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 Regular Meeting in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport (“JAN”), in Jackson, Mississippi, at 4:01 p.m. on December 24, 2014 (the “Meeting”), pursuant to proper notice.

Chair LaWanda Harris, presiding, called the Meeting to order at 4:01 p.m., and called the roll of Commissioners.

The following Commissioners were present in person at the Meeting.

LaWanda D. Harris, Commissioner and Chair
Vernon W. Hartley, Sr., Commissioner and Vice Chair
Dr. Rosie L.T. Pridgen, Commissioner
Pastor James L. Henley, Jr., Commissioner

The following Commissioner attended the Meeting telephonically.

Evelyn Reed, Commissioner

Chair Harris 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 Regular Monthly Meeting of the Board scheduled for 4:00 p.m. on Monday, December 22, 2014, 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.

Bonnie Wilson, JMAA Interim Chief Executive Officer
John L. Walker, Walker Group, PC Attorneys at Law
Kevin Bass, Walker Group, PC Attorneys at Law
John Richard May, Jr., The May Law Firm, PLLC
Regina Quinn, The May Law Firm, PLLC
And persons listed on EXHIBIT A: Sign in Sheet for 12-22-14

II. INVOCATION

Commissioner Pastor James L. Henley, Jr., gave the invocation.

III. APPROVAL AND EXECUTION OF MINUTES
A. Regular Work Session of the Board of Commissioners, November 20, 2014
B. Regular Meeting of the Board of Commissioners, November 24, 2014

RESOLUTION CY-2014-164

APPROVAL AND EXECUTION OF NOVEMBER MINUTES

After discussion and review and upon the motion made by Commissioner Pridgen, seconded by Vice Chair Hartley, and approved by the affirmative votes of all Commissioners present, the following resolution was made and entered.

RESOLVED, that the Board hereby approves the Minutes of the Regular Work Session, November 20, 2014 and the Regular Meeting of the Board of Commissioners, November 24, 2014 as presented and directs that said minutes be filed in the appropriate minute book and records of the Authority.

Yeas: Hartley, Henley, Pridgen, Harris, Reed
Nays: None
Abstentions: None

December 22, 2014

IV. PUBLIC COMMENTS

None.

V. REPORTS

A. Chair Harris

Chair Harris acknowledged all persons in attendance and wished all Happy Holidays.

B. Interim Chief Executive Officer

Ms. Wilson then addressed comments to the Board as she “walked” through Agenda items and made references to supporting documentation in the Packet for 12-22-2014 (“Meeting Packet”). The Meeting Packet is attached as an Exhibit to the December 22, 2014 Regular Monthly Meeting Minutes.

1. Airport Project Manager Summary, Period Ending
   November 30, 2014.......................................................................................................................... Page 1
Ms. Wilson and the Board congratulated in his absence, Mr. Melvin Robinson, III, Communications Officer, in JMAA’s Security Department, for his selection as JMAA Employee of the Month for December, 2014.

Ms. Wilson and the Board congratulated Mr. Shadrick Benjamin, Information Technology Specialist, for his selection as JMAA Employee of the Year for 2014. Ms. Wilson noted that this award is highly regarded as it is granted pursuant to a peer review process. The Board members present were photographed with Mr. Benjamin.


**RESOLUTION CY-2014-165**

**RESOLUTION AUTHORIZING “THANK YOU” LETTER TO CONGRESSMAN BENNIE G. THOMPSON**

Upon motion by Vice Chair Hartley, seconded by Commissioner Pridgen, the following **RESOLUTION** was made and unanimously approved.

**WHEREAS**, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") has considered the request of JMAA’s staff for authority to send a letter on behalf of the Board to Congressman Bennie G. Thompson thanking him for his support of the aviation industry by introducing the Aviation Security Stakeholder Participation Act of 2014.

**IT IS THEREFORE, RESOLVED** JMAA’s staff is hereby authorized to send a letter on behalf of the JMAA Board of Commissioners to Congressman Bennie G. Thompson thanking him for his support of the aviation industry by introducing the Aviation Security Stakeholder Participation Act of 2014.

Yeas: Hartley, Pridgen, Harris, Reed, Henley
Nays: None
Abstentions: None

December 22, 2014

C. **Attorney**

Attorney Walker reported that there have been no new changes or developments to the matters discussed during the December 18, 2014 Workshop Session, and that there had been
no changes to the status of the Über report. He then wished everyone a Merry Christmas and Happy New Year!

VI. ACTION ITEMS

A. Financial Matters

1. Financial Reports for November 2014

   a. Balance Sheet: Accept................................................................. Page 35
   b. Income Statement: Accept.......................................................... Page 36

Chair Harris directed the Board’s attention to the Balance Sheet, Income Statement and the Claims Docket for November, 2014 included in the Packet.

RESOLUTION CY-2014-166

RESOLUTION ACCEPTING / APPROVING NOVEMBER FINANCIAL REPORTS

Upon motion by Commissioner Pastor Henley, seconded by Vice Chair Hartley, the following RESOLUTION was made and unanimously approved.

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") has reviewed and considered the Authority’s Balance Sheet and Income Statement (the "Financial Reports") for the month and period ending November 30, 2014, which were included in the Packet, pages 35-38, and was distributed to the Board prior to the December 22, 2014, Regular Meeting of the Board.

IT IS THEREFORE, RESOLVED that the Board hereby accepts and approves the Financial Reports: Balance Sheet and Income Statement for November, 2014.

Yeas: Hartley, Pridgen, Harris, Reed, Henley
Nays: None
Abstentions: None

December 22, 2014

Commissioner Pastor Henley noted that through the month ending November 30, 2014 as well as cumulative for the year, the financial records reflect that JMAA is ahead of the budget, as it relates to current income.


Commissioner Reed asks for clarification about the portrait fees listed in the Claims Docket.
Ms. Wilson informed the Board that the portrait fee related to several “head shot” portraits taken of several JMAA employees for the JMAA website. Also it included Commissioner Pridgen’s portrait.

Next, Commissioner Reed stated that she believed that the fee for Yolanda McElroy was $5,200.00 and therefore she did not understand the $7,500.00 fee on the Claims Docket for Ms. McElroy. Chair Harris explained that the Board Resolution and the Contract provided for a gross fee of $15,000.00 payable in two (2) payments of $7,500.00. Commissioner Reed requested that an itemized statement be submitted as to the payment provided to Yolanda McElroy for organizing the December 29, 2014 event welcoming CEO Carl D. Newman.

Commissioner Reed also asked for clarification as to the “AVIATION Airport Research Development” payment. Mr. Gary Cohen responded that the fees are paid once a year for fingerprinting services.

RESOLUTION CY-2014-167

RESOLUTION APPROVING CLAIMS DOCKET

Upon motion by Commissioner Pridgen, seconded by Commissioner Hartley, the following RESOLUTION was made and adopted on the majority vote (4-1-0) of the Commissioners.

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") has reviewed and considered the Authority’s Claims Docket (“Claims”) for the month and period ending November 30, 2014, which were included in the Packet, pages 39-45, and was distributed to the Board prior to the December 22, 2014, Regular Meeting of the Board,

IT IS THEREFORE, RESOLVED that the Board hereby authorizes payment of the Claims in the amount of $1,543,391.00.

Yea: Hartley, Pridgen, Harris, Reed,
Nays: Henley
Abstentions: None

December 22, 2014

2. Fiscal Year 2014 Audit

Commissioner Henley noted that 2014 audit report is almost complete and the report should be presented at the January Monthly Board Meeting.

RESOLUTION CY-2014-168
RESOLUTION DESIGNATING COMMISSIONER PASTOR HENLEY AS
COMMISSIONER REPRESENTATIVE FOR AUDITS

Upon motion by Vice Chair Hartley, seconded by Commissioner Pridgen, the following RESOLUTION was made and unanimously approved.

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") considered designating Commissioner Pastor Henley to serve as the Board’s representative and point of contact with the external auditors to perform duties including, but not limited to,: (1) reviewing findings of the auditors, (2) making recommendations to the auditors, and (3) assisting in preparation of the final report, prior to presentation of the report to the Board of Commissioners for acceptance.

IT IS THEREFORE, RESOLVED that the Board hereby designates Commissioner Pastor Henley to serve as the Board’s representative and point of contact with the external auditors to perform duties including, but not limited to,: (1) reviewing findings of the auditors, (2) making recommendations to the auditors, and (3) assisting in preparation of the final report, prior to presentation to the Board of Commissioners for acceptance.

Yeas: Hartley, Pridgen, Harris, Reed, Henley
Nays: None
Abstentions: None

December 22, 2014

B. Service Agreements

1. Stenographic and Transcription Services, JAN: Authorize Agreement (Metro Court Reporting Services)………………………………………………………Page 46

RESOLUTION CY-2014-169

RESOLUTION AS TO EXECUTING PROFESSIONAL SERVICES AGREEMENT WITH METRO COURT REPORTING SERVICES TO PROVIDE STENOGRAPHIC AND TRANSCRIPTION SERVICES.

Upon motion by Vice Chair Hartley, seconded by Commissioner Pastor Henley, the following RESOLUTION was made and unanimously approved

WHEREAS, the Board has considered the request of JMAA’s staff for authority to execute a professional services agreement with Barbara Crawford, doing business as Metro Court Reporting Services (“Metro”), a Jackson, Mississippi-based, African-American woman-owned business enterprise for services in support of the DBE Program, for service fees not to exceed $7,500.00. The Board finds that such request, which is more fully explained in a memorandum dated December 22, 2014, at pages 46-47 of the Meeting Packet, ought to be granted.
IT IS THEREFORE, RESOLVED that JMAA’s staff is authorized to execute a professional services agreement with Barbara Crawford, doing business as Metro Court Reporting Services (“Metro”), a Jackson, Mississippi-based, African-American woman-owned business enterprise for services in support of the DBE Program, for service fees not to exceed $7,500.00. The Board finds that such request is more fully explained in a memorandum dated December 22, 2014, at pages 46-47 of the Meeting Packet.

Yeas: Hartley, Pridgen, Harris, Reed, Henley
Nays: None
Abstentions: None

December 22, 2014

2. Roadside Assistance Program for JMAA Vehicles, JMAA: Authorize Agreement (Paragon Motor Club, Inc.)..................................................Page 48

RESOLUTION CY-2014-170

RESOLUTION AS TO SERVICE AGREEMENT FOR EMERGENCY ROADSIDE ASSISTANCE WITH PARAGON MOTOR CLUB

Upon motion by Vice Chair Hartley, seconded by Commissioner Pridgen, the following RESOLUTION was made and unanimously approved

WHEREAS, the Board has considered the request of JMAA’s staff for authority to execute a service agreement with Paragon Motor Club, Inc., (“Paragon”) of Austin, Texas, a foreign corporation, not licensed to do business in Mississippi, to provide emergency roadside assistance to authorized operators of vehicles owned and registered to the Jackson Municipal Airport Authority for the period of one calendar year commencing January 1, 2015 through December 31, 2015. The Board finds that such request, which is more fully explained in a memorandum dated December 10, 2014, at pages 48-50 of the Meeting Packet, ought to be granted.

IT IS THEREFORE, RESOLVED that JMAA’s Staff is authorized to execute a service agreement with Paragon Motor Club, Inc., (“Paragon”) of Austin, Texas, a foreign corporation, not licensed to do business in Mississippi, to provide emergency roadside assistance to authorized operators of vehicles owned and registered to the Jackson Municipal Airport Authority for the period of one calendar year commencing January 1, 2015 through December 31, 2015. The Board finds that such request is more fully explained in a memorandum dated December 10, 2014, at pages 48-50 of the Meeting Packet.

Yeas: Hartley, Pridgen, Harris, Reed, Henley
Nays: None
Abstentions: None
December 22, 2014

C. Construction Projects

None

D. Procurements

None

E. Grants

None

F. Other Matters

Ms. Wilson then directed the Board’s attention to the following Agenda items and requests for the Board’s approval.

1. Early Issues

(a) Bully’s Restaurant
(b) Tony’s Tips
(c) ADK Executive Search

RESOLUTION CY-2014-171

RESOLUTION AS TO AUTHORIZING DECEMBER 2014 PAYMENTS: $445.50 TO BULLY’S RESTAURANT, $2,125.00 TO TONY’S TIPS AND $15,337.77 TO ADK EXECUTIVE SEARCH.

Upon motion by Commissioner Pastor Henley, seconded by Vice Chair Hartley, the following RESOLUTION was made and unanimously approved

WHEREAS, the Board has considered the request of JMAA’s staff for authority to provide payment of $445.50 to Bully’s Restaurant for the meal prepared for the December 22, 2014 JMAA Board Meeting; $2,125.00 to Tony’s Tips for the meal prepared for the December 19, 2014 employee service award Christmas Luncheon; and $15,337.77 to ADK Executive Search as the final installment and expense reimbursements for its search, screening, etc. services for a new CEO. The Board finds that such requests, which are more fully explained in a memorandum dated December 19, 2014, at page 51 of the Meeting Packet, ought to be granted.

IT IS THEREFORE, RESOLVED that JMAA’s Staff is authorized to provide payment of
$445.50 to Bully’s Restaurant for the meal prepared for the December 22, 2014 JMAA Board Meeting; $2,125.00 to Tony’s Tips for the meal prepared for the December 19, 2014 employee service award Christmas Luncheon; and $15,337.77 to ADK Executive Search as the final installment and expense reimbursements for its search, screening, etc services for a new CEO. The Board finds that such requests are more fully explained in a memorandum dated December 19, 2014, at page 51 of the Meeting Packet.

Yeas: Hartley, Pridgen, Harris, Reed, Henley
Nays: None
Abstentions: None

December 22, 2014

2. Board Travel

(a) Vice Chair Hartley’s Committee Participation, JMAA: Approve Participation………………………………………………………………Page 52

RESOLUTION CY-2014-172

RESOLUTION APPROVING COMMISSIONER HARTLEY’S PARTICIPATION IN THE AIRPORTS COUNCIL INTERNATIONAL-NORTH AMERICA’S ENVIRONMENTAL AFFAIRS COMMITTEE, AS A LIAISON FOR THE COMMISSIONER’S COMMITTEE

Upon motion by Commissioner Pastor Henley, seconded by Commissioner Pridgen, the following RESOLUTION was made and unanimously approved

WHEREAS, Vernon Hartley, Sr., Vice Chair of the Board of Commissioners for the Jackson Municipal Airport Authority was invited by The Chair of the Airports Council International-North America (ACI-NA) to serve as the ACI-NA Liaison to the Environmental Affairs Committee; and

WHEREAS, the ACI-NA represents local, regional, and state governing bodies that own and operate commercial airports in the United States and Canada and ACI-NA’s mission is to advocate policies and provide services that strengthen the ability of commercial airports to serve their passengers customers and communities; and

WHEREAS, the Board has considered Vice Chair Hartley’s request to become the ACI-NA Liaison to the Environmental Affairs Committee of the ACI-NA and believes that his serving in this capacity will provide insight and knowledge to JMAA as to environmental matters;

IT IS THEREFORE, RESOLVED the Board hereby supports and approves that Vice Chair Hartley, after being invited by the Chair of ACI-NA, to become the ACI-NA Liaison to the
Environmental Affairs Committee.

Yeas: Hartley, Pridgen, Harris, Reed, Henley
Nays: None
Abstemtions: None

December 22, 2014

(b) Vice Chair Hartley’s Travel to ACI-NA Environmental Affairs Meeting, JMAA: Approve Travel (Steering Group Meeting, Washington, DC, January 15-16, 2015)

RESOLUTION CY-2014-173

RESOLUTION APPROVING VICE-CHAIR VERNON HARTLEY’S TRAVEL TO AND PARTICIPATION IN THE ACI-NA’S ENVIRONMENTAL AFFAIRS COMMITTEE MEETING IN WASHINGTON, DC, JANUARY 15-16, 2015

Upon motion by Commissioner Pastor Henley, seconded by Commissioner Pridgen, the following RESOLUTION was made and unanimously approved

WHEREAS, the Environmental Steering Group and Orientation Meeting in Washington D.C. will offer a great opportunity for engagement and training on environmental issues, of importance to the Jackson Municipal Airport Authority (Authority of JMAA), with airport professionals, executives and industry leaders as set forth on the Agenda for the 2015 Meeting, attached to the Minutes of the December 22, 2014 Regular Board Meeting Minutes;

WHEREAS, the Board of Commissioners of JMAA recommends approves and authorizes the travel, lodging and related expenses for Vice Chair Hartley to attend and participate in the Environmental Steering Group and Orientation Meeting January 15-16, 2015 in Washington D.C. for the reasons cited above; and

WHEREAS, the Board has considered the foregoing and has considered the benefits which will accrue to the Authority from attendance by Vice Chair Vernon Hartley at the Environmental Steering Group and Orientation Meeting;

IT IS THEREFORE, RESOLVED the Board hereby (i) finds and determines that participation by Vice Chair Hartley in the 2015 Environmental Steering Group and Orientation Meeting during the period January 15-16, 2015 in Washington D.C. will be extremely beneficial to the Authority for the reasons cited above, and (ii) approves and authorizes payment and reimbursement for travel, lodging and related expenses for Vice Chair Hartley to attend and participate in 2015 Environmental Steering Group and Orientation Meeting January 15-16, 2015 in Washington D.C. as described above, in accordance with the Travel Policy of JMAA’s Commissioners.

Yeas: Hartley, Pridgen, Harris, Reed, Henley
RESOLUTION APPROVING VICE-CHAIR VERNON HARTLEY’S TRAVEL TO AND PARTICIPATION IN THE ENVIRONMENTAL AFFAIRS COMMITTEE SPRING CONFERENCE IN VANCOUVER, BC, MARCH 22-25, 2015

Upon motion by Commissioner Pastor Henley, seconded by Commissioner Pridgen, the following RESOLUTION was made and unanimously approved:

WHEREAS, the AIRPORTS COUNCIL INTERNATIONAL-NORTH AMERICA’s 2015 Environmental Affairs Conference brings together airport environmental staff, experienced consultants and experts to learn the latest on how federal, state, and local regulations and policies are affecting airport operations in the U.S. and Canada; and

WHEREAS, The 2015 conference will offer a great opportunity for engagement with airport professionals, executives and industry leaders about aviation trends and a multitude of issues of importance to the Jackson Municipal Airport Authority (Authority of JMAA) as set forth in the Agenda for the 2015 Conference, attached to the Minutes of the December 22, 2014 Regular Board Meeting Minutes;

WHEREAS, the Board of Commissioners of JMAA recommends approves and authorizes the travel, lodging and related expenses for Vice Chair Hartley to attend and participate in the 2015 Environmental Affairs Conference March 22-25, 2015 in Vancouver, BC for the reasons cited above; and

WHEREAS, the current Travel Policy for the Board (“Travel Policy”), states that travel outside the continental limits of the United States by a Commissioner on behalf of the Authority shall not be permitted at Authority’s expense unless there is specific prior approval by the Board and a determination by the Board that such travel would be “extremely beneficial” to the Authority; and

WHEREAS, the Board has considered the foregoing and has considered the benefits which would accrue to the Authority from the attendance by the Vice Chair Hartley at the 2015 Environmental Affairs Conference;

IT IS THEREFORE, RESOLVED the Board hereby (i) finds and determines that participation by Vice Chair Hartley in the 2015 Environmental Affairs Conference, March
22-25, 2015 in Vancouver, BC will be extremely beneficial to the Authority for the reasons cited above, and (ii) approves and authorizes payment and reimbursement for travel, lodging and related expenses for Vice Chair Hartley to attend and participate in 2015 Environmental Affairs Conference as described above, all in accordance with the Travel Policy for JMAA’s Commissioners.

Yeas: Hartley, Pridgen, Harris, Reed, Henley
Nays: None
Abstentions: None

December 22, 2014

3. **Correction of Employee Taxable Benefit Form**

**RESOLUTION CY-2014-175**

**RESOLUTION DIRECTING STAFF TO FILE AMENDED IRS FORMS TO REFLECT PREVIOUSLY UNREPORTED, UNDOCUMENTED MILES AS A TAXABLE BENEFIT**

Upon motion by Commissioner Pastor Henley, seconded by Commissioner Pridgen, the following RESOLUTION was made and adopted on the majority vote (4-0-1) of the Commissioners.

**WHEREAS**, the Board has considered a motion to direct JMAA staff to amend the compensation documents related to the former CEO to reflect the differential between actual mileage reported and actual mileage driven by the former CEO upon returning JMAA’s Vehicle issued to the former CEO pursuant to the JMAA Policies and Procedures. The Board further considers directing JMAA Staff to comply with the initial recommendation by the CPA Firm and ensure that the differential amounts referenced above be reflected in any W-2s, 941s or 940s that are sent out on behalf of JMAA.

**IT IS THEREFORE, RESOLVED** that JMAA’s staff is directed to amend the compensation documents related to the former CEO to reflect the differential between actual mileage reported and actual mileage driven by the former CEO upon returning JMAA’s Vehicle issued to the former CEO pursuant to the JMAA Policies and Procedures. The Board further directs JMAA Staff to comply with the initial recommendation by the CPA Firm and ensure that the differential amounts referenced above be reflected in any W-2s, 941s or 940s that are sent out on behalf of JMAA.

Yeas: Hartley, Pridgen, Reed, Henley
Nays: None
Abstentions: Harris

December 22, 2014
G. New Business

1. **Chief Executive Officer’s Contract: Authorize Chair to Execute Contract**

**RESOLUTION CY 2014-176**

**RESOLUTION TO AUTHORIZE JMAA CHAIR LAWANDA HARRIS TO SIGN A CONTRACT TO EMPLOY MR. CARL D. NEWMAN AS THE CHIEF EXECUTIVE OFFICER FOR THE JACKSON MUNICIPAL AIRPORT AUTHORITY**

Upon motion by Vice Chair Hartley, seconded by Commissioner Pastor Henley, the following **RESOLUTION** was made and unanimously approved

WHEREAS, I, Vernon Hartley move to authorize JMAA Chair LaWanda Harris to sign a contract to employ Mr. Carl D. Newman as the Chief Executive Officer for the Jackson Municipal Airport Authority and for the contract to containing previously negotiated terms and conditions, including, but not limited to the following:

- Begin work as the Chief Executive Officer of JMAA on or before January 2, 2015
- Agree to live inside the corporate limits of Jackson MS during his tenure as the Chief Executive Officer of JMAA
- A five (5) year contract with an initial annual salary of Two Hundred Thousand Dollars and no cents ($200,000.00)
- An automobile (subject to JMAA’s written policies as to employee use of JMAA vehicles)
- Two (2) cell phones
- Laptop computer
- Reimbursement for all out-of-pocket expenses reasonably incurred while performing his duties as CEO
- All employment benefit and welfare programs that JMAA shall have or shall make available from time to time to its employees, on the same terms and conditions as other employees, as set forth in Chapter 4 of JMAA’s current Employee Handbook, pages 50 – 77
- Reimbursement upon submission of invoices and actual expense receipts, in an amount not to exceed Fifteen Thousand Dollars ($15,000.00), for reasonable and necessary moving expenses of Mr. Newman and his household from the Houston, TX
area to Jackson, MS.

Yeas: Hartley, Pridgen, Reed, Henley  
Nays: None  
Abstentions: None

December 22, 2014

**VII. ADJOURNMENT**

Thereafter, it was moved by Commissioner Pastor Henley, seconded by Vice Chair Hartley, and unanimously resolved that the meeting of the Board be ADJOURNED at 4:33 p.m.

Respectfully submitted,

_____________________________________
Ms. LaWanda D. Harris, Chair

_____________________________________
Mr. Vernon W. Hartley, Sr., Vice Chair

_____________________________________
Ms. Evelyn O. Reed, Commissioner

_____________________________________
Pastor James L. Henley, Jr., Commissioner

_____________________________________
Dr. Rosie L.T. Pridgen, Commissioner