

SPECIAL MEETING
OF
JACKSON MUNICIPAL AIRPORT AUTHORITY
BOARD OF COMMISSIONERS

May 24, 2012

The Board of Commissioners (the “Board”) of the Jackson Municipal Airport Authority (the “Authority” or “JMAA”) met in the Community Room, Main Terminal Building, Jackson – Medgar Wiley Evers International Airport (“JAN”), Jackson, Mississippi, at 8:00 a.m. on Thursday, May 24, 2012 (the “Meeting”), pursuant to proper notice, a copy of which is attached as an exhibit to the minutes of the Meeting.

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

Chair Glenda Glover presided, called the Meeting to order, and called the roll of Commissioners.

The following Commissioners were present in person at the Meeting.

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

Chair Glover 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 Vanderleest, JMAA Chief Executive Officer
Bonnie Wilson, JMAA Chief Operating Officer
René Woodward, JMAA Chief Administrative Officer
Woody Wilson, JMAA Senior Director of Capital Planning
Kenneth Randolph, JMAA Police Commander
Jack Thomas, JMAA Director of Disadvantaged Business Enterprise (DBE) and
Community Development
Cindy Crotchett, JMAA Executive Assistant
Jack Weldy, JMAA Properties Manager
Kimberly Farmer, JMAA Administrative Project Support
Tonora Humphrey, JMAA Police Sergeant
Ledireada Kent, JMAA Maintenance Administrative Assistant
Le-Shenna Lewis, JMAA Police Officer
Quinn Lewis, JMAA Electronics Technician
Joyce Tillman, JMAA Facilities Engineer

Chuck Lott, Neel-Schaffer
Liston Sage, Summer Aviation Intern
Michael Boyd, The Boyd Group
Alan Moore, Baker Donelson Bearman Caldwell & Berkowitz
Jeff Wagner, Baker Donelson Bearman Caldwell & Berkowitz
Alexander Martin, Baker Donelson Bearman Caldwell & Berkowitz

II. PRESENTATION BY MICHAEL BOYD.

Mr. Vanderleest introduced Michael Boyd, founder and president of The Boyd Group. Mr. Vanderleest reminded the Board that Mr. Boyd and his firm have served as a special consultant to JMAA for several years, providing advice and counsel on the status of different airlines and the overall commercial airline industry. Before Mr. Boyd spoke, Mr. Vanderleest also advised the Board that he had previously distributed an Economic Impact and Benefits Analysis of Jackson – Medgar Wiley Evers International Airport, which had been prepared by Mr. Boyd’s firm. A copy of the Economic Impact and Benefits Analysis is attached as an exhibit to the minutes of the Meeting.

Mr. Boyd then presented and discussed a PowerPoint presentation outlining the current status of the airline industry, with particular focus on the impact of the current state of the industry on JAN. A copy of the PowerPoint is attached as an exhibit to the minutes of the Meeting.

III. APPROVAL AND EXECUTION OF MINUTES.

A. Special Meeting of the Board of Commissioners, April 19, 2012.

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

IV. PUBLIC COMMENTS.

None.

V. REPORTS.

A. Chief Executive Officer.

1. *Airport Project Manager Summary, Period Ending April 30, 2012.*
2. *Airport Activity Statistics Report, Period Ending April 30, 2012.*

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. ***Employee Recognitions.***

- a. Employee of the Month, May 2012: Ledireada Kent, Maintenance Administrative Support, Department of Maintenance.

Mr. Vanderleest recognized and commended Ms. Kent for being named Employee of the Month for May 2012.

4. ***Professional Recognitions.***

- a. Sergeant Tonora Humphrey, Department of Public Safety.

- (1) JMAA “Top Cop,” Mississippi Center for Police and Sheriffs.

Mr. Vanderleest recognized and commended Sergeant Humphrey for being named JMAA’s “Top Cop” by the Mississippi Center for Police and Sheriffs.

- b. Quinn Lewis, Electronics Technician, Department of Administration.

- (1) Hinds Community College, Associate’s Degree in Applied Science, Electrical Technology.

Mr. Vanderleest recognized and commended Mr. Lewis for completing an Associate’s Degree in Applied Science, Electrical Technology, from Hinds Community College.

5. ***Organizational Recognitions.***

- a. Jackson Municipal Airport Authority: 2012 Annual Conference, Mississippi Airports Association.

Mr. Vanderleest informed the Board that the Authority had received a plaque from the Mississippi Airports Association (“MAA”) in recognition of the Authority’s sponsorship of MAA’s 2012 Annual Conference, which had been held earlier this month in Biloxi, Mississippi.

B. Attorney.

Mr. Moore said that he would provide the Board with an update on the status of the arbitration of the termination of the contract with Rifenburg Construction Inc. during an Executive Session, later in the Meeting.

VI. ACTION ITEMS.

A. Financial Matters.

1. ***Financial Reports for April 2012.***
 - a. Balance Sheet: Accept.
 - b. Income Statement: Accept.
 - c. Claims Docket for April 2012: Approve.

Mr. Vanderleest directed the Board's attention to the above referenced financial reports for April 2012, and the Claims Docket for April 2012, all of which were included in the Packet.

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

**RESOLUTION ACCEPTING FINANCIAL REPORTS
FOR APRIL 2012 AND APPROVING AND
AUTHORIZING PAYMENT OF CLAIMS DOCKET
FOR APRIL 2012**

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") has reviewed and considered (i) the Balance Sheet and the Income Statement for the Authority for the month and period ending April 30, 2012 (the "Financial Reports") and (ii) the Claims Docket of the Authority for the month of April 2012 (the "Claims"), both the Financial Reports and the Claims being (i) included in the packet distributed to the Board prior to the May 24, 2012, 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 \$1,173,979.36.

B. Service Agreements.

There was no discussion of service agreements at the Meeting.

C. Construction Projects.

1. ***JMAA Project No. 003-11, Terminal Entrance Enhancement and Parking Area Improvements, HKS: Award Contract.***
2. ***JMAA Project No. 011-11, Power Resources Evaluation and Improvements, JAN and HKS: Authorize Advertisements for Bids.***
3. ***JMAA Project No. 010-12, Lighting Assessment and Evaluation, JAN: Authorize Agreement.***

Mr. Vanderleest directed the Board's attention to the memoranda in the Packet, which described these matters, and discussed these matters with the Board.

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 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 (the "Board") of the Authority approve and authorize certain actions with respect to certain construction projects identified below, all as more particularly described in certain memoranda (i) included in the packet distributed to the Board prior to the May 24, 2012, Special Meeting of the Board, and (ii) incorporated herein by reference (separately, each a "Memorandum;" collectively, the "Memoranda"); and

WHEREAS, the Board has reviewed the Memoranda and considered the recommendations therein by the staff of the Authority;

NOW, THEREFORE, BE IT RESOLVED, the Board hereby determines that it would be in the best interests of and in furtherance of the duties and responsibilities of the Authority to, and the Board hereby does, take the following actions:

1. The Board hereby (i) waives the failure of Cornerstone Construction and Development, LLC (“Cornerstone”) to properly notarize the signature of Cornerstone’s president on its bid for JMAA Project No. 003-11, Terminal Entrance Enhancement and Parking Area Improvements at Hawkins Field (the “HKS Terminal Improvements Project”); (ii) accepts the bid by Cornerstone for the HKS Terminal Improvements Project in the amount of \$169,000 as the lowest and best bid for the HKS Terminal Improvements Project; and (iii) approves and authorizes negotiation, execution and accomplishment of an agreement with Cornerstone to accomplish the HKS Terminal Improvements Project (the “Cornerstone Agreement”); all as more particularly described in the memorandum dated May 18, 2012, which describes this matter, said Cornerstone 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.

2. The Board (i) approves and authorizes negotiation and execution of an amendment to the professional services agreement with I. C. Thomasson Associates, Inc. (“ICT”), pursuant to which ICT will provide additional professional services in connection with JMAA Project No. 011-11, Power Resources Evaluation and Improvements at Hawkins Field and Jackson – Medgar Wiley Evers International Airport (the “Power Resources Project”), with the additional cost not to exceed \$3,500 for a new total of \$360,500 (the “ICT Amendment”); (ii) approves and authorizes publication of an advertisement for bids for two phases of the Power Resources Project; (iii) approves, authorizes and directs the staff of the Authority to take all steps necessary and appropriate to accomplish receipt of certain grant funds offered by the Federal Aviation Administration under the Airports Improvement Program totaling \$2,986,900 (the “AIP Grants”); and (iv) authorizes and accepts the revised proposed budget for the Power Resources Project, for a new total project budget of \$4,885,900; all as more particularly described in the Memorandum dated May 7, 2012, which describes this matter.

3. The Board approves and authorizes negotiation and execution of a professional services agreement with Scott C. Woods and Associates (“Woods”) to provide a detailed

assessment of and recommendations for improvement to the various lighting systems in place at Jackson – Medgar Wiley Evers International Airport (JMAA Project No. 010-12) at a cost not to exceed \$27,600 (the “Woods Agreement”), said Woods Agreement to be in such form and to contain such terms and conditions consistent with the Memorandum dated May 9, 2012, which describes this matter, as may be deemed appropriate by the Chief Executive Officer of the Authority, as evidenced by his execution thereof.

4. ***JMAA Contract No. 372-21, Hangar Development Options Assessment, JAN: Authorize Addendum to Agreement.***

Mr. Moore said that since this matter concerns the possible lease of real property at JAN, the Board should consider discussing this matter in Executive Session later in the Meeting.

After discussion, the Board voted to defer discussion of this matter until it could be considered during an Executive Session later in the Meeting.

D. Procurements.

There was no discussion of procurements at the Meeting.

E. Grants.

There was no discussion of grants at the Meeting.

F. Other Matters.

1. ***Board Travel.***

There was no discussion regarding Board Travel at the Meeting.

VII. CLOSED SESSION.

Mr. Moore recommended that the Board enter Closed Session for the limited purpose of considering whether to enter into Executive Session to discuss (i) the terms and conditions by which JMAA might lease certain real property at JAN and (ii) the current status and strategy for handling the dispute between JMAA and Rifenburg Construction, Inc. (“Rifenburg”) regarding the East Runway construction project, which was in arbitration, both of which required confidential discussion and action, if any.

At approximately 8:55 a.m., after discussion, upon motion duly made by Commissioner Stewart, seconded by Commissioner Irvin, and unanimously approved by the affirmative votes of all Commissioners present, the Board 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, if any, on (i) the terms and conditions by which JMAA might lease certain real property at JAN and (ii) the current status and strategy for handling the dispute between JMAA and Rifenburg regarding the East Runway construction project, which was in arbitration, both of which required confidential discussion and action, if any.

The Board asked Mr. Vanderleest, Ms. Wilson, Mr. Wilson, Mr. Moore, Mr. Wagner and Mr. Martin to remain during the Closed Session. Everyone else present at the Meeting left the Community Room at this time.

At approximately 8:56 a.m., the Board met in Closed Session.

At approximately 8:57 a.m., upon motion duly made by Commissioner Irvin, seconded by Commissioner Stewart, and unanimously approved by the affirmative votes of all Commissioners present, the Board voted to enter into Executive Session for the limited purpose of discussing and taking action, if any, on (i) the terms and conditions by which JMAA might lease certain real property at JAN and (ii) the current status and strategy for handling the dispute between JMAA and Rifenburg regarding the East Runway construction project, which was in arbitration, both of which required confidential discussion and action, if any.

The Board asked everyone present during the Closed Session to remain for the Executive Session.

Mr. Wagner informed those outside the Meeting that the Board had voted to enter Executive Session for the limited purpose of discussing and taking action, if any, on (i) the terms and conditions by which JMAA might lease certain real property at JAN and (ii) the current status and strategy for handling the dispute between JMAA and Rifenburg regarding the East Runway construction project, which was in arbitration, both of which required confidential discussion and action, if any.

VIII. EXECUTIVE SESSION.

At 8:58 a.m., the Board met in Executive Session.

IX. OPEN SESSION.

At approximately 9:20 a.m., the Board reconvened the Meeting in Open Session. Mr. Wagner invited the staff of the Authority and the general public back into the Meeting, but no one did so.

Chair Glover reported that the following discussions and actions had occurred during the Executive Session.

A. JMAA Contract No. 372-21, Hangar Development Options Assessment, JAN: Authorize Addendum to Agreement.

Chair Glover reported that, during the Executive Session, Mr. Vanderleest advised the Board of various options for leasing certain real property at JAN. At

the conclusion of that discussion, the Board had unanimously approved and authorized negotiation and execution of a professional services agreement with Waggoner Engineering, Inc. to develop cost estimates for certain options for leasing certain real property at JAN at a total cost not to exceed \$66,000.

B. Arbitration of JMAA's Termination of Rifenburg Construction, Inc. Regarding JMAA Project No. 007-09, Contract No. 007-09-014, East Parallel Runway 16L/34R Pavement Rehabilitation.

Chair Glover reported that, during the Executive Session, Mr. Moore and Mr. Wagner, JMAA's attorneys, had provided the Board with a status report on the arbitration regarding JMAA's termination of Rifenburg on JMAA Project No. 007-09, Contract No. 007-09-014, East Parallel Runway 16L/34R Pavement Rehabilitation. After discussion, no action was taken on this matter during the Executive Session.

X. DISCUSSION: STRATEGIC INITIATIVES.

There was no discussion of strategic initiatives at the Meeting.

XI. ADJOURNMENT.

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

Respectfully submitted,

Dr. Glenda Glover, Chair

Johnnie P. Patton, R. Ph., Vice Chair

George E. Irvin, Sr.

Earle Jones

Dr. Sylvia Stewart