

SPECIAL MEETING
OF
JACKSON MUNICIPAL AIRPORT AUTHORITY
MARCH 25, 2013

The Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority" or "JMAA") met in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport ("JAN"), Jackson, Mississippi, at 3:00 p.m. on Monday, March 25, 2013 (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.

Chair Johnnie P. Patton, R. Ph. presided, called the Meeting to order, and called the roll of Commissioners.

The following Commissioners were present in person at the Meeting at this time.

Johnnie P. Patton, R. Ph., Chair
George E. Irvin, Sr.

Chair Patton noted that a quorum was not present in person as required by the Bylaws, and announced that the Meeting would proceed with discussion only of matters which did not require Board action.

The following other persons were also present at the Meeting.

Dirk Vanderleest, JMAA Chief Executive Officer
Bonnie Wilson, JMAA Chief Operating Officer
Woody Wilson, JMAA Senior Director of Capital Planning
Gary Cohen, JMAA Chief Financial Officer
Jack Thomas, JMAA Director of Disadvantaged Business Enterprise
(DBE) and Community Development
Cindy Crotchett, JMAA Executive Assistant
Arnetrius Reed Branson, JMAA Comptroller
William Dickson, JMAA Airport Security Manager
Kimberly Farmer, JMAA Administrative Project Support
Shawn Hanks, JMAA Information Technology Manager
Tonora Humphrey, JMAA Police Sergeant
Rhonda Knight, JMAA Human Resources Manager
LeSheena Lewis, JMAA Police Corporal
Anthony Manning, JMAA Police Corporal
Garry Montgomery, JMAA Maintenance Manager
Liston Sage, JMAA Project Specialist

Chuck Lott, Neel-Schaffer, Inc.
Jim White, Waggoner Engineering, Inc.
Alan Moore, Baker Donelson Bearman Caldwell & Berkowitz
Jeff Wagner, Baker Donelson Bearman Caldwell & Berkowitz
Marlena Pickering, Baker Donelson Bearman Caldwell & Berkowitz

II. APPROVAL AND EXECUTION OF MINUTES.

Chair Patton deferred action on this matter until a quorum of the Board was physically present at the Meeting.

III. PUBLIC COMMENTS.

None.

IV. REPORTS.

A. Chief Executive Officer.

1. *Terminal Renovations and Expansion Concepts.*

Mr. Vanderleest presented and discussed a PowerPoint presentation entitled "Terminal Renovations and Expansion Concepts," a copy of which is attached as an exhibit to the minutes of the Meeting.

2. *Employee and Organizational Recognitions.*

a. LeSheena Lewis, JMAA Police Corporal.

Mr. Vanderleest recognized and commended Corporal Lewis for her recent promotion to the rank of police corporal.

b. Anthony Manning, JMAA Police Corporal.

Mr. Vanderleest recognized and commended Corporal Manning for his recent promotion to the rank of police corporal.

c. Employee of the Month, March 2013: Liston Sage, Project Specialist, HR & Administration Department.

Mr. Vanderleest recognized and commended Mr. Sage for being named Employee of the Month for March 2013.

- d. Jackson Municipal Airport Authority: American Association of Airport Executives, 2012 Excellence Award for Airport Training.

Mr. Vanderleest informed the Board that the Authority had received the 2012 Excellence Award for Airport Training from the American Association of Airport Executives.

3. *Ground Transportation.*

Mr. Vanderleest discussed an upcoming public meeting to be held at JAN to discuss new ground transportation rules and regulations for JAN, as set out in a PowerPoint presentation, a copy of which is attached as an exhibit to the minutes of the Meeting.

Commissioner Sylvia Stewart joined the Meeting at this time. Her presence constituted a quorum physically present at the Meeting, so the Meeting was competent to proceed with discussion and action on all matters.

Commissioner Glenda Glover also joined the Meeting at this time by telephone. Commissioner Glover could hear everyone who spoke during the Meeting, and everyone at the Meeting could hear Commissioner Glover.

Now that a quorum of the Board was physically present at the Meeting, Chair Patton said that the Board would return to the normal agenda.

II. CONTINUATION OF APPROVAL AND EXECUTION OF MINUTES.

- A. **Regular Work Session of the Board of Commissioners, February 21, 2013.**
- B. **Regular Monthly Meeting of the Board of Commissioners, February 25, 2013.**

After discussion, upon motion duly made by Commissioner Irvin, seconded by Commissioner Stewart, and unanimously approved by the affirmative votes of all Commissioners present, the minutes described above were approved as presented and directed to be filed in the appropriate minute book and records of the Authority.

IV. CONTINUATION OF REPORTS.

- A. **Chief Executive Officer.**
 4. ***Airport Project Manager Summary, Period Ending February 28, 2013.***
 5. ***Airport Activity Statistics Report, Period Ending February 28, 2013.***

Mr. Vanderleest directed the Board's attention to the Airport Project Manager Summary and the Airport Activity Statistics Report as

found in the packet distributed to the Board prior to the Meeting (the "Packet"), and discussed these reports with the Board. A copy of the Packet is attached as an exhibit to the minutes of the Meeting.

6. *Southwest Airlines.*

Mr. Vanderleest said that Duane O'Neil, Executive Director of the Greater Jackson Partnership (Chamber of Commerce), and Mr. Vanderleest would visit Southwest Airlines later in the week. Mr. Vanderleest said that by August 2013, Southwest's flights at JAN would be reduced to four flights per day: two to Houston and one each to Chicago and Orlando. In effect, JAN had lost 50% of its Southwest service in the past year. Mr. Vanderleest said that he hoped to return with a better understanding of Southwest's plans for JAN in the future.

7. *Federal Sequestration.*

Mr. Vanderleest said that Hawkins Field is currently listed among 149 FAA "contract towers" that FAA will discontinue operating as of April 5, 2013, because of the federal budget sequestration. Mr. Vanderleest said that although inconvenient, safety would not be compromised at Hawkins Field.

B. Attorney.

1. *Proposed Amendment to Bylaws of the Authority.*

Mr. Moore distributed to the Board a proposed amendment to the Bylaws of the Authority, which would allow participation of Commissioners by telephone or video to count toward a quorum. In other words, the amendment would remove the requirement that three Commissioners must be physically present at a Board meeting in order for a quorum to exist. Without a quorum, no action can be taken by the Board. A copy of the proposed amendment is attached as an exhibit to the minutes of the Meeting.

Commissioner Irvin suggested that if less than three Commissioners are physically present at a Board Meeting, Board action should be limited to approving the Claims Docket.

Mr. Moore suggested that any requirement for physical presence at a Board meeting should be reduced or eliminated in the case of an emergency meeting, which only requires three hours' notice.

After considerable discussion, the Board declined to act on the matter at this time, and asked Mr. Moore to revise the proposed amendment to limit action at a meeting where less than three

Commissioners are physically present to approval of the Claims Docket, and to provide that actions can be taken at emergency meetings even if only one Commissioner is physically present.

2. *Venue Legislation.*

Mr. Moore advised the Board that House Bill 279 had been passed by both chambers of the Mississippi Legislature and signed by the Governor, and was now in effect, allowing non-felony charges at JAN to be prosecuted in the Rankin County court system.

V. ACTION ITEMS.

A. Financial Matters.

1. *Financial Reports for February 2013.*

- a. Balance Sheet: Accept.
- b. Income Statement: Accept.
- c. Claims Docket for February 2013: Approve.

Mr. Vanderleest directed the Board's attention to the above referenced financial reports for February 2013, and the Claims Docket for February 2013, all of which were included in the Packet.

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

**RESOLUTION ACCEPTING FINANCIAL REPORTS
FOR FEBRUARY 2013 AND APPROVING AND
AUTHORIZING PAYMENT OF CLAIMS DOCKET
FOR FEBRUARY 2013**

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") has reviewed and considered (i) the Balance Sheet and the Income Statement for the Authority for the month and period ending February 28, 2013 (the "Financial Reports") and (ii) the Claims Docket for the Authority for the month of February 2013 (the "Claims"), both the Financial Reports and the Claims being (i) included in the packet distributed to the Board prior to the March 25, 2013,

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 \$3,188,226.00.

B. Service Agreements.

1. *Air Service Development Consulting, JMAA: Approve Agreement (Boyd Group).*

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

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

**RESOLUTION APPROVING AND AUTHORIZING
PROFESSIONAL SERVICES AGREEMENT WITH THE
BOYD GROUP INTERNATIONAL, INC.**

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 negotiation and execution of a professional services agreement with The Boyd Group International, Inc. ("Boyd"), whereby Boyd will provide assistance with air service development and retention related matters for a term of one year, the fees for such services not to exceed \$65,000 (the "Boyd Agreement"), as more particularly described in that certain memorandum dated March 11, 2013, (i) included in the packet distributed to the Board prior to the March 25, 2013, Special Meeting of the Board, and (ii) incorporated herein by reference (the "Memorandum"); and

WHEREAS, the Board has reviewed the Memorandum and considered the recommendations therein 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 negotiation and execution of the Boyd Agreement, said Boyd Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

C. Construction Projects.

1. *JMAA Contract No. 013-11-064, Main Terminal Renovation, JAN: Authorize Amendment to Architectural Agreement (Dale Partners Architects P.A.).*

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

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

RESOLUTION APPROVING AND AUTHORIZING (I) EXPANSION OF PROJECT NO. 013-11, TERMINAL RENOVATION; (II) AMENDMENT TO PROFESSIONAL SERVICES AGREEMENT WITH DALE PARTNERS ARCHITECTS, P.A.; AND (III) INCREASE IN PROJECT BUDGET

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 (i) an expansion of the scope for JMAA Project No. 013-11 Terminal Renovation (formerly Main Terminal, East and West Concourse Improvements, Retail Food and Beverage Service Facility) Project (the "Terminal Renovations") to include certain additional elements for renovation (the "Additional Project Elements"); (ii) negotiation and execution of an amendment to the existing professional services agreement with Dale Partners Architects, P.A. ("Dale"), whereby Dale will provide additional design and construction review services in connection with the Additional Project Elements, at a cost not to exceed \$658,804.91 for a new maximum contract amount of \$2,084,389.02 (the "Dale Amendment"); and (iii) an increase to the Terminal Renovation project budget for a new maximum amount of \$21,255,582.86, all as more particularly described in that certain memorandum dated March 19, 2013, (i) included in the packet distributed to the Board

prior to the March 25, 2013, Special Meeting of the Board, and (ii) incorporated herein by reference (the “Memorandum”); and

WHEREAS, the Board has reviewed the Memorandum and considered the recommendations therein 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) an expansion to the scope of the Terminal Renovations to include the Additional Project Elements; (ii) negotiation and execution of the Dale Amendment, said Dale Amendment to be in such form and to contain such terms and conditions consistent with the Memorandum as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof; and (iii) an increase to the Terminal Renovation budget for a maximum project budget of \$21,255,582.86.

D. Procurements.

1. *Airfield Maintenance Equipment, JAN and HKS: Authorize Purchase (Deviney Equipment).*

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

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

**RESOLUTION APPROVING AND AUTHORIZING (I)
PURCHASE OF THREE KUBOTA TRACTORS AND TWO
BUSH HOG MOWERS FROM DEVINEY EQUIPMENT,
AND (II) TRADE IN OF OLD MAINTENANCE
EQUIPMENT**

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 (i) purchase of three new Kubota tractors and two new Bush Hog mowers (the “Equipment”) for airfield maintenance at Hawkins Field and Jackson-Medgar Wiley Evers International Airport from Deviney Equipment (“Deviney”) at a state contract

price of \$121,565.30, and (ii) trade-in of three existing tractors and two Alamo cutters for a credit of \$38,500, as more particularly described in that certain memorandum dated March 12, 2013, (i) included in the packet distributed to the Board prior to the March 25, 2013, Special Meeting of the Board, and (ii) incorporated herein by reference (the "Memorandum"); and

WHEREAS, the Board has reviewed the Memorandum and considered the recommendations therein 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 purchase of the Equipment at the state contract price of \$121,565.30 and (ii) trade-in of the existing equipment for a credit of \$38,500.

E. Grants.

There was no discussion or action regarding grants at the Meeting.

F. Other Matters.

1. *State of Mississippi, Department of Finance and Administration – Office of Air Transport Services, Ground Lease, JAN: Approve Extension.*

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

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

**RESOLUTION APPROVING AND AUTHORIZING
RENEWAL OF GROUND LEASE AT JACKSON-MEDGAR
WILEY EVERS INTERNATIONAL AIRPORT TO THE
STATE OF MISSISSIPPI DEPARTMENT OF FINANCE
AND ADMINISTRATION – OFFICE OF AIR TRANSPORT
SERVICES**

WHEREAS, the Jackson Municipal Airport Authority (the "Authority") currently leases approximately 12,500 square feet of land along the west side of South Hangar Drive (the "Premises") at Jackson-Medgar Wiley Evers International Airport ("JAN") to the

State of Mississippi Department of Finance and Administration – Office of Air Transport Services (the “State”) at a rental rate of \$.25 per square foot, which is the Authority’s standard ground lease rate at JAN; and

WHEREAS, the State has requested, and the staff of the Authority has recommended, that the Board of Commissioners of the Authority (the “Board”) approve an extension of the current lease term for the Premises for an additional one year, effective July 1, 2013, at the same rental and subject to the same terms currently in effect (the “DFA Lease”), all as set forth in that certain memorandum dated March 11, 2013, (i) included in the packet distributed to the Board prior to the March 25, 2013, Special Meeting of the Board, and (ii) incorporated herein by reference (the “Memorandum”); and

WHEREAS, the Board has reviewed the Memorandum and considered the recommendation set forth therein 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 negotiation and execution of the DFA Lease, said DFA Lease to be in such form and to contain such terms and conditions consistent with the Memorandum and herein as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

2. *Artwork Loan Agreement with Jackson Public School: Authorize Agreement.*

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

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

**RESOLUTION APPROVING AND AUTHORIZING
AGREEMENT WITH JACKSON PUBLIC SCHOOL
DISTRICT REGARDING LOAN OF ART WORK TO
LANIER HIGH SCHOOL**

WHEREAS, the staff of the Jackson Municipal Airport Authority (the “Authority”) has requested that the Board of Commissioners (the “Board”) of the Authority approve and authorize negotiation and execution of an agreement with the Jackson Public Schools District (“JPS”) to loan twelve (12) framed photographs from the Mississippi Images series previously displayed at Jackson-Medgar Wiley Evers International Airport to be displayed at Lanier High School in Jackson, Mississippi from April 2013 through March 2014 (the “Agreement”), all as more particularly described in that certain memorandum dated March 15, 2013, (i) included in the packet distributed to the Board prior to the March 25, 2013, Special Meeting of the Board, and (ii) incorporated herein by reference (the “Memorandum”); and

WHEREAS, the Board has reviewed the Memorandum and considered the recommendation therein 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 negotiation and execution of the Agreement, said Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

3. *Early Issues.*

Mr. Vanderleest asked the Board to consider approval of an Early Issue Claim in the amount of \$8,184.15 payable to Commissioner Patton. A copy of the Early Issue Claim is attached as an exhibit to the minutes of the Meeting.

After discussion, upon motion duly made by Commissioner Stewart, seconded by Commissioner Irvin, and approved by the affirmative votes of Commissioners Glover, Irvin and Stewart, with Commissioner Patton abstaining, the Board adopted the following resolution.

**RESOLUTION APPROVING AND AUTHORIZING
PAYMENT OF EARLY ISSUE CLAIM**

WHEREAS, the staff of the Jackson Municipal Airport Authority (the “Authority”) has recommended that the Board of Commissioners of the Authority (the “Board”) approve and authorize prompt payment of a certain early issue claim (the “Early Issue Claim”), a description of the Early Issue Claim being (i) attached as an exhibit to the minutes of the March 25, 2013, Special Meeting of the Board and (ii) incorporated herein by reference; and

WHEREAS, the Board has reviewed the Early Issue Claim and considered said recommendation by the staff of the Authority;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby determines that the Early Issue Claim is an appropriate and proper expense incurred in connection with authorized responsibilities and duties of the Authority, and hereby approves and authorizes prompt payment of the Early Issue Claim in the total amount of \$8,184.15.

4. *Board Travel.*

There was no discussion or action regarding Board Travel at the Meeting.

VI. DISCUSSION: STRATEGIC INITIATIVES.

There was no discussion or action regarding strategic initiatives at the Meeting.

VII. ADJOURNMENT.

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

Respectfully submitted,

Johnnie P. Patton, R. Ph., Chair

Dr. Sylvia Stewart, Vice Chair

Dr. Glenda Glover

George E. Irvin, Sr.

Earle Jones