



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

February 21, 2024

Call to Order

February 21, 2024

Public Comment

Tennessee Code Annotated, Title 8, Chapter 44, Part 1

MNAA Policy ID: 33-007, Public Comment Policy, effective July 13, 2023

No Public Comment Requests Received by Tuesday, February 20, at 1:00 AM

Approval of Minutes

Joint Meeting of the MNAA Board of Commissioners & MPC Board of Directors
December 20, 2024

Chair's Report

Joycelyn Stevenson, Board Chair

President's Report

Douglas E. Kreulen, A.A.E.

President and CEO



BNA Recognition

- December 26, 2023, Tennessean (MarketWatch)
 - Ranked #8 of 15 top airports for layovers, based on 16 key factors, including:
 - Terminals, Gates, On-site hotels, Restaurants & Shopping, Lounges, Charging stations, Wi-Fi speed, TSA wait times, On-time flights & Average delays and Off-airport amenities
- January 3, 2024, Simple Flying
 - BNA ranked 79.3% on-time performance
 - On-time: flights departing within 15 minutes of scheduled departure time
 - 13 of top 20 in United States



2024 Innovative Design in Engineering & Architecture with Structural Steel (IDEAS²) Award

- January 30, 2024
- American Institute of Steel Construction (AISC)
- Design of Terminal Lobby and International Arrivals Facility
- Architects: Fentress Architects, TMPartners, Corgan Associates
- Prime Structural Engineer: Magnusson Klemencic Associates (MKA)

Board of Commissioners Recognition



December 28, 2023
2023 Tennessee Tribune
People of the Year
&
February 2, 2024
24 Leaders Making a
Difference in Nashville



January 12, 2024
Nashville Business Journal
One of 10 People to Watch in
Nashville Business in 2024
&
February 2, 2024
24 Leaders Making a
Difference in Nashville



February 15, 2024
Nashville Smart
Business Network
2024 Dealmakers Hall
of Fame Class



February 16, 2024
Tennessee Wildlife
Resource Agency
2024-25 Chairman

Board of Commissioners Recognition



Commissioner Joslin & Granddaughter



Commissioner Freeman & President Biden



Commissioner Glover at the Superbowl

COLTRANE + ROSS + WONDER + JOPLIN + LEGEND
ARMSTRONG + HOLIDAY + LEGEND + BELAFONTE
COOKE + SIMONE + SCOTT-HERON + BASIE + PRIDE
ELLINGTON + MARLEY + MAYFIELD + HANCOCK +

Lift Every Voice and Sing!

Nashville International Airport® celebrates Black History Month



MAHALIA + RAY + BEYONCÉ + EARTHA + GLADYS +
MARVIN + BESSIE + LIZZO + ANITA + JAY-Z + MILES
CHAKA + ETTA + ERYKAH + B.B. + PRINCE + LAUREN
OTIS + TUPAC + PHARRELL + NAZ + WYNTON + ELLA
DIZZY + THELONIUS + SMOKEY + BARRY + ARETHA

BNA Celebrates Black History Month

- In celebration of Black History Month, BNA is showcasing Black musicians through our Arts at the Airport program
 - Feb 5: Creative Soul Music Academy
 - Feb 13: Joe West Trio featuring Valerie Hawkins
 - Feb 15: Nate Bean & 4Given
 - Feb 16: Friends of Fisk Jubilee Singers
 - Feb 23: Joseph Wooten & the Hands of Soul
 - Feb 28: Joe West Trio featuring Frankie Stanton
 - Feb 29: Rosalyn Malone Jazz Trio



In Memory of Nathaniel “Nate” Harris

- Passed away: Sunday, February 4, 2024; funeral held: Thursday, February 15, 2024
- First Board Chair for the Arts at the Airport Board
- The Tennessean, *“He is remembered for his love of art, entrepreneurial spirit and dedication to his community.”*



Small Business of the Year
Community Solutions by Design



Large Business of the Year
Hi-Way Paving



Internal Small Business Advocate
of the Year: Jennifer Swallows



2024 *Business Taking Off*

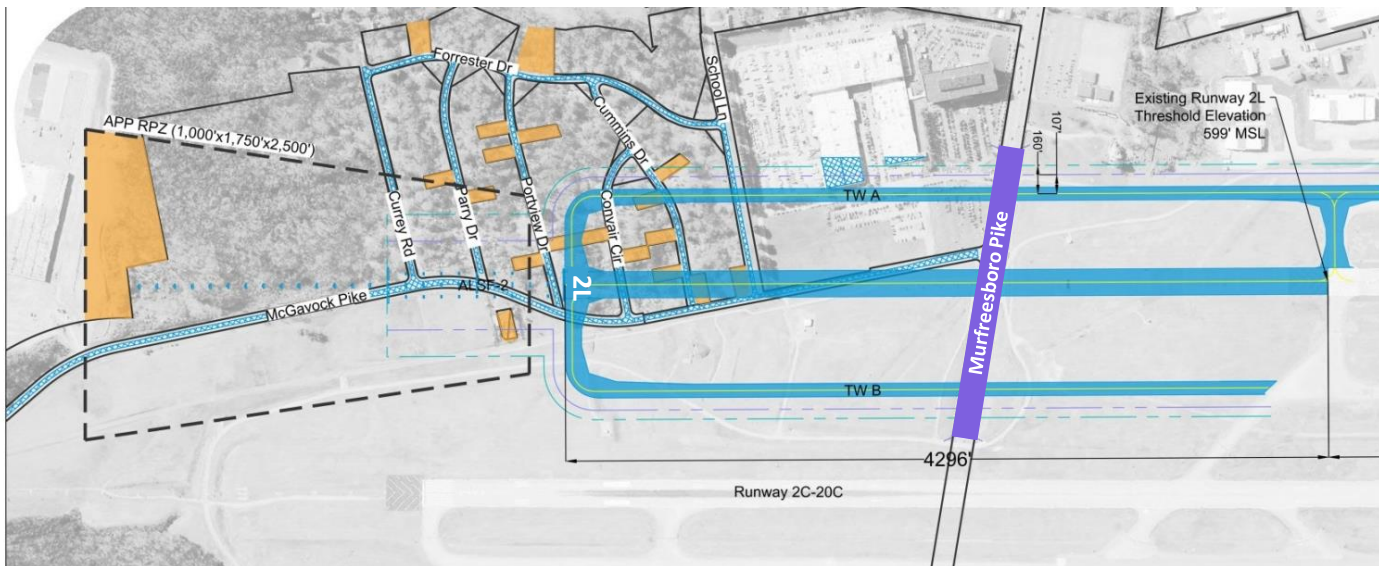
- Friday, February 9, 2024
- Music City Center, Davidson Ballroom
- 488 attendees

- Reviewed:
 - The business, the finances and the future
 - MNAA challenges
 - MNAA support to Metro
- Toured:
 - Emergency Operations Center (EOC)
 - Airport Communications Center (ACC)
 - Airside, Mezzanine, IAF, GTC, Plaza (2/16)
 - Hotel (2/20)

Metro Government of Nashville Visit to BNA

- February 16, 2024
 - Vice Mayor Angie Henderson
 - Metro Council
- February 20, 2024
 - Mayor Freddie O’Connell
 - Marjorie Pomeroy-Wallace, Chief of Staff

- ✓ Negotiations with FAA 2020 - 2023
- ✓ MOU Executed with FAA 9/5/23
- ✓ Advertise RFQ (EIS) 9/25/23
- ✓ Intent to Award 11/22/23
- ✓ Board Approves EIS funding 12/20/23
- **FAA Negotiating EIS Scope** ~ Jan 2024 – Mar 2024
- **Runway Length Justification/Agency Review** ~ Apr 2024 – Sep 2024
- **FAA Notice of Intent (FAA Milestone 1)** ~ Jun 2024 – Sep 2024
- **Record of Decision (FAA Milestone 8)** ~ Jun 2026 – Sep 2026



Runway 2L Extension EIS

- Consultant: Landrum & Brown
- Fully dependent on FAA leading process
- FAA Milestones for EIS
 - 1) Notice of Intent
 - 2) Public Scoping (min 30 days)
 - 3) Prepare Draft EIS
 - 4) Publish Draft EIS for Public Comment (min 45 days)
 - 5) Incorporate & Respond to Comments
 - 6) Prepare Final EIS
 - 7) Publish Final EIS
 - 8) Prepare & Issue Record of Decision (after min 30 days)

The Airport is a Business



- **Genesco Demolition**

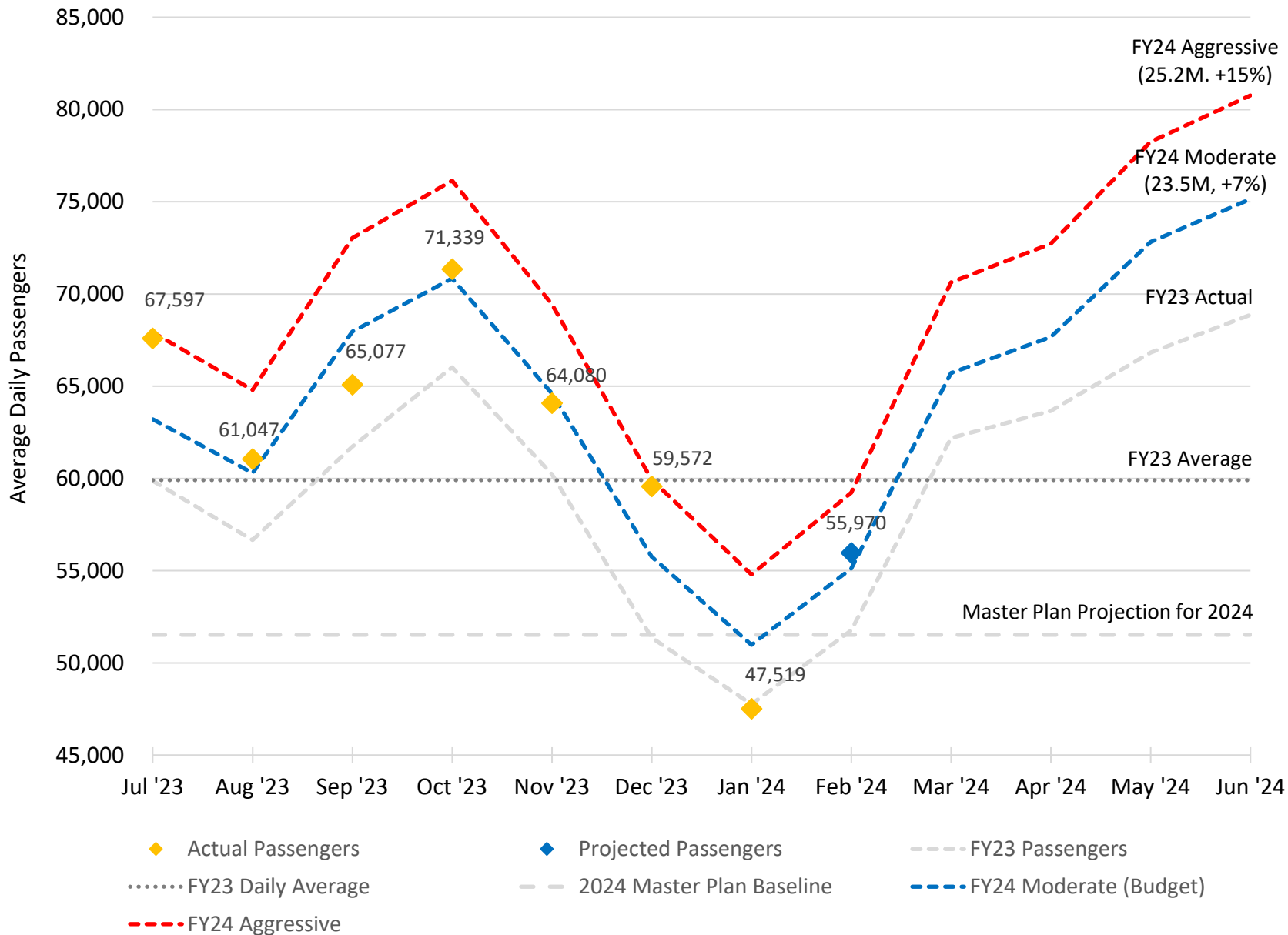
- Built in 1960's, vacated by Genesco in 2022
- Engineering assessment: building exceeded its useful life/functionality
- Broker assessment: not commercially viable to renovate & restore
- Expense of continued security and utility costs
- Unforeseen issues such as water line rupture last winter



- **1400 Murfreesboro Pike Lease Expiration**

- Lease holder officially provided with six-month expiration notice on September 29, 2023 (lease expires April 30, 2024)
- Lease holder did not request an extension, or provide alternate courses of action, regarding lease expiration
- FAA guidance recommends that property inside the Airport Operating Area support aeronautical activity
- Property is in poor condition: structural, fire safety, & ADA concerns

FY24 BNA Passengers



- FY24 Forecast: 7%, 11%, 15%
- February FY24 Projected (+8%)
 - 1,623,100 total passengers
 - 55,970 daily passengers
- FY24 Year-to-Date (+8%)
 - 15,0917,136 total passengers
 - 61,546 daily passengers
- FY24 Year-End Projection
 - 23.6M – 24M passengers

*February projections based on TSA data through February 19, 2024

Operations

- Approvals
 - 1) Donelson Pike Early Completion Initiative (Superior) – tentative
 - 2) Amendment 2 to Contract for On Call Snow & Ice Removal – tentative
 - 3) Construction Contract for BNA Parking Lot Modifications (Valet storage, Lot A & Employee Lot)
 - 4) Concession Node (Concourse D) Art Finalist
- Information
 - 1) Terminal II Siting Study Update 3 of 8
 - 2) BNA Development Update
 - 3) JWN Development Update (including Midfield Selection & RFI)
 - 4) JWN FY25 Rental Rates

Finance

- Approvals
 - 1) FY24 BNA O&M Budget Amendment, MNAA Resolution 2024-01
 - 2) FY24 BNA CIP Budget Amendment, MNAA Resolution 2024-02
 - 3) FY24 JWN O&M Budget Amendment, MNAA Resolution 2024-03
 - 4) Fraport Sublease Amendments
- Information
 - 1) None

Management

- TBD

Committee 30-day Outlook

- March 13 & 20, 2024

Operations

- Approvals
 - 1) Construction Contract for South Terminal Apron Repairs, Phase 1
- Information
 - 1) Terminal II Siting Study Update 4 of 8
 - 2) BNA Development Update (including Concessions Update)
 - 3) JWN Development Update

Finance

- Approvals
 - 1) FY25 BNA O&M Budget, MNAA Resolution 2024-04
 - 2) FY25 BNA CIP Budget, MNAA Resolution 2024-05
 - 3) FY25 JWN O&M Budget, MNAA Resolution 2024-06
 - 4) FY25 JWN CIP Budget, MNAA Resolution 2024-07
 - 5) FY25 MPC O&M Budget, MPC Resolution 2024-01
 - 6) FY25 MPC CIP Budget, MPC Resolution 2024-02
- Information
 - 1) None

Management

- TBD

Committee 60-day Outlook

- April 10 & 17, 2024

Items for Approval

February 21, 2024

- Contract Extension for BNA Landscaping (Operations)

Item for Approval

- Daniel B. Brown, AVP,
Maintenance, Environmental
and Safety

Contract Extension for BNA Landscaping

Project Description: Provide landscaping services for the exterior of the terminal, some outlying buildings, parking lots, garages and roadways to ensure the best customer experience and assist in MNAA’s vision to be known as the premier airport for all travelers.

Contractor: Bradshaw Landscape and Maintenance, LLC

	<u>Term</u>	<u>Original Contract Cost</u>	<u>Amended Contract Cost*</u>
Contract Cost Year 1	3/1/19 – 2/28/20	\$ 649,995.00	
Contract Cost Year 2	3/1/20 – 2/28/21	\$ 669,494.85	
Contract Cost Year 3	3/1/21 – 2/28/22	\$ 689,579.70	
Contract Cost Year 4	3/1/22 – 2/28/23	\$ 710,267.10	\$ 897,601.40
Contract Cost Year 5	3/1/23 – 2/29/24	\$ 731,575.12	\$ 958,465.98
Extension – 1 year	3/1/24 – 2/28/25		\$ 958,465.98

**Year 4 & 5 Amendments for landscaping for Employee Lot, Lot B, Garage 1, Garage Plaza, New Mobile Equipment Building, CUP & Concourse D*

Funding Source: Operations and Maintenance (O&M)

SMWBE: 10.2%

Committee Review: Operations Committee voted 3 to 0 to recommend approval on February 14, 2024

Staff Recommendation: Staff requests the Board of Commissioners to:

- 1) Accept the proposed contract extension term with Bradshaw Landscape and Maintenance, LLC; and
- 2) Authorize the Chair and President to execute the proposed amendment for \$958,465.98

- Construction Contract for Part 139 RSA Improvements (Operations)

Items for Approval

Robert Ramsey, PE, AAE, IAP
EVP, Chief Development Officer

Construction Contract for Part 139 RSA Improvements

Project Description: Addresses deficiencies identified by Lidar Survey following 2023 Part 139 Inspection, including grading the extended Runway Safety Areas on runways 2L, 20R, 2C, 20C and 20L; reconstruction and expansion of the blast pads on Runway 2L-20R and paved shoulder widening on Runway 2L-20R.

Contractor: Hi-Way Paving, Inc.

Total Contract Cost: \$7,898,325

Schedule: Contract Start March 2024
Contract End September 2024

DBE: Goal = 15.56%
Commitment = 15.57%

Funding Source:  100% MNA

Committee Review: Operations Committee voted 3 to 0 to recommend approval on February 14, 2024

Staff Recommendation: Staff requests the Board of Commissioners to:

- 1) Accept the bid by Hi-Way Paving, Inc. for Part 139 RSA Improvements at BNA, and
- 2) Authorize the Chair and President and CEO to execute the proposed contract for \$7,898,325.



- Amendment to Air Service Incentive Policy (Finance)

Item for Approval

Josh Powell, C.M.

AVP, Air Service Development

- The ASIP helps BNA remain competitive with other US airports trying to attract additional non-stop international/domestic service.
- On December 7, 2023, the FAA released the following notice: “FAA Policy Regarding Air Carrier Incentive Program”.
- The proposed amendment implements the above referenced directive, allowing the airport authority to take advantage of a key change regarding seasonal incentives ... adding an optional third year to the program.
- If approved, the effective period of the amended ASIP will be 2/21/2024 – 12/31/2025.
- Note: all proposed marketing incentives and landing fee and facility abatements, outside of the Domestic Market Agreements, require Board of Commissioner approval to execute any Letter of Agreement (LOA).

Air Service Incentive Policy (ASIP)

- Types and Tiers of incentives shown are the same as the previous policy
- Types:
 - Landing Fees
 - Facility Fees
 - Marketing Funds and Initiatives
- Tiers:
 - Domestic
 - Other Americas
 - Trans-Oceanic (includes Hawaii)

- No Change to the Year-Round Service.
- New Seasonal Service (see matrix below)
 - Adds a third year, and
 - Increases the Landing Fee & Facility Fee Abatement for Transoceanic flights to 100%

Type of Service	Landing Fees		Facility Fees	Marketing Incentive		Marketing Initiatives
	Year 1	Years 2&3	Years 1-3	Year 1	Years 2&3	
New Scheduled Service to Other Americas Markets	75% abatement	50% abatement	None	Up to \$75,000	Up to \$15,000 / year	Press release, website splash page - up to 4 week run, Air Service Billboard - up to 6 week run Gate Event for inaugural flight
New Scheduled Service to Trans-Oceanic Markets (Includes Hawaii)	100% abatement	100% abatement	100% abatement	Up to \$400,000	Up to \$300,000 / year	Press release, website splash page - up to 6 week run, Air Service Billboard - up to 8 week run Gate Event for inaugural flight

Committee Review: Finance Committee voted 3 to 0 to recommend approval on February 14, 2024.

Staff Recommendation: Staff requests the Board of Commissioners to:

- 1) Approve the Air Service Incentive Policy (ASIP); and
- 2) Authorize the President and CEO to execute the policy.

Air Service Incentive Policy (ASIP)

- Balance of Fund as of 2/5/2024
 - \$8.28 Million

- FAA Contract Weather Observer (CWO) Lease Agreements at Harvey P. Gassaway Building (Finance)
 - Supplemental Agreement No.3 to Lease Agreement No. DTFAEN-11-L-00047
 - Lease Agreement No. 69435Z-22-L-00102

Item for Approval

Carrie R. Logan, C.M.

VP, Deputy General Counsel

FAA (CWO) Lease Agreements at Harvey P. Gassaway Building

Property Description: The FAA (CWO) occupies Suite 110 at the Harvey P. Gassaway Building consisting of 385 sq ft.

Key Lease Terms:

- **Supplemental Lease Agreement No. 3 :**

- **Term:** October 1, 2017 through September 30, 2022

- **Rent:**

- \$575.60 (\$17.94 PSF) per month from October 1, 2017 through September 30, 2018.
- \$628.84 (\$19.60 PSF) per month from October 1, 2018 through September 30, 2021.
- \$647.70 (\$20.19 PSF) per month for the final year of the Supplemental Lease Agreement ending on September 30, 2022.

- **New Lease:**

- **Term:** October 1, 2022 through September 30, 2032

- **Rent:** \$667.13 (\$20.80 PSF) per month.

NOTE: Detailed background provided at Finance Committee February 14, 2024

FAA (CWO) Lease Agreements at Harvey P. Gassaway Building

Impact:

- Continued CWO services provided to the Air Traffic Control Tower.

Committee Review:

- Finance Committee voted 3 to 0 to recommend approval on February 14, 2024.

Staff Recommendation:

- Staff requests the Board of Commissioners to:
 - 1) Approve the terms negotiated between MNAA and the Department of Transportation Federal Aviation Administration (FAA); and
 - 2) Authorize the President and CEO to execute the Supplemental Agreement No. 3 and the New Lease Agreement with the FAA, consistent with these terms.

- Subleases for Concourse D Extension Concessions (7) (Finance)
- Amendment 9 to Fraport Concessions Agreement (Exhibit G Updates) (Finance)
- Amendment 2 to Boingo Concession Agreement for Cellular Distributed Antenna System (DAS) and Wi-Fi Service (Finance)

Items for Approval

Colleen Von Hoene

Associate Principal, Paslay Group

Subleases For New Concourse D Extension Concession Locations

Background:

- MNAA has a Lease and Concession Agreement (Agreement) with Fraport, Tennessee, Inc. (Fraport) to develop a terminal-wide concessions program, including food, beverage, services, retail, and vending offerings. The term of the agreement commenced on February 1, 2019, and will expire on January 31, 2029. Fraport was provided rights to develop future Concourse D extension concession locations under Amendment 8.
- Fraport has negotiated subleases with seven subtenants to operate eight concession locations in the Concourse D extension, which is scheduled to open in July 2025.
- The sublease terms extend beyond the expiration of the Fraport Agreement. MNAA must therefore become a party to the subleases and consent to the sublease terms so that all rights and obligations of the subleases to attorn to MNAA at the expiration of Fraport's Lease and Concession Agreement.

Subleases For New Concourse D Extension Concession Locations

- The Concourse D extension concession subleases include the following:

Subtenant	Concept	Space Number	Required Opening Date	Contract Expiration
Dalmation Creative Agency, Inc.	3 rd & Broadway	Dx.01	7/2/2025	7/31/2032
3BG, LLC.	Sandella's Flatbread Café Flytes – Virtual Dining Hall	Dx.02 Dx.05	7/2/2025	7/31/2032
Newslink of Nashville, LLC.	The Castle	Dx.03	7/2/2025	7/31/2035
ASG Nashville, LLC.	New Heights Cantina & Taqueria	Dx.04	7/2/2025	7/31/2035
Daniel Diamond LLC.	Daniel X Diamond	Dx.06	7/2/2025	7/31/2032
Nashville Tracks JV	Nashville Tracks by Hudson	Dx.07	7/2/2025	7/31/2032
Air Ventures Nashville, LLC.	Martini	Dx.10	7/2/2025	7/31/2035

Committee Review: Finance Committee voted 3 to 0 to recommend approval on February 14, 2024.

Staff Recommendation: Staff requests the Board of Commissioners to:

- 1) Approve seven subleases for eight locations in the future Concourse D extension and
- 2) Authorize the Chair and President & CEO to execute the subleases.

Amendment 9 to Fraport Lease and Concession Agreement

Background:

- MNAA (the Authority) has a Lease and Concession Agreement (Agreement) with Fraport Tennessee, Inc. (Fraport), to develop a terminal-wide concessions program, including food, beverage, services, retail, and vending offerings. The term of the Agreement commenced on February 1, 2019, and expires on January 31, 2029.
- Staff is recommending approval of the Ninth Amendment to the Agreement which includes the following key provisions:
 - Updates Sixth Amended Exhibit G to incorporate subtenant entities and operating names for eight concession locations in future Concourse D, scheduled to open July 2, 2025.
 - Extends the deadline for expenditure of the \$13 million Contractor Capital Investment Obligation to allow for completion of projects that could not be completed by the original contract deadline of July 31, 2023. Under the Amendment, Fraport must complete any remaining work by May 31, 2024, and submit proof of payment by July 30, 2024.

Committee Review: Finance Committee voted 3 to 0 to recommend approval on February 14, 2024.

Staff Recommendation: Staff requests the Board of Commissioners to:

- 1) Approve Amendment 9 to the Fraport Agreement, and
- 2) Authorize the Chair and President & CEO to execute the amendment

Amendment 2 to Boingo Concession Agreement

Background:

- Since 2010, MNAA has provided Cellular Distributed Antenna System (DAS) and Wi-Fi services for the public through a concessions contract with Boingo, which expires February 28, 2024
 - MNAA received revenue of \$180,259 in 2023
 - Non-proprietary equipment and infrastructure reverts to MNAA ownership at contract expiration
- MNAA retained a technical consultant to conduct industry research and identify airport business models to determine best approach for MNAA
- The technical consultant identified the following 3 models:
 - Airport owned infrastructure, managed and maintained by third-party contractor
 - Cell carrier owned and managed infrastructure
 - Third-party owned and managed infrastructure (the current Boingo model)

Amendment 2 to Boingo Concession Agreement

Business Recommendation:

- Management recommends MNAAC utilize the model providing for direct airport-owned infrastructure, utilizing a third-party contractor to manage and maintain.
- This structure provides MNAAC the following benefits:
 - 1) Enables MNAAC to control and coordinate expansion of DAS/Wi-Fi infrastructure with future MNAAC facility development to meet passenger growth needs.
 - 2) Estimated to increase MNAAC gross revenue through direct contracts with cell carriers, eliminating sharing revenues with a third-party Concessionaire.
 - 3) Capital contribution can be negotiated with cell carriers and used to fund future capital investment.
- To facilitate transition to this new business model, a short-term extension of the existing Boingo contract is required.

Committee Review: Finance Committee voted 3 to 0 to recommend approval on February 14, 2024.

Staff Recommendation: Staff requests the Board of Commissioners to:

- 1) authorize the Chair and President and CEO to execute the amendment to agreement between Boingo & MNAAC for term expiring December 31, 2024.

Information Items

February 21, 2024

- Board Counsel Engagement Discussion

Information Item

Joycelyn Stevenson
Chair, MNAA Board of
Commissioners

- Donelson Pike Early Completion Incentive (Operations)
- Terminal II Siting Study Update 2 of 8 (Operations)
 - Traffic Forecast & PALs
 - Terminal II Candidates and Shortlist
 - CONRAC Shortlist
- Roadway Access Improvements (Operations)
 - MNAA Discrete Widening
 - Proposed TDOT Exit 216A Widening
- BNA Development Update (Operations)
- JWN Development Update (Operations)
- BNA Concessions Program Update (Finance)
 - Quarterly Update
 - Sales Report
 - BNA PASSport
- FY24 BNA and JWN O&M Budget Update (Finance)
- Quarterly Retirement/OPEB/Treasury Investment Reports (Finance)

Information Items

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

Donelson Pike Early Completion Incentive

Project Description: Agreement with TDOT for MNAA to fund an incentive to Superior to complete the relocation of Donelson Pike more than 365 days before the current contract completion date of May 31, 2026, and to allow Superior to borrow 200,000 CY NTE of fill material.

Parties Involved:

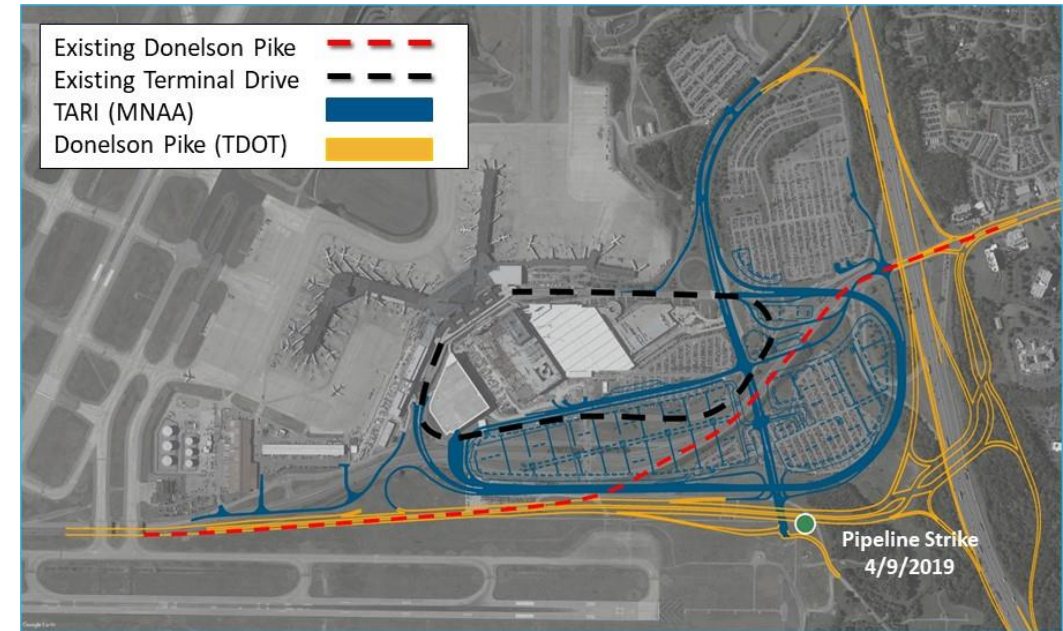
- Tennessee Department of Transportation (TDOT), Superior Construction Company Southeast LLC (Superior), Metropolitan Nashville Airport Authority (MNAA)

Current Contract between TDOT and Superior:

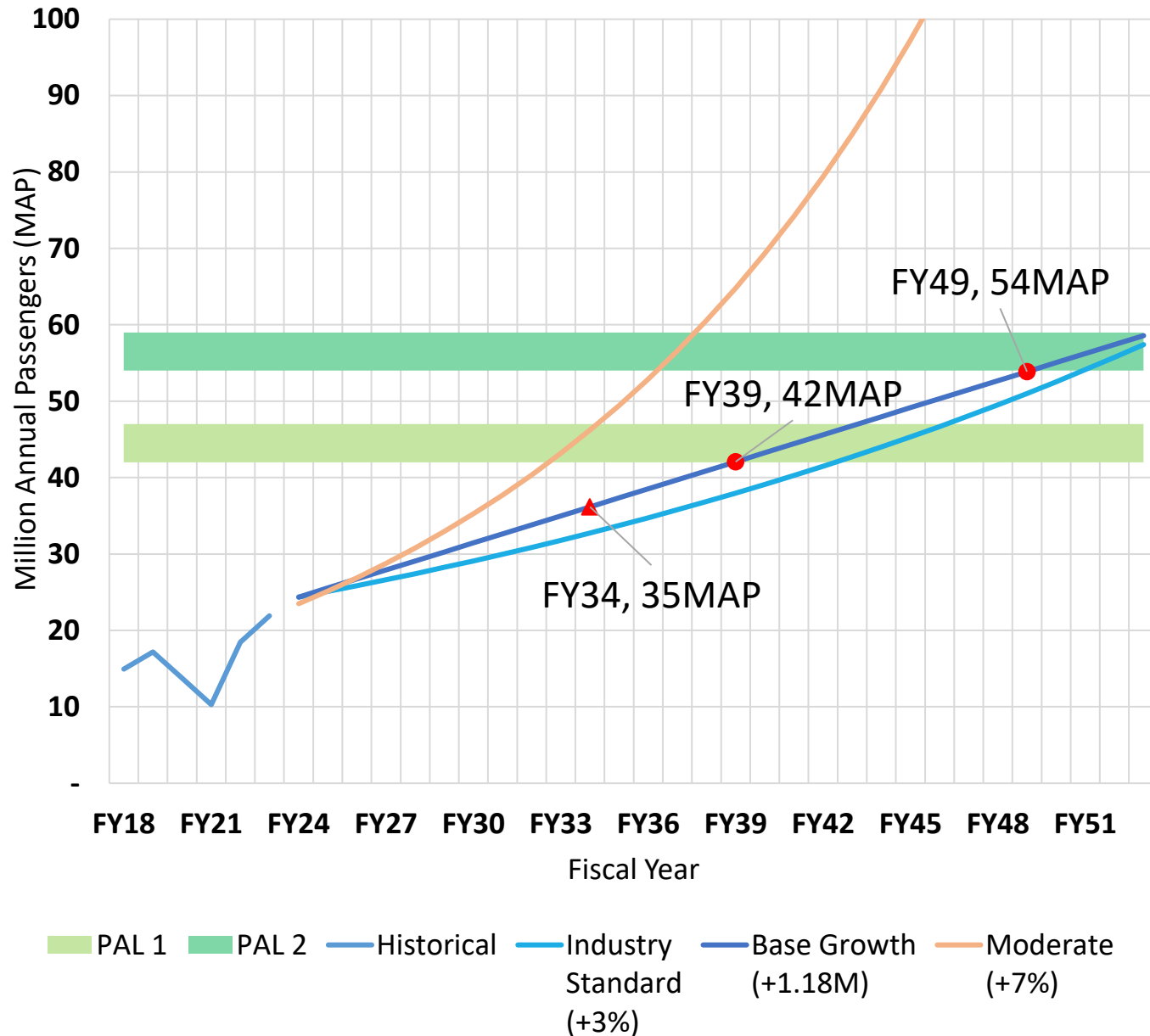
- Start: July 19, 2022
- Complete: May 31, 2026

Proposals:

- MNAA & TDOT, Dec 12, 2023, up to 547 days early
- Superior Response, Jan 12, 2024, up to 364 days early
- Superior Counter, Feb 6, 2024, up to 411 days early
- MNAA & TDOT Best & Final, Feb 15, 2024, up to 426 days early
- **Superior Counter, Feb 19, 2024, unacceptable.**
- **MNAA & TDOT need to discuss further.**



Terminal II

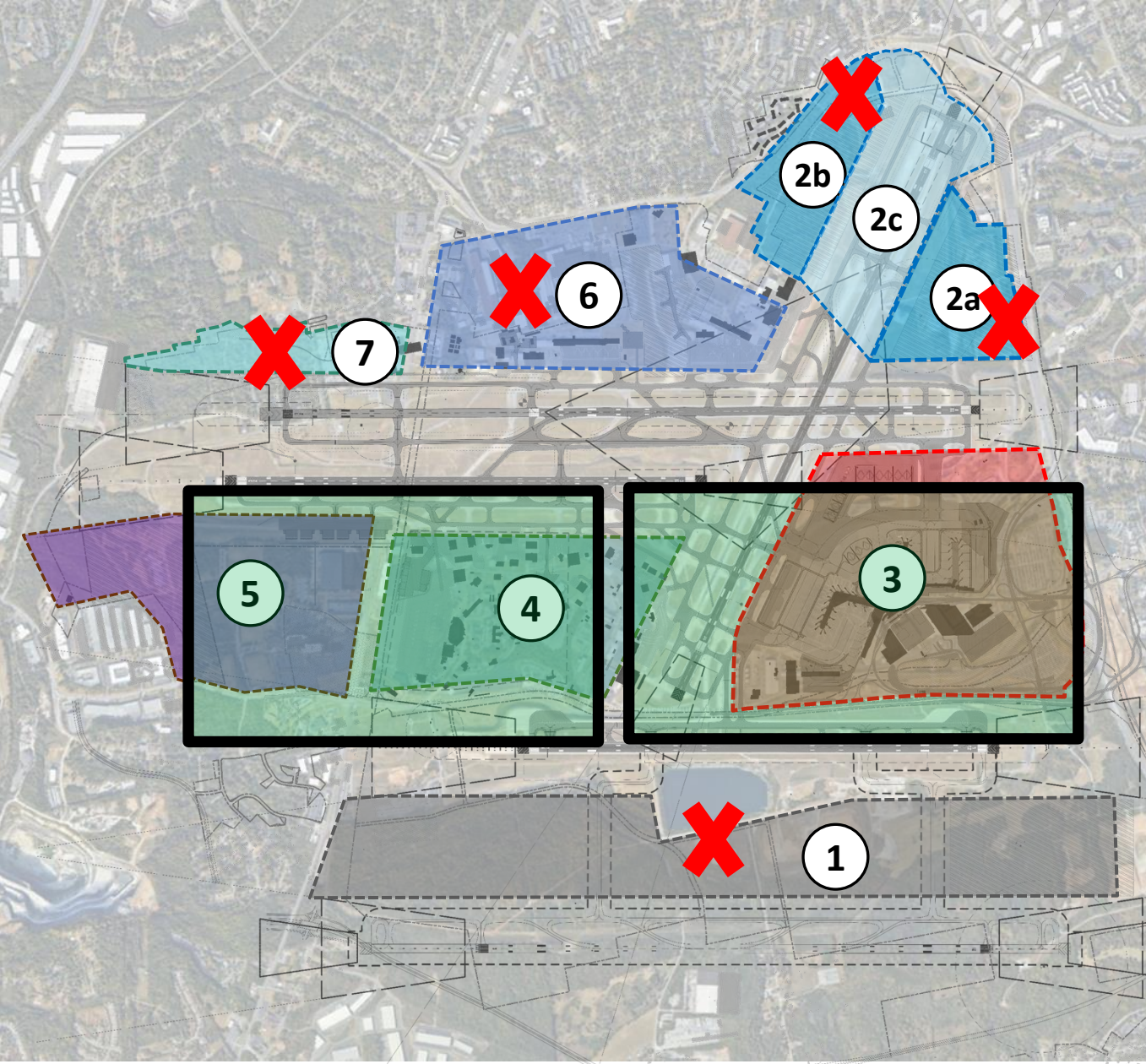


Findings Common to all Viable Sites:

- Terminal II operational need in ~10-year window (FY34, 35 MMAP)
- Sizing:
 - Phase 1 ~ 30-40 added gates
 - Phase 2 Future Proofing ~ 40-60 added gates
- Terminal II location decision independent of future 4th parallel runway timing decisions

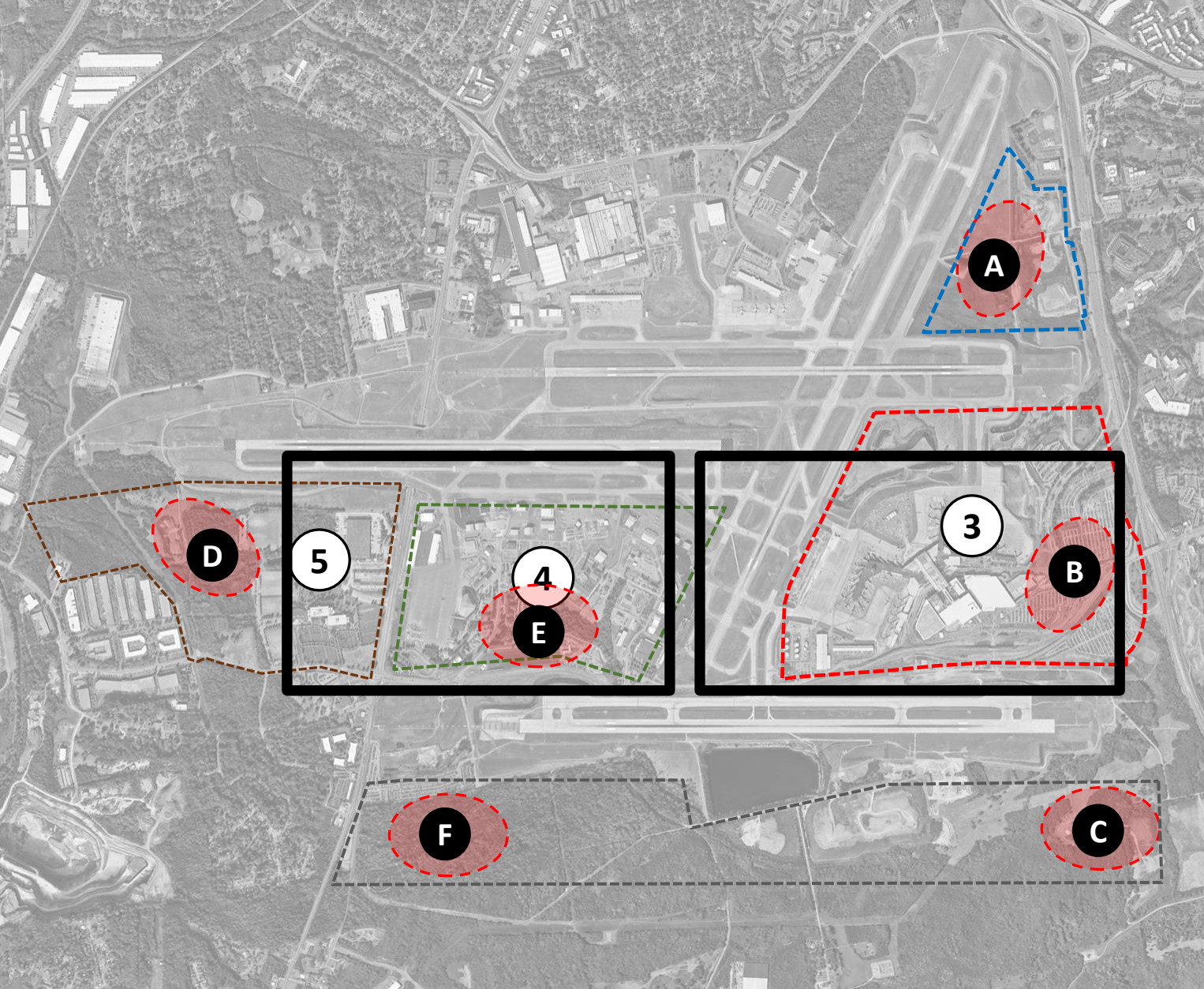
Planning Activity Levels (PAL):

- Planning Activity Levels (PAL)
 - PAL 1: FY39, 42 MMAP
 - PAL 2: FY42, 54 MMAP



Terminal II – only Sites 3, 4, & 5 warrant further consideration

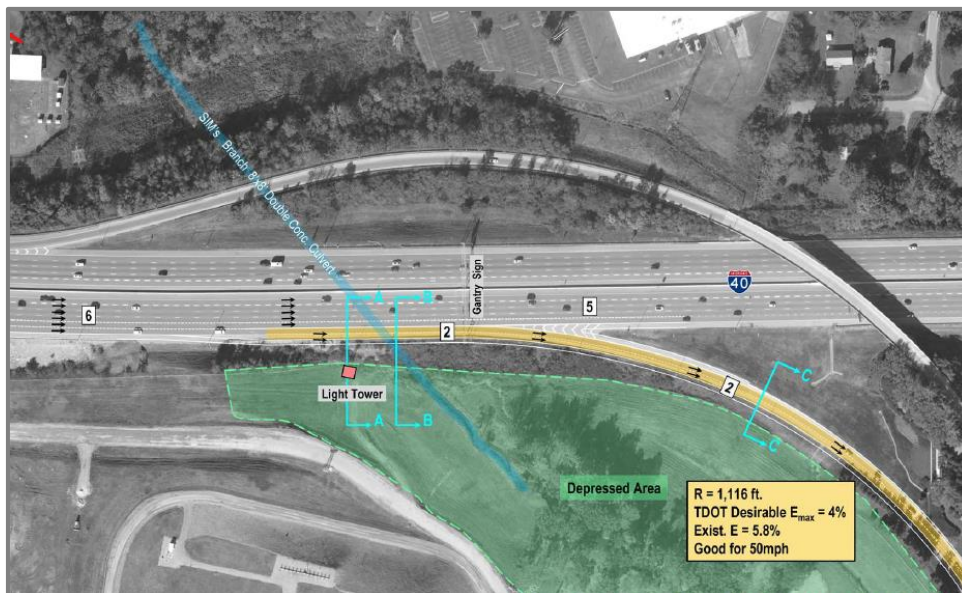
- Evaluated with variable weights in scoring matrix
- Short-List Sites reside within Airfield Core
- Sites 2a, 2B, and 7 do not meet gate count requirements both in the near term and long term
- Sites 1 and 6 have problematic airfield inefficiencies (e.g., runway crossings, increase in aircraft taxi times)
- Factors to be Resolved
 - Phase 1 Size Optimizing
 - Enabling Requirements
 - Facilities Relocation
 - Future Proofing
 - Affordability



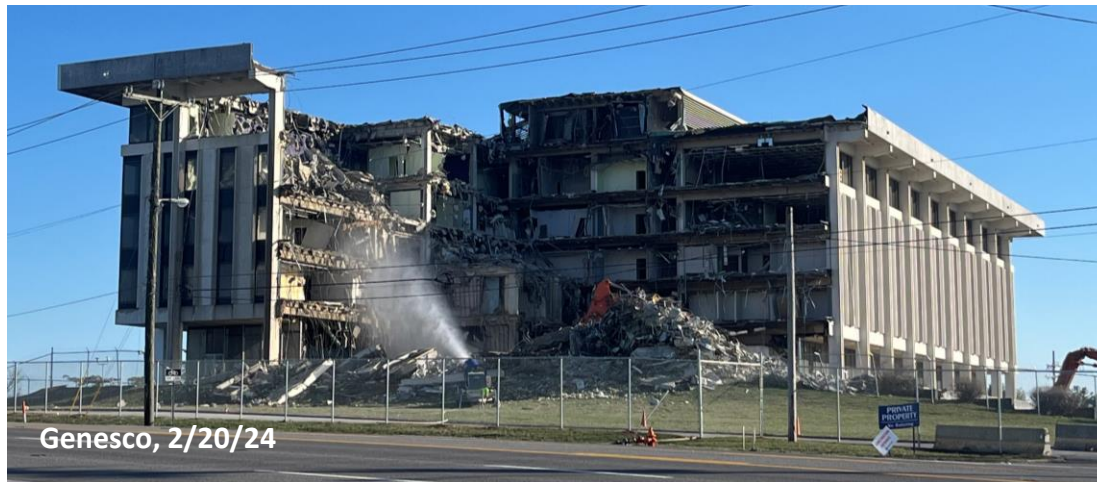
CONRAC – Candidate Sites Relative to T II Shortlist

- Area Requirements:
 - Must fit forecast facility requirements
 - Rejected T II sites may be considered
- Requires the BNA Customer Facility Charge (“CFC”) to be increased – currently well below-market for comparable airports
- 5-year operational date will be challenging
- Factors to be Resolved:
 - Size Optimizing
 - Traffic Distribution
 - Bus Operations Efficiency
 - Speed to Market
 - Land Use Opportunity Cost

Roadway Access Improvements



- MNAA Discrete Widening
 - First 1,700 LF - Completed
 - Second 1,700 LF - May 2024
- Proposed TDOT Exit Widening
 - Kickoff occurred 11/17/23
 - Estimated Timeline:
 - Feasibility study submitted to TDOT – 2/14/24
 - SOAR – TBD
 - Construction – TBD



BNA Development Update

- Air Freight Demolition Complete
- Concourse A Design Kick-off Feb 5, 2024
 - Fentress Architects
- Genesco Demolition
 - Structural demo began Feb 7, 2024
 - Building down May 2024
 - Complete August 2024
- Hilton BNA Hotel
 - Opened February 20, 2024
 - Grand Opening Celebration, April 3, 2024, 4 pm – 7 pm

JWN Development Update



North Development – Parcel 2/3 (Lawrence) – 2/13/24



North Development – Parcel 4/5 (V3) – 2/13/24



Hangar 1 & 2, 2/20/24

North Development

- Parcels 2/3 and 4/5 under construction

R3 Ramp Expansion

- Substantial Completion: Mar 2024

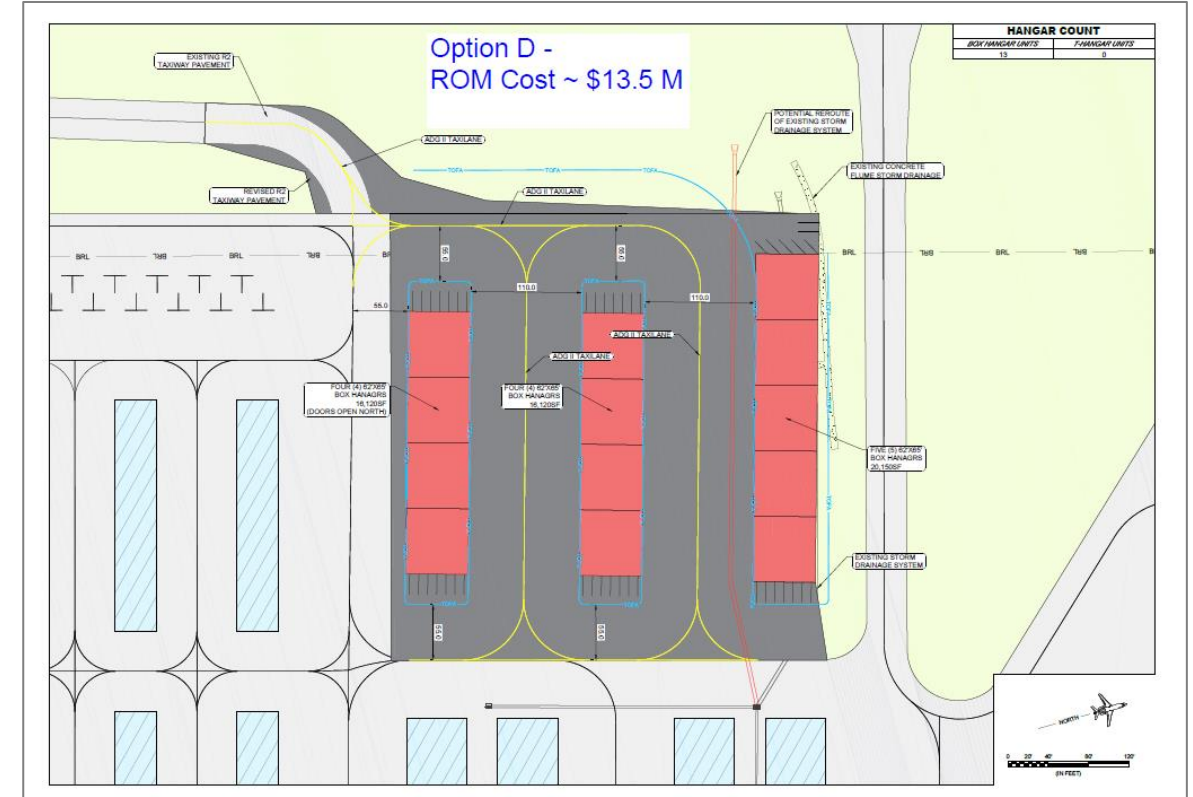
Contour FBO Schedule

- Substantial Completion: Jul 2024

2nd FBO Request for Information (RFI)

- Responses received from: Atlantic, Jet Aviation, Clay Lacy, Revv Aviation, Avflight, Azure, Hawthorne & Signature
- Next Steps:
 - Staff complete review of RFI results
 - Establish key business terms for RFP
 - Update Board prior to RFP release

JWN Midfield Development Options



Option C

- 9 - 62' x 65' box hangars; 12 - 48 ft t-hangars
- ROM estimate = \$14M

Option D

- 13 - 62' x 65' box hangars; 0 t-hangars
- ROM Estimate = \$13.5M

- Both options require additional apron to be built on the north side towards R3
- Financial analysis underway
- Procurement has determined it is in the best interest of Authority to do a competitive solicitation, due to the dollar amount

BNA Concessions Program Update

Fraport Terminal Concessions Program

- Prince's Hot Chicken (C/D) & Half Moon Empanadas (B) in construction, scheduled to open in April 2024

Paradies Satellite Concourse Concessions Program

- All 7 concession locations now open

Fraport Sales Leaders (average monthly sales for 2023)

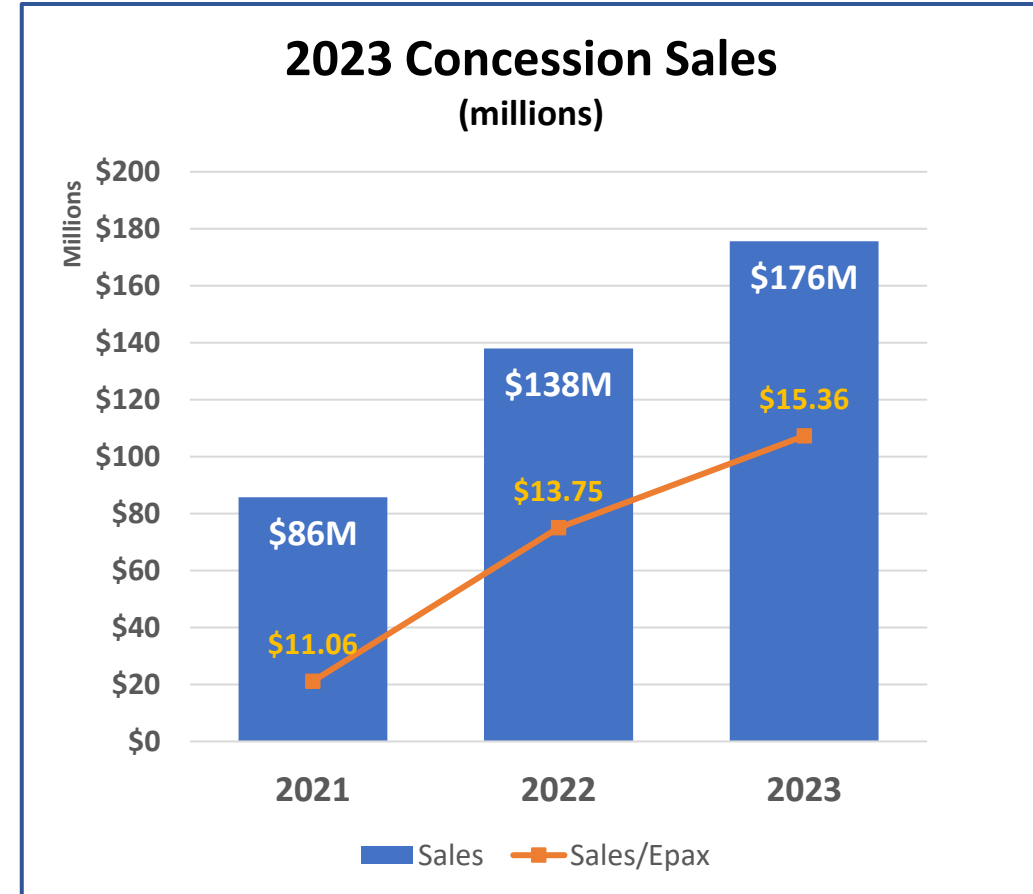
- News & Gift Evolve (\$719K), TN Trading Post (\$696K)
- Full-Service F&B Ole Red (\$646K), Tootsies (\$586K)
- Quick Service F&B Chick Fil A (\$445K), Shake Shack (\$375K)
- Specialty True to TN (\$255K), Whiskey Trailhead (\$208K)
- Coffee Starbucks (\$285K), 8th & Roast, CT (\$240K)

BNA PASSport

- Following TSA FSD's signature on Airport Security Program (ASP) Amendment, staff will
 - Complete Phase II Testing
 - Issue press release & social media
 - Launch BNA PASSport on website

NOTE: Satellite Concessions Sales will be included in the next update

2023 Annual Sales 27% higher than 2022
(Enplanements up 14%)



BNA & JWN FY24 O&M Budget Update

BNA	Total FY24 Budget	FY24 Budget as of 12/31/23	FY24 Actual as of 12/31/23	Variance Over (Under)
Operating Revenues	\$282.3M	\$144.5M	\$151.8M	\$7.3M
Operating Expenses	\$165.9M	\$77.3M	\$68.3M	(\$9M)
JWN				
Operating Revenues	\$2.4M	\$1.2M	\$1.5M	\$0.3M
Operating Expenses	\$2.3M	\$763K	\$768K	\$5K

- Enplanements – 8% above budget
- Next Steps
 - Monitor the revenues, expenses and enplanement growth
 - Identify any additional expenses needed to support business operations
 - If adjustments are determined to be necessary, amendments will be brought to the Board in March

Retirement Plan

- FY24-Q2 Market Value: \$81.4M (+\$5.6M)
 - Gross Return: 9.10% (FYTD 5.54%)

OPEB

- FY24-Q2 Market Value: \$41M (+\$3.2M)
 - Gross Return: 9.50% (FYTD 5.87%)

Treasury Investments

- FY24-Q2 Available Funds: \$1.229B (99.6% invested)
- FY24-Q2 Earnings: \$13,196,572 (4.86% yield)

Quarterly Retirement/OPEB Investment Reports

Quarter ending December 31, 2023



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

Meeting Adjourned

Staff Reports

February 21, 2024

Provided for Information Only

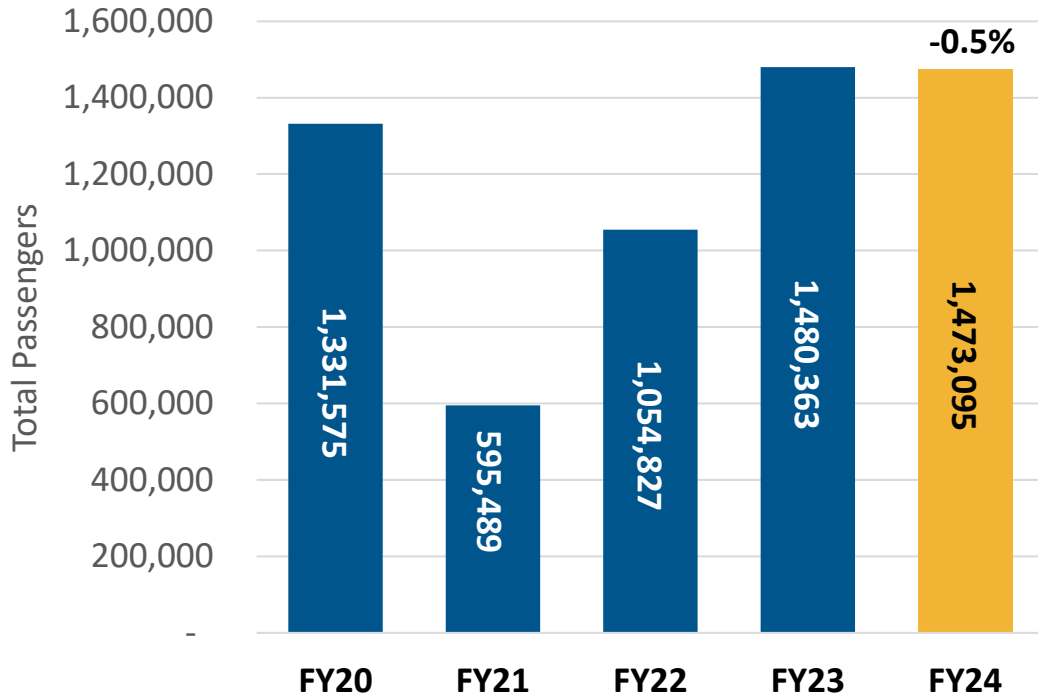
Operations Report

Adam Floyd, C.M.

SVP, Chief Operating Officer

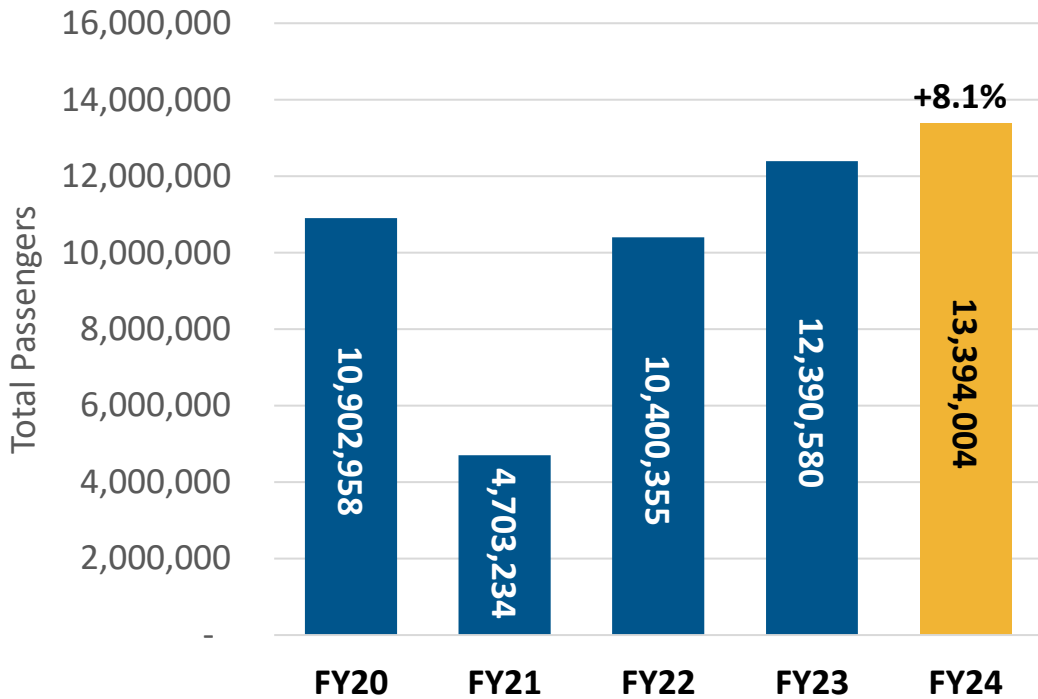
BNA Total Passengers

January



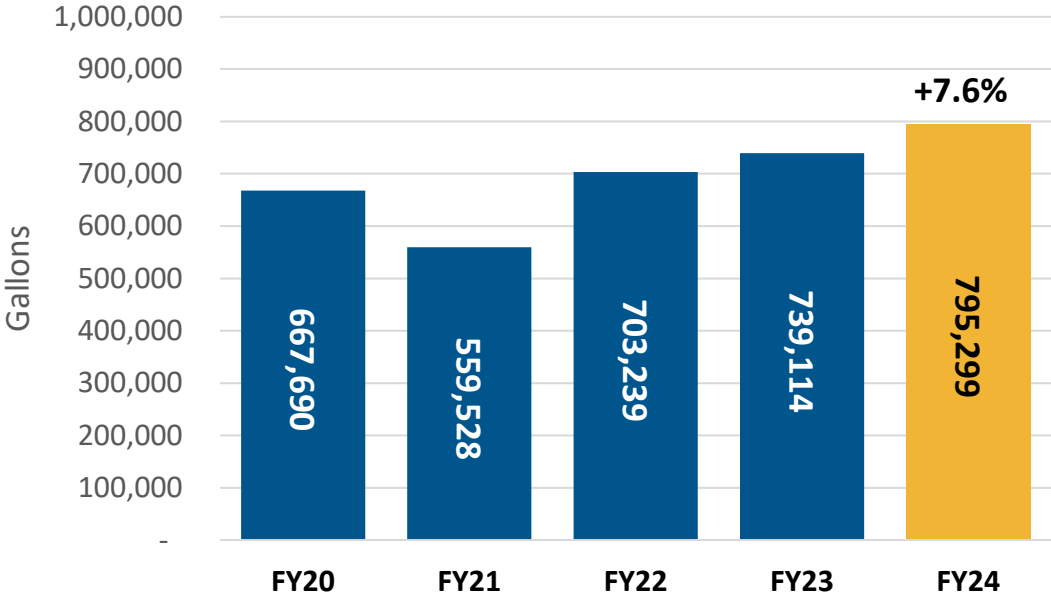
note: Significant winter storm impacted passenger numbers

Fiscal Year to Date

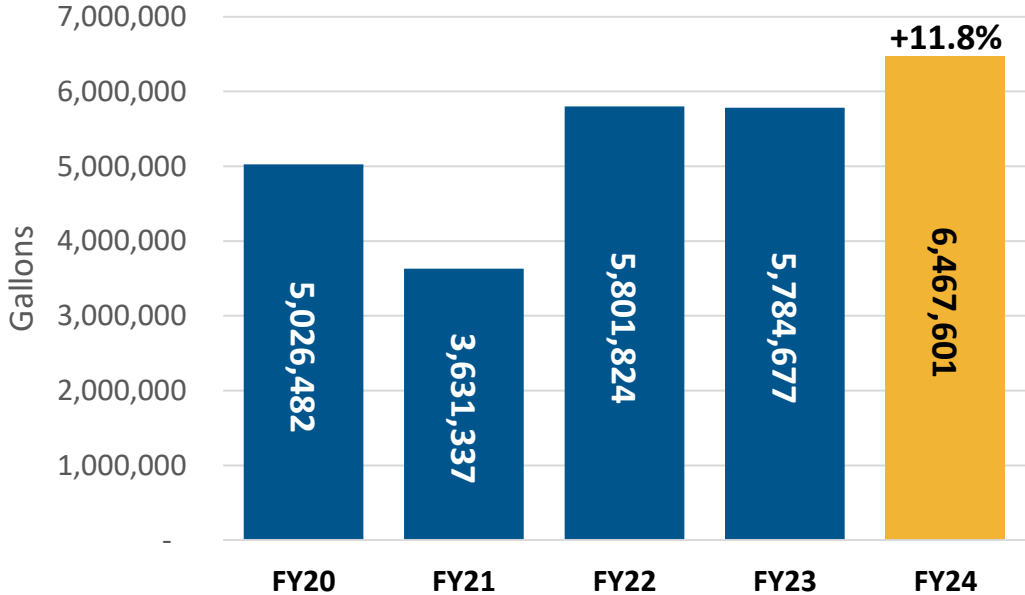


BNA Fuel Sales

January

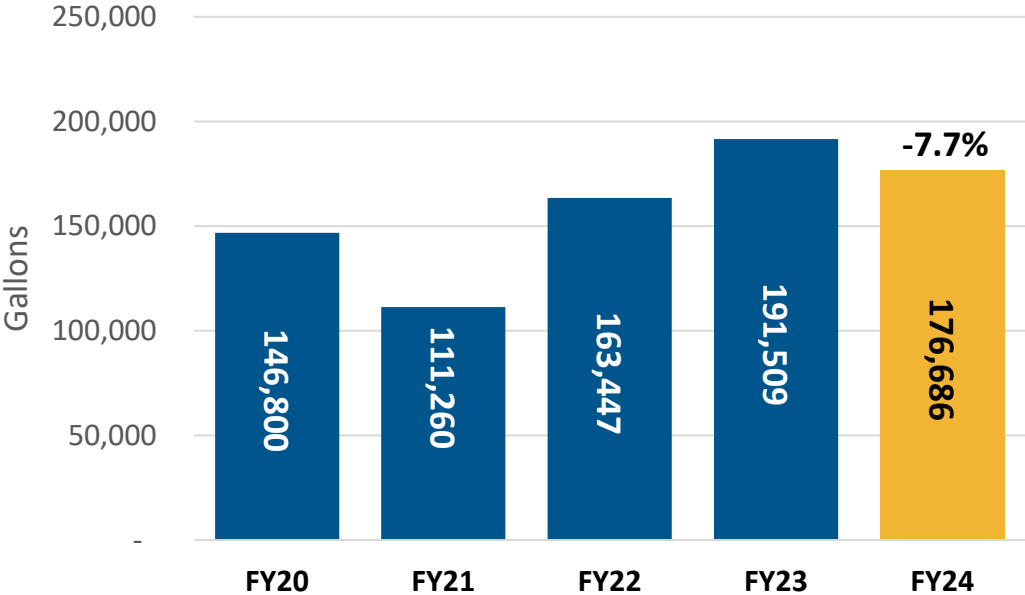


Fiscal Year to Date

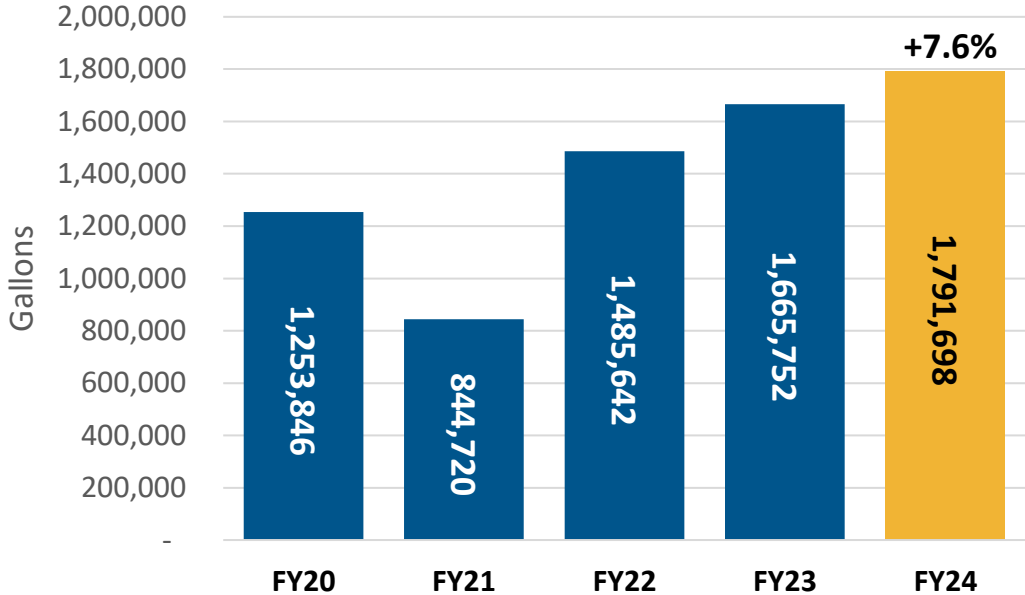


JWN Fuel Sales

January



Fiscal Year to Date



Development Report

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

EVP, Chief Development Officer

Vision 1.0 Program Budget Update: February 2024

Project Name	Current Budget	Estimate at Completion (EAC)	Budget Variance	Budget Reserve: Original/Balance
VISION PROJECTS	\$ 1,224,563,416	\$ 1,218,063,416	\$ 6,500,000	\$121,290,987 / \$1,000,000
Parking and Transportation Center	\$ 112,565,500	\$ 112,565,500	\$ -	\$5,100,000 / \$0
Concourse D & Terminal Wings	\$ 287,637,753	\$ 287,637,753	\$ -	\$33,964,557 / \$0
Garage C & Airport Administration Building	\$ 180,995,368	\$ 180,995,368	\$ -	\$20,341,202 / \$0
Garage B	\$ 97,428,000	\$ 90,928,000	\$ 6,500,000	\$2,700,000 / \$0
Terminal Lobby & IAF	\$ 480,436,795	\$ 480,436,795	\$ -	\$54,865,228 / \$1,000,000
Terminal Access Roadway Improvements Ph 1	\$ 65,500,000	\$ 65,500,000	\$ -	\$4,320,000 / \$0
VISION ENABLING PROJECTS	\$ 62,390,352	\$ 62,390,351	\$ -	\$1,408,000 / \$20,967
ART	\$ 5,112,550	\$ 5,112,550	\$ -	
PROGRAM CONTINGENCY	\$ 12,941,682	\$ 19,441,682	\$ (6,500,000)	
Total	\$ 1,305,008,000	\$ 1,305,008,000	\$ -	\$122,698,987 / \$1,020,967

Total Contingency Remaining = \$19.44M program + \$1.02M project ~ \$20.46M

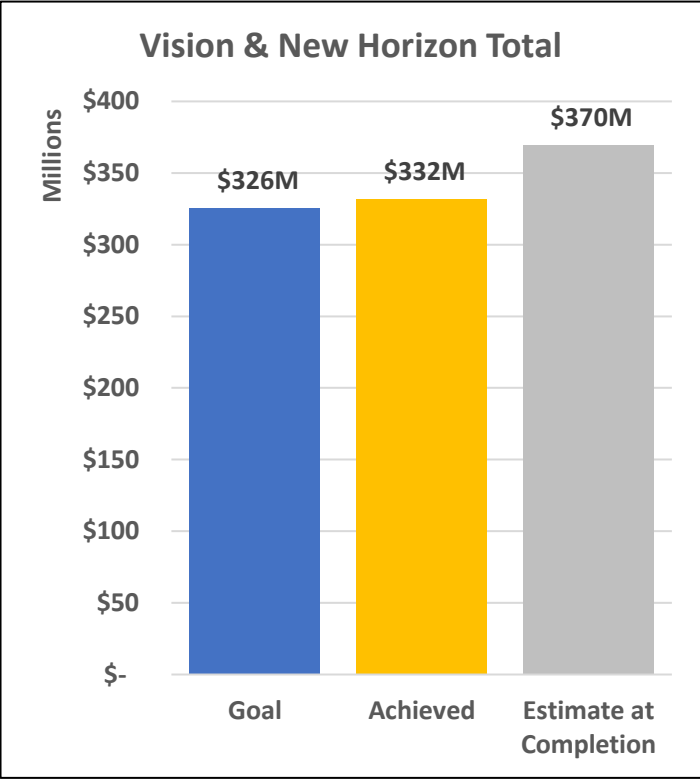
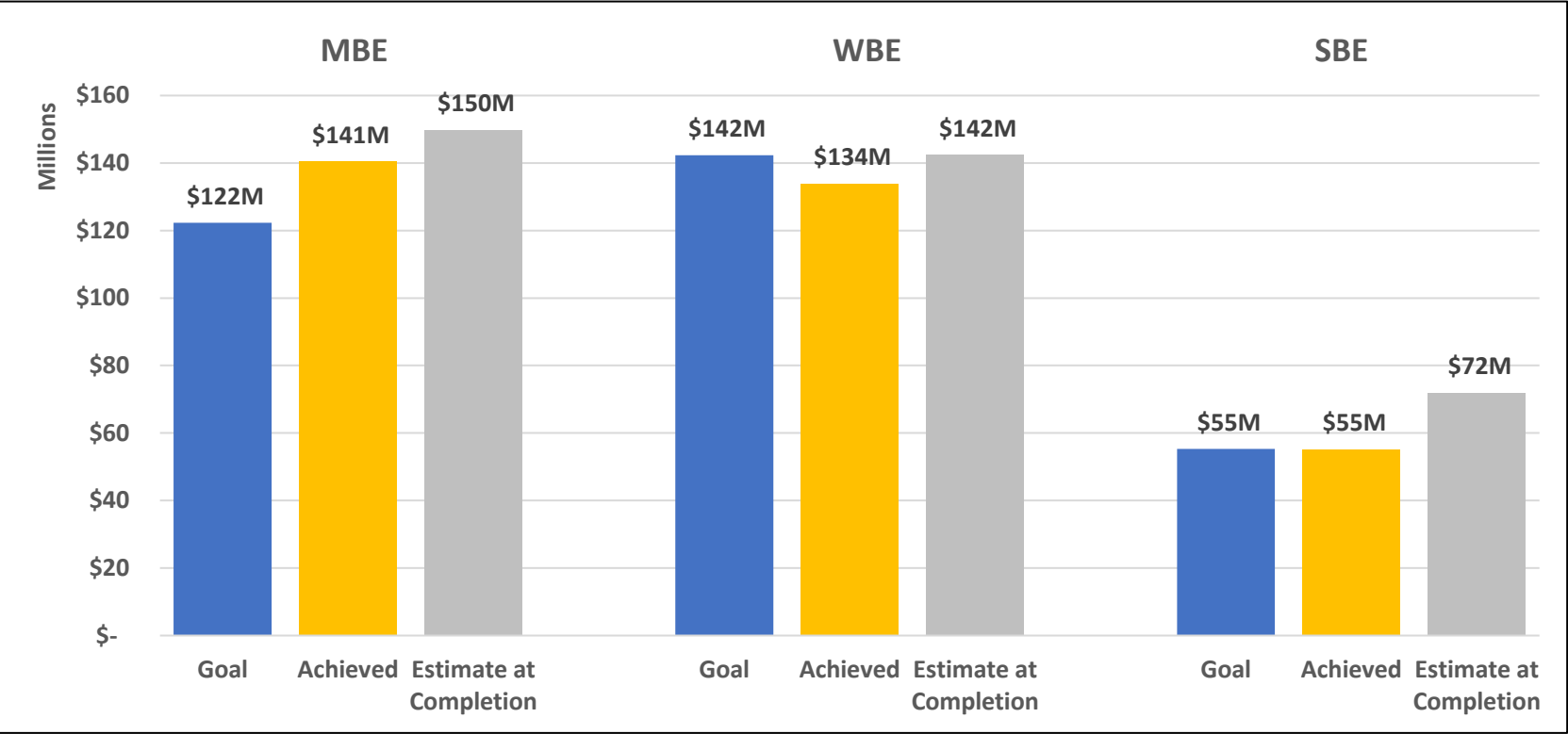
Vision 2.0 Program Budget Update: February 2024

Project Name	Current Budget	Estimate at Completion (EAC)	Budget Variance	Budget Reserve: Original/Balance
VISION 2.0 PROJECTS	\$ 229,500,000	\$ 225,500,000	\$ 4,000,000	\$12,392,941 / \$6,492,941
Satellite Concourse	\$ 134,500,000	\$ 130,500,000	\$ 4,000,000	\$8,952,941 / \$3,052,941
Runway 2L/20R Extension EA/Preliminary Design/Property Acquisition	\$ 15,000,000	\$ 15,000,000	\$ -	\$0 / \$0
Concourse A Site Prep / Fill / EA	\$ 49,000,000	\$ 49,000,000	\$ -	\$2,000,000 / \$2,000,000
Concourse A Ramp Paving	\$ 31,000,000	\$ 31,000,000	\$ -	\$1,440,000 / \$1,440,000
PROGRAM CONTINGENCY	\$ -	\$ 4,000,000	\$ (4,000,000)	
Total	\$ 229,500,000	\$ 229,500,000	\$ (4,000,000)	\$12,392,941 / \$6,492,941

New Horizon Program Budget Update: February 2024

Project Name	Current Budget	Estimate at Completion (EAC)	Budget Variance	Budget Reserve: Original/Balance
New Horizon Projects	\$ 1,458,500,000	\$ 1,458,500,000	\$ -	\$117,671,573 / \$117,671,573
Baggage Handling System Improvements	\$ 125,000,000	\$ 125,000,000	\$ -	\$11,329,600 / \$11,329,600
Concourse D Extension	\$ 287,000,000	\$ 287,000,000	\$ -	\$26,138,432 / \$26,138,432
Concourse A Expansion	\$ 855,000,000	\$ 855,000,000	\$ -	\$77,939,456 / \$77,939,456
Future Air Freight Building	\$ 25,000,000	\$ 25,000,000	\$ -	\$2,264,085 / \$2,264,085
Terminal Access Roadway Improvements Ph 2 & 3	\$ 166,500,000	\$ 166,500,000	\$ -	\$ -
ART	\$ 4,000,000	\$ 4,000,000	\$ -	
PROGRAM CONTINGENCY	\$ -	\$ -	\$ -	\$ -
Total	\$ 1,462,500,000	\$ 1,462,500,000	\$ -	\$117,671,573 / \$117,671,573

SMWBE Participation – BNA Vision & New Horizon – February 2024



Includes MBE, WBE, SBE & DBE

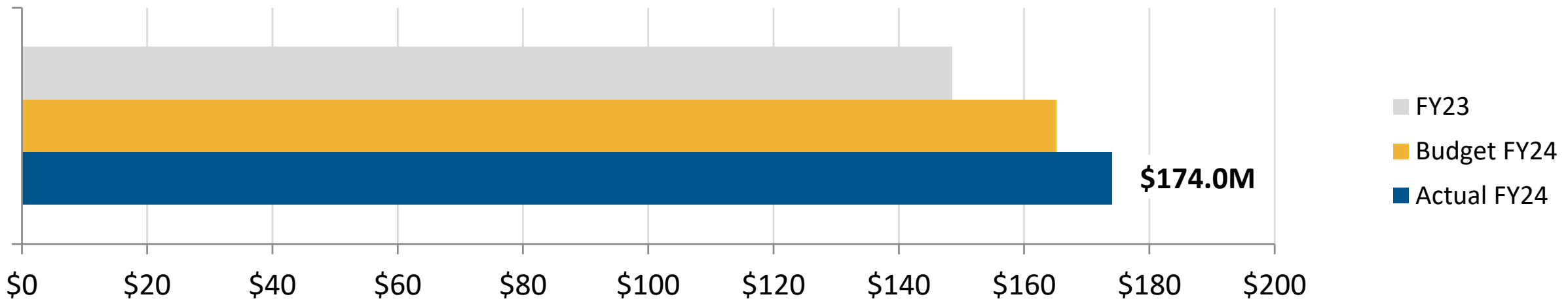
Source: Vision Project Controls – Pending validation by BDD

Finance Report

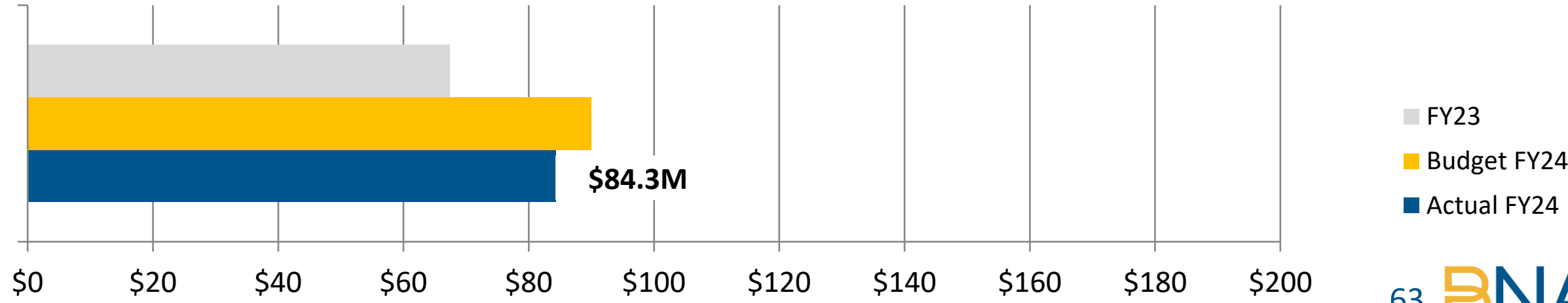
Marge Basrai, CPA, CGMA, CM
EVP, Chief Financial Officer

BNA – Revenues and Expenses YTD January 2024

Operating Revenues (\$ millions)

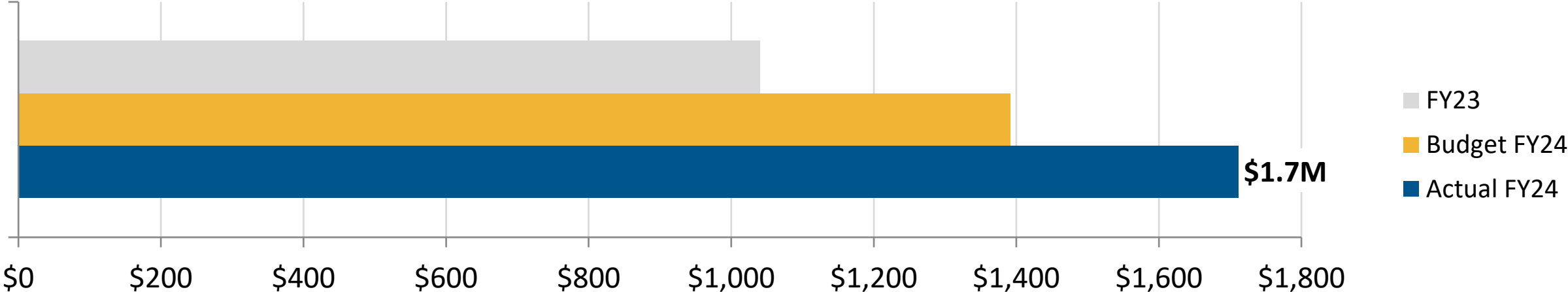


Operating Expenses (\$ millions)

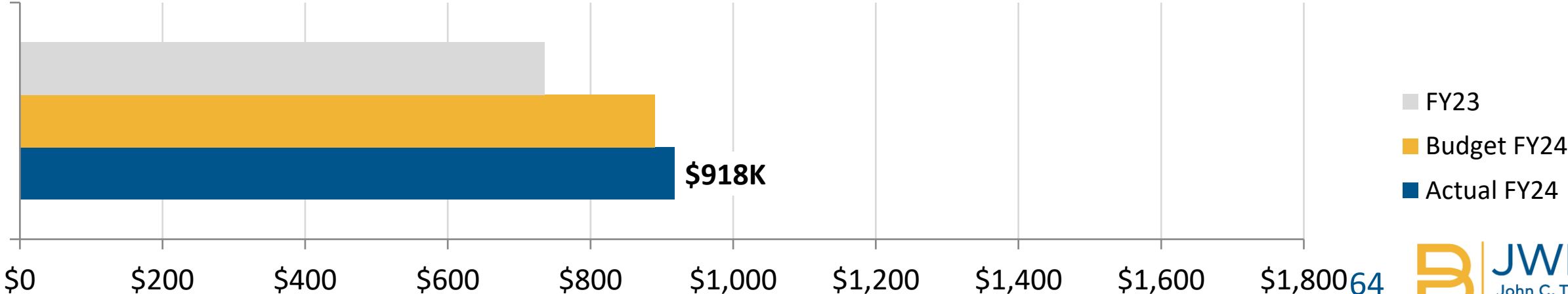


JWN – Revenues and Expenses YTD January 2024

Operating Revenues (\$ thousands)

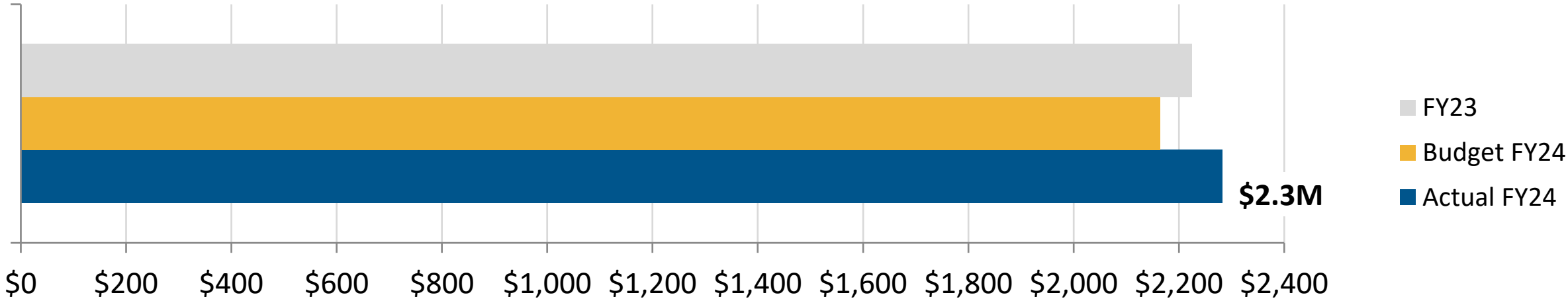


Operating Expenses (\$ thousands)

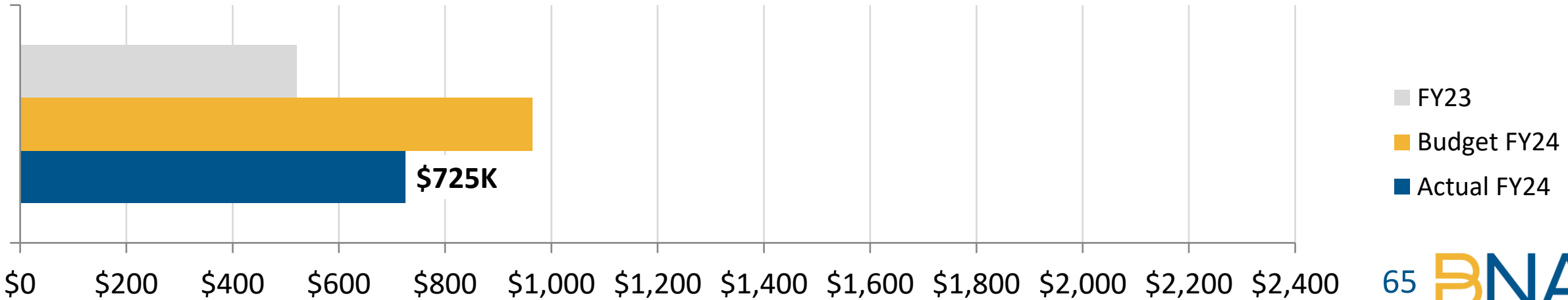


MPC – Revenues and Expenses YTD January 2024

Operating Revenues (\$ thousands)



Operating Expenses (\$ thousands)

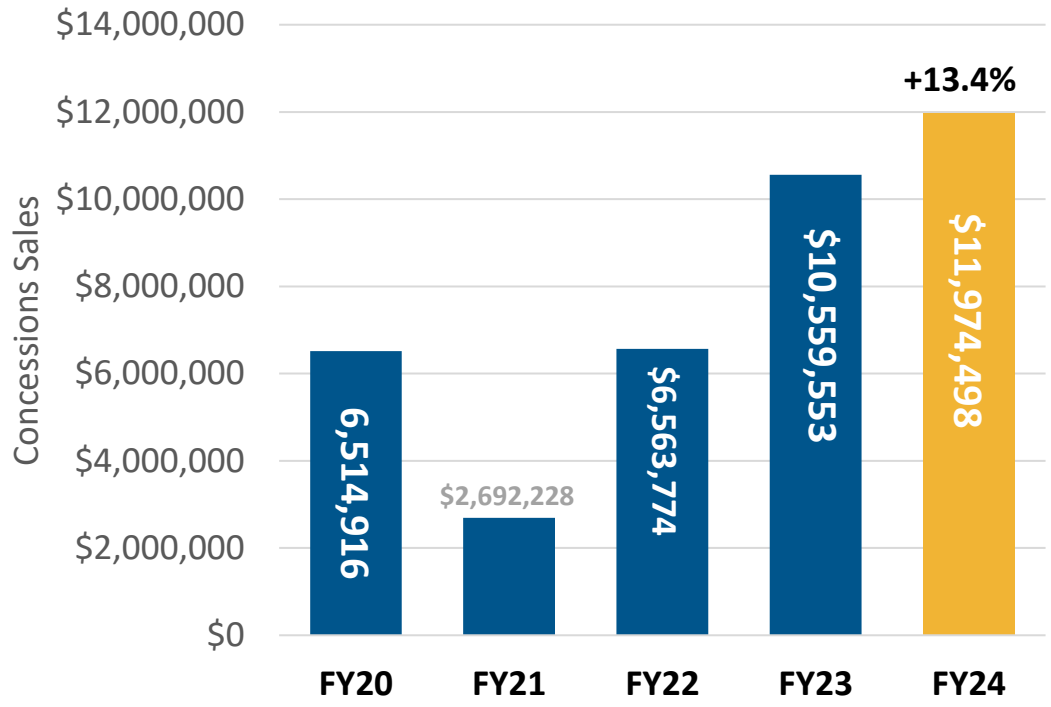


Commercial Development Report

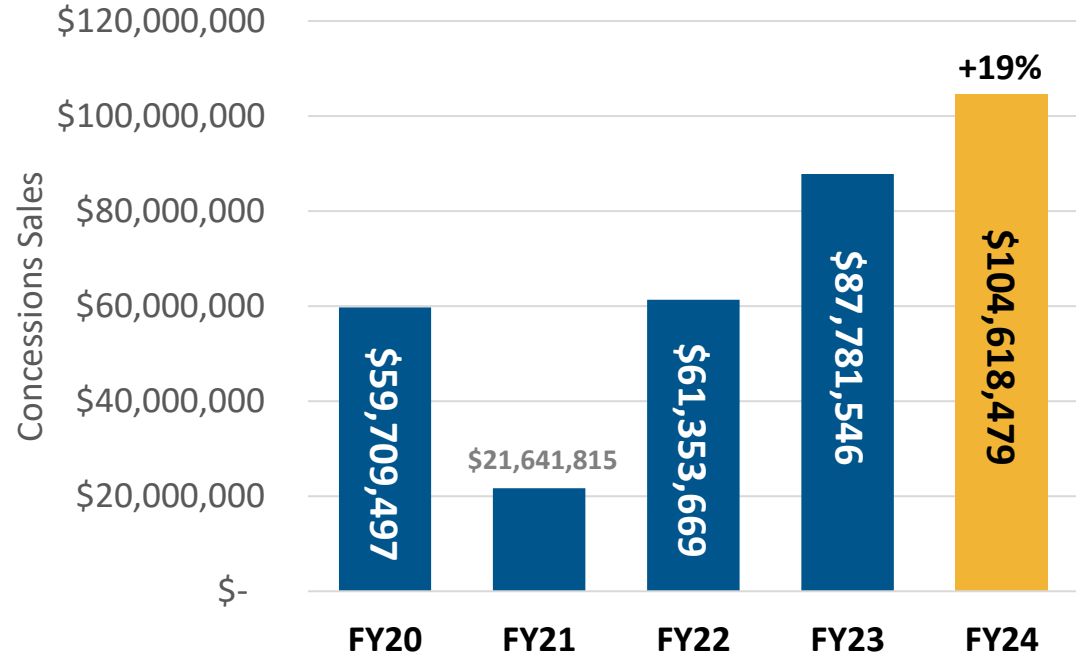
Marge Basrai, CPA, CGMA, CM
EVP, Chief Financial Officer

Concession Sales

January



Fiscal Year to Date



Sales per Enplaned Passenger
 January 2023: \$14.30
 January 2024: \$16.45

*includes Fraport & Paradies