



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

January 15, 2025

BNA

Call to Order

January 15, 2025

Public Comment

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

MNAA Policy ID: 33-007, Public Comment Policy, effective November 27, 2024

No Requests for Public Comment Received by Monday, January 13, 2025, at 1:00 pm

Approval of Minutes

Joint Meeting of the MNAA Board of Commissioners & MPC Board of Directors

December 18, 2024

Chair's Report

Nancy B. Sullivan, P.E.

Board Chair

President's Report

Douglas E. Kreulen, A.A.E.

President and CEO



Spirit Airlines Announces New Routes

- January 9, 2025
- Beginning March 5, 2025
 - Houston (IAH) daily (3/5)
 - Boston (BOS) daily (3/5)
- Spring Break Routes
 - Pensacola (PNS) 4x weekly (3/6 – 3/18)
 - Ft Myers (RSW) 1x weekly (3/8 – 3/15)
 - Miami (MIA) 1x weekly (3/8 – 3/15)



Winter Storm Cora @BNA

- January 10-11, 2025





Winter Storm Cora @JWN

- January 10-11, 2025



Lisa Leyva
VP, Concessions

Welcome, New Leadership

- January 13, 2025
- Vice President, Concessions

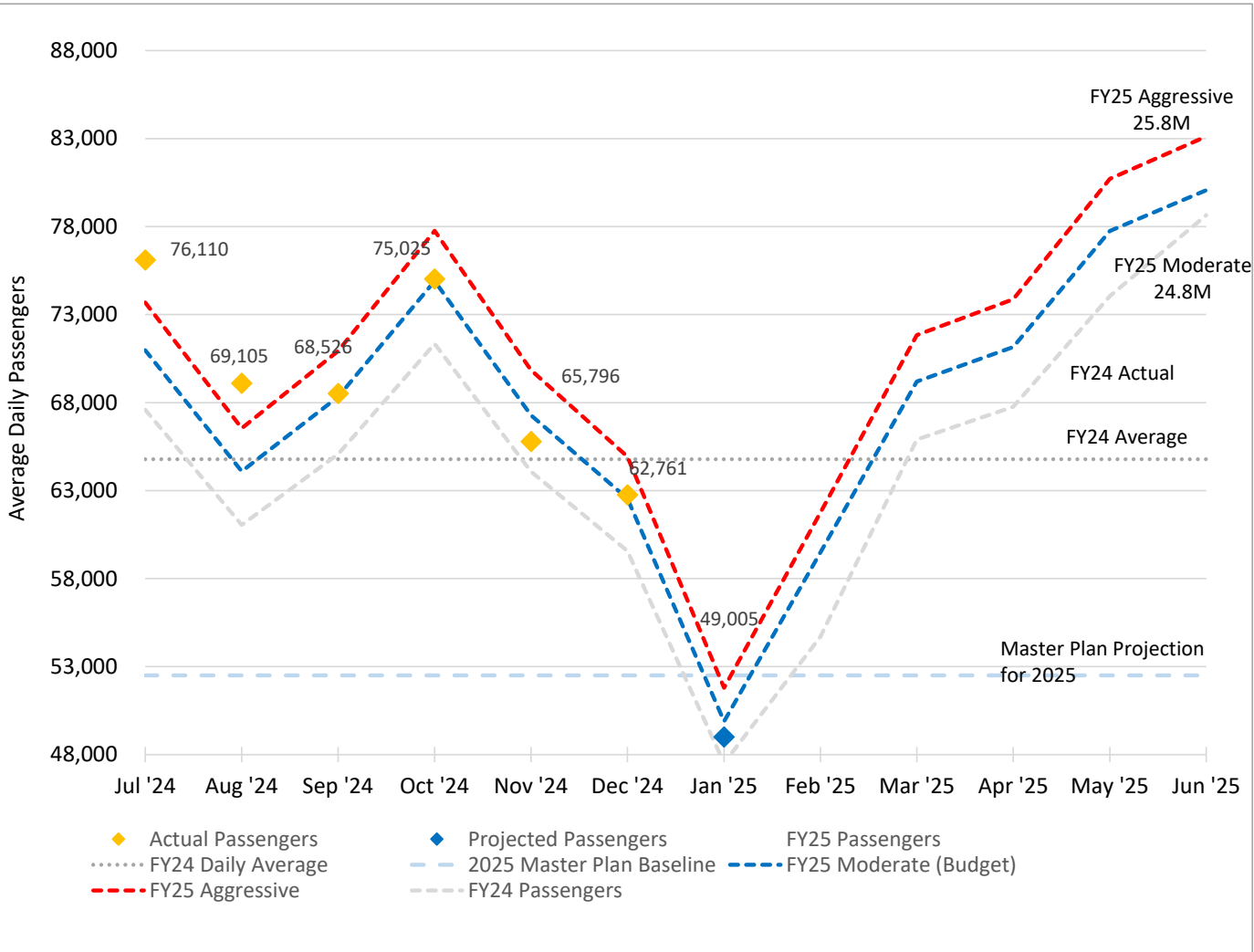
- **Leadership Tennessee**
 - Stacey Nickens, VP, Corporate Communications & Marketing
- **Leadership Middle Tennessee**
 - Adam Floyd, SVP, Chief Operating Officer
- **Leadership Nashville**
 - John Cooper, SVP, Chief Administrative Officer
- **Leadership Brentwood**
 - Puneet Vedi, VP, Airport Capital Development
- **L'Evate (Leadership Donelson, Hermitage & Old Hickory)**
 - Franklin Carver, Director, Community Affairs



Leadership Program Nominations

- Class of 2026

FY25 BNA Passengers



*January projections based on TSA data through January 13, 2025

- FY25 Forecast: 5%, 7%, 9%
 - Projected 25.2M
- January FY25 Projected*
 - 1.5M total passengers
 - 49K daily passengers
- FYTD January (+7%)
 - 14.3M total passengers
 - 66K daily passengers

Operations

- Approvals
 - 1) Professional Services Contract for BNA Master Plan
 - 2) CGMP 2 for Central Ramp Expansion (Mobilization & Material Processing)
 - 3) Professional Services Contract for Northeast Employee & Valet Parking Lot
 - 4) On-Call Contract for Tree Clearing, Grubbing and Grading
 - 5) Contract for Landscaping
 - 6) Arts at the Airport Board Member Reappointments
- Information
 - 1) Terminal II Siting Study (Update 7 of 7)
 - 2) BNA Development Update
 - 3) JWN Development

Finance

- Approvals - None
- Information
 - 1) Quarterly Retirement/OPEB/Treasury Investment Reports
 - 2) BNA Concessions Program Quarterly Update and Sales Report
 - 3) Procurement Policy (Annual Review)

Management - TBD

Committee 30-day Outlook

- February 12 & 19, 2025
- ACI-NA CEO Forum
 - Tucson, Arizona
 - February 4 – 8, 2025

Operations

- Approvals
 - 1) Baggage Handling System CGMP 3 – *tentative*
 - 2) Task Order for Terminal Apron Reconstruction
 - 3) Task Order for R/W 2R/20L Marking Cleaning & Remarking
 - 4) Construction Contract for Part 139 RSA Improvements R/W 20L
- Information
 - 1) BNA Development Update
 - 2) JWN Development

Finance

- Approvals
 - 1) Cell Carrier License Agreements for DAS – *tentative*
 - 2) FY25 BNA CIP Amendment – *tentative*
 - 3) FY25 JWN CIP Amendment – *tentative*
 - 4) Long-Term Financing Underwriter Pool
- Information
 - 1) Capital Financial Strategy

Management - TBD

Committee 60-day Outlook

- March 12 & 19, 2025
- Executive & Senior Staff Retreat – Mar 13-14
- 2025 SEC-AAAE Annual Conference (Charlotte, NC) – Mar 22-25
- 2025 TAA Annual Conference (Murfreesboro, TN) – Mar 24-26
- 2025 AXN Annual Conference (Washington, DC) – Mar 29-Apr 1



Save the Date: Business Taking Off

- Friday, March 28, 2025, 8:30 am
 - Music City Center, Karl Dean Ballroom
 - Invitations going out this week
 - Over 450 attendees expected



Save the Date: Iceland & Ireland Inaugural Flights

- Thursday, April 10, 2025
 - Icelandair Flight FI825
 - Arrives 7:30PM

- Saturday, April 12, 2025
 - Aer Lingus Flight EI77
 - Arrives 5:10PM

SAVE THE DATE

MAY 3, 2025

BNA[®]
5K
on the
runway
WALK & RUN



More info coming soon!

Save the Date: BNA 5K on the Runway

- Saturday, May 3, 2025

Items for Approval

January 15, 2025

- New Horizon II Program Scope and Budget (Operations)

Item for Approval

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

- October 2021: New Horizon concept introduced to Board
- August 2024: Board approved dividing Program into New Horizon I and New Horizon II, and approved **New Horizon I** Scope and Budget

– Baggage Handling System Improvements	\$ 243,000,000
– Concourse D Extension	\$ 287,000,000
– Concourse A Reconstruction	\$ 855,000,000
– Central Ramp Expansion	\$ 156,000,000
– Art (~ 0.4% applicable projects)	\$ 4,000,000
– <u>Program Contingency</u>	<u>\$ 75,000,000</u>
– New Horizon I Total	\$1,620,000,000
- October 2024 Board Retreat: Staff presented landside requirements, including surface and garage parking, rental car spaces and roadway improvements traffic modeling
- December 2024: Staff conducted Financial Summit with Landrum & Brown, PFM and Bank of America; New Horizon I and **New Horizon II** affordable

New Horizon II Program Scope and Budget

- New Horizon I & II Background

BNA Major Development Programs			
Program Name	Budget	Timeline	Board Action/ Approval
BNA Vision I <ul style="list-style-type: none"> GTC, Parking Garage 1 & 2, Concourse D, Admin Building, Terminal Lobby, IAF, TARI Ph I 	\$ 1,305,008,000	2017 – 2024	Program: Sep 2016 Final Scope/Budget: Apr 2022
BNA Vision II <ul style="list-style-type: none"> Satellite Concourse, R/W 2L/20R EA/Prelim Design/Property Acquisition, Concourse A Site Prep/Fill/Pave 	\$ 229,500,000	2019 - 2025	Program: Oct 2019 Final Scope/Budget: Feb 2021
New Horizon I (Airside) <ul style="list-style-type: none"> BHS Improvements/Expansion, Concourse D Extension, New Concourse A, Central Ramp Expansion 	\$ 1,620,000,000	2022 – 2028	Program: Nov 2021 Final Scope/Budget: Aug 2024
New Horizon II (Landside) <ul style="list-style-type: none"> TARI Ph II & III, Parking Garage, Surface Parking, CONRAC 	\$ 1,337,500,000	2024 – 2029	Program: Oct 2024 Final Scope/Budget: Jan 2025
Total of Major Development Programs	\$ 4,492,008,000	2017 - 2029	

New Horizon II Program Scope and Budget

- Four Capital Programs
 - BNA Vision I
 - BNA Vision II
 - New Horizon I
 - New Horizon II
- Budget & Scope
 - \$4,492,008,000

NEW HORIZON II (LANDSIDE) COST SUMMARY

Project Name	Budget		Project Contingency (~10%)
New Horizon II Projects (Landside)	\$ 1,269,000,000		\$ 115,363,636
Terminal Access Roadway Improvements (TARI) Ph I & II	\$ 300,000,000	(1)	\$ 27,272,727
Parking Garage (3,000 spaces)	\$ 310,000,000		\$ 28,181,818
Surface Parking (5,000 spaces)	\$ 95,000,000		\$ 8,636,364
CONRAC (4,700 spaces)	\$ 564,000,000		\$ 51,272,727
ART (~ 0.4%)	\$ 3,500,000		\$ -
PROGRAM CONTINGENCY (~5%)	\$ 65,000,000		\$ -
NEW HORIZON II TOTAL	\$ 1,337,500,000		\$ 115,363,636

Total Contingency Remaining = \$65M program + \$115M project ~ \$180M

Notes:
 (1) \$133.5M budget increase due to results of modeling to 40 MAP; Excludes State of TN actions required

New Horizon II (Landside)

Committee Review:

- Operations Committee voted 2 to 0 to recommend approval on Jan 8, 2025.

Staff Recommendation:

- Staff requests that the Board of Commissioners:
 - Accept the proposed New Horizon II Program Scope and Budget of \$1.34B, and
 - Authorize the President and CEO to proceed with New Horizon II Program Execution.

- 2nd Amendment to Advertising Concession Agreement (Finance)

Item for Approval

Eric Johnson, C.M.
SVP, Chief Revenue Officer

2nd Amendment to Advertising Concession Agreement

Background:

- MNAA has a Concession Agreement with Clear Channel Airports (CCA) to develop and operate the advertising program for the terminal and approved outdoor areas on the Airport campus, with a term of June 30, 2017 through June 30, 2027.
- CCA has invested \$1.9M into the advertising program.

Proposed 2nd Amendment

- 1) Update Exhibits A and B for additional inventory
 - IAF West, Center & East Escalator Soffits; North & South Baggage Claim; Grand Hall/Central Marketplace; Concourse D Extension
- 2) Extend term 3-years, commencing July 1, 2027, through June 30, 2030
- 3) Increase revenue share from 60% to 64%, effective July 1, 2027
- 4) Reduce iHeart Radio commitment by 50%, effective July 1, 2027
- 5) Add provisions for new Concourse A (11 locations planned)

ACDBE: Goal = 15%; Participation = 46.3%

Committee Review: Finance Committee voted 2 to 0 to recommend approval on Jan 8, 2025.

Staff Recommendation:

- Staff requests that the Board of Commissioners:
 - Accept the 2nd Amendment to the Advertising Concession Agreement between MNAA and Clear Channel Airports; and
 - Authorize the Chair and President & CEO to execute the Amendment.



- FY25/FY26 Capital Improvement Amendment (JWN Apron Pavement Rehabilitation) (Finance)
 - MNAA Resolution 2025-01

Item for Approval

Kristy Bork, CPA, A.A.E.
AVP, Finance

FY25/FY26 JWN Capital Improvement Amendment

Background:

- On April 17, 2024, the Board adopted Resolution 2024-07 which approved the FY25-FY29 JWN Capital Improvements Plan and the FY25 JWN Capital Improvements Budget (Resolution No. 2024-07)
- The FY26 JWN Capital Improvements Plan included a project for Apron Pavement Rehabilitation (Phase 1 of 2; South Area; Design & Construction) for \$2.6M, which included Bipartisan Infrastructure Law (BIL) Airport Improvement Grant (AIG) funds.
- On December 20, 2024, Tennessee Department of Transportation (TDOT) notified MNAA that \$120K of the programmed federal BIL funding will expire on April 16, 2025.

Amendment:

- To ensure this funding is not lost, a design grant for this project must be executed no later than March 19, 2025. This will allow sufficient time for the completion of the environmental component of the design and 30% of the actual design, as required by TDOT.
- The design contract, estimated not to exceed \$500K, will be procured through the existing Engineering On-Call Agreement (Atkins).

JWN Summary (\$000)	FY25	FY26	FY27	FY28	FY29	Total
Terminal & Landside	\$930	\$0	\$0	\$6,700	\$0	\$7,630
Vehicles & Equipment	\$0	\$200	\$330	\$40	\$0	\$570
Airside Improvements	\$500 (+\$500)	\$2,400 (- \$500)	\$3,400	\$225	\$2,700	\$9,225
Total	\$1,430	\$2,600	\$3,730	\$6,965	\$2,700	\$17,425

- **Committee Review:**
 - Finance Committee voted 2 to 0 to recommend approval on January 8, 2025.

- **Staff Recommendation:**
 - Staff requests that the Board of Commissioners:
 - 1) Authorize and approve an amendment to the FY25-FY29 Capital Improvements Plan (CIP) by transferring \$500K of the FY26 proposed project budget for the JWN Apron Pavement Rehabilitation Design (Phase 1 of 2; South Area) to FY25, and
 - 2) Authorize and approve an amendment to the FY25 Capital Improvements Budget (CIB) by adding the \$500K project budget, and
 - 3) Authorize the Chair and President & CEO to execute MNAA Resolution 2025-01 amending Resolution 2024-07

Staff Recommendation

New Horizon Construction Tour

January 15, 2025



New Horizon Construction Tour

- 1 Concourse D Extension (photo)
- 2 Central Ramp Expansion (photo)
- 3 Concourse A Ramp Expansion
- 4 Terminal Access Roadway Improvements (photo)



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

Meeting Adjourned

Staff Reports

January 15, 2025

Provided for Information Only

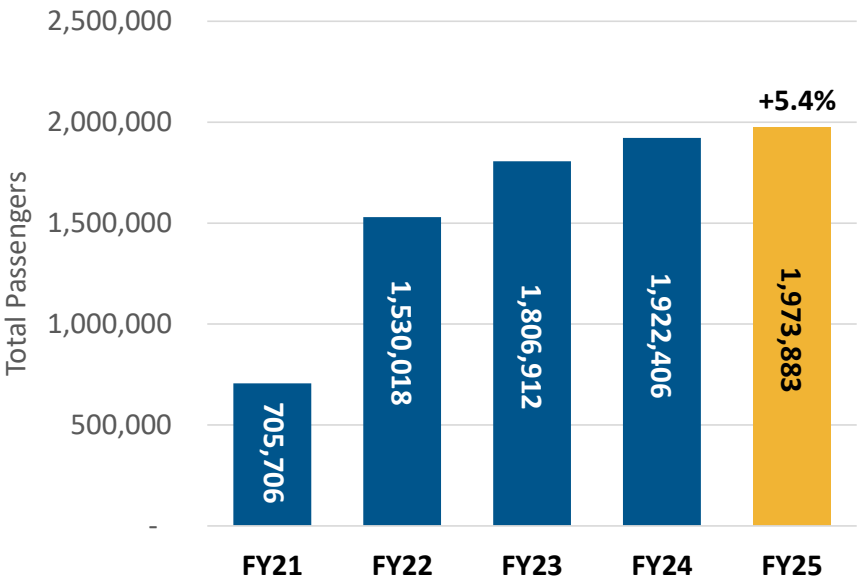
Operations Report

Adam Floyd, C.M.

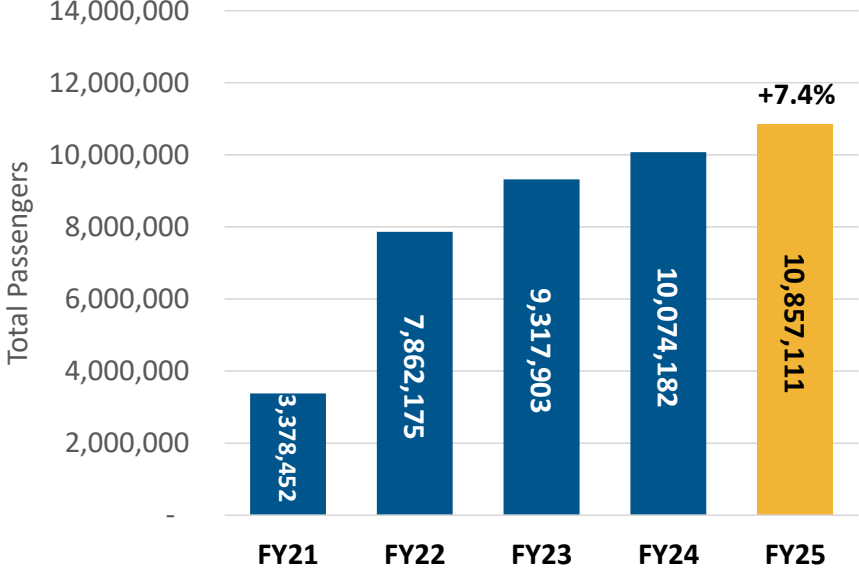
SVP, Chief Operating Officer

BNA Total Passengers

December

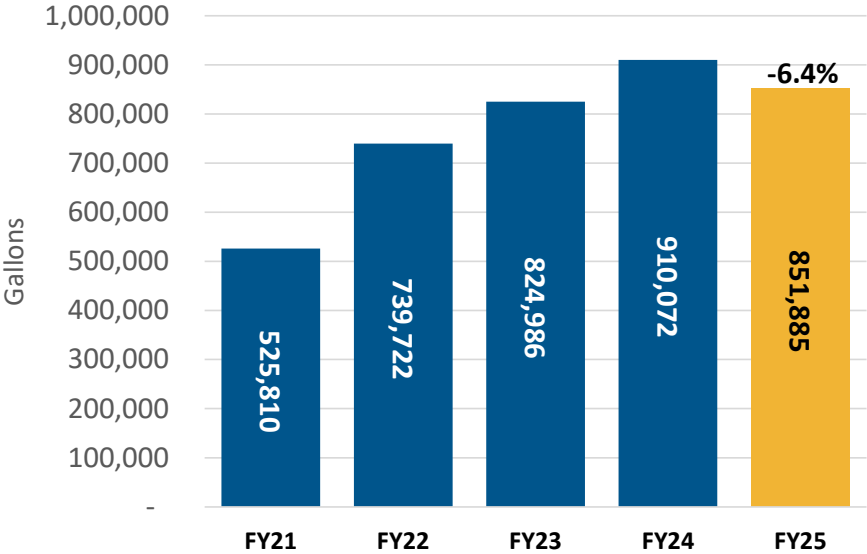


December FYTD

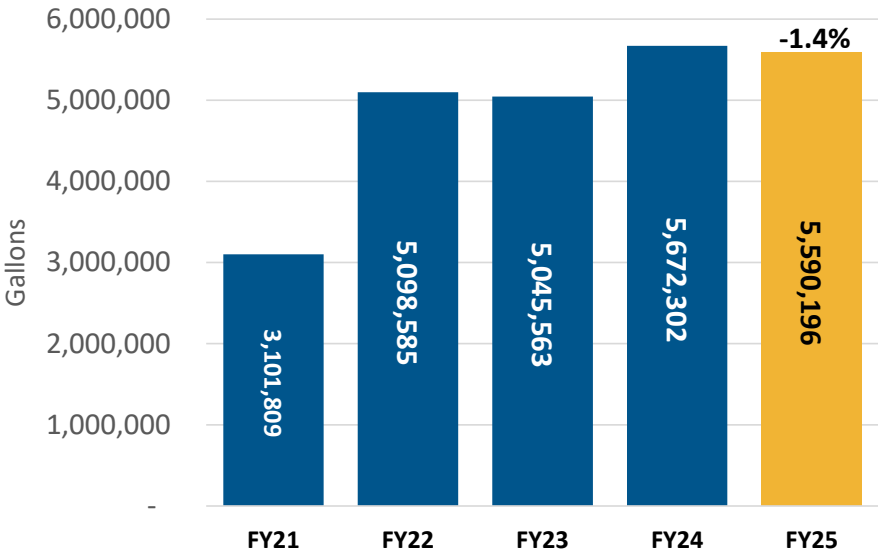


BNA Fuel Sales (General Aviation)

December

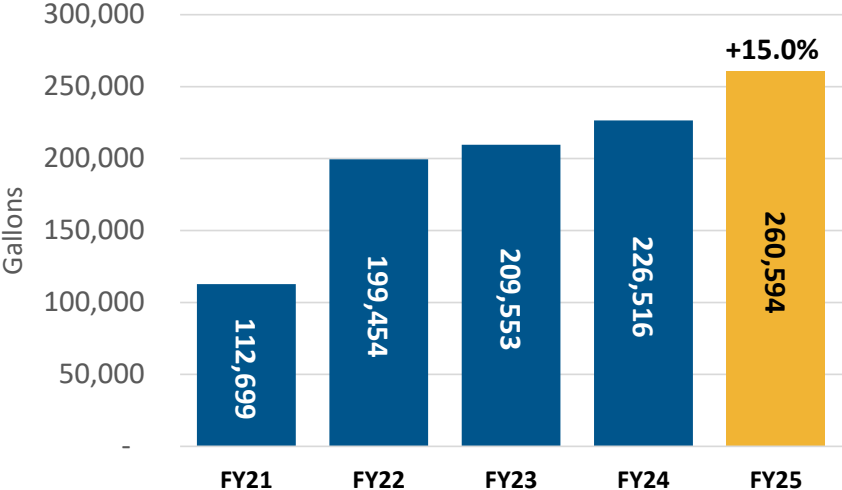


December FYTD

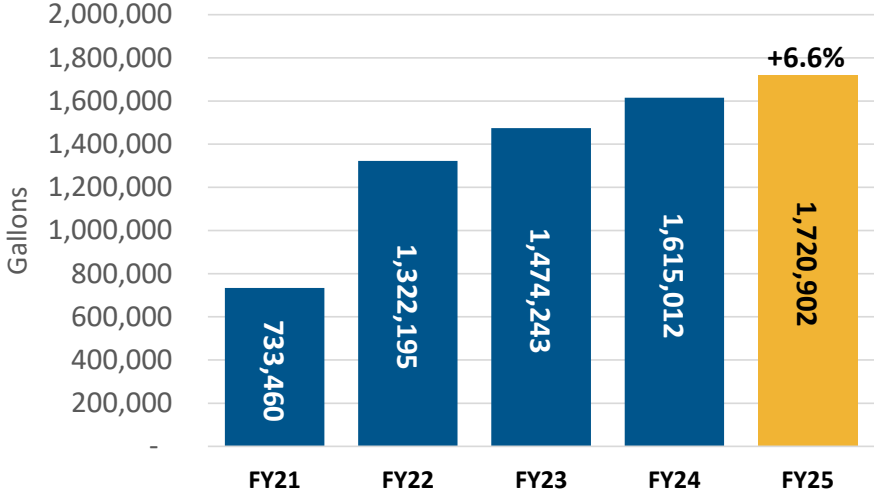


JWN Fuel Sales

December



December FYTD



Development Report

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

EVP, Chief Development Officer

Vision 1.0 Program Budget Update: January 2025

Project Name	Current Budget	Estimate at Completion (EAC)	Budget Variance	Project Contingency: Original/Balance
VISION PROJECTS	\$ 1,224,563,416	\$ 1,216,881,860	\$ 7,681,556	\$121,290,987 / \$0
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	\$ 89,746,444	\$ 7,681,556	\$2,700,000 / \$0
Terminal Lobby & IAF	\$ 480,436,795	\$ 480,436,795		\$54,865,228 / \$0
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 / \$950,485
ART	\$ 5,112,550	\$ 5,112,550	\$ -	
PROGRAM CONTINGENCY	\$ 12,941,682	\$ 20,623,238	\$ (7,681,556)	
Total	\$ 1,305,008,000	\$ 1,305,008,000	\$ -	\$122,698,987 / \$950,485

Total Contingency Remaining = \$20.6M program + \$950K project ~ \$21.5M

Vision 2.0 Program Budget Update: January 2025

Project Name	Current Budget	Estimate at Completion (EAC)	Budget Variance	Project Contingency: Original/Balance
VISION 2.0 PROJECTS	\$ 229,500,000	\$ 204,950,148	\$ 24,549,853	\$12,392,941 / \$1,440,000
Satellite Concourse	\$ 134,500,000	\$ 128,060,343	\$ 6,439,657	\$8,952,941 / \$0
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	\$ 30,889,805	\$ 18,110,195	\$2,000,000 / \$0
Concourse A Ramp Paving	\$ 31,000,000	\$ 31,000,000	\$ -	\$1,440,000 / \$1,440,000
PROGRAM CONTINGENCY	\$ -	\$ 24,549,852	\$ (24,549,852)	
Total	\$ 229,500,000	\$ 229,500,000	\$ 1	\$12,392,941 / \$1,440,000

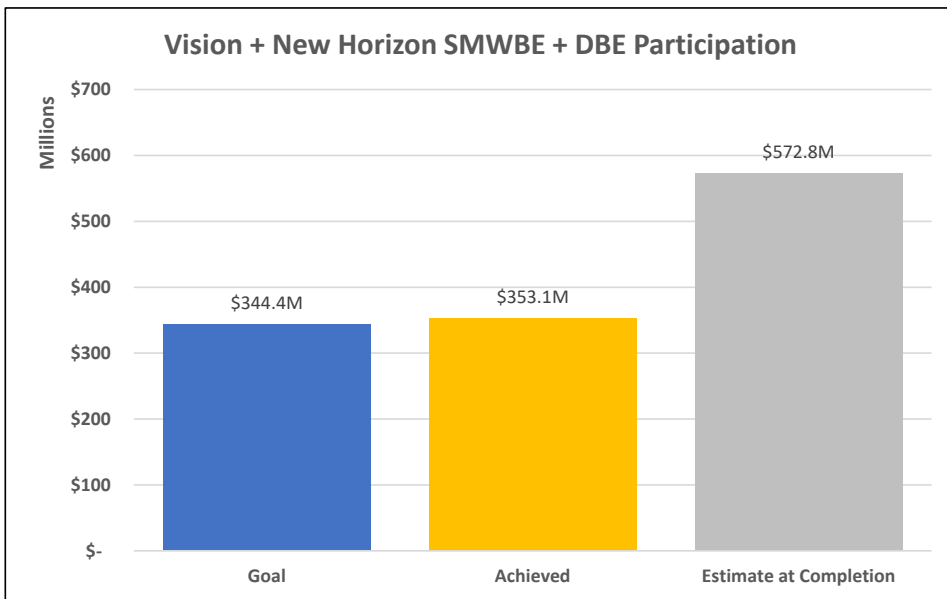
Total Contingency Remaining = \$24.5M program + \$1.4M project ~ \$25.9M

New Horizon I Program Budget Update: January 2025

Project Name	Current Budget	Estimate at Completion (EAC)	Budget Variance	Project Contingency: Original/Balance
New Horizon I Projects (Airside)	\$ 1,541,000,000	\$ 1,541,000,000	\$ -	\$140,350,615 / \$140,350,615
Baggage Handling System Improvements	\$ 243,000,000	\$ 243,000,000	\$ -	\$22,090,909 / \$22,090,909
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
Central Ramp Expansion	\$ 156,000,000	\$ 156,000,000	\$ -	\$14,181,818 / \$14,181,818
ART	\$ 4,000,000	\$ 4,000,000	\$ -	
PROGRAM CONTINGENCY	\$ 75,000,000	\$ 75,000,000	\$ -	
Total	\$ 1,620,000,000	\$ 1,620,000,000	\$ -	\$140,350,615 / \$140,350,615

Total Contingency Remaining = \$75M program + \$140M project ~ \$215M

SMWBE Participation – Vision & New Horizon – January 2025



Includes MBE, WBE, SBE & DBE

	Vision	New Horizon	Total
Program Amount	\$1.534B	\$2.958B	\$4.492B
Project Amount*	\$1.484B	\$459.9M	\$1.944B
Goal	\$276.5M	\$67.9M	\$344.4M
Achieved	\$332.6M	\$20.5M	\$353.1M
Estimate at Completion	\$340.9M	\$231.6M	\$572.8M

**Total of projects in-process or complete; Excludes art and remaining program contingency*

Source: Vision Project Controls – Pending validation by BDD

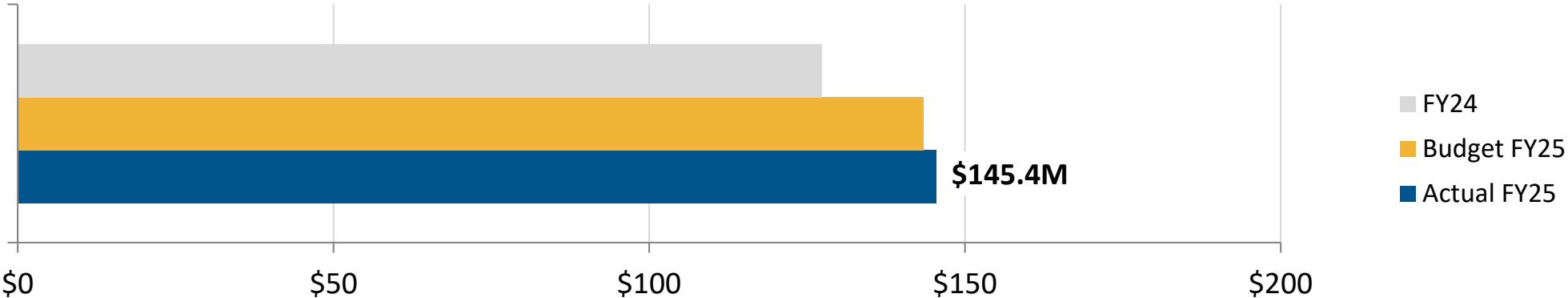
Finance Report

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

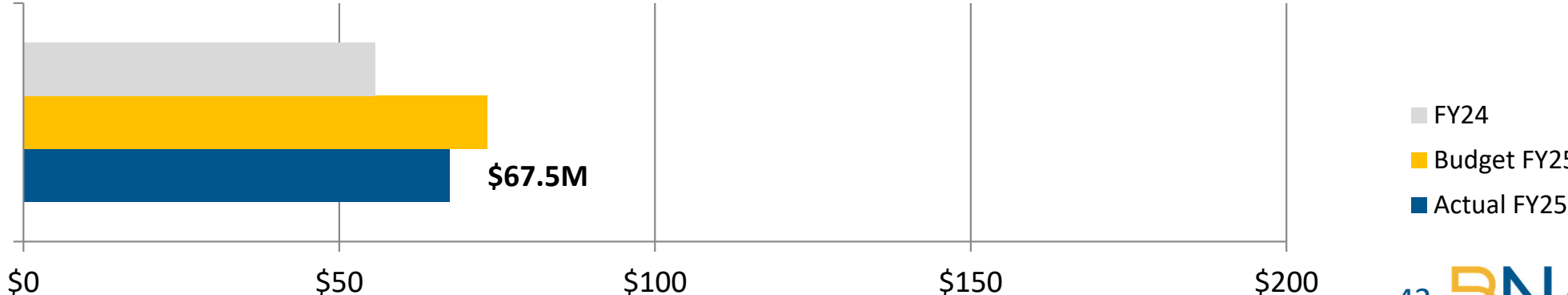
December 2024 Finance Reports will not be available until January 17, 2025

BNA – Revenues and Expenses YTD November 2024

Operating Revenues (\$ millions)

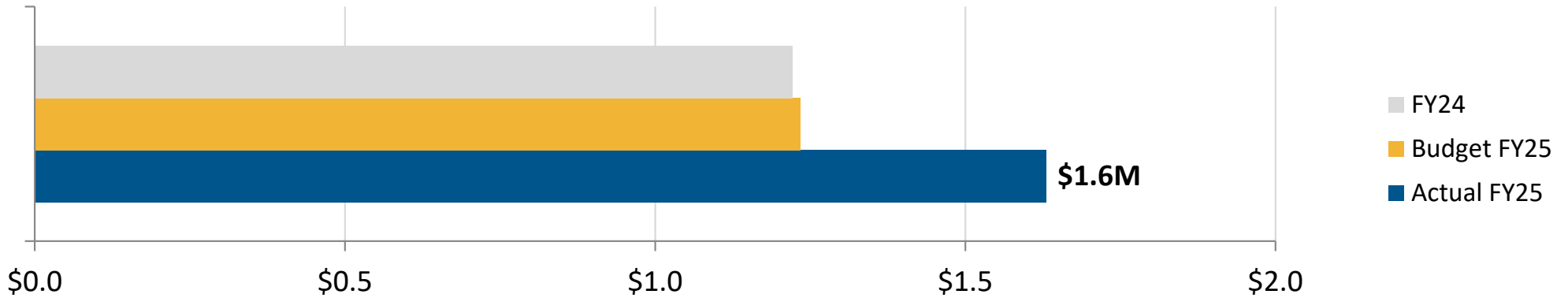


Operating Expenses (\$ millions)

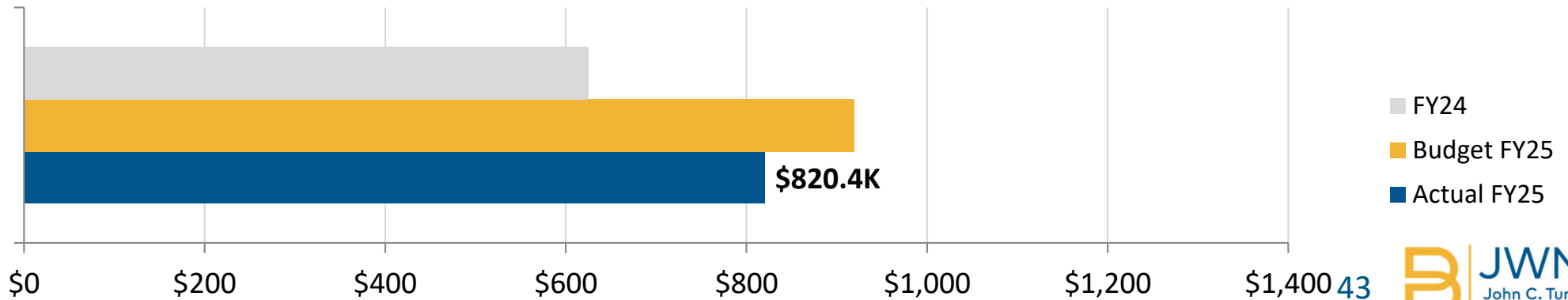


JWN – Revenues and Expenses YTD November 2024

Operating Revenues (\$ millions)

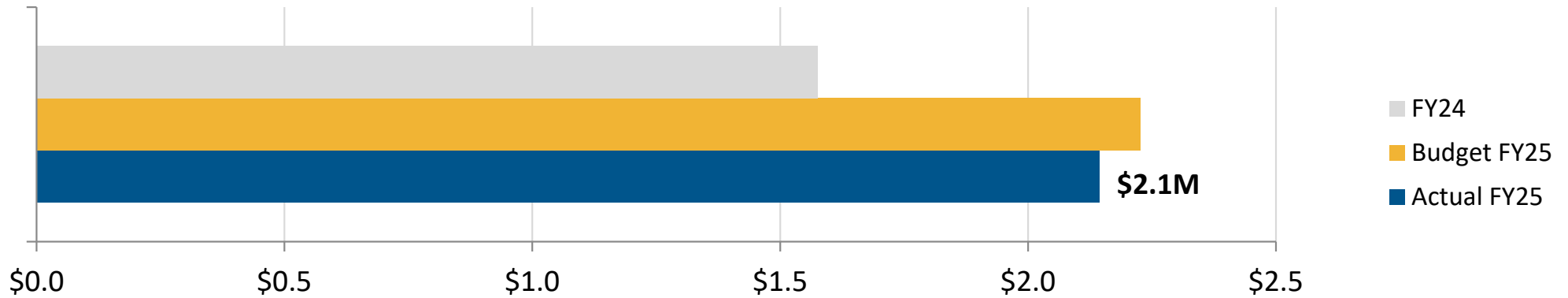


Operating Expenses (\$ thousands)

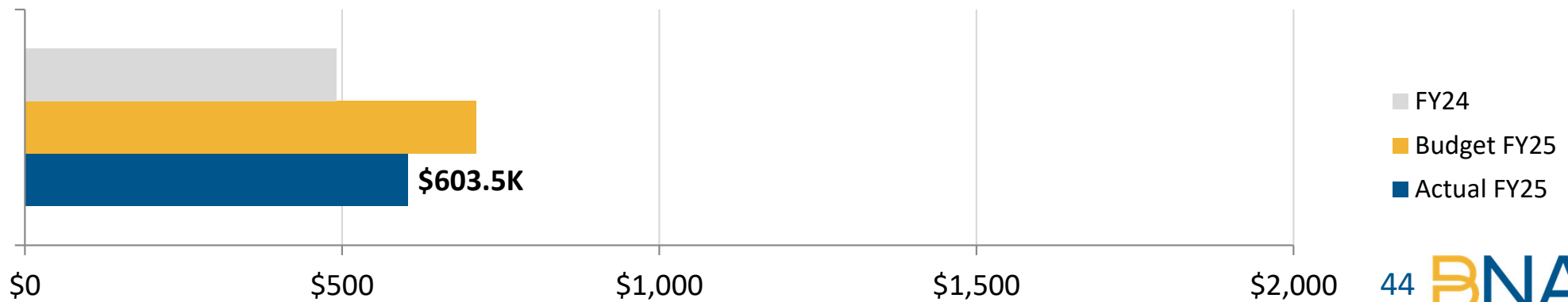


MPC – Revenues and Expenses YTD November 2024

Operating Revenues (\$ thousands)



Operating Expenses (\$ thousands)



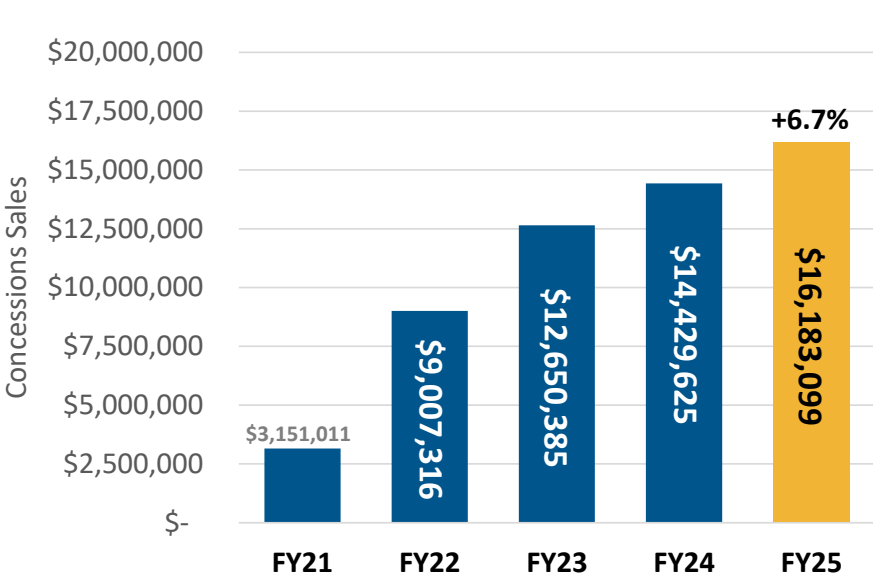
Commercial Development Report

Eric Johnson, CCIM, CM

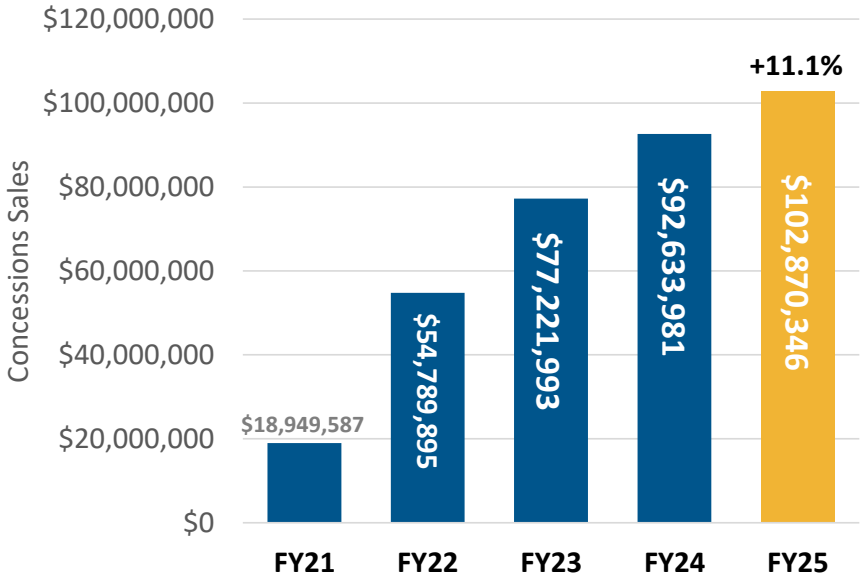
SVP, Chief Revenue Officer

Concession Sales

December



December FYTD



Sales per Enplaned Passenger
December 2023: \$14.95
December 2024: \$15.16

*Includes Fraport & Paradies