

SPECIAL MEETING
OF
JACKSON MUNICIPAL AIRPORT AUTHORITY
BOARD OF COMMISSIONERS
DECEMBER 20, 2007

The Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority ("Authority" or "JMAA") met in the Community Room, Main Terminal Building, at Jackson-Evers International Airport ("JEIA") in Jackson, Mississippi, at 11:30 a.m. on Thursday, December 20, 2007 (the "Meeting"), pursuant to proper notice. A copy of the notice is attached as an exhibit to the minutes of the Meeting.

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

Chair Sylvia Stewart presided, called the Meeting to order, and called the roll of Commissioners. The following Commissioners were present in person at the meeting:

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

Chair Stewart noted that a quorum was present in person, 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
Kenneth Randolph, JMAA Airport Police Commander
Denson Stasher, JMAA Director of Operations and Security
Woody Wilson, JMAA Vice President for Facilities
Barbara Reed, JMAA Executive Assistant
Joyce Tillman, JMAA Facilities Engineer
Jack Weldy, JMAA Properties Manager
Arnetrius Reed Branson, JMAA Controller
Debbie Brown, JMAA Finance Technician
Pete Carter, JMAA Airside Facilities
Larry Davis, JMAA Compliance Analyst
Michael Haskins, JMAA Facilities Manager
Desmond Reed, JMAA Lieutenant
Alan L. Moore, Baker Donelson Bearman Caldwell & Berkowitz
Jeff Wagner, Baker Donelson Bearman Caldwell & Berkowitz

Chuck Lott, Neel-Schaffer, Inc.
Karina Broshchan, Aero Jackson
Yuri Pyanov, Aero Jackson
Don Sittman, Sittman Aviation
Gene Davis, Sittman Aviation

II. APPROVAL AND EXECUTION OF MINUTES.

A. Hawkins Field Committee Meeting on November 19, 2007.

B. Open Session and Executive Session of Special Board Meeting on November 19, 2007.

The Board considered the minutes of (i) the Hawkins Field Committee Meeting on November 19, 2007, and (ii) the Open Session and (iii) the Executive Session of the Special Board Meeting on November 19, 2007.

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

III. PUBLIC COMMENTS.

None.

IV. REPORTS.

A. Chief Executive Officer.

1. Email Update dated December 19, 2007.

Mr. Vanderleest referred to an update on various projects and matters, which he had emailed to the Board on December 19, 2007. A copy of said update is attached as an exhibit to the minutes of the Meeting.

2. Airport Project Manager Summary, Ending November 30, 2007.

3. Airport Activity Statistics Report, Ending November 30, 2007.

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.

4. Employee Recognitions.

a. Employee of the Month.

- (1) December 2007: Debbie Brown, Finance Technician,
Finance Department.

Mr. Vanderleest recognized and commended Ms. Brown as Employee of the Month for December 2007.

b. Customer Service Recognition.

- (1) Pete Carter, Mechanic, Facilities Department.
(2) Desmond Reed, Police Lieutenant, Public Safety
Department.
(3) Ms. Bonnie A. Wilson, Chief Operating Officer, Executive
Office.

Mr. Vanderleest advised the Board that on December 1, 2007, the Clarion-Ledger had printed a letter to the editor from Delta Airlines passenger Martha Hales Ball, who praised Mr. Carter, Mr. Reed and Ms. Wilson for their outstanding customer service on October 22, 2007.

5. Resolution Commending Former Chairman J. R. Jones.

Chair Stewart recognized former Board Chairman J. R. Jones, and read a resolution adopted by the Board at its November 19, 2007, meeting, commending Mr. Jones for his service on the Board. A copy of the resolution is attached as an exhibit to the minutes of the Meeting. After reading the resolution, Chair Stewart presented Mr. Jones with a copy of the resolution.

Mr. Jones thanked the Board, staff and other representatives of the Authority for the resolution, and expressed his appreciation their support and friendship while he was on the Board.

B. Attorney.

Mr. Moore said he had nothing to report at this time beyond the matters on the agenda for the Meeting.

V. ACTION ITEMS.

A. Financial Matters.

1. Fiscal Year 2007 Audit.

Mr. Vanderleest said that the Audited Financial Statements and Independent Auditors' Reports on Internal Accounting Controls and Compliance and Related Reports dated September 30, 2007 (collectively, the "FY2007 Audit") and Management Letter dated September 30, 2007 (the "2007 Management Letter"), prepared by Breazeale, Saunders & O'Neill, the Authority's certified public accounting firm, had been (i) distributed to the Board prior to the Meeting; (ii) reviewed with Commissioner Irvin, Chair of the Administration Committee, and Commissioner Stewart, Chair of the Board, the prior week; and (iii) discussed at the Administration Committee Meeting at 10:30 a.m. on December 20, 2007, which had been attended by all Commissioners. Mr. Vanderleest directed that (i) the PowerPoint presentation used by Brent Saunders and Pat Baldwin of Breazeale, Saunders & O'Neill during the Administration Committee Meeting; (ii) the Audited Financial Statements and Independent Auditors' Reports on Internal Accounting Controls and Compliance and Related Reports dated September 30, 2007; and (iii) the Management Letter dated September 30, 2007, be attached as exhibits to the minutes of the Meeting.

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 ACCEPTING FISCAL YEAR 2007 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 and Related Reports dated September 30, 2007, and (ii) the Management Letter dated September 30, 2007 (collectively, the "FY 2007 Audit"); and

WHEREAS, the Board has reviewed and considered the FY 2007 Audit;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby approves and accepts the FY 2007 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.

2. Financial Reports for November 2007: Accept.
3. Claims Docket for November 2007: Approve.

Mr. Vanderleest discussed with the Board the Financial Reports for the Authority for the month of November 2007, and the Claims Docket for November 2007, as found in the Packet.

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

**RESOLUTION ACCEPTING FINANCIAL REPORTS FOR NOVEMBER
2007 AND APPROVING AND AUTHORIZING PAYMENT OF CLAIMS
DOCKET FOR NOVEMBER 2007**

WHEREAS, the Board of Commissioners (the “Board”) of the Jackson Municipal Airport Authority (the “Authority”) has reviewed and considered (i) certain financial statements for the Authority for the month and period ending November 30, 2007 (the “Financial Reports”), and (ii) the Claims Docket of the Authority for the month of November 2007 (the “Claims”), both the Financial Reports and the Claims being (i) included in the packet distributed to the Board prior to the December 20, 2007, 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 \$694,355.03.

B. Service Agreements.

1. Amendment to Addendum for Professional Services with Canizaro Cawthon Davis, JEIA: Approve Amendment.

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

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

**RESOLUTION APPROVING AND AUTHORIZING AMENDMENT TO
AGREEMENT WITH CANIZARO CAWTHON DAVIS**

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 an amendment

to Addendum No. 7 to the Standard Form Agreement with Canizaro Cawthon Davis for ad hoc support services (the "Canizaro Amendment"), all as more particularly described in that certain memorandum dated December 12, 2007, which was (i) included in the packet distributed to the Board prior to the December 20, 2007, Special Meeting of the Board, and (ii) incorporated herein by reference (the "Memorandum") ; and

WHEREAS, the Board has reviewed and considered the Memorandum and considered said recommendations 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 Canizaro Amendment, said Canizaro Amendment 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.

C. Construction Projects.

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

D. Procurements.

1. Leases of Copiers, JMAA: Approve Leases.
2. JMAA Project No. 004-08, Purchase and Installation of Passenger Jet Bridges, JEIA: Authorization to Advertise for Bids.
3. JMAA Project No. 043-06, Main Deck Loader – Auxiliary Equipment Purchase, JEIA: Award Contract(s).

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

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 CERTAIN ACTIONS
WITH RESPECT TO CERTAIN PROCUREMENTS**

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 procurements identified below, all as more particularly described in certain

memoranda (i) included in the packet distributed to the Board prior to the December 20, 2007, Special Monthly Meeting of the Board (separately, each a "Memorandum;" collectively, the "Memoranda") and (ii) incorporated herein by reference; and

WHEREAS, the Board has reviewed and considered said Memoranda and considered said recommendations 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 action:

1. The Board approves and authorizes execution of multiple lease agreements (the "Copier Leases") with Ricoh for four (4) copy machines in accordance with the terms and conditions set out for such leases on the Express Purchase List maintained by the Mississippi Department of Finance, or better, said Copier Leases to be in such form and to contain such terms and conditions consistent with the Memorandum dated December 17, 2007, relating to 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 publication of an advertisement for bids for (i) the purchase and installation of passenger boarding bridges for each of Gate 1 (U. S. Airways Express) and Gates 17 and 19 (Delta) at Jackson-Evers International Airport ("JEIA") and (ii) construction of appropriate foundations for said jet bridges, as more particularly described in the Memorandum dated December 10, 2007, relating to this matter.
3. The Board (i) determines that the failure of Aircraft International ("AI") to submit its bid in the required format did not affect the competitive nature of the bid process or offer AI any competitive advantage and, therefore, waives said irregularity and accepts the bid by AI in the amount of \$18,872.00 as the lowest and best bid for the purchase of seven (7) static racks at JEIA; (ii) accepts the bid by Renmark-Pacific Corporation ("RPC") in the amount of \$23,100.00 for the purchase of six (6) aircraft/air freight pallets; (iii) authorizes and directs the staff of the Authority to negotiate and execute agreements for said procurements with AI and RPC (the "AI Agreement" and "RPC Agreement," respectively), said AI Agreement and RPC Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated December 17, 2007, relating to this matter, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof; and (iv) authorizes and directs the staff to seek quotes in accordance with applicable law for the purchase of certain LD7 and LD3 containers and associated pallets.

E. Lease and Concession Agreements.

1. American Eagle Airlines, Inc., Airport Use Permit and Lease Agreement, JEIA: Amend Agreement.
2. Barrett Aircraft Company, Inc. d/b/a Jacobs Aircraft Company, General Fixed Base Operations Lease and Operating Agreement, HKS: Assignment of Lease.
3. Daily Equipment Company Non-Commercial Hangar Lease Agreement, HKS: Amend Agreement.

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

During discussion of the request for approval of an assignment of the Barrett FBO lease at Hawkins Field, Mr. Vanderleest (i) introduced Dr. Donald B. Sittman and Gene Davis, two of the principals of Sittman Aircraft Company, LLC ("Sittman"), (ii) advised the Board that the application by Sittman had been reviewed by Aviation Management Consulting Group, which had recommended that the Sittman application be approved, (iii) said that the request for consent to the assignment of the FBO lease had been discussed with and approved by the Hawkins Field Board Committee, and (iv) said that Commissioners Patton and Irvin had visited with the principal parties and supported approval of said consent.

After discussion, upon motion duly made by Commissioner Irvin, seconded by Commissioner Jones, 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 LEASE AGREEMENTS**

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 lease agreements identified below, all as more particularly described in certain memoranda (i) included in the packet distributed to the Board prior to the December 20, 2007, Special Monthly Meeting of the Board (separately, each a "Memorandum;" collectively, the "Memoranda") and (ii) incorporated herein by reference; and

WHEREAS, the Board has reviewed and considered said Memoranda and considered said recommendations 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 action:

1. The Board approves and authorizes negotiation and execution of an amendment (the "AEA" Amendment) to the Airport Use Permit and Lease Agreement between the Authority and American Eagle Airlines, Inc. ("AEA") to provide that a baggage conveyor be added to the jet bridge utilized by AEA at Jackson-Evers International Airport, with the cost thereof to be recovered by the Authority under the AEA Amendment, all as more particularly set out in the Memorandum dated December 4, 2007, relating to this matter, said AEA Amendment to be in such form and to contain such terms and conditions consistent with said Memorandum 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 execution of one or more consents (collectively, the "Consent") to an assignment of the existing General Fixed Base Operations Lease and Operating Agreement (the "Barrett Agreement") from Barrett Aircraft Company, Inc. d/b/a Jacobs Aircraft Company ("Barrett") to Sittman Aircraft Company, LLC ("Sittman"), said Consent to be in such form and to contain such terms and conditions consistent with the Memorandum dated December 10, 2007, relating to 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 negotiation and execution of an amendment (the "Daily Amendment") to the Non-Commercial Hangar Lease Agreement between the Authority and Daily Equipment Company (the "Daily Agreement") to provide an option for a second five-year renewal term of the Daily Agreement, which would extend the Daily Agreement through September 30, 2020, said Daily Amendment to be in such form and to contain such terms and conditions consistent with the Memorandum dated November 27, 2007, relating to this matter, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

F. Grants.

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

G. Other Matters.

1. Hawkins Field: Authorize Hawkins Field Airfest and Airshow 2008 and Negotiation and Execution of Contracts in Connection with Airshow.

Mr. Vanderleest directed the Board's attention to the memorandum dated December 12, 2007, in the Packet which described this matter, and discussed this matter with the Board.

During discussion, Commissioner Irvin encouraged the staff to market the air show beyond the Greater Jackson area. Mr. Vanderleest said that the staff would work with the City of Jackson Tourism and Convention Bureau to maximize advertising for the air show.

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 AUTHORIZING AIRSHOW AT HAWKINS FIELD AND CONTRACTS RELATING THERETO

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") has previously expressed its support for hosting an air show at Hawkins Field Airport in April 2008 (the "Hawkins Field Airshow"); and

WHEREAS, the staff of the Authority has recommended that the Board approve and authorize negotiation and execution of all agreements and contracts necessary and appropriate in connection with the Hawkins Field Airshow, including without limitation a contract with Dave Schultz Air Shows, LLC for air show coordination, operations and announcing services, and other agreements with participants and performers, vendors and other providers of goods and services, subject to a total project budget of \$75,000.00 (the "Hawkins Field Airshow Agreements"), as more particularly described in that certain memorandum dated December 12, 2007, which was (i) included in the packet distributed to the Board prior to the December 20, 2007, Special Monthly Meeting of the Board and (ii) incorporated herein by reference (the "Memorandum"); and

WHEREAS, the Board has reviewed the Memorandum 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, and the Board hereby does, approve and authorize negotiation and execution of the Hawkins Field Airshow Agreements, said Hawkins Field Airshow Agreements 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.

2. FAA Reauthorization.

Mr. Vanderleest advised the Board that it appears as if there will be no new Airport Improvement Program ("AIP") grants authorized by FAA unless there is an existing letter of intent or funds carried over from a prior grant, until Congress adopts and authorizes a full cycle of AIP grant funding.

3. Board Committee and Monthly Meetings.

Chair Stewart asked the staff to distribute to the Board a complete schedule of Board committee meetings, work sessions and monthly meetings during 2008. She also said that she had requested that the Chair, the CEO, legal counsel, and the Chair of the Board committee scheduled to meet each month, meet prior to the committee meeting and Board meeting each month to discuss the upcoming agenda and other matters relating to that Board committee.

4. CEO Evaluation Process.

Chair Stewart advised the Board that she would initiate the annual evaluation process for the CEO within the next few weeks.

5. Board Travel.

The Board discussed various ACI-NA, AAAE and AMAC meetings scheduled over the next several months.

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 BOARD TRAVEL

RESOLVED, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") hereby approves and authorizes all Commissioners and the Chief Executive Officer of the Authority to incur reasonable travel and lodging expenses in connection with ACI-NA, AAAE, and AMAC meetings during the months of January, February and March, 2008, subject to submission of appropriate expense vouchers and records.

VI. DISCUSSION: STRATEGIC INITIATIVES.

There was no further discussion or action taken regarding strategic initiatives at the Meeting.

VII. ADJOURNMENT.

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

Respectfully submitted,

Dr. Sylvia Stewart, Chair

Dr. Glenda Glover, Vice Chair

George E. Irvin, Sr.

Earle Jones

Johnnie P. Patton, R. Ph.