

SPECIAL MEETING
OF
JACKSON MUNICIPAL AIRPORT AUTHORITY
BOARD OF COMMISSIONERS

December 18, 2006

The Board of Commissioners (“Board”) of the Jackson Municipal Airport Authority (“Authority” or “JMAA”) met in the Community Room of the Main Terminal Building, Jackson-Evers International Airport, in Jackson, Mississippi, at 4:00 p.m. on December 18, 2006 (the “Meeting”), pursuant to proper notice, a copy of which is attached as an exhibit to the minutes of the Meeting.

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

Vice Chairman J. R. Jones presided, called the Meeting to order, and called the roll of Commissioners.

The following Commissioners were present in person at the Meeting.

J. R. Jones, Vice Chairman
Dr. Glenda Glover
Earle Jones
Johnnie Patton
Dr. Sylvia Stewart

Vice Chairman J. R. Jones noted that a quorum was present and announced that the Meeting was competent to proceed with the business at hand.

The following other persons were also present at the Meeting.

Dirk B. Vanderleest, JMAA Chief Executive Officer
Bonnie Wilson, JMAA Chief Operating Officer
Gary Cohen, JMAA Chief Financial Officer
Woody Wilson, JMAA Vice President for Facilities
Kenneth Randolph, JMAA Airport Police Commander
Denson Stasher, JMAA Director of Operations and Security
Barbara Reed, JMAA Executive Assistant
Larry Davis, JMAA Compliance Analyst
Jack Weldy, JMAA Properties Manager
Barry Brown, JMAA Public Safety Coordinator, Public Safety Division
Nettie (Diane) Gilmore, JMAA Public Safety Coordinator, Public Safety Division
Ronald Marsalis, JMAA, Police Sergeant, Public Safety Division
Inez McAfee, JMAA Public Safety Coordinator, Public Safety Division
George McGee, JMAA Police Officer, Public Safety Division

Genette Minor, JMAA Public Safety Coordinator, Public Safety Division
Linda Owens-Herrington, JMAA Police Sergeant, Public Safety Division
Alan L. Moore, Baker Donelson Bearman Caldwell & Berkowitz
Chuck Lott, Neel-Schaffer, Inc.
Brian Sims, Charbonnet & Associates
Clarence Edwards, Mercury Air Center

II. INVOCATION.

III. APPROVAL AND EXECUTION OF MINUTES.

A. Open Session and Executive Session of Regular Monthly Meeting on November 20, 2006.

B. Special Work Session on December 14, 2006.

The Board considered the minutes from the meetings listed above.

After discussion, upon motion duly made by Commissioner Stewart, seconded by Commissioner Glover, and unanimously approved by the affirmative votes of all Commissioners present (Commissioner Earle Jones not being present at this time), said minutes were approved as presented and directed to be filed in the appropriate minute book and records of the Authority.

IV. PUBLIC COMMENTS.

None.

V. REPORTS.

A. Chief Executive Officer.

1. Airport Project Manager Summary, Ending November 30, 2006.

Mr. Vanderleest directed the Board's attention to this Report, as found in the packet distributed to the Board prior to the Meeting (the "Packet"), and discussed the Report with the Board. A copy of the Packet is attached as an exhibit to the minutes of the Meeting.

2. Airport Activity Statistics Report, Ending November 30, 2006.

Mr. Vanderleest directed the Board's attention to the Activity Report for the month ended November 30, 2006, as found in the Packet.

B. Attorney.

Mr. Moore said he had nothing to report at this time.

C. Financial Reports.

1. Claims Docket for November 2006.

Mr. Vanderleest presented the November 2006 Claims Docket for consideration, as set out in the Packet.

After discussion, upon motion duly made by Commissioner Stewart, seconded by Commissioner Glover, and unanimously approved by the affirmative votes of all Commissioners present (Commissioner Earle Jones not being present at this time), the Board adopted the following resolution.

**RESOLUTION APPROVING CERTAIN CLAIMS ON THE JACKSON
MUNICIPAL AIRPORT AUTHORITY CLAIMS DOCKET, BEING
CLAIM NO. 73634 THROUGH CLAIM NO. 73784, BOTH INCLUSIVE,
APPEARING ON PAGES 3069 THROUGH 3073 OF THE CLAIMS
DOCKET, BOTH INCLUSIVE, IN THE TOTAL AMOUNT OF
\$1,063,293.21**

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") has reviewed and considered the Claims Docket of the Authority for the month of November 2006, being Claim No. 73634 through Claim No. 73784, both inclusive, appearing on pages 3069 through 3073 of the Claims Docket of the Authority, both inclusive (the "Claims");

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves and authorizes payment of the Claims in the total amount of \$1,063,293.21 as set forth on said Claims Docket.

2. Financial Reports for November 2006.

Mr. Vanderleest discussed with the Board the financial reports for the Authority for the month of November 2006, as found in the Packet.

Commissioner Earle Jones joined the Meeting.

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

**RESOLUTION ACCEPTING FINANCIAL REPORTS
FOR NOVEMBER 2006**

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") has reviewed certain financial statements for the Authority for the month and period ended November 30, 2006 (the "Financial Reports"), as (i) included in the packet distributed to the Board

prior to the December 18, 2006, Special Monthly Meeting of the Board and (ii) incorporated herein by reference;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby accepts the Financial Reports.

VI. DISCUSSION/ACTION ITEMS.

A. Strategic Initiatives.

1. Organizational Management and Development.

a. Election of Officers.

Vice Chairman J. R. Jones asked Mr. Moore, as general legal counsel to the Authority, to explain the process for electing a new Chairman of the Authority.

Mr. Moore said that the Bylaws of the Authority require any vacancy to be filled by the Commissioners for the unexpired portion of the vacated term. Because Mr. Thames was no longer a member of the Board, a vacancy existed in the office of Chairman, and that vacancy must be filled by the Commissioners.

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

**RESOLUTION ELECTING CHAIRMAN AND VICE CHAIRMAN
OF BOARD OF COMMISSIONERS**

RESOLVED, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority hereby elect (i) J. R. Jones to serve as Chairman of the Board and (ii) Dr. Sylvia Stewart to serve as Vice Chairman of the Board until the election and taking of office of their respective successors.

b. Approval of Board Travel.

Mr. Vanderleest said that he was not aware of any Board travel which required Board approval, so no discussion or action was taken on this matter.

c. Employee Recognition.

(1) AAAE ATSI Training Certificate.

(a) Barry Brown, Public Safety Coordinator, Public Safety Division.

(1) Superior Level – Administration Category.

Chairman J. R. Jones and Mr. Vanderleest commended Mr. Brown for receiving his Certificate for completion of Superior Level training in the category of Administration.

(b) Nettie (Diane) Gilmore, Public Safety Coordinator, Public Safety Division.

(1) Superior Level - Police/Public Safety & Security Category.

(2) Superior Level - Aircraft Rescue & Firefighting Category.

Chairman J. R. Jones and Mr. Vanderleest commended Ms. Gilmore for receiving her Certificates for completion of Superior Level training in the categories of (i) Police/Public Safety & Security and (ii) Aircraft Rescue & Firefighting.

(c) Ron Marsalis, Police Sergeant, Public Safety Division.

(1) Superior Level – Police/Public Safety & Security Category.

Chairman J. R. Jones and Mr. Vanderleest commended Sgt. Marsalis for receiving his Certificate for completion of Superior Level training in the category of Police/Public Safety & Security.

(d) Inez McAfee, Public Safety Coordinator, Public Safety Division.

(1) Superior Level - Aircraft Rescue & Fire Fighting Category.

Chairman J. R. Jones and Mr. Vanderleest commended Ms. McAfee for receiving her Certificate for

completion of Superior Level training in the category of Aircraft Rescue and Fire Fighting.

(e) George McGee, Police Officer, Public Safety Division.

(1) Superior Level - Aircraft Rescue & Fire Fighting Category.

Chairman J. R. Jones and Mr. Vanderleest commended Mr. McGee for receiving his Certificate for completion of Superior Level training in the category of Aircraft Rescue and Fire Fighting.

(f) Genette Minor, Public Safety Coordinator, Public Safety Division.

(1) Superior Level – Operations/Maintenance Category.

(2) Superior Level – Administration Category.

Chairman J. R. Jones and Mr. Vanderleest commended Ms. Minor for receiving her Certificates for completion of Superior Level training in the categories of (i) Operations/Maintenance and (ii) Administration.

(g) Linda Owens-Harrington, Police Sergeant, Public Safety Division.

(1) Superior Level - Police/Public Safety & Security Category.

(2) Superior Level – Operations/Maintenance Category.

Chairman J. R. Jones and Mr. Vanderleest commended Sgt. Owens-Harrington for receiving her Certificates for completion of Superior Level training in the categories of (i) Police/Public Safety & Security and (ii) Operations/Maintenance.

2. Planning Budgeting and Financial Management.

a. Fiscal Year 2006 Audit.

Mr. Vanderleest reminded the Board that, at the Special Work Session of the Board on December 14, 2006, Brent Saunders and Pat Baldwin of Breazeale, Saunders & O'Neil, Ltd. (the "Auditors"), the Authority's certified public accounting firm, had presented and reviewed with the Board the following documents, which together comprise the audit report for fiscal year 2006 (the "Fiscal Year 2006 Audit"): (i) Audited Financial Statements and Independent Auditors' Reports on Internal Accounting Controls and Compliance for the Period Ended September 30, 2006, and (ii) Management Letter dated September 30, 2006. Mr. Vanderleest asked the Board to consider approving and accepting the Fiscal Year 2006 Audit. Copies of the (i) Audited Financial Statements and Independent Auditors' Reports on Internal Accounting Controls and Compliance for the Period Ended September 30, 2006, and the (ii) Management Letter dated September 30, 2006, are attached as exhibits to the minutes of the Meeting.

During discussion, Commissioner Glover expressed concern about continuing problems with reconciling credit card payments for parking, as discussed in the Management Letter dated September 30, 2006. She requested that the staff provide a detailed report on measures taken to resolve this problem within ninety (90) days.

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

RESOLUTION ACCEPTING FISCAL YEAR 2006 AUDIT

WHEREAS, Breazeale, Saunders & O'Neil, Ltd. (the "Auditors") have presented and discussed with the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") the (i) Audited Financial Statements and Independent Auditors' Reports on Internal Accounting Controls and Compliance for the Period Ended September 30, 2006, and the (ii) Management Letter dated September 30, 2006 (collectively, the "Fiscal Year 2006 Audit"); and

WHEREAS, the Board has reviewed and considered the Fiscal Year 2006 Audit;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves and accepts the Fiscal Year 2006 Audit and directs the staff of the Authority to take whatever actions are necessary and appropriate to comply with the recommendations set forth in said Management Letter and report thereon to the Board within ninety (90) days.

b. West Rankin Utility Authority, First Amendment to Service Agreement, JEIA.

Mr. Vanderleest directed the Board's attention to the memorandum dated December 15, 2006, in the Packet, which discussed this matter. As set forth therein, the staff recommended that the Board approve and authorize execution of a certain First Amendment to the Service Agreement for the Treatment of Wastewater Between Customers and West Rankin Utility Authority (the "First Amendment"). As a customer of the West Rankin Utility Authority, this amendment would result in an increase of approximately \$22,795.00 in annual fees paid by the Authority for treatment of wastewater. A copy of said First Amendment is attached as an exhibit to the minutes of the Meeting.

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

**RESOLUTION APPROVING AND AUTHORIZING EXECUTION
OF FIRST AMENDMENT TO THE SERVICE AGREEMENT FOR
THE TREATMENT OF WASTEWATER BETWEEN CUSTOMERS
AND WEST RANKIN UTILITY AUTHORITY**

WHEREAS, the Jackson Municipal Airport Authority (the "Authority") is a customer of the West Rankin Utility Authority ("WRUA") for treatment of the Authority's wastewater from Jackson-Evers International Airport (the "Wastewater"); and

WHEREAS, that certain Service Agreement for the Treatment of Wastewater Between Customers and West Rankin Utility Authority sets forth the terms and conditions by which the Authority's Wastewater is treated; and

WHEREAS, the customers of WRUA have been asked to review and approve a certain First Amendment to the Service Agreement for the Treatment of Wastewater Between Customers and West Rankin Utility Authority (the "First Amendment"), a copy of said First Amendment being (i) attached to the minutes of the December 18, 2006, Special Meeting of the Board of Commissioners (the "Board") of the Authority and (ii) incorporated herein by reference; and

WHEREAS, the staff of the Authority has recommended that the Board approve and authorize execution of the First Amendment; and

WHEREAS, the Board has reviewed and considered the First Amendment;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby determines that it would be in the best interests of and in furtherance of the duties and responsibilities of the Authority to, the Board hereby does: (i) approve the form of the First Amendment and (ii) authorize and direct the Chief Executive Officer of the Authority to execute the First Amendment.

3. Infrastructure Development and Project Management.

a. JMAA Contract No. 005-05-220, Parking Garage Expansion, JEIA: Change Order No. 12.

Mr. Vanderleest directed the Board's attention to the memorandum dated December 12, 2006, which described this matter, and Change Order No. 12, as found in the Packet. As set forth therein, Mr. Vanderleest said that the staff of the Authority and Walker Parking Consultants ("Walker"), the Authority's professional consultant for this project, recommended approval and accomplishment of Change Order No. 12 to Contract No. 005-05-220, which would increase the contract cost by \$1,224.00, and add no days for completion of the Project, in consideration for certain additional work more particularly described in Change Order No. 12.

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

**RESOLUTION APPROVING AND AUTHORIZING EXECUTION
AND ACCOMPLISHMENT OF CHANGE ORDER NO. 12,
CONTRACT NO. 005-05-220, PARKING GARAGE EXPANSION,
JACKSON-EVERS INTERNATIONAL AIRPORT**

WHEREAS, the Jackson Municipal Airport Authority (the "Authority") previously entered into a certain agreement identified as Contract No. 005-05-220 (the "Contract") with Yates/Brashears for expansion of the parking garage at Jackson-Evers International Airport (the "Project"); and

WHEREAS, Walker Parking Consultants ("Walker"), the Authority's professional consultant for the Project, and the staff of the Authority have recommended that the Board of Commissioners (the "Board") of the Authority approve and authorize execution and accomplishment of a certain Change Order No. 12 to the Contract, which would increase the cost of the Project by \$1,224.00, and add no days for completion of the

Project, as more particularly described in that certain Change Order No. 12, a copy of said Change Order No. 12 being (i) included in the packet distributed to the Board prior to the December 18, 2006, Special Monthly Meeting of the Board and (ii) incorporated herein by reference; and

WHEREAS, the Board has reviewed Change Order No. 12 and considered said recommendation by Walker and the staff of the Authority;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby determines that it would be in the best interests of and in furtherance of the duties and responsibilities of the Authority to, and the Board hereby does, approve and authorize execution and accomplishment of Change Order No. 12 to Contract No. 005-05-220.

b. JMAA Contract No. 018-06-247, Landscaping for Parking Garage, JEIA: Change Order No. 3.

Mr. Vanderleest directed the Board's attention to the memorandum dated December 11, 2006, which described this matter, and Change Order No. 3, as found in the Packet. As set forth therein, Walker Parking Consultants, the Authority's professional consultant for this project, and the staff of the Authority recommended approval and accomplishment of Change Order No. 3 to Contract No. 018-06-247, which would increase the contract cost by \$18,290.00, and add no days to the time for completion of the project, in consideration for certain additional work more particularly described in Change Order No. 3.

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

**RESOLUTION APPROVING AND AUTHORIZING EXECUTION
AND ACCOMPLISHMENT OF CHANGE ORDER NO. 3,
CONTRACT NO. 018-06-247, LANDSCAPING AND RELATED
SERVICES, JACKSON-EVERS INTERNATIONAL AIRPORT**

WHEREAS, the Jackson Municipal Airport Authority (the "Authority") previously entered into an agreement identified as Contract No. 018-06-247 (the "Contract") with Love Irrigation, Inc. for landscaping and related services at Jackson-Evers International Airport (the "Project"); and

WHEREAS, Walker Parking Consultants ("Walker"), the Authority's professional consultant for the Project, and the staff of the Authority have recommended that the Board of Commissioners (the "Board") of the Authority approve and authorize execution and accomplishment of a certain Change Order No. 3, which would increase the cost of the project by \$18,290.00, and add no days to the time for completion of the Project,

in consideration for certain additional work more particularly set forth in Change Order No. 3, a copy of said Change Order No. 3 being (i) included in the packet distributed to the Board prior to the December 18, 2006, Special Monthly Meeting of the Board and (ii) incorporated herein by reference; and

WHEREAS, the Board has reviewed Change Order No. 3 and considered said recommendation by Walker and the staff of the Authority;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby determines that it would be in the best interests of and in furtherance of the duties and responsibilities of the Authority to, and the Board hereby does, approve and authorize execution and accomplishment of Change Order No. 3 to the Contract.

c. JMAA Project No. 053-06, Runway Maintenance, Rubber Removal, JEIA: Authorization to Award Bid.

Mr. Vanderleest directed the Board's attention to the memorandum dated December 12, 2006, and the Bid Tabulation Form dated November 21, 2006, in the Packet, which described this matter. As set forth therein, the Authority received three (3) bids after publishing an advertisement for bids for this project. The staff of the Authority recommended that the Board accept the bid submitted by Hi-Lite Markings, Inc. in the amount of \$86,000.00 as the lowest and best bid for this project.

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

**RESOLUTION ACCEPTING BID BY HI-LITE MARKINGS, INC.
FOR PROJECT NO. 053-06, RUNWAY MAINTENANCE, RUBBER
REMOVAL, JACKSON-EVERS INTERNATIONAL AIRPORT**

WHEREAS, after publication of an advertisement for bids in accordance with applicable law, the Jackson Municipal Airport Authority (the "Authority") received three (3) bids for runway maintenance and rubber removal at Jackson-Evers International Airport, identified as Project No. 053-06 (the "Project"); and

WHEREAS, as set forth in that certain Bid Tabulation Form dated November 21, 2006 (the "Bid Tabulation Form"), the low bid for the Project was submitted by Hi-Lite Markings, Inc. ("Hi-Lite") in the amount of \$86,000.00 (the "Bid"), a copy of said Bid Tabulation Form being (i) included in the packet distributed to the Board prior to the December 18, 2006, Special Monthly Meeting of the Board and (ii) incorporated herein by reference; and

WHEREAS, the staff of the Authority has advised the Board of Commissioners (the "Board") of the Authority that the Bid submitted by Hi-Lite was in compliance with the bid requirements, and has recommended that the Bid by Hi-Lite be accepted as the lowest and best bid for the Project; and

WHEREAS, the Board has considered said recommendation by the staff of the Authority;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby determines that it would be in the best interests of and in furtherance of the duties and responsibilities of the Authority to, and the Board hereby does: (i) accept the Bid by Hi-Lite as the lowest and best bid for the Project, and (ii) authorize and direct the Chief Executive Officer of the Authority to negotiate and execute an appropriate agreement and related documents with Hi-Lite to accomplish the Project (collectively, the "Agreement"), said Agreement to be in such form and to contain such terms and conditions consistent with the foregoing as may be deemed appropriate by the Chief Executive Officer, as evidenced by his execution thereof.

d. Agreement for Internet Service, HKS: Authorization to Negotiate Service Agreement.

Mr. Vanderleest directed the Board's attention to the memorandum dated December 14, 2006, in the Packet, which discussed this matter. As set forth therein, the staff recommended entering into a service agreement with Air2Lan to provide internet access at Hawkins Field via a T1 line. Initial installation fees and equipment costs would be \$3,350.00. The annual service cost would be approximately \$3,360.00.

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

**RESOLUTION APPROVING AND AUTHORIZING AGREEMENT
WITH AIR2LAN FOR INTERNET SERVICE AT HAWKINS
FIELD**

WHEREAS, the Jackson Municipal Airport Authority (the "Authority") operates Hawkins Field in Jackson, Hinds County, Mississippi; and

WHEREAS, the staff of the Authority has recommended that the Board of Commissioners (the "Board") approve and authorize negotiation and execution of a certain agreement (the "Agreement") with Air2Lan to provide internet service at Hawkins Field at a total cost of approximately \$6,710.00, including initial installation fees and equipment and the first year of service ("Internet Service"); and

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

NOW, THEREFORE, BE IT RESOLVED, the Board hereby determines that it would be in the best interests of and in furtherance of the duties and responsibilities of the Authority to, the Board hereby does, approve and authorize negotiation and execution of the Agreement with Air2Lan to provide Internet Service at Hawkins Field, said Agreement to be in such form consistent with the foregoing as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

4. Diversify Revenue and Opportunities Through Economic and Community Development.

a. Assignment of Lease, Fuel Farm, JEIA.

Mr. Vanderleest directed the Board's attention to the memorandum dated December 15, 2006, in the Packet, which discussed this matter. As set forth therein, Delta Air Lines, Inc. ("Delta") and United Parcel Service Co. ("UPS") constructed and operated a fuel farm (the "Fuel Facility") at JEIA in 1995. Delta and UPS now wish to sell the Fuel Facility and assign the underlying Fuel Farm Lease Agreement dated February 1, 2005 (the "Lease") to Mercury Air Center – Jackson, LLC ("Mercury"), the operator of the fixed base operation at JEIA. The Lease requires that the Authority approve any assignment of the Lease. The staff of the Authority recommended that the Board take the following actions: (i) approve and authorize execution of one or more consents to the assignment of the Lease from Delta and UPS to Mercury; (ii) release Delta and UPS from any liabilities that may arrive under the Lease after the assignment; (iii) approve and authorize negotiation and execution of a Supplemental Lease with Mercury at \$0.25 per square foot per annum for a ground lease at JEIA for approximately 770 square feet of real property near the Fuel Facility for an administrative/technical office related to the Fuel Facility; and (iv) approve and authorize the staff to take whatever steps are necessary to repair that certain oil-water separator which services the Fuel Facility, including advertising for bids if required by applicable law.

During discussion, Mr. Moore, as general legal counsel to the Authority, explained the consequences and background of the staff recommendations listed above.

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

**RESOLUTION APPROVING AND AUTHORIZING ASSIGNMENT
OF LEASE OF FUEL FARM AT JACKSON-EVERS
INTERNATIONAL AIRPORT AND RELATED MATTERS**

WHEREAS, the Jackson Municipal Airport Authority (the “Authority”) operates Jackson-Evers International Airport (“JEIA”) in Jackson, Rankin County, Mississippi; and

WHEREAS, in 1995, Delta Air Lines, Inc. (“Delta”) and United Parcel Service Co. (“UPS”) constructed a certain fuel farm (the “Fuel Facility”) at JEIA; and

WHEREAS, Delta and UPS wish to sell the Fuel Facility and assign the underlying Fuel Farm Lease Agreement between Delta and UPS and the Authority dated February 1, 2005 (the “Lease”) to Mercury Air Center – Jackson, LLC (“Mercury”), the operator of the fixed base operation at JEIA; and

WHEREAS, in accordance with the Lease, Delta, UPS, and Mercury have requested that the Authority approve and execute an assignment of the Lease as of January 1, 2007, by Delta and UPS to Mercury (the “Assignment”), as more particularly described in that certain memorandum dated December 15, 2006 (the “Memorandum”), a copy of which is (i) included in the packet distributed to the Board prior to the December 18, 2006, Special Monthly Meeting of the Board and (ii) incorporated herein by reference; and

WHEREAS, for reasons set forth in the Memorandum, the staff of the Authority has recommended that the Board take the following actions: (i) approve and authorize execution of one or more consents to the Assignment of the Lease from Delta and UPS to Mercury; (ii) release Delta and UPS from any liabilities that may arrive under the Lease after the Assignment; (iii) approve and authorize negotiation and execution of a Supplemental Lease with Mercury at \$0.25 per square foot per annum for a ground lease at JEIA for approximately 770 square feet of real property near the Fuel Facility for an administrative/technical office related to the Fuel Facility; and (iv) approve and authorize the staff to take whatever steps are necessary to repair that certain oil-water separator which services the Fuel Facility, including advertising for bids if required by applicable law; and

WHEREAS, the Board has reviewed the Memorandum and considered the recommendations of the staff of the Authority;

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

approve and authorize execution of one or more consents to the Assignment of the Lease from Delta and UPS to Mercury, said consents to be in such form consistent with the foregoing as may deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof; (ii) release Delta and UPS from any liabilities that may arrive under the Lease after the Assignment; (iii) approve and authorize negotiation and execution of a Supplemental Lease with Mercury at \$0.25 per square foot per annum for a ground lease at JEIA for approximately 770 square feet of real property near the Fuel Facility for an administrative/technical office related to the Fuel Facility, said Supplemental Lease to be in such form consistent with the foregoing as may deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof; and (iv) approve and authorize the staff to take whatever steps are necessary to repair that certain oil-water separator which services the Fuel Facility, including advertising for bids if required by applicable law.

B. Other Matters.

1. Welcome for Commissioner Patton.

Chairman J. R. Jones welcomed Commissioner Johnnie Patton to the Board.

VII. ADJOURNMENT.

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

Respectfully submitted,

J. R. Jones, Chairman

Dr. Sylvia Stewart

Dr. Glenda Glover

Earle Jones

Johnnie Patton