

**REGULAR MONTHLY MEETING OF JACKSON MUNICIPAL
AIRPORT AUTHORITY BOARD OF COMMISSIONERS
MARCH 27, 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 Regular Monthly Board Meeting in the Terminal Building, Jackson-Medgar Wiley Evers International Airport (“JAN”), in Jackson, Mississippi, at 4:00 p.m. on Monday, March 27, 2017 (the “Meeting”), pursuant to proper notice.

Chairman Evelyn O. Reed presided, called the Meeting to order at 4:00 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
LaWanda D. Harris, Commissioner
Pastor James L. Henley, Jr., Commissioner
Vernon W. Hartley, Sr., 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 Regular Monthly Meeting of the Board scheduled for 4:00 p.m. on Monday, March 27, 2017, in the 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’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 03-27-17**

II. INVOCATION

Commissioner Pastor Henley gave the Invocation.

III. APPROVAL OF BOARD NOTICES

A. Commissioners’ Attendance at the 2017 AAAE/ACI-NA’s “Washington Legislative

Conference” and Meetings with Various Members of the Mississippi Congressional Delegation during the period of March 21, 2107 through March 22, 2017 Notice

- B. Rescheduling of the March 2017 Regular Monthly Work Session from Thursday, March 23, 2017 at 8:30 a.m. to Friday, March 24, 2014 at 8:30 a.m. Notice
- C. Commissioners’ Attendance at the 2017 AAAE/ACI-NA “Washington Legislative Conference” and Meetings with Various Members of the Mississippi Congressional Delegation during the period of March 21, 2017 through March 22, 2017 Amended Notice.
- D. Commissioners’ Attendance at the 2017 AAAE/ACI-NA “Washington Legislative Conference” and Meetings with Various Members of the Mississippi Congressional Delegation during the period of March 21, 2017 through March 22, 2017 Second Amended Notice.

RESOLUTION CY-2017-29

APPROVAL OF THE NOTICES OF THE AAAE/ACI-NA “WASHINGTON LEGISLATIVE CONFERENCE” AND MEETINGS WITH VARIOUS MEMBERS OF THE MISSISSIPPI CONGRESSIONAL DELEGATION FROM MARCH 21, 2017 THROUGH MARCH 22, 2017 AND THE RESCHEDULING OF THE THURSDAY, MARCH 23, 2017 AT 8:30 A.M. WORK SESSION TO FRIDAY, MARCH 24, 2017 AT 8:30 A.M.

After discussion and review, and upon the motion made by Vice Chairman Dr. Johnson, seconded by Commissioner Hartley, and approved by the affirmative vote of all Commissioners present, the following resolution was made and entered.

RESOLVED, that the Board hereby approves the Notice of the Rescheduling of the March 2017 Regular Monthly Work Session from Thursday, March 23, 2017 at 8:30 a.m. to Friday, March 24, 2017 at 8:30 a.m. and the Notice, Amended Notice and Second Amended Notice of the Commissioners’ Attendance at the 2017 AAAE/ACI-NA “Washington Legislative Conference” and Meetings with Various Members of the Mississippi Congressional Delegation during the period of March 21, 2017 through March 22, 2017.

Yeas: Harris, Hartley, Henley, Johnson, Reed

Nays: None

Abstentions: None

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IV. APPROVAL AND EXECUTION OF MINUTES

- A. Rescheduled Regular Work Session of the Board of Commissioners, February 23, 2017.
- B. Regular Meeting of the Board of Commissioners, February 27, 2017.

RESOLUTION CY-2017-30

APPROVAL AND EXECUTION OF THE MINUTES OF THE FEBRUARY 23, 2017 RESCHEDULED REGULAR WORK SESSION AND THE FEBRUARY 27, 2017 REGULAR BOARD MEETING

After discussion and review and upon the motion made by Commissioner Pastor Henley, and seconded by Vice Chairman Dr. Johnson, the Minutes of the Rescheduled Regular Work Session, February 23, 2017, and the Regular Board Meeting, February 27, 2017, were approved by unanimous vote of the Commissioners, and the following resolution was made and entered.

RESOLVED, that the Board hereby approves the Minutes of the Rescheduled Regular Work Session, February 23, 2017, and the Regular Board Meeting, February 27, 2017, as presented, and directs that said Minutes be filed in the appropriate Minute Book and Records of the Authority.

Yeas: Harris, Hartley, Henley, Johnson, Reed
Nays: None
Abstentions: None

March 27, 2017

V. PUBLIC COMMENTS

None.

VI. REPORTS

A. Report from the Chairman

Chairman Reed welcomed everyone to the Board Meeting stated that she did not have any further report.

She then recognized Mr. Carl D. Newman, CEO, to present his reports.

B. Chief Executive Officer

Mr. Carl D. Newman, CEO, wished Commissioner LaWanda D. Harris a Happy Birthday and announced that there is cake available after the Board Meeting in celebration of her birthday.

He then addressed comments to the Board, as he went through Agenda items, and made references to supporting documentation in the Packet for the March 27, 2017 Regular Board Meeting ("Packet"). The Packet is attached as an exhibit to the March 2017 Regular Board Meeting Minutes.

1. **Airport Project Manager Summary, Period Ending
February 28, 2017.....Page 1**
2. **Airport Activity Statistics Report, Period Ending
February 28, 2017.....Page 17**

C. Attorney

Attorney Walker announced that there are several matters that he recommends that the Board takes up during an Executive Session. Accordingly, he recommended that Chairman Reed present the matters for consideration at the appropriate time.

VII. ACTION ITEMS

A. Financial Matters

1. Financial Reports for February 2017:

- (a) Balance Sheet: Accept.....Page 30*
- (b) Income Statement: Accept.....Page 32*
- (c) Claims Docket for February 2017: Approve.....Page 35*

RESOLUTION CY-2017-31

RESOLUTION ACCEPTING/APPROVING THE FEBRUARY 2017 FINANCIAL REPORTS: BALANCE SHEET AND INCOME STATEMENT

Upon motion by Vice Chairman Dr. Johnson, seconded by Commissioner Hartley, the following **RESOLUTION** was made and approved by a majority vote 4-1-0.

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") reviewed and considered the Authority's Balance Sheet and Income Statement ("the Financial Reports") for the month and period ending February 28, 2017, which were included in the Packet, at pages 30-34, and distributed to the Board prior to the March 27, 2017 Monthly Meeting of the Board.

IT IS, THEREFORE, RESOLVED that the Board hereby accepts and approves the February 2017 Financial Reports: Balance Sheet and Income Statement for February 2017.

Yeas: Harris, Hartley, Johnson, Reed
Nays: Henley
Abstentions: None

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c. Claims Docket for February 2017: Approve.....Page 35

Mr. Newman announced that consideration of the Claims Docket for February 2017 will be taken up later on the Board Meeting Agenda.

**2. Direct Placement and Bond Underwriting Request for Proposals, JMAA:
Authority to Solicit Proposals.....Page 40**

RESOLUTION CY-2017-32

**RESOLUTION AUTHORIZING JMAA TO SOLICIT DIRECT PLACEMENT AND
BOND UNDERWRITING REQUESTS FOR PROPOSALS IN CONNECTION WITH
REFUNDING THE 2007A AND 2007B BONDS**

Upon motion by Commissioner Hartley, seconded by Vice Chairman Dr. Johnson, the following **RESOLUTION** was made and unanimously approved.

WHEREAS, the Board has considered the request of JMAA's Staff for authority to publish two (2) separate requests for proposals, as follows:

(1) to direct lenders, such as commercial banking institutions, interested in providing fixed rate direct placement loans to JMAA of up to \$10,000,000.00 (including issuance costs and any accrued interest up to the redemption date, offset by interest deposits paid to the Trustee) to refund (refinance) JMAA's 2007A and 2007B Bonds; and

(2) to investment banking/underwriting firms to also refund (refinance) JMAA's 2007A and 2007B Bonds. As for any selected investment banking/underwriting firm, the company would assist JMAA with the preparation, dissemination, and marketing of the bond documents necessary to refund (refinance) JMAA's 2007A and 2007B Bonds in a gross amount of up to \$10,000,000.00 (including issuance costs and any accrued interest up to the redemption date, offset by interest deposits paid to the Trustee); and

WHEREAS, the Series 2007A and 2007B Bonds may be redeemed at JMAA's option on or after October 1, 2017 and any refunding of those bonds may be closed up to 90 days before October 1, 2017; and

WHEREAS, Staff will present a recommendation to the Board as to which method of sale is

best for JMAA financially; and

WHEREAS, refunding the Series 2007A and 2007B bonds at present interest rates could result in an estimated net present value savings amount of \$583,000.00 for JMAA over the life of the bonds; and

WHEREAS, the Board finds that such request, which is explained in the Memorandum dated March 17, 2017, found on pages 40-43 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that JMAA’s Staff is authorized to publish two (2) separate requests for proposals, as follows:

(1) to direct lenders, such as commercial banking institutions, interested in providing fixed rate direct placement loans to JMAA of up to \$10,000,000.00 (including issuance costs and any accrued interest up to the redemption date, offset by interest deposits paid to the Trustee) to refund (refinance) JMAA’s 2007A and 2007B Bonds; and

(2) to investment banking/underwriting firms to also refund (refinance) JMAA’s 2007A and 2007B Bonds. As for any selected investment banking/underwriting firm, the company would assist JMAA with the preparation, dissemination, and marketing of the bond documents necessary to refund (refinance) JMAA’s 2007A and 2007B Bonds in a gross amount of up to \$10,000,000.00 (including issuance costs and any accrued interest up to the redemption date, offset by interest deposits paid to the Trustee); and

IT IS, THEREFORE, FURTHER RESOLVED that such request is fully explained in the Memorandum dated March 17, 2017, found on pages 40-43 of the Meeting Packet.

Yeas: Harris, Hartley, Henley, Johnson, Reed

Nays: None

Abstentions: None

March 27, 2017

3. *Financial Advisory Services-Contract Extension, JMAA: Authority to Modify Professional Services Agreement.....Page 44*

RESOLUTION CY-2017-33

RESOLUTION AUTHORIZING STAFF TO EXECUTE AN AMENDMENT TO EXTEND THE AGREEMENT WITH FRASCA & ASSOCIATES, LLC FOR FINANCIAL MANAGEMENT AND CONSULTING SERVICES

Upon motion by Vice Chairman Dr. Johnson, seconded by Commissioner Hartley, the following **RESOLUTION** was made and unanimously approved.

WHEREAS, the Board has considered the request of JMAA's Staff for authority to execute an Amendment that extends for five (5) calendar months, from May 1, 2017 through September 30, 2017, the current professional services agreement with Frasca & Associates, LLC ("Frasca"), a New York limited liability company, for "ad hoc" highly technical financial management and consulting services, including assistance with the issuance of bonds as determined necessary and appropriate by the Jackson Municipal Airport Authority ("JMAA"); and

WHEREAS, the fees for "ad hoc" financial management and consulting service, including reimbursable expenses, shall not exceed \$65,000.00 and the hourly rates for "ad hoc" financial management and consulting services, as prescribed in the Packet, at pages 44-45, will be incorporated in the amended professional service agreement; and

WHEREAS, the minimum fee for services associated with the issuance bonds is \$52,500.00 up to the first \$30,000,000.00 of bonds issued; \$1.00 per \$1,000.00 of bonds issued for the next \$20,000,000.00; and \$0.50 per \$1,000.00 of bonds issued for the next \$50,000,000.00, and the maximum fee for bond issuance services is \$97,500.00 regardless of the size of issuance; and

WHEREAS, reimbursable expenses for bond issuance services shall not exceed \$5,000.00; and

WHEREAS, Comer Capital Group, LLC ("Comer") of Jackson, Mississippi, a Certified Disadvantaged Business Enterprise ("DBE"), shall continue to provide support services to Frasca, as a sub-consultant, to achieve the 25% DBE participation goal; and

WHEREAS, the Board finds that such request, which is explained in the Memorandum dated March 17, 2017, found on pages 44-47 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that JMAA's Staff is authorized to execute an amendment extending for five (5) calendar months, from May 1, 2017 through September 30, 2017, the current professional services agreement with Frasca & Associates, LLC ("Frasca"), a New York limited liability company, for "ad hoc" highly technical financial management and consulting services, including assistance with the issuance of bonds as determined necessary and appropriate by the Jackson Municipal Airport Authority ("JMAA"); and

IT IS, THEREFORE, FURTHER RESOLVED that the "ad hoc" financial management and consulting service fees, including reimbursable expenses, shall not exceed \$65,000.00 and the hourly rates for "ad hoc" financial management and consulting services, as prescribed in the Packet, at pages 44-45, will be incorporated in the amended professional service agreement; and

IT IS, THEREFORE, FURTHER RESOLVED that the minimum fee for services associated with the issuance bonds is \$52,500.00 up to the first \$30,000,000.00 of bonds issued; \$1.00 per \$1,000.00 of bonds issued for the next \$20,000,000.00; and \$0.50 per

\$1,000.00 of bonds issued for the next \$50,000,000.00, and the maximum fee for bond issuance services is \$97,500.00 regardless of the size of issuance; and

IT IS, THEREFORE, FURTHER RESOLVED that the reimbursable expenses for bond issuance services shall not exceed \$5,000.00; and

IT IS, THEREFORE, FURTHER RESOLVED that Comer Capital Group, LLC (“Comer”) of Jackson, Mississippi, a Certified Disadvantaged Business Enterprise (“DBE”), shall continue to provide support services to Frasca as a sub-consultant, to achieve the 25% DBE participation goal; and

IT IS, THEREFORE, FURTHER RESOLVED that such request is fully explained in the Memorandum dated March 17, 2017, found on pages 44-47 of the Meeting Packet.

Yeas: Harris, Hartley, Henley, Johnson, Reed

Nays: None

Abstentions: None

March 27, 2017

4. Request for Proposals for Financial Advisory Services, JMAA: Authority to Solicit Proposals.....Page 48

Commissioner Pastor Henley stated that the payment amount of \$300,000.00 for three (3) years or \$100,000.00 annually, is a large increase in the fees for these services since currently JMAA is paying \$65,000.00 per year for these same services.

In response, Ms. Arnetrius Branson, CFO, stated that the requested \$300,000.00 budget amount is for five (5) years. Ms. Branson explained that five (5) years consist of the initial three (3) years of the agreement and two (2) optional renewal years of the agreement which are included in the project budget.

RESOLUTION CY-2017-34

RESOLUTION AUTHORIZING JMAA TO SOLICIT PROPOSALS FROM FINANCIAL MANAGEMENT AND PLANNING CONSULTANTS TO PROVIDE FINANCIAL MANAGEMENT SERVICES AND ASSISTANCE WITH DEBT ISSUANCE

Upon motion by Vice Chairman Dr. Johnson, seconded by Commissioner Hartley, the following **RESOLUTION** was made and unanimously approved.

WHEREAS, the Board has considered the request of JMAA’s Staff for authority to solicit proposals from financial management and planning consultants with experience in the field of aviation financial management to support the professional financial management staff of Jackson Municipal Airport Authority (“JMAA”) to develop a financial management plan for

public financing related service and provide highly technical consulting services on funds management issues for JMAA and assistance with the issuance of debt; and

WHEREAS, the base term of this agreement will be for three (3) years, with two (2) renewal options, for one (1) year each, at JMAA’s discretion solely; and

WHEREAS, the fees for the services shall not exceed \$300,000.00 for the initial three (3) year agreement and the two (2) one (1) year renewals of the agreement; and

WHEREAS, the Board finds that such request, which is explained in the Memorandum dated March 17, 2017, found on pages 48-49 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that JMAA’s Staff is authorized to solicit proposals from financial management and planning consultants with experience in the field of aviation financial management to support the professional financial management staff of Jackson Municipal Airport Authority (“JMAA”) to develop a financial management plan for public financing related service and provide highly technical consulting services on funds management issues for JMAA and assistance with the issuance of debt; and

IT IS, THEREFORE, FURTHER RESOLVED that the base term of this agreement will be for three (3) years with two (2) renewal options, for one (1) year each, at JMAA’s discretion solely; and

IT IS, THEREFORE, FURTHER RESOLVED that the service fees shall not exceed \$300,000.00 for the initial three (3) year agreement and the two (2) one (1) year renewals of the agreement; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such request is fully explained in the Memorandum dated March 17, 2017, found on pages 48-49 of the Meeting Packet.

Yeas: Harris, Hartley, Henley, Johnson, Reed

Nays: None

Abstentions: None

March 27, 2017

- 5. *Request for Proposals for Aviation Consultant, JMAA: Authority to Solicit Proposals.....Page 50*

RESOLUTION CY-2017-35

RESOLUTION AUTHORIZING JMAA TO SOLICIT PROPOSALS FROM AVIATION CONSULTING FIRMS FOR CONSULTING SERVICES FOR REVENUE STUDIES, ECONOMIC ANALYSES AND PFC ISSUES

Upon motion by Vice Chairman Dr. Johnson, seconded by Commissioner Hartley, the following **RESOLUTION** was made and approved by a majority vote 4-1-0.

WHEREAS, the Board has considered the request of JMAA's Staff to solicit proposals from aviation consulting firms to provide consulting services for the Jackson Municipal Airport Authority ("JMAA") including feasibility and/or revenue studies, rates and charges analyses and development, demand and economic analyses and forecasting, tenant agreement development, negotiations and implementation, and PFC application development; and

WHEREAS, the base term of this agreement will be for three (3) years, with two (2) renewal options, for one (1) year each, at JMAA's discretion; and

WHEREAS, service fees shall not exceed \$250,000.00 for the initial three (3) agreement and the two (2) optional one (1) year renewal agreements; and

WHEREAS, the Board finds that such request, which is explained in the Memorandum dated March 17, 2017, found on pages 50-51 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that JMAA's Staff is authorized to solicit proposals from aviation consulting firms to provide consulting services for the Jackson Municipal Airport Authority ("JMAA") including feasibility and/or revenue studies, rates and charges analyses and development, demand and economic analyses and forecasting, tenant agreement development, negotiations and implementation, and PFC application development; and

IT IS, THEREFORE, FURTHER RESOLVED that the base term of this agreement will be for three (3) years, with two (2) renewal options, for one (1) year each, at JMAA's discretion; and

IT IS, THEREFORE, FURTHER RESOLVED that the service fees shall not exceed \$250,000.00 for the initial three (3) year agreement and the two (2) optional one (1) year renewal agreements; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such request is fully explained in the Memorandum dated March 17, 2017, found on pages 50-51 of the Meeting Packet.

Yeas: Harris, Hartley, Johnson, Reed

Nays: Henley

Abstentions: None

March 27, 2017

B. Procurement

1. Taser-Conducted Electrical Weapon (CEW) Stun Device, JMAA: Authority

to Purchase.....Page 52

RESOLUTION CY-2017-36

**RESOLUTION AUTHORIZING SINGLE SOURCE PURCHASE OF TASER-
CONDUCTED ELECTRICAL WEAPON STUN DEVICE**

Upon motion by Vice Chairman Dr. Johnson, seconded by Commissioner Hartley, the following **RESOLUTION** was made and approved by unanimous vote.

WHEREAS, the Board has considered the request of JMAA’s Staff for authority to purchase twenty-five (25) Class III X26P Tasers, non-lethal-Conducted Electrical Weapon (CEW) Stun Devices, from Taser International, Inc. (“Taser”), a Delaware Corporation; and

WHEREAS, the “intermediate level” in the Use of Force Continuum of JMAA should provide for the use of non-lethal weapons to enhance the effectiveness of JMAA’s Police Officers and to prevent serious injury or death to the officers and the public; and

WHEREAS, the purchase of the Tasers and associated batteries, holsters and cartridges will be a Single Source Item purchase pursuant to Section 31-7-13 (m) (viii) Mississippi Code of 1972, as amended, because the previously identified items are only available from Taser, and the total cost for this Single Source purchase shall not exceed \$35,957.61; and

WHEREAS, the Board finds that such request, which is explained in the Memorandum dated March 27, 2017, along with the attached Single Source Purchase Certificate, signed by the CEO, and Exhibit A attached to the Certificate, entitled TASER DEW Descriptions and dated January 6, 2017, all of which is found on pages 52-57 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that JMAA’s Staff is authorized to purchase twenty-five (25) Class III X26P Tasers, non-lethal-Conducted Electrical Weapon (CEW) Stun Devices, from Taser International, Inc. (“Taser”), a Delaware Corporation; and

IT IS, THEREFORE, FURTHER RESOLVED that the intermediate level in the Use of Force Continuum of JMAA should provide for use of non-lethal weapons to enhance the effectiveness of JMAA’s Police Officers and to prevent serious injury or death to the officers and the public is appropriate; and

IT IS, THEREFORE, FURTHER RESOLVED that the purchase of the Tasers and associated batteries, holsters and cartridges will be a Single Source Item purchase pursuant to Section 31-7-13 (m) (viii) Mississippi Code of 1972, as amended because the previously identified items are only available from Taser, and the total cost for this Single Source purchase shall not exceed \$35,957.61; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such request is fully explained in the Memorandum dated March 27, 2017, along with the attached Single Source Purchase Certificate, signed by the CEO, and Exhibit A attached to the Certificate, entitled TASER DEW Descriptions and dated January 6, 2017, all of which is found on pages 52-57 of the Meeting Packet.

Yeas: Harris, Hartley, Henley, Johnson, Reed

Nays: None

Abstentions: None

March 27, 2017

C. Service Agreements

1. Internet Services, JMAA: Authority to Execute an Agreement.....Page 58

RESOLUTION CY-2017-37

RESOLUTION AUTHORIZING STAFF TO EXECUTE AN AGREEMENT WITH TELEPAK NETWORKS, INC. ALSO KNOWN AS CSPIRE FOR INTERNET SERVICES

Upon motion by Vice Chairman Dr. Johnson, seconded by Commissioner Hartley, the following **RESOLUTION** was made and approved by unanimous vote.

WHEREAS, the Board has considered Staff's request for authority to execute an agreement with Telepak Networks, Inc. ("CSPIRE"), headquartered in Ridgeland, Mississippi, to provide internet access, configuration and support services for the Jackson Municipal Airport Authority's ("JMAA") communication systems located at the Jackson-Medgar Wiley Evers International Airport ("JAN") and Hawkins Field Airport ("HKS"); and

WHEREAS, the fees for services shall not exceed \$124,362.00 for a three (3) year term; and

WHEREAS, the current speed and capacity as to internet access, etc. of JMAA at the Jackson Medgar-Wiley Evers International Airport are not sufficient and do not meet the needs of JMAA's current operational communications; and

WHEREAS, the Board finds that such request, which is explained in the Memorandum dated March 16, 2017, found on pages 58-60 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that JMAA's Staff is authorized to execute an agreement with Telepak Networks, Inc. ("CSPIRE"), headquartered in Ridgeland, Mississippi, to provide internet access, configuration and support services for the Jackson Municipal Airport Authority's ("JMAA") communication systems located at the Jackson-Medgar Wiley Evers International Airport ("JAN") and Hawkins Field Airport ("HKS"); and

IT IS, THEREFORE, FURTHER RESOLVED that the fees for the services shall not to exceed \$124,362.00 for a three (3) year term; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such request is fully explained in the Memorandum dated March 16, 2017, found on pages 58-60 of the Meeting Packet.

Yeas: Harris, Hartley, Henley, Johnson, Reed

Nays: None

Abstentions: None

March 27, 2017

2. *Windows and Terminal Exterior Washing Services, JAN Authority to Enter into an Agreement.....Page 61*

Commissioner Pastor Henley moved and Commissioner Harris seconded that the Board not accept the recommendation of Staff to enter into an agreement with Genesis Business Solutions, LLC, (“Genesis”) and instead award the contract to U.S. Coatings. Further, he stated that awarding the contract to U.S. Coatings because this will be in accordance with the recommendations contained in JMAA’s Disparity Study. U.S. Coatings is currently certified as a DBE by JMAA, as opposed to Genesis which plans to apply for DBE certification with JMAA and U. S. Coatings will provide the exact same service as Genesis for only approximately \$1,800.00 more.

Mr. Newman explained to the Board the process as to soliciting quotes and what is considered in evaluating the quotes. He stated that the Board should select the company that submitted the lower quote. Additionally, he stated that the U.S. Coatings had a previous contract with the Jackson Municipal Airport Authority for these same type services and it did not complete the work provided for in its agreement with JMAA.

After further discussion by the Board, Commissioner Pastor Henley commented that if Staff had informed all the Commissioners about U.S. Coatings previous failure to fulfill its agreement with JMAA prior to the Board Meeting, he would not have made the motion that he made.

Then, Commissioner Pastor Henley withdrew his motion as stated above and Commissioner Harris withdrew her second of that motion.

RESOLUTION CY-2017-38

RESOLUTION AUTHORIZING STAFF TO EXECUTE AN AGREEMENT WITH GENESIS BUSINESS SOLUTIONS, LLC FOR EXTERIOR CLEANING SERVICES OF TERMINAL AND WINDOWS AND APPROVAL OF THE AMOUNT OF THE AGREEMENT

Upon motion by Vice Chairman Dr. Johnson, seconded by Commissioner Hartley, the

following **RESOLUTION** was made and approved by majority vote (3-0-2).

WHEREAS, the Board has considered Staff’s request for: (1) authority to enter into an agreement with Genesis Business Solutions, LLC (“GSB”), a Mississippi company based in Biloxi, MS, to provide exterior cleaning of the terminal and windows at the Jackson-Medgar Wiley Evers International Airport (“JAN”); and (ii) approval of a total agreement amount not to exceed \$68,040.00.

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated March 10, 2017, found on pages 61-62 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that: (i) JMAA’s Staff is authorized to enter into an agreement with Genesis Business Solutions, LLC (“GSB”), a Mississippi company based in Biloxi, MS, to provide exterior cleaning of the terminal and windows at the Jackson-Medgar Wiley Evers International Airport (“JAN”); and (ii) the total agreement amount, not to exceed \$68,040.00, is approved; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such requests are fully explained in the Memorandum dated March 10, 2017, found on pages 61-62 of the Meeting Packet.

Yeas: Hartley, Johnson, Reed,

Nays: None

Abstentions: Harris, Henley

March 27, 2017

- 3. *Lawn and Landscaping Maintenance, JAN: Authority to Issue a Request for Bids.....Page 63*

RESOLUTION CY-2017-39

RESOLUTION AUTHORIZING JMAA TO SOLICIT BIDS FOR LAWN AND LANDSCAPING SERVICES AT THE JACKSON-MEDGAR WILEY EVERS INTERNATIONAL AIRPORT

Upon motion by Vice Chairman Dr. Johnson, seconded by Commissioner Hartley, the following **RESOLUTION** was made and approved by majority vote (3-1-1).

WHEREAS, the Board has considered Staff’s request for: (1) authority to publish a Request for Bids (“RFB”) for lawn and landscaping maintenance services at the Jackson-Medgar Wiley Evers International Airport (“JAN”) for a proposed two (2) year agreement; and

WHEREAS, the proposed services to be provided consist of the mowing and maintenance of approximately seventy-two (72) acres of grass and landscape near the following: (a) main terminal; (b) parking garage and surface parking lot; (c) long-term parking lots on

International Drive, South Hangar Drive, and Freightways Drive; (d) Federal Aviation Administration Building; (e) west employee parking lot and (f) east employee/guest parking lot; and

WHEREAS, the Board finds that such request, which is explained in the Memorandum dated March 10, 2017, found on pages 63-65 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that JMAA’s Staff is authorized to publish a Request for Bids (“RFB”) for lawn and landscaping maintenance services at the Jackson-Medgar Wiley Evers International Airport (“JAN”) for a proposed two (2) year agreement is approved; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such request is fully explained in the Memorandum dated March 10, 2017, found on pages 63-65 of the Meeting Packet.

Yeas: Hartley, Johnson, Reed,
Nays: Henley
Abstentions: Harris

March 27, 2017

D. Grants

None.

E. Other Matters

- 1. *Compensation Study, JMAA: Authority to Accept and Implement the Study; and Authority to Execute the Financial Impact in Three (3) Phases.....Page 66*

Commissioner Hartley moved and Vice Chairman Dr. Johnson seconded that the Board accept and adopt the comprehensive Classification and Compensation Study (“Study”) prepared and submitted by The Centre Group, Inc. and implement the Study findings in three (3) phases as listed on the Board Memorandum, dated March 16, 2017, at pages 66-67 in the Packet.

Commissioner Pastor Henley informed the Board that he did not receive a copy of the complete and final Comprehensive Classification and Compensation Study as requested at the March 24, 2107 Work Session. Instead, he was provided a summary of the Study only. He then stated that he understood that the Study was being completed on March 24, 2017, the date of the Work Session. Next, he stated that the requested salary increases contained in the second and third phases of the Study are outside the scope of the Board’s current authority as the phases authorize specific funds for future budgets, which have not been approved or allocated. Lastly, he stated that he cannot vote for implementation of a Study that he has not seen and reviewed.

Vice Chairman Dr. Johnson stated that she is comfortable with approving the Study after her review of the Summary of the Study provided to each Commissioner. However, Vice Chairman Dr. Johnson expressed concern about approving at the March 27, 2017 Meeting the implementation of the second and third phases.

Mr. Newman, CEO, suggested that the Board consider voting upon implementation of the first phase, as it is stated in the Memorandum, and revisit the second and third phases in the future.

Next, Commissioner Hartley amended his previous motion to accept and adopt the Comprehensive Classification and Compensation Study and only implement the First Phase of the Study findings as set forth in the Board Memorandum, dated March 16, 2017, at pages 66-67 in the Packet, and Vice Chairman Dr. Johnson, seconded the amended motion.

Commissioner Pastor Henley restated his previous position as to the Board not receiving a complete and final Study, which details the specific persons and positions receiving salary increases. Therefore, he stated that he would not approve the Study or any implementation of it until he receives a complete and final Study and information about the persons and positions to receive salary increases.

Staff, in response, informed the Board that the document identifying the salary increases and the persons receiving them included in the Study was available. Attorney Walker recommended that discussion of the salaries of the incumbent employees take place in the Executive Session.

The Board had a further discussion concerning the Study and agreed to discuss the specifics of the salaries and positions of incumbent employees included in the first phase during an Executive Session towards the end of the Agenda.

Upon motion by Commissioner Hartley to table his above stated amended motion as to the Compensation and Classification Study, seconded by Commissioner Pastor Henley, the motion to table was approved by unanimous vote.

Yeas: Harris, Hartley, Henley, Johnson, Reed

Nays: None

Abstentions: None

2. *Maples Harris, PLLC Lease Agreement for Office Space, HKS: Authority to Enter into a Lease Agreement.....Page 68*

Commissioner Hartley moved, and Vice Chairman Dr. Johnson seconded the motion, that the Board approve a lease agreement with Maples Harris, PLLC regarding 1,118 square feet of space located in the Hawkins Field Airport Terminal Building

Commissioner Pastor Henley informed the Board that in the Board Memorandum, at pages 68-69 of the Packet, it is stated that Maples Harris, PLLC requested to lease the space to use for aviation law and consulting purposes. He stated that during the firm's presentation at the March 24, 2017 Rescheduled Work Session, F. Gerald Maples, Esq., a principal in Maples Harris, informed the Board that the firm does not practice aviation law.

The Commissioners held a further discussion as to the discrepancy as to the use of the space at Hawkins Field Airport by Maples Harris, PLLC.

Mr. Newman then announced that the Staff will withdraw the request for authorization to execute a lease agreement at this time.

Commissioner Hartley then withdrew his motion as stated above and Vice Chairman Dr. Johnson withdrew her second of the motion.

G. New Business

1. *ACI-International World Environmental Standing Committee 35 Meeting March 8-9, 2017, Novotel Citygate, Hong Kong, China*

Commissioner Hartley provided a PowerPoint Presentation of the 2017 ACI World Environmental Standing Committee Meeting that he attended and gave a PowerPoint presentation concerning it. The PowerPoint presentation is attached as an exhibit to the March 27, 2017 Board Meeting Minutes.

2. *2017 ACI-NA/AAAE Washington Legislative Conference, March 21-22, 2017, Washington D.C.*

Vice Chairman Dr. Johnson gave a report as to some highlights of the AAAE/ACI-NA Washington Legislative Conference during the period March 21-22, 2017 and submitted a printed report concerning it. The printed report is attached as an exhibit to the March 27, 2017 Board Meeting Minutes. The ACI-NA/AAAE Washington Legislative Conference Agenda is also attached as an exhibit to the March 27, 2017 Board Meeting Minutes.

Commissioner Harris announced that her printed report on the ACI-NA/AAAE Washington Legislative Conference will be submitted electronically to be attached to the March 27, 2017 Board Meeting Minutes.

Commissioner Harris thanked JMAA's Staff for the gift and card that she received from them in celebration of her birthday.

3. *International Travel of JMAA's Director of Administration and Human Resources, P. Renee' Antoine, and JMAA's Hawkins Field Airport Manager, Sam Carver*

Mr. Newman announced to the Board that two (2) JMAA Employees, Ms. P. Renee' Antoine and Mr. Sam Carver, will be participating in the ACI Airport Executive Leadership Programme ("AELP") Certification Course. He explained the program and informed the Board that the program is open to all JMAA Employees who would like to apply and any who would like to attend may do so. Next, he informed the Board that a component of AELP is a 6-day classroom session occurring in Munich, Germany during May 2017. He then requested that the Board consider approving the

travel of Ms. P. Renee' Antoine and Mr. Sam Carver, to Munich, Germany to attend the 6-day classroom session of the course.

The description of AELP is attached as an Exhibit to the March 27, 2017 Board Meeting Minutes.

Commissioner Hartley expressed his support for JMAA's Staff Members participating in the program and Commissioner Harris asked that Mr. Newman continues to encourage JMAA Staff to take interest in opportunities such as the AELP.

The Board then resolved the following:

RESOLUTION CY-2017-40

RESOLUTION AUTHORIZING TRAVEL OF JMAA'S DIRECTOR OF ADMINISTRATION AND HUMAN RESOURCES, P. RENEE' ANTOINE AND JMAA'S HAWKINS FIELD AIRPORT MANAGER, SAM CARVER, TO THE ACI AIRPORT EXECUTIVE LEADERSHIP PROGRAMME ("AELP") SESSION IN MUNICH, GERMANY FROM MAY 7-12, 2017

Upon motion by Vice Chairman Dr. Johnson, seconded by Commissioner Harris, the following **RESOLUTION** was made and approved by unanimous vote.

WHEREAS, the Board has considered the request of Carl D. Newman, CEO, to: (i) authorize the international travel of JMAA's Director of Administration and Human Resources, P. Renee' Antoine, and JMAA's Hawkins Field Airport Manager, Sam Carver to attend the AELP Certification Course 6-day Classroom Session in Munich, Germany from May 7-12, 2017; and (ii) determine that the proposed travel by Ms. Antoine and Mr. Carver to the AELP Certification Course Classroom Session will be extremely beneficial to JMAA; and

WHEREAS, the JMAA will pay for the tuition for Ms. Antoine and Mr. Carver to attend the AELP Certification Course 6-day Classroom Session, as well as their transportation, lodging and per diem as to their attendance; and

WHEREAS, the current Travel Policy for JMAA's Employees ("Travel Policy"), states that no travel outside the continental limits of the United States, on behalf of the Authority, shall be permitted by an employee, to include the CEO, at the Authority's expense, without specific prior approval by the Board and a determination by the Board that such travel would be extremely beneficial to the Authority; and

WHEREAS, the Board has considered the foregoing and has considered the benefits which will accrue to the Authority regarding Ms. Antoine, and Mr. Carver's attendance at the AELP Certification Course 6-day Classroom Session; and

WHEREAS, the Travel Policy for Airport Authority Staff adopts the per diem rates established by the U.S. General Services Administration which provide for a per diem for "Germany: Munich" at \$73.00 per day for meals; and, \$18.00 per day for incidentals; and

WHEREAS, the Board finds that the request of Mr. Carl D. Newman, CEO, during the March 27, 2017 Board Meeting, along with the AELP flyer and informational web pages, which are attached to this Resolution, ought to be granted.

IT IS THEREFORE, RESOLVED that JMAA: (i) authorizes the international travel of JMAA's Director of Administration and Human Resources, P. Renee' Antoine, and JMAA's Hawkins Field Airport Manager, Sam Carver to attend the AELP Certification Course 6-day Classroom Session in Munich, Germany from May 7-12, 2017; and (ii) determines that the proposed travel by Ms. Antoine and Mr. Carver to the AELP Certification Course Classroom Session will be extremely beneficial to JMAA; and

IT IS THEREFORE, FURTHER RESOLVED that JMAA approves and authorizes payment of the tuition, transportation, lodging and per diem expenses of P. Renee' Antoine, Director of Administration and Human Resources, and Sam Carver, Hawkins Field Airport Manager, to attend the AELP Certification Course in accordance with the JMAA Travel Policy For Airport Authority Staff Revised: March 21, 2014: Paragraph 3. Subparagraph 3.1, for Ms. Antoine and Mr. Carver, to attend and participate in AELP Certification Course in Munich, Germany from May 7-12, 2017, as fully explained by Mr. Carl D. Newman, CEO, during the March 27, 2017 Board Meeting, along with the AELP flyer and informational web pages, attached as Exhibits to this Resolution.

Yeas: Harris, Hartley, Henley, Johnson, Reed

Nays: None

Abstentions: None

March 27, 2017

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 matters 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, 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 Closed Session at 5:13 p.m.

CLOSED SESSION

Commissioner Hartley then moved that the Board enter Executive Session to discuss one (1)

potential litigation matter as to an agreement and one (1) personnel matter involving classification of incumbent employees. 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 5:22 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) potential litigation matter as to an agreement and one (1) personnel matter involving classification of incumbent employees.

Chairman Reed asked all present, except for Mr. Carl Newman, CEO, Mr. Perry Miller, COO, 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 5:23 p.m.

EXECUTIVE SESSION

During the Executive Session, the Board discussed one (1) potential litigation matter as to a contract agreement and one (1) personnel matter involving classification of incumbent employees.

The Board took the following action at to one (1) potential litigation matter related to a contract agreement:

RESOLUTION CY-2017-41

RESOLUTION TO RATIFY THE PREVIOUS ACTION OF THE CEO AS TO AN AGREEMENT MATTER

Upon motion by Vice Chairman Dr. Johnson, seconded by Commissioner Hartley, the following **RESOLUTION** was made and adopted by majority vote 4-1-0.

WHEREAS, the CEO of the Jackson Municipal Airport Authority (“JMAA”) previously took an action regarding an agreement for consulting services; and

WHEREAS, the CEO explained to the Board the facts and considerations regarding his actions.

IT IS, THEREFORE, RESOLVED that the Board ratifies the action previously taken by the CEO as to an agreement.

Yeas: Harris, Henley, Johnson, Reed

Nays: Hartley

Abstentions: None

March 27, 2017

The Board took the following action as to one (1) personnel matter as to the classification of incumbent employees.

RESOLUTION CY-2017-42

RESOLUTION ADOPTING THE AMENDED MANAGEMENT PART OF THE ORGANIZATIONAL CHART FOR THE JACKSON MUNICIPAL AIRPORT AUTHORITY

Upon Motion by Commissioner Hartley, seconded by Vice Chairman Dr. Johnson, the following **RESOLUTION** was made and approved by majority vote.

WHEREAS, the Jackson Municipal Airport Authority (“JMAA”) previously adopted an Organizational Chart for JMAA; and

WHEREAS, Carl D. Newman, CEO, desires to amend the management part of the previously adopted Organizational Chart for JMAA to operate more efficiently, effectively, and expeditiously; and

WHEREAS, the Board of Commissioners of JMAA has reviewed and studied the proposed amended management part of the Organizational Chart, a copy of which is attached to this Resolution as Exhibit 1, and the Board finds that said proposed amended management part of the Organizational Chart should be adopted and implemented as the management part of the Organizational Chart for JMAA on a date to be identified by Mr. Newman, or his duly designated representative.

IT IS THEREFORE, RESOLVED that the Board approves the proposed amended management part of the Organizational Chart, a copy which is attached as Exhibit 1 to this Resolution, as the management part of the Organizational Chart for the Jackson Municipal Airport Authority and authorizes the use and implementation of it on a future date to be identified by Mr. Newman, or his duly designated representative.

Yeas: Hartley, Henley, Johnson, Reed

Nays: Harris

Abstentions: None

March 27, 2017

Upon motion by Vice Chairman Dr. Johnson, seconded by Commissioner Hartley, and by unanimous vote the Executive Session was ended at 6:18 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

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 6:19 p.m.

Chairman Reed announced that the meeting was once again open. She then announced that during Executive Session the Board discussed one (1) potential litigation matter as to a contract agreement and one (1) personnel matter involving classification of incumbent employees and the Board took the actions detailed in the above Resolutions CY-2017-41 and CY-2017-42 and she announced the votes of each Commissioner regarding those Resolutions.

Upon motion by Commissioner Hartley to remove from the table his amended motion as to the Compensation and Classification Study, seconded by Vice Chairman Dr. Johnson, the motion of Commissioner Hartley to remove from the table his amended motion as to the Compensation and Classification Study was approved by unanimous vote.

Yeas: Harris, Hartley, Henley, Johnson, Reed

Nays: None

Abstentions: None

Next, the Commissioners discussed that they had received a Summary of the Study only instead of the full and completed Study Report.

RESOLUTION CY-2017-43

RESOLUTION TO AUTHORIZE THE ADOPTION OF THE SUMMARY OF THE COMPREHENSIVE CLASSIFICATION AND COMPENSATION STUDY AND IMPLEMENTATION OF THE FIRST PHASE DESCRIBED IN THE SUMMARY

Commissioner Hartley moved to further amend his motion to state that the Board was authorizing the adoption of the Summary of the Study only and the implementation of the first phase of the Study only, and Vice Chairman Dr. Johnson accepted the further amendment by Commissioner Hartley and seconded the further amended motion of Commissioner Hartley. Upon the further amended motion by Commissioner Hartley, seconded by Vice Chairman Dr. Johnson, the following **RESOLUTION** was made and approved by majority vote 4-1-0.

WHEREAS, the Board has considered the request of JMAA's Staff for: (1) acceptance and adoption of the Summary of the Comprehensive Classification and Compensation Study ("Summary") prepared and submitted by The Centre Group, Inc., a Human Resource Management Consulting firm; and (ii) authority to implement the first phase of the salary adjustments described in the Summary which will increase the salary of current employees of JMAA to the minimum assigned salary range ("First phase"); and

WHEREAS, implementation of the first phase will increase the annual payroll of JMAA in the amount of \$103,376.00; and

WHEREAS, the Summary Report delivered to the Board of Commissioners prior to the March 27, 2017 Board Meeting is accepted and adopted; and

WHEREAS, the Board finds that such requests that are adopted by the Board (and other requests not adopted by the Board) are fully explained in the Memorandum dated March 16, 2017, at pages 66-67 of the Meeting Packet.

IT IS, THEREFORE, RESOLVED that: (i) the Summary of the Comprehensive Classification and Compensation Study prepared and submitted by The Centre Group, Inc. is accepted and adopted; and (ii) JMAA's Staff is authorized to implement the first phase described in the Summary which will increase the salary of current employees of JMAA to the minimum assigned salary range; and

IT IS, THEREFORE, FURTHER RESOLVED that the increase of the annual payroll of JMAA in the amount of \$103,376.00 in accordance with the first phase is approved; and

IT IS, THEREFORE, FURTHER RESOLVED that the Board finds that such requests that are adopted by the Board (and other requests not adopted by the Board), are fully explained in the Memorandum dated March 16, 2017, at pages 66-67 of the Meeting Packet

Yeas: Harris, Hartley, Johnson, Reed

Nays: Henley

Abstentions: None

March 27, 2017

Commissioner Pastor Henley announced that he is voting "Nay" because he has not received and reviewed a copy of the complete and final Comprehensive Classification and Compensation Study.

RESOLUTION CY-2017-44

RESOLUTION APPROVING THE CLAIMS DOCKET FOR THE MONTH AND PERIOD ENDING FEBRUARY 28, 2017

Upon motion by Vice Chairman Dr. Johnson, seconded by Commissioner Hartley, the following **RESOLUTION** was made and approved by a majority vote 4-1-0.

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") has reviewed and considered the Authority's amended Claims Docket ("Claims") for the month and period ending February 28, 2017, which was included in the Packet, at pages 35-39, and distributed to the Board prior to the March 27, 2017 Monthly Meeting of the Board.

IT IS, THEREFORE, RESOLVED that the Board hereby authorizes payment of the Claims in the amount of \$864,792.61.

Yeas: Harris, Hartley, Johnson, Reed

Nays: Henley

Abstentions: None

March 27, 2017

Commissioner Pastor Henley requested that, in the future, the Board consider delaying voting to approve the Income Statement and Balance Sheet until after resolving any potential issue as to a claim on the Claims Docket. He stated that this procedure will allow him to vote to accept the Income Statement and Balance Sheet.

VII. ADJOURNMENT

Thereafter, it was moved by Commissioner Hartley, seconded by Vice Chairman Dr. Johnson, and unanimously resolved that the meeting of the Board be ADJOURNED at 6:26 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