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

BNA Nashville International Airport

Date:	December 16, 2020	Place:	Nashville Airport Boardroom / Electronic Meeting
Time:	1:00 p.m.		
Board Members Present:		Aubrey B. Harwell III, Board Chair; Amanda Farnsworth, Vice Chair; Bill Freeman, Secretary; John Doerge; Bobby Joslin; Nancy Sullivan; Jimmy Granbery; Kevin Crumbo; Christy Smith; and Joycelyn Stevenson	
Board Members Absent:		None	
Others Present:		Doug Kreulen; Cindy Barnett; Lisa Lankford; and Angela Edwards	

I. Call to Order

Chair Harwell called the MNAA Board of Commissioners and MPC Board of Directors meetings to order at 1:00 p.m., pursuant to the Public Notice dated December 11, 2020.

II. Roll Call and Open Meetings Act Announcement

Chair Harwell waived the reading of the Open Meetings Act Announcement, but requested the Minutes reflect the following:

The Joint Meeting of the MNAA Board of Commissioners and MPC Board of Directors will be held in accordance with Executive Order No. 16, as amended by Executive Order No. 34, as amended by Executive Order No. 51, as amended by Executive Order No. 60, and as amended by Executive Order No. 65, signed by Governor Bill Lee on October 28, 2020, allowing a governing body to hold meetings by electronic or other means of communication without a quorum being physically present if the governing body determines that meeting by electronic means is necessary to prevent the spread of COVID-19 or other related epidemics to protect the health, safety and welfare of the public and members of the governing body. All votes taken during this meeting will be by roll call vote.

Ms. Angela Edwards, Staff Secretary, called roll and took a roll call vote on waiving the reading of the Open Meetings Act Announcement. All members were present excluding Secretary Freeman and Commissioner Smith and the waiver passed by vote of 8 to 0.

III. Approval of Minutes

Upon motion made by Chair Harwell and seconded by Commissioner Joslin, the Board voted to approve the Minutes of the November 18, 2020 Joint Meeting of the MNAA Board of Commissioners and MPC Board of Directors. Ms. Edwards took a roll call vote and the motion carried by vote of 8 to 0.

Secretary Freeman and Commissioner Smith joined the meeting after the roll call vote.

IV. Chair's Report

Chair Harwell did not have a Chair's Report but wished everyone a happy holiday season.

V. President's Report

President Kreulen paid tribute to two Authority employees, Mr. Rick Williams, Manager, Building Construction, and Sergeant Keneil Williams, DPS. Mr. Williams passed away on December 13, 2020 and Sgt. Williams passed away on December 14, 2020.

President Kreulen congratulated Ms. Traci Holton, AVP, Chief Engineer on being named the 2020 Government Engineer of the Year by the Tennessee Society of Professional Engineer's Nashville Chapter. Her role includes overseeing design and construction of Nashville International Airport's $1.4B expansion and renovation program, and the $50M annual capital program for both Nashville International and John C. Tune Airports. Ms. Holton has 23 years of experience as a licensed Professional Engineer, including 17 years of service at MNAA.

Southwest added non-stop service to Miami International and Houston George Bush International. Nashville is now part of five new routes for Southwest beginning in 2021. Those include Savannah, Georgia, Sarasota, Florida, and Chicago O'Hare International Airport.

President Kreulen discussed enplanement numbers for October 2020, November 2020, and December 2020 (projection). The FY21 projected year end is approximately 4M passengers which equates to approximately 47% of FY19 total.

The estimated SMWBE spend at completion of Vision 1.0 is approximately $300M. The committed goal was $240M, and $165M had been spent to date.

The Board of Commissioners will receive new badges that allow access to the new parking lot and administrative building and will expire at the end of each Commissioner's term.

President Kreulen then presented an outlook of items coming before the Committee and Board in January 2021 and February 2021.

VI. Items for Approval

A. Approval of 10-acre Non-Aviation Development

Mr. John Corbitt, AVP, Real Estate, briefed the Board on this item. Staff requested the Board of Commissioners approve the terms of a Ground Lease with Odessa Realty Holdings TN, LLC (Odessa).

Staff provided the Board a staff analysis of the Ground Lease with Odessa prior to the meeting.

This parcel of vacant land is located at the northeast corner of Briley Parkway and Knights of Columbus Boulevard, designated in the Airport Land Use Plan as non-aviation development. The property was appraised by Integra Realty Resources in October 2020 with a second appraisal done in December 2020 by Boozer & Co. at the request of the FAP Committee. Mr. Corbitt discussed the differences in the appraisals and presented a map showing the comps used by each appraiser. Mr. Corbitt then discussed the terms and conditions of the Ground Lease.

After questions and lengthy discussions, Secretary Freeman suggested negotiating a lesser term for rent abatement on future leases.

Committee Review

Commissioner Farnsworth stated this item was presented to the FAP Committee on December 9, 2020. The FAP Committee voted 5 to 0 to recommend approval to the Board of Commissioners, contingent upon a second appraisal. Chair Harwell took Commissioner Farnsworth's statement as a motion, which was seconded by Commissioner Granbery to approve the terms of a Ground Lease with Odessa. Ms. Edwards took a roll call vote and the motion carried by vote of 10 to 0.

B. Approval of Board Resolution No. 2020-07 for 50th Anniversary of Authority

President Kreulen presented MNAA Resolution No. 2020-07 in final form recognizing and celebrating the 50th Anniversary of the establishment of the Metropolitan Nashville Airport Authority.

Committee Review

This item was presented to the Management Committee on December 9, 2020. The Management Committee voted 5 to 0 to recommend approval to the Board of Commissioners. Chair Harwell made a motion, which was seconded by Commissioner Freeman to approve MNAA Resolution No. 2020-07. Ms. Edwards took a roll call vote and the motion carried by vote of 10 to 0.

C. Approval to Pursue Potential Resolution of Colonial Pipeline Litigation

President Kreulen requested permission to pursue potential resolution of litigation with Colonial Pipeline.

Committee Review

This item was presented to the Management Committee on December 9, 2020. The Management Committee voted 5 to 0 to recommend approval to the Board of Commissioners. Chair Harwell made a motion to approve

potential resolution of litigation with Colonial Pipeline, which was seconded by Commissioner Freeman. Ms. Edwards took a roll call vote and the motion carried by vote of 10 to 0.

D. Approval of CEO Contract Extension

Chair Harwell gave a brief background of the CEO's contract and explained that it would be beneficial to extend the CEO's contract to align with the fiscal year and the completion of BNA Vision 1.0.

Committee Review

This item was presented to the Management Committee on December 9, 2020. The Management Committee voted 5 to 0 to recommend approval to the Board of Commissioners. Chair Harwell made a motion to extend the CEO's contract to June 30, 2023, which was seconded by Commissioner Freeman. Ms. Edwards took a roll call vote and the motion carried by vote of 10 to 0.

VII. Informational Items

A. BNA Concessions Program Update

President Kreulen presented the Fraport 4th Amendment requirements and correspondence. All items due were completed and future requirements are on-track. President Kreulen discussed requirements pending with future due dates and gave a status of Exhibit G concepts.

B. FY21 Mid-Year Accomplishments

President Kreulen updated the Board members on mid-year accomplishments.

C. CEO Updates

President Kreulen updated the Board members on items covered in the Management Committee meeting on December 9, 2020, including personnel, organizational chart, new Administrative Offices and strategic updates.

Chair Harwell suggested the Board have a future meeting at JWN Airport to see the developments being made, dependent upon COVID-19 restrictions.

VIII. Adjourn

There being no further business brought before the Board, Chair Harwell thanked the Commissioners for their participation and adjourned the meeting at 1:59 p.m.

William H. Freeman, Board Secretary