

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

May 21, 2009

The Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority" or "JMAA") met in the Main Terminal Building, Jackson-Evers International Airport, in Jackson, Mississippi ("JEIA"), at 11:30 a.m. on Thursday, May 21, 2009 (the "Meeting"), pursuant to proper notice, a copy of which is attached as an exhibit to the minutes of the Meeting.

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

Chairman George E. Irvin, Sr. presided, called the Meeting to order, and called the roll of Commissioners.

The following Commissioners were present in person at the Meeting.

George E. Irvin, Sr., Chairman
Dr. Glenda Glover, Vice Chair
Earle Jones
Johnnie P. Patton, R. Ph.
Dr. Sylvia Stewart

Chairman Irvin noted that a quorum was present in person as required by the Bylaws (Commissioners Jones and Patton not being present at this time), and announced that the Meeting would proceed.

The following other persons were also present at the Meeting.

Dirk Vanderleest, JMAA Chief Executive Officer
Bonnie Wilson, JMAA Chief Operating Officer
Gary Cohen, JMAA Chief Financial Officer
Woody Wilson, JMAA Senior Director of Capital Planning
Kenneth Randolph, JMAA Airport Police Commander
Denson Stasher, JMAA Director of Operations and Security
Jack Thomas, JMAA Director of Community Development and DBE
Jack Weldy, JMAA Properties Manager
Rene Woodward, JMAA Director of Human Resources and Administration
Arnetrius Reed Branson, JMAA Controller
Joyce Tillman, JMAA Facilities Engineer
Cindy Crotchett, JMAA Administrative Coordinator
Alan Moore, Baker Donelson Bearman Caldwell & Berkowitz
Jeff Wagner, Baker Donelson Bearman Caldwell & Berkowitz
Lee Hill, Summer Associate, Baker Donelson Bearman Caldwell & Berkowitz

Alex Martin, Summer Associate, Baker Donelson Bearman Caldwell & Berkowitz
Kristie Metcalf, Summer Associate, Baker Donelson Bearman Caldwell & Berkowitz

II. APPROVAL AND EXECUTION OF MINUTES.

- A. Special Work Session of the Board, April 16, 2009.
- B. Special Meeting of the Administration Committee of the Board, April 20, 2009.
- C. Special Meeting of the Board, April 20, 2009.

The Board considered the minutes of the Special Work Session of the Board on April 16, 2009; the Special Meeting of the Administration Committee of the Board on April 20, 2009; and the Special Meeting of the Board on April 20, 2009 (collectively, the "Minutes").

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 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, 2009.
 - 2. Airport Activity Statistics Report, Ending April 30, 2009.

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.

- 3. Annual Meeting of Mississippi Airports Association.

Mr. Vanderleest reminded the Board that he currently serves as President of the Board of Directors of the Mississippi Airports Association ("MAA"), and provided the Board with a report on the Annual Meeting of MAA in Natchez, Mississippi, on May 13-15, 2009. Mr. Vanderleest said that programs and discussions focused on the financial condition of the commercial airline industry, possible federal legislation to adjust passenger facility charges, efforts to fully

fund the federal Airport Improvement Program on a two-year basis, and federal attempts to increase qualifications and requirements for crash and rescue units and personnel at commercial airports – a matter opposed by all commercial airports in Mississippi.

4. Commercial Flights at Jackson-Evers International Airport.

Mr. Vanderleest provided the Board with an update on the impact of the merger of Northwest Airlines and Delta Airlines on flights, gates and traffic at JEIA.

Mr. Vanderleest reported that Southwest Airlines was discontinuing one of its daily flights from JEIA to Houston's William P. Hobby Airport as part of the restructuring of its route system in anticipation of new service at New York's LaGuardia Airport.

Mr. Vanderleest said that he and other senior staff would meet with representatives from Southwest Airlines in June 2009, to discuss the quality and quantity of service at JEIA.

B. Attorney.

Mr. Moore said that he had nothing to report at this time.

[Commissioners Jones and Patton joined the Meeting at this time.]

V. ACTION ITEMS.

A. Financial Matters.

1. Financial Reports for April 2009: Accept.

a. Balance Sheet.

b. Income Statement.

2. Claims Docket for April 2009: Approve.

Mr. Vanderleest directed the Board's attention to the Financial Reports for April 2009 and the Claims Docket for April 2009, which were included in the Packet.

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

**RESOLUTION ACCEPTING FINANCIAL REPORTS FOR APRIL 2009
AND APPROVING AND AUTHORIZING PAYMENT OF CLAIMS
DOCKET FOR APRIL 2009**

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, 2009 (the "Financial Reports"), and (ii) the Claims Docket of the Authority for the month of April 2009 (the "Claims"), both the Financial Reports and the Claims being (i) included in the packet distributed to the Board prior to the May 21, 2009, 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 \$575,752.87.

B. Service Agreements.

1. Medgar Evers Exhibit Dedication Catering Services, JEIA: Authorize Agreement.

Mr. Vanderleest directed the Board's attention to the memorandum dated May 20, 2009, 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, the Board adopted the following resolution.

**RESOLUTION APPROVING AND AUTHORIZING NEGOTIATION AND
EXECUTION OF AGREEMENT WITH BLUNT ENTERPRISES, 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 an agreement (the "Agreement") with Blunt Enterprises, Inc. ("Blunt") whereby Blunt would provide certain food service, catering, wait service and décor to support the dedication of the Medgar Evers Pavilion at Jackson-Evers International Airport on June 4 and 5, 2009 (the "Services"), all as more particularly described in that certain memorandum dated May 20, 2009, which was (i) included in the packet distributed to the Board prior to the May 21, 2009, Special Meeting of the Board, and (ii) incorporated herein by reference (the "Memorandum"); and

WHEREAS, the Board has reviewed and considered the Memorandum and considered the 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 negotiation and execution of the Agreement, the 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.

There was no discussion or action regarding construction projects at the Meeting.

D. Procurements.

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

E. Grants.

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

F. Other Matters.

1. HNA Group: Update.

Mr. Vanderleest and Commissioner Stewart provided the Board with a report on their trip to Beijing, China, for the Fifth Annual China Institute Executive Summit on April 27-28, 2009.

During discussion, Mr. Vanderleest provided the Board with a copy of a certain Memorandum of Understanding between the HNA Group (“HNA”) and the Authority (the “MOU”), which had been executed on behalf of HNA and JMAA on April 26, 2009, and certain notes summarizing the meeting with HNA (the “Notes”). Copies of the MOU and the Notes are attached as exhibits to the minutes of the Meeting.

Mr. Vanderleest said that HNA planned to visit Jackson and JEIA in the third quarter of 2009 to assess JEIA, discuss possible incentives for construction of an air cargo facility at JEIA, and meet with representatives from the State of Mississippi, the local community, and JMAA. Prior to the visit, HNA will submit a list of questions and issues to JMAA for discussion.

During discussion, the Board emphasized its commitment to developing air cargo flights and facilities at JEIA with HNA.

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

**RESOLUTION APPROVING AND RATIFYING MEMORANDUM OF
UNDERSTANDING BETWEEN THE HAINAN GROUP AND JACKSON
MUNICIPAL AIRPORT AUTHORITY**

WHEREAS, in order to maximize use of the Mississippi Air Cargo Logistics Center (the “Center”) at Jackson-Evers International Airport (the “Airport”), increase revenue from landing fees at the Airport, and increase economic development at and surrounding the Airport, the Jackson Municipal Airport Authority (the “Authority”) has devoted substantial time and financial resources to developing air cargo flights between China and JEIA; and

WHEREAS, the Board of Commissioners (the “Board”) of the Authority has been advised by Kamsky and Associates (“Kamsky”), the Authority’s professional consultant for development of air cargo flights between China and the Airport, that the HNA Group, which operates Hainan Airlines, a Chinese air cargo carrier, is considering developing new air cargo facilities in the United States and scheduling new air cargo flights between China and the United States; and

WHEREAS, the Board has met with representatives of the HNA Group on several occasions, most recently at the Fifth Annual China Institute Executive Summit on April 27-28, 2009, in Beijing, China (the “Summit”), and has confirmed the HNA Group’s interest in JEIA as a possible location for new air cargo facilities and air cargo flights between China and the Airport; and

WHEREAS, during the Summit, representatives of the HNA Group and representatives of the Authority continued their negotiations and decided to enter into a certain Memorandum of Understanding (the “MOU”), a copy of which is attached to this resolution; and

WHEREAS, the Board has reviewed and considered the MOU;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby expresses its continuing support for negotiating with the HNA Group regarding the possible location of new air cargo facilities at the Airport and the scheduling of air cargo flights between China and the Airport; and

RESOLVED, FURTHER, 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 the terms and conditions of the MOU and authorizes, approves and ratifies execution of the MOU on behalf of the Authority.

2. Medgar Evers Dedication: Ben Jealous, Honorarium for NAACP.

Mr. Vanderleest advised the Board that, in accordance with a request by Ms. Myrlie Evers, JMAA had invited Ben Jealous, President and Chief Executive Officer of the National Association for the Advancement of Colored People

("NAACP"), to be the keynote speaker at the dedication of the Medgar Evers Pavilion at JEIA on June 4 - 5, 2009. Mr. Vanderleest said that Mr. Jealous had accepted the invitation, subject to payment of a standard honorarium in the amount of \$15,000 to the NAACP. Mr. Vanderleest said that the staff recommended that the Board approve payment of the honorarium as a reasonable and appropriate expense in connection with dedication of the Medgar Evers Pavilion, especially in light of Mr. Evers' service as President of the Mississippi chapter of the NAACP at the time of his death.

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

**RESOLUTION APPROVING AND AUTHORIZING HONORARIUM TO
THE NATIONAL ASSOCIATION FOR THE ADVANCEMENT OF
COLORED PEOPLE IN CONNECTION WITH DEDICATION OF THE
MEDGAR EVERS PAVILION AT JACKSON-EVERS INTERNATIONAL
AIRPORT**

WHEREAS, the Jackson Municipal Airport Authority (the "Authority") will dedicate the Medgar Evers Pavilion at Jackson-Evers International Airport ("JEIA") on June 4 - 5, 2009; and

WHEREAS, as part of the dedication ceremony (the "Dedication"), the Authority has invited Ben Jealous, President and Chief Executive Officer of the National Association for the Advancement of Colored People ("NAACP"), to provide the keynote address at the Dedication; and

WHEREAS, Mr. Jealous has accepted said invitation, subject to receipt of a standard honorarium in the amount of \$15,000, payable to the NAACP (the "Honorarium"); and

WHEREAS, the Board of Commissioners (the "Board") of the Authority has considered said request for the Honorarium;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby determines that payment of said Honorarium in the amount of \$15,000 would be a reasonable and appropriate expense in connection with the Dedication; and hereby approves and authorizes payment of the Honorarium to the NAACP in the amount of \$15,000.

3. Board Travel.

The Board discussed payment of reasonable travel and lodging expenses for Commissioners attending the AMAC conference in Baltimore on June 6-9, 2009.

4. Tuskegee Airmen.

Mr. Vanderleest advised the Board that several surviving members of the Tuskegee Airmen (the famous African-American unit of fighter pilots during World War II) had come through JEIA on May 24, 2009, in connection with the 2009 Trail of Honor celebration in Jackson. Mr. Vanderleest thanked Woody Wilson, Denson Stasher, Jack Thomas and other members of the JMAA staff for welcoming the Airmen and facilitating their passage through the Airport.

5. Schedule for Dedication of Medgar Evers Pavilion.

Mr. Vanderleest discussed with the Board the proposed schedule and agenda for dedication of the Medgar Evers Pavilion on June 4-5, 2009.

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 Glover, seconded by Commissioner Stewart, and unanimously approved by the affirmative votes of all Commissioners, the Meeting was adjourned.

Respectfully submitted,

George E. Irvin, Sr., Chairman

Dr. Glenda Glover, Vice Chair

Earle Jones

Johnnie P. Patton, R. PH.

Dr. Sylvia Stewart