

**REGULAR MONTHLY MEETING OF JACKSON MUNICIPAL
AIRPORT AUTHORITY BOARD OF COMMISSIONERS
FEBRUARY 23, 2015**

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 4:00 p.m. on February 23, 2015 (the “Meeting”), pursuant to proper notice.

Chair LaWanda Harris, presiding, called the Meeting to order at 4:02 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
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, February 23, 2015, 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 Chief Operating Officer
John L. Walker, Walker Group, PC Attorneys at Law
Kevin Bass, Walker Group, PC Attorneys at Law
Regina Quinn, The May Law Firm, PLLC
John Richard May, Jr., The May Law Firm, PLLC
And persons listed on [EXHIBIT A: Sign in Sheet for 2-23-15](#)

The following person attended the Meeting telephonically.

Carl D. Newman, Chief Executive Officer

II. INVOCATION

Commissioner Dr. Pridgen gave the invocation.

III. APPROVAL AND EXECUTION OF MINUTES

A. Regular Work Session of the Board of Commissioners, January 22, 2015

B. Regular Meeting of the Board of Commissioners, January 26, 2015

RESOLUTION CY-2015-21

APPROVAL AND EXECUTION OF JANUARY MINUTES

After discussion and review and upon the motion made by Vice Chair Hartley, seconded by Commissioner Reed, the Minutes of the Regular Work Session January 22, 2015 and the Regular Meeting, January 26, 2015 were approved by the affirmative votes of all Commissioners present, and the following resolution was made and entered.

RESOLVED, that the Board hereby approves the Minutes of the Regular Work Session, January 22, 2015 and the Regular Meeting of the Board of Commissioners, January 26, 2015 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

February 23, 2015

IV. PUBLIC COMMENTS

None.

V. REPORTS

A. Chair Harris

Chair Harris had no reports

B. Chief Executive Officer

Ms. Bonnie Wilson, COO, presented and Mr. Carl D. Newman, CEO, attended telephonically as the weather caused the cancellation of his return flight to Jackson.

Ms. Wilson addressed comments to the Board as she went through Agenda items and made references to supporting documentation in the **Packet for 2-23-2015 ("Meeting Packet")**. The Meeting Packet is attached as an [Exhibit](#) to the February 23, 2015 Regular Monthly Meeting Minutes.

1. Airport Project Manager Summary, Period Ending

January 31, 2015..... Page 1¹

*2. Airport Activity Statistics Report, Period Ending
January 31, 2015..... Page 14*

3. Employee and Organizational Recognitions..... Page 28

Ms. Wilson and the Board congratulated Corporal Le-Sheena Lewis, Patrol Officer in JMAA’s Department of Public Safety, for her selection as JMAA Employee of the Month for February, 2015, and presented the award to her. The Board then took a photograph with Corporal Lewis.

C. Attorney

Attorney Walker reported that he is still waiting to hear from Dr. James Renick, Provost, Jackson State University (“JSU”) as to JSU’s Academic Deans meeting with the Board during the March 19, 2015 Work Session. Mr. Walker added he will address several other matters later on the Agenda during Executive Session.

VI. ACTION ITEMS

A. Financial Matters

1. Financial Reports for January 2015

- a. Balance Sheet: Accept..... Page 29
- b. Income Statement: Accept..... Page 30

Chair Harris directed the Board’s attention to the Balance Sheet, Income Statement and the Claims Docket for January, 2015 included in the Packet.

Vice Chair Hartley congratulated Mr. Gary Cohen, CFO, on his retirement and wished him the best with his future endeavors as the Board of Commissioners, along with audience members applauded Mr. Cohen.

RESOLUTION CY-2015-22

RESOLUTION ACCEPTING/APPROVING JANUARY INCOME STATEMENT

Upon motion by Vice Chair Hartley, seconded by Commissioner Dr. Pridgen, the following **RESOLUTION** was made and approved by majority vote (4-1-0).

¹ “Page #” refers to the page number in the meeting Packet.

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") has reviewed and considered the Authority's Income Statement for the month and period ending January 31, 2015, which was included in the Packet, pages 30-32, and was distributed to the Board prior to the February 23, 2015 Regular Meeting of the Board.

IT IS THEREFORE, RESOLVED that the Board hereby accepts and approves the Income Statement for January, 2015.

Yeas: Hartley, Pridgen, Harris, Reed

Nays: Henley

Abstentions: None

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RESOLUTION CY-2015-23

RESOLUTION ACCEPTING/APPROVING JANUARY BALANCE SHEET

Upon motion by Vice Chair Hartley, seconded by Commissioner Dr. 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 reviewed and considered the Authority's Balance Sheet for the month and period ending January 31, 2015, which was included in the Packet, page 29, and was distributed to the Board prior to the February 23, 2015 Regular Meeting of the Board.

IT IS THEREFORE, RESOLVED that the Board hereby accepts and approves the Balance Sheet for January, 2015.

Yeas: Hartley, Pridgen, Harris, Reed, Henley

Nays: None

Abstentions: None

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- c. Claims Docket for January, 2015: Approve..... Page 33

Chair Harris announced that the Claims Docket would be visited later on the agenda.

B. Service Agreements

- 1. *Software Licenses and Support Agreements, JMAA: Authorize Renewals.....Page 39*

RESOLUTION CY-2015-24

RESOLUTION AS TO RENEWING CERTAIN SOFTWARE LICENSING AND SUPPORT AGREEMENTS FOR SOFTWARE PACKAGES EXPIRING IN 2015

Upon motion by Commissioner Dr. Pridgen, 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 renew certain software license and support agreements for software packages currently registered to the Jackson Municipal Airport Authority (JMAA) that will expire in Calendar Year 2015. The Board finds that such request, which is more fully explained in a memorandum dated February 3, 2015, at pages 39-43 of the Meeting Packet, ought to be granted.

IT IS THEREFORE, RESOLVED that JMAA’s staff is authorized to renew certain software license and support agreements for software packages currently registered to the Jackson Municipal Airport Authority (JMAA) that will expire in Calendar Year 2015. The Board finds that such request is more fully explained in a memorandum dated February 3, 2015, at pages 39-43 of the Meeting Packet.

Yeas: Hartley, Pridgen, Harris, Reed, Henley

Nays: None

Abstentions: None

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- 2. *TimeStare Migration, JMAA: Approve Agreement (Insperty Business Services, LP).....Page 42*

RESOLUTION CY-2015-25

RESOLUTION AS TO SERVICE AGREEMENT FOR SOFTWARE SUPPORT SERVICES WITH INSPERTY BUSINESS SERVICES, LP D/B/A INSPERTY TIME AND ATTENDANCE

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 an agreement with Insperty Business Services, LP d/b/a Insperty Time and Attendance (“Insperty”) (formerly known as Galaxy Technologies), to provide professional software support services necessary to migrate the Time Star payroll and attendance software currently used by the Jackson Municipal Airport Authority (JMAA) to a new SQL server for a fixed fee of \$800.00. The Board finds that such request, which is more fully explained in a

memorandum dated February 3, 2015, at pages 42-43 of the Meeting Packet, ought to be granted.

IT IS THEREFORE, RESOLVED that JMAA's Staff is authorized to execute an agreement with Insperity Business Services, LP d/b/a Insperity Time and Attendance ("Insperity") (formerly known as Galaxy Technologies), to provide professional software support services necessary to migrate the Time Star payroll and attendance software currently used by the Jackson Municipal Airport Authority (JMAA) to a new SQL server for a fixed fee of \$800.00. The Board finds that such request is more fully explained in a memorandum dated February 3, 2015, at pages 42-43 of the Meeting Packet.

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

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3. *Drug and Alcohol Consortium Agreement, JMAA: Authorize Request for Proposals.....Page 44*

Ms. Wilson commented that the Expert and Legal Services components, included in the Work Session Board Memo were removed, as requested, from the current Board Memo.

Vice-Chair Hartley asked if the removal of these services affected the contract price in any manner.

Ms. Wilson responded that there was no reduction in costs as the Expert and Legal Services were to be provided on an as needed basis.

Commissioner Reed asked if the Expert and Legal Services components were needed.

Ms. Wilson responded that JMAA never used those services in the past.

Mr. Newman added that if JMAA finds it necessary to engage Expert and Legal Services JMAA will seek them elsewhere. Further, because the services were never used in the past there is little risk in eliminating them.

RESOLUTION CY-2015-26

RESOLUTION AS TO CONTRACT AGREEMENT FOR DRUG AND/OR ALCOHOL TESTING SERVICES WITH MEA, INC. ("MEA") OF RIDGELAND, MS.

Upon motion by Commissioner Reed, seconded by Commissioner Dr. 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 contract with MEA, Inc. (“MEA”), of Ridgeland, Mississippi to provide drug and/or alcohol testing services, on an “as needed basis” effective March 1, 2015 until September 30, 2015. The Board finds that such request, which is more fully explained in a memorandum dated February 2, 2015, along with a proposed fee schedule, at pages 44-46 of the Meeting Packet, ought to be granted.

IT IS THEREFORE, RESOLVED that JMAA’s Staff is authorized to execute a contract with MEA, Inc. (“MEA”), of Ridgeland, Mississippi to provide drug and/or alcohol testing services, on an as needed basis effective March 1, 2015 until September 30, 2015. The Board finds that such request is more fully explained in a memorandum dated February 2, 2015 along with a proposed fee schedule, at pages 44-46 of the Meeting Packet.

Yeas: Hartley, Pridgen, Harris, Reed, Henley

Nays: None

Abstentions: None

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- 4. *Executive Search for Chief Financial Officer, JMAA: Authorize Request for Proposals.....Page 47*

RESOLUTION CY-2015-27 (AS AMENDED BY RESOLUTION CY-2015-31)

RESOLUTION AS TO SOLICITING PROPOSALS FOR EXECUTIVE RECRUITMENT OF CHIEF FINANCIAL OFFICER.

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

WHEREAS, the Board has considered the request of JMAA’s staff for (a) authority to solicit proposals from executive recruitment firms to provide services as to the recruitment of a Chief Financial Officer (“CFO”) for the Jackson Municipal Airport Authority (JMAA); (b) approval of the proposed budget; and (c) authority to screen proposal documents submitted by executive recruitment firms to identify the firm with which it recommends that JMAA contract. The Board finds that such requests, which are more fully explained in a memorandum dated February 3, 2015, at pages 47-49 of the Meeting Packet, ought to be granted.

IT IS THEREFORE, RESOLVED that (a) JMAA’s staff is authorized to solicit proposals from executive recruitment firms to provide services as to the recruitment of a Chief Financial Officer (“CFO”) for the Jackson Municipal Airport Authority (JMAA); (b) the proposed budget is approved; and (c) JMAA’s staff is authorized to screen proposal documents submitted by executive recruitment firms to identify the firm with which it recommends that JMAA contract. The Board finds that such requests are more fully

explained in a memorandum dated February 3, 2015, at pages 47-49 of the Meeting Packet.

Yeas: Hartley, Pridgen, Harris, Reed, Henley

Nays: None

Abstentions: None

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5. Strategic Planning Consultant, JMAA: Authorize Request for Proposals.....Page 50

RESOLUTION CY-2015-28

RESOLUTION AS TO SOLICITING PROPOSALS FOR STRATEGIC PLANNING CONSULTANTS.

Upon motion by Commissioner Dr. Pridgen, seconded by Commissioner Reed, the following **RESOLUTION** was made and unanimously approved.

WHEREAS, the Board has considered the request of JMAA’s staff for (i) authority to solicit proposals from strategic planning consultants with experience in the field of aviation management to assist in the development of a strategic planning and management system decision-making framework for the Jackson Municipal Airport Authority (JMAA); and (ii) approved of the proposed budget. The Board finds that such requests, which are more fully explained in a memorandum dated February 3, 2015, at pages 50-51 of the Meeting Packet, ought to be granted.

IT IS THEREFORE, RESOLVED that (i) JMAA’s Staff is authorized to solicit proposals from strategic planning consultants with experience in the field of aviation management to assist in the development of a strategic planning and management system decision-making framework for the Jackson Municipal Airport Authority (JMAA); and (ii) the proposed project budget is granted. The Board finds that such requests are more fully explained in a memorandum dated February 3, 2015, at pages 50-51 of the Meeting Packet.

Yeas: Hartley, Pridgen, Harris, Reed, Henley

Nays: None

Abstentions: None

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6. Concessions Consultant, JAN: Authorize Request for Proposals.....Page 52

Vice Chair Hartley asked if the Requests for Proposals will be available via JMAA’s website.

Ms. Wilson responded that the Requests for Proposals will be posted on JMAA’s website and

others after approval from the Board.

Vice Chair Hartley requested that a link to the advertisement for the Requests for Proposals be provided to the Board.

RESOLUTION CY-2015-29

RESOLUTION AS TO SOLICITING PROPOSALS FOR CONCESSIONS CONSULTANT.

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

WHEREAS, the Board has considered the request of JMAA’s staff for authority to solicit proposals for a concessions consultant to provide an assessment of the food and beverage and news and gift concessions opportunities at the Jackson-Medgar Wiley Evers International Airport (JAN). The Board finds that such request, which is more fully explained in a memorandum dated February 6, 2015, at pages 52-54 of the Meeting Packet, ought to be granted.

IT IS THEREFORE, RESOLVED that JMAA’s Staff is authorized to solicit proposals for a concessions consultant to provide an assessment of the food and beverage and news and gift concessions opportunities at the Jackson-Medgar Wiley Evers International Airport (JAN). The Board finds that such request is more fully explained in a memorandum dated February 6, 2015, at pages 52-54 of the Meeting Packet.

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

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- 7. *Board of Commissioners’ Retreat, JMAA: Authorize Agreement (Fairview Inn of Jackson, LLC).....Page 55*

RESOLUTION CY-2015-30

RESOLUTION AS TO CONTRACT AGREEMENT FOR BOARD OF COMMISSIONERS’ FACILITATED RETREAT WITH FARVIEW INN OF JACKSON, LLC.

Upon motion by Commissioner Dr. Pridgen, seconded by Commissioner Reed, the following **RESOLUTION** was made and unanimously approved.

WHEREAS, the Board has considered the request of JMAA’s staff for authority to execute

an agreement with Fairview Inn of Jackson, LLC (“Fairview”) for guest rooms, meeting room rentals, audio visual equipment rental, and meal services regarding the Board of Commissioners’ Facilitated Retreat (“the Retreat”) scheduled for March 16-17, 2015. The proposed contract amount shall not exceed \$5,650.00. The Board finds that such request, which is more fully explained in a memorandum dated February 3, 2015, at pages 55-56 of the Meeting Packet, ought to be granted.

IT IS THEREFORE, RESOLVED that JMAA’s Staff is authorized to execute an agreement with Fairview Inn of Jackson, LLC (“Fairview”), of Jackson, Mississippi for guest rooms, meeting room rentals, audio visual equipment rental, and meal services regarding the Board of Commissioners’ Facilitated Retreat (“the Retreat”) scheduled for March 16-17, 2015. The proposed contract amount shall not exceed \$5,650.00. The Board finds that such request is more fully explained in a memorandum dated February 3, 2015, at pages 55-56 of the Meeting Packet.

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

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Commissioner Pridgen directed the Board’s attention to Memorandum No. HR/ADMIN 2015-15 at page 47 of the February 23, 2015 Meeting Packet and asked if the Motion voted on previously included items (b) approval of the proposed project budget and (c) authority to screen proposal documents submitted by executive recruitment firms to identify the firm with which it recommends that JMAA contract.

Commissioner Hartley suggested amending his previous motion Resolving CY-2015-27 authorizing JMAA Staff to solicit proposals from executive recruitment firms as to the recruitment of a Chief Financial Officer to include items (b) and (c) of the actions requested.

8. *Amending Resolution CY-2015-27, JMAA; Authorize Resolution Amendment*

RESOLUTION CY-2015-31

RESOLUTION AS TO AMENDING RESOLUTION CY-2015-27

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

WHEREAS, the Board has considered amending Resolution CY-2015-27 to include action requests; (b) approval of the proposed project budget and (c) authority to screen proposal documents submitted by the executive recruitment firms to identify the firm with which it recommends that JMAA contract.

IT IS THEREFORE, RESOLVED that Resolution CY-2015-27 be amended to include action requests seeking: (b) approval of the proposed project budget and (c) authority to screen proposal documents submitted by the executive recruitment firms to identify the firm with which it recommends that JMAA contract.

Yeas: Hartley, Pridgen, Harris, Reed, Henley

Nays: None

Abstentions: None

February 23, 2015

C. Construction Projects

None.

D. Procurements

1. *Interactive Employee Training, JMAA: Approve Sole Source Purchase (American Association of Airport Executives).....Page 57*

RESOLUTION CY-2015-32

RESOLUTION APPROVING PURCHASE OF COMPUTER WORKSTATIONS AND SUPPORTING SOFTWARE.

Upon motion by Commissioner Dr. Pridgen, seconded by Commissioner Reed, the following **RESOLUTION** was made and unanimously approved.

WHEREAS, the Board has considered and approved JMAA Staff's request for authorization to purchase four (4) Interactive Employee Training Learning Suites (IET-L) computer workstations and supporting software from the American Association of Airport Executives (AAAE), as a Sole-Source Purchase, in the amount of \$7,580.00. There is no commercially available substitute for this training equipment and program.

IT IS THEREFORE RESOLVED, that the Board hereby authorizes JMAA Staff to purchase four (4) Interactive Employee Training Learning Suites (IET-L) computer workstations and supporting software from the American Association of Airport Executives (AAAE), as a Sole-Source Purchase, in the amount of \$7,580.00. There is no commercially available substitute for this training equipment and program. The Board finds that such request, along with the noncompetitive purchase certificate, is more fully explained in a memorandum dated February 2, 2015, at pages 57-59 of the Meeting Packet.

Yeas: Hartley, Pridgen, Harris, Reed, Henley

Nays: None

Abstentions: None

February 23, 2015

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. *172d Mississippi Air National Guard (MANG), JAN: Approve Lease Extension.....Page 60*

RESOLUTION CY-2015-33

RESOLUTION AS TO APPROVING LEASE EXTENTION WITH AIR NATIONAL GUARD.

Upon Motion by Commissioner Reed, seconded by Commissioner Dr. Pridgen, the following **RESOLUTION** was made and unanimously approved.

WHEREAS, the Board has considered JMAA Staff’s request for authority to amend the existing Lease Agreement, Lease No. DACA01-5-87-333 (the “Lease”), between the United Stated Government (the “Government”) being represented by the 172d Civil Engineer Squadron of the Mississippi Air National Guard (MANG), and the Jackson Municipal Airport Authority (JMAA).

IT IS THEREFORE, RESOLVED that JMAA’s Staff is authorized to amend the existing Lease Agreement, Lease No. DACA01-5-87-333 (the “Lease”), between the United States Government (the “Government”) being represented by the 172d Civil Engineer Squadron of the Mississippi Air National Guard (MANG), and the Jackson Municipal Airport Authority (JMAA). The Board finds that such request is more fully explained in a memorandum dated February 2, 2015, at pages 60-62 of the Meeting Packet.

Yeas: Hartley, Pridgen, Harris, Reed, Henley

Nays: None

Abstentions: None

February 23, 2015

- 2. *East Metro Corridor Segment 2 Funding, JMAA: Authorize Release of Funds.....Page 63*

RESOLUTION-CY-2015-34

RESOLUTION RE AUTHORITY TO RELEASE \$1,000,000 IN RESTRICTED FUNDS TO FLOWOOD, MS FOR SEGMENT 2 OF THE EAST METRO CORRIDOR.

Upon Motion by Commissioner Pastor Henley, seconded by Commissioner Dr. Pridgen, the following **RESOLUTION** was made and unanimously approved.

WHEREAS, the Board has considered JMAA Staff’s request for authority to release \$1,000,000 in restricted funds to the City of Flowood, the Lead Agency for the East Metro Corridor Commission, to support construction of Segment 2 of the East Metro Corridor, and said \$1,000,000 represents the amount of contribution agreed upon by the JMAA Board of Commissioners by Resolution CY 2013-67 adopted September 26, 2013. All construction paid for with JMAA funds will be performed on JMAA property.

IT IS THEREFORE, RESOLVED that JMAA’s Staff is authorized to release \$1,000,000 in restricted funds to the City of Flowood, the Lead Agency for the East Metro Corridor Commission, to support construction of Segment 2 of the East Metro Corridor, and said \$1,000,000 represents the amount of contribution agreed upon by the JMAA Board of Commissioners by Resolution CY 2013-67, adopted September 26, 2013. All construction paid for with JMAA funds will be performed on JMAA property. The Board finds that such request is more fully explained in a memorandum and attached exhibit, dated February 2, 2015, at pages 63-64 of the Meeting Packet.

Yeas: Hartley, Pridgen, Harris, Reed, Henley

Nays: None

Abstentions: None

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- 3. *East Metro Corridor Segment 2, JMAA: Authorize Right-of-Way Permit.....Page 63*

RESOLUTION-CY-2015-35

RESOLUTION RE AUTHORITY TO EXECUTE PERMIT TO CENTERPOINT ENERGY FOR GAS PIPELINE RELOCATION.

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

WHEREAS, the Board has considered JMAA Staff’s request for authority to execute a permit authorizing CenterPoint Energy to relocate an existing gas pipeline within the existing roadway Right of Way East Metro Corridor.

IT IS THEREFORE, RESOLVED that JMAA's Staff is to execute a permit authorizing CenterPoint Energy to relocate an existing gas pipeline within the existing roadway Right of Way East Metro Corridor. The Board finds that such request is more fully explained in a memorandum and attached exhibit, dated February 2, 2015 at pages 65-66 of the Meeting Packet.

Yeas: Hartley, Pridgen, Harris, Reed, Henley

Nays: None

Abstentions: None

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4. Early Issues

**(a) Advertisements Supporting the 29th Annual Mardi Gras Ball
(Exhibit Memorandum Attached to the 2-23-15 Board Meeting Minutes)**

Commissioner Pastor Henley stated that it is his understanding that JMAA's policy is not to advertise at events such as the 29th Annual Mardi Gras Ball February 7, 2015.

Chair Harris responded that the policy does not allow the purchase of tables at these types of events, but the policy does allow the purchase of promotional ads.

Commissioner Reed added that she was informed that unless it was an aviation event, the policy does not allow the purchase of promotional ads at the event.

Attorney Walker responded that if the advertisement promotes Jackson-Medgar Wiley Evers International Airport and the services it provides, then the advertisement can be purchased.

Chair Harris noted that the advertisement purchased for the event "29th Annual Mardi Gras Ball" did advertise the Jackson-Medgar Wiley Evers International Airport and its services.

Ms. Wilson commented that the purchase of advertisement is well within the Rules and Regulations promulgated by the Federal Aviation Administration.

The Board of Commissioners then requested to see the advertisement that was published supporting the 29th Annual Mardi Gras Ball, as well as additional ads listed on the Claim's Docket which were published in the Mississippi Link and the Jackson Advocate to ensure the advertisements complied with JMAA's policy.

Mr. Newman stated that, in the near future, he and Mr. Moore, Director of Marketing & Communications, will be presenting to the Board a policy that provides clarity as to which types of marketing purchases are allowed.

Commissioner Reed informed the Board that she is not against purchasing advertisements, but wants the policy to be applied equally and fairly "across the board."

Vice Chair Hartley asked that before the new policy is brought before the Board that it be properly vetted and in proper form to enable the Board to vote for or against the new policy at that time.

Chair Harris then announced that this item will be revisited later on the agenda after the advertisements have been located and the Board has reviewed them.

5. Board Travel

(a) Chair Harris' ACI Scholarship Fund Committee Participation and Travel Approval, JMAA: Approve Participation and Travel (Exhibit Memorandum attached to the 2-23-15 Board Meeting Minutes)

RESOLUTION CY-2015-36

RESOLUTION APPROVING CHAIR HARRIS' PARTICIPATION IN THE AIRPORTS COUNCIL INTERNATIONAL'S SCHOLARSHIP FUND COMMITTEE.

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

WHEREAS, LaWanda Harris, Chair of the Board of Commissioners for the Jackson Municipal Airport Authority was invited by the Airports Council International-North America (ACI-NA) to serve on the Scholarship Fund 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 Chair Harris' request to serve on the Airports Council International-North America's Scholarship Fund Committee and believes that her serving in this capacity will provide insight and knowledge to JMAA as to aviation matters as well as enhance her ability to spread knowledge about aviation throughout the community in the Jackson, MS area to ensure that qualified individuals in the future are getting involved in the aviation industry; and

WHEREAS, the Board has considered the benefits which will accrue to the Authority from attendance by Chair Harris at the three required ACI-NA's Scholarship Fund Committee meetings; and

WHEREAS, the Board recommends, approves and authorizes the travel, lodging and related expenses for Chair Harris to attend and participate in the three meetings of the ACI-NA's Scholarship Fund Committee for the reasons cited above; and

IT IS THEREFORE, RESOLVED that the Board hereby (i) supports and approves that Chair Harris become a member of the ACI-NA's Scholarship Fund Committee, (ii) finds and determines that participation by Chair Harris in the three ACI-NA's Scholarship Fund Committee meetings 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 Chair Harris to attend and participate in three ACI-NA's Scholarship Fund Committee meetings, in accordance with the Travel Policy of JMAA's Commissioners.

Yeas: Hartley, Pridgen, Harris, Reed, Henley

Nays: None

Abstentions: None

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Vice Chair Hartley then stated that he has been working with Mr. Newman on an issue tracking system entitled "Commissioner's Special Interest Items" that will be available for the Board to remain in communication with staff and updated on JMAA issues.

Mr. Newman added that the system will be airtight by the March 23, 2015 Monthly Board Meeting.

A member of the JMAA Staff then brought to the Board the purchased advertisements, as requested earlier, and the Board then reviewed them.

Commissioner Pastor Henley asked the reason the process of requesting payment for the advertisement purchase was brought forth as an early issue at the February 23, 2015 Board Meeting when the purchase order request was signed on January 12, 2015, approved by the procurement specialist on January 14, 2015 and the invoice was received on January 14, 2015.

Ms. Wilson informed the Board that until "proof of publication" is presented to JMAA payment cannot be authorized for the advertising purchase. The "proof of publication" was missing from the file and not received until the Docket was closed. Staff does not authorize payment until proof of the services being rendered is received, and in this instance that occurred when the "proof of publication" was provided.

Next, Chair Harris directed the Board's attention back to "Early Issues," and the Board considered the Early Issue advertisement payment.

Commissioner Pastor Henley then directed the Board's attention to the advertisement which was the basis for the early issue payment request and asked why the advertisement appeared to be on page 3 and JMAA paid for the back page cover. Additionally, Commissioner Pastor Henley asked if JMAA's advertisement did appear on the back cover.

Gene Moore, Director of Marketing and Communications, informed the Board that the

advertisement did appear on the back cover.

RESOLUTION CY-2015-37

RESOLUTION AS TO AUTHORIZING FEBRUARY 2015 EARLY ISSUE PAYMENT: \$220.00 TO FATHER LAWRENCE B. WATTS, KNIGHTS OF PETER CLAVER.

Upon motion by Vice Chair Hartley, seconded by Commissioner Dr. Pridgen, 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 \$220.00 to Father Lawrence B. Watts, Knights of Peter Claver, for the purchase of an Advertisement supporting the 29th Annual Mardi Gras Ball, February 7, 2015. The Board finds that such request, which is more fully explained in a memorandum dated February 23, 2015, attached as an exhibit to the February 23, 2015, Board Meeting Minutes, as Memorandum No. Finance 2015-21, ought to be granted.

IT IS THEREFORE, RESOLVED that JMAA's Staff is authorized to provide payment of \$220.00 to Father Lawrence B. Watts, Knights of Peter Claver, for the purchase of an Advertisement supporting the 29th Annual Mardi Gras Ball, February 7, 2015. The Board finds that such request is more fully explained in a memorandum dated February 23, 2015, attached as an exhibit to the February 23, 2015, Board Meeting Minutes, as Memorandum No. Finance 2015-21.

Yeas: Hartley, Pridgen, Harris, Reed, Henley

Nays: None

Abstentions: None

February 23, 2015

G. New Business

1. Proposed Amendment

(a) Proposed Amendment to: Signatory Authority Policies & Procedures, Policy #:1-400, JMAA: Approve Amendment

Commissioner Henley commented that he will be voting against the policy amendment as he believes that it is an abdication of the fiduciary duties of the Board of Commissioners.

Vice Chair Hartley then commented that he will be voting for the policy as he does not want to limit the CEO; however, the authority should be used only on those rare occasions where it is absolutely necessary. He added that although the Board gives this authority, the authority should be used with discretion.

Chair Harris commented that she believed the amendment is a worthy policy, as this authority being provided to the CEO is standard “across the board” for airports the size of the Jackson-Medgar Wiley Evers International Airport, and it is within state guidelines. As such, she is for the policy amendment.

Commissioner Dr. Pridgen commented that she supports the policy amendment because the airport is a multi-million dollar operation that needs to continue to grow, and that the amendment does not alleviate the fiduciary responsibilities of the Board of Commissioners. She further stated that there are checks and balances and she is comfortable with moving forward bringing the policy into the twenty-first century.

Commissioner Pastor Henley then responded that the authority being given to the JMAA’s CEO is not standard “across the board.” This is because his review of other airport’s authority policies revealed that \$25,000 was the authority limit given to the CEO at Phoenix Sky Harbor.

Chair Harris then clarified what she meant by “across the board” by stating that she meant all CEO’s have the authority being given to the JMAA CEO and that it is up to the Board to determine the amount of the authority given.

Commissioner Reed then added that she is in agreement with the policy, has confidence in the CEO and believes he will make good decisions for the Airport.

RESOLUTION CY-2015-38

RESOLUTION APPROVING AMENDMENT TO SIGNATORY AUTHORITIES POLICIES & PROCEDURES- POLICY # 1-400, ADOPTED: 1/23/2012.

Upon motion by Commissioner Dr. Pridgen, seconded by Vice Chair Hartley, the following **RESOLUTION** was made and adopted by a majority vote (4-1-0) of all Commissioners.

WHEREAS, the Board has considered the motion seeking to amend the Signatory Authorities Policies & Procedures, Policy # 1-400, Adopted: 1/23/2012 as follows:

By adding after Section 1.2, Section 1.3 which shall read as follows:

- 1.3 The Board of Commissioners delegates to the CEO the authority to enter into contracts for services, professional and non-professional, in a gross amount not to exceed Fifty Thousand Dollars (\$50,000.00), without prior approval of the Board of Commissioners. At the first meeting of the Board of Commissioners following the CEO entering a contract for services, without prior approval of the Board of Commissioners, the CEO shall report to the Board of Commissioners the essential terms of said contract for services and those essential terms shall be placed on the Minutes of the Jackson Municipal Airport Authority.

IT IS THEREFORE, RESOLVED that the Signatory Authorities Policies & Procedures, Policy # 1-400, Adopted: 1/23/2012 is amended as follows:

By adding after Section 1.2, Section 1.3 which shall read as follows:

- 1.3 The Board of Commissioners delegates to the CEO the authority to enter into contracts for services, professional and non-professional, in a gross amount not to exceed Fifty Thousand Dollars (\$50,000.00), without prior approval of the Board of Commissioners. At the first meeting of the Board of Commissioners following the CEO entering a contract for services, without prior approval of the Board of Commissioners, the CEO shall report to the Board of Commissioners the essential terms of said contract for services and those essential terms shall be placed on the Minutes of the Jackson Municipal Airport Authority.

Yeas: Hartley, Pridgen, Harris, Reed

Nays: Henley

Abstentions: None

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Mr. Newman, CEO, said that it is his desire and commitment that each process that JMAA goes through is going to be one that is open and transparent. He states that multiple entities and firms will have an opportunity to participate and that he does not take fairness of the process lightly. In the event something should occur where a contract has to be executed without prior Board authority, he will reach out to each Commissioner individually to keep them informed.

OPEN SESSION

Chair Harris noted that it is necessary for the Board to enter closed session to determine if an Executive Session was appropriate and that she would entertain a motion to do such. Vice Chair Hartley then moved that the Board go into a Closed Session to discuss whether to go into an Executive Session to consider several matters and Commissioner Dr. Pridgen seconded the motion.

The Board by a vote of 5-0 resolved that the session be closed. Chair Harris asked all, except Mr. Carl D. Newman, CEO (telephonically), Ms. Bonnie Wilson, COO, 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 5:04 pm.

CLOSED SESSION

Commissioner Dr. Pridgen then moved that the Board enter into Executive Session to discuss potential litigation matters. Commissioner Reed seconded the motion to enter Executive Session and the Commissioners voted 5-0 to enter Executive Session for the stated purposes.

The Closed Session ended at 5:14 pm.

OPEN SESSION

Chair Harris then invited all persons outside the room to re-enter, some did.

Chair Harris then stated in open session that the Board during Closed Session voted to enter into Executive Session to consider potential litigation matters.

Chair Harris asked all present, with the exception of Mr. Carl D. Newman, CEO (telephonically), Ms. Bonnie Wilson, COO, attorneys from Walker Group, PC and The May Law Firm, to leave the room.

The Board went into Executive Session at 5:15 pm.

EXECUTIVE SESSION

During the Executive Session, the Board discussed matters as to three potential litigation issues after which the board resolved the following:

RESOLUTION CY-2015-39

RESOLUTION TO SETTLE CLAIM OF TEMPSTAFF, INC. FOR THE AMOUNT OF \$11,040.92

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

WHEREAS, the Board made the following findings of fact:

1. The services identified in the invoices, attached to the February 19, 2015 letter of Carolyn Boteler, are the type of services that JMAA normally secures in the usual and regular course of JMAA's business. The letter of Carolyn Boteler is attached as an Exhibit to the February 23, 2015 Regular Monthly Meeting Minutes.
2. Ms. Rhonda Knight, Director of Human Resources and Administration of JMAA, certified to the Board that the services identified in the invoices were actually performed and the prices charged for those services are in line with the customary and usual charges for services

of the type identified in the invoices.

3. The claim of TempStaff, Inc., set forth in its letter, is meritorious and should be settled by paying the amount of the invoices identified in the letter in order to avoid a lawsuit and thereby incur additional expenses and costs.

WHEREAS, the Board has further considered the motion based on those finding of facts and pursuant to Miss Code Annotated Section 25-1-47(2) that JMAA settle the claim of TempStaff, Inc. by paying to TempStaff \$11,040.92, the gross amount of the invoices attached to the February 19, 2015 letter of Carolyn Boteler.

IT IS THEREFORE, RESOLVED that JMAA's Staff is authorized, based on above listed fact findings and pursuant to Miss Code Annotated Section 25-1-47(2), to settle the claim of TempStaff, Inc. by paying to TempStaff \$11,040.92, the gross amount of the invoices attached to the February 19, 2015, letter of Carolyn Boteler.

Yeas: Hartley, Pridgen, Harris, Reed, Henley

Nays: None

Abstentions: None

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RESOLUTION CY-2015-40

RESOLUTION TO RATIFY THE CONTRACT OF YOLANDA MCELROY, D/B/A MCELROY LOGISTICS IN THE AMOUNT OF \$15,000.00 AND APPROVE PAYMENT

Upon motion by Commissioner Dr. Pridgen, seconded by Vice Chair Hartley, the following **RESOLUTION** was made and adopted by a majority vote (3-2-0) of all Commissioners.

WHEREAS, On January 8, 2015, Ms. Bonnie Wilson, Chief Operating Officer, on behalf of Mr. Carl D. Newman, Chief Executive Officer, executed on behalf of Jackson Municipal Airport Authority (JMAA), a contract with Yolanda McElroy, d\b\ a McElroy LOGISTICS ("the contract") pursuant to the advice of John L. Walker Esquire, General Counsel, based upon his then belief that the then existing Signatory Authority Policy and Procedure 1-400, adopted January 23, 2012 authorized JMAA's CEO to sign contracts for services of any type in an amount not exceeding \$50,000.00; and

WHEREAS, JMAA staff has verified that the services identified in the contract and the February 6, 2015 invoice of McElroy LOGISTICS ("invoice") were actually performed in accordance with the contract; and

WHEREAS, the Board of Commissioners during its February 23, 2015 amended JMAA's

Signatory Authority Policies Procedures #1-400 to authorize JMAA's CEO to execute contract of services in an amount not exceeding \$50,000.00; and

WHEREAS, there exists an Attorney General opinion that holds that a school board may ratify a contract which was not initially authorized by the school board; and

IT IS THEREFORE, RESOLVED that the Board ratifies the contract and authorizes JMAA's staff to pay the February 6, 2015 invoice.

Yeas: Hartley, Pridgen, Harris

Nays: Reed, Henley

Abstentions: None

February 23, 2015

Upon motion by Commissioner Pastor Henley, seconded by Commissioner Reed and unanimous approval, the Executive Session was ended at 6:05 pm.

OPEN SESSION

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

Chair Harris announced that the meeting was once again open. Chair Harris then announced that during Executive Session the Board discussed matters regarding three (3) potential litigation issues and; (a) took no action on one issue, (b) voted to approve payment to TempStaff and announced the votes regarding the Resolution and amounts paid as to Resolution CY-2015-39 and (c) voted to approve payment to McElroy Logistics and announced the votes regarding the Resolution and amounts paid as to Resolution CY-2015-40.

The Board then addressed the Claims Docket, January 2015.

RESOLUTION CY-2015-41

RESOLUTION APPROVING EARLY ISSUE PAYMENTS ADDED TO THE CLAIM DOCKET

Upon motion by Commissioner Pastor Henley, seconded by Commissioner Reed, 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 adding early issue payments to TempStaff, Inc. and Father Lawrence B. Watts, Knights of Peter Claver, to the Authority's Claims Docket ("Claims") for the month of January 2015.

IT IS THEREFORE, RESOLVED that the Board hereby authorizes adding early issue

payments to TempStaff, Inc. and Father Lawrence B. Watts, Knights of Peter Claver, to the Authority's Claims Docket ("Claims") for the month of January 2015.

Yeas: Hartley, Pridgen, Harris, Reed, Henley

Nays: None

Abstentions: None

February 23, 2015

Commissioner Pastor Henley announced that he voted for all Claims Docket items except Claim #90069 to Yolanda McElroy.

Commissioner Reed announced that she voted for all Claims Docket items except Claim #90069 to Yolanda McElroy.

RESOLUTION CY-2015-42

RESOLUTION APPROVING CLAIMS DOCKET

Upon motion by Commissioner Dr. Pridgen, seconded by Vice Chair Hartley, the following **RESOLUTION** was made and approved by a unanimous vote of all Commissioners as to items on the Claims Docket except Claim #90069. As to Claim #90069, said claim was approved by majority vote (3-2-0) of all 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 January 31, 2015, which were included in the Packet, pages 33-38, and was distributed to the Board prior to the February 23, 2015, Regular Meeting of the Board, and the additional early issue payments to TempStaff, Inc. and Father Lawrence B. Watts, Knights of Peter Claver.

IT IS THEREFORE, RESOLVED that the Board hereby authorizes payment of the Claims in the amount of \$762,925.00 (the total of all claims on the Claims Docket other than claim # 90069, in the amount of \$15,000.00 as to Yolanda McElroy), along with the additional early issue payments of \$11,040.92 to TempStaff, Inc. and \$220.00 to Father Lawrence B. Watts, Knights of Peter Claver.

Yeas: Hartley, Pridgen, Harris, Reed, Henley

Nays: None

Abstentions: None

IT IS FURTHER RESOLVED, that the Board hereby authorizes payment of claim # 90069 as to Yolanda McElroy in the amount of \$15,000.00.

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

February 23, 2015

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 6:11 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