

STRATEGIC OVERVIEW

2022–2024



Photography by Steve Austell

Michael Keeney, Chairman
Scott A. Brockman, A.A.E., President and CEO



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WELCOME



Memphis International Airport (MEM) is one of the most important public structures and widely recognized economic engines in the Mid-South. In April 2021, we were named the world's busiest cargo airport handling 4.6 million metric tons of cargo. The mission, vision, and core values are critical to the success of the Memphis-Shelby County Airport Authority (MSCAA). Our strategic overview identifies broad goals spanning the major areas of our organization and will serve as a living document as we navigate towards an uncertain future.

The COVID-19 pandemic delivered an unprecedented shock to the aviation industry two years ago by erasing 90% of commercial passengers overnight. This has underscored the need for what I call the three-legged stool: sustainability, predictability, and flexibility. The pandemic and its impacts will continue to evolve and aviation will likely remain one of the industries that will fluctuate. We understand that the travel industry, airport tenants and staff have ever-changing needs and expectations of the workplace. Our plan over the next three years will likely reflect the fluid nature of these challenges.

The zenith of our last strategic overview was the completion of a new concourse at MEM. The multi-year project featured the modernization of the spine and east leg of MEM's former B Concourse as well as consolidation of all airline, retail, and food/beverage operations into the new concourse. The redesign includes the addition of wider corridors, moving walkways, larger boarding areas, higher ceilings and increased natural lighting with glare control using smart windows. The project also included much-needed seismic upgrades.

In January 2022, the Airport Authority Board approved moving forward with our most recent Master Plan Update. The Master Plan will chart the long-term course for MEM and our two general aviation airports, General DeWitt Spain and Charles W. Baker. It outlines a path that best allows us to adapt to changing circumstances, capitalize on opportunities and adjust to the new reality of the known and unknown over the next few years. We will continue to work with our partners to expand cargo at the airport, to maintain our economic impact stature, and to remain focused on the relentless pursuit of frequent and affordable air service.

Finally, I want to express my appreciation to every member of the MSCAA team for all that we have accomplished together. The most important asset we have is our people and I want to thank each and every one of you for your contributions to our overall success. As we focus on our ambitious goals of next few years, we will continue to provide a "positively MEMorable" customer experience and make MEM the airport of choice for the Mid-South

Scott A. Brockman, A.A.E.
President and CEO



EXECUTIVE SUMMARY

The foundation of Memphis Municipal Airport was established in the 1920s when the City of Memphis constructed it on a 200-acre plot of farmland. In the 1940s, the Airport served the U.S. Army Air Force Air Transport Command for transporting new aircraft to overseas locations. The face of the Airport changed in the 1960s when the now-iconic martini glass terminal was constructed and the State of Tennessee chartered independent Memphis-Shelby County Airport Authority (MSCAA) in 1969. The airport's name was changed that same year to Memphis International Airport (MEM) to reflect its status as a point of origin and entry point for international passengers and cargo.

The Airport's future was given a huge boost in 1973, when Federal Express (now known as FedEx) began operations in Memphis. Over subsequent years, the company built a sorting facil-

ity and an administration building on the airfield. FedEx's package-sorting complex, which would later come to be known as the World Hub, along with the company's around-the-clock operations, have combined over the years to make the airport the busiest cargo airport in the western hemisphere and the second-busiest cargo airport in the world.

In January 2017, an economic impact study by the University of Memphis demonstrated that the airport had an annual economic impact of \$19.1 billion. Thus, the success of the airport remains a major part of Memphis' long-term plans.

MEM has transitioned from an airline passenger transfer hub to an origination and destination passenger airport. This transition includes significant changes to the airport's operations, including the



introduction of new ultra-low cost carriers, increased use of larger mainline aircraft vs. smaller regional jets, enhanced airline competition, and more competitive fares. These changes will usher in a new era for Memphis passengers.

These and other developments will propel the airport through the 21st century and allow the fulfillment of the airport's vision. At the center of this vision is a commitment to go above and beyond the expectations of our community, passengers and business partners.

This document provides operational overviews of 10 different areas: Physical/Terminal, Environmental, Properties/Cargo, Airfield, Communications and Customer Relations, Air Service, Business Model/ Finance, Human Capital Management, Information Technology and General Aviation.

These overviews include one, three- and five-year goals for these areas. This Strategic Overview acts as a road map for the next five years, ensuring improvement across all facets of the airport's operations.

The airport lists its core values in four categories: mission, vision, guiding principles, and core competencies. Staff is encouraged to reference these values while focusing on quality service and communications between customers and fellow staff. In the process of creating this Strategic Overview, each category was reviewed and realigned with the airport's core values. As a result, the mission, vision, guiding principles, and core competencies provide a foundation for the Strategic Overview, and each of the goals described within the plan support these ideals.

MISSION

- To deliver a positively MEMorable customer experience.

VISION

- To be the most significant economic growth engine in the Mid-South by providing world-class customer service, engaging the community and facilitating the steady growth of passenger and cargo service.

GUIDING PRINCIPLES

- Foster a culture of integrity and collaboration.
- Pursue the safety and security of our customers, stakeholders and community.
- Recognize the importance of employees to the success of the Airport by maintaining a culture of open communication and respect among all team members.
- Improve our position as a leader in diversity and inclusion.
- Expand the strategic role of aviation as the regional and global economic engine of Memphis' quadrimodal transportation hub.
- Build upon our status as both a world leader in air cargo volume and service and as a passenger-centric, service-oriented airport.
- Be recognized as a model airport for prudent financial and business policies and practices.
- Maintain a culture of continuous improvement.
- Be customer service driven in all that we do.

CORE COMPETENCIES

Our Core Competencies define our organizational strengths and establish what an ideal team member brings to the Authority.

OPEN COMMUNICATION

Demonstrates healthy interpersonal and relationship skills with employees by creating an environment of openness and honesty; listens well, asks appropriate questions, solves problems and explains reasoning behind decisions.

STRATEGIC PLANNING-EXECUTION

Demonstrates the ability to analyze the organization's position as it relates to industry standards; establishes short and long-term goals for continued improvement; and in response, shifts priorities and develops strategies to achieve long term goals and addresses short term goals promptly.

CUSTOMER-SERVICE DRIVEN

Listens, responds and creates resolutions to internal and external customer problems in an effort to exceed the customer's expectations.

SAFETY

Understands, encourages and complies with safety policies and procedures; completes all required training; takes full responsibility for safety and pro-actively seeks improvement.

DIVERSITY

Treats all people with respect; values diverse perspectives; participates in diversity training; shows sensitivity to individual differences; ensures all policies continue to be inclusive regarding Federal and State Laws.

LEADERSHIP SKILLS

Assesses employees' strengths to create a climate in which people want to do their best by identifying what needs to be done; is willing to make tough decisions; maintains high performance with changing circumstances.

VALUES AND ETHICS

Maintains the highest standards of integrity, ethical behavior and practices in all internal, external and business transactions by being transparent, objective, reliable and demonstrating personal credibility.

COLLABORATION AND SENSE OF COMMUNITY

Develops, maintains and strengthens partnerships with others; acknowledges others' perspectives and ideas; helps to set a tone of cooperation and shares critical information with everyone involved.

BUSINESS PHILOSOPHY

Demonstrates keen business judgment, insight and predictability to create a sustainable business model; recognizes critical business partners and their business needs.

FLEXIBILITY

Demonstrates the ability to adapt its business model to an evolving industry.



Physical/Terminal

The Physical/Terminal area includes the ticketing and baggage claim areas, walkways, concessions, parking, rental car facilities, gate areas, roadways and jet bridges. Essentially, it represents the areas in and around the airport terminals and concourses.

A new Master Plan began in 2018 and in January 2022, the Authority's Board of Commissioners approved submittal of the plan to the Federal Aviation Administration (FAA) in early 2022. Simultaneous with the submittal of the Master Plan to the FAA is the

development of the Plan of Funding. The Master Plan will help to identify and set priorities for potential capital improvements, including the terminal area, landside area, and airside for the next 20 years. The Master Plan prioritization will be developed over various Planning Activity Levels (PALs) that nominally cover five (5) year periods of time. While the Master Plan's completion will help guide potential timelines, the airport intends to develop plans for possible future capital projects such as the modernization of the terminal core and ticketing area as well as improvements to the landside.

PHYSICAL/TERMINAL

Action Item	Target Period
Finalize Master Plan study (with associated Airport Geographic Information System and sustainability data).	2022
Research, in coordination with a demand analysis included within the Master Plan Study, the implementation of an Economy Parking Garage and other remote baggage/flight check-in services.	Ongoing
Plan for implementation of the Master Plan conceptual plans for the modernization of the terminal core with required seismic code updates and identify key elements of the terminal modernization that could become initial projects: (1) Expansion of the ticketing and baggage claim levels including the relocation of vertical circulation; (2) inline baggage handling and inspection system potentially enabling self-tagging and bag drop; (3) expansion of the primary security checkpoint; (4) dedicated employee security screening; and (5) increase lines of sight within lobbies.	2022 - 2024
Study, design, and implement an upgraded HVAC system, either independently or as part of the terminal modernization, designed to American Society of Heating, Refrigerating and Air-Conditioning Engineers (ASHRAE) standards.	2022 - 2024
Ensure the terminal is positioned to accept potential new entrants to the market.	2022 - 2024
Ensure the terminal is positioned to accept potential new technologies in baggage handling, airline check-in and security screening.	2022 - 2024
Plan for incorporation of the Master Plan Landside Development Plans, including existing and new parking structures, into the ACIP and/or CIP.	2022 - 2024
Plan for incorporation of the Master Plan Airside Development Plans, to include any necessary environmental review and design work, into the ACIP and/or CIP.	2022 - 2024
Completion of the Concourse B modernization and seismic upgrade program which opened on February 15, 2022.	Completed



Environmental

While the full realm of the airport environmental effort is complex and broad, the airport has four primary objectives: 1) maintaining compliance with all federal, state, and local regulations; 2) continuously working with the FAA to assess airport noise compatibility; 3) efficiently managing National Environmental Protection Act (NEPA) processes; and 4) actively working to develop and improve the airport's sustainability program.

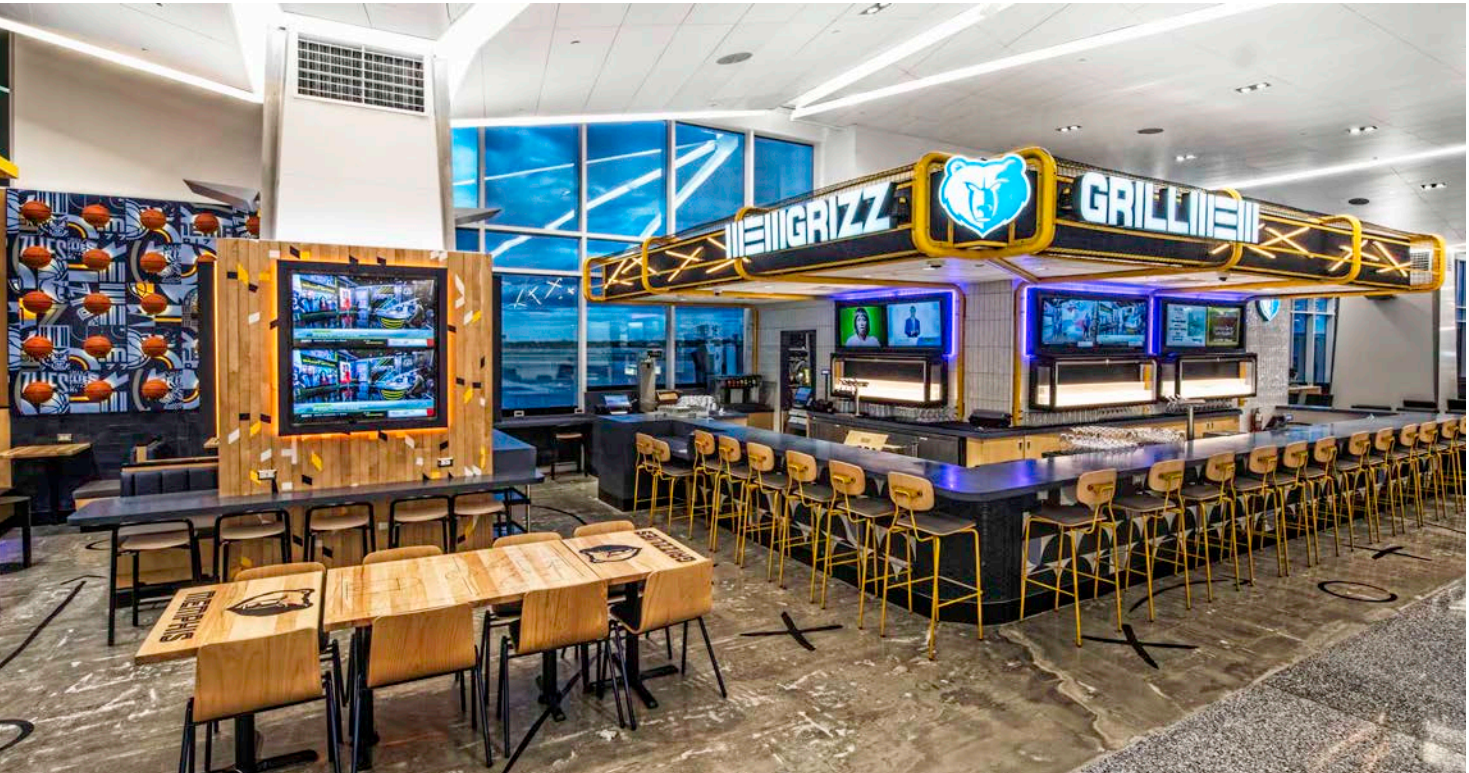
Maintaining compliance with environmental regulations is paramount. The airport strives to not only achieve compliance with federal, state, and local laws, but to continuously work to foster trust and collaboration with regulatory agencies. The airport will continue its integrated approach to ensure that all airport staff and operators (including tenants and contractors) have an appropriate element of environmental responsibility. This will be achieved by developing and maintaining a broad-based understanding of the sources of environmental impact of the airport's operations—both on and off the airport—

using auditing, education, and awareness training where necessary.

Based on Master Plan results, the airport will study the viability of renewable energy and continue to promote environmental sustainability as part of the overall strategy to maintain an efficient airport operation and improve customer experience. Other short-term goals include: (1) the development of a tool to measure energy and water consumption, as well as waste production and air emissions. This will allow the airport to compare to its 2018 baseline for analysis and future improvements; (2) implementation of Sustainability Master Plan recommendations in order to increase green initiatives and opportunities; (3) complete a study to determine the feasibility of implementation of solar energy to supplement MEM electrical needs as part of the Sustainability Master Plan; and, (4) reduce energy and water consumption by adding energy and water efficient fixtures in all new construction, including all projects identified in the Master Plan.

ENVIRONMENTAL

Action Item	Target Period
Actively work toward improvement of waste management program.	Ongoing
Study utilization and plan for adding vehicle charging stations in existing and future public parking lots.	Ongoing
Continue to make MSCAA office areas more sustainable through energy conservation.	Ongoing
Work with all airport partners (airline, concessionaires, TSA, janitorial) to utilize more sustainable supplies and equipment.	Ongoing
Work with air traffic control to respond to noise inquiries.	Ongoing
Implement improved deicing/anti-icing collection program during winter season.	2022 - 2023



Properties

The Properties department endeavors to promote the economic growth of the Airport through strategic opportunities with businesses and tenants that provide for a source of consistent and sustainable revenue while meeting the demands and interest of MEM customers. We strive to achieve this by offering first-class concessions, ground transportation amenities and commercial leasing activity with viable tenants that contribute to the economic impact of the Airport.

Properties believes that meaningful collaboration between airport staff, and business partners is an integral component of our airport's success, and we strive to continually improve all aspects of this partnership with airport stakeholders.

PROPERTIES

Action Item	Target Period
Implement and manage long-term development of Food/Beverage and Retail concession program.	2022
Upgrade of the Parking Access and Revenue Control system to include reservation and online booking system.	2022 - 2023
Parking yield management and dynamic pricing programs.	2022 - 2023
Partner with tenants, leveraging technology to meet customer needs, to provide a safe, clean, and functional environment for all airport customers.	Ongoing
Identify sources and maximize non-airline revenues.	Ongoing
Market available land/properties to increase revenue for airport and economic growth for community.	Ongoing
Maintain communication and partnership with tenants/vendors through regular partner meetings.	Ongoing
Develop plans for cargo ramp and facilities expansion.	Ongoing
Monitor opportunities to acquire/utilize land to expand development.	Ongoing



Airfield

The airfield portion of the Strategic Overview focuses on the land surrounding the airport terminal. This includes the aprons, runways, taxiways, roads, equipment, and other facilities.

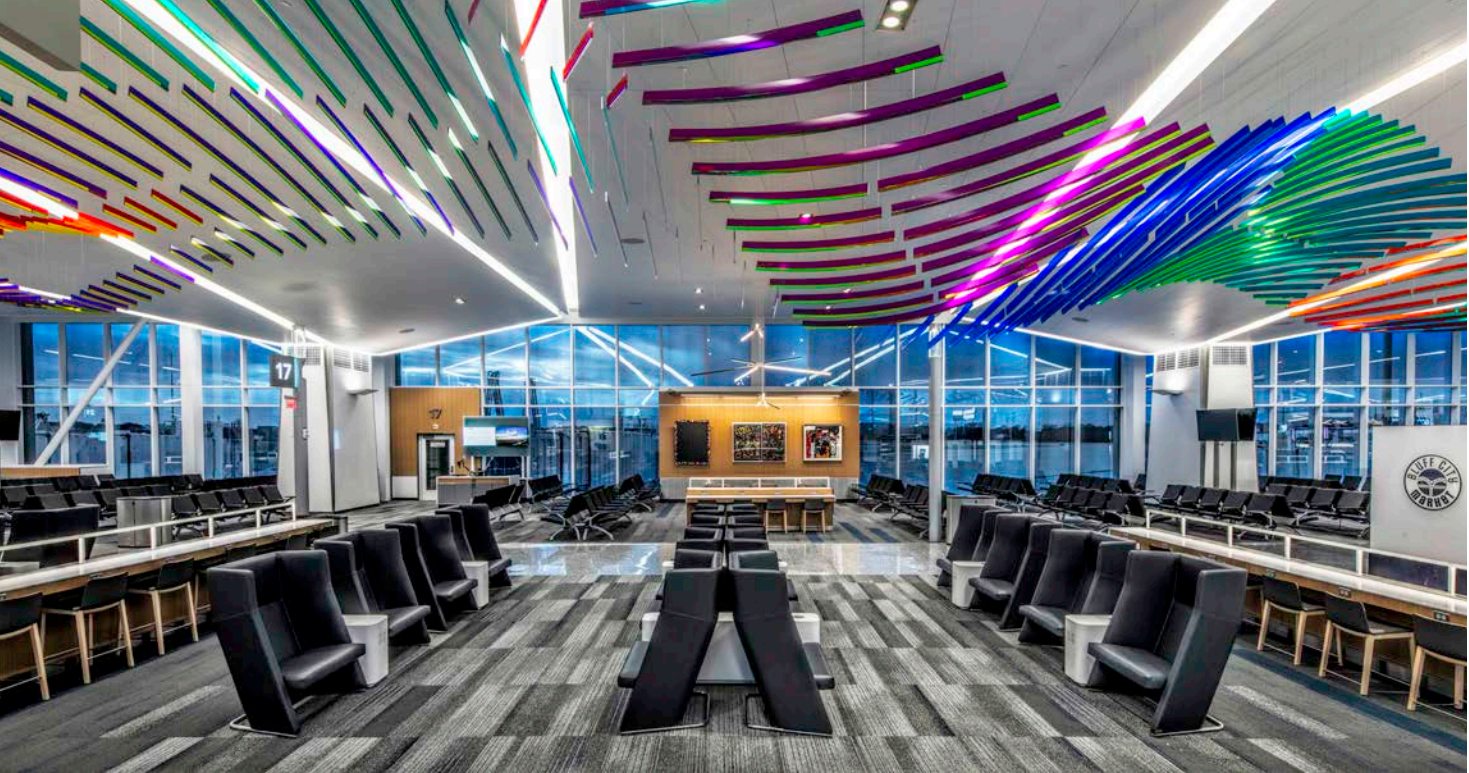
The most significant current airfield development project is the construction of a new Consolidated De-Icing Facility, which will provide airlines with a centralized location to perform their de-icing operations during winter weather. This project is also a major advancement in our environmental program allowing for the capture of airline aircraft deicing chemicals. The project is scheduled for completion in fall 2022.

Airport staff is also currently studying airfield areas impacted by concrete aggregate pop-outs that have

negatively impacted the pavement and is working on a timeline for correction. Additionally, in accordance with federal regulations the Master Plan reviewed airfield geometry to ensure compliance. Other short-term goals include 1) working with FedEx to complete the repair and reconstruction of Taxiway Sierra (north of Victor) which is currently being replaced in phases, 2) embarking on the total reconstruction of the west half of Taxiway Alpha, 3) the study and design of a potential new commercial aircraft Maintenance, Repair, and Overhaul (MRO) facility, 4) study of a potential new aircraft Ground Runup Enclosure (GRE) that could be available 24 hours per day, and 5) other airfield improvements included in the Master Plan. An airfield signage and pavement marking update program began in late 2021 and is currently underway.

AIRFIELD

Action Item	Target Period
Coordinate with FedEx for the reconstruction of Taxiway Sierra (north of Victor).	2021 - 2022
Reconstruct the west portion of Taxiway Alpha.	2022 - 2023
Continue and complete construction of a new glycol collection / aircraft Central Deicing Facility (CDF).	2020 - 2023
Develop plans to operate and maintain the new CDF to include snow and ice removal, aircraft deicing operations, and associated storm water management.	2022 - 2023
Complete the study and design of a potential new Maintenance Repair and Overhaul facility (MRO).	2021 - 2024
Complete the study and design of a potential new Ground Run-up Enclosure (GRE).	2021 - 2024
Complete a multi-phase solution to the FAA's Runway Incursion Mitigation (RIM) compliance project.	2021 - 2025
Design and implement Obstruction Clearance projects at MEM and GA airports	2021 - 2023



Marketing, Communications & Customer Relations

Community outreach is a critical factor for all employee and passenger communications, as well as customer service. The Marketing, Communications and Customer Relations area's responsibilities include media relations, management of the Airport's social media channels, web content, internal and external

newsletters, marketing, branding, customer service and communications with airport tenants, community leaders, and the traveling public. Ongoing initiatives include maintaining and continually communicating with a database of key community partners.

MARKETING, COMMUNICATIONS & CUSTOMER RELATIONS

Action Item	Target Period
Reinvigorate marketing campaign to increase public awareness of nonstop destination options at MEM.	2022
Implementing a communications plan to introduce the new modernized B concourse.	2022
Introduction of a communications plan to introduce the new consolidated de-icing facility.	2022
Launch of marketing campaign to increase participation in the Department of Homeland Security's Real ID program.	2023
Launch marketing campaign based on the next phase of modernization and other projects identified by the Master Plan.	2022 - 2025



Air Service

Air service is most concisely defined as the flights provided by the airlines to an airport's passengers. A top priority of Memphis International Airport is to ensure competitive airfares while expanding flights, seats, and destinations; something we call the "relentless pursuit of frequent and affordable air service."

The continued advancement of the Airport's Air Service Research and Development program builds upon these efforts with a full-time position dedicated to that relentless pursuit of frequent and affordable air service. The airport continues to execute its air service development strategy by analyzing existing services and identifying deficiencies to build and present compelling and defensible cases to airlines. The airport's ongoing goal

is to increase air service through new destinations, increased frequencies, and larger aircraft. In particular, additional West Coast destinations are a priority.

Other ongoing initiatives include the development of a program to support the growth of existing and additional of new low-cost airlines. The airport is also currently developing a marketing program in support of air service development.

The increased emphasis on air service development will continue to advocate for air service demands from the community while supporting, sustaining, and developing a diverse portfolio of airlines for Mid-South travelers.

AIR SERVICE

Action Item	Target Period
Increase air service through new flights, more frequency and larger airplanes.	Ongoing
Develop a program to support growth of existing and the addition of new low-cost air-lines.	Ongoing
Develop marketing program in support of air service development.	Ongoing
Enhance regional air service alliance and the development of a database of corporate travel information and demand.	2022 - 2023
Development of an enhanced international air service (scheduled or charter) multi-year marketing plan.	2022 - 2024

NONSTOP DESTINATIONS (MAY 2022)





Finance/Business Model

To be recognized as a model airport for prudent financial and business policies and practices is one of our guiding principles. This principle is accomplished through the Authority's financial management and its philosophy of predictability, sustainability and flexibility. This philosophy is reflected in our collaborative relationships with our customers, tenants, suppliers and airline partners and ensures the airport's current and future financial viability. We will continue to maintain this transformative approach to the evolving needs of our partners and the airline industry as a whole.

Through its budgetary process, the Authority will continue to provide positive financial benefits, including keeping the costs to airlines reasonably low, addressing customer service needs, maintaining existing facilities while designing and constructing new facilities, creating jobs and providing economic stimulus to the city and state. These are imperative to supporting our strategy of maintaining positive ratings to help ensure our future borrowing rates to facilitate our capital programs. Providing these sound financial benefits provides an environment for steady growth of our passenger and cargo service.

FINANCE / BUSINESS MODEL

Action Item	Target Period
Coordinate annual rating agency updates to ensure positive credit ratings.	Ongoing
Maintain Federal & State grant programs and take advantage of discretionary grants as appropriate.	Ongoing
Manage and update a five-year capital outlay and CIP Plan.	Ongoing
Implement new property and revenue management system.	2022
Finalize new airline Use and Lease Agreement.	2022



Human Capital Management

MSCAA is known and well respected for its camaraderie and team culture. The employees are the Airport Authority's greatest asset. Human Capital Management (HCM) is key to ensuring there is a strategy for recruitment/onboarding, promotion, career development, training, performance management, reporting and analytics, as well as motivating employees to be a high performing workforce. The Airport Authority will continue to focus on employee engagement to foster an environment that increases job satisfaction, highlights recognition, provides positive feedback, supports open communication, and implements applicable HCM technology.

As an equal opportunity employer that recognizes the importance and personal worth of each individual, the Airport Authority is committed to affirmative action to pursue diversity within its staff at all levels.

The Airport Authority also recognizes that with many employees anticipated to retire in the near future, it will have to continue to proactively develop and re-

fine a succession plan that examines the short-term and long-term needs of the MSCAA. Compensation and benefits analyses will be a focus to maintain and improve the internally equitable and externally competitive standards.

Human Resources continues to focus on navigating employee health and safety in the workplace, work from home assignments, staffing shortages, employee return-to-work protocols, reassignments as workflow changes, and employee communication during the pandemic. Human Resources will work collaboratively with all departments as we begin to refocus and reengage the workforce focusing on employee optimization.

Short-term goals for the Human Resources Department will be to reinforce our commitment to employee well-being including physical, physiological, and financial health; realigning employee and operational priorities with the most pressing business needs.

HUMAN CAPITAL MANAGEMENT

Action Item	Target Period
Develop an employee virtual training program.	Ongoing
Increase minority employment; especially in management level positions.	Ongoing
Increase well-being programs focusing on physical, physiological, and financial health.	Ongoing
Review and update Human Resource practices and policies post COVID as needed.	Ongoing
Conduct Annual and Pulse Employee Engagement, Opinion and Culture Surveys.	Ongoing
Collaborate with IT to enhance the Human Capital Management (HCM) platform.	2022 - 2024
Complete job description review and salary survey.	Ongoing
Conduct benefits and compensation analysis.	Ongoing



Charles W. Baker Airport



General DeWitt Spain Airport

General Aviation

With over 100,000 annual aircraft operations, General DeWitt Spain and Charles W. Baker airports are vital local aviation resources that support economic growth and provide for critical flight training that support commercial aviation. Recognizing the importance of these aspects, the Authority focuses efforts at the GA airports to provide for a safe and customer centric environment, while developing an airport system that is financially sustainable and self-sufficient.

The Airport Authority is completing a sustainable Master Plan for its airport system to include the two General Aviation airports. The Master Plan validates the role each of the GA airports plays in the region and identifies the recommended infrastructure development at the relative levels of operational activity as each facility grows.

CHARLES BAKER AIRPORT

Action Item	Target Period
Continue to implement a plan to mitigate obstructions to runway approaches including the acquisition of necessary properties.	2022 - 2024
Construction of a new Terminal Building.	2023 - 2024
Rehabilitation of Apron Pavement.	2024 - 2025
Apron Expansion for Hangar Development.	2026 - 2027
Rehabilitation of Runway 18/36.	2027 - 2028
Construction of Charles W. Baker Terminal Building.	2023 - 2024
Airfield pavement improvements for Baker (Construction and Design).	2022 - 2023

GENERAL DEWITT SPAIN AIRPORT

Action Item	Target Period
Rehabilitation of Apron Pavement.	2022 - 2024
Extension of Runway 17/35 and parallel taxiway.	2026 - 2027
T-Hangar Apron Rehabilitation and Expansion.	2027 - 2028
Provide a functional and cost-effective facility for airport tenants offering a high level of service to customers.	Ongoing
Operate and develop GA airports that are consistent with federal, state, regional and local growth plans, and economic policies.	Ongoing
Work with supporting Airport departments to plan for ongoing hangar reversions while developing and promoting leasing practices for business development and retention of current tenants.	2022 - 2028
Runway extension for Spain as identified in Master Plan.	2022 - 2023



Information Technology and Innovation

MSCAA's Information Technology (IT) department manages technical oversight of all systems, processes and policies related to Airport Authority technology. IT is constantly striving to provide a robust technical foundation that will provide a secure, and efficient experience for our employees, passengers, and partners.

The Information Technology department is constantly evolving its security posture by applying new technologies and policies and is also engaged in regular cyber security awareness training and testing to ensure that the Airport Authority's technology assets are protected.

We will continue to implement phase two of our digital transformation program. The intent of this program is to consolidate systems, utilize cloud services and to create a more secure and efficient computing environment for employees, tenants and airline partners. This phase of the digital transformation program focuses on asset management, Operations Part 139 compliance, properties management and parking access revenue control.

INFORMATION TECHNOLOGY

Action Item	Target Period
Implement and maintain a robust information security program.	Ongoing
Implement a GIS Centric Enterprise Systems (Digital Transformation).	2022 - 2023
Implement Workday Human Capital Management Phase 3.	2022
Parking Access Revenue Control System Refresh.	2022 - 2023
Implement Properties and Lease Management System.	2022
Complete Hybrid Cloud Voice over IP System (Internet Protocol).	2022
Deploy an Airport Operational Database (AODB) System.	2022
Upgrade Physical Access Control System/Identity Management Systems.	2022
Configure and populate cloud-based asset management system	2022 - 2023
Implement an Operations part 139 compliance system	2022

LEADERSHIP

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*Director of Government Affairs and Business
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Janet Lansky Shipman

Associate Airport Counsel

Joe Claiborne

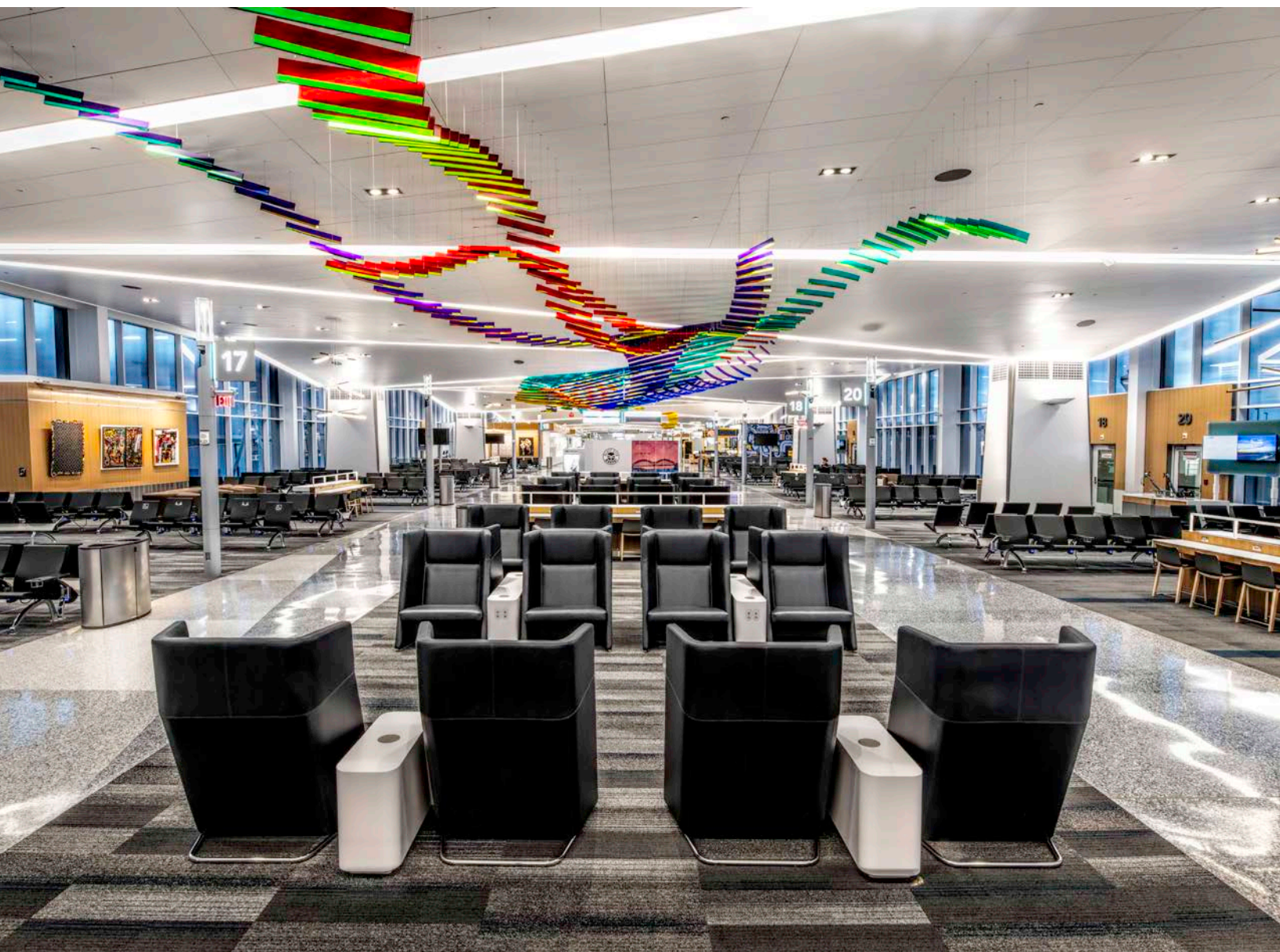
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