

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



Date: December 20, 2023

Location: Metropolitan Nashville Airport Authority
Tennessee Boardroom

Time: 1:00 p.m.

Board Members Present: Joycelyn Stevenson, Chair; Jimmy Granbery, Vice Chair; Andrew Byrd, Secretary; Bobby Joslin, Nancy Sullivan; and Dr. Glenda Glover

Board Members Absent: Bill Freeman

MNAA Staff Present: Doug Kreulen, Neale Bedrock, Lisa Lankford, Trish Saxman, Marge Basrai, Daniel B. Brown, Chris Davidson, Kristen Deuben, David Griswold, Traci Holton, Ijeoma Ike, Carrie Logan, Rachel Moore, Olivia Parven, Josh Powell, Robert Ramsey, Davita Taylor, 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 Stevenson called the MNAA Board of Commissioners and MPC Board of Directors Meeting to order at 1:00 p.m., pursuant to Public Notice dated December 15, 2023.

II. PUBLIC COMMENTS

Chair Stevenson stated there were no public comment requests received.

III. APPROVAL OF MINUTES

Chair Stevenson called for a motion to approve the Minutes of the October 18, 2023 Joint Meeting of the MNAA Board of Commissioners and MPC Board of Directors. Chair Stevenson asked that in the motion to approve the minutes, the Commissioner making such motion should state on the record that per Adams and Reese, the prior minutes are approved solely for the purpose of documenting the records of MNAA, including the date, time, location, attendance, and actions that occurred on the relevant meeting dates by the relevant body, and per Adams and Reese, such approval does not in any way comment on the legality or substance of the proceedings and actions taken or any contract considered with any such actions. Chair Stevenson asked that the motion also include affidavits from the minute taker and preparer of the prior minutes, certifying that the prior minutes were taken and

prepared in accordance with MNAA's standard meeting procedures for the creation of meeting minutes of MNAA's Board of Commissioners and its committees and are an accurate record of the same. This has been provided to each Commissioner and will be included in the December Committee and Board minutes. A motion to approve was made by Vice Chair Granbery and seconded by Commissioner Byrd.

Chair Stevenson asked Ms. Saxman for a roll call:

Chair Stevenson – Yes

Vice Chair Granbery – Yes

Commissioner Byrd – Yes

Commissioner Joslin – Yes

Commissioner Sullivan – Yes

Commissioner Glover – Yes

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

Chair Stevenson asked for a motion to approve the November 6, 2023 Minutes of the Special Joint Meeting of the MNAA Board of Commissioners and MPC Board of Directors and November 15, 2023 Minutes of the 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 Glover.

Chair Stevenson asked Ms. Saxman for a roll call:

Chair Stevenson – Yes

Vice Chair Granbery – Yes

Commissioner Byrd – Yes

Commissioner Joslin – Yes

Commissioner Sullivan – Yes

Commissioner Glover – Yes

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

Commissioner Byrd stated that at some point he believes the Board needs to take a look at the July minutes of the group that met at the Metro courthouse, there were minutes that were recorded at that meeting and this Board should take that up at some point. Commissioner Glover asked what minutes, to which Commissioner Byrd replied minutes of the meeting they went to at the Metro courthouse. He stated that he would like those minutes that were circulated and

approved in connection with that meeting to be considered by this Board and made part of the record of this organization. Vice Chair Granbery stated he would like Adams and Reese LLP to weigh in on that as Board counsel. Chair Stevenson stated that between now and the next Board meeting, Board counsel will confer with General Counsel and provide advice regarding this issue. Commissioner Byrd stated he does not think it absolutely needs to be done, but he thinks it is appropriate to be done.

Vice Chair Granbery asked if based on our engagement letter with Adams and Reese LLP, if there is a need for a motion for the Board to approve that review. Chair Stevenson replied no because the engagement letter is broad enough to incorporate the original task and whatever else as needed, so this will fit into that category.

IV. CHAIR'S REPORT

Chair Stevenson acknowledged that this was the last meeting for 2023 and thanked everyone for their hard work, particularly President Kreulen and his staff, those that were present and those that were not. She stated that she realizes that there is a lot that happens at the airport every day, a lot behind the scenes. A lot of fires that staff puts out that not everyone knows about and a lot of things not within their control that they deal with. Chair Stevenson stated that she would like to give a round of applause to President Kreulen and his staff. Chair Stevenson also thanked the Board for their diligence and taking their role seriously and coming in here and doing the work. Chair Stevenson stated that everyone knows how important that is, that she enjoys working with all members of the Board and wants to continue the work that the Board is doing. Chair Stevenson said that there are a lot of important decisions to make in the next year. A lot of great things are happening at this airport, she said, and there is a lot of preparation for the next 10 - 15 years, which is a lot of responsibility. Chair Stevenson stated President Kreulen is anxious to talk to us about the strategic planning MNAA needs to do and she wants to go into the new year thinking about that as well.

Chair Stevenson mentioned the devastating tornado that struck two weeks ago and that there are people who are still dealing with the aftermath. There are also people dealing with other things around the holidays, she said. As she mentioned previously around Thanksgiving, the holidays can be a very joyful time but also a time of sorrow and there are people who are experiencing loss. She extended her heartfelt thoughts to those who are dealing with any of those situations. And she hopes that in the next year, we can come together as we always have to do the great

work of this airport and figure out how to meet challenges head on and she wants everyone to have a wonderful holiday with family and friends.

V. PRESIDENT'S REPORT

President Kreulen thanked Chair Stevenson. President Kreulen informed the Board that he attended the Metro Council meeting where Commissioner Freeman was reappointed. There were discussions regarding the tornado, and how everyone has been responding to the devastation. President Kreulen stated Oliva Parven, here today, and Corey King helped raise approximately \$34K for our Give-Back campaign and a lot of that money went to United Way, one of the organizations commended last night for their work on the tornado damage. President Kreulen thanked Ms. Parven for helping raise money with the staff at the airport for this type of event.

President Kreulen stated MNAA had the first Tree Lighting Celebration on November 30, 2023. The tree has been very popular with our passengers, and lots of families have been taking pictures around it as they travel in and out of the airport.

President Kreulen reported that the Hilton BNA Tour on December 13, 2023 was a success. It has a great view from the top floor and is beautiful inside. Contractually they are scheduled to open December 31, 2023, but it may open sometime between December 31st and February 1st. They are getting into the hiring of staff and final cleaning, and it will be a very nice amenity. We hope to have lunch there sometime in the month of February, he said.

President Kreulen announced that Vice Chair Granbery's 4th grandchild was born on December 13, 2023. Several pictures of the beautiful family with baby Bowen Treanor Granbery was presented. President Kreulen stated that Commissioner Freeman has 7 grandchildren and said that staff could keep track of all the Commissioners' grandchildren if they wished. Vice Chair Granbery announced that Commissioner Joslin has another grandchild coming in 17 days.

President Kreulen presented several pictures of Commissioner Glover at the White House and at a Texans game and stated that she is non-stop with her movements. President Kreulen congratulated Commissioner Glover and thanked her for representing MNAA.

President Kreulen congratulated Commissioner Freeman on his reappointment to the Board on December 19, 2023. His new term expires on January 1, 2031. President Kreulen stated Commissioner Freeman looked great last night at his reappointment and presented a few pictures of Commissioner Freeman and his wife, Bab's, White House tour.

President Kreulen reported that Business Taking Off will be held on Friday, February 9, 2024 at the Music City Center, in the Davidson Ballroom. Normally there are 300 attendees, and now there are approximately 400. MNAA eventually plans to host the Business Taking Off at the Hilton BNA, which will hold 600 attendees. Business Taking Off is an annual event where MNAA invites businesses that want to do business here at the airport, or are already doing business at the airport, and MNAA provides attendees with its capital plan for the next 12 months, showing what kinds of projects are at the airport, how to participate, how to bid and how to put in a proposal. It has been well received. MNAA provides breakfast and the businesses have an opportunity to hear about what is coming up at BNA and John C. Tune Airport (JWN).

President Kreulen presented a slide showing the FY24 BNA enplanements. For the month of December, BNA is plus 14% over last year, and for this year BNA is plus 9%. MNAA's fiscal year will end June 30, 2024 and BNA is above the line and is about to hit its low for the year but will start to peak for the summer and head up to 11% which will end us at 24M passengers. That will make it 11 years in a row that BNA has been able to achieve that.

President Kreulen reported the Committee 60-Day Outlook has 2 approvals in the Operations Committee and 3 approvals in the Finance Committee, which several of these are tentative. Staff plans to update the Operations Committee on strategic issues, the acceleration of Donelson Pike with TDOT, Terminal II Siting Study, and MNAA is with that the next steps for BNA and JWN development. The Finance Committee will be updated on adjustments to the FY24 budget that may be needed based on that 11% growth, and also MNAA's ability to take over and manage the Distributed Antenna System ("DAS") and Wi-Fi improvements which has been a challenge MNAA. There are a lot of outside experts helping staff with these business decisions. For the January Committee meetings, even if there no approvals, it is still critical to have the Operations and Finance Committee meetings to update Commissioners on long-range strategic decisions that staff will be recommended to the Commissioners.

President Kreulen stated the Committee 60-Day Outlook has approvals in both Operations and Finance Committees in February, and the staff will get ready for March and April for approval of the FY25 budgets. There are lots of challenges ahead.

President Kreulen turned the meeting over to turned Chair Stevenson for the Items for Ratification.

Vice Chair Granbery stated he attended the JWN airport pilots meeting and Mr. Robert Ramsey was filling in for Mr. Chris Davidson and it was the first meeting he has been to in years where it was nothing but accolades for the staff and all their great work. It was almost a standing ovation to the team, he said, and there were no complaints, which is a milestone. Vice Chair Granbery stated the work out at JWN is progressing and looks great. And although there may be some bumps in the road with rerouting during the building of the pipes under the taxiways, it is pretty amazing.

VI. ITEMS FOR RATIFICATION

Chair Stevenson stated that at each Committee meeting last week, each Committee discussed the July – October 2023 Board action items. There were 19 items total: 12 from Operations Committee, 5 from Finance Committee and 2 from Management Committee. All 3 Committees recommended ratification by the Board and asked for a motion. Vice Chair Granbery motioned to approve, and Commissioner Glover seconded the motion.

Chair Stevenson asked Ms. Saxman for a roll call:

Chair Stevenson – Yes

Vice Chair Granbery – Yes

Commissioner Byrd -Yes

Commissioner Joslin – Yes

Commissioner Sullivan – Yes

Commissioner Glover – Yes

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

The items ratified included:

- 1) Professional Services Contract for Executive Program Management (Operations)

- 2) Professional Services Contract for Terminal II Siting Study (Operations)
- 3) Professional Services Contract for On Call Engineering Services (Operations)
- 4) TARI -Telecommunication Provider License and Access Fees Agreement - Crown Castle (Operations)
- 5) Professional Services Contract for Commercial Trash, Recycled Materials and Electronics Disposal (Operations)
- 6) Amendment to Professional Services Contract for Custodial Services – Satellite Concourse (Operations)
- 7) Design, Build, Operate and Maintain Virtual Ramp Control System (Operations)
- 8) Construction Contract for TARI Phase 2 (Operations)
- 9) Construction Contract for Bravo/Kilo Intersection (Operations)
- 10) Professional Services Contract for Staff Augmentation (3) (Operations)
- 11) Professional Services (Design) Contract for Concourse A (Operations)
- 12) Construction Contract for JWN Terminal Parking Lot Expansion (Operations)
- 13) JWN North Development LOI/Lease Terms – Parcel 1 (Finance)
- 14) Amendment to Fraport Subleases (Finance)
- 15) BNA Westside Development LOI/Lease Terms (Finance)
- 16) Amendment to British Airways Incentive Agreement (London) (Finance)
- 17) Trademark License Agreement (Finance)
- 18) CEO Employment Agreement (Management)
- 19) CEO FY24 Performance Evaluation Key Performance Indicators (KPI's) (Management)

VII. ITEMS FOR APPROVAL

1. Amendment to Contract for On Call Snow & Ice Removal Services (Operations)

President Kreulen introduced Daniel B. Brown, AVP, Maintenance, Environmental and Safety, to brief the Board on the Amendment to Contract for On Call Snow & Ice Removal Services. Mr. Brown stated that this amendment is for this winter season for the contract that was awarded to Grade A Construction in the amount of \$1.63M NTE for the 1st contract year

(FY23). The SMWBE goal is 9.55% MBE and/or WBE and Grade A Construction, a certified DBE, is utilizing Archangel and Jerry B Young for this contract.

This was presented to the Operations Committee on December 13, 2023, and the Operations Committee recommended Board approval by a vote of 3 to 0. Mr. Brown requested that the Board of Commissioners accept the proposed amendment to the contract with Grade A Construction for on-call snow and ice removal services and authorize the Chair and President to execute the proposed amendment for \$1.5M NTE.

Commissioner Joslin stated the Operations Committee voted 3-0 to recommend approval by the Board. Commissioner Joslin made a motion for approval and Commissioner Sullivan seconded the motion.

Chair Stevenson asked Ms. Saxman for a roll call:

Chair Stevenson – Yes

Vice Chair Granbery – Yes

Commissioner Byrd -Yes

Commissioner Joslin – Yes

Commissioner Sullivan – Yes

Commissioner Glover – Yes

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

2. Professional Services Contract for Runway 2L Extension Environmental Impact Statement (EIS) (Operations)

President Kreulen introduced Traci Holton, VP, Chief Engineer, to brief the Board on the Professional Services Contract for Runway 2L Extension Environmental Impact Statement (“EIS”). Ms. Holton stated this is Phase 1 of 2 to provide analysis and assist the FAA to prepare the Environmental Impact Statement (“EIS”) to assess and disclose the potential environmental impacts and reasonable alternatives. Ms. Holton stated Landrum & Brown, Inc. was selected at a cost of \$3.5M NTE for Phase 1. The DBE goal was 7.98% and Landrum & Brown, Inc. committed to 8%.

This was presented to the Operations Committee on December 13, 2023. Ms. Holton recommended the Board authorize the Chair and President and CEO to execute the proposed

Professional Services Contract for the Runway 2L Extension EIS with Landrum & Brown, Inc. for \$3.5M NTE.

Commissioner Joslin stated the Operations Committee voted 3-0 to recommend approval by the Board. Commissioner Joslin made a motion for approval and Commissioner Sullivan seconded the motion.

Chair Stevenson asked Ms. Saxman for a roll call:

- Chair Stevenson – Yes
- Vice Chair Granbery – Yes
- Commissioner Byrd -Yes
- Commissioner Joslin – Yes
- Commissioner Sullivan – Yes
- Commissioner Glover – Yes

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

3. Professional Services Contract for On Call Architectural Services (Operations)

Ms. Holton stated that the Professional Services Contract for On Call Architectural Services is to provide architectural design services for all capital projects for the next 3 years. The selection committee selected Gresham Smith through a competitive process. This contract is for 1 year with two 1-year renewal options in the amount of \$5M NTE per year. The SMWBE goal was 6% MBE/WBE and Gresham Smith committed to 6% MBE/WBE.

This was presented to the Operations Committee on December 13, 2023. Staff recommended that Ms. Holton recommended the Board authorize the Chair and President and CEO to execute the On Call Architecture Professional Services Contract with Gresham Smith for \$5M NTE per year.

Commissioner Joslin stated that the Operations Committee voted 3-0 to recommend approval by the Board. Commissioner Joslin made a motion for approval and Commissioner Byrd seconded the motion.

Vice Chair Granbery asked Ms. Holton to please give an example of what type of architecture design will be used. Ms. Holton replied MNAA has a FY24 project that has not started yet to

design a canopy over the sky pass on the curve and will hand to them and issue a task order to design to be implemented through construction. Commissioner Glover asked if cost was a factor. Ms. Holton replied, it cannot be in professional services, it is always by qualifications by state law.

Chair Stevenson asked Ms. Saxman for a roll call:

Chair Stevenson – Yes

Vice Chair Granbery – Yes

Commissioner Byrd -Yes

Commissioner Joslin – Yes

Commissioner Sullivan – Recused

Commissioner Glover – Yes

The motion was passed with a vote of 5/0/1.

4. Construction Contract for Taxiway Bravo 5 (Operations)

Ms. Holton stated that the Construction Contract for Taxiway Bravo 5 is for the replacement of asphalt at Taxiway Bravo 5 with full depth and full-strength concrete. MNAA received 2 bids and the selection committee selected Hi-way Paving as the low bidder with total contract cost of \$970,100. This contract will start in March 2024 and end April 2024, 30 days. The SMWBE goal was 8.17% MBE and 7.15% WBE and Hi-Way Paving committed to 8.25% MBE and 7.19% WBE.

This was presented to the Operations Committee on December 13, 2023. Ms. Holton recommended the Board authorize the Chair and President and CEO to execute the proposed contract with Hi-Way Paving, Inc. in the amount of \$970,100.

Commissioner Joslin stated the Operations Committee voted 3-0 to recommend approval by the Board. Commissioner Joslin made a motion for approval and Commissioner Glover seconded the motion.

Commissioner Glover asked if this is an aggressive schedule of 1 month. Ms. Holton replied no, 30 days for this amount of concrete is ok and the runway will be shut down.

Chair Stevenson asked Ms. Saxman for a roll call:

- Chair Stevenson – Yes
- Vice Chair Granbery – Yes
- Commissioner Byrd -Yes
- Commissioner Joslin – Yes
- Commissioner Sullivan – Yes
- Commissioner Glover – Yes

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

5. Design-Build Contract for Virtual Ramp Control Implementation CGMP 1 of 2 (Operations)

Ms. Holton stated the Board on the Design-Build Contract for Virtual Ramp Control Implementation CGMP 1 of 2 will provide structural, mechanical and communications infrastructure. The selection committee selected Hensel Phelps for CGMP1 in the amount of \$5M and future CGMP 2 in the amount of approximately \$1M. The contract will start as soon as the Board signs the contracts. The SMWBE goal was 5.33% MBE/WBE and Hensel Phelps committed to 5.33% MBE/WBE.

This was presented to the Operations Committee on December 13, 2023. Ms. Holton recommended the Board authorize the Chair and President and CEO to execute the proposed contract with Hensel Phelps for the Component Guaranteed Maximum Price #1 of \$5M.

Commissioner Joslin stated the Operations Committee voted 3-0 to recommend approval by the Board. Commissioner Sullivan made a motion for approval and Commissioner Joslin seconded the motion.

Chair Stevenson asked Ms. Saxman for a roll call:

- Chair Stevenson – Yes
- Vice Chair Granbery – Yes
- Commissioner Byrd -Yes
- Commissioner Joslin – Yes
- Commissioner Sullivan – Yes
- Commissioner Glover – Yes

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

6. Short Term Credit Facility – Third Amendment to Note Purchase Agreement with Bank of America, N.A. – Resolution 2023-12 (Finance)

President Kreulen introduced Marge Basrai, EVP, Chief Financial Officer to brief the Board on the Short-Term Credit Facility, Third Amendment. Ms. Basrai provided background on the Note Purchase Agreement (“NPA”). On January 7, 2019, the MNAA entered into a NPA with Bank of America (“BofA”) to provide short-term cash flow funding for MNAA’s capital projects during early stages of construction in the amount of \$300M with variable interest rates based on LIBOR, 5-year commitment with 15 bps. On November 26, 2019, MNAA executed the First Amendment to the NPA with BofA and increased commitment amount to \$400M and added accordion feature. On December 1, 2021, MNAA executed the Second Amendment to the NPA with BofA and decreased commitment to \$300M, removed the accordion feature that was added in the First Amendment, with a maturity date of January 7, 2024, with new interest indices with LIBOR publication ceasing on June 30, 2023 and increased MNAA’s fee of 20bps.

MNAA is now asking for a Third Amendment to the NPA. With the term date of January 7, 2024 fast approaching, MNAA began discussion on a new NPA with PFM, MNAA’s financial advisors. The recommendation is to begin negotiations with BofA for a new NPA and this will be a new issuance of debt, which is time consuming to execute and Bond Counsel did not believe this could get done by January 7, 2024. In order to not lose the ability to use credit facility, both MNAA and BofA have agreed to an extension of the maturity of the notes and the commitment expiration date not to exceed one year to January 7, 2025 with all other terms of the NPA to remain the same and will give time to complete negotiations, prepare all the documents and resolution and obtain Board approval. Ms. Basrai presented the terms under the Third Amendment stating the only thing that changes is highlighted in yellow, the Maturity Date/Mandatory Tender Date of January 7, 2025. Per Bond Counsel no new TEFRA hearing or Authorizing Resolution is required for the Third Amendment.

This was presented to the Finance Committee on December 13, 2023, and voted 3 to 0 to recommend approval of Board. Staff recommended the Board approve MNAA Resolution No. 2023-12, which authorizes both the extension of the maturity of the notes and the commitment expiration date for a period not to exceed one year, in the NPA with BofA and authorize the President and CEO to execute the Third Amendment to the NPA with BofA.

Commissioner Byrd stated the Finance Committee voted 3-0 and recommended approval by the Board. Commissioner Byrd made a motion for approval and Commissioner Glover seconded the motion.

Chair Stevenson asked Ms. Saxman for a roll call:

Chair Stevenson – Yes

Vice Chair Granbery – Yes

Commissioner Byrd -Yes

Commissioner Joslin – Yes

Commissioner Sullivan – Yes

Commissioner Glover – Yes

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

7. Amendment to Fraport Sublease – Pyramids of Nashville, LLC Extension (Finance)

President Kreulen introduced Colleen Von Hoene, Associate Principal, The Paslay Group, to brief the Commissioners on the Amendment to Fraport Sublease. Ms. Von Hoene stated the term of the Lease and Concessions Agreement with Fraport Tennessee, Inc. commenced on February 1, 2019 and expires January 31, 2029. For sublease terms that extend beyond January 31, 2029, MNAA must become a party to the sublease. Fraport has a sublease with Pyramids of Nashville, Inc. for a restaurant that opened on June 5, 2021, with a term that expires on January 31, 2029.

This was presented to the Finance Committee on December 13, 2023. Ms. Basrai requested that the Board approve the sublease amendment between Fraport, Pyramids of Nashville, Inc. and MNAA and authorize the Chair and President and CEO to execute the sublease amendment.

Commissioner Byrd stated the Finance Committee voted 3-0 to recommend approval by the Board. Commissioner Byrd made a motion for approval and Vice Chair Granbery seconded the motion.

Vice Chair Granbery asked for the restaurant name, to which Ms. Von Hoene responded Pyramids in Concourse C. Commissioner Glover asked if 10 years is a normal term. President Kreulen responded yes, the Concessions team, Finance team and Fraport helped gather

information and MNAA has a matrix evaluating square footage, investment and if invested so much there is a likelihood staff will recommend a 10-year term versus 7-year term. MNAA previously had 7-year terms and was in a different position with the concessions program and at that time MNAA had to execute leases and get going. This was staff's promise to go back with both the owner of Pyramids and Fraport and evaluate the term. They have performed very well, and that is the basis for the recommendation.

Chair Stevenson asked Ms. Saxman for a roll call:

Chair Stevenson – Yes

Vice Chair Granbery – Yes

Commissioner Byrd -Yes

Commissioner Joslin – Yes

Commissioner Sullivan – Yes

Commissioner Glover – Yes

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

8. BNA West Development – Revised LOIs

President Kreulen introduced Carrie Logan, VP, Deputy General Counsel, to brief the Commissioners on the West Side Development. Ms. Logan presented a diagram showing Concourse C and Satellite Concourse on the top right and on bottom left the intersection of Briley Parkway. Ms. Logan stated the image on the right side shows how the property will be split between HCA Management Services, L.P. ("HCA") and SF Aviation, LLC ("SFA"). These are MNAA's standard LOI and lease terms with the addition of easement fees which are unique to these properties. The space will be divided between these two tenants with the base rent \$2.40/sf, 3% escalation and FMRV adjustments in year 10 and 20 of initial term. The easement fee will be shared between the 2 tenants and other tenants in this area for Taxilane A and B and SF Aviation, LLC will be paying the easement fee for the Taxilane B extension, which will then be split between the parties. Each is required to make minimum improvements within 18 months and do have their rights to lease to any other affiliate or successor organization with notice to MNAA; however, any other assignments require the prior written consent from MNAA. This is an immediate combined revenue source of almost \$580k and new assets will vest in 31.5 – 36.5 years. SF Aviation, LLC has committed to executing a lease for the entire 5.97-acre tract should the other tenant not execute a lease by January 15, 2024.

This was presented to the Finance Committee on December 13, 2023. Ms. Logan requested the Board approve the terms negotiated between MNAA and SF Aviation, LLC via Letter of Intent; and authorize the Chair and President and CEO to execute a lease agreement with SF Aviation, LLC consistent with lease terms. Staff requested the Board to approve the terms negotiated between MNAA and HCA Management Services L.P. via Letter of Intent; and authorize the Chair and President and CEO to execute a lease agreement with HCA Management Services, L.P. consistent with lease terms.

Commissioner Byrd stated the Finance Committee voted 3-0 to recommend approval by the Board. Commissioner Byrd made a motion for approval and Vice Chair Granbery seconded the motion.

Vice Chair Granbery asked the \$.50/sf easement fee is that on the area of easement or total area of the parcel. Ms. Logan responded it is in the area of easement for the extension. Taxilane A is divided among 4 tenants because they share that portion of it, and each pay \$.50/sf and Taxilane B is shared amongst 2 tenants one of which is paying \$.50/sf and since the parcel will be split, they are each paying \$.25/sf. The Taxilane extension is 50% of the entirety of the extension area which does have a 3% annual escalation.

Chair Stevenson asked Ms. Saxman for a roll call:

Chair Stevenson – Yes

Vice Chair Granbery – Yes

Commissioner Byrd -Yes

Commissioner Joslin – Yes

Commissioner Sullivan – Yes

Commissioner Glover – Yes

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

VIII. INFORMATON ITEMS

1. Satellite Concourse Performance Update (Operations)

President Kreulen stated the Satellite Concourse is an 8-gate facility, with 5 preferential to Allegiant (3) and Spirit, (2) with the other 3 for common use. It has only been open for less than 2 months and has had over 2,200 operations as of December 1, 2023. There have been over

33,000 bags checked, and over 98,400 shuttle trips to make sure we meet the customer expectations and can carry on. President Kreulen stated he and the executive team went out there last Friday just to take a look at it and the good news is Fat Bottom is opening today as a test. Fat Bottom is the biggest restaurant there and will open to passengers tomorrow morning.

Commissioner Byrd asked how MNAA maintains proper supervision of this separate facility, and if there is someone out there who is in charge of the maintenance and care of that facility or is it part of the overall program. President Kreulen responded that there is an office in the bottom floor on the ramp level for the cleaning crew, an office for MNAA's public safety team and another office for the bus drivers. As needed, in case of a surge in aircraft or for other reasons, the buses are called from right here and they pull up to the door. In addition to those, the 7 retail and food and beverage places also have offices that they use and each of the airlines that operate out of there also have offices. The Communications team has an information desk between the drop-off doors and departure doors. If there is something not going well, they are the ones that most likely will call someone to respond.

2. 2023 – 2024 Snow and Ice Control Plan (Operations)

President Kreulen stated MNAA has a nice fleet of snow and ice equipment. Some of it is on order, and it is very expensive, and can take over a year to build. MNAA begins in August with its team and in October, meets with all the tenants. President Kreulen stated he is very happy to report the weather on Christmas will be a high of 58 degrees. MNAA does not anticipate having any winter weather on the horizon, but staff is prepared and has procedures in place.

3. BWN Development Update: Visual Arts (Operations)

President Kreulen stated MNAA has executed a contract with the Don Hardin Group for its visual arts consulting services to prepare Arts at the Airport, grant proposals and required annual government forms. MNAA is really proud of its arts program, and it gets a lot of positive press.

4. BNA Development Update (Operations)

Roadways & Parking

President Kreulen reported that parking continues to be positive for BNA. MNAA has 17 ongoing initiatives and has updated the Metro Council, TDOT and the media. MNAA is working with TDOT on the Donelson Pike acceleration and will have more information at the January Committee or Board meeting. The widening of the 1,700 feet off of 216A is almost finished. There is excess

capacity right now in the garage and parking areas and staff feels well prepared for the holiday time period.

BNA Development Update: December 4th Visit to Southwest

President Kreulen stated that the visit to Southwest on December 4, 2023 was very positive. Out in the center part of the airfield is a large catch basin where storm water runs and all of the deicing material goes before it gets treated at MNAA's treatment plants. Southwest is looking as they grow for MNAA to build them a Centralized Ramp for aircraft to Remain Over Night (RON) in that area. After the first of the year, the Multi-purpose Building will be demolished. Then on Donelson Pike all the rock will have to be removed and brought down about 30/40 feet, and then a combined Multi-purpose/Air Freight facility will be built. MNAA continues to move pieces around to support this future growth.

Commissioner Byrd asked how the cell phone parking area and the 30-minute free parking is working out. President Kreulen replied that one of the 17 initiatives was to change parking to the first 30 minutes free, and then go up in \$5 increments to the full day rate. In the first 10 days of this program about 2,200 more people parked inside the 2-hour limit. It is being used and that is taking off a lot of pressure off the roads. There is not a big use of the cell phone lot on Murfreesboro Rd., but staff has pointed out that if cars are circling three times, it is the same distance as going to the cell phone lot. MNAA continues to push that message out and as you are driving on I-40 or I-65 look for the billboards and you will see BNA ads educating people about the options available. Staff will continue to monitor the data and keep the Board updated.

5. JWN Development Update (Operations)

President Kreulen stated that JWN continues to be successful. On the North Development, two areas are being built out. Contour is currently ahead of schedule on rebuilding the three hangars, and MNAA continues to work on the new R3 Ramp expansion. The good news is that the Request for Information ("RFI") was sent out to industry experts on FBOs on December 15, 2023, and their feedback is due by January 15, 2024. This feedback will be analyzed and that will determine the final Request for Proposal ("RFP") that goes out in February/March 2024. The goal is to get someone awarded with that program so that they can build out before the expiration of the existing FBO in the 2027 time period.

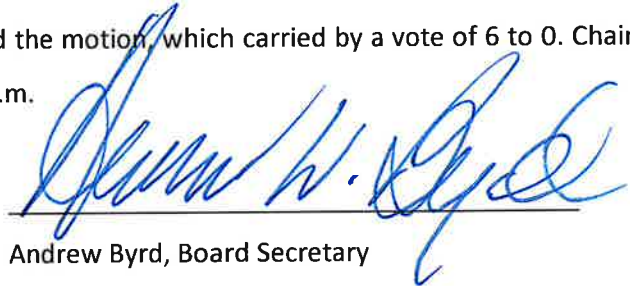
6. BNA Concessions Program Update (Finance)

President Kreulen stated that the terminal concessions program has 2 food and beverage locations under construction and scheduled to open in April 2024: Prince's Hot Chicken and Half Moon Empanadas. That will finish out the Fraport program and tomorrow morning Paradies will finish their construction program in the satellite concourse.

President Kreulen wished everyone a very Merry Christmas, Happy Holidays, and for no snow.

I. ADJOURN

There being no further business brought before the Board, Chair Stevenson made the motion to adjourn, and Commissioner Joslin seconded the motion, which carried by a vote of 6 to 0. Chair Stevenson adjourned the meeting at 1:42 p.m.



Andrew Byrd, Board Secretary