

**SPECIAL MEETING**  
**OF**  
**JACKSON MUNICIPAL AIRPORT AUTHORITY**  
**BOARD OF COMMISSIONERS**

**January 14, 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 Wednesday, January 14, 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  
Gary Cohen, JMAA Chief Financial Officer  
Alan Moore, Baker Donelson Bearman Caldwell & Berkowitz, P.C.  
Jeff Wagner, Baker Donelson Bearman Caldwell & Berkowitz, P.C.  
Brent Saunders, Breazeale, Saunders & O'Neil, Ltd.  
Pat Baldwin, Breazeale, Saunders & O'Neil, Ltd.

## II. APPROVAL AND EXECUTION OF MINUTES.

- A. **Administration Committee Meeting, December 17, 2008.**
- B. **Special Meeting of the Board of Commissioners, December 17, 2008: Open Session and Executive Session.**

The Board considered the minutes of the Administration Committee Meeting on December 17, 2008, and the Open Session and Executive Session of the Special Meeting of the Board on December 17, 2008.

After discussion, upon motion duly made by Commissioner Jones, seconded by Commissioner Patton, and unanimously approved by the affirmative votes of all Commissioners present (Commissioner Glover not being present at this time), the minutes were approved as presented and directed to be filed in the appropriate minute book and records of the Authority.

## III. PUBLIC COMMENTS.

None.

## IV. DISCUSSION AND ACTION ITEMS.

Chairman Irvin recommended and the Board agreed by consensus to reverse the order by which the Board would discuss and take action on the two matters on the agenda for the Meeting, so the matters were taken up in the order indicated below.

- A. **Fiscal Year 2008 Audit: Accept.**

Mr. Vanderleest said that the Audited Financial Statements and Independent Auditors' Reports on Internal Accounting Controls and Compliance and Related Reports for the Fiscal Year ended September 30, 2008, and related documents (collectively, the "FY 2008 Audit") prepared by Breazeale, Saunders & O'Neil, the Authority's certified public accounting firm ("BSO"), had been distributed to and discussed with the Board at the Administration Committee Meeting on December 17, 2009 (the Administration Committee Meeting"), and at the Special Meeting of the Board on December 17, 2009 (the "Special Meeting"). At the Special Meeting, at the request of Commissioner Patton, the Board had determined to defer additional discussion and action regarding the FY 2008 Audit until this Meeting.

Mr. Vanderleest directed that the PowerPoint presentation used by Brent Saunders and Pat Baldwin of BSO during the Administration Committee Meeting and the Special Meeting, and the FY 2008 Audit, be attached as exhibits to the minutes of the Meeting.

During discussion, Commissioner Patton said she wanted to make sure that any oral recommendations made by BSO as a result of the FY 2008 Audit were put in writing. Brent Saunders of BSO confirmed that BSO would do that, although there were no material recommendations.

After further discussion, upon motion duly made by Commissioner Stewart, seconded by Commissioner Patton, and unanimously approved by the affirmative votes of all Commissioners present (Commissioner Glover not being present at this time), the Board adopted the following resolution.

### **RESOLUTION ACCEPTING FISCAL YEAR 2008 AUDIT**

**WHEREAS**, Breazeale, Saunders & O’Neil, Ltd. (the “Auditors”) have presented and discussed with the Board of Commissioners (the “Board”) of the Jackson Municipal Airport Authority (the “Authority”) the (i) Audited Financial Statements and Independent Auditors’ Reports on Internal Accounting Controls and Compliance and Related Reports for the Fiscal Year ended September 30, 2008, and related documents (collectively, the “FY 2008 Audit”); and

**WHEREAS**, the Board has reviewed and considered the FY 2008 Audit;

**NOW, THEREFORE, BE IT RESOLVED**, the Board hereby approves and accepts the FY 2008 Audit.

[Commissioner Glover then joined the Meeting.]

#### **B. Confidential Personnel Matter.**

##### **1. Closed Session.**

At approximately 2:50 p.m., Chairman Irvin requested that the Board enter into Closed Session for the limited purpose of considering whether to enter Executive Session for the limited purpose of discussing and taking action regarding a personnel matter, which required confidential treatment.

Upon motion duly made by Commissioner Glover, seconded by Commissioner Stewart, and unanimously approved by the affirmative votes of all Commissioners present, the Board adopted a resolution authorizing the Board to enter Closed Session for the purpose of considering whether to enter Executive Session for the limited purposes of discussing and taking action regarding a personnel matter, which required confidential treatment.

The Board requested that everyone present leave the Meeting, except for Alan Moore and Jeff Wagner.

At approximately 2:51 p.m., upon motion duly made by Commissioner Stewart, seconded by Commissioner Jones, and unanimously approved by the affirmative votes of all Commissioners present, the Board adopted a resolution authorizing the Board to enter Executive Session for the limited purpose of discussing and taking action regarding a personnel matter, which required confidential treatment.

The Board requested that Alan Moore and Jeff Wagner remain with the Board during the Executive Session.

2. Executive Session.

At approximately 2:52 p.m., the Board met in Executive Session for the limited purpose of discussing and taking action regarding a personnel matter, which required confidential treatment.

3. Open Session.

At approximately 3:25 p.m., the Board reconvened the Meeting in Open Session, and Chairman Irvin invited the staff of the Authority and the general public back into the Meeting, but no one joined the Meeting.

Chairman Irvin reported that, during the Executive Session, upon motion duly made by Commissioner Stewart, seconded by Commissioner Jones, and unanimously adopted by the affirmative vote of all Commissioners present, the Board had adopted a resolution (i) directing that a review be undertaken regarding the job description, duties performed, and salary of a certain JMAA employee, and that a report thereon be provided to the Board by the March 2009 Board Work Session, if practical, and by the April 2009 Board Work Session at the latest; (ii) directing that a review be undertaken of the JMAA Disadvantaged Business Enterprise Program, including consideration of complaints and suggestions by a certain employee, and that a report thereon be provided to the Board by the March 2009 Board Work Session, if practical, and by the April 2009 Board Work Session at the latest; and (iii) directing that certain other administrative actions be taken with regard to the confidential personnel matter, all as more particularly set out in the minutes of the Executive Session of the Meeting.

**V. 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,

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George E. Irvin, Sr., Chair

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Dr. Glenda Glover, Vice Chair

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Earle Jones

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Johnnie P. Patton, R. PH.

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Dr. Sylvia Stewart