

REGULAR MEETING OF THE BOARD OF COMMISSIONERS, MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY (MSCAA) February 19, 2026

CALL TO ORDER

The Board Meeting is conducted in person to the Board of Commissioners and Airport Authority Executive Staff and via ZOOM Webcast to the Public.

APPROVAL OF BOARD MEETING MINUTES: ***January 22, 2026***

Resolutions For Approval This Month

Approval To Operate Within The Estimated Budget For The Fourth Contract Year Landside Construction Administration Inspection and Program Management -
- MFA, LLC

Approval Of Funding Authorization Level No. 10 – TMSP: Construction Manager At Risk (CMAR) To Execute Contract Amendments For An Early Release Package For The Terminal - Turner Construction Company, Inc./Ardmore Roderick, Inc./Chris Woods Construction Company (Tri-Venture)

Approval To Negotiate and Execute The New Lease Agreement With Pinnacle Towers, LLC

Approval To Update Ground Transportation Fees At Memphis International Airport

Division Reports

TREASURER and PROPERTIES REPORTS

Sylvester Lavender, Vice President of Finance and Administration/CFO

OPERATIONS REPORT

Marshall Stevens, Vice President of Operations/COO

INFORMATION ITEMS

NEXT BOARD MEETING – ***March 26, 2026 (adjusted date)***

Minutes of the Monthly Meeting of the Board
February 19, 2026

Chairman Michael Keeney called the meeting to order.

Recognition of visitors

Board Meeting viewed via Zoom Webcast to Airport Authority Staff and the Public. The Board and Senior Executive Staff attended in person.

Minutes of the meeting held: January 22, 2026, were approved upon motion of Pace Cooper, seconded by Pamela Clary, and otherwise unanimously carried.

Resolutions for Board Approval:

Item 1: Upon motion of Pace Cooper, seconded by Pamela Clary, otherwise unanimously carried, the following resolution was adopted:

R E S O L U T I O N

WHEREAS, by Resolution 23-5074, adopted February 16, 2023, the Board of Commissioners (“Board”) of the Memphis-Shelby County Airport Authority (“Airport Authority”) authorized the execution of a three-year base and two optional year contract with MFA, LLC Program Management to provide construction administration, inspection, and program management services on an as-needed basis in support of the Airport Authority’s Terminal and Terminal Area portion of the Capital Improvement Program for the project described as:

**LANDSIDE CONSTRUCTION ADMINISTRATION INSPECTION,
AND PROGRAM MANAGEMENT
Memphis International Airport
MSCAA PROJECT NO. 22-1462-00**

WHEREAS, Contract No. 22-1462-00 was executed effective May 19, 2023 (“Contract”) and established a scope of services with commensurate unit billing rates and an estimated budget for the first contract year of \$1,000,000; and,

WHEREAS, the following amendments to the contract scope and amount have been approved and executed per the corresponding Board Resolution or Airport Authority Management action in accordance with MSCAA Policy:

Contract Agreement 22-1459-01	Board Resolution or Management Action	Date	Scope	Cost
Base Contract	Resolution No. 23-5074	February 16, 2023	Construction Administration Services	\$1,000,000.00 Not-To-Exceed

Amendment 1	Resolution No. 24-5132	February 15, 2024	Year 2 of the Contract	\$2,000,000.00 Not-To-Exceed
Amendment 2	Resolution No. 24-5156	November 21, 2024	Year 2 Budget Increase	\$500,000.00 Not-To-Exceed
Amendment 3	Resolution No. 24-5156	November 21, 2024	Year 3 of the Contract	\$5,000,000.00 Not-To-Exceed

WHEREAS, Airport Authority Management has negotiated billing rates for the fourth year of the Contract and an estimated not-to-exceed budget in the amount of \$5,000,000, which is based on currently active and anticipated projects and will be tracked by specific project and expenditures; and,

WHEREAS, the Airport Authority’s Capital Program Executive Staff, by action taken on February 12, 2026, recommends approval of estimated budget for the fourth contract year of Contract No. 22-1462-00; and,

WHEREAS, Airport Authority Management recommends approval of an estimated not-to-exceed in the amount of \$5,000,000 for the fourth contract year;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the Memphis-Shelby County Airport Authority, that the President and CEO or his designee is hereby authorized to operate within the estimated budget for the fourth contract year for Contract No. 22-1462-00 with MFA, LLC Program Management, as herein described, cost to be paid from various funding sources based on related projects, including but limited to, federal and state grants, Terminal Capital Funds, or other funds as identified by the CFO.

26-5192
2-19-26

Discussion

- Chairman Michael Keeney recalled that the reason the terminal project has a different management model than the concourse project is due to the complexity of the terminal project. He asked if Authority Management is satisfied with the work the program manager has done with the project so far. President Terry Blue explained that the concourse project had one project manager, Parsons, the terminal project is complex and although Parson is still involved, Airport Management wanted a team dedicated to the project and for MFA, LLC to oversee the project.
- Commissioner Gregory Fletcher confirmed that MFA provides professional services not the materials for the project. President Terry Blue confirmed that MFA ensures that the various Contractors are doing what is required; they are building according to the design drawings, filing out all the proper paperwork for grant reimbursements, etc. They operate as an extension of the Authority staff for the project.

Item 2: Upon motion of Pamela Clary, seconded by Pace Cooper, otherwise unanimously carried, the following resolution was adopted:

RESOLUTION

WHEREAS, by Resolution No. 22-5056, adopted October 20, 2022, approval was granted for award of contract to Turner Construction Company, Inc./Ardmore Roderick, Inc./Chris Woods Construction Company (Tri-Venture) for the project described as:

TERMINAL MODERNIZATION AND SEISMIC PROGRAM CONSTRUCTION MANAGER AT RISK (CMAR) SERVICES MSCAA PROJECT NO. 22-1459-01

WHEREAS, the scope of services under the contract is to provide preconstruction services during the various design phases with the intent of forming a Guaranteed Maximum Price (GMP) for construction followed by a transition to assuming the risk of delivering the Terminal Modernization and Seismic Program (TMSP) project as the Construction Manager; and,

WHEREAS, the Board has approved amendments to the base contract to add additional scope and the associated funding as set forth in the table below:

Contract Agreement 22-1459-01	Board Resolution or Management Action	Date	Tri-Venture Amendment Number(s)	Scope	Cost / GMP	Contingency	DBE Goal
Base Contract	Resolution No. 22-5056	October 20, 2022		Preconstruction Services	\$3,000,000.00	\$300,000.00	0%
Funding Authorization N/A	Resolution No. 23-5087	April 20, 2023	N/A	Expansion of the East Employee and Overflow Passenger Parking (Yellow) Lot	Administratively withdrawn / not executed		N/A
Funding Authorization 1	Resolution No. 23-5123	October 29, 2023	1.0.0 2.1.0	Mobilization To Support TMSP	\$2,000,000.00 \$3,000,000.00 \$5,000,000.00		24%
Funding Authorization 2	Resolution No. 23-5124	October 29, 2023	1.1.0 1.1.1	Expansion of the East Employee and Overflow Passenger Parking (Yellow) Lot	\$2,100,000.00		10%
Funding Authorization 3	Resolution No. 24-5140	March 21, 2024	2.1.0 2.0.0 2.2.0	Enabling Components of the Upper/Outer Drive	\$22,000,000.00		26%

				Replacement			
Funding Authorization 4	Resolution No. 24-5148	July 18, 2024	1.2.0	Demolition of Concourse A	\$8,400,000.00		26%
Funding Authorization 5	Resolution No. 24-5159	December 12, 2024	2.3.0	Upper/Outer Drive Replacement	\$59,281,028.00	\$3,468,585.10	18%
Funding Authorization 6	Resolution No. 25-5168	May 15, 2025	1.3.0	Installation of Trash Chutes on Concourse B	\$550,000	\$55,000	12%
Funding Authorization 7	Resolution No. 25-5169	May 15, 2025	3.0.0	Early Release Package for CBIS/Admin Building	\$20,956,396.00	\$2,095,639.60	27%
Funding Authorization 8	Resolution No. 25-5186	Sept 18, 2025	2.3.1	Schedule Acceleration of B Tunnel Closure	\$2,867,362.08		18%
Funding Authorization 9	Resolution No. 25-5188	October 23, 2025	3.0.1	Full Construction of CBIS/Admin Building	\$56,994,821.00	\$5,699,482.00	10%
Approved Funding Authorization Amount To Date (Cost/GMP + Contingency)						\$192,768,313.78	

and,

WHEREAS, it is now Airport Management's desire to implement Funding Authorization No. 10, for an Early Release Package for the Terminal; and,

WHEREAS, the scope of services will include, but may not be limited to, engaging with select trades such as HVAC, Plumbing, Electrical, and Low Voltage among others in advance of the GMP to support the project's logistics, phasing and coordination to set the project up for success by accelerating key work activities, supporting the overall project schedule, and assisting with the development of the overall project budget estimate; and,

WHEREAS, Airport Authority Management has negotiated a contract

amendment with the Tri-Venture to establish a Not-To-Exceed (NTE) budget amount of Eight Million Five Hundred Thousand dollars (\$8,500,000.00); and,

WHEREAS, if approved, Funding Authorization No. 10 will increase the Board approved funding authorization amount to date from \$192,768,313.78 to 201,268,131.78; and,

WHEREAS, the Airport Management's Capital Program Executive Staff, by action taken on February 12, 2026, recommends approval of Funding Authorization No. 10 to Contract Agreement 22-1459-01; and,

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners, Memphis-Shelby County Airport Authority, that the President and CEO or his designee is hereby granted Funding Authorization Level No. 10 in order to execute amendments to Contract Agreement 22-1459-01 with Turner Construction Company, Inc./Ardmore Roderick, Inc./Chris Woods Construction Company (Tri-Venture) for the associated scope as herein described with costs to be paid from FAA Grants, TSA Grants, Terminal Capital Funds, and other funds as identified by the CFO.

26-5193
02-19-26

Discussion

- Vice Chair Pace Cooper inquired if the funding structure and payments are a deposit or advance to the contractors. President Terry Blue explained it is not quite a retainer, but it is getting the contractor engaged in the process. Much like Authority management did with the design phase, the contractors were brought in, they were not constructing right away, but they were able to be engaged in the development of the design to help control costs. As we are moving past the 50% of construction document phase for the terminal, bringing them on board to collaborate with the general contractor, and with the designers is a good way to ensure they are all on the same page.
- Commissioner Gregory Fletcher asked who engages the sub-contractors. President Terry Blue responded, The Prime Contractors, Tri-Venture, obtains and serves the sub-contractors. Authority management essentially providing the available funds, for them to secure the appropriate trades to do the job because they are charged with building and developing this program.

Item 3: Upon motion of Pace Cooper, seconded by Pamela Clary, otherwise unanimously carried, the following resolution was adopted:

RESOLUTION

WHEREAS, the Memphis-Shelby County Airport Authority (the "Authority") owns certain real property located at 2817 Hangar Road in Memphis, Tennessee (the "Property"); and,

WHEREAS, Authority was a party to a Land Lease Agreement dated May 1, 1998 ("Original Lease") with Tower Ventures II, LLC ("Tower Ventures") granting rights to utilize approximately 5,000 square feet of the Property (the "Leased Premises") for the construction and operation of communications towers and related communication equipment and facilities; and,

WHEREAS, through several mergers and acquisitions, Pinnacle Towers LLC ("Pinnacle") became the current lessee under the Original Agreement; and,

WHEREAS, the twenty-five (25) year term of the Original Agreement expired on April 30, 2023; and,

WHEREAS, effective May 1, 2023, the Authority and Pinnacle agreed to a Second Amendment to Lease extending the term of the Original Agreement by one (1) year, with an expiration date of April 30, 2024; and,

WHEREAS, effective May 1, 2024, the Authority and Pinnacle agreed to a Third Amendment to Lease converting the tenancy to a month-to-month basis, under which the parties currently operate; and,

WHEREAS, Pinnacle currently operates two (2) monopole cellular communication towers and related facilities on the Leased Premises; and,

WHEREAS, the Authority and Pinnacle desire to enter into a new lease agreement (the "New Agreement"), proposing the following terms:

- A base term of five (5) years;
- The option for two (2) additional five (5) year renewal terms at Tenant's option, subject to conditions specified in the Amended Agreement;
- Annual rent equal to the greater of \$46,200 or a percentage of gross revenue from Leased Premises;

WHEREAS, Authority staff have determined that the proposed terms represent fair market value and are consistent with Federal Aviation Administration requirements and applicable grant assurances; and,

WHEREAS, Authority Management recommends approval;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners, Memphis-Shelby County Airport Authority, that the President and CEO, or designee, is hereby authorized to negotiate and execute the New Agreement with Pinnacle, substantially consistent with the terms referenced herein, together with such other documents and instruments as may be necessary or appropriate to effectuate the purposes of this Resolution.

Discussion

- Chairman Michael Keeney asked if the lease contract with Pinnacle Towers is a source of revenue. President Terry Blue responded yes, the revenue generated from this lease would go into the airfield cost center, which helps keep the landing fees lower.
- Commissioner Pamela Clary asked if this is the same tower that was there 25 years ago? President Terry Blue said he was not certain, but to his knowledge he did not believe it has ever been changed or amended. He added, that he suspects the technology on top of it has probably changed, but the tower structure itself has not been changed.

Item 4: Upon motion of Gregory Fletcher, seconded by Albert Glenn, otherwise unanimously carried, the following resolution was adopted:

RESOLUTION

WHEREAS, the Memphis-Shelby County Airport Authority ("Airport Authority") operates the Memphis International Airport (MEM) to include all ground transportation operations on the landside of the MEM terminal; and,

WHEREAS, the ground transportation commercial operators at MEM, which are comprised of ride-share app-based carriers, shuttles, taxis, and limos, provide a variety of ground transportation options for airport customers; and,

WHEREAS, the commercial operators at MEM operate from the ground transportation curbs, which are inherently finite resources that require active management through the use of personnel, technology, and other infrastructure enhancements to ensure a safe, efficient, and effective operation; and,

WHEREAS, the costs to operate and manage the ground transportation curbs at MEM have continued to increase over time due to the increased volume of traffic as well as general inflationary factors; and,

WHEREAS, the Airport Authority has undertaken the MEM Terminal Modernization & Seismic Program (TMSP) which has necessitated the construction of and relocation of operations to a new commercial grand transportation curb inside of the Short-Term Parking Garage; and,

WHEREAS, federal grant assurances stipulate that the airport must maintain a fee structure for the facilities and services at the airport which will make the airport as self-sustaining as possible under the circumstances existing; and,

WHEREAS, the Airport Authority has not adjusted the fees charged to ride-share app-based carriers since their inception in 2015 and the Airport Authority has not adjusted the fees charged to taxis in more than 20 years; and,

WHEREAS, current fees charged to ride-share app-based carriers and taxis

at MEM as well as a sampling of regional and comparably sized airports are as follows:

Airport	Taxis		Ride-Share	
	Pickup	Dropoff	Pickup	Dropoff
Memphis (MEM)	\$2.00	No Charge	\$2.00	\$2.00
Nashville (BNA)	\$1.50	No Charge	\$5.00	\$5.00
Knoxville (TYS)	\$120/month	No Charge	\$3.00	\$3.00
St. Louis (STL)	\$3.00	No Charge	\$3.00	\$3.00
Ashville (AVL)	\$4.00	No Charge	\$1.50	\$1.50
Cleveland (CLE)	\$4.00	No Charge	\$4.00	\$4.00
Greenville (GSP)	\$3.00	No Charge	\$3.75	\$3.75
Raleigh-Durham (RDU)	\$4.37	No Charge	\$4.37	\$4.37
Tucson (TUS)	\$4.00	No Charge	\$4.00	\$4.00

WHEREAS, Airport Authority Management recommends increasing ground transportation fees at MEM effective Wednesday, April 1, 2026, to the following:

Memphis (MEM)	Taxis		Ride-Share	
	Pickup	Dropoff	Pickup	Dropoff
Current	\$2.00	No Charge	\$2.00	\$2.00
Effective 4/1/26	\$4.00	No Charge	\$4.00	\$4.00

WHEREAS, Management recommends approval;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the Memphis-Shelby County Airport Authority, that the President and CEO or his designee is hereby authorized to increase ground transportation fees charged at Memphis International Airport (MEM) as herein described.

26-5195
02-19-26

Discussion

- Commissioner Gregory Fletcher inquired as to why there were no charges for Taxi drop-off. President Terry Blue explained the Taxi's tend to drop off on the upper, departures level. The Airport does not have technology or mechanisms to track that; a common situation in the industry. The difference between a rideshare app-based carrier versus a taxi.
- Commissioner Gregory Fletcher asked if the ground transportation carriers

are being informed of the increase. President Terry Blue reported, yes, the fees will be charged to the Operator, but the cost may be passed on to the passenger at the Operators discretion. All Operators at MEM pay an access fee to maintain fairness among all users. Whether it is an airline, a ground handler on the air side or a ground transportation company; anybody that operates at this MEM pays an access fee. We work to keep the fees comparable with market, also to help cover the cost so that one Operator does not end up offsetting or subsidizing the other.

- Commissioner Pamela Clary asked if there is an increase in rideshare users as a result of the construction. President Terry Blue responded, there is an increase in rideshare use versus parking in the garage right now. Management suspects it is due to the construction, although there is ample parking, and plenty of wayfinding signage, we suspect passengers are a little concerned about construction.
- Commissioner Pamela Clary inquired if there was anyone in the parking exit toll plaza manning the exit booth. President Terry Blue and Director of Terminal Operations Lori Morris confirmed that there are two cashiers to manage any cash exchanges for parking, but the other exit lanes are automated for credit card use.
- Vice Chairman Pace Cooper inquired if Authority management receives any feedback about how rideshare and taxis are doing during the early hours of the morning, after midnight. Additionally, are the Taxi operators surviving as rideshare increases? President Terry Blue responded, yes, we do get some feedback. As you know, the Authority does not have control over when rideshare operators come and go. We hear when there are gaps in service; a late flight arrival at 2:00am, a passenger could not get a rideshare. Typically, we have found that taxis are a bit more dependable in the early morning hours. VP of Finance, Sylvester Lavender added that management does request data reports from the rideshare operators to know when they arrive for pick-ups and drop-offs, even after midnight and the frequency of the trips to the airport.

Item 5: Division Reports

This month we will switch the order of the Operations and Treasurer's Reports to provide a better picture of how the recent winter operations impacted the finance budget.

Operations Report

Marshall Stevens, Vice President of Operations/COO, presented a power point on the progress of the airport operations (terminal and airside) and construction projects, a copy of which is available upon request:

TSA Report

Passenger traffic through the security checkpoint is down a bit due to the winter storms, but we expect to see those numbers recover as we get into the Spring break travel over the next few weeks.

New Confirm ID Rollout Plan started on February 1, 2026.

- Travelers not presenting an acceptable form of ID and travelers not presenting a REAL ID compliant form of ID (including those who present a non-REAL ID compliant DL/ID) will be referred to “TSA Confirm ID”. The traveler is required to pay a fee of \$45. (Valid for only 10 days.)
 1. Online payment of this fee allows the passenger to start the ID verification and screening process.
 2. Verification and screening must be successfully completed before being allowed into the sterile area.
 3. Payment does not guarantee entry into the sterile/gate area.

Passengers without a Real ID should plan to acquire the “TSA Confirm ID” prior to their arrival to minimize any delays in getting on their flight. There is a QR Code for the passengers to use to access the website. The QR code allows the traveler to manage the process on the phone, pay, present the receipt to the TSA, and proceed. Here at MEM, management partnered with TSA to also provide another option via an airport kiosk. TSA staff will be there to assist if help is needed. There are reverse ATM cash machines near the ticket counters to exchange for a credit card if needed.

TSA reports that there are approximately thirty passengers per day using the Confirm ID electronic process, with approximately fifteen passengers per day using the kiosk.

- Commissioner Pamela Clary inquired if the airlines have prompts to passengers regarding the Real ID when they are purchasing an airline ticket. VP Stevens responded, yes, each airline website has prompts to passengers to ensure they understand a Real ID is required to fly. However, understand there is no guarantee. There are a certain number of denials that happen just based on the process. It is not related to whether they have a confirmed ID or not, just unable to verify their ID.
- Commissioner Gregory Fletcher asked how long the Confirm ID process takes per passenger. VP Stevens responded, approximately 2-3 minutes.

Operations/Construction

- Construction projects continue to progress:
 1. In early March, the Authority plans to reopen the central tunnel from ground level B to the pedestrian parking plaza.
 2. General Aviation Airports: The big project is the Charles Baker Terminal. That project is almost complete. We should be able to bring that project to a conclusion in a few months, ready to open in the spring.
 3. The Concourse “A” demo is mostly complete. The site is being prepped. We are looking forward to building the new Administration structure later this year.
 4. The Authority received a federal grant for a snow removal equipment building, which will expand south of our current building.

The impact of the historical winter storm:

The Authority winter operations team mobilized about 6pm Friday, January 23rd until clean-up Friday, January 30th. Snow Command, which is in the Emergency Operations Center at the MSC, opened at 4 p.m. on Friday afternoon and remained open 24 hours a day until the following Thursday afternoon, monitoring the storm, changing direction, deciding what we needed to do to be proactive and reactive to circumstances.

The Authority team are real heroes. All departments played a role in ensuring the airport, its airline partners and tenants, passengers and our workforce were able to remain safe and functional throughout the storm. There were lessons learned given the temperatures and runway conditions. We are so proud of the team and grateful for their dedication throughout the operation.

Treasurer and Properties Report

Sylvester Lavender, VP of Finance, Administration/CFO, presented a power point on the status of the Airport Finances and Properties update, a copy of which is available upon request.

Snow Operations Impact

- The winter operations cost approximately \$5 million+.
- Commissioner Pamela Clary asked if a premium price for goods and services had to be paid due to the winter circumstances. VP Lavender responded, yes, a premium price was paid on some items such as gasoline, diesel, and catering services for the team.
- Commissioner Gregory Fletcher asked if the deicing and scraping of the runway surface degrades the pavement. VP Stevens replied, no, not with one storm. The snow equipment is made to handle the conditions without destroying the pavement.
- Commissioner Pamela Clary asked if the winter storm was part of the annual budget. VP Lavender responded, yes, but not to this extreme. The cost of this winter storm will impact this fiscal year budget. The Finance team is working to adjust to the impact.

Properties Report

- Allegiant and Spirit Airlines have elected to change their status to Non-Signatory airlines.
- The concessionaires remained strong through the winter storm with modified store hours due to some challenges with staffing. We appreciate the efforts that were made to ensure we had open concessions for passengers as well as staff working in the airport.

Chairman Michael Keeney expressed his appreciation to President Blue and the Airport team for the excellent communication during the winter storm. He also expressed how well Memphis Light, Gas and Water (MLGW) President, Doug

McGowen managed the storm in working to keep power on, and/or quickly restored for the Memphis community.

Information Items

President Terry Blue recognized the following Airport Authority team members:

- General Counsel, Amber Floyd as the new President of the Memphis Bar Association.
- Media and Public Relations Program Manager, Mia Harvey for being nominated for the MBJ 40 Under 40.

The Authority is working with InterVISTAS Consulting on the Economic Impact Study. MEM supports 67,550 jobs and \$10.7 billion in economic output in TN. We are proud of the impact our airport has on Memphis and the surrounding area. The final report will be shared with the Board at a later date.

By motion of Chairman Michael Keeney, the meeting was adjourned at 9:30a.m.

Item 6. Next meeting is: March 26, 2026 (*adjusted date*)

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