

**SPECIAL MEETING**  
**OF**  
**JACKSON MUNICIPAL AIRPORT AUTHORITY**  
**BOARD OF COMMISSIONERS**

**December 19, 2011**

The Board of Commissioners (the “Board”) of the Jackson Municipal Airport Authority (the “Authority” or “JMAA”) met in the Community Room, Main Terminal Building, Jackson-Evers International Airport (“JEIA”), Jackson, Mississippi, at 3:00 p.m. on Monday, December 19, 2011 (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.**

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

The following Commissioners were present in person at the Meeting.

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

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

The following other persons were also present at the Meeting.

Dirk Vanderleest, JMAA Chief Executive Officer  
Bonnie Wilson, JMAA Chief Operating Officer  
Woody Wilson, JMAA Senior Director of Capital Planning  
Gary Cohen, JMAA Chief Financial Officer  
René Woodward, JMAA Director of Human Resources and Administration  
Denson Stasher, JMAA Director of Operations and Security  
Kenneth Randolph, JMAA Airport Police Commander  
Jack Thomas, JMAA Director of DBE and Community Development  
Cindy Crotchett, JMAA Executive Assistant  
Tonya Coakley, JMAA Access Control Technician  
Sharon Evans, JMAA Housekeeping Supervisor  
Larry Gozdecki, JMAA Custodial Superintendent  
Karen Hatten, JMAA Procurement Specialist  
Garry Montgomery, JMAA Maintenance Manager

David Strickland, JMAA Grounds Maintenance II  
Joyce Tillman, JMAA Facilities Engineer  
Arnetrius Branson, JMAA Comptroller  
Kimberly Farmer, JMAA Administrative Project Support  
Andrew Jenkins, AJA Management & Technical Services, Inc.  
Jo Ann Jenkins, AJA Management & Technical Services, Inc.  
Rodney Chamblee, The Chamblee Company  
Luke Chamblee, The Chamblee Company  
Jim Tohill, Jones Walker (attorney for The Chamblee Company)  
John Bourgeois, Waggoner Engineering, Inc.  
Chuck Lott, Neel-Schaffer  
Alan Moore, Baker Donelson Bearman Caldwell & Berkowitz  
Jeff Wagner, Baker Donelson Bearman Caldwell & Berkowitz  
Alexander Martin, Baker Donelson Bearman Caldwell & Berkowitz

## **II. APPROVAL AND EXECUTION OF MINUTES.**

### **A. Open Session and Executive Session of Special Meeting of the Board, November 21, 2011.**

After discussion, upon motion duly made by Commissioner Stewart, seconded by Commissioner Irvin, and unanimously approved by the affirmative votes of all Commissioners present, the minutes described above were approved as presented and directed to be filed in the appropriate minute book and records of the Authority.

## **III. THE CHAMBLEE COMPANY.**

## **IV. JMAA PROJECT NO. 007-09, CONTRACT NO. 007-09-014, EAST PARALLEL RUNWAY 16L/34R PAVEMENT REHABILITATION, JEIA.**

After establishment of a quorum, at Chair Glover's request, Mr. Moore suggested that the Board enter Closed Session for the limited purpose of considering whether to enter Executive Session for the limited purpose of considering and taking action regarding these two matters which required confidential treatment.

Mr. Moore said that The Chamblee Company intended to discuss terms and conditions of a possible lease of real property at JEIA. Mr. Moore advised the Board that discussion and action regarding terms of a possible lease of real property is an appropriate purpose under Mississippi law for a public body to enter Executive Session.

Mr. Moore said that he and Mr. Wagner wished to update the Board on JMAA's response and strategy regarding the Arbitration Demand by Rifenburg Construction, Inc. ("Rifenburg") in connection with Contract No. 007-09-014 (the "Contract") (the "Arbitration Demand"). Mr. Moore advised the Board that discussion and action regarding litigation strategy is an appropriate purpose under Mississippi law for a public body to enter Executive Session. Mr. Moore said that

JMAA's strategy in response to the Arbitration Demand qualifies under Mississippi law as litigation strategy appropriate for discussion and action in Executive Session.

**A. Closed Session.**

At approximately 3:05 p.m., after discussion, upon motion duly made by Commissioner Irvin, seconded by Commissioner Stewart, and unanimously approved by the affirmative votes of all Commissioners present, the Board adopted a resolution authorizing the Board to enter Closed Session for the limited purpose of considering whether to enter Executive Session for the limited purpose of discussing and taking action regarding (i) terms and conditions of a possible lease of real property at JEIA and (ii) the Authority's strategy in response to the Arbitration Demand.

The Board asked Mr. Vanderleest, Ms. Wilson, Mr. Wilson, Mr. Moore, Mr. Wagner, Mr. Martin, Mr. Rodney Chamblee, Mr. Luke Chamblee and Mr. Jim Tohill to remain during the Closed Session. Everyone else present at the Meeting left the Community Room at this time.

**B. Executive Session.**

At approximately 3:06 p.m., upon motion duly made by Commissioner Irvin, seconded by Commissioner Patton, and unanimously approved by the affirmative votes of all Commissioners present, the Board voted to enter Executive Session for the limited purpose of discussing and taking action regarding (i) terms and conditions of a possible lease of real property at JEIA and (ii) the Authority's strategy in response to the Arbitration Demand.

The Board asked everyone present during the Closed Session to remain for the Executive Session.

Mr. Wagner informed those outside the Meeting that the Board had voted to enter Executive Session for the limited purpose of discussing and taking action regarding (i) terms and conditions of a possible lease of real property at JEIA and (ii) the Authority's strategy in response to the Arbitration Demand.

The Board then met in Executive Session.

**C. Open Session.**

At approximately 3:25 p.m., Chair Glover reconvened the Meeting in Open Session, and Mr. Martin went outside the Meeting to invite everyone present to rejoin the Meeting.

Chair Glover announced that, during the Executive Session, the Board (i) had listened and taken under advisement a request by The Chamblee Company regarding a possible lease of real property at JEIA and (ii) had received but taken no action in

response to an update by the Authority's legal counsel regarding the Authority's response to the Arbitration Demand.

Chair Glover then said that the Board would proceed with discussion and action regarding the other matters on the agenda for the Meeting.

**V. AIRPORT NAME CHANGE – JACKSON-EVERS INTERNATIONAL AIRPORT.**

Chair Glover suggested that the Board take this matter up at this time, even though it was listed on the Agenda under Other Matters to be considered later in the Meeting.

Mr. Vanderleest advised the Board that JMAA had received formal notification from the Jackson City Council of its adoption of a resolution requesting that the name of JEIA be changed to Jackson Medgar Wiley Evers International Airport. A copy of the City Council's resolution is attached as an exhibit to the minutes of the Meeting.

During discussion, Chair Glover reminded the Board that it had previously expressed its intent to change the name of JEIA if the City Council so requested.

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

**RESOLUTION NAMING JACKSON-MEDGAR WILEY EVERS INTERNATIONAL AIRPORT**

**WHEREAS**, after considerable discussion with the Evers family, the Jackson City Council (the "Council"), Ms. Ineva Pittman and other community leaders and representatives, on December 14, 2004, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority ("JMAA" and/or the "Authority") changed the name of Jackson International Airport (the "Airport") to Jackson-Evers International Airport to honor Medgar Wiley Evers; and

**WHEREAS**, concurrent with its decision to rename the Airport, the Board committed to developing a first-class pavilion in the main terminal building at the Airport to honor the life and achievements of Medgar Wiley Evers and the achievements of other African Americans in Mississippi; and

**WHEREAS**, the Medgar Wiley Evers Pavilion at the Airport was dedicated on June 4, 2009; and

**WHEREAS**, Council members recently asked the Board to consider changing the name of the Airport again to make clear that the Airport is named for one individual, Medgar Wiley Evers; and

**WHEREAS**, the Board agrees that it is important to ensure that everyone knows that the Airport is named for Medgar Wiley Evers; and

**WHEREAS**, the Board continues to believe that retaining the name of the City of Jackson (the "City") in the Airport name is necessary to properly promote the City; and

**WHEREAS**, the Council adopted a resolution on November 27, 2011, expressing its desire that the name of the Airport be changed to "Jackson Medgar Wiley Evers International Airport;"

**NOW, THEREFORE, BE IT RESOLVED**, the Board hereby changes the name of the Airport to "Jackson - Medgar Wiley Evers International Airport."

## **VI. PUBLIC COMMENTS.**

### **A. The Chamblee Company.**

Mr. Vanderleest said that this matter had been addressed during the Executive Session.

## **VII. REPORTS.**

### **A. Chief Executive Officer.**

1. *Airport Project Manager Summary, Period Ending November 30, 2011.*
2. *Airport Activity Statistics Report, Period Ending November 30, 2011.*

Mr. Vanderleest directed the Board's attention to the Airport Project Manager Summary and the Airport Activity Statistics Report as found in the packet distributed to the Board prior to the Meeting (the "Packet"), and discussed these reports with the Board. A copy of the Packet is attached as an exhibit to the minutes of the Meeting.

### 3. *Employee Recognitions.*

- a. Employee of the Month, December 2011: David Strickland, Grounds Maintenance II, Department of Maintenance.

Mr. Vanderleest recognized and commended Mr. Strickland for being named Employee of the Month for December 2011.

- b. Employee of the Year, 2011: Tonya Coakley, Access Control Technician.

Mr. Vanderleest recognized and commended Ms. Coakley for being named Employee of the Year for 2011.

### 4. *Professional Recognitions.*

- a. Sharon Evans, Housekeeping Supervisor, Department of Maintenance.

- (1) Achievement of Excellence, Awarded by Airport News and Training Network.

Mr. Vanderleest recognized and commended Ms. Evans for receiving the Achievement of Excellence by the Airport News and Training Network.

- b. Larry Gozdecki, Custodial Superintendent, Department of Maintenance.

- (1) Certificate of Supervisory Management, Awarded by Mississippi State Personnel Board.

Mr. Vanderleest recognized and commended Mr. Gozdecki for receiving the Certificate of Supervisory Management from the Mississippi State Personnel Board.

- c. Karen Hatten, Procurement Specialist, Department of Human Resources and Administration.

- (1) Certificate of Supervisory Management, Awarded by Mississippi State Personnel Board.

Mr. Vanderleest recognized and commended Ms. Hatten for receiving the Certificate of Supervisory Management from the Mississippi State Personnel Board.

**B. Attorney.**

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

**VIII. ACTION ITEMS.**

**A. Financial Matters.**

1. ***Financial Reports for November 2011.***

- a. Balance Sheet: Accept.
- b. Income Statement: Accept.
- c. Claims Docket for November 2011: Approve.

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

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

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

**WHEREAS**, the Board of Commissioners (the “Board”) of the Jackson Municipal Airport Authority (the “Authority”) has reviewed and considered (i) the Balance Sheet and the Income Statement for the Authority for the month and period ending November 30, 2011 (the “Financial Reports”), and (ii) the Claims Docket of the Authority for the month of November 2011 (the “Claims”), both the Financial Reports and the Claims being (i) included in the packet distributed to the Board prior to the December 19, 2011, Special Meeting of the Board, and (ii) incorporated herein by reference;

**NOW, THEREFORE, BE IT RESOLVED**, the Board hereby (i) accepts the Financial Reports and (ii) approves and authorizes payment of the Claims in the total amount of \$1,278,889.87.

**B. Service Agreements.**

1. *JMAA Contract No. 12-010, General Aviation Consulting and Advisory Services for JEIA and HKS: Authorize Agreement.*
2. *JMAA Project No. 012-10, Contract No. 12-10-039, Secure Portal – Inspection and Screening Pilot Project, JEIA: Authorize Amendment to Agreement.*
3. *JMAA Project No. 014-10, Management of Designated Parking Areas at JEIA: Authorize Execution of New Agreement and Extension of Existing Agreement during Transition.*
4. *JMAA Airport Service Quality (ASQ) Agreement, JEIA: Authorize Renewal.*
5. *University of Mississippi Medical Center, JEIA: Authorize Amendment of Lease Agreement.*

Mr. Vanderleest directed the Board’s attention to the memoranda in the Packet which described these matters, and discussed these matters with the Board.

After discussion, upon motion duly made by Commissioner Irvin, seconded by Commissioner Stewart, and unanimously approved by the

affirmative votes of all Commissioners present, the Board adopted the following resolution.

**RESOLUTION APPROVING AND AUTHORIZING CERTAIN ACTIONS  
WITH RESPECT TO CERTAIN SERVICE AGREEMENTS**

**WHEREAS**, the staff of the Jackson Municipal Airport Authority (the “Authority”) has recommended that the Board of Commissioners of the Authority (the “Board”) approve and authorize certain actions with respect to certain service agreements identified below, all as more particularly described in certain memoranda (i) included in the packet distributed to the Board prior to the December 19, 2011, Special Meeting of the Board, and (ii) incorporated herein by reference (separately, each a “Memorandum;” collectively, the “Memoranda”); and

**WHEREAS**, the Board has reviewed the Memoranda and considered the recommendations therein by the staff of the Authority;

**NOW, THEREFORE, BE IT RESOLVED**, the Board hereby determines that it would be in the best interests of and in furtherance of the duties and responsibilities of the Authority to, and the Board hereby does, take the following actions:

1. The Board approves and authorizes negotiation and execution of a professional services agreement for certain professional consulting services with Aviation Management Consulting Group (“AMCG”), whereby AMCG will provide general aviation consulting services for operations at Jackson-Evers International Airport (“JEIA”) and Hawkins Field (“HKS”) for a term of one year (JMAA Contract No. 12-010) at a cost not to exceed \$20,000.00 (the “AMCG Agreement”), said AMCG Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated November 30, 2011, which describes this matter, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.
2. The Board approves and authorizes negotiation and execution of an amendment to the professional services agreement with TransSolutions, LLC (“TransSolutions”), whereby TransSolutions will provide additional services in connection with recommendations for improvements to the processing of non-passenger personnel and deliveries to the secure areas of JEIA, together with an implementation strategy at a cost not to exceed \$18,000.00, for a new maximum contract amount of \$67,509.28 (the “TransSolutions Amendment”), said TransSolutions Amendment to be in such form and to contain such terms and conditions consistent with the Memorandum dated December 12, 2011, which describes this matter, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.



3. The Board approves and authorizes (i) negotiation and execution of a management agreement with RPS/AJA of Jackson, LLP (“RPS/AJA”) for Management of Designated Parking Areas at JEIA (JMAA Project No. 014-10) for a period of three years commencing April 1, 2012, and ending March 31, 2015, with an option to extend for two years (the “RPS/AJA Agreement”), said RPS/AJA Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated December 9, 2011, which describes this matter, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof; and (ii) negotiation and execution of an extension to the existing management agreement with Jackson Parking Associates which is currently set to expire on January 31, 2012, for up to sixty days through March 31, 2012, to allow for an orderly transition for RPS/AJA (the “JPA Extension”), all as more particularly described in the Memorandum.
4. The Board approves and authorizes renewal of the agreement between the Authority and Airports Council International for participation in a certain Airport Service Quality Survey program (the “ACI Renewal Agreement”), said ACI Renewal Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated December 7, 2011, which describes this matter, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.
5. The Board approves and authorizes negotiation and execution of an amendment to the existing lease with the University of Mississippi Medical Center (“UMMC”) to (i) adjust the term of the lease to forty-one (41) months commencing February 1, 2012, subject to UMMC’s right to terminate as of June 30 of any year if it fails to receive adequate funding to continue the lease, and (ii) allow UMMC and the Authority to share the costs of certain improvements necessary for UMMC to utilize the leased space at a cost to the Authority not to exceed \$10,000.00 (the “UMMC Lease Amendment”), said UMMC Lease Amendment to be in such form and to contain such terms and conditions consistent with the Memorandum dated December 2, 2011, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

**C. Construction Projects.**

1. ***JMAA Project No. 005-12, Terminal Landscaping Enhancements, JEIA: Authorize Agreement.***
2. ***Emergency Repair to Power Lines at FBO and Security Gate 94: Emergency Certificate, JEIA.***

Mr. Vanderleest directed the Board's attention to the memoranda in the Packet which described these matters, and discussed these matters with the Board.

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

**RESOLUTION APPROVING AND AUTHORIZING CERTAIN ACTIONS  
WITH RESPECT TO CERTAIN CONSTRUCTION PROJECTS**

**WHEREAS**, the staff of the Jackson Municipal Airport Authority (the "Authority") has recommended that the Board of Commissioners (the "Board") of the Authority approve and authorize certain actions with respect to certain construction projects identified below, all as more particularly described in certain memoranda (i) included in the packet distributed to the Board prior to the December 19, 2011, Special Meeting of the Board, and (ii) incorporated herein by reference (separately, each a "Memorandum," collectively, the "Memoranda"); and

**WHEREAS**, the Board has reviewed the Memoranda and considered the recommendations therein by the staff of the Authority;

**NOW, THEREFORE, BE IT RESOLVED**, the Board hereby determines that it would be in the best interests of and in furtherance of the duties and responsibilities of the Authority to, and the Board hereby does, take the following actions:

1. The Board approves and authorizes negotiation and execution of an agreement with Green Oak Garden Center for enhancement of the landscaping along the front entrance of the lower level of the Main Terminal Building at Jackson-Evers International Airport (JMAA Project No. 005-12) at a cost not to exceed \$4,985.00 (the "Green Oak Agreement"), said Green Oak Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated December 1, 2011, which describes this matter, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

2. The Board acknowledges receipt and review of the Memorandum dated December 13, 2011 (the "Certificate"), setting forth the circumstances and justification for certain emergency repairs to the electrical circuits and wiring at the FBO building and at Security Gate 94 at Jackson-Evers International Airport, all as more particularly described in the Certificate.

**D. Procurements.**

1. ***Fuel Purchases, JEIA and HKS: Authorize Agreement.***

Mr. Vanderleest directed the Board's attention to the memorandum in the Packet which described this matter, and discussed this matter with the Board.

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

**RESOLUTION APPROVING AND AUTHORIZING FUEL PURCHASE  
AGREEMENT**

**WHEREAS**, the staff of the Jackson Municipal Airport Authority (the "Authority") has recommended that the Board of Commissioners (the "Board") of the Authority approve and authorize negotiation and execution of a purchase agreement (the "PTC Agreement") with Petroleum Traders Corporation ("PTC"), pursuant to which PTC will sell fuel to the Authority on an as-needed basis through December 19, 2012, at an aggregate cost not to exceed \$151,066.00 at a price of \$0.19 per gallon over the daily Oil Price Information Service (OPIS) rate for Vicksburg, Mississippi for orders of 3,000 gallons or less, and at a price of \$0.0567 per gallon for premium unleaded and \$0.1196 per gallon for off-road diesel over the OPIS for orders of 3,001 gallons or greater, all as more particularly described in that certain memorandum dated December 7, 2011, which was (i) included in the packet distributed to the Board prior to the December 19, 2011, Special Meeting of the Board, and (ii) incorporated herein by reference (the "Memorandum"); and

**WHEREAS**, the Board has reviewed the Memorandum and considered the recommendation therein by the staff of the Authority;

**NOW, THEREFORE, BE IT RESOLVED**, the Board hereby determines that it would be in the best interests of and in furtherance of the duties and responsibilities of the Authority to, and the Board hereby does, approve and authorize negotiation and execution of the PTC Agreement, said PTC Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

**E. Grants.**

There was no discussion or action taken regarding grants at the Meeting.

**F. Other Matters.**

1. ***Airport Name Change – Jackson-Evers International Airport.***

Mr. Vanderleest said that this matter had been discussed and acted on by the Board earlier in the Meeting.

2. ***Board Travel.***

Mr. Vanderleest said that there was no Board travel to be considered by the Board at this time.

3. ***Monthly Work Session.***

At Chair Glover's request, the Board agreed by consensus to cancel the Monthly Work Session of the Board scheduled for 7:30 a.m. on Thursday, January 19, 2012, and reschedule the Work Session for 4:00 p.m. on the same date. Chair Glover asked that the Board consider making a similar change for each of the first five months of calendar year 2012 because of a schedule conflict.

Mr. Moore said that he would distribute a special notice of this change to the Board.

**IX. DISCUSSION: STRATEGIC INITIATIVES.**

No discussion or action was taken regarding strategic initiatives at the Meeting.

**X. ADJOURNMENT.**

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

Respectfully submitted,

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Dr. Glenda Glover, Chair

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

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George E. Irvin, Sr.

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Earle Jones

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Dr. Sylvia Stewart