

Minutes of the MNAA Management Committee



Date: August 6, 2025

Location: Metropolitan Nashville Airport Authority
Tennessee Boardroom

Time: 9:55 a.m.

Committee Members Present:

Nancy Sullivan, Committee Chair, and Jimmy Granbery

Committee Members Absent:

Joycelyn Stevenson, Committee Vice Chair

Other Board Members Present:

Bobby Joslin, Andrew Byrd, Glenda Glover, and Glenn Farner

MNAA Staff & Guests Present:

Doug Kreulen, Cindy Barnett, Lisa Lankford, Trish Saxman, Marge Basrai, Kristy Bork, John Cooper, Adam Floyd, Eric Johnson, Lisa Leyva, Carrie Logan, Rachel Moore, Ted Morrissey, Stacey Nickens, Brandi Porter, Josh Powell, and Robert Ramsey

I. CALL TO ORDER

Chair Sullivan called the meeting of the MNAA Management Committee to order at 9:55 a.m. pursuant to Public Notice dated August 3, 2025.

II. PUBLIC COMMENTS

Chair Sullivan stated there were no public comment requests received.

III. APPROVAL OF MINUTES

Chair Sullivan asked for a motion to approve the May 14, 2025 Minutes of the Management Committee meeting. Commissioner Granbery made a motion and Chair Sullivan seconded the motion.

Chair Sullivan asked Ms. Saxman for a roll call:

Chair Sullivan – Yes

Commissioner Granbery – Yes

The motion was passed with a vote of 2 to 0.

IV. CHAIR'S REPORT

Chair Sullivan had no Chair's report.

V. Items for Approval

1. Small Business Program – MNAA Resolution 2025-13

President Kreulen stated on April 17, 2025 the FAA designated a current list of Required Federal Contract Provisions as “historical”. On April 24, 2025 the Secretary of Transportation issued a letter “to clarify and reaffirm pertinent legal requirements to outline the Department’s (DOT) expectations, and to provide a reminder of your responsibilities and the consequences of noncompliance with Federal law and the terms of your financial assistance agreements.” On April 25, 2025, the FAA issued notice of modification of Airport Improvement Program (AIP) grant assurances effective April 25, 2025 that prohibit programs discriminating based on race, color, national origin, sex or religion. On April 28, 2025 the FAA published the 2025 Grant Agreement template, including certification that sponsors do not “operate any programs promoting diversity, equity & inclusion initiatives that violate applicable Federal anti-discrimination laws.” On May 15, 2025 the Board approved Resolution 2025-12, with the following requirements: 1) no goal for the Disadvantaged Business Enterprise (DBE) and Airport Concessions Disadvantaged Enterprise (ACDBE) Programs (federal) in both solicitations and contracts; 2) no goal for the Small, Minority and Woman-Owned Business Enterprise (SMWBE Program (local) Program in both solicitations & contracts; 3) and no scoring criteria related to any of the above programs. To ensure MNAA has a program that supports small businesses and maintains compliance with Executive Order 14173, the Letter to Grant Applicants, and the updated Grant Assurances, MNAA’s SMWBE Program must avoid the presumption of race-and-gender preferences. Resolution 2025-13, presented for approval, 1)affirms the Board’s commitment of encouraging the use of small businesses & creating opportunities for small businesses to successfully participate in MNAA contracts; 2)discontinues MNAA’s SMWBE Program including ceasing enforcement of prior race-and-gender commitments; and 3) creates MNAA’s Small Business Program (SBP). The Staff will develop the SBP with full deployment by the end of Fiscal Year 2026 and will continue to monitor and respond as further Federal guidance is received.

President Kreulen stated he met with Chair Sullivan and the reason this document is so important is because if you fail to comply with the Federal Government directives, and you receive Federal funds, then you may see such documents as these two. (Doug held up two documents.) One of the documents was on skydiving at John C. Tune. The airport worked on a legal battle for 6 years and may be able to appeal it, but the bottom line is the FAA director’s determination here is that if the airport does not make skydiving happen, it may result in the loss of discretionary funding. President Kreulen stated a couple of days ago he received a grant agreement from the Federal Government FAA District Office out of Memphis; it is \$9.7M to the road project, and in this document, it talks specifically about what we are discussing here.

If the airport has not made the changes required, then the airport cannot certify the application, and then the airport is not eligible to receive the funding. The deadline is August 16, 2025, Board day. Once Resolution 2025-13 is approved, the airport will sign the grant agreement and be eligible for the funding. We have been talking about this as theoretical, have done our due diligence, and now we have seen two documents where the FAA is using its authority and power to make sure we are following the rule of law.

President Kreulen requested the Management Committee recommend to the Board of Commissioners that it authorize the President and CEO to discontinue MNAA's SMWBE Program including ceasing enforcement of prior race-and-gender commitments, and create MNAA's Small Business Program (SBP), in accordance with Resolution 2025-13; and authorize the Chair and President and CEO to execute MNAA Resolution No. 2025-13.

Commissioner Byrd stated it does not look like we have a choice.

Chair Sullivan asked for a motion to approve Resolution 2025-13. Commissioner Granbery made a motion and Chair Sullivan seconded the motion.

Chair Sullivan asked Ms. Saxman for a roll call:

Chair Sullivan – Yes

Commissioner Granbery – Yes

The motion was passed with a vote of 2 to 0.

VI. INFORMATION ITEMS

1. FY25 Strategic Goals Accomplishments

President Kreulen stated the FY25 Strategic Goals Accomplishments are printed and at each of your seats for your review. The Staff has accomplished 92.8% Key Accomplishments. Vice Chair Granbery asked of the 92.8% accomplishments, which is fantastic, what is the single greatest item that was not achieved? President Kreulen replied that anything that was not achieved, we tend to roll those over, and one was matrix. We want more data-driven to provide better support to our customers. Vice Chair Granbery stated like a football analogy would be analytics. President Kreulen stated one of the challenges the Executive Staff is working on is the matrix and ultimately, the operations team is trying to design an integrated operations center. That is really the brains of the airport on its day-to-day

operations. We have a really good communications center and everybody in this future center will help make decisions.

2. FY26 Strategic Goals & Objectives

President Kreulen stated the FY26 Strategic Goals & Objectives were published July 16, 2025. This impacts all employees and is the scorecard of how he will be evaluated in FY26.

3. FY26 CEO Key Performance Indicators (KPIs)

President Kreulen stated the FY26 CEO Key Performance Indicators this is the standard key card for the CEO performance. Next month we will come back and evaluate the CEO FY25 Performance. What changed in this document are our revenue and expenses. The rest of this is what the goals that you set for me in the previous year and how they continue to roll forward. This year until we adjust the budget, the CEO must generate \$367M and keep expenses less than \$203M. Secretary Byrd asked if this is the budget for him. President Kreulen replied it is the budget for 2026. He stated if he meets the budget, he is eligible for 90% of the bonus; if he exceeds the budget, he is eligible for 100% of the bonus. Those are the criteria that the Board has established over the past several years. When you start going to financial responsibility and strengths, that is the financial health of the organization that includes the Senior Debt Coverage, the Subordinate Debt Coverage, Days Cash on Hand, Pension Funding and OPEB Funding. When the Board reviews the FY25 evaluation this is the criteria you came up with last year. Before the CEO was evaluated on airport satisfaction and was split out as to how we are doing as an airport and how are the employees rating. This year in 25 we were at 92.8%, normally we are in the 86% - 87% range. This is for you to review and come back and evaluate the CEO performance.

4. Plante Moran FY25 Pre-Audit Letter

President Kreulen stated the Plante Moran FY25 Pre-Audit Letter has been included in your Management Committee packet. Plante Moran meet with Chair Sullivan regarding Plante Moran's responsibilities under generally accepted auditing standards and planned scope and timing of the audit. The key point to this letter is giving their express opinion about whether the financial statements prepared by management with the Board's oversight are fairly presented, in all material respects, in conformity with U.S. generally accepted accounting standards. If any Commissioner has

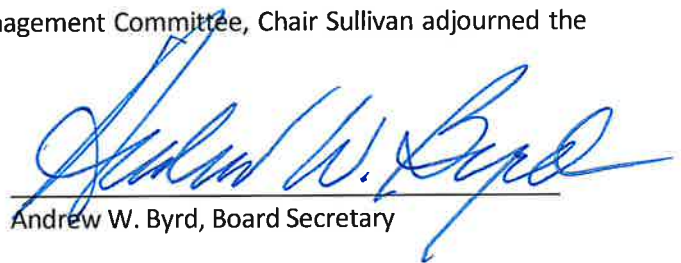
any concerns related to the audit, there is a phone number for Plante Moran that you can call, and they can respond to any questions you may have regarding the audit.

Vice Chair Granbery stated he does not believe that document as in the packet. President Kreulen replied he will get that document to the Commissioners. Secretary Byrd asked if the CEO's salary will be approved in September. President Kreulen replied yes. Commissioner Farner stated there are no guarantees.

President Kreulen concluded the presentation of the informational items.

VII. ADJOURN

There being no further business brought before the Management Committee, Chair Sullivan adjourned the meeting at 10:08 a.m.


Andrew W. Byrd, Board Secretary