

**COMBINED RESCHEDULED REGULAR WORK SESSION AND RESCHEDULED
REGULAR MEETING OF JACKSON MUNICIPAL AIRPORT AUTHORITY
BOARD OF COMMISSIONERS
NOVEMBER 19, 2018**

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 November 19, 2018, Combined Rescheduled Work Session and Rescheduled Regular Board Meeting in the Community Room, Main Terminal Building, Jackson-Medgar Wiley Evers International Airport ("JAN"), in Jackson, Mississippi, at 8:30 a.m. on Monday, November 19, 2018 (the "Meeting"), pursuant to proper notice. Copies of the Notice rescheduling the November 22, 2018 Work Session, the Notice rescheduling the November 26, 2018 Board Meeting, and the Notice of the Consolidated Rescheduled Work Session and Rescheduled Board Meeting are attached as Exhibits to the November 19, 2018 Consolidated Rescheduled Work Session and Rescheduled Board Meeting ("Meeting") Minutes.

Chairman LaWanda D. Harris, presided, called the Meeting to order at 8:30 a.m., and called the roll of Commissioners.

The following Commissioners were present, in person, during roll call, for a quorum at the Board Meeting:

LaWanda D. Harris, Chairman
Lee A. Bernard Jr., Vice-Chairman
Pastor James L. Henley Jr., Commissioner
LTC(R) Lucius Wright, Commissioner

Chairman Harris 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 Combined Rescheduled Work Session and Rescheduled Board Meeting scheduled for Monday, November 19, 2018, in the Community Room, Main 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, M.S., A.A.E., I.A.P. JMAA's Chief Operating Officer
John L. Walker, Esq., Walker Group, PC, Attorneys at Law
Kevin Bass, Esq., Walker Group, PC, Attorneys at Law
John R. May, Esq., Attorney at Law, JMAA's In-House Counsel
And persons listed on **EXHIBIT A: Sign in Sheet for 11-19-18**

II. INVOCATION

Commissioner Pastor Henley gave the Invocation.

III. APPROVAL OF BOARD NOTICES

- A. Notice of the Rescheduling of the November 2018 Pre-Work Session.
- B. Notice of the Rescheduling of the November 22, 2018, Regular Monthly Work Session.
- C. Notice of the Rescheduling of the November 26, 2018, Regular Monthly Board Meeting.
- D. Notice of the Consolidated Rescheduled November 22, 2018, Regular Monthly Work Session and Rescheduled November 26, 2018, Regular Monthly Board Meeting.

RESOLUTION CY-2018-152

APPROVAL OF THE NOTICES AS TO: (I) RESCHEDULING THE NOVEMBER 19, 2018 PRE-WORK SESSION; (II) RESCHEDULING THE NOVEMBER 22, 2018 REGULAR WORK SESSION; (III) RESCHEDULING THE NOVEMBER 26, 2018 REGULAR MONTHLY BOARD MEETING; AND (IV) THE CONSOLIDATED RESCHEDULED NOVEMBER 22, 2018 WORK SESSION AND RESCHEDULED NOVEMBER 26, 2018 REGULAR MONTHLY BOARD MEETING

After discussion and review, and upon the motion made by Commissioner Pastor Henley, seconded by Vice-Chairman Bernard, and approved by unanimous vote, the following resolution was made and entered.

RESOLVED, that the Board hereby approves the following: (i) Notice of the Rescheduling of the November 19, 2018 Pre-Work Session; (ii) Notice of the Rescheduling of the November 22, 2018 Regular Work Session; (iii) Notice of the Rescheduling of the November 26, 2018 Regular Board Meeting; and (iv) Notice regarding the Consolidated Rescheduled November 22, 2018, Work Session and Rescheduled November 26, 2018 Board Meeting.

Yeas: Bernard, Harris, Henley, Wright

Nays: None

Abstentions: None

November 19, 2018

IV. APPROVAL AND EXECUTION OF MINUTES

- A. Regular Monthly Work Session of the Board of Commissioner, October 18, 2018.
- B. Regular Meeting of the Board of Commissioners, October 22, 2018.

RESOLUTION CY-2018-153

**APPROVAL OF THE OCTOBER 18, 2018 REGULAR WORK SESSION MINUTES
AND THE OCTOBER 22, 2018 REGULAR BOARD MEETING MINUTES**

After discussion and review and upon the motion made by Commissioner Pastor Henley, seconded by Commissioner LTC(R) Wright, the Minutes of the October 18, 2018 Regular Work Session and the October 22, 2018 Regular Board Meeting of the Commissioners, were approved by unanimous vote of the Commissioners present, and the following resolution was made and entered.

RESOLVED, that the Board hereby approves the Minutes of October 18, 2018 Regular Work Session and October 22, 2018 Regular Board Meeting of the Commissioners, as presented, and directs that said Minutes be filed in the appropriate Minute Book and Records of the Authority.

Yeas: Bernard, Harris, Henley, Wright

Nays: None

Abstentions: None

November 19, 2018

V. PUBLIC COMMENTS

None.

VI. REPORTS

A. Report from the Chairman

There was no report from Chairman Harris.

B. Chief Executive Officer

Mr. Carl D. Newman, CEO, announced that on November 7, 2018, for the first time during his tenure with JMAA, he met with corporate representatives from the airlines currently operating at JAN. He then informed the Board that the meeting concerned the recent landing fee increase and the new airline service at JAN. Mr. Newman added that the representatives of the airlines left the meeting "happy" after he addressed their concerns.

Next, Mr. Newman announced that JMAA's Masterplan has been approved by the Federal Aviation Administration and that JMAA would post the Masterplan on the JMAA Website soon.

1. Airport Project Manager Summary, Period Ending

October 31, 2018.....Page 1¹

Mr. Newman then directed the Board’s attention to the Airport Project Manager Summary (“APMS”), found at pages 1-17 in the November 19, 2018 Board Meeting Packet and distributed to the Board before the November 19, 2018 Combined Rescheduled Work Session and Regular Board Meeting. The Board reviewed the Report and had no questions.

**2. Airport Activity Statistics Report, Period Ending
October 31, 2018.....Page 18**

Mr. Newman directed the Board’s attention to the Airport Activity Statistics Report (“AASR”), found at pages 18-30 in the November 19, 2018 Board Meeting Packet and distributed to the Board before the November 19, 2018 Combined Rescheduled Work Session and Regular Board Meeting. The Board reviewed the Report and had no questions.

**3. Statistics of JMAA’s Payment to Minority Businesses and City of Jackson,
MS-Based Businesses During October 2018**

Mr. Newman recognized Ms. LaTonia Shirley, DBE Manager of Contracts and Compliance, to discuss the statistics as to payments by JMAA to minority businesses and City of Jackson, MS-based businesses during October 2018.

Ms. Shirley informed the Board of the following payment statistics of JMAA during October 2018, as to minority businesses and City of Jackson, MS-based businesses:

- Percentage of Direct and Indirect Payments to MWBE or DBE Firms: 21% of the Total Amount of Eligible Payments; and
- Percentage of Payments to City of Jackson, MS-based firms: 9% of the Total Amount of Eligible Payments.

4. Local DBE Program Update

Next, Ms. Shirley informed the Board that during the fiscal year 2018 the DBE Department, along with Procurement, developed a local DBE plan to focus on the Commission’s priorities as to the purchase of good and services. She then reported that JMAA was able to obtain forty percent (40%) of its four (4) major categories of commodities: janitorial supplies, office supplies, IT supplies, and maintenance supplies from local MWDBEs during the fiscal year 2018. She added that the forty percent (40%) equates to seventy-three thousand three hundred seventy-six dollars (\$73,376.00) going into our local community.

¹ The page numbers herein are the page numbers contained in the Meeting Packet which is attached as an Exhibit to the November 19, 2018 Combined Rescheduled Work Session and Rescheduled Board Meeting (“Meeting”) Minutes.

Next, the Board and those in attendance then watched a video presentation concerning the Edge4Vets workshop held at JAN on, November 6, 2018. After viewing the video, the Board and all in attendance applauded the Staff's efforts as to the Edge4Vets program.

5. Staff Introduction

Mr. Newman recognized Mr. Perry Miller, COO, to address the Board as to a JMAA Staff Member changing roles.

Mr. Miller then informed the Board that JMAA's Manager of Operations resigned to continue his military career. Subsequently, JMAA conducted an internal search for candidates to fill the position. After the search, Mr. Ron Marsalis, a JMAA employee for over eighteen (18) years, was selected for the position. Mr. Miller invited Mr. Marsalis to address the Board.

Mr. Marsalis approached the podium and thanked the Board for the opportunity to continue serving JMAA in a new position.

Next, Commissioner LTC(R) Wright asked for the number of Veterans employed by JMAA. Mr. Newman stated that Staff is aware of the number of Veterans currently employed by JMAA, and Staff would get that information to him.

6. Award Announcement

Then, Mr. Newman invited Ms. Yolanda Moore, Customer Service Manager, to address the Board about an announcement.

Ms. Moore came forward and informed the Board that JMAA won an award for "Brand Identity" at the ACI Marketing and Communications Conference. She stated that "Brand Identity" Award is based on the new logos and new colors recommended by Staff and adopted by the Board. She added that Staff is very proud of this accomplishment. The Board then applauded Staff for the accomplishment.

C. Attorney

1. Attorney Walker announced that there are three (3) matters that he recommends the Board take up during an Executive Session. Therefore, he recommended the Board enter into Closed Session to consider those matters at an appropriate time.
2. Next, Attorney Walker referenced the Pre-Work Session discussion and asked that the Board consider any changes to the FY 2019 meeting dates prescribed by the Bylaws at an appropriate time.

VII. ACTION ITEMS

A. Financial Matters

1. Financial Reports for October 2018:

(a) Balance Sheet: Accept.....Page 31

(b) Income Statement: Accept.....Page 33

Chairman Harris directed the Board’s attention to the Balance Sheet and Income Statement for October 2018. Mr. Newman recognized Ms. Arnetrius Branson, CFO, and asked her to address the Board.

Ms. Branson provided highlights of the major components of the Balance Sheet and Income Statement for October 2018, which appear at pages 31-34 in the Packet. Ms. Branson further presented from the JMAA PowerPoint Presentation at pages 8-12. The JMAA PowerPoint Presentation is attached as an exhibit to the November 19, 2018 Consolidated Rescheduled Work Session and Rescheduled Board Meeting Minutes.

RESOLUTION CY-2018-154

RESOLUTION ACCEPTING/APPROVING THE OCTOBER 2018 FINANCIAL REPORTS: BALANCE SHEET AND INCOME STATEMENT

Upon motion by Vice-Chairman Bernard, seconded by Commissioner Pastor Henley, the following **RESOLUTION** was made and approved by unanimous vote.

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 October 31, 2018, which are included in the Packet, at pages 31-34, and were distributed to the Board prior to the November 19, 2018 Combined Rescheduled Work Session and Rescheduled Board Meeting.

IT IS, THEREFORE, RESOLVED that the Board hereby accepts and approves the October 2018 Financial Reports: Balance Sheet and Income Statement for October 2018.

Yeas: Bernard, Harris, Henley, Wright
Nays: None
Abstentions: None

November 19, 2018

(c) Claims Docket for October 2018: Approve.....Page 35

Ms. Branson informed the Board that Claim No. 95633 related to funds that JMAA seized

from a passenger which JMAA was ordered to refund by a Rankin County Judge. Khalaf & Nguyen, PLLC, is the law firm that represented the passenger and the judge order the money paid to it.

Commissioner Pastor Henley inquired about Claim No. 95665, a \$5,000.00 payment to Rankin First Development Foundation (“Rankin First”) and asked if Rankin First is a part of the Greater Jackson Chamber of Commerce (“Chamber”). Mr. Newman confirmed that Rankin First is a part of the Chamber. Also, Mr. Newman confirmed that JMAA contributes to the Chamber. In response, Commissioner Pastor Henley stated that he opposes JMAA paying \$5,000.00 to Rankin First while refusing to spend a similar amount for work at Hawkins Field Airport.

In response, Mr. Newman stated that Rankin First is one of JMAA’s close partners as it relates to the development of East Metro Corridor Parkway land. He added that whenever JMAA has an opportunity to present to prospective lessees, Rankin First is one of the entities that assists JMAA with compiling presentation information. Further, Mr. Newman stated that in some instances, Rankin First brings opportunities to JMAA. Therefore, he believes it is important for JAN to remain a partner with Rankin First.

During further discussion, Mr. Newman stated that Rankin First is a separate entity from the Chamber. Afterward, Commissioner Pastor Henley confirmed that while he understood that while the entities are separate; however, Rankin First, as a member of the Chamber, benefits from JMAA’s donation to the Chamber.

As to Claim No. 95680, Ms. Branson informed the Board that Claim No. 95680 is for the purchase of a cake for the event publicizing the Frontier’s inaugural flight at JAN.

Next, Commissioner Pastor Henley asked the purpose of Claim No. 95690. Ms. Branson said that the claim is a refund to Vertical Church for an improperly deposited check.

Commissioner Pastor Henley requested that the Early Issue Payment request contained in a Board Memo on page 49 of the Packet as to a travel reimbursement be approved in the regular Claims Docket instead of approved separately. Chairman Harris, Commissioner Pastor Henley, and Mr. Newman held discussion regarding the payment and subsequent the Board adopted the Resolution CY-2018-155 below.

The Board then considered the following Resolution.

RESOLUTION CY-2018-155

RESOLUTION APPROVING THE CLAIMS DOCKET FOR THE MONTH AND PERIOD ENDING OCTOBER 31, 2018 AND A TRAVEL REIMBURSEMENT PAYMENT TO COMMISSIONER PASTOR JAMES L. HENLEY JR.

Upon motion by Commissioner Pastor Henley, seconded by Vice-Chairman Bernard, the following **RESOLUTION** was made and by unanimous vote 4-0-0.

WHEREAS, the Board of Commissioners (the "Board") of the Jackson Municipal Airport Authority (the "Authority") reviewed and considered the Authority's Claims Docket ("Claims") for the month and period ending October 31, 2018, which is included in the Packet, at pages 35-38 along with the Travel Reimbursement payment to Commissioner Pastor James L. Henley Jr. at page 49 of Packet, which were distributed to the Board prior to the November 19, 2018 Combined Rescheduled Work Session and Rescheduled Regular Board Meeting scheduled for October 22, 2018.

IT IS, THEREFORE, RESOLVED that the Board hereby authorizes payment of the Claims in the amount of \$1,970,803.41; and the travel reimbursement payment to Commissioner Pastor James L. Henley Jr. in the amount of \$1,310.00.

Yeas: Bernard, Harris, Henley, Wright

Nays: None

Abstentions: None

November 19, 2018

2. **Agreed Upon Procedures (SP Plus Corporation and AMS-AJA Jackson).....Page 39**

Ms. Branson directed the Board's attention to the SP Plus Corporation and AMS-AJA Jackson Joint Venture audit and introduced Mr. Brent Saunders, President of Breazeale, Saunders & O'Neil, Ltd. ("BSO") to present the findings to the Board.

Mr. Saunders, along with Mr. Patrick Baldwin of Breazeale, Saunders & O'Neil, Ltd., and Mr. Bruce Williams of Williams CPA Firm, PLLC, presented a draft of the Independent Accountants' Report on Applying Agreed-Up Procedures, which appears at Pages 39-48 of the Packet. Mr. Saunders explained that the report is in draft form because it cannot be issued until the Board of Commissioners approves the report.

Mr. Baldwin explained the format of the report and gave an overview of the review process and an executive summary of the findings as to the AMS-AJA Agreement with JMAA. This information appears in the Packet at Pages 39-48. The Board then held the following discussion.

In response to Attorney Walker's inquiry, Mr. Baldwin explained what caused some variances in the nightly vehicle count on a day-to-day basis. He added that ideally the vehicle count/inventory should be performed at significant periods of time after the last flight arrives each night and before the first flight leaves the following morning to have a consistent reconciliation.

Next, Mr. Baldwin explained that license plate scanning and vehicle count/inventory should be done simultaneously. However, he is not aware whether the count/inventory and scanning are simultaneously done every night.

Chairman Harris then asked if there is technology to perform scanning of the license plates. In response, Mr. Newman explained that currently it is faster to enter in the tag information by hand, instead of utilizing the scanning technology currently in place at JAN. Further, Mr. Newman stated that Staff is currently identifying and reviewing the available scanning technology. Additionally, Mr. Newman said that Staff is continuing to work with JMAA's parking operator to figure out the issues involved for the software to be beneficial for JMAA.

Next, regarding AMS/AJA Hudson News, Mr. Williams explained issues as to the one percent (1%) infrastructure sales tax and the minimum annual guarantee contract provision. He informed the Board of how those issues are being handled.

The Board then adopted the following resolution.

RESOLUTION CY-2018-156

RESOLUTION ACCEPTING THE INDEPENDENT ACCOUNTANTS' REPORT OF APPLYING AGREED-UPON PROCEDURES REGARDING SP PLUS CORPORATION AND AMS-AJA JACKSON JOINT VENTURE PREPARED BY BREAZEALE SAUNDERS AND O'NEIL, LTD. CPA FIRM AND WILLIAMS, CPA FIRM PLLC

Upon motion by Commissioner LTC(R) Wright, seconded by Commissioner Pastor Henley, the following **RESOLUTION** was made and unanimously approved (4-0-0).

WHEREAS, Breazeale, Saunders, & O'Neil, Ltd. CPA Firm and Williams CPA Firm, PLLC, ("Accountants") presented and discussed with the Board of JMAA the Independent Accountants' Report on Applying Agreed-Upon Procedures regarding SP Plus Corporation and AMS-AJA Jackson Joint Venture; and

WHEREAS, the Board has reviewed and considered the above-referenced Report; and

WHEREAS, the Board finds that the request to accept the above-referenced Report, which is explained in the report entitled Independent Accountants' Report on Applying Agreed-Upon Procedures, at pages 39-48 of the Meeting Packet, ought to be accepted.

IT IS, THEREFORE, RESOLVED that the Board hereby approves and accepts the "Independent Accountants' Report on Applying Agreed-Upon Procedures" regarding SP Plus Corporation and AMS-AJA Jackson Joint Venture, found at pages 39-48 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Wright

Nays: None
Abstentions: None

November 19, 2018

B. Construction Projects

None.

C. Procurements

None.

D. Service Agreements

1. *Terminal Audio/Visual Paging System, JMAA: Authorization to Execute Agreement.....Page 50*

Mr. Bryan Helaire, Information Technology Director, explained the Board Memorandum for Project Title: Terminal Audio/Visual Paging System, and the action requests listed therein, which appear at pages 50-52 in the Packet. Mr. Helaire further presented from the JMAA PowerPoint Presentation, at pages 13-16. The JMAA PowerPoint Presentation is attached as an exhibit to the November 19, 2018 Combined Rescheduled Work Session and Rescheduled Board Meeting Minutes.

Next, Mr. Helaire introduced Mr. Walter Wilhelm, Audio Communications Consultants Inc.'s ("ACCI") representative and asked him to address the Board.

Mr. Wilhelm informed the Board that ACCI has been a thriving business for fifty (50) years, provided some additional information about ACCI and thanked the Board for considering ACCI.

RESOLUTION CY-2018-157

RESOLUTION: (I) AUTHORIZING THE EXECUTION OF A CONTRACT AGREEMENT WITH AUDIO COMMUNICATIONS CONSULTANTS INC. REGARDING HARDWARE, SOFTWARE LICENSES, TECHNICAL SUPPORT, CONFIGURATION, AND TRAINING SERVICES; (II) APPROVING THE TOTAL PROPOSED AGREEMENT AMOUNT; AND (III) APPROVING THE PROPOSED CONTINGENCY AMOUNT TO SECURE ADDITIONAL SERVICES

Upon motion by Commissioner Pastor Henley, seconded by Commissioner LTC(R) Wright, the following **RESOLUTION** was made and unanimously approved.

WHEREAS, the Board has considered the request of JMAA's Staff for: (i) authority, after review by legal counsel for JMAA, to execute an agreement with Audio Communications

Consultants Inc. (“ACCI”), a Tennessee business corporation, licensed to do business in Mississippi, and headquartered in Memphis, Tennessee, to provide hardware, software licenses, technical support, configuration, and training services in support of deploying a new Terminal Audio/Visual Paging (“Paging”) solution for the Jackson Municipal Airport Authority (“JMAA”) (“Agreement”); (ii) approval of the total proposed Agreement amount of \$377,919.27; and (iii) approval of a proposed contingency in the amount of \$22,080.73 to secure additional services, equipment, and etc., that are outside the scope of work of JMAA’s proposed Agreement with ACCI and may be needed to complete the Paging Project; and

WHEREAS, the Paging solution will replace the current system at the Jackson-Medgar Wiley Evers International Airport (“JAN”); and

WHEREAS, ACCI shall subcontract with WDM Enterprises (“WDM”), a Mississippi Limited Liability Corporation and Certified Disadvantaged Business Enterprise (“DBE”), located in Jackson, Mississippi, to provide equipment, and perform infrastructure and installation services, and WDM shall be paid 16.4% of the amount paid to ACCI under the executed Agreement; and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated November 19, 2018, found at pages 50-52 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that: (i) JMAA’s Staff is authorized, after review by legal counsel for JMAA, to execute an agreement with Audio Communications Consultants Inc. (“ACCI”), a Tennessee business corporation, licensed to do business in Mississippi, and headquartered in Memphis, Tennessee, to provide hardware, software licenses, technical support, configuration, and training services in support of deploying a new Terminal Audio/Visual Paging (“Paging”) solution for the Jackson Municipal Airport Authority (“JMAA”) (“Agreement”); (ii) the total proposed Agreement amount of \$377,919.27 is approved; and (iii) the proposed contingency in the amount of \$22,080.73 to secure additional services, equipment, and etc., that are outside the scope of work of JMAA’s proposed Agreement with ACCI and may be needed to complete the Paging Project, is approved; and

IT IS, THEREFORE, FURTHER RESOLVED that the Paging solution will replace the current system at the Jackson-Medgar Wiley Evers International Airport (“JAN”); and

IT IS, THEREFORE, FURTHER RESOLVED that ACCI shall subcontract with WDM Enterprises (“WDM”), a Mississippi Limited Liability Corporation and Certified Disadvantaged Business Enterprise (“DBE”), located in Jackson, Mississippi, to provide equipment, and perform infrastructure and installation services, and WDM will be paid 16.4% of the amount paid to ACCI under the executed Agreement; and

IT IS, THEREFORE, FURTHER RESOLVED that such requests are fully explained in the Memorandum dated November 19, 2018, found at pages 50-52 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Wright

Nays: None
Abstentions: None

November 19, 2018

2. *Air Service Development Consulting Services, JMAA: Authorization to Execute the First Amendment to the Current Professional Services Agreement and Approval of the Project Budget (UBMi Princeton, LLC).....Page 53*

Ms. Robin Byrd, Procurement Manager, explained the Board Memorandum for Project Title: Air Service Development Consulting Services, and the action requests listed therein, which appear at pages 53-55 in the Packet. Ms. Byrd further presented from the JMAA PowerPoint Presentation, at pages 17-20. The JMAA PowerPoint Presentation is attached as an exhibit to the November 19, 2018 Combined Rescheduled Work Session and Rescheduled Board Meeting Minutes.

RESOLUTION CY-2018-158

RESOLUTION: (I) AUTHORIZING THE EXECUTION OF AN AMENDMENT TO EXTEND FOR ONE (1) YEAR THE EXISTING PROFESSIONAL SERVICE AGREEMENT WITH UBMi PRINCETON, LLC; (II) APPROVING THE PROPOSED ADDITIONAL FEES AND EXPENSES; AND (III) APPROVAL OF THE NEW PROPOSED BUDGET

Upon motion by Vice-Chairman Bernard, seconded by Commissioner LTC(R) Wright, the following **RESOLUTION** was made and unanimously approved.

WHEREAS, the Board has considered the request of JMAA’s Staff for: (i) authority, after review by legal counsel for JMAA, to execute an amendment to extend for one (1) year the existing professional service agreement (“Agreement”) with UBMi Princeton, LLC (“UBM”), a New York Corporation that is registered to do business in Mississippi, to provide air service development consulting services to the Jackson Municipal Airport Authority (“JMAA”); (ii) approval of the proposed additional fees and expenses not to exceed \$60,000.00 for the one (1) year extension; and (iii) approval of the new proposed project budget amount not to exceed \$130,000.00; and

WHEREAS, UBM shall continue to subcontract with Fahrenheit Creative Group (“Fahrenheit”), a Mississippi Limited Liability Corporation and certified Disadvantaged Business Enterprise (“DBE”) located in the City of Jackson, MS, to perform market research and advertising services regarding the proposed amended agreement with JMAA, and Fahrenheit shall be paid twenty percent (20%) of the amount paid to UBM under the proposed amended Agreement; and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated November 19, 2018, found at pages 53-55 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that: (i) JMAA’s Staff is authorized, after review by legal counsel for JMAA, to execute an amendment to extend for one (1) year the existing professional service agreement (“Agreement”) with UBMi Princeton, LLC (“UBM”), a New York Corporation that is registered to do business in Mississippi, to provide air service development consulting services to the Jackson Municipal Airport Authority (“JMAA”); (ii) the proposed additional fees and expenses not to exceed \$60,000.00 for the one (1) year extension is approved; and (iii) the new proposed project budget amount not to exceed \$130,000.00 is approved; and

IT IS, THEREFORE, FURTHER RESOLVED that UBM shall continue to subcontract with Fahrenheit Creative Group (“Fahrenheit”), a Mississippi Limited Liability Corporation and certified Disadvantaged Business Enterprise (“DBE”) located in the City of Jackson, MS, to perform market research and advertising services regarding the proposed amended agreement with JMAA, and Fahrenheit shall be paid twenty percent (20%) of the amount paid to UBM under the amended Agreement; and

IT IS, THEREFORE, FURTHER RESOLVED that such requests are fully explained in the Memorandum dated November 19, 2018, found at pages 53-55 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Wright
Nays: None
Abstentions: None
November 19, 2018

3. *On-Call Engineering Services, JAN and HKS: Authorization to Award Contract for Professional Services (Michael Baker International); Authorization to Award Contract for Professional Services (Integrated Management Services, P.A.); and Approval of Two (2) Year Contract Terms.....Page 56*

Mr. Darion Warren, Director of Capital Programming, explained the Board Memorandum for Project Title: On-Call Engineering Services, and the action requests listed therein, which appear at pages 56-61 in the Packet. Mr. Warren further presented from the JMAA PowerPoint Presentation, at pages 21-28. The JMAA PowerPoint Presentation is attached as an exhibit to the November 19, 2018 Combined Rescheduled Work Session and Rescheduled Board Meeting Minutes.

Mr. Warren announced that Mr. Jay Stewart and Mr. Doug Thomason, representing Michael Baker International (“Michael Baker”) and Mr. George Ford, representing Integrated Management Services (“IMS”), were present on behalf the entities regarding the on-call engineering services. Mr. Warren then asked Mr. Stewart and Mr. Thomason to approach the podium to respond to any questions from the Board of Commissioners.

In response to Commissioner Pastor Henley’s inquiries, Mr. Stewart and Mr. Thomason each confirmed that their respective companies Michael Baker and IMS, are qualified and have

direct experienced in the relevant service areas.

Next, Vice-Chairman Bernard asked Mr. Warren to explain his statement that reimbursements for a project are possible if the projects are done properly. In response, Mr. Warren stated that, as to any projects that Staff is aware of in advance, Staff can communicate with the FAA District Office to find out if the project is eligible for AIP funding. He added that in the event Staff becomes aware of a project being AIP eligible, Staff follows the FAA Advisory requirements to ensure that JMAA is eligible to receive the funds as reimbursements.

Lastly, in response to Commissioner Pastor Henley's inquiry as to whether Mr. Newman presently has the authority to authorize on-call services up to \$50,000.00, Mr. Newman confirmed that he has that authority. However, Mr. Newman added that because he believes in transparency, securing the authorization of the Board to secure the services, in advance, allows Staff to move quickly if a difficult event occurs. Further, he stated that having the Board's authorization of the services on record, there will not be any questions about whether the services were secured properly.

RESOLUTION CY-2018-159

RESOLUTION: (I) AUTHORIZING THE AWARD AND EXECUTION OF A CONTRACT FOR ON-CALL ENGINEERING PROFESSIONAL SERVICES IN SUPPORT OF LIMITED FEDERALLY-FUNDED CONSTRUCTION PROJECTS AT JAN AND HKS; (II) AUTHORIZING THE AWARD AND EXECUTION OF A CONTRACT FOR ON-CALL ENGINEERING PROFESSIONAL SERVICES IN SUPPORT OF NON-FEDERALLY-FUNDED CONSTRUCTION PROJECTS AT JAN AND HKS; (III) APPROVAL OF THE CONTRACT TERMS; AND (IV) APPROVAL OF THE PROPOSED TOTAL BUDGET AMOUNT

Upon motion by Commissioner Pastor Henley, seconded by Vice-Chairman Bernard, the following **RESOLUTION** was made and unanimously approved.

WHEREAS, the Board has considered the request of JMAA's Staff for: (i) authority to award and, after review by legal counsel for JMAA, execute the contract for on-call engineering professional services (including assessments, design, and materials recommendations) in support of limited federally-funded construction projects at the Jackson Medgar-Wiley Evers International Airport ("JAN") and Hawkins Field Airport ("HKS") to Michael Baker International of Pittsburgh, Pennsylvania ("Michael Baker"); (ii) authority to award and, after review by legal counsel for JMAA, execute the contract for on-call engineering professional services (including assessments, design, and materials recommendations) in support of limited non-federally-funded construction projects at JAN and HKS to Integrated Management Services, P.A. of Jackson, Mississippi ("IMS"); and (iii) approval of a two (2) year contract term for an amount not to exceed \$300,000.00 during the two (2) year term for both contracts combined; and (iv) approval of the proposed total budget amount not to exceed \$312,000.00; and

WHEREAS, Michael Baker shall sub-contract with Birmingham Engineering and Construction Consulting Inc. (“BECC”), located in Birmingham, Alabama; Cornerstone Engineering, LLC (“Cornerstone”), located in Clinton, Mississippi, a Certified Disadvantaged Business Enterprise (“DBE”); and Crown Engineering PLLC (“Crown”), located in Jackson, Mississippi, a JMAA certified DBE. BBEC, Cornerstone, and Crown shall receive a total of at least thirty percent (30%) of the amount paid to Michael Baker on this project; and

WHEREAS, IMS shall sub-contract with CivilTech Inc. (“CivilTech”), located in Jackson, Mississippi and Advanced Environmental Consultants, Inc. (“AEC”), located in Jackson, Mississippi, both of which are JMAA certified DBEs. CivilTech and AEC shall receive a total of at least thirty percent (30%) of the amount paid to IMS on this project; and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated November 19, 2018, found at pages 56-61 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that: (i) JMAA’s Staff is authorized to award and, after review by legal counsel for JMAA, execute the contract for on-call engineering professional services (including assessments, design, and materials recommendations) in support of limited federally-funded construction projects at the Jackson Medgar-Wiley Evers International Airport (“JAN”) and Hawkins Field Airport (“HKS”) to Michael Baker International of Pittsburgh, Pennsylvania (“Michael Baker”); (ii) JMAA’s Staff is authorized to award and, after review by legal counsel for JMAA, execute the contract for on-call engineering professional services (including assessments, design, and materials recommendations) in support of limited non-federally-funded construction projects at JAN and HKS to Integrated Management Services, P.A. of Jackson, Mississippi (“IMS”); and (iii) the two (2) year contract term for an amount not to exceed \$300,000.00 during the two (2) year for both contracts combined is approved; and (iv) the proposed total budget amount not to exceed \$312,000.00 is approved; and

IT IS, THEREFORE, FURTHER RESOLVED that Michael Baker shall sub-contract with Birmingham Engineering and Construction Consulting Inc. (“BECC”), located in Birmingham, Alabama; Cornerstone Engineering, LLC (“Cornerstone”) located in Clinton, Mississippi, a Certified Disadvantaged Business Enterprise (“DBE”); and Crown Engineering PLLC (“Crown”), located in Jackson, Mississippi, a JMAA certified DBE. BBEC, Cornerstone, and Crown shall receive at least thirty percent (30%) of the amount paid to Michael Baker on this project; and

IT IS, THEREFORE, FURTHER RESOLVED that IMS shall sub-contract with CivilTech Inc. (“CivilTech”), located in Jackson, Mississippi and Advanced Environmental Consultants, Inc. (“AEC”), located in Jackson, Mississippi, both of which are JMAA certified DBEs. CivilTech and AEC shall receive a total of at least thirty percent (30%) of the amount paid to IMS on this project; and

IT IS, THEREFORE, FURTHER RESOLVED that such requests are fully explained in the Memorandum dated November 19, 2018, found at pages 56-61 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Wright
Nays: None
Abstentions: None

November 19, 2018

4. *On-Call Architectural Services, JAN and HKS: Authorization to Award Contract for Professional Services (Baker LPA Group, LLC); Authorization to Award Contract for Professional Services (Duvall Decker Architects, PA); and Approval of a Two-year Contract Term for Each Entity.....Page 62*

Mr. Darion Warren, Director of Capital Programming, explained the Board Memorandum for Project Title: On-Call Engineering Services, and the action requests listed therein, which appear at pages 62-67 in the Packet. Mr. Warren further presented from the JMAA PowerPoint Presentation, at pages 29-36. The JMAA PowerPoint Presentation is attached as an exhibit to the November 19, 2018 Combined Rescheduled Work Session and Rescheduled Board Meeting Minutes.

Mr. Warren announced that Mr. Doug Thomason, representing Baker LPA Group, LLP (“Baker”) and Ms. Ann Marie Decker, representing Duvall Decker Architects, PA (“Duval Decker”), were present on behalf the entities regarding the on-call architectural services. Mr. Warren asked Mr. Thomason and Ms. Decker to approach the podium to respond to any questions from the Board of Commissioners.

In response to Commissioner Pastor Henley’s inquiries, both Mr. Thomason and Ms. Decker confirmed that their respective companies, Baker and Duval Decker, are qualified and has direct experienced in the relevant service areas.

RESOLUTION CY-2018-160

RESOLUTION: (I) AUTHORIZING THE AWARD AND EXECUTION OF A CONTRACT FOR ON-CALL ARCHITECTURAL PROFESSIONAL SERVICES IN SUPPORT OF LIMITED FEDERALLY-FUNDED CONSTRUCTION PROJECTS AT JAN AND HKS; (II) AUTHORIZING THE AWARD AND EXECUTION OF A CONTRACT FOR ON-CALL ARCHITECTURAL PROFESSIONAL SERVICES IN SUPPORT OF NON-FEDERALLY-FUNDED CONSTRUCTION PROJECTS AT JAN AND HKS; (III) APPROVAL OF THE CONTRACT TERMS; AND (IV) APPROVAL OF THE PROPOSED TOTAL BUDGET AMOUNT

Upon motion by Commissioner Pastor Henley, seconded by Vice-Chairman Bernard, the following **RESOLUTION** was made and unanimously approved.

WHEREAS, the Board has considered the request of JMAA’s Staff for: (i) authority to award and, after review by legal counsel for JMAA, execute the contract for on-call architectural professional services (including assessments, design, and materials recommendations) in

support of limited, federally-funded construction projects at the Jackson Medgar-Wiley Evers International Airport (“JAN”) and Hawkins Field Airport (“HKS”) to Baker LPA Group, LLP (“Baker”) of Columbia, South Carolina; (ii) authority to award and, after review by legal counsel for JMAA, execute the contract for on-call architectural professional services (including assessments, design and materials recommendations) in support of limited, non-federally-funded construction projects at JAN and HKS to Duvall Decker Architects, PA (“Duvall Decker”) of Jackson, Mississippi; (iii) approval of a two-year contract term for each entity, not to exceed \$300,000.00 for both contracts combined during the two-year term for each entity; and (iv) approval of the proposed total budget amount not to exceed \$312,000.00; and

WHEREAS, Baker shall sub-contract with Birmingham Engineering and Construction Consulting Inc. (“BECC”), located in Birmingham, Alabama; Cornerstone Engineering, LLC (“Cornerstone”), located in Clinton, Mississippi, a JMAA Certified Disadvantaged Business Enterprise (“DBE”); Environmental Management Plus (“Environmental Management”) located in Jackson, Mississippi which is a JMAA certified DBE; and M3A Architecture, PLLC (“M3A”), located in Jackson, Mississippi, which is a JMAA certified DBE. BECC, Cornerstone, Environmental Management, and M3A shall receive a total of at least forty-three percent (43%) of the amount paid to Baker on this project; and

WHEREAS, Duval Decker shall sub-contract with Environmental Management Plus (“Environmental Management”), located in Jackson, Mississippi which is a JMAA certified DBE. Environmental Management shall receive a total of at least ten percent (10%) of the amount paid to Duval Decker on this project; and

WHEREAS, the Board finds that such requests, which are explained in the Memorandum dated November 19, 2018, found at pages 62-67 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that: (i) JMAA’s Staff is authorized to award and, after review by legal counsel for JMAA, execute the contract for on-call architectural professional services (including assessments, design, and materials recommendations) in support of limited, federally-funded construction projects at the Jackson Medgar-Wiley Evers International Airport (“JAN”) and Hawkins Field Airport (“HKS”) to Baker LPA Group, LLP (“Baker”) of Columbia, South Carolina; (ii) JMAA’s Staff is authorized to award and, after review by legal counsel for JMAA, execute the contract for on-call architectural professional services (including assessments, design, and materials recommendations) in support of limited, non-federally-funded construction projects at JAN and HKS to Duvall Decker Architects, PA (“Duvall Decker”) of Jackson, Mississippi; (iii) the two (2) year contract term not to exceed \$300,000.00 for both contracts combined during the two (2) year term is approved; and (iv) the proposed total budget amount not to exceed \$312,000.00 is approved; and

IT IS, THEREFORE, FURTHER RESOLVED that Baker shall sub-contract with Birmingham Engineering and Construction Consulting Inc. (“BECC”), located in Birmingham, Alabama; Cornerstone Engineering, LLC (“Cornerstone”), located in Clinton,

Mississippi, a JMAA Certified Disadvantaged Business Enterprise (“DBE”); Environmental Management Plus (“Environmental Management”), located in Jackson, Mississippi which is a JMAA certified DBE; and M3A Architecture PLLC (“M3A”), located in Jackson, Mississippi which is a JMAA certified DBE. BECC, Cornerstone, Environmental Management, and M3A shall receive a total of at least forty-three percent (43%) of the amount paid to Baker on this project; and

IT IS, THEREFORE, FURTHER RESOLVED that Duval Decker shall sub-contract with Environmental Management Plus (“Environmental Management”), located in Jackson, Mississippi which is a JMAA certified DBE. Environmental Management shall receive a total of at least ten percent (10%) of the amount paid to Duval Decker on this project; and

IT IS, THEREFORE, FURTHER RESOLVED that such requests are fully explained in the Memorandum dated November 19, 2018, found at pages 62-67 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Wright

Nays: None

Abstentions: None

November 19, 2018

5. *Commercial Real Estate Brokerage Services, JMAA: Authorization to Execute a Professional Service Agreement (DylanAshtonGroup, LLC).....Page 68*

Ms. Robin Byrd, Procurement Manager, explained the Board Memorandum for Project Title: Commercial Real Estate Brokerage Services, and the action request listed therein, which appears at pages 68-71 in the Packet. Ms. Byrd further presented from the JMAA PowerPoint Presentation, at pages 37-41. The JMAA PowerPoint Presentation is attached as an exhibit to the November 19, 2018 Combined Rescheduled Work Session and Rescheduled Board Meeting Minutes. Ms. Byrd requested that the DylanAshtonGroup, LLC (“Dylan”) and Colliers International Northeast Florida Inc. (“Colliers”) representatives approach the podium and introduce themselves. Ms. Scherrie Prince and Mr. Reginald Thompson, representing Dylan, and Mr. Chuck Diebel and Mr. Joseph Turri, representing Colliers, all approached the podium and introduced themselves to the Board of Commissioners. Ms. Byrd also noted that Dylan is working to get DBE certified and that the company is minority owned and locally operated in the City of Jackson, MS.

Next, Vice-Chairman Bernard moved and Commissioner LTC(R) Wright seconded that the Board authorize JMAA’s Staff to execute, after review by legal counsel for JMAA, a three-year Commercial Real Estate Brokerage Professional Services Agreement in the amount of \$126,000.00 with DylanAshtonGroup, LLC (“Dylan”), a Mississippi limited liability company, with offices in Jackson and Flowood, Mississippi.

Commissioner LTC(R) Wright’s asked whether zoning for the East Metro Corridor has been completed. Mr. Newman said that currently the zoning is close enough to completion that

JMAA can proceed with marketing its property.

Next, Commissioner Pastor Henley asked the representatives of Dylan and Colliers what JMAA would be receiving in return for paying the requested monthly retainer amount. In response, Ms. Prince referenced the proposal submitted and stated that the services listed in the proposal will be provided. Thereafter, Commissioner Pastor Henley informed Staff that the Board did not have a copy of the proposal and requested that a copy of the proposal be provided to each Commissioner.

After some discussion, Chairman Harris then stated that the motion will need to be tabled.

Commissioner Pastor Henley moved to table Vice-Chairman Bernard's above-stated motion as to the Commercial Real Estate Brokerage Services, seconded by Commissioner LTC(R) Wright, and the motion to table was approved by unanimous vote.

Yeas: Bernard, Harris, Henley, Wright

Nays: None

Abstentions: None

E. Grants

None.

F. Other Matters

1. *On-Airport Automobile Rental Operations with Car Rental Companies, JMAA: Authorization to Exercise the Second of the Five (5) One-Year Extension Options in the Current Agreements (Enterprise, Avis, and Hertz).....Page 72*

Mr. Chad Parker, Properties Manager, explained the Board Memorandum for Project Title: Exercise of Second of Five, One-Year Options to Extend Three (3) Non-Exclusive Concession Agreements for On-Airport Automobile Rental Operations, and the action request listed therein, which appear at pages 72-73 in the Packet. Mr. Parker further presented from the JMAA PowerPoint Presentation, at pages 44-45. The JMAA PowerPoint Presentation is attached as an exhibit to the November 19, 2018 Combined Rescheduled Work Session and Rescheduled Board Meeting Minutes.

RESOLUTION CY-2018-161

RESOLUTION AUTHORIZING STAFF TO EXECUTE THE FIRST OF FIVE (5) ONE-YEAR EXTENSION OPTIONS UNDER THE NON-EXCLUSIVE CONCESSION AGREEMENTS FOR ON-AIRPORT RENTAL OPERATIONS WITH ENTERPRISE LEASING COMPANY-SOUTH CENTRAL LLC, AVIS BUDGET CAR RENTAL LLC, AND THE HERTZ CORPORATION

Upon motion by Commissioner Pastor Henley, seconded by Commissioner LTC(R) Wright, the following **RESOLUTION** was made and approved by unanimous vote.

WHEREAS, previously, the Board authorized Staff to execute the first of five (5) one-year extension options under the Non-Exclusive Concession Agreements for On-Airport Rental Operations (the “Rental Cars Agreement”) with Enterprise Leasing Company-South Central, LLC (“Enterprise”); Avis Budget Car Rental, LLC (“Avis”); and the Hertz Corporation (“Hertz”) (collectively “Car Rental Companies”); and

WHEREAS, the Board has considered the request of JMAA’s Staff for authority to exercise the second of the five (5) one-year extension options under the Rental Cars Agreement and amend the Rental Cars Agreement, as necessary, to simultaneously execute both the first and second one (1) year extension options; and

WHEREAS, the Board finds that such request, which is explained in the Memorandum dated November 19, 2018, found at pages 72-73 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that JMAA’s Staff is authorized, after review by legal counsel for JMAA, to exercise the second of the five (5) one-year extension options under the Rental Cars Agreement and amend the Rental Cars Agreement, as necessary, to simultaneously execute both the first and second one- year extension options; and

IT IS, THEREFORE, FURTHER RESOLVED that such request is fully explained in the Memorandum dated November 19, 2018, found at pages 72-73 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Wright
Nays: None
Abstentions: None

November 19, 2018

2. *Disparity Study, JMAA: Authorization to Execute Agreement (BBC Research and Consulting).....Page 74*

Ms. LaTonia Shirley, DBE Compliance Manager, explained the Board Memorandum for Project Title: Jackson Municipal Airport Authority (“JMAA”) Disparity Study – FY 2019 and the action request listed therein, which appear at pages 74-77 in the Packet. Ms. Shirley further presented from the JMAA PowerPoint Presentation, at pages 44-45. The JMAA PowerPoint Presentation is attached as an exhibit to the November 19, 2018 Combined Rescheduled Work Session and Rescheduled Board Meeting Minutes. Ms. Shirley then announced that Mr. Sameer Bawa and Ms. Nancy West, representatives from BBC Research & Consulting (“BBC”) and Exstare Federal Services Group (“Exstare”) respectively were available and invited them to address the Board. The Board then asked the following questions:

In response to Commissioner Pastor Henley’s inquiries as to whether their entities are

qualified and have experience in the relevant service areas, Mr. Bawa and Ms. West each confirmed that their respective companies BBC and Exstare, are qualified and have direct experience in the relevant service areas.

Next, Vice-Chairman Bernard asked the reason JMAA is contracting with a company located in Denver, Colorado. In response, Mr. Newman stated that this project was advertised locally and nationally and that BBC was the company selected from the two (2) respondents.

RESOLUTION CY-2018-162

RESOLUTION AUTHORIZING STAFF TO EXECUTE A CONTRACT WITH BBC RESEARCH & CONSULTING FOR THE PERFORMANCE OF A DISPARITY STUDY

Upon motion by Commissioner Pastor Henley, seconded by Commissioner LTC(R) Wright, the following **RESOLUTION** was made and approved by unanimous vote.

WHEREAS, the Board has considered the request of JMAA's Staff for authority to award and, after review by legal counsel for JMAA, execute a contract for the performance of a disparity study to BBC Research & Consulting ("BBC") in an amount, not to exceed \$459,950.00; and

WHEREAS, BBC is headquartered in Denver, Colorado and is a premier Disparity Study firm having conducted over one hundred (100) such studies for airports, cities, states, transportation agencies, and other organizations; and

WHEREAS, JMAA's last disparity study was conducted in 2012, and this new study will provide updated data upon which JMAA will continue to base and fashion its federally-mandated DBE Program; and

WHEREAS, BBC shall sub-contract with Betty Mallett PLLC ("Mallett"), a certified DBE located in Jackson, Mississippi, and Mallett shall receive a total of at least twelve percent (12%) of the fees paid by JMAA to BBC; and

WHEREAS, BBC shall also sub-contract with Exstare Federal Services Group ("Exstare"), a certified DBE located in Alexandria, VA, and Exstare shall receive a total of at least twenty percent (20%) of the fees paid by JMAA to BBC; and

WHEREAS, the Board finds that such request, which is explained in the Memorandum dated November 19, 2018, found at pages 74-77 of the Meeting Packet, ought to be granted.

IT IS, THEREFORE, RESOLVED that JMAA's Staff is authorized to award and, after review by legal counsel for JMAA, execute a contract for the performance of a Disparity Study to BBC Research & Consulting ("BBC") in an amount, not to exceed \$459,950.00; and

IT IS, THEREFORE, FURTHER RESOLVED that JMAA's last Disparity Study was conducted in 2012 and this new study will provide updated data upon which JMAA will continue to base and fashion its federally-mandated DBE Program; and

IT IS, THEREFORE, FURTHER RESOLVED that BBC shall sub-contract with Betty Mallett PLLC ("Mallett"), a certified DBE located in Jackson, Mississippi, and Mallett shall receive a total of at least twelve percent (12%) of the fees paid by JMAA to BBC; and

IT IS, THEREFORE, FURTHER RESOLVED that BBC shall also sub-contract with Exstare Federal Services Group ("Exstare"), a certified DBE located in Alexandria, VA, and Exstare shall receive a total of at least twenty percent (20%) of the fees paid by JMAA to BBC; and

IT IS, THEREFORE, FURTHER RESOLVED that such request is fully explained in the Memorandum dated November 19, 2018, found at pages 74-77 of the Meeting Packet.

Yeas: Bernard, Harris, Henley, Wright

Nays: None

Abstentions: None

November 19, 2018

Chairman Harris announced that the Board would revisit Item No. "5." Under Section "D." Service Agreements that was previously tabled. The Board then held the following discussion.

In response to Commissioner Pastor Henley's inquiry, Ms. Prince confirmed that the marketing and advertising costs incurred by Dylan would be billed to JMAA.

Next, Commissioner Pastor Henley commented that pursuant to its proposal Dylan will be receiving residual income for a number of years after the property is leased. Further, Commissioner Pastor Henley pointed out that many of the zoning issues and other issues related to this project, as stated by Mr. Newman, are being handled by JMAA Staff. He stated that in consideration of the matters raised by him, the base rate of Dylan should be reduced to \$2,500.00 monthly.

In response, Mr. Reginald Thompson informed the Board of some of the services outside of real estate brokerage services that Dylan will provide.

Commissioner Pastor Henley, Ms. Prince, Mr. Thompson, and Mr. Newman further discussed the base fee for Dylan's services.

Mr. Thompson then announced that Dylan would be willing to reduce their monthly fee to \$3,000.00 to move ahead with working on behalf of JMAA.

In response, Commissioner Pastor Henley announced that he is good with paying Dylan the reduced \$3,000.00 amount as a monthly fee.

Next, Commissioner LTC(R) Wright asked if the team would be providing written reports that update the Board as to Dylan's progress regarding using the property. In response, Mr. Thompson stated that Dylan will be a part of the team in regular communication with the Board. Also, Dylan will provide monthly reports.

Mr. Newman said that Staff will request that Dylan appear on a quarterly basis to report its activities to the Board.

The Board then held additional discussion and upon motion by Commissioner Pastor Henley, seconded by Vice-Chairman Bernard, and unanimous vote Vice-Chairman's Motion to authorize Staff to Execute an Agreement with Dylan was removed from the table.

Yeas: Bernard, Harris, Henley, Wright

Nays: None

Abstentions: None

November 19, 2018

Commissioner Pastor Henley then made the below-amended motion to include the new base rate that is to be paid to Dylan and the Board then considered said motion.

RESOLUTION CY-2018-163

RESOLUTION AUTHORIZING STAFF TO EXECUTE A THREE-YEAR PROFESSIONAL SERVICES AGREEMENT WITH DYLANASHTONGROUP, LLC

Upon motion by Commissioner Pastor Henley, seconded by Commissioner LTC(R) Wright, the following **RESOLUTION** was made and approved by unanimous vote.

WHEREAS, the Board has considered the request of JMAA's Staff for authority to execute, after review by legal counsel for JMAA, a three-year Commercial Real Estate Brokerage Professional Services Agreement in the amount of \$108,000.00 with DylanAshtonGroup, LLC ("Dylan"), a Mississippi limited liability company, with offices in Jackson and Flowood Mississippi; and

WHEREAS, the monthly fee paid to Dylan for its services is reduced by agreement of Dylan and JMAA from \$3,500.00 monthly to \$3,000.00 monthly, which reduces the services agreement total from the amount of \$126,000.00 requested to \$108,000.00 for the three-year term; and

WHEREAS, Dylan will subcontract a portion of the contract to Colliers International Northeast Florida Inc. ("Colliers"), a global Florida Corporation with expertise in real estate services and investment management. Dylan and Colliers will seek commercial real estate development opportunities for the Jackson Municipal Airport Authority ("JMAA") at the

Jackson-Medgar Wiley Evers International Airport (“JAN”) with emphasis on the East Metro Corridor and the Hawkins Field Airport (“HKS”) properties; and

WHEREAS, the Board finds that such request, which is explained in the Memorandum dated November 19, 2018, found at pages 68-71 of the Meeting Packet, except the Memorandum is amended to provide that the monthly retainer during the three-year term shall be \$3,000.00, instead of \$3,500.00, ought to be granted.

IT IS, THEREFORE, RESOLVED that JMAA’s Staff is authorized to execute, after review by legal counsel for JMAA, a three-year Commercial Real Estate Brokerage Professional Services Agreement in the amount of \$108,000.00 with DylanAshtonGroup, LLC (“Dylan”), a Mississippi limited liability company, with offices in Jackson and Flowood Mississippi; and

IT IS, THEREFORE, FURTHER RESOLVED that the three-year Commercial Real Estate Brokerage Professional Services Agreement will include two (2) two-year options to renew, solely and only at JMAA’s discretion, upon expiration of the initial term of three-year Commercial Real Estate Brokerage Professional Services Agreement; and

IT IS, THEREFORE, FURTHER RESOLVED that the monthly fee to Dylan is reduced by agreement of Dylan and JMAA from \$3,500.00 monthly to \$3,000.00 monthly, which reduces the services agreement total from the amount of \$126,000.00 requested to \$108,000.00 for the three-year term; and

IT IS, THEREFORE, FURTHER RESOLVED that Dylan will receive a six percent (6%) commission on gross rent for up to 10 years on any lease of real property consummated during the term of the three-year Commercial Real Estate Brokerage Professional Services Agreement; and

IT IS, THEREFORE, FURTHER RESOLVED that Dylan shall solely and only represent and work on behalf of JMAA as to scope of work and subject matter of the three-year Commercial Real Estate Brokerage Professional Services Agreement between Dylan and JMAA; and

IT IS, THEREFORE, FURTHER RESOLVED that Dylan shall subcontract a portion of the contract to Colliers International Northeast Florida Inc. (“Colliers”), a global Florida Corporation with expertise in real estate services and investment management. Dylan and Colliers will seek commercial real estate development opportunities for the Jackson Municipal Airport Authority (“JMAA”) at the Jackson-Medgar Wiley Evers International Airport (“JAN”) with emphasis on the East Metro Corridor and the Hawkins Field Airport (“HKS”) properties; and

IT IS, THEREFORE, FURTHER RESOLVED that such request is fully explained in the Memorandum dated November 19, 2018, found at pages 68-71 of the Meeting Packet, except the Memorandum is amended to provide that the monthly retainer during the three-year term shall be \$3,000.00, instead of \$3,500.00.

Yeas: Bernard, Harris, Henley, Wright
Nays: None
Abstentions: None

November 19, 2018

G. New Business

Chairman Harris announced that the Board will address the Board Retreat before hearing from the Legislative Consultants.

1. Board Retreat

RESOLUTION CY-2018-164

RESOLUTION AUTHORIZING MR. CARL D. NEWMAN TO NEGOTIATE AND EXECUTE CONTRACT AGREEMENTS FOR RETREAT MEETING ACCOMMODATIONS AND SERVICES OF EXSTARE FEDERAL SERVICES GROUP REGARDING THE BOARD OF COMMISSIONERS FACILITATED RETREAT

Upon motion by Commissioner Pastor Henley, seconded by Commissioner LTC(R) Wright, the following **RESOLUTION** was made and unanimously approved.

WHEREAS, the Board has considered authorizing Mr. Carl D. Newman, JMAA's Chief Executive Officer, authority to negotiate and execute contract agreements for retreat meeting accommodations and services of Exstare Federal Services Group ("Exstare") for guest or meeting room rentals, equipment rental, meal services, and facilitating services regarding the Board of Commissioners' Facilitated Retreat ("the Retreat") scheduled for December 3-4, 2018; and

IT IS, THEREFORE, RESOLVED that Mr. Carl D. Newman, JMAA's Chief Executive Officer, is authorized to negotiate and execute contract agreements for retreat meeting accommodations and services of Exstare Federal Services Group ("Exstare") for guest or meeting room rentals, equipment rental, meal services, and facilitating services regarding the Board of Commissioners' Facilitated Retreat ("the Retreat") scheduled for December 3-4, 2018.

Yeas: Bernard, Harris, Henley, Wright
Nays: None
Abstentions: None

November 19, 2018

2. State Legislative Consultants

Chairman Harris regarding the employment of a State Legislative Consultant Services invited representatives of Cornerstone Government Affairs (“Cornerstone”) to the podium to address the Board. Mr. Elliott Flaggs, of Cornerstone, provided the Board with an update regarding Cornerstone’s year as the State Legislative Consultant for JMAA. At the end of the presentation, the Board held the following discussion.

Chairman Harris asked about the results of Cornerstone’s communications with the Governor’s office. In response, Mr. Flaggs said that the Governor’s office was hesitant to speak in depth with them as there are reservations related to the ongoing litigation. Ms. Camille Young, of Cornerstone, added that the Governor’s office did appreciate the efforts made by Cornerstone to foster and improve the relationship between JMAA and the Governor’s office, in keeping them aware of what is happening at JAN.

Commissioner LTC(R) Wright asked about Cornerstone’s communication with Continental Tires. Mr. Flaggs said that there was a meeting attended by Mr. Newman, during which Continental discussed with Staff ways in which the airport can assist Continental with its efforts.

Mr. Newman added that the meeting was very productive in that it created a relationship between JMAA and Continental Tires. Further, during the meeting, the attendees discussed ways they can assist Continental with recruiting employees, employing local persons, and assisting with Continental with its operation.

Next, Commissioner Pastor Henley asked how long members of the Cornerstone team have been lobbying in the Mississippi Legislature collectively. In response, the Cornerstone team confirmed that Cornerstone has lobbyist with anywhere from five (5) to forty (40) years of experience lobbying in the Mississippi State Legislature.

In response to Commissioner Pastor Henley’s inquiry as to how many clients Cornerstone currently represents in the Mississippi State Legislature, Mr. Flaggs said that the number of Cornerstone clients is between twenty-five (25) to thirty (30) clients each year.

Chairman Harris then invited The Daniels Group, LLC (“Daniels”) to the podium to address the Board. Mr. Roosevelt Daniels addressed the Board and introduced the members of The Daniels Group. The team consisted of Mr. Daniels, Ms. Donna Echols, Ms. Nicole Lewis, and Mr. Ronnie Shows. Each member then introduced herself/himself and provided her/his experience and successes in the Mississippi State Legislature. At the end of the presentation, the Board held the following discussion.

Commissioner Pastor Henley asked Mr. Daniels when he registered as a lobbyist in Mississippi and Mr. Daniels stated his last registration date.

Commissioner Pastor Henley and Mr. Daniels discussed Mr. Daniels’ transparency regarding filings as to his 2017 client list. At the conclusion of the discussion, Mr. Daniels informed the Board that he would be sure to provide the Board with updated information.

Chairman Harris commented that it is a benefit that Daniels does not have a lot of clients in Mississippi.

Chairman Harris then invited Cornerstone back to the podium for some additional questions.

In response to Chairman Harris's inquiry, Mr. Elliott Flaggs informed the Board that Cornerstone represents about twenty (20) to twenty-five (25) clients in a lobbying capacity. Further, Mr. Flaggs provided the names of several of Cornerstone's clients.

Chairman Harris then commented that she is grateful for the efforts of Cornerstone in advocating for JMAA. However, moving forward, she wants to give another firm an opportunity. Chairman Harris added that doing so is within the powers of the Board and asked Vice-Chairman Bernard to read aloud Article II, Section 2, of the JMAA Bylaws.

Vice-Chairman Bernard then read aloud Article II, Section 2, of the JMAA Bylaws. Afterward, Chairman Harris requested that a Board Member to make a motion for the Board to direct JMAA Staff to enter into a contract with The Daniels Group, LLC as the Mississippi Legislative Consultant for JMAA.

Next, Commissioner Pastor Henley stated that he believes Mr. Daniels has no relevant experience regarding dealing with the Mississippi Legislature. Further, Mr. Daniels did not have any legislative client during the 2018 legislative session. Continuing, Commissioner Pastor Henley reminded the Board that it previously adopted criteria for screening persons for professional services contracts. In that regard, Commissioner Pastor Henley said that the Daniels Group fails under the "direct experience" and "qualifications" criteria adopted by the Board to evaluate persons/entities seeking professional services contracts.

Commissioner Pastor Henley, Commissioner LTC(R) Wright, and Chairman Harris further discussed the process utilized during the Board Meeting herein regarding employing a State Legislative Consultant.

The following Resolution was adopted by the Board.

RESOLUTION CY-2018-165

RESOLUTION AUTHORIZING JMAA'S STAFF TO ENTER INTO A PROFESSIONAL SERVICES AGREEMENT WITH THE DANIELS GROUP, LLC FOR MISSISSIPPI GOVERNMENT LOBBYING SERVICES ON BEHALF OF JMAA

Upon motion by Vice-Chairman Bernard, seconded by Commissioner LTC(R) Wright, the following **RESOLUTION** was made and approved by majority vote.

WHEREAS, the JMAA Board of Commissioners desires to enter into a professional service agreement with a Lobbyist registered with the State of Mississippi, to provide MS Government consulting services for the Jackson Municipal Airport Authority ("JMAA")

concerning JMAA's 2019 MS Legislative Agenda and other MS Government matters regarding JMAA ("Services").

WHEREAS, the JMAA Board of Commissioners discussed authorizing JMAA's Chief Executive Officer (CEO), Carl D. Newman, A.A.E., to execute a professional service agreement with The Daniels Group, LLC to provide the Services for a monthly retainer of \$7,500.00, and reasonable and necessary expenses beginning on the date of execution of the agreement and extending for one (1) calendar year thereafter; and

NOW BE IT THEREFORE, RESOLVED that, after review by legal counsel for JMAA, the JMAA Board of Commissioners will enter into a professional service agreement with a Lobbyist registered with the State of Mississippi, to provide Mississippi Legislative Consulting Services for the Jackson Municipal Airport Authority ("JMAA") concerning JMAA's 2019 Mississippi Legislative Agenda and other Mississippi Government matters regarding JMAA; and

NOW BE IT THEREFORE, FURTHER RESOLVED that JMAA's Chief Executive Officer (CEO), Carl D. Newman, A.A.E., is authorized, after review by legal counsel for JMAA, to execute a professional service agreement with The Daniels Group, LLC to provide the Services for a monthly retainer of \$7,500.00, and reasonable and necessary expenses beginning on the date of execution of the agreement and extending for one (1) calendar year thereafter.

Yeas: Bernard, Harris, Wright

Nays: Henley

Abstentions: None

November 19, 2018

In response to Commissioner LTC(R) Wright's inquiry about the rescheduling of the Hawkins Field Airport anniversary celebration, Mr. Newman informed Commissioner LTC(R) Wright, that he would provide that information to the Board as soon as it is available.

Commissioner Pastor Henley then asked about the Board's travel report that involves the next Docket which may directly affect the Board. He referenced a payment that JMAA has not been reimbursed related to Commissioner's travel after September 27, 2018, and asked if it relates to a Commissioner whose term had ended on September 27, 2018. Mr. Newman informed the Board that Staff will investigate the travel and the related payment and provide further information to the Board.

OPEN SESSION

Chairman Harris 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 so. Commissioner LTC(R) Wright then moved that the Board go into a Closed Session to discuss whether to go into an

Executive Session to consider whether there are matters that should be discussed in Executive Session and Vice-Chairman Bernard seconded the motion.

The Board unanimously resolved to close the Meeting. Chairman Harris asked all, except Mr. Carl Newman, CEO, Mr. Perry Miller, COO, attorneys from Walker Group, PC, and John R. May, Esquire, to vacate the room.

All present, with the exceptions noted, were directed to vacate the room; this was done.

The Board went into Closed Session at 11:45 a.m.

CLOSED SESSION

Commissioner Pastor Henley then moved that the Board enter Executive Session to discuss one (1) pending litigation matter, Jackson Municipal Airport Authority, Et Al. v Governor Phil Bryant, Et Al., one (1) potential litigation matter regarding a contract dispute and negligence claim, and one (1) personnel matter regarding the classification of incumbent employees. Commissioner LTC(R) Wright seconded the motion to enter Executive Session, and the Commissioners unanimously resolved to enter Executive Session for the stated purposes.

The Closed Session ended at 11:59 a.m.

OPEN SESSION

Chairman Harris then invited all persons outside the room to re-enter, some did. Chairman Harris then stated in Open Session that the Board, during Closed Session, voted to enter Executive Session to discuss one (1) pending litigation matter, Jackson Municipal Airport Authority, Et Al. v Governor Phil Bryant, Et Al., one (1) potential litigation matter regarding a contract dispute and negligence claim, and one (1) personnel matter regarding the classification of incumbent employees.

Chairman Harris asked all present, except Mr. Carl Newman, CEO, Mr. Perry Miller, COO, attorneys from Walker Group, PC, and John R. May, Esquire, to vacate the room.

The Board went into Executive Session at 12:00 p.m.

EXECUTIVE SESSION

During the Executive Session, the Board discussed one (1) pending litigation matter, Jackson Municipal Airport Authority, Et Al. v Governor Phil Bryant, Et Al., one (1) potential litigation matter regarding a contract dispute and negligence claim, and one (1) personnel matter regarding the classification of incumbent employees.

Commissioner Pastor Henley exited the meeting at 12:04 p.m. during Executive Session.

1. The Board took no action as to the one (1) pending litigation matter, Jackson Municipal

Airport Authority, Et Al. v Governor Phil Bryant, Et Al.

2. *The Board took the following action as to the one (1) potential litigation matter regarding a contract dispute and negligence claim.*

RESOLUTION CY-2018-166

RESOLUTION AUTHORIZING THE MAKING OF A COUNTER-OFFER REGARDING A POTENTIAL LITIGATION MATTER

Upon amended motion by Vice-Chairman Bernard, seconded by Commissioner LTC(R) Wright, the following **RESOLUTION** was made and approved by unanimous vote of the Commissioners present.

WHEREAS, the Board has considered authorizing JMAA's Board Counsel to make a counter-offer regarding a potential litigation matter, pursuant to the terms and conditions discussed during Executive Session.

IT IS, THEREFORE, RESOLVED that Board Legal Counsel is authorized to make a counter-offer of payment regarding a potential litigation matter, pursuant to the terms and conditions discussed during Executive Session.

Yeas: Bernard, Harris, Wright
Nays: None
Abstentions: None

November 19, 2018

Ms. Renee Antoine, Director of Human Resources and Administration, entered the Executive Session at 12:16 p.m.

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

RESOLUTION CY-2018-167

RESOLUTION ADOPTING THE AMENDED ORGANIZATIONAL CHART FOR THE JACKSON MUNICIPAL AIRPORT AUTHORITY

Upon Motion by Vice-Chairman Bernard, seconded by Commissioner LTC(R) Wright, the following **RESOLUTION** was made and approved by unanimous vote of the Commissioners present.

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

WHEREAS, Carl D. Newman, CEO, desires to amend the 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 Organizational Chart, a copy of which was reviewed by the Board; and

WHEREAS, the proposed amended Organizational Chart, shall be adopted and implemented as the Organizational Chart for JMAA on a future date to be identified by Mr. Newman, or his duly designated representative.

IT IS, THEREFORE, RESOLVED that the Board approves the proposed amended Organizational Chart, as 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 the Mr. Newman, or his duly designated representative.

Yeas: Bernard, Harris, Wright

Nays: None

Abstentions: None

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Upon motion by Commissioner LTC(R)Wright, seconded by Chairman Harris and unanimous approval of the three (3) Commissioners, the Executive Session ended at 12:36 p.m.

Open Session reconvened at 12:37 p.m.

OPEN SESSION

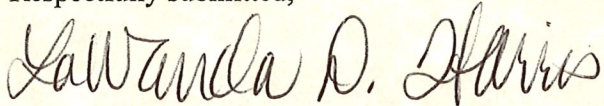
All persons outside the room were invited to rejoin the meeting in open session, and some persons present outside the room re-entered.

Chairman Harris announced that the meeting was once again open. She stated that during Executive Session no action was taken as to the JMAA v Bryant actual litigation matter. Further, Chairman Harris said that the above-stated actions were taken as to one (1) potential litigation matter regarding a contract dispute and negligence claim and one (1) personnel matter regarding the classification of incumbent employees.

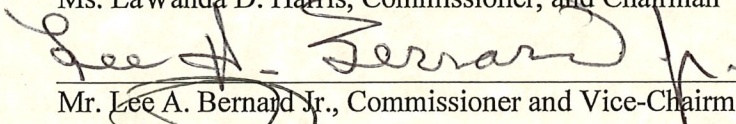
VIII. ADJOURNMENT

Thereafter, it was moved by Vice-Chairman Bernard, seconded by Chairman Harris, and resolved by a unanimous vote of the three (3) Commissioners present that the meeting of the Board was ADJOURNED at 12:40 p.m.

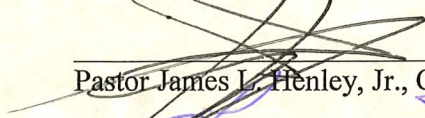
Respectfully submitted,

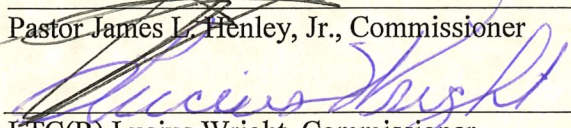


Ms. LaWanda D. Harris, Commissioner, and Chairman



Mr. Lee A. Bernard Jr., Commissioner and Vice-Chairman


Pastor James L. Henley, Jr., Commissioner


LTC(R) Lucius Wright, Commissioner