

Minutes of the Joint Meeting of the MNAA and MPC Finance, Diversity & Workforce Development Committees



Date: February 14, 2023

Location: Metropolitan Nashville Airport Authority
Tennessee Boardroom

Time: 10:10 a.m.

Committee Members Present: Andrew Byrd, Committee Chair; Glenda Glover,
Committee Vice Chair, Jimmy Granbery

Committee Members Absent: None

Others Board Members Present: Joycelyn Stevenson, Bobby Joslin, Bill Freeman, and Nancy
Sullivan

MNAA Staff & Guests Present: Doug Kreulen, Neale Bedrock, Lisa Lankford, Trish Saxman
Marge Basraj, Kristy Bork, Kristen Deuben, Adam Floyd,
Carrie Logan, Rachel Moore, Ted Morrissey, Olivia Parven,
Josh Powell, Robert Ramsey, and Colleen Von Hoene

1. CALL TO ORDER

Chair Byrd called the Joint Meeting of the MNAA and MPC Finance, Diversity & Workforce Development (Finance) Committees to order at 10:10 a.m. pursuant to Public Notice dated February 9, 2024.

2. PUBLIC COMMENTS

Chair Byrd stated there were no public comment requests received.

3. APPROVAL OF MINUTES

Chair Byrd asked for a motion to approve the December 13, 2023 Minutes of the Joint Meeting of the MNAA & MPC Finance, Diversity & Workforce Development (“Finance”) Committees. Vice Chair Glover made a motion and Commissioner Granbery seconded the motion. Chair Byrd asked Ms. Saxman for a roll call:

Chair Byrd – Yes

Vice Chair Glover – Yes

Commissioner Granbery – Yes

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

4. CHAIR'S REPORT

Chair Byrd had no Chair's report.

5. ITEMS FOR APPROVAL

1. Amendment to Air Service Incentive Policy

President Kreulen introduced Josh Powell, AVP, Airline Affairs and Air Service Development, to brief the Commissioners on the Amendment to Air Service Incentive Policy ("ASIP"). Mr. Powell stated 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 this directive, allowing the airport authority to take advantage of a key change regarding seasonal incentives by adding an optional third year to the program. If this amendment is approved, the effective period of the amended ASIP will be 2/21/2024 through 12/31/2025. All proposed marketing incentives and landing fee and facility abatements that involve international service does require MNAA to obtain Board approval of that Letter of Agreement with that carrier.

Mr. Powell stated there was no change to the policy for Year-Round Service. The new Seasonal Service MNAA did take advantage of adding a third year and increasing the Landing Fee & Facility Fee Abatement for Transoceanic flights to 100% as well as adjusting the marketing funds. As a reminder this is funded at \$2M per year and the balance of that fund as of February 5, 2024, was \$8.28M. Chair Byrd asked if there is 100% abatement of the Landing and Facility Fees for Years 1, 2, 3, and marketing incentives up to \$400K for Year 1 and up to \$300K for Year 2 and 3. Also, if this is for new airlines looking at coming, and if this concerns anybody with air service here or just international airlines. Mr. Powell replied correct, and it is not just new airlines, it goes for new markets. For example, if Air France were to fly to Paris, they could take advantage of this incentive, but also if Delta, who is an existing airline and was the first airline to make the decision to fly to Paris, they could take advantage of this incentive as well. It is route specific, not necessarily just new airlines.

Vice Chair Glover stated the new market, new service schedule, and the incentives are really good. She asked if MNAA haggling about 100% abatement. Mr. Powell asked if Vice Chair Glover was talking about the types of markets. Vice Chair Glover replied, yes, new service. Mr. Powell replied, yes, there are 3 different tiers of incentives: (1) Domestic tiers (there is no abatement on Facility or Landing Fees); (2) Other Americas, that would include Canada, Caribbean, South America; and (3) Trans-Oceanic, which includes Hawaii, Europe, Asia or any of those types of service. The only change to the abatement was the tier that MNAA is having the hardest time getting additional service to, which is Trans-Oceanic, and that is why that tier has the best incentive.

Mr. Powell requested the Finance Committee recommend to the Board of Commissioners that it approve the Air Service Incentive Policy (ASIP) and authorize the Chair, President and CEO to execute the policy.

Chair Byrd asked for a motion to approve as presented. Vice Chair Glover made a motion and Commissioner Granbery seconded the motion. Chair Byrd asked Ms. Saxman for a roll call:

Chair Byrd – Yes

Vice Chair Glover – Yes

Commissioner Granbery – Yes

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

2. FAA Contract Weather Observer (CWO) Lease Agreements

President Kreulen introduced Carrie Logan, VP, Deputy General Counsel, to brief the Commissioners on the FAA Contract Weather Observer (“CWO”) Lease Agreements. Ms. Logan stated there are two Agreements for approval. The FAA CWO occupies Suite 110 at the Harvey P. Gassaway Building. The FAA CWO provides critical operational data 24/7 to the air traffic control tower. When leasing to the Federal government, we are subject to their lease terms and their timelines. This lease expired September 30, 2017, and between then and now MNAA has diligently pursued a new lease with the FAA. During that time the FAA has changed the form of the lease several times, as shown in the timeline. FAA’s latest proposal that they have agreed to is 2 separate documents: (1) the Lease Agreement that extends the lease that expired September 30, 2017 to September 17, 2022; and (2) a new lease that the FAA has requested to be back dated to October 1, 2022 for a 10-year term through September 30, 2032. The space is very small. The 2 documents cover both the term and the

rent, there is very little rent escalation in the supplemental lease agreement, and a fixed term of October 1, 2022 through September 30, 2032 is determined by the FAA.

Ms. Logan requested the Finance Committee recommend to the Board of Commissioners that it approve the terms negotiated between MNAA and the Department of Transportation Federal Aviation Administration (FAA) and authorize the Chair and President and CEO to execute the Supplemental Agreement No. 3 and the New Lease Agreement with the FAA, consistent with these terms.

Commissioner Granbery asked where this building is located, and if it is in the middle of one of the proposed options for the Terminal II site why MNAA is extending the least out to 2032. Ms. Logan responded that they are one of the many tenants that will have to be relocated depending on where Terminal II goes. President Kreulen replied that the whole area – Atlanta, Signature, Southwest—may have to be moved. Commissioner Granbery asked if the Authority could get a termination agreement based on Terminal II. President Kreulen replied that the Authority probably could, but we could find another small space to put them in.

Chair Byrd asked for a motion to approve as presented. Vice Chair Glover made a motion and Commissioner Granbery seconded the motion. Chair Byrd asked Ms. Saxman for a roll call:

Chair Byrd – Yes

Vice Chair Glover – Yes

Commissioner Granbery – Yes

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

3. Subleases for Concourse D Extension Concessions (7)

President Kreulen introduced Coleen Von Hoene, Associate Principal, Paslay Group. Ms. Von Hoene stated there are 7 subleases for new Concourse D extension concession program. Ms. Von Hoene reminded the Committee that MNAA provided Fraport the rights to develop the future Concourse D extension concession program in Amendment 8 to the Fraport Concessions Agreement. Fraport has negotiated 7 subleases for 8 concession locations, which are scheduled to open in July 2025. The sublease terms extend beyond the expiration of the Fraport Agreement and MNAA is therefore a party to the subleases and consent to the sublease terms. Ms. Von Hoene presented a diagram of

the Concourse D extension concession locations with 5 food and beverage and 3 retail locations. The 7 subleases proposed for Concourse D extension include: Dalmation Creative Agency, Inc., already an existing tenant will operate 3rd & Broadway; 3BG, LLC with two locations Sandella's Flatbread Café and Flytes – Virtual Dining Hall; Newlink of Nashville, LLC operates The Castle; ASG Nashville, LLC, also an existing tenant, operates New Heights Cantina & Tacqueria; Daniel Diamond, LLC operates Daniel X Diamond; Nashville Tracis JV operates Nashville Tracks by Hudson; and, Air Ventures Nashville, LLC, another existing tenant, operates Martini which will be in the center of the record node with coffee in the morning and a martini bar the rest of the day.

Ms. Von Hoene requested the Finance Committee recommend to the Board of Commissioners that it approve the 7 subleases for 8 locations in the future Concourse D extension and authorize the Chair and President and CEO to execute the subleases.

Chair Byrd asked if there is a process in which MNAA reviews these types of tenants to make sure they are the tenants MNAA wants, from a marketing commercial standpoint. Ms. Von Hoene replied, yes. Fraport as the developer under their contract will actually go out and find the tenants. Fraport went through an RFP process, a public solicitation process, generating interest in the program, and then they selected who they evaluated as the best and most advantageous concession locations and operators for BNA. Fraport then brought these concepts to MNAA for approval. MNAA does have the ultimate right to approve those concepts before Fraport goes out and negotiates the terms. Chair Byrd stated these tenants will be here a long time and MNAA has a lot of commercial ventures and MNAA has to decide if we are getting the right mix here and he stated that he believes that MNAA does. President Kreulen stated Fraport came to us with approximately 20 different concepts and based on the 95 BNA already has, MNAA chose these 7 in terms of investments, returns and mix.

Chair Byrd asked for a motion to approve as presented. Commissioner Granbery made a motion and Vice Chair Glover seconded the motion. Chair Byrd asked Ms. Saxman for a roll call:

Chair Byrd – Yes

Vice Chair Glover – Yes

Commissioner Granbery – Yes

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

4. Amendment 9 to Fraport Concessions Agreement (Exhibit G Updates)

Ms. Von Hoene briefed the Commissioners on Amendment 9 to the Fraport Concessions Agreement. Amendment 8, which was approved in June 2023, gave Fraport the opportunity to go out and lease this space in the Concourse D Extension. A preliminary Exhibit G outlined key delivery dates, and this particular Amendment will update that Exhibit G which outlines specific tenants, specific locations and then keeps those delivery dates. It also provides an extension of the deadline for expenditure of the \$13M Contractor Capital Investment Obligation to allow for the completion of projects that could not be completed by the original contract deadline of July 31, 2023. Under this Amendment Fraport will have until May 31, 2024 and submit proof of payment by July 30, 2024.

President Kreulen stated this Amendment is necessary because it integrates the subleases the Board just recommended for approved into a document that MNAA can track

Ms. Von Hoene requested the Finance Committee recommend to the Board of Commissioners that it approve Amendment 9 to the Fraport Concessions Agreement and authorize the Chair and President and CEO to execute the amendment.

Chair Byrd asked for a motion to approve as presented. Commissioner Granbery made a motion and Vice Chair Glover seconded the motion. Chair Byrd asked Ms. Saxman for a roll call:

Chair Byrd – Yes

Vice Chair Glover – Yes

Commissioner Granbery – Yes

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

5. Amendment 2 to Boingo Concession Agreement

Ms. Von Hoene briefed the Commissioners on Amendment 2 to the existing Boingo Concession Agreement. 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. At the end of the contract the non-proprietary equipment and infrastructure reverts to MNAA ownership. In order to figure out what the next steps were, MNAA retained a technical consultant to conduct industry research and identify airport business models to determine best approach. The technical consultant identified the following 3 models; 1) Airport owned infrastructure, management and maintained by third-party contractor; 2)

Cell carrier owned and managed infrastructure; and 3) Third-party owned and managed infrastructure (current Boingo model). Chair Byrd restated the contract expiration date for clarification. Ms. Von Hoene confirmed the date and added that there are a couple of components that are proprietary to Boingo and those will not revert to MNAA ownership. The technical consultant recommended MNAA utilize the model providing for direct airport-owned infrastructure, utilizing a third-party contractor to manage and maintain. This structure provides MNAA the ultimate control and coordination expansion of DAS/Wi-Fi infrastructure with future MNAA facility development to meet passenger growth needs; estimated to increase MNAA gross revenue through direct contracts and cell carriers, eliminating sharing revenues with a third-party Concessionaire; and capital contribution can be negotiated with cell carriers and used to fund future capital investment. In order to facilitate transition to this new business model, Boingo is asking for an extension of the existing contract to the end of 2024. We are proceeding with all the steps in the process to have enough time to complete the transition.

Vice Chair Glover asked for the term of the contract. Ms. Von Hoene replied it would be from February 29, 2024 until no later than December 31, 2024. Commissioner Joslin asked why MNAA waited so long before this contract is ending to add another 8-10 months. Ms. Von Hoene replied that MNAA has been looking at this for almost a year, and more questions and also more opportunities were raised, as more research was conducted. The easiest option is to rebid the same contract that MNAA has, but there are issues associated with how much control MNAA has to make sure the facility expansion meets its needs. MNAA concluded several months ago that the best way to go to get control of its own destiny, was to do this different business model. Commissioner Joslin asked if there were problems with Boingo in the past. President Kreulen replied before Boingo, BNA was rated as having the worst in Wi-Fi and when MNAA got the Boingo contract, BNA shot up and is now rated pretty high. BNA is now at around 80% passenger satisfaction. The Board at that time challenged the staff to be number 1 in Wi-Fi and now BNA is in the top 5. President Kreulen stated getting to this point has been a long negotiation – Boingo has control and did not want MNAA to go to this new model. The staff informed Boingo that we are going to this model, and in the end will have more control and higher revenue. This has built up over the Vision expansion. When the Grand Hall was built, Boingo wanted to extend the term of their contract for Wi-Fi. We did not give additional term on their contract, so MNAA had to buy the equipment. In the end Boingo convinced MNAA this is the right way to do it. MNAA will be back in control, increase revenue, and the service should improve. Chair Byrd asked if it is still good for passengers. President Kreulen replied yes, the

passengers may have to watch a 30- second video to get the first hour free, or the passenger can buy super-fast speed option for approximately \$7.95. President Kreulen reported that this was the same at other airports where he has recently traveled. Chair Byrd asked if selling ads is where Boingo makes their money, to which. President Kreulen replied, yes.

Ms. Von Hoene requested the Finance Committee recommend to the Board of Commissioners that it approve Amendment 2 to the Boingo Concession Agreement and authorize the Chair and President and CEO to execute the amendment.

Chair Byrd asked for a motion to approve as presented. Commissioner Granbery made a motion and Vice Chair Glover seconded the motion. Chair Byrd asked Ms. Saxman for a roll call:

Chair Byrd – Yes

Vice Chair Glover – Yes

Commissioner Granbery – Yes

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

6. INFORMATION ITEMS

1. BNA Concessions Program Update (Quarterly Update, Sales Report and BNA Passport Update)

Ms. Von Hoene gave the Committee an update on the BNA Concessions Program. Ms. Von Hoene reported there are still two concessions locations that Fraport is still working on: Prince's Hot Chicken and Half Moon Empanadas. They are progressing as they should be and are expected to open in April 2024. At the end of December at the Paradies Satellite Concourse Concessions opened the last concession, Fat Bottom Brewery, on December 21, 2023. All 7 satellite concessions are now opened.

Ms. Von Hoene reported that the 2023 Fraport Concessions Annual Sales were 27% above 2022, exceeding the enplanement growth of 14%. There is not a lot of data on the Satellite Concourse yet because it has only been open for a month. There were \$176M in sales for calendar year 2023, equivalent to \$15.36 sales per enplanement. Commissioner Granbery stated most retailers would be satisfied with those numbers. Ms. Von Hoene stated revenue to MNAA for the same period was \$18M which is a 35% increase over 2022. Part of that increase is due to the fact that in Amendment 8 to the Fraport Concessions Agreement the revenue share for MNAA was changed.

Ms. Von Hoene provided a list of the top performers. Evolve still remains the top in News & Gifts; Ole Red is top in Full Service F&B; Chick-fil-A is top for Quick Service F&B; True to TN is top in Specialty; and Starbucks is top in Coffee. Vice Chair Glover stated Starbucks was not top a month ago. Ms. Von Hoene replied this is not annual sales, this is based on average monthly sales, but 8th and Roast is close to Starbucks. President Kreulen replied there are two 8th and Roast locations, and if you combine them, they are bigger than Starbucks.

Ms. Von Hoene provided an update on the BNA Passport Program which will offer non-ticketed passengers with access past security.

MNAA is awaiting TSA's execution of the Airport Security Program ("ASP") Amendment. Once TSA signs that document, MNAA will be able to do its last end-to-end business process test. When that test is completed, a press release and social media posts will be issued, and then the BNA PASSport will be launched on MNAA's website. President Kreulen stated he met with Steve Wood, TSA, Federal Security Director for Tennessee, on two other security issues and did not get to discuss the BNA PASSport Program, so he will get with him to discuss this item.

Board Chair Stevenson asked how this program will work. Ms. Von Hoene explained that the non-traveling public will be able to click on a link posted on MNAA's website, which will take them to Airline Choice, the company that does the vetting through the TSA No Fly List. TSA determines whether the applicant is approved. Approved visitors are provided an email with a QR code, via Airline Choice. TSA will confirm the identity of the person with the QR code by conducting an ID check at the customer information desk on the ground transportation level, and then that person will proceed with the QR code and the documentation from the information desk to the security checkpoint.

Board Chair Stevenson asked if the application could be done over the phone. Ms. Von Hoene replied yes, you can do it on your phone. Commissioner Granbery asked if passengers' TSA Pre Check applies. Mr. Ramsey replied, no. Vice Chair Glover asked how long the QR code is good for. Ms. Von Hoene replied it is good for one day. Commissioner Granbery stated a Board member does not have to have it; you can go through with your badge. President Kreulen stated yes, but only if you have completed the annual SIDA testing. Chair Byrd asked if any other airports that have implemented this and if it has had adverse passenger customer experiences resulting from allowing 3rd parties into this process. Ms. Von Hoene replied that has not been uncovered in

research. President Kreulen replied it is not a money maker, which is what we thought it would be, but it does give people that do not fly a chance to shop and have dinner and lunch at BNA. President Kreulen stated you must sign up at least 24 hours in advance and as of right now there is a limit of 75 people, but one can come back and complete the form again for the next time they want to come to BNA. It is a very easy form, President Kreulen said. Chair Byrd asked for confirmation that it is limited to 75 people. President Kreulen replied yes, and staff is not certain how big it will get. Commissioner Granbery stated Tampa and Pittsburgh, two of the big airports that have a visitor pass program, do not have the music opportunities that BNA has so it might be a real game changer to support our vendors and give them more business. Ms. Von Hoene stated Orlando airport just opened a program.

2. FY24 BNA and JWN O&M Budget Updates

President Kreulen introduced Ms. Marge Basrai, EVP, Chief Financial Officer, to provide an update on the FY24 BNA and JWN O&M Budgets. The staff will come to the Board next month to ask for adjustments to these two items on the O&M side. Starting with the BNA O&M Budget, enplanements are 8% above FY24 budget; and operating revenues are \$7.3M above budget as of December 31, 2023. Concessions, concessions storage space rental, and other revenues are above budget. Signatory Airline and parking revenues are below budget. MNAA will have to do an increase to landing fees for airline reimbursement of the virtual tower construction costs, as the airlines will be paying for it and it will be added to their landing fees. Parking right now is slightly below budget. We did have a shift in passenger behavior, with a little less in the valet, moving down to the garage and moving down to some of the economy lots. Staff is monitoring that and watching behavior and the effect of the new short-term rates before determining if an adjustment is needed.

Chair Byrd asked how the 30-minute parking is working out. Ms. Basrai replied BNA is getting a lot of transactions. President Kreulen replied people are taking advantage of it and it keeps them off the road and keeps them from circulating. President Kreulen stated January and February are our lowest level of passenger activity, and when he spoke with Mayor O'Connell last week, he liked that MNAA participated in his holiday press conference. He may ask MNAA to participate in his spring break news release on March 8, 2023. Obviously for that reason he is focused on Davidson County, and MNAA is focused on Tennessee, so spring break for us is March 1st to end of March. The biggest day will be March 16th with so many counties' schools out all at once. May and June will be MNAA's

biggest months. There are a lot of things that are going to be done between now and summer break and hopefully Ms. Basrai is correct that we hit our budget for parking because that is 1/3 of our revenue and MNAA is only a little below budget.

Ms. Basrai moved on to BNA FY24 Operating Expenses. The Operating Expenses are \$9M below budget; however, amendments may be required based on MNAA's forecast projections which indicate MNAA is going to eat into all or even more than the \$9M variance that it has. There are 52 additional positions that were authorized during this year that were not part of the budget, promotions were made during the year, and we did a big adjustment to DPS step chart which increased a majority of DPS's salaries. Those were not budgeted and those things there will eat up almost all of MNAA's salaries and benefits that were under the budgeted amount that we have.

Ms. Basrai then moved on to the Satellite Concourse Operating Expenses. The Satellite opened at the end of October and when MNAA did the budget, all of new expenses for operating the satellite were spread across 12 months. Therefore, in the budget numbers, the Board will see Satellite numbers starting from July, but we do not see actual expenses hitting the Satellite until November. So, it reflects that we are under budget, but we are not because we are now incurring more expenses than what we budgeted because of how we smoothed out the budget, she said. Also with the Satellite, the budgeted operating expenses were MNAA's best estimates, and staff is monitoring actuals over the past month or two to see if the estimates will come close. We were not really sure what the utility expenses would be, Ms. Basrai said, and made our best estimates.

Ms. Basrai stated MNAA budgets each year for our basic operations and then contingency funds are used throughout the year for one-time items or other items that come up that were not anticipated before the budget. About \$4-\$6M of contingency funds have already been allocated. There are some items that have come up throughout the year in order to make things operationally better such as Mitigation of Roadway and Curbside congestion; Nashville Conference Sponsorships (AAAE, AMAC) which are coming in above budget; the consultant for the Wi-Fi DAS Transition; Fall/Spring breaks valet parking surges; Employee parking expansion because of the Southwest crew base, Re-striping in the parking lots; and homeless mitigation. Additionally, the snow event in January cost about \$3.9M, which most will be covered by the airlines.

Ms. Basrai stated that JWN FY24 O&M Budget, as of December 31, 2023, had revenues about \$273K above budget and expenses about \$5K above budget. The monthly financials are being monitored; however, amendments may be required. For Operating Revenue, there are 3 leases (5 parcels) that were signed after the budget was approved, so those will be added to the budget. There have been some Operating Expenses that were not in the budget, such as the additional studies that were conducted for Taxiway Bravo and the 2nd FBO, equipment repairs and maintenance/ administration building set up.

Ms. Basrai stated the next steps are to continue to monitor the financials and enplanements and see where January ends up on both, and then identify any additional expenses that may come up until the end of this fiscal year. Staff will come back next month with any of those budget amendments for additional approvals.

Commissioner Granbery asked what the cost was for the snow event at JWN. Mr. Ramsey stated probably in the amount of several hundred thousand dollars. Commissioner Freeman asked what the homeless mitigation is. President Kreulen replied we have 4,600 acres and just as you see it happening around town, people will set up homeless camps, and we have to remove them from airport property for security purposes. In the last several months, MNAA has had to spend \$250K cleaning up the human waste, drug paraphernalia, and other things they leave behind. It is very expensive clean up that area. MNAA also has to add more fencing to keep people out and repair fencing. Commissioner Sullivan asked if the area is secured. President Kreulen stated we do not have 100% of MNAA land fenced.. MNAA has increased patrolling in certain areas due to security concerns.

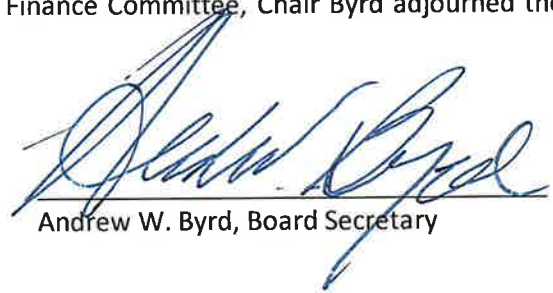
3. Quarterly Retirement/OPEB/Treasury Investment Reports

President Kreulen introduced Ms. Kristy Bork, AVP, Finance, to provide an update on the Quarterly Retirement/OPEB/Treasury Investments Reports. Ms. Bork reported that the FY24 Q2 Retirement Plan market value was \$81.4M, which is an increase of \$5.6M over the prior quarter with a gross return for the quarter being at 9.1% and year to date is 5.54%. The OPEB market value was \$41M which is an increase of \$3.2M over the prior quarter with a gross return for the quarter of 9.50% and year to date is 5.87%. For the MNAA Quarterly Treasury Investment Report for the quarter ending December 31, 2023, MNAA had total available funds of \$1.229B with 99.6% of the funds invested. The earnings for FY24 Q2 were \$13.2M with a combined yield of 4.86% for all of our investment

sources. Ms. Bork explained that this is probably a high mark for MNAA, and that the rates are expected to come down as a lot of people have heard. It was a great quarter overall.

7. ADJOURN

There being no further business brought before the Finance Committee, Chair Byrd adjourned the meeting at 10:55 a.m.



Andrew W. Byrd, Board Secretary