

Date: November 12, 2025

Location: Metropolitan Nashville Airport Authority  
Tennessee Boardroom

Time: 9:31 a.m.

Committee Members Present:

Nancy Sullivan, Committee Chair, Joycelyn Stevenson,  
Committee Vice Chair, and Jimmy Granbery

Committee Members Absent:

None

Other Board Members Present:

Bobby Joslin, Andrew Byrd, Glenda Glover

MNAA Staff & Guests Present:

Doug Kreulen, Cindy Barnett, Lisa Lankford, Trish Saxman,  
Marge Basrai, Zach Blair, Kristy Bork, Adam Bouchard, John  
Cooper, Kristen Deuben, Eric Johnson, Leslie Larson, Lisa Leyva,  
Carrie Logan, Tyler Mayo, Rachel Moore, Ted Morrissey, Stacey  
Nickens, Brandi Porter, Josh Powell, Robert Ramsey, Tiffany  
Underwood, and Steven Woods  
Ali Hijazi and Veronica Tuazon – Plante Moran

I. CALL TO ORDER

Chair Sullivan called the meeting of the MNAA Management Committee to order at 9:31 a.m. pursuant to Public Notice posted on the BNA website at [flynashville.com](http://flynashville.com).

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 September 10, 2025 Minutes of the Management Committee meeting.

Commissioner Granbery made a motion and Vice Chair Stevenson seconded the motion.

Chair Sullivan asked Ms. Saxman for a roll call:

Chair Sullivan – Yes

Vice Chair Stevenson – Yes

Commissioner Granbery – Yes

The motion was passed with a vote of 3 to 0.

IV. CHAIR'S REPORT

Chair Sullivan had no Chair's report. She wished everyone a Happy Thanksgiving and stated she really appreciated all the experiences gained and thanked the staff for their service.

President Kreulen stated the Vice Chair Stevenson took a tour of the Vegas Loop. Vice Chair Stevenson stated she and 3 friends were able to take a 2-hour tour of the Vegas Loop. She was impressed and learned a lot, especially things like the West Gate Hotel has a small footprint above ground. It was good to have a chance to experience it and thanked President Kreulen for scheduling the tour. Commissioner Granbery asked if it was driverless. Vice Chair Stevenson replied no, they all have drivers. As of now they are mapping cars to become driverless. The hotels subsidize the rides so they can be free. There are huge volumes and they are looking at other hotels down the strip. Vice Chair Stevenson mentioned they are each in one direction, and they have red and green lights. For the test to drive these car the driver has to be able to drive backwards for 10 minutes. Vice Chair Stevenson stated she saw passengers stepping up and getting a QR code and getting in a car. Chair Sullivan stated the conduit is laid and then they pump gravel and asphalt to drive on. Commissioner Granbery asked if it is like the geo fence that you cannot get off.

President Kreulen stated they have drivers today because most of the US population is not comfortable with driverless. Even without a driver, the cars are smart enough and can see the white stripes on each side and can keep you between those two lines. If any other Commissioners plan to go to Las Vegas, he would be happy to schedule them a tour. Commissioner Byrd asked if we are closer to a financial relationship with The Boring Company (TBC). President Kreulen replied not yet. The MNAA staff has done a great job of refining documents and TBC now has the Letter of Intent in their possession. By next week Mr. Robert Ramsey, EVP, CDO, will have the latest drawings to make part of the document and will have the proposed fees they will pay, rent, etc. We need a complete package for the appraisers to give value. We continue to move forward.

V. Items for Approval

1. FY26 CEO Performance Key Indicators (KPIs)

President Kreulen stated the CEO KPIs provide objective criteria for the Board in determining the CEO's eligibility for an annual bonus. KPIs were initially established and approved by the Board in FY23 and have

been updated annually. On August 6, 2025, the Management Committee requested the FY26 CEO KPIs be amended to incorporate a graduated scale for KPI ratings that fall within lower and upper limits, and change the lower limit for revenue to allow a graduated scale for less than 100%. For the amended FY26 CEO KPIs, the CEO, CFO and CSO incorporated the Management Committee amendments, including created graduated scales for all criteria, revised lower limit for revenue and upper limit for expenses, and added Operating Income and Passenger criteria. President Kreulen presenting a slide showing the updated scales.

President Kreulen stated there will be three KPI evaluation criteria for Financial Operating Income which accounts for 25% of the rating, Operating Revenue, Operating Expense and Operating Income. Fiscal responsibility and strength, which accounts for 25% of the rating, has the Senior Debt Coverage, Sr. Subordinate Debt Coverage, Days Cash on Hand, Pension Funding and OPEB Funding. The Operational criteria, which accounts for 50% of the rating, includes Strategic Goals, Overall Airport Satisfaction, Average Employee Satisfaction and BNA Passengers. He noted that the employee evaluation criteria will also be updated accordingly following Board approval.

President Kreulen recommended the Management Committee review and evaluate the amended FY26 CEO Key Performance Indicators (KPIs), and recommend approval to the Board for the FY26 CEO KPIs.

Chair Sullivan asked for a motion. Commissioner Granbery stated this has been very well thought out and made a motion, and Vice Chair Stevenson seconded the motion.

Chair Sullivan asked Ms. Saxman for a roll call:

Chair Sullivan – Yes

Vice Chair Stevenson – Yes

Commissioner Granbery – Yes

The motion passed with a vote of 3 to 0.

Commissioner Glover stated she likes this better; it is flexible and appears fair and the staff did a great job. Commissioner Byrd stated it is reasonable and sets objectives that meet the operating needs of the airport.

President Kreulen thanked the Commissioners.

President Kreulen concluded the presentation of the approval items.

VI. INFORMATION ITEMS

1. FY25 MNAA Payment Card Industry (PCI) Compliance Assessment

President Kreulen stated the FY25 MNAA Payment Card Industry (PCI) Compliance Assessment is the security standard for organizations that handle branded payment cards and applies to companies of any size that store, process or transmit cardholder data. MNAA had failed this forever until the Board and CEO said enough is enough. MNAA first became PCI DSS compliant in FY19 and this is the 7<sup>th</sup> year of success. He is very proud of the team for receiving this rating. We use credit cards for everything and make sure that we have the proper Information Technology (IT) systems in place to handle those millions of dollars of transactions. There are 300 plus requirements that we get evaluated on. The end result is that all the testing that was done came back as compliant. The new PCI DSS 4.0.1 requirements increased testing inside and outside the Authority's credit card environment and the assessment was performed by Plante Moran July 2025 – October 2025. There were 4 findings and 1 observation. All were remediated.

2. FY25 MNAA External Audit Update

President Kreulen introduced Ali Hijazi, Partner with Plante Moran. Mr. Hijazi thanked President Kreulen and introduced Veronica Tuazon, Senior Manager. Mr. Hijazi stated he would like to thank the MNAA staff, especially Kristen Deuben, Kristy Bork and Leslie Larson led by Marge Basrai and also thanks for the support of Tiffany Underwood, Internal Audit Manager. They were able to help with all of their questions and ensure that they could complete a high-quality efficient audit.

Mr. Hijazi stated each year they perform 3 audits, Financial Statement Audit, Federal Expenditures Audit and Passenger Facility Charge (PFC) Audit. For the Financial Statement Audit they are issuing an unmodified (clean) opinion on compliance with federal awards. This is the highest level of assurance they can issue in their financial statement audit. It means the financial statements and numbers and all disclosures are presented in accordance with Generally Accepted Accounting Principles (GAAP). As part of the initial control work they also did not identify any control deficiencies or non-compliance matters.

Mr. Hijazi stated that for the Federal Expenditures Audit they issued an unmodified (clean) opinion on compliance with federal awards. No internal control deficiencies or non-compliance matters were identified. One item that is unique this year related to this audit is that the audit is conducted in accordance with the Federal rules related to grant audits. That is issued in a document called the Compliance Supplement that the Office Management and Budget (OMB) issues every year. They should have drafted that over the summer so that is how we were able to conduct the audit procedures. However, the Federal Government has not issued the document in final form, so while the results are final, they cannot release the audit until the Federal Government releases the final Compliance Supplement. Now that we are approaching the end of the shutdown, they are cautious that it will happen shortly. This is not a Nashville airport issue, every June 30 governmental entity in the country is on hold until that happens. These results are not final, but they are close. Commissioner Sullivan asked if they have a preliminary draft. Mr. Hijazi confirmed yes.

Mr. Hijazi stated that for the PFC Audit they issued an unmodified (clean) opinion on compliance with the PFC program. No internal control deficiencies or non-compliance matters identified. Outstanding result on all three audits and what you want to see with your team, so kudos to your team.

Ms. Tuazon stated the first part of the required communications is related to the pre-audit communication. In the pre-audit communication, they communicated any risk they identified, and the three risks are Management override of controls; Proper measurement and recognition of revenue under significant new grants or arrangements; and Management's valuation of the total pension and other postemployment benefit (OPEB). No issues were identified in these areas.

Ms. Tuazon stated the required communications are the post-audit letter. The entire audit was performed in accordance with the plan, scope and timing that they had initially communicated in the pre audit letter. The other piece they want to make sure to cover is that all of the transactions they reviewed are recorded appropriately and in the right period when the transaction occurred. And what that means is the numbers that are being reported to you throughout the year are accurate and recorded in accordance with the audit.

Ms. Tuazon stated they have no issues with the Pension and OPEB and have no issues with no uncorrected misstatements; no difficulties encountered in performing the audit; no disagreements

with management regarding accounting or auditing matters; and management representation letter obtained.

Ms. Tuazon stated there are two new accounting standards that will be applicable for next year's audit. They have started to work with the MNAA finance staff to discuss the impact of the new upcoming standards. The GASB 103 related to Financial Reporting Model Impairments and the GASB 104 disclosure of Certain Capital Assets. Both of these items will not be that significant of a lift for the team but will require some work on their end. No new calculations of new assets or liabilities or things of that nature.

Commissioner Granbery asked for the acronym of GASB. Ms. Tuazon replied Governmental Accounting Standards Board. Chair Sullivan asked if Plante Moran had any general recommendations. Mr. Hijazi replied no, Each year, and this is the 6<sup>th</sup> year, it becomes challenging to find additional recommendations because the MNAA staff does a great job of implementing everything they recommend. There is a lot of good dialogue, and the team has already thought of it before they bring it up. President Kreulen thanked Plante Moran and working with them year-round is an added benefit.

President Kreulen concluded the presentation of the informational items.

President Kreulen stated for Commissioner Glover's question in the Finance Committee regarding Slim & Husky's sales performance – they are at \$3.13M and are up 24.9%.

VII. ADJOURN

There being no further business brought before the Management Committee, Chair Sullivan adjourned the meeting at 10:01 a.m.



Andrew W. Byrd, Board Secretary