

**REGULAR MONTHLY MEETING OF JACKSON MUNICIPAL
AIRPORT AUTHORITY BOARD OF COMMISSIONERS
AUGUST 25, 2014**

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 25, 2014 (the “Meeting”), pursuant to proper notice.

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

The following Commissioners were present in person at the Meeting.

Pastor James Henley, Jr. Commissioner and Chairman
Vernon W. Hartley, Sr., Commissioner
Jeffery A. Stallworth, Commissioner
LaWanda D. Harris, Commissioner
Evelyn Reed, Vice Chairperson
(Commissioner Reed joined the Meeting at 4:08 pm during the
Public Comments by Mr. Byron Gray)

Chairman Henley announced that a quorum was present at the Meeting as required by the Bylaws of the Authority, and announced that the Meeting would proceed with discussion of the Agenda (the “Agenda”) for the Regular Monthly Meeting of the Board scheduled for 4:00 p.m. on Monday, August 25, 2014, 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.

Dirk B. Vanderleest, JMAA Chief Executive Officer
Bonnie Wilson, JMAA Chief Operating Officer
John L. Walker, Walker Group, PC Attorneys at Law
Phillip J. Brookins, Walker Group, PC Attorneys at Law
And persons listed on [EXHIBIT A: Sign in Sheet for 8-25-14](#)

II. INVOCATION

Commissioner Hartley gave the invocation.

III. APPROVAL AND EXECUTION OF MINUTES

- A. Regular Meeting of the Board of Commissioners, July 24, 2014
- B. Regular Meeting of the Board of Commissioners, July 28, 2014

RESOLUTION CY-2014-107

APPROVAL AND EXECUTION OF JULY MINUTES

After discussion and review and upon the motion made by Commissioner Hartley, seconded by Commissioner Stallworth, and approved by the affirmative votes of all Commissioners present, the following resolution was made and entered.

RESOLVED, that the Board hereby approves the Minutes of the Regular Work Session of the Board of Commissioners, July 24, 2014 and of the Regular Meeting of the Board of Commissioners, July 28, 2014 as presented and directs that said minutes be filed in the appropriate minute book and records of the Authority.

Yeas: Hartley, Henley, Stallworth, Harris, Reed

Nays: None

(Commissioner Reed recorded her "aye" vote before the meeting ended.)

August 25, 2014

IV. PUBLIC COMMENTS

Mr. Byron Gray, a resident of Ridgeland, MS and an employee of Southwest airlines, made a plea to the Board to authorize Southwest Airlines (SW) employees and families who remain in the Jackson Metro area

- 1) To continue using the employee parking lot because of its proximity to the departing and arriving gates for flights and requires shorter times than involved in use of the long term parking lot which is farther and requires use of the shuttle bus;
- 2) To have access to cheaper parking rates than what JMAA is currently proposing in long term parking which is only available for an \$1800 fee payable in advance.
- 3) His plea included the following: that the affected persons were and wish to remain a part of the greater Jackson community; they will continue to add to the economy of Jackson; many cannot financially afford the long term rates; to allow use of the employee lot generally will involve only 12 -18 people; the current employee lot will not be crowded as a result of allowing SW employees to park there; and there are no TSA concerns generated by SW employees parking in the employee lot.

Vice Chairman Reed inquired as to whether SW would agree to help its employees defray the cost of parking. Mr. Gray said SW had declined to assist.

V. REPORTS

A. Chief Executive Officer

Mr. Vanderleest addressed comments to the Board as he “walked” through agenda items and made references to supporting documentation in the [Packet for 8-25-14](#).

- 1. *Airport Project Manager Summary, Period Ending July 31, 2014*..... Page 1
- 2. *Airport Activity Statistics Report, Period Ending July 31, 2014*..... Page 18
- 3. *Employee and Organizational Recognitions*..... Page 32

Mr. Vanderleest and the Board congratulated Mr. Chad Parker, Employee Development Specialist, for his selection as JMAA Employee of the Month for August,

B. ATTORNEY

Attorney Walker reminded the Board that Doug Kuelzman, President of ADK Executive Search, will be present to meet with the Board at its regular Work Session Meeting on 9/18/14.

VI. ACTION ITEMS

A. Financial Matters.

- 1. *Financial Reports for July 2014.*
 - a. Balance Sheet: Accept..... Page 33
 - b. Income Statement: Accept..... Page 34
 - c. Claims Docket for July 2014: Approve..... Page 37

Mr. Vanderleest directed the Board’s attention to the Balance Sheet, Income Statement and the Claims Docket for July 2014, which were included in the Packet.

RESOLUTION CY-2014-108

RESOLUTION ACCEPTING / APPROVING JULY FINANCIAL REPORTS

Upon motion by Commissioner Hartley, Seconded by Commissioner Stallworth, the following **RESOLUTION** was made and unanimously approved

WHEREAS, the Board of Commissioners (the "Board") of the Jackson

Municipal Airport Authority (the "Authority") has reviewed and considered the Authority's Balance Sheet, Income Statement (the "Financial Reports") and Claims Docket ("Claims") for the month and period ending July 31, 2014 which were included in the Packet, pages 33-41, which was distributed to the Board prior to the August 25, 2014, Regular Meeting of the Board, and incorporated herein by reference;

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby unanimously accepts and approves the Financial Reports and authorizes payment of the Claims in the amount \$795,179.92.

Yeas: Hartley, Stallworth, Harris, Reed, Henley

Nays: None

Absent: None

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2. Fiscal Year 2015 Budget Presentation.

Chairman Pastor Henley noted that the 2015 budget had been addressed at the Work Session and would be a topic for the September meetings. The Chairman moved to the next action items.

B. Service Agreements

- 1. JMAA Contracts 11-059 & 11-060, Public Safety Radio System Software Agreements (Harris Corporation)Page 42***

RESOLUTION CY-2014-109

RESOLUTION AS TO RADIO SYSTEM MAINTENANCE AGREEMENT AND SOFTWARE AGREEMENT WITH HARRIS CORPORATION

Upon motion by Commissioner Stallworth, Seconded by Commissioner Hartley, the following **RESOLUTION** was made and unanimously approved

WHEREAS, the Board has considered the request of staff to authorize renewal of the existing Radio System Maintenance Agreement and Software Agreement with Harris Corporation for general support and repair services to JMAA's radio communications system (both hardware and software) with the total, fixed fee for the two service agreements being \$79,452 and the term of both agreements to run from October 1, 2014 through September 30, 2015 as set forth in memorandum dated August 13, 2014 and made a part of the meeting Packet at pages 42-43 and the Board deems that such request be granted; it is therefore,

RESOLVED that JMAA Staff is authorized to execute renewal of the existing Radio System Maintenance Agreement and Software Agreement with Harris Corporation for

general support and repair services to JMAA's radio communications system (both hardware and software) with the total, fixed fee for the two service agreements being \$79,452 and the term of both agreements to run from October 1, 2014 through September 30, 2015 as set forth in memorandum dated August 13, 2014 and made a part of the meeting Packet at pages 42-43.

Yeas: Hartley, Stallworth, Harris, Reed, Henley
Nays: None
Absent: None

August 25, 2014

2. *JMAA Contract No. 014-10-012, Management of Designated Parking Areas at JAN: Authorize Extension of Agreement (RPS/AJA of Jackson, LLP)..... Page 44*

RESOLUTION CY-2014-110

RESOLUTION EXTENDING MANAGEMENT AGREEMENT FOR DESIGNATED PARKING AREAS AT JACKSON-MEDGAR WILEY EVERS INTERNATIONAL AIRPORT WITH RPS/AJA OF JACKSON, LLP

Upon motion by Commissioner Stallworth, Seconded by Commissioner Hartley, the following **RESOLUTION** was made and unanimously approved

WHEREAS, Staff is requesting authority to extend the Management Agreement for Designated Parking Areas at Jackson-Medgar Wiley Evers International Airport - With RPS/AJA of Jackson, LLP, for one additional period of twenty-four (24) months per the provisions of the agreement and the renewal term of the agreement will extend through March 31, 2017 and the Management Fee for the extended period will be \$77,490 as more fully explained in memorandum dated August 11, 2014, and included in the Packet at pages 44-45 and the Board finds that the amendment should be made.

NOW, THEREFORE, BE IT RESOLVED, the Board hereby authorizes JMAA staff to extend the Management Agreement for Designated Parking Areas at Jackson-Medgar Wiley Evers International Airport with RPS/AJA of Jackson, LLP, for one additional period of twenty-four (24) months per the provisions of the agreement and the renewal term of the agreement will extend through March 31, 2017 and the Management Fee for the extended period will be \$77,490.

Yeas: Hartley, Henley, Stallworth, Harris, Reed
Nays: None
Absent: None

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C. Construction Projects

- 1. JMAA Project No. 010-12, Lighting Assessment and Evaluation, JAN: Authorize Addendum to Agreement and Advertisement for Bids (Scott C. Woods Associates).....Page 46*

RESOLUTION CY-2014-111

RESOLUTION RE ROADWAY LIGHTING PROJECT

Upon motion by Commissioner Harris, Seconded by Commissioner Stallworth, the following **RESOLUTION** was made and unanimously approved

WHEREAS, Staff is requesting authority to (i) execute an Addendum to the existing professional services agreement with Scott C. Woods and Associates (“SCWA”) of Madison, Mississippi, to provide additional design and construction review and administrative services in support of retrofitting current roadway light fixtures in place at various locations at the Jackson-Medgar Wiley Evers International Airport (JAN) with new LED energy efficient lighting (ii) adopt a project budget to reflect the use of Mississippi Department Of Transportation Airport Multi-Modal Transportation Improvement Program (MMTIP) funds and Customer Facility Charge (CFC) funds, and (iii) advertise for competitive bids for construction with additional fees for engineering services not to exceed \$32,130, for a new total of \$59,730, and SCWA will be supported by Top Belle Building Services, LLC (“Top Belle”), a certified Disadvantaged Business Enterprise (“DBE”) of Madison, Mississippi and the Board finds that such staff requests should be granted.

NOW, THEREFORE, BE IT RESOLVED, the Board hereby authorizes JMAA staff to (i) execute an Addendum to the existing professional services agreement with Scott C. Woods and Associates (“SCWA”) of Madison, Mississippi, to provide additional design and construction review and administrative services in support of retrofitting current roadway light fixtures in place at various locations at the Jackson-Medgar Wiley Evers International Airport (JAN) with new LED energy efficient lighting (ii) adopt a project budget to reflect the use of Mississippi Department Of Transportation Airport Multi-Modal Transportation Improvement Program (MMTIP) funds and Customer Facility Charge (CFC) funds, and (iii) advertise for competitive bids for construction all as more fully set forth in memorandum dated August 12, 2014 at pages 46-49 of the meeting Packet.

Yeas: Hartley, Henley, Stallworth, Harris, Reed

Nays: None

Absent: None

August 25, 2014

D. Procurements

E. Grants

F. Other

Mr. Vanderleest then directed the Board's attention to agenda items and requests for Board approvals.

1. Non-Commercial Hangar and Fuel Farm Operating Agreement, JAN: (CB Aviation, LLC)Page 50

RESOLUTION CY-2014-112

RESOLUTION RE NON-COMMERCIAL HANGAR AND FUEL FARM LEASE AND OPERATING AGREEMENT – CB AVIATION, LLC AT JACKSON-MEDGAR WILEY EVERS INTERNATIONAL AIRPORT (“JAN”)

Upon motion by Commissioner Reed, Seconded by Commissioner Hartley, the following **RESOLUTION** was made and unanimously approved

WHEREAS, the Board has considered the request of staff for authority to execute a new Non-Commercial Hangar and Fuel Farm Lease and Operating Agreement with CB Aviation, LLC (“CBAv”) for a term of 10 years with one 5-year extension at CBAv’s option, commencing October 1, 2014 and the term of the new lease is conditioned on CBAv making capital improvements to the leasehold with rent under the new lease to remain at the current \$2,916.67 per month until such time as CBAv completes the agreed upon capital improvements and the amount of investment has been confirmed by JMAA;

IT IS RESOLVED that JMAA Staff is authorized to execute a new Non-Commercial Hangar and Fuel Farm Lease and Operating Agreement with CB Aviation, LLC (“CBAv”) for a term of 10 years with one 5-year extension at CBAv’s option, commencing October 1, 2014, and the term of the new lease is conditioned on CBAv making capital improvements to the leasehold and subject to the further conditions that rent under the new lease is to remain at the current \$2,916.67 per month until such time as CBAv completes the agreed upon capital improvements and the amount of investment has been confirmed by JMAA, all of which is more fully set out and explained in a memorandum dated August 5, 2014 at pages 50-51 of the meeting packet.

Yeas: Hartley, Stallworth, Harris, Reed, Henley

Nays: None

August 25, 2014

2. Equipment Maintenance Services Operating Agreement, JAN: Authorize Amendment (Global Aviation Service, LLC)Page 53

RESOLUTION CY-2014-113

RESOLUTION RE EQUIPMENT MAINTENANCE SERVICES LEASE AND OPERATING AGREEMENT WITH GLOBAL AVIATION SERVICES, LLC AT JACKSON-MEDGAR WILEY EVERS INTERNATIONAL AIRPORT (“JAN”)

Upon motion by Commissioner Reed, Seconded by Commissioner Hartley, the following **RESOLUTION** was made and unanimously approved

WHEREAS, the Board has considered the request of staff for authority to amend the Equipment Maintenance Services Lease and Operating Agreement between JMAA and Global Aviation Services, LLC (“Global”) to relocate to alternate space in the Old Cargo Facility at the Jackson-Medgar Wiley Evers International Airport (JAN) and the Board finds that such request as more fully set out and explained in a memorandum dated August 4, 2014 at page 53 of the meeting packet ought be granted;

IT IS, THEREFORER, RESOLVED that JMAA Staff is authorized to amend the Equipment Maintenance Services Lease and Operating Agreement between JMAA and Global Aviation Services, LLC (“Global”) to relocate to alternate space in the Old Cargo Facility at the Jackson-Medgar Wiley Evers International Airport (JAN) as more fully set out and explained in a memorandum dated August 4, 2014 at page 53 of the meeting packet.

Yeas: Hartley, Stallworth, Harris, Reed, Henley

Nays: None

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

RESOLUTION CY-2014- 114

RESOLUTION APPROVING EXTENDING AGREEMENT WITH HOST INTERNATIONAL, INC. (“HOST”)

Upon Motion by Commissioner Stallworth, Seconded by Commissioner Harris and adopted on the affirmative vote of all Commissioners, the following resolution was made.

WHEREAS, Staff of JMAA is requesting the authority to extend the Lease and Concession Agreement for the Food and Beverage Concessions at Jackson-Medgar Wiley Evers International Airport for the period of October 1, 2014 through November 3, 2015 and to adjust other terms and conditions as detailed in memorandum dated August 12, 2014, at pages 54-56 of the packet and the Board approves such request;

IT IS THEREFORE, RESOLVED that Staff of JMAA is authorized and approved to extend the Lease and Concession Agreement with HOST for the Food and Beverage Concessions at Jackson-Medgar Wiley Evers International Airport for the period of October

1, 2014 through November 3, 2015 and to adjust other terms and conditions as detailed in memorandum dated August 12, 2014, at pages 54-56 of the packet.

Yeas: Hartley, Stallworth, Harris, Reed, Henley

Nays: None

Absent: None

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4. Early Issues

5. Board Travel

OPEN SESSION

Chairman Pastor Henley noted that it will be necessary and advisable for the Board to consider employment of an interim CEO which will involve discussions of privileged employee personnel information and he therefore moved that the Board go into a closed session to determine whether to enter an executive session. Vice Chairman Reed seconded the motion.

The Board by a vote of 5-0 resolved that the session be closed to all except the attorneys and paralegal from Walker Group and The May Law Firm and the CEO.

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

The Board went into Closed Session at 4:18pm.

CLOSED SESSION

Chairman Pastor Henley then stated that he was moving for an executive session to consider employment of an interim CEO which will involve discussions of privileged employee personnel information.

The Chairman so moved and Commissioner Harris seconded the motion to enter Executive Session and the Commissioners voted 5-0 to enter Executive Session for the stated purpose.

The Closed Session ended at 4:19pm.

OPEN SESSION

Chairman Pastor Henley then invited all persons outside the room to re-enter; some did.

Chairman Pastor Henley then stated in open session that the Board had voted to enter into a Executive Session to consider employment of an interim CEO which will involve discussions of privileged employee personnel information.

All present with the exception of the attorneys from Walker Group and The May Law Firm and the CEO were asked to vacate the room and so they did.

The Board went into Executive Session at 4:24pm.

EXECUTIVE SESSION

During the Executive Session, the Board requested that the CEO vacate the room and that the COO join the meeting for consultation. Subsequently, the Board asked the COO to please leave the Executive Session.

After departure of the CEO and the COO and after some further discussion,

RESOLUTION CY-2014 - 115

RESOLUTION RE INTERIM CEO

Upon Motion by Chairman Pastor Henley, Seconded by Commissioner Hartley the following resolution was adopted on the majority vote (3-0-2) of all Commissioners.

WHEREAS, the current CEO has given notice of his retirement and the Board finds that it will be in the best interest of airport operations to designate or hire an interim CEO until a permanent CEO has been hired;

IT IS THEREFORE RESOLVED that JMAA will make an offer relating to the interim CEO position to a party subject to negotiating with that party final terms, at which time an announcement will be made.

Yeas: Hartley, Stallworth, Henley

Absent: None

Abstain: Reed, Harris

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Upon motion by Chairman Henley, seconded by Commissioner Hartley and unanimous approval, the Executive Session was ended at 5:12pm.

OPEN SESSION

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

Chairman Pastor Henley announced that the meeting was once again open; Chairman Henley announced that during the executive session, the Board had considered personnel matters relating to the potential hiring of an interim CEO and that the Board took the following action:

RESOLUTION CY-2014 – 115

RESOLUTION RE INTERIM CEO

Upon Motion by Chairman Pastor Henley, Seconded by Commissioner Hartley the following resolution was adopted on the majority vote (3-0-2) of all Commissioners.

WHEREAS, the current CEO has given notice of his retirement and the Board finds that it will be in the best interest of airport operations to designate or hire an interim CEO until a permanent CEO has been hired;

IT IS THEREFORE RESOLVED that JMAA will make an offer relating to the interim CEO position to a party subject to negotiating with that party final terms, at which time an announcement will be made.

Yeas: Hartley, Stallworth, Henley

Absent: None

Abstain: Reed, Harris

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VII. ADJOURNMENT

Thereafter it was moved by Commissioner Reed, seconded by Commissioner Stallworth and unanimously resolved that the meeting of the Board be ADJOURNED at 5:17pm.

Respectfully submitted,

Ms. Evelyn O. Reed, Vice Chairman

Pastor James L. Henley, Jr., Chairman

Mr. Vernon W. Hartley, Sr., Commissioner

Ms. LaWanda D. Harris, Commissioner

Mr. Jeffery A. Stallworth, Commissioner