

**SPECIAL MONTHLY MEETING OF
JACKSON MUNICIPAL AIRPORT AUTHORITY
BOARD OF COMMISSIONERS**

August 20, 2009

The Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority" or "JMAA") met in the Main Terminal Building, Jackson-Evers International Airport, in Jackson, Mississippi ("JEIA"), at 7:30 a.m. on Thursday, August 20, 2009 (the "Meeting"), pursuant to proper notice (the "Notice"), a copy of which is attached as an exhibit to the minutes of the Meeting.

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

Chairman George E. Irvin, Sr. presided, called the Meeting to order, and called the roll of Commissioners.

The following Commissioners were present in person at the Meeting.

George E. Irvin, Sr., Chairman
Dr. Glenda Glover, Vice Chair
Johnnie P. Patton, R.Ph.
Dr. Sylvia Stewart

Chairman Irvin noted that a quorum was present as required by the Bylaws, and announced that the Meeting would proceed. In accordance with the Notice, Chairman Irvin said that the Meeting had been called for the purpose of considering and taking action on all matters relating to the responsibilities, authority, operations and business of JMAA.

The following other persons were also present at the Meeting.

Dirk Vanderleest, JMAA Chief Executive Officer
Bonnie Wilson, JMAA Chief Operating Officer
Gary Cohen, JMAA Chief Financial Officer
Woody Wilson, JMAA Senior Director of Capital Planning
Denson Stasher, JMAA Director of Operations and Security
Jack Thomas, JMAA Director of Community Development and DBE Program
René Woodward, JMAA Director of Human Resources and Administration
Arnetrius Branson, JMAA Controller
Cindy Crotchett, JMAA Executive Assistant
Joyce Tillman, JMAA Facilities Engineer
Tonya Coakley, JMAA Access Control Technician
Alan Moore, Baker Donelson Bearman Caldwell & Berkowitz
Jeff Wagner, Baker Donelson Bearman Caldwell & Berkowitz

II. APPROVAL AND EXECUTION OF MINUTES.

- A. Work Session of the Board of Commissioners, July 23, 2009.
- B. Customer Service and Marketing Committee Meeting, July 27, 2009.
- C. Regular Meeting of the Board of Commissioners, July 27, 2009.

The Board reviewed and considered the minutes set out above (the "Minutes").

After discussion, upon motion duly made by Commissioner Glover, seconded by Commissioner Stewart, and unanimously approved by the affirmative votes of all Commissioners present, the Minutes were approved as presented and directed to be filed in the appropriate minute book and records of the Authority.

III. PUBLIC COMMENTS.

None.

IV. REPORTS.

A. Chief Executive Officer.

- 1. Airport Project Manager Summary, Ending July 31, 2009.
- 2. Airport Activity Statistics Report, Ending July 31, 2009.

Mr. Vanderleest directed the Board's attention to the Airport Project Manager Summary and the Airport Activity Statistics Report as found in the packet distributed to the Board prior to the Meeting (the "Packet"), and discussed these reports with the Board. A copy of the Packet is attached as an exhibit to the minutes of the Meeting.

- 3. Employee Recognitions.
 - a. Employee of the Month, August 2009: Tonya Coakley, Access Control Technician, Operations & Security Department.

Mr. Vanderleest recognized and commended Ms. Coakley for being named Employee of the Month for August 2009.

b. Professional Recognitions.

- (1) René J. Woodward
Director, Human Resources & Administration

Mr. Vanderleest recognized and commended Ms. Woodward for being named one of Mississippi's Leading Business Women for 2009 by the *Mississippi Business Journal*.

4. Fiscal Year 2010 Budget.

Mr. Vanderleest said that the staff was in the process of finalizing the fiscal year 2010 budget. After a meeting scheduled for September 3, 2009, with the commercial airlines serving JEIA, the budget will be presented to the Board Administration Committee for review, and will then be presented to the full Board for review and adoption at the Regular Monthly Meeting of the Board on September 28, 2009. Mr. Vanderleest also reminded the Board that the Authority presents its annual budget for discussion to the Jackson City Council. Mr. Vanderleest said that he would schedule that presentation after the budget is finalized.

B. Attorney.

Mr. Moore and Mr. Wagner advised the Board that Debra Brown, a former employee of JMAA, had filed an employment discrimination lawsuit against JMAA, alleging that she had been denied a promotion because of her race. Mr. Moore said that the lawsuit had been removed to federal court. Based on the investigation and review of this matter to date, Mr. Moore said that legal counsel did not believe the suit had merit. Mr. Wagner said that the Authority's insurance carrier had been notified of the suit.

V. ACTION ITEMS.

A. Financial Matters.

1. Financial Reports for July 2009: Accept.
 - a. Balance Sheet.
 - b. Income Statement.
2. Claims Docket for July 2009: Approve.

Mr. Vanderleest directed the Board's attention to the Financial Reports for July 2009 and the Claims Docket for July 2009, which were included in the Packet.

After discussion, upon motion duly made by Commissioner Stewart, seconded by Commissioner Glover, and unanimously approved by the affirmative votes of all Commissioners present, the Board adopted the following resolution.

**RESOLUTION ACCEPTING FINANCIAL REPORTS FOR JULY 2009
AND APPROVING AND AUTHORIZING PAYMENT OF CLAIMS
DOCKET FOR JULY 2009**

WHEREAS, the Board of Commissioners (the “Board”) of the Jackson Municipal Airport Authority (the “Authority”) has reviewed and considered (i) certain financial statements for the Authority for the month and period ending July 31, 2009 (the “Financial Reports”), and (ii) the Claims Docket of the Authority for the month of July 2009 (the “Claims”), both the Financial Reports and the Claims being (i) included in the packet distributed to the Board prior to the August 20, 2009, Special Monthly Meeting of the Board, and (ii) incorporated herein by reference;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby (i) accepts the Financial Reports and (ii) approves and authorizes payment of the Claims in the total amount of \$455,583.46.

B. Service Agreements.

1. JMAA Project No. 018-09, Stormwater Pollution Prevention Plan and Spill Prevention, Control and Countermeasure Plan, JEIA: Authorize Agreement.
2. JMAA Contract No. 001-09-353-22, Refurbishment of FAA Building, JEIA: Approve Amendment to Addendum.
3. JMAA Project No. 009-09-, Contract No. 01-018-173-2, HKS Environmental Assessment – UST and Solid Waste Removal: Approve Amendment.

Mr. Vanderleest directed the Board’s attention to the memoranda in the Packet which described these matters, and discussed these matters with the Board.

After discussion, upon motion duly made by Commissioner Stewart, seconded by Commissioner Patton, and unanimously approved by the affirmative votes of all Commissioners present, the Board adopted the following resolution.

**RESOLUTION APPROVING AND AUTHORIZING CERTAIN ACTIONS
WITH RESPECT TO CERTAIN SERVICE AGREEMENTS**

WHEREAS, the staff of the Jackson Municipal Airport Authority (the “Authority”) has recommended that the Board of Commissioners (the “Board”) of the Authority approve and authorize certain actions with respect to certain service agreements identified below, all as more particularly described in certain

memoranda (i) included in the packet distributed to the Board prior to the August 20, 2009, Special Monthly Meeting of the Board, and (ii) incorporated herein by reference (separately, each a “Memorandum;” collectively, the “Memoranda”); and

WHEREAS, the Board has reviewed and considered the Memoranda and considered the recommendations therein by the staff of the Authority;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby determines that it would be in the best interests of and in furtherance of the duties and responsibilities of the Authority to, and the Board hereby does, take the following action:

1. The Board approves and authorizes negotiation and execution of an agreement with Gresham, Smith & Partners for certain professional engineering services in connection with updating the Authority’s stormwater pollution prevention plan and spill prevention, control and countermeasure plan (the “Gresham Smith Agreement”), said Gresham Smith Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated August 14, 2009, which describes this matter, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.
2. The Board approves and authorizes negotiation and execution of an amendment to Addendum No. 22 to the Professional Services Agreement with Canizaro Cawthon Davis to provide certain professional architectural services in connection with refurbishment of the FAA Building at Jackson-Evers International Airport (“JEIA”) (the “Amendment”), said Amendment to be in such form and to contain such terms and conditions consistent with the Memorandum dated August 14, 2009, which describes this matter, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.
3. The Board approves and authorizes negotiation and execution of an amendment to that certain Environmental Consulting Services Agreement with Charbonnet & Associates, Planners & Consultants, Inc. to perform a comprehensive environmental review of Hawkins Field and provide certain professional consulting services in connection with environmental remediation activities at Hawkins Field (the “Charbonnet Amendment”), said Charbonnet Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated August 14, 2009, which describes this matter, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

C. Construction Projects.

1. JMAA Contract No. 021-08-348, Fire Protection Main Water Line Repair (FAA Building), JEIA: Approve Change Order, No. 1.

Mr. Vanderleest directed the Board's attention to the memorandum dated August 14, 2009, in the Packet which described this matter, and discussed this matter with the Board.

After discussion, upon motion duly made by Commissioner Stewart, seconded by Commissioner Glover, and unanimously approved by the affirmative votes of all Commissioners present, the Board adopted the following resolution.

RESOLUTION APPROVING AND AUTHORIZING EXECUTION AND ACCOMPLISHMENT OF CHANGE ORDER NO. 1 TO CONTRACT NO. 021-08-348, FAA BUILDING FIRE/WATER LINE PIPE MOVEMENT

WHEREAS, the staff of the Jackson Municipal Airport Authority (the "Authority") has recommended that the Board of Commissioners of the Authority (the "Board") approve and authorize execution and accomplishment of a certain Change Order No. 1 to Contract No. 021-08-348, FAA Building Fire/Water Line Pipe Movement (the "Change Order"), as more particularly described in that certain memorandum dated August 14, 2009, which describes this matter, and the attachments thereto, as (i) included in the packet distributed to the Board prior to the August 20, 2009, Special Monthly Meeting of the Board, and (ii) incorporated herein by reference (the "Memorandum"); and

WHEREAS, the Board has reviewed the Memorandum and considered the recommendation therein by the staff of the Authority;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby determines that it would be in the best interests of and in furtherance of the duties and responsibilities of the Authority to, and the Board hereby does, approve and authorize execution and accomplishment of the Change Order, said Change Order to be in such form and to contain such terms and conditions consistent with the Memorandum as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

D. Procurements.

The Board did not consider or take action with regard to any procurements at the Meeting.

E. Grants.

The Board did not consider or take action with regard to any grants at the Meeting.

F. Other Matters.

1. Disparity Study Update.
2. Disadvantaged Business Enterprise Program Review.
3. Personnel Matter.

The Board decided by consensus to defer consideration of the above three matters until a later meeting of the Board.

4. Board Retreat and Strategic Planning.

By consensus, the Board agreed to schedule its annual Retreat to begin at 2:00 p.m. on Sunday, October 25, 2009, and to continue until adjourned on Monday, October 26, 2009. The Retreat will be held at the Old Capitol Inn in Jackson. Mr. Moore said that he would draft an appropriate notice of the Retreat, since the Retreat constitutes a special meeting of the Board.

VI. ADJOURNMENT.

There being no further business to come before the Meeting, upon motion duly made by Commissioner Glover, seconded by Commissioner Stewart, and unanimously approved by the affirmative votes of all Commissioners present, the Meeting was adjourned.

Respectfully submitted,

George E. Irvin, Sr., Chairman

Dr. Glenda Glover, Vice Chair

Earle Jones

Johnnie P. Patton, R. PH.

Dr. Sylvia Stewart