

**SPECIAL MEETING
OF
JACKSON MUNICIPAL AIRPORT AUTHORITY
BOARD OF COMMISSIONERS
AUGUST 5, 2020**

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 Special Meeting in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport ("JAN"), in Jackson, Mississippi, at Noon, on Wednesday, August 5, 2020 (the "Meeting"), pursuant to proper notice. A copy of the Second Amended Special Meeting Notice is attached as an Exhibit to the August 5, 2020 Special Meeting Minutes.

Chairman LaWanda D. Harris presided, called the Meeting to order at Noon, and called the roll of Commissioners.

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

LaWanda D. Harris, Chairman
Robert E. Martin, Vice-Chairman
Pastor James L. Henley Jr., Commissioner
LTC(R) Lucius Wright, Commissioner

Chairman Harris, announced that a quorum was present at the Special Meeting, as required by the Bylaws of the Authority, and announced that the Meeting would proceed with a discussion of the Agenda (the "Agenda") for the Special Meeting of the Board scheduled for Noon on Wednesday, August 5, 2020, 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:

Paul A. Brown, JMAA's Chief Executive Officer
John L. Walker, Esq., Walker Group, PC, Attorneys at Law
Kevin Bass, Esq., Walker Group, PC, Attorneys at Law
And persons listed on **EXHIBIT A: Sign-in Sheet for 8-5-20**

II. INVOCATION

Vice-Chairman Martin gave the Invocation.

III. ACCEPTANCE OF NOTICE

- A. Second Amended Notice of the Special Meeting of the Board of Commissioners ("The Board") of the Jackson Municipal Airport Authority ("JMAA") August 5, 2020, at Noon (12:00 p.m.)

Vice-Chairman Martin moved that the JMAA Board approve the Notice of the August 5, 2020 Special Meeting, and Commissioner LTC(R) Wright seconded the motion.

Attorney Walker then informed the Board that the Notice to be approved is the Second Amended Notice.

Vice-Chairman Martin then amended his motion to approve the Second Amended Notice of the August 5, 2020 Special Meeting. Commissioner LTC(R) Wright seconded the amended motion, and the Board approved the following:

RESOLUTION CY-2020-148

APPROVAL OF THE SECOND AMENDED NOTICE OF THE AUGUST 5, 2020 SPECIAL MEETING

After discussion and review, and upon the amended motion made by Vice-Chairman Martin, seconded by Commissioner LTC(R) Wright and approved by a unanimous vote, the following resolution was made and entered.

RESOLVED, that the Board hereby approves the Second Amended Notice of the August 5, 2020 Special Meeting and directs affixing a copy of it to the Minutes of the August 5, 2020 Special Meeting.

Yeas: Harris, Henley, Martin, Wright
Nays: None
Abstentions: None

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IV. PUBLIC COMMENTS

None.

V. GRANTS

a. Acceptance of the Airport Improvement Program ("AIP") Grant Offers from the Federal Aviation Administration ("FAA").....Page

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RESOLUTION CY-2020-149

RESOLUTION: (I) ACCEPTING FEDERAL AVIATION ADMINISTRATION GRANT OFFER NO. 3-28-0037-055-2020 FOR THE AIRPORT IMPROVEMENT PROGRAM ("AIP") PROJECT AT JACKSON-MEDGAR WILEY EVERS INTERNATIONAL AIRPORT; GRANT OFFER NO. 3-28-0037-56-2020 FOR AN ADDITIONAL AIP PROJECT AT JAN; GRANT OFFER NO. 3-28-0038-020-2020 FOR THE AIP PROJECT AT HAWKINS FIELD AIRPORT; AND GRANT OFFER

NO. 3-28-0038-021-2020 FOR ADDITIONAL AIP PROJECTS AT HKS; AND (II) GRANTING AUTHORITY TO EXECUTE THE GRANT AGREEMENTS

Upon motion by Vice-Chairman Martin, seconded by Commissioner Pastor Henley, the following **RESOLUTION** was made and approved by a unanimous vote.

WHEREAS, the Board has considered the recommendation of the Staff of the Jackson Municipal Airport Authority ("JMAA") for the Board of Commissioners of JMAA ("Board") to: (i) accept Federal Aviation Administration ("FAA") Airport Improvement Program ("AIP") Grant Offers No. 3-28-0037-055-2020, No. 3-28-0037-056-2020, No. 3-28-0038-020-2020, and No. 3-28-0038-021-2020 (collectively "Grant Agreements"); and (ii) to grant authority to execute the Grant Agreements.

WHEREAS: (i) Grant Offer No. 3-28-0037-055-2020 will provide an amount not to exceed \$254,600.00 for planning services related to the "Conduct or Update Miscellaneous Study (Pavement Management Plan)" Project at Jackson-Medgar Wiley Evers International Airport ("JAN"); (ii) Grant Offer No. 3-28-0037-056-2020 will provide an amount not to exceed \$478,000.00 for airport development or noise program implementation services related to the "Improve/Modify/Rehabilitate Terminal Building (Replace West Concourse Roof)" Project at JAN; (iii) Grant Offer No. 3-28-0038-020-2020 will provide an amount not to exceed \$138,450.00 for planning services related to the "Conduct or Update Miscellaneous Study (Pavement Management Plan)" Project at Hawkins Field Airport ("HKS"); and (iv) Grant Offer No. 3-28-0038-021-2020 will provide an amount not to exceed \$924,553.00 for airport development or noise program implementation services related to the "Rehabilitate Taxiway Delta (Mill and Overlay), Reconstruct Taxiway Lighting (Alpha, Bravo, Charlie, (Design Only)), and Reconstruct Perimeter Fencing not Required by 49 CFR 1542" Projects at HKS; and

WHEREAS, the Grant Agreements require JMAA's authorized representative to execute the Grant Agreements and JMAA's Attorney to execute a "Certificate of Sponsor's Attorney" as to the Grant Agreements, to finalize JMAA's acceptance of the Grant Agreements; and

WHEREAS, JMAA, as the Grant Sponsor: (i) authorizes its representative to execute the Grant Agreements, accepting the Grant Offers; and (ii) authorizes its Attorney to execute a "Certificate of Sponsor's Attorney" after the Grant Agreements are executed by JMAA's representative; and

WHEREAS, JMAA's Staff is further requesting authority to seek a resolution from the City Council of Jackson, Mississippi, that provides that the City of Jackson, Mississippi, as a Co-Sponsor of the Grants: (i) accepts the Grant Offers in the total amount not to exceed \$1,795,603.00 related to accomplishing the "Conduct or Update Miscellaneous Study (Pavement Management Plan)" Project at JAN, the "Improve/Modify/Rehabilitate Terminal Building (Replace West Concourse Roof)" Project at JAN, the "Conduct or Update Miscellaneous Study (Pavement Management Plan)" Project at HKS, and the "Rehabilitate Taxiway Delta (Mill and Overlay), Reconstruct Taxiway Lighting (Alpha,

Bravo, Charlie, (Design Only)), and Reconstruct Perimeter Fencing not Required by 49 CFR 1542" Projects at HKS; (ii) authorizes the Mayor of the City of Jackson, Mississippi, to execute the Grant Agreements; and (iii) authorizes the City Attorney for Jackson, Mississippi, to sign a "Certificate of Sponsor's Attorney" as to the Grant Agreements, as required by the Grant Agreements.

IT IS, THEREFORE, RESOLVED that the Board accepts FAA AIP Grant Offers No. 3-28-0037-055-2020, No. 3-28-0037-056-2020, No. 3-28-0038-020-2020, and No. 3-28-0038-021-2020; and

IT IS, THEREFORE, FURTHER RESOLVED that: (i) Grant Offer No. 3-28-0037-055-2020 will be used to provide an amount not to exceed \$254,600.00 for planning services related to the "Conduct or Update Miscellaneous Study (Pavement Management Plan)" Project at Jackson-Medgar Wiley Evers International Airport ("JAN"); (ii) Grant Offer No. 3-28-0037-056-2020 will be used to provide an amount not to exceed \$478,000.00 for airport development or noise program implementation services related to the "Improve/Modify/Rehabilitate Terminal Building (Replace West Concourse Roof)" Project at JAN; (iii) Grant Offer No. 3-28-0038-020-2020 will be used to provide an amount not to exceed \$138,450.00 for planning services related to the "Conduct or Update Miscellaneous Study (Pavement Management Plan)" Project at Hawkins Field Airport ("HKS"); and (iv) Grant Offer No. 3-28-0038-021-2020 will be used to provide an amount not to exceed \$924,553.00 for airport development or noise program implementation services related to the "Rehabilitate Taxiway Delta (Mill and Overlay), Reconstruct Taxiway Lighting (Alpha, Bravo, Charlie, (Design Only)), and Reconstruct Perimeter Fencing not Required by 49 CFR 1542" Projects at HKS; and

IT IS, THEREFORE, FURTHER RESOLVED that Paul A. Brown, JMAA's Chief Executive Officer, is authorized to execute the Grant Agreements as to Grant Offers No. 3-28-0037-055-2020, No. 3-28-0037-056-2020, No. 3-28-0038-020-2020, and No. 3-28-0038-021-2020, on behalf of JMAA; and

IT IS, THEREFORE, FURTHER RESOLVED that JMAA's General Counsel, John L. Walker, Esq., is authorized to execute the "Certificate of Sponsor's Attorney" as to Grant Offers No. 3-28-0037-055-2020, No. 3-28-0037-056-2020, No. 3-28-0038-020-2020, and No. 3-28-0038-021-2020 on behalf of JMAA, after Paul A. Brown, JMAA's CEO, executes the Grant Agreements; and

IT IS, THEREFORE, FURTHER RESOLVED that JMAA's General Counsel, John L. Walker, Esq., is directed to seek a resolution from the City Council of Jackson, Mississippi, which provides that the City of Jackson, Mississippi, as Co-Sponsor: (i) accepts the Grant Agreements in the total amount not to exceed \$1,795,603.00 related to accomplishing the "Conduct or Update Miscellaneous Study (Pavement Management Plan)" Project at JAN; the "Improve/Modify/Rehabilitate Terminal Building (Replace West Concourse Roof)" Project at JAN, the "Conduct or Update Miscellaneous Study (Pavement Management Plan)" Project at HKS, and the "Rehabilitate Taxiway Delta (Mill and Overlay), Reconstruct Taxiway Lighting (Alpha, Bravo, Charlie, (Design Only)), and Reconstruct

Perimeter Fencing not Required by 49 CFR 1542" Projects at HKS; (ii) authorizes the Mayor of the City of Jackson, Mississippi, to execute the Grant Agreements; and (iii) authorizes the City Attorney for Jackson, Mississippi, to sign a "Certificate of Sponsor's Attorney" as to the Grant Agreements, as required by the Grant Agreements.

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such requests are fully explained in Memorandum No. Finance 2020-07, dated August 5, 2020, found in the Meeting Packet for the August 5, 2020 Special Meeting of the Board of Commissioners of JMAA.

Yeas: Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

August 5, 2020

VI. FINANCIAL MATTERS

- a. FY 2021 Budget, JMAA: Authorization to: (i) approve and adopt the Fiscal Year 2021 Operating, and Maintenance ("O&M") Budget; (ii) approve and adopt the Fiscal Year 2021 Capital Budget and; (iii) approve realigning costs within the major revenue/cost categories as needed and throughout the FY 2021 by transferring funds among various accounts.....Page 3*

RESOLUTION CY-2020-150

RESOLUTION APPROVING AND ADOPTING THE 2021 FISCAL YEAR OPERATING AND MAINTENANCE BUDGET AND THE FISCAL YEAR 2021 CAPITAL BUDGET

Upon motion by Vice-Chairman Martin, seconded by Commissioner LTC(R) Wright, the following **RESOLUTION** was made and approved by a majority vote (3-1-0).

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") has reviewed and considered Staff's request to: (i) approve the Fiscal Year 2021 Operating and Maintenance ("O&M") Budget; (ii) approve the Fiscal Year 2021 Capital Budget and; (iii) approve realigning costs within the major revenue/cost categories as needed throughout the FY 2021 by transferring funds among various accounts while not impacting total revenues and expenditures within a major cost category approved by the Board; and

WHEREAS, the JMAA Fiscal Year 2021 Proposed Annual Budget Presentation is attached as an exhibit to the August 5, 2020 Special Meeting Minutes and was distributed to the Board before the August 5, 2020 Special Meeting; and

WHEREAS, the key elements of the proposed Operating & Maintenance Budget in Fiscal

Year 2021 and Primary Funding Sources for Capital Expenditures are contained in Memorandum No. Finance 2020-07, dated August 5, 2020, which is attached as an exhibit to this Resolution.

IT IS, THEREFORE, RESOLVED that the Board hereby: (i) adopts and approves the Fiscal Year 2021 Operating and Maintenance ("O&M") Budget; (ii) adopts and approves the Fiscal Year 2021 Capital Budget and; (iii) approves JMAA's Staff realigning costs within the major revenue/cost categories as needed throughout the FY 2021 by transferring funds among various accounts while not impacting total revenues and expenditures within a major cost category approved by the Board; and

IT IS, THEREFORE, FURTHER RESOLVED that the JMAA Fiscal Year 2021 Proposed Annual Budget Presentation is attached as an exhibit to the August 5, 2020 Special Meeting Minutes and was distributed to the Board before the August 5, 2020 Special Meeting; and

IT IS, THEREFORE, FURTHER RESOLVED that the key elements of the proposed Operating & Maintenance Budget in Fiscal Year 2021 and Primary Funding Sources for Capital Expenditures are contained in Memorandum No. Finance 2020-07, dated August 5, 2020, which is attached as an exhibit to this Resolution.

Yeas: Harris, Martin, Wright

Nays: Henley

Abstentions: None

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b. Early Issue.....Page 5

RESOLUTION CY-2020-151

RESOLUTION AUTHORIZING AN EARLY ISSUE PAYMENT OF \$51,967.44 TO EXPERT PROFESSIONAL SOLUTIONS FOR SERVICES PERFORMED DURING JULY 2020

Upon motion by Vice-Chairman Martin, seconded by Commissioner Pastor Henley, the following **RESOLUTION** was made in approved by a unanimous vote.

WHEREAS, the Board has considered the request of JMAA's Staff for the authority to make an early issue payment of \$51,967.44 to eXpert Professional Solutions for consulting services performed during July 2020.

IT IS, THEREFORE, RESOLVED that JMAA's Staff is authorized to make an early issue payment of \$51,967.44 to eXpert Professional Solutions for consulting services performed during July 2020.

Yeas: Harris, Henley, Martin, Wright

Nays: None
Abstentions: None

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VII. PERSONNEL MATTERS

Staff Introduction

Mr. Brown then introduced and recognized Ms. Carolyn Dupree, JMAA's new Chief Financial Officer. Ms. Dupree introduced herself to the Board, provided some of her credentials, and thanked the Board for the opportunity to become a part of JMAA. The Board of Commissioners welcomed Ms. Dupree to JMAA.

OPEN SESSION

The Board, pursuant to the motion of Commissioner Pastor Henley, seconded by Vice-Chairman Martin, by a unanimous vote, resolved to close the Meeting. Chairman Harris asked all, except Mr. Paul A. Brown, CEO, and attorneys from Walker Group, PC, to vacate the room. All other persons attending the Meeting telephonically or via video conference were disconnected from the Meeting.

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

The Board went into Closed Session at 12:17 p.m.

CLOSED SESSION

After some discussion regarding the matter proposed to be discussed in Executive Session, Commissioner Pastor Henley moved that the Board enter Executive Session to consider personnel matters.

The Closed Session ended at 12:21 p.m.

OPEN SESSION

Chairman Harris then invited some persons outside the room to re-enter, and some did. Chairman Harris then stated in Open Session that the Board, during Closed Session, voted to enter Executive Session to discuss personnel matters. Further, she said that Commissioner Pastor Henley made the motion to go into Executive Session, Vice-Chairman Martin seconded the motion, and the Commissioners, by a unanimous vote, resolved to enter Executive Session for the stated purpose.

Chairman Harris asked all present, except for Mr. Paul A. Brown, CEO, and attorneys from Walker Group, PC, to vacate the room.

The Board went into Executive Session at 12:23 p.m.

EXECUTIVE SESSION

During the Executive Session, the Board discussed a personnel matter.

1. *The Board took the following actions as to personnel matters.*

RESOLUTION CY-2020-152

RESOLUTION AUTHORIZING CERTAIN ACTIONS AS TO A PERSONNEL MATTER

Upon Motion by Vice-Chairman Martin, seconded by Commissioner LTC(R) Wright, the following **RESOLUTION** was made and approved by a majority vote 3-0-1.

WHEREAS, the Board of Commissioners ("Board") of the Jackson Municipal Airport Authority ("JMAA") has considered a personnel matter specified during Executive Session; and

WHEREAS, the Board has considered the information and documents provided by JMAA's Legal Counsel during Executive Session and considered authorizing certain actions specified during Executive Session.

IT IS, THEREFORE, RESOLVED that the Board authorizes certain actions regarding a personnel matter, as specified during Executive Session.

Yeas: Harris, Martin, Wright

Nays: None

Abstentions: Henley

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RESOLUTION CY-2020-153

RESOLUTION AUTHORIZING CERTAIN ACTIONS AS TO A PERSONNEL MATTER

Upon Motion by Vice-Chairman Martin, seconded by Commissioner Pastor Henley, the following **RESOLUTION** was made and unanimously approved.

WHEREAS, the Board of Commissioners ("Board") of the Jackson Municipal Airport Authority ("JMAA") has considered a personnel matter specified during Executive Session; and

WHEREAS, the Board has considered the information and documents provided by JMAA's Legal Counsel during Executive Session and considered authorizing certain actions specified during Executive Session.

IT IS, THEREFORE, RESOLVED that the Board authorizes certain actions regarding a personnel matter, as specified during Executive Session.

Yeas: Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

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Attorney LaToya Merritt entered the Executive Session at 12:35 p.m. and exited the Executive Session at 1:56 p.m.

Upon motion by Commissioner Pastor Henley, seconded by Vice-Chairman Martin, and unanimous approval of the Commissioners, the Executive Session ended at 1:57 p.m.

OPEN SESSION

Open Session reconvened at 1:59 p.m.

The persons attending the Meeting telephonically or via videoconference were invited to rejoin the Meeting in open session. Some persons rejoined the meeting.

Chairman Harris announced that the Meeting was open. She then announced that during Executive Session, the above-stated actions were taken as to personnel matters.

Chairman Harris then invited Dr. Nycole Campbell-Lewis, Ph.D., Chief Administrative Officer, to the podium regarding the Federal Aviation Administration ("FAA") Airport Improvement Program ("AIP") Grant Offers.

In response to Chairman Harris's inquiry, Dr. Lewis informed the Board that the AIP Grant Offers are Fiscal Year 2020 Grant Offers.

The Board then resolved the following:

RESOLUTION CY-2020-154

RESOLUTION AMENDING MEMORANDUM NO. EXTERNAL AFFAIRS 2020-05 TO INSERT "FISCAL YEAR 2020" IN PLACE OF "FISCAL YEAR 2021" WHEREVER FISCAL YEAR 2021 APPEARS IN THE MEMORANDUM

Upon motion by Vice-Chairman Martin, seconded by Commissioner Pastor Henley, the following **RESOLUTION** was made and approved by a unanimous vote.

WHEREAS, the Board has considered amending Board Memorandum No. External Affairs 2020-05 to deleting "2021" and inserting "2020" wherever "2021" appears in Board Memorandum No. External Affairs 2020-05, so that said Board Memorandum after amendment refers to Fiscal Year 2020 Grant Offers; and

WHEREAS, the Federal Aviation Administration ("FAA") Airport Improvement Program ("AIP") Grant Offers approved and accepted in Resolution CY-2020-149 above are Fiscal Year 2020 Grant Offers.

IT IS, THEREFORE, RESOLVED that Board Memorandum No. External Affairs 2020-05 is amended by deleting "2021" and inserting "2020" wherever "2021" appears in Board Memorandum No. External Affairs 2020-05, so that said Board Memorandum after amendment refers to Fiscal Year 2020 Grant Offers; and

IT IS, THEREFORE, FURTHER RESOLVED that the Federal Aviation Administration ("FAA") Airport Improvement Program ("AIP") Grant Offers approved and accepted in Resolution CY-2020-149 above are Fiscal Year 2020 Grant Offers; and

IT IS, THEREFORE, FURTHER RESOLVED that Board Memorandum No. External Affairs 2020-05 attached hereto is the correct version of Board Memorandum No. External Affairs 2020-05, which reference Fiscal Year 2020 Grant Offers.

Yeas: Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

August 5, 2020

VIII. ADJOURNMENT

Thereafter, it was moved by Commissioner LTC(R) Wright, seconded by Chairman Harris, and resolved by unanimous vote that the Special Meeting of the Board ADJOURNED at 2:04 p.m.

Respectfully submitted,

Ms. LaWanda D. Harris, Commissioner, and Chairman

Mr. Robert. E. Martin, Commissioner, and Vice-Chairman

Pastor James L. Henley, Jr., Commissioner

LTC(R) Lucius Wright, Commissioner