

**SPECIAL MEETING OF JACKSON MUNICIPAL
AIRPORT AUTHORITY BOARD OF COMMISSIONERS
APRIL 1, 2019**

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 Special Meeting in the Terminal Building, Hawkins Field Airport (“HKS”), in Jackson, Mississippi, at 12:00 p.m. (Noon), on Monday, April 1, 2019 (the “Meeting”), pursuant to proper notice. A copy of the Notice is attached as an Exhibit to the April 1, 2019 Special Meeting Minutes.

Chairman LaWanda D. Harris, presided, called the Meeting to order at 12:08 p.m., and called the roll of Commissioners.

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

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

Chairman Harris, announced that a quorum was present at the Special 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 Special Meeting of the Board scheduled for 12:00 p.m. (Noon) on Monday, April 1, 2019 in the Terminal Building, Hawkins Field Airport (“HKS”), in Jackson, Mississippi. The following other persons were also present at the Meeting:

Arnetrius Branson, M.B.A., JMAA’s Chief Financial Officer
John R. May, Esq., Attorney at Law, JMAA’s Chief Legal Officer
John L. Walker, Esq., Walker Group, PC, Attorneys at Law
Kevin Bass, Esq., Walker Group, PC, Attorneys at Law
And persons listed on **EXHIBIT A: Sign in Sheet for 4-1-19**

II. INVOCATION

Commissioner Pastor Henley gave the Invocation.

III. PUBLIC COMMENTS

None.

IV. APPROVAL OF BOARD NOTICE

- A.** Notice of the Special Meeting of the Board of Commissioners (“The Board”) of the Jackson Municipal Airport Authority (“JMAA”) on April 1, 2019, at 12:00 p.m. (Noon).

RESOLUTION CY-2019-50

APPROVAL OF THE NOTICE OF THE APRIL 1, 2019 SPECIAL MEETING

After discussion and review, and upon the motion made by Commissioner Martin, seconded by Commissioner LTC(R) Wright, and the Board unanimously approved the following resolution was made and entered.

RESOLVED, that the Board hereby approves the Notice of the April 1, 2019 Special Meeting and directs that said notice be filed in the appropriate minute book and records of the Authority.

Yeas: Bernard, Harris, Henley, Martin, Wright

Nays: None

Abstentions: None

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V. NEW BUSINESS

OPEN SESSION

The Board, pursuant to the motion of Commissioner Pastor Henley, seconded by Commissioner Martin, by unanimous vote 5-0-0, resolved to close the Meeting to determine whether certain matters could be considered in Executive Session. Chairman Harris asked all, except the attorneys from Walker Group, PC to vacate the room.

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

The Board went into Closed Session at 12:10 p.m.

CLOSED SESSION

After discussion regarding matters proposed to be discussed in Executive Session, Commissioner Martin moved that the Board enter Executive Session to consider a personnel matter regarding an incumbent employee. Commissioner LTC(R) Wright seconded the motion to enter Executive Session, and the Commissioners unanimously resolved to enter Executive Session for the stated purpose.

The Closed Session ended at 12:20 p.m.

OPEN SESSION

Chairman Harris 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 a personnel matter regarding an incumbent employee. Further, she stated that Commissioner Martin made the motion to go into Executive Session and Commissioner LTC(R) Wright seconded the motion. Afterward, she said the Commissioners unanimously resolved to enter Executive Session for the stated purposes.

Chairman Harris asked all present, except the attorneys from Walker Group, PC to vacate the room.

Prior to entering into Executive Session, Chairman Harris connected members of Postlethwaite & Netterville to the Board Meeting telephonically. The members were: Mark Staley, Helene Wall, Lauren Hensgens, and Brandy Rush.

Pursuant to the provisions regarding participation in Closed and Executive Session by telephone, Chairman Harris asked the Postlethwaite & Netterville Staff Members attending via telephonic conference the questions contained in the Bylaws. In response to those questions Postlethwaite & Netterville Staff Members Mark Staley, Helene Wall, Lauren Hensgens, and Brandy Rush confirmed the following:

- i. that the device that they were using to participate in the April 1, 2019, Meeting of the Board of Commissioners does not potentially allow persons other than them to hear the Meeting's proceedings;
- ii. that in the location where they are participating in the April 1, 2019, Meeting of the Board of Commissioners, no persons, other than those stated are able to hear any of the Board Meeting's proceedings;
- iii. that neither those attending telephonically nor any other person or entity is currently or will be recording the Executive Session; and
- iv. that they will immediately inform the Commissioners participating in the Board Meeting if any of the above matters, affirmed by them, cease to exist during the course of the Executive Session and, in the event that occurs, they shall immediately terminate their participation in the Executive Session by disconnecting the device that they are using to participate in the Meeting of the Board of Commissioners.

The Board went into Executive Session at 12:26 p.m.

EXECUTIVE SESSION

During the Executive Session, the Board discussed a personnel matter regarding an incumbent

employee.

Latoya Merritt, Esq., of Phelps Dunbar LLP, entered the Executive Session at 12:26 p.m.

Postlethwaite & Netterville Staff Members Mark Staley, Helene Wall, Lauren Hensgens, and Brandy Rush ended their telephonic attendance in the Executive Session at 12:50 p.m.

Arnetrius Branson, JMAA's Chief Financial Officer, entered the Executive Session at 1:32 p.m. and exited at 1:44 p.m.

- 1. The Board took the following action as to a personnel matter regarding an incumbent employee.*

RESOLUTION CY-2019-51

RESOLUTION EMPLOYING LATOYA C. MERRITT, ESQ., AND PHELPS DUNBAR, LLP RELATED TO A PERSONNEL MATTER REGARDING AN INCUMBENT EMPLOYEE

After discussion and review, and upon the motion made by Commissioner Pastor Henley, seconded by Commissioner Martin, and approved by majority vote 4-0-1, the following Resolution was made and entered.

WHEREAS, the Board has become aware of certain personnel matters specified during Executive Session regarding an incumbent employee; and

WHEREAS, the Board desires to employ LaToya C. Merritt, Esq., and Phelps Dunbar LLP, to provide Professional Services regarding the personnel matters specified during Executive Session regarding an incumbent employee; and

WHEREAS, LaToya C. Merritt, Esq., and Phelps Dunbar LLP will be compensated at the rate stated in JMAA's current Professional Service Agreement with Phelps Dunbar LLP regarding another matter.

IT IS, THEREFORE, RESOLVED that LaToya C. Merritt, Esq., and Phelps Dunbar LLP are employed to provide Professional Services regarding the personnel matters specified during Executive Session regarding an incumbent employee; and

IT IS, THEREFORE, FURTHER RESOLVED that LaToya C. Merritt, Esq., and Phelps Dunbar will be compensated at the rate stated in JMAA's current Professional Service Agreement with Phelps Dunbar LLP regarding another matter.

IT IS, THEREFORE, FURTHER RESOLVED that Board Counsel for Jackson Municipal Airport Authority ("JMAA") shall draft a Professional Service Agreement for Latoya C. Merritt, Esq., and Phelps Dunbar LLP and JMAA's Chief Executive Officer ("CEO") shall execute the Professional Service Agreement on behalf of JMAA.

Yeas: Harris, Henley, Martin, Wright

Nays: None

Abstentions: Bernard

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Upon motion by Commissioner Pastor Henley, seconded by Commissioner Bernard and unanimous approval of the Commissioners, the Executive Session ended at 3:15 p.m.

Open Session reconvened at 3:16 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 the above-stated action was taken as to a personnel matter regarding an incumbent employee. Further, Chairman Harris announced that the Commissioners Harris, Henley, Martin, Wright voted in favor of the resolution and Vice-Chairman Bernard abstained.

VII. ADJOURNMENT

Thereafter, it was moved by Commissioner Pastor Henley, seconded by Commissioner LTC(R) Wright, and resolved by unanimous vote that the Special Meeting of the Board be ADJOURNED at 3:18 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

Mr. Robert. E. Martin, Commissioner

LTC(R) Lucius Wright, Commissioner