

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

**June 6, 2007**

The Board of Commissioners (the "Board") of the Jackson Municipal Authority ("Authority" or "JMAA") met in the Community Room at Jackson-Evers International Airport ("JEIA") in Jackson, Mississippi, at 3:00 p.m. on Wednesday, June 6, 2007 (the "Meeting"), pursuant to proper notice, a copy of which is attached as an exhibit to the minutes of this Meeting.

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

Chairman J. R. Jones presided, called the Meeting to order, and called the roll of Commissioners. The following Commissioners were present in person at the meeting:

J. R. Jones, Chairman  
Dr. Sylvia Stewart, Vice Chair  
Johnnie Patton, P. R. PH.

Commissioner Glenda Glover participated in the Meeting by telephone. She was able to be heard by everyone present at the Meeting, and everyone present at the Meeting was able to hear her comments over the phone.

Chairman J. R. Jones noted that a quorum was present in person and announced that the Meeting was competent to proceed with the business at hand.

The following other persons were also present at the Meeting.

Dirk B. Vanderleest, JMAA Chief Executive Officer  
Bonnie Wilson, JMAA Chief Operating Officer  
Gary Cohen, JMAA Chief Financial Officer  
Woody Wilson, JMAA Vice President for Facilities  
Rene' Woodward, JMAA Director of Human Resources and Administration  
Kenneth Randolph, JMAA Airport Police Commander  
Denson Stasher, JMAA Director of Operations and Security  
Barbara Reed, JMAA Executive Assistant  
Larry Davis, JMAA Compliance Analyst  
Jack Weldy, JMAA Properties Manager  
Arnetrius Reed Branson, JMAA Controller  
Joyce Tillman, JMAA Facilities Engineer  
Alan L. Moore, Baker Donelson Bearman Caldwell & Berkowitz  
Jeff Wagner, Baker Donelson Bearman Caldwell & Berkowitz

Chuck Lott, Neel-Schaffer, Inc.  
John Bourgeois, Waggoner Engineering, Inc.  
Clarence Edwards, Mercury Air Center

## **II. APPROVAL AND EXECUTION OF MINUTES OF BOARD MEETINGS.**

### **A. Regular Monthly Meeting on April 23, 2007.**

### **B. Emergency Meeting on May 29, 2007.**

The Board considered the minutes of (i) the Open Session and the Executive Session of the Regular Monthly Meeting on April 23, 2007, and (ii) the Emergency Meeting on May 29, 2007.

After discussion, upon motion duly made by Commissioner Patton, seconded by Commissioner Stewart, and unanimously approved by the affirmative votes of all Commissioners present, said 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. REPORTS.**

### **A. Chief Executive Officer.**

#### **1. Airport Project Manager Summary, Ending April 30, 2007.**

Mr. Vanderleest directed the Board's attention to this Report, as found in the packet distributed to the Board prior to the Meeting (the "Packet"), and discussed this Report with the Board. A copy of the Packet is attached as an exhibit to the minutes of the Meeting.

#### **2. Airport Activity Statistics Report, Ending April 30, 2007.**

Mr. Vanderleest directed the Board's attention to the Activity Report for the month ended April 30, 2007, as found in the Packet, and discussed this Report with the Board.

#### **3. U. S. Department of Homeland Security/FEMA Logistics Center.**

Mr. Vanderleest advised the Board that a meeting had been scheduled in Washington, D. C. with FEMA to discuss the Authority's interest in locating a U. S. Department of Homeland Security/FEMA Logistics Center at JEIA.

4. Continental Express.

Mr. Vanderleest said that the Authority continued to work with Continental Express on direct service to and from Newark Liberty International Airport, and that positive progress was being made.

5. Customer Service.

Mr. Vanderleest said that the staff was involved in a series of meetings with the Transportation Security Administration and the airlines operating at JEIA, to better coordinate security matters and provide more secure and user-friendly service to travelers at JEIA.

6. Modify Signatory Policy and Designate CEO as Purchasing Agent.

Mr. Vanderleest directed the Board's attention to the memorandum in the Packet which discussed this matter, and discussed this matter with the Board.

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

**RESOLUTION DESIGNATING CHIEF EXECUTIVE OFFICER AS  
PURCHASING AGENT AND AMENDING POLICY ON SIGNATORY  
AUTHORITIES**

**WHEREAS**, during the 2007 Regular Session, the Mississippi Legislature amended Miss. Code Ann. Section 31-7-13 (the "Bid Law") to increase the thresholds for securing competitive quotes for certain procurements (from \$3,500.01 to \$5,000.01) and for advertising for bids for such items (from \$15,000.01 to \$25,000.01); and

**WHEREAS**, the Bid Law allows a governing authority, such as the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") to designate a "Purchasing Agent" to make procurement decisions under the Bid Law if the amount to be expended is \$25,000.00 or less; and

**WHEREAS**, the Board previously approved and adopted a certain Policy No. 1-40 entitled "Signatory Authorities," which established policies on signatory authority for all levels of the Authority's staff for various purposes (the "Policy on Signatory Authorities"); and

**WHEREAS**, in light of the foregoing, the staff of the Authority has recommended that the Board consider amending the Policy on Signatory Authorities and making certain other changes in order to more fully comply with the Bid Law;

**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: (i) amend the Policy on Signatory Authorities by deleting the existing Policy on Signatory Authorities and adopting and approving, effective immediately, a new Policy on Signatory Authorities in the form included in the packet distributed to the Board prior to the Special Meeting of the Board on June 6, 2007, and incorporated herein by reference.

**B. Attorney.**

1. AAP Staff Services, Inc.

Mr. Wagner discussed with the Board the situation surrounding AAP Staff Services, Inc. ("AAP") and its creditors, and the impact of that situation on the Authority. During discussion, Mr. Wagner advised the Board that Merchants and Planters Bank had not provided the Authority with proper evidence of its security interest in payments owed to AAP, despite being requested to do so by the Authority. He also said that he had been advised that Advance Payroll Funding had secured a judgment against AAP in Ohio, and was likely to seek to enforce that judgment against AAP in Mississippi at some time in the near future. Although it is not possible to prevent someone from filing a complaint or initiating litigation, Mr. Wagner said that the Authority should be protected from liability if the Authority releases payments to AAP at this time without proper notice having been received from a creditor of AAP, such as and specifically including Merchants and Planters Bank and Advance Payroll Funding.

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

**RESOLUTION RELEASING FUNDS OWED TO AAP STAFF SERVICES,  
INC.**

**WHEREAS**, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") has been advised by legal counsel that, in the absence of proper notice of a security interest or lien on certain payments owed by the Authority to AAP Staff Services, Inc. ("AAP"), the Authority may release funds owed by the Authority to AAP without liability; and

**WHEREAS**, the Board has been advised by the staff and legal counsel of the Authority that no such notice has been received by the Authority from a creditor of AAP, such as and specifically including Merchants and Planters Bank and Advance Payroll Funding;

**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, approve and direct the staff to release all funds currently owed to AAP for services performed for and on behalf of the Authority.

**V. ACTION ITEMS.**

**A. Financial Matters.**

1. Financial Reports for April 2007: Accept.
2. Claims Docket for April 2007: Approve.

Mr. Vanderleest discussed with the Board the (i) financial reports for the Authority for the month of April 2007, as found in the Packet, and the (ii) Claims Docket for the Authority for the month of April 2007, as set out in the Packet.

During discussion, Mr. Vanderleest reminded the Board that certain claims on the original Claims Docket for April 2007 had been approved for payment at the Emergency Meeting of the Board on May 29, 2007.

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

**RESOLUTION ACCEPTING FINANCIAL REPORTS FOR APRIL 2007  
AND APPROVING AND AUTHORIZING PAYMENT OF CLAIMS  
DOCKET FOR APRIL 2007**

**WHEREAS**, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") has reviewed and considered (i) certain financial statements for the Authority for the month and period ending April 30, 2007 (the "Financial Reports"), and (ii) the Claims Docket of the Authority for the month of April 2007 (the "Claims"), both the Financial Reports and the Claims being (i) included in the packet distributed to the Board prior to the June 6, 2007, Special Meeting of the Board and (ii) incorporated herein by reference;

**NOW, THEREFORE, BE IT RESOLVED**, the Board hereby (i) accepts the Financial Reports and (ii) approves and authorizes payment of the Claims in the total amount of \$517,702.67.

**B. Service Agreements.**

1. Agreement with Staffing Connections for Temporary Labor, JEIA and HF: Approve Agreement.
2. Agreement with Datamaxx for NCIC Workstation: Approve Agreement.
3. Agreement with M/A-COM, Inc. for Radio Frequency Rebanding: Approve Agreement.
4. Agreement with Schindler Elevator Corporation for Maintenance, JEIA: Approve Agreement.

Mr. Vanderleest directed the Board's attention to the memoranda in the Packet which discussed each of the matters set out above, and discussed each of these matters with the Board.

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

**RESOLUTION APPROVING AND AUTHORIZING CERTAIN ACTIONS  
WITH RESPECT TO CERTAIN SERVICE AGREEMENTS**

**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 service agreements identified below, all as more particularly described in certain memoranda (i) included in the packet distributed to the Board prior to the June 6, 2007, Special Meeting of the Board (separately, the "Memorandum"; collectively, the "Memoranda") and (ii) incorporated herein by reference; and

**WHEREAS**, the Board has reviewed and considered said Memoranda and considered said recommendations 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:

1. The Board approves and authorizes negotiation and execution of an agreement with Staffing Connections for temporary employees, said agreement to be in such form and to contain such terms and conditions consistent with the Memorandum relating to this matter as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

2. The Board approves and authorizes negotiation and execution of an annual service agreement with Datamaxx for an NCIC work station, said agreement to be in such form and to contain such terms and conditions consistent with the Memorandum relating to this matter as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.
3. The Board approves and authorizes negotiation and execution of an agreement with M/A-COM, Inc. for radio frequency rebanding, said agreement to be in such form and to contain such terms and conditions consistent with the Memorandum relating to this matter as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.
4. The Board approves and authorizes negotiation and execution of an agreement with Schindler Elevator Corporation for maintenance of certain escalators and elevators, said agreement to be in such form and to contain such terms and conditions consistent with the Memorandum relating to this matter as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

**C. Construction Projects.**

1. JMAA Project No. 047-06, Contract No. 047-06-303, Employee and Rental Car Parking Rehabilitation, JEIA: Approve Change Order No. 1.
2. JMAA Project No. 007-05, Contract No. 007-05-227, Terminal Apron Repairs Phase 2, JEIA: Approve Change Order No. 5.

Mr. Vanderleest directed the Board's attention to the memoranda in the Packet which discussed each of the matters set out above, and discussed each of these matters with the Board.

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

**RESOLUTION APPROVING AND AUTHORIZING CERTAIN CHANGE ORDERS TO CONSTRUCTION CONTRACTS**

**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 execution and accomplishment of certain change orders to certain construction contracts identified below, all as more particularly described in certain memoranda (i) included in the packet distributed to the Board prior to the June 6, 2007, Special Meeting of the Board (separately, "Memorandum"; collectively, "Memoranda") and (ii) incorporated herein by reference; and

**WHEREAS**, the Board has reviewed and considered said Memoranda and considered said recommendations 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:

1. The Board approves and authorizes execution and accomplishment of Change Order No. 1 to Contract No. 047-06-303 with Clear River Construction Company, Inc. for rehabilitation of the employee and rental car parking lots at Jackson-Evers International Airport, as more particularly described in the Memorandum and attachments thereto relating to this matter.
2. The Board approves and authorizes execution and accomplishment of Change Order No. 5 to Contract No. 007-05-227 with Head, Inc. for repairs to the terminal apron at Jackson-Evers International Airport, Phase 2, as more particularly described in the Memorandum and attachments thereto relating to this matter, including without limitation extension of warranty through April 2028 and release of retainage.

**D. Procurements.**

1. JMAA Project No. 007-07, S&C Manual Switchgear, JEIA: Award Contract.

Mr. Vanderleest directed the Board's attention to the memorandum in the Packet which discussed this matter, and discussed this matter with the Board.

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

**RESOLUTION AWARDDING CONTRACT FOR PROJECT NO. 007-07,  
PURCHASE AND INSTALLATION OF S&C MANUAL SWITCHGEAR**

**WHEREAS**, after publication of an advertisement for bids in accordance with applicable law, the Jackson Municipal Airport Authority (the "Authority") received four (4) bids for purchase and installation of a S&C manual switchgear for Jackson-Evers International Airport (the "Project"), said bids being set out in that certain Bid Tabulation Form dated May 15, 2007 (the "Bid Tabulation Form"), which is (i) included in the packet distributed to the Board prior to the June 6, 2007, Special Meeting of the Board and (ii) incorporated herein by reference; and

**WHEREAS**, the staff of the Authority has advised the Board of Commissioners (the "Board") of the Authority that the lowest bid for the Project was submitted by Webster Electric, Inc. ("Webster") in the lump sum amount of \$61,218.00, with



an alternate deduction of \$8,016.00 (the "Bid"), as shown on the Bid Tabulation Form; and

**WHEREAS**, the staff of the Authority has advised the Board that said Bid submitted by Webster was compliant with the bid requirements for the Project and has recommended that the Board award the contract for the Project to Webster for submission of the lowest and best bid for the Project; and

**WHEREAS**, the Board has reviewed the Bid Tabulation Form and considered said recommendation by the staff of the Authority;

**NOW, THEREFORE, BE IT RESOLVED**, the Board hereby determines that the lowest and best bid for the Project was submitted by Webster and awards the contract for the Project to Webster; and authorizes and directs the Chief Executive Officer and representatives of the Authority to negotiate and execute an agreement with Webster to accomplish the Project, said agreement to be in such form and to contain such terms and conditions consistent with the Bid and bid requirements for the Project as deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

**E. Grants.**

1. Grant Offer for Airport Improvement Program (AIP) Project No. 3-28-0037-039-2007, Design Access Control System Upgrade, JEIA: Authorize Acceptance of Grant Offer.

Mr. Vanderleest directed the Board's attention to the memorandum in the Packet which discussed this matter, and discussed this matter with the Board.

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

**RESOLUTION APPROVING AND AUTHORIZING RECEIPT OF  
FEDERAL GRANT AND STATE GRANT FOR AIRPORT  
IMPROVEMENT PROGRAM PROJECT NO. 3-28-0037-039-2007,  
DESIGN ACCESS CONTROL SYSTEM UPGRADE, JACKSON-EVERS  
INTERNATIONAL AIRPORT**

**WHEREAS**, the Jackson Municipal Airport Authority (the "Authority") had previously applied for a grant from the federal Airport Improvement Program (the "AIP Grant") and a grant from the State of Mississippi (the "State Grant") to be used to fund design of upgrades and improvements to the access control system at Jackson-Evers International Airport (the "Project"); and

**WHEREAS**, the staff of the Authority has advised the Board of Commissioners (the "Board") of the Authority that the application for the AIP Grant has been approved in the amount of \$915,164.00, and that the application for the State

Grant has been approved in the amount of \$24,083.00, and that it is necessary and appropriate at this time for the Board to approve and authorize acceptance of the AIP Grant and the State Grant; and

**WHEREAS**, the Board has considered said recommendation 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: (i) approve and authorize acceptance of the AIP Grant and the State Grant, and (ii) authorizes and directs the staff of the Authority to take all other steps necessary and appropriate to accomplish receipt of the AIP Grant and the State Grant, including without limitation obtaining appropriate resolutions and other documentation from the City of Jackson, and use of the AIP Grant and the State Grant in connection with the Project.

**F. Other Matters.**

1. Application to Participate in Pilot Program, FAA Safety Management System, JMAA: Authorize Application.

Mr. Vanderleest directed the Board's attention to the memorandum in the Packet which discussed this matter, and discussed this matter with the Board.

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

**RESOLUTION APPROVING AND AUTHORIZING APPLICATION FOR  
AND PARTICIPATION IN FAA PILOT PROJECT REGARDING  
AIRPORT SAFETY**

**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 the filing of an application for and participation in a pilot project of the Federal Aviation Administration Office of Airport Safety and Standards (the "FAA") to develop guidelines for airport safety management, including production of a Safety Management System Plan and Safety Program Manual for airports selected for the pilot project (the "Pilot Project"), at a cost of approximately \$100,000.00 to \$200,000.00 per airport, with funding to be provided in part by the federal Airport Improvement Program, all as more particularly described in that certain memorandum dated May 16, 2007, (i) included in the packet distributed to the Board prior to the June 6, 2007, Special Meeting of the Board (the "Memorandum") and (ii) incorporated herein by reference; and

**WHEREAS**, the Board has reviewed and considered said Memorandum and considered said recommendation 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, approve and authorize: (i) filing an application for and participation in the Pilot Project; (ii) filing an application for and acceptance of funding for the Pilot Project from FAA; (iii) acceptance of any grant associated with the Pilot Project; and (iv) execution by the Chief Executive Officer of the Authority of such applications, agreements and other documents as may be necessary and appropriate to accomplish the foregoing, said applications, agreements and other documents to be in such form and to contain such terms and conditions as may be deemed appropriate by the Chief Executive Officer, as evidenced by his execution thereof.

## **VI. CLOSED SESSION.**

### **A. Annexation by Flowood of Airport Property: Oppose Annexation but Encourage Cooperation on Municipal Services.**

At approximately 3:35 p.m., Mr. Moore recommended that the Board go into Closed Session to discuss and determine whether to enter into Executive Session to discuss a specific threat of litigation because of adoption of an annexation ordinance by the City of Flowood, which seeks to annex certain portions of Jackson-Evers International Airport.

After discussion, upon motion duly made by Commissioner Patton, seconded by Commissioner Stewart, and unanimously approved by the affirmative votes of all Commissioners present, the Board agreed to enter into Closed Session for the limited purpose of considering whether to enter into Executive Session to discuss a specific threat of litigation because of adoption of an annexation ordinance by the City of Flowood, which seeks to annex certain portions of Jackson-Evers International Airport. The Board asked Mr. Vanderleest, Ms. Wilson, Mr. Moore and Mr. Wagner to remain during the Closed Session.

## **VII. EXECUTIVE SESSION.**

### **A. Annexation by Flowood of Airport Property: Oppose Annexation but Encourage Cooperation on Municipal Services.**

At approximately 3:36 p.m., the Board considered whether to enter into Executive Session for the limited purpose of discussing and taking action regarding a specific threat of litigation because of adoption of an annexation ordinance by the City of Flowood, which seeks to annex certain portions of Jackson-Evers International Airport.

Upon motion duly made by Commissioner Stewart, seconded by Commissioner Patton, and unanimously approved by the affirmative votes of all Commissioners present, the Board agreed to enter into Executive Session for the limited purpose of discussing

and taking action regarding a specific threat of litigation because of adoption of an annexation ordinance by the City of Flowood, which seeks to annex certain portions of Jackson-Evers International Airport. The Board asked Mr. Vanderleest, Ms. Wilson, Mr. Moore and Mr. Wagner to remain during the Executive Session.

Ms. Wilson then stepped outside the Meeting and told those outside the Meeting that the Board had voted to go into Executive Session to consider and take action regarding a specific threat of litigation because of adoption of an annexation ordinance by the City of Flowood, which seeks to annex certain portions of Jackson-Evers International Airport.

The Board then met in Executive Session to consider and take action regarding a specific threat of litigation because of adoption of an annexation ordinance by the City of Flowood, which seeks to annex certain portions of Jackson-Evers International Airport.

## VIII. OPEN SESSION.

### A. Annexation by Flowood of Airport Property: Oppose Annexation but Encourage Cooperation on Municipal Services.

At approximately 3:55 p.m., the Board reconvened in Open Session, and invited the public and staff of the Authority back into the Meeting.

Chairman J. R. Jones announced that, during the Executive Session, the Board had considered and taken action regarding a specific threat of litigation because of adoption of an annexation ordinance by the City of Flowood, which seeks to annex two (2) specific portions of Jackson-Evers International Airport, as shown on a map shown to the Board by Mr. Vanderleest during the Executive Session. A copy of said map is attached as an exhibit to the minutes of this Meeting.

Chairman Jones said that, after considerable discussion, upon motion duly made by Commissioner Stewart, seconded by Commissioner Patton, and unanimously approved by the affirmative votes of all Commissioners present, the Board had adopted the following resolution.

#### **RESOLUTION OFFERING TO COOPERATE WITH FLOWOOD ON MATTERS OF MUTUAL INTEREST BUT OPPOSING ANNEXATION OF PORTIONS OF JACKSON-EVERS INTERNATIONAL AIRPORT**

**WHEREAS**, the Jackson Municipal Airport Authority (the “Authority”) operates Jackson-Evers International Airport (the “Airport”) under and in accordance with Section 61-3-1, *et seq.* (the “Airport Authorities Law”); and

**WHEREAS**, the City of Flowood (“Flowood”) has adopted an ordinance seeking to annex certain portions of the Airport into the corporate limits of Flowood, said portions being shown on the map (i) attached as an exhibit to the minutes of the June 6, 2007, Special Meeting of the Board, and (ii) incorporated herein by reference; and

**WHEREAS**, the Board of Commissioners (the “Board”) of the Authority appreciates the long and positive history of cooperation between the Authority and Flowood on many issues of mutual importance; and

**WHEREAS**, the Board has given careful consideration to the implications and consequences of annexation of the portions of the Airport sought to be annexed by Flowood, and has reviewed and considered the statutory authority and responsibilities granted to the Authority by the Airport Authorities Law, other applicable laws, and the applicable case law and other precedents regarding annexation of Airport property;

**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:

1. The Board opposes annexation of the portions of the Airport sought to be annexed by Flowood, and authorizes and directs the Chief Executive Officer of the Authority to take all steps necessary and appropriate to inform the City of Flowood and other appropriate parties of the Board’s position.
2. The Board approves and authorizes the employment of Jim Carroll of the Jackson, Mississippi, law firm of Carroll Warren and Parker to serve as special legal counsel to the Authority in opposing the attempt by Flowood to annex certain portions of the Airport, the exact terms and conditions of said employment to be subject to approval by the Chairman and Chief Executive Officer of the Authority.
3. The Chief Executive Officer and other representatives of the Authority are authorized and directed to give notice of this matter to the City of Jackson.
4. In a good faith effort to avoid an expensive and divisive dispute over annexation of certain portions of the Airport, the Board authorizes and directs its Chief Executive Officer and other representatives to invite Flowood and other local governments to work together on matters of mutual interest, including without limitation: water and waste water; utilities; garbage collection and hazardous waste removal; police and fire protection; ground transportation; economic development; zoning; land use; and development guidelines.

**IX. OTHER MATTERS CONTINUED.**

**A. June 2007 Board Meeting.**

After discussing scheduling conflicts and the difficulty of assembling a quorum for the regular monthly meeting of the Board in June, the Board determined to call a special meeting of the Board for 7:30 a.m. on Thursday, June 21, 2007.

**X. DISCUSSION: STRATEGIC INITIATIVES.**

No discussion or action was taken on this matter at the Meeting.

**XI. ADJOURNMENT.**

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

Respectfully submitted,

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J. R. Jones, Chairman

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Dr. Sylvia Stewart, Vice Chair

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Dr. Glenda Glover

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Earle Jones

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Johnnie Patton