

**REGULAR MONTHLY MEETING**  
**OF**  
**JACKSON MUNICIPAL AIRPORT AUTHORITY**  
**BOARD OF COMMISSIONERS**

**May 24, 2010**

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-Evers International Airport, Jackson, Mississippi, at 4:00 p.m. on Monday, May 24, 2010 (the “Meeting”), pursuant to proper notice.

**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, and announced that the Meeting would proceed.

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 Senior Director of Capital Planning  
Denson Stasher, JMAA Director of Operations and Security  
Jack Thomas, JMAA Director of Community Development and DBE Program  
René Woodward, JMAA Director of Human Resources and Administration  
Cindy Crotchett, JMAA Executive Assistant  
Kenneth Davis, JMAA Police Officer  
Larry Davis, JMAA Compliance Analyst  
Ron Marsalis, JMAA Police Lieutenant  
Genette Minor, JMAA Public Safety Coordinator  
Garry Montgomery, JMAA Maintenance Manager  
Joyce Tillman, JMAA Facilities Engineer  
Jack Weldy, JMAA Properties Manager

Alan Moore, Baker Donelson Bearman Caldwell & Berkowitz  
Jeff Wagner, Baker Donelson Bearman Caldwell & Berkowitz  
Chuck Lott, Neel-Schaffer, Inc.  
Gregory Mundi, IMDC, Inc.  
Jim White, Waggoner Engineering, Inc.  
Phil Teffeteller, JBT AeroTech Jetway Systems  
Tim Helm, ThyssenKrupp Airport Systems

## II. APPROVAL AND EXECUTION OF MINUTES.

### A. Special Monthly Meeting of the Board, April 26, 2010.

### B. Regular Monthly Work Session of the Board, May 20, 2010.

After discussion, upon motion duly made by Commissioner Glover, seconded by Commissioner Jones, and unanimously approved by the affirmative votes of all Commissioners present, the minutes of (i) the Special Monthly Meeting on April 26, 2010, and (ii) the Regular Work Session on May 20, 2010, were approved as presented and directed to be filed in the appropriate minute book and records of the Authority.

## III. PUBLIC COMMENTS.

Tim Helm of ThyssenKrupp Airport Systems, Inc. addressed the Board regarding JMAA Project No. 004-08, Passenger Boarding Bridges. Mr. Helm said that he understood that the staff had recommended that Project No. 004-08 be re-bid. Mr. Helm said that if that is what the Board decides to do, ThyssenKrupp Airport Systems, Inc. will look forward to bidding again on the project.

## IV. REPORTS.

### A. Chief Executive Officer.

Before discussing the matters routinely discussed at monthly Board meetings, Mr. Vanderleest discussed the following issues with the Board.

#### 1. LEAP.

Mr. Vanderleest said that 18 employees had participated recently in a Leadership Excellence in Aviation Program, with special emphasis on professional growth and team building. Mr. Vanderleest complimented each employee who participated, saying that the results were outstanding and would benefit the Authority in many ways in the future. Mr. Vanderleest said that he planned to provide the Board with the presentations from the teams.

2. Commissioner Johnnie P. Patton, R.Ph.: Honoree at NAACP Annual Awards and Scholarship Banquet.

Mr. Vanderleest congratulated Commissioner Patton on being an honoree at the upcoming NAACP Annual Awards and Scholarship Banquet.

3. East Metro Corridor: Federal Aviation Administration Letter of Approval for Land Released from Aeronautical Use Obligations.

Mr. Vanderleest said that JMAA had received a formal letter of approval from the FAA, releasing certain land along the east side of JEIA from aeronautical use obligations, so the East Metro Corridor Road may be built over that land. Mr. Vanderleest said that if the current schedule holds, the contract for construction may be let before year end.

4. Federal Aviation Administration Annual Certification Inspection of Jackson-Evers International Airport.

Each year, the FAA conducts an evaluation and test of the aeronautical facilities at JEIA. Mr. Vanderleest said that for the third year in a row, no major deficiencies were noted, and during the past inspection, zero deficiencies were noted.

5. Airport Project Manager Summary, Period Ending April 30, 2010.

6. Airport Activity Statistics Report, Period Ending April 30, 2010.

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.

7. Employee and Organizational Recognitions.

a. Employee of the Month, May 2010: Genette Minor, Public Safety Coordinator, Department of Public Safety.

Mr. Vanderleest recognized and commended Ms. Minor for being named Employee of the Month for May 2010.

8. Professional Recognitions.

a. Officer Kenneth Davis, Certified Police Officer, Department of Public Safety.

- (1) JMAA "Top Cop," Mississippi Center for Police & Sheriffs.

Mr. Vanderleest recognized and commended Mr. Davis for being named JMAA's "Top Cop" by the Mississippi Center for Police & Sheriffs.

b. Jackson Municipal Airport Authority: Kids Wish Network.

Mr. Vanderleest said that the Kids Wish Network had presented JMAA with a Certificate of Appreciation for the staff's continuing assistance in helping children with serious medical conditions fulfill their special wishes.

**B. Attorney.**

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

**V. ACTION ITEMS.**

**A. Financial Matters.**

1. Financial Reports for April 2010.
  - a. Balance Sheet: Accept.
  - b. Income Statement: Accept.
  - c. Claims Docket for April 2010: Approve.

Mr. Vanderleest directed the Board's attention to the above financial reports for April 2010 and the Claims Docket for April 2010, all of which were included in the Packet.

After discussion, upon motion duly made by Commissioner Glover, 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 APRIL 2010  
AND APPROVING AND AUTHORIZING PAYMENT OF CLAIMS  
DOCKET FOR APRIL 2010**

**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, 2010 (the "Financial Reports"), and (ii) the Claims Docket of the Authority for the month of April 2010 (the "Claims"), both the Financial Reports and the Claims being (i) included in the packet distributed to the Board prior to the May 24, 2010, Regular Monthly 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 \$599,251.70.

**B. Service Agreements.**

1. JMAA Project No. 009-10, Disadvantaged Business Enterprise Certification Services: Award Contract.

Mr. Vanderleest directed the Board's attention to the Memorandum dated April 30, 2010, 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 AWARDING CONTRACT FOR PROJECT NO. 009-10,  
DISADVANTAGED BUSINESS ENTERPRISE CERTIFICATION  
SERVICES**

**WHEREAS**, at its September 24, 2009, meeting, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") authorized the staff of the Authority to implement a series of recommendations to improve the Authority's Disadvantaged Business Enterprise ("DBE") program, including a recommendation to employ an outside consultant to assist the Authority in upgrading its certification compliance under 49 CFR Parts 23 and 26 and related records management (the "DBE Certification Support Services"); and

**WHEREAS**, with assistance from the Airport Minority Advisory Council, the staff of the Authority solicited proposals from six firms to provide the DBE Certification Support Services; and

**WHEREAS**, the Authority received and reviewed proposals from four of those firms for the DBE Certification Support Services; and

**WHEREAS**, an Authority staff selection committee determined that G. Blackwell & Associates, Inc. ("Blackwell") was the most qualified respondent to provide the DBE Certification Support Services; and

**WHEREAS**, the staff of the Authority has recommended that the Board approve and authorize negotiation and execution of a professional services agreement with Blackwell to provide the DBE Certification Support Services, as more particularly described in that certain memorandum dated April 30, 2010, which is (i) included in the packet distributed to the Board prior to the May 24, 2010, Regular Monthly Meeting of the Board and (ii) incorporated herein by reference (the "Memorandum"); and

**WHEREAS**, the Board has reviewed the 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 negotiation and execution of an agreement with Blackwell to provide the DBE Certification Support Services, said agreement to be in such form and to contain such terms and conditions consistent with the Memorandum and the foregoing, as deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

**C. Construction Projects.**

1. JMAA Project No. 003-09, Signage and Marking Improvements, HKS: Award Contract.
2. JMAA Contract No. 003-09-354, Signage and Marking Improvements, HKS: Authorize Amendment to Professional Services Agreement.
3. JMAA Project No. 004-08, Passenger Boarding Bridges, JEIA.

Mr. Vanderleest directed the Board's attention to the memoranda in the Packet which described the first two matters listed above, and discussed all three matters with the Board.

During discussion of the third matter listed above, Mr. Vanderleest said that the Authority had received two bids, both of which contained irregularities. After consultation with legal counsel, Mr. Vanderleest said that the staff recommended that both bids be rejected and the project be re-advertised for bids.

After discussion, upon motion duly made by Commissioner Stewart, seconded by Commissioner Jones, 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 CONSTRUCTION PROJECTS**

**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 certain actions with respect to certain construction projects identified below; and

**WHEREAS**, the Board has considered the recommendations by the staff of the Authority regarding these projects;

**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 action:

1. The Board hereby accepts the bid by Lewis Electric Co., Inc. (“Lewis”) in the amount of \$362,304.00 for JMAA Project No. 003-09, Signage and Marking Improvements at Hawkins Field (the “Services”) as the lowest and best bid for the Services, and approves and authorizes execution and accomplishment of a contract with Lewis to accomplish the Services (the “Lewis Contract”), all as more particularly described in that certain memorandum dated May 17, 2010, relating to this matter and included in the packet distributed to the Board prior to the May 24, 2010, Regular Monthly Meeting of the Board, and incorporated herein by reference (the “Signage Construction Memorandum”), said Lewis Contract to be in such form and to contain such terms and conditions consistent with said Signage Construction Memorandum and the foregoing as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.
2. The Board hereby approves and authorizes negotiation and execution of an amendment to the professional services agreement with IMDC, Inc. for additional construction oversight services in connection with JMAA Project No. 003-09, Signage and Marking Improvements at Hawkins Field (the “IMDC Amendment”), all as more particularly described in that certain memorandum dated May 17, 2010, relating to this matter and included in the packet distributed to the Board prior to the May 24, 2010, Regular Monthly Meeting of the Board, and incorporated herein by reference (the “Signage Oversight Memorandum”), said IMDC Amendment to be in such form and to contain such terms and conditions consistent with said Signage Oversight Memorandum and the foregoing as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.
3. The Board hereby rejects all bids for JMAA Project No. 004-08, Passenger Boarding Bridges at Jackson-Evers International Airport, and authorizes and directs the staff of the Authority to work with the design consultant for said project and legal counsel to make whatever changes in the bid documents for said project they deem appropriate, and to publish a new advertisement for bids for said project.

**D. Procurements.**

No action or discussion took place at the Meeting regarding procurements.

**E. Grants.**

No action or discussion took place at the Meeting regarding grants.

**F. Other Matters.**

1. JMAA Project No. 004-10, Timber Assessment and Sale, JEIA: Accept Bid.

Mr. Vanderleest directed the Board's attention to the Memorandum dated May 13, 2010, in the Packet, which described this matter, and discussed this matter with the Board.

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

**RESOLUTION APPROVING AND AUTHORIZING NEGOTIATION AND EXECUTION OF CONTRACT FOR PURCHASE OF TIMBER AT JACKSON-EVERS INTERNATIONAL AIRPORT**

**WHEREAS**, the Jackson Municipal Airport Authority (the "Authority") previously (i) retained Ken Ezelle ("Ezelle"), a registered forester, to perform an analysis of certain timber located at Jackson-Evers International Airport (the "Timber"); (ii) entered into an additional agreement with Ezelle to assist the Authority in selling the Timber (the "Timber Sale Agreement"); and (iii) authorized and directed the staff of the Authority to solicit bids for purchase of the Timber; and

**WHEREAS**, in response to an advertisement for bids for purchase of the Timber in accordance with applicable law, the Authority received and the staff reviewed three bids, with the highest bid being submitted by J. S. Timber Co., Inc. ("JST") in the amount of \$80,100.00, as more particularly shown on the Bid Tabulation Sheet attached to that certain memorandum dated May 13, 2010, both of which (i) were included in the packet distributed to the Board prior to the May 24, 2010, Regular Monthly Meeting of the Board and (ii) are incorporated herein by reference (collectively, the "Memorandum"); and

**WHEREAS**, the staff of the Authority has recommended that the Board (i) accept the bid by JST and (ii) approve and authorize negotiation and execution of a contract with JST for purchase of the Timber in accordance with said bid (the "JST Agreement"); 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: (i) accept the bid by JST for purchase of the Timber in the amount of \$80,100.00; (ii) approve and authorize negotiation and execution of the JST Agreement for purchase of the Timber, said JST 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; and (iii) authorizes payment of the fee to Ezelle as required under the Timber Sale Agreement.

2. Chamblee Company Leases: Authorize Execution.

Chairman Irvin suggested and the Board agreed to move this matter to the end of the Meeting, since it would require entering Executive Session for discussion and action.

3. JMAA Employee Handbook: Approve.

Mr. Vanderleest directed the Board's attention to the draft Employee Handbook, as distributed to the Board for review and comment at the Regular Work Session of the Board on April 22, 2010, and made available for review by the Board at the Meeting.

During discussion, Commissioner Irvin requested and the staff agreed to revise the first paragraph under "Employee Separation" on page 16 of the draft Employee Handbook to clarify that termination of employment decisions will continue to be made by the Chief Executive Officer, not the Director of Human Resources and Administration. A copy of the Employee Handbook, with the change noted above, was directed to be attached as an exhibit to the minutes of the Meeting.

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

**RESOLUTION APPROVING AND ADOPTING EMPLOYEE  
HANDBOOK**

**WHEREAS**, the staff and outside legal counsel of the Jackson Municipal Airport Authority (the "Authority") have recommended that the Board of Commissioners (the "Board") of the Authority approve and adopt a certain Employee Handbook (the "Employee Handbook"), a draft copy of the Employee Handbook having been distributed to the Board prior to the April 22, 2010, Regular Monthly Meeting of the Board; and

**WHEREAS**, the Board has considered said recommendation and reviewed said draft Handbook; and

**WHEREAS**, the Board has requested and the staff has agreed to make certain changes in the first paragraph under "Employee Separation" on page 16 of the draft to clarify that termination of employment decisions will continue to be made

by the Chief Executive Officer, not the Director of Human Resources and Administration;

**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 adopt the Employee Handbook as so revised; (ii) authorize its use and application on all matters covered therein; and (iii) directs that a copy of the Employee Handbook as so revised and approved and adopted herein be attached as an exhibit to the minutes of the May 24, 2010, Regular Monthly Meeting of the Board.

4. Revised Public Records Request Policy: Approve.

Mr. Vanderleest directed the Board's attention to the draft Public Records Policy in the Packet and discussed the Policy with the Board.

During discussion, Mr. Wagner said that the change in the time period for producing documents was mandated by a new state statute. He said that the other changes, specifically relating to documents which will not be produced, were added to give notice on the front end that certain categories of documents would not be produced by JMAA because of certain federal requirements as cited in the new policy.

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 adopted the following resolution.

**RESOLUTION APPROVING AND ADOPTING PUBLIC RECORDS  
POLICY**

**WHEREAS**, outside legal counsel and the staff of the Jackson Municipal Airport Authority (the "Authority") have recommended that the Board of Commissioners (the "Board") of the Authority approve and adopt a certain new Public Records Policy (the "Policy"), a copy of which is (i) included in the packet distributed to the Board prior to the May 24, 2010, Regular Monthly Meeting of the Board, and (ii) incorporated herein by reference; and

**WHEREAS**, the Board has considered said recommendation and reviewed the Policy;

**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 adopt the Policy.

2. Chamblee Company Leases: Authorize Execution.

Commissioner Jones left the Meeting prior to any discussion or action on this matter.

Mr. Vanderleest directed the Board's attention to the memorandum dated May 17, 2010, in the Packet which described this matter, and discussed this matter with the Board.

a. Closed Session.

At approximately 4:35 p.m., Chairman Irvin requested that the Board enter into Closed Session for the limited purpose of considering whether to enter Executive Session for the limited purpose of discussing and taking action regarding the terms and conditions by which the Authority might lease certain real property at JEIA to affiliates of The Chamblee Company (collectively, "Chamblee"), which required confidential treatment.

Upon motion duly made by Commissioner Stewart, seconded by Commissioner Glover, and unanimously approved by the affirmative votes of all Commissioners present (Commissioner Jones not being present at this time), the Board then adopted a resolution authorizing the Board to enter Closed Session for the limited purpose of considering whether to enter Executive Session for the limited purpose of discussing and taking action regarding the terms and conditions by which the Authority might lease certain real property at JEIA to Chamblee, which required confidential treatment.

The Board requested that everyone present leave the Closed Session of the Meeting, except for Mr. Vanderleest, Ms. Wilson, Mr. Moore and Mr. Wagner.

At approximately 4:36 p.m., upon motion duly made by Commissioner Glover, seconded by Commissioner Patton, and unanimously approved by the affirmative votes of all Commissioners present (Commissioner Jones not being present at this time), the Board adopted a resolution authorizing the Board to enter Executive Session for the limited purpose of discussing and taking action regarding the terms and conditions by which the Authority might lease certain real property at JEIA to Chamblee, which required confidential treatment.

The Board requested that Mr. Vanderleest, Ms. Wilson, Mr. Moore and Mr. Wagner remain with the Board during the Executive Session.

Mr. Wagner then informed those outside the Meeting that the Board had voted to enter Executive Session for the limited purpose of discussing and taking action regarding the terms and conditions by which

the Authority might lease certain real property at JEIA to Chamblee, which required confidential treatment.

b. Executive Session.

At approximately 4:37 p.m., the Board met in Executive Session for the limited purpose of discussing and taking action regarding the terms and conditions by which the Authority might lease certain real property at JEIA to Chamblee, which required confidential treatment.

c. Open Session.

At approximately 4:56 p.m., the Board reconvened the Meeting in Open Session. Chairman Irvin invited the staff of the Authority and the general public back into the Meeting, but no one joined the Meeting.

Chairman Irvin announced that during the Executive Session, the Board had reviewed and approved the form of a new lease of certain property at JEIA to be presented to Chamblee for consideration and execution.

**F. Continuation of Other Matters.**

5. AMAC/AAAE Conference.

Chairman Irvin reminded the Board that the 2010 AMAC/AAAE Economic Forum would be held in Jackson on December 12-14, 2010. As discussed at the Regular Work Session of the Board on May 20, 2010, Chairman Irvin had appointed Commissioners Patton and Stewart to work with the staff committee planning this event.

**VI. DISCUSSION: STRATEGIC INITIATIVES.**

No discussion or action was taken at the Meeting regarding strategic initiatives.

**VII. ADJOURNMENT.**

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

Respectfully submitted,

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George E. Irvin, Sr., Chairman

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Dr. Glenda Glover, Vice Chair

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Earle Jones

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Johnnie P. Patton, R. PH.

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Dr. Sylvia Stewart