

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



Date/Time: Wednesday, May 20, 2026, at 1:00 p.m.
Place: Nashville International Airport – Tennessee Board Room
Board Members: Nancy Sullivan, Chair
Andrew Byrd, Secretary
Joycelyn Stevenson
Dr. Glenda Glover
Glenn Farner
Marcus Shute, Jr.
Steve Swartz

I. CALL TO ORDER

II. PUBLIC COMMENTS

No requests for public comment received to date. Deadline is May 18, 2026, at 1:00 p.m.

III. APPROVAL OF MINUTES

April 15, 2026 Minutes of the Joint Meeting of the MNAA Board of Commissioners & MPC Board of Directors

IV. CHAIR'S REPORT

V. PRESIDENT'S REPORT

VI. ITEMS FOR APPROVAL

1. Concourse A CGMP 4 of 4 and GMP (Operations)
2. Change Order to Northeast Employee/Valet Storage Parking Lot (Operations)
3. TARI Ph 2 – NES – Service True-Up Invoice (Operations)
4. Construction Contract for Concourse B&C Upgrades (Operations)
5. Construction Contract for JWN Eastside Apron Rehabilitation (Operations)
6. Future Admirals Club Reimbursable Agreement (Finance)
7. Cell Carrier License Agreements for DAS (Finance)

Agenda of the MNAA Board of Commissioners and MPC Board of Directors

8. Rental Car Concession Agreements and the Consolidated Rental Car Facility Lease Agreements (Finance)

VII. DISCUSSION

1. Mayor O'Connell proposed "Resolution opposing the State of Tennessee's attempted change in governance and change in ownership of the Metropolitan Nashville Airport Authority".

VIII. ADJOURN

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



Date: April 15, 2026

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, Glenda Glover; and Glenn Farner

Board Members Absent: None

MNAA Staff & Guests Present: Doug Kreulen, Cindy Barnett, Josh Powell, Trish Saxman Marge Basrai, Zach Blair, Adam Bouchard, John Cooper, Adam Floyd, Michael Glazer, Ryan Hall, Eric Johnson, Roman Keselman, Chief Kreppein, Carrie Logan, Syed Mehdi, Rachel Moore, Ted Morrissey, Stacey Nickens, Brandi Porter, Robert Ramsey, Chris Saunders, Rob Wethington, Adam Wolf, and Steven Woods

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 March 18, 2026 Joint Meeting of the MNAA Board of Commissioners and MPC Board of Directors. A motion to approve was made by Secretary Byrd and seconded by Commissioner Glover.

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.

IV. CHAIR'S REPORT

Chair Sullivan stated she had no Chair's report. She thanked President Kreulen and the MNAA Staff for the excellent jobs they are doing for BNA.

V. PRESIDENT'S REPORT

President Kreulen stated the MNAA DPS Officers are amazing and they are out there every day of every month helping people. On December 20, 2025, there was an attempted suicide and these four officers, Noah Hrobsky, Ryan Jordan, Hanah Sims, and Taylor Cahs, with their swift actions saved the person's life. Within 4 minutes, the Officers located the subject in a vehicle and began immediate life-saving care. The subject was stabilized and monitored until EMS arrival. We are very proud of our officers.

President Kreulen congratulated two MNAA employees who were recently promoted. Mr. Michael Glazer promoted to Assistant Vice President of Terminal Operations and Facilities. Mr. Robert Wethington promoted to Director, Client Field Services – Information Technology. Round of applause.

President Kreulen also congratulated Mr. Adam Floyd, EVP, COO, for achieving his Accredited Airport Executive, A.A.E. Mr. Floyd is MNAA's 9th Accredited Airport Executive. He completed 100 questions during the examination and he also completed his master's degree. We are proud of Mr. Floyd and his accomplishment. Round of applause.

President Kreulen stated Southwest Airlines celebrated 40 years at BNA. Southwest began service at BNA on March 18, 1986 and over the last 40 years, Southwest has become our largest airline partner with 191 daily nonstop departures and over 80 nonstop destinations from BNA. Several of the Board members were available to join in the celebration and take a photo.

President Kreulen stated on March 18, 2026, Leadership Middle Tennessee visited BNA. The MNAA Staff presented an update on New Horizon I and II. The class of 2026 includes our Chief Operations Officer, Adam Floyd.

President Kreulen stated on March 27, 2026 we had the Business Taking Off at Music City Center. We had 28 vendors and 411 attendees. The networking both before and after the presentations was amazing. A lot of people reached out afterwards saying they are coming back next year.

President Kreulen announced that The National Terrazzo & Mosaic Association presented BNA with the 2026 Honor Award for "Our Radiant City". The artists for the Concourse D Extension terrazzo artwork are Brenda Stein and David Allen Company. The artwork "Our Radiant City" guides BNA passengers around the record node with captivating depictions of Nashville's most recognizable icons.

President Kreulen stated on March 31, 2026, after months of planning, the Central Core Enhancement was announced to the public with the distribution of the press release and social media. There are 66 social media placements with a total potential audience reach of 159M. The team has started to pull down pieces of the artwork to be stored and reinstalled at a later date.

President Kreulen stated on April 1, 2026 British Airways landed an A350-1000 passenger aircraft at BNA. There are only 18 in British Airways' fleet and it holds 331 seats, of which 56 seats are Business Class. President Kreulen asked Mr. Josh Powell, VP, Strategy, Airline & Government Relations for British Airways' average inbound flight occupancy. Mr. Powell stated the average passenger occupancy on the first 3 days on the inbound flight was 98.5%. President Kreulen stated the flight went out with only 1 or 2 seats not occupied. It is remarkable to see the amount of passengers traveling from BNA to Europe.

President Kreulen stated the Government of Quebec visited on April 9, 2026. Mr. Floyd, Mr. Powell and Ms. Stacey Nickens, VP, Corporate Communications and Marketing, hosted Ms. Nathalie Rivard and John Ashby Mack and discussed business and culture ties and opportunities between Middle Tennessee and Quebec.

President Kreulen stated on April 11, 2026 he attended the 2026 Cherry Blossom Festival hosted by the Japan America Society of Tennessee. MNAA presented a check for \$25K. BNA has been a supporter for 16 years and this annual gift was made possible through proceeds from our Aviation Golf Classic.

President Kreulen stated the FY26 BNA Passenger Forecast tracks our growth at 7.4% YTD. BNA is one of the few airports across the USA that are in positive territory and when you look at us in terms of large and medium hubs, we ran some additional statistical analysis to show where we are compared to 2018. From 2018 to today, the average airport has grown 9% and BNA has grown over 60% and that is what has precipitated going from Vision I to Vision II to Horizon I to Horizon II to now the Central Core. We are so growth oriented in Middle Tennessee that we have to make the decisions we are making to keep up with that type of growth.

Commissioner Glover asked if the YTD is fiscal year. President Kreulen replied it is fiscal year 2026, when we get to June of 2026, we anticipate being at 26.6M passengers. When we finished last fiscal year we were at 24.7M passengers so we will add 1.8M passengers. That will raise our average up over the last 10 – 11 years, we have been averaging 1.2M passengers and we are going to do 600K more passengers this fiscal year.

Commissioner Joslin asked if the tariffs have affected Canadian flights. President Kreulen replied we have seen some decrease in the number of flights and the number of airlines from Canada. Americans are still traveling to Canada but the Canadians are not traveling here. If you look at Canada flights all over the USA they are all down. Commissioner Joslin asked if it will affect the growth projections. President Kreulen replied it is not stopping the growth, passengers are coming from other destinations, and is making up for the Canadians.

Vice Chair Granbery asked about the cancellation of flights due to fuel costs. President Kreulen replied we have not seen that at Nashville. Nashville is still based on demand, and the demand has passengers still coming to Nashville.

President Kreulen presented the Board 30-day Outlook for May and stated there are 6 items for approval planned for the Operations Committee and 2 information items. The Finance Committee has 4 approval items and 2 information items. The Management Committee has an information item. And the Board will have nominations for May Board.

The Committee 60-Day Outlook for May has 3 items for approval in the Operations Committee. The Finance Committee has 2 approval items and none for the Management Committee at this time. He will get back to the Board about a possible tour of the Vegas Loop.

President Kreulen concluded the President's update.

VI. ITEMS FOR APPROVAL

1. Airport Communications Center (ACC) Computer Aided Dispatch (CAD) System Replacement (Operations)

President Kreulen introduced Adam Bouchard, VP, Operations and Facilities, to brief the Commissioners on the Airport Communications Center (ACC) Computer Aided Dispatch (CAD) System Replacement. Mr. Bouchard stated this item is for the replacement of the Airport Communications Center CAD serving both the ACC and Department of Public Safety (DPS). The CAD is used to document and dispatch all calls for service with tens of thousands of calls handled and documented in the system. This tool includes a resource management system component, ensures proper documentation, quality control, aligns with our procedures, and also ensures accountability to our Commission on Accreditation for Law Enforcement Agencies (CALEA) accreditation.

Mr. Bouchard stated the new system, which is a significant improvement from the CAD platform we have had for many years, brings additional features and interoperability between the ACC and DPS including the ability for officers to effectively access the CAD system from a mobile device, a common attribute of modern CAD systems but a functionality that has been limited with our

current Legacy system. A competitive Request for Proposals (RFP) was issued on October 20, 2025 and concluded in February 2026 with CentralSquare Technologies being the top respondent. The proposed contract is a 5-year agreement with no renewal options at a total contract value of \$638,226.55.

Mr. Bouchard requests the Board of Commissioners that it authorize the Chair and President & CEO to execute the contract with CentralSquare Technologies for the replacement of the CAD and RMS system and authorize the Chair and President to execute the contract for \$638,226.55.

Chair Sullivan asked for a motion for approval. Vice Chair Granbery made a motion for approval and Commission 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. CEO Development Update on John C. Tune and Professional Services Contract for JWN ALP Update Plus Narrative (CIP Update) (Operations)

President Kreulen stated he and Syed Mehdi, VP, Airport Planning, presented to the Commissioners at the Operations Committee the 5-year plan that we have developed with Aeroplex along with our existing airport layout plan. We have started implementing these 8 projects. Item #1, hangars 1, 2 and 3 have been rebuilt. Item #2, 3 of 6 parcels are developed and final parcel will be completed no later than August 2027. Item #3, a groundbreaking is scheduled for April 29, 2026 for Atlantic Aviation. We have also scheduled a walking tour of the new MNDP hangar for the same day. Item #4, Midfield Expansion working on getting funding for it. Item #5, Southside Development, new focus area working on whether there is land opportunity there. #6 and #7, Westside Road, and Westside Hangar Development will

start developing. This plan was developed and now Mr. Mehdi will make a presentation on updating the ALP.

Mr. Mehdi stated this project will provide Planning Professional Services for updating Airport Layout Plan (ALP) and Narrative for JWN. The scope of the project will consist of reviewing the current JWN assets, developing an aviation demand forecast, facility requirements for the airfield and support facilities recommendations, an environmental overview, an airport development implementation plan, and update the Airport Layout Plan. The Airport will be surveyed and mapped to meet FAA18B, ADIP guidelines.

Mr. Mehdi stated on December 9, 2025, eight responsive Statements of Qualifications (SOQ) were received and the Selection Committee shortlisted three, AtkinsRealis USA Inc, Crawford Murphy & Tilly Inc. and McFarland-Johnson, Inc. for interviews. McFarland-Johnson, Inc. was selected based on the SOQs and during the interview process McFarland-Johnson, Inc. provided their proposed Team's holistic knowledge, experience, approach, and established third party/stakeholder relationships utilized in the development and delivery of airport layout plans. Based upon that we anticipate the contract to start in May 2026 with a completion date of April 2027 with a contract cost of \$555,987.

Mr. Mehdi requests the Board of Commissioners that it authorizes the Chair and President & CEO to execute the proposed professional services contract with McFarland & Johnson in the amount of \$555,987.

Chair Sullivan asked for a motion for approval. Vice Chair Granbery made a motion for approval and Secretary 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

Commissioner Farner – Yes

The motion passed with a vote of 7 to 0.

3. Second Amendment to JetRight Lease Agreement

President Kreulen introduced Roman Keselman, AVP, Real Estate, to brief the Commissioners on the Second Amendment to the JetRight Lease Agreement. Mr. Keselman stated on March 15, 2023 the Board approved MNAA and JetRight Properties LLC lease terms and the lease was executed. Based on that lease agreement, that hangar should have been completed December 15, 2024. Unfortunately, it was not completed, in fact, not started at that time. On June 18, 2025 the Board approved the 1st Amendment, extending construction term by 12 months with construction completion scheduled for April 19, 2027. Due to extended FAA 7460 process JetRight will be unable to meet the amended date. The proposed 2nd Amendment allows tenant more time to complete construction of the hangar to August 19, 2027. JetRight has been paying since 2023 with escalations and have now submitted their design to our AIR.

Mr. Keselman stated the terms of the amendment are as follows: Tenant has 180-days from the FAA 7460 approval, November 20, 2025. At this point they have already submitted to us and we have received their designs and are going through our approval process. Following MNAA approval, tenant has 90 days to obtain all necessary Metro permits, and following Metro approval, tenant has 12 months to complete construction and carries several milestones. The milestone dates have contract penalties of \$150 per day until milestone is achieved. If the hangar is not completed on time JetRight has to pay MNAA the difference between \$5M and the amount spent, not to exceed 25% soft costs.

Mr. Keselman request the Board of Commissioners that it accept the 2nd Amendment to the agreement between MNAA & JetRight to extend the construction term and authorize the Chair and President and CEO to execute the 2nd Amendment.

Chair Sullivan asked if the MNAA Staff feels good about this schedule. President Kreulen replied, yes the team discussed both from a real estate and construction perspectives. We

think they will make it. They understand there is pressure to get this done. Vice Chair Granbery stated there is no additional rent. President Kreulen replied yes, and the worst case for us is that they do not deliver and we get the \$5M. Commissioner Joslin stated this is a big operation, 7460 is a pain no matter where you go, were there bad drawings? President Kreulen replied no, the contractor tried to put a hangar that was too big for the site and had to argue with the FAA that it was too far forward and has to move back. It has been moved back and reduced the size.

Chair Sullivan asked for a motion for approval. Secretary Byrd made a motion for approval and 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

Commissioner Farner – Yes

The motion passed with a vote of 7 to 0.

4. FY27 BNA O&M Budget, MNAA Resolution #2026-02

President Kreulen introduced Marge Basrai, EVP, CFO, to brief the Commissioners on the FY27 budgets. Ms. Basrai stated she has 6 budgets for approval. Secretary Byrd asked if they could consider all the Resolutions as one. Board Counsel, Cindy Barnett, Adams and Reese, suggested they should do each one. Ms. Basrai stated she had prepared the Resolutions as one approval item as had been done in the past and Board Counsel stated if that is how they were prepared it was fine to approve as one item. Ms. Basrai stated she went over the details of each budget last week in the Finance Committee meeting so she will only show the summary slide for each of the budgets and if anyone has any questions, please ask.

Ms. Basrai presented a summary slide on the FY27 BNA O&M Budget and stated it will be based on 26.5M passengers; FY27 new Moderate passenger forecast is 27.7M. The original passenger forecast of 26.5M was not changed for the budget. We have uncertainty in forecast given the current economy, geopolitical events, and effects of government shutdown; and majority of increase in passengers for FY26 are transfer passengers, which has limited effect on most non-airline revenue and expenses; and expenses are below FY26 amended budget as of 2/28/26.

Ms. Basrai stated the Budget Summary Metrics exceed Board approved requirements, our Debt Service Coverages (rate model-based calculation): 3.42x Sr; 2.29x Sr/Sub combined, the Landing Fee \$3.60; Cost Per Enplanement is \$11.24; and Days Cash on Hand as of 2/28/26 is 1,079 days. As mentioned the BNA CIP we will start spending some of that cash on projects now instead of bond funding it.

Ms. Basrai presented a summary slide on the FY27 BNA O&M Budget and MNAA Resolution No. 2026-02, and stated the Total Operating Revenue is \$376.4M (increase of \$21.3M – 6.0%); the Total Operating Expense is \$200.9M (increase of \$5.7M – 2.9%). Income before depreciation and capital grants \$148.2M (\$19.1M more – 14.8%).

Ms. Basrai presented a summary slide on the FY27 BNA Capital Improvement Budget and FY27-FY31 Capital Improvement Plan and MNAA Resolution No. 2026-03 and stated the 5-year CIP – Total FY27 CIP \$475.6M; Total 5-year CIP \$1.5B. The major projects for FY27 are: 1) MNAA Campus - \$172M, 2) MNAA Warehouse/CSF - \$105.3M, 3) ADG5/TDG6 Improvements and Romeo Bridge - \$63M, 4) Taxiway Tango 5 and Lima Reconstruction - \$40.6M, and 5) RWY 2L/20R Extension Design - \$15M.

Ms. Basrai presented a summary slide on the FY27 JWN O&M Budget and MNAA Resolution No. 2026-04 and stated the Total Operating Revenue \$5.7M, increasing \$1.8M or 45.9%; Total Operating Expense \$2.8M increasing \$275K or 10.9%, Income before depreciation, capital grants, and Transfers to/from MNAA \$3.1M (\$1.3M increase 76.7%).

Ms. Basrai presented a summary slide on the FY27 JWN Capital Improvement Budget and FY27-FY31 Capital Improvement Plan and MNAA Resolution No. 2026-05 and stated the 5-year CIP Total FY27 CIP \$2.95M; Total 5-year CIP \$55.4M. The major projects for FY27 are: 1) Eastside Pavement Rehabilitation design and construction - \$1.2M, 2) ALP Update - \$556K, 3) Westside Drainage – Fence/Stream Crossing - \$420K, and 4) Obstruction Removal - \$200K.

Ms. Basrai presented a summary slide on the FY27 MPC O&M Budget and MPC Resolution No. 2026-01 and stated the Total Operating Revenue is \$4.5M decreasing \$467K or 9.4% , Total Operating Expense is \$2.1M, increasing \$290K and Net Income before depreciation \$2.2M (Decrease of \$1.1M – 32.3%).

Ms. Basrai presented a summary slide on the FY27 MPC Special Projects Budget and FY27-FY31 MPC Special Projects Plan and MPC Resolution No. 2026-02 and stated the Summary of MPC 5-year CIP is \$3.33M (all in FY27). MNAA is studying the west side of BNA for future development, which may include the International Plaza Building, however, nothing has been identified yet. The timeline has been extended to allow the IPB to remain open through 2035 (originally slated to be closed in 2030). This would allow Real Estate to sign/extend leases through 2035 and perform capital improvements to make the building functional for the next ten years (the building is occupied by tenants, and some projects are needed to ensure the building is safe and in general working order). Projects for FY27: 1) stucco repairs \$100k, 2) common area updates \$580k, 3) window resealing \$850k, 4) HVAC updates \$1M, and 5) parking lot resurfacing \$800k.

Ms. Basrai requests the MNAA Board of Commissioners & MPC Board of Directors to:

Operating: approve the proposed FY27 BNA, JWN & MPC operating budgets, and authorize the Chair and President & CEO to execute: MNAA Resolutions No. 2026-02 and 2026-04, and MPC Resolution No. 2026-01

Capital: approve the FY27-FY31 BNA and JWN Capital Improvement and MPC Special Projects Plans, and approve the FY27 BNA and JWN Capital Improvement and MPC Special Project

Budgets, and authorize MNAA to accept all grant(s) from the Federal Aviation Administration (FAA) and from the State of Tennessee, and designate the President & CEO, or designee, as the authorized representative of the Authority, and authorize the Chair and President & CEO to execute: MNAA Resolutions No. 2026-03 and 2026-05, and MPC Resolution No. 2026-02

Chair Sullivan asked for a motion for approval. Secretary Byrd made a motion for approval and Commission Glover seconded the motion.

Commissioner Glover asked if there has there always been FAA approval to accept the grant. President Kreulen replied yes, all of the grants are normally project specific and he has to execute the grant agreement with all of those grant assurances. This is giving me permission to sign an agreement related to the special projects.

Commissioner Joslin asked what the CPE is compared to other airports. President Kreulen replied we are very low. Met with Southwest and toured with them and they are very satisfied. We get an annual report of other CPEs to compare to other airports. Ms. Basrai stated Austin is going to \$45 CPEs with their capital program. From our last bond issuance we are looking at \$17.48 CPE.

Vice Chair Granbery asked what is the Cash on Hand number? Ms. Basrai stated she will need to go back and look. Vice Chair Granbery stated she talked about spending some of the Cash on Hand, don't we also have bond capacity that we could use bonding at JWN. Ms. Basrai replied when we did the bond issuance, we allowed it for JWN; however, JWN will need to pay it back. Vice Chair Granbery stated when JWN was so far in the red, we have been four years in a row in the black now. President Kreulen replied JWN should be a model for the other 72 GA airports because we are one of 72 that are in the black and that is pretty remarkable. Vice Chair Granbery stated JWN has proven to be very profitable. He stated we talked about the Gold Building and the 75 acres, and asked do we have an out if we get that big maintenance hangar potentially that we could capture that property back. President Kreulen replied the Gold Building is 10 acres of the 79 acres, and we could always leave early with the outs that the real estate has in the agreement, but hypothetically we are going to time this in 2035 when the tenants move out and the building comes down. President Kreulen

asked Mr. Keselman what the age of the building. Mr. Keselman replied 52 years old. It is in good shape.

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 6 to 0. Chair Sullivan adjourned the meeting at 1:45 p.m.

Andrew Byrd, Board Secretary

STAFF ANALYSIS

Board of Commissioners

Date: May 20, 2026

Facility: Nashville International Airport (BNA)

Subject: Construction Manager at Risk (CMAR) CGMP 4 of 4 for Concourse A Reconstruction Project No. 2406

I. Recommendation

Staff requests the Board of Commissioners:

- 1) authorize the Chair and President and CEO to execute the Component Guaranteed Maximum Price #4 (CGMP4) for central core expansion and the Guaranteed Maximum Price (GMP) related to the Progressive Design-Build contract at Nashville International Airport.

II. Analysis

A. Background

The BNA New Horizon Program provides terminal expansion, landside improvements and systems improvements for Nashville International Airport. The major program elements addressed include terminal gate expansion with an extension of Concourse D and a rebuild and expansion of Concourse A, and a major overhaul to the baggage handling system to increase both performance and capacity.

The Concourse A Reconstruction project will include the demolition and rebuilding of a new, 16-gate Concourse A and related infrastructure, a landside extension of the North Ticketing and North Baggage Claim; with an airside apron expansion for dual Aircraft Design Group (ADG) III taxilanes, fixed and new passenger boarding bridges. This project will also include selective demolition and upgrades necessary in the existing Concourses C and B to allow for the enabling relocation of the tenants and airlines. The expansion of the North Terminal Wing includes an expansion of baggage claim and ticketing. Furthermore, the project scope includes an extension of the existing utility tunnel, a new CUP and cooling tower facility, landside surface parking and an airside triturator. Interior finishes in the new Concourse A will be built similar to those in the newest BNA Vision Program projects with modifications.

The CMAR contract establishes a Guaranteed Maximum Price (GMP) at a date in the future based on 100% design drawings. For schedule purposes, and to fast-track the project, “component” GMP’s, (CGMP’s), are utilized to provide for early start of critical path items. It is expected the project will require up to 3 CGMP’s prior to reaching the final GMP. These CGMP’s are composed as follows: CGMP1 – Pre-Construction Services and CM Construction Phase Staffing; CGMP2 – general requirements, enabling construction/relocations, building renovations, site utilities, demolition, building foundations, turnkey concrete, jet fueling, structural steel and passenger boarding bridges;

CGMP3 – civil, structure, core and shell, furnishings/finishes, MEP, interior buildout, baggage handling, IT and vertical transportation; CGMP4 – central core expansion.

On September 18, 2024, the Board approved the selection of Hensel Phelps Construction Company (Hensel Phelps) as the Construction Manager at Risk and CGMP #1 for Pre-Construction/CM Services for the Concourse A Reconstruction Project. On May 21, 2025 the Board approved CGMP 2 for enabling construction/relocations, building renovations, site utilities, demolition, building foundations, turnkey concrete, jet fueling, structural steel and passenger boarding bridges. On October 15, 2025, the Board approved CGMP 3 for the fit and finish, low voltage, electrical, site civil, apron paving, baggage handling and furnishings. Currently, the airport staff is asking the Board to approve CGMP #4 for the reconstruction of the central core. Scope includes demolition, foundation improvements, structural steel / concrete, a new three (3) bank elevator tower, sixteen (16) new escalators and related finishes as well as four (4) new escalators from level 3 to 2 just outside the secure exits on the north and south side of the checkpoint. This action completes all anticipated CGMPs.

B. Impact/Findings

Anticipated Contract Start Date:	October 2024
Duration of Contract:	1,371 Calendar Days
Contract Completion Date:	July 11, 2028
Component Guaranteed Maximum Price 1	\$ 32,861,879
Component Guaranteed Maximum Price 2	\$109,886,525
Component Guaranteed Maximum Price 3	\$370,132,268
Component Guaranteed Maximum Price 4	<u>\$ 30,000,000</u> NTE
Guaranteed Maximum Price	\$542,880,672 NTE
Funding Source:	100% Bonds

B. Strategic Priorities

- Plan for the Future

C. Options/Alternatives

Do Nothing: The “Do Nothing” option will result in the inability to complete New Horizon or meet passenger growth projections.

III. Committee Review

This item was presented to the Operations Committee on May 13, 2026. The Operations Committee voted 3 to 0 to recommend approval to the Board of Commissioners.

STAFF ANALYSIS

Board of Commissioners

Date: May 20, 2026
Facility: Nashville International Airport (BNA)
Subject: Changer Order for Northeast Employee/Valet Storage Parking Lot
Project No. 2553

I. Recommendation

Staff requests the Board of Commissioners:

- 1) authorize the Chair and President and CEO to execute the Change Order #3 to the construction contract with Jones Bros. for the amount of \$10,036,192.

II. Analysis

A. Background

This project consists of the design of a 5,000-space parking lot for employees and valet services located in the northeast corner of Nashville International Airport property. The new lot will have direct access to the terminal via an extension of Fly Nashville Way and include infrastructure for bus access, security fencing, lighting, security cameras, and a valet support services building with restrooms. The new access road will consist of 2 lanes with shoulders and include roadway lighting, and grading to tie into existing Fly Nashville Way.

On December 18, 2025 the Board of Commissioners approved selection of Jones Bros and the execution of the construction contract in the amount of \$40,935,500 which included an owner's contingency of \$4,000,000.

Change Order #1 was executed on April 6, 2026, and included two (2) credits for material substitutions to Owner Contingency in the amount of \$376,000 and updated contract language for compliance with current Federal regulations.

Change Order #2 was executed on April 20, 2026, in the amount of \$3,806,031 from owner's contingency, for a portion of the undercut excavation and additional shot rock for unforeseen subgrade stabilization to maintain schedule. This change order reduced the owner contingency to \$569,969.50.

Change Order #3 is for the total of the unforeseen excavation and additional shot rock import in the amount of \$10,036,192. The change order will fund the remaining unforeseen excavation and additional shot rock and replenish the Owner's contingency to original value of \$4,000,000.

B. Impact/Findings

Contract Start Date:	December 18, 2025
Duration of Contract:	342 Calendar Days
Contract Completion Date:	November 24, 2026
Original Contract Amount	\$40,935,500
Change Order #1	\$0.00
Change Order #2	\$0.00
Change Order #3	<u>\$10,036,192</u>
Total Contract Amount	\$50,971,692
Funding Source:	100% MNAA

C. Strategic Priorities

- Plan for the future

D. Options/Alternatives

Do Nothing: The “Do Nothing” option will result in BNA’s inability to provide customer parking in the existing employee lot at Murfreesboro Road as well as limit valet services ability to expand capacity for stored vehicles.

III. Committee Review

This item was presented to the Operations Committee on May 13, 2026. The Operations Committee voted 3 to 0 to recommend approval to the Board of Commissioners.

STAFF ANALYSIS

Board of Commissioners

Date: May 20, 2026
Facility: Nashville International Airport (BNA)
Subject: 1801B Terminal Access Roadway Improvements (TARI) Phase 2
Nashville Electric Service – True-up Service Invoice

I. Recommendation

Staff requests the Board of Commissioners:

- 1) Authorize the Chair and the President and CEO to pay the Nashville Electric Service (NES) true-up invoice to relocate transmission lines and transformers impacted by the TARI Phase 2 project.

II. Analysis

A. Background

The existing NES service for the Multi-Purpose Building, Fuel Farm, Department of Public Safety Building and the Satellite Concourse was provided by aerial conductors on poles that conflicted with the removal of the old Donelson Pike embankment adjacent to the D Concourse Extension. MNAA requested the service be relocated into a new underground duct bank along the relocated Airport Service Road.

On April 17, 2025, MNAA Engineering received notification that the estimated costs for the permanent Nashville Electric Service (NES) Transmission Line Relocation for Terminal Access Roadway Improvements (TARI) Phase 2 were \$702,856.65. On April 21, 2025, in accordance with Section 4.4.1.8 of the bylaws, the President and CEO consulted with the Board Chair, who concurred with proceeding with execution of the relocation agreement and payment of subsequent invoice in order to maintain the project schedule. MNAA executed the relocation agreement with NES for this work on April 29, 2025 in the amount of \$702,856.65. The Board was updated on May 21, 2025.

The agreement states that the cost will be updated after the work is complete to cover the total actual costs. To accommodate the airport tenants and airport operations, numerous detailed coordination meetings were held and the cutover to the new service was performed in phases over several nights resulting in unanticipated overtime for the NES crews. Additional underground cable was also required beyond the original estimate due to real-sizing limitations and the need for additional length to allow for proper pulling and termination into the equipment. The “true-up” balance due is \$165,570.77.

B. Impact/Findings

Invoice Cost	\$702,856.65
True-Up invoice Cost	<u>\$165,570.77</u>
Total NES Cost	\$868,427.42

C. Strategic Priorities

- Invest in BNA
- Plan for the future

D. Options/Alternatives

Do Nothing: The “Do Nothing” option will result in NES not proceeding with any future work related to TARI or other New Horizon projects.

III. Committee Review

This item was presented to the Operations Committee on May 13, 2026. The Operations Committee voted 3 to 0 to recommend approval to the Board of Commissioners.

STAFF ANALYSIS

Board of Commissioners

Date: May 20, 2026
Facility: Nashville International Airport (BNA)
Subject: Construction Contract for Concourse B&C Upgrades, Phase 2
Project No. 2509

I. Recommendation

Staff requests the Board of Commissioners:

- 1) Accept the proposal by Carroll Daniel Construction for the construction of the Concourse B&C Upgrades, Phase 2 project, and;
- 2) Authorize the Chair and President and CEO to execute the construction contract with Carroll Daniel Construction for the amount of \$14,028,975.

II. Analysis

A. Background

In 2020, Concourse D opened as part of the BNA Vision with modern interior finishes that introduced a new style to the terminal building. In 2024, a construction project was completed to bring upgrades to Concourses B and C, in order to bring a level of consistency to the overall terminal aesthetic. That project focused on hallway finishes, hallway ceilings, and gate signage. The Concourse B&C Upgrades, Phase 2 project continues this initiative by focusing on walls, ceilings, jet bridge portals, lighting, millwork, and seating within the holdrooms of these concourses. The proposed finishes are consistent with the materials and appearance of Concourse D and the Concourse D Extension.

On March 9, 2026, a Request for Proposals for the above referenced project was advertised. The project included a Base Bid for the holdroom walls and ceilings, as well as new seating procurement, installation, and electrical hookup. The Request for Proposals also included Additive Alternate #1 for stairwell and boarding door replacements and Additive Alternate #2 to replace the variable air volume (VAV) system within both concourses.

On April 8, 2026, one (1) responsive Proposal was received from Carroll Daniel Construction. Fourteen (14) companies downloaded plans, and (4) attended the pre-bid meeting. Two (2) contractors provided comments on why they did not submit a bid – the first noted internal time-management for not submitting a bid on time, and the second noted that they are focusing their efforts on another MNAA project.

The proposal amounts are provided in the table below along with a comparison to the original construction estimate:

	Construction Estimate	Carroll Daniel Construction
Base Scope	\$12,862,970	\$12,615,717
Alternate 1	\$825,000	\$758,204
Alternate 2	\$925,242	\$655,054
Total	\$14,613,212	\$14,028,975

On April 15, 2026, the evaluation committee reviewed the proposal based on personnel, experience with similar projects, project approach including coordinating work around gate operations, approach to quality control, safety, schedule and price.

Below is a summary of the scores:

	Carroll Daniel Construction
Score	289

The selection committee recommended award to Carroll Daniel Construction, based on their experience, project approach, schedule, and pricing. Based on the availability of funding and the needs of the airport, the Base Bid and the two (2) Additive Alternates are the preferred construction and should be included in the Construction Contract.

B. Impact/Findings

Contract Start Date:	June 8, 2026
Duration of Contract:	645 Calendar Days
Contract Completion Date:	March 14, 2028
Total Contract Value	\$14,028,975
Funding Source:	100% Bonds/Credit Facility

C. Strategic Priorities

- Plan for the future

D. Options/Alternatives

Do Nothing: The “Do Nothing” option will result in the condition and aesthetic of Concourses B & C to continue.

III. Committee Review

This item was presented to the Operations Committee on May 13, 2026. The Operations Committee voted 3 to 0 to recommend approval to the Board of Commissioners.

STAFF ANALYSIS

Board of Commissioners

Date: May 20, 2026
Facility: John C. Tune Airport (JWN)
Subject: Construction Contract for Eastside Apron Rehabilitation
Project No. 2592

I. Recommendation

Staff requests the Board of Commissioners:

- 1) Accept the Schedule 2B bid by Grade A Construction, LLC for the construction of the Eastside Apron Rehabilitation project and;
- 2) authorize the Chair and President and CEO to execute the proposed contract for the amount contained herein.

II. Analysis

A. Background

This project consists of the asphalt pavement rehabilitation of a portion of the eastside aircraft apron, south of the John C. Tune Airport terminal building, along the taxilane between Corporate Hangar 1 and the t-hangars. The asphalt rehabilitation consists of milling of the existing asphalt and placing new base stone and asphalt pavement. An alternate construction methodology using full-depth reclamation (FDR) was also included in the bid documents. All project schedules also included apron and taxilane markings, as appropriate.

An Invitation to Bid for the project was advertised on March 9, 2026, and consisted of four (4) bid schedules. The first bid schedule requires a standard mill/overlay construction method for an area of approximately 3,000 SY. The second bid schedule is also a standard mill/overlay of a larger area of approximately 4,200 SY. The third and fourth bid schedule were for the same smaller and larger areas but required the use of full depth reclamation (FDR) for the placement of the asphalt.

On April 9, 2026, two (2) bids were received. Below is a tabulation of those bids:

Contractor	Schedule 1A	Schedule 1B	Schedule 2A	Schedule 2B
Grade A Construction, LLC	\$677,088.00	\$528,610.00	\$771,574.50	\$597,821.00
Jones Brothers Contractors, LLC	\$557,694.00	\$677,988.25	\$619,068.25	\$742,462.25
Engineer's Estimate	\$507,000.00	\$684,000.00	\$496,000.00	\$664,000.00

Based on the availability of funding and the needs of the airport, Schedule 2B (mill/overlay using full depth reclamation (FDR) over the larger construction area) is the preferred construction.

Grade A Construction's Schedule 2B bid is 9.9% below the Engineer's Opinion of Probable Construction Cost and 19.5% below the bid from Jones Brothers. The Engineer of Record has also reviewed the firm's qualifications and considers them capable of performing the work.

The Metropolitan Nashville Airport Authority (MNA) and Engineer of Record, AtkinsRealis, have evaluated the bids and determined the bid from Grade A Construction, LLC to be responsive and responsible and recommend award of Schedule 2B to Grade A Construction, LLC.

B. Impact/Findings

Anticipated Contract Start Date: June 2026
 Duration of Contract: 90 Calendar Days
 Contract Completion Date: September 2026
 Contract Cost: \$597,821.00
 Funding Source: 95% FAA, 2.5% State, 2.5% MNA

C. Strategic Priorities

- Invest in JWN
- Plan for the future

D. Options/Alternatives

Do Nothing: The "Do Nothing" option will result in the continued deterioration of the asphalt apron/taxilane at the John C. Tune Airport. This continued deterioration will continue to increase greater amounts of foreign object debris, posing a damage risk to taxiing aircraft. Eventually, without rehabilitation, the pavement will fail and be unusable.

III. Committee Review

This item was presented to the Operations Committee on May 13, 2026. The Operations Committee voted 3 to 0 to recommend approval to the Board of Commissioners.

STAFF ANALYSIS

Board of Commissioners

Date: May 20, 2026

Facility: Nashville International Airport (BNA)

Subject: Letter of Agreement (LOA) for the Future American Airlines Admiral's Club Reimbursement

I. Recommendation

Staff requests the Board of Commissioners:

- 1) accept the Letter of Agreement (LOA) between American Airlines, Inc. (American Airlines) and the Metropolitan Nashville Airport Authority (the Authority) for the funding and reimbursement of the Admiral's Club (the "Club") as part of the new Concourse A; and
- 2) authorize the Chair and President and CEO to execute the LOA by and between American Airlines and the Authority.

II. Analysis

A. Background

American Airlines currently leases and operates 8,866 sq. ft. of Exclusive Use Space on Concourse C (Concourse level entrance, 599 sqft; Club Level; 8,267 sqft) at BNA of which 6,424 sq. ft. is utilized for the use of their Club. The lease of this space through the current Airline Use and Lease Agreement (AULA) expires June 30, 2031, or June 30, 2033, if the extension of the AULA is exercised.

As part of improvements to the Airport, The Authority is reconstructing Concourse A to include mezzanine space for a new Club. Pursuant to Section 3.3 of the AULA (Authority Rights to Reallocate and Relocate Airline Premises), MNA may relocate the Airline from its Premises and upon doing so, shall "construct like-for-like improvements in its new Premises". American Airlines has requested a larger space than the existing Club in the future Concourse A. Any cost associated with a larger space is not the responsibility of the Authority and would be the responsibility of American Airlines.

The Authority and American Airlines for the purpose of this document and the LOA shall be referred to collectively as "the Parties".

B. Impact

Financial Terms of Relocation

- a. The Parties agree that the cost to construct a new Club at 6,424 sq. ft. to American Airline's standards in 2025 is \$1,000 psf. MNAA agrees to recognize 80% of this value towards the construction of a new Club in 2028 which equals \$5,139,200.
- b. The Parties agree that the cost of design and construction for a new Club in 2028 is estimated at \$1,200 psf. Therefore, the size of the new Club to be constructed is 14,800 sq. ft. for an agreed upon construction value of \$17,760,000.
- c. American Airlines plans to use approximately 2,500 sq. ft. of the total mezzanine space for Administrative Ops Space. This administrative space will be built out by MNAA as replacement space per Section 3.3 of the current AULA.
- d. MNAA will fund and American Airlines will reimburse MNAA with 5% interest over a period of ten years in the amount detailed below:
 - i. New Club Construction is a not-to-exceed amount of \$17,760,000
 - ii. Less recognized value of Club \$5,139,200 [which MNAA funds without American Airlines paying back]
 - iii. MNAA will fund \$12,620,800, which will be finalized upon completion.
- e. American Airlines will reimburse MNAA beginning upon beneficial occupancy of the Club, or 12 months after American Airlines gains access to the Club construction site. The estimated amount of \$16,344,513 will be reimbursed over 10 years in equal monthly installments.
- f. American Airlines agrees that payments will continue for 10 years regardless of the expiration of the current AULA or leased status of the space under a new airline use and lease agreement. MNAA will give a right of first refusal to American Airlines for this space under any future agreement until the loan is fully repaid.
- g. All payments required and any late fees or disputes which may arise under this LOA shall be governed by the provisions of Article 10 of the AULA. All payments will be made in advance no later than the first day of the month without awaiting an invoice from MNAA.

Use of Space

- a. American Airlines agrees to lease all enclosed 17,300 SqFt space on the mezzanine level of the new Concourse A, of which 14,800 SqFt will be utilized as Club space and 2,500 SqFt will be utilized for administrative use. The rental rate for the entire 17,300 sq. ft. of space shall be the Signatory Terminal Rental Rate or equivalent rate, as calculated annually.
- b. American Airlines agrees that it is responsible for the design, construction, and permitting of the buildout of the Club space. Any buildout of space will require approval through MNAA's standard AIR (airline improvement request) process.
- c. MNAA agrees to provide funding to American Airlines in three phases: Design costs, primary construction costs, and finishing construction costs. Any costs in excess of the \$17,760,000 NTE shall be the responsibility of American Airlines, unless American Airlines

and MNAA mutually agree, in writing, to pursue an Amendment to this LOA or enter into a subsequent agreement authorizing additional funding.

- d. American Airlines will also lease two terraces (1,441 sqft) and one balcony (totaling 1,189 SqFt). The rate for the terrace and balconies shall be 70% of the Signatory Terminal Rental Rate (or equivalent rate), as calculated annually.
- e. All space will be added to American Airline's Premises (as defined in Article III of the AULA) effective on the the date of beneficial occupancy.

C. Strategic Priorities

- Invest in BNA
- Plan for the Future

D. Options/Alternatives

The Authority, as part of the AULA, must fund, at a minimum, the relocation of the Admiral's Club at the existing size. By entering into this reimbursable agreement, it ensures that American will lease the entire club area, not just the existing size, until at least the end of the current AULA, while getting reimbursed for the additional cost through the LOA. This will provide additional revenue to the Authority, as shown below.

III. Committee Review

This item was presented to the Finance Committee on May 13, 2026. The Finance Committee voted 2 to 0 to recommend approval to the Board of Commissioners.

American Airlines Future Footprint at Current Size

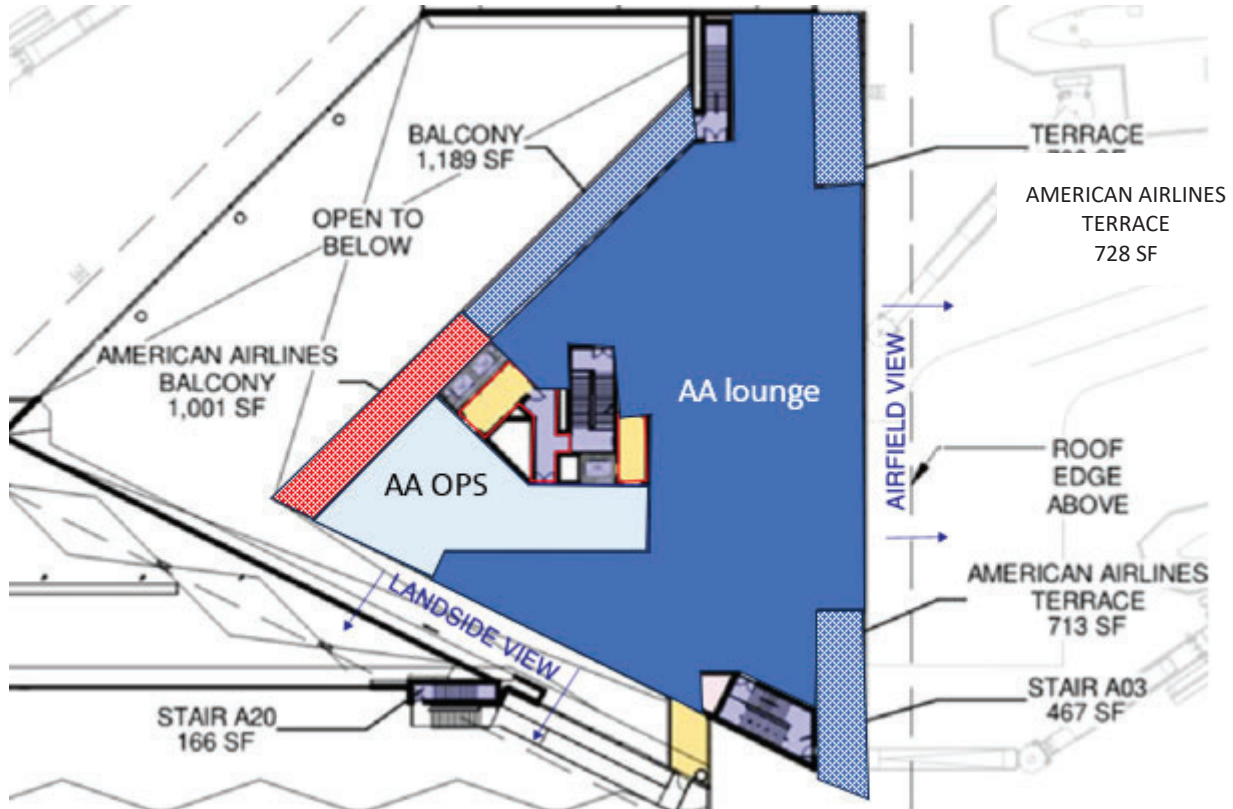
	<u>Sqft</u>	<u>FY2029 Rate* PSF</u>	<u>Annual Rent</u>
Club	6,424	\$252.10	\$1,619,490
Terrace	0	\$176.47	\$0
Balcony	0	\$176.47	\$0
Total	6,424		\$1,619,490

American Airlines Future Footprint with LOA

	<u>Sqft</u>	<u>FY2029 Rate* PSF</u>	<u>Annual Rent</u>
Club	14,800	\$252.10	\$3,731,080
Terrace	1,441	\$176.47	\$254,293
Balcony	1,189	\$176.47	\$209,823
Total	17,430		\$4,195,196
Increased Rent	11,006		\$2,575,706

Mezzanine Level – Future Concourse A

(exact layout of lounge / ops space to be determined through design process)



UNLEASED
BALCONY
1,001 SF

STAFF ANALYSIS

Board of Commissioners

Date: May 20, 2026

Facility: Nashville International Airport - BNA

Subject: Cellular DAS License Agreements with AT&T, T-Mobile, and Verizon

I. Recommendation

Staff requests the Board of Commissioners:

- 1) accept the proposed Distributed Antenna System (“DAS”) License Agreements with each of AT&T, T-Mobile, and Verizon (the “Carriers”) to support wireless delivery service across Nashville International Airport; and
- 2) authorize the Chair and President and CEO to execute the DAS License Agreements with each of the Carriers.

II. Analysis

A. Background

Authority owns and operates a neutral host DAS throughout the airport to support cellular, voice and data connectivity for passengers, tenants, and operations. The Authority entered into Temporary License Agreements with each of the Carriers while it negotiated terms of the DAS License Agreement with each of the Carriers.

B. Impact/Findings

Key Business Terms with each of the Carriers is as follows:

- a. Contract Start Date: Agreement will be effective July 1, 2026
- b. Duration of Contract: Twenty years: an initial term of ten (10) years with two (2) automatic five (5) year renewals unless the Carriers gives notice not to renew
- c. Contract Completion Date (with renewals): June 30, 2046

Financial Considerations:

- a. Each Carrier will pay an annual license and maintenance fee with a 3% annual escalation as outlined below:
 - Verizon annual payment of \$186,579 or \$15,548.25 per month
 - AT&T annual payment of \$186,000 or \$15,500 per month
 - T-Mobile annual payment of \$186,000 billed as \$11,000 monthly license fee and \$4,500 monthly maintenance fee
 - Total revenue for Lease Year 1 will be \$558,579
- b. Upon execution of the Agreements, Authority will receive approximately \$2,744,000 comprised of:
 - \$750,000* capital contribution from each of T-Mobile and Verizon to (i) reimburse Authority for capital invested during BNA Vision for the Grand Hall (\$500,000) and (ii) pay for buildout for the future Concourse A (\$250,000)
 - AT&T will make an initial \$500,000 capital contribution and will later make its additional capital contribution of \$250,000 for Concourse A which will be added to the agreement via amendment when the Concourse A design is complete.
 - A payment of \$279,000 from AT&T and T-Mobile and \$279,868.50 from Verizon for the period retroactive to January 1, 2025, under the Temporary DAS License Agreement.
- c. Each Carrier will pay an incremental fee adjustment, not to exceed \$24,000 per annum, for future technology upgrades (e.g., C-Band), as required

Authority retains full ownership and control of the DAS system and is responsible for system operation, maintenance, and performance; use of the DAS system will remain subordinate to airport operations and regulatory requirements

- a. Carriers are responsible for their own equipment, utilities, and installation costs as well as environmental compliance and remediation;
- b. Carriers are responsible for equipment removal and site restoration upon expiration of the DAS License Agreements
- c. Indemnification and insurance requirements are in-line with the standard requirements of the Authority
- d. Any future upgrades or expansions requiring additional capital investment are subject to airport requirements and Authority approval and will be mutually agreed to with the Carriers on a case-by-case basis

C. Strategic Priorities

- Invest in BNA- continued source of revenue that will increase annually
- Plan for the Future- these agreements ensure passengers can access their cellular, voice, and data inside the terminal for the next 20 years.

D. Options/Alternatives

The Board of Commissioners could choose not to approve the cellular carrier agreements which could potentially result in a disruption of service to our passengers, tenants, and operations. Approval of the DAS License Agreements secures a long-term revenue stream, recovers prior capital investments, and supports continued enhancements and growth of the wireless infrastructure critical to airport operations and the passenger experience, with the Authority maintaining control of the DAS platform.

III. Committee Review

This item was presented to the Finance Committee on May 13, 2026. The Finance Committee voted 2 to 0 to recommend approval to the Board of Commissioners.

STAFF ANALYSIS

Board of Commissioners

Date: May 20, 2026

Facility: Nashville International Airport - BNA

Subject: Rental Car Concession Agreements and the Consolidated Rental Car Facility Lease Agreements

I. Recommendation

Staff requests the Board of Commissioners:

- 1) accept the proposed amendments to the current Rental Car Concession Agreements and the Consolidated Rental Car Facility Lease Agreements
- 2) authorize the Chair and President and CEO to execute the amendments with each of the Rental Car Concessionaires; Avis Budget Car Rental, LLC., EAN Holdings, DTG Operations, Inc. DBA Dollar Rent A Car, Burgner Enterprises, INC. DBA Thrifty Car Rental, The Hertz Corporation, & Sixt Rent A Car, LLC.

II. Analysis

A. Background

The Authority and each Rental Car Concessionaire wish to amend the existing Concession and Facility Lease Agreements to allow for continued operations until new agreements are implemented with the opening of the New ConRAC. In conjunction with revision or addition of the language needed to achieve this, all parties wish to further revise both agreements to align with current operational and administrative changes that have taken place.

B. Impact/Findings

The changes made with the amendments to each Concession Agreement will:

- 1) revise the Term of the Concession Agreement to co-terminate with the Facility Lease Agreement,
- 2) add the requirement that any 3rd Party vendors that book reservations on behalf of the Rental Car Companies clearly identify Concession Fee Recovery language on the Customer Invoice,
- 3) remove the requirement of Rental Car Companies to accept Travelers Checks,
- 4) increase the Terminal Counter staffing time from 16 hours to 18 hours, closely aligns with

each company's current operations,

- 5) restate the Airport smoking/tobacco/vape policy,
- 6) change ACDBE language to comply with updated FAA language, and
- 7) update the contact information for Notices, Approvals, Consents, etc., as well as for Agents for Service Process.

The addition of the terms in the amendments to the Facility Lease Agreements will:

- 1) revise the Renewal Term definition to allow for the agreement to sunset in the event the New ConRAC Agreement becomes active prior to the 5-year extension termination,
- 2) change ACDBE language to comply with updated FAA language,
- 3) update the contact information for Notices, Approvals, Consents, etc., as well as for Agents for Service Process,
- 4) memorialize the ConRAC reallocation that took place in 2020.

C. Strategic Priorities

- Invest in BNA – continuity of current agreements
- Plan for the Future – these amendments allow for the time needed to develop and execute the Rental Car Agreements needed for the opening of the New ConRAC.

D. Options/Alternatives

The Board of Commissioners could choose not to approve the Amendments to the Rental Car Concession Agreement and Facility Lease Agreement. Should the option be exercised, both the Concession Agreement and Facility Lease would expire on October 31st, 2026, impacting the revenues generated by their activity as well as the option available to passengers as a transportation alternative. Approval of the amendments creates the environment to effectively negotiate the Rental Car Agreements needed for the occupancy and operation of the New ConRAC.

III. Committee Review

This item was presented to the Finance Committee on May 13, 2026. The Finance Committee voted 2 to 0 to recommend approval to the Board of Commissioners.

May 15, 2026

MEMORANDUM FOR RECORD

Mayor O'Connell called Chair Sullivan on May 14, 2026, and left her a voicemail asking her to add a resolution to the airport authority's May 20th agenda opposing state legislation.

Subsequently, Board Counsel Barnett received an email from Metro Legal Director Wally Dietz on May 14, 2026, at 4:53PM. Mr. Dietz's email stated: "Here is a resolution the Mayor wants to be discussed and voted on at the May 20 meeting." Attached is the resolution that Mr. Dietz sent to Board Counsel in the above-mentioned email for consideration by the airport authority Board of Commissioners.

Lastly, Mr. Dietz sent a cover letter to Chair Sullivan and Board Counsel Barnett on May 15, 2026, via email at 9:30AM. Per the above I have added Item VII to the Agenda titled: Discussion. Formal agendas should be posted by 10:00AM.



Douglas E. Kreulen
President & CEO

Two Attachments:

1. 5.14.26 Metro Resolution titled: Revised_MNAA Resolution Opposing 2026 State Takeover.
2. 5.15.26 Cover letter from Wally Dietz to Chair Sullivan with copy to Board Counsel Barnett

A RESOLUTION OPPOSING THE STATE OF TENNESSEE'S ATTEMPTED CHANGE IN GOVERNANCE AND CHANGE IN OWNERSHIP OF THE METROPOLITAN NASHVILLE AIRPORT AUTHORITY

WHEREAS, The Metropolitan Government of Nashville and Davidson County's (hereinafter "Metro Nashville") original charter created a department of aviation and made it responsible "for the operation, maintenance and control of the Nashville Metropolitan Airport and other airports owned or operated" by Metro Nashville. Metro Nashville Charter §§ 8.701, 8.702.1; and

WHEREAS, in 1969, the General Assembly passed the original Metropolitan Airport Authorities Act (the "Original Act" or "1969 Public Chapter 174"), that enabled any city or metropolitan government with a population over 100,000, or a county including such a city, to create a "metropolitan airport authority" that would be an "agency and instrumentality" of the "creating municipality." Original Act §§ 2, 3, *codified at* Tenn. Code Ann. §§ 42-4-102(a), -103(6), -104; and

WHEREAS, the Original Act was not self-executing; local governments had to opt in. First, the local governing body had to adopt a resolution for a public hearing on creating an authority. *Id.* § 4, *codified at* Tenn. Code Ann. § 42-4-104(b)(1). After a public hearing, the governing body had to pass a second resolution creating the authority. Tenn. Code Ann. § 104(c)(1); and

WHEREAS, in 1970, Metro Nashville followed the statutory process and passed a resolution creating the Metropolitan Nashville Airport Authority ("MNAA"). (Resolution 70-872.) Then, Metro Nashville and its authority, MNAA, contracted to transfer ownership of the Metro Nashville airports to MNAA; and

WHEREAS, once established, Metro Nashville supervised MNAA through commissioner appointments and removal in accordance with the Original Act as amended over time. Since 1970, Metro Nashville's Mayor appointed, and the Metro Council approved, MNAA's commissioners and could remove them for cause. Original Act § 5, *codified at* Tenn. Code Ann. § 42-4-105; and,

WHEREAS, without regard to political affiliation, Metro Nashville Mayors over the decades have focused on the substantive commissioner qualifications stated in the Original Act as amended in appointing commissioners. As a result, Republicans and Democrats alike have been appointed as MNAA commissioners, resulting in the consistently outstanding performance and growth of MNAA and its airports up until the present time; and

WHEREAS, for financial reporting purposes, including to the Comptroller for the State of Tennessee, MNA is a component unit of Metro Nashville; and

WHEREAS, MNA's success as Metro Nashville's agency and instrumentality is well documented; in 2025, BNA served more than 25 million passengers; and

WHEREAS, in 2023, the State passed legislation to replace the Metro Nashville appointed board with a majority state appointed board; and

WHEREAS, that legislation was enjoined and declared unconstitutional by a three judge panel and the Tennessee Court of Appeals; and

WHEREAS, in April 2026 the General Assembly passed HB2507/SB2473 (as amended) (the "MNA Change in Ownership and Governance Act" or "2026 Act") that fundamentally altered the Original Act, which had created airport authorities as agencies and instrumentalities of their creating municipalities; and

WHEREAS, the 2026 Act changes the governance of Metropolitan Airport Authority boards, like MNA, by vacating the current boards on July 1, 2026, and reconstituting them with majority State appointees.

WHEREAS, that change in appointment authority converts MNA from a component unit of the Metropolitan Government to a component unit of the State of Tennessee; and

WHEREAS, the MNA was not consulted about the 2026 Act and disputes and objects to the Act; and

WHEREAS, the 2026 Act is contrary to the purposes of the 1969 Public Chapter 174 that expressly stated that every airport authority is an instrumentality and agency of the creating municipality in that the 2026 Act seeks to change the ownership, sponsorship, or governance of, or operational responsibility for, federally obligated, publicly owned airport, including those owned and operated by MNA.

THEREFORE, BE IT RESOLVED BY THE METROPOLITAN NASHVILLE AIRPORT AUTHORITY:

Section 1. The Board of Commissioners of the Metropolitan Nashville Airport Authority expresses its strong opposition to the MNA Change in Ownership and Governance Act and reaffirms that the MNA continues to be an agency and instrumentality of The Metropolitan Government of Nashville and Davidson County, with a board appointed by local officials.

Section 2. FURTHER RESOLVED, that this Resolution be delivered to the proper authorities at the Federal Aviation Administration.

Section 3 . FURTHER RESOLVED, that each of the Chairman, President, and Secretary (“Authorized Officer”) of the MNAA is hereby authorized and directed, in the name of the Authority of which he/she serves as an officer, to take such actions as authorized officer, deems necessary to convey the stated position of the Authority, and shall act and communicate in full support of this Resolution; including, but not limited to, its correspondence as directed by the Chairman of MNAA to the authorities of the Federal Aviation Administration.

Section 4. FURTHER RESOLVED, that this Resolution shall take effect from and after its adoption, the welfare of the Metropolitan Nashville Airport Authority requiring it.

METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY



FREDDIE O'CONNELL
MAYOR

WALLACE W. DIETZ
DIRECTOR OF LAW

DEPARTMENT OF LAW
METROPOLITAN COURTHOUSE, SUITE 108
P O BOX 196300
NASHVILLE, TENNESSEE 37219-6300
(615) 862-6341 • (615) 862-6352 FAX

May 15, 2026

Nancy Sullivan, Chair
Metropolitan Nashville Airport Authority (MNAA)
c/o Cindy Barnett
cindy.barnett@arlaw.com

RE: Resolution Opposing State Law Vacating the MNAA Board

Dear Chair Sullivan,

Attached is a resolution for the Board's May 20 Agenda, opposing the new state law that effectively changes governance and ownership of the MNAA.

The history of the MNAA and the reasons to oppose the change in governance and ownership are set out in the resolution. The State did not consult you, did not consult with Mayor O'Connell, and, by all accounts, did not consult with the FAA. Only the FAA can approve a change of sponsorship if there is a change of control or a change of ownership if the original sponsor does not approve. That is why this resolution is important.

Thank you for your consideration.

Sincerely,

A handwritten signature in blue ink that reads "Wallace W. Dietz".

Wallace W. Dietz
Director of Law