

**REGULAR MONTHLY MEETING OF
JACKSON MUNICIPAL AIRPORT AUTHORITY
BOARD OF COMMISSIONERS**

February 24, 2014

The Board of Commissioners (the “Board”) of the Jackson Municipal Airport Authority (the “Authority” or “JMAA”) met in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport (“JAN”), in Jackson, Mississippi, at 4:00 p.m. on Monday, February 24, 2014 (the “Meeting”), pursuant to proper notice.

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

Chairman Pastor James L. Henley, Jr., presided, called the Meeting to order, and called the roll of Commissioners.

The following Commissioners were present in person at the Meeting.

Pastor James Henley, Jr., Chairman
LaWanda D. Harris, Commissioner
Vernon W. Hartley, Sr., Commissioner
Evelyn O. Reed, Commissioner
Jeffery A. Stallworth, Commissioner

Chairman 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 and actions regarding items on the agenda (the “Agenda”).

The following other persons were also present at the Meeting. (See **Exhibit A** to these minutes containing names of all persons signing the attendance sheet.).

Dirk B. Vanderleest, JMAA Chief Executive Officer
René Woodward, JMAA Chief Administrative Officer
Bonnie Wilson, JMAA Chief Operating Officer

I. INVOCATION

Chairman Henley requested and Commissioner Stallworth offered an invocation.

III. APPROVAL AND EXECUTION OF MINUTES

- A. Regular Work Session of the Board of Commissioners, January 23, 2014
- B. Regular Meeting of the Board of Commissioners, January 27, 2014

After discussion and review and upon motion made by Commissioner Stallworth, seconded by Vice Chairman Reed, and unanimously approved by the affirmative votes of all Commissioners present, the following resolution was made and entered.

RESOLVED (CY 2014-12) that the Board hereby approves the Minutes of the Regular Work Session of the Board of Commissioners, January 23, 2014 and of the Regular Meeting of the Board of Commissioners, January 27, 2014, as presented and directs that said minutes be filed in the appropriate minute book and records of the Authority.

IV. PUBLIC COMMENTS

Chairman Henley noted and it was confirmed by Dirk B. Vanderleest, JMAA Chief Executive Officer there is a sign-in sheet for persons wanting to make public comments; none have signed asking to make comment at this meeting.

V. ELECTION OF VICE CHAIRMAN

WHEREAS, it was noted that with the ending of Sylvia Stewart's tenure on the Board, it was appropriate that the Board elect a Vice Chairman to serve during the remainder of the current Fiscal Year and Commissioner Stallworth moved that Commissioner Evelyn O. Reed be elected and designated by the Board as its Vice Chairman, Commissioner Harris seconded this motion. There was no other discussion or nominations and the Board unanimously voted to elect Commissioner Evelyn O. Reed as its Vice Chairperson.

RESOLVED (CY 2014-13) that the Board hereby elects Commissioner Evelyn O. Reed to serve as Vice Chairman of the Board during the remainder of Fiscal Year 2014 and until the taking of office of her successor.

Chairman Pastor James Henley previously expressed during the February 20, 2014 Work Session his concerns about a potential conflict of interest relative to his execution of warrants paying withheld wages of JMAA employees to him in his capacity as U.S. Bankruptcy Trustee pursuant to U.S. Bankruptcy Court orders. After discussion, Commissioner Stallworth moved and Commissioner Harris seconded:

WHEREAS, a concern has arisen as to whether there may be a conflict of interest presented by Chairman Henley's, as Chairman of the Board, signing warrants directing withholding of payment of withheld wages to Pastor James L. Henley in his capacity as a Bankruptcy Trustee,

NOW, THEREFORE, BE IT RESOLVED (CY 2014-14), that the Board of Commissioners hereby designates Commissioner Evelyn O. Reed, Vice Chairman, to sign by hand or through automated process any and all warrants directing withholding or payment of withheld wages pursuant to Bankruptcy Court order to Pastor James Henley in his capacity as a Bankruptcy Trustee; and

FURTHER RESOLVED that Board Counsel shall request an opinion from the Attorney General of the State of Mississippi concerning any conflict of interest created

by Commissioner Pastor James Henley's signing any warrant directing withholding of or payment of withheld wages to James Henley in his capacity as Bankruptcy Trustee.

Commissioners Hartley, Stallworth, and Harris voted "aye". Commissioners Reed and Henley abstained from that part of Resolution designating the Vice Chairman to sign warrants but voted "Aye" regarding the direction to the attorneys to seek an opinion from the Attorney General.

VI. REPORTS

A. Chief Executive Officer.

Mr. Vanderleest directed the Board's attention to the Airport Project Manager Summary and the Airport Activity Statistics Report as found in the packet (**the "Packet" 3/24/14**) distributed to the Board prior to the Meeting and discussed these reports with the Board. A copy of the Packet is attached as an exhibit to the minutes of the Meeting.

1. *Airport Project Manager Summary, Period Ending January 31, 2014.*
2. *Airport Activity Statistics Report, Period Ending January 31, 2014.*

3. Employee and Organizational Recognitions.

Mr. Vanderleest acknowledged and presented Mr. Troy Nix as the The Employee of the Month for February 2014. Mr. Vanderleest commended Mr. Nix, a Certified Police Officer within the Department of Safety for his valuable services.

B. Attorney's Report.

Attorney John L. Walker handed out legislation text and commented that there has been no change in the status since the Work Session.

C. Chairman's Remarks.

Chairman Henley noted that this was the first regular meeting for newly appointed Commissioner LaWanda D. Harris and on behalf of the other Commissioner welcomed her to the JMAA Board of Commissioners.

VII. ACTION ITEMS.

A. Financial Matters

1. *Financial Reports for period ending January 31, 2014*

- a. Balance Sheet:
- b. Income Statement:
- c. Claims Docket for January 31, 2014

Mr. Vanderleest directed the Board's attention to the Balance Sheet and Income Statement for January 2014 and the Claims Docket for January 2014, which were included in the Packet, and discussed these with the Board.

Thereafter, the Board considered the financial reports and the Claims.

RESOLUTION (CY 2014-15) ACCEPTING FINANCIAL REPORTS FOR JANUARY 2014, AND APPROVING AND AUTHORIZING PAYMENT OF CLAIMS DOCKET FOR JANUARY 2014

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") has reviewed and considered (i) the Balance Sheet and Income Statement for the Authority for the month and period ending January 2014 (the "Financial Reports"), and (ii) the Claims Docket for the Authority for the month of January 2014 (the "Claims"), each of which was (i) included in the packet distributed to the Board prior to the February 24, 2014, Regular Monthly Meeting of the Board, and (ii) incorporated herein by reference;

NOW, THEREFORE, BE IT RESOLVED, that the Board does unanimously hereby (i) accept the Financial Reports and (ii) approve and authorizes payment of the Claims in the total amount of \$821,666.00.

B. Service Agreements.

The Board then considered action on Service Agreements

1. Landscaping Services East Metro Parkway, JAN: Authorize Agreement (Green Oak Garden Center, LLC)

RESOLUTION (CY 2014-16) APPROVING AND AUTHORIZING SERVICE AGREEMENT WITH GREEN OAK GARDEN CENTER, LLC

Upon motion by Commissioner Stallworth, Seconded by Vice Chairman Reed the following RESOLUTION was made and unanimously adopted.

WHEREAS, the staff of the Jackson Municipal Airport Authority (the "Authority") has recommended that the Board of Commissioners (the "Board") of the Authority approve and authorize certain actions with respect to the service agreement identified below and as more particularly described in a memorandum (i) included in the packet distributed to the Board prior to the February 24, 2014 Regular Monthly Meeting of the Board, and (ii) incorporated herein by reference; and

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

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

The Board approves and authorizes that certain service agreement with Green Oak Garden Center, LLC, whereby Green Oak Garden Center, LLC, will provide landscape services on JMAA property along the East Metro Parkway services for a period of one calendar year with JMAA having two renewal options for an annual fixed price of \$47,500, as more particularly set out in the Memorandum dated February 3, 2014, which describes this matter, said service agreement to be in such form and to contain such terms and conditions consistent with said Memorandum as may be deemed appropriate by the Chief Executive Officer of the Authority (the "CEO"), as evidenced by his execution thereof.

2. JMAA Contract 12-015, Government Relations Consulting, JMAA: Authorize Renewal of Agreement (Winston & Strawn, LLP)

RESOLUTION (CY 2014-17) APPROVING AND AUTHORIZING SERVICE AGREEMENT WITH WINSTON & STRAWN, LLP ("W&S")

Upon motion by Commissioner Stallworth, Seconded by Vice Chairman Reed the following RESOLUTION was made and unanimously approved

WHEREAS, the staff of the Jackson Municipal Airport Authority (the "Authority") has recommended that the Board of Commissioners (the "Board") of the Authority approve and authorize certain actions with respect to the agreement identified below and as more particularly described in a memorandum (i) dated February included in the packet distributed to the Board prior to the February 24, 2014 Regular Monthly Meeting of the Board, and (ii) incorporated herein by reference; and

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

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

The Board approves and authorizes renewal of service agreement with W&S whereby W&S will provide governmental relations and representation services for the period February 1, 2014 – September 30, 2014. Compensation to W&S under the retainer agreement would be \$45,000 (\$5,000 per month), plus out of pocket expenses incurred by W&S. There is no increase in fees under the retainer and the agreement shall be as described in the Memorandum dated February 9, 2014, and to be in such form and to contain such terms and conditions consistent with said Memorandum as may be deemed appropriate by the Chief Executive Officer of the Authority (the "CEO"), as evidenced by his execution thereof.

3. General Financial Services and Rental Car Audit (Enterprise), JMAA: Authorize Agreement (Kayla Paul-Lindsey CPA Firm, LLC)

RESOLUTION (CY 2014-18) APPROVING AND AUTHORIZING AGREEMENT FOR SERVICES WITH KAYLA PAUL-LINDSEY CPA FIRM, P.C. (“KPL, CPA”)

Upon motion by Commissioner Stallworth, Seconded by Vice Chairman Reed the following **RESOLUTION** was made and unanimously approved

WHEREAS, the staff of the Jackson Municipal Airport Authority (the “Authority”) has recommended that the Board of Commissioners (the “Board”) of the Authority approve and authorize certain actions with respect to the service agreement identified below and as more particularly described in an amended memorandum dated February 21, 2014 and incorporated herein by reference; and

WHEREAS, the Board has reviewed the Amended Memorandum and considered the recommendations therein by the staff of the Authority;

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

The Board approves and authorizes agreement with Kayla Paul-Lindsey CPA Firm, P.C. (“KPL CPA”), a Jackson, Mississippi-based certified Disadvantaged Business Enterprise (DBE), to provide financial services in support of JMAA’s DBE and Small Business Entity (SBE) programs, and to conduct an audit of Enterprise Leasing Company-South Central, LLC (“Enterprise”) as contemplated by the Non-Exclusive Concession Agreement for On-Airport Automobile Rental Operations between JMAA and Enterprise. Fees and expenses under the agreement are not to exceed \$47,330.00 as more particularly set out in the Amended Memorandum dated February 9, 2014, which describes this matter, said agreement to be in such form and to contain such terms and conditions consistent with said Memorandum as may be deemed appropriate by the Chief Executive Officer of the Authority (the “CEO”), as evidenced by his execution thereof.

KPL CPA will also provide two services in support of JMAA’s DBE program: (i) an educational seminar series designed to improve the financial management and operations of minority, women-owned and small businesses with tools to strengthen their financial capacity and business operations; and (ii) a customized tool, and training for the JMAA DBE program staff, to assess compliance with JMAA contract terms.

KPL CPA will also conduct an audit to determine if Enterprise is in compliance with its Concession Agreement with JMAA for the reporting of "Gross Revenues" used to calculate Enterprise’s concession fee.

4. Passenger Facility Charge Application No. 6, JAN: Authorize Amendment to Consulting Agreement (Ricondo & Associates)

RESOLUTION (CY 2014-19) APPROVING AND AUTHORIZING AN AMENDMENT TO ADDENDUM NO. 2 TO THE CURRENT PROFESSIONAL SERVICES AGREEMENT WITH RICONDO & ASSOCIATES

Upon motion by Commissioner Stallworth, Seconded by Vice Chairman Reed the following RESOLUTION was made and unanimously approved

WHEREAS, the staff of the Jackson Municipal Airport Authority (the “Authority”) has recommended that the Board of Commissioners (the “Board”) of the Authority approve and authorize certain actions with respect to the service agreement identified below and as more particularly described in a memorandum (i) included in the packet distributed to the Board prior to the February 24, 2014 Regular Monthly Meeting of the Board, and (ii) incorporated herein by reference; and

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

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

The Board approves and authorizes the negotiation and execution of an Amendment to Addendum No. 2 to the current professional services agreement with Ricondo & Associates (“Ricondo”) in connection with the preparation of Passenger Facility Charge (PFC) Applications. Additional fees and expenses are not to exceed \$20,000.00, for a new total of \$60,000.00 for services provided under Addendum No. 2. as more particularly set out in the Memorandum dated February 11, 2014, which describes this matter, said agreement to be in such form and to contain such terms and conditions consistent with said Memorandum as may be deemed appropriate by the Chief Executive Officer of the Authority (the “CEO”), as evidenced by his execution thereof.

C. Construction Projects

RESOLUTION (CY 2014-20) APPROVING AND AUTHORIZING CERTAIN ACTION WITH RESPECT TO A PROPOSED AWARD TO LANE LINE, LLC (“LANE LINE”), A MISSISSIPPI LIMITED LIABILITY CORPORATION BASED IN FLOWOOD, MISSISSIPPI.

Upon motion by Commissioner Stallworth, Seconded by Vice Chairman Reed the following RESOLUTION was made and unanimously approved.

WHEREAS, the staff of the Jackson Municipal Airport Authority (the “Authority”) has recommended that the Board of Commissioners (the “Board”) of the Authority approve and authorize certain actions with respect to certain project identified below, all as more particularly described by a memorandum (i) included in the packet distributed to the Board prior to the February 24, 2014, Regular Monthly Meeting of the Board, and (ii) incorporated herein by reference; and

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

WHEREAS, General Counsel informed the Board that with respect to the bid irregularity noted in the previously identified Memorandum based upon Mississippi Attorney General Opinion No. 2012-00056 said irregularity may be waived in the discretion of the Board and General Counsel recommends waiver of it;

NOW, THEREFORE, BE IT UNANIMOUSLY RESOLVED, the Board hereby determines that it would be in the best interests of and in furtherance of the duties and responsibilities of the Authority to, and the Board hereby does, take the following actions: (1) The Board regarding the bid irregularity noted in the previously identified Memorandum finds that said irregularity (a) does not violate any mandatory statutory provisions; (b) the irregularity does not in any way destroy the competitive character of the bid; (c) the irregularity has no effect as to the amount of the bid; and (d) the irregularity does not give Lane Line, LLC an advantage or benefit over the other bidders and therefore the Board in its discretion waives said irregularity and (2) The Board approves and authorizes execution and accomplishment of contract to Lane Line to perform the following scope of work:

SCOPE OF WORK

Engineering

1. Remove rubber deposits;
2. Remove existing non-conforming markings;
3. Prepare surfaces; and
4. Repaint all existing markings to comply with FAA standards (approximately 300,000 square feet of reflective paint, and 100,000 square feet of non-reflective paint).

Non-Professional Services

1. Remove rubber deposits on Runway 16L/34R and Runway 16R/34L
2. Remove, replace and or correct existing noncompliant markings on:
 - a. Runway16L/34R,
 - b. Runway16R/34L,
 - c. Taxiways Alpha, Bravo, Charlie, Delta, Foxtrot and adjacent connecting taxiways,
 - d. Taxilane Echo,
 - e. Mississippi Air National Guard 172d Airlift Wing “Connectors,”
 - f. A Touch Down Zone marking on Runway 16L/34R,
3. Lead in lines from Runways to Taxiways, and Taxiways to the Parking Ramp,

4. The ground vehicle roadway markings on the main Terminal Ramp and West Cargo Ramp.

At a cost not to exceed \$416,193, as more particularly set out in the Memorandum dated February 18, 2014, which describes this matter, said agreement to be in such form and to contain such terms and conditions consistent with said Memorandum as may be deemed appropriate by the Chief Executive Officer of the Authority (the "CEO"), as evidenced by his execution thereof.

D. Procurements

RESOLUTION (CY 2014-21) APPROVING AND AUTHORIZING SOLE SOURCE PURCHASE FROM ALLEN ENTERPRISES, INC., ("ALLEN") OF ORLANDO, FLORIDA, A LICENSED VENDOR FOR THE ADB LIGHTING TECHNOLOGIES ("ADB") PRODUCTS CURRENTLY IN PLACE AT JAN

Commissioner Stallworth moved and Commissioner Harris seconded and the following resolution was unanimously approved and adopted.

WHEREAS, JMAA staff obtained a written quote for this purchase from Allen Enterprises, Inc., ("Allen") of Orlando, Florida, a licensed vendor for the ADB Lighting Technologies ("ADB") products currently in place at JAN in the amount of \$47,166.56.

WHEREAS, JMAA staff obtained a second written quote from Liberty Airport Systems Inc. of Burlington, Ontario ("Liberty"). Liberty offers a similar automated lighting control product, though it is not compatible with the ADB system and would require a wholesale replacement of the airfield lighting control system for the price of \$89,750

WHEREAS, Staff is recommending accepting the quote of \$47,166.56 from Allen as a sole source purchase in compliance with FAA certification requirements.

WHEREAS, the Board has reviewed the Memorandum dated **February 21, 2014** and considered the recommendations therein by the staff of the Authority;

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

The Board hereby authorizes and approves a sole source purchase from Allen Enterprises, Inc., ("Allen") of Orlando, Florida, a licensed vendor for the ADB Lighting Technologies ("ADB") products currently in place at JAN in the amount of \$47,166.56 as more specifically outlined in that certain memorandum dated February 21, 2014 and incorporated herein by reference..

The equipment comes with a one year manufacturer's warranty

E. OTHER MATTERS

Retiring Board Members:

RESOLUTIONS (CY 2014-22) HONORING AND COMMENDING DR. GLENDA GLOVER, DR. SYLVIA STEWART, MRS. JOHNNIE P. PATTON, and MR. GEORGE E. IRVING, SR.

Upon motion by Commissioner Hartley, Seconded by Commissioner Stallworth the following **RESOLUTION** was made and approved

And by Separate resolutions as set forth herein after, the Board unanimously resolved to adopt and approve separate resolutions honoring and commending each of the four forenamed former commissioners in the forms attached. (See Attachment of separate resolutions commending the four aforesaid retiring Commissioners.)

Upon motion by Commissioner Stallworth, Seconded by Vice Chairman Reed the following **RESOLUTION** was made and unanimously approved

RESOLUTION (CY 2014-23) APPROVING AND AUTHORIZING AGREEMENT WITH LAMAR ADVERTISING INCORPORATED (“LAMAR”) OF JACKSON, MISSISSIPPI REGARDING *IFLY.JACKSON.COM* AND AIR CARRIER SERVICE ADVERTISEMENT

Upon motion by Commissioner Stallworth, Seconded by Commissioner Hartley the following **RESOLUTION** was made and approved

WHEREAS, the staff of the Jackson Municipal Airport Authority (the “Authority”) has recommended that the Board of Commissioners (the “Board”) of the Authority approve and authorize certain actions with respect to agreement identified below and as more particularly described in a memorandum (i) included in the packet distributed to the Board prior to the February 24, 2014 Regular Monthly Meeting of the Board, and (ii) incorporated herein by reference; and

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

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

The Board approves and authorizes negotiating and entering into agreement with Lamar Advertising Incorporated (“Lamar”) of Jackson, Mississippi, for the purpose of promoting air transportation services offered at the Jackson-Medgar Wiley Evers International Airport (JAN) at a not-to-exceed cost of \$61,175.00 as more particularly set out in the Memorandum dated February 11, 2014, which describes

this matter, said agreement to be in such form and to contain such terms and conditions consistent with said Memorandum as may be deemed appropriate by the Chief Executive Officer of the Authority (the "CEO"), as evidenced by his execution thereof.

RESOLUTION (CY 2014-24) TO EMPLOY THE MAY LAW FIRM ("MLF") AS ADDITIONAL BOARD COUNSEL

Vice Chairman Reed then made the following motion, seconded by Commissioner Hartley,

WHEREAS, it would be advisable for the Board to employ the May Law Firm (AMLF@) of Jackson MS to work pursuant to the direction of JMAA General Counsel Walker Group, PC (AWG@) of Jackson MS, be it therefore **UNANOMOUSLY RESOLVED** that the Board hereby employs the May Law Firm (AMLF@) of Jackson MS to work pursuant to the direction of JMAA General Counsel Walker Group, PC (AWG@) of Jackson MS and

FURTHER RESOLVED that the MLF shall perform work on matters/projects/cases as assigned by WG with the approval of the JMAA Board of Commissioners; and WG and Baker Donelson (ABD@) are instructed and authorized to disclose to MLF attorney-client and work product privileged and confidential documents, information and tangible items as to past, current and/or future matters/projects/cases handled by WG and BD on behalf of the Board

VIII. ADJOURNMENT

There being no further business to come before the Board, upon motion and second and unanimous approved by the affirmative votes of all Commissioners present, the February 2014 Board Meeting was adjourned.

Respectfully submitted,

Pastor James L. Henley, Jr., Chairman

Ms. Evelyn O. Reed, Vice Chair

Ms. LaWanda D. Harris, Commissioner

Mr. Vernon W. Hartley, Sr., Commissioner

Mr. Jeffery A. Stallworth, Commissioner