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

Date/Time:	Wednesday, July 15, 2026, at 1:00 p.m.
Place:	Nashville International Airport – Tennessee Board Room
Board Members:	Jimmy W. Granbery, Chair Stuart McWhorter, Vice Chair Bobby J. Joslin, Secretary Tony Giarratana John Cheadle, Jr. Dennis Cavin

I. CALL TO ORDER

II. PUBLIC COMMENTS

No requests for public comment received to date. Deadline is July 13, 2026, at 1:00 p.m.

III. APPROVAL OF MINUTES

1. June 10, 2026 Minutes of the Special Joint Meeting of the MNAA Board of Commissioners & MPC Board of Directors
2. June 17, 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. Arts at the Airport Foundation Board Member Appointment (Operations)
2. Construction Contract for Terminal Apron Reconstruction T/W Zulu/Yankee (Gate C4) (Operations)
3. FAA Lease Agreement (Gassaway Building) (Finance)
4. VA Lease Agreement (International Plaza Building) (Finance)
5. Contract for Procurement Assessment (Finance)

VII. ADJOURN

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

BNA Nashville International Airport®

Date: June 10, 2026	Location: Metropolitan Nashville Airport Authority Tennessee Boardroom
Time: 10:15 a.m.	
Board Members Present:	Nancy Sullivan, Chair; Andrew Byrd, Secretary; Joycelyn Stevenson, Glenda Glover; Glenn Farner, Marcus Shute, Jr., and Steve Swartz
Board Members Absent:	None
MNAA Staff & Guests Present:	Doug Kreulen, Cindy Barnett, Josh Powell, Trish Saxman Marge Basrai, Zach Blair, Adam Bouchard, John Cooper, Kristen Deuben, Adam Floyd, Traci Holton, Eric Johnson, Chief Kreppein, Carrie Logan, Rachel Moore, Ted Morrissey, Stacey Nickens, Brandi Porter, Robert Ramsey, Erin Thomas, Puneet Vedi; and Charlotte Weatherington Joe Hall – Hall Strategies, Meagan Frazier - Husch Blackwell Strategies

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I. CALL TO ORDER

Chair Sullivan called the MNAA Board of Commissioners and MPC Board of Directors Meeting to order at 10:15 a.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 Sulivan stated there were no minutes to approve.

IV. CHAIR'S REPORT

Chair Sulivan had no Chair's report.

V. PRESIDENT'S REPORT

President Kreulen stated he does not have a President's Report and would like to make remarks when appropriate.

VI. ITEMS FOR APPROVAL

1. Vote on Potential Litigation involving 2026 Public Act 978

Chair Sullivan stated she would like to ask Wally Dietz to come up and summarize why we are here and what the goal is. President Kreulen stated we are here because 3 Board Members requested a Special Board Meeting and that is the premise for Commissioners requesting to vote on potential litigation involving 2026 Public Act 978 and engagement of litigation counsel.

Mr. Dietz stated he appreciates the Board's time and for coming in for a Special Board Meeting. He has a very important and very time sensitive issue to discuss. He stated as you know, they were in litigation against the State on the 2023 Act. It took over this Board and that lawsuit was successful and after 4 months of concern and confusion about which Board had authority, and the courts gave them an injunction reinstating this Board. Putting you back in power and putting the State appointed Board on the side. That has continued to be the case since October 31, 2023. They argued that case in the Supreme Court on February 12th. They had won a 3-0 opinion in the Court of Appeals so they had won that case at every level and the general consensus was that they were going to win at the Supreme Court. So 2 weeks after that argument the State legislative leadership filed new legislation on February 26th that provided for a takeover of all 4 Metropolitan Authorities and one Regional Authority. It took over Nashville, Memphis, Chattanooga, Knoxville, plus the Tri-Cities Regional Airport where the State appoints the majority of the Board on all those cases. That was passed and it was signed into law by the Governor about 3 weeks ago.

Mr. Dietz stated they have been working constantly since it started looking like the legislation might pass on what legal theories they have, on Metro, and what theories this Board may have on its own, independently of Metro. They have a lawsuit ready, and Metro will file based on Federal law. There is a new Federal law that is part of the FAA Reauthorization Act of 2024 that says essentially that if a legislature passes legislation to change the sponsorship of the airport, and it defines how you define that. If a legislature does that, the FAA will continue to recognize the existing Board until you consent, or there is a final judgment in litigation, or there is a settlement agreement. Those are the only 3 ways the State law can go into effect. They do not consent, there is no final judgment, and there is no settlement agreement. It is their position under Federal law that the State Board may not be seated. And they are filing in Federal Court and using that law to support their claim. It passed in 2024 and it was for exactly the situation and Congressman John Lewis, when he was still alive, drafted this law and it stayed in the works for four years and Senator Warnock in Georgia put it into the Authorization Act and it was passed in Committee and on the floor without debate. He stated it was clear that that law was designed for precisely this situation, so they are relying on that law. They plan to file in Federal court later today, possibly tomorrow morning, but he believes later today, and will ask for an injunction. They only have 20 days to get everything in front of the Court, get the Court situated, and let the State respond and give the Court time to issue an injunction. They are out of time. That is why he appreciates the Commissioners who asked for a special session today, because they think it is very important.

Mr. Dietz stated he is not the Board's lawyer, they have counsel here. He will introduce in a minute counsel who he hopes the Board will retain as their litigation counsel. Based on the law, he believes it is very important for MNAA itself to be a party and to join this lawsuit. It strengthens their case and it answers any questions of why isn't MNAA part of this lawsuit, which is something that was asked consistently several years ago. He is going to ask on behalf of the Mayor that you join the lawsuit.

Mr. Dietz introduced Philip Cramer, who is a very highly esteemed member of the Bar. Mr. Cramer has been in Federal and State Courts and had some of the most significant cases, and his colleague Campbell Haynes who has been at the US Department of Justice and is one of the stars of the Bar. Mr. Dietz stated that he does not have a relationship with them and have not been in litigation with them before, but he believes and his legal team believes they are exactly the right lawyers to represent the Board in this Federal Court and give them independent counsel with Federal Court experience. He wanted to introduce them and then the Board can carry on with any questions they have with them. Mr. Dietz stated is happy to answer questions.

Commissioner Glover asked if Metro will support a budget and pay for the litigation attorneys. Mr. Dietz replied he thinks it is not appropriate for Metro to pay for their lawyers, and stated you have money and you pay for lawyers routinely. He stated this Authority has lots of lawyers and he thinks it is appropriate for this Authority to pay for its legal counsel. Commissioner Glover asked what is the timeline, 20 days? Mr. Dietz replied 20 days from today at midnight this Board goes out of existence if we do not get an injunction. And to get an injunction they have to file the papers. They have declarations under penalty of perjury, they have exhibits, they have a complaint, they have a motion for a preliminary injunction and it has taken some time to put all of it together. They will file it today and ask the Court for an expedited schedule, asking the State to respond within a period of time, give them a very short period for a reply, and then hopefully provide the Court a week or so to make up its mind.

Commissioner Glover stated the Board has Board counsel, and asked Ms. Cindy Barnett, Board Counsel, if she is prepared if the Board agrees to be a party, and they should agree to be a party because if they do not they will not exist at the end of the month, would her firm file the lawsuit since she is Board counsel, or will they have a moment to review lawyers to represent the Board. Commissioner Glover stated she wants to start with Board Counsel first.

Ms. Barnett replied that handling litigation is outside the scope of their current engagement with the Board, so the Board cannot retain them. She has had internal discussions with her firm, whether we could handle this and the answer came back no because they have a long standing policy at their firm that they do not handle litigation matters against the government. She stated Mr. Dietz is aware of this because Metro has been a beneficiary of the same policy as is the State. Her firm cannot handle this litigation and she cannot advise the Board of litigation matters concerning this particular problem. She can advise the Board on how to do their job, answer any questions regarding due diligence, but on the legal issues that Mr. Dietz has presented, she cannot respond.

Commissioner Stevenson stated with respect to the underlying legal arguments that Mr. Dietz has talked about related to the Board’s involvement and the necessity for that involvement, Ms. Barnett has not provided an opinion to the Board and will not advise on this issue, is that correct? Ms. Barnett replied yes that is correct. Commissioner Glover stated that sounds problematic to her, that Ms. Barnett cannot give an opinion as Board Counsel. She understands that she will answer questions which is good, but she cannot give an opinion on whether they should do it or not, and that is problematic and forces them to get additional counsel.

President Kreulen stated he understands this is a Board issue and Board Counsel can provide them with advice, but these are not your attorneys, the Board has not hired these attorneys. These attorneys have been recommended by Mr. Dietz, and the Board, to his knowledge, has had no legal research done for them to know whether they have a strong case, weak case or what the risks are. Commissioner Glover asked what should they rely on. President Kreulen replied it just has not happened at this point, normally we would solicit an attorney and work with them if the Board was going to file a lawsuit. You have been told by Mr. Dietz that these are the lawyers the Board should hire and they have a very strong case, but no one at the Airport Authority has seen that case.

Commissioner Glover asked if we want to proceed with this, we will have to get counsel to proceed, and if we do not want to proceed we are fine. She added because we are out of time, and normally the process would be to discuss fees, and to find lawyers, but because we have 20 days, that kind of precludes a lot of what would happen normally. Chair Sullivan replied really less than 20 days, because we will need to get everything filed. Secretary Byrd stated the law was not put into effect and signed until May 22nd and the law basically terminates this Board's existence on June 30th. He stated this provision of the law basically prevents this Board from being removed. He stated it was passed by the Federal government as part of the FAA Reauthorization Act that states, if we object as a Board then we cannot be removed until we no longer object, there is a settlement of whatever lawsuit there may be, or settlement with the State. Commissioner Glover stated that is John Lewis. He stated that is John Lewis' law and he did it to protect exactly this sort of attack which goes on with respect to Atlanta, which has gone on with respect to Jackson, Mississippi and now going on with respect to this Airport and it has been going on. He stated we are fortunate in protecting ourselves and protecting Metro's interest in this airport and there has been a law passed in 2024 after the latest round of litigation, they moved forward to an Act, Section 757 of the FAA Reauthorization Act.

Secretary Byrd stated he believes that the Board needs to take action and he moves that the Board approve the engagement of Phil Cramer and Campbell Haynes and their firm, Sperling Kenney and Nachwalter ("Sperling Kenny"), as Board counsel for Metropolitan Airport Authority in connection with litigation involving the recent State legislation to vacate this Board at the end of this month. Commissioner Glover seconded the Motion.

Chair Sullivan stated she would like to have the potential attorneys speak. Campbell Haynes stated for those he has not had a chance to meet yet, he is a lawyer with Sperling Kenny in Nashville. He is here with his colleague, Phil Cramer, who runs Sperling Kenny's Nashville office. He stated he wants this to be a conversation so at any point they want to jump in and ask a question, please let him know. He stated at Sperling Kenny they are litigators and trial lawyers and have experience at the highest level of governments and in Federal Courts all across the country. He and Phil both started their careers as lawyers at the US Department of Justice where their jobs were to take on some of the biggest companies on the planet on behalf of the American people.

Mr. Haynes stated they continue to take on major cases for their clients during their private practice in Federal Courts all across the country. He just returned several weeks ago from a 6 week Federal jury trial in Boston against a major pharmaceutical company on behalf of clients of his firm. He thinks it is also important to say that he and Phil are proud Tennesseans. Before he went to law school he started his career working for Tennessee Governor Bill Haslam at the State Capital in the Tennessee Tower, and later during and after law school he worked for Congressman Cooper. Phil is active in the community and the local Bar and aside from his antitrust practice has deep experience litigating on behalf of both the people of Nashville and the people of Tennessee to vindicate their rights. He stated in short, they have a lot of experience in Federal Court, a lot of experience with big cases, have a lot of experience with the exact type or similar regulatory disputes like the one they are talking about today. In the interest of time, he is happy to take on any questions or dive deeper if needed.

Secretary Byrd asked if the Board could hear from Mr. Cramer.

Mr. Cramer stated it is an honor to be here. He stated that he is a frequent traveler and user and it is reassuring to be here in such good hands that this Authority is in and to sit through two Committee meetings. When his daughter graduated high school four years ago she wanted one of the parcels of carpet from BNA so that she knew when she came home she felt like home because when she saw that carpet when they traveled, she would associate that with being home. His experience in Federal Court has been over the last 25 years and he also teaches as an adjunct professor at the Vanderbilt University Law School. His job as he sees it, is not to either tell them what they want to hear or regurgitate what Director Dietz has said, but rather to be your counsel and to advise you on your legal rights and remedies, as well as risks and potential costs. He understands that if engaged that would be their obligation to you as counsel to this Board at least as currently constituted and facing what he understands to be the expediential threat of its eminent removal 20 days from now. They are prepared to jump on this case in conjunction with the litigation that Metro Nashville will be filing, he understands within the next 24 hours, and to represent this Board's interests in seeking preliminary injunction to preserve the status quo while this Board can consider its options under the FAA Authorization Act, including potential settlement or potential State Court litigation as per the law that both Commissioner Byrd and Director Dietz have described before this Commission.

Chair Sullivan asked if they have already prepared something for submittal. Mr. Cramer replied they have not prepared in a traditional sense in that they have not been retained by the Board yet, but they do have an in depth understanding of what is being prepared and what they could join in the event they are authorized to do so and that this Board decides to take that step.

Commissioner Stevenson stated the last time the Board retained counsel, they did an RFP and had a process, but she understands about Commissioner Glover's point about timing, and they do not have ability to vet counsel but they obviously know a lot about what the city is already doing and have some thoughts in mind about that. She asked if they could tell her about what information they have and what they are planning to propose to the Board related to these next steps because they have not directed them in any way and have not retained them but it seems like they already have some background on what is happening. Mr. Cramer replied yes, he will answer that in two parts, one is a process and one is substantive. From a process standpoint, once retained, obviously you are very familiar with attorney/client privilege and the ability to speak freely and confidentially about legal risks. They would be willing to do that with them once retained and in a session where that privilege could be protected. He stated in terms of substance, he would say that their independent judgment in reviewing the FAA Reauthorization Act and the State legislation at issue, they do not see a way that they can square the State legislation with the procedures that were first an original policy of the FAA and then modified by the FAA Reauthorization Act that was discussed previously.

Commissioner Farner asked if there are other airports affected doing the same? Mr. Cramer replied they are not aware of what Memphis, Chattanooga, Knoxville or the Tri-Cities may or may not be doing. He stated it is a good question and stated of course other airports may have interest in what is happening obviously same as Metro Nashville, but they are Nashvillians and here to potentially represent Metro Nashville Airport Authority. Commissioner Farner asked if they were involved in the previous litigation. Mr. Cramer replied they were not.

Commissioner Stevenson asked if they have represented Boards before in these circumstances. Mr. Cramer replied they have not, and stated as you might imagine this is a fairly unique circumstance. He stated the Federal law that they were referring to only came into effect in 2024. Commissioner Stevenson asked if they have an opinion as to any individual consequences for Board members that file lawsuits in this manner related to litigation. Secretary Byrd stated he believes it might be appropriate to move into Executive Session. Chair Sullivan replied they will need to retain them as Board Counsel and then have an Executive Session. Mr. Cramer stated he understands the question and the answer is yes.

Chair Sullivan asked do you envision the Board or all of MNAA would be the client. Mr. Cramer replied their client would be the Metropolitan Nashville Airport Authority and the Board would sign an agreement with them to be litigation counsel on behalf of them and they would be representing the Authority's interest and the Board's interest. Commissioner Glover asked what is the difference between last time and now? Mr. Cramer replied Commissioner Byrd explained some of the context but he would like to walk through it again. He stated as you all know this is not the first time the State has tried to take over this Board and Tennessee is not even the first to try to do something like this. Georgia and Mississippi both tried to do something similar and North Carolina with Charlotte Douglas tried to something similar more than a decade ago. In response to some of that, the FAA built a policy that they were talking about earlier that would basically freeze the status quo and if the existing Airport Authority did not consent to the transfer or change in sponsorship allow the parties to work it out, whether it be a settlement or litigation or whatever else. What Congress did in 2024, thanks to Congressman Lewis and Senator Warnock, is that they codified and expanded that policy and made it into a law. It is now a Federal law that gives this Board, they would argue, the ability to say no. If it would be helpful he can walk through some of that detail or analysis of the text of that, or he can wait and do it later.

President Kreulen stated he thinks it would be helpful for the Board to understand because there is a subtle difference what they are arguing on this new law with the Authority versus Jackson, Atlanta or Charlotte which are city airports. The State wanted to take them out of the City and make them Airport Authorities and that has been rejected. Currently this new law, if the attorneys are correct, are saying the authorities will now have the right to say I do not want to follow a change in the State law.

President Kreulen asked Mr. Cramer if that is accurate. Mr. Cramer stated it is not exactly how he would put it, but he is getting close to what he would say. He stated the Section 757 of the FAA Reauthorization Act of 2024 has a couple of things. First it says that an existing airport sponsor, an Authority like Metro Nashville has the ability basically to say no, to not consent to, and here he is quoting "any action that seeks to change the ownership, sponsorship or governance of or the operational responsibility for an airport like the authority". He would argue that this Authority has already done that through its previous vote to express its opposition to what the State has done. Second, what the law says is that only the FAA, not the State, has the legal authority to approve any change in sponsorship or operational responsibility. But what the law also says is that the FAA cannot approve a change where there is a disputed change of airport sponsorship. And a disputed change of airport sponsorship means where there is an existing authority like this one that has said no, we do not consent to this proposed transfer. There is such a disputed change here. Where there is a disputed change like that, what the law says is everything freezes, the status quo remains in place, and the FAA can only approve a change like that when it receives one of three things and Mr. Dietz referenced these earlier. One is written documentation that you say yes, so written documentation of consent; two, is a notice of a final judicial resolution of some kind;

or three, a legal binding agreement between the parties. The FAA, as far as they understand, have not received any of those things here. Stepping back a little bit, this law is consistent with the previous policy, but they also believe it is stronger in part because it is a law. He stated Congress' goal here was to prevent situations exactly like this Board finds itself in now in rushed State takeovers, exactly like the State is attempting to do here.

Commissioner Glover asked if they can stop and make a Motion to retain their law firm, and then go into Executive Session? Chair Sullivan asked if they have a Letter of Engagement. Mr. Cramer replied yes, he can pass out now or in a special session later. Chair Sullivan asked what does he recommend. Mr. Cramer stated some parts of the engagement letter will relate to attorney/client privilege and specific issues like that, so his recommendation is to go into special session and discuss it there and that they only discuss it with those who they might have attorney/client privilege with as part of this litigation. Chair Sullivan asked if any of the Board has questions. Chair Byrd said he moves the Motion. Commissioner Shute stated he thinks it is best served if they do vote to go into Executive Session. Chair Sullivan asked for a Motion.

Secretary Byrd stated the Motion is that we approve the engagement of Philip Cramer and Campbell Haynes and their firm, Sperling Kenny Nachwalter, as litigation counsel for Metropolitan Airport Authority in connection with possible litigation involving the recent State legislation to vacate this Board as of July 1, 2026. Commissioner Glover seconded the Motion.

President Kreulen stated regarding the Motion, he thinks it is important that one of the Commissioners asked Mr. Dietz if Metro is paying for this and he answered no. So the Board is voting to retain counsel, with no understanding of what the fees will be and the schedule related to this litigation and what the total cost will be. He has other issues to discuss from the CEO business perspective that there is no budget and there is no monetary limit and that is one of his biggest concerns with running the Authority. What are the limits. Metro is not willing to pay for this work, so MNAA will have to pay, and the concerns that he would like to share in a Memo for the Board that he is happy to pass out, that reflects not only his concerns, but the concern of the Airport Airlines Affairs Committee. MNAA has approximately 20 airlines here at BNA, 9 are signatories, those 9 signatories represent 96.1% of our flights. They do not want to see the Airport Authority get bogged down with this because of the cost and in addition to the cost, the amount of time that this will take away from our normal job of running a safe and efficient airport. That is his biggest concern, the Board takes action, and we will go from there, but here is an unknown cost and the ability to manage all of this on top of the billion dollars you saw earlier.

Mr. Dietz stated Commissioner Kreulen, President Kreulen corrected him – it is President Kreulen, he is not a Commissioner. Mr. Dietz stated he said a few of things that he would like to rebut. One was pointing out distinctions between Charlotte and Jackson and Nashville, and that is true. Each case is different and stands on its own two feet and has facts that are separate from theirs, but the law that Congress passed in 2024 deals exactly with this situation where a State legislature tries to change the governance and ownership and operations of an airport without your consent. This law cannot be clearer, it applies exactly to this situation. Second, he does not recall concerns about this Commission retaining outside counsel three years ago in the litigation in order to protect this Board in a way that did not support Metro's position. So, he did not hear that financial concern three years ago when outside counsel was brought in. The last thing is that they have worked night and day on this lawsuit with outside counsel and their legal bills at Metro will be ten times the Authority's legal bills. They have done so much of the work already, their lawyers will do a thorough independent review, but they have already done 90% of the work to get this in front of the Court and they will continue to take the lead. He does not think it is appropriate to raise the financial concerns here under these circumstances.

President Kreulen replied there is a reason Mr. Dietz does not run the Airport Authority and that he is the Director Law for Metro, and he is not debating his role, but as the President and CEO of MNAA he is obviously concerned with cost. In 2023 MNAA was trying to maintain a neutral standing and the only thing we had an interest in was land use to make sure we could control what is constructed around the Airport Authority. President Kreulen stated we were not taking a position at that time and his advice would be to not get between Metro and the State on this, but it is the Board's decision to make.

Chair Sullivan stated there has been a motion for approval and a second.

Chair Sulivan asked Ms. Saxman for a roll call:

Chair Sulivan – Yes

Secretary Byrd – Yes

Commissioner Stevenson – Abstained

Commissioner Glover – Yes

Commissioner Farner – Yes

Commissioner Shute – Yes

Commissioner Swartz – Yes

The motion passed with a vote of 6, 1 abstained.

2. Engagement of Litigation Counsel

Chair Sullivan suggested the Board go into Executive Session. Commissioner Stevenson asked for clarification on whether or not the current Board Counsel will be in the Executive Session. Ms. Barnett said she will not be in the Executive Session because she is not advising the Board on the litigation matter. Commissioner Stevenson stated that the only ones in Executive Session will be the Board. Chair Sullivan stated and the MNAA President and Counsel. President Kreulen stated the biggest concern he has is that the Board make sure that in accordance with Tennessee Code 8-44-101 and the Attorney General's opinion 80-168 all decisions and deliberations of the government body respecting litigation are subject to open meeting requirements. Whatever goes on needs to be debated and discussed in the public, if the Board is only talking litigation strategy for how we would attack 757 that would be an Executive Session. Mr. Dietz is not counsel for MNAA and it would be the Board Members and the airport staff.

Secretary Byrd stated he is happy to avoid the Executive Session and he would like to make a Motion that the Board authorize Sperling Kenny and Nachwalter to file litigation on behalf of Metropolitan Nashville Airport Authority to oppose and enjoin the implementation of the State legislation that vacates this Board on July 1, 2026.

Chair Sullivan asked if any of the other Board Members wanted to go into Executive Session. Commissioner Shute replied that earlier he thought Sperling Kenny said they would let the Board review the Letter of Engagement and that it is privileged. He would like to see it. He stated President Kreulen's points are well taken about the budget and the costs. He does understand and respect that. He would like to see what the hourly rates are going to be. He assumes that Sperling Kenny may have some type of overtime rate because of the schedule of 20 days that is involved and that the law firm will need to file something today or tomorrow and he would like to see what the Board is agreeing to.

Commissioner Glover asked if the Executive Session is a yes or no. President Kreulen replied he thinks the Chair was still asking if they want to, and that several Board members do want to go into Executive Session. He reminded the Board that the Board's Letters of Engagement are public documents. If they decided to retain counsel and go into Executive Session to review the Letter of Engagement eventually that Letter of Engagement will be executed and become part of our public records. Commissioner Glover asked if they would need to come back and put it on the record. President Kreulen replied yes, if it is executed.

Secretary Byrd made a motion to go into Executive Session and Commissioner Farner seconded the motion.

Chair Sulivan asked Ms. Saxman for a roll call:

Chair Sulivan – Yes
Secretary Byrd – Yes
Commissioner Stevenson – Yes
Commissioner Glover – Yes
Commissioner Farner – Yes
Commissioner Shute – Yes
Commissioner Swartz – Yes

The motion passed with a vote of 7 to 0.

Secretary Byrd asked what is the scope of the Executive Session and who is allowed in the Executive Session. Ms. Barnett replied that the importance of the Executive Session is that the attorneys you are retaining can advise you of this, but it is to protect the privilege of what is discussed. Secretary Byrd stated so we only have the Board Members present which means we probably need to empty the room. President Kreulen stated in the past we have asked the MNAA Staff that is not required for this and the spectators and public to leave. The President and CEO normally stays and the MNAA Counsel. He stated the Board voted for litigation counsel for the

Board and now if the Board wants to look at the Letter of Engagement and discuss litigation, and the counsel will represent the Airport Authority, and the Authority is the President & CEO and related MNAA staff.

Commissioner Stevenson stated there are a lot of cameras, microphones and other equipment in this Board room, would it be best for the Executive Session to move to another room. President Kreulen replied yes, we can move to the Nashville Conference Room next door. Commissioner Glover stated their attorney/client privilege may be compromised, and asked what staff will attend the Executive Session. President Kreulen replied the legal counsel for the Airport Authority and himself because if the litigation counsel is representing the Board and the Airport Authority, then the Airport Authority should be part of this.

Secretary Byrd stated he is concerned about a potential conflict if the airport staff, if they are replaced and there is a new Board in place and they continue to advise them, does that interfere with the attorney/client privilege. Mr. Cramer stated he thinks it is a question that is probably best addressed in Executive Session and he suggests they start with the President and counsel and then advise on the risks and attorney/client privilege issues attending to those that are in the room and then this Board can make that decision as to who may or may not be in the room.

President Kreulen stated and that is the reason when the Board returns to session, he has a Memo, and if the intent of the Board because of a perceived conflict is to say that the President and CEO cannot be in this deliberation for the Airport Authority and neither can legal counsel, are we now the Board per the Bylaws or are we deviating from broad policies to the day-to-day operations of the Authority and the CEO does not have the power to know what is going on, other than writing a check. Chair Sullivan stated the attorneys said we would start with the CEO and counsel. Mr. Cramer replied he thinks this is fairly unprecedented, except it has happened before, but this is a fairly unusual situation calling for Executive Session because of the nature of the State law that could essentially terminate the current Board in 20 days. The last thing he wants to do and the last thing the Board wants to do is interfere with the continuing operations of this excellent facility and they do not want to do anything that would either compromise that or potentially compromise the attorney/client privilege that would be best for this Board.

President Kreulen stated the only thing he would share is he completely understands the counsel's concern and the Airport Authority continued to operate in 2023 for those several months and we followed the law, and we resumed operations again after October 31st. The Airport Authority, himself and MNAA Staff is not against the Airport Authority Board and we have the 56 year history, Friday will be the 89th Birthday for BNA, and we are here to run an efficient airport. That is all we are here to do and make sure we are knowledgeable of what we have to do to run the airport.

Chair Sullivan temporarily adjourned the Special Board Meeting and sent the Board into Executive Session at 10:59 a.m.

Chair Sullivan returned to the Special Board Meeting at 12:00 p.m.

Chair Sullivan asked for a motion. Secretary Byrd made a motion to authorize Sperling Kenny Nachwalter to file litigation on their behalf to oppose and join the litigation against the State legislation to vacate this Board on July 1, 2026. And set a fee level, between now through June 30, 2026 to implement this litigation and the maximum exposure to the Board of $100K until it is finally approved, and after further review authorize the execution by the Chairman of the retainer agreement and that Nancy Sullivan be the designated point of contact and the responsible person to represent the Board and MNAA in this litigation and be able to direct our counsel on how to proceed. Commissioner Shute seconded the motion.

Commissioner Stevenson stated she would like to thank the Chair for the opportunity to have this discussion and she appreciates the Executive Session and her thoughtfulness in this process. For her, from a standpoint of understanding all the pros and cons and researching all of the issues, she would appreciate all the folks that came before us and she would prefer for her to have independent counsel on it just to understand the issues better. But she realizes there is not time for that, and understand that as a Board we have to do this quickly and other Board Members will have the ability to weigh in on that as well. For her she appreciates the thoughtfulness of all this and also understands that there are a lot of questions she still has and those questions and concerns about the that lack of opinion from official independent Board counsel and she just wanted to state that for the record.

President Kreulen stated he appreciates the Board's willingness to listen to the CEO talk about the business side of the house. He presented a Memorandum for the Record to the Commissioners explaining his concerns for the litigation of Metro versus State. His focus in this Memo is to acknowledge that is it his responsibility to actively manage the business of the Authority which includes managing, operating, financing and maintaining the airport. He appreciates the Board setting limits for the litigation budget at least through June 30, 2026. He wants to make sure that the Board understands that his focus is on safety and security and to continue to develop this airport and he does not want to divert all of his time and attention to this litigation between Metro and State and now the Board.

President Kreulen stated his concerns on diverting of the revenue and the charges that get passed on to various tenants is something he will have to deal with and he will do the best he can to do that. He appreciates Ms. Barnett, Board Counsel, as well and everything she has done for MNAA up to this point. He will work with on Item Number 7, the Operating Budget, and requests for additional appropriations may be submitted by the CFO to the Board for approval to support this $100K through the end of this fiscal year. When we move forward again, on the business side that he is providing his comment to, and the passengers probably do not know who he is or who most of the staff are, they just want the flights to arrive on time and depart on time, and they want their bags. He and the Staff will continue to work on these and he knows the Board is familiar with the number of airlines and their concerns for our costs, higher expenses, higher ticket prices and when you are competing with other airlines, the airlines can choose where they want to go to make more money. He does not want this to happen here at Nashville since we are growing and the service continues to be outstanding here and we have some international trips we may be making soon. He thanked the Board of Commissioners for giving him the opportunity to chat about this.

Chair Sullivan thanked President Kreulen and stated the Board has some of the same concerns regarding the budget and they are going to do everything they can to reduce any costs associated with this, hopefully in the long run by maintaining the same Board and not flipping between them will overcome any of those costs.

Commissioner Glover stated in order for her to participate in something she has to believe firmly in it and she firmly believes that this Airport Authority works in the best interest of the airport and the city of Nashville and all of this. So having said that, she thinks we are doing the right thing to retain counsel to move forward with this.

Commissioner Shute said reading over President Kreulen's Memorandum, he recognizes that the Airport Authority may not have been created to dispute certain points; however, there is Federal litigation that clearly designates them and gives them proper standing to take action whether it be litigation or sending communication to the FAA. He stated also it recognizes in the Memo that it addresses that Board counsel has not been asked to conduct legal research and he believes Board Counsel mentioned today that she would not be in the position to offer such counsel. And so, understanding the circumstances they are currently in and the timeline they have, the Commissioners that have been appointed are making the most informed decision that they can with the facts that they have to be able to preserve the status quo of this airport to continue to work that you have done President Kreulen. He thinks it is important for that to be on the record, that the Commissioners are not taking these actions lightly and they are not taking it for any reason to impede the progress of the airport but it is just to continue the plans that have been laid out for them to continue to move forward.

Chair Sulivan asked Ms. Saxman for a roll call:

Chair Sulivan – Yes
Secretary Byrd – Yes
Commissioner Stevenson – Abstained
Commissioner Glover – Yes
Commissioner Farner – Yes
Commissioner Shute – Yes
Commissioner Swartz – Yes

The motion passed with a vote of 6, 1 abstained.

President Kreulen concluded the presentation.

VII. ADJOURN

There being no further business brought before the Board, Chair Sullivan made the motion to adjourn, and Secretary Byrd seconded the motion, which carried by a vote of 7 to 0. Chair Sulivan adjourned the meeting at 12:09 p.m.

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Andrew Byrd, Board Secretary

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

Date:	June 17, 2026	Location:	Metropolitan Nashville Airport Authority Tennessee Boardroom
Time:	1:00 p.m.		

Board Members Present:	Nancy Sullivan, Chair; Andrew Byrd, Secretary; Joycelyn Stevenson, Glenda Glover; Glenn Farner, Marcus Shute, Jr., and Steve Swartz
Board Members Absent:	None
MNAA Staff & Guests Present:	Doug Kreulen, Cindy Barnett, Josh Powell, Trish Saxman Marge Basrai, Zach Blair, Adam Bouchard, John Cooper, Kristen Deuben, Adam Floyd, Traci Holton, Eric Johnson, Chief Kreppein, Carrie Logan, Rachel Moore, Ted Morrissey, Stacey Nickens, Brandi Porter, Robert Ramsey, Chris Saunders, Puneet Vedi, and Charlotte Weatherington

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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 Sulivan called for a motion to approve the Minutes of the April 15, 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 Stevenson.

Chair Sulivan asked Ms. Saxman for a roll call:

Chair Sulivan – Yes

Secretary Byrd – Yes

Commissioner Stevenson – Yes

Commissioner Glover – Yes

Commissioner Farner – Yes

Commissioner Shute – Yes

Commissioner Swartz – Yes

The motion passed with a vote of 7 to 0.

IV. CHAIR'S REPORT

Chair Sulivan did not have a Chair's report.

V. PRESIDENT'S REPORT

President Kreulen stated on May 20, 2026, he and Josh Powell, SVP, Chief Strategy Officer, joined the Nashville Convention & Visitors Corp (CVC) to celebrate Nashville's official selection as a Super Bowl host city. CVC hosted a major press conference at Nissan Stadium for the official announcement that outlined ambitious plans for the game, as Nashville prepares to host the biggest event in NFL history. Because this will be the first Super Bowl held in Music City, the CVC and local leaders previously sent delegations to study operations and community impact at Super Bowl LX (which took place in the San Francisco Bay Area) to apply those best practices to the 2030 event. BNA will be in a very good spot for the Super Bowl in 2030.

Commissioner Glover asked if President Kreulen is able to get tickets. President Kreulen replied that was part of the announcement that Speaker Jim Nance stated that he has a running bet on how many people will ask him for tickets.

President Kreulen stated BNA held their annual Safety Day on May 28, 2026. This event was planned by the Operations Safety Team who had vendors on site for on-hand demonstrations. He presented the Commissioners with a headlamp that was given out at the event.

President Kreulen stated the Central Core enhancement is underway. MNAA Communications Team has sent out BNA videos, enhanced signage, dedicated webpage, local media outreach, social media influencers and additional on-site staff preparing for the event. He stated he was at a Chambers Partnership 2030 event and had several people tell him they appreciate the signage we provide when they are traveling through BNA.

President Kreulen stated in May, DPS officers responded to 231 medical calls throughout the terminal including aboard aircraft, terminal incidents and mental health support; an increase of 30% compared to April's medical calls of 177. He gave special thanks to the DPS officers, staff, and the Airport Communications Center for their dedication and hard work in ensuring everyone's safety.

President Keulen announced the Japanese national soccer team, Samurai Blue, has chosen Nashville as its base camp for the 2026 World Cup in North America. Japan has high expectations for the tournament as it looks to qualify for the quarterfinals for the first time ever. Japan will live and train in Nashville in between matches, and a number of Japanese media and fans have also taken up residence in the city. The first game was very exciting, and Samurai Blue waited until the 88th minute to tie it up and their next game will be Saturday. President Kreulen stated the other team that flew out of BNA was the Spanish Team and they are staying in Chattanooga.

President Kreulen stated BNA continues to be ranked among the Nation's Best Airport. In a recent AirHelp survey BNA ranked #7 in the U.S. and #61 globally.

President Kreulen stated on June 12, 2026 the MNAA Staff gathered to celebrate BNA's 89th Birthday with custom shirts to commemorate the milestone.

President Kreulen presented two photographs of BNA garage lights supporting Team USA's first FIFA World Cup Match. And then presented two more photographs showing BNA's support of Japan's National Team, Samurai Blue, with the garage lit up blue lights.

President Kreulen stated the FY26 BNA Passenger Forecast tracks our growth at 7.6% bigger than we were last year. BNA will set another record year, rounding up to 26.7M passengers, approximately 73K passengers daily. For the past 10 years, we have added 1.2M passengers per year. A lot has to do with Southwest Airlines crew base and they are bringing more passengers in and out of BNA.

President Kreulen stated he has a CEO follow up from the Operations Committee for the On-Call Airfield Pavement Repair. He presented a diagram showing the Terminal Apron has approximately 8,800 concrete panels, and the approval item that will be presented today, there are about 200 panels out of the 8,800. As this is going on, we have to shut down one gate at a time for a few days to complete the work and then move to another area. He stated areas that have high volume of traffic, will fail earlier. Most of the pavement was put in 20 – 30 years ago, and so as we see failures come up those On-Call contracts are very helpful.

President Kreulen stated he sent FAA a letter letting them know that their new Air Traffic Control Tower ("ATCT") was not located in a site that was conducive to us. Instantaneously they were not thrilled with our letter, and the COO, Mr. Adam Floyd, and his team visited with FAA with a presentation to explain to them the challenges that Nashville has with the runways. He will present a couple of slides to explain. President Kreulen presented a diagram showing our four current runways, 3 of which are North/South, going into the wind, because the winds in Tennessee are in that direction. The Runway 2C/20C is 31 years old and we are starting to see some failures that indicate we need to replace it. If we close that runway and the FAA says we can extend that runway then we are down to 2 runways, and if they put the tower on the 3rd runway, then we are down to 1 runway. We cannot do 850 jets a day on one runway without seeing significant losses in productivity and air service.

President Kreulen stated we put together a presentation to show the FAA exactly what we are concerned about operationally and help them understand this is a multi-year challenge. First we have four runways, all safe and operating as designed. We plan to design the reconstruction of the center runway. He noted the yellow box on the slide that states the Staff will return to the Board to change the FY27 Capital Improvement Budget in either July or August. The plan is to close the center runway, finish design and begin reconstruction and we should not see any real restrictions in operations. Once that runway is closed, we believe the FAA will accelerate the environmental review of this longer runway, and if completely early, we will be able to start roadwork that will not impact runways. We will have the center runway closed, but the roadwork we are doing will not affect the planes coming into Nashville during that time period. The intent is to get a headstart on getting the longer runway going. Next we will go back and close the flying portion of the runway and start moving it across Murfreesboro Road. Then we will go from an 8,000 foot runway to 11,500 foot runway. He will have a map of the globe and present to the upcoming Board meeting as to why that is so important to us. One runway at a time will allow us to do the center runway, then jump over to the Western most runway and lengthen for Asia service, and then once that is complete, close that runway and put the new ATCT which is almost double the height of the current tower of 168 feet, the new tower will be 344 feet tall. We will be able to operate with those 3 runways without any issues, and then Nashville 20 years from now will start looking at the 4th parallel. It is always hard to write a letter to make sure everyone understands the intent of the letter, but we definitely go their attention, but that also got us the business that we needed on that title slide to talk with the FAA. The good news is that the FAA is on board, they have a new Deputy Administrator for Airports, Dan Edwards and he understands exactly what we are doing.

Secretary Byrd asked what is involved in detouring Murfreesboro Road and when is that projected to occur? President Kreulen replied Murfreesboro Road has a lot of cars on it, and it will be a challenge to lower the road, and put a tunnel on top of the road, and also to move traffic. We will work with TDOT and NDOT and figure out how to route traffic. There is part of BNA property that will be the detour road. He stated it is our responsibility to “do no harm” when we build to handle the volume of traffic. Secretary Byrd asked when will the construction process begin? President Kreulen replied this will go on for several years and once the bypass is working, then we can close the original Murfreesboro Road, lower the road, put a tunnel on top of the road and open it back up. Secretary Byrd asked if the tunnel is for vehicular traffic. President Kreulen replied today the center runway is on top of the tunnel, and cars are going in the tunnel, and once complete there will be tunnels and traffic will be going under two of our runways. We are supportive of the ATCT tower moving there because it might be how we connect the two terminals or have additional ground support.

President Kreulen presented the Board 30-day Outlook for July and stated there are 2 items for approval planned for the Operations Committee and 3 information items. The Finance Committee also has 2 approval item and no information items. The Management Committee meeting has 2 approval items.

The Committee 60-Day Outlook for August has 3 items for approval in the Operations Committee. The Finance Committee has 1 approval item and 3 information items. The Management Committee has 4 information items at this time. The change to the CIP is not yet listed.
President Kreulen concluded the President’s update.

VI. ITEMS FOR APPROVAL

1. CONRAC/Garage/TARI Ph 3.2 CGMP 3 of 6 – Enabling/Clearing Footprint (Operations)

President Kreulen introduced Traci Holton, VP, New Horizon, to brief the Commissioners on the CONRAC/Garage/TARI Ph 3.2 CGMP 3 of 6. Ms. Holton stated this project is for the CGMP 3 scope to clear the footprint for the construction of the new CONRAC and Parking Garage D, including grading and paving for temporary detour roads, construction of a new intersection at Terminal Drive/Donelson Pike, and installation of new underground utilities and drainage. This contract total cost is $130,000,000 NTE with Messer Sundt JV.

Ms. Holton requests the Board of Commissioners authorize the Chair and President & CEO to execute Amendment CGMP3 $130,000,000 NTE.

Commissioner Stevenson stated this was presented to the Operations Committee on June 10, 2026 and the Operations Committee voted 3 to 0 to recommend approval to the Board and made a motion for approval. Secretary Byrd seconded the motion.

Chair Sulivan asked Ms. Saxman for a roll call:

Chair Sulivan – Yes
Secretary Byrd – Yes
Commissioner Stevenson – Yes
Commissioner Glover – Yes
Commissioner Farner – Yes
Commissioner Shute – Yes
Commissioner Swartz – Yes

The motion passed with a vote of 7 to 0.

2. Amendment 2 to Professional Services Contract for Concourse A Reconstruction (Operations)

Ms. Holton stated the Amendment 2 to the Professional Services Contract for Concourse A Reconstruction is for Fentress Architects to design Concourse A Reconstruction and as part of the Central Core design and modeling efforts it has an additional escalator is needed just outside of security that goes from the ticket level to bag claim. This amendment is for $1.2M.

Ms. Holton requests the Board of Commissioners authorize the Chair and President & CEO to execute Amendment 2 to the professional service contract to Fentress Architects in the amount of $1,200,000.

Commissioner Stevenson stated this was presented to the Operations Committee on June 10, 2026 and the Operations Committee voted 3 to 0 to recommend approval to the Board and made a motion for approval. Secretary Byrd seconded the motion.

Chair Sulivan asked Ms. Saxman for a roll call:

Chair Sulivan – Yes

Secretary Byrd – Yes

Commissioner Stevenson – Yes

Commissioner Glover – Yes

Commissioner Farner – Yes

Commissioner Shute – Yes

Commissioner Swartz – Yes

The motion passed with a vote of 7 to 0.

3. Construction Contract for Airfield Perimeter Road Repairs (Operations)

President Kreulen introduced Puneet Vedi, VP, Airport Capital Development, to brief the Commissioners on the Construction Contract for Airfield Perimeter Road Repairs. Mr. Vedi replied the Construction Contract for Airfield Perimeter Road Repair is for asphalt repair and reconstruction of the airfield perimeter road, between the north and south cargo aprons. On March 16, 2026 an Invitation to Bid (“ITB”) was advertised and we received 1 bid from Jones Bros. Contractors, LLC in the amount of $776,699.35. The contract start date is August 2026 and end September 2026.

Mr. Vedi requests the Board of Commissioners authorize the Chair and President & CEO to execute the proposed construction contract with Jones Bros. Contractors, LLC in the amount of $776,699.35.

Commissioner Stevenson stated this was presented to the Operations Committee on June 10, 2026 and the Operations Committee voted 3 to 0 to recommend approval to the Board and made a motion for approval. Secretary Swartz seconded the motion.

Chair Sulivan asked Ms. Saxman for a roll call:

Chair Sulivan – Yes

Secretary Byrd – Yes

Commissioner Stevenson – Yes

Commissioner Glover – Yes

Commissioner Farner – Yes

Commissioner Shute – Yes

Commissioner Swartz – Yes

The motion passed with a vote of 7 to 0.

4. Contract Limit Increase for Airfield Pavement Repair (On-Call) (Operations)

Mr. Vedi stated the Contract Limit Increase for Airfield Pavement Repair is for the airfield pavement repair On-Call Contract Change Order to increase the contract's annual limit from $10M to $15M to accommodate schedule-critical projects. This item was approved by the Board on November 20, 2024 after a competitive selection. The current year 2 dates of this On-Call starts on December 10, 2025 and ends December 9, 2026. As of May 26, 2026, we have task orders of approximately $8.7M leaving a balance of $1.3M. The engineering team has identified 3 projects with this On-Call, Terminal Apron Reconstruction, T/W Juliet Repairs and T/W T3 Initial Demolition.

Mr. Vedi requests the Board of Commissioners authorize the Chair and President & CEO to execute the proposed increase in the construction contract limit from $10M to $15M for Year 2 of the contract with Hi-Way Paving, Inc.

Commissioner Stevenson stated this was presented to the Operations Committee on June 10, 2026 and the Operations Committee voted 3 to 0 to recommend approval to the Board and made a motion for approval. Secretary Byrd seconded the motion.

Chair Sulivan asked Ms. Saxman for a roll call:

Chair Sulivan – Yes

Secretary Byrd – Yes

Commissioner Stevenson – Yes

Commissioner Glover – Yes

Commissioner Farner – Yes

Commissioner Shute – Yes

Commissioner Swartz – Yes

The motion passed with a vote of 7 to 0.

5. FY27 Commercial Insurance Policies Renewal (Finance)

President Kreulen introduced Kristen Deuben, VP, Deputy Chief Financial Officer, to brief the Commissioners on the FY27 Commercial Insurance Policies Renewal. Ms. Deuben stated she is seeking approval of the renewal of the FY27 Commercial insurance Policies that are expiring on July 1, 2026. The total amount being request is a not to exceed amount of $5,849,016 which is a projected 5.3% increase above the prior year executed premium and it is within our FY27 insurance expense budget. The key reasons are that we are expecting our property insurance to decrease as our total insured value of assets are decreasing due to the demolition of Concourse A and are offset by the increase of the replacement values on the current assets. The automobile insurance increased to $157K as coverage remains difficult nationwide. Management Liability insurance increased to $394K based on some open claims. The Pollution Legal Liability increased as this represents the first year of a three-year policy which will be paid in full in 2027.

The Finance Committee requests the Board of Commissioners 1) approve the FY27 commercial insurance policies renewal at a NTE amount of $5,849,016, and 2) authorize the President and CEO to execute the FY27 policies through Marsh.

Secretary Byrd stated this was presented to the Finance Committee on June 10, 2026 and the Finance Committee voted 3 to 0 to recommend approval to the Board and made a motion for approval. Commissioner Shute seconded the motion.

Chair Sulivan asked Ms. Saxman for a roll call:

Chair Sulivan – Yes

Secretary Byrd – Yes

Commissioner Stevenson – Yes

Commissioner Glover – Yes

Commissioner Farner – Yes

Commissioner Shute – Yes

Commissioner Swartz – Yes

The motion passed with a vote of 7 to 0.

6. First Amendment to Valet Services Management Contract (Finance)

President Kreulen introduced Adam Bouchard, VP, Operations and Facilities to brief the Commissioners on the First Amendment to Valet Services Management Contract. Mr. Bouchard stated this First Amendment will amend existing Valet Services Management agreement to add one additional year to the term and amend the Management Fee. Reimbursable expenses under this Agreement are included in the FY27 O&M budget. Under this Agreement, LAZ provides customer service staff, valet office support, drivers to shuttle vehicles, and overall management of our valet parking services. This Amendment is necessary to ensure we have operational continuity until new solicitation is completed and brought to the Board in 2027. The proposed Amendment includes a Management Fee escalation of 3% year over year and the term of the Amendment is one year with no renewal options. The total management fee is $576,800. Reimbursable expenses under this Agreement were included in the FY27 O&M Budget approved by the Board back in April.

The Finance Committee requests the Board of Commissioners 1) approve and accept the proposed amendment with LAZ Parking Georgia, LLC and 2) authorize the Chair and President & CEO to execute the proposed Contract amendment.

Secretary Byrd stated this was presented to the Finance Committee on June 10, 2026 and the Finance Committee voted 3 to 0 to recommend approval to the Board and made a motion for approval. Commissioner Glover seconded the motion.

Chair Sulivan asked Ms. Saxman for a roll call:

Chair Sulivan – Yes

Secretary Byrd – Yes

Commissioner Stevenson – Yes

Commissioner Glover – Yes

Commissioner Farner – Yes

Commissioner Shute – Yes

Commissioner Swartz – Yes

The motion passed with a vote of 7 to 0.

7. Amendment to Public Parking Facilities Agreement (Finance)

Mr. Bouchard stated the Amendment to Public Parking Facilities Agreement is to add one additional year to the term. He stated this is with LAZ Parking Georgia, LLC, and under this Agreement they provide customer service staff to support maintenance and other tasks to ensure smooth operations of all of the public parking facilities here at BNA. This Amendment is also necessary to ensure we have operational continuity until a new solicitation and agreement is brought to the Board early next year. This Amendment does add additional custodial scope to the original agreement and there is a management fee increase as a result of this added scope. This amendment will last one year with no renewal options and the total management fee is $513,939. Reimbursable expenses under this agreement were included in the FY27 budget approved by the Board in April.

The Finance Committee requests the Board of Commissioners 1) approve and accept the proposed amendment with LAZ Parking Georgia, LLC and 2) authorize the Chair and President & CEO to execute the proposed Contract amendment.

Secretary Byrd stated this was presented to the Finance Committee on June 10, 2026 and the Finance Committee voted 3 to 0 to recommend approval to the Board and made a motion for approval. Commissioner Shute seconded the motion.

Chair Sulivan asked Ms. Saxman for a roll call:

Chair Sulivan – Yes

Secretary Byrd – Yes

Commissioner Stevenson – Yes

Commissioner Glover – Yes

Commissioner Farner – Yes

Commissioner Shute – Yes

Commissioner Swartz – Yes

The motion passed with a vote of 7 to 0.

President Kreulen stated he would like to present a slide that shows the roadways at BNA. He presented a slide that shows the existing terminal loop that is 1 mile oval that is 2 lanes wide that comes out the garages and wraps back around. There is a new terminal drive that is a 2 mile oval and 6 lanes wide. The slide showed by the existing loop and the new loop. He stated MNAA will spend $400M to build the new roads and it is a big investment to keep up with Nashville's growth.

Chair Sullivan asked if the cell phone lot will be moved. President Kreulen replied it is located off of Murfreesboro Rd. and today employee parking if 1.6 miles away and the new employee lot will be .6 miles and the benefit is that is will no longer be on Donelson. When the employees move from the old employee lot, we will put a tunnel and then the cell phone lot may move.

President Kreulen concluded the presentation.

VII. ADJOURN

There being no further business brought before the Board, Chair Sullivan made the motion to adjourn, and Secretary Byrd seconded the motion, which carried by a vote of 7 to 0. Chair Sulivan adjourned the meeting at 1:38 p.m.

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Bobby J. Joslin, Board Secretary

STAFF ANALYSIS
Board of Commissioners

Date: July 15, 2026

Facility: Nashville International Airport (BNA)

Subject: Arts at the Airport Foundation Board of Directors Appointment

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I. Recommendation

Staff requests the Board of Commissioners:

1) Approve the appointment of Samantha Saturn to the Arts at the Airport Foundation Board of Directors (Foundation Board), this appointment will be filling a vacancy and would be effective August 1, 2026 with term ending December 31, 2028.

II. Analysis

A. Background

Pursuant to Tenn. Code Ann. § 42-4-101, *et seq*., the Metropolitan Nashville Airport Authority (MNAA) has the power to do all things necessary to operate a public airport, including strengthening the positive reputation of Nashville International Airport (BNA) in the community, enhancing the airport environment and the experience of travelers and visitors to BNA through, without limitation, visual and performance art. To accomplish this mission, The Arts at the Airport Foundation (Foundation), a general welfare corporation, was created in 1988, for the purpose of facilitating the visual and performance arts in the airport for the benefit of travelers and visitors to BNA.

The MNAA Board has the authority to confirm directors to the Foundation Board. The Foundation Board is composed of 15 members, appointed to serve a three-year term.

B. Impact/Findings

There are currently two vacancies on the Foundation Board. The Foundation Board voted on June 3, 2026 to nominate one person to fill one of the vacancies. The nominee for this vacancy is being submitted by the Foundation Board to the MNAA Board for approval. Staff support this recommendation. This individual has a strong interest in the visual and performing arts in the Nashville region. The nominee is a recognized civic/business leader in the community with a field of interest and expertise that will strengthen and add diversity to the Foundation Board. If approved, this nominee will be appointed to the Foundation Board.

The Foundation Board continues its efforts to identify and evaluate additional qualified candidates to fill the remaining vacancy. The Foundation Board will submit a nominee to the MNAA Board for consideration and approval at a future date.

Recommended nominee:

Samantha Saturn is a Nashville native and the co-founder of Artville, Nashville's own public art festival. She has a long history of board and advisory service spanning Watkins School of Art and Design, Gilda's Club of Middle Tennessee, and most recently as a consultant to the Tennessee Titans on their stadium art initiatives. Rooted in her passion for visual arts, Samantha has spent her career working to make visual art more accessible and woven more intentionally into the fabric of community life in Nashville. Under her leadership, Artville has delivered more than $450,000 in direct artist grants to artists and arts groups over the past three years, and in 2025 activated Downtown's Walk of Fame Park with large-scale installations for over 15,000 attendees.

Alongside her festival and civic work, Samantha brings over 25 years of executive marketing leadership in arts and music. She was founding CMO at Artspace.com, a leading marketplace for contemporary art acquired by Phaidon Books, and most recently spent eight years as Chief Marketing Officer at SESAC, one of the world's leading performing rights organizations. Her career spans arts administration, brand building, and the music industry, giving her a broad perspective on how Nashville artists can best represent our city, and inspire visitors from around the world at the BNA Airport. She lives in Nashville with her husband Steve Kravitz, her teenage children Zander and Natalie, and her dog Pepper.

C. Strategic Priorities

- Invest in BNA and/or JWN

D. Options/Alternatives

The MNAA Board can elect not to approve the submitted recommendation for appointment to the Foundation Board and request that the Foundation Board present a new nominee.

III. Committee Review

This item was presented to the Operations Committee on July 8, 2026. The Operations Committee voted 4 to 0 to recommend approval to the Board of Commissioners.

STAFF ANALYSIS
Board of Commissioners

Date: July 15, 2026

Facility: Nashville International Airport (BNA)

Subject: Construction Contract for Terminal Apron Reconstruction – T/W Yankee/Zulu (Gate C4) Project No. 2505M

I. Recommendation

Staff requests that the Board of Commissioners:

1) Accept the Schedule 1 bid by Hi-Way Paving, Inc. for the construction of the Terminal Apron Reconstruction – T/W Yankee/Zulu (Gate C4) project, and;

2) Authorize the Chair and President and CEO to execute the construction contract with Hi-Way Paving, Inc. for the amount of $3,733,407.50.

II. Analysis

A. Background

As the Nashville International Airport has continued to grow, both in aircraft size and frequency of operations, the terminal apron has continued to deteriorate. A 2024 pavement analysis confirmed that much of the apron has reached the end of its structural life and requires full reconstruction. Concurrently, the Central Ramp Expansion (CRE) project will close part of T/W T4 at T/W Zulu and Yankee for new ramp work and the addition of T/W G4. This area is already slated for full-depth reconstruction, and the project has been designed and bid to capitalize on the CRE closure to complete needed apron improvements.

On May 18, 2026, an Invitation for Bids for the above referenced project was advertised.

On June 18, 2026, two (2) responsive bids were received from Hi-Way Paving, Inc. and from The Harper Company. Bid amounts are provided in the table below:

Contractor	Schedule 1
Hi-Way Paving, Inc.	$3,733,407.50
The Harper Company	$4,192,844.40
Engineer’s Estimate	$4,336,778.75

Hi-Way Paving, Inc.'s Schedule 1 bid was approximately 13.9% lower than the Engineer's Estimate and 11.0% lower than the next responsive bidder, The Harper Company.

The Engineer of Record has reviewed the qualifications and work experience of Hi-Way Paving, Inc. and considers them capable of performing the work.

The Metropolitan Nashville Airport Authority (MNAA) and Engineer of Record, Kimley-Horn, have evaluated the bids and determined the bid from Hi-Way Paving, Inc. to be responsive and responsible and recommend award of Schedule 1 to Hi-Way Paving, Inc.

Impact/Findings

Contract Start Date:	July 2026
Duration of Contract:	134 Calendar Days
Contract Completion Date:	January 2027
Total Contract Value	$3,733,407.50
Funding Source:	100% Bonds/Credit Facility

B. Strategic Priorities

- Invest in BNA
- Plan for the future

C. Options/Alternatives

Do Nothing: The "Do Nothing" option will result in the continued deterioration of the terminal apron at the intersection of T/W T4 and T/W Yankee/Zulu. Without some form of rehabilitation, the concrete apron will deteriorate to the point that the apron around T/W T4 will be unusable, forcing the gate itself to close. Also, failing to complete this work during the CRE construction that closes this area already will result in additional closings of the terminal apron at T/W T4.

III. <u>Committee Review</u>

This item was presented to the Operations Committee on July 8, 2026. The Operations Committee voted 4 to 0 to recommend approval to the Board of Commissioners.

STAFF ANALYSIS
Board of Commissioners

Date: July 15, 2026

Facility: Nashville International Airport (BNA) – Gassaway Building (“Gassaway”)

Subject: Lease Agreement by and between the United States of America, acting by and through the Federal Aviation Administration (“FAA”), and the Metropolitan Nashville Airport Authority (“Authority”).

I. Recommendation

Staff requests that the Board of Commissioners:

1) accept the Lease Agreement between the FAA and the MNAA, granting the FAA a nine-year and four-month lease at the Gassaway Building.

2) authorize the Chair and President and CEO to execute the Lease Agreement.

II. Analysis

A. Background

The proposed Lease Agreement is for suite 137 at Gassaway. The Gassaway building is a two-story office building located at 612 Hangar Lane, Nashville, Tennessee 37217. Suite 137 is on the first floor and is comprised of 2,177 square feet. The MNAA and the FAA originally executed a lease for suite 137, commencing on October 1, 2005, and expiring on September 30, 2010. The MNAA and the FAA executed a second lease for suite 137, commencing on October 1, 2010, expiring on September 30, 2011, and allowing for four one-year renewal options expiring on September 30, 2015. The MNAA and the FAA executed a supplemental lease agreement to the second lease, which extended the one-year renewal options through September 30, 2018. The MNAA and the FAA executed a third lease for suite 317, commencing on October 1, 2018, and expiring on September 30, 2023. The third lease had a holdover provision which allowed the FAA to continue leasing the suite past the September 30, 2023 expiration date, at the rate paid during the lease term. The MNAA and the FAA have now negotiated the fourth Lease Agreement, which has a term of nine years and five months, commencing on May 1, 2026, and expiring on September 30, 2035. All of the FAA leases expire on September 30th to align with the Federal Government’s fiscal year.

B. Lease Terms

1. The proposed lease agreement is for a term of nine years and four months
   a. Commences on May 1, 2026
   b. Terminates on September 30, 2035
   c. There are no extension options
   d. Both the MNAA and FAA can terminate the lease with a 365-day notice

2. The rent table is below

Effective Date	Approximate Rental Rate Per Rental Square Feet	Monthly Rent	Annual Rent
5/1/2026 - 9/30/2026	$ 25.00	$ 4,535.42	$ 22,677.10
10/1/2026 - 9/30/2030	$ 25.00	$ 4,535.42	$ 54,425.04
10/1/2030 - 9/30/2035	$ 29.00	$ 5,261.08	$ 63,132.96

a. The rent escalates 16% at four years and 5 months
b. The MNAA is not performing any Tenant Improvements

C. Impact/Findings

The previous FAA monthly rent, based on the third lease, was $3,556.53. The new monthly rental rate, based on the fourth Lease Agreement, starts at $4,535.42. That is a 27.5% ($978.89) increase in monthly rental income.

The proposed fourth Lease Agreement allows the MNAA to terminate the lease agreement at any time during the lease term with a 365-day notice.

The third lease did not contain any rent escalations, and the proposed fourth Lease Agreement escalates 16% ($725.66 additional per month) approximately halfway through the term.

D. Strategic Priorities

- Invest in BNA/JWN
- Plan for the Future

E. Options/Alternatives

The Finance Committee could decline to recommend approval of the Lease Agreement and 1) allow the FAA to continue leasing the suite on a month-to-month basis through the holdover clause in the third lease or 2) instruct staff to send the FAA a notice to vacate the suite and attempt to find a new tenant.

III. <u>Committee Review</u>

This item was presented to the Finance Committee on July 8, 2026. The Finance Committee voted 4 to 0 to recommend approval to the Board of Commissioners.

STAFF ANALYSIS
Board of Commissioners

Date: July 15, 2026

Facility: Nashville International Airport (BNA) – International Plaza Building ("IPB")

Subject: Lease Agreement by and between the United States of America, acting by and through the Department of Veterans Affairs ("VA"), and the MNAA Properties Corporation ("MPC").

I. Recommendation

Staff requests that the Board of Directors:

1) accept the Lease Agreement between the VA and the MPC, granting VA a nine-year lease at the International Plaza Building.

2) authorize the Chair and President and CEO to execute the Lease Agreement.

II. Analysis

A. Background

The proposed Lease Agreement is for suite 300 at the IPB, commonly known as the Gold Building. The IPB is a nine-story office building located at 2 International Plaza Dr., Nashville, TN 37214. Suite 300 is located on the third floor and is comprised of 9,007 square feet. The MPC and VA executed a ten-year lease agreement for suite 300, commencing on September 1, 2016, and expiring on August 31, 2026. Given the upcoming lease expiration, the MPC and VA have negotiated a new nine-year Lease Agreement. The maximum term the MPC offered was nine years given the Metropolitan Nashville Airport Authority's ("MNAA") desire to redevelop the IPB site after 2035.

B. Lease Terms

1. The proposed Lease Agreement is for a term of nine years
   a. Commences on September 1, 2026
   b. Terminates on August 31, 2035
   c. There are no extension options
   d. The first five years are firm
      i. Both the MPC and VA can terminate the lease with a 365-day notice
   e. The last four years are non-firm
      i. The MPC can terminate with a 365-day notice
      ii. The VA can terminate with a 90-day notice
2. The rent table is below

Lease Year	Term	Total Monthly	Total Annual	PSF
1	Firm	$27,028.51	$324,342.07	$36.01
2	Firm	$27,839.36	$334,072.33	$37.09
3	Firm	$28,674.54	$344,094.50	$38.20
4	Firm	$29,534.78	$354,417.34	$39.35
5	Firm	$30,420.82	$365,049.86	$40.53
6	Non-Firm	$31,333.45	$376,001.35	$41.75
7	Non-Firm	$32,273.45	$387,281.39	$43.00
8	Non-Firm	$33,241.65	$398,899.84	$44.29
9	Non-Firm	$34,238.90	$410,866.83	$45.62

a. The rent escalates 3% every year
b. The MPC is not performing any Tenant Improvements

C. Impact/Findings

The current monthly rental rate, based on the original lease, is $22,172.75. The new monthly rental rate on the proposed Lease Agreement starts at $27,028.51. That is a 22% ($4,855.76) increase in monthly rental income.

The proposed Lease Agreement allows the MPC to terminate the lease agreement at any time during the lease term with a 365-day notice, thus allowing MNAA to redevelop the site sooner than 2035.

The original lease only had one escalation of 12.8% at the five-year mark, and the proposed Lease Agreement escalates at 3% every lease year.

D. Strategic Priorities

- Invest in BNA/JWN
- Plan for the Future

E. Options/Alternatives

The Finance Committee could decline to recommend approval of the Lease Agreement, instruct staff to send the Lessee a notice to vacate the suite by lease expiration, allow the lease term to expire and attempt to find a new tenant.

III. Committee Review

This item was presented to the Finance Committee on July 8, 2026. The Finance Committee voted 4 to 0 to recommend approval to the Board of Directors.

STAFF ANALYSIS
Board of Commissioners

Date: July 15, 2026

Facility: Nashville International Airport (BNA) – International Plaza Building ("IPB")

Subject: Lease Agreement by and between the United States of America, acting by and through the Department of Veterans Affairs ("VA"), and the MNAA Properties Corporation ("MPC").

I. Recommendation

Staff requests that the Board of Directors:

1) accept the Lease Agreement between the VA and the MPC, granting VA a nine-year lease at the International Plaza Building.

2) authorize the Chair and President and CEO to execute the Lease Agreement.

II. Analysis

A. Background

The proposed Lease Agreement is for suite 300 at the IPB, commonly known as the Gold Building. The IPB is a nine-story office building located at 2 International Plaza Dr., Nashville, TN 37214. Suite 300 is located on the third floor and is comprised of 9,007 square feet. The MPC and VA executed a ten-year lease agreement for suite 300, commencing on September 1, 2016, and expiring on August 31, 2026. Given the upcoming lease expiration, the MPC and VA have negotiated a new nine-year Lease Agreement. The maximum term the MPC offered was nine years given the Metropolitan Nashville Airport Authority's ("MNAA") desire to redevelop the IPB site after 2035.

B. Lease Terms

1. The proposed Lease Agreement is for a term of nine years
   a. Commences on September 1, 2026
   b. Terminates on August 31, 2035
   c. There are no extension options
   d. The first five years are firm
      i. Both the MPC and VA can terminate the lease with a 365-day notice
   e. The last four years are non-firm
      i. The MPC can terminate with a 365-day notice
      ii. The VA can terminate with a 90-day notice
2. The rent table is below

Lease Year	Term	Total Monthly	Total Annual	PSF
1	Firm	$27,028.51	$324,342.07	$36.01
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7	Non-Firm	$32,273.45	$387,281.39	$43.00
8	Non-Firm	$33,241.65	$398,899.84	$44.29
9	Non-Firm	$34,238.90	$410,866.83	$45.62

a. The rent escalates 3% every year
b. The MPC is not performing any Tenant Improvements

C. Impact/Findings

The current monthly rental rate, based on the original lease, is $22,172.75. The new monthly rental rate on the proposed Lease Agreement starts at $27,028.51. That is a 22% ($4,855.76) increase in monthly rental income.

The proposed Lease Agreement allows the MPC to terminate the lease agreement at any time during the lease term with a 365-day notice, thus allowing MNAA to redevelop the site sooner than 2035.

The original lease only had one escalation of 12.8% at the five-year mark, and the proposed Lease Agreement escalates at 3% every lease year.

D. Strategic Priorities

- Invest in BNA/JWN
- Plan for the Future

E. Options/Alternatives

The Finance Committee could decline to recommend approval of the Lease Agreement, instruct staff to send the Lessee a notice to vacate the suite by lease expiration, allow the lease term to expire and attempt to find a new tenant.

III. Committee Review

This item was presented to the Finance Committee on July 8, 2026. The Finance Committee voted 4 to 0 to recommend approval to the Board of Commissioners.

STAFF ANALYSIS
Board of Commissioners

Date: July 15, 2026

Facility: Nashville International Airport (BNA)

Subject: Procurement Department Assessment

I. Recommendation

Staff requests that the Board of Commissioners:

1) accept the proposal from North Highland Company, LLC ("North Highland") to perform a comprehensive assessment of the Authority's procurement function and deliver actionable recommendations, tools, and standardized documentation to improve efficiency, compliance, transparency, and overall performance for a large hub airport environment, and

2) authorize the Chair and President and CEO to execute the contract with North Highland for a not-to-exceed ("NTE") amount of $1,010,310.

II. Analysis

A. Background

One of MNAA's FY26 Goals & Objectives (#4.1) was to "correct deficiencies identified in compliance review of the Procurement Program, update policy and procedures, and obtain external validation of compliance". A review of the Procurement Policy was underway, however, on December 1, 2025, the President and CEO reorganized the procurement and purchasing activity at the Authority. On December 1st, the Chief Financial Officer ("CFO") assumed full responsibility for the Procurement Department, the Purchasing Card (P-Card) program, and the Corporate Credit Card program. The CFO tasked the Deputy Chief Financial Officer ("DCFO") to oversee, lead, manage, direct and supervise the Procurement Department; and tasked the VP of Finance to oversee, lead, manage, direct and supervise the P-Card and Corporate Credit Card programs. The goal of the reorganization is to improve the efficiency and effectiveness of MNAA's procurement and purchasing activity.

On December 8, 2025, the DCFO published an updated Procurement Policy based on an independent review done April - May 2025 and has been working on creating twenty-six identified procedures to support the updated policy with a goal to be completed by June 30, 2026. The part of the goal to "obtain external validation of compliance" of the new program has not been completed. In addition, over the past six months of overseeing the procurement function and assessing the current state of processes in the department, the DCFO has identified the need to look at the entire Procurement Program and Department and do a comprehensive assessment. A detailed scope of services for this assessment as well as performing an external validation was created:

a. Procurement Operations Assessment
    I. Identify and document day-to-day procurement activities, workflows, and responsibilities
    II. Map current-state processes from requisition through contract closeout
    III. Identify bottlenecks, redundancies, and breakdowns in execution
b. Procurement Policy Review
    I. Conduct a full review of the existing Procurement Policy. Identify gaps, inconsistencies, and areas of risk.
    II. Provide recommended revisions aligned with best practices and regulatory requirements
c. Procurement Procedures Development
    I. Develop comprehensive, step-by-step procurement procedures, including guidance for all procurement methods (informal, formal, emergency, sole source, etc.). Ensure they are practical, enforceable, and scaleable.
d. Solicitation Process Efficiency Analysis
    I. Evaluate the full solicitation lifecycle and idenfity opportunities to reduce cycle time and improve quality
    II. Recommend process improvements and performance benchmarks
    III. Evaluate program tracking and program planning (managing multiple solicitations)
e. Solicitation Document Review
    I. Review current solicitation documents and identify any inconsistencies, unclear language, and risk exposure
    II. Provide standardized language and recommended improvements
f. Master Procurement Documents
    I. Develop standardized master templates for: RFPs, ITBs, RFQs, professional services agreements, goods and services contracts
    II. Ensure templates are modular, easy to use, and legally sound
g. Staff Tools and Checklists
    I. Develop clear, role-based checklists for procurement staff, project managers/end users, and contract administrators
    II. Include step-by-step guidance to manage solicitations, evaluations, and contracts effectively
h. Technology Assessment
    I. Evaluate current procurement systems and tools and identify technology gaps impacting efficiency and transparency
    II. Recommend systems or enhancements
i. Staffing and Organizational Assessment
    I. Assess current staffing levels, roles, and competencies
    II. Identify gaps in capacity, structure, and skill sets
    III. Provide recommended organizational structure aligned with a large hub airport model
    IV. Include role definitions and recommended staffing levels
j. Procurement and Contract Tracking System
    I. Provide recommendations for a centralized tracking system for all solicitations

On May 8, 2026, a Request for Proposal (“RFP”) was issued for this scope of services to not exceed 18 weeks. On May 27, 2026, six proposals were received: The proposals from Crowe LLP, DDM Perseus LLC, Mauldin & Jenkins LLC, North Highland Company LLC, and Weaver & Tidwell LLP were deemed responsive; one proposal was deemed nonresponsive. On June 2, 2026, the selection committee reviewed and scored the remaining five proposals based on the criteria established in the RFP: 1) Experience and Qualifications of the Proposer, 2) Quality and Responsiveness of the Proposal, and 3) Cost Proposal.

Below is the summary of the total scores:

	Crowe	DDM Perseus	Mauldlin & Jenkins	North Highland	Weaver & Tidwell
Score	170.83	115.42	155.00	239.81	144.14

North Highland received the highest overall score and was determined to provide the best value to the Authority:

- Airport procurement expertise – completed full procurement assessments and transformations for DFW and LAX. Also has done procurement work for other public entities.
- Strong understanding of requirements/deliverables. Detailed description of each step of their three phased process.
- Impressive project approach (15-week timeline instead of the 18 weeks requested in RFP)

Based on the selection committee scoring and Procurement rules for selection, it was determined that no interviews would be necessary.

B. Impact/Findings

Anticipated Contract Start Date:	July 20, 2026
Duration of Contract:	Six months from contract start date
Anticipated Contract Completion Date:	January 20, 2027
Contract Cost:	NTE $1,010,310
Funding Source:	BNA O&M

C. Strategic Priorities

- Invest in BNA and/or JWN

D. Options/Alternatives

Not award and continue to have MNAA DCFO complete full the assessment and provide recommendations for improvement, which could take 1-2 years given the current rate of assessment.

III. Committee Review

This item was presented to the Finance Committee on July 8, 2026. The Finance Committee voted 4 to 0 to recommend approval to the Board of Commissioners.