

**REGULAR MONTHLY MEETING OF JACKSON MUNICIPAL
AIRPORT AUTHORITY BOARD OF COMMISSIONERS
AUGUST 24, 2015**

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 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, August 24, 2015 (the “Meeting”), pursuant to proper notice.

Vice Chair Vernon Hartley, presiding in place of Commissioner LaWanda Harris, called the Meeting to order at 4:03 p.m. and called the roll of Commissioners.

The following Commissioners were present in person at the Meeting during roll call.

Vernon W. Hartley, Sr., Commissioner and Vice Chair
Pastor James L. Henley, Jr., Commissioner
Dr. Rosie L.T. Pridgen, Commissioner
Evelyn O. Reed, Commissioner

Vice Chair Hartley 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, August 24, 2015 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, Chief Executive Officer
Bonnie Wilson, JMAA Chief Operating Officer
John L. Walker, Walker Group, PC Attorneys at Law
Kevin Bass, Walker Group, PC Attorneys at Law
Regina Quinn, The May Law Firm, PLLC
John Richard May, Jr., The May Law Firm, PLLC
And persons listed on [EXHIBIT A: Sign in Sheet for 8-24-15](#)

II. INVOCATION

Commissioner Pastor James L. Henley, Jr., gave the invocation.

III. APPROVAL AND EXECUTION OF MINUTES

A. Regular Work Session of the Board of Commissioners, July 23, 2015

B. Regular Meeting of the Board of Commissioners, July 27, 2015

RESOLUTION CY-2015-122

APPROVAL AND EXECUTION OF JULY MINUTES

After discussion and review and upon the motion made by Commissioner Reed, seconded by Commissioner Pastor Henley, the Minutes of the Regular Work Session, July 23, 2015 and the Regular Meeting, July 27, 2015 were approved by the affirmative votes of all Commissioners present, and the following resolution was made and entered.

RESOLVED, that the Board hereby approves the Minutes of the Regular Work Session, July 23, 2015 and the Regular Meeting of the Board of Commissioners, July 27, 2015 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

August 24, 2015

IV. PUBLIC COMMENTS

None

V. REPORTS

A. Chair Harris

None

B. Chief Executive Officer

Mr. Carl D. Newman, CEO, addressed comments to the Board as he went through Agenda items and made references to supporting documentation in the **Packet for 8-24-15 (“Meeting Packet”)**. The Meeting Packet is attached as an [Exhibit](#) to the August 24, 2015 Regular Monthly Meeting Minutes.

<i>1. Airport Project Manager Summary, Period Ending</i>	
July 31, 2015.....	<i>Page 1¹</i>
<i>2. Airport Activity Statistics Report, Period Ending</i>	
July 31, 2015.....	<i>Page 14</i>

¹ “Page #” refers to the page number in the meeting Packet.

3. Employee and Organizational Recognitions.....Page 28

Mr. Newman and the Board congratulated Dominique Buckner, Communications Officer, Airport Communications for her selection as JMAA Employee of the Month for August, 2015, and then announced that Ms. Butler was recovering from an accident that occurred earlier on August 24, 2015. Mr. Newman informed the Board that Ms. Buckner would be recognized during the next Board Meeting, scheduled for September 28, 2015.

Mr. Newman then recognized Mr. Jack Thomas, Director, DBE & Community Development. Mr. Thomas introduced Ms. Rosa Kamau. He announced that Ms. Kamau is a student at Delta State University, majoring in Aviation Programs, and that she will be assisting with the AMAC Southeast Regional Conference scheduled in Jackson, MS on October 15, 2015.

C. Attorney

Attorney Walker

Ms. LaWanda D. Harris, Commissioner and Chair entered the Meeting at 4:08 p.m. and replaced Vice Chair Hartley as the Presiding Officer.

- 1. Resolution Authorizing and Approving the Sale and Issuance of Jackson Municipal Airport Authority, Airport Revenue Refunding Bonds, Series 2015A (Non-AMT) and Series 2015B (AMT).**

RESOLUTION CY-2015-123

**AUTHORIZING THE SALE AND
ISSUANCE OF REFUNDING BONDS**

Thereupon, Commissioner Henley offered and moved the adoption of the following resolution:

RESOLUTION AUTHORIZING AND APPROVING THE SALE AND ISSUANCE OF BONDS DESIGNATED AS JACKSON MUNICIPAL AIRPORT AUTHORITY, AIRPORT REVENUE REFUNDING BONDS, SERIES 2015A (NON-AMT) AND JACKSON MUNICIPAL AIRPORT AUTHORITY, AIRPORT REVENUE REFUNDING BONDS, SERIES 2015B (AMT) OF THE JACKSON MUNICIPAL AIRPORT AUTHORITY; AUTHORIZING AND APPROVING THE FORM OF AND THE EXECUTION AND DELIVERY OF A FOURTH SUPPLEMENTAL INDENTURE OF TRUST, AN ESCROW TRUST AGREEMENT, A PRIVATE PLACEMENT AGREEMENT AND CERTAIN OTHER DOCUMENTS IN CONNECTION WITH SUCH REFUNDING BONDS; APPOINTING A TRUSTEE FOR SUCH FOURTH SUPPLEMENTAL INDENTURE OF TRUST; AUTHORIZING PROPER OFFICERS TO DO ALL OTHER THINGS DEEMED NECESSARY

**OR ADVISABLE IN CONNECTION WITH THE SALE AND ISSUANCE OF
SUCH REFUNDING BONDS; AND FOR RELATED PURPOSES.**

WHEREAS, the Jackson Municipal Airport Authority (the "Authority"), a body corporate and politic of the State of Mississippi (the "State"), was created by the City of Jackson, Mississippi (the "City"), pursuant to the provisions of Laws, 1958, ch. 230, as amended and currently codified as Sections 61-3-1 *et seq.*, Mississippi Code of 1972, as amended (the "Act"), for the purpose of planning, establishing, developing, constructing, enlarging, improving, maintaining, equipping, operating, regulating and protecting Jackson-Medgar Wiley Evers International Airport (the "International Airport") located in Rankin County, Mississippi, and Hawkins Field ("Hawkins Field") located in Hinds County, Mississippi; and

WHEREAS, pursuant to the Act, the Board of Commissioners (the "Commission") of the Authority is authorized to issue revenue bonds of the Authority for the purposes set forth in the Act; and

WHEREAS, the Authority has undertaken, from time to time, a program of modernization and expansion of the Authority's principal facilities at the International Airport; and

WHEREAS, in order to fund a portion of the costs of such program of modernization and expansion of the International Airport, the Authority, pursuant to the Act, and an Indenture of Trust, dated as of December 1, 1996 (the "Original Indenture"), between the Authority and the Trustee, issued its \$8,095,000 Airport Revenue Refunding Bonds, Series 1996 ("Series 1996"), all as more fully described in the Original Indenture; and

WHEREAS, in order to further fund a portion of the costs of such program of modernization and expansion of the International Airport, the Authority, pursuant to the Act and a First Supplemental Indenture of Trust, dated as of March 15, 1998 (the "First Supplemental Indenture"), between the Authority and the Trustee, issued its \$12,920,000 Airport Revenue Refunding Bonds, Series 1998A (the "Series 1998A Bonds") and \$1,140,000 Airport Revenue Refunding Bonds, Series 1998B (the "Series 1998B Bonds" and together with the Series 1998A Bonds, the "Series 1998 Bonds"), all as more fully described in the First Supplemental Indenture; and

WHEREAS, in order to further fund a portion of the costs of such program of modernization and expansion of the International Airport, the Authority, pursuant to the Act and a Second Supplemental Indenture of Trust, dated as of June 1, 2005 (the "Second Supplemental Indenture") between the Authority and the Trustee, issued its \$17,200,000 Airport Revenue Bonds, Series 2005A (Non-AMT) (the "Series 2005A Bonds"), its \$7,775,000 Airport Revenue Bonds, Series 2005B (AMT) (the "Series 2005B Bonds") and its \$8,260,000 Airport Revenue Bonds, Series 2005C (Taxable) (the "Series 2005C Bonds" and together with the Series 2005A Bonds and the Series 2005B Bonds, the "Series 2005 Bonds"), all as more fully described in the Second Supplemental Indenture; and

WHEREAS, in order to further fund a portion of the costs of such program of modernization and expansion of the International Airport and to advance refund and defease a portion of the Series 1998A Bonds, the Authority, pursuant to the Act and a Third Supplemental Indenture of Trust, dated as of March 1, 2007 (the "Third Supplemental Indenture"), between the Authority and the Trustee, issued its \$6,480,000 Gulf Opportunity Zone Airport Revenue Refunding Bonds, Series 2007A

(AMT) (the “Series 2007A Bonds”) and its \$7,620,000 Airport Revenue Refunding Bonds, Series 2007B (Non-AMT) (the “Series 2007B Bonds” and together with the Series 2007A Bonds, the “Series 2007 Bonds”), all as more fully described in the Third Supplemental Indenture; and

WHEREAS, the Series 1996 Bonds and the Series 1998 Bonds are no longer outstanding; and

WHEREAS, the Original Indenture provides that any Additional Bonds (as defined in the Original Indenture) issued pursuant to the terms and conditions of the Original Indenture shall be secured by the Net Revenues (as defined in the Original Indenture) on a parity with the outstanding Series 2005 Bonds, the Series 2007 Bonds, and any other Additional Bonds issued pursuant to the Original Indenture; and

WHEREAS, the Second Supplemental Indenture expanded the definition of Net Revenues to provide that Customer Facility Charges (as defined therein) are included in Net Revenues; and

WHEREAS, the Original Indenture provides that any Additional Bonds issued pursuant to the terms and conditions of the Original Indenture may, in addition to Net Revenues, also be secured by Series Security; and

WHEREAS, the Second Supplemental Indenture provided that Passenger Facility Charges (as defined therein) were pledged as Series Security for the Series 2005 Bonds; and

WHEREAS, the Commission has determined it to be in the best interests of the Authority to refund and defease all of the Series 2005A Bonds and the Series 2005B Bonds through the issuance of Additional Bonds as authorized under the Original Indenture; and

WHEREAS, the Commission has further determined it to be in the best interest of the Authority to adopt the Fourth Supplemental Indenture, dated September 1, 2015 (the “Fourth Supplemental Indenture”), in accordance with the Original Indenture to implement the Series 2015 Refunding Project (as hereinafter defined); and

WHEREAS, the Commission hereby authorizes the issuance of two (2) additional Series of Bonds under the Original Indenture and the Fourth Supplemental Indenture, designated as the Jackson Municipal Airport Authority, Airport Revenue Refunding Bonds, Series 2015A (Non-AMT) (the “Series 2015A Bonds”) and the Jackson Municipal Airport Authority Airport Revenue Refunding Bonds, Series 2015B (AMT) (the “Series 2015B Bonds” and together with the Series 2015A Bonds, the “Series 2015 Refunding Bonds”) for the purpose of providing funds with which to implement the Series 2015 Refunding Project and to pay the Costs of Issuance (as defined in the Fourth Supplemental Indenture) of the Series 2015 Refunding Bonds, which Series 2015 Refunding Bonds will be issued as Additional Bonds under the Original Indenture and the Fourth Supplemental Indenture; and

WHEREAS, the principal amount of the Series 2015 Refunding Bonds shall not exceed \$26,000,000; and

WHEREAS, the Commission further authorizes the fulfilling of all requirements for the issuance of Additional Bonds under the Original Indenture (including the filing with the Trustee of the instruments, resolutions, statements, opinions and certifications required by Article III of the Original Indenture) and all other things necessary to make the Fourth Supplemental Indenture a valid

and binding supplement to the Original Indenture in accordance with its terms and a valid assignment and pledge of the Net Revenues pledged for the payment of principal of and interest on the Series 2015 Refunding Bonds and any other bonds issued on a parity therewith in accordance with the terms of the Original Indenture, including, but not limited to the Series 2005C Bonds, the Series 2007 Bonds, and any other Additional Bonds in accordance with the Original Indenture, including all supplements thereto, are in all respects hereby authorized by the Board on behalf of the Authority; and

WHEREAS, all things necessary to make the Fourth Supplemental Indenture a valid assignment and pledge of the Net Revenues and the Passenger Facility Charges for the payment of the principal of and interest on the Series 2015 Refunding Bonds, are in all respects authorized by the Commission on behalf of the Authority; and

WHEREAS, the Commission is now ready to proceed with the issuance of such revenue refunding bonds for the purpose of providing funds with which to refund all of the Series 2005A Bonds and the 2005B Bonds (the "Series 2005 Refunded Bonds"), and pay the costs of issuance for such refunding bonds (collectively, the "Series 2015 Refunding Project"); and

WHEREAS, the Commission hereby declares that the Series 2015 Refunding Bonds shall not be issued unless all of the applicable requirements of the Act are met and, in addition, the net present value savings from the transaction shall be at least 3% of the principal amount of the Series 2005 Refunded Bonds being refunded, calculated after taking into account all costs of issuance of the transaction; and

WHEREAS, the Series 2015 Refunding Bonds will be issued pursuant to the Fourth Supplemental Indenture of Trust to finance the Series 2015 Refunding Project; and

WHEREAS, the Fourth Supplemental Indenture will be supplemental and amendatory to the Original Indenture, the First Supplemental Indenture, the Second Supplemental Indenture, and the Third Supplemental Indenture; and

WHEREAS, the sale and issuance of the Series 2015 Refunding Bonds will be conditioned upon the approval by the City Council of the City of the issuance of the Series 2015 Refunding Bonds; and

WHEREAS, the refunding and defeasance of the Series 2005 Refunded Bonds will be carried out pursuant to the Fourth Supplemental Indenture and pursuant to an Escrow Trust Agreement, dated as of September 1, 2015 (the "Escrow Agreement"), between the Authority and Trustmark National Bank, as escrow agent; and

WHEREAS, the Series 2015 Refunding Project is in accordance with the provisions of the Act; and

WHEREAS, the Authority is now desirous of proceeding with the financing of the 2015 Refunding Project through the sale and issuance of the Series 2015 Refunding Bonds; and

WHEREAS, because of the nature of the Series 2015 Refunding Project and the Series 2015 Refunding Bonds, the Authority has determined that it is in the best interest of the Authority, as allowed by the Act, to authorize the sale of the Series 2015 Refunding Bonds on the basis of a private placement rather than a public sale by competitive bid; and

WHEREAS, the Authority proposes to sell and issue the Series 2015 Refunding Bonds to Trustmark National Bank (the "Bank") pursuant to a Private Placement Agreement (the "Private Placement Agreement") between the Authority and the Bank provided that the Agreement shall not be entered into by the Authority until such time as its Financial Advisor, Public Financial Management, Inc., can demonstrate that the net present value savings resulting from the issuance of the Series 2015 Refunding Bonds shall be at least 3% of the principal amount of the Series 2005 Refunded Bonds, calculated after taking into account all costs of issuance of the Series 2015 Refunding Bonds; and

WHEREAS, forms of the following have been prepared and submitted to the Authority:

the Fourth Supplemental Indenture under which the Series 2015 Refunding Bonds will be issued and by which they will be secured;

the Escrow Agreement pursuant to which the proceeds of the Series 2015 Refunding Bonds, together with other available funds of the Authority, will be used to refund and defease the Series 2005 Refunded Bonds; and

the Private Placement Agreement providing for the sale, by the Authority, and the purchase, by the Bank, of the Series 2015 Refunding Bonds; and

WHEREAS, it appears that each of the documents, referred to above and currently before the Commission, is in appropriate form and is an appropriate document for the purposes identified; and

WHEREAS, the Series 2015 Refunding Bonds will be issued under and secured by the terms of the Original Indenture and the Fourth Supplemental Indenture and will be on a parity with the Series 2005C Bonds, the Series 2007 Bonds, and any Additional Bonds subsequently issued under the Original Indenture, as amended and supplemented from time to time; and

WHEREAS, all conditions, acts and things required by the Act and the Constitution and laws of the State to have existed, to have happened and to have been performed precedent to and in connection with the adoption of this Resolution, the sale and issuance of the Series 2015 Refunding Bonds, the execution and delivery of the Fourth Supplemental Indenture, the Escrow Agreement, and the Private Placement Agreement, have happened and have been performed in regular and due time, form and manner as required by law; and

WHEREAS, it is proposed that the Authority should take all such additional actions, make all such elections, authorize the filings of such certificates, applications, reports and notices, and authorize such other actions and proceedings as shall be necessary in connection with the sale and issuance of the Series 2015 Refunding Bonds.

NOW, THEREFORE, BE IT RESOLVED, DETERMINED AND ORDERED BY THE BOARD OF COMMISSIONERS OF THE AUTHORITY, ACTING FOR AND ON BEHALF OF THE AUTHORITY, AS FOLLOWS:

This Resolution is adopted pursuant to the Act.

The sale and issuance of the Series 2015 Refunding Bonds for the purpose of providing funds for the Series 2015 Refunding Project pursuant to the Act is hereby authorized.

To finance the Series 2015 Refunding Project, the sale and issuance of the Series 2015 Refunding Bonds are hereby authorized, subject to the provisions of this Resolution, the Original Indenture, as amended and supplemented, and the Fourth Supplemental Indenture. The Series 2015 Refunding Bonds shall be issuable as registered bonds, in denominations as provided by the Original Indenture, as amended and supplemented, and the Fourth Supplemental Indenture, and shall be payable as to principal and interest as provided in the Original Indenture, as amended and supplemented, and the Fourth Supplemental Indenture, and shall be dated as of the date set forth in the Fourth Supplemental Indenture. The Series 2015 Refunding Bonds shall be subject to prior redemption as provided in the Fourth Supplemental Indenture and shall mature at the times and in the principal amounts and shall bear interest at the rate or rates per annum, payable at the times, as provided in the Fourth Supplemental Indenture, subject to the limitation that the Series 2015 Refunding Bonds shall not bear a greater overall rate to maturity than thirteen percent (13%) per annum. The form of the Series 2015 Refunding Bonds and the provisions for signatures, authentication, payment, redemption and number shall be as set forth in the Original Indenture, as amended and supplemented, and the Fourth Supplemental Indenture. The final maturity of the Series 2015 Refunding Bonds shall not be later than October 1, 2035. All other terms and provisions of the Series 2015 Refunding Bonds shall be as set forth in the Original Indenture, as amended and supplemented, and the Fourth Supplemental Indenture.

In accordance with the requirements of the Act, the Board hereby finds, determines and adjudicates that (a) the Authority shall make payments in amounts which shall be equal to the amount payable as interest, premium, if any, and principal, either at the stated maturities of the Series 2015 Refunding Bonds as set forth in the Fourth Supplemental Indenture or upon redemption prior to maturity as set forth in the Fourth Supplemental Indenture; (b) the Fourth Supplemental Indenture, the Escrow Agreement, and the Private Placement Agreement, are in full compliance and conformity with all provisions of the Act, and (c) the Series 2015 Refunding Project is for a lawful and valid purpose in that it will satisfy all of the applicable requirements of the Act, result in the enhancement of the Authority's annual cash flow and provide flexibility to the Authority in the financing of its future projects.

The Series 2015 Refunding Bonds shall be secured by the pledge effected by the Original Indenture, as amended and supplemented, and the Fourth Supplemental Indenture and shall be limited obligations of the Authority payable solely from and secured by a pledge of the Net Revenues, the Passenger Facility Charges and other monies and property pledged under the Original Indenture, as amended and supplemented, and the Fourth Supplemental Indenture, and shall be on a parity with the Series 2005C Bonds, the Series 2007 Bonds, and any Additional Bonds subsequently issued under the Original Indenture, as amended and supplemented from time to time. The Series 2015 Refunding Bonds will not constitute a debt, liability or general obligation of the Authority, the City, the State or any political subdivision thereof or a pledge of the faith and credit of the Authority, the City, the State or any political subdivision thereof but shall be payable solely as hereinabove provided and will not directly, indirectly or contingently, obligate the City or the State to levy or to pledge any form of taxation whatsoever for the payment thereof.

Except as supplemented by the First Supplemental Indenture, the Second Supplemental Indenture, the Third Supplemental Indenture, and the Fourth Supplemental Indenture, the Original Indenture, in the form submitted at this meeting and made a part of this Resolution, as though set forth in full herein, shall be, and the same hereby is, ratified and confirmed in said form.

The Fourth Supplemental Indenture, in the form submitted at this meeting and made part of this Resolution, as though set forth in full herein, shall be, and the same hereby is, approved in substantially said form. The Chairperson of the Commission (the "Chairperson") and the Chief Executive Officer of the Authority are hereby authorized and directed to execute and deliver the Fourth Supplemental Indenture with such changes, insertions and omissions as may be approved by such officers, said execution being conclusive evidence of such approval.

The Escrow Agreement in the form submitted to this meeting and made a part of this Resolution, as though set forth in full herein, shall be, and the same hereby is, approved in substantially said form. The Chairperson and the Chief Executive Officer are hereby authorized and directed to execute and deliver the Escrow Agreement with such changes, insertions and omissions as may be approved by such officers, said execution being conclusive evidence of such approval.

The Private Placement Agreement in the form submitted at this meeting and made a part of this Resolution, as though set forth in full herein, shall be, and the same hereby is, approved in substantially said form. The Chairperson or the Chief Executive Officer is hereby authorized and directed to execute and deliver the Private Placement Agreement with such changes, insertions and omissions as may be approved by either of such officers, said execution being conclusive evidence of such approval; provided, however, that such officers shall not execute the Private Placement Agreement on behalf of the Authority until such time as the Financial Advisor, Public Financial Management, Inc., can demonstrate that the net present value savings resulting from the issuance of the Series 2015 Refunding Bonds shall be at least 3% of the principal amount of the Series 2005 Refunded Bonds, calculated after taking into account all costs of issuance of the Series 2015 Refunding Bonds.

Copies of the documents provided for in Sections 7 through 9 of this Resolution in the forms submitted to this meeting and approved in substantially said forms by this Resolution are on file in the office of the Chief Executive Officer.

The Series 2015 Refunding Bonds shall be executed by the manual or facsimile signature of the Chairperson and the seal of the Authority (or a facsimile thereof) shall be imprinted, impressed or otherwise reproduced on the Series 2015 Refunding Bonds and attested by the manual or facsimile signature of the Chief Executive Officer. The Series 2015 Refunding Bonds shall be delivered to the Trustee for proper authentication and delivery to the Bank upon instructions to that effect.

The Authority deems it most advantageous to designate, and hereby designates, Trustmark National Bank as purchaser of the Series 2015 Refunding Bonds.

The Series 2015 Refunding Bonds will be sold by the Authority to the Bank upon the terms and conditions as set forth in the Private Placement Agreement; provided that the execution of the

Private Placement Agreement by the Authority shall be subject to satisfaction of the requirements set forth in Section 9 above.

The Authority hereby designates Trustmark National Bank to serve as the Trustee for the Series 2015 Refunding Bonds pursuant to the Fourth Supplemental Indenture.

The Authority hereby designates Trustmark National Bank to serve as Escrow Agent for the Series 2015 Refunding Bonds pursuant to the Fourth Supplemental Indenture and the Escrow Agreement.

Except as otherwise expressly provided herein, nothing in this Resolution or the Fourth Supplemental Indenture, express or implied, is intended or shall be construed to confer upon any person or firm or corporation other than the Authority, the holders of the Series 2015 Refunding Bonds issued under the Original Indenture, as amended and supplemented, and the Fourth Supplemental Indenture, and the Trustee, any right, remedy or claim, legal or equitable, under and by reason of this Resolution or any of the provisions hereof, the Original Indenture, as amended and supplemented, or the Fourth Supplemental Indenture or any provision thereof. This Resolution, the Original Indenture, as amended and supplemented, and the Fourth Supplemental Indenture and all of their provisions are intended to be and shall be for the sole and exclusive benefit of the Authority and the holders, from time to time, of the Series 2015 Refunding Bonds and to the extent applicable thereto, the holders, from time to time, of the Series 2005C Bonds, the Series 2007 Bonds, and any Additional Bonds subsequently issued under the Original Indenture, as amended and supplemented from time to time.

In case any one or more of the provisions of this Resolution, the Original Indenture, as amended and supplemented, the Fourth Supplemental Indenture, the Escrow Agreement, the Private Placement Agreement, or the Series 2015 Refunding Bonds issued or approved hereby shall, for any reason, be held to be illegal or invalid, such illegality or invalidity shall not affect any of the other provisions of this Resolution, the Original Indenture, as amended and supplemented, the Fourth Supplemental Indenture, the Escrow Agreement, the Private Placement Agreement, or the Series 2015 Refunding Bonds, but this Resolution, the Original Indenture, as amended and supplemented, the Fourth Supplemental Indenture, the Escrow Agreement, the Private Placement Agreement, and the Series 2015 Refunding Bonds shall be construed and enforced as if such illegal or invalid provision or provisions had not been contained therein. The terms and conditions set forth in the Fourth Supplemental Indenture, the pledge of the moneys and property under the Fourth Supplemental Indenture, the creation of the funds provided for in the Fourth Supplemental Indenture, the provisions relating to the proceeds derived from the sale of the Series 2015 Refunding Bonds pursuant to and under the Original Indenture, as amended and supplemented, and the Fourth Supplemental Indenture and the handling of said moneys, property and receipts are all commitments and agreements on the part of the Authority and the validity or the invalidity of the Fourth Supplemental Indenture shall not affect the commitments on the part of the Authority to create such funds and to handle such proceeds and such moneys, property and receipts for the purposes, in the manner and according to the terms and conditions fixed in the Original Indenture, as amended and supplemented, and the Fourth Supplemental Indenture, it being the intention hereof that such commitments on the part of the Authority are binding as if contained in this Resolution separate and

apart from the Original Indenture, as amended and supplemented, and the Fourth Supplemental Indenture.

The Chief Executive Officer is hereby authorized to cause to be paid out of the proceeds of the sale of the Series 2015 Refunding Bonds such legal, accounting, financial and printing expenses, and all such other expenses, incurred by or on behalf of the Authority and the Trustee in connection with the issuance of the Series 2015 Refunding Bonds, as may be permitted to be paid therefrom pursuant to the terms of the Original Indenture, as amended and supplemented, the Fourth Supplemental Indenture, the Private Placement Agreement and applicable law.

The Authority covenants to comply with each requirement of the Internal Revenue Code of 1986, as amended (the "Code"), as necessary to maintain the exclusion of interest on the Series 2015 Refunding Bonds from gross income for federal income tax purposes, and in furtherance thereof, to comply with a certificate of the Authority to be executed and delivered concurrently with the issuance and delivery of the Series 2015 Refunding Bonds, or such other covenants as may, from time to time, be required to be complied with in order to maintain the exclusion of interest on the Series 2015 Refunding Bonds from gross income for federal income tax purposes. The Authority shall not use or permit the use of any of the proceeds of the Series 2015 Refunding Bonds, or any other funds of the Authority, directly or indirectly, to acquire any securities, obligations or other investment property, and shall not take or permit to be taken any other action or actions, which would cause any Series 2015 Refunding Bond to be an "arbitrage bond" as defined in Section 148 of the Code. Notwithstanding any other provisions to the contrary, so long as necessary in order to maintain the exclusion of interest on the Series 2015 Refunding Bonds from gross income for federal income tax purposes under the Code, the covenants contained in this Section 19 shall survive the payment of the Series 2015 Refunding Bonds and the interest thereon, including any payment or defeasance thereof.

Prior to their delivery to the Purchaser, the Series 2015 Refunding Bonds shall be validated pursuant to Sections 31-13-1 *et seq.*, Mississippi Code of 1972, as amended, and the Act, by the Chancery Court of Rankin County, Mississippi.

Any officer of the Authority is hereby authorized and directed to execute a non-arbitrage certification in order to comply with Section 148 of the Code, and the applicable regulations thereunder, and all other documents required for compliance with the Code.

The Chief Executive Officer, the Chairperson and any other officer of the Authority or member of the Commission be, and each of them is hereby, authorized and directed to do all acts and things required by them by this Resolution, the Original Indenture, as amended and supplemented, the Fourth Supplemental Indenture, the Escrow Agreement, and the Private Placement Agreement for the full and complete performance of all the terms, covenants and agreements contained in this Resolution, the Series 2015 Refunding Bonds, the Original Indenture, as amended and supplemented, the Fourth Supplemental Indenture, the Escrow Agreement, the Private Placement Agreement, and all of the documents necessary to conclude the sale and issuance of the Series 2015 Refunding Bonds.

The Chief Executive Officer be, and is hereby authorized and directed to publish a copy of this Resolution at least one time prior to delivery of the Series 2015 Bonds to the Bank in *The Rankin County News* and *The Clarion-Ledger*, newspapers having general circulations in the area served by the Authority. Such publication is determined to be appropriate action of the Authority in compliance with Section 61-3-29 of the Act.

No stipulation, obligation or agreement herein contained or contained in the Original Indenture, as amended and supplemented, the Fourth Supplemental Indenture, the Escrow Agreement, the Private Placement Agreement, or other documents necessary to conclude the sale and issuance of the Series 2015 Refunding Bonds shall be deemed to be a stipulation, obligation or agreement of any officer, director, agent or employee of the Authority or member of the Commission in his individual capacity, and no such officer, director, agent, employee, or member shall be personally liable on the Series 2015 Refunding Bonds or be subject to personal liability or accountability by reason of the sale and issuance thereof.

When the Series 2015 Bonds are issued, the Chief Executive Officer is hereby authorized and directed to prepare and furnish to the Bank and the Trustee certified copies of all the proceedings and records of the Authority relating to the Series 2015 Refunding Bonds, and such other affidavits and certificates as may be required to show the facts relating to the legality of the Series 2015 Refunding Bonds as such facts appear from the books and records in the Chief Executive Officer's custody and control or as otherwise known to him; and all such certified copies, certificates and affidavits, including any heretofore furnished, shall constitute representations of the Authority as to the truth of all statements contained therein.

From and after the execution and delivery of the documents hereinabove authorized, the proper officers, directors, agents, and employees of the Authority and members of the Commission are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents, as may be necessary, to carry out and comply with the provisions of said documents, as executed, and are further authorized to take any and all further actions and execute and deliver any and all other documents and certificates as may be necessary or desirable in connection with the issuance of the Series 2015 Refunding Bonds and the execution and delivery of the Fourth Supplemental Indenture, the Escrow Agreement, the Private Placement Agreement, or other documents necessary to conclude the sale and issuance of the Series 2015 Refunding Bonds, from time to time, and to document the Authority's compliance with the Act.

The Chief Executive Officer and the Chairperson shall be, and hereby are, authorized and directed to make all final determinations necessary in connection with the sales and issuance of the Series 2015 Refunding Bonds, including, but not limited to, the dated date of the Series 2015 Refunding Bonds, the final principal amount of the Series 2015 Refunding Bonds, the maturity schedule relating to the Series 2015 Refunding Bonds, the redemption terms of the Series 2015 Refunding Bonds, the interest rate or rates to be borne by the Series 2015 Refunding Bonds, the price to be paid for the Series 2015 Refunding Bonds by the Purchaser, and any and all other terms thereof, and with respect to the price to be paid for the Series 2015 Refunding Bonds, subject to satisfaction of the requirement set forth in Section 9 of this Resolution.

The Authority hereby irrevocably elects and directs that the Series 2005 Refunded Bonds shall be refunded in accordance with the Original Indenture, as amended and supplemented, the Fourth Supplemental Indenture, and the Escrow Agreement. The Trustee shall be, and hereby is authorized and directed to timely give a conditional notice of redemption of the Series 2005 Refunded Bonds and to take such actions, including, but not limited to, entering into the Escrow Agreement, as may be required by the Original Indenture, as amended and supplemented, in connection with the Series 2015 Refunding Project.

All acts and doings of the officers of the Authority which are in conformity with the purposes and intents of this Resolution and in furtherance of the sale and issuance of the Series 2015 Refunding Bonds, from time to time, and the execution, delivery and performance of the Original Indenture, as amended and supplemented, the Fourth Supplemental Indenture, the Escrow Agreement, and the Private Placement Agreement shall be, and the same hereby are, in all respects approved and confirmed.

This Resolution shall become effective immediately and all resolutions and orders, or parts thereof, in conflict herewith are, to the extent of such conflict, repealed.

The motion was seconded by Commissioner Pridgen, and the question being put to a vote, the Resolution was adopted by the Commissioners, voting as follows:

Yeas: Hartley, Henley, Harris, Pridgen, Reed

Nays: None

Abstentions: None

The motion having received the affirmative vote of all of the members of the Board of Commissioners of the Jackson Municipal Airport Authority present, being a quorum of said Board, the Chairperson declared the motion carried and the Resolution adopted, this the 24th day of August 2015.

Chair Harris joined the Meeting during stating of the Motion concerning this Resolution at 4:08 p.m.

Attorney John May, Jr., Co-Bond Counsel, in response to an inquiry from Commissioner Dr. Pridgen, informed the Board that the Bond Resolution and other supporting document delivered during the Board Meeting on August 24, 2015 contained more information than the documents distributed on August 20, 2015 at the Board Work Session Meeting.

2. *Adoption of the Resolution requiring businesses performing work activities with JMAA to register with the Mississippi Secretary of State and obtain a Jackson, MS business privilege license.*

RESOLUTION CY-2015-124

RESOLUTION REQUIRING BUSINESSES PERFORMING WORK ACTIVITIES AT EITHER OF THE AIRPORTS OPERATED BY THE JACKSON MUNICIPAL AIRPORT AUTHORITY TO BE REGISTERED WITH THE MISSISSIPPI SECRETARY OF STATE AND HAVE A CITY OF JACKSON, MS BUSINESS PRIVILEGE LICENSE

Upon motion by Commissioner Reed, seconded by Commissioner Dr. Pridgen, the following **RESOLUTION** was made and unanimously approved.

WHEREAS, the Jackson-Medgar Wiley Evers International Airport (“JMWEIA”) is operated by the Jackson Municipal Airport Authority (“JMAA”) and it is located in the City of Jackson, MS; and

WHEREAS, the Hawkins Field Airport (“Hawkins”) is operated by the Jackson Municipal Airport Authority (“JMAA”) and it is located in the City of Jackson, MS; and

WHEREAS, JMAA contracts with businesses that perform work activities at JMWEIA and Hawkins and, in those instances, the businesses are performing work activities within the corporate limits of Jackson, MS; and

WHEREAS, the MS Secretary of State will register any business that requests to be registered; and

WHEREAS, the City of Jackson, MS will issue a Business Privilege License to any business performing work activities in the City of Jackson, MS that requests a license; and

WHEREAS, the JMAA Board of Commissioners desire to adopt a policy that requires, after October 1, 2015, all businesses that either initially contract with JMAA or renew/extend an existing contract with JMAA and during the course of the contract will perform work activities at either JMWEIA or Hawkins, shall be registered with the MS Secretary of State and have a City of Jackson, MS Business Privilege License.

NOW BE IT THEREFORE RESOLVED, by the JMAA Board of Commissioners that after October 1, 2015, all businesses that either initially contract with JMAA or renew/extend an existing contract with JMAA and during the course of the contract will perform work activities at either Jackson Medgar Wiley Evers International Airport or Hawkins Field Airport shall be registered with the MS Secretary of State and have a City of Jackson, MS Business Privilege License before performing services for JMAA. Further, businesses shall provide JMAA with documents verifying their compliance with this policy before performing any services for JMAA, pursuant to any new/renewed/extended contract with JMAA.

Yeas: Hartley, Pridgen, Harris, Reed, Henley

Nays: None

Abstentions: None

August 24, 2015

Chair Harris moved to the end of the Agenda Commissioner Hartley’s proposed resolution to create a committee to study JMAA’s process and procedure as to awarding contracts.

VI. ACTION ITEMS

A. Financial Matters

1. *Financial Reports for July 2015:*

- a. Balance Sheet: Accept..... Page 29
- b. Income Statement: Accept..... Page 30

Chair Harris directed the Board’s attention to the Balance Sheet, Income Statement and the Claims Docket for July, 2015 included in the Packet.

RESOLUTION CY-2015-125

RESOLUTION ACCEPTING/APPROVING JULY FINANCIAL REPORTS

Upon motion by Commissioner Pastor Henley, seconded by Vice Chair Hartley, the following **RESOLUTION** was made and approved by unanimous vote.

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") has reviewed and considered the Authority’s Balance Sheet and Income Statement (“the Financial Reports”) for the month and period ending July 31, 2015, which was included in the Packet, pages 29-32, and was distributed to the Board prior to the July Regular Meeting of the Board.

IT IS THEREFORE, RESOLVED that the Board hereby accepts and approves the Financial Reports: Balance Sheet and Income Statement for July, 2015.

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

August 24, 2015

- c. Claims Docket for July, 2015: Approve.....Page 33

RESOLUTION CY-2015-126

RESOLUTION APPROVING CLAIMS DOCKET

Upon motion by Vice Chair Hartley, seconded by Commissioner Reed, the following **RESOLUTION** was made and approved by unanimous vote.

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 July 31, 2015, which were included in the Packet, pages 33-37 and was distributed to the Board prior to the August 24, 2015 Regular Monthly Meeting of the Board.

IT IS THEREFORE, RESOLVED that the Board hereby authorizes payment of the Claims in the amount of \$859,422.39.

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

August 24, 2015

B. Service Agreements

None

C. Construction Projects

1. *JMAA Project No. 003-15 Remediation and Renovation of Fifth Floor Terminal Office Space, JAN: Authorize Agreement (M3A Architecture, PLLC).....Page 38*

RESOLUTION CY-2015-127

RESOLUTION AUTHORIZING EXECUTION OF A PROFESSIONAL SERVICES AGREEMENT WITH M3A ARCHITECTURE, PLLC FOR ARCHITECTURAL, ENGINEERING AND RELATED SERVICES AS TO THE ASSESSMENT AND RENOVATION OF FIFTH FLOOR TERMINAL BUILDING OFFICE SPACE AT JACKSON MEDGAR WILEY EVERS INTERNATIONAL AIRPORT

Upon motion by Commissioner Pastor Henley, seconded by Commissioner Dr. Pridgen, the following **RESOLUTION** was made and unanimously approved.

WHEREAS, the Board has considered the request of JMAA’s staff for authority to enter into a professional services agreement with M3A Architecture, PLLC, a certified Disadvantaged Business Enterprise (DBE) of Jackson, Mississippi, for architectural, engineering, and related services in connection with the assessment and renovation of the fifth floor office space area at the Jackson-Medgar Wiley Evers International Airport Terminal Building. Fees for services and associated expenses are not to exceed \$72,000.00. The term of agreement will be through the completion of the project. These architectural services fees are based on 8% of construction estimate of \$900,000; and

WHEREAS, M3A will be supported by the following sub-consultants, both of which are in Jackson, Mississippi and are certified DBEs: Advanced Environmental Consultant, Inc. and Integrated Management Services, Inc.; and

WHEREAS, the Board finds that such request, which is fully explained in the Memorandum dated July 29, 2015, at pages 38-40 of the Meeting Packet, ought to be granted.

IT IS THEREFORE, RESOLVED that the Board authorizes JMAA's staff to enter into a professional services agreement with M3A Architecture, PLLC, a certified Disadvantaged Business Enterprise (DBE) of Jackson, Mississippi for architectural, engineering, and related services in connection with the assessment and renovation of the fifth floor office space area at Jackson-Medgar Wiley Evers International Airport Terminal Building. Fees for services and associated expenses are not to exceed \$72, 000.00. The term of agreement will be through the completion of the project. These architectural services fees are based on 8% of construction estimate of \$900,000.

IT IS FURTHER, RESOLVED that M3A will be supported by the following sub-consultants, both of which are in Jackson, Mississippi and are certified DBEs: Advanced Environmental Consultant, Inc. and Integrated Management Services, Inc. The Board finds that such request is fully explained in the Memorandum dated July 29, 2015, at pages 38-40 of the Meeting Packet.

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

August 24, 2015

D. Procurements

None.

E. Grants

None.

F. Other Matters

- 1. Utility Easement Installation, JAN: Authorize Agreement (Bellsouth Telecommunications, LLC d/b/a AT&T Mississippi).....Page 41*

RESOLUTION CY-2015-128

RESOLUTION AUTHORIZING EXECUTION OF AN UTILITY INSTALLATION AGREEMENT AND EASEMENT WITH BELLSOUTH TELECOMMUNICATIONS, LLC D/B/A AT&T MISSISSIPPI

Upon Motion by Commissioner Pastor Henley, seconded by Vice Chair Hartley, the following **RESOLUTION** was made and unanimously approved.

WHEREAS, the Board has considered the request of staff for: (i) authorization to execute a utility installation agreement and easement with AT&T to allow an underground fiber optic

communications cable to be installed at Jackson-Medgar Wiley Evers International Airport (“JAN”); and (ii) approval of a \$300 budget for legal review of the associated documents; and

WHEREAS, The Board finds that such requests, which are fully explained in the Memorandum dated August 3, 2015, at pages 41-42 of the Meeting Packet, ought to be granted.

IT IS THEREFORE, RESOLVED that JMAA’s Staff is authorized to: (i) execute a utility installation agreement and easement with AT&T to allow an underground fiber optic communications cable to be installed at Jackson-Medgar Wiley Evers International Airport (“JAN”); and (ii) approval of a \$300 budget for legal review of the associated documents. The Board finds that such requests are fully explained in the Memorandum dated August 3, 2015, at pages 41-42 of the Meeting Packet.

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

August 24, 2015

- 2. *G.A.T. – Airline Ground Support, Inc., Terminal and Ground Support Services Operating Agreement for United Airlines, JAN: Authorize Agreement.....Page 43*

RESOLUTION-CY-2015-129

RESOLUTION AUTHORIZING NEGOTIATION AND EXECUTION OF AN OPERATING AGREEMENT WITH G.A.T. AIRLINE GROUND SUPPORT, INC. TO PROVIDE TERMINAL AND GROUND SUPPORT SERVICES FOR UNITED AIRLINES

Upon Motion by Commissioner Pastor Henley, seconded by Vice Chair Hartley, the following **RESOLUTION** was made and unanimously approved.

WHEREAS, the Board has considered the request of JMAA’s staff for approval: (i) to negotiate and execute a Terminal and Ground Support Services Operating Agreement (“Operating Agreement”) with GAT Airline Ground Support, Inc., (“GAT”) of Mobile, Alabama, an Alabama Corporation, registered and in good standing with the Mississippi Secretary of State, to provide commercial air carrier support services to United Airlines’ air transportation system at the Jackson-Medgar Wiley Evers International Airport (“JAN”), beginning September 24, 2015; and (ii) to spend \$300.00 of the budget for legal assistance in preparing the operating agreement. Staff also seeks approval to execute an Operating Agreement with GAT that requires GAT to pay Jackson Municipal Airport Authority (“JMAA”), monthly, equal to five percent (5%) of GAT’s gross revenues generated from its work at JAN, and

WHEREAS, The Board finds that such requests, which are fully explained in the Memorandum dated August 5, 2015, at pages 43-44 of the Meeting Packet, ought to be granted.

IT IS THEREFORE, RESOLVED that JMAA’ Staff is authorized: (i) to negotiate and execute a Terminal and Ground Support Services Operating Agreement (“Operating Agreement”) with GAT Airline Ground Support, Inc., (“GAT”) of Mobile, Alabama, an Alabama Corporation, registered and in good standing with the Mississippi Secretary of State, to provide commercial air carrier support services to United Airlines’ air transportation system at the Jackson-Medgar Wiley Evers International Airport (“JAN”), beginning September 24, 2015; and (ii) to use \$300.00 of the budget for legal assistance in preparing the operating agreement; and (iii) execute an Operating Agreement which requires GAT to pay Jackson Municipal Airport Authority (“JMAA”), monthly, equal to five percent (5%) of GAT’s gross revenues generated from its work at JAN. The Board finds that such requests are fully explained in the Memorandum dated August 5, 2015, at pages 43-44 of the Meeting Packet.

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

August 24, 2015

- 3. ***2015 Market Rent Study for Hawkins Field: Approve Study Results and Authorize Rent Adjustments (Aviation Management Consulting Group).....Page 45***

RESOLUTION CY-2015-130

RESOLUTION ACCEPTING AVIATION MANAGEMENT CONSULTING GROUP’S MARKET RENT STUDY FOR HAWKINS FIELD AND AUTHORIZING ADJUSTMENT OF THE PROPERTY RENTAL SCHEDULE FOR HAWKINS FIELD

Upon Motion by Commissioner Reed, seconded by Commissioner Dr. Pridgen, the following **RESOLUTION** was made and unanimously approved.

WHEREAS, the Board has considered the request of JMAA’s staff for: (i) acceptance of the Market Rent Study for Hawkins Field (“the Study”) produced by Aviation Management Consulting Group (“AMCG”); and (ii) authority to adjust the property Rental Schedule for Hawkins Field Airport (“HKS”) properties to a new Fair Market Value, as established by the Study, effective October 1, 2015. The recommended changes to the current Rental Schedule will represent a \$5,432.73 or 6.3% annual increase in overall rental revenue generated at HKS; and

WHEREAS, The Board finds that such requests, which are fully explained in the Memorandum dated July 1, 2015, along with Attachment 1, at pages 45-47 of the Meeting Packet, ought to be granted.

IT IS THEREFORE, RESOLVED that JMAA’s Staff is authorized to: (i) accept the Market Rent Study for HKS (“the Study”) produced by Aviation Management Consulting Group (“AMCG”); and (ii) adjust the property Rental Schedule for Hawkins Field Airport (“HKS”) properties to a new Fair Market Value, as established by the Study, effective October 1, 2015. The recommended changes to the current Rental Schedule will represent a \$5,432.73 or 6.3% annual increase in overall rental revenue generated at HKS. The Board finds that such requests are fully explained in the Memorandum dated July 1, 2015, along with Attachment 1, at pages 45-47 of the Meeting Packet.

Yeas: Hartley, Pridgen, Harris, Reed, Henley

Nays: None

Abstentions: None

August 24, 2015

- 4. *AMAC Southeast Regional Forum-Welcoming Reception, JMAA: Authorize Agreement (The Iron Horse Grill).....Page 48*

RESOLUTION CY-2015-131

RESOLUTION AUTHORIZING EXECUTION OF AN AGREEMENT WITH IRON HORSE GRILL TO HOST A WELCOMING RECEPTION ON OCTOBER 14, 2015

Upon Motion by Vice Chair Hartely, seconded by Commissioner Pastor Henley, the following **RESOLUTION** was made and unanimously approved.

WHEREAS, the Board has considered Staff’s request for authority to negotiate and execute an Agreement with The Iron Horse Grill of Jackson, Mississippi regarding hosting a Welcoming Reception (“Reception”) on October 14, 2015 from 6 p.m. to 8 p.m. in connection with the AMAC Southeast Regional Forum (“Forum”). The fees for hosting the Reception and providing ground transportation services, food, beverages, and other associated services shall not exceed \$10,000.00; and

WHEREAS, The Board finds that such request, which is fully explained in the Memorandum dated August 2, 2015, at pages 48-50 of the Meeting Packet, ought to be granted.

IT IS THEREFORE, RESOLVED that JMAA’s Staff is authorized to negotiate and execute an Agreement with The Iron Horse Grill of Jackson, Mississippi regarding hosting a Welcoming Reception (“Reception”) on October 14, 2015 from 6 p.m. to 8 p.m. in connection with the AMAC Southeast Regional Forum (“Forum”). The fees for hosting the

Reception and providing ground transportation services, food, beverages, and other associated services shall not exceed \$10,000.00. The Board finds that such request is fully explained in the Memorandum dated August 2, 2015, at pages 48-50 of the Meeting Packet.

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

August 24, 2015

- 5. *AMAC Southeast Regional Forum-Commissioner’s Roundtable, JMAA: Authorize Agreement (Animer, LLC).....Page 51*

RESOLUTION CY-2015-132

RESOLUTION AUTHORIZING EXECUTION OF AN AGREEMENT WITH ANIMER CONSULTING, LLC TO FACILITATE THE COMMISSIONER’S ROUNDTABLE AT THE AMAC SOUTHEAST REGIONAL FORUM

Upon Motion by Commissioner Dr. Pridgen, seconded by Commissioner Reed, the following **RESOLUTION** was made and unanimously approved.

WHEREAS, the Board has considered Staff’s request for authority to negotiate and execute an Agreement with Animer Consulting, LLC (“Animer”), a Maryland Limited Liability Corporation, located in Montgomery Village, Maryland, to facilitate the Commissioner’s Roundtable at the AMAC Southeast Regional Forum scheduled for Thursday, October 15, 2015 and provide a summary report of the Roundtable Discussion. The fees and associated expenses shall not exceed \$3,000.00. The term of the Agreement will be from date of execution of the Agreement through October 31, 2015; and

WHEREAS, the term extends through October 31, 2015 to allow Animer a sufficient amount of time to prepare and submit a summary report of the Roundtable Discussion; and

WHEREAS, The Board finds that such request, which is fully explained in the Memorandum dated August 2, 2015, at pages 51-53 of the Meeting Packet, ought to be granted.

IT IS THEREFORE, RESOLVED that JMAA’s Staff is authorized to negotiate and execute an Agreement with Animer Consulting, LLC (“Animer”), a Maryland Limited Liability Corporation, located in Montgomery Village, Maryland, to facilitate the Commissioner’s Roundtable at the AMAC Southeast Regional Forum scheduled for Thursday, October 15, 2015 and provide a summary report of the Roundtable Discussion. The fees and associated expenses shall not exceed \$3,000.00. The term of the Agreement will be from date of execution of the Agreement through October 31, 2015 to allow Animer a sufficient amount of time to prepare and submit a summary report of the Roundtable

Discussion. The Board finds that such request is fully explained in the Memorandum dated August 2, 2015, at pages 51-53 of the Meeting Packet.

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

August 24, 2015

6. *Lease and Concession Agreement for the Food & Beverage Concessions at Jackson-Medgar Wiley Evers International Airport, JAN: Authorize Lease Extension (Host International, Inc.).....Page 54*

RESOLUTION CY-2015-133

RESOLUTION AUTHORIZING EXECUTION OF AN EXTENSION OF THE CURRENT FOOD AND BEVERAGE CONCESSIONS' AGREEMENT WITH HOST INTERNATIONAL, INC.

Upon Motion by Vice Chair Hartley, seconded by Commissioner Henley, the following **RESOLUTION** was made and unanimously approved.

WHEREAS, the Board has considered Staff's request for authority to: (i) extend the current Food and Beverage Concessions' Agreement ("Agreement") with Host International, Inc., ("Host") of Bethesda, Maryland, a Delaware Corporation, registered and in good standing with the Mississippi Secretary of State, for an eighteen (18) month period beginning November 4, 2015 and ending May 3, 2017; and (ii) for approval of a \$300.00 budget for legal assistance with the extension document; and

WHEREAS, The Board finds that such requests, which are fully explained in the Memorandum dated August 4, 2015, at pages 54-55 of the Meeting Packet, ought to be granted.

IT IS THEREFORE, RESOLVED that: (i) JMAA's Staff is authorized to extend the current Food and Beverage Concessions' Agreement ("Agreement") with Host International, Inc., ("Host") of Bethesda, Maryland, a Delaware Corporation, registered and in good standing with the Mississippi Secretary of State, for an eighteen (18) month period beginning November 4, 2015 and ending May 3, 2017; and (ii) a \$300.00 budget for legal assistance with the extension document is approved. The Board finds that such requests are fully explained in the Memorandum dated August 4, 2015, at pages 54-55 of the Meeting Packet.

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

August 24, 2015

- 7. *Lease and Concession Agreement for the News & Gift Concession at Jackson-Medgar Wiley Evers International Airport, JAN: Authorize Amendment (AMS-AJA Jackson J.V.).....Page 56*

RESOLUTION CY-2015-134

RESOLUTION AUTHORIZING AN AMENDMENT OF THE NEWS & GIFT CONCESSIONS' AGREEMENT WITH AMS-AJA JACKSON JOINT VENTURE

Upon Motion by Vice Chair Hartley, seconded by Commissioner Henley, the following **RESOLUTION** was made and unanimously approved.

WHEREAS, the Board has considered Staff's request for: (i) authority to amend the current News & Gift Concessions' Agreement ("Agreement") with AMS-AJA Jackson J.V., ("AMS-AJA") a joint venture comprised of: (1) Airport Management Services, a Delaware Limited Liability Company based in East Rutherford, New Jersey; and (2) AJA Management & Technical Services, Inc., a Mississippi Corporation, with its principal office located in Jackson, Mississippi, to provide concessions at the Jackson-Medgar Evers International Airport; and (ii) approval of a \$300.00 budget for legal assistance with the extension document. The proposed amendments to the current Agreement will: (i) extend the term of the Agreement for an additional eighteen (18) months with a new termination date of May 3, 2017; (ii) reduce the Minimum Annual Guarantee ("MAG") paid by AMS-AJA by 13% from \$217,166 to \$188,934, beginning on November 4, 2015; and (iii) increase the square footage, leased by AMS-AJA by 179 square feet; and

WHEREAS, The Board finds that such requests, which are fully explained in the Memorandum dated August 4, 2015, at pages 56-57 of the Meeting Packet, ought to be granted.

IT IS THEREFORE, RESOLVED that: (i) JMAA's Staff is authorized to amend the current News & Gift Concessions' Agreement ("Agreement") with AMS-AJA Jackson J.V., ("AMS-AJA") a joint venture comprised of: (1) Airport Management Services, a Delaware Limited Liability Company based in East Rutherford, New Jersey; and (2) AJA Management & Technical Services, Inc., a Mississippi Corporation, with its principal office located in Jackson, Mississippi, to provide concessions at the Jackson-Medgar Evers International Airport; and (ii) a \$300.00 budget for legal assistance with the extension document is approved. The proposed amendments to the current Agreement will: (i) extend the term of the Agreement for an additional eighteen (18) months with a new termination date of May 3, 2017; (ii) reduce the Minimum Annual Guarantee ("MAG") paid by AMS-AJA by 13% from \$217,166 to \$188,934, beginning on November 4, 2015; and (iii) increase the square footage, leased by AMS-AJA by 179 square feet. The Board finds that such requests are fully explained in the Memorandum dated August 4, 2015, at pages 56-57 of the Meeting Packet.

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

August 24, 2015

Mr. Newman then recognized Mike Blakely, Vice President of Business Development, Hudson News, Inc., and Andrew Jenkins, Founder and President, AJA Management and Technical Services, Inc. and thanked them for their attendance.

Chair Harris then recognized Preston McKay, Project Manager at M3A Architecture, PLLC, and thanked him for his attendance.

8. Board Travel

None

G. New Business

Commissioner Hartley discussed with the Board his proposed Resolution to create a committee to study JMAA's process and procedures as to awarding contracts.

After discussion of the proposed Resolution by the Commissioners, Vice Chair Hartley withdrew the proposed Resolution from further consideration at that time.

OPEN SESSION

Commissioner Henley then moved that the Board go into a Closed Session to discuss whether to go into an Executive Session to consider matters that he believed can be discussed in Executive Session, and Commissioner Dr. Pridgen seconded the motion.

The Board by a vote of 5-0 resolved that the session be closed. Chair Harris 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 4:51 p.m.

CLOSED SESSION

Commissioner Henley then moved that the Board enter into Executive Session to discuss a pending litigation matter related to incumbent JMAA personnel. Commissioner Dr. Pridgen seconded the motion to enter Executive Session and the Commissioners voted 5-0 to enter Executive Session for the stated purposes.

The Closed Session ended at 5:00 p.m.

OPEN SESSION

Chair Harris then invited all persons outside the room to re-enter, some did.

Chair Harris then stated in open session that the Board, during Closed Session, voted to enter into Executive Session to consider a pending litigation matter related to incumbent JMAA personnel.

Chair Harris 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.

The Board went into Executive Session at 5:01 pm.

EXECUTIVE SESSION

The Board, during Executive Session, discussed a pending litigation matter related to incumbent JMAA personnel and took no action.

Commissioner Pastor Henley moved to close the Executive Session, Vice Chair Hartley seconded the motion, and the Commissioners voted 5-0 to end the Executive Session.

The Executive Session ended at 5:20 p.m.

Chair Harris then invited all persons outside the room to re-enter; some did, and Chair Harris 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.

Chair Harris announced that the meeting was once again open. Chair Harris then announced that during Executive Session the Board discussed matters related to a pending litigation matter related to incumbent JMAA personnel and took no action.

Open Session reconvened at 5:22 p.m.

VII. ADJOURNMENT

Thereafter, it was moved by Vice Chair Hartley, seconded by Commissioner Pastor Henley, and unanimously resolved that the meeting of the Board be ADJOURNED at 5:23 p.m.

Respectfully submitted,

Ms. LaWanda D. Harris, Chair

Mr. Vernon W. Hartley, Sr., Vice Chair

Ms. Evelyn O. Reed, Commissioner

Pastor James L. Henley, Jr., Commissioner

Dr. Rosie L.T. Pridgen, Commissioner