

**SPECIAL MEETING OF JACKSON MUNICIPAL
AIRPORT AUTHORITY BOARD OF COMMISSIONERS
JUNE 14, 2017**

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 Special Meeting in the Terminal Building, Hawkins Field Airport (“HKS”), West Ramp Road, in Jackson, Mississippi, at 4:45 p.m., on Wednesday, June 14, 2017 (the “Meeting”), pursuant to proper notice. A copy of the Notice is attached as an Exhibit to the June 14, 2017 Special Meeting Minutes.

Chairman Evelyn O. Reed presided, called the Meeting to order at 4:45 p.m. and called the roll of Commissioners.

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

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

The following Commissioner was present, telephonically, at the Special Meeting:

LaWanda D. Harris, Commissioner

Chairman Evelyn O. Reed 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 Special Meeting of the Board scheduled for 4:45 p.m. on Wednesday, June 14, 2017, in the Terminal Building, Hawkins Field Airport (“HKS”), West Ramp Road, in Jackson, Mississippi. The following other persons were also present at the Meeting:

Carl D. Newman, A.A.E., JMAA’s Chief Executive Officer
Perry Miller, JMAA’s 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 R. May, Jr., Esq., The May Law Firm, PLLC, Attorneys at Law
And persons listed on **EXHIBIT A: Sign in Sheet for 06-14-17**

II. INVOCATION

Vice Chairman Dr. Johnson gave the Invocation.

III. APPROVAL OF NOTICE

- A. Notice of the Special Meeting of the Board of Commissioners (“The Board”) of the Jackson Municipal Airport Authority (“JMAA”) on June 14, 2017 at 4:45 p.m. in the Terminal Building, Hawkins Field Airport (“HKS”), West Ramp Road, in Jackson, Mississippi.

RESOLUTION CY-2017-70

APPROVAL OF THE NOTICE OF THE JUNE 14, 2017 SPECIAL MEETING

After discussion and review, and upon the motion made by Commissioner Hartley, seconded by Vice Chairman Dr. Johnson, and approved by unanimous vote (5-0-0), the following resolution was made and entered.

RESOLVED, that the Board hereby approves the Notice of the June 14, 2017 Special Meeting and directs that said notice be filed in the appropriate minute book and records of the Authority.

Yeas: Harris, Hartley, Henley, Johnson, Reed

Nays: None

Abstentions: None

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IV. PUBLIC COMMENTS

None.

V. ACTION ITEMS

A. OTHER MATTERS

1. *Pending Litigation Matter*

OPEN SESSION

Chairman Reed stated that it was necessary for the Board to enter Closed Session to determine if an Executive Session is appropriate and that she would entertain a motion to do such. Commissioner Hartley then moved that the Board go into a Closed Session to discuss whether to go into an Executive Session to consider a matter that he believed could be discussed in Executive Session and Vice Chairman Dr. Johnson seconded the motion.

The Board unanimously resolved to close the session. Chairman Reed asked all, except Mr. Carl Newman, CEO, Mr. Perry Miller, COO, Ms. Renee Antoine, Director of Human Resources & Administration and 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.

Commissioner Harris, in accordance with Article II, Section 8D of the Bylaws of the Jackson Municipal Airport Authority, verbally affirmed the following:

- i. that the device that she was using to participate in the June 14, 2017, Special Meeting of the Board of Commissioners does not potentially allow persons other than her to hear the Meeting's proceedings;
- ii. that in the location where she is participating in the June 14, 2017, Special Meeting of the Board of Commissioners, no other person is able to hear any of the Meeting's proceedings;
- iii. that neither she nor any other person or entity is currently or will be recording the Executive Session; and
- iv. that she will immediately inform the other Commissioners participating in the Meeting if any of the above matters, affirmed by her, cease to exist during the course of the Executive Session and, in the event that occurs, she shall immediately terminate her participation in the Executive Session by disconnecting the device that she is using to participate in the Meeting of the Board of Commissioners.

The Board went into Closed Session at 4:48 p.m.

CLOSED SESSION

Commissioner Pastor Henley then moved that the Board enter into Executive Session to discuss one (1) pending litigation matter, the Minor et al v. JMAA lawsuit. Vice Chairman Dr. Johnson seconded the motion to enter Executive Session, and the Commissioners voted 5-0-0 to enter Executive Session for the stated purposes.

The Closed Session ended at 4:50 p.m.

OPEN SESSION

Chairman Reed then invited all persons outside the room to re-enter, some did. Chairman Reed then stated in Open Session that the Board, during Closed Session, voted to enter Executive Session to consider one (1) pending litigation matter, the Minor et al v. JMAA lawsuit.

Chairman Reed asked all present, except for Mr. Carl Newman, CEO, Mr. Perry Miller, COO, Ms. Renee Antoine, Director of Human Resources & Administration and 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 Executive Session at 4:51 p.m.

EXECUTIVE SESSION

During the Executive Session, the Board discussed one (1) pending litigation matter, the Minor et al v. JMAA lawsuit.

1. The Board took the following action as to the pending litigation matter, Minor et al v. JMAA lawsuit.

RESOLUTION CY-2017-71

RESOLUTION REGARDING THE MINOR ET AL. V. JMAA LAWSUIT

Upon motion by Vice Chairman Dr. Johnson, seconded by Commissioner Pastor Henley, the following **RESOLUTION** was made and adopted by unanimous vote of the Commissioners present.

WHEREAS, during the Executive Session, the Board authorized the attorneys for JMAA to take certain actions as to the Minor et al v. JMAA lawsuit.

IT IS, THEREFORE, RESOLVED that the Board authorizes the attorneys for JMAA to take certain actions discussed by the Board during Executive Session as to the Minor et al v. JMAA lawsuit.

Yeas: Harris, Hartley, Henley, Johnson, Reed

Nays: None

Abstentions: None

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Upon motion by Commissioner Hartley, seconded by Vice Chairman Dr. Johnson, and unanimous approval, the Executive Session ended at 5:02 p.m.

Chairman Reed invited all persons outside the room to re-enter; some did, and Chairman Reed announced that the meeting was once again open.

OPEN SESSION

Commissioner Harris disconnected her telephonic attendance at the Special Meeting at 5:02 p.m.

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

Open Session reconvened at 5:03 p.m.

Chairman Reed announced that the meeting was once again open. She then she announced that during

Executive Session the Board voted to authorize JMAA's attorney to take certain actions discussed by the Board during Executive Session as to the Minor et al v. JMAA lawsuit.

VI. ADJOURNMENT

Thereafter, it was moved by Commissioner Hartley, seconded by Vice Chairman Dr. Johnson, and unanimously resolved by the Commissioners in attendance that the Special Meeting of the Board be ADJOURNED at 5:04 p.m.

Respectfully submitted,

Ms. Evelyn O. Reed, Commissioner and Chairman

Rosie L.T. P. Johnson, Ph.D., Commissioner and Vice Chairman

Ms. LaWanda D. Harris, Commissioner

Mr. Vernon W. Hartley, Sr., Commissioner

Pastor James L. Henley, Jr., Commissioner