

**REGULAR MONTHLY MEETING OF JACKSON MUNICIPAL
AIRPORT AUTHORITY BOARD OF COMMISSIONERS
JUNE 27, 2016**

I. CALL TO ORDER/ROLL CALL/DECLARATION OF QUORUM

The Board of Commissioners (the “Board”) of the Jackson Municipal Airport Authority (the “Authority” and “JMAA”) convened its Regular Monthly Board Meeting in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport (“JAN”), in Jackson, Mississippi, at 4:00 p.m. on Monday, June 27, 2016 (the “Meeting”).

Vice Chairman Pastor James L. Henley, Jr., presided, called the Meeting to order at 4:00 p.m. and called the roll of Commissioners.

The following Commissioners were present, in person, during roll call, for a quorum at the Board Meeting:

Pastor James L. Henley, Jr., Commissioner and Vice Chairman
Vernon W. Hartley, Sr., Commissioner
Evelyn O. Reed, Commissioner

The following Commissioner was present, telephonically, at the Board Meeting:

Rosie L.T. Pridgen, Ph.D., Commissioner and Chairman

Vice Chairman Pastor Henley announced that a quorum was present at the Meeting, as required by the Bylaws of the Authority, and announced that the Meeting would proceed with discussion of the Agenda (the “Agenda”) for the Regular Monthly Meeting of the Board scheduled for 4:00 p.m. on Monday, June 27, 2016, in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport (“JAN”), in Jackson, Mississippi. The following other persons were also present at the Meeting:

Carl D. Newman, A.A.E., JMAA’s Chief Executive Officer
Bonnie A. Wilson, JMAA’s Chief Administrative Officer
John L. Walker, Esq., Walker Group, PC, Attorneys at Law
Kevin Bass, Esq., Walker Group, PC, Attorneys at Law
Regina May, Esq., The May Law Firm, PLLC, Attorneys at Law
John R. May, Jr., Esq., The May Law Firm, PLLC, Attorneys at Law
And persons listed on **EXHIBIT A: [Sign in Sheet for 6-27-16](#)**

Vice Chairman Pastor Henley announced that Commissioner Harris communicated to him that she was en route to the June 27, 2016 Board Meeting.

II. INVOCATION

Commissioner Reed gave the Invocation.

III. APPROVAL AND EXECUTION OF THE MAY 25, 2016 RESCHEDULED WORK SESSION MINUTES AND THE MAY 27, 2016 RESCHEDULED BOARD MEETING MINUTES AND THE JUNE 9, 2016 SPECIAL BOARD MEETING

- A. Rescheduled Regular Work Session of the Board of Commissioners, May 25, 2016.
- B. Rescheduled Regular Meeting of the Board of Commissioners, May 27, 2016.
- C. Special Meeting of the Board of Commissioners, June 9, 2016

RESOLUTION CY-2016-82

APPROVAL AND EXECUTION OF THE MINUTES OF THE MAY 25, 2016 RESCHEDULED WORK SESSION, THE MAY 27, 2016 RESCHEDULED REGULAR MEETING AND THE JUNE 9, 2016 SPECIAL MEETING

After discussion and review and upon the motion made by Commissioner Reed, and seconded by Commissioner Hartley, the Minutes of the Rescheduled Regular Work Session, May 25, 2016, the Rescheduled Regular Board Meeting, May 27, 2016, and the Special Board Meeting, June 9, 2016 were approved by the unanimous vote of the Commissioners (4-0-0), and the following resolution was made and entered.

RESOLVED, that the Board hereby approves the Minutes of the Rescheduled Regular Work Session, May 25, 2016, the Rescheduled Regular Board Meeting, May 27, 2016, and the Special Board Meeting, June 9, 2016, as presented, and directs that said Minutes be filed in the appropriate Minute Book and Records of the Authority.

Yeas: Hartley, Henley, Pridgen, Reed

Nays: None

Abstentions: None

June 27, 2016

IV. PUBLIC COMMENTS

None.

V. REPORTS

A. Report from the Chairman

None presented by Vice Chairman Pastor Henley, who presided over the June 27, 2016

Board Meeting.

B. Chief Executive Officer

1. *Airport Project Manager Summary, Period Ending
May 31, 2016..... Page 1¹*
2. *Airport Activity Statistics Report, Period Ending
May 31, 2016.....Page 15*
3. *Employee Recognition*

Mr. Carl D. Newman, CEO, recognized Ms. Joyce Tillman, Capital Programming, for receiving the “Certified Public Manager” Certification, awarded by the Mississippi State Personnel Board Office of Workforce Development. He further asked that she come forward and be recognized for this outstanding career achievement. The Board of Commissioners and Mr. Newman then took a photograph with Ms. Tillman and her award.

C. Attorney

1. *Correction of the September 28, 2015 Resolution CY-2015-156*

RESOLUTION CY-2016-83

**RESOLUTION TO CORRECT RESOLUTION CY-2015-156 AS TO ELECTION OF
THE JMAA BOARD OF COMMISSIONERS’ FISCAL YEAR 2016 VICE
CHAIRMAN**

Upon motion by Commissioner Hartley, seconded by Commissioner Reed, the following **RESOLUTION** was made and adopted by unanimous vote (4-0-0).

WHEREAS, the Board, on September 28, 2015, adopted Resolution CY 2015-156 as to the election of the Vice Chairman of the Board of Commissioners for the Fiscal Year 2016; and

WHEREAS, during the September 28, 2015 Board Meeting, Chairman Dr. Pridgen nominated Commissioner Pastor Henley to become the Fiscal Year 2016 Vice Chairman and Commissioner Harris seconded the motion, after which the JMAA Board of Commissioners voted 4-0-1 to elect Commissioner Pastor Henley as the Fiscal Year 2016 Vice Chairman; and

WHEREAS, the September 28, 2015 Minutes of the Board of Commissioners and Resolution CY 2015-156 contain a scrivener’s error because they state that “Commissioner

¹ “Page #” refers to the page numbers in the Meeting Packet.

Hartley” was elected as the Fiscal Year 2016 Vice Chairman instead of “Commissioner Pastor Henley;”

WHEREAS, the September 28, 2015 Minutes of the Board of Commissioners and Resolution CY 2015-156 need to be corrected *nunc pro tunc*, as of September 28, 2015, to state “**IT IS THEREFORE, RESOLVED** that Commissioner Pastor Henley, upon the nomination of Commissioner Dr. Pridgen, seconded by Chair Harris, is the Vice Chairman of the JMAA Board of Commissioners for Fiscal Year 2016,” and

WHEREAS, a copy of this Resolution shall be attached to the original of the September 28, 2015 Minutes of the Board of Commissioners and Resolution CY 2015-156 contained in the official records of JMAA.

IT IS THEREFORE, RESOLVED that the September 28, 2015 Minutes of the Board of Commissioners and Resolution CY 2015-156, adopted on September 28, 2015, are corrected *nunc pro tunc*, as of September 28, 2015, to state “**IT IS THEREFORE, RESOLVED** that Commissioner Pastor Henley, upon the nomination of Commissioner Dr. Pridgen, seconded by Chair Harris, is the Vice Chairman of the JMAA Board of Commissioners for Fiscal Year 2016,” and

IT IS THEREFORE, FURTHER RESOLVED that a copy of this Resolution shall be attached to the original of the September 28, 2015 Minutes of the Board of Commissioners and Resolution CY 2015-156 contained in the official records of JMAA.

Yeas: Hartley, Henley, Pridgen, Reed

Nays: None

Abstentions: None

June 27, 2016, *nunc pro tunc*, as of September 28, 2015

2. Attorney John L. Walker announced that there is a matter that he recommends the Board take up during an Executive Session. Therefore, he recommended that Vice Chairman Pastor Henley present said matter for consideration at the appropriate time.

VI. ACTION ITEMS

A. Financial Matters

1. *Financial Reports for May, 2016:*

- a. Balance Sheet: Accept.....Page 29
- b. Income Statement: Accept.....Page 31

RESOLUTION CY-2016-84

RESOLUTION ACCEPTING/APPROVING MAY 2016 FINANCIAL REPORTS

Upon motion by Commissioner Reed, seconded by Commissioner Hartley, the following **RESOLUTION** was made and approved by unanimous vote of all Commissioners participating (4-0-0).

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") reviewed and considered the Authority's Balance Sheet and Income Statement ("the Financial Reports") for the month and period ending May 31, 2016, which were included in the Packet, pages 29-33, and distributed to the Board prior to the June 27, 2016 Monthly Meeting of the Board.

IT IS THEREFORE, RESOLVED that the Board hereby accepts and approves the May, 2016 Financial Reports: Balance Sheet and Income Statement for May, 2016.

Yeas: Hartley, Henley, Pridgen, Reed
Nays: None
Abstentions: None

June 27, 2016

c. Claims Docket for May 2016: Approve.....Page 34

RESOLUTION CY-2016-85

RESOLUTION APPROVING THE CLAIMS DOCKET FOR THE MONTH AND PERIOD ENDING MAY 31, 2016

Upon motion by Commissioner Hartley, seconded by Commissioner Reed, the following **RESOLUTION** was made and approved by unanimous vote of all Commissioners participating (4-0-0).

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") has reviewed and considered the Authority's Claims Docket ("Claims") for the month and period ending May 31, 2016, which was included in the Packet, pages 34-39, and was distributed to the Board prior to the June 27, 2016 Monthly Meeting of the Board.

IT IS THEREFORE, RESOLVED that the Board hereby authorizes payment of the Claims in the amount of \$1,039,630.17.

Yeas: Hartley, Henley, Pridgen, Reed
Nays: None
Abstentions: None
June 27, 2016

2. Early Issues

None.

B. Service Agreements

- 1. Mass Communications Services, JMAA: Approve the Purchase of the Software and Authorize Execution of Agreement (Everbridge, Inc.).....Page 40*

RESOLUTION CY-2016-86

RESOLUTION AUTHORIZING SOFTWARE PURCHASE FROM AND EXECUTION OF AN AGREEMENT WITH EVERBRIDGE, INC. FOR SUBSCRIPTION, IMPLEMENTATION AND SUPPORT OF MASS COMMUNICATION SERVICES

Upon motion by Commissioner Reed, seconded by Commissioner Hartley, the following **RESOLUTION** was made and approved by unanimous vote (4-0-0).

WHEREAS, the Board has considered the request of JMAA’s Staff for authority to: (i) purchase from Everbridge, Inc., a California corporation registered in Mississippi, two hundred (200) Everbridge Solution Software licenses (“Software”); and (ii) execute an agreement with Everbridge to provide a hosting subscription and system implementation and support services for JMAA for one calendar year (“Services”), with the option of JMAA to renew for an additional calendar year; and

WHEREAS, the proposed term of the agreement for the Services is for one (1) calendar year, commencing July 1, 2016 and ending June 30, 2017; and

WHEREAS, the total cost for the Software and Services shall not exceed \$18,987.00 per year; and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated June 20, 2016, along with a quote, an on-site training notification and an email from Michael Cadarelli providing the salient characteristics of the Everbridge Solution product and services, all of which are found at pages 40-48 of the Meeting Packet, ought to be granted.

IT IS THEREFORE, RESOLVED that Staff is authorized to: (i) purchase from Everbridge, Inc., a California corporation registered in Mississippi, two hundred (200) Everbridge Solution Software licenses; and (ii) execute an agreement with Everbridge to provide a hosting subscription and system implementation and support services for JMAA for one calendar year, with the option of JMAA to renew for an additional calendar year; and

IT IS THEREFORE, FURTHER RESOLVED that the proposed term of the agreement for the Services is for one (1) calendar year, commencing July 1, 2016 and ending June 30, 2017; and

IT IS THEREFORE, FURTHER RESOLVED that the total cost for the Software and Services shall not exceed \$18,987.00 per year; and

IT IS THEREFORE, FURTHER RESOLVED that the Board finds that such requests are fully explained in the Memorandum dated June 20, 2016, along with a quote, an on-site training notification and an email from Michael Cadarelli providing the salient characteristics of the Everbridge Solution product and services, all of which are found at pages 40-48 of the Meeting Packet.

Yeas: Hartley, Henley, Pridgen, Reed

Nays: None

Abstentions: None

June 27, 2016

C. Construction Projects

- 1. JMAA Project No. 0015-16, Atlantic Aviation FBO Building Roof Repairs: Authorize Advertisement for Bids, Approval of Construction Budget and Approval of Project Budget.....Page 49***

RESOLUTION CY-2016-87

RESOLUTION AUTHORIZING JMAA TO SOLICIT BIDS FOR CONSTRUCTION SERVICES AT JACKSON-MEDGAR WILEY EVERS INTERNATIONAL AIRPORT; APPROVAL OF CONSTRUCTION BUDGET AND APPROVAL OF PROJECT BUDGET

Upon motion by Commissioner Hartley, seconded by Commissioner Reed, the following **RESOLUTION** was made and approved by unanimous vote (4-0-0).

WHEREAS, the Board has considered the request of JMAA's Staff for: (i) authority to advertise for competitive bids for construction services in connection with the Atlantic Aviation Fixed Base Operator Building at the Jackson-Medgar Wiley Evers International Airport; (ii) approval of the construction budget not to exceed \$200,000.00; and (iii) approval of the total project budget of \$265,684.00; and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated June 2, 2016, found at pages 49-51 of the Meeting Packet, ought to be granted.

IT IS THEREFORE, RESOLVED that: (i) JMAA's Staff is authorized to advertise for competitive bids for construction services in connection with the Atlantic Aviation Fixed

Base Operator Building at the Jackson-Medgar Wiley Evers International Airport; (ii) the estimated construction cost not to exceed \$200,000.00 is approved; and (iii) the proposed project budget of \$265,684.00 is approved; and

IT IS THEREFORE, FURTHER RESOLVED that the Board finds that said requests are fully explained in the Memorandum dated June 2, 2016, found at pages 49-51 of the Meeting Packet.

Yeas: Hartley, Henley, Pridgen, Reed

Nays: None

Abstentions: None

June 27, 2016

2. *JMAA Project No. 010-12, Contract No. 010-12-049, Roadway Lighting Project, JAN: Approve Change Order No. 1 (Lewis Electric, Inc...)*.....Page 52

RESOLUTION CY-2016-88

RESOLUTION AUTHORIZING EXECUTION OF CONTRACT CHANGE ORDER NO. 1 WITH LEWIS ELECTRIC REGARDING ROADWAY LIGHTING PROJECT

Upon motion by Commissioner Hartley, seconded by Commissioner Reed, the following **RESOLUTION** was made and approved by unanimous vote (4-0-0).

WHEREAS, the Board has considered the request of JMAA's Staff for authority to execute Change Order No. 1 in the amount of \$19,270.00 to the agreement between JMAA and Lewis Electric Inc., of Flowood, Mississippi, regarding the Roadway Light Project No. 010-12 and Contract No. 010-12-049; and

WHEREAS, the new contract total with Lewis Electric, Inc. is \$366,270.00, reflecting the costs for additional work necessary to complete the project; and

WHEREAS, the Board finds that such request, which is explained in the Memorandum dated June 7, 2016 and Contract Change Order No.1, found at pages 52-58 of the Meeting Packet, ought to be granted.

IT IS THEREFORE, RESOLVED that JMAA's Staff is authorized to execute Change Order No. 1 to Contract No. 010-12-049 in the amount of \$19,270.00 to the agreement between JMAA and Lewis Electric Inc., of Flowood, Mississippi; and

IT IT THEREFORE, FURTHER RESOLVED that the new contract total with Lewis Electric is \$366,270.00, reflecting the costs for additional work necessary to complete the project; and

IT IS THEREFORE, FURTHER RESOLVED that the Board finds that said request is fully explained in the Memorandum dated June 7, 2016, and Contract Change Order No. 1 found at pages 52-58 of the Meeting Packet.

Yeas: Hartley, Henley, Pridgen, Reed
Nays: None
Abstentions: None

June 27, 2016

D. Procurements

E. Grants

1. *Project No. 008-12, Multi-Modal Transportation Improvement Program (MMTIP) Airport Grant, HKS: Authorize Acceptance of Funds (MS Department of Transportation).....Page 59*

RESOLUTION CY-2016-89

RESOLUTION AUTHORIZING ACCEPTANCE OF MULTI-MODAL GRANT FUNDS

Upon motion by Commissioner Reed, seconded by Commissioner Hartley, the following **RESOLUTION** was made and approved by unanimous vote (4-0-0).

WHEREAS, the Board has considered the request of JMAA’s Staff for authority to accept Fiscal Year 2017 Multi-Modal Transportation Improvement Program funds from the Mississippi Department of Transportation, in the amount of \$500,000.00; and

WHEREAS, the Mississippi Department of Transportation has awarded JMAA a Multi-Modal Airport Grant to pay a portion of the costs of engineering and construction services associated with the Pavement Assessment and Overlay of Runway 11/29 at Hawkins Field Airport (“HKS”); and

WHEREAS, the Board finds that such request, which is explained in the Memorandum dated June 21, 2016, found at pages 59-60 of the Meeting Packet, ought to be granted.

IT IS THEREFORE, RESOLVED that JMAA’s Staff is authorized to accept Fiscal Year 2017 Multi-Modal Transportation Improvement Program funds from the Mississippi Department of Transportation, in the amount of \$500,000.00; and

IT IS THEREFORE, FURTHER RESOLVED that the Mississippi Department of Transportation has awarded JMAA a Multi-Modal Airport Grant, which will be used to pay a portion of the costs of engineering and construction services associated with the Pavement

Assessment and Overlay of Runway 11/29 at Hawkins Field Airport (“HKS”); and

IT IS THEREFORE, FURTHER RESOLVED that the Board finds that said request is fully explained in the Memorandum dated June 21, 2016, found at pages 59-60 of the Meeting Packet.

Yeas: Hartley, Henley, Pridgen, Reed

Nays: None

Abstentions: None

June 27, 2016

F. Other Matters

1. *Sleep Inn Lease Transfer & Amendment, JMAA: Authorize Transfer and Amendment of Lease (Lodging Venture, LLC)Page 61*

RESOLUTION CY-2016-90

RESOLUTION AUTHORIZING CONSENT TO THE ASSIGNMENT OF GROUND LEASE AND AMENDMENT TO LEASE AGREEMENT

Upon motion by Commissioner Reed, seconded by Commissioner Hartley, the following **RESOLUTION** was made and approved by majority vote (3-0-1).

WHEREAS, the Board has considered the request of JMAA’s Staff for the Board to: (i) consent to the assignment of that certain Ground Lease Agreement dated August 14, 1997, as amended and restated, between Jackson SI Note, LLC (“Jackson SI Note”) and Jackson Municipal Airport Authority (“JMAA”) from Jackson SI Note to Lodging Venture, LLC, (“Lodging Venture”) a Mississippi limited liability corporation; and (ii) amend the Hotel Lease to: (i) provide for a twenty-nine (29) year extension from the end of the current lease set to expire August 14, 2037 to July 14, 2066, for an aggregate total lease term of fifty (50) calendar years, and subject to reversion to the original remaining total lease term (currently 21 years) if Lodging Venture does not complete certain improvements to the Sleep Inn; and (ii) make certain other changes to the Hotel Lease to make it financeable in the current banking environment; and

WHEREAS, further the Chief Executive Officer shall not execute the consent to assignment or the amendment until Lodging Venture secures funding to make the approximately \$1,722,821.00 in capital improvements to the Sleep Inn; and

WHEREAS, if Lodging Venture does not consummate the purchase of the Sleep Inn on or before August 22, 2016, the Chief Executive Officer shall bring this matter back to the Board of Commissioners for review and reconsideration; and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum

dated June 22, 2016, found at pages 61-64 of the Meeting Packet, ought to be granted.

IT IS THEREFORE, RESOLVED that JMAA’s Board of Commissioners: (i) consents to the assignment of that certain Ground Lease Agreement dated August 14, 1997, as amended and restated, between Jackson SI Note, LLC and JMAA from Jackson SI Note to Lodging Venture, LLC, a Mississippi limited liability corporation; and (ii) authorizes amending the Hotel Lease to: (i) provide for a twenty-nine (29) year extension from the end of the current lease set to expire August 14, 2037 to July 14, 2066, for an aggregate total lease term of fifty (50) calendar years, and subject to reversion to the original remaining total lease term (currently 21 years) if Lodging Venture does not complete certain improvements to the Sleep Inn; and (ii) make certain other changes to the Hotel Lease to make it financeable in the current banking environment; and

IT IS THEREFORE, FURTHER RESOLVED that the Chief Executive Officer shall not execute the consent to assignment or the amendment until Lodging Venture secures funding to make the approximately \$1,722,821.00 in capital improvements to the Sleep Inn; and

IT IS THEREFORE, FURTHER RESOLVED that if Lodging Venture does not consummate the purchase of the Sleep Inn on or before August 22, 2016, the Chief Executive Officer shall bring this matter back to the Board of Commissioners for review and reconsideration; and

IT IS THEREFORE, FURTHER RESOLVED that the Board finds that said requests are fully explained in the Memorandum dated June 10, 2016, found at pages 61-64 of the Meeting Packet.

Yeas: Hartley, Pridgen, Reed
Nays: None
Abstentions: Henley

June 27, 2016

- 2. *172d Mississippi Air National Guard (MANG), JAN: Approve Lease Extension..... Page 65*

RESOLUTION CY-2016-91

RESOLUTION AUTHORIZING WITHDRAWAL OF RESOLUTION CY-2015-33 AND AMENDMENT OF LEASE AGREEMENT WITH AIR NATIONAL GUARD

Upon motion by Commissioner Hartley, seconded by Commissioner Reed, the following **RESOLUTION** was made and approved by unanimous vote (4-0-0).

WHEREAS, the Board has considered Staff’s request for the Board to: (i) withdraw Resolution CY-2015-33, adopted on February 23, 2015; and (ii) authorize Staff to execute an amendment to the existing Lease Agreement, Lease No. DACA01-5-87-833, between the

United States Government, being represented by the 172d Airlift Wing of the Mississippi Air National Guard, and JMAA, for 14 ± acres of land, which extends the term of the Lease from its current expiration date, May 31, 2027, for an additional twenty-five (25) years, to a new expiration date of May 31, 2052; and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated June 10, 2016 and the letter from Lt. Col. Larry R. Harris, USAF, found at pages 65-69 of the Meeting Packet, ought to be granted.

IT IS THEREFORE, RESOLVED that the Board: (i) withdraws Resolution CY-2015-33, adopted on February 23, 2015; and (ii) authorizes Staff to execute an amendment to the existing Lease Agreement, Lease No. DACA01-5-87-833, between the United States Government, being represented by the 172d Airlift Wing of the Mississippi Air National Guard, and JMAA, for 14 ± acres of land, which extends the term of the Lease from its current expiration date, May 31, 2027, for an additional twenty-five (25) years, to a new expiration date of May 31, 2052; and

IT IS THEREFORE, FURTHER RESOLVED that the Board finds that said requests are fully explained in the Memorandum dated June 10, 2016 and the letter from Lt. Col. Larry R. Harris, USAF, found at pages 65-69 of the Meeting Packet.

Yeas: Hartley, Henley, Pridgen, Reed

Nays: None

Abstentions: None

June 27, 2016

3. Board Travel

None.

Commissioner Harris entered the Meeting at 4:23 p.m.

Ms. Meenakshi Nieto, A.A.E., Director of Capital Programming, introduced Ms. Wendy Wilke and Mr. Paul Koebbe of The Faith Group, from a remote location using skype technology, to provide a project update as to the Access Control Project. Ms. Wilke and Mr. Koebbe presented the project update to the Board and displayed a PowerPoint Presentation entitled "Jackson-Medgar Wiley Evers International Airport: Access Control Systems Update." The presentation included the project update, project activities, project goals, key systems review, other project components and project timeline. The Faith Group PowerPoint Presentation is attached as an exhibit to the June 27, 2016 Board Meeting Minutes.

Ms. Wilke and Mr. Koebbe informed the Board that during the transition of control programs, the camera systems currently in place will remain functional. The new cameras will be introduced to the system in a way that does not interfere with the current system until they are deactivated.

G. New Business

1. *Recommended Contract Review, Etc. Guidelines For JMAA Staff Offered by Commissioner LaWanda D. Harris*

Commissioner Harris requested that the Board adopt various recommended guidelines for JMAA Staff to follow as to the reviewing, processing, awarding, etc. of contracts of any type in excess of Fifty Thousand Dollars (\$50,000.00). Commissioner Harris stated that the following are the guidelines that she recommends that JMAA Staff follow:

- JMAA Staff will create a revision of the current scoring sheet used in the selection process and add a final column for composite scores from each individual member of the selection committee to be used for any and all proposals that goes before the selection committee. The scoring sheets should be readily available to the Procurement Advisory Committee upon request for Board review. This tool will be used internally for quality assurance related to the procurement/selection process. Also, some or all of the data contained on the screening rubric sheet submitted by her at the end of 2015 should be used by Staff.
- The Board will be made aware of any rebids and determine if further Board approval is required.
- The Board will be made aware of any Board action item which fails to meet deadlines and the reasons for delay for further evaluation.
- The Board will be made aware of any changes related to current approved projects and determine if Board approval is required.
- Staff must notify legal counsel of any change in standard language of RFPs, RFQs, request for bids, etc. or any deviation from standard selection process for legal guidance.
- Schedule prospective Contractors/Vendors for presentations at Work Sessions of the Board before the Board is asked to approve a recommendation to award a contract to them. The prospective Contractors/Vendors, during their presentation, shall address topics, including, but not limited to: (a) previous Jackson and local business history; (b) mentoring and mentee opportunities; and (c) community involvement. Staff shall not tell the prospective Contractors/Vendors that it is recommending that the contract be awarded to them until the Board instructs Staff to do so.

Regarding minority participation, when feasible, incorporate the following:

- ***Commodities Program.*** Twenty percent (20%) of JMAA's anticipated annual expenditure for the purchase of commodities may be purchased from minority businesses; however, all such set-aside purchases shall comply with all purchasing regulations promulgated by the Mississippi Department of Finance and Administration and shall be subject to bid requirements under this section. Set-aside purchases for which competitive bids are required shall be made from the lowest and best DBE business bidder.
- ***Small Contracts.*** For purchases involving an expenditure of not more than Five Thousand Dollars (\$ 5,000.00), exclusive of freight or shipping charges, JMAA will solicit at least one quote from a DBE in the relevant industry.

- **Competitive Bid Contracts** - For purchases which involve an expenditure of more than Five Thousand Dollars (\$ 5,000.00) but not more than Fifty Thousand Dollars (\$ 50,000.00), exclusive of freight and shipping charges, JMAA will solicit at least one quote from a DBE where two written quotes are required in the relevant industry. Written quotes will remain sealed until opened by two JMAA employees designated by the CEO.
- **Professional Services Contracts** – JMAA will actively solicit proposals from W/MBEs as part of the Request for Qualifications (“RFQ”) and Request for Proposal (“RFP”) process. Where inclusion of DBEs is not feasible, points will be granted for participation in JMAA’s Historically Black Colleges and Universities (“HBCU”) Student Internship Program whereby students from HBCUs will be involved in the JMAA-contracted project.

Commissioner Harris moved that the Board adopted her above stated recommendation and Vice Chairman Pastor Henley seconded the motion. Then Vice Chairman Pastor Henley asked if there was any discussion as to Commissioner Harris’ motion.

Commissioner Hartley stated that he was not able at that time to support the guidelines recommended by Commissioner Harris because he has not had an opportunity to study and consider them. He added that the guidelines stated by Commissioner Harris are solely her opinions and recommendations. Further, he stated that he had made some recommendations that he shared with the Board at the June 23, 2016 Work Session and he would like the Board to consider his recommendations. Therefore, he urged the Board to delay considering and voting on any recommendations until a future meeting.

Chairman Dr. Pridgen stated that the Board should not vote on any of the recommended guidelines of Commissioner Harris until such time that there is an opportunity for the Board to reconcile and merge the recommendations of Commissioner Hartley and Commissioner Harris for the Board to consider them together. This is because both Commissioners made some valuable recommendations. Accordingly, she recommended tabling for consideration, at a future meeting, the motion of Commissioner Harris.

Commissioner Harris, in response, stated that her recommendations were provided to all Commissioners at the Work Session on June 23, 2016 and she wanted the Board to vote on her recommendations during the June 27, 2016 Board Meeting.

Then Vice Chairman Pastor Henley called for a vote.

MOTION TO ADOPT THE RECOMMENDED GUIDELINES OF COMMISSIONER LAWANDA D. HARRIS FOR JMAA STAFF TO FOLLOW AS TO REVIEWING, PROCESSING, AWARDED, ETC., OF CONTRACTS OF ANY TYPE IN EXCESS OF FIFTY THOUSAND DOLLARS (\$50,000.00).

The Board considered the **MOTION** by Commissioner Harris, seconded by Vice Chairman Pastor Henley, to adopt the Recommended Guidelines of Commissioner Lawanda D. Harris for JMAA Staff to follow as to reviewing, processing, awarding, etc. of contracts of any type in excess of Fifty Thousand Dollars (\$50,000.00). The motion failed by vote of 2-2-1.

Yeas: Harris, Henley
Nays: Hartley, Pridgen
Abstentions: Reed

Some of the Commissioners requested a legal opinion as to how an “abstention” vote should be counted when there was a tie vote.

Subsequently, on June 30, 2016, Kevin B. Bass, Esq., issued an Email Memorandum legal opinion, a copy of which is attached. The legal opinion of Mr. Bass was that “abstention” votes are not counted with the votes for or against the measure. Therefore, Commissioner Harris’ motion failed.

OPEN SESSION

Commissioner Reed then moved that the Board go into a Closed Session to discuss whether to go into an Executive Session to consider matters that she believed could be discussed in Executive Session, and Commissioner Harris seconded the motion.

The Board, by a vote of 5-0-0, resolved that the session be closed. Vice Chairman Pastor Henley asked all, except Mr. Carl D. Newman, CEO, attorneys from Walker Group, PC and The May Law Firm, to leave the room.

All present, with the exceptions noted, were directed to vacate the room; this was done.

The Board went into Closed Session at 5:11 p.m.

CLOSED SESSION

Commissioner Reed then moved that the Board enter into Executive Session to discuss one (1) pending litigation matter, the Tony Yarber, et al. vs. Governor Dewey Phillip “Phil” Bryant, et al lawsuit. Commissioner Hartley seconded the motion to enter Executive Session, and the Commissioners voted 5-0-0 to enter Executive Session for the stated purposes.

The Closed Session ended at 5:17 p.m.

OPEN SESSION

Vice Chairman Pastor Henley then invited all persons outside the room to re-enter, some did. Vice Chairman Pastor Henley then stated in Open Session that the Board, during Closed Session, voted to enter into Executive Session to consider one (1) pending litigation matter, the Tony Yarber, et al. vs. Governor Dewey Phillip “Phil” Bryant, et al lawsuit.

Vice Chairman Pastor Henley asked all present, with the exception of Mr. Carl D. Newman, CEO, attorneys from Walker Group, PC and The May Law Firm, to leave the room.

Chairman Dr. Pridgen, in accordance with Article II, Section 8D of the Bylaws of the Jackson

Municipal Airport Authority, verbally affirmed the following:

- i. that the device that she was using to participate in the June 27, 2016 Meeting of the Board of Commissioners does not potentially allow persons other than her to hear the Meeting's proceedings;
- ii. that in the location where she is participating in the June 27, 2016 Meeting of the Board of Commissioners, no other person is able to hear any of the Meeting's proceedings;
- iii. that neither she nor any other person or entity is currently or will be recording the Executive Session; and
- iv. that she will immediately inform the other Commissioners participating in the Meeting if any of the above matters, affirmed by her, cease to exist during the course of the Executive Session and, in the event that occurs, she shall immediately terminate her participation in the Executive Session by disconnecting the device that she is using to participate in the Meeting of the Board of Commissioners.

The Board went into Executive Session at 5:19 p.m.

EXECUTIVE SESSION

During the Executive Session, the Board discussed one (1) pending litigation matter, the Tony Yarber, et al. vs. Governor Dewey Phillip "Phil" Bryant, et al lawsuit.

The Board took no action on the matter discussed during Executive Session.

Commissioner Reed exited the Board Meeting during the Executive Session at 5:26 p.m.

Commissioner Harris exited the Board Meeting during the Executive Session at 5:31 p.m.

Upon motion by Commissioner Hartley, seconded by Chairman Dr. Pridgen and unanimous approval of the Commissioners then participating (3-0-0), the Executive Session was ended at 5:43 p.m.

Vice Chairman Pastor Henley invited all persons outside the room to re-enter; some did, and Vice Chairman Pastor Henley announced that the meeting was once again open.

OPEN SESSION

All persons outside the room were invited to rejoin the meeting in open session; some persons present outside the room re-entered.

Open Session reconvened at 5:44 p.m.

Vice Chairman Pastor Henley announced that the meeting was once again open. Vice Chairman Pastor Henley then announced that during Executive Session the Board discussed matters regarding

one (1) pending litigation matter, the Tony Yarber, et al. vs. Governor Dewey Phillip “Phil” Bryant, et al lawsuit. and the Board took no action on the matter during Executive Session.

Next, there was a discussion amongst the Commissioners participating in the meeting, at that time, and Mr. Newman about the services provided by Yellow Brick Media Concepts, LLC (“Yellow Brick”) to JMAA. Further, it was stated that Yellow Brick’s contract with JMAA had expired. However, no action was taken regarding Yellow Brick’s contract because a quorum of the Commissioners was not present in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport, as required by JMAA’s By-laws.

VII. ADJOURNMENT

Thereafter, it was moved by Commissioner Hartley, seconded by Chairman Dr. Pridgen and unanimously resolved by all Commissioners present that the meeting of the Board be ADJOURNED at 5:45 p.m.

Respectfully submitted,

Rosie L.T. Pridgen, Ph.D., Commissioner and Chairman

Pastor James L. Henley, Jr., Commissioner and Vice Chairman

Ms. LaWanda D. Harris, Commissioner

Mr. Vernon W. Hartley, Sr., Commissioner

Ms. Evelyn O. Reed, Commissioner