

**SPECIAL MEETING OF JACKSON MUNICIPAL
AIRPORT AUTHORITY BOARD OF COMMISSIONERS
FEBRUARY 8, 2016**

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 February 8, 2016 Special Meeting in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport (“JAN”), in Jackson, Mississippi, at 1:00 p.m., on Monday, February 8, 2016 (the “Meeting”), pursuant to proper notice. A copy of the Notice is attached as an Exhibit to the February 8, 2016 Special Meeting Minutes.

Chairman Rosie L.T. Pridgen, Ph.D., presided, called the Meeting to order at 1:00 p.m. and called the roll of Commissioners.

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

Rosie L.T. Pridgen, Ph.D., Commissioner and Chairman
Pastor James L. Henley, Jr., Commissioner and Vice Chairman
Vernon W. Hartley, Sr., Commissioner
Evelyn O. Reed, Commissioner
LaWanda D. Harris, Commissioner

Chairman Dr. Pridgen, announced that a quorum was present at the Special 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 Special Meeting of the Board scheduled for 1:00 p.m. on Monday, February 8, 2016 in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport (“JAN”), in Jackson, Mississippi. The following other persons were also present at the Meeting:

Carl D. Newman, A.A.E., JMAA Chief Executive Officer
Perry Miller, JMAA Chief Operating Officer
John L. Walker, Esq., Walker Group, PC Attorneys at Law
Kevin Bass, Esq., Walker Group, PC Attorneys at Law
Regina May, Esq., The May Law Firm, PLLC Attorneys at Law
John Richard May, Jr., Esq., The May Law Firm, PLLC Attorneys at Law
And persons listed on [EXHIBIT A: Sign in Sheet for 2-8-16](#)

II. INVOCATION

Vice Chairman Pastor Henley gave the Invocation.

III. ACCEPTANCE OF NOTICE

- A. Notice of the Special Meeting of the Board of Commissioners (“The Board”) of the Jackson Municipal Airport Authority (“JMAA”) February 8, 2016 at 1:00 p.m.

RESOLUTION CY-2016-10

APPROVAL OF THE NOTICE OF THE FEBRUARY 8, 2016 SPECIAL MEETING

After discussion and review, the motion made by Commissioner Hartley, seconded by Commissioner Harris, and approved by unanimous vote, the following resolution was made and entered.

RESOLVED, that the Board hereby approves the Notice of the February 8, 2016 Special Meeting and directs that said notice be filed in the appropriate minute book and records of the Authority.

Yeas: Hartley, Harris, Henley, Pridgen, Reed

Nays: None

Abstentions: None

February 8, 2016

IV. PUBLIC COMMENTS

None

V. REPORTS

A. Chairman Dr. Pridgen

Chairman Dr. Pridgen greeted all persons in attendance at the meeting. Her report was a spirit filled and encouraging presentation which she called: “ABC’s from the Chair.”

A-Appreciation

Dr. Pridgen expressed her appreciation to the Board Members, for their exceptional work, day in and day out, for JMAA. She further expressed appreciation, on behalf of the entire Board, to JMAA’s Staff and business partners for the quality services they provide to JMAA. She stated that their efforts demonstrate defining, redefining and refining excellence every day.

B-Board Development Tidbits

Next, Dr. Pridgen, reminded the Commissioners that they all agreed to engage in more Board development. Therefore, she requested the

Commissioners to revisit their Board Development Notebook after the Board Meeting as she was about to review several items included therein. She suggested that the Board go to tab four (4) and review the article entitled "What Makes A Great Board." She then stated that since JMAA's Board of Commissioners is already great, she modified the article's title to "What Makes Great Boards Better Boards." She further pointed out several items and topics for the Commissioners to consider in order for JMAA's already great Board of Commissioners to become a better Board of Commissioners.

C-Celebrate

Finally, Dr. Pridgen encouraged everyone present at the meeting to celebrate the past, present and future, and not let present circumstances steal their joy, passion, pride, hope and their continuing to be all they can be. Further, she informed everyone to reflect on the accomplishments they have made as individuals that contribute to the overall health of JMAA and on those persons that have come before us. Also, she encouraged all to look at JMAA collectively, think about the future and "Celebrate." While doing this she encouraged everyone to declare and claim an even brighter future. Further, she urged everyone to not allow present distractions to disturb and derail JMAA, a dynamic organization.

Chairman Dr. Pridgen then yielded to Mr. Newman.

B. Chief Executive Officer

1. Mr. Carl D. Newman, A.A.E., CEO, announced that on February 4, 2016, he attended a Mississippi Aviation Association ("MAA") Board Meeting. During said meeting, the MAA spent a considerable amount of time discussing the pending legislation to take over JMAA. The MAA Board decided to send a letter to members of the Mississippi Legislature which states that MAA disagrees with the prospect legislation being the way to address concerns of some members of the Legislature. The letter encourages legislators with concerns to work with the City of Jackson and other interested parties to negotiate a solution, instead of addressing their concerns through legislation.
2. Also, on February 4, 2016, JMAA's Management introduced JMAA's new organizational chart to JMAA's Staff Members. Each Staff member possibly impacted by the organizational changes received an individual meeting with Management to discuss issues or concerns. There were two meetings held after the organizational chart presentation during which questions concerning it could be presented. Mr. Newman stated that he assured all Staff Members that his door was open, in the event any Staff Member wanted to speak with him concerning the new organizational chart. He stated that so far there has been only a few concerns communicated to him.

He announced that on March 1, 2016, JMAA will implement the new organizational structure. As such, JMAA is recruiting for several open positions. Initially, those positions will be advertised to only incumbent JMAA employees. After two weeks, if no incumbent JMAA employee has been selected for any position, the position will be publicly advertised.

In response to Chairman Dr. Pridgen's inquiry as to whether currently there are any critical positions not filled, Mr. Newman stated that currently there are no positions open that will prevent JMAA from moving forward.

In response to Commissioner Reed's inquiry as to the organizational level of the open positions, Mr. Newman informed the Board that there will be openings in some supervisory positions.

Next, Mr. Newman stated that JMAA's Staff is very close to presenting a Strategic Plan to the Board for its input. He distributed to the Commissioners a potential timeline for rolling out the Strategic Plan. A copy of it is attached as an exhibit to the February 8, 2016 Special Meeting Minutes.

VI. OTHER MATTERS

A. Attorney:

1. Potential Litigation Matters

Attorney Walker announced that there are several matters which the Board should consider discussing in Executive Session.

OPEN SESSION

Commissioner Hartley then moved that the Board enter into a Closed Session to discuss whether to go into an Executive Session to consider matters that he believed could be discussed in Executive Session, and Commissioner Harris seconded the motion.

The Board, by a vote of 5-0-0, resolved to close the session. Chairman Dr. Pridgen, asked all, except Mr. Carl D. Newman, A.A.E., CEO, and the 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 and this was done.

The Board went into Closed Session at 1:17 p.m.

CLOSED SESSION

Commissioner Reed then moved that the Board enter into Executive Session to discuss a

potential litigation matter. Commissioner Harris seconded the motion to enter Executive Session and the Commissioners, by a vote of 5-0-0, resolved to enter Executive Session for the stated purposes.

The Closed Session ended at 1:20 p.m.

OPEN SESSION

Chairman Dr. Pridgen, invited all persons outside the room to re-enter and some did.

Chairman Dr. Pridgen stated in Open Session that the Board, during Closed Session, voted to enter into Executive Session to discuss a potential litigation matter.

Chairman Dr. Pridgen asked all present, with the exception of Mr. Carl D. Newman, A.A.E. CEO, Mr. Perry Miller, JMAA Chief Operating Officer and the attorneys from Walker Group, PC and The May Law Firm, to leave the room.

The Board went into Executive Session at 1:31 p.m.

EXECUTIVE SESSION

During the Executive Session, the Board discussed matters as to a potential litigation matter and took no action.

Upon motion by Commissioner Harris, seconded by Commissioner Hartley, and the unanimous approval of the Board Members present in the Executive Session (5-0-0), the Executive Session was ended at 3:54 p.m.

OPEN SESSION

Chairman Dr. Pridgen, invited all persons outside the room to re-enter and some did.

Chairman Dr. Pridgen, stated in Open Session that the Board, during Executive Session discussed a potential litigation matter and took no action regarding said matter.

VII. ADJOURNMENT

Thereafter, it was moved by Commissioner Harris, seconded by Commissioner Hartley, and unanimously resolved (5-0-0) that the Special Meeting of the Board be ADJOURNED at 3:56 p.m.

Respectfully submitted,

Rosie L.T. Pridgen, Ph.D., Commissioner and Chairman

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

Ms. LaWanda D. Harris, Commissioner

Mr. Vernon W. Hartley, Sr., Commissioner

Ms. Evelyn O. Reed, Commissioner