

SPECIAL MEETING
OF
JACKSON MUNICIPAL AIRPORT AUTHORITY
BOARD OF COMMISSIONERS

February 5, 2009

The Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority" or "JMAA") met in the Community Room, Third Floor, Main Terminal Building, Jackson-Evers International Airport ("JEIA"), in Jackson, Mississippi, at 2:30 p.m. on Thursday, February 5, 2009 (the "Meeting"), pursuant to proper notice, a copy of which is attached as an exhibit to the minutes of the Meeting.

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

Chairman George E. Irvin, Sr. presided, called the Meeting to order, and called the roll of Commissioners.

The following Commissioners were present in person at the Meeting.

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

Chairman Irvin noted that a quorum was present in person as required by the Bylaws, and announced that the Meeting would proceed.

The following other persons were also present at the Meeting.

Dirk Vanderleest, JMAA Chief Executive Officer
Alan Moore, Baker Donelson Bearman Caldwell & Berkowitz, P.C.
Jeff Wagner, Baker Donelson Bearman Caldwell & Berkowitz, P.C.

II. PUBLIC COMMENTS.

None.

III. DISCUSSION AND ACTION ITEMS.

A. Public Records Request.

At Chairman Irvin's request, Mr. Moore and Mr. Wagner discussed with the Board the Public Records Request from the *Clarion-Ledger* newspaper to review and

perhaps make copies of certain travel related documents for JMAA Commissioners. A copy of the Public Records Request is attached as an exhibit to the minutes of this Meeting.

Mr. Moore and Mr. Wagner described for the Board the type of documents that had been requested by the *Clarion-Ledger* (the "Requested Documents"). Mr. Moore said that Mr. Vanderleest and Gary Cohen, JMAA Chief Financial Officer, had done an excellent job of retrieving and assembling the Requested Documents.

Mr. Wagner said he had reviewed each of the Requested Documents, and had made copies of the Requested Documents for JMAA's records.

Mr. Moore said that all of the Requested Documents would be made available to the *Clarion-Ledger* on Friday, February 6, 2009, as required by applicable law.

Mr. Moore and Mr. Wagner advised the Board that each Commissioner had been shown the Requested Documents which applied to him or her, and each Commissioner had discussed the documents and the travel and expenses described therein with Mr. Moore and/or Mr. Wagner, in order to provide the fullest possible explanation and background for each expense indicated on the Requested Records.

Mr. Moore and Mr. Wagner said that during that process, several reimbursements to various Commissioners described in the Requested Documents had been identified as possibly inappropriate. Mr. Moore said each such instance related to a specific item of reimbursement, not the travel or trip itself. Each such instance had been discussed with the respective Commissioner. Subject to further proper documentation, Mr. Moore said that Mr. Wagner and he recommended that all such questionable reimbursements be reimbursed to JMAA by the respective Commissioner. He said that when they had finished their review, Mr. Wagner would advise each Commissioner of the amount and reason for reimbursements due from each Commissioner to JMAA, if any.

Subject to said reimbursements, Mr. Moore and Mr. Wagner said all travel and related expenses and reimbursements described in the Requested Documents appeared to be directly related to JMAA's purpose, duties and responsibilities and reasonable under the circumstances.

During a general discussion of the Requested Documents and travel and related expenses incurred by the Board, Mr. Wagner said that during his review of the Requested Documents, he had discovered several instances in which Commissioners had not applied for or received reimbursements to which they were entitled – in amounts in excess of any possible reimbursements due from those Commissioners. Mr. Moore and Mr. Wagner also pointed out that the Board had never authorized or received a per diem allowed by Mississippi law of \$40.00 for each day or "fraction of a day" spent on JMAA business, up to 120 days a year. Nor has the Board ever authorized or received mileage for travel to and from JEIA, where most routine Board business is conducted.

At the close of the discussion, without a formal vote, each Commissioner pledged to reimburse JMAA for any expenses improperly reimbursed, and the Board directed Mr.

Moore, Mr. Wagner and the staff to fully comply with the Public Records Request by producing all the Requested Documents in the time required. The Board also requested more detailed guidance on what expenses are appropriate for reimbursement and how to better document expenses for reimbursement.

In response, Mr. Moore and Mr. Wagner said that while reviewing the Requested Documents, they had developed some suggestions for improving documentation of expenses submitted for reimbursement and the manner in which Board travel and related expenses are authorized.

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

**RESOLUTION REGARDING TRAVEL AND REIMBURSEMENT FOR TRAVEL
AND RELATED EXPENSES BY THE BOARD OF COMMISSIONERS**

RESOLVED, the Board of Commissioners (collectively, the “Board;” individually, “Commissioners”) of the Jackson Municipal Airport Authority (“JMAA”) hereby directs JMAA’s legal counsel to develop and present to the Board recommendations for improving (i) the process by which Board travel and related expenses are authorized, (ii) documentation of out-of-pocket expenses incurred by Commissioners and submitted for reimbursement, and (iii) the process by which Commissioners’ requests for reimbursement are processed and considered for reimbursement.

B. China Initiative for Air Cargo.

Mr. Vanderleest advised the Board that Virginia Kamsky of Kamsky Associates, the Authority’s consultant in connection with development of air cargo to and from China, was trying to schedule a luncheon in Washington, D.C. on Thursday, February 12, 2009, with the Chinese Ambassador to the United States to discuss Hainan Airlines’ interest in developing an air cargo facility at JEIA. Mr. Vanderleest said that if the luncheon is scheduled, Chairman Irvin and he will attend.

IV. ADJOURNMENT.

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

Respectfully submitted,

George E. Irvin, Sr., Chair

Dr. Glenda Glover, Vice Chair

Earle Jones

Johnnie P. Patton, R. PH.

Dr. Sylvia Stewart