

**COMBINED WORK SESSION AND BOARD MEETING OF JACKSON MUNICIPAL  
AIRPORT AUTHORITY BOARD OF COMMISSIONERS  
DECEMBER 21, 2017**

**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 Combined Work Session and Board Meeting in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport (“JAN”), in Jackson, Mississippi at 8:30 a.m. on Thursday, December 21, 2017 (the “Meeting”), pursuant to proper notice. A copy of the Notice is attached as an Exhibit to the December 21, 2017 Combined Work Session and Board Meeting Minutes.

Chairman Pastor James L. Henley, Jr., presided, called the Meeting to order at 8:30 a.m. and called the roll of Commissioners.

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

Pastor James L. Henley, Jr., Chairman  
LaWanda D. Harris, Vice-Chairman  
Evelyn O. Reed, Commissioner  
Rosie L.T. P. Johnson, Ph.D., Commissioner

Chairman Pastor Henley announced that a quorum was present at the Meeting, as required by the Bylaws of the Authority, and announced that the Meeting would proceed with discussion of the Agenda (the “Agenda”) for the Combined Work Session and Board Meeting scheduled for 8:30 a.m. on Thursday, December 21, 2017, 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:

Carl D. Newman, A.A.E., JMAA’s Chief Executive Officer  
Arnetrius Branson, JMAA’s Chief Financial Officer  
John L. Walker, Esq., Walker Group, PC, Attorneys at Law  
Kevin Bass, Esq., Walker Group, PC, Attorneys at Law  
Regina May, Esq., The May Law Firm, PLLC, Attorneys at Law  
John R. May, Esq., The May Law Firm, PLLC, Attorneys at Law  
And persons listed on **EXHIBIT A: Sign in Sheet for 12-21-17**

**II. INVOCATION**

Commissioner Rosie L.T. P. Johnson, Ph.D. gave the Invocation.

**III. APPROVAL OF BOARD NOTICE**

- A. Notice Regarding the Board's Chairman and Vice-Chairman meeting with JMAA Staff on Monday, December 18, 2017, at 12:00 p.m. (Noon).

**RESOLUTION CY-2017-159**

**APPROVAL OF THE PREVIOUSLY RESOLVED NOTICE OF THE MEETING ON MONDAY, DECEMBER 18, 2017 AT 12:00 P.M. (NOON) OF THE BOARD'S CHAIRMAN AND VICE-CHAIRMAN WITH JMAA STAFF**

After discussion and review, and upon the motion made by Commissioner Dr. Johnson, seconded by Commissioner Reed, and approved by unanimous vote (4-0-0), the following resolution was made and entered.

**RESOLVED**, that the Board hereby approves the previously resolved Notice of the Monday, December 18, 2017, 12:00 P.M. (Noon) meeting of the Board's Chairman and Vice-Chairman with JMAA Staff.

Yeas: Harris, Henley, Johnson, Reed

Nays: None

Abstentions: None

December 21, 2017

**IV. APPROVAL AND EXECUTION OF MINUTES**

- A. Combined Work Session and Regular Meeting of the Board of Commissioners, November 27, 2017

**RESOLUTION CY-2017-160**

**APPROVAL OF THE NOVEMBER 27, 2017 COMBINED WORK SESSION AND REGULAR BOARD MEETING MINUTES**

After discussion and review and upon the motion made Commissioner Reed, seconded by Commissioner Dr. Johnson, the Minutes of the Combined Work Session and Regular Board Meeting, November 27, 2017, were approved by unanimous vote of the Commissioners present and the following resolution was made and entered.

**RESOLVED**, that the Board hereby approves the Minutes of the Combined Work Session and Regular Board Meeting, November 27, 2017, as presented, and directs that said Minutes be filed in the appropriate Minute Book and Records of the Authority.

Yeas: Harris, Henley, Johnson, Reed

Nays: None

Abstentions: None

December 21, 2017

**V. PUBLIC COMMENTS**

None.

**VI. REPORTS**

**A. Report from the Chairman**

For the Chairman's Report, Chairman Pastor Henley wished the Staff and all in attendance "Merry Christmas." He is excited about the progress being made at JMAA and looking forward to a great 2018. Then, he thanked the Commissioners for their hard work on behalf of JMAA.

Next, he recognized Mr. Carl D. Newman, CEO, to present his reports.

**B. Chief Executive Officer**

Mr. Newman wished everyone a "Merry Christmas" and "Happy Holidays" and stated he is looking forward to a great 2018 as well.

**1. MS-Based Businesses During November 2017**

Mr. Newman recognized Mr. Jack Thomas, Director of DBE and Community Development, to discuss the statistics as to payments by JMAA to minority businesses and City of Jackson, MS-based businesses during November 2017.

Mr. Thomas informed the Board about the following payment statistics of JMAA during November 2017, as to minority businesses and City of Jackson, MS-based businesses.

- Percentage of Direct and Indirect Payments to MWBE or DBE Firms: 20.8% of the total amount of eligible payments;
- Percentage of Payments to City of Jackson, MS-based firms: 18.2%.

**2. Emergency Response Operations at the Jackson-Medgar Wiley Evers International Airport ("JAN")**

Regarding explaining JMAA's procedures for responding to a potential power outage like the one that recently occurred at the Atlanta, GA International Airport, Mr. Newman recognized Mr. Kelly Elliot, Assistant General Manager of Airport Operations.

Mr. Elliot informed the Board that at JAN, there are two (2) primary sources of electricity that come from Entergy and a total of nine (9) generators. He stated that if one of the “feeds” or sources of power stops working then one of the backup generators will turn on automatically and become JAN’s power source. He also stated that if both sources stop operating, then an additional generator would automatically turn on as well. He also informed the Board that in the event the power sources are down for a considerable amount of time, each generator could power the entire airport for seventy-two (72) hours. He added that Staff could manually switch between power sources if that becomes necessary.

In response to Commissioner Dr. Johnson’s question, Mr. Elliot confirmed that unless the generators backing up the backup generators fail, the airport can and will sustain itself in the event of a power source failure.

Mr. Elliot also explained that any failure at the Jackson Airports would not take as much time to address as in Atlanta because the extensive infrastructure in Atlanta causes issues that are not present here.

In response to Commissioner Reed’s question about any power outage incidents at the Jackson airports, Mr. Elliot asked Garry Montgomery, Maintenance Manager, to answer said question. He informed the Board that late at night about four (4) months ago the south feed failed for approximately two (2) hours. In response, the generator automatically began to run and power JAN.

**3 Airport Project Manager Summary, Period Ending  
November 30, 2017.....Page 1<sup>1</sup>**

Mr. Newman directed the Board’s attention to the Airport Project Manager Summary (“APMS”), found on pages 1-17 in the Packet and distributed to the Board before the December 21, 2017 Combined Work Session and Board Meeting. The Board reviewed the Report, and the following was discussed.

In response to Commissioner Dr. Johnson’s inquiry as to the completion of the Roadway Signage Project, at page 6 of the Packet, Mr. Darion Warren, Director of Capital Programming, informed the Board that the project is complete. However, additional signage, which was not included in the original agreement, is being considered is the reason the project is not closed, according to Mr. Warren. He added that there are two (2) defective signs within the warranty period that need to be replaced.

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<sup>1</sup> The page numbers herein are the page numbers contained in the Meeting Packet which is attached as an Exhibit to the December 21, 2017 Combined Work Session and Board Meeting Minutes.

In response to Commissioner Dr. Johnson’s next inquiry as to the completion of the Atlantic Aviation Project, at page 9 of the Packet, Mr. Warren informed the Board that JMAA is holding retainage as there are several issues that the contractor needs to address before the project is closed out. He stated that said issues should be addressed during the beginning of 2018, after which the project will be complete.

In response to Commissioner Dr. Johnson’s additional inquiry as to the status of the Roof Fall Protection Project, at page 11 of the Packet, Mr. Warren informed the Board that the pre-construction meeting was held, and the contractor is proceeding to order the needed materials. Also, JMAA Staff expects to issue the notice to proceed at the beginning of 2018, after which construction will begin.

**4. Airport Activity Statistics Report, Period Ending  
November 30, 2017.....Page 18**

Mr. Newman directed the Board’s attention to the Airport Activity Statistics Report, distributed before the Combined Work Session and Board Meeting, found at pages 18-30 in the December 21, 2017 Combined Work Session and Regular Meeting Packet. The Board reviewed the Report and had no questions.

**C. Attorney**

1. Next, Attorney Walker announced that there are three (3) matters that he recommends the Board take up during an Executive Session. Therefore, he recommended the Board enter Closed Session to consider said matters at an appropriate time.
2. Mr. Walker then referenced the previous discussion held as to amending the Bylaws regarding notices and any other matters. He asked the Board if any dates, etc. had been set concerning Bylaw amendments. The Board agreed to consider any requested Bylaw amendments during the February 2018 Work Session Meeting.

Mr. Walker then wished the Commissioners, JMAA Staff and members of the public a joyful, blessed and safe Christmas and New Year.

**VII. ACTION ITEMS**

**A. Financial Matters**

**1. Financial Reports for November 2017:**

- (a) Balance Sheet: Accept.....Page 31*
- (b) Income Statement: Accept.....Page 33*
- (c) Claims Docket for October 2017: Approve.....Page 36*

Mr. Newman directed the Board's attention to the Balance Sheet, Income Statement, and Claims Docket for November 2017, which was included in the Packet, and he discussed them with the Board. Mr. Newman stated that the Board would be asked to adopt resolutions accepting the Balance Sheet and Income Statement for November 2017 and approving payment of the Claims Docket for November 2017.

Afterward, Mr. Newman recognized Ms. Arnetrius Branson, Chief Financial Officer, and asked her to address the Board.

Ms. Branson gave highlights of the major components of each financial statement for November 2017 as follows:

Regarding the Balance Sheet, Ms. Branson informed the Board that total assets increased by \$2,300,000.00 or 1% during November 2017, as compared to November 2016. This increase was primarily due to the net effect of an increase in work-in-progress, \$8,500,000.00, a reduction in property, plant, and equipment \$4,700,000.00 and a reduction in total cash, \$1,400,000.00. For November 2017, unrestricted cash was \$13,100,000.00. Total cash for November 2017 was \$47,000,000.00, which is a \$2,000,000.00 or 4% decrease in total cash, as compared to November 2016.

Total liabilities decreased by \$479,000.00, which is equal to 1%, as compared to November 2016, primarily due to a \$1,250,000.00 decrease in total long-term debt netted against a \$771,000.00 increase in current liabilities. The increase in current liabilities was primarily due to major construction expenses such as the following:

- Faith Group / Access Control Project - \$14,000.00
- IMS Engineers / West Runway / Taxiway - \$32,000.00
- Infax / Queue Monitoring Solution - \$55,000.00
- E. Malone / Atlantic Aviation Roof - \$9,000.00
- Neel Schaffer / HKS Runway 11/29 Rehab - \$34,000.00
- Superior / West Runway - \$334,000.00

Passenger enplanements for November 2017 were 5% below budget as compared to November 2016. Commercial landings were 1% above budget and cargo landings were 13% above budget as compared to November 2016.

Regarding the Income Statement, operating income for November 2017 was \$1,400,000.00 or \$33,000.00 below budget which equates to 2%. The following items contributed to the variance:

1. Parking: \$51,000.00 or 10% below budget (5% reduction in enplanements). For October and November combined, total parking revenue is on target with budget projections.

JMAA's total operating expenses for November 2017 were \$1,200,000.00, which equates to approximately 7% or \$91,000.00 below budget.

1. Access Control was \$11,000.00 above budget.
2. Salaries and payroll related benefits were below budget due to employment vacancies.
3. Overtime was above budget by \$6,000.00 and was primarily due to non-budgeted payroll at HKS.
4. Legal Fees were \$28,000.00 above budget

Net Operating Income for November 2017 was \$149,000.00, which was \$58,000.00 or 63% above budget.

Capital and other income were \$832,000.00, which equates to \$1,300,000.00 or 61% below budget. This reduction was primarily due to federal and state grant revenue reductions caused by the work stoppage on the west runway.

For November 2017, net income was \$134,000.00, which equals to \$1,300,000.00 or 90% below budget.

In response to Commissioner Reed's inquiry regarding payment to the Jackson Public School District, Ms. Branson explained that the payment was for an advertisement and was presented during the November 2017 Combined Work Session and Board Meeting as an early issue.

Vice-Chairman Harris then thanked JMAA for its advertisement in connection with the Eliza Pillars Registered Nurses of Mississippi organization event. She thanked all who attended the event.

Then, in response to Commissioner Dr. Johnson's inquiry as to Claim No. 094298, at page 38 of the Packet, Ms. Branson stated that the claim is for the procurement of a police vehicle that was approved in the 2018 capital budget.

In response to Commissioner Dr. Johnson's next inquiry, Mr. Newman informed the Board that the purchase was for an additional vehicle as opposed to a replacement vehicle.

Next, in response to Vice-Chairman Harris' question as to Claim No. 094322, at page 38 of the Packet, Ms. Branson informed the Board that this payment was for McAfee's services related to the Terminal Upgrade Project and the Atlantic Roof Replacement.

In response to Commissioner Reed's next question as to Claim No. 094267, at page 37 of the Packet, Ms. Branson informed the Board that this payment was for carpet in the baggage claim area.

Lastly, Chairman Pastor Henley referenced Claim No. 94357 at page 40 of the Packet and asked if there are continuing problems concerning the escalators as there have been numerous payments to Schindler. In response, Ms. Branson informed the Board that the payments often occur because Schindler performs ongoing maintenance services.

**RESOLUTION CY-2017-161**

**RESOLUTION ACCEPTING/APPROVING THE NOVEMBER 2017 FINANCIAL REPORTS: BALANCE SHEET AND INCOME STATEMENT AND THE CLAIMS DOCKET**

Upon motion by Commissioner Dr. Johnson, seconded by Vice-Chairman Harris, the following **RESOLUTION** was made and approved by unanimous vote (4-0-0).

**WHEREAS**, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") reviewed and considered the Authority's Balance Sheet and Income Statement ("the Financial Reports") and the Authority's Claims Docket ("Claims") for the month and period ending November 30, 2017, which were included in the Packet, at pages 31-41 and distributed to the Board prior to the December 21, 2017 Combined Work Session and Board Meeting.

**IT IS, THEREFORE, RESOLVED** that the Board hereby accepts and approves the November 2017 Financial Reports: Balance Sheet and Income Statement for November 2017.

**IT IS, THEREFORE, FURTHER RESOLVED** that the Board hereby authorizes payment of the Claims for \$1,235,991.00.

Yeas: Harris, Henley, Johnson, Reed

Nays: None

Abstentions: None

December 21, 2017

**2. Fixed Asset Audit, JMAA: Authority to Dispose Property.....Page 42**

Ms. Arnetrius Branson, Chief Financial Officer, explained the memorandum for the Project Title: Personal Property: Disposal of Surplus Property and Write Off of Unlocated Property, the action requests listed therein, the Surplus Property List (Exhibit A) and the Personal Property List (Exhibit B), all of which appear on pages 42-56 in the Packet. Ms. Branson further presented from the JMAA PowerPoint Presentation at pages 12-13. The JMAA PowerPoint Presentation is attached as an exhibit to the December 21, 2017 Combined Work Session and Board Meeting Minutes.



Regarding the unlocated personal property, Ms. Branson stated that 96% of it could not be located. Further, she stated that the last personal property audit was in 2006. Finally, Ms. Branson announced that in the future JMAA would do annual property audits.

## **RESOLUTION CY-2017-162**

### **RESOLUTION DECLARING VARIOUS PIECES OF PERSONAL PROPERTY OWNED BY JACKSON MUNICIPAL AIRPORT AUTHORITY (“JMAA”) TO BE SURPLUS PROPERTY, AUTHORIZING JMAA’S STAFF TO SELL AND DISPOSE OF THOSE PIECES OF PERSONAL PROPERTY IN ACCORDANCE WITH SECTION 61-3-19 (2) (b) (c) or (d) MISSISSIPPI CODE OF 1972, AS AMENDED AND AUTHORIZING STAFF TO WRITE-OFF FROM JMAA’S INTERNAL ASSET LEDGER UNLOCATED PERSONAL PROPERTY**

Upon motion by Commissioner Reed, seconded by Vice-Chairman Harris, the following **RESOLUTION** was made and unanimously approved (4-0-0).

**WHEREAS**, JMAA’s Staff requested the Board of Commissioners to declare as surplus property the personal property identified on JMAA’s “Surplus Personal Property List as of October 31, 2017” which is attached as Exhibit A to the Board Memorandum attached to this Resolution (“Exhibit A”); and

**WHEREAS**, if the Board of Commissioners declares as surplus property certain pieces of Personal Property owned by JMAA, which are identified in Exhibit A, JMAA’s Staff is requesting to dispose of said pieces of personal property; and

**WHEREAS**, as to the pieces of Personal Property owned by JMAA, identified on Exhibit A, JMAA Staff provided to the Board of Commissioners the information required by Section 1.2 of the POLICIES AND PROCEDURES OF JACKSON MUNICIPAL AIRPORT AUTHORITY REGARDING THE SALE OF SURPLUS PROPERTY in Board Memorandum No. Finance 2018-04, dated December 21, 2017, which is located at pages 42 to 44 of the Meeting Packet for December 21, 2017; and

**WHEREAS**, the Board finds the following as to each piece of Personal Property identified on Exhibit A:

1. The pieces of Personal Property are surplus property;
2. The Personal Property is no longer needed for JMAA’s purposes and is not to be used in JMAA's operation;
3. There is no state agency, board, commission or any governing authority within the state that has expressed a need or use for the Personal Property and the federal government has not expressed a need or use for the Personal Property; and
4. The use of the Personal Property for the purpose for which it is to be sold, leased or

otherwise disposed of will promote and foster the development and improvement of JMAA.

**WHEREAS**, JMAA Staff requested to sell and dispose of the pieces of Personal Property identified on Exhibit A by accepting bids for the sale of the pieces of Personal Property therein identified, in accordance with Section 61-3-19 (2) (b), Mississippi Code of 1972, as amended, and the Board authorizes JMAA Staff to sell and dispose of the pieces of JMAA's Personal Property identified on Exhibit A in said manner; and

**WHEREAS**, JMAA Staff requested that, if it is not able to sell and dispose of the pieces of Personal Property identified on Exhibit A by accepting bids for the sale of the pieces of Personal Property identified on Exhibit A, in accordance with Section 61-3-19 (2) (b), Mississippi Code of 1972, as amended, it requested the Board to authorize it to sell and dispose of the pieces of Personal Property identified on Exhibit A by either: (i) public sale to the highest bidder, in accordance with Section 61-3-19 (2) (c), Mississippi Code of 1972, as amended, or (ii) by use of an internet auction website, available to the public, in accordance with Section 61-3-19 (2) (d), Mississippi Code of 1972, as amended, and the Board authorizes JMAA Staff to sell and dispose of the pieces of JMAA's Personal Property identified on Exhibit A in either of said manners, if it is not able to sell and dispose of the pieces of Personal Property identified on Exhibit A by accepting bids for the sale of the pieces of Personal Property identified on Exhibit A, in accordance with Section 61-3-19 (2) (b), Mississippi Code of 1972, as amended;

**WHEREAS**, JMAA Staff shall act in accordance with POLICIES AND PROCEDURES OF JACKSON MUNICIPAL AIRPORT AUTHORITY REGARDING THE SALE OF PERSONAL PROPERTY during the course of selling and disposing of the pieces of JMAA's Personal Property, identified on Exhibit A attached, and all money received from the sale of the pieces of JMAA's Personal Property, identified on Exhibit A, shall be deposited into the account of JMAA for use by JMAA; and

**WHEREAS**, JMAA Staff during its 2017 property search efforts could not locate the personal property identified on Exhibit B attached to the Memorandum attached to this Resolution and Staff requests authority to write off said personal property from JMAA's internal asset subsidiary ledger.

**IT IS, THEREFORE, RESOLVED** that the Board of Commissioners declares as surplus property the pieces of JMAA's Personal Property, identified on Exhibit A; and

**IT IS, THEREFORE, FURTHER RESOLVED** that the Board of Commissioners authorizes JMAA Staff to sell and dispose of the pieces of JMAA's Personal Property, identified on Exhibit A attached, by accepting bids for the sale of the pieces of Personal Property identified on Exhibit A, in accordance with Section 61-3-19 (2) (b), Mississippi Code of 1972, as amended; and

**IT IS, THEREFORE, FURTHER RESOLVED** that if JMAA Staff is not able to sell and dispose of the pieces of Personal Property identified on Exhibit A by accepting bids for the

sale of the pieces of Personal Property identified on Exhibit A, in accordance with Section 61-3-19 (2) (b), Mississippi Code of 1972, as amended, the Staff is authorized to sell and dispose of the pieces of Personal Property identified on Exhibit A by either: (i) public sale to the highest bidder, in accordance with Section 61-3-19 (2) (c), Mississippi Code of 1972, as amended, or (ii) by use of an internet auction website, available to the public, in accordance with Section 61-3-19 (2) (d), Mississippi Code of 1972, as amended, and the Board authorizes JMAA Staff to sell and dispose of the pieces of JMAA's Personal Property identified on Exhibit A attached, in either of said manners, if it is not able to sell and dispose of the pieces of Personal Property identified on Exhibit A, by accepting bids for the sale of the pieces of Personal Property identified on Exhibit A, in accordance with Section 61-3-19 (2) (b), Mississippi Code of 1972, as amended; and

**IT IS, THEREFORE, FURTHER RESOLVED** that JMAA Staff shall act in accordance with POLICIES AND PROCEDURES OF JACKSON MUNICIPAL AIRPORT AUTHORITY REGARDING THE SALE OF PERSONAL PROPERTY during the course of selling and disposing of the pieces of JMAA's Personal Property, identified on Exhibit A, and all money received from the sale of the pieces of JMAA's Personal Property, identified on Exhibit A, shall be deposited into the account of JMAA for use by JMAA; and

**IT IS, THEREFORE, FURTHER RESOLVED** that JMAA Staff is authorized to write off from JMAA's internal asset subsidiary ledger the personal property identified on Exhibit B, which Staff could not locate during its 2017 property search efforts.

Yeas: Harris, Henley, Johnson, Reed

Nays: None

Abstentions: None

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**B. Construction Projects**

**3. East and West Concourse Terminal Upgrades, JAN: Authority to Reject Bids and Re-Advertise.....Page 57**

Mr. Darion Warren, Director of Capital Programming, explained the Board Memorandum for Project Title: JAN Terminal Upgrades, and the action requests listed therein, which appear on pages 57-59 in the Packet. Mr. Warren further presented from the JMAA PowerPoint Presentation at pages 16-19. The JMAA PowerPoint Presentation is attached as an exhibit to the December 21, 2017 Combined Work Session and Board Meeting Minutes.

In response to Commissioner Reed's inquiry, Mr. Warren informed the Board that the primary reason for the difference between the budget amount and the proposal amounts submitted was the Hearing Loops portion of the project. As such, the Hearing Loops portion will not be included in this project but addressed separately.

Commissioner Reed expressed to the Board her support for the Hearing Loops Project and stated that installation of the Hearing Loops would occur shortly hopefully.

In response to Commissioner Dr. Johnson's inquiry concerning the amount of savings to JMAA if by in-house Staff completes the Hearing Loops portion of the project, Mr. Warren informed the Board that he could provide the exact figure at a later date, and explained that the extensive labor associated with Hearing Loops installation is where JMAA will incur savings.

Chairman Pastor Henley then clarified and explained to the Commissioners that the PA system at JAN needs to be replaced and installation of the Hearing Loops System should be included in the system replacement. He added that once Staff received the proposals and realized that installation of the Hearing Loops System was a significant portion of the costs, it was decided to only complete the carpet installation portion of the project at this time and address the Hearing Loops portion along with the PA system replacement at a later date.

Mr. Warren agreed with Chairman Pastor Henley's summary and affirmed that this project is only for the carpet installation and removes any costs previously included for the Hearing Loops Installation. Therefore, there are no specific savings to identify at this time, but simply that it would be better to complete the Hearing Loops Installation along with the PA System replacement.

In response to Commissioner Dr. Johnson's additional inquiry, Mr. Bryan Helaire, IT Director, informed the Board that currently, Staff is in the process of starting the design process for the terminal paging system. He added that once the design is complete, Staff will come before the Board and request authority to procure services related to installing the system.

### **RESOLUTION CY-2017-163**

#### **RESOLUTION AUTHORIZING STAFF TO REJECT THE BID RECEIVED AS TO JAN TERMINAL UPGRADES AND RE-ADVERTISE WITH A MODIFIED SCOPE OF WORK**

Upon motion by Commissioner Dr. Johnson, seconded by Commissioner Reed, the following **RESOLUTION** was made and approved by unanimous vote (4-0-0).

**WHEREAS**, JMAA received one (1) bid in connection with the Terminal Upgrades project at the Jackson-Medgar Wiley Evers International Airport and the bid received exceeded the authorized construction budget amount of \$360,000.00; and

**WHEREAS**, the Board has considered the request of JMAA's Staff for authority to: (i) reject the sole bid received; and (ii) re-advertise for construction bids with a modified scope; and

**WHEREAS**, after reviewing the bid submittal Staff, along with JMAA’s design consultant, McAfee3 Inc., and JMAA’s Project Management Support Services Consultant, Kimley-Horn, recommended re-advertising the construction solicitation with a modified project scope that does not include the hearing loop system; and

**WHEREAS**, the Board finds that such requests, which are explained in the Memorandum dated December 21, 2017, at pages 57-59 of the Meeting Packet, ought to be granted.

**IT IS, THEREFORE, RESOLVED** JMAA received one (1) bid in connection with the Terminal Upgrades project at the Jackson-Medgar Wiley Evers International Airport and the bid received exceeded the authorized construction budget amount of \$360,000.00; and

**IT IS, THEREFORE, FURTHER RESOLVED** that JMAA’s Staff is authorized to: (i) reject the sole bid received; and (ii) re-advertise for construction bids with a modified scope; and

**IT IS, THEREFORE, FURTHER RESOLVED** that such requests are fully explained in the Memorandum dated December 21, 2017, at pages 57-59 of the Meeting Packet.

Yeas: Harris, Henley, Johnson, Reed

Nays: None

Abstentions: None

December 21, 2017

**C. Procurements**

None.

**D. Service Agreements**

1. *Common/Shared Use Passenger Processing System (C/SUPPS), JAN: Authority to Award.....Page 60*

Mr. Bryan Helaire, Director of Information Technology, explained the Board Memorandum for Project Title: Common/Shared Use Passenger Processing System, and the action requests listed therein, which appear on pages 60-62 in the Packet. Mr. Helaire further presented from the JMAA PowerPoint Presentation at pages 22-26. The JMAA PowerPoint Presentation is attached as an exhibit to the December 21, 2017 Combined Work Session and Board Meeting Minutes.

**RESOLUTION CY-2017-164**

**RESOLUTION GRANTING AUTHORITY TO: (I) EXECUTE AN AGREEMENT WITH SITA INFORMATION NETWORKING COMPUTING USA INC. (“SITA”)**

**FOR SERVICES IN SUPPORT OF A COMMON/SHARED-USE PASSENGER PROCESSING SYSTEM; AND (II) USE THE REMAINING BUDGET BALANCE TO SECURE ADDITIONAL NEEDED SERVICES OUTSIDE THE SCOPE OF SERVICES IN JMAA'S AGREEMENT WITH SITA**

Upon motion by Commissioner Reed, seconded by Commissioner Dr. Johnson, the following **RESOLUTION** was made and approved by majority vote 3-0-1.

**WHEREAS**, the Board has considered the request of JMAA Staff for authority to: (i) execute an agreement with SITA Information Networking Computing USA Inc. ("SITA"), a Delaware Corporation, headquartered in Atlanta, Georgia, to provide equipment; software; technical support; and training services in support of implementing a Common/Shared Use Passenger Processing System ("C/SUPPS") for the Jackson Municipal Airport Authority ("JMAA") for a total agreement amount of \$166,404.00; and (ii) use \$33,596.00, the remaining balance of the previously approved \$200,000.00 C/SUPPS Project Budget, to secure additional services, equipment; etc., outside the scope of work of JMAA's proposed agreement with SITA, that may arise and will be needed to complete the C/SUPPS Project; and

**WHEREAS**, the C/SUPPS will be deployed at the Jackson-Medgar Wiley Ever International Airport ("JAN"); and

**WHEREAS**, Multi-Con, Inc, a Mississippi corporation and Certified Disadvantaged Business Enterprise ("DBE"), will support SITA by supplying equipment, furnishing, and installation services and shall receive at least 46.7% of the total amount paid by JMAA to SITA and WDM Enterprises, LLC, a Mississippi Limited Liability Corporation and Certified DBE, will support SITA by performing data infrastructure services, and shall receive at least 2.4% of the total amount paid by JMAA to SITA; and

**WHEREAS**, the Board finds that such requests, which are explained in the Memorandum dated December 21, 2017, at pages 60-62 of the Meeting Packet, ought to be granted.

**IT IS, THEREFORE, RESOLVED** that the Board is authorized to: (i) execute an agreement with SITA Information Networking Computing USA Inc. ("SITA"), a Delaware Corporation, headquartered in Atlanta, Georgia, to provide equipment; software; technical support; and training services in support of implementing a Common/Shared Use Passenger Processing System ("C/SUPPS") for the Jackson Municipal Airport Authority ("JMAA") for a total agreement amount of \$166,404.00; and (ii) use \$33,596.00, the remaining balance of the previously approved \$200,000.00 C/SUPPS Project Budget, to secure additional services, equipment; etc., outside the scope of work of JMAA's proposed Agreement with SITA, that may arise and will be needed to complete the C/SUPPS Project; and

**IT IS, THEREFORE, FURTHER RESOLVED** that the C/SUPPS will be deployed at the Jackson-Medgar Wiley Ever International Airport ("JAN"); and

**IT IS, THEREFORE, FURTHER RESOLVED** that Multi-Con, Inc, a Mississippi corporation and Certified Disadvantaged Business Enterprise (“DBE”), will support SITA by supplying equipment, furnishing, and installation services and shall receive at least 46.7% of the total amount paid by JMAA to SITA and WDM Enterprises, LLC, a Mississippi Limited Liability Corporation and Certified DBE, will support SITA by performing data infrastructure services, and shall receive at least 2.4% of the total amount paid by JMAA to SITA; and

**IT IS, THEREFORE, FURTHER RESOLVED** that the Board finds that such requests are fully explained in the Memorandum dated December 21, 2017, at pages 60-62 of the Meeting Packet.

Yeas: Henley, Johnson, Reed  
Nays: None  
Abstentions: Harris

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**2. *East Metro Corridor Landscaping Services, JAN: Authority to Advertise RFB*.....Page 63**

Mr. Garry Montgomery, Maintenance Manager, explained the Board Memorandum for Project Title: East Metro Lawn and Landscaping Service, and the action requests listed therein, which appear on pages 63-64 in the Packet. Mr. Montgomery further presented from the JMAA PowerPoint Presentation at pages 27-30. The JMAA PowerPoint Presentation is attached as an exhibit to the December 21, 2017, Combined Work Session and Board Meeting Minutes.

In response to Commissioner Dr. Johnson’s inquiry, Mr. Montgomery informed the Board that having two (2) phases of the landscaping project instead of one (1) provides more opportunity for smaller companies to compete for the contract.

Next, in response to Commissioner Dr. Johnson’s additional inquiry, Mr. Montgomery informed the Board that a task list associated with the contract would be included in the bid packet which requests specific costs for each task listed. He added that the list would be included to ensure that the services needed are clearly identified and inform bidders of the work that must be performed. Thus, if any of the listed items are not completed, Mr. Montgomery stated that the service provider would not be paid.

In response to Vice-Chairman Harris’ inquiry, Mr. Newman explained that the request is for authority to publish two (2) bids. The first bid will be for lawn services related to phase I and the second bid will be for phase II, and the bids will be published during the same period.

**RESOLUTION CY-2017-165**

**RESOLUTION GRANTING AUTHORITY TO PUBLISH TWO (2) REQUESTS FOR BIDS FOR LAWN AND LANDSCAPING SERVICES AND APPROVAL OF THE FEE AMOUNT AND AGREEMENT TERMS**

Upon motion by Commissioner Dr. Johnson, seconded by Commissioner Reed, the following **RESOLUTION** was made and approved by unanimous vote (4-0-0).

**WHEREAS**, the Board has considered the request of JMAA’s Staff for: (i) authority to publish two (2) Request for Bids (“RFB”) for lawn and landscaping services as to land located adjacent to approximately four (4) miles of the East Metro Parkway, property owned by the Jackson Municipal Airport Authority (“JMAA”); (ii) approval of the total fee amount for services associated with Phase I and Phase II which shall not exceed \$150,000.00 annually or \$300,000.00 over the two (2) year term; and (iii) approval of the proposed two (2) year terms of the agreements; and

**WHEREAS**, Phase I and Phase II of the Parkway will be advertised as separate contracts; and

**WHEREAS**, the Board finds that such requests, which are explained in the Memorandum dated December 21, 2017, at pages 63-64 of the Meeting Packet, ought to be granted.

**IT IS, THEREFORE, RESOLVED** that: (i) the Board is authorized to publish two (2) Request for Bids (“RFB”) for lawn and landscaping services in connection with land located adjacent to approximately four (4) miles of the East Metro Parkway, owned by the Jackson Municipal Airport Authority (“JMAA”); (ii) the total fee amount for services associated with Phase I and Phase II which shall not exceed \$150,000.00 annually or \$300,000.00 during the two (2) year term; and (iii) the proposed two (2) year terms of the agreements are approved; and

**IT IS, THEREFORE, FURTHER RESOLVED** that Phase I and Phase II of the Parkway will be advertised as separate contracts; and

**IT IS, THEREFORE, FURTHER RESOLVED** that the Board finds that such requests are fully explained in the Memorandum dated December 21, 2017, at pages 63-64 of the Meeting Packet.

Yeas: Harris, Henley, Johnson, Reed

Nays: None

Abstentions: None

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**E. Grants**

None.



**F. Other Matters**

***1. Advertising Concessionaire Terminal (Interior), JAN: Authority to Advertise RFP.....Page 65***

Ms. Robyn Byrd, Procurement Manager, explained the Memorandum for Project Title: Authority to Advertise a Request for Proposal (“RFP”) for a Terminal (Interior) Advertising Concession Program and the action request listed therein, which appear on pages 65-67 in the Packet. Ms. Byrd further presented from the JMAA PowerPoint Presentation at pages 33-39. The JMAA PowerPoint Presentation is attached as an exhibit to the December 21, 2017, Combined Work Session and Board Meeting Minutes.

In response to Commissioner Reed’s inquiry, Ms. Byrd informed the Board that depending on the respondent selected and the amount of capital investment that will be made, possibly new advertisements could start within six (6) months.

In response to Commissioner Reed’s next inquiry, Mr. Newman informed the Board that currently at the airports there is no information advertising the two (2) recently opened museums in downtown Jackson, MS. He stated that Staff would reach out to the museums to get information to provide to the public at the airports.

Mr. Newman then confirmed Commissioner Dr. Johnson’s comment that the dates appearing in the PowerPoint, at page 39, should also appear in the Advertising Concessionaire Board Memo included in the Packet. Therefore, said date would be inserted into said Memorandum.

**RESOLUTION CY-2017-166**

**RESOLUTION AUTHORIZING STAFF TO SOLICIT PROPOSALS FOR A TERMINAL (INTERIOR) ADVERTISING CONCESSION PROGRAM**

Upon motion by Commissioner Reed, seconded by Commissioner Dr. Johnson, the following **RESOLUTION** was made and approved by unanimous vote (4-0-0).

**WHEREAS**, the Board has considered the request of JMAA Staff for authority to solicit proposals for a Terminal (Interior) Advertising Concession Program at the Jackson-Medgar Wiley Evers International Airport (“JAN”); and

**WHEREAS**, Staff is seeking to improve the current terminal advertisement program, increase revenue generation and improve the aesthetics of the current advertising at JAN; and

**WHEREAS**, the Concessionaire will pay JMAA a Minimum Annual Guarantee throughout the term of the Agreement; and

**WHEREAS**, the “Project Schedule” Section of the Memorandum at pages 65-67 of the Meeting Packet shall read as follows: December 2017: Authority to Advertise; January 2018: Advertise RFP; March 2018: Authority to Award; and April 2018: Execute Agreement; and

**WHEREAS**, the term of the agreement will be for ten (10) years, with two (2) optional two (2) year extensions; and

**WHEREAS**, the Board finds that such request, which is explained in the Memorandum dated December 21, 2017, as amended, at pages 65-67 of the Meeting Packet, ought to be granted.

**IT IS, THEREFORE, RESOLVED** that JMAA’s Staff is authorized to solicit proposals for a Terminal (Interior) Advertising Concession Program at the Jackson Medgar Wiley Evers International Airport (“JAN”); and

**IT IS, THEREFORE, FURTHER RESOLVED** that the Concessionaire will pay JMAA a Minimum Annual Guarantee throughout the term of the Agreement; and

**IT IS, THEREFORE, FURTHER RESOLVED** that the “Project Schedule” Section of the Memorandum at pages 65-67 of the Meeting Packet shall read as follows: December 2017: Authority to Advertise; January 2018: Advertise RFP; March 2018: Authority to Award; and April 2018: Execute Agreement; and

**IT IS, THEREFORE, FURTHER RESOLVED** that the term of the agreement will be for ten (10) years, with two (2) optional two (2) year extensions; and

**IT IS, THEREFORE, FURTHER RESOLVED** that the Board finds that such request is fully explained in the Memorandum, as amended, dated December 21, 2017, at pages 65-67 of the Meeting Packet.

Yeas: Harris, Henley, Johnson, Reed  
Nays: None  
Abstentions: None

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- 1. Advertising Concessionaire Outdoor (Exterior), JAN: Authority to Advertise RFP.....Page 68**

Ms. Robyn Byrd, Procurement Manager, explained the Memorandum for Project Title: Authority to Advertise a Request for Proposal (“RFP”) for an Outdoor (Exterior) Advertising Concession Program and the action request listed therein, which appear on pages 68-70 in the Packet. Ms. Byrd further presented from the JMAA PowerPoint Presentation at pages 40-45. The JMAA PowerPoint Presentation is attached as an exhibit to the December 21, 2017 Combined Work Session and Board Meeting Minutes.

Commissioner Dr. Johnson recommended that Staff require the concessionaires to provide input and recommendations as to possible advertising locations, etc. Further, the concessionaires should be required to provide research and data supporting any advertisement recommendations so that JMAA makes its decisions based on objective data and research.

**RESOLUTION CY-2017-167**

**RESOLUTION AUTHORIZING STAFF TO SOLICIT PROPOSALS FOR AN OUTDOOR (EXTERIOR) ADVERTISING CONCESSION PROGRAM**

Upon motion by Commissioner Reed, seconded by Commissioner Dr. Johnson, the following **RESOLUTION** was made and approved by unanimous vote (4-0-0).

**WHEREAS**, the Board considered the request of JMAA Staff for authority to solicit proposals for an Outdoor (Exterior) Advertising Concession Program at the Jackson-Medgar Wiley Evers International Airport (“JAN”); and

**WHEREAS**, Staff is seeking to add an outdoor (exterior) advertisement program to generate increased revenue for JMAA; and

**WHEREAS**, the Concessionaire will pay JMAA a Minimum Annual Guarantee throughout the term of the Agreement; and

**WHEREAS**, the “Project Schedule” of the Memorandum at pages 68-70 of the Meeting Packet shall read as follows: December 2017: Authority to Advertise; January 2018: Advertise RFP; March 2018: Authority to Award; and April 2018: Execute Agreement; and

**WHEREAS**, the term of the agreement will be for ten (10) years, with two (2) optional two (2) year extensions; and

**WHEREAS**, the Board finds that such request, which is explained in the Memorandum dated December 21, 2017, as amended, at pages 68-70 of the Meeting Packet, ought to be granted.

**IT IS, THEREFORE, RESOLVED** that JMAA’s Staff is authorized to solicit proposals for an Outdoor (Exterior) Advertising Concession Program at the Jackson-Medgar Wiley Evers International Airport (“JAN”); and

**IT IS, THEREFORE, FURTHER RESOLVED** that the Concessionaire will pay JMAA a Minimum Annual Guarantee throughout the term of the Agreement; and

**IT IS, THEREFORE, FURTHER RESOLVED** that the “Project Schedule” of the Memorandum at pages 68-70 of the Meeting Packet shall read as follows: December 2017:

Authority to Advertise; January 2018: Advertise RFP; March 2018: Authority to Award; and April 2018: Execute Agreement; and

**IT IS, THEREFORE, FURTHER RESOLVED** that the term of the agreement will be for ten (10) years, with two (2) optional two (2) year extensions; and

**IT IS, THEREFORE, FURTHER RESOLVED** that the Board finds that such request is fully explained in the Memorandum, as amended, dated December 21, 2017, at pages 68-70 of the Meeting Packet.

Yeas: Harris, Henley, Johnson, Reed

Nays: None

Abstentions: None

December 21, 2017

**G. New Business**

**1. *Attorney Regina May: Report on meeting with JMAA State Lobbyist, Cornerstone Government Affairs (“Cornerstone”)***

Attorney May informed the Board that JMAA’s legislative representatives participated in a meeting with JMAA’s State Lobbyist, Cornerstone Government Affairs. She stated that in addition to herself, Chairman Pastor Henley, Mr. Carl D. Newman, JMAA’s CEO, Mr. Perry Miller, JMAA’s COO and Ms. LaSeine Hilliard, JMAA Management Assistant, Executive, attended the meeting on behalf of JMAA. Additionally, the following representative of Cornerstone attended said meeting: Ms. Camille Scales Young, Principal & Director, Chris Champion, Vice President, and Elliot Flaggs, Vice President.

She then stated that the meeting went well and provided the Board with the highlights of the discussion held during the meeting as well as the salient points discussed. In particular, she announced that there was a consensus amongst the meeting attendees that JMAA hosts a meet & greet reception. She added that hopefully some of JMAA’s vendors would help sponsor the reception to assist with the expenses. Next, she encouraged the Board Members to attend some of the events appearing on the events calendar. She added that she would inform the Board of the key events to attend. Lastly, she announced that having Cornerstone as its lobbyist will be very beneficial to JMAA.

Commissioner Dr. Johnson suggested that JMAA expand the circle of invitees to include persons from around the state for the JMAA reception because state-wide allies of JMAA are very important.

Commissioner Reed referenced Mr. Newman’s previous comment concerning conversations with the Mississippi Museum of Art representatives and requested a status update. In response, Mr. Newman informed the Board that Staff met with the representative and that he

will provide further information at a later point.

### **OPEN SESSION**

Chairman Pastor Henley stated that it was necessary for the Board to enter Closed Session to determine if an Executive Session is appropriate and that he would entertain a motion to do this. Commissioner Dr. Johnson then moved that the Board go into a Closed Session to discuss whether to go into an Executive Session to consider matters that she believed could be discussed in Executive Session and Commissioner Reed seconded the motion.

The Board unanimously (4-0-0) resolved to close the Meeting. Chairman Pastor Henley asked all, except Mr. Carl Newman, CEO, Ms. Arnetrius Branson, CFO, attorneys from Walker Group, PC, and The May Law Firm, to leave the room.

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

The Board went into Closed Session at 9:42 a.m.

### **CLOSED SESSION**

Commissioner Dr. Johnson then moved that the Board enter Executive Session to discuss two (2) pending litigation matters, Cresslyn Bailey v. Jackson Municipal Airport Authority and Tony Yarber, et al. vs. Governor Dewey Phillip “Phil” Bryant, et al. and one (1) potential litigation matter regarding a criminal case. Commissioner Reed seconded the motion to enter Executive Session and the Commissioners unanimously (4-0-0) resolved to enter Executive Session for the stated purposes.

The Closed Session ended at 9:47 a.m.

### **OPEN SESSION**

Chairman Pastor Henley then invited all persons outside the room to re-enter, some did. Chairman Pastor Henley then stated in Open Session that the Board, during Closed Session, voted to enter Executive Session to discuss two (2) pending litigation matters Cresslyn Bailey v. Jackson Municipal Airport Authority and Tony Yarber, et al. vs. Governor Dewey Phillip “Phil” Bryant, et al. and one (1) potential litigation matter regarding a criminal case.

Chairman Pastor Henley asked all present, except for Mr. Carl Newman, CEO, Ms. Arnetrius Branson, CFO, attorneys from Walker Group, PC, and The May Law Firm, to leave the room. All present, with the exceptions noted, were directed to vacate the room; this was done.

The Board went into Executive Session at 9:48 a.m.

### **EXECUTIVE SESSION**

During the Executive Session, the Board discussed two (2) pending litigation matters, Cresslyn

Bailey v. Jackson Municipal Airport Authority and Tony Yarber, et al. vs. Governor Dewey Phillip “Phil” Bryant, et al. and one (1) potential litigation matter regarding a criminal case.

1. ***The Board took no action as to the pending litigation matter, Cresslyn Bailey v. Jackson Municipal Airport Authority.***
2. ***The Board took no action as to the pending litigation matter, Tony Yarber, et al. vs. Governor Dewey Phillip “Phil” Bryant, et al.***
3. ***The Board took no action as to one (1) potential litigation matter regarding a criminal case.***

Upon motion by Commissioner Dr. Johnson, seconded by Commissioner Reed and unanimous approval of the Commissioners present, the Executive Session ended at 10:04 a.m.

Open Session reconvened at 10:05 a.m.

### **OPEN SESSION**

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

Chairman Pastor Henley announced that the meeting was once again open. He then announced that no action was taken as to two (2) pending litigation matters, Cresslyn Bailey v. Jackson Municipal Airport Authority and Tony Yarber, et al. vs. Governor Dewey Phillip “Phil” Bryant, et al. and one (1) potential litigation matter regarding a criminal case.

### **VIII. ADJOURNMENT**

Thereafter, it was moved by Commissioner Reed, seconded by Commissioner Dr. Johnson, and resolved by a unanimous vote of the Commissioners present that the meeting of the Board was ADJOURNED at 10:06 a.m.

Respectfully submitted,

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Pastor James L. Henley, Jr., Commissioner and Chairman

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Ms. LaWanda D. Harris, Commissioner and Vice-Chairman

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Rosie L.T. P. Johnson, Ph.D., Commissioner

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Ms. Evelyn O. Reed, Commissioner

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LTC(R) Lucius Wright, Commissioner