

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



Date: July 16, 2025

Location: Metropolitan Nashville Airport Authority
Tennessee Boardroom

Time: 1:00 p.m.

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

Board Members Absent: None

MNAA Staff & Guests Present: Doug Kreulen, Cindy Barnett, Lisa Lankford, Trish Saxman, Marge Basrai, John Cooper, Kristen Deuben, Adam Floyd, Traci Holton, Eric Johnson, Captain Keene, Lisa Leyva, Carrie Logan, Syed Mehdi, Rachel Moore, Ted Morrissey, Stacey Nickens, Brandi Porter, Josh Powell, Robert Ramsey and Chris Saunders

Guest Speaker: Senator Mark Pody (Tennessee Senate)

I. CALL TO ORDER

In accordance with the 3rd Amended and Restated Bylaws of the MNAA Board of Commissioners, Section 2.4, Chair Sullivan called the MNAA Board of Commissioners and MPC Board of Directors Meeting to order at 1:00 p.m., pursuant to Public Notice dated July 11, 2025.

II. PUBLIC COMMENTS

Chair Sullivan stated there were no public comment requests received.

III. APPROVAL OF MINUTES

Chair Sullivan called for a motion to approve the Minutes of the June 18, 2025 Joint Meeting of the MNAA Board of Commissioners and MPC Board of Directors. A motion to approve was made by Vice Chair Granbery and seconded by Commissioner Joslin.

Chair Sullivan asked Ms. Saxman for a roll call:

Chair Sullivan – Yes

Vice Chair Granbery – Yes

Secretary Byrd – Yes

Commissioner Joslin – Yes

Commissioner Stevenson – Yes

Commissioner Glover – Yes

Commissioner Farner – Yes

The motion passed with a vote of 7 to 0.

IV. CHAIR'S REPORT

Chair Sullivan congratulated President Kreulen and the MNAA Staff on all the great work and the Board appreciates them.

President Kreulen introduced Senator Mark Pody to present two resolutions. Senator Pody thanked President Kreulen and stated it is important that we recognize through acknowledgements. He stated the first acknowledgement he would like to make is to the employees of Nashville International ("BNA") and John C. Tune ("JWN") Airports. Senator Pody explained the state Resolution process, where the document is literally drafted, goes through both House and Senate Committees, is voted on, is signed by the Governor, and then goes in the history books. We know it is the hard-working employees.

The Resolution states "WHEREAS, Nashville International Airport (BNA) and John C. Tune Airport (JWN) play an essential role in the vitality of Tennessee, which would not be possible without the dedication and contributions of its employees who invest, plan, and prepare for the future; and". Senator Pody presented Ms. Traci Holton, VP, New Horizon, with the Resolution. Mr. Pody stated that Ms. Holton was accepting this on behalf of all the employees, but we want you to know that we took time to recognize the hard work, you guys have been through tornados, and so much and you have been resilient, and you made things happen. We appreciate it and Tennessee is growing but we would not be able to grow without the dedication of your staff and what you do. He told Ms. Holton thank you very much. Round of applause.

Senator Pody stated he had one more, and he recognized Mr. Doug Kreulen, President and CEO. He knows him personally and he has been in his office, and he advocates for the airport, and he always advocates for the employees. And every time they have a conversation, President Kreulen always lets him know that if not for the hard-working people on these grounds, any award he gets would not be possible. He stated any recognition that President Kreulen gets, he wants his employees to be involved. He had a Resolution for President Kreulen, but he will be the first to say, it is a group, and he will say this in jest, you all made him look good. Senator Pody presented President Kreulen the Resolution. He stated that when they do a joint Resolution, and it is voted on and signed by the Governor, it goes into the history books. He has grandchildren and great-grandchildren, and when he tells them he does something cool and he is a cool guy, they might not really believe it. But when this is recorded in history, they will be able to research who he was, and they will see this Resolution recorded in the State of Tennessee. The Resolution states "WHEREAS, it is fitting that the members of the General Assembly should salute those citizens who, through their extraordinary efforts, have distinguished themselves as community leaders of whom we can all be proud; and WHEREAS, one such noteworthy individual is Doug Kreulen, the president and chief executive officer of the Nashville International Airport (BNA)". He congratulated President Kreulen. Round of applause.

Senator Pody thanked Chair Sullivan and the Commissioners and said he would like to stay but he knows they have real serious business to handle. He stated, we at the State have recognized this individual, President Kreulen, and his entire team, and we know that Tennessee would not be in the growth process that we are, and you all here are a key part of Tennessee history. He thanked President Kreulen and the Board for their time. President Kreulen stated on behalf of the Board, who gives him all the power and support, and all of his Staff who do all the hard work, thank you Senator Pody for taking time to come today.

V. PRESIDENT'S REPORT

President Kreulen stated he is very proud of the staff and presented the MNAA Leaders who have been selected for Class of 2026 Leadership Programs. Ms. Stacey Nickens, VP, Corporate Communications & Marketing, accepted in Leadership Tennessee, first time we had an applicant accepted; Mr. Adam Floyd, EVP, Chief Operating Officer, accepted in Leadership Middle Tennessee, also first time we had an applicant accepted; Mr. Puneet Vedi, VP, Airport Capital

Improvement accepted in Leadership Brentwood; and Mr. Franklin Carver, Director, Community Affairs, accepted in L'Evate. One of the ways we protect the reputation of the airport is participating in all these leadership development teams.

President Kreulen presented the FY25 BNA Passenger performance. We added 1,067,397 new passengers. It is the 10th or 11th year in a row where we have grown by more than a million passengers. We have a lot of passengers now transferring from one concourse to another to go to other destinations. We are 0.17% off in our forecast, which is 42,957 passengers short, equivalent to 15 hours, 12 seconds worth of activity in terms of how many passengers move through here. FY25 ended at 24.7M. President Kreulen presented the FY26 forecast: moderate is 2% growth, strategic is 4% growth and aggressive is 6% growth.

President Kreulen presented the Committee 30-day Outlook for August, which will be held a week early, Committee August 6th and Board August 13th. President Kreulen stated there are 3 items for approval planned in the Operations Committee; no items for approval in the Finance Committee; and the Management Committee has 1 item for approval and several information items to provide the Committee with data to do his performance evaluation. The Committee 60-Day Outlook for September plans for 4 items for approval in the Operations Committee; the Finance Committee will have 4 items for approval; and the Management Committee has 2 items for approval including the CEO evaluation.

President Kreulen stated regarding the Small Business Program, the Board reviewed the program to comply with updated federal requirements and on May 21, 2025, the Board approved Resolution 2025-12 to make MNAA compliant with the new Executive Orders and directives coming out of the Department of Transportation. The department name has been changed from "Business Diversity Development" to "Small Business Development". The MNAA Small Business Program (SBP) will be race and gender neutral, and made up of companies that have been certified as small businesses with MNAA. When you get down to this area of the program, the classifications that we used in the past versus moving forward, opens up the program to the same constituents we have been serving over many years. We are using the standards for what the industry or business revenue targets are and also the personal income targets the Federal government has had. Anybody that meets these requirements and is located in the State of Tennessee will be able to participate in our program. The good news is we have a little over 500

business already in our program that will be carried over into this new one and we will come up with our new objectives in how this program will ensure cost effective solutions and contractors that bring value by doing things on time and on budget. We will convert this into a Resolution for your consideration that outlines the data and the strength behind this program while fully compliant with all State and Federal guidelines.

Commissioner Glover stated she is uncomfortable with the words no goals. She understands we are trying to comply with the Executive Order but it is almost like we are not going to work toward it at all, but we are, when we say it like that it seems that we are not even going to work with minority businesses. President Kreulen replied when you get to the industry classification codes, that is going to be where we are able to establish what types of businesses are going to perform and how much are small businesses are out there, so a prime that is doing business out here, we will know how much small business activity is available in Tennessee and based on the codes, once we grade all companies, they should be able to use a percentage. Commissioner Glover asked if the companies will have a goal. President Kreulen replied we can tell them that based on how Tennessee is performing, a percentage of that goal of the business should probably be small business. You are not allowed to go back and state it will be this much minority. Commissioner Glover stated she realizes we cannot do that. President Kreulen stated MNAA has to move forward with contracts and that is why the Board understood and approved Resolution 2025-12 in May, removing goals and scoring criteria.

Chair Sullivan asked if we think the FAA will provide more guidelines. President Kreulen replied they will, once we get the first Federal grant of new Federal dollars, they will have to give us guidelines. Secretary Byrd asked if the no goals language was a little harsh, would it be better phrased as no solicitations in contracts. He understands the language he just wonders if it is stated as well as it could be. President Kreulen stated that language came from the Federal guidance that we used to create the Resolution that the Board approved. We took an action to figure out a way to develop our small business program where race and gender are not considered in our program. This is how we can do it legally with the 500 companies we have today plus when more join we are able to show the primes that there is more opportunity for those who participate with us.

President Kreulen concluded the President's update.

VI. ITEMS FOR APPROVAL

1. CGMP 1 of 5 for Progressive Design-Build Contract for Parking/CONRAC/TARI (Operations)

President Kreulen introduced Traci Holton, VP, New Horizon, to brief the Commissioners on the Component Guaranteed Maximum Price 1 (CGMP1) for Progressive Design-Build Contract for Parking/CONRAC/TARI. Ms. Holton stated the project is for 4 miles of new roads, a 3,000 space parking garage, and a 4,800 vehicle capacity Consolidated Rental Car Facility (CONRAC). CGMP 1 is for preconstruction. MNAA received 4 proposals. The proposals were evaluated and Messer-Sundt's scores exceeded the next highest rated firm for their in-depth knowledge of the project, their proposal ideas and betterment of schedules. The total contract cost for CGMP1 is \$78,643,118 with a contract start date of July 2025.

Commissioner Glover asked do they break it out separately or do we know what the small business part of the \$78M. Ms. Holton replied they do have small business participation, but does not know that number. Ms. Holton stated this solicitation was released after Resolution 2025-12 was approved removing goals. Commissioner Glover stated that is worse. President Kreulen stated this one was bid right after the new Executive Order came out with the zero goal. Ms. Holton replied they do have some participation on their team. Their design team stated in the Staff Analysis at least 5 SBEs were on their design team. Commissioner Glover stated that is a whole lot of money to give out and we do not have any small businesses. It is bad enough we do not have a minority participation and we do not know if it is minority, or small, or women, we do not know that yet. We cannot go back to yesteryear, she understands where we have to go, but we have to thread that rope a little tighter, but some of that \$78M has to go to small businesses, minority or women businesses. President Kreulen stated the solicitation had a zero goal and that was a Federal requirement. Commissioner Glover agreed stating she gets that, but now that we have it, do we know what the end result is, even though we had zero goals listed. Ms. Holton replied they have SBEs on their team based on their current database and she does not know what percentage it is. President Kreulen stated we can get you the participation by those businesses and when we issue these solicitations and bring forth to the Committees. Secretary Byrd stated it might be useful to know in the future what the SBE participation is. Commissioner Glover asked if that is in violation of the Executive Order. President Kreulen replied no, there is no violation for us to inform Commissioners what their level of small business participation is.

This was presented to the Operations Committee on July 9, 2025, which recommended approval by the Board. Ms. Holton requested that the Board of Commissioners authorize the Chair and President & CEO to execute the Contract for Component Guaranteed Maximum Price #1 (CGMP1) with Messer Sundt JV for \$78,643,118.

Vice Chair Granbery stated the Operations Committee met on July 9, 2025 and voted 3 to 0 to recommend approval by the Board and made a motion for approval. Commissioner Farner seconded the motion.

Chair Sullivan asked Ms. Saxman for a roll call:

Chair Sullivan – Yes

Vice Chair Granbery – Yes

Secretary Byrd – Yes

Commissioner Joslin – Yes

Commissioner Stevenson – Yes

Commissioner Glover – Yes

Commissioner Farner – Yes

The motion passed with a vote of 7 to 0.

2. CGMP 4 of 4 and GMP for Progressive Design-Build Contract for Central Ramp (Operations)

Ms. Holton stated the CGMP 4 of 4 for Progressive Design Build Contract for Central Ramp Expansion consists of the pavement, lighting and pavement markings. The contractor is Kiewit Infrastructure South Co. and CGMP 4 is \$54,453,666 NTE and the total Guaranteed Maximum Price (GMP) is \$228,665,336 NTE.

Commissioner Glover stated she has the same concern with this one. Secretary Byrd stated that the SMWBE is reflected on the slide. Ms. Holton responded yes, this contract was awarded with a goal, there is 7.65% MBE and 5.51% WBE and they are tracking to meet that. President Kreulen stated MNAA runs multi year projects, when you approve this contract for this central ramp a couple of years ago, this was required in that solicitation. The reason the previous item presented does not have the line in there is that we do not want to violate a Federal directive at that point. Commissioner Glover stated she gets it and said alright.

This was presented to the Operations Committee to recommend to the Board of Commissioners to authorize the Chair and President and CEO to execute the Amendment for Component Guaranteed Maximum Price #4 (CGMP4) with Kiewit for \$54,453,666 NTE and a Guaranteed Maximum Price (GMP) for \$228,665,336 NTE.

Vice Chair Granbery stated the Operations Committee met on July 9, 2025 and voted 3 to 0 to recommend approval by the Board and made a motion for approval. Commissioner Joslin seconded the motion.

Chair Sullivan asked Ms. Saxman for a roll call:

Chair Sullivan – Yes

Vice Chair Granbery – Yes

Secretary Byrd – Yes

Commissioner Joslin – Yes

Commissioner Stevenson – Yes

Commissioner Glover – Yes

Commissioner Farner – Yes

The motion passed with a vote of 7 to 0.

3. Construction Contract for Dedicated Valet/Hotel Lane (Operations)

Ms. Holton stated the Construction Contract for Dedicated valet/Hotel Lane includes constructing roadway improvements and lane widening in several locations around the Terminal complex. She stated these include adding an additional lane to the Valet/Hotel approach, extending the right turn on the Airport Connector, modifying the CONRAC/Garage 2 exit intersection and adding a lane to the GTC entrance and exit. An Invitation to Bid (“ITB”) was advertised on April 28, 2025 and MNAA received 4 bids with Civil Constructors being the low bidder. MNAA anticipates this contract to start immediately following Board approval and contract execution in the amount of \$1.7M.

Commissioner Glover asked if MNAA has used Civil Constructors before. Ms. Holton replied yes, they did the Concourse D extension, they are on Concourse A, they did our state project 10 years ago, and they did the grade work on the original contract, we are very familiar with

them. Commissioner Joslin stated this could not happen at a better time, he was here the other night and that second lane was back-to-back and people fighting to get over, so we need this.

President Kreulen added that this reflects the strategic goals that the Board had asked us to achieve, and you will see it in FY26 goals. The Commissioners asked what are we doing to enhance the current traffic, while we are building the bigger loops. President Kreulen said this is one of those \$2M projects to enhance what we have today while we are trying to build out the big 2-mile oval and this is needed for that reason.

This was presented to the Operations Committee to recommend to the Board of Commissioners authorize the Chair and President and CEO to execute the construction contract to Civil Constructors, LLC in the amount of \$1,723,976.

Vice Chair Granbery stated the Operations Committee met on July 9, 2025 and voted 3 to 0 to recommend approval by the Board and made a motion for approval. Commissioner Joslin seconded the motion.

Chair Sullivan asked Ms. Saxman for a roll call:

Chair Sullivan – Yes

Vice Chair Granbery – Yes

Secretary Byrd – Yes

Commissioner Joslin – Yes

Commissioner Stevenson – Yes

Commissioner Glover – Yes

Commissioner Farnier – Yes

The motion passed with a vote of 7 to 0.

4. Amendment 1 to Professional Services Contract for Concourse A Reconstruction (Operations)

Ms. Holton stated Amendment 1 to Professional Services Contract for Concourse A Reconstruction is for the design of central core modifications. Because we are adding 10 gates and because we decided to put the CONRAC where it is with a connection for pedestrians on

level 5, we need to expand the central core. The expansion will provide additional capacity and redundancy by providing dual up and down escalators from level 1 to level 2, level 2 to 3 and level 3 to 5. This is an NTE of \$3M with Fentress Architects for a total of \$50.1M contract. They do have a SMWBE goal of 9.62% MBE and/or WBE and they are on track to achieve that.

Commissioner Farner asked does that extend all the way to the ground floor. Ms. Holton replied yes, level 1 to level 2 will also have 2 up and 2 down. President Kreulen stated not in the center. Ms. Holton replied level 1 and 2 will be in the center, that is ground transportation level.

This was presented to the Operations Committee to recommend to the Board of Commissioners authorize the Chair and President and CEO to the execute Amendment 1 to the professional service contract to Fentress Architects in the amount not-to-exceed \$3,000,000.

Vice Chair Granbery stated the Operations Committee met on July 9, 2025 and voted 3 to 0 to recommend approval by the Board and made a motion for approval. Commissioner Joslin seconded the motion.

Chair Sullivan asked Ms. Saxman for a roll call:

Chair Sullivan – Yes

Vice Chair Granbery – Yes

Secretary Byrd – Yes

Commissioner Joslin – Yes

Commissioner Stevenson – Yes

Commissioner Glover – Yes

Commissioner Farner – Yes

The motion passed with a vote of 7 to 0.

5. AIClear (“Clear”) Concession Agreement (Finance)

President Kreulen introduced Josh Powell, VP, Airline & Government Relations to brief the Committee on the AIClear Concession Agreement. Mr. Powell stated this is a new Concession

Agreement to provide services for the Registered Traveler Program, TSA PreCheck Enrollment Program, and Ambassador Assist Service at BNA. The start date of this contract will be August 1, 2025 and will replace the current agreement which expires July 31, 2025 for a duration of 5 years with a 2 year mutual option. The agreement terms are gross receipts that we receive for each of these services are as follows: Gross Receipts (Years 1-7) Registered Traveler: 11.5%; Increases to 12.5% if MNAA accepts proposed checkpoint layout adjustments, TSA PreCheck: 5%; Ambassador Assistance (new): 12.5%. The Minimum Annual Guarantee (MAG): Year 1 - \$550,000; Subsequent MAG greater of previous year's MAG or 85% gross receipts. The Catchment Area contains 34 Tennessee + 14 Kentucky Counties and includes all new sign-ups/renewals for customers living in those counties.

Mr. Powell stated that the impact of this new Concession Agreement is that we receive a higher percentage rent; Registered Traveler Program increases from 10% years 3-5 to 11.5 - 12.5%; TSA PreCheck increases from 2.5% to 5%; and the new 12.5% Ambassador Assistance. The current MAG increases from \$452,066 year 5 of current contract to \$550,000 year 1, with annual increases based on prior year and an addition of 19 Tennessee and 13 Kentucky counties in the catchment area.

Vice Chair Granbery asked why the Alabama catchment is not included. Mr. Powell replied that the catchment area of Clear typically is just the MSA. Being able to include a much larger portion than the MSA which was just the original yellow counties, what they do is, if someone was to register in this county in Alabama, they would have to pay both the Huntsville airport and Nashville airport. So, us being able to have a catchment area that large includes multiple Kentucky counties. Vice Chair Granbery stated so those northern Kentucky counties noted there do not get included the Louisville Lexington area. Mr. Powell stated no they are not in the MSA but we were able to capture them because we showed that they were cleared in our catchment area.

This was presented to the Operations Committee to recommend to the Board of Commissioners accept the AIClear ("Clear") Concession Agreement and authorize the Chair and President and CEO to execute the agreement.

Secretary Byrd stated the Finance Committee met on July 9, 2025 and voted 2 to 0 to recommend approval by the Board and made a motion for approval. Commissioner Stevenson seconded the motion.

Chair Sullivan asked Ms. Saxman for a roll call:

Chair Sullivan – Yes

Vice Chair Granbery – Yes

Secretary Byrd – Yes

Commissioner Joslin – Yes

Commissioner Stevenson – Yes

Commissioner Glover – Yes

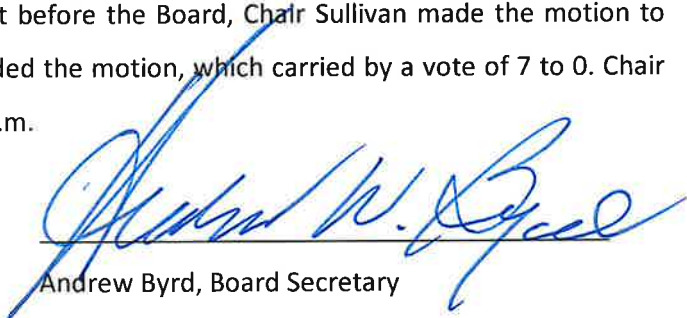
Commissioner Farner – Yes

The motion passed with a vote of 7 to 0.

President Kreulen concluded the presentation.

VII. ADJOURN

There being no further business brought before the Board, Chair Sullivan made the motion to adjourn, and Vice Chair Granbery seconded the motion, which carried by a vote of 7 to 0. Chair Sullivan adjourned the meeting at 1:30 p.m.



Andrew Byrd, Board Secretary