery asked how the Key Performance Indicators arrived. President Kreulen answered the CEO is evaluated based on Key Performance Indicators that the Board approves. The Board wanted it to be more objective. The Board arrived at the decision of the CFO and CSO gives 50% of the evaluation, so there are two independent inputs to CEO evaluation.

Chair Granbery made a motion to approve as presented and seconded by Vice Chair Joslin.

Chair Granbery asked Ms. Saxman for a roll call:

Chair Granbery – Yes

Vice Chair Joslin – Yes

Commissioner Tyson –Yes

Commissioner Giarratana – Yes

Commissioner Johnson – Yes

Commissioner McWhorter – Yes

The motion was passed with a vote of 6 to 0.

VII. INFORMATION ITEMS

BNA Development Update

President Kreulen presented several information items for the BNA Development Update. The Commissioners asked for renderings of where the airlines will be parked as we open the new phases, and a handout was provided. MNA will open the center section with the first flight on September 27, 2023. The Satellite Concourse is our new 8 gate concourse and we will be ready to go on October 19, 2023 with the first flight out on October 21, 2023. Airlines are looking to lease space and will need to turn gates 6.5 times a day. Common Use Gates will be used by different airlines. The number one priority for gates T1-T6 will be for international jets. As we extend Concourse D and add 5 more gates it will give us the ability to close existing Concourse A and more than double its size.

International Arrivals Facility & Marketplace Reception

BNA IAF & Marketplace reception is September 25, 2023 and invitations for the event went out to approximately 709 recipients with 300 RSVPs to date and 74 staff members serving as hosts.

Terminal Apron & Taxilane Expansion (TATE)

President Kreulen presented a graphic showing where the international jets will park, push back and deice. There are 16 acres of concrete with 78,200 square yards of concrete. As of today, we need the center poured which must cure for 7 days. It is currently 96% complete.

JWN Development Update

President Kreulen stated JWN North Development grading and draining continue with mass grading 86% complete and drainage 60% complete. Taxiway Alpha Closures between A3 and A4 are scheduled September 5 through October 10, 2023. Chair Granbery asked President Kreulen to show where the State hangar is located on the photograph he presented. President Kreulen replied the photograph is taken from the location of the new control tower, and on the other end is the TDOT Aeronautics hanger. Vice Chair Joslin stated he would like to compliment Chris Davidson, JWN Airport Manager, who is doing a great job at JWN, and his office is always open, and people feel free to go in and see him.

BNA Concessions Update

Fraport has opened 7 locations in the Terminal Concessions Program in September. Eight food and beverage locations remain under construction and are scheduled to open September 25, 2023. Fraport has done a great job of getting us on time and on budget. President Kreulen met with Paradies CEO regarding the Satellite concessions, where 7 locations are under construction and 4 are on time and scheduled to open October 21, 2023.

BNA PASSport

President Kreulen stated MNAA is planning a new program to provide access passes for non-ticketed customers and planned to go live in November 2023. BNA PASSport program will offer a one-day pass that can be used by those wishing to shop or dine at BNA, as well as by meeter/greeters and well-wishers. Customers apply for the pass via a link on the BNA website and receive the pass via email. Customers can use that pass to transit through security. The question has been asked if customers are allowed to go to the Satellite and the answer is yes.

Commissioner McWhorter asked if the hotel is on schedule. President Kreulen replied yes, the contract date is December 31, 2023. President Kreulen stated the MNAA team toured it a couple of weeks ago and it is beautiful, and includes a ballroom that will hold 600 people and 298 guest rooms. It will be a first-class hotel and should be easy to fill with BNA passengers.

Commissioner Johnson asked if a customer can use TSA precheck with the BNA PASSport program. Mr. Wood replied customers will go through standard screening and to keep in mind that those customers will not have any bags with them to clear so it should go pretty fast. Mr. Wood also stated TSA checks customers to make sure they are not on the watch list.

Chair Granbery stated once again he would like to state he is really looking forward to Monday, September 25, 2023, and thanks to all the MNAA team for all they have done.

VIII. ADJOURN

There being no further business brought before the Board, Chair Granbery asked for a motion to adjourn. Vice Chair Joslin made the motion to adjourn, and Commissioner Giarratana seconded the motion, which carried by a vote of 6 to 0. Chair Granbery adjourned the meeting at 1:40 p.m.

Masami I. Tyson , Board Secretary

IV. CHAIR'S REPORT

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

V. ITEMS FOR APPROVAL

1. Design, Build, Operate & Maintain Remote Virtual Control System

President Kreulen introduced Adam Floyd, VP, Operations, to brief the Committee on the Design, Build, Operate & Maintain Remote Virtual Control System. Mr. Floyd stated the Virtual Ramp Control System will be located in the Consolidated Services Facility ("CSF") building, and the hours of operation will be 4:00 a.m. to 12:00 a.m. with 20 contracted staff. Mr. Floyd noted that MNAA will incur additional costs for design and construction of camera array structural supports, control room white box and communications infrastructure and these are currently being estimated. These components will be competitively solicited, procured and Board approval obtained as required. The scope includes program management, implementation of a Remote Virtual Ramp Control System and ramp control services for a Virtual Ramp Control Facility. A Request for Proposal ("RFP") was published July 28, 2023 and MNAA received one proposal from SAAB Sensis. The selection committee determined SAAB Sensis to be qualified based on program management, technical approach, past technical experience and VRC operations approach.

President Kreulen stated that the Committee in the past has asked about having only one bidder, as in this request, and that does tend to concern MNAA at times, but Mr. Floyd has done a great job with the outreach. Four major suppliers that could do this came to the proposal meetings and either based on their business or the opportunity, they did not feel like they could meet MNAA demands. The bidders did not know that they would have no competition when they submitted their proposal and they had to give their best faith offer, and this was in line with what staff had estimated. President Kreulen stated air traffic controllers have reached out in the past over concerns of how busy our ramp gets, and as BNA goes from 600 flights a day to 1000 flights a day, airlines want to see better ramp control. Almost all of the large hubs have virtual ramp control systems and BNA is growing into that capability.

Chair Joslin stated he always hears on the radio airlines that are ready to cross each other and asked where the Remote Virtual Control System will be located. President Kreulen replied it will be located in the CSF. That location was selected for two reasons: 1) we use the old tower that was previously in operation by American Airlines is used as BNA's snow control center during winter operations; and 2)

the virtual tower could basically be located anywhere but in the event there is an emergency that requires evacuation of the terminal, it is great to be controlling jets from a mile away. This is located within feet of our Airport Communications Center which will allow us to get to and from and keep operations going. Chair Joslin asked if the operators will be contract laborers. Mr. Floyd replied yes. Chair Joslin then asked if BNA will be reimbursed. President Kreulen replied yes, and that was one of MNAA's main points to Southwest when they asked for the Remote Virtual Control System. Southwest basically led the other signatory airlines to get onboard with this and they are responsible once it is built, The Finance team will be rolling these costs directly into the airline rates. The good news is that the VP of Operations controls how the airlines move in and out, and airlines have to follow our rules.

Commissioner Granbery asked Mr. Floyd if SAAB Sensis has a facility close by that he has visited or plans to visit. Mr. Floyd responded yes, he visited Kansas City which was in the picture presented in the slide, and he also visited one in Orlando. Mr. Floyd mentioned that there are others located in Houston and Seattle. Chair Granbery asked what kind of redundancy the Remote Virtual Control System requires. Mr. Floyd responded it runs on a dual feed for internet and there is also a train center that is built with the main system. If the main system goes down, they can use the backup training center and run the operations from there. Commissioner Granbery asked if the utilities are backed up with gas generators. Mr. Floyd responded yes, Kansas City and Orlando both have gas generators for back up. President Kreulen stated one of our action items is to check on our services facility location, where our Airport Communication Center and our Data Center are located, and if both of those are backed up by diesel generators. Staff also needs to verify the size of the diesel generators that are there now, verify they are able to support this load, and if not, then take appropriate action. Chair Joslin asked if SAAB Sensis is paying us rent. President Kreulen responded he will check on it.

Mr. Floyd requested the Operations Committee recommend to the Board of Commissioners that it accept the proposal by SAAB Sensis for the design, build, operation & maintenance of a Remote Virtual Ramp Control System and authorize the Chair and President & CEO to execute the proposed contract for \$37.9M NTE, for 3 years plus 2 one-year renewal options).

Chair Joslin asked for a motion to approve as presented. Commissioner McWhorter 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 McWhorter - Yes

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

VI. INFORMATION ITEMS

1. BNA Development Update

President Kreulen stated that as the satellite concourse has been built to make room for 8 more gates, C4 – C11, staff has had to renumber all of the gates during the month of June. The renumbering went smoothly, and there were no reports of any passengers being lost. The prior Concourse C6 gate is where the shuttle station is being built. Passengers will come down Concourse C to the shuttle station, get on the new electric bus and be dropped off at the satellite concourse. When the customer journey walkthrough was conducted, staff realized the gate numbers should be reversed. We are now ready to go when the Satellite Concourse opens on October 21, 2023. Commissioner Giarratana asked if Southwest will be located there. President Kreulen replied, no, Southwest will be located on Concourse C, and at the Satellite Concourse will be Allegiant, Spirit and Common Use in the middle. All of the gates have Common Use capability. Commissioner Granbery asked if the electric buses had arrived. Mr. Floyd replied, yes, three have been received so far. President Kreulen stated we will have a total of 9 electric buses and begin training as soon as they all arrive. Commissioner McWhorter asked when the Satellite Concourse will be operational. President Kreulen replied the first flight will be on October 21, 2023.

President Kreulen stated 703 invitations for the September 25, 2023 Marketplace & IAF reception were sent out and 333 RSVPs have been received to date. Everyone is really looking forward to this event which will be discussed in more detail next week at the Board meeting.

President Kreulen stated the Terminal Apron & Taxiway Expansion (TATE) contract completion date is September 15, 2023. This was a 50 foot hole that was filled in a few years ago and used as an asphalt lay down yard for 4 ½ years. It has been converted to 16" concrete to hold the weight of the jets to park and deice. We do about 2-4 hand pour lanes per night, and this should be completed contractually by September 15, 2023. We are focusing on September 18, 2023 due to the cure of the concrete to be able to hold the weight of the jets. The first flights out of BNA are booked for September 27, 2023. Everything is moving forward, and the Operations team is working really hard to push these contractors to get to the end of the contract.

2. JWN Development Update

President Kreulen stated JWN Construction progress is going well, with a lot of grading and drainage work. We are not too far away to start seeing ramp and other tenants building hangars in that area, he stated. Chris Davidson, AVP, JWN Airport Manager, and team, have done a great job of shortening the amount of time of the Taxiway Alpha closures, now at day 9 of 34. Chair Joslin asked how much longer the blasting will continue. Mr. Davidson responded it should be done by next Monday or Tuesday. Chair Joslin stated there have not been many delays and he is impressed. President Kreulen stated we looked at the construction schedule for the 3 hangars that Contour has to rebuild, and they are scheduled to start receiving steel in the very near future and we will add that information into the future Board slides. Chair Joslin asked if we are waiting for construction companies to start taking out building permits on the north development. Ms. Holton replied that there were some design issues that had to be reconfigured. President Kreulen explained when they presented their design, they wanted to build right to the end of the property line, and we had to redirect them. President Kreulen explained that parcel 10 will be a 30-year lease, and Metro has agreed to pay MNAA up to \$1.5M to design, plus our program cost. Once we get to a final design and bid, Metro will have to sign one more contract. Chair Joslin asked if they are still renting the 60 X 60 hangar. President Kreulen replied yes. Chair Granbery stated these are really good examples and in the future, we should plan some benchmarking trips to plan for the Westside and maybe consider restaurants. He also stated we should schedule a Satellite Concourse tour soon. President Kreulen replied, yes, and stated he would try to schedule the tour on a Committee Day.

VII. ADJOURN

There being no further business brought before the Operations Committee, Chair Joslin adjourned the meeting at 9:23 a.m.

Masami I. Tyson, Board Secretary

STAFF ANALYSIS

Board of Commissioners

Date: October 18, 2023
Facility: Nashville International Airport (BNA)
Subject: Construction Contract for Terminal Access Roadway Improvements Phase 2,
Project No. 1801A

I. Recommendation

Staff requests that the Board of Commissioners:

- 1) Accept the bid by Jones Bros. Contractors, LLC (Jones Bros.) for Terminal Access Roadway Improvements Phase 2 at BNA and;
- 2) authorize the Chair and President and CEO to execute the proposed contract for the amount contained herein.

II. Analysis

A. Background

The Terminal Access Roadway Improvement (TARI) project encompasses the realignment of existing roadways and the construction of new roadways to provide permanent access to Interstate 40 and Donelson Pike as part of the proposed Donelson Pike Relocation to be completed by the Tennessee Department of Transportation. Included in this three-phase project is the design of approximately 12 lane-miles of new construction roadway, a five-lane bridge, retaining walls, expansion and modifications to existing parking facilities, and all associated drainage and utility work.

TARI Phase 2 will encompass the demolition of existing Donelson Pike south of the Connector Roadway, between Donelson Pike, Terminal Drive, and the Taxiway Bridges, and construction of a new Airport Service Road. Utilities will include extending an NES duct bank, relocating a water main, and construction of new sanitary sewer, airport communications infrastructure, and drainage systems. One of the primary drivers for TARI Phase 2 is to advance the overall completion of TARI by performing work in the area available following a portion of Donelson Pike released by TDOT's relocation project. All material removed during TARI Phase 2 will remain on airport property for future projects. Additionally, the relocation of Airport Service Road will provide necessary space for future Air Freight.

An Invitation to Bid for the project was advertised on June 20, 2023

On August 24, 2023, four (4) bids were received. One (1) firm was deemed non-responsive for failure to meet the DBE goal or provide acceptable good faith effort. Below is a tabulation of those bids:

Contractor	Bid Amount	DBE Participation
Engineer’s Estimate	\$28,374,620.00	N/A
Cleary Construction, Inc.	\$36,826,068.00	15.55%
Jones Bros. Contractors, LLC	\$23,759,322.50	15.50%
Superior Construction Co.	\$43,295,420.00	15.51%

The DBE goal established for the project was 15.50% DBE. Jones Bros. was able to obtain 15.50% by utilizing include Gibco Construction, Kimberly, Inc., and Tennatee Services Inc.

Jones Bros. Bid is 16.27% lower than the Engineer of Record’s (Atkins North America) opinion of probable construction cost of \$28,374,620.00. Jones Bros. Bid is 35.48% lower than the next responsive bidder.

The Metropolitan Nashville Airport Authority (MNA) and Engineer of Record, Atkins North America, Inc., have evaluated the bids and determined the bid from Jones Bros. Contractors, LLC, to be responsive and responsible and recommend award to Jones Bros. Contractors, LLC.

B. Impact/Findings

MNA DBE Goal: 15.50%
 Contractor DBE Goal: 15.50%
 Anticipated Contract Start Date: December 2023
 Duration of Contract: 665 Calendar Days
 Contract Completion Date: October 2025
 Contract Cost: \$23,759,322.50
 Funding Source: 30% Federal, 70% MNA

C. Strategic Priorities

- Invest in BNA
- Plan for the future

D. Options/Alternatives

Do Nothing: The “Do Nothing” option will result in severe congestion of airport roadways and cause unreasonable delays to airport users.

III. Committee Review

This item was presented to the Operations Committee on October 11, 2023. The Operations Committee did not have a quorum and did not vote on the item.

STAFF ANALYSIS

Board of Commissioners

Date: October 18, 2023

Facility: Nashville International Airport (BNA)

Subject: Construction Contract for Reconstruct Taxiway Bravo/Kilo Intersection, Project No. 2302

I. Recommendation

Staff requests that the Board of Commissioners:

- 1) Accept the bid by Hi-Way paving, Inc. (Hi-Way) for Reconstruction of Taxiway Bravo/Kilo Intersection at BNA, Schedule 1, and;
- 2) authorize the Chair and President and CEO to execute the proposed contract for the amount contained herein.

II. Analysis

A. **Background**

The intersection of Taxiway Kilo, Taxiway Bravo, and Taxiway Tango 3 is one of the most used segments of pavement on the airfield. As such, considerable asphalt degradation has occurred since the last rehabilitation project at this location. The existing asphalt pavements have deteriorated and need reconstruction, with Pavement Condition Indices (PCI) values ranging in the low 50's, or "poor."

The project shall consist of the full depth concrete reconstruction of the intersection of Taxiway Kilo, Taxiway Bravo, and Taxiway Tango 3, south to the construction limits of the Taxiway Bravo South Reconstruction project and east to the point where the concrete taxiway begins near Taxiway Tango 4. The reconstruction will connect the taxiways north and west to the adjacent runways. The project will also include the removal of Taxiway Tango 3 between R/W 13/31 and Taxiway Kilo, in order to alleviate the safety concerns of a five-way taxiway intersection (FAA "hot spot"). All taxiway geometry will be updated to comply with current FAA design standards (ADG/TDG V), with 30-foot paved shoulders on all taxiways within the project limits and FAA Part 139 compliant taxiway safety areas. All airfield lighting, signage, and electrical infrastructure will be replaced with LEDs.

An Invitation to Bid for the project was advertised on May 22, 2023 and included two (2) Bid Schedules: Schedule 1 included the entire preferred scope of the project, including a haul road to be left in place at the conclusion of the project to serve as an access road to the middle of the airfield. Schedule 2 was identical to Schedule 1 with the exception of omitting the haul road and

edge drainage system.

On June 22, 2023, one (1) bid was received. Below is a tabulation of that bid:

Contractor	Bid Schedule	Bid Amount	DBE Participation
Hi-Way	1	\$16,483,880.60	18.78%
	2	\$16,103,920.60	19.23%

The DBE goal established for the project was 18.76%. Hi-Way Paving, Inc. was able to obtain 18.78% DBE for Schedule 1 and 19.23% for Schedule 2 utilizing Rutherford Contracting, Inc., Kimberly, Inc., Archangel Protective Services, Inc., SB Johnson Construction, LLC, E3 Materials & Logistics, LLC, AH & Son Hauling, and Gibco Construction, LLC.

Hi-Way Paving, Inc.'s Bid is 17.39% higher than the Engineer of Record's (Garver) opinion of probable construction cost of \$14,042,517.50 for Schedule 1 and 18.82% above Garver's opinion of probable construction cost of \$13,553,737.50 for Schedule 2. Garver's opinion of probable construction cost was primarily based on the bid received in March of 2022 for the comparable Taxiway Kilo West project. The primary variances between the bid and estimate were the following items:

- Maintenance of Traffic
- Contractor Quality Control Program
- Cement Treated Base Course (6" Thickness)
- Portland Cement Concrete Pavement (16" Thickness)

Receipt of a single bid allowed us to meet with Hi-Way Paving to discuss several of their unit prices. On July 13, 2023, MNAA Procurement and Engineering Departments met with Hi-Way Paving and they explained their higher than expected bid was primarily due to escalated material and shipping costs for cement, fly ash and stone and the current labor market.

The Metropolitan Nashville Airport Authority (MNAA) and Engineer of Record, Garver, have evaluated the bids and determined the bid from Hi-Way Paving, Inc., to be responsive and responsible and recommend award to Hi-Way Paving, Inc.

This bid amount is greater than the project estimate of \$13.1M approved in the FY24 BNA Capital Improvement Plan (CIP). This amount will be revised on the FY24 BNA CIP mid-year update, planned for January 2024 Board approval. Additionally, this increased dollar amount is subject to the Majority-In-Interest (MII) provision within the Signatory Airline Use and Lease Agreement, which gives the airlines the ability to disapprove the airline funding of the increased amount.

B. Impact/Findings

MNAA DBE Goal: 18.76%
Hi-Way DBE Goal: 18.78%
Anticipated Contract Start Date: November 2023

Duration of Contract:	270 Calendar Days
Contract Completion Date:	July 2024
Contract Cost:	\$16,483,880.60 NTE
Funding Source:	75% Federal, 25% Airline Investment Fund

C. Strategic Priorities

- Invest in BNA

D. Options/Alternatives

Do Nothing: The “Do Nothing” option will result in continued deterioration of the existing asphalt pavement at the intersection of Taxiway Bravo and Taxiway Kilo, which will negatively affect airfield operations, and lead to further emergency repair spending for repairs. Not removing the project portion of Taxiway Tango 3 will also lead to a continued unsafe condition on the airfield and pilot confusion.

III. Committee Review

This item was presented to the Operations Committee on October 11, 2023. The Operations Committee did not have a quorum and did not vote on the item.

STAFF ANALYSIS

Board of Commissioners

Date: October 18, 2023

Facility: Nashville International Airport

Subject: Professional Services Contract for Staff Augmentation contracts for BNA Vision/New Horizon

I. Recommendation

Staff requests that the Board of Commissioners:

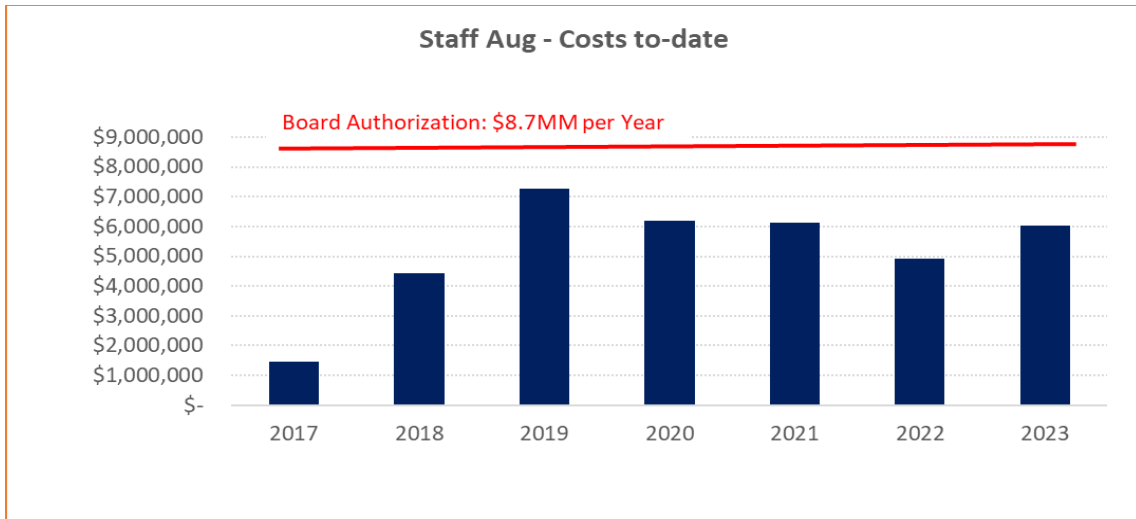
- 1) accept the statements of qualifications by Innova Solutions, Accura Engineering and Consulting Services, Inc., and WSP USA Inc. to provide staff augmentation services at Nashville International Airport (BNA); and
- 2) authorize the Chair and President and CEO to execute the Staff Augmentation Professional Services Contract(s) for an annual not-to-exceed aggregate contract value of \$8.7 Million annually; and,
- 3) authorize the President and CEO to execute any amendments for the Staff Augmentation Professional Services Contracts as long as the total value of the contracts does not exceed the \$8.7 Million annual not-to-exceed amount.

II. Analysis

A. **Background**

In Late 2016, the Metropolitan Nashville Airport Authority (MNA) began utilizing Staff Augmentation as a means to add staff during the implementation of the BNA Vision Program. MNA normally performs project management with full-time employees hired by MNA; however, with the significant increase in the number and size of capital projects to support the BNA Vision and New Horizon programs, additional staffing is necessary to successfully complete these projects.

Below is a chart that shows the historical costs for Staff Augmentation for BNA Vision Program since 2017.



On August 8, 2023, MNAA issued a Request for Qualifications (RFQ) for firms interested in providing staff augmentation services. Given the unique nature of this work and the limited availability to subcontract this work, the solicitation was developed so that target marketed firms (SMWBE) could submit to supply staff augmentation services as a prime.

In order to ensure appropriate checks and balances are maintained this proposal was also divided into two parts (Project Controls and Project Management). The project controls work will oversee the project administration, specifications, change orders, budget, schedule and processing pay applications. The project management/construction management services will oversee the execution of the individual projects. Staff will be added to support the projects as necessary and will be released when the project is complete.

The staff augmentation contracts will be for the duration of the BNA Vision and New Horizon programs, which is anticipated to last seven years. It is anticipated that some positions will last as long as seven years and some positions may only last one or two years depending upon the phasing of the work and/or may be part time for a duration. The contracts are for one (1) year with six (6), one (1) year options with the total combined value of the contracts not to exceed \$8.7M annually. Firms under this solicitation are precluded from working as prime consultants on any future MNAA Engineering contracts to prevent any potential conflicts of interest.

MNAA published the RFQ for staff augmentation services from any qualified firm and certified SMWBE firms, as follows:

- Project Management by any qualified firm
- Project Management by qualified SMWBE firm
- Project Controls by any qualified firm
- Project Controls by qualified SMWBE firm

On September 7, 2023, sixteen (16) Statements of Qualifications (SOQ) were received. One firm was determined to be non-responsive for not being a certified SMWBE.

Submissions were received from the following responsive firms: Accura Engineering and Consulting Services, Inc., Borra Consulting, Community Solutions by Design, Rutherford Contracting, Inc., Ardmore Roderick, HNTB, Smith Engineering, WSP USA Inc., CI2 Aviation, Cogent

Infotech, Cumming Group, David Engineering, Innova Solutions, Inc., LanceSoft, RIB USCOST, and Turner & Townsend.

The selection committee divided the responses into four categories: Project Management – Any Qualified Firm, Project Management – SMWBE Firm, Project Controls – Any Qualified Firm, and Project Controls – SMWBE Firm, and evaluated the SOQs based on the criteria below:

1. Organization and Personnel
2. Project Challenges
3. SMWBE participation

CI2 Aviation’s SOQ was the only response evaluated for the Project Control SMWBE Firm category. The Selection Committee recommended, with concurrence of the Vice President of Procurement, the Authority resolicit the Project Controls SMWBE Firm category after scoring CI2 Aviation’s responses to the Selection Criteria.

The selection committee evaluated the SOQs and their scores are below. Selected firms are highlighted.

Firm Name	PM Any Firm	PM SMWBE Firm	PC Any Firm	PC SMWBE Firm	Score
Cumming Group			X		203
David Engineering			X		123
Innova Solutions			X		250
LanceSoft			X		154
RIB USCOST			X		174
Turner & Townsend			X		201
Ardmore Roderick	X				188
HNTB Corp.	X				379*
Smith Engineering	X				105
WSP USA, Inc.	X				389*
Accura Engineering and Consulting Services, Inc.		X			234
Borra Consulting		X			78
Community Solutions by Design		X			124
Rutherford Contracting, Inc.		X			53
CI2 Aviation				X	142

*Includes interview score

B. Impact/Findings

Anticipated Contract Start Date:	November 1, 2023
Duration of Contract:	1 year, with six (6) one-year options
Contract Completion Date:	December 31, 2031
Contract Cost:	\$8,700,000 NTE Annual Aggregate (per year)
Funding Source:	Determined on a task-by-task basis

C. Strategic Priorities

- Invest in BNA and JWN
- Plan for the Future

D. Options/Alternatives

Do Nothing: The “Do Nothing” option will result in not being able to successfully carryout the implementation of the BNA Vision and New Horizon programs.

III. Committee Review

This item was presented to the Operations Committee on October 11, 2023. The Operations Committee did not have a quorum and did not vote on the item.

STAFF ANALYSIS

Board of Commissioners

Date: October 18, 2023

Facility: Nashville International Airport

Subject: Professional Services (Design) Contract for Concourse A Reconstruction

I. Recommendation

Staff requests that the Board of Commissioners:

- 1) accept the statement of qualifications by Fentress to provide design consulting services for the Concourse A Reconstrction project at Nashville International Airport (BNA);
- 2) authorize the Chair and President and CEO to execute the professional services contract.

II. Analysis

A. Background

The BNA New Horizon Program provides terminal expansion, landside improvements and systems improvements for Nashville International Airport. The major program elements addressed include terminal gate expansion, including Concourse D Extension (5 gates), a rebuild and expansion of Concourse A (16 gates with a net gain of 10 gates), and a major overhaul to the baggage handling system to increase both performance and capacity.

To facilitate the construction of Concourse A reconstruction, the existing airlines (United) must be moved to empty gates in the current terminal complex. Those empty gates are achieved by first constructing Concourse D extension, currently underway and to be complete in July 2025. Concourse D extension allows Southwest Airlines to relocate gates from Concourse C into this new area. Once Concourse C gates available, American, Delta, and United will all be relocated to vacate Concourse A for demolition.

A separate enabling project currently nearing completion is the site preparation to accommodate the terminal ramp expansion necessary for Concourse A. The site preparation included approximately 750,000 cubic yards of fill material up to the proposed subgrade of the apron pavements and includes a settlement period prior to concrete placement.

This project consists of the demolition and rebuilding of Concourse A and landside extension of North Ticketing and North Baggage Claim. Concourse C upgrades to accommodate airlines relocated from Concourse A before construction are also necessary to enable the project. The selected consultant will provide comprehensive design and support during construction.

Construction of Concourse A is anticipated to be executed through a Construction Manager at Risk (CMAR) contract. Procurement of this contract is expected to be completed on schedule to have the CMAR on board 6 months prior to the design completion of Concourse A Reconstruction. The design team will be expected to present the design to and coordinate with the CMAR, including incorporating comments as necessary.

On June 8, 2023, the MNAA published a Request for Qualifications (RFQ).

On July 10, 2023, four (4) Statement of Qualifications (SOQ) were received from Corgan, Fentress, HOK, and KPF.

The selection committee evaluated the SOQ based on the criteria below:

1. Organization and Personnel
2. Project Approach
3. SMWBE participation

The selection determined the following firms to be the best qualified: Corgan, Fentress, and HOK.

On July 27, 2023, the selection committee conducted interviews of these top candidates and their scores are listed below:

Firm	Score
Corgan	500
Fentress	545
HOK	481

The selection committee determined Fentress to be the most qualified firm for the project based on their responses to the following questions:

1. Please explain the interaction and collaboration with your MWBE subconsultants during the project.
2. Identify the three biggest challenges for this project.
3. Explain your approach to ensuring architecturally Concourse A is consistent with the BNA Vision.
4. What is your plan for support during construction with the CMAR?

All teams were qualified, but Fentress presented a comprehensive and well qualified team with the experience and capability to perform the task.

The Fentress team consists of the following firms:

Proposer	Subconsultant	Discipline/Responsibility	SBE	MWBE	Local Firm	BNA Experience
Fentress Architects	Fentress Architects	Architect of Record				Yes
	Community Solutions by Design	Enabling Architect		MBE	Yes	Yes
	EOA	Interiors			Yes	No
	IC Thomasson	Mechanical, Electrical, Plumbing & Fire Protection Design			Yes	Yes
	Innovative Engineering Services LLC	Plumbing and Fire Protection Design		MBE	Yes	Yes
	Burns	Technology Design			No	Yes
	Garver	Civil			Yes	Yes
	Civil Infrastructure Associates	Survey		WBE	Yes	Yes
	Magnusson Klemencic Associates (MKA)	Structural Design			No	Yes
	Logan Patri Engineering	Structural Assist		MBE	Yes	Yes
	Argus	Hydrant Fueling			No	Yes
	BNP Associates	Baggage Handling			No	No
	Langan	Geotechnical			Yes	Yes
	Connico Incorporated	Cost Estimaing		MBE	Yes	Yes
	Alliance Synergy Group	SMWBE Consulting		MBE	Yes	Yes
	Wiss Janney Eistner	Code Review			No	Yes
	Jones Worley	Signage			No	Yes

The SMWBE participation level established by MNAA for this contract is 9.62% MBE and/or WBE. Fentress has committed to meet this participation level utilizing CSBD (MBE), EOA Architects (WBE), Logan Patri (MBE), IES (MBE), CIA (WBE), and Connico (MBE).

B. Impact/Findings

MNAA SMWBE Participation Level: 9.62% MBE and/or WBE
 Fentress’s SMWBE Participation Level: 14.75% MBE and/or WBE
 Anticipated Contract Start Date: October 2023
 Duration of Contract: 5 years
 Contract Completion Date: October 2028
 Contract Cost: \$50,000,000 not-to-exceed
 Funding Source: 100% MNAA

C. Strategic Priorities

- Invest in BNA
- Plan for the Future

D. Options/Alternatives

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

III. Committee Review

This item was presented to the Operations Committee on October 11, 2023. The Operations Committee did not have a quorum and did not vote on the item.

STAFF ANALYSIS

Board of Commissioners

Date: October 18, 2023
Facility: John C. Tune Airport (JWN)
Subject: Construction Contract for Terminal Parking Lot Expansion
Project No. 2390

I. Recommendation

Staff requests that the Board of Commissioners:

- 1) Accept the bid by Rogers Group, Inc. (Rogers Group) for Terminal Parking Lot Expansion at JWN and;
- 2) authorize the Chair and President and CEO to execute the proposed contract for the amount contained herein.

II. Analysis

A. **Background**

Due to growth along with high demand, additional vehicular parking capacity is required within walking distance of the Terminal Building at John C. Tune Airport in Nashville, TN. Because the terminal area is already fully developed, expansion requires significant grading and fill placement. The JWN redevelopment master plan identified vehicular parking opportunities adjacent to Tune Airport Drive, with connections on the north and south end of the existing terminal parking lot.

The project consists of two new parking areas on either side of Tune Airport Drive, east of the existing terminal building and parking area. The project scope includes grading, drainage, paving, lighting, and pavement markings. The project is phased to allow Tune Airport Drive to remain open to the largest extent possible.

An Invitation to Bid for the project was advertised on August 21, 2023, and consisted of three (3) bid schedules and one (1) add alternate. Each bid schedule included incrementally larger areas to ensure that an acceptable bid was received within budget. Additive alternate #1 consisted of a 2-inch depth mill and overlay of the existing asphalt road leading to the new parking lot.

On September 21, 2023, two (2) bids were received. Below is a tabulation of those bids:

Contractor	Schedule 1	Schedule 2	Schedule 3	Add Alternate #1	Total Schedule 3 & Add Alternate #1
Civil Constructors	\$687,534.96	\$1,526,027.25	\$1,680,047.45	\$98,749.00	\$1,778,796.45
Rogers Group, Inc.	\$873,604.00	\$1,287,852.00	\$1,465,654.25	\$117,127.00	1,582,781.25

Based on the availability funding and the needs of the airport, Schedule 3 (60 parking spaces) plus Add Alternate #1 (partial resurfacing of Tune Airport Drive is the preferred construction.

The DBE goal established for the project was 19.87% DBE. Rogers Group, Inc. was able to obtain 16.39% DBE participation by utilizing Gibco Construction, SB Johnson, LLC, Clarksville Fencing, LA Scapes, Water Quality & Erosion Control of Tennessee, Jen-Hill Construction and Lestar.

Rogers Group, Inc.'s Bid is 6% lower than the Engineer of Record's (Atkins North America) opinion of probable construction cost of \$1,684,279.25 for Schedule 3 + Add Alternate #1.

The Metropolitan Nashville Airport Authority (MNA) and Engineer of Record, Atkins North America, Inc., have evaluated the bids and determined the bid from Rogers Group, Inc., to be responsive and responsible and recommend award to Rogers Group, Inc.

B. Impact/Findings

MNA DBE Goal:	19.87%
Contractor DBE Goal:	16.39%
Anticipated Contract Start Date:	November 2023
Duration of Contract:	170 Calendar Days
Contract Completion Date:	June 2024
Contract Cost:	\$1,582,781.25
Funding Source:	48% Federal, 42% State, 10% MNA

C. Strategic Priorities

- Invest in JWN
- Plan for the future

D. Options/Alternatives

Do Nothing: The "Do Nothing" option will result in the inability of airport users to park at the airport when the existing lot is full.

III. Committee Review

This item was presented to the Operations Committee on October 11, 2023. The Operations Committee did not have a quorum and did not vote on the item.

STAFF ANALYSIS

Board of Commissioners

Date: October 18, 2023
Facility: Nashville International Airport
Subject: Amendment to British Airways Incentive Agreement (London)

I. Recommendation

Staff requests that the Board of Commissioners:

- 1) Approve the Amendment to the British Airways Incentive Agreement; and
- 2) Authorize the President and CEO to execute the Amendment.

II. Analysis

A. Background

Air Service Development (ASD) is seeking approval to amend the British Airways Incentive Agreement with the following changes:

- a. increase approved funding level from the current Board approved cap of \$2M to \$2.5M
- b. extend the incentive agreement until February 29, 2024

On November 2, 2020, MNAA approved a new Air Service Incentive Plan or ASIP (Policy #61-001), which outlines incentives for "new" or resumed routes (with a 12-month gap in service) for new or incumbent airlines.

On June 16, 2021, the MNAA Board of Commissioners approved a 2-year incentive for British Airways, under this new policy, with a \$2M cap in funds (including up to \$100k in marketing funds). Any increase in funding levels under this incentive requires additional Board Approval. The current incentive is effective from December 9, 2021 - December 8, 2023. The amount spent on the incentive to date (activity ending 8/31/2023) is \$1,839,712.86, which leaves \$160,287.14 in remaining incentive. This amount will not cover the operational abatement, per the agreement, until the current expiration of December 8, 2023.

Due to the reemergence of the COVID pandemic during the incentive period, British Airways ceased flying in January 2022 and did not return until May 2022. There were 3 months in which no flying occurred (February 2022 - April 2022). British Airways has requested, and the Authority recommends that the incentive end date is adjusted to reflect the period without activity. This ask is consistent with the other U.S. airports they serve in which they have similar flight activity. BWI (Baltimore) granted a 3-month extension, while MSY (New Orleans) allowed them to pay back the December / January incentive and extended the agreement by five months.

The balance of the NAE Incentive Fund as of September 29, 2023 is \$7.5M.

B. Overview

At the existing average FY 2024 monthly abatement (approximately \$87k, based on FY 2024 rates and projected activity), the British Airways incentive will hit the approved \$2M cap before the end of October, with \$160,287.14 remaining.

MNAA staff, with concurrence of our ASD consultant firm Arthur D. Little, are recommending to extend the existing incentive from ending December 8, 2023, until February 29, 2024. This extension recognizes the three-month period in which they did not have any flights into BA due to the resurgence of the pandemic and governmental restrictions on both sides of the Atlantic. The cap would need to be raised to \$2.5M to account for the remaining approved months and the extension months.

C. Strategic Priorities

- Invest in BNA/JWN
- Plan for the Future

D. Options/Alternatives

Alternative 1. Do not extend the agreement, nor increase the cap allowing the incentive to expire early due to hitting the incentive monetary cap.

Alternative 2. Increase the incentive cap to \$2.2M but leave the incentive to expire on December 8, 2023.

Alternative 3. Extend the existing incentive ending December 8, 2023 until April 30, 2024. This recognizes the three-month period in which they did not have any flights into BA due to the resurgence of the pandemic and governmental restrictions on both sides of the Atlantic, plus two additional months. BA would pay MNAA back for the limited number of flights during those two months, December 2021 - January 2022 (\$56,118.16). The cap would need to be raised to \$2.7M to account for the remaining approved months and the extension months.

III. Committee Review

This item was presented to the Finance Committee on October 11, 2023. The Finance Committee voted 3 to 0 to recommend approval to the Board of Commissioners.

STAFF ANALYSIS

Board of Commissioners

Date: October 18, 2023

Facility: Hotel adjacent to Terminal

Subject: Trademark License Agreement

I. Recommendation

Staff requests that the Board of Commissioners:

- 1) approve the terms negotiated between MNAA and Nashville Airport Hotel Partners, LLC (the "Tenant") via the trademark license agreement.
- 2) authorize MNAA Staff and the Board of Commissioners to execute a trademark license agreement between MNAA and Tenant.

II. Analysis

A. Background

The Project Lease Agreement dated April 29, 2021 between MNAA and Tenant permits the use of BNA® in the name of the hotel. Based on Hilton's naming standards, the hotel's name is "Hilton BNA Nashville Airport Terminal," which will be shortened when possible to "Hilton BNA." The use of the BNA word mark and logo will be submitted as support for MNAA's application to register the BNA marks for the hotel class. Similarly, the Project Lease Agreement also contemplates the use of the BNA marks in a restaurant concept, now called BNA Sky Pavilion, which will be submitted as support for MNAA's application to register the BNA marks for restaurant services.

B. Trademark License Agreement Terms

1. Gratis license, based on the provisions of the existing Project Lease Agreement.
2. Seven year terms, which auto renew.
3. Tenant is required to follow MNAA quality and brand standards.

C. Impact/Findings

This trademark license agreement will allow MNAA to file additional trademark applications and continue to build the BNA brand.

D. Strategic Priorities

- Invest in BNA
- Plan for the future

E. Options/Alternatives

The Finance Committee could decline to recommend approval of the proposed trademark license agreement.

III. Committee Review

This item was presented to the Finance Committee on October 11, 2023. The Finance Committee voted 2 to 0 to recommend approval to the Board of Commissioners. Commissioner Granbery recused himself.

Business Diversity Development, September FY'2024 Certification Report as of August FY'2024

Total Certified firms:	New Certified firms: 7/1/2024 - YTD	Totals	Firms Certified in August FY'24	Totals	New Applications Received: 7/1/2024 -YTD	Totals	New Interstate Apps Received: 7/1/2024 -YTD	Totals	Renewals Received: 7/1/2024 -YTD	Totals	Denials, Delist & Withdrawals 7/1/2024 -YTD	Totals	Monthly OnSite's Completed 7/1/2024 -YTD
136 Firms	Construction:	9	Construction:	0	Construction:	14	Construction:	2	Construction:	33	Construction:	4	9
203 Firms	Professional Svcs:	7	Professional Svcs:	2	Professional Svcs:	15	Professional Svcs:	5	Professional Svcs:	39	Professional Svcs:	2	7
	professional	6	professional	2	professional	11	professional	5	professional	30	professional	2	6
	security	0	security	0	security	0	security	0	security	2	security	0	0
	janitorial	1	janitorial	0	janitorial	4	janitorial	0	janitorial	5	janitorial	0	1
	landscaping	0	landscaping	0	landscaping	0	landscaping	0	landscaping	2	landscaping	0	0
147 Firms	Goods/Svcs:	4	Goods/Svcs:	2	Goods/Svcs:	8	Goods/Svcs:	6	Goods/Svcs:	8	Goods/Svcs:	2	2
	printing/signage	0	printing/signage	0	printing/signage	0	printing/signage	0	printing/signage	0	printing/signage	0	0
	supplier	1	supplier	0	supplier	0	supplier	1	supplier	1	supplier	1	1
	miscellaneous	0	miscellaneous	0	miscellaneous	0	miscellaneous	0	miscellaneous	0	miscellaneous	0	0
	concessions	3	concessions	2	concessions	8	concessions	5	concessions	7	concessions	1	1
486 Total		20 Total		4 Total		37 Total		13 Total		80 Total		8 Total	18 Total

Certification Inquiries (phone, email, meet & greets)

Monthly Inquires: 33

Total Inquires YTD: 4 202

Report Date: 8/8/2024



BDD Educational Outreach, Technical Assistance, and Program Development Activities

FY '2024	Date of Event	BDD Outreach Engagement Events
AMAC Booth and Outreach Event - SAN ANTONIO, TX	June 12-June 13th	The BDD Team attended the AMAC training event in San Antonio, hosted a booth encouraging the benefits of certification for upcoming BNA projects and solicitations in Nashville.
Metro Business Development Partners Luncheon-2023 Nashville Disparity Study	7/17/2023	The BDD Team (Davita Taylor, Kebbyn Connell & Floyd Munn) attended the Metro Business BAO Department and Staff to review and discuss the 2023 Metro Nashville Disparity Study Results.
Hensel Phelps - Project 2311 - CGMP4 Outreach Event	7/18/2023	The BDD Team (Kevin Crampton & Floyd Munn) attended and supported The Outreach Efforts with local vendors
ACCA 2023 National Training Institute: August 13-19, 2023 - Memphis, Tennessee	8/14/2023 - 8/18/2023	The BDD Team (Kebbyn Connell ELI certification, Kevin Crampton MCA certification & Azad Saeed CCA certification) attended with The American Contract Compliance Association. ACCA is the nation's preeminent compliance and certification training
2023 TDOT DBE Small Business Annual Meeting	8/28/2023	The BDD Team (Kebbyn Connell) This event is part of our continuing effort to provide DBEs a venue to learn about transportation-related contract opportunities here at TDOT and with other state of Tennessee Departments. The theme of this year's meeting is "Growing Your Business the Public Infrastructure Market." organization.