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

CALL TO ORDER

MSCAA Board Meetings are held at the Airport Authority Offices unless noted otherwise and are available to watch via ZOOM Webcast.

APPROVAL OF BOARD MEETING MINUTES: ***June 18, 2026***

REGISTERED PUBLIC COMMENTS

Resolutions for Approval This Month

Approval of Updated MSCAA Bylaws

Nomination of Board Officers: Chairman, Vice Chairman and Secretary

Resolution of Appreciation – Pace Cooper and Gregory Fletcher

Approval to Execute a Contract - Insurance Brokerage and Consulting Services - Willis Tower Watson Southeast, Inc.

Approval to Execute a Contract – On-Call Aerial Surveys, Imagery, and Mapping Service - Woolpert, Inc.

Approval to Execute a Contract – Snow Removal Equipment Building - Building Package/Construction - Montgomery Martin Contractors, LLC

Approval to Execute a Contract – Taxiway Bravo Hot Spot 1/Construction Rebid - Chris-Hill Construction Co., LLC

Approval of Agreement - Lease and Concession Agreement – CAVU Experiences (AMER) LLC

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

EXECUTIVE SESSION
At this time the zoom webcast will end and those attending in person will be excused from the boardroom. The Senior Executives, General Counsel and the Board Members will remain. After the Executive Session has concluded, the board meeting will resume to formally adjourn the meeting.

NEXT BOARD MEETING – ***September 16, 2026 (3rd Wednesday)***

Minutes of the Monthly Meeting of the Board
August 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 Executive Staff attended in person.

Minutes of the meeting held: June 18, 2026, were approved upon motion of Jack Sammons, seconded by Belinda Anderson, and otherwise unanimously carried.

Registered Public Comment:

Resolutions for Board Approval:

Item 1: Upon motion of Craig Weiss, seconded by Jack Sammons , otherwise unanimously carried, the following resolution was adopted:

RESOLUTION

WHEREAS, Tennessee Public Chapter 978 of 2026 amended the Metropolitan Airport Authority Act, as codified in § 42-4-101, et seq., of the Tennessee Code; and,

WHEREAS, Tennessee Public Chapter 978 changed the appointment structure, term, and qualifications of the Board of Commissioners for the Memphis-Shelby County Airport Authority; and,

WHEREAS, the Bylaws of the Memphis-Shelby County Airport Authority ("Airport Authority") have historically mirrored the current version of the Metropolitan Airport Authority Act, as codified in § 42-4-101, et seq.; and,

WHEREAS, it is necessary to update the Airport Authority Bylaws to reflect the recent changes to Metropolitan Airport Authority Act regarding the appointment structure, term, and qualifications of the Board of Commissioners; and,

WHEREAS, the term of the Chairperson shall also be updated to better align with the new terms of the Board of Commissioners and to mirror the practice of other commercial service airports in Tennessee;

NOW, THEREFORE BE IT RESOLVED, the Board of Commissioners, of the Memphis-Shelby County Airport Authority hereby adopts the August 19, 2026, version of the Memphis-Shelby County Airport Authority Bylaws.

26-5212
08-19-26

Nomination of Board Officers:
President Terry Blue opened the floor for the nomination of Board Officers whose terms will run from **July 1st** to **June 30th**.

Commissioner Jack Sammons offered that due to the recent changes with the renaming of the airport, and the update to the Bylaws, in an effort to maintain continuity, it would be in the best interest of the Authority to nominate Michael Keeney to remain as Chairman.

Upon motion of Jack Sammons, seconded by Demar Roberts, otherwise unanimously carried, **Michael Keeney will serve as Chairman for a two-year term**

Chairman Michael Keeney opened the floor for nominations of the Board Vice Chair and Secretary:

Upon motion of Demar Roberts, seconded by Belinda Anderson, otherwise unanimously carried, **Jack Sammons will serve as Vice Chairman until June 30, 2027**

Upon motion of Pamela Clary, seconded by Jack Sammons, otherwise unanimously carried, **Albert Glenn will serve as Secretary until June 30, 2027**

Item 2: Upon motion of Craig Weiss, seconded by Jack Sammons, otherwise unanimously carried, the following resolution was adopted:

RESOLUTION

WHEREAS, Pace Cooper was appointed to the Memphis-Shelby County Airport Authority ("Authority") Board of Commissioners ("Board") in 2013 and served with distinction until 2026; and,

WHEREAS, Mr. Cooper served as Chairman of the Authority Board from 2015 to 2021; and,

WHEREAS, under Mr. Cooper's leadership as Chairman, the Memphis International Airport completed the Concourse B Modernization Project, which was one of the airport's most transformational and positively impactful passenger-facing projects in decades; and,

WHEREAS, in addition to his term as Chair of the Board, Mr. Cooper served as the chair of many important committees during his 13-year tenure on the Board, including, but not limited to, Finance & Administration, Planning & Development, and was an active member of the Air Service Development, Concessions & Business Diversity, and Government Affairs committees where he made numerous contributions to the Authority; and,

WHEREAS, in acknowledgement of Pace Cooper's dedication and service, this expression of gratitude is being presented to commemorate his service to this Board and to the Airport Authority;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the Memphis-Shelby County Airport Authority, and the President and CEO, by this resolution, do hereby express their thanks, appreciation, and respect to Mr. Cooper for his many years of extraordinary service to this Board.

Presented this 19th Day of August 2026.

26-5213
08-19-26

Discussion

- Mr. Pace Cooper served on the Airport Authority Board during the tough times of COVID and during the growth of the new terminal modernization project.. His leadership and support will always be appreciated.

Item 3: Upon motion of Jack Sammons, seconded by Belinda Anderson, otherwise unanimously carried, the following resolution was adopted:

RESOLUTION

WHEREAS, Gregory G. Fletcher was appointed to the Memphis-Shelby County Airport Authority ("Authority") Board of Commissioners ("Board") in 2019 and served with distinction until 2026; and,

WHEREAS, Mr. Fletcher's efforts and contributions in his role as Chair of the Concessions & Business Opportunity Development Committee and as an active member of the Air Service Development, General Aviation & Ground Transportation, and Aesthetics & Beautifications Committees, was invaluable to the overall vision and mission of this Authority; and,

WHEREAS, in acknowledgement of Gregory Fletcher's dedication and service, this expression of gratitude is being presented to commemorate his service to this Board and to the Airport Authority;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the Memphis-Shelby County Airport Authority, and the President and CEO, by this resolution, do hereby express their thanks, appreciation, and respect to Mr. Fletcher for his years of extraordinary service to this Board.

Presented this 19th Day of August 2026

26-5214
08-19-26

Discussion

- Mr. Gregory Fletcher is a great supporter of the MSCAA Board and this airport. We appreciate his dedicated service. He is also the son of the former Airport Authority President and CEO, Captain Williard Merle Fletcher (1975-1985).

Item 4: Upon motion of Pamela Clary, seconded by Belinda Anderson, otherwise unanimously carried, the following resolution was adopted:

<u>R E S O L U T I O N</u>

WHEREAS, pursuant to public advertisement, Statements of Qualifications for Insurance Brokerage and Consulting Services for the Memphis-Shelby County Airport Authority ("Authority") were received as follows:

REQUEST FOR QUALIFICATIONS
INSURANCE BROKERAGE AND CONSULTING SERVICES
<u>MEMPHIS-SHELBY COUNTY AIRPORT AUTHORITY</u>
Received June 4, 2026

STATEMENTS OF QUALIFICATIONS RECEIVED FROM:

Alliant Insurance Services, Inc

McGriff, a Marsh & McLennan Agency

Willis Tower Watson Southeast, Inc.

and,

WHEREAS, the scope of services consists of providing services as a broker to assist the Authority in its operation of risk management and insurance programs and offering a full range of services, including but not limited to, placing the Authority's insurance coverages, assisting Authority staff with insurance related issues and providing detailed, written insurance coverage recommendations, as determined by the Authority. Liability and property coverages to be placed on behalf of the Authority include, but are not limited to: airport owners/operators general liability and excess liability; boiler and machinery; business automobile liability; public officials liability including employment practices; property fire and allied risks insurance; flood; commercial crime; pollution and remediation; workers' compensation, cyber security and environmental; and,

WHEREAS, the initial term of the contract will be for a period of five (5) years with three (3) one (1) year renewal options to be exercised at the Airport Authority's sole discretion, for a potential total contract term of eight (8) years; and,

WHEREAS, the Qualifications were evaluated according to established criteria; and,

WHEREAS, the selection committee interviewed all three (3) firms; and,

WHEREAS, the selection committee unanimously ranked the firms in the following order:

1. Willis Tower Watson Southeast, Inc
2. McGriff, a Marsh & McLennan Agency
3. Alliant Insurance Services, Inc

and,

WHEREAS, Management staff will negotiate fees for services to be performed with the number-one ranked firm; however, if negotiations are unsuccessful with the number-one ranked firm, negotiations will terminate with that firm and begin with the next ranked firms until a satisfactory agreement has been reached; and,

WHEREAS, Airport Authority management recommends that Willis Tower Watson Southeast, Inc, be designated as the top-ranked firm for negotiations; and,

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 negotiate and execute a contract for Insurance Brokerage and Consulting Services with Willis Tower Watson Southeast, Inc., as referenced above, with costs to be paid from the Airport Authority's operating funds or any other funds as identified by the CFO.

26-5215
08-19-26

Item 5: Upon motion of Craig Weiss, seconded by Jack Sammons, otherwise unanimously carried, the following resolution was adopted:

<u>R E S O L U T I O N</u>

WHEREAS, pursuant to public advertisement, Statements of Qualifications were received as follows:

REQUEST FOR STATEMENTS OF QUALIFICATIONS
ON-CALL AERIAL SURVEYS, IMAGERY, AND MAPPING SERVICES
MSCAA PROJECT NO. 25-1484-00
<u>MEMPHIS-SHLEBY COUNTY AIRPORT AUTHORITY</u>
Received March 6, 2026

Colliers Engineering & Design, Inc

Kucera International, Inc.

L. I. Smith & Associates, Inc.

NV5 Geospatial, Inc.

Pickering Firm, Inc.*

SurvTech Solutions, Inc

Woolpert, Inc.

**local*

and,

WHEREAS, pursuant to federal regulations and associated grant assurances the Memphis-Shelby County Airport Authority (Airport Authority) has a requirement to ensure that the approach slopes to each of the runways at the three airports it operates are free of obstructions and potential hazards to air navigation; and,

WHEREAS, the Airport Authority has solicited for on-call consulting services to periodically survey the runways to ensure compliance with the requirements; and,

WHEREAS, scope of services is to provide aerial surveys, imagery, and mapping services for Frederick W. Smith International Airport (MEM), General DeWitt Spain Airport (M01), and Charles W. Baker Airport (2M8). The scope includes supporting airspace obstruction inventory and analysis for FAA compliance; and,

WHEREAS, work efforts may include aerial photography and obstruction surveys, obstruction evaluations, development of airport planimetrics (linework), Computer Aided Design (CAD) and/or Geographic Information System (GIS) mapping, remote sensing scanning, and FAA data collection and submissions for MEM, M01, and 2M8; and,

WHEREAS, the Statements of Qualifications of all firms were evaluated by the Selection Committee according to established criteria, and after review, four firms were interviewed and ranked in the following order:

1. Woolpert, Inc.
2. Kucera International, Inc.
3. NV5 Geospatial, Inc.
4. SurvTech Solutions, Inc.

and,

WHEREAS, Airport Authority's Capital Program Executive Staff, by action taken on August 13, 2026, recommends award of the contract to Woolpert, Inc., to provide aerial surveys, imagery, and mapping services; and,

WHEREAS, Airport Management has established an estimated budget for the first contract year of $400,000.00 (based on anticipated projects and estimated billing rates) to be tracked by specific project and expenditures, and recommends award of contract to-Woolpert, Inc.; and,

WHEREAS, the term of the agreement will be for three (3) years with two (2) one-year options, subject to the Authority's sole discretion; and,

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 execute a contract with Woolpert, Inc. as herein described, cost to be paid from various funding based on related projects.

26-5216
08-19-26

Discussion

- The Federal Aviation Administration (FAA) requires periodic surveying, imagery and mapping be completed for all airports to ensure the safety of its runways and taxiways.

Item 6: Upon motion of Jack Sammons, seconded by Belinda Anderson, otherwise unanimously carried, the following resolution was adopted:

RESOLUTION

WHEREAS, pursuant to public advertisement, bids were received as follows:

REQUEST FOR BIDS
SNOW REMOVAL EQUIPMENT BUILDING – BUILDING PACKAGE CONSTRUCTION
MSCAA PROJECT NO. 23-1476-17-02
FREDERICK W. SMITH INTERNATIONAL AIRPORT
Received June 25, 2026

BIDDER	BID
Montgomery Martin Contractors, LLC*	$5,352,133.00
Grinder & Haizlip Construction*	$5,757,330.00
A&B Construction Company, Inc.*	$6,094,804.00
Grinder, Taber & Grinder, Inc.*	$6,295,025.19
W&T Contracting*#	$6,342,764.00
Zellner Construction Services, LLC*	$7,726,747.00
Chris Woods Construction Co., Inc.*	$7,799,800.00
Engineer's Estimate	*$7,689,000.00*

**local*
#non-responsive

and,

WHEREAS, the bid is for the second and final phase of this project and includes the building construction package for a new 49,000 square foot Snow Removal Equipment Building at Frederick W. Smith International Airport; and, WHEREAS, the scope of work consists of, but is not necessarily limited to, Pre-Engineered Metal Building (PEMB) construction, storm drainage, utility installation (fiber optic/electrical/water), fire sprinkler system, Portland cement concrete pavement, joint sealing, chain link fencing, and other efforts normally required for building construction; and,

WHEREAS, the Bids were evaluated according to established criteria; and,

WHEREAS, Montgomery Martin Contractors, LLC was deemed the lowest responsive bidder; and,

WHEREAS, the Airport Authority Management's Capital Program Executive Staff recommended award of the Contract in the total amount of $5,352,133.00 to Montgomery Martin Contractors, LLC and an Initial Contingency Amount (ICA) in the amount of $535,213.30 (10%) for the project for a total funding authorization amount (contract plus contingency) of $5,887,346.30, which, in accordance with Airport Authority Policy 701, requires approval of the President and CEO and the Board; and,

WHEREAS, in accordance with its Small Business Participation Program (SBPP), the Airport Authority established a SBE goal of 15% for the full term of this contract; and,

WHEREAS, Montgomery Martin Contractors, LLC is a local prime contractor, and is utilizing a local certified SBE totaling 23.9% SBE Participation, which will total $1,276,700.00 on this project; and,

WHEREAS, Airport Authority Management recommends the approval of a contract with Montgomery Martin Contractors, LLC in the amount of $5,352,133.00;

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 execute a contract with Montgomery Martin Contractors, LLC as herein described, costs to be paid from federal grants, the Airport Authority's airfield capital funds, or any other funds as identified by the CFO.

26-5217
08-19-26

Discussion

- The project will take approximately 160 days to complete from the time the steel is delivered.

Item 7: Upon motion of Pamela Clary, seconded by Demar Roberts, otherwise unanimously carried, the following resolution was adopted:

<u>RESOLUTION</u>

WHEREAS, pursuant to public advertisement, bids were received as follows:

REQUEST FOR BIDS
TAXIWAY BRAVO HOT SPOT 1 – CONSTRUCTION REBID
MSCAA PROJECT NO. 18-1413-04
FREDERICK W. SMITH INTERNATIONAL AIRPORT
Received June 18, 2026

BIDDER	BID AMOUNT
Head, LLC#	$19,030,769.68
Chris-Hill Construction Co., LLC*	$19,325,084.55
VuCon, LLC*#	$20,627,741.00
Hi-Way Paving, Inc.	$20,895,666.21
Precise Concrete Works, LLC*#	$22,794,495.18
Engineer's Estimate	$16,402,316.65

**local*

#non-responsive

and,

WHEREAS, bids include the relocation of approximately 1,450 linear feet of existing Taxiway Bravo to correct an existing FAA designated Hot Spot, and the full-depth reconstruction of approximately 600 linear feet of Taxiway Alpha adjacent to the Taxiway Bravo relocation at Frederick W. Smith International Airport; and,

WHEREAS, the work includes, but may not be limited to, demolition of existing pavement and associated infrastructure, grading and drainage, underdrains, Portland cement concrete pavement including subgrade preparation, cement treated base, soil cement subbase, joint sealing, bituminous pavement, airfield signage and markings, airfield electrical lighting and underground ducts, earthwork, erosion control, sodding, and other efforts normally required for taxiway construction and reconstruction; and,

WHEREAS, the Bids were evaluated according to established criteria; and,

WHEREAS, Chris-Hill Construction Co., LLC was deemed the lowest responsive bidder; and,

WHEREAS, the Airport Authority Management's Capital Program Executive Staff recommended award of the Contract in the total amount of $19,325,084.55 to Chris-Hill Construction Co., LLC and an Initial Contingency Amount (ICA) in the amount of $1,932,508.46 (10%) for the project for a total funding authorization amount (contract plus contingency) of $21,257,593.01, which, in accordance with Airport Authority Policy 701, requires approval of the President and CEO and the Board; and, WHEREAS, in accordance with its Small Business Participation Program (SBPP), the Airport Authority established a SBE goal of 18% for the full term of this contract; and,

WHEREAS, Chris-Hill Construction Co., LLC is a local prime contractor, is using three certified SBE subcontractors totaling 20.5% of the project, which will total $3,965,656.75 on this contract; and,

WHEREAS, Airport Authority Management recommends the approval of a contract with Chris-Hill Construction Co., LLC;

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 execute a contract with Chris-Hill Construction Co., LLC as herein described, cost to be paid from federal grants, Airport Authority's airfield capital funds, or any other funds as identified by the CFO.

26-5218
08-19-26

Discussion

- There was discussion regarding the use of a contractor to test the concrete to ensure it meets FAA requirements.
- The budget contingency cost is included to cover any potential risks.
- Because federal grants help fund the project, the work will need to be completed in a timely manner. The project will be scheduled in phases through the holidays to accommodate FedEx peak times.

Item 8: Upon motion of Jack Sammons, seconded by Belinda Anderson, otherwise unanimously carried, the following resolution was adopted:

R E S O L U T I O N

WHEREAS, the Memphis-Shelby County Airport Authority (the "Authority") owns and operates Frederick W. Smith International Airport (the "Airport") in Memphis, Shelby County, Tennessee and, in connection with its operation of the Airport, leases space within the terminal building and grants concession rights for the operation of passenger service businesses within such space; and,

WHEREAS, CAVU Experiences (AMER) LLC, a Delaware limited liability company ("Cavu"), is engaged in the development and operation of common use airport passenger lounges, currently operating approximately twenty (20) Escape Lounge locations across the United States, and desires to construct and operate an "Escape Lounge" common use passenger lounge (the "Lounge") in the main rotunda of the terminal building at the Airport pursuant to a lease and concession agreement between the Authority and Cavu (the "Agreement"); and,

WHEREAS, the Lounge will be open to all passengers regardless of airline or class of travel and will offer chef-prepared food, beverage service, and premium seating and amenities, enhancing the passenger amenities and service offerings available at the Airport; and,

WHEREAS, the Authority and Cavu have negotiated the principal commercial terms of the Agreement, and are proposing the following:

- A fixed term of twelve (12) years;
- An initial buildout of approximately 3,200 square feet, including in-lounge restroom facilities for Lounge guests, with potential future expansion to a full build out of approximately 4,900 square feet based upon utilization triggers;
- An initial capital investment by Cavu of approximately $2,880,000 for the build out, construction, and fit-out of the Lounge;
- A concession fee equal to eight percent (8%) of gross revenue derived from the operation of the Lounge, increasing to eleven percent (11%) on gross revenue in excess of $4,000,000 in any contracting year;
- Midterm capital reinvestment by Cavu through two refurbishments of the Lounge, pursuant to an agreed upon scope, schedule, and investment amount;

and,

WHEREAS, Cavu will develop a food, beverage, and partnerships program reflecting Memphis culinary heritage and culture, working with local producers, vendors, and artists in the operation of the Lounge; and,

WHEREAS, Authority staff has determined that the proposed terms represent fair value in line with comparable common use lounge concessions, support the Authority's obligation to maintain a self-sustaining airport fee and rental structure, 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 Agreement with Cavu, 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.

26-5219
08-19-26

Discussion

- President Terry Blue explained that the revenue from the lounge will come from a percentage of the fees. The overall goal for the new space is to provide a enhanced experience for the customer.

Item 9: Division Reports

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.

Properties Report

- The Airport Authority is looking at an AI tool that will alert and enhance communication between the Authority staff and rental car staff when there seems to be a long wait for car rental customers.
- Enhancements to the Yellow parking lot will include in-lot shuttle shelters for passenger convenience.

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:

Spotlight
We want to recognize **Gloria Hightower with Menzies Aviation** for her outstanding customer service with a family sending their 12-year-old grandson back home. They expressed how kind and helpful Ms. Hightower was to them and the other customers around her. **"She made saying goodbye a little less stressful."**

We want to recognize **Justin Gary – Airport Authority Employee** at our General Aviation Airport for consistently providing great customer service. Justin is continually being recognized by customers through ForeFlight for his positive professionalism, dedication, and customer first attitude.

Construction Projects
- TMSP projects continue to progress. The B passenger tunnel is scheduled to reopen at the end of August.
- Future enhancements for the Yellow parking lot will include splitting the lot for passengers as well as tenant employee parking.

TSA Report
- Passenger traffic through the security checkpoint has softened a bit probably due to the economy and increasing fuel prices..

Information Items
- Chairman Michael Keeney recognized Commissioner Jack Sammons as General Chairman of the FedEx St. Jude Golf Classic tournament for another successful year. The event was the most watched since 2013.
- Chairman Michael Keeney acknowledged Commissioner Belinda Anderson for being recognized by the Memphis Business Journal as one of the "Women Who Lead".

- President Terry Blue shared that the Frederick W. Smith Airport renaming event on August 11th was a huge success. "Thank you" to the FedEx team and our very own Mia Harvey and Shawnita Neely, as well as countless other MSCAA team members who helped to make it a special and memorable event.
- The second annual Runway 5K event will commence on Saturday, September 19, 2026

Executive Session

At approximately 10:06a.m. Chairman Michael Keeney requested that Senior Executives and Commissioners remain in the boardroom to conduct an executive session. All other staff and guests were requested to step outside of the boardroom until asked to return for the remaining portion of the meeting.

At approximately 10:55a.m. the executive session ended, and the remaining attendees were invited back into the boardroom to resume the meeting

By motion of Chairman Michael Keeney, the meeting was adjourned at 10:56 a.m.

Item 10. Next meeting is: September 16, 2026