

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



Date: September 17, 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

Board Members Absent:

Glenn Farner

MNAA Staff & Guests Present:

Doug Kreulen, Cindy Barnett, Lisa Lankford, Trish Saxman, Marge Basrai, Adam Bouchard, John Cooper, Kristen Deuben, Eric Johnson, Captain Keene, Carrie Logan, Rachel Moore, Ted Morrissey, Stacey Nickens, Brandi Porter, Josh Powell, Robert Ramsey, Erin Thomas, and Puneet Vedi

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 posted on the BNA website at flynashville.com.

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 August 13, 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 Stevenson.

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

The motion passed with a vote of 6 to 0.

IV. CHAIR'S REPORT

Chair Sullivan stated that the Management Committee met on September 10, 2025, to evaluate and review the CEO's FY25 performance. The Performance Period is July 1, 2024, to June 30, 2025. The Management Committee voted 3 to 0, affirming a rating of 93.75% on FY25 Key Performance Indicators (KPIs). President Kreulen thanked Chair Sullivan and the Management Committee for the rating.

V. PRESIDENT'S REPORT

President Kreulen stated on September 1, 2025 John C. Tune had a record-breaking Labor Day weekend with 223 jet operations and 385 total operations. MNAA continues every Monday to track the jet operations and fuel sales that come out of John C. Tune. Adam Wolf, AVP, JWN Operations Manager, is helping prepare for the next legislative session and track operations and fuel sales of all of the GA airports. JWN will be number 1, if not number 2. Vice Chair Granbery stated he was there last week, and the parking lot is pretty much complete. Robert Ramsey, EVP, Chief Development Officer, confirmed phase 2 will be completed soon.

President Kreulen stated the Transportation Security Administration (TSA) performed its 2025 Inspection from July 10 – August 22, 2025. TSA identified 2 inspection findings, both of which were closed with counseling. TSA did 140 hours of tests and audits on more than 100 specific items. The inspection found 0 challenge or piggyback failures and 2 inspection findings closed with counseling. The first finding occurred when TSA identified inconsistencies between what was in practice and what was in our approved amendment, to begin Central Ramp Expansion dump truck movements. The contractor had a guard at gate 52 but the guard was required to be

at gate 52B. The issue was immediately corrected and was in the process of being shifted when TSA observed the condition. The second finding occurred during a test of Gate 11 where TSA was able to gain access to the Airport Operations Area (AOA) with an ID badge belonging to a different individual. The guard was immediately removed from their post and received retraining.

President Kreulen stated on September 11, 2025 TSA and MNAA jointly held a remembrance ceremony for 9/11 honoring all who were impacted 24 years ago. MNAA is taking more of a leadership role in this ceremony and scheduled Tamica Nicole to sing the National Anthem and had a joint Honor Guard with some of our officers.

President Kreulen reported Aer Lingus is expanding Dublin service next year from 4 times per week to 5 times per week. The 5th flight starts April 15, 2026 and the tickets go on sale today, and if they keep selling the seats, we may get 6 or 7 days a week. The flights to Iceland are 60 – 70% growth in that destination.

The Tennessee Aviation Hall of Fame will host a Gala honoring Former Chair Bill Freeman. The event will be held in Murfreesboro, TN and 6 inductees will be enshrined. The Tennessee Aviation Hall of Fame was established to recognize, honor and enshrine individuals whose leadership in or for aviation, whether by exceptional service or extraordinary achievement. Chair Freeman's son, Bob, will accept the award.

President Kreulen presented the FY26 BNA Passenger projections. He stated we have over 4% annual growth for FY25. The September FY26 Projection is 5% over FY25. We are very happy to see that we are growing 4.3% so far this year. Commissioner Glover asked how this compared to Memphis. President Kreulen replied that Memphis and Knoxville are both growing and he will get a percent on it. The TSA Federal Security Director of Tennessee, Steve Woods, spoke up and stated Memphis and Knoxville are a little below their numbers from last year, about 2% below and they are not seeing this amount of growth there. President Kreulen stated we have 114 nonstops and Memphis, Knoxville and Chattanooga together have 40, so that is the difference in size.

President Kreulen presented the Committee 30-day Outlook for October and stated there are 4 items for approval planned in the Operations Committee; 6 items for approval in the Finance

Committee; and no approval items for the Management Committee. The Committee 60-Day Outlook for November plans for 3 items for approval in the Operations Committee; the Finance Committee has no approval items at this time; and the Management Committee has 1 approval item. In November, after the Committee meetings the Board will tour the Baggage Handling System (BHS) and view the construction.

President Kreulen concluded the President's update.

VI. ITEMS FOR APPROVAL

1. Construction Contract for Taxiway Fillet Widening (ADG5/TDG6) (Operations)

President Kreulen introduced Puneet Vedi, VP, Airport Capital Development, to brief the Commissioners on the Construction Contract for Taxiway Fillet Widening (ADG5/TDG6). Mr. Vedi stated that this Contract is for widening taxiway pavement, shoulders, and safety areas at five taxiway fillets. All pavement widening must be constructed using full-depth, full-strength concrete, designed for Airplane Design Group V (ADGV) aircraft loads and Taxiway Design Group 6 (TDG6) turning radius. On July 14, 2025 an Invitation to Bid was advertised and one bid was received by Hi-Way Paving, Inc. for \$15,115,907. The contract start date is September 2025 with Phase 1 ending in Spring 2026. This project is funded 25% PFC and 75% Federal funds. There was an overage on the costs of the project, which is also funded through the same PFC and Federal funding.

Commissioner Joslin asked if we should be looking at R/W 2R sometime in the summer. If 2R shuts down, we could be in trouble. President Kreulen replied yes, the Engineering and Operations teams are looking at this now and one of the challenges is that even if we work on 2R, the bridges may be a bigger issue. Commissioner Joslin asked if 2C is too short. Mr. Ramsey replied it's the fillets and pavement strength that are the issues.

Mr. Vedi stated this was presented to the Operations Committee and recommended the Board of Commissioners 1) increase project budget by \$3,081,682, thus amending the FY25 CIP by the same amount, and 2) execute the contract with Hi-Way Paving, Inc. in the amount of not-to-exceed \$15,115,907.

Vice Chair Granbery stated the Operations Committee met on September 10, 2025 and voted 3 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

The motion passed with a vote of 6 to 0.

2. Construction Contract for T/W Alpha South Crack Repair/Seal Coat (Operations)

Mr. Vedi stated this Construction Contract consists of asphalt rehabilitation of T/W Alpha South (south of T/W Kilo). The rehabilitation scope includes crack repair, asphalt slurry seal coat over the entire taxiway, and 2.5-inch mill and overlay of T/W A2. The project also includes new markings. Utilizing our On-Call Airfield Pavement Repair Contract that was approved by the Board on November 20, 2024, Hi-Way Paving, Inc. submitted a proposal scheduling the On-Call not to exceed \$1,100,000 NTE. The contract work will start October 2025 and be completed in November 2025. The project is funded with the Airline Facility Funds.

Vice Chair Granbery asked if there are adequate funds and term on this contract, and if we will have to come back to the Board for any future projects. Mr. Vedi replied this through an On Call contract that we previously brought to the Board, and it has 4 years on it. Commissioner Glover asked on a scale of 1-5 how bad the cracks are. Mr. Vedi replied the study will determine. Mr. Ramsey replied the Pavement Condition Index (PCI) is in the low 60's and anything below 70 is our target. President Kreulen stated if you look at the miles of pavement we have, almost all are in the green and we try to get our repairs before it gets in the yellow range. As part of the grant assurances, we have to have a Pavement Management System. The FAA wants to make sure that if they are giving you money for pavement you are maintaining it:

Mr. Vedi stated this was presented to the Operations Committee and recommended the Board of Commissioners authorize the Chair and President & CEO to execute the proposed Construction Contract with Hi-Way Paving, Inc. in an amount not to exceed \$1,100,000.

Vice Chair Granbery stated the Operations Committee met on September 10, 2025 and voted 3 to 0 to recommend approval by the Board and made a motion for approval. Commissioner Byrd 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

The motion passed with a vote of 6 to 0.

3. Design Contract for Airport Operations Area (AOA) Fence Replacement (Operations)

Mr. Vedi stated this Design Contract is for the AOA fence which provides a physical barrier, deterring intruders, and ensuring the safety and security of airport operations. This project will design airfield perimeter fencing standard drawings and Issue for Bid construction plans and specifications for Priority 1 and 2. This is the 1st step in executing the Airfield Security & Wildlife Fencing project. Utilizing our Engineering On-Call Contract with Garver which was approved by the Board on August 16, 2023, we bring forth the remaining design task order in the amount of \$419,740. This contract will start in September 2025 and finish in January 2026. The project will be funded with Bonds/Airline Facility Fund.

Mr. Vedi stated this was presented to the Operations Committee which recommended to the Board of Commissioners that it authorize the Chair and President and CEO to approve the proposed Design Contract with Garver in the amount of \$419,740, for a cumulative project task order cost of \$530,750.

Vice Chair Granbery stated the Operations Committee met on September 10, 2025 and voted 3 to 0 to recommend approval by the Board and made a motion for approval. Commissioner Byrd 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

The motion passed with a vote of 6 to 0.

4. Amendment FY26 BNA O&M Budget, MNAA Resolution 2025-14 (Finance)

President Kreulen introduced Marge Basrai, EVP, Chief Financial Officer, to brief the Committee on the FY25 BNA O&M Budget. Ms. Basrai stated she will give a high level summary today. On September 10, 2025, the Finance Committee reviewed in detail and voted 3 to 0 to recommend approval of the Amended FY26 BNA O&M Budget. The Key changes include: Reduced FY26 passenger projections from the January 2025 projection of 25.99M passengers to a moderate projection of 25.03M passengers (+1%); Reduced Operating Revenue \$3.5M, Parking and Concessions \$2.5M, and Signatory Airline Fees \$1M; Reduced Operating Expenses \$3.5M, Salaries and Benefits \$2M, and Contract Services and Material & Supplies \$1.5M; and Increased Net Non-Operating Expense \$3.7M, Passenger Facility Charges (\$1.7M), and Customer Facility Charges (\$2M).

Ms. Basrai stated the metrics for the proposed amended BNA budget shows the Debt Service Coverage remains the same (Rev and Exp cut at same amount) and above the Board requirements. The Signatory Landing Fee is less at \$3.47 due from Airlines due to Operations Expense reductions. The Cost Per Enplanement (CPE) is up to \$11.07 based on lower passenger numbers. Days Cash on Hand metrics are not changing and exceed Board approved requirements. Total Operating Revenue decreased \$3.5M. Two main categories of Operating Revenue are the Non-Airline Revenue and the Signatory Airline Revenue. The Non-Airline Revenue decreased \$2.5M, and the total Parking & Concessions reduced by \$2.5M, due to a

reduction in passengers and an adjustment made for a decrease in revenue per passenger in FY25. The Signatory Airline Revenue decreased \$1M. Budgeted Operating Expenses decreased \$3.5M, based on running through the rates and charges model, which results in a reduction in airline fees due to MNAA.

Ms. Basrai stated the Total Operating Revenue \$355.1M, Total Operating Expenses \$195.2M, and Net Income before depreciation and capital grants \$129.1M.

Ms. Basrai stated this was presented to the Finance Committee and recommended the Board approve the Amended FY26 BNA O&M Budget and authorize the Chair and President & CEO to execute MNAA Resolution 2025-14.

Secretary Byrd stated the Finance Committee met on September 10, 2025 and voted 3 to 0 to recommend approval by the Board and made a motion for approval. Commissioner Glover 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

The motion passed with a vote of 6 to 0.

5. CEO Compensation and Contract (Management)

Chair Sullivan stated that the Management Committee reviewed the CEO compensation and contract on September 10, 2025. The Management Committee made a recommendation to adjust the CEO base pay 6%, FY24 + FY25 Cost of Living Adjustment; to change the contract expiration from December 31, 2026 to December 31, 2028; and to remove the option for annual extensions.

Chair Sullivan stated the Management Committee voted 3 to 0 to recommend approval by the Board and made a motion for approval. Vice Chair Granbery 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

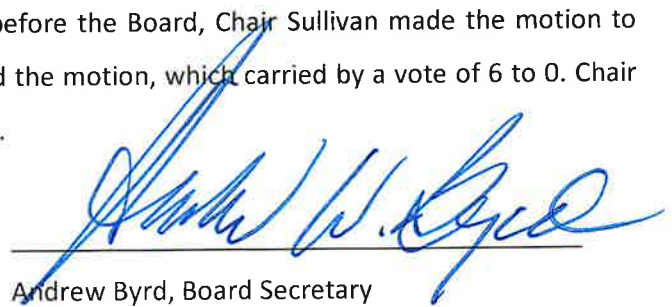
The motion passed with a vote of 6 to 0.

President Kreulen thanked the Board for the opportunity to serve the Board and also thanked his great Staff.

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 6 to 0. Chair Sullivan adjourned the meeting at 1:25 p.m.



Andrew Byrd, Board Secretary