

REGULAR MONTHLY MEETING
OF
JACKSON MUNICIPAL AIRPORT AUTHORITY
BOARD OF COMMISSIONERS

August 22, 2011

The Board of Commissioners (the “Board”) of the Jackson Municipal Airport Authority (the “Authority” or “JMAA”) met in the Community Room, Main Terminal Building, Jackson-Evers International Airport (“JEIA”), Jackson, Mississippi, at 4:00 p.m. on Monday, August 22, 2011 (the “Meeting”), pursuant to proper notice.

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

Chair Glenda Glover presided, called the Meeting to order, and called the roll of Commissioners.

The following Commissioners were present in person at the Meeting.

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

Chair Glover noted that a quorum was present in person as required by the Bylaws, and announced that the Meeting would proceed.

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
René Woodward, JMAA Director of Human Resources and Administration
Kenneth Randolph, JMAA Airport Police Commander
Jack Thomas, JMAA Director of DBE and Community Development
Cindy Crotchett, JMAA Executive Assistant
Joyce Tillman, JMAA Facilities Engineer
Jack Weldy, JMAA Properties Manager
Arnetrius Branson, JMAA Comptroller
Mike Cody, JMAA Operations Coordinator
Kimberly Farmer, JMAA Administrative Project Support
Garry Montgomery, JMAA Maintenance Manager

Chuck Lott, Neel-Schaffer
Jim White, Waggoner Engineering, Inc.
Alan Moore, Baker Donelson Bearman Caldwell & Berkowitz
Jeff Wagner, Baker Donelson Bearman Caldwell & Berkowitz
Alex Martin, Baker Donelson Bearman Caldwell & Berkowitz

II. APPROVAL AND EXECUTION OF MINUTES.

- A. **Regular Work Session of the Board of Commissioners, July 21, 2011.**
- B. **Regular Monthly Meeting of the Board of Commissioners, July 25, 2011.**
- C. **Regular Work Session of the Board of Commissioners, August 18, 2011.**

After discussion, upon motion duly made by Commissioner Stewart, seconded by Commissioner Irvin, and unanimously approved by the affirmative votes of all Commissioners present, the minutes described above 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, Period Ending July 31, 2011.
2. Airport Activity Statistics Report, Period Ending July 31, 2011.

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 and Organizational Recognitions.
 - a. Employee of the Month, August 2011: Mike Cody, Operations Coordinator, Department of Operations & Security.

Mr. Vanderleest recognized and commended Mr. Cody for being named Employee of the Month for August 2011.

4. Professional Recognitions.

a. Larry Gozdecki, Custodial Superintendent, Department of Maintenance.

(1) Basic Supervisory Course, Awarded by Mississippi State Personnel Board.

Mr. Vanderleest said that Mr. Gozdecki was not present at the Meeting, so he will be recognized at a later date.

b. Jack Thomas, Director of DBE and Community Development.

(1) 2011 Hometown Hero – Airport Minority Advisory Council Economic Forum, Awarded by Jackson Convention & Visitors Bureau.

Mr. Vanderleest recognized and commended Mr. Thomas for being named a 2011 Hometown Hero at the Airport Minority Advisory Council Economic Forum, awarded by the Jackson Convention & Visitors Bureau.

B. Attorney.

Mr. Moore said the attorneys had nothing to report at this time.

V. ACTION ITEMS.

A. Financial Matters.

1. Financial Reports for July 2011.

a. Balance Sheet: Accept.

b. Income Statement: Accept.

c. Claims Docket for July 2011: Approve.

Mr. Vanderleest directed the Board's attention to the above referenced financial reports for July 2011 and the Claims Docket for July 2011, all of which were included in the Packet.

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 ACCEPTING FINANCIAL REPORTS FOR JULY
2011 AND APPROVING AND AUTHORIZING PAYMENT OF
CLAIMS DOCKET FOR JULY 2011**

WHEREAS, the Board of Commissioners (the “Board”) of the Jackson Municipal Airport Authority (the “Authority”) has reviewed and considered (i) the Balance Sheet and the Income Statement for the Authority for the month and period ending July 31, 2011 (the “Financial Reports”), and (ii) the Claims Docket of the Authority for the month of July 2011 (the “Claims”), both the Financial Reports and the Claims being (i) included in the packet distributed to the Board prior to the August 22, 2011, Regular 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 \$808,504.87.

2. Fiscal Year 2012 Budget Presentation.

Mr. Vanderleest reminded the Board that the draft Fiscal Year 2012 budget had been distributed to and discussed with the Board at the Board Work Session on August 18, 2011. Mr. Vanderleest encouraged the Board to review the draft Budget in detail and forward any questions to him. Mr. Vanderleest said that the Fiscal Year 2012 Budget would be presented to the Board for approval and adoption at the Regular Monthly Meeting of the Board presently scheduled for September 26, 2011.

B. Service Agreements.

1. University of Mississippi Medical Center, JEIA: Authorize Negotiation of Lease Agreement.
2. JMAA Human Resources and Administration Consulting Services Agreement with The Whitten Group, P.A.: Authorize Addendum to Agreement.
3. JMAA Project No. 014-10, Request for Proposals for Management of Designated Parking Areas, JEIA: Authorize Extension of Existing Agreement.

Mr. Vanderleest directed the Board’s attention to the memoranda in the Packet which described these matters, and discussed these matters with the Board. Mr. Vanderleest said that there had been no changes in these matters since their discussion at the Work Session of the Board on August 18, 2011.

After discussion, upon motion duly made by Commissioner Irvin, seconded by Commissioner Stewart, 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 of the Authority (the "Board") 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 22, 2011, Regular Monthly Meeting of the Board, and (ii) incorporated herein by reference (separately, each a "Memorandum;" collectively, the "Memoranda"); and

WHEREAS, the Board has reviewed 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 actions:

1. The Board approves and authorizes (i) negotiation and execution of a lease with the University of Mississippi Medical Center ("UMMC") for approximately 19,000 square feet in the building formerly occupied by DHL at the rate of \$7.00 per square foot per year beginning November 1, 2011 (the "UMMC Lease"), and (ii) negotiation and execution of a memorandum of understanding with the Mississippi Board of Trustees of State Institutions of Higher Learning (the "MOU") which will allow UMMC to enter into the UMMC Lease, all as more particularly described in the Memorandum dated August 8, 2011, which describes this matter, said UMMC Lease and MOU 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.
2. The Board approves and authorizes negotiation and execution of an addendum to the existing agreement between the Authority and The Whitten Group, P.A. ("Whitten"), whereby Whitten will provide certain professional services during fiscal year 2012 (the "Whitten Amendment"), with the fees for such services not to exceed \$50,000, all as more particularly set out in the Memorandum dated August 4, 2011, which describes this matter, said Whitten Amendment 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.

3. The Board approves and authorizes an extension of the existing management agreement between the Authority and Jackson Parking Associates, A Joint Venture of Central Parking System of Mississippi, Inc. and Pullum & Associates, LTD (“JPA”), for services in connection with management of designated parking areas at Jackson-Evers International Airport for a term of one year (the “JPA Renewal Agreement”), said JPA Renewal Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated August 15, 2011, 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. Terminal Entrance Sidewalk Cleaning, JEIA: Authorize Agreement.
2. JMAA Project No. 020-11, Terminal Entrance Enhancement, HKS: Authorize Agreement.
3. JMAA Project No. 011-11, Power Resources Evaluation and Improvements, JEIA and HKS: Authorize Agreement.
4. JMAA Project No. 019-10, General Aviation Apron Improvements, Contract No. 019-10-038, JEIA: Approve Change Order No. 2.

Mr. Vanderleest directed the Board’s attention to the memoranda in the Packet which described these matters, and discussed these matters with the Board. Mr. Vanderleest said that there had been no changes in these matters since their discussion at the Work Session of the Board on August 18, 2011.

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 CONSTRUCTION PROJECTS**

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 construction projects identified below, all as more particularly described in certain memoranda (i) included in the packet distributed to the Board prior to the August 22, 2011, Regular Monthly Meeting of the Board, and (ii) incorporated herein by reference (separately, each a “Memorandum;” collectively, the “Memoranda”); and

WHEREAS, the Board has reviewed 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 actions:

1. The Board approves and authorizes negotiation and execution of an agreement with Twilight Pressure Washing to pressure wash the sidewalks in front of the lower level of the Main Terminal Building at Jackson-Evers International Airport at a cost not to exceed \$1,450.00 (the “Twilight Agreement”), said Twilight Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated August 12, 2011, 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 agreement with Barry Landscaping to provide landscaping around the front entrance of Hawkins Field (JMAA Project No. 020-11) at a cost not to exceed \$2,191.50 (the “Barry Agreement”), said Barry Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated August 12, 2011, 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 (i) expansion of the scope of services for Power Resources Evaluation and Improvements (JMAA Project No. 011-11) to include both Jackson-Evers International Airport and Hawkins Field (the “Power Resources Project”); and (ii) negotiation and execution of a professional services agreement with IC Thomasson Associates, Inc. (“ICTA”) for professional design and construction oversight services in connection with Phase I of the Power Resources Project for a cost not to exceed \$55,000 for Phase I (the “ICTA Agreement”), all as more particularly described in the Memorandum dated August 15, 2011, which describes this matter, said ICTA Agreement to be in such form and to contain such terms and conditions consistent with the foregoing and the Memorandum as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.
4. The Board approves and authorizes execution and accomplishment of Change Order No. 2 to Contract No. 019-10-038 with Hemphill Construction Company in connection with Project No. 019-10, General Aviation (FBO) Apron Improvements at Jackson-Evers International

Airport, as more particularly described in the Memorandum dated August 4, 2011, which describes this matter.

D. Procurements.

1. JMAA Replacement of Private Business Exchange (PBX): Award Contract.
2. JMAA Project No. 004-11, Terminal Artwork Program, JEIA: Authorize Agreements; Enlargement of Shortlist; and Payment of Additional Stipends for Montage.

Mr. Vanderleest directed the Board's attention to the memoranda in the Packet which described these matters, and discussed these matters with the Board. Mr. Vanderleest said that there had been no changes in these matters since their discussion at the Work Session of the Board on August 18, 2011.

After discussion, upon motion duly made by Commissioner Irvin, 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 PROCUREMENTS**

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 procurements identified below, all as more particularly described in certain memoranda (i) included in the packet distributed to the Board prior to the August 22, 2011, Regular Monthly Meeting of the Board, and (ii) incorporated herein by reference (separately, each a "Memorandum;" collectively, the "Memoranda"); and

WHEREAS, the Board has reviewed 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 actions:

1. The Board approves and authorizes (i) negotiation and execution of a purchase agreement with Service Plus Communications to procure hardware and software to replace the existing Private Business Exchange (PBX) phone system (the "PBX System") at Jackson-Evers International Airport at a cost not to exceed \$49,786.00 (the "SPC Agreement") and (ii) negotiation and execution of a service agreement with Service Plus

Communications to provide continuing service and maintenance on the PBX System at a cost of \$296.00 per month, all as more particularly described in the Memorandum dated August 12, 2011, which describes this matter, said SPC Agreement to be in such form and to contain such terms and conditions consistent with the foregoing and the Memorandum, 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 (i) negotiation and execution of an agreement with each of four artists selected by the Airport Artwork Selection Committee (the "Committee") to provide twelve separate photographs and one mural (each) to be displayed at Jackson-Evers International Airport ("JEIA") at a cost of \$13,000.00 for each agreement (the "Artwork Agreements"), said Artwork Agreements to be in such form and to contain such terms and conditions consistent with the Memorandum dated August 8, 2011, which describes this matter, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof; (ii) increasing from three to five the number of short-listed applicants (the "Additional Applicants") to be selected by the Committee to compete for selection to produce a montage depicting the 50 year history of JEIA (the "Montage"); and (iii) authorize payment of a \$1,000 stipend to each of the Additional Applicants to assist with costs in preparing a scale mock-up of the Montage, all as set out in the Memorandum.

E. Grants.

1. JMAA Project No. 013-08, Hawkins Field Drainage Improvements – Phase III, HKS; JMAA Project No. 005-09, Storm Water Improvements, JEIA; JMAA Project No. 019-10, General Aviation Apron Improvements, JEIA; JMAA Project No. 005-11, Pavement Assessment and Repair – Runway 16R/34L, Taxiways Alpha, Bravo and Charlie, JEIA; and JMAA Project No. 007-11, Assessment and Repair – Aircraft Parking Aprons, JEIA: Authorize Acceptance of Grant Offers and Approve Reallocation of Funding Resources.

Mr. Vanderleest distributed to the Board a memorandum dated August 19, 2011, which described this matter, and discussed this matter with the Board. A copy of said memorandum is attached as an exhibit to the minutes of the Meeting.

After discussion, upon motion duly made by Commissioner Irvin, 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 RECEIPT OF
FEDERAL GRANTS FOR CERTAIN PROJECTS**

WHEREAS, the staff of the Jackson Municipal Airport Authority (the “Authority”) previously submitted two (2) pre-applications for grants from the Federal Aviation Administration’s Airport Improvement Program (the “AIP Grants”), both to be used to fund certain capital projects at Jackson-Evers International Airport (“JEIA”) and Hawkins Field (“HKS”); and

WHEREAS, the staff of the Authority has advised the Board of Commissioners (the “Board”) of the Authority that the applications for both AIP Grants have been approved, and that it is necessary and appropriate at this time for the Board to approve and authorize acceptance of the AIP Grants in the total combined amount of \$2,249,428.00, as more particularly described in a certain memorandum dated August 19, 2011, which was (i) distributed to the Board during the August 22, 2011, Regular Monthly Meeting of the Board, and (ii) incorporated herein by reference (the “Memorandum”); and

WHEREAS, the staff has further advised the Board that the total combined amount of the AIP Grants is not sufficient to completely fund the currently approved project budgets due to a reduction in funds provided by FAA to support administrative services, necessitating amendments to the project budgets as set out in the Memorandum (the “Budget Amendments”); and

WHEREAS, the Board has reviewed the Memorandum and considered said recommendations 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, the Board hereby does: (i) approve and authorize acceptance of the AIP Grants in the total amount of \$2,249,428.00, (ii) approve and authorize the Budget Amendments; and (iii) authorize and direct the staff of the Authority to take all other steps necessary and appropriate to accomplish receipt of the AIP Grants.

F. Other Matters.

1. Travel – AMAC Industry Day on Capitol Hill.

Mr. Vanderleest said that several Commissioners had expressed an interest in attending AMAC Industry Day in Washington, DC, on Wednesday, September 21, 2011. Mr. Vanderleest then distributed to the Board a memorandum describing the events scheduled in connection with AMAC Industry Day, a copy of said memorandum being attached as an exhibit to the minutes of the Meeting.

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 BOARD TRAVEL TO AND
PARTICIPATION IN AIRPORT MINORITY ADVISORY COUNCIL
INDUSTRY DAY ON SEPTEMBER 21, 2011 IN WASHINGTON, DC**

WHEREAS, the Board of Commissioners (the “Board”) of the Jackson Municipal Airport Authority (the “Authority”) has reviewed the agenda and considered the benefits which would accrue to the Authority from attendance by the Authority’s Commissioners at the Airport Minority Advisory Council Industry Day in Washington, DC, on September 21, 2011 (the “Conference”), a copy of said agenda being attached as an exhibit to the minutes of the August 22, 2011, Regular Monthly Meeting of the Board and (ii) incorporated herein by reference;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby determines that participation by the Authority’s Commissioners in the Conference would be beneficial to the Authority, and hereby approves and authorizes travel to the Conference by the Authority’s Commissioners and reimbursement of reasonable expenses incurred by the Authority’s Commissioners in connection with attendance at the Conference, all in accordance with the Authority’s Travel Policy.

2. JMAA Board of Commissioners Elections.

The Board did not discuss or take any action regarding the election of officers.

3. JMAA Project No. 007-09, Pavement Assessment and Repair, Runway 16L/34R, JEIA.

a. Closed Session.

Upon advice of legal counsel, at approximately 5:05 p.m., Chair Glover requested that the Board enter into a Closed Session for the limited purpose of considering whether to enter Executive Session for the limited purpose of discussing the status of the Pavement Assessment and Repair of Runway 16L/34R, Jackson-Evers International Airport (JMAA Project No. 007-09) (the “Pavement Project”). During discussion, Mr. Moore said that disagreements between the contractor and JMAA’s engineering team could lead to litigation, so it was necessary to discuss possible litigation strategy in Executive Session.

Upon motion duly made by Commissioner Patton, seconded by Commissioner Stewart, and approved by the affirmative votes of all Commissioners present, the Board adopted a resolution authorizing the

Board to enter Closed Session for the limited purpose of considering whether to enter Executive Session for the limited purpose of discussing the status of the Pavement Project for the reason cited above.

The Board requested that everyone present leave the Closed Session of the Meeting except for Mr. Vanderleest, Ms. Wilson, Mr. Wilson, Mr. Moore, Mr. Wagner and Mr. Martin.

At approximately 5:06 p.m., upon motion duly made by Commissioner Irvin, seconded by Commissioner Stewart, and unanimously approved by the affirmative votes of all Commissioners present, the Board voted to enter into Executive Session for the limited purpose of discussing the status of the Pavement Project for the reason cited above.

The Board requested that Mr. Vanderleest, Ms. Wilson, Mr. Wilson, Mr. Moore, Mr. Wagner and Mr. Martin remain with the Board during the Executive Session.

Mr. Martin then informed those outside the Meeting that the Board had voted to enter Executive Session for the limited purpose of discussing the status of the Pavement Project for the reason cited above.

b. Executive Session.

At approximately 5:07 p.m., the Board met in Executive Session for the limited purpose of discussing the status of the Pavement Project for the reason cited above.

c. Open Session.

At approximately 5:28 p.m., the Board reconvened the Meeting in Open Session. Chair Glover invited the staff of the Authority and the general public back into the Meeting, but no one joined the Meeting who was not already present.

Chair Glover announced that the Board took no action regarding this matter during Executive Session.

VI. DISCUSSION: STRATEGIC INITIATIVES.

There was no discussion of strategic initiatives at the Meeting.

VII. ADJOURNMENT.

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

Respectfully submitted,

Dr. Glenda Glover, Chair

Johnnie P. Patton, R. Ph., Vice Chair

George E. Irvin, Sr.

Earle Jones

Dr. Sylvia Stewart